

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Churchill Downs Incorporated

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

171484 10 8

(CUSIP Number)

Thomas H. Meeker,
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 28, 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 171484 10 8

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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) <input checked="" type="checkbox"/> (B) <input type="checkbox"/>
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) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States
7	SOLE VOTING POWER

NUMBER OF SHARES 9,065

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

9,065

10 SHARED DISPOSITIVE POWER

-0-

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%

TYPE OF REPORTING PERSON

14 PN
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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 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
      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
      2,000
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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
      1,550
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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%
-----
      TYPE OF REPORTING PERSON
14     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

00

=====

=====

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

00

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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
      -0-
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     00
=====

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=====

1 NAME OF REPORTING PERSON
William S. Farish
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
PF

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

43,280

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

43,280

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON

43,280

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

1.1%

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
      10,050
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     IN
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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          -0-
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
8      SHARED VOTING POWER
          97,295   See Appendix II
-----
9      SOLE DISPOSITIVE POWER
          -0-
-----
10     SHARED DISPOSITIVE POWER
          97,295   See Appendix II
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
          97,295
-----
12     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES 
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
          .3%
-----
      TYPE OF REPORTING PERSON
14     00
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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 BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 36,500

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, 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
      -0-
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
8      SHARED VOTING POWER
      97,295   See Appendix II
-----
9      SOLE DISPOSITIVE POWER
      -0-
-----
10     SHARED DISPOSITIVE POWER
      97,295   See Appendix II
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
      97,295
-----
12     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES 
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
      2.6%
-----
      TYPE OF REPORTING PERSON
14     00
=====

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=====
1      NAME OF REPORTING PERSON
      Louis J. Herrmann, 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
      40,065
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
8      SHARED VOTING POWER
      -0-
-----
9      SOLE DISPOSITIVE POWER
      40,065
-----
10     SHARED DISPOSITIVE POWER
      -0-
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
      40,065
-----
12     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES 
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
      1.1%
-----
      TYPE OF REPORTING PERSON
14     IN
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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
-----
7      SOLE VOTING POWER
      1,040
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     IN
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=====
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
      3,670
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     IN
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=====
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
      10,000
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
8      SHARED VOTING POWER
      -0-
-----
9      SOLE DISPOSITIVE POWER
      10,000
-----
10     SHARED DISPOSITIVE POWER
      -0-
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
      10,000
-----
12     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES 
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
      .3%
-----
      TYPE OF REPORTING PERSON
14     IN
=====

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=====
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
      8,570
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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
      5,660
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     IN
=====

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=====
1      NAME OF REPORTING PERSON
      W. Bruce Lunsford
      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
      100,030
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
8      SHARED VOTING POWER
      -0-
-----
9      SOLE DISPOSITIVE POWER
      90,030
-----
10     SHARED DISPOSITIVE POWER
      10,000
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
      100,030
-----
12     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES 
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
      2.6%
-----
      TYPE OF REPORTING PERSON
14     IN
=====

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=====
1      NAME OF REPORTING PERSON
      W. Bruce Lunsford 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
-----
7      SOLE VOTING POWER
      NUMBER OF
      SHARES
      BENEFICIALLY
      OWNED BY
      EACH
      REPORTING
      PERSON
      WITH
      -0-
-----
8      SHARED VOTING POWER
      -0-
-----
9      SOLE DISPOSITIVE POWER
      -0-
-----
10     SHARED DISPOSITIVE POWER
      10,000
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
      10,000
-----
12     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
      CERTAIN SHARES 
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
      .3%
-----
      TYPE OF REPORTING PERSON
14     CO
=====

```

```

=====
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
      29,437
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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
-----
7      SOLE VOTING POWER
      73,040
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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
      4,280
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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
      210,530
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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
-----
7      SOLE VOTING POWER
      22,400
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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
-----
7      SOLE VOTING POWER
      128,000
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
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%
-----
      TYPE OF REPORTING PERSON
14     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

7 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

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%

TYPE OF REPORTING PERSON

14 IN

=====

```

=====
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
      PF
-----
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
      220,340
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
-----
8      SHARED VOTING POWER
      2,919
-----
9      SOLE DISPOSITIVE POWER
      220,340
-----
10     SHARED DISPOSITIVE POWER
      2,919
-----
11     AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON
      223,259
-----
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%
-----
      TYPE OF REPORTING PERSON
14     IN
=====

```

This Amendment No. 1 to the Schedule 13D, dated April 18, 1995 (the "Schedule 13D"), which was filed with the Securities and Exchange Commission on April 25, 1995 by certain Reporting Persons and relates to the shares of common stock, no par value (the "Shares") of Churchill Downs Incorporated (the "Company"), hereby amends Items 2, 3, 4 and 5 of the Schedule 13D. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meaning as set forth in the Schedule 13D. The Schedule 13D was filed by certain Reporting Persons who beneficially owned as of April 18, 1995, 1,196,146 Shares or approximately 31.5% of the shares outstanding and amended and restated in its entirety any Schedule 13D which may be deemed to have been filed by such persons with the Securities and Exchange Commission with respect to Shares on April 25, 1995.

