



1776 Tribute Road, Suite 205
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AGENDA
CALIFORNIA AUTHORITY OF RACING FAIRS
BOARD OF DIRECTORS MEETING
JOHN ALKIRE, CHAIR
12:30 P.M., TUESDAY, SEPTEMBER 11, 2012

Notice is hereby given that a meeting of the California Authority of Racing Fairs' Board of Directors will commence at 12:30 p.m., Tuesday, September 11, 2012. The meeting will be held in Sacramento.

AGENDA

- I. Date, time and location of next meeting:
- II. Approval of minutes.
- III. Report, discussion and action, if any, on Legislation for 2012 and beyond.
- IV. Report, discussion and action, if any, on Mini-Satellite Wagering Facility Development.
- V. Financials
- VI. Executive Director's Report
- VII. Closed Executive Session (pending litigation).



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NOTICE
CALIFORNIA AUTHORITY OF RACING FAIRS
BOARD OF DIRECTORS MEETING
JOHN ALKIRE, CHAIR
12:30 P.M., TUESDAY, SEPTEMBER 11, 2012
VIA TELECONFERENCE

Notice is hereby given that a meeting of the California Authority of Racing Fairs' Board of Directors will commence at 12:30 p.m., Tuesday, September 11, 2012. The meeting will be held at the CARF Conference Room located at 1776 Tribute Road, Sacramento, California 95815.

CARF Board of Directors Meeting
Toll Free Dial In Number: (800) 791-2345
Participant Code: 83711 #
Via Teleconference

The Public and members of the California Authority of Racing Fairs Board of Directors may participate from the following locations:

Alameda County Fair
4501 Pleasanton Avenue
Pleasanton, CA 94566

National Orange Show
689 South E Street
San Bernardino, CA 92408

Solano County Fair
900 Fairgrounds Drive
Vallejo, CA 94589

Antelope Valley Fair
2551 West Ave. H, Suite 102
Lancaster, CA 93536

Riverside National Date Festival
46-350 Arabia Street
Indio, CA 92201

Sonoma County Fair
1350 Bennett Valley Road
Santa Rosa, CA 95404

The Big Fresno Fair
1121 S. Chance Avenue
Fresno, CA 93702

San Bernardino Co. Fair
14800 Seventh Street
Victorville, CA 92395

Southern CA Fair
18700 Lake Perris Dr.
Perris, CA 92570

California State Fair
1600 Exposition Blvd.
Sacramento, CA 95815

San Joaquin Fair
1658 S. Airport Way
Stockton, CA 95206

Stanislaus County
900 North Broadway
Turlock, CA 95380

Humboldt County Fair
1250 5th Street
Ferndale, CA 95536

Shasta District Fair
1890 Briggs Street
Anderson, CA 96007

Tulare County Fair
215 Martin Luther King
Tulare, CA 93274

Kern County Fair
1142 South P Street
Bakersfield, CA 93307

Monterey County Fair
2004 Fairground Road
Monterey, CA 93940

Ventura County Fair
10 West Harbor Blvd
Ventura, CA 93001-2706

ITEM II - MINUTES

**CALIFORNIA AUTHORITY OF RACING FAIRS
Board of Directors
Tuesday, June 5, 2012**

MINUTES

A teleconference meeting of the California Authority of Racing Fairs Board of Directors was held at 12:30 P.M., Tuesday, June 5, 2012. The meeting was hosted at the California Authority of Racing Fairs Board Room, 1776 Tribute Road, Sacramento, California, 95815.

CARF Board Members joining: John Alkire and Norb Bartosik. Joining by conference call: Chris Borovansky, Mike Paluszak and Kelly Violini.

Staff and Guests joining: Christopher Korby, Larry Swartzlander, Heather Haviland, Amelia White, Raechele Gibbons, Nate Dechoretz, Stuart Titus, Cindy Olsen, Jim Morgan, Dave Elliott, Tom Sawyer, and Louie Brown. Joining by conference call: Janet Covello.

Agenda Item 1 – Date, Time and Location of Next Meeting. The next CARF Board of Directors meeting will be scheduled for September 11, 2012 in Sacramento.

Agenda Item 2 – Approval of Minutes. Mr. Bartosik moved to approve the meeting minutes as presented. Mr. Borovansky seconded, unanimously approved.

Agenda Item 3 – Report, Discussion and Action, if any, on Legislation for 2012 and beyond. Mr. Brown reported that today is Election Day; therefore goings-on at the Capitol are extremely quiet. Last Friday, June 1, 2012 was the deadline to move bills out of the house of origin, so a significant number of bills have swapped houses. The last day for policy committees to hear and report bills will be July 6, 2012.

CARF sponsored bills SB 1227 (Negrete McLeod), license fee relief bill, and SB 1418 (Berryhill), technical cleanup bill regarding dates restrictions, have passed out of the Senate and will be heard next in the Assembly G.O. Committee.

Bills of interest include Internet poker and sports wagering. The sports wagering bill, SB 1390 (Wright), is moving along smoothly primarily because the bill does nothing more than authorize California the ability to engage in sports book wagering if, and when, Federal law changes.

The more contentious bill is SB 1463 (Wright) regarding Internet poker. The bill was amended this morning and legislative staff is reviewing the new language. The bill is

scheduled to be heard in the Senate G.O. Committee next Tuesday due to the urgency clause. The intent of the new language was to change the position of some tribal interests. Since this bill has the ability to generate new revenue for California, it will receive careful consideration.

There are still ongoing conversations between CDFA and the Governor's Office regarding a Fair governance bill for District Agricultural Associations (DAAs). The intent of these conversations is to move decision making control of DAAs to the local level.

Mr. Dechoretz reported that F&E staff has been severely downsized and the restructuring of DAAs is necessary to allow the new staffing structure to function properly.

Mr. Borovansky asked Mr. Brown if there has been any discussion of California following New Jersey's path in defying the Federal ban on sports wagering. Mr. Brown said he had not heard anything of that manner, but that several states are watching New Jersey carefully.

Agenda Item 4 – Welcome to New Director Nate Dechoretz, Deputy Secretary of California Department of Food and Agriculture. Mr. Alkire thanked Mr. Dechoretz for joining the CARF Board of Directors and welcomed him to the group.

Agenda Item 5 – Report, Discussion and Action, if any, on Santa Clara County Fair Request for Return of Membership with CARF. Mr. Korby reported that the Santa Clara County Fair in San Jose has provided a written request to rejoin CARF. The Santa Clara County Fair was an original member of the joint-powers authority whose membership lapsed after bankruptcy proceedings. Mr. Korby stated that the Fair has established financial stability and this is a welcome request that he hopes is well-received by the Board of Directors.

Mr. Bartosik moved to accept the Santa Clara County Fair back into the CARF membership as a dues-paying member. Mr. Borovansky seconded, unanimously approved.

