

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 5)

Churchill Downs Incorporated

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

171484 10 8

(CUSIP Number)

Thomas H. Meeker, President
Churchill Downs Incorporated
700 Central Avenue
Louisville, KY 40208
(502)636-4400

Alexander M. Waldrop, Senior Vice President,
General Counsel and Secretary
Churchill Downs Incorporated
700 Central Avenue
Louisville, KY 40208 (502)636-4400

Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 18, 1995

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with this statement .

13D
CUSIP No. 171484 10 8

Page 2 of 55

- =====
- 1 NAME OF REPORTING PERSON
ABC Partnership
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
Not Applicable
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States
- 7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8 SHARED VOTING POWER

9,065

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

9,065

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

9,065

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.2%

14 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON
John W. Barr, III
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

2,000

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

2,000

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

2,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.1%

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON
Charles W. Bidwill, Jr.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		219,340
	8	SHARED VOTING POWER
		2,919

	9	SOLE DISPOSITIVE POWER
		219,340

	10	SHARED DISPOSITIVE POWER
		2,919

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
222,259

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
5.9%

14 TYPE OF REPORTING PERSON
IN

=====

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1 NAME OF REPORTING PERSON
Shauna Bidwill Valenzuela
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

1,550

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

1,550

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

1,550

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

less than .05%

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON
Catesby M. Clay, as an individual and as Co-Trustee under Trust u/w J.N. Camden, deceased (1942), as a Co-Trustee under Trust Agreement of J.N. Camden, and as Co-Trustee under Trust u/w Agnes Clay Pringle
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

3,000

8 SHARED VOTING POWER

43,630 See Appendix II

9 SOLE DISPOSITIVE POWER

3,000

10 SHARED DISPOSITIVE POWER

43,630 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

46,630

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.2%

14 TYPE OF REPORTING PERSON

IN and 00

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1 NAME OF REPORTING PERSON
Jim Clay, as a Co-Trustee under Trust u/w J.N. Camden,
deceased (1942), and as a Co-Trustee under Trust Agreement
of J.N. Camden
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8 SHARED VOTING POWER

32,680 See Appendix II

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

32,680 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

32,680

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.9%

14 TYPE OF REPORTING PERSON

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=====

=====

1 NAME OF REPORTING PERSON
James G. Kennan, III, as a Co-Trustee under Trust u/w J.N. Camden, deceased (1942) and as a Co-Trustee under Trust Agreement of J.N. Camden
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-0-

8 SHARED VOTING POWER

32,680 See Appendix II

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

32,680 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

32,680

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.9%

14 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSON
McColl Pringle, as a Co-Trustee u/w Agnes Clay Pringle,
deceased (1984)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8 SHARED VOTING POWER

10,950 See Appendix II

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

10,950 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

10,950

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.3%

14 TYPE OF REPORTING PERSON

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=====

1 NAME OF REPORTING PERSON
James W. Phillips
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		17,990

	8	SHARED VOTING POWER
		-0-

	9	SOLE DISPOSITIVE POWER
		17,990

	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

17,990

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.5%

14 TYPE OF REPORTING PERSON

IN

=====

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1 NAME OF REPORTING PERSON
Joan G. Phillips
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	19,530

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
19,530

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

19,530

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.5%

14 TYPE OF REPORTING PERSON

IN

=====

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1 NAME OF REPORTING PERSON
J. David Grissom
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

10,050

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

10,050

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

10,050

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.3%

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON
Bank One Lexington, NA, as a Co-Trustee u/w A.B. Hancock,
deceased 1972, as Co-Trustee u/w Agnes Clay Pringle and as
Co-Trustee under Trust Agreement Nancy Clay Hancock and as
Co-Trustee under Trust Agreement Waddell W. Hancock, II
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Kentucky

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8 SHARED VOTING POWER

108,210 See Appendix II

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

108,210 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

108,210

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

2.9%

14 TYPE OF REPORTING PERSON

BK

=====

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1 NAME OF REPORTING PERSON
Nancy Clay Hancock, as Co-Trustee u/w A.B. Hancock, deceased
(1972) and as Co-Trustee under Trust Agreement of Nancy Clay
Hancock
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8 SHARED VOTING POWER

88,230 See Appendix II

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

88,230 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

88,230

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

2.3%

14 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSON
Seth W. Hancock, as an individual, and as a Co-Trustee
under Trust u/w A.B. Hancock, deceased (1972), as a
Co-Trustee under Trust Agreement of Nancy Clay Hancock and
as Co-Trustee under Trust Agreement of Waddell W. Hancock, II
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES 36,500
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

106,325 See Appendix II

9 SOLE DISPOSITIVE POWER

36,500

10 SHARED DISPOSITIVE POWER

106,325 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

142,825

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

3.8%

14 TYPE OF REPORTING PERSON

IN and 00

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1 NAME OF REPORTING PERSON
Waddell W. Hancock, as Co-Trustee u/w A.B. Hancock, deceased
(1972)
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8 SHARED VOTING POWER

79,200 See Appendix II

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

79,200 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

79,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

2.1%

14 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSON
Waddell W. Hancock, II, as a Co-Trustee, u/w A.B. Hancock,
deceased (1972), and as Co-Trustee under Trust Agreement
of Waddell W. Hancock, II
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8 SHARED VOTING POWER

