

2009 SUNSHINE MILLIONS™

A Message From The Chairman of Magna Entertainment Corp.

Dear Breeders, Owners, and Trainers:

It gives me great pleasure to announce the seventh annual running of the Sunshine Millions™ -- one of thoroughbred racing's richest and most exciting events.

The Sunshine Millions™ will take place on January 24, 2009 at Santa Anita Park in California and at Gulfstream Park in Florida and will showcase horses from two of the country's best thoroughbred breeding states in a head-to-head competition. The Sunshine Millions™ format features eight races, with full fields of top-quality Florida-bred and California-bred entries and guaranteed purses totaling \$3.6 million. In addition, this year we will maintain the increased appearance fee for unplaced shippers in an effort to encourage greater cross-country competition.

The Sunshine Millions™ has quickly established itself as one of the premier events on the annual racing calendar and is an example of how our industry can work together to provide horse racing enthusiasts and sports fans alike with an exciting and innovative product.

I invite you to join us for what promises to be another great Magna Entertainment racing event.

Sincerely,

Frank Stronach
Chairman of the Board

Magna Entertainment Corp.

SUNSHINE MILLIONS™ ADVISORY COMMITTEE MEMBERS

MAGNA ENTERTAINMENT CORP. 337 Magna Drive Aurora, ON, CANADA L4G 7K1	Mike Rogers National Racing Office Director Tel.: (905) 841-0336 Fax: (905) 841-8193
SANTA ANITA PARK 285 W. Huntington Drive Arcadia, California 91007	Rick Hammerle Racing Secretary, Santa Anita Park Tel.: (626) 574-6473 Fax: (626) 446-5803
GULFSTREAM PARK 901 South Federal Highway Hallandale Beach, Florida 33009-7124	Bill Murphy Vice President of Racing and Operations Tel.: (954) 457-6204 Fax: (954) 454-7827
CALIFORNIA THOROUGHBRED BREEDERS ASSOCIATION 201 Colorado Place Arcadia, California 91007	Doug Burge Executive Vice President and General Manager Tel.: (626) 445-7800 Fax: (626) 574-0852
THOROUGHBRED OWNERS OF CALIFORNIA 285 W. Huntington Drive Arcadia, California 91007	Drew Couto President Tel.: (626) 574-6621 Fax: (626) 821-1515
FLORIDA HORSEMEN'S BENEVOLENT AND PROTECTIVE ASSOCIATION, INC. P.O. Box 1808 / Calder Race Course Opa Locka, Florida 33055-0808	Samuel Gordon President Tel.: (305) 625-4591 Fax: (305) 625-5259
FLORIDA THOROUGHBRED BREEDERS' AND OWNERS' ASSOCIATION 801 S.W. 60 th Avenue Ocala, Florida 34474-1827	Richard E. Hancock Executive Vice President Tel.: (352) 237-3585 Fax: (352) 629-3603

**IF YOU HAVE ANY QUESTIONS ABOUT MEDICATION RULES,
PLEASE CONTACT THE CALIFORNIA HORSE RACING BOARD OR THE FLORIDA DIVISION OF PARI-MUTUEL WAGERING**

IMPORTANT DATES FOR THE SUNSHINE MILLIONS™

THURSDAY, DECEMBER 4, 2008	\$100 EARLY BIRD NONMINATION CLOSE
SATURDAY, JANUARY 10, 2009	\$1,000 REGULAR NOMINATIONS CLOSE
WEDNESDAY, JANUARY 14, 2009	PRE ENTRIES
MONDAY, JANUARY 19, 2009	POST POSITION DRAW
SATURDAY, JANUARY 24, 2009	2009 SUNSHINE MILLIONS™

2009 SUNSHINE MILLIONS™ RACES
Early Bird Nominations close Thursday, December 4, 2008 for the following
eight stakes events that will run Saturday, January 24, 2009.

THE FOLLOWING RACES ARE TO BE RUN AT SANTA ANITA PARK

RACE	DISTANCE	PURSE
SUNSHINE MILLIONS TURF		
Four-Year-Olds and Upward Bred in California or Florida	1 1/8 Miles (Turf)	\$500,000
SUNSHINE MILLIONS DISTAFF		
Fillies and Mares, Four Years Old and Upward Bred in California or Florida	1 1/16 Miles	\$500,000
SUNSHINE MILLIONS SPRINT		
Four-Year-Olds and Upward Bred in California or Florida	6 Furlongs	\$300,000
SUNSHINE MILLIONS OAKS		
Fillies, Three Years Old Bred in California or Florida	6 Furlongs	\$250,000

2009 SUNSHINE MILLIONS™ RACES
Early Bird Nominations close Thursday, December 4, 2008 for the following
eight stakes events that will run Saturday, January 24, 2009.

THE FOLLOWING RACES ARE TO BE RUN AT GULFSTREAM PARK

RACE	DISTANCE	PURSE
SUNSHINE MILLIONS CLASSIC		
Four-Year-Olds and Upward Bred in Florida or California	1 1/8 Miles	\$1,000,000
SUNSHINE MILLIONS F/M TURF		
Fillies and Mares, Four Years Old and Upward Bred in Florida or California	1 1/8 Miles (Turf)	\$500,000
SUNSHINE MILLIONS F/M SPRINT		
Fillies and Mares, Four Years Old and Upward Bred in Florida or California	6 Furlongs	\$300,000
SUNSHINE MILLIONS DASH		
Three-Year-Olds Bred in Florida or California	6 Furlongs	\$250,000

SUNSHINE MILLIONS™ TURF

PURSE: \$500,000

To be run Saturday, January 24, 2009 at Santa Anita Park

FOR FOUR-YEAR-OLDS AND UPWARD, BRED IN CALIFORNIA OR FLORIDA AND REGISTERED WITH THE CTBA OR THE FTBOA.