Agenda Item 6 – Report, Discussion and Action, if any, on Mini-Satellite Wagering Facility development. Mr. Korby reported that the CHRB approved Monterey County Fair's application to operate a mini-satellite wagering facility in Salinas. Mr. Korby thanked Ms. Violini for sticking with the lengthy and complicated application process. Ms. Violini thanked CARF staff for their help through the process and reported that they are currently finalizing logos and picking out carpet.

Mr. Korby reported that there are several mini-satellite prospects in discussion, including a site at Cow Palace.

Agenda Item 7- Financials. Mr. Korby reported that financials are included in the meeting packet.

Agenda Item 8-Executive Director's Report. Mr. Korby reported that we have a viable Triple Crown prospect in I'll Have Another and Saturday should be a big day for the satellite network.

Respectfully submitted,
Heather Haviland

ITEM III – Legislation

PROPOSAL

*Proposed Model
for
Distribution of Internet Poker Revenues
to
California Horse Racing Interests*

JULY 2012

PROPOSAL

INTRODUCTION

We are proposing a model for distribution of new Internet poker revenues based on the following assumptions:

- 50% of revenues will be distributed to our operating partners (Cantor, et al.) for operations, marketing and technical services;
- 25% will be distributed for the benefit of horsemen as recommended by representatives of Thoroughbred owners and breeders (TOC; CTBA);
- 25% will be distributed as recommended by representatives of Thoroughbred racing associations and Fairs.
- Revenue distribution structure will be agreed upon by members of Horse Racing United.

This proposal addresses the segment of revenues intended for distributions to Thoroughbred racing associations and Fairs.

Respectfully,

Christopher Korby
Executive Director
California Authority of Racing Fairs

PROPOSAL

DISTRIBUTION MODEL FOR INTERNET POKER REVENUES

Proposal Summary

We propose that the segment of Internet poker revenues intended for the benefit of Thoroughbred racing associations and Fairs be distributed on a pro-rata basis, calculated by race track or satellite wagering location. Stated more specifically, we propose that this segment of revenues be distributed to Thoroughbred racing associations and Fair associations or satellite wagering facilities in the same relative proportions that parimutuel handle was generated at the racing association or satellite wagering facility during the previous year. We propose that all categories of parimutuel handle be included in the pro rata calculation with the sole criterion that handle used in the calculation was generated at the location, whether race track or Fair satellite wagering facility.

We also propose that a significant portion of any Internet poker revenues distributed to Fair locations will be re-invested back into Fair racing facility or satellite facility capital improvements.

Advantages

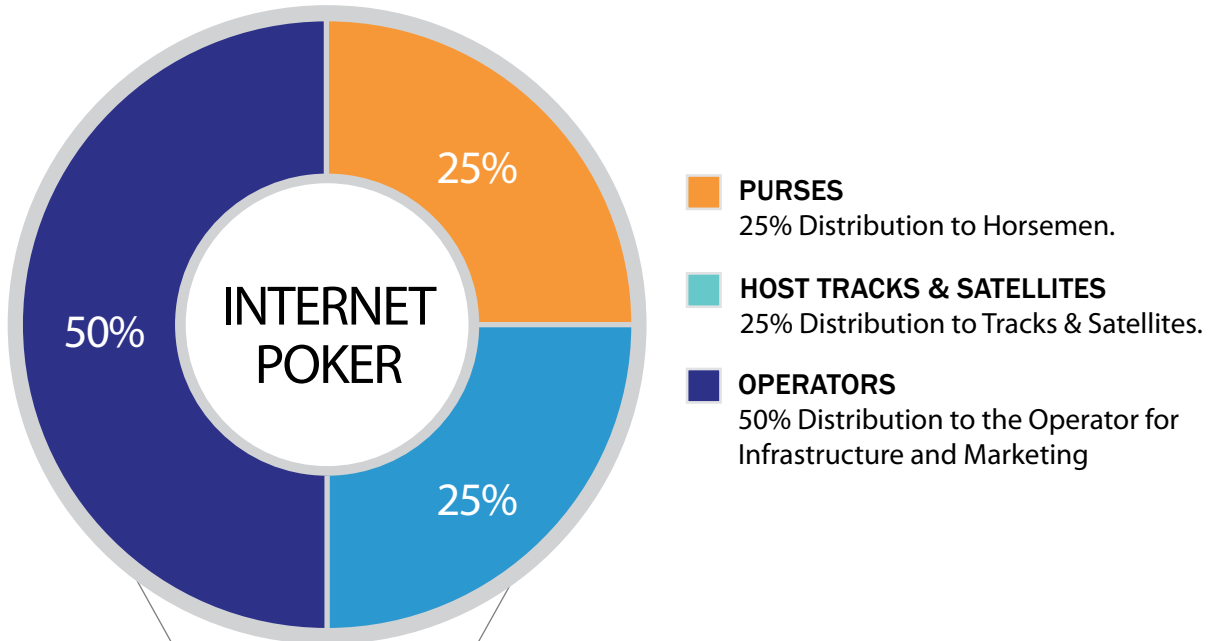
- On-site parimutuel handle is a simple, verifiable metric that offers impartial weighting for distributions to participating parimutuel sites.
- This approach will favor Thoroughbred race tracks because of their larger parimutuel handle on-site.
- Including Fair satellite wagering facilities will help with legislative support because of their grassroots connections to legislators.
- This approach mitigates negative impact of Internet poker to the California simulcast network.

An example of calculations based on this proposed distribution model is incorporated in the following pages, both in chart form and in spreadsheet form. The chart and spreadsheet show prospective pro-rata distributions based on hypothetical Internet poker revenue of \$10,000,000.

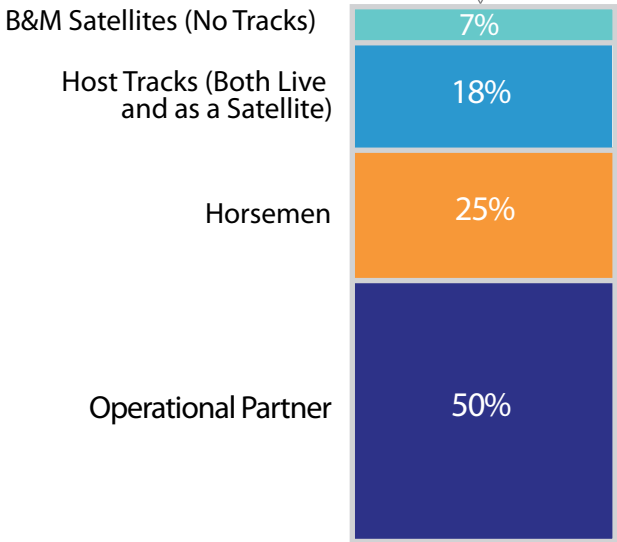
Note that this distribution model shows tribal satellites and non-Thoroughbred tracks; they are included due to the nature of the parimutuel reporting database used for calculations. We are not recommending that they participate or not participate in distributions; however, we recommend that HRU discuss whether they should or should not participate in these distributions.