88,230 See Appendix II

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

88,230 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

88,230

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

2.3%

14 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSON
Frank B. Hower, Jr.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,040

	8	SHARED VOTING POWER
		-0-

	9	SOLE DISPOSITIVE POWER
		1,040

	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

1,040

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

less than .05%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Stanley F. Hugenberg, Jr.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

3,670

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

3,670

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

3,670

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.1%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Estate of Warner L. Jones, Jr.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

-0-

8 SHARED VOTING POWER

73,000 See Appendix II

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

73,000 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

73,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.9%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Harriet S. Jones
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
10,000

8 SHARED VOTING POWER

73,000 See Appendix II

9 SOLE DISPOSITIVE POWER

10,000

10 SHARED DISPOSITIVE POWER

73,000 See Appendix II

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

83,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

2.2%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Mina Jones Cox
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8,570

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

8,570

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

8,570

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.2%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Thomas H. Meeker
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

29,437

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

29,437

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

29,437

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.8%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Carl F. Pollard
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		73,040

	8	SHARED VOTING POWER
		-0-

	9	SOLE DISPOSITIVE POWER
		73,040

	10	SHARED DISPOSITIVE POWER
		-0-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
	73,040

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
1.9%

14 TYPE OF REPORTING PERSON
IN

=====

=====

1 NAME OF REPORTING PERSON
Edna Veeneman Lewis
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5,660

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

5,660

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

5,660

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.1%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Robert Veeneman
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

4,280

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

4,280

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

4,280

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.1%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Wells Family Partnership
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

210,530

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

210,530

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

210,530

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

5.6%

14 TYPE OF REPORTING PERSON

PN

=====

=====

1 NAME OF REPORTING PERSON
Wells Foundation, Inc.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Kentucky

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		22,400

	8	SHARED VOTING POWER
		-0-

	9	SOLE DISPOSITIVE POWER
		22,400

	10	SHARED DISPOSITIVE POWER
		-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

22,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.6%

14 TYPE OF REPORTING PERSON

CO

=====

=====

1 NAME OF REPORTING PERSON
Mary Louise Whitney
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	128,000

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
128,000

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

128,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

3.4%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
William T. Young
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	114,660

8 SHARED VOTING POWER
-0-

9 SOLE DISPOSITIVE POWER
114,660

10 SHARED DISPOSITIVE POWER
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

114,660

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

3.0%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
PNC Bank, Kentucky, Inc. u/a Warner L. J. Jones dated 9/6/85
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Kentucky

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

1,000

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

1,000

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

less than .05%

14 TYPE OF REPORTING PERSON

BK

=====

=====

1 NAME OF REPORTING PERSON
James S. Karp
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		37,720
	8	SHARED VOTING POWER
		34,890

	9	SOLE DISPOSITIVE POWER
		37,720

	10	SHARED DISPOSITIVE POWER
		34,890

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

72,610

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.9%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Irene J. Karp
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	-0-

8 SHARED VOTING POWER
34,890

9 SOLE DISPOSITIVE POWER
-0-

10 SHARED DISPOSITIVE POWER
34,890

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

34,890

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

.9%

14 TYPE OF REPORTING PERSON

IN

=====

=====

1 NAME OF REPORTING PERSON
Louisville Public Warehouse Company
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(A)
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS
Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

45,900

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

45,900

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

45,900

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.2%

14 TYPE OF REPORTING PERSON

CO

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AMENDMENT No. 5

THIS AMENDMENT No. 5 to the Amendment No. 4 to Schedule 13D dated December 22, 1994 (the "Amendment No. 4") and to the Amendment No. 3 to Schedule 13D dated March 1, 1994 (the "Amendment No. 3") and to the Amendment No. 2 to Schedule 13D dated March 12, 1993 (the "Amendment No. 2") and to the Amendment No. 1 to the Schedule 13D dated April 3, 1992 (the "Amendment No. 1") and to the Schedule 13D dated January 7, 1992 (the "Schedule 13D"), which were filed with the Securities and Exchange Commission by certain Reporting Persons and relate to the shares of common stock, no par value (the "Shares") of Churchill Downs Incorporated (the "Company"), hereby amends and restates the Schedule 13D, as heretofore amended, in its entirety.

Item 1. Security and Issuer. The title of the class of equity securities to which this Statement relates is:

Common stock, no par value (the "Shares"), of Churchill Downs Incorporated (the "Company").

The name and address of the principal executive offices of the issuer of such securities are:

Churchill Downs Incorporated
700 Central Avenue
Louisville, Kentucky 40208

The Company is a Kentucky corporation.