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"). Since the filing of the Schedule 13D, Robert Veeneman has become a Reporting Person by executing the Agreement. On April 28, 1995, Charles W. Bidwill, Jr. purchased 1,000 Shares at a purchase price of \$43.50 per share. On April 28, 1995, William S. Farish purchased 18,000 Shares at a purchase price of \$40.00 per share. Appendix II attached hereto has been revised to state the number of Shares currently owned by the Reporting Persons. The Reporting Persons now hold or have an interest in the aggregate of 1,219,426 Shares, representing, as of the date hereof, approximately 32.1% of the Shares outstanding and shares beneficially owned but not outstanding with respect to the Reporting Persons. The Third Supplemental Stockholder Agreement was entered into among the Reporting Persons and was effective as of April 18, 1995 (the "Agreement").

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 be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Act"), by reason of their having executed the Agreement (filed as Exhibit 1 to the Schedule 13D and incorporated herein by reference). 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. Charles W. Bidwill, Jr. purchased 1,000 Shares at a total price of \$43,500.00. The source of funds was personal funds. William S. Farish purchased 18,000 Shares at a total price of \$720,000.00. The source of funds was personal funds.

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 an Amended Second Supplemental Stockholder 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. The Second Supplemental Stockholder Agreement had a term of five years. 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 Amended Second Supplemental Stockholder Agreement. The Amended Second Supplemental Stockholder 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. By execution of the Agreement, the Amended 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. Each of the original Stockholder Agreement, the Supplemental Stockholder Agreement, the Second Supplemental Stockholder Agreement and the Amended Second Supplemental Stockholder Agreement provided that the signatories to such agreements could not 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 have 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 is not restricted under the Agreement. In addition, under the terms of the Agreement, which provide for a right of first refusal in the Company, and then within the group constituting the Reporting Persons, it is contemplated that at some point, by operation of the Agreement, the number of Shares held by the Reporting Persons individually will change although such changes will not affect the amount held by all Reporting Persons.

Charles W. Bidwill, Jr. and William S. Farish, respectively, purchased additional Shares for investment purposes. 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; [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 of the Reporting Persons reserves the right to formulate such plans or proposals, and 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 and/or executive officers of the Company, each Reporting Person has executed the Agreement solely in such Reporting Person's capacity as a stockholder of the Company. The Company, through its Board of Directors, has approved the Agreement for the purpose of making the Company a third party beneficiary to the Agreement.

Item 5 INTEREST IN SECURITIES OF THE ISSUER.

(a) As of April 28, 1995, the Reporting Persons beneficially owned 1,219,426 Shares or approximately 32.1% of the 3,783,318 Shares outstanding at 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 28, 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 April 18, 1995, the following transactions have been effected which have not previously been reported on an amended Schedule 13D: (i) on April 26, 1995, Robert Veeneman became a Reporting Person and 4,280 Shares beneficially owned by Mr. Veeneman became subject to the Agreement; (ii) on April 28, 1995, William S. Farish purchased 18,000 Shares at \$40.00 per share in a privately negotiated transaction; and (iii) on April 28, 1995, Charles W. Bidwill, Jr. purchased 1,000 Shares at \$43.50 per share in a privately negotiated transaction.

(d) Except as set forth in Item 5(b), no persons 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) Not Applicable.

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 31, 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 Third 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 retained in the files of the Company.

EXHIBIT INDEX

	PAGE
Exhibit 1 - Form of Third Supplemental Stockholder Agreement dated as of April 18, 1995	Previously filed as Exhibit 1 to Schedule 13D filed on April 25, 1995

