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January 23, 2006

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Ms. Camilla Jackson Jones
Federal Election Commission
999 E. Street NW
Washington, DC 20463

Re: MUR 5684
Citizen Change, Sean "P. Diddy" Combs

Dear Ms. Jones:

Enclosed please find the response of Citizen Change and Sean "P. Diddy" Combs to the November 3, 2005 Complaint filed by the National Legal and Policy Center. We request that the response and its attachments be afforded confidential treatment.

If you would like corresponding exhibits for the television programs, or other video items referenced in the response, we would be happy to provide copies of these on VHS tapes. Of course, we remain more than willing to answer any other questions you might have.

Sincerely,


Pamela J. Marple

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**BEFORE THE
FEDERAL ELECTION COMMISSION
OF THE
UNITED STATES OF AMERICA**

In the Matter of:

Citizen Change, Sean "P. Diddy" Combs

MUR: 5684

RECEIVED
FEDERAL ELECTION
COMMISSION
OFFICE OF GENERAL
COUNSEL

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I. PRELIMINARY STATEMENT

Citizen Change and Sean Combs, through undersigned counsel, submit this response to the November 3, 2005 Complaint filed by the National Legal and Policy Center ("NLPC"), which alleges that Citizen Change engaged in partisan electioneering on behalf of Senator John Kerry during the 2004 presidential campaign. Citizen Change and Mr. Combs easily demonstrate below that the Complaint is completely without merit and should be dismissed at this point in the process.

Citizen Change is and continues to be not only non-partisan, but focused and working diligently on something the two major political parties have not done as well as they should -- mobilizing young people to vote and become involved in the political system. In 2004, Citizen Change made historic strides in turning out young voters through a massive, sophisticated media campaign that reached out to those voters "in their worlds" -- on television and radio, in stores and clubs, on the street -- using all the marketing tools routinely employed by a platinum-selling hip-hop artist, producer and businessman: celebrity endorsements, MTV interviews and spots, Black Entertainment Television programs, slogans, T-shirts, guerilla street marketing, and rallies worthy of a rock star. Its message was defiantly non-partisan. *Politicians don't listen because you don't vote. Vote or die!*

The Complaint ignores the primary activities of Citizen Change, despite their very public nature, and instead relies on media characterizations of what appears to be three isolated, spontaneous comments (out of the numerous speeches and comments made by numerous speakers and celebrities through the campaign) made at two university rallies (out of the total of six rallies that were held and out of a total of hundreds of other media events) to support its

allegations. The factual record attached clearly demonstrates that the NLPC's allegations – already weak on their face – do not merit further investigation or consideration.

II. THE COMPLAINT

The first allegation in the Complaint is that the activities of Citizen Change and Sean Combs were "impermissible electioneering." To support this claim, the NLPC expands upon what is actually one statement made by Mr. Combs about President Bush before Citizen Change was established and four media reports of two university rallies coordinated by Citizen Change. (Complaint, 2 citing a *Rolling Stone* article from February 9, 2004 and four news accounts describing rallies at Wayne State University in Detroit and Temple University in Philadelphia.)

The four media reports relied upon for the totality of the "electioneering" allegations are set forth below. Regarding the Detroit rally:

- A local TV station, through its website ClickOnDetroit.com, characterized the celebrity speakers as "supporting Democratic candidate Sen. John Kerry." (Complaint, 3).
- The *Detroit Free Press* characterized the same rally as "[o]fficially... nonpartisan, but most of the crowd and stars favored U.S. Senator John Kerry." The article also states that celebrity speaker Leonardo DiCaprio told the crowd he supports John Kerry. (*Id.*)
- A Detroit student newspaper covering the same rally quotes Detroit Mayor Kwame Kilpatrick and then states that "Kilpatrick admitted that the

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event was supposed to be non-partisan, but he voiced his opinion saying, "It's my mic and it's my town. I'm going to say what I want." (Id.)

The fourth media report concerned the Philadelphia rally:

- A student newspaper, without any specific quotes, states that "Several of the event's opening acts express anti-Bush sentiments" and that "Mary J. Blige voiced her concerns with the current administration." (Complaint, 3).

No other support or allegations other than media characterizations are set forth regarding "electioneering" – none from the four other rallies Citizen Change coordinated and none from the hundreds of other highly publicized media events and outlets used by Citizen Change in 2004 to promote its message.

The second section of the Complaint is confusing, but seems to address the legal status of Citizen Change. The Complaint insinuates that Citizen Change is not a proper 501(c)(3), and asserts that Citizen Change's address is similar to that of a group of businesses in which Mr. Combs has an interest, arguing that "the Commission has an obligation to find out" whether Mr. Combs' companies contributed resources to Citizen Change and John Kerry's candidacy. (Complaint, 4). Although NLPC does not articulate the precise allegation, the answers to its questions are either not within the jurisdiction of the Commission or are provided in the attached factual record and discussed below.

The NLPC's third allegation is that the purpose behind Citizen Change was the commercial promotion of Mr. Combs' Sean John clothing line. These allegations make clear that

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NLPC dislikes the idea that Citizen Change promoted its "VOTE OR DIE!" message through t-shirts, and that it dislikes the *Fox News Channel's* theory that "grocery billionaire, Democratic donor and Clinton enthusiast" Ron Burkle inspired Mr. Combs to found Citizen Change. (Complaint, 6). Even though this allegation, too, is far from a matter for the Commission's concern, we address and answer these facts as well.

The fourth, and final allegation the Complaint raises is "Possible Coordination with the Kerry Campaign." (Complaint, 6). The Complaint asserts that former Clinton advisor James Carville was "lending his name" to Citizen Change and that Leonardo DiCaprio took part in Kerry campaign events. (Id.) The role of Carville and DiCaprio in Citizen Change, however, show that there was no prohibited coordination.

III. BACKGROUND

A. Citizen Change: Concept and Strategy

Citizen Change was a complex, multi-pronged media campaign that leveraged all the same cutting-edge marketing techniques that helped catapult Mr. Combs into his status as a successful hip-hop artist, producer and businessman. This was done not as a means to promote Mr. Combs or his clothing company or his music. It was done as the most effective means to reach out to the very audience that has been often absent from American politics -- young voters. Following the marketing pattern of promoting a new album or clothing line, Citizen Change first and foremost reached its target audience through the broadest possible medium: television. MTV and BET, the two television networks best connected to the 18-30 demographic, served as the launching pad for Citizen Change. Citizen Change's message reached millions of viewers through full programs, interviews and public service announcements ("PSAs") on these

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networks. The project then extended to radio and press media, t-shirts from Tommy Hilfiger, Rocawear, Phat Farm, Ecko, and Sean John, as well as street marketing teams that collaborated with local influencers like club DJs, barbershops and radio DJs. (Exhibits A, p. 7 and B, p. 4, 7). This aspect of the campaign included billboards, celebrity endorsements and interviews, and additional PSAs voiced by P. Diddy and rapper X-Zibit. (Exhibits B and C). The 2004 campaign culminated in a three-day, six-city rally tour of college campuses and a series of emails and Robocalls (automated voicemails) that encouraged young voters to vote. (Exhibit B, p. 6-8).

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The message of Citizen Change was aggressively and defiantly non-partisan. Its slogan was an urgent plea for youths to get involved: *Vote or Die!* (Exhibit D). As Mr. Combs explained in the July 20, 2004 press conference launching the campaign, the purpose of Citizen Change was to "educate, motivate, and empower the more than 40 million youth and minority voters -- also known as the 'forgotten ones' -- who are eligible to vote on November 2nd and who will ultimately decide who is the next president of the United States of America." (Exhibit A). Mr. Combs stated, "just as politicians have a responsibility, so do we. We can't hold them accountable if we don't hold ourselves accountable -- we have to vote." (Exhibit A).

Conceptually, Citizen Change inverted the paradigm of a political campaign. Rather than trying to lure voters to a particular candidate or platform of non-partisan issues, Citizen Change sought to ultimately lure politicians to an underserved voting segment, minority youths -- leaving the issues and the candidates to conform to those voters. At the launch press conference, Mr. Combs told his audience:

Because no politician is going to deal with [your] issues unless they feel your power. And they will not feel you unless you vote. Trust me. Neither party has factored your vote into their equation. Neither party thinks you are going to

step up and vote. But they are afraid of what will happen if you do. Because then they will be forced to deal with issues that are important to you.

(Exhibit A)(emphasis added). Mr. Combs boiled the concept down to its simplest form: "It's not about Kerry. It's not about Bush. It's about YOU." (Exhibit A). As the discussion of Citizen Change's activities below will demonstrate, this message dominated every front of the Citizen Change campaign.

B. Citizen Change's Formation

Citizen Change was launched on July 20, 2004 at a press conference at New York University's Kimmel auditorium in Manhattan. Flanked by entertainment celebrities and political organizers, Mr. Combs made use of his flair and knowledge of his audience: "I am here to announce my campaign plans! But regrettably I will not be announcing my plans to run for president of the United States. I am here today to launch my campaign... my campaign for the people: Citizen Change." The press release accompanying the announcement broke down the campaign into several discrete fronts:

- Invite other notable figures to participate in fundraising efforts and record public service announcements that will take over the airwaves with Citizen Change's urgent VOTE OR DIE! message.

- Create a sexy, fashionable t-shirt line with the VOTE OR DIE! slogan. Head designers at the Sean John clothing label will join those at Ecko, Phat Farm, and Rocawear to create a line featuring distinct, hip interpretations of the campaign's message.

- Join with MTV, BET and radio partners to spread the VOTE OR DIE! message through creative programming, interviews, and guest chats.

- Tour the country with carefully planned events designed to motivate and excite young voters.

- Combat apathetic attitudes on a local level by working with street teams in a grassroots effort and establishing online programming that engages young voters at home and at school.

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(Exhibit D).

C. Citizen Change Was A Broad Media Campaign

Consistent with its strategy of "going into their worlds," Citizen Change partnered with MTV and BET to create full-length programs and other appearances in which Mr. Combs spoke directly to viewers about the importance of voting, how politicians respond to communities who flex their voting power, and the mechanics of registering and voting. Through these partnerships, Citizen Change accessed the roughly 78 million homes reached by the MTV and BET networks, for an estimated total of \$6 million worth of free programming. (Exhibit B).

On MTV, Citizen Change produced the "Choose or Lose: Vote or Die!" documentary airing October 10, 2004, which examined the potential influence and power of the "hip-hop generation" if it were to organize and mobilize like other established voting blocs. To drive home both political parties' disconnect with young minority voters, Mr. Combs interviewed delegates at both the Democratic and Republican conventions, asking them why young people should listen to their parties:

But instead of getting real talk, I mostly got talking points. [two Democratic delegates]: "This is the most important election of our lives." [two Republican delegates]: "The Republican party reaches out to everybody." I heard them talking, but they wasn't really saying what I wanted to hear, about what's going on in our 'hoods across America.

The message was that politicians (from both major parties) will not speak to a community unless it votes. Mr. Combs also made regular appearances on MTV's number one show, *Total Request Live*, promoting the *Vote or Die!* message and educating viewers on the importance of engaging in the political process. Mr. Combs visited residents of the hit show *The Real World* to lead them on a mission to register voters in inner-city Philadelphia. Citizen Change also produced a

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series of PSAs in collaboration with MTV in which a diverse roster of celebrities -- Yoko Ono, Hillary Duff, and Kanye West -- gave mock State of the Union addresses describing their own opinions about what issues should shape the election. (Exhibit B).

On BET, Citizen Change produced the "Access to Power Granted" documentary in which Mr. Combs tried to entice viewers to vote by telling them how powerful their collective voice could be:

Right now it's neck-and-neck between Kerry and Bush. Y'all hear everybody talking about, you know, these different polls. These polls do not count to you, because right now they're not polling young minorities. I've been to the Republican Convention, to the Democratic Convention. None of the issues they're bring up are gonna have an affect on your community.

Mr. Combs also explained his own personal reasons for getting involved with the voting process:

A lot of people have asked me why have I decided to do this. One of the reasons is because of this neighborhood right here [the South Bronx]. This is any neighborhood in the United States of America that politicians, you know, don't pay attention to, neighborhoods where minorities live. No matter how much money I get, no matter how much jewelry I buy, no matter how many cars I drive, this is where I'm from. It was time for me to utilize my power in a positive way.

Mr. Combs then took viewers on a behind-the-scenes tour of the communities politicians rarely visit -- the barbershops, the streets, and local community centers -- to ask "real people" what issues mattered most to them. He said: "I don't see Bush and Kerry up here. And right now, we're going to go where they need to go. To some of the most opinionated leaders in our community. Welcome to the 'hood!" Similarly, Citizen Change collaborated with BET on its number one show, "106 & Park." Mr. Combs appeared on the show numerous times to give a *Vote or Die!* update and educate viewers on the mechanics of the voting process -- where to vote, how to register, how to verify one's registration, how to locate polling places. (Exhibit B, p. 7).

D. Citizen Change Uses Radio As Well As TV In Its Media Campaign

On the radio, Citizen Change joined forces with Radio One, Clear Channel, and numerous independent stations in over 60 cities to deliver PSAs voiced by P. Diddy and rapper X-Zibit, as well as P. Diddy interviews with local DJs. (Exhibit B). One typical PSA ran as follows:

Hey what's up this is P. Diddy here to hip you to the hustle of politics. It's simple, politics is all about power. The power to decide how much money your child's school will get or whether you get access to healthcare. Politicians pay attention to the people who give them power. But they won't be accountable to you, if you aren't accountable at the polls. Like any other hustle, you can't be a player unless you're the game. Make them pay attention to you. Get to the polls on November 2nd. Stand up and be counted. Vote or die!

(Exhibit C). On this front in particular, Citizen Change relied heavily on DJs and other community members to spread the *Vote or Die!* message organically by word of mouth, propelled simply by punchiness of the slogan and the buzz generated by celebrity participation.

E. Citizen Change Uses Print Medium And T-Shirts

In the print medium, Citizen Change took advantage of Mr. Combs' celebrity connections to bring together an all-star cast of celebrities to model the *Vote or Die!* t-shirts in print advertisements. This group included P. Diddy himself, Mya, Leonardo DiCaprio, Alicia Keys, 50 Cent, Ellen DeGeneres, Pharrell, Yoko Ono, Jimmy Fallon, Mariah Carey, Usher, Nelly, Paris Hilton, Queen Latifah, Russell Simmons, Ludacris, Little John, Naomi Campbell, Jamie Foxx, and Mary J. Blige. Again, Citizen Change sought to use these celebrities "as trendsetters to make voting hot and sexy." (Exhibit E). These photographs appeared in various print

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publications, posters, and promotion cards. (Exhibit F). In addition, collaborating labels -- Tommy Hilfiger, Phat Farm, Ecko, Rocawear and Sean Jean -- designed their own versions of the *Vote or Die!* t-shirt and dedicated profits to Citizen Change. The t-shirts helped to spread the message, with roughly 43,000 sold across the country. (Exhibit B, p.10).

F. Celebrity Endorsements Were Used to Spread The "Vote or Die" Message

The "Coalition of the Willing" was an even broader group of celebrities (identified with both parties) who agreed to lend their names to the Citizen Change campaign and personally contribute by making public statements in support of Citizen Change, appearing in MTV and BET PSAs and other programming, record PSAs for radio, and give press interviews discussing the campaign. (Exhibits G and H). This group included well known Democrats and Republicans, encompassing such personalities as Outkast's Andre 3000, Arnold Schwarzenegger, Ben Affleck, Jessica Simpson, Jimmy Fallon, Kid Rock, Lindsay Lohan, Michael Andretti, Paris Hilton, and dozens of others. (Exhibit B).

G. Citizen Changes Uses Cell Phones, the Web and the Streets To Reach Young Voters

Citizen Change utilized several cutting edge marketing techniques, including delivering over 600,000 "Robocalls" -- automated personal voicemail messages from P. Diddy -- directly to the cell phones of potential new voters urging them to vote. It used email blasts to send customized letters to over 1.5 million web users from industry and community list-serves each day. The Citizen Change website -- which allowed visitors to register to vote and verify their registration-- received more than 430,897 hits. (Exhibit B, p.8). On the grassroots level, Citizen Change used street teams to reach out to youths on the ground-- at malls, commercial districts, nightclubs, movie theaters, and city colleges. (Exhibit B, p.4). In 36 cities, from Atlanta to San

Francisco to Boston, these teams coordinated 142 *Vote or Die!* parties, conducted a poster-board campaign targeted at key intersections and commercial districts, and leveraged established relationships at 383 retail outlets to obtain display space for *Vote or Die!* posters and product placement. (Exhibit B, p.4). None of these activities were directed towards a party or candidate.

H. Citizen Change Coordinated Six Celebrity Rallies

In the final week before the election, Citizen Change orchestrated a three-day, six-city tour of college campuses, trailed by a traveling press corps including CNN, AP, and Entertainment Tonight, among others. (Exhibit B, p.6). With celebrities P. Diddy, Mary J. Blige, or Leonardo DiCaprio headlining each event with speeches on the importance of political participation, plus local politicians opening as guest speakers, Citizen Change coordinated rallies in Milwaukee, Detroit, Cleveland, Pittsburgh, Philadelphia, and Miami. Turnout ranged from 1,800 at Milwaukee Area Technical College's Cooley Auditorium (Complaint Exhibit H) to 6,000 at Wayne State University in Detroit. (Exhibit I).

I. Expenses Demonstrate That Citizen Change Was A Media Campaign

As with its time and energy, Citizen Change spent the majority of its funds directly on the media campaign. Of its \$2,006,700 budget, Citizen Change spent approximately \$1,077,000 on advertising, billboards, photography, printing, and website costs. (Exhibit J., p. 2 and 18). Another \$807,561 of the budget went to a variety of sources, some of which were also related to media issues, including outside professional services, overhead, salaries and other miscellaneous costs. (*Id.*). These figures do not, of course, include the value of air time obtained through Citizen Change's partnerships with BET and MTV, valued at roughly \$6 million. (Exhibit B,

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p.6). Nor does it include the unknown value of its radio partnerships with Radio One and Clear Channel.

The rallies required far less resources, accounting for only \$121,641, or 6% of the budget. (Exhibit J). This total includes such costs as ground transportation for the artists, staff payroll in each city, catering and food, security and drivers, balloons, and various per diem expenses for the traveling staff. (Exhibit K).

IV. ANALYSIS

A. CITIZEN CHANGE WAS A BROAD NON-PARTISAN MEDIA CAMPAIGN THAT DID NOT ENGAGE IN IMPERMISSIBLE ELECTIONEERING

Section 441(b) of the Federal Elections Campaign Act of 1971 (FECA) prohibits corporations from using general treasury funds for contributions or expenditures that serve to expressly advocate for the election or defeat of a clearly defined federal candidate. See FEC v. Mass. Citizens For Life, 479 U.S. 238, 249 (1986); see also 11 C.F.R. §100.22. Of course, the "prohibition on corporate expenditures applies only to expenditures for communications that contain 'express advocacy' of the election or defeat of clearly defined candidates for federal office." (Exhibit L, General Counsel's Report, MUR 4840, Centennial Spirit, at 4).¹

¹ The "express advocacy" standard must, of course, be interpreted in the context of each particular situation, particularly in the case of a non-profit organization dedicated to education. For example, FEC regulations permit universities to provide facilities for political events at no charge, so long as the university takes "reasonable measures" to ensure that the event is conducted in an "academic setting," and not as a "campaign rally." 11 C.F.R. §110.12(b). In our case, both Citizen Change and the hosting universities took more than reasonable efforts to

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As demonstrated below, Citizen Change did not "expressly advocate," but rather dedicated itself to a media campaign targeted at reaching young voters with a dire message to "Vote or Die."

1. Citizen Change Was Fundamentally a Media Campaign.

The Citizen Change campaign was, above all else, a *media campaign*. To reach the 42 million potential young voters that constituted its target audience, Citizen Change relied primarily on the broadcast media -- television and radio, through numerous shows, interviews and PSAs on MTV, BET and over 62 radio stations across the country. (Exhibit B, p.10). The air campaign was then supplemented with a campaign in the print media, such as celebrity photos and T-shirt messages, and finished off with activities on the ground, such as local voter volunteers, local DJs and rallies. Through these TV and other media efforts, Citizen Change's "Vote or Die" message reached literally tens of millions of viewers and listeners; an incredibly small fraction of whom attended the rallies cited in NLCP's Complaint.

The primacy of the media campaign is borne out in the numbers. Citizen Change spent 54% of its \$2 million budget directly on the media campaign -- advertising, billboards, photography, printing, and website. (Exhibit J, p. 2 and 18). In fact, these numbers understate the dominance of the media campaign, because they omit the roughly 30 to 40% spent on media-

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inform the speakers and other participants that the rally was non-partisan and that the message was the importance of voting.

related expenses such as outside consultants, overhead and staff, the roughly \$6 million worth of free programming obtained through Citizen Change's partnerships with MTV and BET, plus the unknown value of the Clear Channel and Radio One partnerships. On the other hand, the rallies (travel, event expenses, and automobile expenses) accounted for just 6% of the overall budget. (Exhibit J, p. 2 and 18).

Thus Citizen Change was an active movement that used its budget to wage a media campaign that reached tens of millions of Americans with the message "Vote or Die!" The Complaint here ignores those very public activities and instead cites to a few alleged individual statements by a local mayor and two celebrities at two rallies. These pale into insignificance next to the vast nonpartisan activities, expenditures and results achieved by Citizen Change in 2004.

2. The Message of Citizen Change Was Voter Mobilization.

The content delivered through this media campaign was a consistent plea for youths to get involved and vote. However, this nonpartisan message was carefully crafted and executed, which, like the actual expenditures, demonstrates the truly nonpartisan motivation, activities and goals of Citizen Change. First, the message sought to get the audience's attention through celebrities -- to make voting "hot" and "sexy" with photographs and endorsements by the biggest movie stars and rock stars. The next step was to educate the audience about the importance of participation in the political process. To that end, Citizen Change produced special TV programs and radio announcements by P. Diddy and others in which they drove home the connection between voting and political power. Lastly, the campaign sought to convince the audience to vote -- through its *Vote or Die!* slogan and practical instructions on the process of registration, locating polling places, and operating polling machines.

In fact, from the beginning, P.Diddy used his trademark "real talk" style to tell his listeners that: "It's not about Kerry. It's not about Bush. It's about YOU... and the power YOU have in your vote." (Exhibit A). An early press release explained that Citizen Change was

a national, non-partisan organization created to educate, motivate, and empower the more than 42 million Americans aged 18-30 that are eligible to vote on November 2nd. Born of Sean Combs' frustration with the current political system, one that fails to address the needs, answer the questions, or engage the participation of the young, Citizen Change utilizes the mogul's vast resources and personal relationships with media companies and the leaders of the entertainment and fashion industry.

(Exhibit D). As with any disciplined marketing campaign, the message was consistent across the various media. In PSA broadcasts across the country, P. Diddy told listeners:

Politicians pay attention to the people who give them power. But they won't be accountable to you, if you aren't accountable at the polls. Like any other hustle, you can't be a player unless you're in the game. Make them pay attention to you. Get to the polls on November 2nd. Stand up and be counted. Vote or die!

(Exhibit C). At the rallies, Mr. DiCaprio's talking points repeated the refrain: "I am happy to be a part of Citizen Change because it is about educating young people about the process. ... 42 million young people have the power to vote... Democracy is an ideal, we have to make it a reality." (Exhibit M). These talking points were given to all participating celebrities, along with a media packet carrying the same message. (See *id.*)

Citizen Change's primary spokesman, Sean "P. Diddy" Combs, delivered countless speeches, press interviews, and spontaneous statements during the four-month campaign, all of which were recorded and scrutinized in detail by the press. Not once during this campaign did Mr. Combs express a preference for either party or candidate. His message to young voters was consistent. The *Detroit Free Press* captured this message in its article about the Wayne State University rally: "Mr. Combs told the crowd that both candidates had not taken the votes of

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young people seriously. He began his movement, Citizen Change, five months ago because people were saying that young people were passive about politics and not interested in voting." (Complaint Exhibit G). In his private comments, Mr. Combs was equally critical of both parties and candidates. On the plane to the Milwaukee rally, Mr. Combs told a reporter from the Associated Press:

Kerry isn't smart enough... Instead of throwing a football around, he should take his butt into the inner-city and see how a young kid is going to school. And you don't see Bush taking the time to go to BET or MTV. Nobody is talking to this community. I deal with them every day."

(Complaint Exhibit H). In fact, many in the community were critical of Mr. Combs for not using his campaign and influence to educate his audience about specific issues and candidates.

Non-partisanship was more than simply a restriction on Citizen Change's campaign. Mr. Combs saw it as a deliberate and effective strategy for engaging young voters. "One of the reasons Citizen Change has been so successful is because Puffy does real talk. . . . He doesn't have an ax to grind. He's not against nobody. He's not for nobody except the people."

(Complaint Exhibit H). In a CNN interview, Mr. Combs emphasized to Anderson Cooper that his campaign was about empowering the young minority generation to make politicians pay attention to them:

We can't be a part of the change if we don't get out to vote, you know? We can't complain if we're not responsible. We can't hold those politicians responsible for us if we don't create a pool of voters, just like the NRA or AARP; just as strong. . . . To be honest, politicians don't talk about issues that are dealing with us, that really apply to us. Whether it's young people or minorities, you don't hear an agenda that really applies to our world because we haven't voted, we're not a contingency of voters that really have flexed our power on these politicians to put them in office or take them out of office.

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(Exhibit N, p. 34-35). When Mr. Cooper asked, "You're not saying Republican, you're not saying Democratic?" Mr. Combs responded: "The only people I'm down with is the young people of America and the minorities and the people that want change in their communities. And the only way we could push for change is if we're part of it, by voting, going out and voting." (Exhibit N, p. 35). In his rally speeches, Mr. Combs explicitly warned both President Bush and Senator Kerry to pay attention to young minority voters. At the Miami rally, he told the audience, "I would like to announce to President Bush and Senator Kerry our revolution has begun!" (Exhibit O).

The NLPC Complaint ignores all of these statements and latches onto a single sentence from February, 2004, five months before Citizen Change was launched. Mr. Combs voiced this opinion about the president as a private citizen, independent of Citizen Change. Of course, federal election law does not restrict an individual's right to express a political opinion at an awards ceremony. Nor does any law presume that people in this country involved in non-partisan education and get out the vote activities will not have their own preferences for parties or candidates. Rather, the NLPC implies that Mr. Combs' opposition to President Bush secretly motivated him to found Citizen Change. Even if some inner drive for change caused Mr. Combs to do something for the public good that conformed with all the rules, this is a good thing for which he should be commended and not made the subject of a misdirected allegations. What is more, NLPC's claim ignores Mr. Combs' contemporaneous statements about what actually motivated him to start Citizen Change, his criticism of Senator Kerry and President Bush alike, and his substantial non-partisan statements and activities dedicated to getting millions of young people involved in the process by voting.

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3. Republicans Funded and Actively Participated in the Campaign.

The NLPC's allegation that Citizen Change engaged in "impermissible electioneering" on behalf of Democratic Senator John Kerry's presidential campaign overlooks other jarring facts, including the fact that Citizen Change was funded primarily by a Republican-leaning company. The organization's 2004 federal income tax return listed total contributions and revenue of \$2,231,846. (Exhibit J, p.1). These funds were raised from eight individual contributors. (Exhibit J, p.14). The contributors included Democratic Senator John S. Corzine who contributed \$50,000, Peter B. Lewis, who contributed \$250,000, and Daddy's House Social Programs who contributed \$245,532. Other contributors provided in-kind services, such as the Ronald W. Burkle Foundation, which provided an airplane for the three-day rally tour. The largest contributor by far was a well-known and generous Republican benefactor: Anheuser-Busch contributed \$1,000,000 to Citizen Change. (Exhibit J, p.14). According to the National Center for Responsive Politics, Anheuser-Busch ranked 85th in 2004 among the top overall donors to election campaigns, contributing a total of \$1,245,045-- 60% of which went to Republican candidates. (Exhibit P). Such Republican sponsorship reinforces the nonpartisan motivation behind the Citizen Change campaign, which is likewise evident by its actual activities.

Citizen Change also worked actively with another Republican-leaning corporation: Clear Channel Communications. Through its partnership with Citizen Change, Clear Channel provided invaluable airtime for PSAs voiced by P. Diddy and X-Zibit, interviews with P. Diddy discussing the campaign, and plugs for the campaign by DJs. Clear Channel has a very public reputation for close ties to the Republican party, and in particular the Bush administration. (See Exhibits Q, R, and S). According to the Center for Responsive Politics, Clear Channel ranked

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second in the television and radio industry for contributions to political candidates (\$258,694)-- 67% of which went to *Republican* candidates for office. (Exhibit T).

The celebrity participants in Citizen Change, called the "Coalition of the Willing" by Citizen Change, included several well-known and outspoken Republicans. Arnold Schwarzenegger, the Republican Governor of California, lent his name, (Exhibit B, p.12), as did Jessica Simpson, who has spoken out in support of the current Republican administration (Id. and Exhibit U). Also lending their names were Jerry Pierce Santos of the Republican Diversity Committee and Michael Steele, the Republican Lieutenant Governor of Maryland. Another member of the "Coalition," Kid Rock, is also an avowed Republican who performed in concert at the 2004 Republican National Convention. (Exhibit U). Additional Republicans assisted in Citizen Change's activities. For example, Ed Gillespie, Chairman of the Republican National Committee, granted exclusive interviews at the Republican National Convention to Citizen Change for its MTV documentary, including a personal tour around the floor of Convention. Boxing promoter Don King also granted an exclusive interview.

By lending their names to the "Coalition of the Willing," these members agreed to support the Citizen Change campaign by offering public statements of support in press interviews, and were sent a media kit with suggested talking points for such interviews. (Exhibit H). These Republican celebrities volunteered to help Citizen Change because its mission was non-partisan voter mobilization. Citizen Change enlisted their services because its objective was attracting the interest of young voters -- not campaigning for Kerry. In fact, Citizen Change never inquired about the political leanings of its participants.

4. **Citizen Change Took Reasonable Measures to Ensure That Guest Speakers Voiced the Voter Mobilization Message, Not Personal Opinions.**

The Complaint's "impermissible electioneering" allegation also discusses several supposedly partisan comments made at two Citizen Change rallies. To the extent these comments came from the local politicians who gave guest speeches as the "opening act" for the celebrity speakers², it is undisputed that Citizen Change did not pay for the expenses or time for these speakers, nor were the speakers otherwise associated with the Citizen Change organization. Citizen Change also did not pay for the university facilities used for the rallies. (Exhibit C). Moreover, Citizen Change's speakers and staff often had little personal interaction with these politicians before the rallies, arriving after the politicians had given their speeches.

However, although Citizen Change had no actual control over these speakers, it did make efforts to ensure that local participants were aware of the nonpartisan nature of the event by passing out talking points, written information on Citizen Change and other press packets containing the nonpartisan strategy and messages attached as exhibits to this submission.

Citizen Change's efforts in this regard were heard. The comments of Detroit Mayor Kwame Kilpatrick demonstrate that he was well aware that the rallies were non-partisan. The *South End* reported, "Kilpatrick admitted that the event was supposed to be non-partisan, but he voiced his opinion saying, 'It's my mic and it's my town. I'm going to say what I want.'" (Complaint Exhibit F). Therefore the comments of these local politicians, to the extent they are even troubling, cannot rightly be ascribed to Citizen Change.

² The Complaint cites media reports regarding a statement of the Detroit mayor at the Detroit rally and unnamed local opening acts at the Philadelphia rally.

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The Complaint also quotes three news accounts that paraphrase -- but do not quote -- allegedly partisan statements by Citizen Change's celebrity speakers. First, ClickOnDetroit concluded that "all three celebrities made it clear they were supporting [Kerry]." (Complaint, 3). Second, the *Detroit Free Press* article said that Mr. DiCaprio "told the crowd he supports John Kerry." (Complaint, 3). And third, the *Temple News* reported that Mary J. Blige "voiced her concerns about the current administration." (Complaint, 4). Assuming *arguendo* that these reports were not hyping what was in fact equal-opportunity criticism of both candidates just to create a story, the allegations are still lacking.

In the free form environment of loosely scripted rallies, each celebrity speaker was individually responsible for any spontaneous comments about his or her own opinions. Citizen Change, for its part, exercised as much responsibility and control as it could under the circumstances. It provided each celebrity with a "talking points" script to guide his or her speech (Exhibits O and M), and made sure Mr. DiCaprio and Ms. Blige understood that the rallies were to be non-partisan. And Mr. Combs went out of his way during at least one press conference to acknowledge and remedy any miscommunication. He said the comments showed that "young people have a lot of emotion," but clarified the intent of his campaign: "This is a non-partisan effort. I'm not campaigning for Kerry. I'm not running a campaign on the low for Kerry. I'm campaigning for the people." (Complaint Exhibit G).

In further support of the fact that these comments were insignificant, it should be noted that the Complaint can only find these meager press cites regarding two of the six rallies organized by Citizen Change. The Complaint does not even address the four other rallies or the numerous events in all media that reached millions of young viewers and listeners.

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5. The Alleged Statements by Citizen Change's Celebrity Speakers Were Not "Express Advocacy."

The statements of Citizen Change's celebrity speakers—even as alleged in the *Complaint*—do not rise to the level of "express advocacy" prohibited under federal regulations. The NLPC is not claiming that Mr. Combs, Mr. DiCaprio, or Ms. Blige expressly instructed audience members to "vote for Kerry" or any variation thereof. Rather, the Complaint claims they merely expressed their personal preference. This is not "express advocacy." Likewise, no reasonable person could interpret the rallies, "when taken as a whole," as advocating the election or defeat of a particular candidate, given the repeated statements such as "It's not about Kerry. It's not about Bush. It's about YOU," Mr. Combs' dozens and dozens of comments on being non-partisan, and his criticisms of both parties.

And finally, when taking the entire activities and expenditures of Citizen Change as a whole, including the millions of viewers and listeners it reached with its media strategy, it is impossible to conclude that the two or three alleged statements at just two rallies could be construed as violations of the express advocacy ban.

B. THE PURPOSE OF CITIZEN CHANGE WAS VOTER MOBILIZATION, NOT PROMOTION OF A COMMERCIAL ACTIVITY.

The Complaint alleges that the motivation behind Citizen Change was improper, either because of Ron Burkle's involvement or because of the production of T-shirts. These allegations do not seem to point to a possible FECA violation. Regardless of any investment by Mr. Burkle in the Sean John clothing line, the Ronald W. Burkle Foundation contributed a relatively small amount to Citizen Change by paying for the three-day tour aircraft, valued at \$160,000. Secondly, the lack of commercial motivation is demonstrated by the fact that the T-shirts were only a small part of Citizen Change's activities and because Mr. Combs trumpeted his

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competitors' versions of the product as loudly as his own (see Exhibit A, p.7, Exhibit D). Finally, even if the commercial allegation were true, it would not be illegal. As the Commission's General Counsel recently concluded, federal election laws do not prohibit *bona fide* commercial activities so long as they do not contain "express advocacy" communications. (Exhibit V, General Counsel's Report, MURs 5474 and 5539, May 25, 2005, Michael Moore, *Fahrenheit 911*). There is no allegation or evidence that proceeds from the sale of the t-shirts went to a political candidate or that the t-shirts message of "Vote or Die" was an electioneering one. All proceeds from the sale of the *Vote or Die!* t-shirts went to Citizen Change alone.

C. CITIZEN CHANGE DID NOT COORDINATE ITS ACTIVITIES WITH THE KERRY CAMPAIGN.

The Complaint does not affirmatively allege any coordination between Citizen Change and the Kerry campaign. Rather, it asks the Commission to "find out" whether any existed because James Carville and Leo DiCaprio were associated with both Citizen Change and the Kerry campaign. (Complaint, 7). However, Mr. Carville's role with Citizen Change was limited to his appearance at the launch press conference, at which he did not speak and for which he was not paid. His appearance was sought because of his political-celebrity status as a mover-and-shaker, and Mr. Carville had no further role with Citizen Change. Thus Mr. Carville's appearance at one press conference is no basis even for the possibility of "coordination" with the Kerry campaign.