PROPOSED DISTRIBUTION MODEL FOR INTERNET POKER

INTERNET POKER PROPOSED PRIMARY DISTRIBUTIONS FROM REVENUE



PROPOSED INTERNET POKER REVENUE DISTRIBUTIONS



Based on a hypothetical figure
of \$10 million.



\$ 2.5million
To horsemen in the form of purses.

\$ 1.84million
To associations conducting live racing.

\$ 660,000
To brick and mortar satellites
which do not conduct racing.

\$ 5million
To operators for day-to-day operations.

PROPOSED DISTRIBUTION MODEL FOR INTERNET POKER

INTERNET POKER PROPOSED DISTRIBUTIONS FROM REVENUE

Category	Percentage	Distribution (Based on 10M)
Horsemen (Purses)	25%	\$ 2,500,000
Host Tracks & Satellites:		
Host Tracks (Live & Satellite Handle)	18.35%	1,834,513
Brick & Mortar Satellites (NO TRACK)	5.74%	574,256
Casino Satellites	0.91%	91,231
Operational Partners	50%	\$ 5,000,000
	100%	10,000,000

INTERNET POKER PROPOSED DISTRIBUTIONS FROM REVENUE

Category	Percentage	Distribution (Based on 10M)
Horsemen (Purses)	25%	\$ 2,500,000
Host Tracks (Including Live Racing & Satellite-Based Revenue):		
Del Mar Thoroughbred Club	1.91%	\$ 190,946
Pomona (Fairplex)	1.30%	\$ 129,629
Northern California Fairs	2.12%	\$ 212,350
Golden Gate Fields	2.02%	\$ 202,109
Hollywood Park	3.64%	\$ 364,426
Los Alamitos	2.39%	\$ 238,876
Santa Anita Park	4.96%	\$ 496,176
Brick & Mortar Satellites (No Track)		
Anderson	0.03%	\$ 3,333
Bakersfield	0.12%	\$ 12,020
Fresno Club One	0.07%	\$ 6,576
Monterey	0.15%	\$ 14,572
San Jose	0.66%	\$ 65,551
San Mateo	1.40%	\$ 140,322
Tulare	0.07%	\$ 6,582
Turlock	0.16%	\$ 15,596
Vallejo	0.30%	\$ 30,089
Barona	0.32%	\$ 32,443
Cabazon	0.26%	\$ 26,261
Lake Perris	0.27%	\$ 26,777
Lancaster	0.27%	\$ 26,967
San Bernardino	0.50%	\$ 49,647
Santa Maria	0.07%	\$ 7,049
Shalimar (Indio)	0.11%	\$ 11,296
Surfide Race Place	0.96%	\$ 96,305
Sycuan	0.13%	\$ 12,552
Ventura	0.50%	\$ 50,009
Victorville	0.12%	\$ 11,568
Viejas	0.20%	\$ 19,976
Operational Partners	50%	\$ 5,000,000
	100%	10,000,000

California Statewide Share of Handle On Thoroughbred and Fair Hosted Races by Race Type by Location for California Brick and Mortar Locations