By subscription of \$100 (Early Bird Nomination) if made on or before Thursday, December 4, 2008 or \$1000 (Regular Nomination) if made on or before Saturday, January 10, 2009. There will be no supplementary nominations. All horses to pay \$2,500 to enter and \$2,500 to start with a guaranteed purse of \$500,000. All unplaced shippers* will receive up to \$12,500 from the Sunshine Millions Fund. The purse to be divided 55% to first, 20% to second, 12% to third, 8% to fourth and 5% to fifth. Four-Year-Olds: 120 lbs. Older: 122 lbs. This race will be drawn with an equal number of California bred and Florida bred with also-eligibles. If an equal number of Florida bred are not entered in this race, then California bred will be allowed to enter to ensure that a field of 12 is drawn. This race will not be divided. If more than 12 horses enter, preference will be given in the following order: Grade I Stake winners in 2008-09; Grade I Stake placed horses in 2008-09; Grade II or III stake winners in 2008-09; Grade II or III Stake placed horses in 2008-09; Stake winners in 2008-09; winners of three races other than claiming; two races other than claiming; one race other than claiming. Horses with the highest earnings in non-claiming races in 2008-09 will be preferred. All horses intending to run must pre-enter on Wednesday, January 14, 2009. Post positions will be drawn on Monday, January 19, 2009. (All horses that pre-enter and are not drawn in to the race will receive a refund of their entry fee.) Trophies will be presented to the winning owner.

EARLY BIRD NOMINATIONS CLOSE THURSDAY, DECEMBER 4, 2008 - \$100 EACH

REGULAR NOMINATIONS CLOSE SATURDAY, JANUARY 10, 2009 - \$1000 EACH

ONE MILE AND ONE EIGHTH (TURF)

NAME OF HORSE	Color	Sex	Age	Sire	Dam

The undersigned represents that he and all persons for whom he is acting have read and are familiar with the rules of racing and the regulations of the California Horse Racing Board and the race meeting conditions and agree to be bound by and comply with the same and with the acts and decisions of the California Horse Racing Board and the horse racing officials, and that all animals shall be subject to the same and to the acts and decisions of the race officials, and agree to be bound by all of the terms and conditions on the reverse side hereof.

Forward all nominations to:
Rick Hammerle
Santa Anita Park

OWNER _____
TRAINER _____
OWNER'S ADDRESS _____
CITY _____ STATE _____ ZIP _____

SPECIAL CONDITIONS FOR SANTA ANITA PARK RACES

All stable reservations and entries in stakes and all other races are received and accepted subject to all conditions, rules, and regulations of the California Horse Racing Board and Santa Anita Park.

Santa Anita Park reserves the right to refuse the application for stable space or the entry or the acceptance of a transfer of any entry for any cause and without notice to the subscriber.

No stable reservation or entry in any race will be received except upon the condition that all disputes, claims, and objections arising out of the racing or with respect to the interpretation of any rules or conditions of races or otherwise shall be decided by the California Horse Racing Board, the Stewards of the meeting, or Santa Anita Park, and such decisions upon all points shall be final.

Santa Anita Park reserves the right to cancel any race at any time prior to the actual running thereof, for any reason and without liability, except for the return of nomination and entry fees paid.

Santa Anita Park reserves the right to start all races with or without a stall gate starting machine.

Santa Anita Park reserves the right to transfer any turf race to the main course if it considers it inadvisable to run on turf.

SUNSHINE MILLIONS™ DISTAFF

PURSE: \$500,000

To be run Saturday, January 24, 2009 at Santa Anita Park

FOR FILLIES AND MARES, FOUR YEARS OLD AND UPWARD, BRED IN CALIFORNIA OR FLORIDA AND REGISTERED WITH THE CTBA OR THE FTBOA. By subscription of \$100 (Early Bird Nomination) if made on or before Thursday, December 4, 2008 or \$1000 (Regular Nomination) if made on or before Saturday, January 10, 2009. There will be no supplementary nominations. All horses to pay \$2,500 to enter and \$2,500 to start a guaranteed purse of \$500,000. All unplaced shippers* will receive up to \$12,500 from the Sunshine Millions Fund. The purse to be divided 55% to first, 20% to second, 12% to third, 8% to fourth and 5% to fifth. Four-Year-Olds: 120 lbs. Older: 122 lbs. This race will be drawn with an equal number of California bred and Florida bred with also-eligibles. If an equal number of Florida bred are not entered in this race, then California bred will be allowed to enter to ensure that a field of 12 is drawn. This race will not be divided. If more than 12 horses enter, preference will be given in the following order: Grade I Stake winners in 2008-09; Grade I Stake placed horses in 2008-09; Grade II or III stake winners in 2008-09; Grade II or III Stake placed horses in 2008-09; Stake winners in 2008-09; winners of three races other than claiming; two races other than claiming; one race other than claiming. Horses with the highest earnings in non-claiming races in 2008-09 will be preferred. All horses intending to run must pre-enter on Wednesday, January 14, 2009. Post positions will be drawn on Monday, January 19, 2009. (All horses that pre-enter and are not drawn in to the race will receive a refund of their entry fee.) Trophies will be presented to the winning owner.