The NLPC's second basis for raising the issue is the fact that Mr. DiCaprio campaigned on behalf of Kerry, in addition to his appearances for Citizen Change. The Complaint does not claim that this violates any law, as indeed Mr. DiCaprio is free to campaign for whomever he chooses on his own time. Rather, the Complaint asks whether his travel arrangements were

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coordinated between the two camps "in order to maximize the actor's effect on the 2004 election." (Complaint, 7). In fact, Mr. DiCaprio's involvement with Citizen Change demonstrates no coordination with the Kerry campaign. First, Mr. DiCaprio attend only three rallies, not all six. Second, Mr. DiCaprio was not paid for his appearances. Third, Mr. DiCaprio was reimbursed only for his travel to the Citizen Change rallies, not for travel costs after he left the tour following the Cleveland rally. Fourth, the tour's tight schedule (six cities in three days) left little room for appearances for other groups, such as the Kerry campaign. (Exhibit B). And finally, Mr. DiCaprio's speeches were guided by "talking points" and a draft speech provided by Citizen Change. (Exhibit M). In fact, Mr. DiCaprio was at all times advised and accompanied by his publicist, who was fully aware of the non-partisan nature of the rallies. Again, the law does not prevent a participant in a Citizen Change event from having an opinion or preference of his or her own.

In addition, of course, the actual media campaign of Citizen Change, as described above, was obviously separate and apart from activities undertaken by political party activities.

D. CITIZEN CHANGE IS A REGISTERED 501(C)(3) ORGANIZATION.

The NLPC's allegation concerning the legal and tax status of Citizen Change is confusing, as well as misinformed. On May 17, 2004, Citizen Change submitted to the IRS an application for exemption under Section 501(c)(3) of the Internal Revenue Code. (Exhibit Y). In a letter dated September 14, 2004, the IRS granted the application of "Citizen One, Inc. DBA Citizen Change," stating that "we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code." (Exhibit W). It should also be noted that Citizen Change is a registered charitable organization under New York law, incorporated as

"Citizen One, Inc." under Section 402 of New York's Not-For-Profit Corporation Law, for the express purpose "to educate people in the United States and around the world about the importance of democracy and the importance of participating in a democracy by voting." (Exhibit X). In any event, even though Citizen Change had filed and was acting properly, the circumstances by which the IRS granted Citizen Change a 501(c)(3) exemption has no bearing on an FEC complaint.

V. CONCLUSION

Sean Combs did something a number of people with the unique resources and time do not do -- he expended energy and time to empower young people. In doing so, he used his own time and resources that could have gone to other endeavors. He reached out to a community that is hard to reach, as only he and few others could so. He motivated some number of people who otherwise would have remained on the sidelines. And, he did this well within the rules. The "allegations" raised on this matter have no substance or basis for action.

For the forgoing reasons, Citizen Change and Sean "P. Diddy" Combs respectfully request that the Commission find no reason to believe that a violation of federal election law has occurred, and dismiss the Complaint.

Respectfully Submitted:



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ATTORNEY FOR
SEAN "P. DIDDY" COMBS

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SENSITIVE

In the Matter of:

Sean Combs a/k/a "P. Diddy" or "Puff Daddy"

Citizen Change

MUR 5684

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COUNSEL
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Complaint

NATIONAL LEGAL AND POLICY CENTER, a corporation organized and existing under the District of Columbia Non-profit Corporation Act and having its offices and principal place of business at 107 Park Washington Court, Falls Church, VA 22046, files this complaint with the Federal Election Commission pursuant to 2 USC § 437g.

The primary purpose of the National Legal and Policy Center, a charitable and educational organization described in section 501(c)(3) of the Internal Revenue Code, is to foster and promote ethics in government and public life.

Respondents are individuals and corporations who have apparently knowingly and willfully violated federal law, specifically the Federal Election Campaign Act of 1971, as amended, ("the Act" and "FECA") and/or the Internal Revenue Code of the United States, and/or have apparently made illegal corporate contributions to influence a federal election.

Respondents

SEAN COMBS a/k/a known as "P. Diddy," or "Puff Daddy," 888 Seventh Avenue, New York, NY 10106, (hereinafter "Combs") is the founder and CEO of Bad Boy Worldwide Entertainment Group (hereinafter BBWEG) who undertook an illegal campaign during 2004 aimed at defeating President Bush in the presidential election of 2004.

CITIZEN CHANGE, 1440 Broadway, 16TH Floor, New York, NY 10018 is an entity that purports to be a "nonpartisan" organization, but whose exact legal status is not known. The group sponsored the "Vote or Die" campaign during the 2004 election.

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Facts

The facts supporting this complaint are amply documented from the public record. They fully support the allegation that Respondents Combs and Citizen Change undertook a campaign to defeat President Bush and elect Senator Kerry that was conducted in violation of the Federal Election Campaign Act (FECA).

Citizen Change appears to be either a nonprofit, tax-exempt organization, an organization that has applied to the Internal Revenue Service (IRS) for such a designation, or a part of a for-profit corporation. Because the FECA strictly prohibits electioneering activity by both nonprofit and for-profit corporations, Combs and Citizen Change engaged in prohibited activities.

Moreover, Respondents failed to disclose or report to the Federal Election Commission (FEC) any of their receipts or expenditures, which must have totaled millions of dollars.

On its website (Exhibit A), Citizen Change described itself as "a non-partisan, non-profit organization with a mission to educate, motivate, and empower millions of young Americans to access their power on November 2nd." (The website URL is www.citizenchange.com. On the date of filing of this Complaint, visiting this site provides only the message: "This site is temporarily unavailable. We apologize for any inconvenience.")

When the website was active, it also stated, "Together with the support of such media powerhouses as MTV, BET and Clear Channel, we will unite under the banner of Citizen Change to form a cultural tour de force...attacking programming, airwaves and college campuses to spread our message: Vote or Die! While the Vote or Die! Message is an alarming one, so too are the conditions affecting our communities. It has become a matter of life and death." See Exhibit B.

Impermissible Electioneering

Respondent Combs made known his preference in the presidential election early in 2004 in a very public fashion. According to a February 9, 2004 *Rolling Stone* article (Exhibit C) about the eleventh annual Rock the Vote Awards ceremony at the Hollywood Palladium:

"P. Diddy was honored for his participation in various voter outreach programs, including Rock the Vote public service announcements and phone campaigns. Although event organizers were careful to emphasize the value of getting young people involved in politics regardless of party affiliation, P. Diddy's acceptance speech made clear what side he's on."

"We're going to get Bush's ass out of that office," he said.

Citizen Change sponsored six "Vote or Die!" rallies in three swing states just before election day. A rally at Wayne State University in Detroit featured Respondent Combs, actor Leonardo DiCaprio and rapper Mary J. Blige.

According to a report on ClickOnDetroit.com (Exhibit D), the website of WDIV-TV in Detroit,

"The organization (Citizen Change) is non-partisan, but all three celebrities made it clear they were supporting Democratic candidate Sen. John Kerry, Local 4 reported."

The October 27, 2004 *Detroit Free Press* (Exhibit E) reported,

"Officially, the rally was nonpartisan, but most of the crowd and stars favored U.S. Senator John Kerry over President George W. Bush.

'We are in a swing state and believe me you are the swing vote', Combs said.

'We are at a turning point,' DiCaprio said... When he told the crowd he supports John Kerry, many began chanting 'Kerry, Kerry.'"

According to the October 27, 2004 edition of *The South End*, the Wayne State student newspaper (Exhibit F), other speakers called for the election of Kerry and defeat of Bush. The paper reported that Detroit Mayor Kwame Kilpatrick stated,

"I can assume 90 percent of you out here want a change in the White House. Go to the polls, and elect a new president of the United States— John Kerry!

Violations of FECA by participants in the Citizen Change rally appear to be willful. The *South End* also reported,

"Kilpatrick admitted that the event was supposed to be non-partisan, but he voiced his opinion saying, 'It's my mic and it's my town. I'm going to say what I want.'"

Another Vote or Die! Rally took place at Temple University in Philadelphia on October 27, 2004. See Exhibit G. According to the October 29, 2004 *Temple News*,

"Although the event was billed as non-partisan, many of the performers acted contrary to its purpose, which is to encourage young people to vote, but not for any particular candidate.

Several of the events' opening acts express anti-Bush sentiments. One local performer specifically implored those in the audience to vote for John Kerry.

Rapper Mary J. Blige voiced her concerns with the current administration, highlighting disapproval with President Bush's international and domestic policies."

The obviously partisan nature of the Vote or Die! rallies became an issue at Temple. The same *Temple News* article even quoted the disapproval of the University president,

"...the policy of the university is that we don't sponsor partisan events," university President David Adamany said. "This apparently was approved by various groups for funding based on the assertion that this was non-partisan."

Likewise, the student government president Naeem Thompson was quoted,

"It's been the policy of the Temple Student Government not to campaign for anyone."

An Associated Press article (Exhibit H) published on October 29, 2005 provides some clues as to the amounts of money spent by Citizen Change during the 2004 campaign, particularly related to the rallies.

The article detailed the tour of swing states just before election day. Tour transportation included a rented 52-seat 757 jet, described as having "one big first class section," and a motorcade of five SUVs and a "party bus." Among the travelers was "a petite Maltese named Sophie" that "resides in its own Louis Vuitton bag."

The Legal Status of Citizen Change

Citizen Change purports to have conducted voter mobilization on a "nonpartisan" basis. Such activities would be consistent with the activities of a 501(c)(3) organization, but a review of the IRS database of 501(c)(3) organizations reveals no 501(c)(3) organization by that name. Nor does a review of the Guidestar website (www.guidestar.org), which contains a comprehensive listing of 501(c)(3) organizations, list the organization.

It is possible that Citizen Change has applied for such status and it has not been granted, or has recently been granted.

The Citizen Change address in New York City is the same as that of BBWEG. One of BBWEG's publicly listed phone numbers is 212-381-1590. Citizen Change listed on its website its phone number as 212-381-1589, one digit removed. See Exhibit I. Does Citizen Change share office space, telephones, office equipment and staff with BBWEG, a for-profit corporation? Were the activities of Citizen Change underwritten by BBWEG? Were BBWEG assets illegally used to promote the candidacy of John Kerry? The Commission has an obligation to find out.

The possibility of prohibited corporate involvement with Citizen Change is also suggested in an August 3, 2004, Fox News Channel report (Exhibit J) that stated:

"In the late spring, Combs was asked to be part of various concerts taking place to raise money for John Kerry...Not long after that Combs and his manager Phil Robinson made a visit to Donald P. Cogsville, an investment banker who is one of the four managing partners in RCM Saratoga, a boutique firm specializing in minority businesses. (Citizen Change's website, citizenchange.com, is registered to RCM Saratoga.)"

- See also Exhibit K for evidence of Citizen Change's website registration.

Was the Purpose of Citizen Change to Promote a Commercial Activity?

According to a Citizen Change press release dated July 20, 2004 (Exhibit A), Citizen Change sought "to create a sexy, fashionable t-shirt line with the VOTE OR DIE! slogan. Head designers at the Sean John clothing label will join with those at Ecko, Phat Farm, and Rocawear to create a line featuring distinct, hip interpretations of the campaign's message."

The website would later list 59 clothing and department stores in 21 states and the District of Columbia where "Vote or Die!" t-shirts could be purchased (Exhibit L). The t-shirts were modeled by celebrities including Mary J. Blige and model Tyson Beckford.

According to the August 3, 2004, Fox News Channel report:

"But what and who is behind Citizen Change anyway? I'm told that grocery billionaire, Democratic donor and Clinton enthusiast Ron Burkle is the guru guiding Sean "Puffy" Combs' recent conversion to political activism."

"...a chance meeting in Miami last year put Burkle in the fashion business when he crossed paths with Combs, aka P.Diddy."

"The pair hit it off, and Burkle wound up heavily investing in Combs' Sean John clothing line."

"...it's no coincidence that Combs abruptly started his Citizen Change charity last month..."

According to The Wire/Daily Hip-Hop News on September 17, 2004 (Exhibit M),

"...Diddy has struck gold with a \$100 million deal with Ron Burkle of the Los Angeles based Yucaipa Cos. Burkle's involvement is quite possibly the fuel to give Sean John the spurt to grow the line to the next level. According to the *New York Post*, Diddy's successful clothing line reached a plateau and then stagnated as a small wholesale business with apparel manufacturer, Ashok Sani."

An article in an October 13, 2004 issue of *Business Week* (Exhibit N) sheds further light on the Combs/Burkle relationship:

"What do rap music impresario Sean "Puff Daddy" Combs and former Vice-President Al Gore have in common? Los Angeles money manager Ronald W. Burkle backed each of them with cash from the California Public Employees' Retirement System."

"In the past three years, CalPERS has committed up to \$760 million to Burkle for investments that aim to help underserved segments of society while, of course, still making money for the retirement fund. He has been putting the money to work in a string of deals that he says will benefit minorities, women, and blue-collar workers. Last year, Burkle invested an undisclosed amount in Sean John, the urban-sportswear company founded by Combs."

T-shirts have long been a feature of political campaigns, but seldom have t-shirts been the centerpiece of a campaign. According to several media reports, Combs did not vote in any election until or since 2000.

With its emphasis on fashion, style, celebrity, media coverage and conspicuous consumption, was the real purpose of the Vote or Die campaign an effort to generate interest in a line of clothing and/or a particular "stagnant" clothing company? Was Citizen Change's pro-Kerry campaign conducted by a for-profit corporation, or for the direct or indirect benefit of a for-profit corporation? The Commission has an obligation to find out.

Possible Coordination With Kerry Campaign

A July 20, 2004 *Village Voice* article (Exhibit O) states,

"Indeed, Combs's effort reached beyond celebrity media whoredom into political media whoredome. 'Who would pass this up? It's a blast,' said political strategist, pundit and serial pitchman James Carville when asked why he was lending his name to Citizen Change. Combs explained he'd be deferring to the Ragin' Cajun for political advice."

See Exhibit P for a United Press International report of July 23, 2004 that stated,

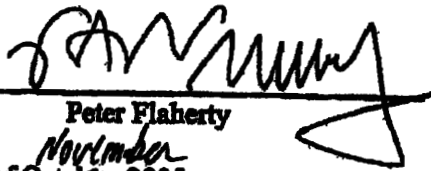
"Combs said Citizen Change was nonpartisan. However, James Carville— who once served as a close advisor to former President Bill Clinton— is also advising Combs project."

During the same time period Leonardo DiCaprio was taking part in Citizen Change rallies, he was also taking part in official Kerry campaign events (see Exhibit Q) and apparently was featured on a phone message urging the recipient to "vote

Democratic." See Exhibit R. Were DiCaprio's travel and other arrangements coordinated between Citizen Change, the Kerry campaign, and/or DiCaprio's management in order to maximize the actor's effect on the 2004 election? The Commission has an obligation to find out.

Complainant, upon information and belief and relying on personal knowledge and the exhibits attached hereto as evidence of the possible violations of law set forth above, hereby swears under penalty of perjury that the statements and facts of the Complaint are true to the best of his knowledge and belief.

*Committedly signed
Duck & Seal of*


Peter Flaherty

Subscribed and sworn to before me on this 3rd ^{November} of October, 2005.


Notary Public

SEAL

My Commission Expires:

3/31/2007

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> VERIFY YOUR REGISTRATION & POLLING PLACE

KNOW YOUR RIGHTS
★ > VOTE!

GET INVOLVED
★ > VOLUNTEER

RETAIL LOCATIONS >

GET IT NOW!

MARY J SPORTS HER SPIRIT

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PRESS ROOM VIP ACCESS AND PUBLIC RELATIONS

★ PRESS RELEASES

SEAN "P. DIDDY" COMBS ANNOUNCES CITIZEN CHANGE CAMPAIGN PLANS

Nationwide Voter Mobilization Program Directed at Community of the Forgotten Ones

Date: JULY 20, 2004
For Immediate Release

New York, NY (July 20, 2004) - The man who invented the remix, Sean "P. Diddy" Combs, held a press conference today at New York University's Kimmel Auditorium to announce CITIZEN CHANGE, a national, non-partisan organization created to educate, motivate, and empower the more than 42 million Americans aged 18-30 that are eligible to vote on November 2nd.

Born of Sean Combs' frustration with the current political system, one that fails to address the needs, answer the questions, or engage the participation of the young, Citizen Change utilizes the mogul's vast resources and personal relationships with media companies and the leaders of the entertainment and fashion industry. No one but Diddy could speak directly to the political elite and the youth of America in the same breath.

Combs' stated, "From here on, I'm asking questions and I want answers. As Citizen Combs, I've got one vote and I need to know which candidate represents my concerns and me. Part of the responsibility I'm taking on is to write up a job description for the candidates and make sure they do their job."

Combs' has outlined an urgent, multi-tiered campaign that he will communicate through media that is most relevant to the target demographic. As detailed in today's speech, Citizen Change will:

- Invite other notable figures to participate in fundraising efforts and record public service announcements that will take over the airwaves with Citizen Change's urgent VOTE OR DIE! message
- Create a sexy, fashionable t-shirt line with the VOTE OR DIE! slogan. Head designers at the Sean John clothing label will join with those at Ecko, Phat Farm, and Rocawear to create a line featuring distinct, hip interpretations of the campaign's message
- Join with MTV, BET and radio partners to spread the VOTE OR DIE! message through creative programming, interviews, and guest chats
- Tour the country with carefully planned events designed to motivate and excite young voters
- Combat apathetic attitudes on a local level by working with street teams in a grassroots effort and establishing online programming that engages young voters at home and at school

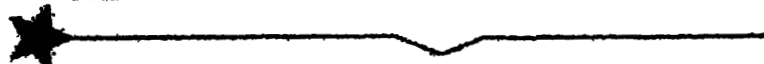
★ SPREAD THE WORD

> EMAIL SIGN UP
> TELL FRIENDS

"Young voters in this country are throwing away their power to have a say about education, healthcare, and any issue that affects them," Combs explained. "These things affect your life, so - Vote or Die!"

A consistent theme throughout Combs' speech was his desire to work to energize young, registered voters and candidates alike. His attitude of accountability comes at a time when the disparities between our country's leaders and our country's youth are glaring.

Citizen Change will empower young people to be the 'agents of change' in their own lives, and will demand accountability from the leaders they elect.



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THANK YOU

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About Citizen Change - Citizen Change Vote or Die

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Citizen Change is a non-partisan, non-profit organization with a mission to educate, motivate and empower millions of young Americans to access their power and vote November 2nd.



> VERIFY YOUR REGISTRATION & POLLING PLACE

KNOW YOUR RIGHTS

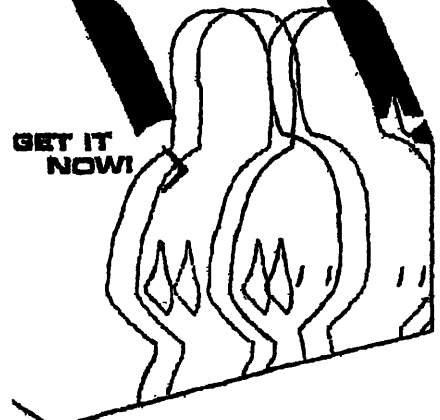
> VOTE!

GET INVOLVED

> VOLUNTEER

RETAIL LOCATIONS >

GET IT NOW!



SPREAD THE WORD

> EMAIL SIGN UP
> TELL FRIENDS

ABOUT US CITIZEN CHANGE'S MISSION

Citizen Change is a national, non-partisan and non-profit organization created to educate, motivate, and empower the more than 42 million Americans aged 18 to 30 that are eligible to vote on November 2nd -- also known as the "forgotten ones." Founded by businessman, entertainer, actor, producer and designer Sean "P. Diddy" Combs, Citizen Change has one mission: to make voting hot, sexy and relevant to a generation that hasn't reached full participation in the political process.

Everyday young cultural leaders influence millions of young people to exercise their \$898 billion in buying power to purchase the latest fashion, music, cars and bling. The political parallel is obvious. The same way we would market a Biggie Album, a Sean John sweat suit or a Spiderman movie will be the same way we promote the urgency to vote on Election Day.

Together, with the support of such media powerhouses as MTV, BET and Clear Channel, we will unite under the banner of Citizen Change to form a cultural tour de force, relying on many of the same viral marketing initiatives so often used by P. Diddy, attacking programming, airwaves and college campuses to spread one message: **Vote or Die!**

VOTE OR DIE!

While the *Vote Or Die!* message is an alarming one, so too are the conditions affecting our communities. It truly has become a matter of life or death. The "forgotten ones" will not be able to survive if the current issues of unemployment, failing education and denial to proper health care continue to be ignored.

However change can't happen without participation. According to the US Census, 42 million young voters aged 18 to 30 represent 25 percent of the voting population.

But only half of those young people were registered to vote in 2000. These statistics represent the huge disconnect between young voters and the political process. And it is cause for alarm. Citizen Change will answer that call.

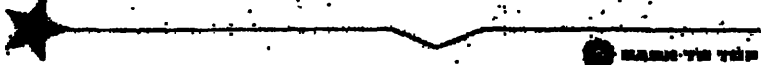
In the spirit of a true P. Diddy "re-mix", Citizen Change has reinvented the process of mobilizing young people and minorities to the polls. Where in the past politicians have failed to appeal to the youth, Citizen Change has created an undeniable campaign by amassing its own "Coalition Of the Willing" which include such luminaries as Jay-Z, Leonardo DiCaprio, Jamie Foxx, Ellen

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DeGeneres, Ashton Kutcher, 50 Cent, Mary J. Blige and Drew Barrymore. Together they will spin the infectious message of *Vote or Die!* to every corner of youth culture, resonating the importance and spininess of being politically informed and active. If you are young you will have no choice but to join the movement.

And no movement is complete without its own fashion statement. Citizen Change has formed an unprecedented partnership with the top designers in the youth market place: Tommy Hilfinger, Marc Ecko, Russell Simmons for Phat Farm and of course Sean John, all of whom have been commissioned to design a limited edition series of T-Shirts that feature the *Vote or Die!* slogan. Proceeds from the sale of these shirts will be donated to Citizen Change and its voter registration efforts.

Come November the true power of youth culture will have left its mark on the political world. And at the center of the largest mobilization effort of youth voter participation in American History will be Citizen Change. Together alongside the cultural leaders of our day -- artists, industry moguls, athletes and community activists -- they will announce their arrival to the power of change. On November 2nd the community of the "forgotten ones" will be remembered forever.



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Dixies, Diddy Rock the Vote

Artists honored for political activism

Big words

The Dixie Chicks and P. Diddy were among those honored for their efforts in increasing voter awareness at the eleventh annual Rock the Vote Awards at the Hollywood Palladium Saturday. The gala event included appearances by California Senator Barbara Boxer and performances by Fountains of Wayne, Black Eyed Peas and N.E.R.D.

The Dixie Chicks were presented with the Patrick Lippert Award -- named for Rock the Vote's first executive director -- in part for the Texas trio's "Chicks Rock, Chicks Vote" campaign, which began with a \$100,000 donation from the band and has led to 150,000 voters registering through the program's site.

In accepting the award, banjo player Emily Robison touched on the inadvertent start to the Chicks' activism, with a crack at the expense of singer Natalie Maines. "We probably wouldn't have been here if you hadn't stuck your big ol' foot in your big ol' mouth," said Robison, referring to Maines' on-stage comment in London last year in which the singer said she was "ashamed" that President George W. Bush was a fellow Texan. The subsequent uproar led to many radio stations dropping the Chicks from their play lists, threats against the band and Dixie Chicks CD destroying parties, all of which was somewhat mitigated by the fact that the group played a long string of sold-out dates following the furor.

"The bottom line is every vote does count," added Maines. "Last year we learned the importance of not taking any of our rights for granted."

Eight-year rock veterans -- and dubious 2004 Best New Artist Grammy nominee -- Fountains of Wayne obliged the audience with their May-December romantic fantasy "Stacy's Mom" and closed with an extended version of their early alternative radio hit "Radiation Vibe," working the Cars' "Let's Go" and Steve Miller's "Swingtown" and "Jet Airliner" into the protracted jam. The Black-Eyed Peas then set the social conscience bar high with their Record of the Year-nominated "Where Is the Love," while N.E.R.D. aimed decidedly lower with "Lapdance" and other libidinous party anthems.

P. Diddy was honored for his participation in various voter outreach programs, including Rock the Vote public service announcements and phone campaigns. Although event organizers were careful to emphasize the value of getting young people involved in politics regardless of party affiliation, P. Diddy's acceptance speech made clear what side he's on.

"We're going to need to get Bush's ass out of that office," he said. "Watching CNN you don't hear a lot of talk about young people. We have to use the energy we have as young people to make them respect and recognize us. I honestly feel the president we have in office doesn't care about young people, doesn't care about minorities and I don't know if he feels the pain of the mothers and fathers of our soldiers that are dying in Iraq. We need to make a change."

COLIN DEVENISH
(February 9, 2004)

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Stars Aim To Get Out Vote In Detroit

P Diddy, Leonardo DiCaprio, Mary J. Blige Visit WSU

POSTED: 9:47 AM EDT October 27, 2004

DETROIT -- Rap star Sean "P Diddy" Combs brought star power to Detroit Tuesday night to get out the vote.



P Diddy was joined by actor Leonardo DiCaprio and singer Mary J. Blige at the campus of Wayne State University. Combs is the founder of Citizen Change -- a non-profit, non-partisan organization aimed at reaching voters -- and brought his Vote Or Die "Shock And Awe" Tour to the college campus for a 5 p.m. rally.

"Detroit, Kerry and Bush aren't here right now. They're on the campaign trail. But wherever they are, I want them to hear you. Make some noise," said Combs to the Detroit crowd.

Students -- armed with cameras and signs -- spent several hours waiting in line to see the celebrities. An unidentified student said she believed most people came to the political rally just to see the stars.

Another student told Local 4 that most young people are not informed of political issues because they believe their vote doesn't count.

The organization is non-partisan, but all three celebrities made it clear that they were supporting Democratic candidate Sen. John Kerry, Local 4 reported.

The stop at Wayne State was part of a six-city, three-day tour across America. Other stops include Milwaukee, Wis.; Cleveland, Ohio; Philadelphia, Pa.; Jacksonville, Fla.; and Miami, Fla.

Previous Story

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● **October 26, 2004: Celebrities Make Stop In Detroit For Vote Drive**

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Vote or Die rally, stars come to WSU

BY CECIL ANGEL
FREE PRESS STAFF WRITER

October 27, 2004

The star power of hip-hop mogul Sean (P. Diddy) Combs, actor Leonardo DiCaprio, and singer Mary J. Blige drew more than 6,000 people Tuesday to a get-out-the-vote rally on Wayne State University's campus in Detroit.

The Vote or Die rally was part of a three-day tour to seven cities in swing states key to the presidential election. Officially, the rally was nonpartisan, but most of the crowd and the stars favored U.S. Sen. John Kerry over President George W. Bush.

"This year we're not going to sit on the sidelines and complain, we're going to decide the next president of the United States," Combs told the crowd gathered on Gullen Mall.

The rally drew mostly people in their teens and 20s and many were high school students. Some arrived as early as 2 p.m., staking out places in the front row. The stars didn't appear until about 6:30 p.m. and were greeted with screams and cheers that were more concert than political rally.

"We are in a swing state and believe me you are the swing vote," Combs said.

He acted as master of ceremonies as he introduced DiCaprio, who described himself as a concerned citizen and the upcoming presidential election as "the most important election of our lifetime."

"We are at a turning point," DiCaprio said. "This is not just an election to decide a single president. ... The power of our vote will determine the direction of the most powerful court in the world."

When he told the crowd, he supports John Kerry, many began chanting "Kerry, Kerry."

Blige spoke next. She told the crowd: "They don't believe you exist. They believe you're dead."

Combs told the crowd that both candidates had not taken the votes of young people seriously. He began his movement, Citizen Change, five months ago because people were saying that young people were passive about politics and not interested in voting.

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Contact CECIL ANGEL at 313-223-4531 or angel@freepress.com.

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Detailed Forecast

THE SOUTH END

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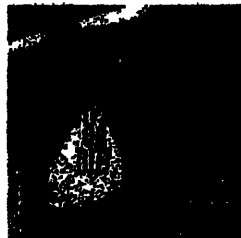
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CAMPUS : P. Diddy: 'Vote or Die!'

Oct 22/2004



Jason Matthews/The South End
Sean "P. Diddy" Combs does a little dance for the crowd at Student Council member Phylon O'Boor (left) and Student Council Vice President David Walker (right) look on during the Vote or Die rally Tuesday night at Gillen Mall.

By Sherryn Harvey and Alicia Christelwald
Staff Writers

An enthusiastic crowd of 8,200 people greeted Sean "P. Diddy" Combs, Mary J. Blige and Leonardo DiCaprio Tuesday night in front of David Adamany Undergraduate Library.

"Vote or Die!" is a campaign sponsored by Gilzen Change, and started by Combs, hit Wayne State University after a stop in Milwaukee. "Vote or Die!" will be making four more stops, culminating Oct. 28.

Even though the event was supposed to start at 5 p.m., some students began staking out their spots as early as 2:40 p.m. Combs and his crew were late, arriving around 8:30 p.m.

"Unless his mom died, there is no reason to be late," said Serene White, 25, a senior family life education major. "We're not even important enough for him to be here on time."

"We thought it would be over by now," said Chelsea Vandembusch, a 20-year-old junior special education major.

To try and compensate for the absence of the stars, DJ Serch from WLB (FM 87.8) appeared on stage to get the crowd hyped. Detroit Mayor Kwame Kilpatrick and his mother, U.S. Rep. Carolyn Cheeks-Kilpatrick, D-Mich., filled the time by giving a speech about the power of young students' influence on the upcoming election.

Kilpatrick admitted that the event was supposed to be non-partisan, but he voiced his opinion, saying, "It's my mic and it's my town. I'm going to say what I want."

"I can assume 80 percent of you out here want a change in the White House," Kilpatrick said. "Go to the polls, and elect a new president of the United States — John Kerry!"

Cheeks-Kilpatrick brought up the fact that Vice President Dick Cheney voted against education, and the Head Start program, and this is why it is important for college students to vote.

"It's your town and your day," said Cheeks-Kilpatrick. "Are you ready to win?"

Combs and company arrived among screams from relieved and happy students, and went right into his speech to get young people to vote.

"They say young people are lazy, and don't care about voting," said Combs. "They will be proven wrong Nov. 2."

Leonardo DiCaprio came to the stage next to share his views about the importance of young people as responsible and concerned citizens.

"We have the opportunity to influence the policies of our country for generations to come," DiCaprio said to the assembly. "We are not going to sit aside passively and let others decide our future."

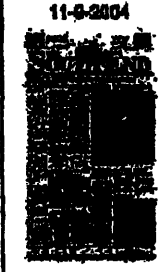
DiCaprio also spoke about the voting decline over the past 30 years and affirmed the potential impact of young voters, saying, "Forty-two million young people have the power to vote."

Mary J. Blige began her address by telling the crowd that although she knows little about politics, she understands the importance of becoming involved by expressing her voice in the upcoming election. "This is my first time voting," said Blige.

"If we don't choose our own destiny, the government will do it for us," said Blige. She commented on the candidates' lack of attempt to appeal to young audiences by saying, "They believe that you don't exist."

She also voiced her opinion that the American government does not care about

Today's Front Page



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minorities or the inner city. "If we don't vote, we will die," said Blige, referring to the opinion that these groups are underrepresented and unheard by the government.

"This is how they keep you in place -- with fear," said Blige. "But there is nothing to fear but fear itself."

Blige used ideology and quotes from the Michael Moore film "Fahrenheit 9/11" to support her own views and to illustrate the film's importance in influencing her to take action and reach out to young people as part of the "Vote or Die!" campaign.

During the press conference Combs was asked how effective he believed the campaign would be. "Well, I think it will be very effective."

"We have taken over MTV, taken over the streets, and we are spreading the importance of the election to disenfranchised women and minorities," he said.

Shela Odunade, president of the WSU chapter of the National Association for the Advancement of Colored People, said the reason why Clinton Change targeted the Detroit branch of the NAACP was because of the reputation of the NAACP in student-run civil rights and voting movements.

"Diddy wanted to focus on students; he wanted them on stage with him, he wanted them helping out with everything," Odunade, a 23-year-old senior international marketing major, said.

"It was tremendous for me representing the organization," she said. "We're about social change and social justice. It was important to be on stage to tell people to go vote."

Combs emphasized the point of getting first-time voters out to vote by instructing them to "Vote with your heart. Make it personal. Be down with yourself and your family. Vote for your future."

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Temple News - News
Issue: 10/29/04

Diddy to first-timers: 'Vote or Die'

By Lucas K. Murray

It's safe to say students who support George W. Bush wouldn't contribute to an event supporting Sen. John Kerry.

But that's what many of them did when anywhere from \$7,000 to \$12,000 in University funds went to the production of Citizen Change's Vote or Die rally on Wednesday.

Although the event was billed as non-partisan, many of the performers acted contrary to its purpose, which is to encourage young people to vote, but not for any particular candidate.

Several of the event's opening acts expressed anti-Bush sentiments. One local performer specifically implored those in the audience to vote for John Kerry.

Rapper Mary J. Blige voiced her concerns with the current administration, highlighting her disapproval with President Bush's international and domestic policies.

"It's a considerable amount of money and the policy of the university is that we don't sponsor partisan events," university President David Adamany said. "This apparently was approved by various groups for funding based on the assertion that this was non-partisan."

The Board of Trustees adopted a policy that bars the use of university money to sponsor partisan events, Adamany added.

Temple Student Government, Student Activities and the Main Campus Program Board, which all receive funding from the university, allocated funds for the event, according to Director of Student Activities Rita Calicat.

It is unclear exactly how the total cost was divided.

Calicat said Citizen Change billed the event as a non-partisan voting initiative.

"I think the real issue is the very serious breakdown by people in the university's own staff who failed to identify the nature of this event and allow the university to support it," Adamany said. "We're still looking into it."

TSG President Naeem Thompson said if he had known that derogatory comments about Bush were to be made at the event, TSG would not have sponsored it.

"It's been the policy of Temple Student Government not to campaign for anyone," Thompson said.

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Sean "P. Diddy" Combs, head of Citizen Change maintained a neutral stance throughout his portion of the three-hour program. In his press conference, Combs attributed the partisan outbursts to the fact that "young people have a lot of emotion."

"This is a non-partisan effort," he said. "I'm not campaigning for Kerry. I'm not running a campaign on the low for Kerry. I'm campaigning for the people."

However, Combs has been clear on his views in the past. In this month's Spin magazine Combs was quoted as saying "[We have to] get Bush's ass out of office" at this year's Rock the Vote Awards.

Combs founded Citizen Change earlier this year in order to mobilize thousands of young, minority and urban voters, but groundwork for the event in Philadelphia started late last week. The group contacted Temple on Oct. 21 looking for a venue to host one of six Vote or Die events in a three-day span.

For the event, Citizen Change booked the talent and the transportation to and from the venue. Temple provided the venue along with a stage, lighting, a sound system and security.

Pro-Kerry comments and comments critical of the president were not limited to Vote or Die's stop in Philadelphia.

At Wayne State University on Tuesday, Vote or Die tour member Leonardo DiCaprio openly supported John Kerry. Similar sentiments were echoed at a stop at Case Western Reserve University.

"Events have to be nonpartisan," Adamany said. "No student funds and no funds of the Commonwealth of Pennsylvania should go to a partisan event. Neither the taxpayers or students should have to support political views they disagree with."

Lucas K. Murray can be reached at LukeMurray33@yahoo.com.

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MSNBC.com

All aboard P. Diddy's political party plane

Musician seeking 'extreme political makeover'

The Associated Press

Updated: 4:24 p.m. ET Oct. 29, 2004

ABOARD P. DIDDY'S PLANE - At first glance, it appears presidential: A private jet bound for swing states days before the election. A campaign staff. Hungry media. An omnipresent slogan, "Vote or Die."

But there's no candidate — just Sean "P. Diddy" Combs in all his hip-hop, hype-loving glory, putting in work for his nonpartisan organization Citizen Change.

The mastermind behind those "Vote or Die!" T-shirts is flying from New York to Milwaukee, Detroit, Cleveland, Philadelphia, Pittsburgh and Miami on a three-day tour to inform young people and minorities that voting is important and, well, "sexy."

The Associated Press hitched a ride on Combs' jet — nicknamed Air Force Change — for the Milwaukee and Detroit legs of the tour. Here's what went down:

8:46 a.m.: R&B star Mary J. Blige, who'll be speaking alongside Combs, arrives at the airport flashing a hip-hop meets Jackie Onassis look with big sunglasses, a black-and-white petticoat and headband pulling back her long locks. Combs is nowhere to be seen.

