

Return of Organization Exempt From Income Tax

2004

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2004 calendar year, or tax year beginning OCT 1, 2004 **and ending** SEP 30, 2005

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization <u>KENTUCKY DERBY FESTIVAL INC.</u>		D Employer identification number <u>61-0713833</u>
		Number and street (or P.O. box if mail is not delivered to street address) Room/Suite <u>1001 SOUTH THIRD STREET</u>		E Telephone number <u>(502) 584-6383</u>
		City or town, state or country, and ZIP + 4 <u>LOUISVILLE, KY 40202</u>		F Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates

H(c) Are all affiliates included? N/A Yes No (If "No," attach a list)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Group Exemption Number

G Website: WWW.KDF.ORG

J Organization type (check only one) 501(c) (4) (insert no) 4947(a)(1) or 527

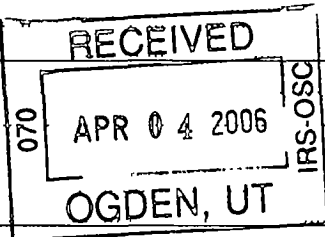
K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 7,663,281.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Direct public support	1a	67,120.		
	b Indirect public support	1b			
	c Government contributions (grants)	1c			
	d Total (add lines 1a through 1c) (cash \$ <u>67,120.</u> noncash \$ _____)	1d	67,120.		
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2	4,559,944.		
	3 Membership dues and assessments	3	365,606.		
	4 Interest on savings and temporary cash investments	4	4,702.		
	5 Dividends and interest from securities	5	37,717.		
	6 a Gross rents	6a			
	b Less: rental expenses	6b			
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7 Other investment income (describe _____)	7				
8 a Gross amount from sales of assets other than inventory	(A) Securities	2,618,404.	8a	(B) Other	
b Less: cost or other basis and sales expenses	2,514,483.	8b			
c Gain or (loss) (attach schedule)	103,921.	8c			
d Net gain or (loss) (combine line 8c, columns (A) and (B))	STMT 1		8d	103,921.	
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>					
a Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a				
b Less: direct expenses other than fundraising expenses	9b				
c Net income or (loss) from special events (subtract line 9b from line 9a)	9c				
10 a Gross sales of inventory, less returns and allowances	10a				
b Less: cost of goods sold	10b				
c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c				
11 Other revenue (from Part VII, line 103)	11	9,788.			
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	5,148,798.			
Expenses	13 Program services (from line 44, column (B))	13	3,007,725.		
	14 Management and general (from line 44, column (C))	14	1,949,105.		
	15 Fundraising (from line 44, column (D))	15	46,288.		
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses (add lines 16 and 44, column (A))	17	5,003,118.		
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18	145,680.		
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	2,718,019.		
	20 Other changes in net assets or fund balances (attach explanation)	20	16,416.		
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	2,880,115.		



SEE STATEMENT 2

SCANNED APR 24 2006

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)	22			
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc.	25 180,834.	0.	180,834.	0.
26 Other salaries and wages	26 1,127,637.		1,127,637.	
27 Pension plan contributions	27 39,324.		39,324.	
28 Other employee benefits	28 91,007.		91,007.	
29 Payroll taxes	29 99,463.		99,463.	
30 Professional fundraising fees	30			
31 Accounting fees	31			
32 Legal fees	32			
33 Supplies	33 29,100.	21,794.	7,306.	
34 Telephone	34 42,564.	5,714.	36,850.	
35 Postage and shipping	35 30,234.	21,347.	8,887.	
36 Occupancy	36 3,089.		3,089.	
37 Equipment rental and maintenance	37 145,768.	113,775.	31,993.	
38 Printing and publications	38 107,812.	105,473.	2,339.	
39 Travel	39 9,023.	9,023.		
40 Conferences, conventions, and meetings	40 16,549.	12,331.	4,218.	
41 Interest	41 24,477.		24,477.	
42 Depreciation, depletion, etc. (attach schedule)	42 58,458.		58,458.	
43 Other expenses not covered above (itemize):				
a _____	43a			
b _____	43b			
c _____	43c			
d _____	43d			
e SEE STATEMENT 3	43e 2,997,779.	2,718,268.	233,223.	46,288.
44 Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	44 5,003,118.	3,007,725.	1,949,105.	46,288.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;

(iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? **SEE STATEMENT 4**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others)

a SEE STATEMENT 5				
	(Grants and allocations \$ _____)			3,007,725.
b				
	(Grants and allocations \$ _____)			
c				
	(Grants and allocations \$ _____)			
d				
	(Grants and allocations \$ _____)			
e Other program services (attach schedule)	(Grants and allocations \$ _____)			
f Total of Program Service Expenses (should equal line 44, column (B), Program services)				3,007,725.

Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year	
Assets	45 Cash - non-interest-bearing	235,991.	45	193,938.	
	46 Savings and temporary cash investments	236,408.	46	51,371.	
	47 a Accounts receivable	47a 114,532.			
	b Less: allowance for doubtful accounts	47b 5,200.	168,119.	47c 109,332.	
	48 a Pledges receivable	48a		48c	
	b Less: allowance for doubtful accounts	48b			
	49 Grants receivable			49	
	50 Receivables from officers, directors, trustees, and key employees			50	
	51 a Other notes and loans receivable	51a 86,398.			
	b Less: allowance for doubtful accounts STMT 6	51b	86,398.	51c 86,398.	
	52 Inventories for sale or use	4,244.	52	4,244.	
	53 Prepaid expenses and deferred charges	49,065.	53	108,428.	
	54 Investments - securities			54	
	55 a Investments - land, buildings, and equipment: basis	55a			
	b Less: accumulated depreciation	55b		55c	
56 Investments - other	SEE STATEMENT 7	1,813,838.	56	1,977,866.	
57 a Land, buildings, and equipment: basis	57a 1,208,909.				
b Less: accumulated depreciation	57b 361,134.	827,009.	57c 847,775.		
58 Other assets (describe SEE STATEMENT 8)			58 21,343.		
59 Total assets (add lines 45 through 58) (must equal line 74)		3,421,072.	59	3,400,695.	
Liabilities	60 Accounts payable and accrued expenses	195,098.	60	53,871.	
	61 Grants payable		61		
	62 Deferred revenue	135,705.	62	115,150.	
	63 Loans from officers, directors, trustees, and key employees		63		
	64 a Tax-exempt bond liabilities		64a		
	b Mortgages and other notes payable STMT 9	372,250.	64b	351,559.	
	65 Other liabilities (describe)		65	0.	
66 Total liabilities (add lines 60 through 65)		703,053.	66	520,580.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74				
	67 Unrestricted	2,718,019.	67	2,880,115.	
	68 Temporarily restricted		68		
	69 Permanently restricted		69		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70 Capital stock, trust principal, or current funds		70		
	71 Paid-in or capital surplus, or land, building, and equipment fund		71		
	72 Retained earnings, endowment, accumulated income, or other funds		72		
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)		2,718,019.	73	2,880,115.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)		3,421,072.	74	3,400,695.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part VI Other Information