Item 2. Identity and Background. This Amendment is filed by the individuals and in the capacities described in Appendix I hereto and by certain other stockholders described in Appendix I hereto, and constitutes a filing as a group by such persons (hereinafter collectively referred to as the "Reporting Persons"). This Amendment is being filed to reflect the termination of the Agreement (hereinafter defined) entered into by the Reporting Persons. The Reporting Persons hold or have an interest in an aggregate of 1,265,081 Shares, representing, as of the date hereof, approximately 33.3% of the Shares outstanding. The Reporting Persons entered into an Amended Second Supplemental Stockholder Agreement effective as of January 7, 1992 (the "Agreement"), which Agreement was terminated as of April 18, 1995. Subsequent to the date of Amendment No. 4, the number of shares owned by certain Reporting Persons has changed. Appendix II attached hereto has been revised to state the number of shares currently owned. The names, residence or business addresses and present principal occupation or employment, and the name, principal business and address of any corporation or other organization where such employment is conducted, of the Reporting Persons, are set forth in Appendix I attached hereto and incorporated herein by reference. Each of the Reporting Persons who are individuals is a citizen of the United States of America.

During the past five years, none of the Reporting Persons [i] has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or [ii] has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

The persons making this filing are doing so because they may have been deemed to constitute a "group" for purposes of section 13(d)(3) of the Securities Exchange Act of 1934, as amended, by reason of their having executed the Agreement (as described in Item 6 and as filed as Exhibit 1 to the Schedule 13D). Except as expressly stated herein, each of the Reporting Persons filing this Statement disclaims beneficial ownership of the Shares beneficially owned by any other Reporting Person or any other person. The Attorney-in-Fact appointed by each Reporting Person under the Agreement disclaims beneficial ownership of the Shares beneficially owned by any of the Reporting Persons.

Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Item 3. Source and Amount of Funds or Other Consideration. No purchase of Shares by any Reporting Person is being reported herein and information concerning the source and amount of funds or other consideration with respect to prior purchases is not regarded as material.

Item 4. Purpose of Transaction. Certain of the Reporting Persons and certain other stockholders of the Company originally entered into a Stockholder Agreement as of May 2, 1984. A Supplemental Stockholder Agreement was subsequently entered into by certain of such persons on March 25, 1985; a Second Supplemental Stockholder Agreement was entered into by certain of such persons as of May 8, 1990; and the Agreement was entered into by certain of such persons as of January 7, 1992. Schedule 13Ds were previously filed with regard to the execution of these Stockholder Agreements, along with amendments to said Schedule 13Ds. The original Stockholder Agreement had a term of two years and expired in May 1986. The Supplemental Stockholder Agreement had a term of five years and expired on May 2, 1990. As of January 7, 1992, the Second Supplemental Stockholder Agreement was terminated by consent of the holders of two-thirds (2/3) of the shares subject to such agreement who simultaneously entered into the Agreement. The Agreement provided that it would remain in effect until May 5, 1995, unless terminated by the written consent of the holders of two-thirds (2/3) of the shares of stock subject to such agreement. As of April 18, 1995, the Agreement was terminated by consent of the holders of two-thirds (2/3) of the shares subject to such Agreement who simultaneously entered into a Third Supplemental Stockholder Agreement. Each of the original Stockholder Agreement, the Supplemental Stockholder Agreement, the Second Supplemental Stockholder Agreement and the Agreement provided that no signatory to the Stockholder Agreements could sell or otherwise transfer any interest in their Shares except in certain limited situations.

Although the Company has not received any offers at this time to purchase its Shares, in executing the Agreement certain of the Reporting Persons were concerned that there may be potential interest in acquiring assets or stock of the Company. The Reporting Persons entered into the Agreement for the purpose of providing for liquidity in regard to the Shares and providing for a longer term whereby control of the Shares is maintained, through a right of first refusal in the Company, and then within the group constituting the Reporting Persons.

Although no plan or proposal presently exists among the Reporting Persons as a group to purchase additional Shares, a Reporting Person's right to do so was not restricted under the Agreement. In addition, under the terms of the Agreement, which provided for a right of first refusal in the Company, and then within the group constituting the Reporting Persons, it was contemplated that at some point, by operation of the Agreement, the number of Shares held by the Reporting Persons individually would change although such change would not affect the amount held by all Reporting Persons.

None of the Reporting Persons has any present plans or proposals which relate to or would result in [a] the acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer, although certain individual Reporting Persons have indicated an interest in purchasing additional Shares as they become available; [b] an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries; [c] a sale or transfer of a material amount of assets of the issuer or any of its subsidiaries; [d] any change in the present Board of Directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board; [e] any material change in the present capitalization or dividend policy of the issuer; [f] any other material change in the issuer's business or corporate structure; [g] changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person; [h] causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; [i] a class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or [j] any action similar to any of those enumerated above. Each Reporting Person reserves the right to formulate such plans or proposals, to take such action, with respect to any or all of the foregoing matters and any other matters as such Reporting Person may determine.

Although certain of the Reporting Persons are directors of the Company, each Reporting Person executed the Agreement solely in such Reporting Person's capacity as a stockholder of the Company. The Company, through its Board of Directors, approved the Agreement for the purpose of making the Company a third party beneficiary to the Agreement.

Item 5. Interest and Securities of the Issuer.

(a) As of April 18, 1995, the Reporting Persons beneficially owned 1,265,081 Shares or approximately 33.3% of the 3,783,318 Shares outstanding as of such date and shares beneficially owned but not outstanding with respect to the Reporting Persons. The number of beneficially owned shares includes 16,900 Shares issuable to a Reporting Person under currently exercisable options and 717 Shares issuable to a Reporting Person under the Company's Incentive Compensation Plan.