EARLY BIRD NOMINATIONS CLOSE THURSDAY, DECEMBER 4, 2008 - \$100 EACH

REGULAR NOMINATIONS CLOSE SATURDAY, JANUARY 10, 2009 - \$1000 EACH

ONE MILE AND ONE SIXTEENTH

NAME OF HORSE	Color	Sex	Age	Sire	Dam

The undersigned represents that he and all persons for whom he is acting have read and are familiar with the rules of racing and the regulations of the California Horse Racing Board and the race meeting conditions and agree to be bound by and comply with the same and with the acts and decisions of the California Horse Racing Board and the horse racing officials, and that all animals shall be subject to the same and to the acts and decisions of the race officials, and agree to be bound by all of the terms and conditions on the reverse side hereof.

Forward all nominations to:
Rick Hammerle
Santa Anita Park

OWNER _____
TRAINER _____
OWNER'S ADDRESS _____
CITY _____ STATE _____ ZIP _____

SUNSHINE MILLIONS™ SPRINT

PURSE: \$300,000

To be run Saturday, January 24, 2009 at Santa Anita Park

FOR FOUR-YEAR-OLDS AND UPWARD, BRED IN CALIFORNIA OR FLORIDA AND REGISTERED WITH THE CTBA OR THE FTBOA.

By subscription of \$100 (Early Bird Nomination) if made on or before Thursday, December 4, 2008 or \$1000 (Regular Nomination) if made on or before Saturday, January 10, 2009. There will be no supplementary nominations. All horses to pay \$1,500 to enter and \$1,500 to start with a guaranteed purse of \$300,000 of which 55% to first, 20% to second, 12% to third, 8% to fourth and 5% to fifth. All unplaced shippers* will receive up to \$12,500 from the Sunshine Millions Fund. Four-Year-Olds: 121 lbs. Older: 122 lbs. This race will be drawn with an equal number of California bred and Florida bred with also-eligibles. If an equal number of Florida bred are not entered in this race, then California bred will be allowed to enter to ensure that a field of 14 is drawn. This race will not be divided. If more than 14 horses enter, preference will be given in the following order: Grade I Stake winners in 2008-09; Grade I Stake placed horses in 2008-09; Grade II or III stake winners in 2008-09; Grade II or III Stake placed horses in 2008-09; Stake winners in 2008-09; winners of three races other than claiming; two races other than claiming; one race other than claiming. Horses with the highest earnings in non-claiming races in 2008-09 will be preferred. All horses intending to run must pre-enter on Wednesday, January 14, 2009. Post positions will be drawn on Monday, January 19, 2009. (All horses that pre-enter and are not drawn in to the race will receive a refund of their entry fee.) Trophies will be presented to the winning owner.

EARLY BIRD NOMINATIONS CLOSE THURSDAY, DECEMBER 4, 2008 - \$100 EACH

REGULAR NOMINATIONS CLOSE SATURDAY, JANUARY 10, 2009 - \$1000 EACH

SIX FURLONGS

NAME OF HORSE	Color	Sex	Age	Sire	Dam

The undersigned represents that he and all persons for whom he is acting have read and are familiar with the rules of racing and the regulations of the California Horse Racing Board and the race meeting conditions and agree to be bound by and comply with the same and with the acts and decisions of the California Horse Racing Board and the horse racing officials, and that all animals shall be subject to the same and to the acts and decisions of the race officials, and agree to be bound by all of the terms and conditions on the reverse side hereof.

Forward all nominations to:
Rick Hammerle
Santa Anita Park

OWNER _____
TRAINER _____
OWNER'S ADDRESS _____
CITY _____ STATE _____ ZIP _____

SUNSHINE MILLIONS™ OAKS

PURSE: \$250,000

To be run Saturday, January 24, 2009 at Santa Anita Park

FOR FILLIES, THREE YEARS OLD, BRED IN CALIFORNIA OR FLORIDA AND REGISTERED WITH THE CTBA OR THE FTBOA. By subscription of \$100 (Early Bird Nomination) if made on or before Thursday, December 4, 2008 or \$1000 (Regular Nomination) if made on or before Saturday, January 10, 2009. There will be no supplementary nominations. All horses to pay \$1,250 to enter and \$1,250 to start with a guaranteed purse of \$250,000 with 55% to first, 20% to second, 12% to third, 8% to fourth and 5% to fifth. All unplaced shippers* will receive up to \$12,500 from the Sunshine Millions Fund. Weight: 120 lbs. This race will be drawn with an equal number of California bred and Florida bred with also-eligibles. If an equal number of Florida bred are not entered in this race, then California bred will be allowed to enter to ensure that a field of 14 is drawn. This race will not be divided. If more than 14 horses enter, preference will be given in the following order: Grade I Stake winners in 2008-09; Grade I Stake placed horses in 2008-09; Grade II or III stake winners in 2008-09; Grade II or III Stake placed horses in 2008-09; Stake winners in 2008-09; winners of three races other than claiming; two races other than claiming; one race other than claiming. Horses with the highest earnings in non-claiming races in 2008-09 will be preferred. All horses intending to run must pre-enter on Wednesday, January 14, 2009. Post positions will be drawn on Monday, January 19, 2009. (All horses that pre-enter and are not drawn in to the race will receive a refund of their entry fee.) Trophies will be presented to the winning owner.