76 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity
77 Were any changes made in the organizing or governing documents but not reported to the IRS?
78 a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?
b If "Yes," has it filed a tax return on Form 990-T for this year?
79 Was there a liquidation, dissolution, termination, or substantial contraction during the year?
80 a Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?
b If "Yes," enter the name of the organization
81 a Enter direct or indirect political expenditures. See line 81 instructions
b Did the organization file Form 1120-POL for this year?
82 a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?
b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II.
83 a Did the organization comply with the public inspection requirements for returns and exemption applications?
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?
84 a Did the organization solicit any contributions or gifts that were not tax deductible?
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?
85 501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?
b Did the organization make only in-house lobbying expenditures of \$2,000 or less?
c Dues, assessments, and similar amounts from members
d Section 162(e) lobbying and political expenditures
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices
f Taxable amount of lobbying and political expenditures (line 85d less 85e)
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?
86 501(c)(7) organizations Enter: a Initiation fees and capital contributions included on line 12
b Gross receipts, included on line 12, for public use of club facilities
87 501(c)(12) organizations. Enter: a Gross income from members or shareholders
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3?
89 a 501(c)(3) organizations Enter: Amount of tax imposed on the organization during the year under: section 4911
b 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year?
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
d Enter: Amount of tax on line 89c, above, reimbursed by the organization
90 a List the states with which a copy of this return is filed
b Number of employees employed in the pay period that includes March 12, 2004
91 The books are in care of

Located at ORGANIZATION ADDRESS ZIP + 4 40203

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
Note: Enter gross amounts unless otherwise indicated.					
93 Program service revenue:					
a FESTIVAL EVENTS					2,994,101.
b EVENT SPONSORSHIPS					1,565,843.
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					365,606.
95 Interest on savings and temporary cash investments					4,702.
96 Dividends and interest from securities			14	37,717.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	103,921.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a ROYALTIES			15	9,788.	
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		151,426.	4,930,252.
105 Total (add line 104, columns (B), (D), and (E))					5,081,678.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	SEE STATEMENT 11

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: *Michael E. Berry* Date: *4/3/06* Type or print name and title: *MICHAEL E. BERRY, PRESIDENT & CEO*

Paid Preparer's Use Only: Preparer's signature: *[Signature]* Date: *3/29/06* Check if self-employed: Preparer's SSN or PTIN: _____

Firm's name (or yours if self-employed), address, and ZIP + 4: **MOUNTJOY & BRESSLER, LLP**
325 W MAIN STREET, SUITE 2300
LOUISVILLE, KENTUCKY 40202-4244

EIN: _____ Phone no.: **(502) 992-2700**

FORM 990 **GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES** **STATEMENT** **1**

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
UBS INVESTMENT ACCOUNT # LV 52541 SN	695,072.	668,130.	0.	26,942.
UBS INVESTMENT ACCOUNT # LV 56131 SN	1,559,452.	1,534,355.	0.	25,097.
STOCK YARD BANK & TRUST	363,880.	311,998.	0.	51,882.
TO FORM 990, PART I, LINE 8	2,618,404.	2,514,483.	0.	103,921.

FORM 990 **OTHER CHANGES IN NET ASSETS OR FUND BALANCES** **STATEMENT** **2**

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	16,416.
TOTAL TO FORM 990, PART I, LINE 20	16,416.

FORM 990 **OTHER EXPENSES** **STATEMENT** **3**

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
FESTIVAL EVENTS	2,712,869.	2,712,869.		
OFFICE INSURANCE	18,900.		18,900.	
OFFICER EXPENSES	18,791.		18,791.	
DUES & SUBSCRIPTIONS	4,026.		4,026.	
AUTO EXPENSES	17,628.		17,628.	
UTILITIES	18,511.		18,511.	
MISCELLANEOUS	6,597.		6,597.	
EDUCATION	13,998.		13,998.	
STAFF EXPENSE	4,297.		4,297.	
PROFESSIONAL SERVICES	33,683.		33,683.	
ADVERTISING	24,397.		24,397.	
SPONSOR RETURN EXPENSE	72,088.		72,088.	
PARKING	307.		307.	
BAD DEBTS EXPENSE	5,399.	5,399.		
OTHER EXPENSES	46,288.			46,288.
TOTAL TO FM 990, LN 43	2,997,779.	2,718,268.	233,223.	46,288.

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 4
PART III

EXPLANATION

PROVIDE KENTUCKY DERBY FESTIVAL EVENTS TO PROMOTE SOCIAL WELFARE IN THE GREATER LOUISVILLE AREA AND THROUGHOUT THE STATE.