APPENDIX I

(as of April 28, 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 Laramie Avenue Cicero, IL 60650	President and General Manager, National Jockey Club (operator of Sportsman's Park Race Track)
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)
William S. Farish	Lane's End Farm 100 United Drive, Suite 3A Versailles, KY 40383	President, W.S. Farish & Company (trust management company); Owner, Lane's End Farm
J. David Grissom	400 West Market Street Suite 2510 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.
Louis J. Herrmann, Jr.	340 Byrne Avenue Louisville, KY 40217	Owner, Louis Herrmann Auto Consultant Incorporated
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, Jackantom Sales Company (manufacturer's representative)
Harriet S. Jones	c/o Hermitage Farm, Inc. P. O. Box 40 Goshen, KY 40026	Housewife
Mina Jones Cox	4600 Tingle Lane Louisville, KY 40077	Housewife
W. Bruce Lunsford	3300 Providian Center Louisville, KY 40202	Chairman, President and Chief Executive Officer, Vencor, Inc. (intensive care hospitals and nursing homes)
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)
Shauna Bidwill Valenzuela	2424 Myrtle Avenue Hermosa Beach, CA 90254	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 [i] has 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
Gary D. Bello	727 Mallard Bay Lexington, KY 40502	President, Clark Material Handling Co.
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
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
William B. Sturgill	1256 Old Frankfort Pike Lexington, KY 40504	President, East Kentucky Investment Co., Inc.
Dr. Lee T. Todd, Jr.	3191 Nicholasville Road Suite 600 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
William T. Young, Jr.	P.O. Box 1110 Lexington, KY 40589	Chairman of the Board, W. T. Young Co., Inc.

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 and 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 [i] has 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 [i] has 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 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.

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.

TRUSTEES U/W OF AGNES CLAY PRINGLE DECEASED 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, neither of them [i] has 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 [i] has 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
Hancock Farms, Inc.

Director of Marketing and
Public Relations,

Each of Mr. Hancock and Mr. Hancock is a United States citizen and during the last five years, neither of them [i] has 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 law or finding any violation with respect to such laws.

W. BRUCE LUNSFORD FOUNDATION, INC.

- [a] NAME: W. Bruce Lunsford Foundation, Inc.
[b] BUSINESS ADDRESS: 3300 Providian Center, Louisville, KY 40202
[c] PRINCIPAL BUSINESS: Charitable contributions
[d] STATE OF ORGANIZATION: Kentucky

NAME	RESIDENCE OR BUSINESS ADDRESS	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT
W. Bruce Lunsford	3300 Providian Center Louisville, KY 40202	Chairman, President and Chief Executive Officer, Vencor, Inc. (intensive care hospitals and nursing homes)
Maria M. Livering	3300 Providian Center Louisville, KY 40202	Director of Administrative Services, Vencor, Inc.(intensive care hospitals and nursing homes)
June C. King	3300 Providian Center Louisville, KY 40202	Assistant General Counsel, Vencor, Inc.

All of the directors and executive officers of W. Bruce Lunsford Foundation, Inc. are citizens of the United States and during the last five years, none of the directors or executive officers of W. Bruce Lunsford Foundation, Inc. [i] have 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 28, 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. (7)	220,340	2,919	220,340	2,919	223,259	5.9
Shauna Bidwill Valenzuela(7)	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(3)	--	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
William S. Farish	43,280	--	43,280	--	43,280	1.1
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 9/14/72	--	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 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
Louis J. Herrmann, Jr.	40,065	--	40,065	--	40,065	1.1
Frank B. Hower Jr.	1,040	--	1,040	--	1,040	*
Stanley F. Hugenberg, Jr.	3,670	--	3,670	--	3,670	.1
Harriet S. Jones	10,000	--	10,000	--	10,000	.3
Mina Jones Cox	8,570	--	8,570	--	8,570	.2
Edna Veeneman Lewis	5,660	--	5,660	--	5,660	.1
W. Bruce Lunsford	100,030	--	90,030	10,000	100,030	2.6
W. Bruce Lunsford Foundation, Inc.	--	--	--	10,000	--	
Thomas H. Meeker(3)	29,437	--	29,437	--	29,437	.8
Carl F. Pollard	73,040	--	73,040	--	73,040	1.9
Robert Veeneman	4,280	--	4,280	--	4,280	.1
Wells Family Partnership(4)	210,530	--	210,530	--	210,530	5.5
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
TOTAL					1,219,426	32.1(6)

* Less than .05 percent

- (1) A general partnership formed under Kentucky law in which the partners are Seth A. Hancock, Waddell W. Hancock, II and Nancy Clay Hancock.
- (2) Held of record by CINAG, as nominee.
- (3) The total shares of Thomas H. Meeker include 16,900 shares not issued, but which are issuable upon exercise of certain stock options held by Mr. Meeker, and 717 shares issuable to Mr. Meeker under the Company's Incentive Compensation Plan.
- (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 3 above.
- (7) The 1,550 shares held by Shauna Bidwill Valenzuela are included in the aggregate number of shares held by Charles W. Bidwill, Jr.