25% Pro rata

Location	Live Races	%	Out of Zone	%	Interstate	%	International	%	CA Races	%	Total	%	for Poker Model
Anderson	283,949.60	0.06%	423,796.90	0.26%	553,341.10	0.17%	86,736.80	0.18%	707,746.50	0.09%	1,347,824.40	0.13%	0.03%
Bakersfield	862,372.30	0.18%	1,769,479.90	1.07%	1,856,177.30	0.58%	373,064.20	0.79%	2,631,852.20	0.29%	4,861,093.70	0.48%	0.12%
Barona	5,265,656.80	1.09%	1,423,281.00	0.86%	5,719,732.30	1.80%	712,369.10	1.51%	6,688,937.80	0.89%	13,121,039.20	1.30%	0.32%
Cabazon	4,209,474.00	0.88%	1,319,257.90	0.80%	4,782,282.70	1.51%	309,505.40	0.65%	5,528,731.90	0.74%	10,620,520.00	1.05%	0.26%
Del Mar	68,766,807.60	14.30%	1,636,731.30	0.99%	6,293,330.50	1.98%	527,329.70	1.11%	70,403,538.90	0.97%	77,224,199.10	7.64%	1.91%
Ferndale	680,263.00	0.14%	97,435.80	0.06%	46,017.50	0.01%	3,487.50	0.01%	777,698.80	0.01%	827,203.80	0.08%	0.02%
Fresno	3,366,195.70	0.70%	1,502,865.60	0.91%	1,937,794.10	0.61%	299,076.10	0.63%	4,869,061.30	0.30%	7,105,931.50	0.70%	0.18%
Fresno Club One	386,084.70	0.08%	770,295.80	0.47%	1,300,477.90	0.41%	202,518.90	0.43%	1,156,380.50	0.20%	2,659,377.30	0.26%	0.07%
Golden Gate	30,600,852.40	6.36%	22,029,652.50	13.33%	24,746,586.00	7.79%	4,361,789.40	9.22%	52,630,504.90	3.83%	81,738,880.30	8.08%	2.02%
Hollywood Park	81,760,614.70	17.00%	18,391,918.90	11.13%	40,551,343.30	12.77%	6,680,714.20	14.11%	100,152,533.60	6.28%	147,384,591.10	14.58%	3.64%
Lake Perris	5,009,449.20	1.04%	1,667,443.40	1.01%	3,632,105.40	1.14%	520,316.40	1.10%	6,676,892.60	0.56%	10,829,314.40	1.07%	0.27%
Lancaster	4,600,579.40	0.96%	1,617,428.80	0.98%	3,922,440.90	1.24%	765,678.60	1.62%	6,218,008.20	0.61%	10,906,127.70	1.08%	0.27%
Los Alamitos	40,824,260.20	8.49%	12,977,974.30	7.86%	37,928,375.90	11.94%	4,877,583.00	10.31%	53,802,234.50	5.87%	96,608,193.40	9.56%	2.39%
Monterey	1,017,950.60	0.21%	1,436,031.60	0.87%	2,807,537.70	0.88%	631,876.20	1.34%	2,453,982.20	0.43%	5,893,396.10	0.58%	0.15%
Pleasanton	8,696,315.20	1.81%	9,388,907.70	5.68%	12,628,828.10	3.98%	1,906,480.80	4.03%	18,085,222.90	1.95%	32,620,531.80	3.23%	0.81%
Pomona	22,929,615.20	4.77%	6,578,098.90	3.98%	19,681,118.50	6.20%	3,236,916.80	6.84%	29,507,714.10	3.05%	52,425,749.40	5.19%	1.30%
Sacramento	4,468,195.10	0.93%	5,883,767.60	3.56%	8,691,267.90	2.74%	1,320,029.20	2.79%	10,351,962.70	1.35%	20,363,259.80	2.01%	0.50%
San Bernardino	8,635,048.50	1.80%	3,053,517.20	1.85%	7,243,483.20	2.28%	1,146,584.60	2.42%	11,688,565.70	1.12%	20,078,633.50	1.99%	0.50%
San Jose	5,141,742.00	1.07%	7,596,235.10	4.60%	11,616,465.40	3.66%	2,156,237.20	4.56%	12,737,977.10	1.80%	26,510,679.70	2.62%	0.66%
San Mateo County	11,307,534.90	2.35%	16,002,608.50	9.69%	24,974,193.60	7.86%	4,465,845.00	9.44%	27,310,143.40	3.86%	56,750,182.00	5.61%	1.40%
Santa Anita	125,580,933.40	26.11%	25,926,820.80	15.69%	44,069,674.70	13.88%	5,090,458.00	10.76%	151,507,754.20	6.82%	200,667,886.90	19.85%	4.96%
Santa Maria	1,155,518.30	0.24%	461,911.00	0.28%	1,067,077.40	0.34%	166,184.90	0.35%	1,617,429.30	0.17%	2,850,691.60	0.28%	0.07%
Santa Rosa	4,679,707.30	0.97%	2,807,923.90	1.70%	3,790,522.60	1.19%	652,816.60	1.38%	7,487,631.20	0.59%	11,930,970.40	1.18%	0.30%
Shalimar (Indio)	1,931,507.10	0.40%	688,521.20	0.42%	1,748,712.60	0.55%	199,697.40	0.42%	2,620,028.30	0.27%	4,568,438.30	0.45%	0.11%
Stockton	3,211,193.50	0.67%	3,563,608.40	2.16%	5,287,656.70	1.67%	969,971.20	2.05%	6,774,801.90	0.82%	13,032,429.80	1.29%	0.32%
Surfside Race Place	16,401,806.60	3.41%	4,951,678.30	3.00%	15,886,179.40	5.00%	1,708,782.30	3.61%	21,353,484.90	2.46%	38,948,446.60	3.85%	0.96%
Sycuan	2,300,206.20	0.48%	519,052.90	0.31%	2,009,084.30	0.63%	247,991.20	0.52%	2,819,259.10	0.31%	5,076,334.60	0.50%	0.13%
Tulare	518,252.30	0.11%	837,722.30	0.51%	1,076,979.30	0.34%	229,033.80	0.48%	1,355,974.60	0.17%	2,661,987.70	0.26%	0.07%
Turlock	1,270,079.00	0.26%	1,734,215.40	1.05%	2,703,634.00	0.85%	599,423.00	1.27%	3,004,294.40	0.42%	6,307,351.40	0.62%	0.16%
Vallejo	2,412,570.80	0.50%	3,473,589.00	2.10%	5,475,678.00	1.72%	807,108.90	1.71%	5,886,159.80	0.85%	12,168,946.70	1.20%	0.30%
Ventura	7,431,896.10	1.55%	2,958,072.10	1.79%	8,568,337.90	2.70%	1,266,627.40	2.68%	10,389,968.20	1.33%	20,224,933.50	2.00%	0.50%
Victorville	1,911,832.50	0.40%	795,471.10	0.48%	1,602,874.90	0.50%	368,162.10	0.78%	2,707,303.60	0.25%	4,678,340.60	0.46%	0.12%
Viejas	3,346,726.30	0.70%	927,476.00	0.56%	3,364,032.40	1.06%	440,464.80	0.93%	4,274,202.30	0.52%	8,078,699.50	0.80%	0.20%
Total Handle	480,965,190.50	100.00%	165,212,791.10	100.00%	317,563,343.50	100.00%	47,330,860.70	100.00%	646,177,981.60	49.14%	1,011,072,185.80	100.00%	
N-Cal Totals	78,903,258.40	16.41%	79,318,136.00	48.01%	109,493,157.20	34.48%	19,065,494.80	40.28%	158,221,394.40	16.94%	286,780,046.40	28.36%	
S-Cal Totals	402,061,932.10	83.59%	85,894,655.10	51.99%	208,070,186.30	65.52%	28,265,365.90	59.72%	487,956,587.20	32.20%	724,292,139.40	71.64%	
Associations	347,533,468.30	72.26%	80,963,097.80	49.01%	153,589,310.40	48.36%	21,537,874.30	45.50%	428,496,566.10	23.77%	603,623,750.80	59.70%	
Racing Fairs	48,417,569.70	10.07%	30,592,903.70	18.52%	53,363,683.30	16.80%	8,591,297.10	18.15%	79,010,473.40	8.26%	140,965,453.80	13.94%	
Non-Racing Fairs	69,892,089.20	14.53%	49,467,721.80	29.94%	94,735,218.10	29.83%	15,491,358.80	32.73%	119,359,811.00	14.66%	229,586,387.90	22.71%	
Indian Reservations	15,122,063.30	3.14%	4,189,067.80	2.54%	15,875,131.70	5.00%	1,710,330.50	3.61%	19,311,131.10	2.46%	36,896,593.30	3.65%	

DEL MAR PROPOSAL
FOR INTERNET POKER
DISTRIBUTIONS

Host	Brick and Mortar	ADW	Total
Del Mar Thoroughbred Club	320,067,291.86	80,749,858.01	400,817,149.87
Fairplex	45,778,292.46	13,885,213.45	59,663,505.91
Golden Gate	383,471,771.11	83,572,496.17	467,044,267.28
Hollywood Park Fall	147,921,621.15	45,151,669.75	193,073,290.90
Hollywood Park Spring	359,106,359.26	112,988,115.47	472,094,474.73
Santa Anita	641,964,402.03	154,656,661.26	796,621,063.29
Other Total	1,898,309,737.87	491,004,014.11	2,389,313,751.98

Sonoma County Fair	28,307,539.79	6,431,045.73	34,738,585.52
San Joaquin County Fair	6,756,715.13	1,928,582.45	8,685,297.58
Humboldt County Fair	3,910,325.39	1,602,502.26	5,512,827.65
Fresno District Fair	17,988,069.84	4,050,401.81	22,038,471.65
California State Fair	15,187,865.08	4,014,655.35	19,202,520.43
Alameda County Fair	26,456,203.49	6,483,264.00	32,939,467.49
CARF	98,606,718.72	24,510,451.60	123,117,170.32