(b) Information with respect to the beneficial ownership of Shares by each of the Reporting Persons is set forth in Appendix II hereto, revised as of April 18, 1995, which is incorporated herein by reference. Each of the Reporting Persons assumes no responsibility for the accuracy or completeness of Appendix II except as it relates to the beneficial ownership of the Shares disclosed therein of such Reporting Person.

(c) Since the filing of Amendment No. 4 on December 22, 1994, the following transactions have been effected which have not previously been reported on an amended Schedule 13D:

(i) On March 23, 1994, the Estate of C. V. Whitney transferred 128,000 Shares to Mary Louise Whitney pursuant to Mr. Whitney's will and all of these Shares remained subject to the terms of the Agreement; (ii) Since December 22, 1994, the Estate of Warner L. Jones, Jr. has sold Shares in the following manner:

Date	# of Shares	Sales Price/Share	Type of Transaction
January 6, 1995	3,000	\$42.50	Open Market
February 21, 1995	3,000	\$44.00	Open Market
March 20, 1995	3,000	\$44.00	Open Market
April 10, 1995	3,000	\$43.50	Open Market

(iii) On December 5, 1994, Edna Veeneman Lewis sold 600 Shares at a sales price of \$42.50 per share in an open market transaction;

(iv) On December 31, 1994, James W. Phillips disposed of 700 shares by gift;

(v) On February 9, 1995, Edna Veeneman Lewis sold 1,000 Shares at a sales price of \$44.75 per share in an open market transaction; and

(vi) On March 16, 1995, the Company's Board of Directors awarded Thomas H. Meeker 717 Shares issuable pursuant to the Company's Incentive Compensation Plan; and

(vii) On April 13, 1995, Charles W. Bidwill, Jr. purchased 1,000 Shares at a purchase price of \$45.00 in an open market transaction.

(d) Except as set forth in Item 5(b), no person other than the Reporting Persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any Shares beneficially owned by such Reporting Persons.

(e) Effective as of April 18, 1995, the Agreement was terminated and simultaneously, certain of the Reporting Persons and other stockholders of the Company beneficially owning 1,196,146 Shares, or approximately 31.5% of the Shares outstanding, entered into a Third Supplemental Stockholder Agreement. Such persons filed a separate Schedule 13D with the SEC on April 25, 1995 with respect to such Third Supplemental Stockholder Agreement, to which reference is made for a more complete statement of the terms and provisions thereof, and which Schedule 13D is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer. As of January 7, 1992, the Agreement among the Reporting Persons became effective. The Agreement provided that as to Shares now owned or later acquired by any signatory to the Agreement, the holder of such Shares would not transfer the Shares without complying with the Agreement except in the following instances: [a] pursuant to an offer to acquire all of the outstanding Shares of the Company which the Board of Directors of the Company has recommended and which an independent financial advisor retained by the Company has determined to be fair from a financial point of view; [b] by operation of law; [c] by gift, will or pursuant to the laws of descent and distribution; [d] by pledge to a financial institution; or [e] in a small transaction which was defined to mean the transfer of not more than 3,000 Shares in any calendar month. Except in these instances, a Reporting Person was not allowed to transfer or agree to commit to transfer his or her Shares without first offering to sell such Shares to the Company, and then to all other signatories to the Agreement, on the same terms and conditions as the proposed transfer. In the event the other signatories to the Agreement desired to purchase more than the number of Shares offered for sale by the Reporting Person or the Shares remaining after acquisition by the Company, the Agreement provided for proration of purchase of the Shares among the signatories to the Agreement who desired to purchase Shares. If all of the Shares offered for sale by the Reporting Person were not purchased by the Company and/or the other parties to the Agreement, the Shares could be sold in accordance with the bona fide offer received by the Reporting Person. Any stockholder of the Company could become a party to the Agreement by executing the Agreement. The Company was a third party beneficiary of the Agreement.

Under the Agreement, a Reporting Person's right to vote his or her shares, to receive cash dividends or to receive dividends payable in stock or receive Shares in a stock split, or to sell or dispose of Shares therein was not restricted except as specifically set forth therein.

Item 7. Materials to be Filed as Exhibits.

Exhibit 1 - Form of Amended Second Supplemental Stockholder Agreement as of January 7, 1992 is incorporated by reference to the Schedule 13D filed with the Securities and Exchange Commission on or about January 7, 1992.

Exhibit 2 - Promissory Note dated December 20, 1994, between James S. Karp and Liberty National Bank and Trust Company of Kentucky is incorporated by reference to the Amendment No. 4 to the Schedule 13D filed with the Securities and Exchange Commission on January 5, 1995.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

May 12, 1995

By: /S/Thomas H. Meeker

Thomas H. Meeker,*
Attorney-in-Fact on behalf of each
of the Reporting Persons listed on
Appendices I and II.

* Pursuant to Paragraph 14 of the Amended Second Supplemental Stockholder Agreement, each Reporting Person has authorized Thomas H. Meeker as Attorney-in-Fact to sign on behalf of such Reporting Person any document which that Attorney-in-Fact believes may be required to be filed. Evidence of the authority to sign on behalf of each of the Reporting Persons has been previously filed with the SEC and is retained in the files of the Company.