9:18 a.m.: Boarding begins. The 52-seat rented jet is one big first-class section, more Hugh Hefner's Big Bunny than President Bush's Air Force One. There are comfy burgundy leather seats with brass accouterments, but the personal ashtrays on each armrest have been welded shut. Red, white and blue flags (no stars, just stripes) and Citizen Change posters add a patriotic touch.

10:08 a.m.: Combs arrives with a pillow and smaller-than-expected entourage, which includes burly bodyguards and a petite Maltese named Sophie. The dog resides in its own Louis Vuitton bag.

10:18 a.m.: Combs, who started Citizen Change earlier this year, strolls through the plane and greets everyone. He's sporting a "Vote or Die!" T-shirt, of course, beneath a denim ensemble by Sean John, his personal fashion label.

Does he prefer to go by P., Puffy, Daddy or Diddy?

"Hi, I'm Sean," he tells The Associated Press.

Extreme political makeover

10:54 a.m.: Cruising altitude. The captain turns off the seat belt sign, although most of the members of the media have already begun prancing

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around the cabin, Combs is at the front of the plane, working on the speech he'll give in Milwaukee.

"We wanted to do an extreme makeover of the election process," Combs tells AP about the motivation behind the tour.

11:27 a.m. Puffy Air begins its descent into Milwaukee. "Entertainment Tonight" reporter Maria Menounos and her camera crew, who are also along for the ride, film an Intro. The bubbly correspondent mentions something about Brad Pitt being at children's hospital in Los Angeles.

12 noon: Six-vehicle motorcade arrives including five SUVs ... and a party bus. Tom Gast, an admitted non-Puffy fan and the plane's pilot from New York to Milwaukee, eyes the media awaiting Combs' exit from the jet.

"Even though I'm voting for Bush, I still made the flight as smooth as possible," Gast reveals to the AP.

But sir, Combs is not endorsing either candidate. He says "Vote or Die!" isn't about the candidates, it's about the people.

"Kerry isn't smart enough," Combs later tells AP. "Instead of throwing a football around, he should take his butt into the inner-city and see how a young kid is going to school. And you don't see Bush taking the time to go to BET or MTV. Nobody was talking to this community. I deal with them every day."

12:29 p.m.: Combs and the motorcade arrive at the downtown Milwaukee Area Technical College. A group of fans have gathered outside temporary barricades, begging for Sean's John Hancock.

"I love his music," an autographless Sarah Vershowske, 18, says of Combs, who turns 35 on Nov. 4. "And he's hot."

12:55 p.m.: A mob of students is stuffed into the 1,800-seat Cooley Auditorium, many screaming and holding up "Vote or Die!" signs while perched atop the theater-style seats. Before Combs emerges on the stage, MATC President Darnell E. Cole repeatedly warns the throng: "Get off the chairs."

1:03 p.m.: The man enters to some "Vote or Die!" chants and "Puffy, I love you!" screams. Combs introduces Blige to even more screaming.

"I'm gonna get real raw," Blige warns. "I saw 'Fahrenheit 9/11' and I'm about to go there. I'm not afraid because God has taught me one man can change history."

Blige's emotional anti-war, pro-woman speech elicits a range of emotions from the crowd. Some yell "Amen!"; others cry. She says her father went to Vietnam and "came home a nut. And he abused my mother. He abused us through my mother. And she abused us because my father abused her." The "Children of the Ghetto" singer blamed the government for brainwashing her parents.

"I don't think I want to benefit from a robbery of innocent poor people's blood who did not deserve to die the same way you do not deserve to die

today," Blige says. "But that's what will happen if we do not vote. We will die."

'Bum rush those polls'

1:12 p.m.: After Blige's speech, Combs addresses the crowd. He's less emotional, more focused.

"I want y'all to bum rush those polls if you're registered, and let them know we have the power," Combs says. "So that the next election that comes around, instead of them speaking to the NRA, AARP, soccer moms, NASCAR dads, they'll be speaking to you, the forgotten ones, the one they turned their backs on."

2:10 p.m.: Combs arrives back at the tarmac; Air Force Change isn't ready to depart for Detroit yet. So, followed by his 50-person entourage, he walks across the four-lane street to Amella's, a restaurant and lounge specializing in pizza and beer.

Waitress and Combs fan Tabitha Maki's jaw practically drops when she sees the hip-hopster enter the eatery. "I have all of his CDs," Maki, 23, tells the AP.

But Diddy declined to dine. The plane was ready. "There was no fried chicken," Combs joked to the AP. The motorcade arrives to drive everyone back across the street.

2:29 p.m.: Back on Air Force Change, field director James Gee, who helps Combs write his speeches and usually works on real political campaigns, hasn't slept since yesterday.

"One of the reasons Citizen Change has been so successful is because Puffy does real talk," he tells AP before crashing for a catnap. "He doesn't have an ax to grind. He's not against nobody. He's not for nobody except the people."

4:22 p.m.: The plane lands in Detroit. Combs is still energetic. On the ride to the next rally, the man who once arrived at the MTV Video Music Awards in an 18-wheeler, beams about his latest mode of transportation.

"My plane has a lot of flavor. Later on, we're going to have mimosas," he promises.

7:12 p.m.: Combs and Blige join actor Leonardo DiCaprio on an outdoor stage at Wayne State University. The three address the behemoth crowd, more fitting for a concert than a political rally. Together, the trio looks like a sort of surreal, postmodern presidential campaign commercial — Combs as president, DiCaprio as vice president and Blige as first lady.

Although Combs says he has no political aspirations, it's the sort of image he sees on the horizon.

"There will be an opportunity to have a woman president, a black president, a Latino president, a gay president," he told AP. "Anything's possible if a community flexes its power. That won't happen overnight though. We have to stay focused. We have to grow our power within politics to be able to break down those barriers."

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Puff Daddy: Behind the Politics

Tuesday, August 03, 2004

By Roger Friedman

FOX NEWS

Puff Daddy | Record Biz

Puff Daddy: The Real Story Behind 'Vote or Die'

Sean Combs's new "voter awareness" organization, Citizen Change, has poached its executive director from Russell Simmons' Hip-Hop Summit Action Network.

Alexis McGill recently decamped from the HSAN, where she was political director, to run Citizen Change (slogan: "Vote or Die").

But what and who is behind Citizen Change anyway? I'm told that grocery billionaire, Democratic donor and Clinton enthusiast Ron Burkle is the guru guiding Sean "Puffy" Combs' recent conversion to political activism. And just who is Ron Burkle anyway?

You may not have noticed 50-year-old Burkle at the Democratic convention last week. He didn't speak, but his presence spoke volumes. He spent four days at the convention in a luxury suite, entertaining Bill and Hillary Clinton, Ben Affleck, Leonardo DiCaprio, John Cusack and Combs.

Indeed, Burkle presided over the one and only meeting between Affleck and Combs, now members of the Jennifer Lopez Former-Fiancé-and-Husband Hall of Fame.

(But, according to a source, many tried crashing the Burkle suite, including Christie Hefner, daughter of Hugh. "She just showed up and brought a lot of people," says my insider. None of them were bunnies.)

But Burkle, who's given hundreds of thousands of dollars to the Democrats over the last several years, seems to be, if not behind, then influential in Citizen Change.

Burkle is, famously, the largest supplier of ingredients to McDonald's through his Golden State Foods. He is also the largest grocer in the U.S., thanks to his ownership of Kroger.

He may be better known to you for his long friendship with Michael Jackson, whom he hosted last spring at his San Diego estate. For a couple of years, he was even in business — surely now to his regret — with Hollywood's Michael Ovitz in the short-lived Artists Management Group.

But a chance meeting in Miami last year put Burkle in the fashion business when he crossed paths with Combs, aka "P. Diddy."

The pair hit it off, and Burkle wound up heavily investing in Combs' Sean John clothing line. Thanks to him, we're about to have Sean John boutiques everywhere, not to mention a Sean John women's line in addition to Sean John men's clothes, casual wear, and perfume.

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Last fall, Burke's charitable foundation made a six-figure contribution to Combs' "Diddy Runs the City" marathon run, which benefited New York City schools. The foundation also makes hefty donations to a host of liberal causes and educational programs, from the Anti-Defamation League to People for the American Way, the Elton John AIDS Foundation and the Walden Woods Project.

But it's no coincidence that Combs abruptly started his Citizen Change charity last month, followed by his appearance in the Burke box in Boston.

In the late spring, Combs was asked to be part of various concerts taking place to raise money for John Kerry. Let's put aside the fact that Combs doesn't actually sing or rap; he's too smart to put himself out there as a performer. The real Sean Combs is an impresario, sort of the hip-hop David Merrick. And of course Burke had a \$100 million investment in him.

"We were thinking we should do something on the political side," says a Burke insider, "with Puffy."

Not long after that, Combs and his manager Phil Robinson apparently made a visit to Donald P. Cogsville, an investment banker who is one of the four managing partners in RCM Saratoga, a boutique firm specializing in minority businesses. (Citizen Change's Web site, citizenchange.com, is registered to RCM Saratoga.)

Cogsville introduced them to Joseph Merlino, a communications consultant who came up with the idea for Citizen Change.

Combs wouldn't have to actually register voters, as Rock the Vote does. He would just have to use his unique promotional skills to get voters to the polls. (Combs himself came up with "Vote or Die.")

"I developed the idea and the positioning," Merlino told me yesterday. "Sean and his manager approached the head of RCM Saratoga with a bunch of different concepts. The idea is not to go after registration, but to increase the turnout."

So, here's the real question then: What draws someone like Ron Burke to Sean Combs, one-time defendant, prep-school graduate, owner of multiple monikers and dangling platinum crosses?

My Burke insider says, "He's a quick study. He likes to play it cool, but he knows what he's doing. Ron's relatively young, and he sees Sean's ambition."

Combs, by the way, got high marks in the Burke suite last week. When his "rented monsters"—gigantic security guards with thick necks who never spoke—were asked to leave because of overcrowding, they did so very politely.

Record Biz: Still Exist Out There?

Sometime in the post-music era (circa 1983) right after Grandmaster Flash, Elvis Costello and Talking Heads set up the templates for the future, there have been occasional glitches.

Every once in a while, there's been a great single, even though corporate radio has done its best to make sure we don't hear it.

Did I miss a group called The Libertines? Yes.

Now Randy Poster, the man who compiles the most interesting soundtracks for movies, ("Little Black Book" is his new one) has sent me a CD he cooked up that includes "For Lovers." This sterling three minutes comes from someone named Wolfman and his pal Pete Deherly, who were evidently part of the Libertines.

Can you get this record? Probably, but you'd have to know about it. Ditto The Detroit

WHOIS

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Registrar Name.....: Register.com
Registrar Whois.....: whois.register.com
Registrar Homepage: http://www.register.com

Domain Name: citisenchange.com

Created on.....: 12 Mar 2003 21:22:53
Expires on.....: 12 Mar 2006 21:22:53

Status: Locked

Domain servers in listed order:

NS1.CTSG.COM
NS2.CTSG.COM

Whois-services: yp27yp2yy94po.citisenchange.com@whois-services.com



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State Locator - Citizen Change Vote or Die

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Citizen Change is a non-partisan, non-profit organization with a mission to educate, motivate and empower millions of young Americans to access their power and vote November 2nd.



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| New York | MTV Store Image Planet Hollywood | New York New York New York |
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| Ohio | Kaufmann's | Cleveland |
| Pennsylvania | Tops & Bottoms Preet Apparel Foot Stop Kaufmann's | Philadelphia Philadelphia Philadelphia Pittsburgh |
| Rhode Island | Fillene's | Providence |
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Stiff Hip-Hop & Money: Diddy Gets \$100 Mill For Sean John Expansion

The Wire / Daily Hip-Hop News
written by Carl Chery (carl@sohh.com)
Wednesday - Sep. 17, 2003



In addition to a Sean John main store set to open in Manhattan next spring, Sean "P.Diddy" Combs is plotting the opening of at least 10 new stores next year. But the mogul's expansion feat would have been impossible without a \$100 million cash infusion the fashion label just received from an LA-based investor.

While urban designers, including Russell Simmons have recently been on the hunt for cash investors, Diddy has struck gold with a \$100 million deal with Ron Burkle of the Los Angeles based Yucaipa Cos. Burkle's involvement is quite possibly the fuel to give Sean John the spurt to grow the line to the next level. According to the *New York Post*, Diddy's successful clothing line reached a plateau and then stagnated as a small wholesale business with apparel manufacturer, Ashok Sanl.

Combs will remain at the helm of Sean John, serving as chairman and chief executive of the company. The clothing line's annual report over the past years reveals sales of about \$300 million annually according to the *New York Post*.

Meanwhile, Diddy is facing another lawsuit, now from Moore & Bode Cigars who claim the rapper revealed trade secrets in his new music video. The Miami-based cigar company is asking for \$15,000 in damages from Diddy and an un-named cameraman.

In the lawsuit, the company claims that the "Shake Ya Tailfeather" video features their "unique method of rolling cigars" and their secret blend of tobacco. The footage was apparently shot in the owner's absence even after the cameraman was told to leave the premises without the company's authorization.

"We'll investigate and gather all the accurate information before we make any comment publicly," a Diddy spokesperson said in a statement.

Despite the slew of lawsuits, Diddy is keeping busy. Recently named one of *Fortune's* richest "40 Under 40", the rapper will feature material on Britney Spears' forthcoming album and last week wrapped a video in Jersey City, NJ

with Lenny Kravitz and Pharrell Williams for "Show Me Your Soul," *Bad Boys II* soundtrack's newest single.

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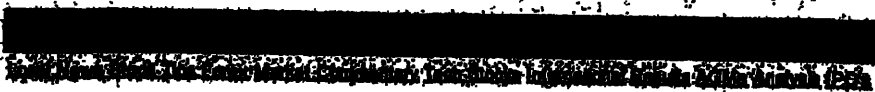
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Wednesday October 13, 12:00 AM

Pretty Liberal With The Cash

What do rap music impresario Sean "Puff Daddy" Combs and former Vice-President Al Gore have in common? Los Angeles money manager Ronald W. Burkle backed each of them with cash from the California Public Employees' Retirement System. Nobody cultivates the rich and famous quite the way Burkle does.

ADVERTISEMENT

The 51-year-old billionaire frequently hosts celebrity-packed charity events at his Beverly Hills estate. He has given millions of dollars to political causes, most of them connected with the Democratic Party. Even former President Bill Clinton is on his team, serving as a senior adviser to Burkle's investment firm, Yucaipa Co., in return for a slice of the profits. But can Burkle turn his A-list Rolodex into high-powered returns for California pensioners?

In the past three years, CalPERS has committed up to \$760 million to Burkle for investments that aim to help underserved segments of society while, of course, still making money for the retirement fund. He has been putting the money to work in a string of deals that he says will benefit minorities, women, and blue-collar workers. Last year, Burkle invested an undisclosed amount in Sean John, the urban-sportswear company founded by Combs. In May, he was one of the backers of Gore's planned \$75 million cable-TV station, INdTV, which aims to provide news and entertainment for 18-to-34-year-olds. And in August, he paid \$300 million — some of it CalPERS money — to buy TDS Logistics Inc., a Canadian auto-parts concern that had been hit by a strike the month before.

Burkle argues that the Combs and Gore deals not only reflect his social mission but are also good commercial investments. Combs's apparel business, he says, is one of the nation's fastest-growing companies, reaching nearly half a billion in sales in just six years. With Gore, Burkle says he was able to invest in a cable station — currently running Canadian news — at a very low price because cable operators had yet to renew their subscriptions. After Gore laid out his business plan, the cable operators quickly re-upped. Burkle says both companies employ minorities and women and are creating jobs in urban areas. In the case of TDS, Burkle brought in a Yucaipa labor-relations specialist to help settle the strike, which resulted in wage increases, adjustments in workers' shifts, and a commitment from the management to resolve several workplace issues. "We've gotten great returns by treating people

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well," Burkle says.

FOOD FOR THOUGHT

The son of a grocery-store manager, Burkle made a fortune in the 1980s and '90s buying and selling supermarket chains such as Ralphs Grocery Co. and Dominick's Finer Foods Inc. He says the rewards of socially conscious investing outweigh the risks. After the 1991 riots in Los Angeles, for example, Burkle says he spent \$50 million to rebuild damaged stores and keep workers employed. Those stores were later part of a 1998 merger between Fred Meyer Inc. and Kroger Co. (KR) that netted Burkle \$1 billion. In choosing him to manage money in May, 2001, CalPERS said Burkle had earned an average annual return of 45% over the preceding 13 years. How much CalPERS makes won't be known until the investments are sold in a few years.

The money committed to Burkle is a small part of CalPERS' portfolio. The nation's largest pension fund, with \$166 billion in assets, CalPERS provides health-care and retirement benefits to 1.4 million current and former government employees in California. Three years ago, it began a big push into socially responsible investing. Burkle was one of 11 advisers chosen from among 67 who applied to manage this money. He got \$200 million to invest in capital-starved urban and rural markets. A year later, CalPERS committed as much as \$560 million more for Burkle to invest in companies managed in ways that don't hurt labor. Burkle's deals also illustrate how the line between business, social connections, and politics can be blurred as pension funds come under increasing pressure from labor unions, politicians, and activists to pursue goals other than simply making money. Gore has said that his new network will not espouse any particular political beliefs. But the deal was brought to Burkle by San Francisco venture capitalist Richard Blum, another INdTV investor, whose wife is Democratic Senator Dianne Feinstein.

Burkle says he and Combs have been friends for about eight years — since their meeting at a party at Burkle's house. Combs recently entered the political fray, starting a get-out-the-vote drive with the slogan, "Vote or Die!"

PARTY ANIMALS?

These relationships strike some observers of the pension-fund world as just a little too cozy. "We should be concerned as taxpayers," says Stephen M. Bainbridge, a professor of law at the University of California at Los Angeles. "I don't want them making investment decisions so they can get invited to Puff Daddy's next party or advance their political agendas."

CalPERS declines to comment, but Burkle says that is certainly not the case. And he says winning his contracts from CalPERS was equally above board. He says he never has used his connections to influence the awarding of state money-management contracts. Still, he told BusinessWeek, he will no longer contribute to the campaigns of the California governor, state treasurer, or controller while he pursues new business with CalPERS. Since 1999, Burkle has contributed more than \$600,000 to campaigns for state office.

His focus, he says, is entirely on making money for California's pension system and bettering life for those less fortunate than him. "If I want to live in this big house, I have to feel good about myself," he says, sitting in the living room of his 32,000-square-foot mansion while a white-coated attendant serves him cranberry juice. California taxpayers better hope so.



Questions or Comments?

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Puff Piece

Sean Combs issues an electoral ultimatum, with a side order of ego

By T. Michael Conroy
July 20th, 2004 4:45 PM

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For rapper-producer-fashion mogul-Restaurateur-Broadway actor-marathon runner Sean "P. Diddy" Combs, the 2004 election is simple: "Vote or die." Combs has been called a lot of things, but prosaic has never been one of them. So with typical flare, he unveiled his new voter registration organization at a press conference today, along with its morbid slogan: **Citizen Change.**



Image: Courtesy of Citizen Change

Ego is the key word here: Combs's own visage, along with his old-school black power salute, is part of the Citizen Change logo. Before he began speaking to the crowd of a few hundred reporters, camera crews, and admirers, a screen flashed photos of the luminaries who evidently helped inspire Citizen Change. Among them were Malcolm X, John F. Kennedy, Martin Luther King Jr., Gandhi, and . . . Puffy. "Today is a day that will go down in history," Combs announced to the crowd.

Arrogant he may be, but Combs is one hell of a showman. And like a Baptist preacher he peppered his announcement with "that's right!" 's and "ya'll hear me!" 's. During Q&A, he commented on his own responses, "That was a good answer! Good answer! We on a roll people!" When he announced the stars backing his effort, Combs couldn't help but add his own color commentary. "Oh noi Ellen DeGeneresi!" he said. "We're a diversified group."

Indeed, Combs's effort reached beyond celebrity media whoredom into political media whoredom. "Who would pass this up? It's a blast," said political strategist, pundit, and serial pitchman James Carville, when asked why he was lending his name to Citizen Change. Combs explained he'd be deferring to the Ragin' Cajun for political advice. "I don't have a long history of voting," Combs said when challenged on his citizen activist merits. "But I do have long history of making things hot and relevant."

By T. Michael Conroy

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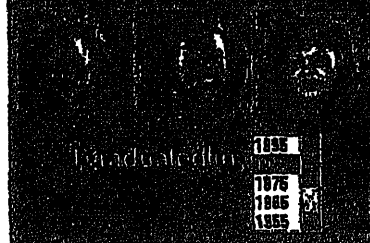
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Analysis: Hip-hop election?

By Pat Nason
UPI Hollywood Reporter

Los Angeles, CA, Jul. 23 (UPI) -- When the Democratic National Convention opens Monday, one of the many related activities in Boston will be the Hip-Hop Summit Action Network drive to register more new young voters -- a campaign that organizers hope will get the attention of politicians who are accustomed to low Election Day turnouts among young voters.

Find Your Graduating Class



Russell Simmons, the chairman of the organization, said the group has registered nearly 1 million people at 23 Hip-Hop Summits and other events across the country.

The voter-registration drives have been promoted with appearances by such pop, rap and hip-hop stars as Beyoncé, Eminem, Will Smith, P. Diddy, Jay-Z, Alicia Keys, 50 Cent and Snoop Dogg.

Plans call for appearances in Boston by Reverend Run of Run DMC, Jadakiss, Mase and other hip-hop artists.

Simmons told United Press International that the stars have been very generous with their time on behalf of the voter-registration drive.

"The whole hip-hop community has not turned us down for any request," said Simmons. "Eminem, 50 Cent, Puffy, Jay-Z -- no one has said no. If they're available, they come."

Simmons said the drive will lead to strong turnout by young voters, who traditionally have not turned out at the polls in numbers consistent with their size relative to the overall population.

Hip-hop mogul Sean Combs -- known to music fans as P. Diddy -- has launched his own campaign to get young and minority voters involved in the Nov. 2 election. Citizen Change, as his campaign is called, will place political ads on the MTV and BET cable channels and organize a nationwide

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voter-registration drive.

In a statement, Combs said he wanted the campaign to attract people into the political process who have felt alienated from politics in the past — and have therefore been overlooked by politicians.

"The forgotten ones will ultimately decide who the next president is," said Combs.

"According to the latest polls, Bush and Kerry are neck-and-neck. We will make the difference. We will be the deciding factor."

As Combs was announcing Citizen Change in New York Tuesday, *The New York Observer* reported, he was at a loss for words when a reporter from the paper asked him about his own voting record. Combs — who was wearing a T-shirt that said "Vote or Die" — conceded he had not voted since 2000.

The Observer said Combs tried to turn the moment into an argument on behalf of his voter-registration drive.

"I was just as disenfranchised as the younger disenfranchised voters," he said.

"It's just recently ... that I started to educate myself and understand the way the system works. So that's what makes this thing so much more relevant, because I'm not talking from the outside."

Combs said he understands that many young people and minorities think "the system doesn't work," but he said he can't just sit back and complain about it.

"So I don't have a long-lasting record history of voting, but I do have a long-lasting record of communicating and motivating and energizing and synergizing young people and, you know, I'm just like them," he said.

Combs said Citizen Change was non-partisan. However, James Carville — who once served as a close advisor to former President Bill Clinton — is also advising Combs' project.

Simmons said the Hip-Hop Summit Action Network voter-registration drive will also set up shop in New York during the Republican National Convention. He said his project had received support from both Democrats and Republicans.

"We've only got some money from the Democratic National Committee," said Simmons, "Maryland (Republican) Gov. Robert Erlich and Lt. Gov. Michael Steele are ... very, very accepting."

Steele made Maryland history in January 2003 when he became the first black to sworn in to a statewide elected office in the state's more than 350-year history. He serves as vice chairman of the Maryland Bush-Cheney '04 Leadership Team and is a member of the African-Americans for Bush National Steering Committee.

Simmons said he has high expectations that the Hip-Hop Summit Action Network voter-registration drive will succeed.

"I think it's going to be so dramatic, the turnout, that people are going to be

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accountable to them (young voters), both Republicans and Democrats," he said. "I believe that young people, it's in style and becoming more and more in style for them to take advantage of their responsibilities and their opportunities. It's the beginning of a major movement that will make this country more compassionate and -- the real word -- conservative, not wasteful."

(Please send comments to nationaldesk@upi.com.)



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THE ORACLE

Wednesday, November 10, 2004

News

DiCaprio visits USF to campaign for Kerry

By Stefanie Green
Associate Editor
October 20, 2004

Joining the list of celebrities trying to get college-aged students to vote in the very tight 2004 presidential race is *Titanic* and *Catch Me If You Can* star Leonardo DiCaprio. He and former Environmental Protection Agency chairwoman Carol Browner will be in the Phyllis P. Marshall Center Ballroom at 9 a.m. today to campaign for Sen. John Kerry.

Omar Khan, former student body president, said DiCaprio's visit is part of his national college tour -- he was at the University of Central Florida on Tuesday.

Khan said he has heard some people say the reason they vote for someone is based on attractiveness, but he's not sure how many people will be persuaded by DiCaprio's looks. Khan added that he is impressed by the way public figures are getting involved in the election.

"Leonardo is an actor who you normally would not see acting in a political role, and this is a trend we have been seeing a lot this year," Khan said. "We haven't seen anything like this before to try to get the youth to vote."

Organizations such as "Declare Yourself," "Rock the Vote" and "Choose or Lose" are recruiting entertainers such as DiCaprio and P. Diddy to encourage those between the ages of 18 and 24 to vote.

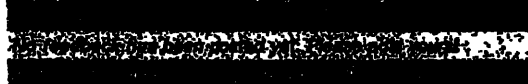
"A lot of entertainment people in general have gotten involved in the election with appearing and giving their opinions," Khan said. "It really shows and says something about how important this election is."

DiCaprio's co-campaigner, Browner, has been involved in politics. She was chairwoman of the EPA for the Clinton administration. Both Browner and DiCaprio will try to encourage people to vote for the Kerry-Edwards ticket. They will also be discussing what they say is President George W. Bush's terrible environmental record.

"The event should be really cool and entertaining even though it is at a rough time, 9 a.m.," Khan said.


Students for Kerry and the Kerry-Edwards campaign are sponsoring the event. ■

DiCaprio visits USF to campaign for Kerry



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XPDNC - New Stuff - Session 17 Banners

Published in [Xpdnc.com](#) - Indexed on Nov 9, 2004 Relevance: ★★★★★
FROM NOVEMBER 2004 FORWARD; SARS AND ECONOMIC RECOVERY BANNERS The SARS (Severe Acute Respiratory Syndrome) impact on the economic vitality is still being felt those afflicted communities. Tourism worker employment levels have not yet returned to pre-SARS levels. Tourism agencies continue to develop campaigns to draw tourists to their centres. Banners are presented in support of these renewed tourism campaigns on several pages. **FROM NOVEMBER 2004 FORWARD: GLOBAL WARNING CAMPAIGN BANNER** This banner was presented to provide support for the Global Warning Campaign.

Leo In my machine

Published in [Monkeycube.com](#) - Indexed on Nov 9, 2004 Relevance: ★★★★★
 Group: Members Posts: 420 Joined: Oct. 04 2002 Posted: Oct. 21 2004, 20:05
 Leonardo DiCaprio left us a message on our answering machine today, urging us to vote for democrats. "Hi this is Leonardo DiCaprio urging you to vote democratic this year. Democrats care about making college more affordable and making us safer at home and respected in the world. So vote democratic. For more information call 800-519-3502. This is Leonardo DiCaprio urging you to vote Democratic." So I called the number and asked to speak with Leonardo. They said he wasn't available.

Gems or coal? Hollywood's holiday lineup

Published in [CNN](#) - Indexed on Nov 9, 2004. Relevance: ★★★★★
LOS ANGELES, California (AP) – Movies are getting real for the holidays. Along with such fictional folks as Santa, a Christmas grinch, a bottom-dweller named SpongeBob, a womanizer named Affie and a romantic named Bridget, Hollywood's festive season is packed with fact-based films. Among the real-life figures: are eccentric billionaire Howard Hughes, played by Leonardo DiCaprio in Martin Scorsese's "The Aviator"; sex researcher Alfred Kinsey in "Kinsey," starring Liam Neeson and directed by Bill Condon ("Gods and Monsters"); singer Bobby Darin in "Beyond the Sea," starring Kevin Spacey, who also directed; "Peter Pan" creator J.M.

Election points to California's winners and losers

Published in [The Press Enterprise](#) - Indexed on Nov 9, 2004 Relevance: ★★★★★
WINNER: Gerrymandering. State Democrats can justifiably crow about holding off the Schwarzenegger juggernaut and hanging onto their majorities in the state Senate and Assembly, as well as all their endangered incumbents. But the state's political map made that outcome nearly inevitable, with districts so sharply drawn to favor one party or another that it became nearly impossible for an opposition candidate to break through. **LOSER:** Steve Polzner, and other political moderates.

Guideliva.com

Published in [Travel](#) - Indexed on Nov 9, 2004 Relevance: ★★★★★

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EXHIBIT A

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**Citizen Change Press Conference
New York University
July 20, 2004
Sean Combs**

**Good afternoon.
I want to thank you for coming today.
Today is a day that will go down in history.**

I am here to announce my campaign plans!

**But regrettably I will not be announcing my plans to run
for president of the United States.**

**I am here today to launch my campaign...
my campaign for the people:
Citizen Change.**

**Citizen Change
is a non-partisan, non-profit organization that will
Educate,
Motivate,
and Empower
the more than
40 million youth and minority voters --
also known as the FORGOTTEN ONES -- who are
eligible to vote on November 2nd and who will
ultimately decide who will be the next president of the
United States of America.**

**For years, politicians have wondered how to get young
and minority voters to the polls.
The answer is simple: listen.**

Start listening to the people.

They are crying out for help.

They are crying out for change.

Throughout history people have sacrificed their lives so we can enjoy the freedoms we have today including the right to vote.

And People are still dying today.

People are dying inside because they can't get a proper education and they have no hope for their future.

People are dying because they are hungry and living in the streets in poverty.

People are literally dying because they don't have any healthcare and they get turned away from hospitals.

How can this happen in America,
the richest,
most powerful country in the world?

It shouldn't.

This is a matter of life or death.

This election is life or death.
Which is why Citizen Change has come up with our
campaign slogan ...
Vote or Die!.....

See... when you vote for a president this November you are putting your life and the lives your family in the hands of someone else.

If I'm scaring you, good because
that's how serious this is.

President Bush and Senator Kerry have shared the same dream to become the President of the United States.

With this dream comes a reality
and a responsibility

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that if elected,
you must take care of all Americans...
minorities,
whites and blacks,
young people
and old people,
rich and poor,
all religions,
all colors,
all people.

And all people deserve a proper education,
all people deserve adequate health care and all people
deserve jobs that feed their families.

These are the issues that the people are concerned about.
But just as politicians have a responsibility ... so do we.

We can't hold them accountable if we don't hold
ourselves accountable --
we have to vote.

Because no politician is going to deal with these issues
unless they feel your power.
And they will not feel you unless you vote.

Trust me.

Neither party has factored your vote into their equation.

Neither party thinks you are going to step up and vote.
But they are afraid of what will happen if you do.
Because then they will be forced to deal with issues that
are important to you.

The FORGOTTEN ONES will decide who will be the
next president of the United States.

Trust me.

Citizen Change is going to make sure that the over 40 million youth and minority voters are heard on November 2nd.

And we're not just going to talk about it.

We've devised a well thought out plan to ensure the largest youth and minority voter turnout in the history of the United States.

How will we do it?

Lets go through the plan.

First..

We're gonna hit the streets.

We're gonna go into your world.

We're coming to where YOU are...

We're gonna bring it to YOU.

YOU are who is important here.

It's not about Kerry.

It's not about Bush.

It's about YOU.

It's about YOU

and the power YOU have in your vote.

We're coming into the clubs where you're partying.

**We're coming to the beaches where you're getting your tan, fun,
and sun on.**

We'll be on the college campuses with our nation-wide street teams motivating you and energizing you.

**We're going to reach YOU through
the radio airwaves.**

**We're gonna utilize all your favorite
on-air personalities.**

**We're going to saturate the marketplace and overwhelm
YOU with our passion and our message.**

**We're gonna bring an energy to this election that has
never been seen before.**

**The same way we would market a Biggie album;
a Sean John shirt,
or a Spiderman movie.**

**We will overwhelm and excite YOU with the urgency of
our message.**

We will be utilizing the power of television.

**We're also coming into your bedrooms and your living
rooms through the power of MTV and BET,
the number one networks for 18 to 34 year-olds,
who reach over
85 million homes.**

**We'll create programming that speaks your language
and is about YOU and makes YOU understand how
important YOU are and how much power YOU have in
determining who is elected in 2004.**

**MTV and
Citizen Change have entered into a unique partnership
to collaborate on such shows as
Hip-Hop and Politics,
the Real World
and Choose or Lose
and more where we will Educate, Motivate,
and Empower youth and minority voters.**

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We'll also be working with BET taking over shows like,
106 & Park,
and Access Granted.

We also have
Radio One,
and ClearChannel
on board and they have the capability to reach over a
hundred million people on any given day.

I've met a few people in my career.
I'm going to use all of my relationships
to mobilize the
power brokers and
the cultural leaders
in music,
film,
fashion,
and sports.

It has been proven that we have the power to make things
cool, hot, and sexy.

We do it all the time.

From the clothes
we wear,
to the cars we drive,
to the bling we buy.
Now we're gonna make voting cool.

We are the true leaders of today.

With this power comes a lot of responsibility.

I'm proud to say we've formed our own coalition of the
willing...
and it wasn't hard to do.

**This coalition is an
all star cast that is as diverse as
50 Cent to
Leonardo DiCaprio,
Ben Affleck to
Jay-Z,
Ellen DeGeneres,
Queen Latifah to
Mary J. Blige and
Jessica Simpson, Spike Lee,
Snoop Dogg,
Ashton Kutcher,
and Drew Barrymore,
JUST TO NAME A FEW.**

**The list of our coalition of the willing is over 100 and
growing everyday.**

**These are the leaders young Americans aspire to be.
These are who they listen to.**

**And they will use their power as trendsetters and cultural
leaders to make sure this community is Educated,
Motivated,
and Riled up for this election.**

**And it doesn't stop there.
For the first time in history,
we're going to make politics fashionable.**

**Citizen Change
has formed an historical partnership with some of the top
designers in the world.**

**Marc Ecko,
Tommy Hilfiger, Russell Simmons for Phat Farm,
Damon Dash for
Rocawear, and of course Sean John.**

We've come together to design a t-shirt with a unifying message...

Tyson and Lucas, please show them what I'm talking about.

These t-shirts will be sold all over the country and will be used to spark a revolution through fashion.

I also have other members of our coalition moonlighting as supermodels.

People use fashion everyday to make a statement and their statement will be...

VOTE OR DIE!

And we won't stop...

I'm gonna use all of my God-given talent to make this movement successful.

We're also gonna make you dance...

I'll be producing a record with some of the top producers and artists in the music industry to make sure this message is not just seen but also heard.

We will attack all of your senses:
from your sense of style in the clothes you wear,
the messages you see,
to the music you hear.

And if you think we're gonna stop here, we're NOT.

In the final hours of the election,
our coalition of the willing will be traveling to the swing states to make sure you truly understand how this game works.

This time we won't be left out of the swing states because we realize that we've got the SWING VOTE.

EXHIBIT B

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JULY 2004 – DECEMBER 2004

EXECUTIVE SUMMARY (DRAFT)

This report covers the programmatic actions and progress of Citizen Change since its inception in July 2004 through the election. Citizen Change was established in July 2004 as a national, non-partisan, and non-profit organization to educate, motivate, and empower the more than 42 million Americans aged 18 to 30 that are eligible to vote on November 2nd — also known as the "Forgotten Ones." Founded by businessman, entertainer, actor, producer, and designer Sean 'P. Diddy' Combs, Citizen Change has one mission: to make voting hot, sexy, and relevant to a generation that hasn't reached full participation in the political process.