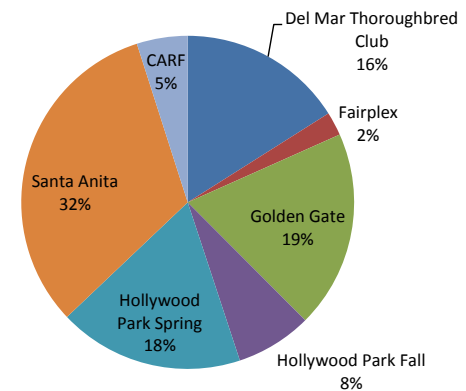
Total	1,996,916,456.59	515,514,465.71	2,512,430,922.30
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<u>Brick and Mortar</u>	
Del Mar Thoroughbred Club	320,067,291.86
Fairplex	45,778,292.46
Golden Gate	383,471,771.11
Hollywood Park Fall	147,921,621.15
Hollywood Park Spring	359,106,359.26
Santa Anita	641,964,402.03
CARF	98,606,718.72

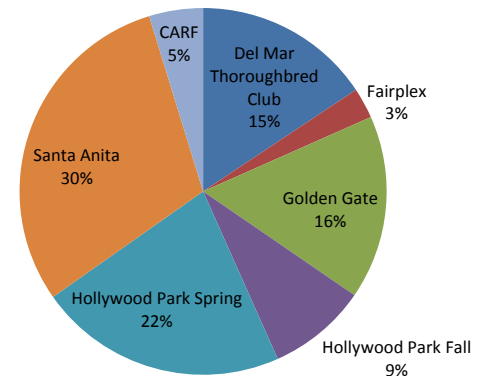
<u>ADW</u>	
Del Mar Thoroughbred Club	80,749,858.01
Fairplex	13,885,213.45
Golden Gate	83,572,496.17
Hollywood Park Fall	45,151,669.75
Hollywood Park Spring	112,988,115.47
Santa Anita	154,656,661.26
CARF	24,510,451.60

<u>All Source Handle Totals</u>	<u>% of Total</u>
Del Mar Thoroughbred Club	400,817,149.87 16%
Fairplex	59,663,505.91 2%
Golden Gate	467,044,267.28 19%
Hollywood Park Fall	193,073,290.90 8%
Hollywood Park Spring	472,094,474.73 19%
Santa Anita	796,621,063.29 32%
CARF	123,117,170.32 5%
Total	2,512,430,922.30 100%

2011 Brick and Mortar Handle By Host



2011 ADW Handle By Host



ITEM V – Financials

**California Authority of Racing Fairs
Agency Income Statement
June 30, 2012**

	2010 Year End Actual	2011 Year End Actual	2011 YTD Actual	2012 YTD Actual	2012 Annual Budget	2012 Budget Variance	2012 % Budget
Revenue:							
Other Revenue	(2,326)	981	0	30	0	30	0%
Interest Income	18,003	14,756	11,079	4,990	15,000	(10,010)	33%
Member Dues	290,107	288,330	145,802	149,235	260,593	(111,358)	57%
CARF South Prog Admin Fee	21,256	18,333	9,293	10,476	21,038	(10,562)	50%
CARF Projects Admin Fee	141,872	442,753	410,503	0	0	0	0%
CARF Live Racing Admin Fee	108,854	157,607	11,387	20,506	138,201	(117,695)	15%
Total Revenue	577,767	922,760	588,064	185,237	434,832	(249,594)	43%
Expenses:							
Salaries	241,506	310,701	133,668	113,231	222,959	109,728	51%
Employee Benefits	18,890	41,866	19,545	15,849	34,900	19,051	45%
Post Retirement Benefits	33,688	31,922	17,413	17,692	35,000	17,308	51%
Payroll Taxes	12,529	14,970	8,082	4,933	11,500	6,567	43%
Accounting Costs	17,272	23,384	12,009	8,159	16,250	8,091	50%
Audit Services	6,375	8,925	6,300	5,950	6,375	425	93%
Automobile Expense	10,650	3,251	468	1,932	4,000	2,068	48%
Contracted Services	10,435	3,574	1,544	1,861	3,000	1,139	62%
Depreciation	11,985	12,634	0	6,966	11,000	4,034	63%
Dues & Subscriptions	11,952	1,819	741	1,426	2,000	574	71%
Insurance Expense	37,127	38,772	18,555	21,474	41,000	19,526	52%
Legal Expenses	21,720	8,009	7,372	13,485	12,500	(985)	108%
Legislative Expenses	53,796	56,144	28,102	28,141	55,000	26,859	51%
Meetings Expense	6,852	3,782	2,737	1,687	5,000	3,313	34%
Misc. (Ag Day Sponsor)	2,010	51	3	196	0	(196)	0%
Office Supplies	27,882	27,362	14,323	17,877	22,500	4,623	79%
Postage & Shipping	3,117	3,960	1,878	1,752	3,600	1,848	49%
Rent (Tribute Road)	38,265	35,770	17,885	17,885	35,770	17,885	50%
Repairs & Maintenance	674	328	0	0	1,000	1,000	0%
Telephone Expense	9,492	11,451	5,985	4,660	10,000	5,340	47%
Training	895	1,139	0	350	2,500	2,150	14%
Travel Expense	27,226	23,817	4,511	11,957	22,500	10,543	53%
Total Expenses	604,340	663,634	301,119	297,465	558,354	260,889	53%
Agency Income (Loss)	(26,573)	259,126	286,945	(112,228)	(123,523)	11,295	
Southern Prog Income (Loss)	8,153	4,160	1,570	5,990	2,963	(18,096)	
Total Bal Sheet Net Income (Loss)	(18,420)	263,286	288,514	(106,238)	(120,560)	(6,801)	

California Authority of Racing Fairs
Southern Region Income Statement
June 30, 2012

	2010	2011	2011	2012	2012	2012	2012
	Year End	Year End	YTD	YTD	Annual	Budget	% Budget
	Actual	Actual	Actual	Actual	Budget	Variance	
Program Revenue:							
Program Sales	285,716	254,468	133,944	139,686	280,500	(140,814)	50%
Other Revenue	0	0	0	0	0	0	0%
Royalties/Fees Due Host	(256,307)	(231,975)	(123,082)	(123,220)	(256,500)	133,280	48%
Total Revenue	29,409	22,493	10,863	16,466	24,000	(7,534)	69%
Expenses:							
Legal Expenses	0	0	0	0	0	0	0%
Meetings Expense	0	0	0	0	0	0	0%
Misc Exp.(Storage)	0	0	0	0	0	0	0%
Office Supplies	0	0	0	0	0	0	0%
Paper Expense	0	0	0	0	0	0	0%
Postage & Shipping	0	0	0	0	0	0	0%
Printing Supplies	0	0	0	0	0	0	0%
Rent & Utility Expenses	0	0	0	0	0	0	0%
Repairs & Maintenance	0	0	0	0	0	0	0%
Telephone Expense	0	0	0	0	0	0	0%
Travel Expense	0	0	0	0	0	0	0%
Total Expenses	0	0	0	0	0	0	0%
Operating Income (Loss)	29,409	22,493	10,863	16,466	24,000	(7,534)	69%
CARF Admin Fee	21,256	18,333	9,293	10,476	21,038	10,562	50%
Rebate							
Income (Loss)	8,153	4,160	1,570	5,990	2,963	(18,096)	202%