APPENDIX I

(revised as of April 18, 1995)

Identity and Background of Reporting Person. The name, residence or business address and present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which such employment is conducted, of each Reporting Person is set forth below:

Name	Residence or Business Address	Present Principal Occupation or Employment
John W. Barr III	2000 Brown & Williamson Tower Louisville, KY 40202	Retired; Former Chairman, National City Bank, Kentucky (bank holding company)
Charles W. Bidwill, Jr.	Sportsman's Park Race Track 3301 South Laramie Ave. Cicero, IL 60650	President and General Manager, National Jockey Club (operator of Sportsman's Park Race Track)
Shauna Bidwill Valenzuela	2424 Myrtle Avenue Hermosa Beach, CA 90254	Housewife
Catesby W. Clay	200 West Vine Street Suite 8K Lexington, KY 40507	Chairman, Kentucky River Coal Corporation (coal land lessor); President, Runnymede Farm, Inc. (thoroughbred breeding)
James W. Phillips	180 East Broad Street Columbus, OH 43215	Associate Member, The Galbreath Company (realtor and builder)
Joan G. Phillips	180 East Broad Street Columbus, OH 43215	Housewife
J. David Grissom	400 West Market Street Louisville, KY 40202	Chairman, Mayfair Capital (private investment firm)
Seth W. Hancock	c/o Claiborne Farm P. O. Box 150 Paris, KY 40361	Partner and Manager, Claiborne Farm; President, Hancock Farms, Inc.
Frank B. Hower, Jr.	339A Mockingbird Valley Road Louisville, KY 40207	Retired; Former Chairman, Liberty National Bancorp., Inc.(bank holding company) and Liberty National Bank & Trust Company of Louisville

Stanley F. Hugenberg, Jr.	1913 Fortside Circle Fort Mitchell, KY 41011	President, Jackmanton Sales Company (manufacturer's representative)
Estate of Warner L. Jones,	c/o Hermitage Farm, Inc. Goshen, KY 40026	Former owner, Hermitage Farm, Inc. (thoroughbred breeding and farming)
Harriet S. Jones	c/o Hermitage Farm, Inc. Goshen, KY 40026	Housewife
Mina Jones Cox	4600 Tingle Lane Westport, KY 40077	Housewife
Thomas H. Meeker	Churchill Downs Incorporated 700 Central Avenue Louisville, KY 40208	President of the Company
Carl F. Pollard	Hermitage Farm P. O. Box 40 Goshen, KY 40026	Owner, Hermitage Farm
Edna Veeneman Lewis	16 Brownsboro Hill Rd. Louisville, KY 40207	Housewife
Robert Veeneman	4710 Gleason Avenue Sarasota, FL 34242	Self-employed (real estate leasing)
Mary Louise Whitney	40 Geyser Road Saratoga Springs, NY 12866	Housewife
William T. Young	P.O. Box 1110 Lexington, KY 40502	Chairman of the Board, W.T. Young, Inc. (warehousing, thoroughbred horses)
James S. Karp	4500 Progress Blvd. P.O. Box 18230 Louisville, KY 40218	Chairman and President, Louisville Public Warehouse Company
Irene J. Karp	10 Overbrook Road Louisville, KY 40207	Housewife

The following lists the corporations, partnerships and trusts that are Reporting Persons.

Trustees u/w J.N. Camden deceased 1942 -- Catesby M. Clay, Jim Clay and James G. Kennan, III

Name	Residence or Business Address	Present Principal Occupation or Employment
Catesby W. Clay	200 West Vine Street Suite 8K Lexington, KY 40507	Chairman, Kentucky River Coal Corporation; President, Runnymede Farm, Inc.
Jim Clay	P.O. Box 197 Paris, KY 40361	Farmer
James G. Kennan, III	200 West Vine Street Suite 8K Lexington, KY 40507	President and Chief Executive Officer, Kentucky River Coal Corporation

Trustees u/Trust Agreement J.N. Camden -- Catesby M. Clay, Jim Clay and James G. Kennan III. See above for information with respect to name, residence or business address, and present principal occupation or employment.

Each of Messrs. Clay, Clay and Kennan is a United States citizen and during the last five years, none of them has [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Trustees u/w A.B. Hancock, deceased 1972 -- Seth W. Hancock, Waddell W. Hancock, Nancy Clay Hancock, Waddell W. Hancock, II and Bank One, Lexington, NA

Name	Residence or Business Address	Present Principal Occupation or Employment
Seth W. Hancock	c/o Claiborne Farm P.O. Box 150 Paris, KY 40361	Partner and Manager, Claiborne Farm; President, Hancock Farms, Inc.
Waddell W. Hancock	P. O. Box 150 Paris, KY 40361	Vice-President, Hancock Farms, Inc.
Nancy Clay Hancock	P. O. Box 150 Paris, KY 40361	Treasurer, Hancock Farms, Inc.
Waddell W. Hancock, II	P. O. Box 150 Paris, KY 40361	Director of Marketing and Public Relations, Hancock Farms, Inc.