EARLY BIRD NOMINATIONS CLOSE THURSDAY, DECEMBER 4, 2008 - \$100 EACH

REGULAR NOMINATIONS CLOSE SATURDAY, JANUARY 10, 2009 - \$1000 EACH

SIX FURLONGS

NAME OF HORSE	Color	Sex	Age	Sire	Dam

The undersigned represents that he and all persons for whom he is acting have read and are familiar with the rules of racing and the regulations of the California Horse Racing Board and the race meeting conditions and agree to be bound by and comply with the same and with the acts and decisions of the California Horse Racing Board and the horse racing officials, and that all animals shall be subject to the same and to the acts and decisions of the race officials, and agree to be bound by all of the terms and conditions on the reverse side hereof.

Forward all nominations to:
Rick Hammerle
Santa Anita Park

OWNER _____
TRAINER _____
OWNER'S ADDRESS _____
CITY _____ STATE _____ ZIP _____

SUNSHINE MILLIONS™ CLASSIC

PURSE: \$1,000,000

To be run Saturday, January 24, 2009 at Gulfstream Park

FOR FOUR-YEAR-OLDS AND UPWARD, BRED IN FLORIDA OR CALIFORNIA AND REGISTERED WITH THE FTBOA OR THE CTBA.

By subscription of \$100 (Early Bird Nomination) if made on or before Thursday, December 4, 2008 or \$1000 (Regular Nomination) if made on or before Saturday, January 10, 2009. There will be no supplementary nominations. All horses to pay \$5,000 to enter and \$5,000 to start with a guaranteed purse of \$1,000,000. All unplaced shippers* will receive up to \$12,500 from the Sunshine Millions Fund. The purse to be divided 55% to first, 20% to second, 12% to third, 8% to fourth and 5% to fifth. Four-Year-Olds: 120 lbs. Older: 122 lbs. This race will be drawn with an equal number of Florida breds and California breds with also-eligibles. If an equal number of California breds are not entered in this race, then Florida breds will be allowed to enter to ensure that a field of 12 is drawn. This race will not be divided. If more than 12 horses enter, preference will be given in the following order: Grade I Stake winners in 2008-09; Grade I Stake placed horses in 2008-09; Grade II or III stake winners in 2008-09; Grade II or III Stake placed horses in 2008-09; Stake winners in 2008-09; winners of three races other than claiming; two races other than claiming; one race other than claiming. Horses with the highest earnings in non-claiming races in 2008-09 will be preferred. All horses intending to run must pre-enter on Wednesday, January 14, 2009. Post positions will be drawn on Monday, January 19, 2009. (All horses that pre-enter and are not drawn in to the race will receive a refund of their entry fee.) A trophy will be presented to the winning owner.

EARLY BIRD NOMINATIONS CLOSE THURSDAY, DECEMBER 4, 2008 - \$100 EACH

REGULAR NOMINATIONS CLOSE SATURDAY, JANUARY 10, 2009 - \$1000 EACH

ONE MILE AND ONE EIGHTH

NAME OF HORSE	Color	Sex	Age	Sire	Dam

The undersigned represents that he and all persons for whom he is acting have read and are familiar with the rules of racing and the regulations of the Florida Division of Pari-Mutuel Wagering and the race meeting conditions and agree to be bound by and comply with the same and with the acts and decisions of the Florida Division of Pari-Mutuel Wagering and the horse racing officials, and that all animals shall be subject to the same and to the acts and decisions of the race officials, and agree to be bound by all of the terms and conditions on the reverse side hereof.

Forward all nominations to:
Doug Bredar
Gulfstream Park

OWNER _____
TRAINER _____
OWNER'S ADDRESS _____
CITY _____ STATE _____ ZIP _____

SPECIAL CONDITIONS FOR GULFSTREAM PARK RACES

All stable reservations and entries in stakes and all other races are received and accepted subject to all conditions, rules, and regulations of the Florida Division of Pari-Mutuel Wagering and Gulfstream Park.

Gulfstream Park reserves the right to refuse the application for stable space or the entry or the acceptance of a transfer of any entry for any cause and without notice to the subscriber.

No stable reservation or entry in any race will be received except upon the condition that all disputes, claims, and objections arising out of the racing or with respect to the interpretation of any rules or conditions of races or otherwise shall be decided by the Florida Division of Pari-Mutuel Wagering, the Stewards of the meeting, or Gulfstream Park, and such decisions upon all points shall be final.

Gulfstream Park reserves the right to cancel any race at any time prior to the actual running thereof, for any reason and without liability, except for the return of nomination and entry fees paid.

Gulfstream Park reserves the right to start all races with or without a stall gate starting machine.

Gulfstream Park reserves the right to transfer any turf race to the main course if it considers it inadvisable to run on turf.