Citizen Change was conceived of and filed for incorporation as a 501(c)3 in May 2004 on the premise that young people and minorities were not engaged in the political process because no one ever attempted to talk to them about real life issues directly in their own spaces or in their own language. Sean Combs's intention in this campaign was to educate young people and minorities, also known as the "Forgotten Ones," to the hustle of the political process. The reason no one engaged this community was because they weren't participating. To change that dynamic would require a sense of urgency and relevance for the Forgotten Ones to realize they had to take action themselves. That sense of urgency came from a slogan: *Vote or Die!*

In just five short months, through strategic exposure of *Vote or Die!* ads created with celebrities as diverse as Paris Hilton and 50 Cent as well as calculated use of Mr. Combs's television and radio commitments on MTV, BET, Radio One, and Clear Channel, *Vote or Die!* and the sentiment that phrase embodies became a household phrase and a call to action. What follows are some of the major accomplishments Citizen Change achieved during this time as well as some initial thoughts concerning Citizen Change's future.

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OVERVIEW OF MAJOR ACCOMPLISHMENTS

Youth Voter Turnout Increased:

Contrary to what media stories reported shortly after the polls closed on Election Day, young people responded in record numbers. Over 21 million Americans under the age of 30 voted in the 2004 election, an increase of 4.6 million since the 2000 election. Moreover, young voter turnout was the highest since 18 year olds were given the right to vote in 1972.

In the battle ground states, participation among youth was up by 64%. This is an important finding because it illustrates that when young people are engaged, they will respond.

African American Voter Turnout Increased:

Election 2004 marks the first election where the participation of African Americans was in line with other voting communities. Over 3 million more African Americans went to the polls in 2004 than in 2000. Whereas white Americans typically vote at rates 6 to 10 percent higher than African Americans, this election closed that gap to 1 percent. What is more remarkable about this fact is that African Americans increased their share of the electorate while they are shrinking as a percentage of all Americans.

In community after community, African American turnout exceeded the expectations set by grassroots strategists and targets. While we await the return of precinct level data to understand the impact of what happened in the urban markets we actively organized, we are confident through strong anecdotal support that young people, in particularly young African American men, played a tremendous part in increasing turnout among this community.

Industry Unity:

Citizen Change galvanized support among a multitude of industries whose target demographic is young people and minorities. Companies that are natural competitors in the marketplace such as MTV and BET, or Radio One and Clear Channel, Phat Farm and Sean John, put aside friendly rivalries to unite under the banner of Citizen Change.

A diverse array of radio stations including satellite radio hosted a *Vote or Die!* call-in show. In conjunction with Citizen Change, MTV and BET

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both developed educational programming about how, where, and why we must vote. And perhaps the most unprecedented collaboration was the unity of fashion designers as diverse as Nicole Miller, Ecko, and Tommy Hilfiger all creating a t-shirt bearing the same slogan: *Vote or Die!*

Celebrity involvement also played a significant role. Approximately 14% of first time voters reported that celebrity involvement affected their decision to vote. This provides tremendous support for the efforts of Citizen Change which leveraged personal relationships with celebrities to use their power as tastemakers to encourage young people and minorities to get out and vote.

Youth Coalition Building:

Citizen Change partnered with a number of youth based organizations including Declare Yourself, Hip-Hop Summit Action Network, Rock the Vote, and Choose or Lose to support voter registration drives and to mobilize young people and minorities to get out and vote. During this effort, Citizen Change learned that young people want to be a part of a movement. They simply lacked the vehicle to participate or to reaffirm that their participation mattered. Citizen Change worked with these youth organizations to develop concrete ways that young people and minorities could get involved and measure their commitment to the cause by the success of the movement.

GRASSROOTS MARKETING OVERVIEW

With the increasing number of voter registrations, there has undoubtedly been a change in the demographic of the electorate. This has necessitated a new way to market to young people of color. In each city we organized, we paired our street teams with grassroots organizations. Whereas the street teams understand how to reach all of the nooks and crannies of the inner city, the grassroots organizations understand the kind of information that needs to be collected and disseminated to move young people to the polls. This unique pairing is certainly unparalleled and has created tremendous opportunities for knowledge transfer between both the urban marketing community and the grassroots organizations on the ground.

Street Teams

Our street teams were in many markets distributing promotional for the Citizen Change campaign. Voter eligibility information along with registration cards were handed out and other voters were directed to

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online locations such as libraries and computer labs to ensure immediate voter registration through the Citizen Change site. Organizing event by event, our street teams saturated the spaces of young people with intensive distribution campaigns: malls, commercial districts, 234 nightclubs, movie theaters and 43 city colleges offered extensive opportunities for our team to reach high volumes of the target demographic. A focused "poster-board" program targeted key intersections, commercial districts and freeway exits in urban neighborhoods in the following cities. In addition, 142 *Vote or Die!* Parties were coordinated.

Furthermore, our street teams leveraged established relationships with 383 retail and lifestyle outlets to secure valuable in store display space and product placement/distribution. Locations ranging from barber shops, sneaker and clothing stores, local grocery stores and restaurants allowed our team to create eye-catching displays calling strong attention to the Citizen Change mission. These locations and their employees have personal relationships with the target constituents and have served as continuous reminders throughout the campaign. Yes, barbershop by barbershop, 30 mix-tape by mix-tape, DJ by DJ, our grassroots campaign has offered innovative and focused opportunities to get out the *Vote or Die!* message. No other campaign has ventured so directly into the communities where politicians typically don't go to reach young people.

Citizen Change was active with street team activities in the following markets.

Atlanta, GA
Austin, TX
Boston, MA
Chicago, IL
Cleveland, OH
Columbus, OH
Dallas, TX
DC/Baltimore
Denver, CO
Detroit, MI
Hartford, CT
Houston, TX

Jacksonville, FL
Kansas City, MO
Los Angeles, CA
Miami, FL
Milwaukee, WI
Minneapolis, MN
Nashville, TN
New Orleans, LA
New York, NY
Norfolk, VA
Orlando, FL
Philadelphia, PA

Phoenix, AZ
Pittsburgh, PA
Portland, OR
Raleigh/Durham, NC
Richmond, VA
Sacramento, CA
San Antonio, TX
San Diego, CA
San Francisco, CA
Seattle, WA
St. Louis, MO

Grassroots Partners:

On the GOTV level, Citizen Change worked to drive volunteers into existing 501 (c) 3 organizations on the ground who could ensure that the young voters actually vote on Election Day. Citizen Change also made appeals using its outlets on behalf of these organizations for help with poll monitoring; poll watching; and legal help. Volunteers have been

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encouraged to contact their friends and family to participate in the campaign.

ACORN: ACORN was helpful in building crowds in Philadelphia and Cleveland Ohio during the *Vote or Die!* Tour.

Alpha Voter Project: The Alpha Voter Project is an effort to register and turnout young voters on the campus of Ohio State University. The Alpha Project served as a Citizen Change Partner, bringing students from Ohio State to the *Vote or Die!* Tour in both Cleveland and Pittsburgh. In addition, the Alpha Voter Project wore *Vote or Die!* Tees on election day while encouraging voters to go to the polls.

Conscience People Vote: Conscience People Vote is New York based young professionals group that is focused on increasing the political awareness of young professionals in New York City. CPV partnered with Citizen Change to host a *Vote or Die!* Debate Watching Party where information about the organization was distributed and a table was set up to answer questions about voting.

ELECTION PROTECTION Coalition: Citizen Change joined a coalition of more than 100 national, state and local organizations to promote election protection information including the toll free number: 1-866-OUR-VOTE. Joined by NAACP Legal Defense and Education Fund, People for the American Way, the Coalition on Black Civic Participation and many other groups, Citizen Change used its high profile media position to further promote the 1-866-OUR-VOTE number as a resource for first-time voters. By promoting the number on MTV and BET and local radio, Citizen Change increased the visibility of this resource and educated thousands of young voters.

National Puerto Rican Coalition, Washington, D.C: Citizen Change partnered with the National Puerto Rican Coalition throughout the campaign cycle. The Puerto Rican Coalition participated in the *Vote or Die!* Satellite Radio special. The President of the National Puerto Rican coalition was interviewed by Citizen Change Chairman Sean Combs during a radio program that aired on nearly 200 radio stations around the country. The NPRC included Citizen Change and its message in its on the ground Election Day activities in cities across the country.

Rainbow Coalition/Operation Push: Operation Push conducted a major Get Out The Vote effort designed to attract unlikely voters to the polls. Operation Push wore *Vote or Die!* Tees during their Election Day operation and served as a partner to Citizen Change throughout the election cycle.

Voting Is Power: Citizen Change partnered with Voting is Power in several ways. First, Citizen Change Chairman Sean "P. Diddy" Combs produced



several automated phone messages (Robo Calls) that were sent to nearly 1 million young and first-time voters in the last two weeks of the campaign. In addition, Citizen Change partnered with Voting Is Power to produce one of the largest young voter rallies in Ohio at Case Western Reserve University. In Philadelphia, Voting Is Power was very helpful in producing one of the largest young voter rallies at Temple University. VIP helped market the event and on Election Day enlisted 150 volunteers to wear Vote or Die! Tee's to spark voter turnout on college campuses in the City of Philadelphia.

Vote Or Die! Tour:

The Vote or Die! Tour was a three day tour in US swing states from October 26 to October 28th, 2004. Citizen Change boarded a private jet with celebrities, staff, and, of course, it's own press corps which featured the likes of CNN, AP, and Entertainment Tonight.

In 3 days, often with 3 stops a day, the Citizen Change Jet went to Milwaukee, Detroit, Cleveland, Pittsburgh, Pennsylvania, and Miami. Vote or Die! rallies took place at Milwaukee Area Technical College, Wayne State University in Detroit, Case Western Reserve University in Cleveland, and Temple University in Philadelphia, and Miami-Dade College North Campus. Thousands of students and local residents were in attendance to hear P. Diddy, Mary J. Blige, and Leonardo DiCaprio speak about the importance of political participation. A Vote or Die! dinner was held at the Seldom Blues Restaurant and Club in Detroit as well.

MEDIA CAMPAIGN OVERVIEW

Continuing on the theme of 'going into their worlds,' Citizen Change developed and produced programming that would reach young people and minorities where they were. Instead of relying on the mainstream market to connect to these communities, Citizen Change went directly into the spaces known in the youth and minority market to get the message out.

In the minds of young people, MTV and BET, are their CNN. To reach them and communicate to them in their language requires going into their space. Thanks to the collaboration of MTV, which reaches 77 millions homes*, and BET, which reaches 78 million homes**, our cause grabbed the attention of millions of young, eligible voters who might have taken a passive roll in this year's elections. The value of the earned media of this campaign from appearances and programming from September to November was roughly \$6,000,000.

MTV:



Choose or Lose: Vote or Die!

A documentary that takes a look inside the Hip-Hop Community as it galvanizes for Election Day. It asked the fundamental question: what would happen if we turned the Hip-Hop Generation into the next NRA?

Total Request Live (TRL)

MTV's number one show, Sean Combs appeared regularly on TRL to promote and educate young people importance of engaging in the political process.

Real World (Philadelphia)

Sean Combs visited Real World and took the residents on a mission to register voters in an inner-city community in Philadelphia.

State of the Union Addresses PSAs

A new take on PSAs, Sean Combs in collaboration with MTV asked the question: what would happen if celebrities bum-rushed the Oval Office and gave their own version of the State of this Union? Artists as diverse as Yoko Ono, Hillary Duff, and JadaKiss and Kanye West giving their opinions. To take PSAs to another level, Sean Combs also created the idea to have these PSAs interrupt programming as breaking news. His rationale being that people may tune out commercials but if programming is interrupted, young people will be forced to listen to these important messages.

BET:

106 & Park

Citizen Change and BET collaborated on 106 & Park, BET's number one show, to give weekly Vote or Die! updates which educate young people and minorities about the process. Beginning on September 15, 2004 and ending on Election Day, these weekly spots aired every Tuesday and featured basic information on the voting process: where to vote, how to verify one's registration, how to locate a polling place. In addition, these updates offered an opportunity to debunk many myths about the voting process that have prevented young people and minorities from being engaged in the process.

Access "to Power" Granted - airdate: 10/19/04

Adapting BET's popular program, "Access Granted," Sean P. Diddy Combs and Citizen Change offered a behind the scenes look at Citizen Change and the importance of voting historically in our community. This program takes you to where politicians really don't go...barbershops, the streets, the local community centers...to ask real people to explain their issues important to them in their own words.

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Website and Technology:

Citizen Change has powerful alliances with urban online communities. These sites cater to hundreds of thousands within the targeted demographic. During the last three months of the campaign, Citizen Change website received over 430, 897 hits. The website allowed visitors to register to vote, verify their registration, gain insight on issues that mattered to them, sign up to volunteer, and purchase *Vote or Die!* T- shirts.

Email Blasts

Accessing their email databases and creating customized Citizen Change letters which spoke to their relevant issues generated a sense of urgency to make their collective voice heard on November 2nd. A call to action was presented in each email message with a link to immediately register through the Citizen Change site. The email list-serves connected to all of the industry databases and local communities.

The Citizen Change email blasts were documented at reaching over 1,500,000 web surfers each day.

eBay Auction

In collaboration with eBay, Citizen Change auctioned off 11 autographed *Vote or Die!* Shirts, as well as the chance to spend Election Day with P. Diddy. Beginning October 25th and ending October 28th, the chance to spend Election Day with P. Diddy was bid on and closed at \$3,061.11. The bid for the autographed shirts began October 26th and closed November 5th. The closing bids ranged from \$65.00 to 255.00. All proceeds went back to Citizen Change.

Robo Calls:

In coordination with Voting is Power, Sean "P. Diddy" Combs recorded automated phone calls targeting over 600,000 new voters. Each potential voter received an automated message from Combs on their cell phones urging them to vote. The robo-call initiative was so successful, young people across the country called the Citizen Change offices to thank Mr. Combs for his inspiration and to pledge that they would get out the vote personally in their own communities by bringing 10 of their friends to the polls.

Number of calls:

| | |
|-----------|-------|
| Wisconsin | 1,307 |
|-----------|-------|

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| | |
|--------------|---------|
| Pennsylvania | 137,307 |
| Oregon | 24,321 |
| Ohio | 81,789 |
| Missouri | 11,835 |
| Minnesota | 24,832 |
| Iowa | 6,734 |
| Maine | 1,022 |
| Florida | 146,656 |

Radio Campaign:

Radio is another key outlet that we use to convey our message on a national level. We collaborated with the stations under Radio One and Clear Channel as well as numerous other independent radio stations in over 60 cities. Throughout all of our markets, urban radio is a staple of the community. It is a beacon for what should be important to them in music, fashion, politics and social issues. Citizen Change extended personal relationships with on-air radio personalities and program directors to secure properly promoted and executed radio phone interviews with Sean "P. Diddy" Combs and other celebrities.

Moreover, Citizen Change developed its relationships with nationally syndicated urban morning programs for maximum exposure in multiple markets.

Vote Or Die! T-Shirts:

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PARTICIPATING RADIO STATIONS:

Albany - WJIZ-FM
Atlanta - WHAT
Augusta - WFXA
Augusta - WPRW-FM
Baltimore - WERQ
Biloxi - WBUV-FM
Boston - WBOT
Chicago - WGCI-FM
Cincinnati - WIZF
Cleveland - WENZ
Columbia - WXBT-FM
Columbus - WAGH-FM
Columbus - WCKX
Dallas - KBFB
Dayton - DHT
Des Moines - KDRB-FM
Detroit - WDTJ
Detroit - WJLB-FM
Detroit - WMXD-FM
Fort Myers - WBTT-FM
Hartford - WPHH-FM
Houston - KBXX
Indianapolis - WHHH
Jacksonville - KJBT-FM
Jacksonville - WSOL-FM
Killeen - KIIZ-FM
Laurel - Hattisburg WJKX-FM
Laurel - Hattisburg WZLD
Los Angeles - KKBT
Louisville - WGZB
Macon - WIBB-FM
Macon - WRBV-FM
Memphis - WHRK-FM
Meridian - WZKS-FM
Miami - WMIB-FM
Milwaukee-WKKV-FM
Minneapolis - KTTB
Montgomery - WMCZ-FM
Nashville - WUBT-FM
New Orleans - WYLD-FM
Norfolk -WKUS-FM
Norfolk -WOWI-FM
Odessa - KMRK-FM
Panama City - WEBZ
Philadelphia - WPHI
Philadelphia - WUSL-FM
Raleigh - WQOK
Richmond - WBTJ-FM
Richmond - WCDX
San Francisco - KISQ-FM
San Francisco - KMEL-FM
San Francisco - KYLD-FM
Savannah - WLUH-FM
Savannah - WQBT-FM
St. Louis - KATZ-FM
St. Louis - KMJM
St. Louis - WFUN
Syracuse - WPHR-FM
Tallahassee - WBWT-FM
Tampa - WBTP-FM
Tupelo - WESE-FM
Washington D.C.-WKYS

Vote or Die! T-shirts were created to further spread the message across America. Available in retail stores and the Citizen Change website, approximate 43,000 shirts were sold to date. Now that the shirts are no longer available for sale, there has been an increase in demand for them as souvenir items. During the Citizen Change charity Auction on eBay, autographed *Vote or Die!* Shirts sold for as much as \$255.00.

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Coalition of the Willing

50 Cent
Al Sharpton
Alicia Keys
Andre 3000
Arnold Schwarzenegger
Ashlee Simpson
Ashton Kutcher
Ben Affleck
Black Eyed Peas
Brandon Short
Chris Lighty
Christina Milian
Damon Dash
Dave Chappelle
Derek Jeter
Drew Barrymore
Ellen DeGeneres
Fat Joe
Game
Good Charlotte
Jamie Foxx
Jay-Z
Jennifer Lopez
Jessica Simpson
Jimmy Fallon
Joey Fatone
Kid Rock
Lenny Kravitz
Leonardo DiCaprio
Lil John & The East Side Boyz
Lindsay Lohan
LL Cool J
Ludacris
Mark Ecko
Mary J. Blige
Mase
Michael Andretti
Mya
Naomi Campbell
Nas
Nelly
Paris Hilton
Pharrell
Queen Latifah

Russell Simmons
Sanaa Lathan
Shaq
Shoshanna Johnson
Snoop Dogg
Stephen Hill
Tommy Davidson
Tommy Hilfiger
Usher
Vanessa Marcil
Whoopi Goldberg
Xzibit
Yoko Ono

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EXHIBIT C

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PSAs

1. Hey what up this is _____.

Have you ever seen a revolution? Do you want to see what one looks like? Its going to look like 20 million young people marching to the polls. 20 million strong. 20 million serious. 20 million Loud. 20 million young people voting on how to solve the world's problems.

If you want to be a part of the revolution, then be a part of the solution. Get registered to vote. And on November 2nd, get out to the polls. Stand up and be counted.

Vote or Die!

2. Hey what up this is _____.

Have you ever seen a revolution? Do you want to see what one looks like? Its going to look like 20 million young people marching to the polls. 20 million strong. 20 million serious. 20 million loud. 20 million young people voting on how to solve the world's problems.

If you want to be a part of the revolution, then be a part of the solution. On November 2nd, get out and vote. Stand up and be counted.

Vote or Die!

3. Hey what's up this is _____ here to hip you to the hustle of politics. Its simple, politics is all about power. The power to decide how much money your child's school will get or whether you get access to healthcare.

Politicians pay attention to the people who give them power. But they won't be accountable to you, if you aren't accountable at the polls. Like any other hustle, you can't be a player unless you're in the game. Make them pay attention to you. Get to the polls on November 2nd. Stand up and be counted. Vote or die!

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4. Hey this is _____.

Whatever you think about politicians, you gotta give them this. They know how to count. And unless we start showing up at the polls, we'll never matter to them — we'll never get them to pay attention to us. But trust me, once we get in the game, they'll come calling.

So on November 2nd, get counted. The person we elect that day will be making important decisions about our lives. So before you give someone that power — remember that if you don't vote, you don't have any power at all.

5. Hey this is _____.

I've heard a lot of people say they won't vote because their vote doesn't count and that politicians have forgotten them. What they need to know is that the only way their vote won't count is if they don't vote. The only way they will be remembered and represented, is if they go to the polls on November 2nd.

It's simple, the Forgotten Ones are over 20 million strong. The last election was decided by 537 votes.

You do the math.

On November 2nd, the forgotten ones — young people and minorities — will decide this election.

If you want to be a part of the revolution, then be a part of the solution. Get registered to vote. And on November 2nd, stand up and be counted.

Vote or Die!

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6. hi this is _____

Too many of us have been forgotten by the politicians. The reason we've been forgotten is because we don't vote.

On November 2nd, we're going to change that.

On November 2nd, the FORGOTTEN ONES, the over 40 million minorities and young people will decide who will be the next president of the United States.

And I have the numbers to prove it.

The community we have is over 40 million.

The last election was decided by just 537 votes...

Will we make a difference?

YOU do the math.

On November 2nd, get out to the polls. This revolution will be televised.

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SEAN "P. DIDDY" COMBS ANNOUNCES CITIZEN CHANGE CAMPAIGN PLANS

*Nationwide Voter Mobilization Program Directed at
Community of the Forgotten Ones*

For Immediate Release

Contact:

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New York, NY (July 20, 2004) - The man who invented the remix, Sean "P. Diddy" Combs, held a press conference today at New York University's Kimmel Auditorium to announce CITIZEN CHANGE, a national, non-partisan organization created to educate, motivate, and empower the more than 42 million Americans aged 18-30 that are eligible to vote on November 2nd.

Born of Sean Combs' frustration with the current political system, one that fails to address the needs, answer the questions, or engage the participation of the young, Citizen Change utilizes the mogul's vast resources and personal relationships with media companies and the leaders of the entertainment and fashion industry. No one but Diddy could speak directly to the political elite and the youth of America in the same breath.

Combs' stated, "From here on, I'm asking questions and I want answers. As Citizen Combs, I've got one vote and I need to know which candidate represents me and my concerns. Part of the responsibility I'm taking on is to write up a job description for the candidates and make sure they do their job."

Combs' has outlined an urgent, multi-tiered campaign that he will communicate through media that is most relevant to the target demographic. As detailed in today's speech, Citizen Change will:

- Invite other notable figures to participate in fundraising efforts and record public service announcements that will take over the airwaves with Citizen Change's urgent VOTE OR DIE! message.
- Create a sexy, fashionable t-shirt line with the VOTE OR DIE! slogan. Head designers at the Sean John clothing label will join with those at Ecko, Phat Farm, and Rocawear to create a line featuring distinct, hip interpretations of the campaign's message.

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EXHIBIT D

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- Join with MTV, BET and radio partners to spread the VOTE OR DIE! message through creative programming, interviews, and guest chats.
- Tour the country with carefully planned events designed to motivate and excite young voters.
- Combat apathetic attitudes on a local level by working with street teams in a grassroots effort and establishing online programming that engages young voters at home and at school.

"Young voters in this country are throwing away their power to have a say about education, healthcare, and any issue that affects them." Combs explained. "These things affect your life, so - Vote or Die!"

A consistent theme throughout Combs' speech was his desire to work to energize young, registered voters and candidates alike. His attitude of accountability comes at a time when the disparities between our country's leaders and our country's youth are glaring.

Citizen Change will empower young people to be the 'agents of change' in their own lives, and will demand accountability from the leaders they elect.

2804144747

Contacts: Rob Shuter/Dan Klores Communications 212.981-5235 rob_shuter@dkcnews.com

Sean "P. Diddy" Combs And His Army Of Politically Conscious Celebrities Launch Massive Citizen Change VOTE OR DIE Outdoor Campaign

P. Diddy, Mya, Leonardo DeCaprio, Alicia Keys, 50 Cent, Ellen DGeneres, Pharrel, Yoko Ono, Jimmy Fallon, Mariah Carey, Usher, Nelly, Paris Hilton, Queen Latifah, Russell Simmons, Ludacris, Little John, Naomi Campbell, Jamie Fox, Mary J Blige, and Matthew Lillard All Endorse The Need To Vote In Sean "P. Diddy" Combs Ground Breaking Campaign

New York, NY – October 4, 2004 –P. Diddy's ground breaking Citizen Change campaign continues to turn up the heat on the 2004 election by unveiling a get out the vote campaign on a scale and style that has never been seen before in America.

Sean "P. Diddy" Combs and Citizen Change will blanket every space that young people travel with images they relate to: the Citizen Change "Coalition of the Willing" sporting the ever urgent and critical message: VOTE OR DIE!

Today's youth cultural leaders will be seen in a whopping 35 major markets across the U.S.A. This coalition of conscious celebrities shot by world renowned photographer Mark Selger include: P. Diddy, Mya, Leonardo DeCaprio, Alicia Keys, 50 Cent, Ellen DeGeneres, Pharrell, Yoko Ono, Jimmy Fallon, Mariah Carey, Usher, Nelly, Paris Hilton, Queen Latifah, Russell Simmons, Ludacris, Little John, Naomi Campbell, Jamie Fox, Mary J. Blige, and Matthew Lillard. "The Coalition of the Willing" are people that young people listen to, trust, and follow. Using them as trendsetters to make voting hot and sexy, Citizen Change has already revolutionized the demographic of people who will vote in the 2004 election."

Young people have declined steadily in political participation since 1972. Citizen Change is confident that 2004 will reverse that trend and create an unprecedented surge in the youth vote and a dramatic change in the electorate based on the changes in campaign style geared towards awakening young people to the importance of the vote.

"For the first time ever we have a campaign speaking directly to young people," said Sean "P. Diddy" Combs, founder of Citizen Change. "Our VOTE OR DIE! message is engaging the Forgotten Ones, the over 40 million young people and minorities, who will ultimately determine the next President of the United States."

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EXHIBIT E

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When Sean "P. Diddy" Combs sells millions of records to this generation, he blankets the streets with the message and images of the artist through "wild postings" – pasting posters up on construction sites and walls and available spaces around inner city communities to reach directly into the world of young people and minorities. Now he is applying the same principles to marketing politics. These wild postings have never been applied to the political arena and, looking at the results that have already been garnered, it won't be the last.

Citizen Change is a national, non-partisan, and non-profit organization created to educate, motivate, and empower the more than 42 million Americans aged 18 to 30 that are eligible to vote on November 2nd—also known as the "forgotten ones." Founded by businessman, entertainer, actor, producer, and designer Sean "P.Diddy" Combs, Citizen Change has one mission: to make voting relevant to the young people and minorities who could rule the world if only they knew the power they possessed.

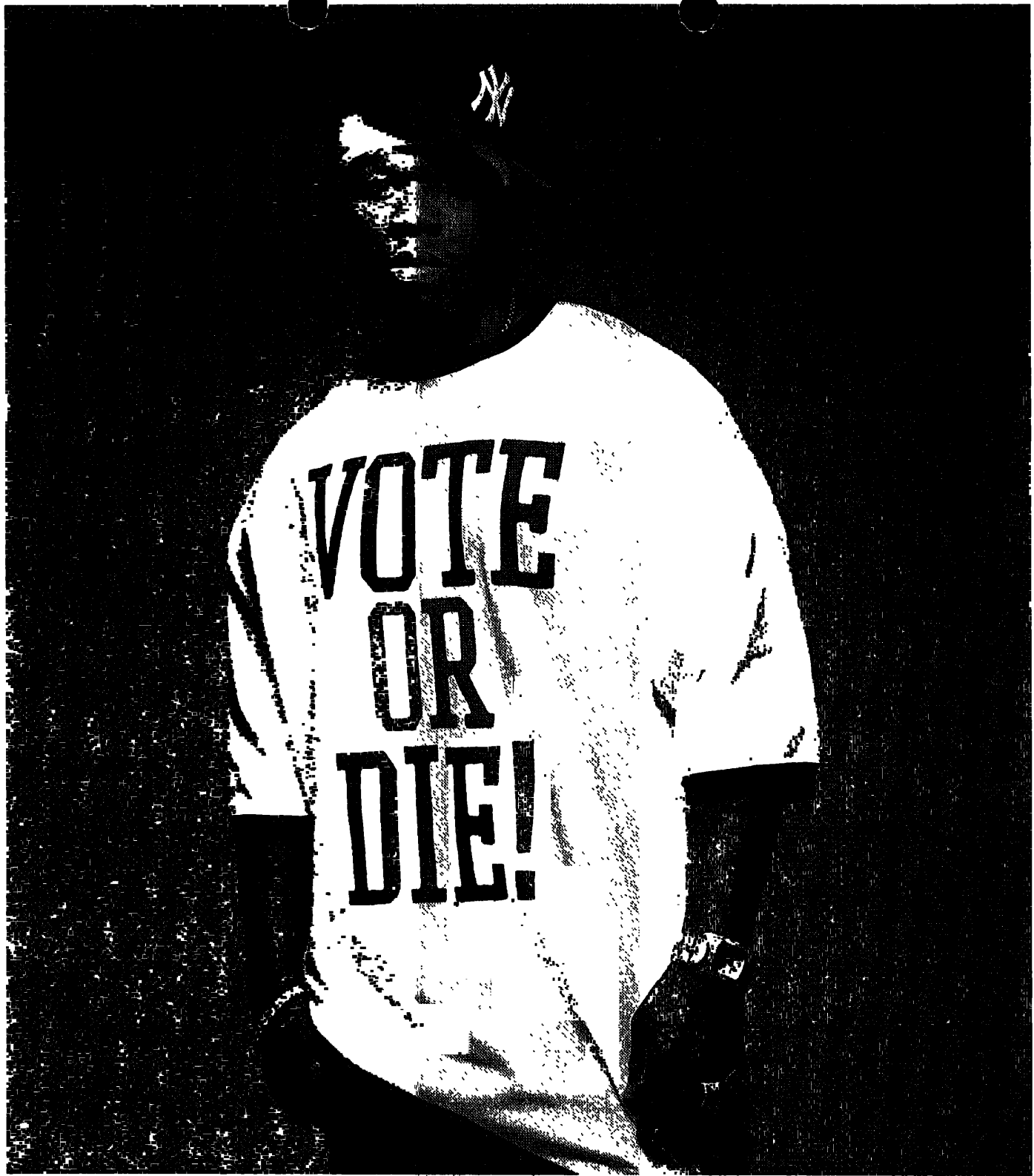
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EXHIBIT F

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VOTE OR DIE!

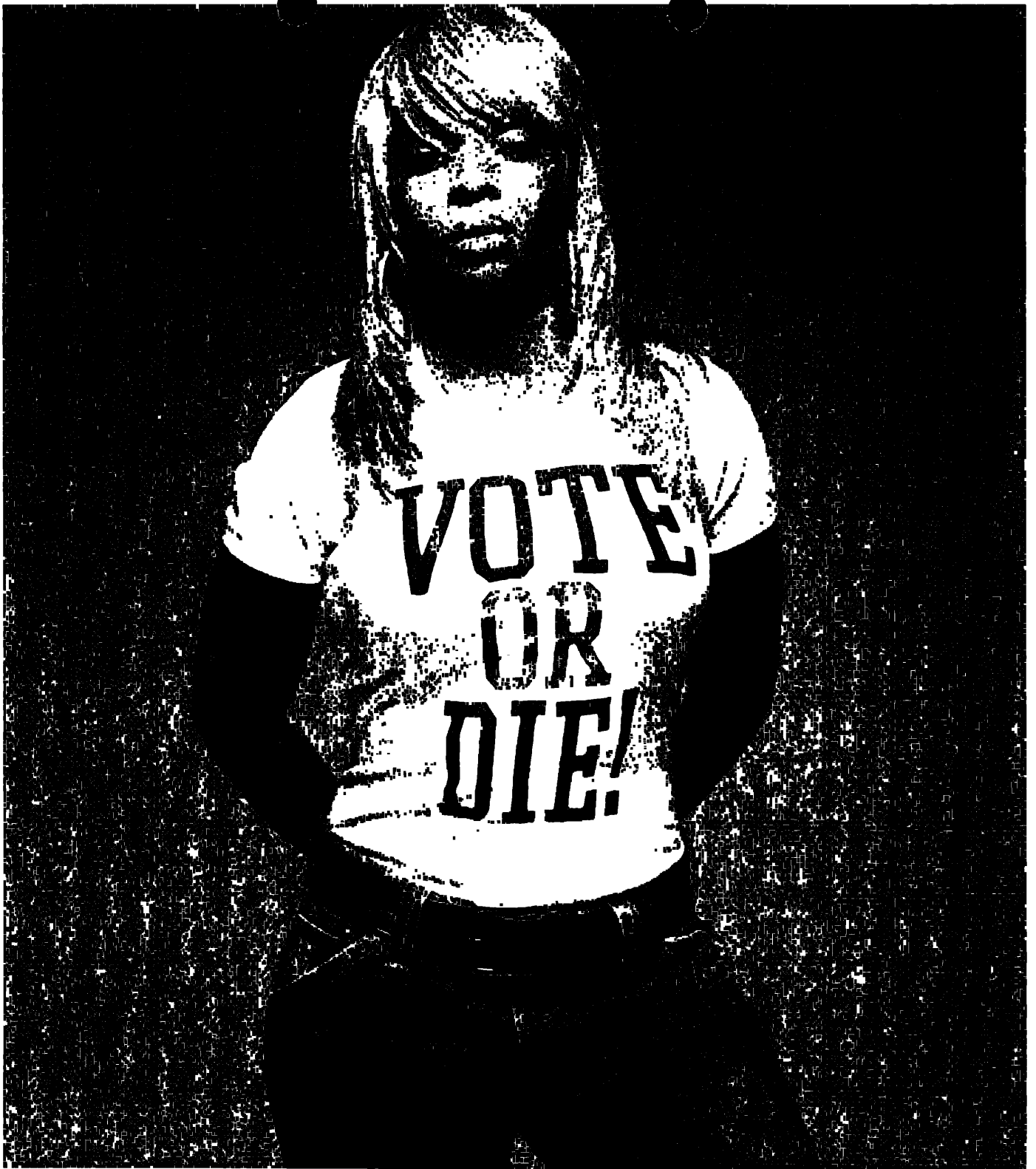
LIMITED EDITION T-SHIRT BY *Sean John*

FOR MORE INFO. CALL 877.381.VOTE
OR VISIT WWW.CITIZENCHANGE.COM

60 CENT
PHOTOGRAPHED BY MARK SELIGER



26044144753



VOTE OR DIE!