[a] Name: Bank One, Lexington, NA
 [b] Business Address: 201 East Main Street, Lexington, KY 40507
 [c] Principal Business: Bank
 [d] State of Organization: Kentucky

Directors of Bank One, Lexington, NA

Name	Residence or Business Address	Present Principal Occupation or Employment
Laura S. Babbage	3174 Custer Drive Lexington, KY 40502	Chief Executive Officer, Urgent Treatment Center
Steven H. Caller	343 Waller Avenue Suite 100 Lexington, KY 40504	President, Investors Building Corporation
Alex G. Campbell, Jr.	P.O. Box 223 Lexington, KY 40584	Investments
Jeanne Marie Dawahare	1400 Vine Center Lexington, KY 40507	Director of Special Projects, Greenebaum, Doll & McDonald
A.W. Givens	P.O. Box 2120 Lexington, KY 40594	Chairman of the Board, Clay-Ingels Co., Inc.
William C. Greely	P.O. Box 1690 Lexington, KY 40592	President, Keeneland Association
Louis L. Haggin, III	Sycamore Farm 2981 Shannon Run Road Versailles, KY 40383	Manager, Sycamore Farm
William R. Hartman	201 East Main Street Lexington, KY 40507	Chairman and CEO, Bank One, Lexington, NA
John M. McDonald, III	P.O. Box 55487 Lexington, KY 40555	President and CEO, Brock-McVey Company
John Newton	One Quality Street Lexington, KY 40507	Chairman of the Board, President and CEO, Kentucky Utilities Company
William B. Sturgill	1256 Old Frankfort Pike Lexington, KY 40504	President, East Kentucky Investment Co., Inc.
William T. Young, Jr.	P.O. Box 1110 Lexington, KY 40589	President, W.T. Young Co., Inc.
Gary D. Bello	727 Mallard Bay Lexington, KY 40502	President, Clark Material Handling Co.
L. Frank Sadler	5997 Winchester Road Lexington, KY 40509	Real Estate Developer, Frank Sadler Developer
Alvin T. Stolen, III	201 E. Main Street Lexington, KY 40507	President, Bank One, Lexington, NA
Dr. Lee T. Todd, Jr.	3191 Nicholasville Road, Suite 1600 Lexington, KY 40503	President and Chief Executive Officer, Data-Beam Corp.
William H. Wilson	4817 Chaffey Lane Lexington, KY 40515	Deputy Executive Director for Marketing, Kentucky Educational Television

Executive Officers of Bank One
(Who are not directors of Bank One)

Name	Residence or Business Address	Present Principal Occupation or Employment
Frank Eckerd	201 East Main Street Lexington, KY 40507	Senior Vice President and Chief Credit Officer, Bank One, Lexington, NA
Roy Eon	201 East Main Street Lexington, KY 40507	Senior Vice President, Bank One, Lexington, NA
Robert J. Heiple	201 East Main Street Lexington, KY 40507	Executive Vice President, Bank One, Lexington, NA
David A. Tillery	201 East Main Street Lexington, KY 40507	Senior Vice President, Bank One, Lexington, NA
Glenn D. Leveridge	201 East Main Street Lexington, KY 40507	Executive Vice President, Bank One, Lexington, NA
Charles D. Christy	201 East Main Street Lexington, KY 40507	Senior Vice President, Chief Financial Officer, Bank One, Lexington, NA
George R. Sims	201 East Main Street Lexington, KY 40507	Senior Vice President, Director of Human Resources, Bank One, Lexington, NA
Susan K. Stout	201 East Main Street Lexington, KY 40507	Executive Vice President, Bank One, Lexington, NA
Richard Lyon	201 East Main Street Lexington, KY 40507	Vice President and Secretary, Bank One, Lexington, NA

Each of Mr. Hancock, Mr. Hancock, Ms. Hancock and Mr. Hancock is a United States citizen and during the last five years, none of them has [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ABC Partnership

- (a) Name: ABC Partnership
- (b) Business Address: c/o Claiborne Farm, P. O. Box 150, Paris, KY 40361
- (c) Principal Business: Investments, primarily in equine businesses
- (d) State of Organization: Kentucky

General Partners of ABC Partnership

Name	Residence or Business Address	Present Principal Occupation or Employment
Seth W. Hancock	c/o Claiborne Farm P. O. Box 150 Paris, KY 40361	Partner and Manager, Claiborne Farm; President, Hancock Farms, Inc.
Nancy Clay Hancock	P. O. Box 150 Paris, KY 40361	Treasurer, Hancock Farms, Inc.
Waddell W. Hancock, II	P. O. Box 150 Paris, KY 40361	Director of Marketing and Public Relations Hancock Farms, Inc.