**California Authority of Racing Fairs
Project Management Income Statement
June 30, 2012**

	2010 Year End Actual	2011 Year End Actual	2011 YTD Actual	2012 YTD Actual	2012 Annual Budget	2012 Budget Variance	2012 % Budget
Revenue:							
CARF Admin Fee	141,872	442,753	410,503	0	0	0	0%
Project Management	85,559	0	0	0	0	0	0%
Total Revenue	227,432	442,753	410,503	0	0	0	0%
Expenses:							
Salaries Expense	63,396	0	0	0	0	0	0%
Employee Benefits	8,538	0	0	0	0	0	0%
Payroll Taxes	3,076	0	0	0	0	0	0%
Accounting Costs	6,620	0	0	0	0	0	0%
Audit Services	2,550	0	0	0	0	0	0%
Automobile Expense	0	0	0	0	0	0	0%
Contracted Services	0	0	0	0	0	0	0%
Telephone Expense	754	0	0	0	0	0	0%
Travel Expense	68	0	0	0	0	0	0%
Misc. Storage	558	0	0	0	0	0	0%
Total Expenses	85,559	0	0	0	0	0	0%
CARF Admin Fee	141,872	442,753	410,503	0	0	0	0%

**California Authority of Racing Fairs
Live Racing Income Statement
June 30, 2012**

	2010 = 64 days	2011 = 58 days	2012 = 61 days			
	2010	2011	2011	2012	2012	2012
	Year End	Year End	YTD	YTD	Annual	% Budget
	Actual	Actual	Actual	Actual	Budget	Variance
Revenues:						
Change Fund Admin Fee	14,074	5,161	0	4,241	15,000	(10,759) 28%
Racing Fairs Admin Fee	69,032	69,945	16,689	25,766	78,201	(52,435) 33%
Supplemental Purses Admin Fee	22,000	82,500	82,500	0	45,000	(45,000) 0%
NCOTWINC Reimbursement	29,000	29,000	0	0	29,000	(29,000) 0%
Racing Fairs Reimbursement	1,003,686	932,602	222,514	343,546	1,042,681	(699,135) 33%
Advertising Revenue	4,550	2,500	4,750	0	4,000	(4,000) 0%
Total	1,142,343	1,121,708	326,452	373,552	1,213,882	(840,330) 31%
Expenses:						
Salaries	255,146	275,424	101,021	136,184	295,750	159,566 46%
Employee Benefits	46,948	48,505	22,800	21,360	44,278	22,918 48%
Payroll Taxes	13,103	12,669	5,902	3,741	10,928	7,187 34%
Accounting Costs	43,035	42,255	21,130	24,385	48,750	24,365 50%
Audit Services	25,323	16,575	11,700	11,050	19,125	8,075 58%
Automobile Expense	64	0	0	40	2,000	1,960 2%
Depreciation	0	0	0	0	0	0 0%
Dues & Subscriptions, NTRA	10,109	0	0	0	1,000	1,000 0%
Insurance Expense	0	0	0	0	0	0 0%
Legal Expenses	8,734	605	0	811	5,000	4,189 16%
Meetings Expense	3,440	740	301	401	2,000	1,599 20%
Misc. Exp (Storage,Bank fee)	0	0	0	0	0	0 0%
Telephone Expense	3,924	3,051	1,225	1,552	3,500	1,948 44%
Travel Expense	29,898	34,340	7,353	6,188	35,000	28,812 18%
Sub-Totals	439,725	434,164	171,432	205,713	467,331	261,618 44%
Racing Support Services:						
Announcer	23,904	17,850	9,150	0	23,850	23,850 0%
Condition Bk/Program Cover	15,245	15,748	6,493	4,325	20,000	15,675 22%
Racing Operations Support	78,325	57,834	45,988	48,866	90,000	41,134 54%
TC02 Testing	7,425	6,940	0	995	10,000	9,005 10%
Marketing	3,901	160	100	60	3,000	2,940 2%
Network Management	1,548	2,641	844	260	500	240 52%
Paymaster	8,106	6,044	2,607	2,585	7,500	4,915 34%
Program Production	179,004	171,503	27,068	19,966	205,000	185,034 10%
Racing Office System	43,739	26,406	6,839	5,556	40,000	34,444 14%
Recruitment	31,108	13,654	9,539	9,175	15,000	5,825 61%
Jumbo Screen	126,250	104,550	10,200	33,150	110,000	76,850 30%
Supplies	15,964	11,296	802	873	15,000	14,127 6%
Tattooing	17,200	18,901	7,505	4,636	20,000	15,364 23%
Timing/Clocker	22,805	0	2,334	0	0	0 0%
Transportation	2,150	1,711	500	0	3,500	3,500 0%
TV Production/Simulcast	17,088	74,701	13,663	16,888	45,000	28,113 38%
Sub-Totals	593,763	529,938	143,633	147,333	608,350	461,017 24%
Total Expenses	1,033,488	964,102	315,065	353,046	1,075,681	722,635 33%
CARF Admin Fee	108,854	157,607	11,387	20,506	138,201	117,695 15%

CALIFORNIA AUTHORITY OF RACING FAIRS
BALANCE SHEET
June 30, 2012

ASSETS

	CURRENT YTD	PRIOR YTD
	6/30/12	6/30/11
Current Assets		
CASH - LAIF & INVESTMENTS	1,286,006	229,059
CASH - OPERATING/MM	827,271	1,035,187
CASH - TRUST & TOC	711,829	1,586,110
MARKETABLE SECURITIES	2,426,016	2,428,456
A/R - DUES	20,853	78,637
A/R - PROGRAMS	33,371	37,037
A/R - RACING FAIRS	371,561	245,702
A/R - ERF/OTHER A/R	95,810	2,172,434
PREPAIDS/DEPOSITS	30,167	37,059
OPEB ASSETS	92,725	92,725
Total Current Assets	5,895,608	7,942,406
Fixed Assets		
AUTOMOBILE	70,947	37,967
FURNITURE & EQUIPMENT	566	1,646
COMPUTER HARDWARE/SOFTWARE	5,249	7,050
TRACK EQUIPMENT	259,712	259,712
Total Fixed Assets (Net of Depr.)	336,475	306,374
TOTAL ASSETS	6,232,083	8,248,781