SUNSHINE MILLIONS™ F/M TURF

PURSE: \$500,000

To be run Saturday, January 24, 2009 at Gulfstream Park

FOR FILLIES AND MARES, FOUR YEARS OLD AND UPWARD, BRED IN FLORIDA OR CALIFORNIA AND REGISTERED WITH THE FTBOA OR THE CTBA. By subscription of \$100 (Early Bird Nomination) if made on or before Thursday, December 4, 2008 or \$1000 (Regular Nomination) if made on or before Saturday, January 10, 2009. There will be no supplementary nominations. All horses to pay \$2,500 to enter and \$2,500 to start with a guaranteed purse of \$500,000 with 55% to first, 20% to second, 12% to third, 8% to fourth and 5% to fifth. All unplaced shippers* will receive up to \$12,500 from the Sunshine Millions Fund. Four-Year-Olds: 120 lbs. Older: 122 lbs. This race will be drawn with an equal number of Florida bred and California bred with also-eligibles. If an equal number of California bred are not entered in this race, then Florida bred will be allowed to enter to ensure that a field of 12 is drawn. This race will not be divided. If more than 12 horses enter, preference will be given in the following order: Grade I Stake winners in 2008-09; Grade I Stake placed horses in 2008-09; Grade II or III stake winners in 2008-09; Grade II or III Stake placed horses in 2008-09; Stake winners in 2008-09; winners of three races other than claiming; two races other than claiming; one race other than claiming. Horses with the highest earnings in non-claiming races in 2008-09 will be preferred. All horses intending to run must pre-enter on Wednesday, January 14, 2009. Post positions will be drawn on Monday, January 19, 2009. (All horses that pre-enter and are not drawn in to the race will receive a refund of their entry fee.) A trophy will be presented to the winning owner.

EARLY BIRD NOMINATIONS CLOSE THURSDAY, DECEMBER 4, 2008 - \$100 EACH

REGULAR NOMINATIONS CLOSE SATURDAY, JANUARY 14, 2009 - \$1000 EACH

ONE MILE AND ONE EIGHTH (TURF)

NAME OF HORSE	Color	Sex	Age	Sire	Dam

The undersigned represents that he and all persons for whom he is acting have read and are familiar with the rules of racing and the regulations of the Florida Division of Pari-Mutuel Wagering and the race meeting conditions and agree to be bound by and comply with the same and with the acts and decisions of the Florida Division of Pari-Mutuel Wagering and the horse racing officials, and that all animals shall be subject to the same and to the acts and decisions of the race officials, and agree to be bound by all of the terms and conditions on the reverse side hereof.

Forward all nominations to
Doug Bredar
Gulfstream Park

OWNER _____
TRAINER _____
OWNER'S ADDRESS _____
CITY _____ STATE _____ ZIP _____

SUNSHINE MILLIONS™ F/M SPRINT

PURSE: \$300,000

To be run Saturday, January 24, 2009 at Gulfstream Park

FOR FILLIES AND MARES, FOUR YEARS OLD AND UPWARD, BRED IN FLORIDA OR CALIFORNIA AND REGISTERED WITH THE FTBOA OR THE CTBA. By subscription of \$100 (Early Bird Nomination) if made on or before Thursday, December 4, 2008 or \$1000 (Regular Nomination) if made on or before Saturday, January 10, 2009. There will be no supplementary nominations. All horses to pay \$1,500 to enter and \$1,500 to start with a guaranteed purse of \$300,000 with 55% to first, 20% to second, 12% to third, 8% to fourth and 5% to fifth. All unplaced shippers* will receive up to \$12,500 from the Sunshine Millions Fund. Four-Year-Olds: 121 lbs. Older: 122 lbs. This race will be drawn with an equal number of Florida bred and California bred with also-eligibles. If an equal number of California bred are not entered in this race, then Florida bred will be allowed to enter to ensure that a field of 14 is drawn. This race will not be divided. If more than 14 horses enter, preference will be given in the following order: Grade I Stake winners in 2008-09; Grade I Stake placed horses in 2008-09; Grade II or III stake winners in 2008-09; Grade II or III Stake placed horses in 2008-09; Stake winners in 2008-09; winners of three races other than claiming; two races other than claiming; one race other than claiming. Horses with the highest earnings in non-claiming races in 2008-09 will be preferred. All horses intending to run must pre-enter on Wednesday, January 14, 2009. Post positions will be drawn on Monday, January 19, 2009. (All horses that pre-enter and are not drawn in to the race will receive a refund of their entry fee.) A trophy will be presented to the winning owner.

EARLY BIRD NOMINATIONS CLOSE THURSDAY, DECEMBER 4, 2008 - \$100 EACH

REGULAR NOMINATIONS CLOSE SATURDAY, JANUARY 10, 2009 - \$1000 EACH

SIX FURLONGS

NAME OF HORSE	Color	Sex	Age	Sire	Dam

The undersigned represents that he and all persons for whom he is acting have read and are familiar with the rules of racing and the regulations of the Florida Division of Pari-Mutuel Wagering and the race meeting conditions and agree to be bound by and comply with the same and with the acts and decisions of the Florida Division of Pari-Mutuel Wagering and the horse racing officials, and that all animals shall be subject to the same and to the acts and decisions of the race officials, and agree to be bound by all of the terms and conditions on the reverse side hereof.