Each of Mr. Hancock, Ms. Hancock and Mr. Hancock is a United States citizen and during the last five years, none of them has [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Wells Family Partnership

- (a) Name: Wells Family Partnership
- (b) Business Address: 4350 Brownsboro Road, Louisville, KY 40207
- (c) Principal Business: Holder of Shares of Churchill Downs Incorporated
- (d) State of Organization: Kentucky

General Partners of the Wells Family Partnership

Name	Residence or Business Address	Present Principal Occupation or Employment
Darrell R. Wells	4350 Brownsboro Road Louisville, KY 40207	General Partner, Security Management Company (investments)
Louis Crawford Wells	4350 Brownsboro Road Louisville, KY 40207	Restaurant Management
Wayne H. Wells	4350 Brownsboro Road Louisville, KY 40207	Real Estate Executive
Y. Peyton Wells, III	4350 Brownsboro Road Louisville, KY 40207	Restaurant Management
Bryant C. Wells	5202 Tomahawk Road Louisville, KY 40207	Investments

Darrell R. Wells is the Managing Partner of the Wells Family Partnership. Mr. Wells is a United States citizen and during the last five years, he has [i] not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Wells Foundation, Inc.

- (a) Name: Wells Foundation, Inc.
- (b) Business Address: 4350 Brownsboro Road, Louisville, KY 40207
- (c) Principal Business: Charitable Foundation

(d) State of Organization: Kentucky

Trustees and Executive Officers of the Wells Foundation, Inc.

Name	Residence or Business Address	Present Principal Occupation or Employment
Darrell R. Wells	4350 Brownsboro Road Louisville, KY 40207	General Partner, Security Management Company
Louis Crawford Wells	4350 Brownsboro Road Louisville, KY 40207	Restaurant Management

All of the trustees and executive officers of the Wells Foundation, Inc. are citizens of the United States. During the last five years, Mr. Darrell R. Wells has not [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Trustee u/a Warner L.J. Brown

[a] Name: PNC Bank, Kentucky, Inc.

[b] Business Address: Citizens Plaza, Louisville, Kentucky 40202

[c] Principal Business: Bank

[d] State of Organization: Kentucky

The executives of PNC Bank, Kentucky, Inc., Trustee, who are ultimately responsible for voting decisions concerning the Shares are as follows:

Name	Residence or Business Address	Present Principal Occupation or Employment
James B. Moore, Jr.	PNC Bank, Kentucky, Inc. Citizens Plaza Louisville, KY 40202	Vice President, PNC Bank, Kentucky, Inc.

Mr. Moore is a United States citizen and during the last five years, he has not [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Trustees u/w of Agnes Clay Pringle deceased January 15, 1984 -- Catesby M. Clay, McColl Pringle and Bank One, Lexington, NA. See above for information with respect to Bank One, Lexington, NA.

Name	Residence or Business Address	Present Principal Occupation or Employment
Catesby W. Clay	200 West Vine Street Suite 8K Lexington, KY 40507	Chairman, Kentucky River Coal Corporation; President, Runnymede Farm, Inc.

McColl Pringle

46 Legare Street
Charleston, S.C. 29401

Retired

Each of Messrs. Clay and Pringle is a United States citizen and during the last five years, none of them has [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Trustees u/Trust Agreement Nancy Clay Hancock -- Bank One, Lexington, NA, Seth W. Hancock and Nancy Clay Hancock. See above for information with respect to Bank One, Lexington, NA.

Name	Residence or Business Address	Present Principal Occupation or Employment
Seth W. Hancock	c/o Claiborne Farm P. O. Box 150 Paris, KY 40361	Partner and Manager, Claiborne Farm; President, Hancock Farms, Inc.
Nancy Clay Hancock	P. O. Box 150 Paris, KY 40361	Treasurer, Hancock Farms, Inc.

Each of Mr. Hancock and Ms. Hancock is a United States citizen and during the last five years, neither of them has [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Trustees u/Trust Agreement Waddell Walker Hancock, II --Bank One, Lexington, NA, Seth W. Hancock and Waddell W. Hancock, II. See above for information with respect to Bank One, Lexington, NA.

Name	Residence or Business Address	Present Principal Occupation or Employment
Seth W. Hancock	c/o Claiborne Farm P. O. Box 150 Paris, KY 40361	Partner and Manager, Claiborne Farm; President, Hancock Farms, Inc.
Waddell W. Hancock, II	P. O. Box 150 Paris, KY 40361	Director of Marketing and Public Relations, Hancock Farms, Inc.

Each of Mr. Hancock and Mr. Hancock is a United States citizen and during the last five years, neither of them has [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [iii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

Louisville Public Warehouse Company

- (a) Name: Louisville Public Warehouse Company
- (b) Business Address: 4500 Progress Blvd., P.O. Box 18230, Louisville, Kentucky 40218
- (c) Principal Business: Public Warehousing
- (d) State of Organization: Kentucky

Directors and Executive Officers of Louisville Public Warehouse Company

Name	Residence or Business Address	Present Principal Occupation or Employment
James S. Karp	4500 Progress Blvd. P. O. Box 18230 Louisville, Kentucky 40218	Chairman and President, Louisville Public Warehouse Company
Juliet S. Karp	4500 Progress Blvd. P. O. Box 18230 Louisville, Kentucky 40218	Vice Chairman, Louisville Public Warehouse Company
Cynthia M. Woerner	4500 Progress Blvd. P. O. Box 18230 Louisville, Kentucky 40218	Senior Vice President and Chief Financial Officer Louisville Public Warehouse Company
Daniel A. Thomas	4500 Progress Blvd. P. O. Box 18230 Louisville, Kentucky 40218	Senior Vice President, Louisville Public Warehouse Company