FORM 990 STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS STATEMENT 5

DESCRIPTION OF PROGRAM SERVICE ONE

PROVIDED KENTUCKY DERBY FESTIVAL EVENTS, INCLUDING THUNDER OVER LOUISVILLE, PEGASUS PARADE, BASKETBALL GAME, STEAMBOAT RACE, ETC. TO PROMOTE SOCIAL WELFARE IN THE GREATER LOUISVILLE AREA AND THROUGHOUT THE STATE.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE A		3,007,725.

FORM 990 OTHER NOTES AND LOANS RECEIVABLE STATEMENT 6

DESCRIPTION	DOUBTFUL ACCT ALLOWANCE	BALANCE DUE
KENTUCKY DERBY FESTIVAL FOUNDATION	0.	86,398.
TOTALS INCLUDED ON FORM 990, PART IV, LINE 51	0.	86,398.

FORM 990 OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	AMOUNT
SECURITIES AND BONDS	MARKET VALUE	1,977,866.
TOTAL TO FORM 990, PART IV, LINE 56, COLUMN B		1,977,866.

FORM 990	OTHER ASSETS	STATEMENT	8
DESCRIPTION		AMOUNT	
	INSURANCE PROCEEDS RECEIVABLE		21,343.
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B			21,343.

FORM 990	MORTGAGES PAYABLE	STATEMENT	9
DESCRIPTION		BALANCE DUE	
	REPUBLIC BANK & TRUST CO		351,559.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64B, COLUMN B			351,559.

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	10
DESCRIPTION		AMOUNT	
	UNREALIZED GAINS ON INVESTMENTS		16,416.
TOTAL TO FORM 990, PART IV-A			16,416.

FORM 990	PART VIII - RELATIONSHIP OF ACTIVITIES TO ACCOMPLISHMENT OF EXEMPT PURPOSES	STATEMENT	11
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LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93A	THE ORGANIZATION IS ORGANIZED AND OPERATED FOR THE PROMOTION OF SOCIAL WELFARE BY SPONSORING FESTIVALS, PARADES, EXPOSITIONS, ATHLETIC CONTESTS, AND OTHER SIMILAR OR ALLIED EVENTS. THEREFORE, INCOME FROM FESTIVAL EVENTS CONSTITUTES AN INTEGRAL COMPONENT OF ACCOMPLISHING THE ORGANIZATION'S EXEMPT PURPOSE.
93B	FUNDS PROVIDED BY CORPORATE SPONSORSHIPS ENABLE THE ORGANIZATION TO ORGANIZE AND RUN THE ACTIVITIES SPECIFIED IN 93A AND HELP FULFILL THE ORGANIZATION'S EXEMPT PURPOSE.
94	FUNDS PROVIDED BY MEMBERSHIP DUES ENABLE THE ORGANIZATION TO INVOLVE THE COMMUNITY IN SUPPORTING THE PURPOSE NOTED IN 93A

9/3/05
KDF Executive Board

a

Asseff, Jim

Full Name: Jim Asseff
Job Title: Director of Facilities Design & Construction
Company: Louisville Water Company
550 S Third St
Louisville, KY 40202
7713 Cambridge Court
Crestwood, KY 40014
Bus: (502) 569-3660
Home: (502) 241-0472
Bus Fax: (502) 569-3691
E-mail: jasseff@lwcky.com

b

Beach, Juanita

Full Name: Juanita Beach
Job Title: Co-Owner
Company: Beach Mold & Tool, Inc.
7503 N Skyline Drive
Floyds Knobs, IN 47119
Home: (812) 944-9668
Hm Fax: (812) 948-0933