LIABILITIES & NET ASSETS

Current Liabilities		
A/P & WITHHOLDINGS	1,078,312	847,628
A/P - PROGRAM ROYALTIES TO HOST	66,834	49,858
RACING DISTRIBUTIONS	(232,218)	(197,502)
PURSES	1,046,344	1,836,148
TRACK SAFETY/MAINT.	430,497	638,624
INFOTEXT UPGRADE	0	0
MISC PROJECT FUNDS	0	0
LOU-1 - TIMING/TRACK SURFACE/AREA ENHANC	0	0
LOU-2 - SPECIAL EVENT CENTERS	0	0
LOU-3 - SATELLITE SURVEY/TURF STUDY	0	0
EQUIPMENT REPLACEMENT FUND	0	0
LOU-5 - SYMPOSIUM	3,805	3,805
MINI SATELLITE FUNDS	161,700	169,583
CAPITAL IMPROVEMENT FUND	75,117	0
Total Current Liabilities	2,630,393	3,348,144
Non-Current Liabilities		
CHRIMS FUNDS	92,051	91,196
CHANGE FUND	1,014,000	1,014,000
FAIRS - EQUIP REPLACEMENT FUNDS	1,594,117	2,762,452
Total Non-Current Liabilities	2,700,168	3,867,648
TOTAL LIABILITIES	5,330,560	7,215,792
Net Assets		
FUND EQUITY	972,967	709,681
F&E Net Assets	34,794	34,794
CARF@GG	0	0
RETIREMENT CONTINGENCY	0	0
NET INCOME/LOSS	(106,238)	288,514
Total Net Assets	901,523	1,032,989
TOTAL LIABILITIES & NET ASSETS	6,232,083	8,248,781

Racing Fair

Financial

Highlights 2011



Total Conventional & ADW Handle

\$123 million

Revenue Distributed by CARF

\$26 million

Total Commissions

\$5.8 million

Total Purses

\$7.4 million



	Total	STK	PLN	SAC	SR	FER	FNO
Revenue							
Takeout & Other Revenue	26,068,691	1,957,306	6,915,616	4,116,207	7,292,091	1,099,223	4,688,247
Commissions							
Total Commissions	5,822,216	411,663	1,563,929	898,481	1,634,977	283,209	1,029,958
Purses							
Total Purses	7,425,905	645,256	1,983,372	1,232,362	1,989,750	246,953	1,328,213
Distributions							
F&E Fund 19614d/License Fees	212,065	12,724	56,585	25,999	58,771	13,440	44,546
F&E Recapture	32,515	2,004	8,687	5,411	8,920	1,360	6,134
CHRB Support	417,922	26,430	112,245	69,231	114,130	17,403	78,482
Commingle Guest O/S	5,753,952	348,636	1,465,555	803,616	1,731,396	244,866	1,159,882
Interstate Host	818,562	71,889	231,799	134,864	225,751	20,590	133,669
Location Fee	1,435,829	118,078	380,971	247,776	403,238	59,381	226,385
Promotion	138,186	10,549	37,523	23,908	39,274	4,574	22,358
City/County	218,317	15,876	59,561	34,913	61,590	8,211	38,166
Stabling/Vanning	663,281	50,634	180,106	114,757	188,513	21,954	107,319
Equine Lab	66,158	4,811	18,049	10,580	18,664	2,488	11,566
Owners	48,404	3,555	13,140	7,770	13,454	1,926	8,560
Breeders	483,533	36,312	129,869	78,034	133,895	22,949	82,473
CHRIMS	27,637	2,110	7,504	4,782	7,855	915	4,471
Other ADW Distributions	201,488	13,481	47,104	29,628	49,411	17,355	44,509
NCOTW Simulcast Expense Fund	2,302,720	183,299	619,615	394,097	612,504	131,652	361,553



CALIFORNIA FAIRS SATELLITE NETWORK

PARI-MUTUEL HANDLE & DISTRIBUTIONS (LIVE & SIMULCAST)

1987-2011

Handle & Distributions Figures Do Not Include Adadvanced Deposit Wagering (ADW).

Detailed Distribution Report
01/01/1987 -
Date Range: 12/31/2011
Race Type: All Races
Hosts: All Hosts
Locations: All Locations
Tracks: All Tracks
Report By: Location
Location Types: California