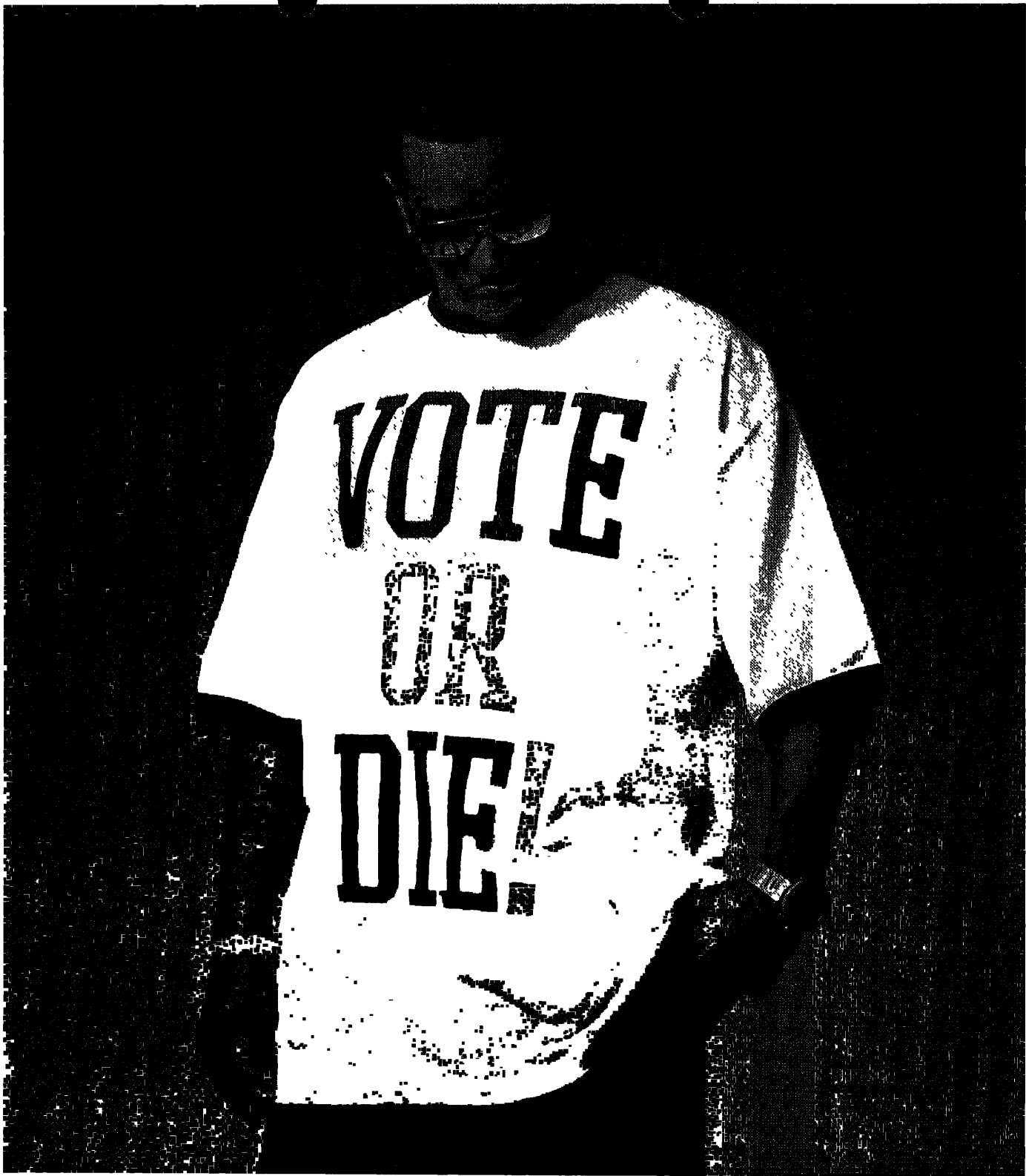
LIMITED EDITION T-SHIRT BY *Sean John*

FOR MORE INFO, CALL 877.381.VOTE
OR VISIT WWW.CITIZENCHANGE.COM

MARY J. BLIGE
PHOTOGRAPHED BY MARK SELIGER



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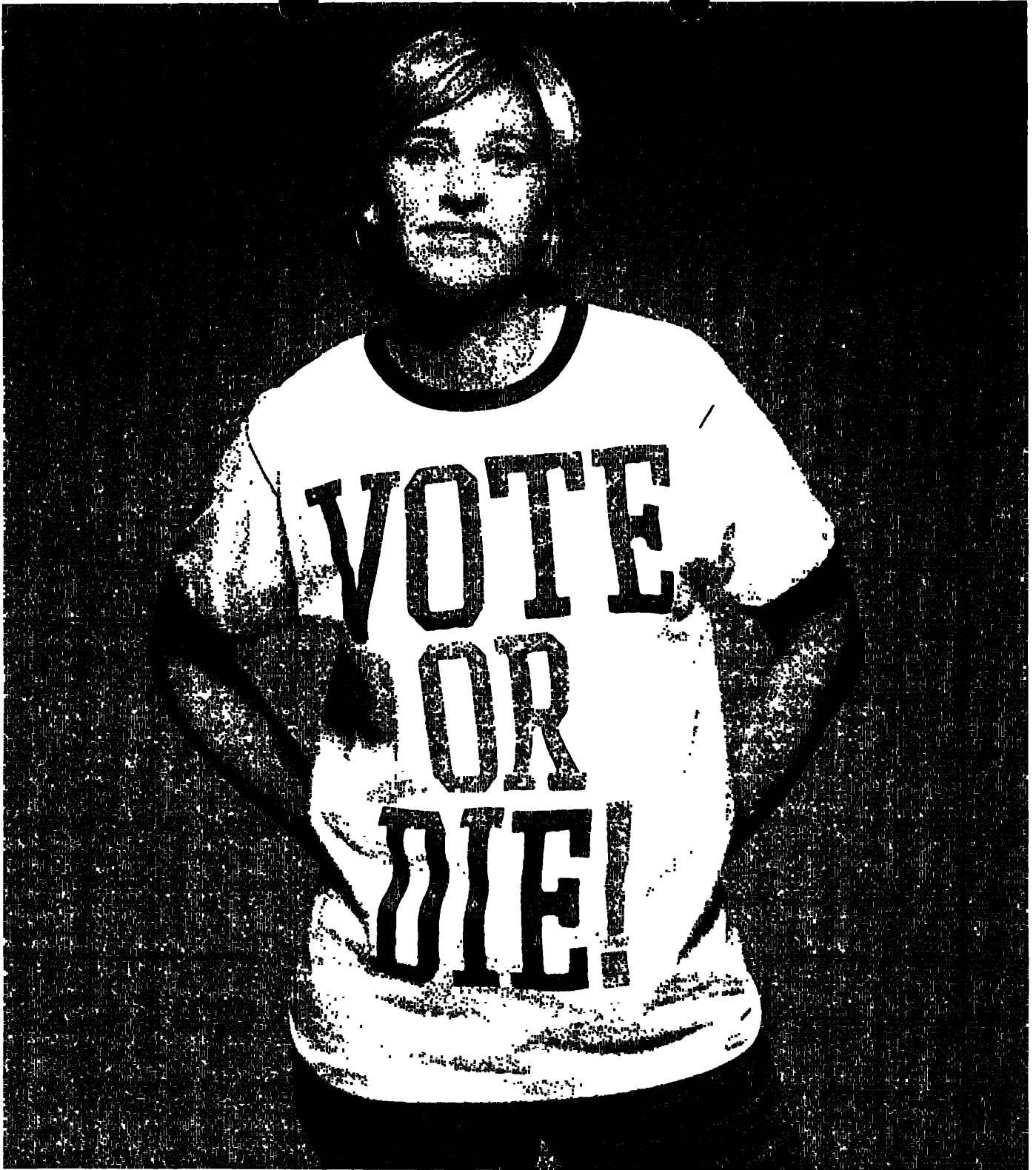
VOTE OR DIE!
LIMITED EDITION T-SHIRT BY *Sean John*

FOR MORE INFO, CALL 877.381.VOTE
OR VISIT WWW.CITIZENCHANGE.COM

SEAN "P. DIDDY" COMBS
PHOTOGRAPHED BY MARK SELIGER



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VOTE OR DIE!

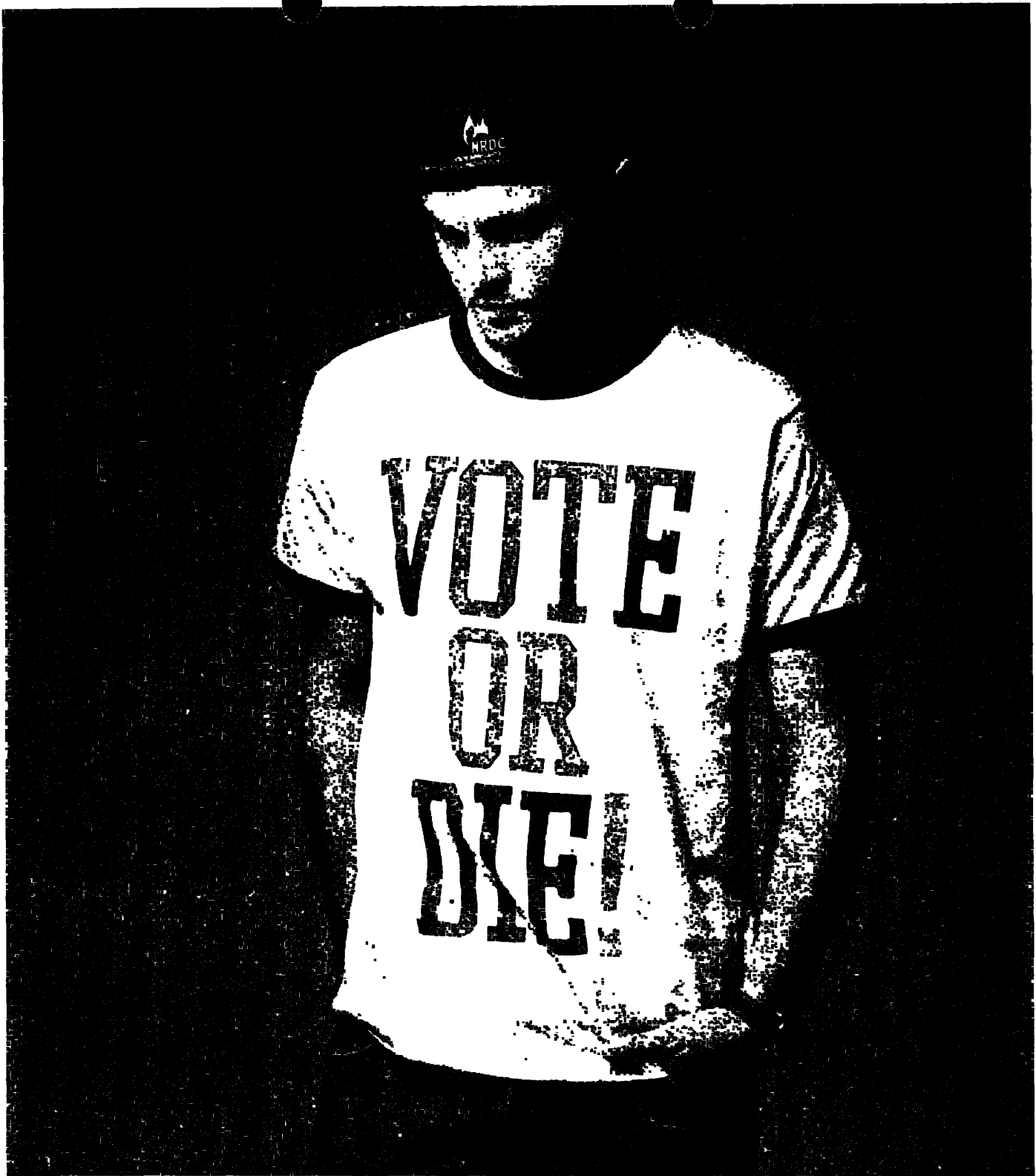
LIMITED EDITION T-SHIRT BY *Sean John*

FOR MORE INFO CALL 877.381.VOTE
OR VISIT WWW.CITIZENCHANGE.COM

ELLEN DEGENERES
PHOTOGRAPHED BY MARK SELIGER



26044144758



VOTE OR DIE!

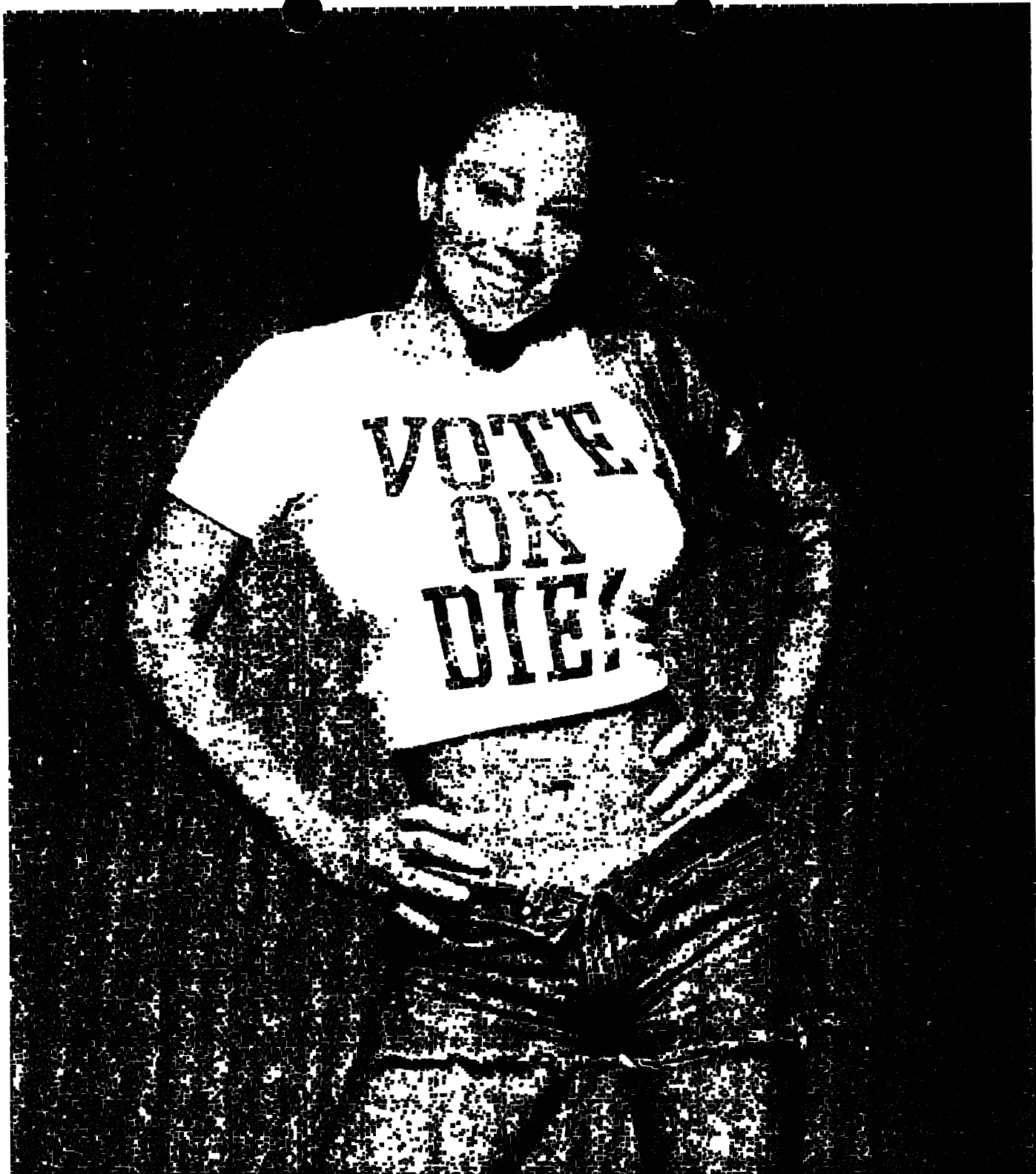
LIMITED EDITION T-SHIRT BY *Sean John*

FOR MORE INFO. CALL 877.381.VOTE
OR VISIT WWW.CITIZENCHANGE.COM

LEONARDO DICAPRIO
PHOTOGRAPHED BY MARK SELIGER



28044144757



VOTE OR DIE!
LIMITED EDITION T-SHIRT BY *Sean John*

FOR MORE INFO, CALL 877.381.VOTE
OR VISIT WWW.CITIZENCHANGE.COM

MARIAH CAREY
PHOTOGRAPHED BY MARK SELIGER



VOTE OR DIE!

VOTING RIGHTS FOR ALL

Sean John

Education and mobilize unprecedented numbers of young, urban African Americans and Latino voters to access their power and vote on November 2nd.

Help ensure that young voters' rights are protected and their votes count.



877.881.VOTE
WWW.CITIZENCHANGE.COM

VOTE OR DIE!

LIMITED EDITION T-SHIRT BY

Sean John

Citizen Change is a non-partisan, non-profit organization founded by Sean Combs with a mission to educate, motivate and empower the more than 42 million Americans age 18-30, who are eligible to vote, to stand up for themselves and cast their votes in the upcoming presidential elections this November. Within this mission, Citizen Change pursues two key objectives.

Educate and mobilize unprecedented numbers of young, urban African Americans and Latino voters to access their power and vote on November 2nd.

Help ensure that young voters' rights are protected and their votes count.



TO ORDER YOUR VOTE OR DIE T-SHIRT
CALL 877.881.VOTE OR VISIT
WWW.CITIZENCHANGE.COM

VOTE OR DIE!

LIMITED EDITION T-SHIRT BY

VOTE OR DIE!

Fashion has long served as a platform for expression of all kinds. Rebellious. Aspirational. Social. The convenience of adorning your favorite T-Shirt while communicating to the world your beliefs and values is what defines the "fashion statement" in one such statement. As a call to action in reference to the presidential elections this November, this limited-edition series T-Shirt celebrates your constitutional right to vote, while simultaneously declaring to our youth the urgency in exercising this right. While the message is an alarming one, so too must our appeal be to young voters in encouraging them to take control of their future, all the while helping to keep the process safe.

JAMIE ROXX PHOTOGRAPHED BY MARK BEIGER

VOTE OR DIE!

Fashion has long served as a platform for expression of all kinds. Rebellious. Aspirational. Social. The convenience of adorning your favorite T-Shirt while communicating to the world your beliefs and values is what defines the "fashion statement" in one such statement. As a call to action in reference to the presidential elections this November, this limited-edition series T-Shirt celebrates your constitutional right to vote, while simultaneously declaring to our youth the urgency in exercising this right. While the message is an alarming one, so too must our appeal be to young voters in encouraging them to take control of their future, all the while helping to keep the process safe.

VOTE OR DIE!

EXHIBIT G

26044144759

Dear Celebrity,

Thank you for your participation and involvement with Citizen Change. As you know, the movement to increase political awareness and the number of voter among urban youth and youth in general is an extremely urgent matter. We believe that our campaign can only reach its maximum potential and attain its goal of a record breaking number of youth voters this upcoming election with the help of those who have a strong influence on our target audience.

Your past contributions to Citizen Change left us with the lasting impression of your interest and concern in the political motivation of America's younger generation. Given this, we ask that you hold this sense of urgency in your heart and mind and keep the fires burning by supporting us in any or all of the following ways:

- 1) Offer public statements of support to Citizen Change
- 2) Appear in Citizen Change "VOTE OR DIE" Snipe Campaign and photo shoot
- 3) Appear in Citizen Change MTV and/or BET Public Service Announcements
- 4) Record Citizen Change radio Public Service Announcements
- 5) Appear in MTV and/or BET Citizen Change programming
- 6) Contribute content for Citizen Change in the form of interviews for press opportunities
- 7) Contribute content and/or e-mail messages to Citizen Change website
- 8) Participate in Citizen Change voter mobilization event(s)

Again, I thank you for your contribution, but I am dedicated to making sure the voices of the "community of the forgotten ones" is heard around the world this election. If you feel the same, we are willing to work with you and fully coordinate any assistance you can offer around your schedule.

Sincerely,

26044144760

EXHIBIT H

26044144751



Thank you for your willingness to be a part of the Citizen Change Vote or Die! campaign. As a cultural icon, your ability to motivate and inspire young people to vote will be the critical difference in this election. Believe me, our message is being heard. Since our campaign has begun, we've seen an unprecedented increase in voter registration – upwards of 250% in some counties – particularly in the swing states where the fate of this election will ultimately rest. On November 2nd, the Forgotten Ones – the over 40 million young people and minorities – will decide the next President of the United States.

As you know, Election Day is almost here and in true Diddy fashion, we're turning up the volume. We want you to bring your energy to help us recruit volunteers and make sure every registered voter turns out to the polls. As a member of our "Campaign Team," we'd like you to consider talking about Citizen Change and the importance of voting in your normal press activities. In addition, we can facilitate press and calls into radio shows, Election night parties, and activities on Election Day that will build excitement. We at Citizen Change of course will facilitate any and all involvement in the process you'd like and we're open to any ideas you have about how you'd like to participate.

Enclosed you will find our media kit which includes information and talking points on Citizen Change as well as our signature Vote or Die! t-shirt. Our Coalition Coordinator, Carolyn Concepción will contact you personally regarding our efforts. If there is anything our Campaign Team can do to help, please don't hesitate to contact us: 212.381.1589 ext. 2066.

On November 2nd the Revolution will be televised!

Best,

Alexis McGill
Executive Director

Go to www.citizenchange.com for more info.

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CITIZEN CHANGE'S COALITION OF THE WILLING
TALKING POINTS & FREQUENTLY ASKED QUESTIONS

1. **What is Citizen Change?**
 - Citizen Change is a national, non-partisan, and non-profit organization (501c3) founded by businessman, entertainer, and innovator Sean Combs. His mission is to educate, motivate, and empower the more than 42 million 18-30 year old Americans that are eligible to vote on November 2nd.

2. **Why is it important for young people to get involved?**
 - Young people in the Hip Hop Generation are one of America's largest demographics (42 million Strong) but they don't get the respect of other groups like the Seniors, or the NRA, because they don't vote.
 - We need to change that. Young people could become the next voting bloc.

3. **What do you mean by "Vote or Die"?**
 - Voting is that serious!
 - When you vote for local, state, and national lawmakers, you put your life and the lives of your family in someone else's hands.
 - People have sacrificed their lives for us to have this vote.

4. **What is the biggest misconception about the voting process or the importance of voting among the Forgotten Ones?**
 - That their vote doesn't count.
 - The 2000 election proved that was wrong. That election was won by 537 votes.
 - Communities with higher voter turnout have better schools and communities with low turnout have worse schools.

5. **What are some of the things you've done to get the word out about Citizen Change?**
 - As celebrities we talk to young people about voting and the importance of getting involved.
 - Citizen Change took the message straight to the kids to the programs they watch and the places they hang out.
 - P. Diddy did weekly Citizen Change updates on MTV's TRL and BET's 106 and Park and major radio stations.
 - Our street teams are on the ground in 35 major cities across the country getting the word out.

6. **Are you fearful of any negative repercussions to your career for taking such a strong political stance?**

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- No, voting is a part of being an American. Citizen Change is non partisan and only advocates that young people vote. Who they vote for is entirely up to them.

7. Why do you think this presidential election is so important? Why have we organized now?

- The last election was so close that no one can claim that their vote doesn't count. This election has the focus and attention of the entire country and even the world. If we are going to start a revolution about voting among young people, the time is now.

8. Do you really think celebrities can make a difference in politics?

- We are cultural icons for a lot of young people. Young people look up to us and it is our responsibility to make a difference in the way young people think about the political process.
- We are tastemakers, we have the power to make voting cool. Once young people start getting involved in the political process, they will begin to educate themselves about how to best make a difference got themselves.

9. Why are you so strictly non-partisan?

- We at Citizen Change understand that its far more important to teach young people about the importance of voting and how to educate themselves on the issues.
- Young people can make their own decisions. We just want to be sure that the decision is to VOTE.

10. How will you know if Citizen Change is successful?

- Citizen Change is already successful. Vote or Die! is a household phrase.
- Registration and interest in this election by young people is at an all time high.
- The Forgotten Ones – the over 40 million young people and minorities – will decide the next President of the United States.

11. What are you going to do on Election Day? What are you going to do on November 3rd?

- On Election Day we are going to make sure all the excitement we have built up over these few months translates into the highest turnout among young people in our nation's history.
- On November 3rd, we will continue to educate and motivate young people to the hustle of politics. Being accountable

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and holding politicians accountable is a process. It will take more than one election cycle. We are going to continue to build a long lasting movement that engages young people and minorities about their rights.

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EXHIBIT I

25044144766

27 of 40 DOCUMENTS

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Detroit Free Press

OCTOBER 27, 2004 Wednesday METRO FINAL EDITION

SECTION: NWS; Pg. 4B

LENGTH: 334 words

HEADLINE: VOTE OR DIE RALLY, STARS COME TO WSU

BYLINE: CECIL ANGEL FREE PRESS STAFF WRITER

BODY:

The star power of hip-hop mogul Sean (P. Diddy) Combs, actor Leonardo DiCaprio, and singer Mary J. Blige drew more than 6,000 people Tuesday to a get-out-the-vote rally on Wayne State University's campus in Detroit.

The Vote or Die rally was part of a three-day tour to seven cities in swing states key to the presidential election. Officially, the rally was nonpartisan, but most of the crowd and the stars favored U.S. Sen. John Kerry over President George W. Bush.

"This year we're not going to sit on the sidelines and complain, we're going to decide the next president of the United States," Combs told the crowd gathered on Gullen Mall.

The rally drew mostly people in their teens and 20s and many were high school students. Some arrived as early as 2 p.m., staking out places in the front row. The stars didn't appear until about 6:30 p.m. and were greeted with screams and cheers that were more concert than political rally.

"We are in a swing state and believe me you are the swing vote," Combs said.

He acted as master of ceremonies as he introduced DiCaprio, who described himself as a concerned citizen and the upcoming presidential election as "the most important election of our lifetime."

"We are at a turning point," DiCaprio said. "This is not just an election to decide a single president ... The power of our vote will determine the direction of the most powerful court in the world."

When he told the crowd, he supports John Kerry, many began chanting "Kerry, Kerry."

Blige spoke next. She told the crowd: "They don't believe you exist. They believe you're dead."

Combs told the crowd that both candidates had not taken the votes of young people seriously. He began his movement, Citizen Change, five months ago because people were saying that young people were passive about politics and not interested in voting.

Contact CECIL ANGEL at 313-223-4531 or angel@freepress.com

[DISCLAIMER]

THIS ELECTRONIC VERSION MAY DIFFER SLIGHTLY FROM THE PRINTED ARTICLE.

GRAPHIC: Photo WILLIAM ARCHIE, Detroit Free Press;
Eric Garland, 17, of Royal Oak, left, Wuvon Baggett, 26, center, and Rashad Whigham, 29, both of Detroit, grab for T-shirts during Tuesday's vote or die rally at Wayne State University in Detroit. Citizen Change, a non-partisan organization, is touring cities in swing states.
Sean (P. Diddy) Combs speaks to about 6,000 people at the rally

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EXHIBIT J

26044144768

Form 990

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2004

Open to Public Inspection

Department of the Treasury Internal Revenue Service

A For the 2004 calendar year, or tax year beginning 04/14, 2004, and ending 12/31/2004

B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending. C Name of organization: CITIZEN ONE, INC. DBA CITIZEN CHANGE. D Employer identification number: 20-1141010. E Telephone number: (212) 381-2038. F Accounting method: Accrual.

G Website: N/A. J Organization type: 501(c)(3). K Check here: if the organization's gross receipts are normally not more than \$25,000. L Gross receipts: 2,891,460.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions)

Table with 21 rows and 4 columns: Line number, Description, Sub-line, Amount. Revenue section includes lines 1-12. Expenses section includes lines 13-17. Net Assets section includes lines 18-21.

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2004)

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Form 990 (2004)

20-1141010

Page 2

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. (See page 22 of the instructions.)

Table with 5 columns: (A) Total, (B) Program services, (C) Management and general, (D) Fundraising. Rows include: 22 Grants and allocations, 23 Specific assistance to individuals, 24 Benefits paid to or for members, 25 Compensation of officers, directors, etc., 26 Other salaries and wages, 27 Pension plan contributions, 28 Other employee benefits, 29 Payroll taxes, 30 Professional fundraising fees, 31 Accounting fees, 32 Legal fees, 33 Supplies, 34 Telephone, 35 Postage and shipping, 36 Occupancy, 37 Equipment rental and maintenance, 38 Printing and publications, 39 Travel, 40 Conferences, conventions, and meetings, 41 Interest, 42 Depreciation depletion, etc., 43 Other expenses not covered above, 44 Total functional expenses.

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 [X] 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 (See page 25 of the instructions.)

What is the organization's primary exempt purpose? STMT 2

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.)

Table with 2 columns: Description of Program Service Accomplishments, Program Service Expenses. Row a: VOTERS REGISTRATION CAMPAIGN: MEDIA EXPOSURE, DIRECT MAIL, AND ADVERTISING. Total expenses: 1,713,410.

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Part IV Balance Sheets (See page 25 of the instructions.)

| | | (A) Beginning of year | (B) End of year |
|---|--|--------------------------|--------------------|
| Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only. | | | |
| Assets | 45 Cash - non-interest-bearing | | 45 87,565. |
| | 46 Savings and temporary cash investments | | 46 |
| | 47a Accounts receivable | 47a 44,227. | |
| | b Less: allowance for doubtful accounts | 47b | 47c 44,227. |
| | 48a Pledges receivable | 48a | |
| | b Less: allowance for doubtful accounts | 48b | 48c |
| | 49 Grants receivable | | 49 70,532. |
| | 50 Receivables from officers, directors, trustees, and key employees (attach schedule) | | 50 |
| | 51a Other notes and loans receivable (attach schedule) | 51a | |
| | b Less: allowance for doubtful accounts | 51b | 51c |
| | 52 Inventories for sale or use | | 52 |
| | 53 Prepaid expenses and deferred charges | | 53 |
| | 54 Investments - securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV | | 54 |
| | 55a Investments - land, buildings, and equipment: basis | 55a | |
| b Less: accumulated depreciation (attach schedule) | 55b | 55c | |
| 56 Investments - other (attach schedule) | | 56 | |
| 57a Land, buildings, and equipment basis | 57a | | |
| b Less: accumulated depreciation (attach schedule) | 57b | 57c | |
| 58 Other assets (describe <input type="checkbox"/>) | | 58 | |
| 59 Total assets (add lines 45 through 58) (must equal line 74) | | 59 202,324. | |
| Liabilities | 60 Accounts payable and accrued expenses | | 60 225,405. |
| | 61 Grants payable | | 61 |
| | 62 Deferred revenue | | 62 |
| | 63 Loans from officers, directors, trustees, and key employees (attach schedule) | | 63 |
| | 64a Tax-exempt bond liabilities (attach schedule) | | 64a |
| | b Mortgages and other notes payable (attach schedule) | | 64b |
| 65 Other liabilities (describe <input type="checkbox"/>) | | 65 | |
| 66 Total liabilities (add lines 60 through 65) | | 66 225,405. | |
| 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 | | 67 -23,081. |
| | 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) | | 73 -23,081. | |
| 74 Total liabilities and net assets / fund balances (add lines 66 and 73) | | 74 202,324. | |

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.

260414471

Part VII Other Information (See page 28 of the instructions.)

| | | Yes | No |
|-----|--|-----|-----|
| 76 | Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity | | X |
| 77 | Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes. | | X |
| 78a | Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? | | X |
| 78b | If "Yes," has it filed a tax return on Form 990-T for this year? | N/A | |
| 79 | Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement | | X |
| 80a | 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? If "Yes," enter the name of the organization: _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt. | | X |
| 81a | Enter direct and indirect political expenditures. See line 81 Instructions. | 81a | |
| 81b | Did the organization file Form 1120-POL for this year? | | X |
| 82a | 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? | | X |
| 82b | 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. (See instructions in Part III.) | 82b | N/A |
| 83a | Did the organization comply with the public inspection requirements for returns and exemption applications? | X | |
| 83b | Did the organization comply with the disclosure requirements relating to quid pro quo contributions? | X | |
| 84a | Did the organization solicit any contributions or gifts that were not tax deductible? | | X |
| 84b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | | N/A |
| 85a | 501(c)(4), (5), or (6) organizations. Were substantially all dues nondeductible by members? | | N/A |
| 85b | Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year. | 85b | N/A |
| 85c | Dues, assessments, and similar amounts from members | 85c | N/A |
| 85d | Section 162(e) lobbying and political expenditures | 85d | N/A |
| 85e | Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices | 85e | N/A |
| 85f | Taxable amount of lobbying and political expenditures (line 85d less 85e) | 85f | N/A |
| 85g | Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? | 85g | N/A |
| 85h | 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? | 85h | N/A |
| 86a | 501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12 | 86a | N/A |
| 86b | b Gross receipts, included on line 12, for public use of club facilities | 86b | N/A |
| 87a | 501(c)(12) orgs. Enter: a Gross income from members or shareholders | 87a | N/A |
| 87b | b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | 87b | N/A |
| 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? If "Yes," complete Part IX | 88 | X |
| 89a | 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="checkbox"/> N/A ; section 4912 <input type="checkbox"/> N/A ; section 4955 <input type="checkbox"/> N/A | | |
| 89b | 501(c)(3) and 501(c)(4) orgs. 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? If "Yes," attach a statement explaining each transaction | 89b | X |
| | c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 | | N/A |
| | d Enter: Amount of tax on line 89c, above, reimbursed by the organization | | N/A |
| 90a | List the states with which a copy of this return is filed <input checked="" type="checkbox"/> NEW YORK | | |
| 90b | Number of employees employed in the pay period that includes March 12, 2004 (See instructions.) | 90b | 2 |
| 91 | The books are in care of <input checked="" type="checkbox"/> FABIAN WRIGHT Telephone no. <input checked="" type="checkbox"/> 212-381-2038 Located at <input checked="" type="checkbox"/> 1710 BROADWAY NEW YORK NY ZIP + 4 <input checked="" type="checkbox"/> 10019 | | |
| 92 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <input checked="" type="checkbox"/> 92 | | N/A |

250414473

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

Note: Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (A) Business code, (B) Amount, (C) Exclusion code, (D) Amount, (E) Related or exempt function income. Rows include 93 Program service revenue, 94 Membership dues and assessments, 95 Interest on savings and temporary cash investments, 96 Dividends and interest from securities, 97 Net rental income or (loss) from real estate, 98 Net rental income or (loss) from personal property, 99 Other investment income, 100 Gain or (loss) from sales of assets other than inventory, 101 Net income or (loss) from special events, 102 Gross profit or (loss) from sales of inventory, 103 Other revenue, 104 Subtotal, 105 Total.

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.)

Table with 2 columns: 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). Row 102: SEE STATEMENT 4

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

Table with 5 columns: (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. Row 1: 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 [x]
(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes [] No [x]

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

Declaration section: 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. Includes fields for Signature of officer, Date, Type or print name and title, Preparer's signature, Date, Check if self-employed, Preparer's SSN or PTIN, Firm's name, address, and ZIP + 4, EIN, and Phone no.

250414471A

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3),
(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4847(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

2004

Department of the Treasury
Internal Revenue Service

Supplementary Information - (See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Employer identification number

CITIZEN ONE, INC. DBA CITIZEN CHANGE

20-1141010

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

| (a) Name and address of each employee paid more than \$50,000 | (b) Title and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans & deferred compensation | (e) Expense account and other allowances |
|---|--|------------------|---|--|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total number of other employees paid over \$50,000 | NONE | | | |

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

| (a) Name and address of each independent contractor paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| MARK SELIGER/PROOF PHOTOGRAPHIC AGENTS | | |
| 162 CHARLES ST, NEW YORK NY 10014 | PHOTOGRAPHY | 100,691. |
| NATIONAL PROMOTIONS & ADVERTISING, INC. | | |
| 4117 W. JEFFERSON BLVD., LA, CA 90016 | ADVERTISING | 378,565. |
| PRINT INTERNATIONAL, INC. | | |
| P.O. BOX 350 FREEPORT, NY 11520 | PRINTING | 80,222. |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | 3 | |

For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.
JSA

Schedule A (Form 990 or 990-EZ) 2004

26024144775

| Part III Statements About Activities (See page 2 of the instructions.) | | Yes | No |
|--|--|-----|----|
| 1 | During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities. | | X |
| 2 | During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.) | | |
| a | Sale, exchange, or leasing of property? | | X |
| b | Lending of money or other extension of credit? | | X |
| c | Furnishing of goods, services, or facilities? STMT. 4 | X | |
| d | Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? | | X |
| e | Transfer of any part of its income or assets? | | X |
| 3a | Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.) | | X |
| b | Do you have a section 403(b) annuity plan for your employees? | | X |
| 4a | Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? | | X |
| b | Do you provide credit counseling, debt management, credit repair, or debt negotiation services? | | X |

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

- The organization is not a private foundation because it is: (Please check only ONE applicable box.)
- 6 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
 - 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
 - 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
 - 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
 - 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
 - 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)
 - 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
 - 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)
 - 12 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the Support Schedule in Part IV-A.)
 - 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations (See page 5 of the instructions.)

| (a) Name(s) of supported organization(s) | (b) Line number from above |
|--|----------------------------|
| | |
| | |
| | |

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)

2602414477E

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Table with columns: Calendar year (or fiscal year beginning in), (a) 2003, (b) 2002, (c) 2001, (d) 2000, (e) Total. Rows include: 15 Gifts, grants, and contributions received; 16 Membership fees received; 17 Gross receipts from admissions, merchandise sold or services performed; 18 Gross income from interest, dividends; 19 Net income from unrelated business activities; 20 Tax revenues levied; 21 Value of services or facilities furnished; 22 Other income; 23 Total of lines 15 through 22; 24 Line 23 minus line 17; 25 Enter 1% of line 23.

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24; b Prepare a list for your records to show the name of and amount contributed by each person; c Total support for section 509(a)(1) test; d Add: Amounts from column (e) for lines; e Public support (line 26c minus line 26d total); f Public support percentage (line 26e (numerator) divided by line 26c (denominator)).

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year.

(2003) (2002) (2001) NOT APPLICABLE (2000) b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000.

c Add: Amounts from column (e) for lines: 15 16 17 20 21; d Add: Line 27a total and line 27b total; e Public support (line 27c total minus line 27d total); f Total support for section 509(a)(2) test; g Public support percentage (line 27e (numerator) divided by line 27f (denominator)); h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)).

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

250414477

Part V Private School Questionnaire (See page 7 of the instructions.)