Each of Mr. and Ms. Karp, Ms. Woerner and Mr. Thomas is a United States citizen and during the last five years, none of them has [i] been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor [ii] been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

APPENDIX II

NUMBER OF SHARES BENEFICIALLY OWNED

(revised as of April 18, 1995)

Name of Beneficial Owner	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Aggregate Number Of Shares	Percent Of Class
ABC Partnership (1)	9,065	--	9,065	--	9,065	.2
John W. Barr III	2,000	--	2,000	--	2,000	.1
Charles W. Bidwill, Jr.(8)	219,340	2,919	219,340	2,919	222,259	5.9
Shauna Bidwill Valenzuela (8)	1,550	--	1,550	--	1,550	*
Catesby W. Clay	3,000	--	3,000	--	3,000	.1
Catesby Clay, Jim Clay and James G. Kennan, III, Co-Trustees u/w J.N. Camden, deceased 1942(2)	--	9,380	--	9,380	9,380	.2
Catesby Clay, Jim Clay and James G. Kennan, III, Co-Trustees u/agreement w/J.N. Camden(2)	--	23,300	--	23,300	23,300	.6
Catesby Clay, McColl Pringle and Bank One, Lexington, NA Co-Trustees u/w Agnes Clay Pringle, deceased 1984	--	10,950	--	10,950	10,950	.3
James W. Phillips	17,990	--	17,990	--	17,990	.5
Joan G. Phillips	19,530	--	19,530	--	19,530	.5
J. David Grissom	10,050	--	10,050	--	10,050	.3
Bank One, Lexington, NA, Seth W. Hancock, Waddell W. Hancock, Nancy Clay Hancock and Waddell W. Hancock, II Co-Trustee u/w A.B. Hancock, deceased 1972	--	79,200	--	79,200	79,200	2.1
Seth W. Hancock, Nancy Clay Hancock and Bank One, Lexington, NA u/agreement Nancy Clay Hancock	--	9,030	--	9,030	9,030	.2
Seth W. Hancock, Waddell W. Hancock, II and Bank One, Lexington, NA and Trust Company of Lexington, KY u/agreement Waddell Walker Hancock, II	--	9,030	--	9,030	9,030	.2
Seth W. Hancock	36,500	--	36,500	--	36,500	1.0

Name of Beneficial Owner	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power	Aggregate Number Of Shares	Percent Of Class
Frank B. Hower Jr.	1,040	--	1,040	--	1,040	*
Stanley F. Hugenberg, Jr.	3,670	--	3,670	--	3,670	.1
Estate of Warner L. Jones, Jr.(3)	--	73,000	--	73,000	--	--
Harriet S. Jones(3)	10,000	73,000	10,000	73,000	83,000	2.2
Mina Jones Cox	8,570	--	8,570	--	8,570	.2
Thomas H. Meeker(9)	29,437	--	29,437	--	29,437	.8
Carl F. Pollard	73,040	--	73,040	--	73,040	1.9
Edna Veeneman Lewis	5,660	--	5,660	--	5,660	.1
Robert Veeneman	4,280	--	4,280	--	4,280	.1
Wells Family Partnership(4)	210,530	--	210,530	--	210,530	5.6
Wells Foundation, Inc.	22,400	--	22,400	--	22,400	.6
Mary Louise Whitney(5)	128,000	--	128,000	--	128,000	3.4
William T. Young	114,660	--	114,660	--	114,660	3.0
PNC Bank, Kentucky, Inc., Trustee u/a Warner L.J. Brown dtd. 9/6/85	1,000	--	1,000	--	1,000	*
James S. Karp(7)	37,720	34,890	37,720	34,890	72,610	1.9
Irene J. Karp(7)	--	34,890	--	34,890	--	.9
Louisville Public Warehouse Company (7)	45,900	--	45,900	--	45,900	1.2
TOTAL					1,265,081(9)	33.3(6)

* Less than .05 percent

- (1) A general partnership found under Kentucky law in which the partners are Seth A. Hancock, Waddell Walker Hancock, II and Nancy Clay Hancock.
- (2) Held of record by CINAG, as nominee.
- (3) Estate of Warner L. Jones, Jr. and Harriet S. Jones share voting and disposition power over a total of 83,000 shares.
- (4) A general partnership formed under Kentucky law in which the partners are Darrell R. Wells, Louis Crawford Wells, Wayne H. Wells, Y. Peyton Wells, III, and Bryant C. Wells.
- (5) Held of record by Kingsley & Co., as nominee.
- (6) Based on total outstanding shares of 3,783,318 and shares beneficially owned but not outstanding with respect to a Reporting Person. See Note 9 below.
- (7) James S. Karp and Irene J. Karp have shared voting and disposition power over a total of 34,890 shares. Louisville Public Warehouse Company is owned by James S. Karp.
- (8) The 1,550 shares held by Shauna Bidwill Valenzuela are included in the aggregate number of shares held by Charles W. Bidwill, Jr.
- (9) The total shares of Thomas H. Meeker include 16,900 shares not issued, but which are issuable upon exercise of certain stock options by Mr. Meeker, and 717 shares issuable to Mr. Meeker under the Company's Incentive Compensation Plan.