Forward all nominations to
Doug Bredar
Gulfstream Park

OWNER _____
TRAINER _____
OWNER'S ADDRESS _____
CITY _____ STATE _____ ZIP _____

SUNSHINE MILLIONS™ DASH

PURSE: \$250,000

To be run Saturday, January 24, 2009 at Gulfstream Park

FOR THREE-YEAR-OLDS, BRED IN FLORIDA OR CALIFORNIA AND REGISTERED WITH THE FTBOA OR THE CTBA. By subscription of \$100 (Early Bird Nomination) if made on or before Thursday, December 4, 2008 or \$1000 (Regular Nomination) if made on or before Saturday, January 10, 2009. There will be no supplementary nominations. All horses to pay \$1,250 to enter and \$1,250 to start with a guaranteed purse of \$250,000 with 55% to first, 20% to second, 12% to third, 8% to fourth and 5% to fifth. All unplaced shippers* will receive up to \$12,500 from the Sunshine Millions Fund. Weight: 120 lbs. This race will be drawn with an equal number of Florida bred and California bred with also-eligibles. If an equal number of California bred are not entered in this race, then Florida bred will be allowed to enter to ensure that a field of 14 is drawn. This race will not be divided. If more than 14 horses enter, preference will be given in the following order: Grade I Stake winners in 2008-09; Grade I Stake placed horses in 2008-09; Grade II or III stake winners in 2008-09; Grade II or III Stake placed horses in 2008-09; Stake winners in 2008-09; winners of three races other than claiming; two races other than claiming; one race other than claiming. Horses with the highest earnings in non-claiming races in 2008-09 will be preferred. All horses intending to run must pre-enter on Wednesday, January 14, 2009. Post positions will be drawn on Monday, January 19, 2009. (All horses that pre-enter and are not drawn in to the race will receive a refund of their entry fee.) A trophy will be presented to the winning owner.

EARLY BIRD NOMINATIONS CLOSE THURSDAY, DECEMBER 4, 2008 - \$100 EACH

REGULAR NOMINATIONS CLOSE SATURDAY, JANUARY 10, 2009 - \$1000 EACH

SIX FURLONGS

NAME OF HORSE	Color	Sex	Age	Sire	Dam

The undersigned represents that he and all persons for whom he is acting have read and are familiar with the rules of racing and the regulations of the Florida Division of Pari-Mutuel Wagering and the race meeting conditions and agree to be bound by and comply with the same and with the acts and decisions of the Florida Division of Pari-Mutuel Wagering and the horse racing officials, and that all animals shall be subject to the same and to the acts and decisions of the race officials, and agree to be bound by all of the terms and conditions on the reverse side hereof.

Forward all nominations to
Doug Bredar
Gulfstream Park

OWNER _____
TRAINER _____
OWNER'S ADDRESS _____
CITY _____ STATE _____ ZIP _____

SANTA ANITA PARK

TRACK SPECIFICATIONS

Main Track

The Santa Anita Park main track is a one-mile oval with seven-furlong and 1 1/4 –mile chutes. The surface is comprised of a mixture of 90% sand, 10% rubber, fiber, and polymer.

The track is maintained by a crew led by Santa Anita’s track superintendent Richard Tedesco. Horsemen with questions regarding the track surface and maintenance can contact the superintendent at 626-574-6452.

Distance from the top of the stretch to the wire..... 900 feet
Width of dirt course..... 85 feet

Training Hours – Main Track

Regular training hours will commence at 5:00 a.m. and conclude at 10:00 a.m. There will be one maintenance breaks on the main track, at 7:15 a.m., and two breaks on the training track Announcements alerting horsemen to upcoming breaks will be made by security personnel. At the appropriate times, the outriders will clear all horses from the track to ensure that the tractors are able to harrow the surface in a timely manner.

Turf Course

Santa Anita has two different turf courses, a 6 acre Hill course and a 10 acre Oval, which were completely rebuilt in 1996. The profile now consists of a 4” Peagravel base, followed by a 7” USGA layer. The top portion of the course consists of 5” sand and soil mix with a fibrillated fiber called Turf grids mixed evenly throughout the Bermuda grass. During the Santa Anita meet, the Bermuda is overseeded with Rye, which takes us through the cooler racing weather.

Width of turf course..... 80 feet

GULFSTREAM PARK

TRACK SPECIFICATIONS AND TRAINING HOURS

Main Track

The Gulfstream Park main track surface is comprised of a mixture of 85.5% sand and 14.5% clay, with a cushion measuring 3 3/4” in depth supported by a 7” compacted pad of the same material. Beneath the pad is a 12” sand base on top of approximately 8” of road rock.

The track is maintained by a crew led by Gulfstream’s track superintendent. Horsemen with questions regarding the track surface and maintenance can contact the superintendent at 954-457-6212.

Distance from the top of the stretch to the wire..... 1228 feet
Width of dirt course..... 90 feet

Training Hours – Main Track

Regular training hours will commence at 5:30 a.m. and conclude at 10:30 a.m. There will be two half-hour breaks, from 6:50 a.m. – 7:15 a.m., and again from 8:20 a.m. – 8:45 a.m. Announcements alerting horsemen to upcoming breaks will be made by security personnel at 6:40 a.m., 8:10 a.m., and 10:15 a.m., respectively. At the appropriate times, the outriders will clear all horses from the track to ensure that the tractors are able to harrow the surface in a timely manner.