NOT APPLICABLE

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

| | Yes | No |
|---|-----|----|
| 29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? | 29 | |
| 30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? | 30 | |
| 31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) | 31 | |
| ----- | | |
| ----- | | |
| 32 Does the organization maintain the following: | | |
| a Records indicating the racial composition of the student body, faculty, and administrative staff? | 32a | |
| b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? | 32b | |
| c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? | 32c | |
| d Copies of all material used by the organization or on its behalf to solicit contributions? | 32d | |
| If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) | | |
| ----- | | |
| 33 Does the organization discriminate by race in any way with respect to | | |
| a Students' rights or privileges? | 33a | |
| b Admissions policies? | 33b | |
| c Employment of faculty or administrative staff? | 33c | |
| d Scholarships or other financial assistance? | 33d | |
| e Educational policies? | 33e | |
| f Use of facilities? | 33f | |
| g Athletic programs? | 33g | |
| h Other extracurricular activities? | 33h | |
| If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) | | |
| ----- | | |
| ----- | | |
| 34 a Does the organization receive any financial aid or assistance from a governmental agency? | 34a | |
| b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement. | 34b | |
| 35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation | 35 | |

26044144773

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

(To be completed ONLY by an eligible organization that filed Form 5768) NOT APPLICABLE

Check a if the organization belongs to an affiliated group. Check b if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

Table with 4 columns: Line number, Description, (a) Affiliated group totals, (b) To be completed for ALL electing organizations. Rows include Total lobbying expenditures to influence public opinion, Total lobbying expenditures to influence a legislative body, Total lobbying expenditures (add lines 36 and 37), Other exempt purpose expenditures, Total exempt purpose expenditures (add lines 38 and 39), Lobbying nontaxable amount, Grassroots nontaxable amount, Subtract line 42 from line 36, Subtract line 41 from line 38.

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.)

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Lobbying Expenditures During 4-Year Averaging Period

Table with 6 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2003, (c) 2002, (d) 2001, (e) Total. Rows include Lobbying nontaxable amount, Lobbying ceiling amount (150% of line 45(e)), Total lobbying expenditures, Grassroots nontaxable amount, Grassroots ceiling amount (150% of line 48(e)), Grassroots lobbying expenditures.

Part VI-B Lobbying Activity by Nonelecting Public Charities

NOT APPLICABLE

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

Table with 3 columns: Yes, No, Amount. Rows correspond to items a through i.

- a Volunteers
b Paid staff or management (Include compensation in expenses reported on lines c through h.)
c Media advertisements
d Mailings to members, legislators, or the public
e Publications, or published or broadcast statements
f Grants to other organizations for lobbying purposes
g Direct contact with legislators, their staffs, government officials, or a legislative body
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
i Total lobbying expenditures (Add lines c through h).

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

260414473

Part VII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 11 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

(i) Cash

(ii) Other assets

b Other transactions:

(i) Sales or exchanges of assets with a noncharitable exempt organization

(ii) Purchases of assets from a noncharitable exempt organization

(iii) Rental of facilities, equipment, or other assets

(iv) Reimbursement arrangements

(v) Loans or loan guarantees

(vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

Table with 3 columns: Question, Yes, No. Rows include 51a(i), a(ii), b(i), b(ii), b(iii), b(iv), b(v), b(vi), c.

Main table for section 51d with columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule:

Table for section 52ab with columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

2504144788

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2004

Name of organization

CITIZEN ONE, INC. DBA CITIZEN CHANGE

Employer identification number

20-1141010

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule - see instructions)

General Rule -

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules -

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the Parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) > \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)

2504144731

Name of organization **CITIZEN ONE, INC. DBA CITIZEN CHANGE** Employer identification number **20-1141010**

Part I Contributors (See Specific Instructions.)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|--|
| 1 | <u>PETER B. LEWIS</u> <u>P.O. BOX 5070</u> <u>CLEVELAND, OH 44101</u> | <u>250,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | <u>JOHN S. CORZINE</u> <u>1 RIVERFRONT PLAZA, P.O. BOX 200419</u> <u>NEWARK, NJ 07102</u> | <u>50,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | <u>FRED EYCHANER</u> <u>1645 W. FULLERTON AVE</u> <u>CHICAGO, IL 60614</u> | <u>100,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | <u>ANHEUSER-BUSCH, INC.</u> <u>ONE BUSCH PLACE</u> <u>ST-LOUIS, MO 63118</u> | <u>1,000,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | <u>MTV NETWORKS</u> <u>1515 BROADWAY</u> <u>NEW YORK, NY 10036</u> | <u>150,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | <u>DADDY'S HOUSE SOCIAL PROGRAMS</u> <u>1710 BROADWAY, 4TH FL.</u> <u>NEW YORK, NY 10019</u> | <u>245,532.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

250414144732

Name of organization **CITIZEN ONE, INC. DBA CITIZEN CHANGE**

Employer identification number
20-1141010

Part I Contributors (See Specific Instructions.)

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
|------------|--|--------------------------------|--|
| 7 | SEAN COMBS 1710 BROADWAY, 4TH FL. NEW YORK, NY 10019 | 150,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 8 | BAD BOY RECORDS 1710 BROADWAY NEW YORK NY 10019 | 186,735. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Aggregate contributions | (d) Type of contribution |
| | | | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

26024144733

Name of organization **CITIZEN ONE, INC. DBA CITIZEN CHANGE**

Employer identification number
20-1141010

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entry.)
For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once - see instructions.) ▶ \$

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---------------------|--|-------------------------------------|
| | SEE STATEMENT 6 | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |

26044144734

- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only Part II and check this box. **X**
- Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

| | | |
|---|---|---|
| Type or print File by the extended due date for filing the return. See instructions. | Name of Exempt Organization CITIZEN ONE, INC. DBA CITIZEN CHANGE | Employer Identification number 20-1141010 |
| | Number, street, and room or suite no. If a P.O. box, see instructions. 1710 BROADWAY | For IRS use only |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10019 | |

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

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **FABIAN WRIGHT**
Telephone No. **212 381-2038** 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 is for.

4 I request an additional 3-month extension of time until **11/15/2005**

5 For calendar year _____, or other tax year beginning **04/14/2004** and ending **12/31/2004**

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension _____

ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION

8a 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, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ _____

c Balance Due. Subtract line 8b from line 8a. 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 \$ _____

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature _____ Title _____ Date _____

Notice to Applicant - To Be Completed by the IRS

- We have approved this application. Please attach this form to the organization's return.
- We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We cannot consider this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

Director _____ By: _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

| | |
|---------------|--|
| Type or print | Name MITCHELL & TITUS, LLP |
| | Number and street (include suite, room, or apt. no.) or a P.O. box number ONE BATTERY PARK PLAZA |
| | City or town, province or state, and country (including postal or ZIP code) NEW YORK, NY 10004 |
| | |

2004144735

CITIZEN ONE, INC. DBA CITIZEN CHANGE

20-1141010

FORM 990, PART II - OTHER EXPENSES

| DESCRIPTION | TOTAL | PROGRAM SERVICES | MANAGEMENT AND GENERAL | FUNDRAISING |
|--------------------------------|------------|------------------|------------------------|-------------|
| PRINTING | 80,222. | 80,222. | | |
| PROFESSIONAL FEES | 71,568. | 36,471. | 17,097. | 18,000. |
| AUTOMOBILE EXPENSE | 7,665. | 7,665. | | |
| WEBSITE EXPENSE | 31,031. | 31,031. | | |
| COMMISSIONS | 13,200. | | | 13,200. |
| FRINGE BENEFIT (HEALTH INSUR.) | 8,026. | | 8,026. | |
| INSURANCE | 1,738. | | 1,738. | |
| OUTSIDE SERVICES | 112,705. | 112,705. | | |
| PAYROLL EXPENSE | 620. | 620. | | |
| OVERHEAD EXPENSES | 186,735. | | 186,735. | |
| EVENT EXPENS | 42,167. | 42,167. | | |
| ORGANIZATIONAL COST | 40,785. | | 40,785. | |
| RESEARCH AND REFERENCE | 31. | 31. | | |
| PROFESSIONAL DEVELOPMENT | 3,900. | 3,900. | | |
| PUBLIC RELATIONS | 48,808. | 48,808. | | |
| SECURITY | 11,180. | 11,180. | | |
| MISCELLANEOUS | 660. | 660. | | |
| OTHER | 8,900. | 8,050. | 850. | |
| PHOTOGRAPHY | 100,691. | 100,691. | | |
| ADVERTISING | 541,665. | 541,665. | | |
| OTHER | 129,418. | 129,418. | | |
| BILLBOARD | 252,380. | 252,380. | | |
| TOTALS | 1,694,095. | 1,407,664. | 255,231. | 31,200. |

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

CITIZEN ONE, INC. SEEKS TO EDUCATE THE PUBLIC ABOUT AMERICAN DEMOCRACY AND EACH CITIZEN'S PARTICIPATION IN THAT DEMOCRACY. MOST IMPORTANTLY, THE ORGANIZATION WILL BE EDUCATING THE PUBLIC ABOUT EACH INDIVIDUAL'S RIGHT AND RESPONSIBILITY TO VOTE.

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25044144788

20-1141010

CITIZEN ONE, INC. DBA CITIZEN CHANGE

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

EXPENSE ACCT
AND OTHER
ALLOWANCES

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

COMPENSATION

TITLE AND TIME
DEVOTED TO POSITION

NAME AND ADDRESS

SEAN COMBS
1710 BROADWAY, 4TH FL.
NEW YORK, NY 10019

PRESIDENT/DIRECTOR

PHIL ROBINSON
1710 BROADWAY, 4TH FL.
NEW YORK, NY 10019

DIRECTOR

DONALD P. COGSVILLE
40 WALL STREET, 60TH FL
NEW YORK, NY 10005

TREASURER/DIRECTOR

GRAND TOTALS

CITIZEN ONE, INC. DBA CITIZEN CHANGE

20-1141010

SCHEDULE A, PART III - EXPLANATION FOR LINE 2C

CITIZEN ONE, INC. UTILIZED T-SHIRTS FEATURING VARIOUS ARTISTS AND CELEBRITIES IN ITS OUTDOOR VOTERS REGISTRATION CAMPAIGN. THE T-SHIRTS WERE PURCHASED FROM CHRISTIAN CASEY, LLC. SEAN COMBS IS THE MAJORITY STAKE HOLDER IN CHRISTIAN CASEY, LLC. THE T-SHIRTS WERE PURCHASED AT FAIR MARKET VALUE. DURING THE YEAR ENDED 12/31/2004, CITIZEN ONE, INC.'S TOTAL PURCHASES OF T-SHIRTS FROM CHRITIAN CASEY, LLC WAS \$907,788. GENERALLY, THE T-SHIRTS WERE DISTRIBUTED FREE OF CHARGE, HOWEVER, A PORTION WAS SOLD ON THE OPEN MARKET.

26014144789

Form **CHAR500**

This form used for Article 7-A EPTL and dual filers (replaces forms CHAR 487, CHAR 01A and CHAR 008)

Annual Filing for Charitable Organizations
 New York State Department of Law (Office of the Attorney General)
 Charities Bureau - Registration Section
 120 Broadway
 New York, NY 10271
 www.oag.state.ny.us/charities/charities.html

2004

Open to Public Inspection

1. General Information

a. For the fiscal year beginning (mm/dd/yyyy) / 2004 and ending (mm/dd/yyyy)

b. Check if applicable:

- Address change
- Name change
- Initial filing
- Final filing
- Amended filing
- NY registration pending

c. Name of organization

CITIZEN ONE, INC. DBA CITIZEN CHANGE

Number and street (or P O box if mail is not delivered to street address) Room /suite

1710 BROADWAY

4TH F

City or town, state or country and zip + 4

NEW YORK, NY, 10019

d. Fed employer ID no (EIN) (#9-999999)

20-1141010

e. NY State registration no (#9-99-99)

f. Telephone number

(212) 381-2038

g. Email

2. Certification - Two Signatures Required

We certify under penalties for perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

a. President or Authorized Officer/Trustee

Signature _____ Printed Name _____ Title _____ Date _____

a. Chief Financial Officer or Treasurer

Signature _____ Printed Name _____ Title _____ Date _____

3. Annual Report Exemption Information

a. Article 7-A annual report exemption (Article 7-A registrants and dual registrants)

Check If total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed \$25,000 and the organization did not use the services of a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year

NOTE: An organization may also check the box to claim this exemption if no PFR or FRC was used and either 1) the organization received an allocation from a federated fund, United Way or incorporated community appeal and contributions from all other sources did not exceed \$25,000 or 2) it received all or substantially all of its contributions from a single government agency to which it submitted an annual financial report similar to that required by Article 7-A).

b. EPTL annual report exemption (EPTL registrants and dual registrants)

Check If total gross receipts for this fiscal year did not exceed \$25,000 and the assets (market value) of the organization did not exceed \$25,000 at any time during this fiscal year.

For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above.

Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.

4. Article 7-A Schedules

If you did not check the Article 7-A annual report exemption above, complete the following for this fiscal year

a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? Yes No

* If "Yes", complete Schedule 4a.

b. Did the organization receive government contributions (grants)? Yes No

* If "Yes", complete Schedule 4b.

5. Fee Submitted

Indicate the filing fee(s) you are submitting along with this form:

- a. Article 7-A filing fee \$ 25.
- b. Estates, Powers and Trusts Law filing fee \$ 25.
- c. Total fee \$ 50.

Submit only one check or money order for the total fee, payable to "NYS Department of Law"

6. Attachments: For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments.

Mail completed form with required schedules, fee and attachments to the address at the top of this page.

2504144799

6. ATTACHMENTS - DOCUMENT ATTACHMENT CHECK-LIST:

Check the boxes for the documents you are attaching.

| FOR ALL FILERS - COPIES OF INTERNAL REVENUE SERVICE FORMS | | | | | |
|---|----------------------------|--------------------------|-------------------------------|--------------------------|-------------------------------|
| <input checked="" type="checkbox"/> | IRS Form 990 | <input type="checkbox"/> | IRS Form 990-EZ | <input type="checkbox"/> | IRS Form 990-PF |
| <input checked="" type="checkbox"/> | Schedule A to IRS Form 990 | <input type="checkbox"/> | Schedule A to IRS Form 990-EZ | <input type="checkbox"/> | Schedule B to IRS Form 990-PF |
| <input checked="" type="checkbox"/> | Schedule B to IRS Form 990 | <input type="checkbox"/> | Schedule B to IRS Form 990-EZ | <input type="checkbox"/> | IRS Form 990-T |
| <input type="checkbox"/> | IRS Form 990-T | <input type="checkbox"/> | IRS Form 990-T | | |

| ADDITIONAL ARTICLE 7-A DOCUMENT ATTACHMENT REQUIREMENT | |
|--|---|
| <u>Independent Accountant's Report</u> | |
| <input checked="" type="checkbox"/> | Audit Report (total support & revenue more than \$250,000) |
| <input type="checkbox"/> | Review Report (total support & revenue \$100,001 to \$250,000) |
| <input type="checkbox"/> | No Accountant's Report Required (total support & revenue not more than \$100,000) |

26024144791

CITIZEN ONE, INC. DBA CITIZEN CHANGE

20-1141010

THE AUDITED FINANCIAL STATEMENT WAS NOT ATTACHED TO THE NEW YORK RETURN BECAUSE THE AUDIT FOR 2004 HAS NOT YET BEEN COMPLETED. ONCE THE AUDIT IS FINALIZED, A COPY WILL BE FORWARDED TO THE NEW YORK STATE DEPARTMENT OF LAW (OFFICE OF THE ATTORNEY GENERAL).

26044144792

**A COPY OF THE 990 AS FILED WITH THE IRS WAS
ATTACHED AND FILED WITH THIS REPORT**

2604144733

EXHIBIT K

25044144794

INVOICE

OCTOBER 29, 2004

To: ALEXIS MCGILL
CITIZEN CHANGE
1440 BROADWAY
16TH FLOOR
NEW YORK, NY 10018

FROM: JANNA PASCHAL
1001 G STREET, NW
SUITE 300 E
WASHINGTON, DC 20001

RE: SERVICES RENDERED FOR VOTE OR DIE TOUR
(WEEK OF OCTOBER 25TH)

AMOUNT: \$1500.00

PAID

26024144795

In flight
catering
expenses.

26044144796

BKL - PHL

A12274 ✓

BUCCI'S INFLIGHT CATERING ORDER

| Company Name: <i>Sky King</i> | | Tab / Flight # | Day: <i>WEDNES</i> |
|-------------------------------|--|---|--|
| FBO: <i>Millon Air</i> | | <i>9774A</i> | Date: <i>10/27/94</i> |
| Bill To: <i>Sky King</i> | | | Time: <i>1</i> |
| Order Placed By: <i>Helen</i> | | | AM <input type="radio"/> PM <input checked="" type="radio"/> |
| TYPE: A B C D | | AIRPORT: CLE <input type="radio"/> BKL <input type="radio"/> CGF | |
| Quantity | Item | Price per Person | Total |
| <i>3</i> | <i>Tortilla Trays with Salsa + Guacamole</i> | | <i>75.00</i> |
| <i>2</i> | <i>Fruit Trays for (10)</i> | | <i>150.00</i> |
| <i>2</i> | <i>Shrimp Trays for (10)</i> | | <i>120.00</i> |
| <i>50</i> | <i>Pc CRAB Stuffed Mushrooms</i> | | <i>150.00</i> |
| <i>1</i> | <i>Veg Tray for (10)</i> | | <i>75.00</i> |
| <i>24</i> | <i>Chicken Marsala with Veg + Peas</i> | | <i>576.00</i> |
| <i>24</i> | <i>Beef Burettas with Veg + Potatoes</i> | | <i>576.00</i> |
| <i>5</i> | <i>Beef Salads ind.</i> | | <i>IND.</i> |
| | <i>Cooking + Beverage's</i> | | <i>IND.</i> |
| <i>2</i> | <i>car Fiji Water</i> | | <i>80.00</i> |
| <i>1</i> | <i>car 3L Water</i> | | <i>18.00</i> |
| | <i>Colla pods</i> | | |
| Expedited by: | | | |
| Received by: | | Time: | |

Subtotal: *1820.00*

Delivery:

FBO Handling Charge:

Total: *1820.00*



Inflight Catering Division

One Berra Commons

Berea, OH 44017

Phone: 440-825-4500 Fax: 440-825-4545

260414A797

Oct. 27. 2004 3:37PM

No. 0531 P. 1



QUOTE

TEB-MKE

Rudy's Inflight Catering
180 North Street
Teterboro, NJ 07608
Phone: (201) 727-1122
Fax: (201) 727-0777
www.rudysinflight.com



Helen
FX# 916266-0855

| | | | |
|---------------|---|---------------|-----------------|
| Quote # | 872313 | Tax # | 87708 |
| Account # | 181 | Flight # | |
| Company | AMEX / RUDY'S INFLIGHT CATERING | Location | TEB-JET-112 |
| Address | 180 NORTH STREET TETERBORO, NJ 07608 | | |
| Contact | Helen Clark | | |
| Delivery Date | Tuesday, 10/26/2004 | Delivery Time | 1:07:00 7:00 AM |

| Menu | Price | Quantity | Total |
|--|----------|----------|----------|
| 31 fruit b for 30 on 4 | \$225.00 | 1 | \$225.00 |
| 3 whole fruit baskets w/ 8 pcs fruit in each basket | \$48.00 | 1 | \$48.00 |
| 36 pcs assl lg muffin, b'fat bread, & assl pastries in 4 baskets | \$151.00 | 1 | \$151.00 |
| 8 indiv egg white vegg omelette | \$92.00 | 1 | \$92.00 |
| scrambled eggs for 20 | \$230.00 | 1 | \$230.00 |
| 20 indiv ham & cheese omelette | \$230.00 | 1 | \$230.00 |
| 48 pcs smk bacon n/c | \$0.00 | 1 | \$0.00 |
| 48 pcs chix apple sausage n/c | \$0.00 | 1 | \$0.00 |
| b'fat potato for 48 n/c | \$0.00 | 1 | \$0.00 |
| 4 cases figl water | \$192.00 | 1 | \$192.00 |
| 2 gallons tropicena o/j | \$25.00 | 1 | \$25.00 |
| 2 pts 1/2 1/2 | \$6.00 | 1 | \$6.00 |
| 1 - 1/2 gallon 2% milk | \$6.50 | 1 | \$6.50 |
| 2 - 1/2 gallon skim milk | \$6.50 | 1 | \$6.50 |
| 1 lg box special k cereal | \$8.50 | 1 | \$8.50 |
| 25 assl lf yogurt | \$81.25 | 1 | \$81.25 |
| granola for 15 | \$68.75 | 1 | \$68.75 |
| assl butter pats & jama | \$0.00 | 1 | \$0.00 |
| 24 indiv cans tomato juice | \$36.00 | 1 | \$36.00 |
| 4 pkgs clorox wipes | \$26.00 | 1 | \$26.00 |
| 2 gallons cranberry juice | \$28.00 | 1 | \$28.00 |
| 4 boxes hefty lg garbage bags | \$30.00 | 1 | \$30.00 |
| 12 pk coke | \$18.00 | 1 | \$18.00 |
| 12 pk sprite | \$18.00 | 1 | \$18.00 |
| 12 pk gingerale | \$18.00 | 1 | \$18.00 |
| 1 box coffee pods | \$12.00 | 1 | \$12.00 |
| 1 liquid coffee mate creamer regular flavor | \$3.00 | 1 | \$3.00 |
| 3 boxes jumbo ziplock bags | \$39.00 | 1 | \$39.00 |



26044144798

Oct. 27. 2004 3:37PM

No. 0531 P. 2



QUOTE

Rudy's Inflight Catering
180 North Street
Teterboro, NJ 07608
Phone: (201) 727-1122
Fax: (201) 727-0777
www.rudysinflight.com



| | | | |
|----------------|---|----------------|---------------|
| Quote #: | 872313 | Title: | 877/ua |
| Account #: | 101 | Flight #: | |
| Company: | RUDY'S INFLIGHT CATERING | Location: | TEB-JET 112 |
| Address: | 180 NORTH STREET TETERBORO, NJ 07608 | | |
| Contact: | helen@rudys.com | | |
| Delivery Date: | Tuesday 7/10/28/2004 | Delivery Time: | 07:00 7:00 AM |

| Menu | Price | Quantity | Total |
|--|---------|----------|------------|
| 1 box plastic /rubber cleaning gloves (4 pair) | \$22.00 | 1 | \$22.00 |
| 100 lg plastic drinking cups | \$22.00 | 1 | \$22.00 |
| 50 lg hot cups w/ lids | \$11.00 | 1 | \$11.00 |
| Sub-Total | | | \$1,655.60 |
| Sales Tax 0.08 % | | | \$99.39 |
| Total Quote Amount | | | \$1,755.09 |

Special instructions:

26044144799



✓ *grossed exp.*

IN PHILA, PENN 19104

First Class Caterers, Inc.



300 Market Street • Philadelphia, PA 19104
Phone: 610-472-8580 • Fax: 610-472-4309

PIT-MIA

Sky King
VIP Campaign
October 27, 2004
Tail # (42) PAX

Invoice #Quote

| | Quantity | Unit Cost | Total |
|--|----------|--------------------------|-------------------|
| Fruit & Cheese trays (10) | 2 | 77.25 | 154.50 |
| Pinwheel Sandwich Trays (10) | 2 | 59.50 | 119.00 |
| Antipasto Trays (10) | 2 | 67.50 | 135.00 |
| Stuffed Chicken dinner | 23 | 18.50 | 366.50 |
| Includes: California Mashed Potatoes, Grilled Veggies, Side of Mixed Greens & Dinner Roll w/ Butter | | | |
| Baked Orange Roughy Dinner | 23 | 17.25 | 366.75 |
| Includes: Rice Pilaf, Grilled Veggies, side of mixed greens & dinner roll w/ butter | | | |
| Dessert Tray (17) | 2 | 54.75 | 109.50 |
| | | Total: | 1271.25 |
| | | 7% PA Sales Tax: | 89.99 |
| | | Total Amount Due: | \$1,361.24 |

TERMS: Net 30 Days

(A 1.5% Late Fee will be assessed on all orders not paid within 30 days.)

26024144800

SIGNATURE FLIGHT SUPPORT
MIAMI

Invoice: 2933
Aircraft: NS77UA
Opened: 10/28/2004 14:06:17
Closed: 10/28/2004 14:10:49
Customer: SKY KING, INC.
Employee: CLARA M

CATERING 4000 81.800
REF# SUBRAGEOUS
CATERING 4000 85.610
REF# PIZZAHUT

Subtotal 167.410
7.0% SALES TAX 11.719
Total 179.13

AMERICAN EXP 179.13
****-*****-42002 X10/05
119084
Total Due 0.00

THANK YOU FOR CHOOSING US
VISIT OUR WEB PAGE AT
WWW.SIGNATUREFLIGHT.CO

Customer Signature

I agree to the credit card
amount shown and to perform the
obligations set forth in the
terms of the cardholder's
agreement with the issuer

Copy 2

26044144801

[Faint, mostly illegible text and handwritten notes]
TOTAL 222.51
[Handwritten signature]

Miami

25024144802

Invoice

October 29, 2004

TO: **Alexis McGill**
Citizen Change
1440 Broadway
18th Floor
New York, NY 10018

FROM: **Tanya Lombard**
400 8th Street, N.W.
#206
Washington, D.C. 20004

RE: **Services Rendered for Vote or Die Tour - Miami, Florida**
October 24 - 28, 2004

Amount: **\$2,000.00 (plus additional expenses - See below)**

Expenses: **Cab from Miami International Airport - \$45.00**
Breakfast meeting with Team - Café Sambal - \$52.74
(Initial Team Meeting - Janna Paschal - Douglas Andrew Smith)
Cab to Miami Dade Monday, October 25, 2004 - \$36.00
Cab from Miami Dade, October 25, 2004 - \$36.00
Cab to Miami Dade, October 26, 2004 - \$36.00
Cab from Miami Dade, October 26, 2004 - \$36.00
Cab to Miami Dade, October 27, 2004 - \$36.00
Cab from Miami Dade, October 27, 2004 - \$36.00
Joe's Stone Crab - October 26, 2004 - \$59.37
(Dinner with Andy Carrera - Janna Paschal - Douglas Andrew Smith)

Tips: Hotel: \$150.00 (Bellman - Faxes - Packages/Boxes - etc.)

Expenses Total: **\$523.11**

* Receipts attached for items in Bold

-Payment Due Upon Receipt-
Thank You!

2523.11

2804144803

Invoice/Statement



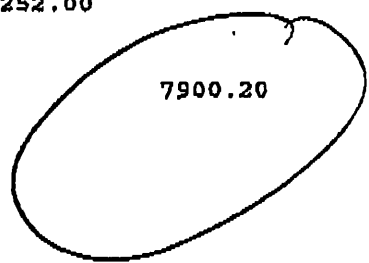
Citizen Change
 Janna Paschal
 1440 Broadway
 16th Floor
 New York, NY 10018

Account number 1FG66Z
 Statement date 11/01/04
 Page number 2

~~United States~~

| Date | Inv# | Description | Amount | Paid | Open balance |
|----------|------|-------------------------------------|--------|---------|--------------|
| 10/31/04 | | Luggage Handling | 252.00 | | |
| 11/01/04 | 3 | SETTLEMENT XXXXXXXXXXXX2002 1005 | | 7900.20 | |

26044144804



Over 90 days 0.00 Over 60 days 0.00 Over 30 days 0.00 Current 0.00 Please pay this amount 0.00

All checks should be made payable to Mandarin Oriental, Miami.
 Payments received after the date of the last entry will be shown on the next statement.
 For any queries on this account please ring (305) 913-8288.

Mandarin Oriental, Miami, 500 Brickell Key Drive, Miami, Florida 33131, USA
 Telephone (305) 913-8288, Facsimile (305) 913-8300

Mandarin Oriental Hotel Group
 Bangkok • Bermuda • Geneva • Hawaii • Himalayas • Hong Kong
 Jakarta • Kuala Lumpur • London • Macau • Manila • Miami • Munich
 New York • Salzburg • San Francisco • Singapore • Surabaya • Washington, DC

Please detach and return this portion with our remittance to
 Mandarin Oriental, Miami, Florida 33131

Please check this box
 if receipt is required

Account number
 Statement date
 Amount due

2004/NOV/01/MON 11:59 AM



MANDARIN ORIENTAL
MIAMI

Mandarin Oriental Miami

500 Brickell Key Drive, Miami, FL 33131
Phone: 305-813-8288 & Fax: 305-913-8304

Banquet Event Order

| | | | |
|---|-------------------------------|-------------------------------|--|
| Event Date: Thursday, October 28, 2004 | | BEO #: 14767 | |
| Account: Citizen Change | Contact: Jenna Paschal | Phone: +1-202-641-7698 | |
| Post As: Citizen Change | Fax: | On-Site: Jenna Paschal | |
| Address: | CL#: 1FG66Z | | |

| Date | Time | Room | Function | EXP | GTD | SET |
|-------------------|--------------------|-------|-----------|-----|-----|-----|
| Thu, Oct 28, 2004 | 12:15 AM - 2:15 AM | Lobby | Reception | 40 | 40 | |

MENU SELECTION

Room: Lobby 12:15 AM to 2:15 AM

RECEPTION

- (25) Vietnamese Chicken Wings, Honey Garlic Sauce @ \$10.00 each
- (10) Sun-Dried Tomatoes, Mozzarella, Manchego Cheese Pizza @ \$13.00 each
- (15) Turkey "BLT" - Thinly Sliced Honey Roasted Turkey, Crisp Bacon, Lettuce, Tomatoes, Provolone Cheese on Focaccia with Balsamic Mayonnaise Dip @ \$14.00 each
- (15) Mandarin Caesar with Grilled Chicken @ \$14.00 each
- (10) Market Fruit Salad, Fresh Berries @ \$15.00 each
- (10) California Style Roll, Blue Crab, Avocado, Cucumber @ \$9.00 each
- (10) Spicy Tuna Roll, Zesty Tuna, Cucumber, Toasted Sesame Seeds @ \$8.00 each
- (10) Rice Less Roll, wrapped in Cucumber, Shitake Avocado & Sprouts @ \$7.00 each
- (10) Crispy Salmon Skin Roll, Hibachi Grilled Salmon @ \$7.00 each

*All charges to Master
Set Food Display Family Style*

BEVERAGE SELECTION

Handled by Lobby Lounge
Cash Bar

AUDIO/VISUAL REQUIREMENTS

SETUP & MISCELLANEOUS INFORMATION

All Food and Beverage prices are subject to a taxable 20% service charge and 9% tax. The final guaranteed number of guests is due by 12:00 Noon three days prior to the event.

Client Signature

Date

Date

26044144335

Mandarin Oriental Miami
Guest Services Department



CHARGE AUTHORIZATION FORM

COMPANY/EVENT: Citizen Change
CONTACT PERSON: Janna Paschal
REQUESTED BY: Carmen Morales, Sales Manager
ACCOUNT No.: 1FG66Z

| DESCRIPTION | No. Of Units | RATE | AMOUNT |
|-------------|--------------|--------------|-----------------|
| Deliveries | | | \$ 75.00 |
| | | | |
| | | | |
| | | | |
| | | TOTAL | \$ 75.00 |

26094144805

Quotation 059400



Date: October 27, 2004

Salesman: Steve Berman

TO: CITIZEN CHANGE
ALEXIS MCGILL
1440 BROADWAY 16TH FLOOR
NEW YORK NY 10018
212-381-1589 X2066

BEO / PO #

Terms: COD

| Qty | Description | Class | Days | Price | Amount |
|-----|-----------------------------------|-------|------|---------|---------|
| 2 | 4K HMI LIGHTS :13 | R | 1 | 1000.00 | 2000.00 |
| 1 | GENERATOR :13 | R | 1 | 850.00 | 850.00 |
| 1 | 8' X 8' X 3' SKIRTED STAGE :48 | R | 1 | 350.00 | 350.00 |
| 1 | 16 CH PRESS PATCH :3 | R | 1 | 125.00 | 125.00 |
| 1 | 200' X 16'H BLACK DRAPE :12 | R | 1 | 2400.00 | 2400.00 |
| 10 | 6 1/2' BIKE RACK :48 | R | 1 | 25.00 | 250.00 |
| 6 | RADIO;MOTOROLA TWO WAY RADIOS :69 | B | 1 | 40.00 | 240.00 |
| | PROJECT MANAGER | | | | 550.00 |

Notes:

| | |
|--------------|----------------|
| Rental | 6215.00 |
| Labor | 550.00 |
| Shipping | 200.00 |
| Total | 6965.00 |

Signature

Steve Berman

Date

10/27/04

25024144807

ATTN. JAMES

AVENTURA LIMOUSINE SERVICE
P.O. 80-0146-FED ID# 65-0376225
AVENTURA FL 33280

INVOICE DETAIL SUMMARY

ACCOUNT #: 3029 10/27/04 - 10/28/04

BILL TO.....: MANDARIN ORIENTAL/CASH/CC
ROMEO ALADIN, ACCOUNTING
500 BRICKELL KEY DRIVE
MIAMI FL 33131

* ACCOUNTS PAYABLE *

* Use this ACCOUNT # *
* on all payments to *
* us. Thank you. *

ACCOUNT NUMBER.: 3029 <<<<<-----

TRIP DATE TRIP # YOUR REF ROUTING INFORMATION TOTAL

10/27/04 527093 5 PAX As Directed By SUV
23:30X SMITH, DOUGLAS MR. 4.50 hrs x 70.00 : 315.00
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288
PICK UP CONTACT TANYA LOMBARD - CELL 202-744-6495
@ARRIVE MIA N9777A 24:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344
CONTACT: DOUG SMITH
MANDARIN SIGN IN MANDARIN FILE IN DISPATCH
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288
Parking & Tolls. 4.50
Gratuuity.....: 63.00
STC FEE @ 12.00%...: 37.80
CC 606 DOUG SMITH
#527093 TOTAL DUE...: 420.30

10/27/04 527092 28 PAX A/P TRANS By BUS
25:00X SMITH, DOUGLAS MR. 2.00 hrs Flat Rate: 200.00
@ARRIVE MIA N9777A 24:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344
CONTACT: DOUG SMITH
MANDARIN SIGN IN MANDARIN FILE IN DISPATCH
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288
A/P FEE 5.00
Parking & Tolls. 1.00
Gratuuity.....: 40.00
STC FEE @ 12.00%...: 24.00
CC 401 DOUG SMITH
#527092 TOTAL DUE...: 270.00

10/27/04 527091 28 PAX A/P TRANS By BUS
25:00X SMITH, DOUGLAS MR. 2.00 hrs Flat Rate: 200.00
@ARRIVE MIA N9777A 24:00X TBA
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344
CONTACT: DOUG SMITH
MANDARIN SIGN IN MANDARIN FILE IN DISPATCH
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288
A/P FEE - BUS 10.00
Parking & Tolls. 1.00
Gratuuity.....: 40.00

25024144808

VENTURA LIMOUSINE SERVICE
F.O.80-0146-FED ID# 65-0376225
VENTURA FL 33280

INVOICE DETAIL SUMMARY

ACCOUNT #: 3029

10/27/04 - 10/28/04

CC 402 DOUG SMITH
STC FEE @ 12.00%... 24.00
#527091 TOTAL DUE... 275.00

10/27/04 527094 5 PAX A/P TRANS BY SUV

25:00X SMITH, DOUGLAS MR. 2.00 hrs Flat Rate: 110.00
@ARRIVE MIA N97777A 24:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344
CONTACT: DOUG SMITH
MANDARIN SIGN IN MANDARIN FILE IN DISPATCH
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288
A/P FEE 5.00
Parking & Tolls. 1.00
Gratuuity..... 22.00
STC FEE @ 12.00%... 13.20
CC 601 DOUG SMITH
#527094 TOTAL DUE... 151.20

10/27/04 527097 5 PAX A/P TRANS BY SUV

25:00X SMITH, DOUGLAS MR. 2.00 hrs Flat Rate: 110.00
@ARRIVE MIA N9777A 24:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344
CONTACT: DOUG SMITH - CELL: 202/550-6585
MANDARIN SIGN IN MANDARIN FILE IN DISPATCH
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288
A/P FEE 5.00
Parking & Tolls. 1.00
Gratuuity..... 22.00
STC FEE @ 12.00%... 13.20
CC 602 DOUG SMITH
#527097 TOTAL DUE... 151.20

10/27/04 527095 5 PAX A/P TRANS BY SUV

25:00X SMITH, DOUGLAS MR. 2.00 hrs Flat Rate: 110.00
@ARRIVE MIA N9777A 24:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344
CONTACT: DOUG SMITH
MANDARIN SIGN IN MANDARIN FILE IN DISPATCH
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288
A/P FEE 5.00
Parking & Tolls. 1.00
Gratuuity..... 22.00
STC FEE @ 12.00%... 13.20
CC 605 DOUG SMITH
#527095 TOTAL DUE... 151.20

10/28/04 527103 5 PAX As Directed By SUV

06:00X SMITH, DOUGLAS MR. 8.50 hrs x 70.00 : 595.00
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288

26044144899

AVENTURA LIMOUSINE SERVICE
P.O. 80-0146-FED ID# 65-0376225
AVENTURA FL 33280

INVOICE DETAIL SUMMARY

ACCOUNT #: 3029 10/27/04 - 10/28/04

CONTACT: DOUG SMITH CELL: 202-550-6585
STAR ISLAND, EXACT ADDRESS TBA
MIAMI DADE COMMUNITY COLLEGE, NORTH CAMPUS, WAIT
THEN @ 1:00 PM HEAD TO
@DEPART MIA TBA #N 14:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344

Parking & Tolls. 5.00
Gratuities..... 119.00
STC FEE @ 12.00%... 71.40

CC 605 DOUG SMITH

#527103 TOTAL DUE... 790.40

10/28/04 527100 4 PAX As Directed By SUV

08:30X SMITH, DOUGLAS MR. 7.50 hrs x 70.00 : 525.00
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288

CONTACT: DOUG SMITH
STAR ISLAND, EXACT ADDRESS TBA
MIAMI DADE COMMUNITY COLLEGE-NORTH CAMPUS, WAIT
THEN @1:00 PM HEAD TO
@DEPART MIA N #TBA 14:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344

Parking & Tolls. 7.50
Gratuities..... 105.00
STC FEE @ 12.00%... 63.00

CC 606 DOUG SMITH

#527100 TOTAL DUE... 700.50

10/28/04 527099 28 PAX As Directed By BUS

09:00X SMITH, DOUGLAS MR. 5.50 hrs x 75.00 : 412.50
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288

CONTACT: DOUG SMITH
STAR ISLAND, EXACT ADDRESS TBA
MIAMI DADE COMMUNITY COLLEGE, NORTH CAMPUS, WAIT
WAIT, THEN @ 1:00 PM GO TO
@DEPART MIA N #TBA 13:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344

Gratuities..... 82.50
STC FEE @ 12.00%... 49.50

CC 401 DOUG SMITH

#527099 TOTAL DUE... 544.50

10/28/04 527098 28 PAX As Directed By BUS

09:00X SMITH, DOUGLAS MR. 5.50 hrs x 75.00 : 412.50
MANDARIN ORIENTAL, 500 BRICKELL KEY DRIVE 305/913-8288

STAR ISLAND, EXACT ADDRESS TBA, WAIT, THEN TO
MIAMI DADE COMMUNITY COLLEGE, NORTH CAMPUS, WAIT
WAIT, THEN @ 1:00 PM GO TO
@DEPART MIA N # 13:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344

Gratuities..... 82.50

26041144319

AVENTURA LIMOUSINE SERVICE
P.O. 80-0146-FED ID# 65-0376225
AVENTURA FL 33280

INVOICE DETAIL SUMMARY

ACCOUNT #: 3029 10/27/04 - 10/28/04

CC 402 DOUG SMITH
STC FEE @ 12.00%... 49.50
#527098 TOTAL DUE... 544.50

10/28/04 527101 5 PAX As Directed By SUV

09:00X SMITH, DOUGLAS MR. 5.50 hrs x 70.00 : 385.00
STAR ISLAND, 2 WEST STAR ISLAND
CONTACT: DOUG SMITH
MIAMI DADE COMMUNITY COLLEGE, NORTH CAMPUS
WAIT, THEN @ 1:00 PM GO TO
@DEPART MIA N #TBA 14:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344

Parking & Tolls. 1.00
Gratuity..... 77.00
STC FEE @ 12.00%... 46.20

CC 601 DOUG SMITH
#527101 TOTAL DUE... 509.20

10/28/04 527102 5 PAX As Directed By SUV

09:00X SMITH, DOUGLAS MR. 5.50 hrs x 70.00 : 385.00
STAR ISLAND, 2 WEST STAR ISLAND
CONTACT: DOUGLAS SMITH CELL: 202-550-6585
MIAMI DADE COMMUNITY COLLEGE-NORTH CAMPUS, WAIT
THEN @ 1:00 PM HEAD TO
@DEPART MIA N #TBA 14:00X
SIGNATURE/MIA, 5700 NW 36TH STREET 305/526-6344

Parking & Tolls. 1.00
Gratuity..... 77.00
STC FEE @ 12.00%... 46.20

CC 602 DOUG SMITH
#527102 TOTAL DUE... 509.20

** GRAND TOTAL **

Hr/Flat Total... \$ 3,760.00
Gratuity..... 752.00
Phone..... 0.00
Mileage..... 0.00
Misc Charges... 54.00
STC FEE Chrg... 451.20
Adjustments.(-): 0.00
Discount....(-): 0.00

10/27/04 thru 10/28/04 (3029)
SMITH, DOUGLAS

of Runs: 12

TOTAL DUE..... 5,017.20

----->>> PLEASE RETURN A COPY OF THIS INVOICE WITH YOUR PAYMENT <<<<-----

26044144811

COMPANY SERVICES, INC

202 354 530

7-464 P 003/005 F-411

DATE 10/25

C'D OM

RE AMOUNT \$ 36.-

IP FROM Mandarin

IP Miami - Dade College

ISSN. CAB NO.