Berry, Michael E

Full Name: Michael E Berry
Job Title: President & CEO
Company: Kentucky Derby Festival
1001 South Third Street
Louisville, KY 40203
5805 Glen Park Road
Louisville, KY 40222
Bus: (502) 584-3378 x825
Home: (502) 412-8887
Bus Fax: (502) 589-4674
E-mail: mberry@kdf.org

Broecker, Leslie K

Full Name: Leslie K Broecker
Job Title: Executive Vice President
Company: Clear Channel Entertainment - Midwest Theatrical
611 West Main Street
Louisville, KY 40202
4001 Running Water Lane
Louisville, KY 40241
Bus: (502) 584-7469 x7223
Home: (502) 429-4122
Mobile: (502) 551-0897
Bus Fax: (502) 584-2703
E-mail: lesliebroecker@clearchannel.com
Web Page: <http://lesliebroecker@clearchannel.com>

d

Dickinson, Chris

Full Name: Chris Dickinson
Job Title: Managing Partner
Company: Gresham Smith and Partners
101 South Fifth Street
Suite 1400
Louisville, KY 40202
1105 Colonel Anderson Parkway
Louisville, KY 40222
Bus: (502) 627-8911
Home: (502) 426-9931
Mobile: (502) 558-6333
Bus Fax: (502) 627-8989
E-mail: chris_dickinson@gspnet.com

e

Executive Board

Full Name: Executive Board

h

Hatfield, Robert - Chairman

Full Name: Robert Hatfield-Chairman
Job Title: Employee Assistance Representative
Company: Ford Motor Company
P O Box 32990
Louisville, KY 40232
136 Promenade Court
Louisville, KY 40223
Bus: (502) 364-3659
Home: (502) 495-0648
Mobile: 502/553-4691
Bus Fax: (502) 364-3912
E-mail: rhatfie3@ford.com

Hess, Judy

Full Name: Judy Hess
Job Title: Director of Communications
Company: Caesars Indiana
11999 Avenue of the Emperors
Elizabeth, IN 47117
P O Box 4
Corydon, IN 47112
220 Heidelberg Road
Corydon, IN 47112
Bus: (812) 969-6718
Home: (812) 738-3085
Bus Fax: (812) 969-6780
E-mail: judyhess@insightbb.com

KDF Executive Board

j

Jacob, Wendy

Full Name: Wendy Jacob - Secretary
Job Title: AVP\Regional Employment Manager
Company: B B & T
401 West Main Street
4th Floor
Louisville, KY 40201
8209 Grandel Place
Louisville, KY 40258
Bus: (502) 562-5840
Home: (502) 447-6041
Mobile: (502) 417-7620
Bus Fax: (502) 562-7983
E-mail: wjacob@bbandt.com

l

Lamb, Bill

Full Name: Bill Lamb
Job Title: President
Company: WDRB- WFTE
624 West Muhammad Ali Blvd.
Louisville, KY 40203
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Schmitt, Karl F

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Asst: (502) 638-3944
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KDF Executive Board

S

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Mobile: (502) 500-4547
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KDF Board of Directors

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C

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**Kentucky Derby Festival
Schedule of Fixed Assets
For The Year-Ended 09/30/05**

Asset Categories	Cost	Ending Accum. Depr.
Furniture & Equipment	166,247.75	117,206.96
1001 South Third Street Improvements	366,000.00	68,002.54
	<u>676,661.29</u>	<u>175,924.29</u>
Total	<u>1,208,909.04</u>	<u>361,133.79</u>

Application for Extension of Time To file an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print	Name of Exempt Organization KENTUCKY DERBY FESTIVAL INC.	Employer identification number 61-0713833
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions 1001 SOUTH THIRD STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LOUISVILLE, KY 40202	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ ORGANIZATION
 Telephone No. ▶ 502-584-6383 FAX No ▶ _____
- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until MAY 15, 2006 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning OCT 1, 2004, and ending SEP 30, 2005.
- 2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ _____
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ _____
- c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ N/A

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 12-2004)