Turf Course

The Gulfstream turf course base is composed of approximately 75% sand and 25% clay. The turf itself is grown directly into the base and is composed of Celebration Bermuda grass. Gulfstream is the only course in the nation that has Celebration. All others are composed of “419”.

The turf is cultivated in such a way that the grass grows together to form an excellent cushion.

Distance from the top of the stretch to the wire..... 1228 feet
Width of turf course..... 170 feet

AN IMPORTANT NOTE WITH RESPECT TO MEDICATION WITHDRAWAL TIME GUIDELINES

The Sunshine Millions™ races held at Santa Anita Park will be conducted in accordance with and subject to the medication rules and regulations of the California Horse Racing Board.

The Sunshine Millions™ races held at Gulfstream Park will be conducted in accordance with and subject to the medication rules and regulations of the Florida Division of Pari-Mutuel Wagering.

As so many variables can affect withdrawal time (such as dose, route of administration, frequency of use, time of last meal, pH of urine, etc.), withdrawal time guidelines are usually significantly longer than the longest reported detection time. While significantly reducing the risk of post race detection, these guidelines are not guaranteed to entirely eliminate detections. For example, the oral administration of clenbuterol twice a day at the 0.8mcg/kg dose *should* be safe with a five-day withdrawal time prior to racing, but there is no guarantee.

Trainers are urged to consult with their attending veterinarians for more information on this subject.

If you have any questions about medication rules, please contact the California Horse Racing Board or the Florida Division of Pari-Mutuel Wagering.

SHIPPING INFORMATION

UNPLACED SHIPPERS

Any unplaced horse that arrived at the event via aircraft will be reimbursed \$12,500. Any unplaced horse that arrived via horse van will be assessed on an individual, case-by-case basis, with the final decision on the reimbursement amount determined by the Sunshine Millions™ Advisory Committee (taking into account any amounts that the owner of the unplaced horse receives from other sources).

AIR TRANSPORTATION

The Sunshine Millions™ Advisory Committee will make arrangements to have a shipping company provide air transportation to and from the event. All owners using the designated shipping company for transportation will be required to sign a waiver in the form included in this Horsemen's Information Booklet. The following is the schedule for travel arrangements. Please note that the times are subject to change.

<i>APPROXIMATE TRAVEL TIMETABLE FOR SUNSHINE MILLIONS™</i>	
TUESDAY, JANUARY 20, 2009	Florida based horses depart Ft. Lauderdale. Arrive Los Angeles.
WEDNESDAY, JANUARY 21, 2009	California based horses depart Los Angeles. Arrive Ft. Lauderdale
SATURDAY, JANUARY 24, 2009	2009 SUNSHINE MILLIONS™
SUNDAY, JANUARY 25, 2009	Florida based horses depart Los Angeles. Arrive Ft. Lauderdale.
MONDAY, JANUARY 27, 2009	California based horses depart Ft. Lauderdale. Arrive Los Angeles.

**FORM OF
EXPRESS ASSUMPTION OF RISK,
WAIVER OF LIABILITY
AND RELEASE OF CHARTERER**

**TO: Magna Entertainment Corp.
Gulfstream Park Racing Association, Inc. (Gulfstream Park)
Los Angeles Turf Club, Incorporated (Santa Anita Park)
and their respective affiliates and subsidiaries (collectively, "MEC")
Florida Horsemen's Benevolent and Protective Association, Inc.
Florida Thoroughbred Breeders' and Owners' Association
California Thoroughbred Breeders Association
Thoroughbred Owners of California
(collectively with MEC, the "Charterer")**

In consideration of the Charterer agreeing to allow one or more horses (collectively, the "Cargo") owned by the undersigned (the "Owner") to participate in the Sunshine Millions™ event, arranging for the transportation of the Cargo through an independent third party carrier (the "Carrier") and such carriers as the carrier may engage, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Owner, intending to be legally bound, hereby acknowledges, confirms, warrants and agrees as follows:

1. **THE OWNER HEREBY VOLUNTARILY AND EXPRESSLY ASSUMES ALL RISKS ASSOCIATED WITH THE TRANSPORTATION AND HANDLING OF THE CARGO IN CONNECTION WITH THE SUNSHINE MILLIONS™ EVENT**, including (without limitation) the risk of injury, sickness or death of any horse, subject only to any claims which the Owner may have against parties other than the Charterer.
2. **THE OWNER HAS ADEQUATE INSURANCE COVERAGE IN EFFECT**, both in scope and amount, to fully protect its interests in the Cargo in the event of any mishap or other event that may occur in connection with the transportation or handling of the Cargo and acknowledges that the Charterer has not purchased any cargo liability accident or other insurance coverage for the Owner's benefit.
3. **THE OWNER HEREBY IRREVOCABLY AND UNCONDITIONALLY WAIVES AND RELEASES**, on behalf of itself and any party who may now or hereafter be entitled to assert a claim by or through the Owner, **ANY AND ALL CLAIMS** that the Owner or any such party otherwise might have now or in the future against the Charterer and/or its directors, officers, employees and agents (collectively, the "Released Parties") for or in respect of any loss, damage or injury of any kind, including (without limitation) the injury, sickness or death of any horse,

which is caused or incurred in any way as a result of or in connection with the transportation or handling of the Cargo in connection with the Sunshine Millions™ event that is being promoted by the Charterer.