TAG NO.

-TAXICAB RECEIPT-

TIME DATE 10/25

REC'D FROM

FARE AMOUNT \$ 36.-

TRIP FROM Miami - Dade College

TRIP TO Mandarin

ISSN. CAB NO.

D. TAG NO.

Mandarin Oriental, Miami
Cafe Samba
500 Brickell Key Drive
Miami, FL 33131
305-913-8288

Date: Oct25'04 09:40AM
Card Type: MC/Visa
Acct #: XXXXXXXXXXXX3996
Exp Date: 03/07
Auth Code: 085906
Check: 1879
Table: 70/1
Server: 108 Alex B
Ref Number: 429913003732
TANYA LOMBARD

Subtotal: 52.74
TIP: 0
TOTAL: 52.74

SIGNATURE
I agree to pay above total according to my card issuer agreement.

*** Customer Copy ***

26024144812

02/18/1999 12:25

2122344466

ALEXIS MCGILL

PAGE 21

ST-29-04

US-000M

FROM-ALTY

CORPORATE SERV CES. NC

202 354 505

154

304/005

F-411

RE 10/26 DATE _____

IC'D _____
OM _____

RE AMOUNT \$ 36.00

HP Maxlin
COM _____

HP Miami Dade College

ISN. _____ CAB NO. _____

TAG NO. _____

*** Joe's Stone Crab ***

*** Restaurant ***

Date: Oct26'04 10:10PM

Card Type: Visa

Acct #: XXXXXXXXXXXXX3996

Exp Date: 03/07

Auth Code: 012637

Check: 5525

Server: 47 Denise

TANYA LOMBARD

Subtotal: 59.37

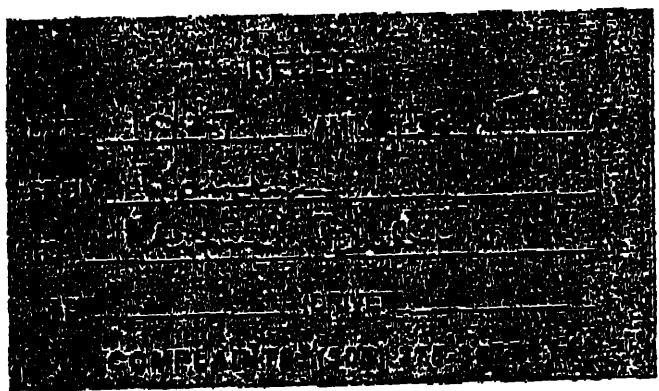
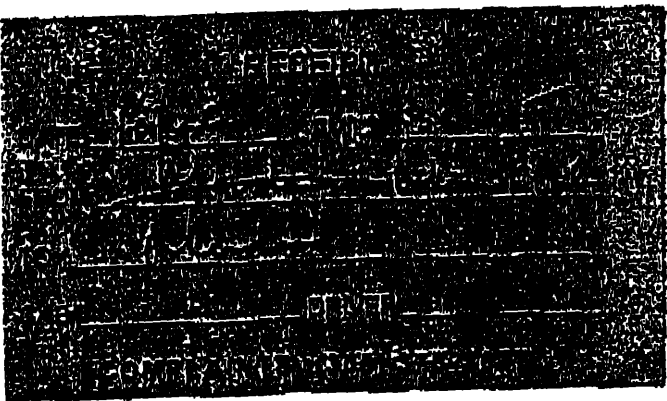
Tip: _____

Total: 59.37

Signature T. J. [Signature]
I agree to pay above total according to my card issuer agreement.

Customer Copy

26024144813



-TAXICAB RECEIPT-

TIME _____ DATE 10/27
REC'D FROM _____

FARE AMOUNT \$ 36.-

TRIP FROM Miami - Dadel

TRIP TO Morland

ASSN. _____ CAB NO. _____

I.D. NO. _____ TAG NO. _____

26024144814



TAXICAB RECEIPT

Laura Lombard
Douglas White
TAXICAB

Date: _____

Origin of trip: Mini Port Airport

Destination: Morland

Fare: 45.- Sign: _____



The Boca Group & Associates. Inc.
 2701 W. Oakland Park Blvd., Suite 100
 Ft. Lauderdale, FL 33311
 954-315-3998

Invoice

| Date | Invoice # |
|------------|-----------|
| 10/27/2004 | 2004092 |

| |
|--|
| Client: |
| Citizens Change Alexis Mc Gill 1440 Broadway, 16th Floor New York, NY 10018 |

| Case | Terms |
|-----------------|----------------|
| S. Combs Detail | Due on receipt |

| Item | Description | Qty | Rate | Amount |
|----------------------|--|-----|-------|----------|
| Executive Protection | Executive Protection 10/26-27/2004, 4 Agents @ 16.5 hrs. ea. = 66 hrs. x \$75.00 per hr. | 66 | 75.00 | 4,950.00 |

| | |
|-------------------------|------------|
| Total | \$4,950.00 |
| Payments/Credits | \$0.00 |
| Balance Due | \$4,950.00 |

26024144815

D & S Balloonatics of Miami
21481 Town Lakes Dr.
Boca Raton Fl 33486
Ph (305) 310 8052 (561) 367 7389
Fax (561) 367 7389

INVOICE
#BAL 026

To: Citizen Change
1440 Broadway, 16th Floor
New York, NY 10018
Office 212.381.1589x2066
Attention Janna Paschal

From: D & S Balloonatics of Miami
Szlama Goldsztajn
SS# 589-99-6552
21481 Town Lakes Dr. Apt 5-22
Boca Raton Fl 33486

AMOUNT: \$450.00

For: Two columns with printed balloons and star tops and one
horizontal column to decorate the stage for the Rock the Vote
rally in Miami Dade College North Campus on October 28, 2004.

RECEIVED BY : _____

dg

D & S Balloonatics of Miami 21481 Town Lakes Dr.
Boca Raton Fl 33486
Ph (305) 310 8052 (561) 367 7389
Fax (561) 367 7389

25044144815

PHILADELPHIA

26044144817

pd
Check personal

The Philly Budget (proposed)
Wed Oct 27, 2004
Temple University McGonigle Hall
Broad & Montgomery 3-7pm

- ✓ Transportation \$1,200
4 SUVs & 3 Minivans + gas 1day rental
- ✓ Communications \$200
Nextels (12) Rentals
- ✓ Food-Charter flight Departure \$900
30 persons
- ✓ Security & drivers \$600
8 total x \$75
- ✓ DJ \$150
- ✓ Event tickets 1039 (Radio Station allotment) \$150
- Advance Coord/ includes additional requests \$2,300

Expense Reimbursements

- ✓ Cell Phone \$400
- ✓ Car Rental 3 days \$250
- \$650

~~\$6,150 total~~
6389.00

If you have any questions regarding the proposed budget please contact me at
973-820-5431 or via email alspiveyjr@comcast.net

Respectfully submitted

Al Spivey Jr.



26024144813

26044144819

61395

DO NOT USE FOR RECONCILING PURPOSES

Track your expenses...

- Clothing
- Food
- Credit Card
- Utilities
- Entertainment
- Insurance
- Transportation
- Mortgage
- Other

5911

TAX DEDUCTIBLE ITEM

10 27 99

| | |
|-------------|---------|
| BALANCE | |
| THIS ITEM | 6394.00 |
| BALANCE | |
| DEPOSIT | |
| WITHHOLDING | |
| TOTAL | |

Six Thousand + three hundred

For amount in cents, print name and amount in larger digits on this copy

NOT NEGOTIABLE

26044144820

MILWAUKEE



Invoice

Protocol Group, Inc.
54 West Illinois Street, Suite 550
Chicago, IL 60610

Tel: +1.312.527.5725 - Fax: +1.312.896.5165

To: Ms. Alexis McGill
Citizens Change

Date: October 21, 2004

Terms: Payable upon receipt

Description:

Transportation for delegation: \$1,500 (estimate-actual amount will be billed)
2 Suburbans and one mini bus and drivers, 3 vehicles; \$100 p/h X 5 hours

Staff hotel: \$750
3 nights, 2 rooms; \$125 per night

Per diem. \$450
\$50 per day/3 days/X3

Management fee: \$3,000
6 days X \$500

Airport press availability set up and room rental: \$500

Security barrier rental: \$500
Arrival area at college, stanchions on site

Staff Airfare: \$450

Gas: \$200

Management fees for VOD event in Milwaukee: \$3,000

Total: \$7,350.00

Payable to: Protocol Group, Inc.
Attn: Lola Fernandez
54 West Illinois Street
Suite 550
Chicago, IL 60610

Tax ID: 90-0082202

2604144821

26044144822

DO NOT USE FOR REVENUE PURPOSES
Protect Your Duplicate Checks Store your duplicate checks in your check box

- Track your expenses...
- Clothing Food Transportation
- Credit Card Utilities Mortgage
- Entertainment Insurance Other

TAX DEDUCTIBLE ITEM

5910

10-23-74

Protocal Group Inc
Seven thousand + three hundred fifty

| | |
|-----------------|----------|
| BALANCE FORWARD | |
| THIS ITEM | 7,350.00 |
| BALANCE | |
| DEPOSIT | |
| OTHER | |
| BALANCE FORWARD | |

Citizens Change

For enhanced security, your name and account number do not appear on this copy

NOT NEGOTIABLE

10/28/04 TUE 15:55 FAX 4833481

Packing House

002

sky King del to signature
10/28/04

del charge

*Chizen Change
MKE-DTW*

| DATE | SERVER | TABLE | PERSONS | CHECK NUMBER |
|------|--------|-------|---------|---|
| | | | | 541044 |
| 1 | | | | Delivered... |
| 2 | | | | 18 orders grilled chicken... |
| 3 | | | | 18 orders pasta w/meat sauce... |
| 4 | | | | balls or sausage |
| 5 | | | | 8 grilled chick w/greened veg, low-card sauce, & breakfast potatoes |
| 6 | | | | 2 trays chesse/sausage for 10 ppl... |
| 7 | | | | 2 trays veg/dip for 10 ppl... |
| 8 | | | | 3 grilled chick wrap platters for 10 ppl... |
| 9 | | | | 2 indiv grilled chick ceasar salads |
| 10 | | | | 10 mixed green salads (asst. 10/14) |
| 11 | | | | 16 asst cookies & brownies (10/14) |
| 12 | | | | 3 large deluxe mixed... |
| | | | | 5x asst indiv packs... |
| | | | | Total: \$1250.00 |

\$1250.00

| DATE | PERSONS | TOTAL AMOUNT |
|------|---------|--------------|
| | | 541044 |

Thank You!
 Your patronage is appreciated!
 GUEST RECEIPT
 This receipt is provided for your convenience for tax and personal records.

26044144823

25044144824

CLEVELAND

INVOICE FOR CLEVELAND LEAD ADVANCE: \$2000

Shawn Polk
P.O. Box 5555
Washington, DC 20016
202-588-0134

Reimbursable Expenses:

| | |
|---------------|--------------------------------|
| Taxi 10/23/04 | \$37.00 to Dulles |
| Taxi 10/23/04 | \$30.00 to Hotel |
| Taxi 10/23/04 | \$12.00 inner Cleveland travel |
| Taxi 10/23/04 | \$15.00 return to hotel |
| Taxi 10/27/04 | \$40.00 from Dulles |
| | ----- |
| | \$134.00 |

25044144825

Janna Paschal

From: Northwest Airlines [trip.summary@nwa.com]
Sent: Tuesday, November 02, 2004 10:41 PM
To: Janna Paschal
Subject: Northwest Airlines Trip Summary and Receipt #NUODN8



email_html.html
(31 KB)

EDMINYON MOORE
1401 MONTAGUE ST NW
WASHINGTON DC 20011-2852

Thank you for choosing Northwest Airlines.

NWA/KLM Reservations available at www.nwa.com or 1-800-225-2525.

Confirmation Number: NUODN8

E-Ticket Issue Date: 23OCT04
Number of Passengers: 1
Passenger/E-Ticket Number/Frequent Flyer Number:
MICHAEL BROOKSLASURE - 0122109409222

YOUR RESERVATION:

Date: WEDNESDAY, NOVEMBER 03
Flight Number: NW3097
Departs: CLEVELAND, OH (CLE), 03NOV at 815A
Arrives: DETROIT, MI (DTW), 03NOV at 913A
Class: Q
Seats: 05D
Equipment: SFC
NW3097 Operated by MESABA AVIATION

Date: WEDNESDAY, NOVEMBER 03
Flight Number: NW1402
Departs: DETROIT, MI (DTW), 03NOV at 1027A
Arrives: WASH D.C.-DULLES, DC (IAD), 03NOV at 1152A
Class: Q
Seats: 15F
Equipment: D94

To sign up for complimentary Flight & Gate Status Notification, visit <http://webx25.nwa.com/cgi->

25044144826

bin/pager.pro or call 1-800-441-1818.

YOUR RECEIPT INFORMATION:

E-Ticket(s) Total: \$399.39 US Dollars

Fare: \$333.94

Tax: \$47.45

PFC: \$18.00

Fee Detail:

Customs Fee: \$0.00

Immigration Fees: \$0.00

Aphis Fee: \$0.00

Method of Payment: Exchange XXXXXXXXXXXXX2002 Miles Debited:

Other Restrictions: NON-REFUNDABLE//NON-REFUNDABLE/PNLTY FOR CHGS/NON-TRANSFERABLE

YOUR ELECTRONIC VOUCHER INFORMATION

Electronic Credit Vouchers have been issued for the following passengers:

MICHAEL BROOKSLASURE / Voucher Number 0120280052434 / Amount: 137.00 USD

Please retain this Electronic Credit Voucher information for future reference. Your Electronic Credit Vouchers may be used to purchase future travel on Northwest or KLM at nwa.com, through Northwest Reservations at 1-800-225-2525, or through your travel agent via WorldAgent Direct. See below for terms and conditions for use of Electronic Credit Vouchers. Electronic Credit Voucher information may also be viewed at nwa.com.

ELECTRONIC CREDIT VOUCHER TERMS AND CONDITIONS Electronic Credit Vouchers may be redeemed for future travel on Northwest or KLM. Vouchers may be used only once. Valid for one ticket only--No residual value. Vouchers are valid for one year from date of issue. Vouchers are non-transferable and non-refundable. Vouchers have no cash value. Vouchers are void if sold or bartered.

1. This Order and any carriage covered by it are subject to the currently effective and applicable tariffs, conditions of carriage, rules and regulations of the issuer and of the carrier to whom it is directed and of any carrier performing carriage under the ticket or tickets issued in exchange for this Order.

2. Except as otherwise provided in its tariffs, conditions of carriage or rules and regulations, neither the issuer nor any carrier shall be liable to the purchaser or passenger named on the face hereof in the event of the loss or theft of this Order or if it is honored when presented by any person other than the

26044144827

Orbitz Travel Document

Janna Paschal

From: Orbitz Traveler Care [travelercare@orbitz.com]
Sent: Friday, October 22, 2004 9:37 AM
To: Janna Paschal
Subject: Orbitz Travel Document - Detroit 10/22/04



Your Travel Document ... [arrow]

Hello Janna,

Thanks for traveling with Orbitz. This e-mail confirms the ticket number(s) issued for the "Detroit 10/22/04" trip. Please review the ticket information:

October 22, 2004

GREAT RATES

Click for car and hotel rates in Detroit

ADD A CAR

ADD A HOTEL

Book now on Orbitz!

New Information for Airport Security

Security update: Airports and airlines now require that you obtain a boarding pass before entering the security checkpoint. Review the latest airport security rules.

CARE ALERTS

We automatically send alerts about flight status, delays and cancellations. Orbitz will send alerts to your E-mail. jpaschal@deweysquare.com

Send alerts to your phone or pager. Update alerts setup

TICKET INFORMATION

Passenger(s): KEVIN JEFFERSON
Orbitz record locator: OE9EPOJA
Airline ticket number(s): 0121577458201

Friday, October 22, 2004
Northwest Airlines # 416

Washington Ronald Reagan National (DCA) to Detroit Wayne County (DTW)
Departure (DCA): October 22, 4.18 PM EDT (afternoon)
Arrival (DTW): October 22, 5:54 PM EDT (evening)
Class: Economy
Seat assignment: 36C
view/change seats

ORBITZ EXTRAS

AIRLINE TICKET PROTECTOR

Protect against trip cancellations and interruptions with Access America, an Orbitz partner. Coverage is available for a non-refundable airline ticket up to \$3,000. Important limitations apply. Buy Airline Ticket Protector

Wednesday, October 27, 2004
Northwest Airlines # 238

Detroit Wayne County (DTW) to Washington Ronald Reagan National (DCA)
Departure (DTW): October 27, 8.54 AM EDT (morning)
Arrival (DCA): October 27, 10:16 AM EDT (morning)
Class: Economy



25044144828



Invoice

Invoice: 333R 11268

Fastsign Inc. # 221601

1701 East 12th Street
 Cleveland, OH 44114
 ph. (216) 523-2288
 fax. (216) 523-1265

Customer: **ISA 40 Holdings And Consulting, Inc.** ph: (202) 588-0134
 Contact: Shawn Polk Customer 3995 fax: (202) 588-0072
 Description: Citizen Change email: shawnpolk@msn.com
 Sales Person: Bernard Doyle
 Clerk: Bernard Doyle

| | Product | Color | Qty | Sides | Size | Unit Cost | Install | Item Total |
|---|--|--------------------|-----|-------|-------|-----------|---------|------------|
| 1 | Print/Mount Foam Description: Inkjet Print Mounted to Foamcore Text: CITIZEN CHANGE | Logo Text on White | 2 | 1 | 12x18 | 25.705 | 0.00 | 51.41 |
| 2 | Print/Mount Foam Description: Inkjet Print Mounted to Foamcore Text: Logo CITIZEN CHANGE | Logo Text on White | 1 | 1 | 36x24 | 87.410 | 0.00 | 87.41 |

Payments Received (thank you)

| Date | Amount | Payment Method |
|------------------------|---------------|----------------|
| 10/26/04 | 160.93 | AmEx |
| Total Payments. | 160.93 | |

Number: 3727685372

Other Payments: _____
 Form of Payment / Amount / Initials

Ordered 10/26/04 12:48:56 PM
 Due: 10/27/04 4:00:00 PM
 Printed: 10/26/04 12:50:12 PM

Shipping Notes

Notes

| | |
|------------------|-----------------|
| Line Item Total: | \$138.82 |
| Subtotal: | \$138.82 |
| Shipping: | \$11.00 |
| Taxes: | \$11.11 |
| Total: | \$180.93 |
| | |
| Total Payments | \$180.93 |
| Balance Due: | \$0.00 |

ATTN: Shawn Polk
 ISA 40 Holdings And Consulting, Inc.
 P.O. Box 5555
 Washington, DC 20016

Deposit required prior to starting work.
 Orders cancelled after design will incur a
 minimum charge of \$40.

Received/Accepted By: _____

25044144829

PITTSBURGH

26024144832



Basil Smikle Associates L.L.C.

INVOICE

| SERVICES | BILLING PERIOD | AMOUNT OWED |
|------------------------------------|----------------|------------------|
| Citizen Change Event in Pittsburgh | October 2004 | \$2000.00 |
| TOTAL | | \$2000.00 |

ALL CHECKS SHOULD BE MADE PAYABLE TO:

Basil Smikle & Associates
2753 Broadway, #240
New York, NY 10025

Basil Smikle Associates L.L.C.
2753 Broadway
New York, NY 10025
(W) 917.521.9715 (F) 212.694.9049

26074144833



1630 Smallman Street
Pittsburgh, Pennsylvania 15222
T: 412.281.3666
F: 412.281.5272

Vote Or Die! Pittsburgh Event
Final Cost
(As voluntarily revised 10/30/04, 2am)

ACKNOWLEDGEMENT

Date: October 30, 2004

Re: "Vote Or Die!" Event on Wednesday, October 27, 2004, in Pittsburgh

Remitted to: The Empire
1630 Smallman Street
Pittsburgh, Pennsylvania 15222

Remitted by: Minyon Moore
for Citizen Change
1440 Broadway, 16th Floor
New York, NY 10018
Attention: Alexis

Transmitted by telefax to 202.638.5612

This shall acknowledge *payment by Minyon Moore* of the sum of **Ten thousand dollars (\$10,000)**, by charge to her personal Visa credit card, on the behalf of **Citizen Change**, for services, supplies, equipment and products, contracted for delivery and use in connection with the **"Vote Or Die!" Event** on Wednesday, October 27, 2004, at **The Empire**, 1630 Smallman Street, Pittsburgh, Pennsylvania; subject to settlement and collection of the charge by The Empire, the payment shall satisfy any and all sums invoiced by The Empire in connection therewith.

Visa transaction attached.

Thank you very much!

26044144834

THE EMPIRE
1600 SMALLMAN STREET
PITTSBURGH, PA. 15222

Pre-Auth

Server: 1
ID: 744220063004
10-30-04 02:11:33
Batch #: 043

VISA

Appr Code: 030035 Trace #: 000003

Amount: \$ 10000.00

Total: \$ 10000.00

I agree to pay above total amount
according to card issuer agreement
(Merchant agreement if credit voucher)

X _____

Merchant Copy

THE EMPIRE
1600 SMALLMAN STREET
PITTSBURGH, PA. 15222

Pre-Auth

Server: 1
ID: 744220063004
10-30-04 02:11:03
Batch #: 043

VISA

Appr Code: 030035 Trace #: 000003

Amount: \$ 10000.00

Total: \$ 10000.00

Customer Copy

THANK YOU!

26044144835

Third Ideas Inc

INVOICE

Pittsburgh Office
120 E. North Avenue #1
Pittsburgh, Pa, 15212
Phone 412-321-1971 or 412-403-2762

INVOICE #1
DATE. NOVEMBER 5, 2004

TO:
Citizen Change
1440 Broadway 16th Floor
NY, NY 10018

FOR:
Graphic design work for tickets and credentials for October 27th,
Citizen Change GOTV rally in Pittsburgh, PA.

| DESCRIPTION | AMOUNT |
|--|--------|
| Graphic design work \$25 per hour @ 10 hours | \$250 |
| TOTAL | \$250 |

Make all checks payable to Third Ideas Inc.
If you have any questions concerning this invoice, contact Anire Mosley, 412-403-2762, realnubeone@yahoo.com

25024144836

Road Operations

INVOICE

Port Authority
Heinz 57 Center
345 Sixth Avenue, Third Floor
Pittsburgh, PA 15222-2527
Phone (412) 566-5319 Fax (412) 566-5358

DATE: 11/2/04

Bill To:
Mr. Richard W. Taylor, Esq.
718 Cascade Road
Pittsburgh, PA 15221
412-371-6383

For: 5 Buses utilized for Special Event

25024144837

| DESCRIPTION | AMOUNT |
|---|-------------------|
| <p>To Richard W. Taylor, Esq. on Legal Team</p> <p>5 Buses utilized for Special Event held on Wednesday, October 27, 2004 (Total of 6 Buses x \$91.27 per hour x 8 hours)</p> | <p>\$3,650.80</p> |
| TOTAL | \$3,650.80 |

Please make check payable to the Port Authority and send to the attention of Dan DeBene, Assistant Director of Road Operations (412) 566-5319.

THANK YOU

26044144838

DETROIT

Invoice #0001

Kevin L. Jefferson

To: Citizen Change
P.O. Box 725
Radio City Station NY, NY
10101

Re: For payment on Organization and Advance Services rendered by Kevin L
Jefferson at Wayne State University.

Amount: \$2,000.00

Please remit payment to Kevin L. Jefferson at 611 Pennsylvania Avenue, SE Suite
416 Washington, DC 20003

26044144339

Janna Paschal

From: reservations@omnihotels.com
Sent: Friday, October 22, 2004 9:30 AM
To: Janna Paschal
Subject: OMNI DETROIT HOTEL RIVER PLACE - Reservation Confirmation

This is an automated e-mail confirmation.

We thank you for your patronage and wish you a pleasant stay at OMNI DETROIT HOTEL RIVER PLACE.

Reservation Confirmation # 1004106301

Accommodation : STANDARD ROOM HOUSE SPECIAL bed(s)
Occupied by : 1 Adult(s) 0 Child(ren)

Rate (per night plus tax):
10/22/2004-10/24/2004 95.00 USD PHENOMENAL FRIDAY
10/25/2004-10/26/2004 149.00 USD CORPORATE RATE

Total rate:
583.00 USD excluding

Detroit, MT

TAX = 12%

Arriving : 10/22/2004 -
Departing : 10/27/2004

Guarantee : AMERIC
Cancellation : All cancel
rights stay

illed for 1

Hotel Information

OMNI DETROIT HOTEL RIVER PLACE
1000 RIVER PLACE
DETROIT MI 48207

Telephone : 313-259-9500

26074144340

Telefax : 313-259-3744

Customer Information

JEFFERSON, KEVIN
1001 G STREET NW STE 300
WASHINGTON DC 20001

Your stay will qualify for airline miles. Please be sure we have your frequent flier number on file.

If you have a question about this reservation please contact us by telephone at 1-800-THE-OMNI or send us email at reservations@omnihotels.com. Other customer requests will be confirmed at check-in.

You may obtain more information regarding Omni Hotels from our website at www.omnihotels.com, or for hotel specific information please visit http://www.omnihotels.com/hotels/default.asp?h_id=45

Join Omni Hotels' Select Guest program now to enjoy even more luxury during your upcoming visit. Go to www.omnihotels.com to learn about all the Select Guest benefits and to join.

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** SELDOM BLUES **

3013 Jodie B

Tbl 303/1 Chk 1316 Gst 0
Oct 26 '04 08:12PM

| | |
|-------------------------|-------|
| 4 SOFA @ 2.75 | 11.00 |
| 1 SPARKLING SAFA | 3.00 |
| 5 BACARDI @ 7.00 | 35.00 |
| 3 JACK DANIELS @ 7.00 | 21.00 |
| 1 VIRGIN COI ADA | 7.50 |
| 1 GIMLET VODKA RCK | 8.00 |
| GREY GOOSE | 1.50 |
| 2 BASS @ 5.00 | 10.00 |
| 1 VIRGIN DAIQUIRI | 7.50 |
| 1 G-PENFOLDS SHRZ | 14.00 |
| 1 GIMLET VODKA RCK | 8.00 |
| GREY GOOSE | 1.50 |
| 1 G-LIBERTY CAB | 10.00 |
| 3 GREY GOOSE @ 8.00 | 24.00 |
| 3 Dbt GLENLIVET @ 19.00 | 57.00 |
| 1 DRAMBUIE | 7.00 |
| ST FRANC MERLOT | |
| 1 OPEN WINE | 12.00 |
| 1 GIMLET VODKA RCK | 8.00 |
| GREY GOOSE | 1.50 |
| 1 HEINEKEN | 5.00 |
| 1 Dbt GRE | |
| 3 SHRIMP | |
| 1 CHKN PA | |
| 2 CHKN TE | |
| 3 SEAFOOD | |
| 1 LOBSTER | |
| 1 SHRIMP : | |
| 2 FALL SA: | |
| 1 VEGAN SI | |
| 2 FILET M | |
| 2 SD GARL | |
| 1 SD SPIN | |
| 1 RED SWAI | |
| 1 SOUP OF | |
| 2 LOBSTER | |
| 18 % | |
| 18% Grat | |

| | |
|-----------------|--------|
| FOOD | 320.00 |
| LIQUOR | 219.25 |
| BEER | 15.00 |
| WINE | 24.00 |
| TAX | 19.20 |
| Service Chrg | 104.09 |
| 09:33 TOTAL DUE | 701.54 |

*Press
down*

** SELDOM BLUES **

Date: Oct 26 '04 09:33PM
 Card Type: Amex
 Acct #: XXXXXXXXXXXX1005
 Exp Date: 09/07
 Auth Code: 529111
 Check: 1316
 Table: 303/1
 Server: 3013 Jodie B
 MINYON MOURE

Subtotal: 701.54

Tip: *Included*

Total: *701.54*

Signature: _____

I agree to pay above total according to my card issuer agreement.

*** Customer Copy ***

26044144842

Detroit

Start Planning
Your Holiday
Functions Now.
Ask Us About
Group
Reservations....

Detroit

EXHIBIT L

26044144843

1-19-0

FEDERAL ELECTION COMMISSION
999 E Street, N.W.
Washington, D.C. 20463

RECEIVED
FEDERAL ELECTION
COMMISSION

2001 JAN 19 P 4 17

FIRST GENERAL COUNSEL'S REPORT

SENSITIVE

RE: MUR 4840 .
DATE COMPLAINT FILED: 10/23/98
DATE OF NOTIFICATION: 11/02/98
DATE ACTIVATED: 7/10/00

EXPIRATION OF STATUE OF
LIMITATIONS: 7/28/03
STAFF MEMBER: Matt Hardy

COMPLAINANT:

Phil Perington, Chair, Colorado Democratic Party

RESPONDENTS:

- Centennial Spirit
- Donald Bain of Centennial Spirit
- Natalie Meyer of Centennial Spirit
- Mike Hesse
- Congressman Scott McInnis
- Campbell Victory Fund and Arron L. Clark, as Treasurer
- Bob Greenlee for Congress Committee and Clair Ann Beckmann, as Treasurer
- Friends of Scott McInnis and Dennis King, as Treasurer
- Bob Schaffer for Congress and Arthur R. Willis II, as Treasurer
- Hefley for Congress and Fredrick R. Reynolds, as Treasurer
- Tancredo for Congress Committee and Raymond Gifford, as Treasurer
- Nancy McClanahan Goes to Congress and Janice C. Perkins, as Treasurer

RELEVANT STATUTES:

- 2 U.S.C. § 441b
- 2 U.S.C. § 433
- 2 U.S.C. § 434
- 2 U.S.C. § 441a(a)(1)(C)
- 2 U.S.C. § 441a(a)(1)(A)
- 2 U.S.C. § 441a(f)
- 2 U.S.C. § 441d
- 11 C.F.R. § 100.22
- 11 C.F.R. §110.11(a)(5)

26044144344

**INTERNAL REPORTS CHECKED: Disclosure Reports
Contributor Indices**

FEDERAL AGENCIES CHECKED: None

I. GENERATION OF MATTER

This matter was generated by a complaint submitted by Phil Perington, Chair of the Colorado Democratic Party ("Complainant"), alleging violations of the Federal Election Campaign Act of 1971, as amended ("FECA" or "Act"), by Centennial Spirit, a Colorado non-profit corporation. In addition to Centennial Spirit, respondents also include two officers of Centennial Spirit, one contractor, Congressman Scott McInnis and seven federal Republican campaign committees and their treasurers.

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II. FACTUAL AND LEGAL ANALYSIS

A. The Applicable Law

1. Raising and Expending Corporate Funds for Express Advocacy

a. Section 441(b)

Section 441b(a) of the Act generally prohibits corporations from using general treasury funds to make a contribution or expenditure, including an independent expenditure,¹ in connection with federal elections. Furthermore, the Act prohibits any candidate, political committee or other person from knowingly accepting or receiving, and any officer or director of any corporation from consenting to, any such contribution or expenditure. 2 U.S.C. §441b(a).