Location	Handle	License Fee	CHRB Support Fee	F & E	City Tax	Equine	Workers Comp	Satellite Location	Expense Fund	Promotion	Chrims	Van Stable	Proxy Fees	Track	Purses	SB1072	Owners	Breeders Sires	To Out of State Tracks
Anderson	80,326,332	1,735,350	21,782	107,492	259,350	79,876	35,889	1,561,052	2,590,031	375,187	665	477,976	5	3,573,453	3,554,070	11,720	73,688	353,553	485,662
Bakersfield	332,889,862	7,195,451	80,071	286,427	1,078,953	324,000	144,536	6,521,346	11,585,888	1,898,923	3,119	1,870,351	27,400	14,786,473	14,721,231	46,641	253,305	1,432,857	1,560,638
Eureka	50,441,318	1,136,636	1,498	64,349	162,942	49,268	19,097	963,000	1,530,973	239,657	0	282,824	0	2,210,479	2,202,696	0	45,955	221,303	309,455
Ferndale	24,253,924	237,130	12,174	216,928	57,407	17,122	17,917	88,856	270,195	17,584	84	34,457	16	1,811,479	1,933,428	9,984	22,310	102,365	21,031
Fresno	538,571,201	11,525,428	119,225	1,627,752	1,750,322	468,796	207,180	8,371,971	14,577,681	2,180,333	2,722	2,092,976	19,666	27,777,158	28,296,042	71,522	464,513	2,248,679	1,919,004
Fresno Club One	57,316,755	536,659	42,092	40,307	187,477	57,332	62,799	1,139,563	2,208,314	230,978	1,612	422,308	11,622	2,887,194	2,897,736	23,633	34,404	287,018	593,630
Imperial	63,558	1,310	0	0	2	64	0	1,084	1,355	217	0	303	0	2,631	2,593	0	38	293	1,915
Lake Perris	427,495,310	8,809,745	280,714	299,350	1,392,429	427,509	349,298	8,443,556	12,964,749	2,143,619	6,266	2,969,499	32,690	20,302,762	20,177,793	126,913	325,512	2,051,114	2,747,504
Lakeport	100,835	1,281	0	33	0	101	0	1,737	2,522	347	0	608	0	4,258	4,304	0	61	462	2,680
Lancaster	449,439,696	10,276,825	287,994	284,420	1,469,915	449,030	302,550	8,907,423	14,124,713	2,793,460	6,872	3,177,612	51,612	20,600,824	20,448,357	117,243	330,302	2,070,048	2,524,441
Merced	131,242	1,623	0	41	0	131	0	2,309	3,535	462	0	808	0	5,700	5,721	0	81	611	3,377
Mobile Unit	2,578,629	81,157	0	2,675	2,952	2,518	0	50,882	73,558	19,517	0	17,032	0	92,785	90,371	0	2,414	9,890	4,888
Monterey	321,483,483	6,086,931	86,724	293,002	1,043,884	320,172	154,657	6,300,773	11,719,882	1,582,997	3,680	1,602,658	39,355	15,075,852	15,035,434	50,941	257,078	1,412,750	2,171,679
Paso Robles	790,507	16,733	0	108	176	791	0	14,170	17,078	3,045	0	4,087	0	34,178	33,705	0	535	3,652	18,335
Pleasanton	1,439,548,074	26,266,464	532,315	2,927,869	4,676,666	1,338,988	825,038	24,304,043	45,181,546	5,527,227	17,198	7,617,220	158,214	72,998,837	73,974,704	307,418	1,192,543	6,401,708	8,207,819
Pomona	1,715,548,666	38,591,766	1,259,981	4,527,320	5,612,065	1,511,154	1,220,104	25,793,425	39,541,328	6,195,668	27,963	9,659,712	215,284	93,034,165	94,470,984	518,753	1,449,127	7,788,438	8,650,237
Sacramento	1,324,635,197	23,159,271	357,089	1,862,194	2,312,092	1,212,454	704,952	20,763,303	38,722,144	4,802,672	11,743	5,873,365	71,154	71,752,423	71,419,207	183,177	900,007	7,183,355	6,833,502
San Bernardino	1,386,571,292	35,601,264	532,143	819,773	4,534,633	1,384,410	652,918	27,436,466	42,104,794	9,723,308	11,960	9,938,707	65,693	61,023,804	60,350,493	233,765	1,094,863	6,116,804	5,850,656
San Jose	1,100,491,878	18,574,360	418,399	1,063,714	3,580,078	1,097,416	650,709	21,638,622	41,552,108	5,066,391	16,574	6,029,697	207,780	52,105,055	52,182,653	242,133	849,580	4,966,150	7,703,544
San Mateo	256,109,303	837,529	908,765	217,438	840,638	256,111	472,980	5,165,625	9,929,623	954,813	33,624	2,563,299	271,320	12,819,269	12,867,715	528,458	152,083	1,360,120	3,437,649
Santa Barbara	305,518,466	8,556,013	17,756	273,058	495,865	295,272	103,208	6,028,195	8,689,892	1,980,057	0	1,925,164	1,101	13,325,353	13,090,997	0	264,746	1,315,830	1,330,918
Santa Maria	241,413,382	6,252,744	87,383	210,121	787,001	236,904	103,347	4,758,888	6,885,375	1,490,336	1,493	1,611,461	3,326	10,690,951	10,530,839	27,883	203,092	1,072,886	1,140,910
Santa Rosa	661,991,173	13,118,803	186,913	1,961,396	2,153,748	584,091	322,581	9,754,458	18,336,772	2,337,627	5,188	2,798,135	49,600	35,146,399	35,900,668	113,906	560,017	2,841,800	3,024,369
Shalimar (Indio)	296,321,883	7,984,659	107,392	162,512	967,720	295,810	134,188	5,844,043	8,452,383	2,119,676	2,263	2,214,636	1,905	12,914,178	12,730,672	54,849	243,544	1,301,389	1,276,367
Sonora	151,478	2,191	0	19	0	151	0	2,636	3,394	558	0	903	0	6,581	6,671	0	116	680	3,659
Stockton	745,344,897	14,059,003	215,688	1,347,579	2,425,929	695,804	392,985	13,406,071	24,846,497	3,124,640	7,767	3,664,931	89,256	36,579,378	36,825,755	122,654	602,297	3,270,737	4,146,346
Surfside Race Place	2,276,102,789	59,597,875	942,197	988,188	7,427,714	2,273,020	1,073,728	44,893,519	63,720,400	15,498,650	21,001	17,328,335	120,507	99,418,199	97,987,455	403,728	1,897,237	10,185,620	11,833,875
Tulare	125,718,798	2,593,228	40,135	148,980	405,778	125,313	56,532	2,447,118	4,211,680	601,268	1,348	784,119	2,193	5,593,650	5,569,079	24,303	109,921	556,833	778,061
Turlock	177,509,805	2,753,210	95,868	193,246	572,104	177,425	122,780	3,453,798	5,917,010	682,901	3,185	1,331,506	1,785	8,463,774	8,476,923	56,466	151,962	838,700	1,577,598
Vallejo	617,363,414	11,094,894	197,832	1,396,380	1,259,100	561,746	345,063	10,267,781	20,092,206	2,396,382	7,412	3,001,104	99,222	32,261,765	32,731,278	119,662	497,708	2,721,119	3,546,622
Ventura	1,040,507,473	25,678,695	522,770	739,757	3,396,556	1,039,373	529,195	20,559,521	30,709,799	6,600,249	11,347	7,522,199	46,630	47,117,735	46,548,065	205,571	848,722	4,694,887	5,577,424
Victorville	305,484,368	7,090,111	122,268	190,910	998,379	305,229	185,341	6,044,453	9,693,570	1,897,966	2,929	1,999,574	31,993	13,949,882	13,857,336	55,189	223,955	1,392,410	1,638,781
Yuba City	137,875	1,998	0	26	0	138	0	2,329	3,183	501	0	800	0	5,843	5,825	0	111	591	4,032

TOTALS	16,302,352,865	349,456,337	7,477,167	22,253,364	49,851,874	15,587,519	9,189,572	294,932,014	490,264,178	82,487,215	208,014	98,818,367	1,619,331	788,372,463	788,930,799	3,656,513	13,051,827	74,204,650	88,926,609
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2014



January						
S	M	T	W	T	F	S
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5	6	7	8	9	10	11
12	13	14	15	16	17	18
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26	27	28	29	30	31	

April						
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20	21	22	23	24	25	26
27	28	29	30			

July						
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20	21	22	23	24	25	26
27	28	29	30	31		

October						
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19	20	21	22	23	24	25
26	27	28	29	30	31	

February						
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16	17	18	19	20	21	22
23	24	25	26	27	28	

May						
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18	19	20	21	22	23	24
25	26	27	28	29	30	31

August						
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November						
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March						
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June						
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September						
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December						
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2013



January						
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April						
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July						
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October						
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February						
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May						
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August						
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November						
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March						
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June						
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September						
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December						
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2012



January						
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April						
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July						
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October						
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February						
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May						
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August						
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November						
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March						
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June						
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September						
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December						
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