4. **THE OWNER HEREBY IRREVOCABLY AND UNCONDITIONALLY AGREES TO INDEMNIFY AND HOLD HARMLESS THE RELEASED PARTIES** from and against any and all claims, actions, costs, damages, expenses, injuries, liabilities or losses (collectively, “Losses”) that the Released Parties, or any of them, may suffer or incur in any way as a result of or in connection with the transportation or handling of the Cargo in connection with the Sunshine Millions™ event that is being promoted by the Charterer, regardless of the nature of the Loss and however caused, including (without limitation) any Loss that may result from any negligence or breach of any applicable statutory duty on the part of any one or more of the Released Parties.
5. This Express Assumption of Risk, Waiver of Liability and Release of Charterer shall enure to the benefit of the Charterer and its successors and assigns, shall be binding on the Owner and its heirs, executors, administrators, legal personal representatives, successors and assigns and shall be governed by the laws of the State of **[California] [Florida]**¹.

THE OWNER ACKNOWLEDGES THAT OWNER HAS CAREFULLY REVIEWED AND UNDERSTANDS THE FOREGOING TERMS AND IS ENTERING INTO THIS AGREEMENT VOLUNTARILY, HAVING HAD AN OPPORTUNITY TO CONSULT WITH A LAWYER IF THE OWNER SO CHOOSES.

DATED this ____ day of January, 2009.

Name of Owner: _____
(please print)

By: _____
(signature)
I represent that I have authority to sign this document on behalf of the Owner named above.

(name and title – please print)

Description of Cargo (please list horse(s) below):

¹ If the horse is shipped to the event from California, the agreement will be governed by California law. If the horse is shipped to the event from Florida, the agreement will be governed by Florida law.

HOTEL AND MOTEL DIRECTORY

GULFSTREAM PARK	SANTA ANITA PARK
<p>BEST WESTERN HALLANDALE 101 Ansin Blvd. Hallandale Beach, FL 33009 (954) 456-8333</p>	<p>EMBASSY SUITES 211 E. Huntington Dr. Arcadia, Ca. (626) 445-8522</p>
<p>HAMPTON INN 1000 S. Federal Hwy Hallandale, FL 99003 954-874-1111</p>	<p>HOLIDAY INN - Monrovia 924 W. Huntington Drive Monrovia, Ca. (626) 357- 1900</p>
<p>MARRIOTT HARBOR BEACH 3030 Holiday Drive Ft. Lauderdale, FL 33316 954-525-4000 or 800-222-6543</p>	<p>MARRIOTT RESIDENCE INN 321 E. Huntington Dr. Arcadia, Ca. (626) 446-6500</p>
<p>CROWNE PLAZA NEWPORT PIER RESORT 16701 Collins Ave. North Miami Beach, FL 33161 (305) 949-1300</p>	<p>RITZ CARLTON HUNTINGTON HOTEL 1401 S. Oak Knoll Avenue Pasadena, Ca. (626) 568-3090</p>
<p>THE DIPLOMAT COUNTRY CLUB 501 Diplomat Parkway Hallandale Beach, FL 33009 (954) 457-2000 or (800) 327-1212</p>	<p>SANTA ANITA INN 130 W. Huntington Dr. Arcadia, Ca (626) 446-5211</p>
<p>TURNBERRY ISLE RESORT 19999 W. Country Club Dr. Aventura, FL 33316 (305) 932-6200 or (800) 327-7028</p>	<p>FOUR POINTS SHERATON HOTEL 700 W. Huntington Drive Monrovia, Ca. (626) 357-5211</p>

DINING DIRECTORY

GULFSTREAM PARK	SANTA ANITA PARK
<p>CHEF ALLEN'S 19088 N.E. 29th N. Miami Beach, FL 33016 (305) 935-2900</p>	<p>POSSEMATO'S / ANTHONY'S Deli & Fine Dining 1212 S. Baldwin Ave. Arcadia, Ca. (626) 446-3171</p>
<p>JACK'S PLACE Las Olas Fort Lauderdale, FL 33316</p>	<p>BJ'S PIZZA & GRILL 400 E. Huntington Dr. Arcadia, Ca. (626) 462-1494</p>
<p>CHRISTINE LEE'S 17082 Collins Ave Sunny Isles Beach, FL 33160 305-947-1717.</p>	<p>FRANK & DEAN'S 3768 E. Colorado Blvd. Pasadena, Ca (626) 793-1847</p>
<p>LAS BRISAS 600 Surf Rd., Hollywood, FL 33019 (954) 923-1500</p>	<p>CHEZ SATEAU 850 S. Baldwin Ave. Arcadia, Ca. (626) 446-8806</p>
<p>JOE'S STONE CRABS 227 Biscayne St., Miami Beach, FL 33139 (305) 673-0365</p>	<p>THE DERBY 233 E. Huntington Dr. Arcadia, Ca (626) 447-2430</p>
<p>MORTON'S OF CHICAGO 17399 Biscayne Blvd., Aventura, FL 33160 (305) 945-3131</p>	<p>LA PARISIENNE 1101 E. Huntington Dr. Monrovia, Ca. (626) 358-0393</p>
<p>DAVE & BUSTER'S 3000 Oakwood Blvd., Hollywood, FL 33020 (954) 923-5505</p>	<p>MACARONI GRILL 945 W. Huntington Dr. Monrovia, Ca. (626) 256-7969</p>