However, in *FEC v. Massachusetts Citizens for Life, Inc.*, 479 U.S. 238 (1986) ("*MCFL*"), the Supreme Court held, *inter alia*, that section 441b's prohibition of independent expenditures from a corporation's general treasury funds cannot be applied constitutionally to a "class of organizations" that, although corporate in form, do not present the dangers that section 441b is designed to prevent. The Court determined that such organizations must have three distinct features. First, the corporation must have been "formed for the express purpose of promoting political ideas, and cannot engage in business activities." *MCFL*, 479 U.S. at 264. Second, the corporation must not have "shareholders or other persons affiliated so as to have a claim on its assets or earnings." *Id.* Finally, the corporation must not have been "established by a business corporation or a labor union, and [must have] in place a policy not to accept contributions from such entities." *Id.*

¹ The term expenditure includes any purchase, payment, distribution, loan, advance, deposit or gift of money or anything of value, made by any person for the purpose of influencing any election for Federal office. 2 U.S.C. § 431(9) and 11 C.F.R. § 114.1(a)(1). Independent expenditures are expenditures made without the cooperation of or consultation with any candidate that finance communications expressly advocating the election or defeat of a clearly identified candidate. 2 U.S.C. § 431(17) and 11 C.F.R. § 100.16.

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In 1995, the Commission promulgated 11 C.F.R. §114.10, implementing 2 U.S.C. § 441b in light of *MCFL*. This regulation sets forth five criteria that must be met by the entity in order to achieve the status of a "qualified nonprofit corporation." First, the corporation must have as its only express purpose the promotion of political ideas. 11 C.F.R. § 114.10(c)(1). Second, the corporation cannot engage in business activities. 11 C.F.R. § 114.10(c)(2). Third, the corporation must not have shareholders or other persons who are affiliated in such a way that they might be able to make a claim on the organization's assets or earnings; or have any persons who have been offered a benefit such that it would act as a disincentive for them to disassociate themselves from the corporation on the basis of a difference of opinion with the corporation on a political issue. 11 C.F.R. § 114.10(c)(3). Fourth, the corporation must not have been established by a business corporation or a labor organization, and must not accept contributions, directly or indirectly, from business corporations or labor organizations. 11 C.F.R. § 114.10(c)(4). Finally, the corporation must be described in 26 U.S.C. § 501(c)(4). 11 C.F.R. § 114.10(c)(5). In addition, qualified non-profit corporations that make independent expenditures in support or in opposition to a federal candidate aggregating in excess of two hundred and fifty dollars (\$250) in a calendar year must file reports with the FEC in accordance with 11 C.F.R. §§ 109.2 and 114.10(e)(2), and certify in writing to the Commission that they are in fact eligible for the exemption from the prohibitions against corporate expenditures. 11 C.F.R. § 114.11(e)(1).

b. Express Advocacy

In *MCFL*, the Supreme Court, relying on its earlier decision in *Buckley v. Valeo*, 424 U.S. 1 (1976), ("*Buckley*") also held that the prohibition on corporate expenditures applies only to expenditures for communications that contain "express advocacy" of the election or defeat of clearly identified candidates for federal office. 479 U.S. at 249. The Court explained

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that *Buckley* had "...adopted the 'express advocacy' requirement to distinguish discussion of issues and candidates from more pointed exhortations to vote for particular persons." *Id.* "We therefore concluded *in that case* (emphasis added) that a finding of 'express advocacy' depended upon the use of language such as 'vote for,' 'elect,' 'support,' etc., *Buckley*, supra at 44, n.52." *Id.*

In *MCFL*, the Court analyzed both the focus and content of the MCFL newsletter to ascertain whether its overall "effect" was that of "discussion of issues" or "exhortation to vote for particular persons." The MCFL newsletter bore the headline on the first page "EVERYTHING YOU NEED TO KNOW TO VOTE PRO-LIFE," and stated that "[n]o pro-life candidate can win in November without your vote in September." "VOTE PRO-LIFE" was printed in large bold-faced print on the last page, next to which was a disclaimer: "This [newsletter] does not represent an endorsement of any particular candidate." A coupon was provided that could be taken to the polls to remind voters who the "pro-life" candidates were. In addition, the newsletter listed all the candidates running for election in Massachusetts and identified each as supporting or opposing certain issues, but featured pictures of only those candidates whose positions were consistent with those of *MCFL*. *Id.* at 243.

Based on these facts, the Court held that the newsletter contained "express advocacy":

The publication not only urges voters to vote for "pro-life" candidates, but also identifies and provides photographs of specific candidates fitting that description. The [newsletter] cannot be regarded as a mere discussion of public issues that by their nature raise the names of certain politicians. Rather, it provides *in effect an explicit directive* (emphasis added): vote for these (named) candidates. The fact that this message is marginally less direct than "Vote for Smith" does not change its essential nature. The [newsletter] goes beyond issue advocacy to express electoral advocacy. The disclaimer cannot negate this fact.

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Id. at 249.

The MCFL newsletter did not contain any of the so-called "magic words" of footnote 52 from *Buckley*; the Court nevertheless found that it did contain words which were "in effect" express advocacy. Although the newsletter in *MCFL* did list issues and contain some issue advocacy, the Court found that it crossed the line between issue advocacy and express advocacy by directing the attention of the reader/voter to the voting records and photos of those candidates who were singled out as "pro-life" and then exhorting them to "Vote Pro-life"—"in effect", an explicit directive to vote for the named pro-life candidates. This "in effect" test remains the only standard that the Supreme Court has promulgated for deciding when a publication becomes "express advocacy."

In *FEC v. Furgatch*, 807 F.2d 857; 862-864 (9th Cir.) *cert. denied*, 484 U.S. 850 (1987) ("*Furgatch*"), the Ninth Circuit offered a standard for "express advocacy" based upon the Supreme Court's ruling in *Buckley* and the lower court ruling in *MCFL*. (The decision did not discuss the Supreme Court's "in effect" standard from *MCFL*, however.) The case concerned a negative advertisement about President Carter placed three days before the 1980 general election. After criticizing President Carter, the advertisement stated, "If he succeeds the country will be burdened with four more years of incoherencies, ineptness, and illusion. . . ." The ad then concluded, "DON'T LET HIM DO IT." 807 F. 2d at 858.

The Ninth Circuit held that this advertisement contained express advocacy. In reaching its decision, the *Furgatch* court pointed out the fact that limiting a finding of express advocacy to speech that utilized the so-called "magic words" of *Buckley* "would preserve the First Amendment right of unfettered expression only at the expense of eviscerating the Act."

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Id. at 863. While conceding that *Buckley* did not draw a bright and unambiguous line on this issue, the court concluded that express advocacy includes any message that, "when read as a whole, and with limited reference to external events, [is] susceptible of no other reasonable interpretation but as an exhortation to vote for or against a specific candidate." *Id.* at 864. The court then adopted a three part test:

First, even if it is not presented in the clearest, most explicit language, speech is "express" for present purposes if its message is unmistakable and unambiguous, suggestive of only one plausible meaning. Second, speech may only be termed "advocacy" if it presents a clear plea for action, and thus speech that is merely informative is not covered by the Act. Finally, it must be clear what action is advocated. Speech cannot be "express advocacy of the election or defeat of a clearly identified candidate" when reasonable minds could differ as to whether it encourages a vote for or against a candidate or encourages the reader to take some sort of action.

Id.

In 1995, the Commission promulgated 11 C.F.R. § 100.22 to provide guidance on the concept of express advocacy in accordance with judicial interpretations, including *Buckley*, *MCFL*, and *Furgatch*. The final rule, in its entirety states:

Expressly advocating means any communication that --

- (a) uses phrases such as "vote for the President," "re-elect your congressman," "support the Republican challenger for U.S. Senate in Georgia," "Smith for Congress," "Bill McKay in '94," "vote Pro-Life," or "vote Pro-Choice" accompanied by a listing of clearly identified candidates described as Pro-Life or Pro-Choice, "vote against Old Hickory," "defeat" accompanied by a picture of one or more candidate(s), "reject the incumbent," or communications of campaign slogan(s) or individual word(s), which in context can have no other reasonable meaning than to urge the election or defeat of one or more clearly identified candidate(s), such as posters or bumper stickers, advertisements, etc. which say "Nixon's the One," "Carter '76", "Reagan/Bush," or "Mondale!"; or

(b) When taken as a whole and with limited reference to external events, such as the proximity to the election, could only be interpreted by a reasonable person as containing advocacy of the election or defeat of one or more clearly identified candidate(s) because-

- (1) The electoral portion of the communication is unmistakable, unambiguous, and suggestive of only one meaning; and
- (2) Reasonable minds could not differ as to whether it encourages actions to elect or defeat one or more clearly identified candidate(s) or encourages some other kind of action.²

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Recently, the issue of express advocacy in a corporate context was addressed by a federal court in the case of *FEC v. Christian Coalition*, 52 F.Supp. 2d 45 (D.C.D.C. 1999) ("*Christian Coalition*"). The court looked at several communications distributed by the Christian Coalition during the 1994 election cycle and found that one, a mailing issued by the Coalition's Georgia affiliate, contained express advocacy and therefore violated the prohibition on corporate expenditures. Basing its decision on prior case law, particularly *MCFL*, the court declared that, to be express advocacy, a communication must "in effect contain an explicit directive," which takes the form of an "action verb or its functional equivalent." *Id.* At 62. According to the *Christian Coalition* court, once the speaker and the content have been identified, a communication will be considered express advocacy only in those instances where a reasonable person would understand that the speech used, considered in the context of the entire communication, contained an explicit directive to take electoral action in support of the election or defeat of a clearly identified candidate. *Id.* at 62.

² Two appellate courts have determined that part (b) of this regulation is invalid. *Maine Right to Life v. FEC*, 98 F.3d 1 (1st Cir. 1996) and *FEC v. Christian Action Network*, 110 F.3d 1049 (4th Cir. 1997). On September 22, 1999, the Commission unanimously adopted a statement formalizing a pre-existing policy of not enforcing subsection (b) in the First and Fourth Circuits. In January 2000, a district court in Virginia issued a nationwide injunction preventing the Commission from enforcing 11 C.F.R. 100.22(b) anywhere in the country. *Virginia Society for Human Life, Inc. v. FEC*, 83 F.Supp.2d 668 (E.D. Va. 2000). The FEC has filed an appeal of the injunction. That appeal is pending.

The mailing at issue in the *Christian Coalition* case was distributed immediately prior to Georgia's July primary. Under the heading, "State Coalition Update - July 1994", the cover letter stated, in part:

The Primary elections are here! On Tuesday, July 19, Georgians will nominate Democratic and/or Republican candidates for the offices of: Governor, Lt. Governor, Insurance Commissioner, Congress, Public Service Commissioner and the State Legislature. To help you prepare for your trip to the voting booth, we have enclosed a complementary voter ID card. This personalized card lists your congressional district and your State House and State Senate districts. We have also enclosed a Congressional Scorecard which you may take to the voting booth. The only incumbent Congressman who has a Primary election is Congressman Newt Gingrich - a Christian Coalition 100 percenter. Make sure that you save this scorecard for November, however, because all other Congressmen are opposed in the General Election.

Id. at 58.

The court found that this mailing, which was clearly directed to the reader as voter, constituted express advocacy as it pertained to the candidacy of Newt Gingrich. While the enclosed scorecard did not overtly tell readers who they should vote for, the court found that the cover letter clearly promoted Congressman Gingrich's candidacy. Readers were specifically told that while the scorecard was for use in the voting booth, it really was not needed for the Congressional primary, because the only challenged incumbent was Newt Gingrich and he was a "100 percenter." Further, the court noted that while Mr. Gingrich's elevated standing with the Christian Coalition is explicitly highlighted, and while the recipients of the mailing are informed that the seat is contested, the opponent is never identified. The court found that "the unmistakable meaning of the letter is that because Newt Gingrich has voted as the Coalition would have wanted him to on every vote the Coalition considered significant, the reader should vote for him in the primary election." *Id.* at 65. Moreover, "[w]hile marginally less direct than

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saying 'Vote for Newt Gingrich,' the letter in effect is explicit that the reader should enter the voting booth with the knowledge that Speaker Gingrich was a 'Christian Coalition 100 percenter' and therefore the reader should vote for him." *Id.* The court also noted that "while the 'express advocacy' standard is susceptible of circumvention by all manner of linguistic artifice, merely changing the verb 'vote' into the noun 'trip to the voting booth' is insufficient to escape the limited reach of 'express advocacy.'" *Id.*

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3. Contribution Limits.

Pursuant to 2 U.S.C. § 441a(a)(1)(C), no person shall make contributions to any political committee other than a candidate's authorized political committee, or a party committee, in a calendar year which, in the aggregate, exceed \$5,000. Pursuant to 2 U.S.C. § 441a(a)(3), no individual shall make contributions aggregating more than \$25,000 in any calendar year.

4. Coordinated Expenditures.

"Contribution" is defined by 2 U.S.C. §431(8)(a)(i) as, "(a)ny gift subscription, loan, advance, or deposit of money or anything of value made by any person for the purpose of

influencing any election for federal office." Pursuant to 2 U.S.C. § 441a(a)(1)(A), "(n)o person shall make contributions to any candidate and his authorized political committees with respect to any election for federal office which, in the aggregate, exceed \$1,000." Furthermore, it is illegal for any political committee to knowingly accept any contribution in violation of section 441a. 2 U.S.C. § 441a(f).

An expenditure remains an "independent expenditure" as defined by 2 U.S.C §431(17) only when it is "...made without cooperation or consultation with...and...not made in concert with or at the request or suggestion of any candidate, or any authorized committee or agent of such candidate." An expenditure made on behalf of a candidate or the candidate's committee which is not an independent expenditure is an in-kind contribution as defined in 2 U.S.C. §441(a)(7)(B)(i).

Recently, in *Christian Coalition, supra*, the court identified two ways in which "coordination" could occur. First, coordination occurs when "...expressive coordinated expenditures are made at the request or the suggestion of the candidate or an authorized agent." *Id.* at 91. Second, coordination occurs when "...the candidate or her agents can exercise control over, or where there has been substantial discussion or negotiation between the campaign and the spender over, a communication's: (1) contents; (2) timing; (3) location, mode, or intended audience (e.g. choice between newspaper or radio advertisement); or (4) 'volume' (e.g. number of copies of printed materials or frequency of media spots)." *Id.* at 92. The court went on to discuss the situation in which an individual worked both for a campaign and for an entity making the expenditures in question. The court held that such contacts alone, absent proof of discussion

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or negotiation, would not be sufficient to establish coordination. *Id.* at 96-97. The Commission decided not to appeal this decision.⁵

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⁵ On November 30, 2000, the Commission approved a new rule on "coordination" among candidates, political parties and outside organizations. The rule will take effect this year, following a period of Congressional review.

B. The Complaint

The complaint in this matter is directed at Centennial Spirit, a Colorado nonprofit corporation incorporated on July 28, 1998. Many of the factual allegations in the complaint are based on eight Colorado newspaper articles (attached to the complaint), including the allegation that "[t]he formation of Centennial Spirit reflects a disturbing trend in Colorado in which Colorado Republicans have been systematically evading state and federal election laws by forming 'educational' corporations for the purpose of conducting Republican get-out-the-vote efforts with undisclosed, corporate funds."

Citing to attached news articles from the Rocky Mountain News, Complainant alleges that Centennial Spirit was organized by a former Chair of the Colorado Republican Party, Donald Bain, assisted by Congressman Scott McInnis and Mike Hesse. Natalie Meyer, former Colorado Republican Secretary of State, is reportedly Chairman of Centennial Spirit, and the organization reportedly had a budget of \$1 million in 1998. Again citing to an attached Rocky Mountain News article, Complainant alleges that "[t]he stated goal of these groups is to promote the GOP's legislative and statewide candidates and presumably federal candidates."

According to the Complainant, the Colorado Democratic Party, on October 19, 1998, obtained a Centennial Spirit direct mail advertisement (attached to the complaint). Complainant states that the Rocky Mountain News reported that 575,000 of the mailers were sent out statewide. Complainant alleges that the mailer, "exhorts the reader to vote for a listing of clearly identified federal and non-federal Colorado candidates...." To support this contention,

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Complainant provides a narrative summation of the mailer's contents, including the provision of an absentee ballot application therein and a small-print disclaimer reading "Paid for by Centennial Spirit, a Colorado non-profit corporation."⁶ According to the Complainant, "as evidenced by" the mailer, "Centennial Spirit's activities expressly advocate the election of Republican candidates, and based on information and belief, the activities of Centennial Spirit are 'coordinated' with Republican candidates and party committees."⁷

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Third, Complainant maintains that "by presumably accepting contributions in excess of \$5,000," Centennial Spirit has also violated 2 U.S.C. § 441a(1)(C). Fourth, Complainant alleges that Centennial Spirit made contributions in excess of \$1,000 to at least six federal candidates in violation of 2 U.S.C. §§ 441a(a)(1)(A) and 441a(f) in connection with the mailer. This allegation is based on Complainant's conclusion that "[i]t is inconceivable that Centennial Spirit could have made any expenditure that was independent of any federal candidate," because, allegedly, a number of "seasoned Republican

⁶ For a full description of the mail advertisement, see discussion at part II.D. *infra*.

⁷ The Complaint also states, based on a newspaper article, that "on October 19, 1998, Centennial Spirit began running television advertisements that promote Republican candidates throughout the state. . . [that] are intended to run through election day." A review of transcripts obtained from public sources indicate that only state candidates were the subject of these advertisements, however.

operatives" and "party regulars" were involved in operating Centennial Spirit, Congressman Scott McInnis was reportedly raising funds for the organization, and McInnis' picture, as well as professional photographs of every other Colorado Republican federal candidate, appear in the mailer "that is the basis of this complaint."

C. The Responses

Respondents Centennial Spirit, Donald Bain, Scott McInnis and Friends of Scott McInnis, Michael Hesse, Natalie Meyer, Bob Greenlee for Congress, Bob Schaffer for Congress, and Tancredo for Congress Committee, all responded separately, by sworn affidavits, to the complaint. The Campbell Victory Fund, Hefley for Congress and Nancy McClanahan Goes to Congress each responded by unsworn letter.

Donald Bain responded on behalf of Centennial Spirit. He states that Centennial Spirit is a Colorado non-profit corporation, "organized exclusively for educational purposes," that is not permitted to "advocate the election or defeat of any candidate for public office," as set forth in its Articles of Incorporation attached to the complaint. According to Mr. Bain, Centennial Spirit has not claimed any exemption from federal income taxation pursuant to Section 501(c) of the Internal Revenue Code. He identifies himself as Secretary-Treasurer of Centennial Spirit, Natalie Meyer as President and Chairman, and Michael Hesse as a contract consultant to the organization. Mr. Bain avers that Congressman McInnis holds no position with Centennial Spirit, and while assisting in raising funds for it, "did not cooperate or consult with Centennial Spirit concerning its program or its disbursements and no disbursements were made by Centennial Spirit in concert with or at the request or suggestion of Congressman McInnis."

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Finally, Mr. Bain discusses Complainant's "coordination" allegations. He avers that "[t]he mailer was not prepared, paid for or mailed in cooperation or consultation with any candidate or candidate committee and was not prepared, paid for or mailed in concert with, or at the request or suggestion of, any candidate or candidate committee." Moreover, according to Mr. Bain, everyone associated with Centennial Spirit was told orally and in writing that "Centennial Spirit was not permitted to engage in express advocacy and that its disbursements were not to be made in cooperation or consultation with any candidate or candidate committee."⁸ Centennial Spirit's response does not specifically address Complainant's allegations that Centennial Spirit

⁸ The written admonition, dated September 10, 1998, is attached to the response. Mr. Bain additionally states that the statutory standard of "coordination" is too vague, and should not be applied until the conclusion of the Commission's pending rulemaking.

received or disbursed corporate funds in violation of 2 U.S.C. § 441b, nor does its Articles of Incorporation contain any expression of a policy against such activities.

The sworn responses of Natalie Meyer, Michael Hesse, and Donald Bain each aver (with slight variations in wording) that "to the best of my information and belief, [Centennial Spirit's response to the complaint] is true and accurate."

Scott McInnis' response states that he was elected to Congress from the Third District of Colorado in 1998. He avers that he has never been an officer or director of Centennial Spirit, that he assisted the organization in raising funds for educational programs because he believes in its purposes and understood that it would not engage in express advocacy. Further, Mr. McInnis states that he did not participate in developing Centennial Spirit's educational program. Nor did he "cooperate or consult with them or make any requests or suggestions to them concerning their disbursements." Finally, Mr. McInnis avers that "I was not informed in advance that my picture would appear, along with other candidates, in a mailer distributed by Centennial Spirit and I did not provide them with my photograph."

Dennis King, treasurer of Friends for Scott McInnis, Inc., Mr. McInnis' campaign committee for the 1998 Congressional election, states that the committee "received no contribution, in cash or in-kind, from . . . Centennial Spirit, nor has it made any contribution, either in cash or in-kind, to Centennial Spirit." Mr. King also avers that the committee "has not cooperated with Centennial Spirit concerning," nor "requested or suggested that Centennial Spirit make any," disbursements. According to Mr. King, the committee "has no direct knowledge or information about the activities of Centennial Spirit complained about in the complaint."

In response to the complaint, the Campbell Victory Fund and Aaron Clark, as treasurer, submitted a one sentence letter stating, "In response to your letter regarding MUR 4840, we have

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no connection with or knowledge about Centennial Spirit and know nothing about the piece of literature referenced in the complaint.”

The response of the Bob Greenlee for Congress Committee and Clair Ann Beckmann, as treasurer, consists of a cover letter and two affidavits—one by campaign manager Sean Murphy and one by Clair Ann Beckmann. Murphy states that he was familiar with Centennial Spirit and has had “informal discussions on a personal level” with some persons involved in Centennial Spirit but has never had any involvement in their operations. Beckmann states that she was not familiar with Centennial Spirit prior to the notification letter that she received from the FEC on November 2, 1998 and has had no contact, no personal involvement with or knowledge of any persons who worked for Centennial Spirit. Furthermore, both affidavits contain statements that the photographs of Greenlee and his positions on the issues were publicly available and that they are not aware of any persons who might have provided such items to Centennial Spirit. Bob Schaffer for Congress and Arthur R. Willis II, as treasurer, responded with affidavits from Willis and from campaign manager Sean Walsh. Both affidavits are identical to Beckmann’s affidavit above with only the names of the individuals and committees involved changed.

The response of Hefley for Congress and Fredrick R. Reynolds, as treasurer, consists of a letter from Reynolds stating that he has not had any correspondence with Centennial Spirit, “written or verbally,” that they were not asked for and did not give permission to Centennial Spirit to publish anything on the campaign’s behalf, and that they did not raise funds for or contribute to or receive funds from Centennial Spirit. The response of the Tancredo for Congress Committee and Raymond Gifford, as treasurer, consists of a letter and affidavit from Gifford that denies that Centennial Spirit ever expressly advocated Tancredo’s election and that Tancredo for Congress neither benefited from any express advocacy by Centennial Spirit nor coordinated any

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activities or expenditures with Centennial Spirit. Nancy McLanahan Goes to Congress and Janice C. Perkins, as treasurer, responded with a letter from Perkins which states that neither she nor the committee had any knowledge of the "independent expenditure in question..." and that their first knowledge of the mailer was when they received it in the mail prior to the election.

D. Analysis

1. Express Advocacy, Coordination and Related Issues

The Centennial Spirit mailer at issue here is a four-page mailer containing text and photographs, with an insert of four pages describing early voting by absentee ballot for the November 3rd election, early vote locations, and two pre-addressed absentee ballot application postcards which could be detached and mailed to County Clerks' offices. At the bottom of one of the pages of the insert appear the words, "*Paid for by Centennial Spirit, a Colorado non-profit corporation.*" The remainder of the mailer, not including the insert, will be the focus of this analysis.

When folded as a mailer, the outside cover page lists the return address of Centennial Spirit over the words, in bold print, "Time Sensitive Material-Open Immediately!" and, across the bottom, the phrase "COLORADO'S 1998 CANDIDATES." The back cover page states "VOTE EARLY NOW!" in large type and then, in smaller type, the words "DON'T LET EL NINO STOP YOU FROM VOTING ON NOVEMBER 3RD!" On the first interior page, are the words, again, "COLORADO'S 1998 CANDIDATES", under which appear the names and photographs of U.S. senatorial candidate Ben Nighthorse Campbell, and congressional candidates Nancy McClanahan, Bob Greenlee, Scott McClinnis, Bob Schaffer, Joel Hefley and Tom Tancredo, as well as the candidates for Governor, Lieutenant Governor, Secretary of State, Attorney General, Treasurer and, without a photograph, Colorado University Regent at Large.

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Despite the fact that these individuals constituted all the state-wide Republican candidates running in the general election, nowhere on the mailer are any of these candidates identified as Republicans. Moreover, no other candidates for those offices appear or are mentioned in the mailer, even though at least all the federal candidates had opponents.

On the facing interior page, in large bold print, are the words **"HERE IS WHAT THESE CANDIDATES STAND FOR:"** followed by seven listed phrases: **"Smaller government; Local control of education; Protecting Social Security for our seniors; Reforming the Internal Revenue Service and our tax system; Responsible stewardship of natural resources; Increase resources to fight the influx of drug use in Colorado; [and] Equal opportunity for every individual."** This list is followed by the words, in bold, **"Please make sure to Vote!"** A small but legible disclaimer appears at the bottom of this page which states, *"This mailer does not constitute an endorsement of any candidate."*

Based on the four corners of the mailer, it appears that the mailer contains express advocacy. The mailer exhorts readers to take electoral action: **"Please make sure to Vote!"** and **"VOTE EARLY NOW! Don't Let El Nino stop you from voting on November 3rd!"** Moreover, the electoral action advocated by Centennial Spirit is linked to the identified and pictured individuals—"Colorado's 1998 Candidates." The mailer directs the reader/voter's attention to seven catch-phrases but assigns no significance to those catch-phrases except that they are the positions of (and, implicitly, reasons to vote for) these clearly identified candidates in the upcoming election. The mailer's message, in effect, is **"HERE IS WHAT THESE CANDIDATES STAND FOR, their positions are so laudable that they alone are COLORADO'S 1998 CANDIDATES, now Please Make Sure to Vote."** Under such circumstances, the action

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verbs contained in the exhortations to "Please make sure to Vote!" and "VOTE EARLY NOW!" are the functional equivalent of "vote for" these candidates.

The focus of the mailer is on clearly identified (with photos, names and offices they are running for) candidates, promoted as "COLORADO'S 1998 CANDIDATES," who also just happen to be all of the statewide Republican candidates up for election in 1998. There is no reference to the opponents of these identified candidates. The catch-phrases listed under "HERE IS WHAT THESE CANDIDATES STAND FOR" serve no real function except to identify the candidates with those catch-phrases for purposes of electoral action and the only action urged in the mailer is voting. Centennial Spirit implicitly acknowledges as much in its response when it says, "If a recipient disagreed with one or more of the points for which this mailer states the identified candidates stand, he or she likely would read the mailer as providing a reason to vote against the candidates."

The only arguable issue positions in the mailer, namely the catch-phrases, contain virtually none of the issue advocacy that *Buckley* sought to protect. There is certainly no issue advocacy contained within the catch-phrases themselves--no discussion of the pros and cons of the underlying issues. Furthermore, readers are not asked to engage in any issue advocacy themselves. No information is provided on how any of the candidates--listed or unlisted--might be contacted or influenced on the underlying issues. No information is provided on how to advance the mailer's issue agenda, except to vote for the candidates identified by the mailer as standing for these positions. Besides, most of the positions that the identified candidates purportedly "stand for" are phrased so broadly (e.g., "Protecting Social Security for our senior citizens", "Responsible stewardship of natural resources," "Equal opportunity for every

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individual") that few readers/ voters are likely to "take issue" with them, anyway. They are simply a way for the authors to identify the listed candidates as laudable candidates.

The mailer does not set out a "discussion of issues that by their nature raise the names of certain politicians." *MCFL*, supra, at 249. To the contrary, it focuses on the advocacy of candidates, not issues. Even if Centennial Spirit's contention that "when read as a whole, [the mailer] is not susceptible of an interpretation that it is *only* an exhortation to vote for specific candidates" (emphasis added) is found to be not wholly inaccurate, the mailer clearly contains such an exhortation, and, therefore, express advocacy.

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The Centennial Spirit mailer, in many ways, resembles the newsletter found to have contained express advocacy in *MCFL*. Neither publication contains any of the "magic word" phrases listed in *Buckley*. The *MCFL* newsletter set out the positions of all candidates, but highlighted and identified, by use of photographs, those candidates whose pro-life views were consistent with those of *MCFL*, and then urged voters to "VOTE PRO-LIFE!" Similarly, the Centennial Spirit mailer highlights a single group of candidates--"Colorado's 1998 Candidates"--links them to a set of positions which identify them as laudable candidates and then urges readers "Please make sure to vote." Thus, like the newsletter at issue in *MCFL*, the mailer in the instant case "goes beyond issue advocacy to express electoral advocacy." 479 U.S. at 249.⁹ As in *MCFL*, the mailer "provides in effect an explicit directive: vote for" the candidates identified as "Colorado's 1998 Candidates." "The fact that the message is marginally less direct than 'vote for [these candidates]' does not change its essential nature." *Id.* That the mailer claims not to

⁹ Indeed, unlike the Centennial Spirit mailer, the *MCFL* newsletter contained some issue advocacy to the extent that it set out the records of all the candidates, of both parties, and let the reader/voters engage in some comparative analysis. Centennial Spirit's mailer, in contrast, identifies by name and picture only Republican candidates, and presents no opportunity for analysis of competing views.

constitute an endorsement of any candidate can not insulate it from the fact that it expressly advocates the election of clearly-identified federal candidates. *Id.*

The conclusion that the Centennial Spirit mailer contains express advocacy is also supported by the *Christian Coalition* decision, *supra*, a case decided after the promulgation of 11 C.F.R. §100.22. The *Christian Coalition* court formulated a test for express advocacy based primarily upon the *Buckley* and *MCFL* decisions from the U.S. Supreme Court.

The Centennial Spirit mailer, like the *Christian Coalition* publication, is clearly directed at the "reader as voter." It "in effect contain[s] explicit directives," in the form of "action verbs or their functional equivalents,"—"Vote Early Now" on the cover page and "Please Make Sure to Vote" on the page containing the list under "Here's What These Candidates Stand For." In the context of the entire communication, the action verb "vote" in these phrases becomes the functional equivalent of "vote for" the clearly identified candidates.¹⁰ As in *Christian Coalition*, no opponents of the clearly identified candidates are identified nor are their positions on the issues set forth. Just as Newt Gingrich was extolled as a *Christian Coalition* "100 percenter," the candidates in the Centennial Spirit mailer are linked to a single series of positions, cast in a favorable light, and deemed to be "Colorado's 1998 Candidates." While "marginally less direct" than saying "vote for these candidates," the mailer is in effect an explicit directive that because the identified candidates hold these positions, the readers should vote for them on November 3rd.

Centennial Spirit's statement in its response that readers of the mailer are left to vote for

¹⁰ The *Christian Coalition* court also found that two other expenditures did not constitute "express advocacy" because, for different reasons, they did not contain an explicit exhortation to take electoral action. One expenditure was for travel expenses and compensation for Ralph Reed, the then-Executive Director of the *Christian Coalition*, for a speech in Montana in which he discussed a Democratic congressional candidate in negative terms, stating, among other things, "...victory will be ours" and "...we're going to see Pat Williams sent bags packing...in November..." but did not direct the audience to take any electoral action. The other expenditure was for a mailer called "Reclaim America", which included the Coalition's congressional scorecard and exhortations such as "stand together" and "get organized" but no exhortation to take electoral action.

the candidates if they like the listed positions and against them if they do not, not only acknowledges that the mailer is directed to readers as voters, but supports the proposition that, one way or another, it contains express advocacy under the standards set forth in 100.22(a) as well as in *MCFL*.¹¹ Therefore, it appears that Centennial Spirit's mailer represents an independent expenditure, unless the evidence shows that the expenditure was coordinated. Under the standards set out in *Christian Coalition*, however, there is insufficient evidence to show that the expenditures in connection with the mailer were coordinated.

As noted in the discussion of Centennial Spirit's response, *supra*, Donald Bain averred that he sent a memorandum dated September 10, 1998 to Centennial Spirit personnel stating that Centennial Spirit's "disbursements were not to be made in cooperation or consultation with any candidate or candidate committee." The sworn responses of Centennial Spirit, Mr. Bain, Mr. Hesse, and Ms. Meyer are all to the effect that Centennial Spirit's mailer was not prepared, paid for, or mailed in concert with, or at the request or suggestion of any candidate or candidate committee. The Complainant had indicated that its allegation of coordination rested in part on the presence of candidate photographs in the mailer. Congressman McInnis' sworn response states that he did not cooperate or consult with, or make requests or suggestions, to Centennial Spirit regarding its disbursements, and that he did not know his picture would appear in the mailer or supply his photograph. His campaign committee also denied any coordination with Centennial Spirit. The remainder of the committee respondents likewise either denied

¹¹ Since this Office believes that the Centennial Spirit mailer contains express advocacy under the standard set forth in 11 C.F.R. § 100.22(a), as well as *MCFL*, the Commission need not decide whether it meets the standards articulated by other courts or 11 C.F.R. § 100.22(b). Indeed, any communication that meets the standards of part (a) of the regulation would also meet part (b) of the regulation, although the reverse is not necessarily the case. As in *Furgatch*, *supra*, the mailer contains a "clear plea for action" on behalf of clearly identified candidates. *Id.* at 864. The action called for is unmistakably and unambiguously voting for the identified candidates on November 3rd. Reasonable minds could not differ as to whether it encourages voters to elect the identified candidates. *Id.*; 11 C.F.R. § 100.22(b).

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coordination with Centennial Spirit or any knowledge of Centennial Spirit prior to notification by the Commission.

The available evidence, including sworn statements, thus indicates that Centennial Spirit created and distributed the mailer on its own. Certainly, there is nothing in the mailer that would require the assistance of any candidate, since it takes no controversial issue positions, makes no special promises and passes on no information that would not be readily obvious to anyone in the general public and uses photographs which, respondents from the Greenlee and Schaffer campaigns specifically aver, are readily available to the public.

Without coordination, the expenditure for the mailer made by Centennial Spirit does not constitute a "contribution" for the purposes of the limits set out in the FECA sections alleged in the complaint. Therefore, this office recommends that the Commission find that there is no reason to believe that Centennial Spirit violated 2 U.S.C. §§ 441a(a)(1)(A) or 441a(f) in connection with the mailer or that any other respondent violated 2 U.S.C. § 441a(f).

2. Qualified Non-Profit Corporation and Related Issues

Given that the Centennial Spirit mailer contained express advocacy, and appears to have been distributed to the general public, Centennial Spirit has violated 2 U.S.C. §441b by making a prohibited corporate expenditure unless it is a "qualified nonprofit corporation" within the meaning of 11 C.F.R. § 114.10.

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Since the available evidence seems to suggest that Michael Hesse was only a contractor with Centennial Spirit, this office recommends that the Commission find no reason to believe that he or any respondent other than those referenced above violated 2 U.S.C. § 441b.

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Complainant also alleges that by accepting a gift of \$100,000, as reported in an October 21, 1998 Rocky Mountain News article attached to the complaint, Centennial Spirit violated 2 U.S.C. § 441a(a)(1)(C), which states that "[n]o person shall make contributions to any other political committee in any calendar year which, in the aggregate, exceed \$5,000." However, this statutory section deals with making contributions, not accepting them. Therefore, this office

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IV. RECOMMENDATIONS

- 1.
- 2.
3. Find no reason to believe that Centennial Spirit violated 2 U.S.C. §§441a(a)(1)(A), 441a(a)(1)(C) or 11 C.F.R. § 110.11(a)(5).
4. Find no reason to believe that Congressman Scott McInnis, Campbell Victory Fund and Arron L. Clark, as Treasurer, Bob Greenlee for Congress Committee and Clair Ann Beckmann, as Treasurer, Friends of Scott McInnis and Dennis King, as Treasurer, Bob Schaffer for Congress and Arthur R. Willis II, as Treasurer, Hefley for Congress and Fredrick R. Reynolds, as Treasurer, Tancredo for Congress Committee and Raymond Gifford, as Treasurer, or Nancy McClanahan Goes to Congress and Janice Perkins, as Treasurer violated 2 U.S.C. §§ 441a(f) or 441b.
5. Find no reason to believe that Mike Hesse violated the Act.

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6.

7. Approve the appropriate letters.

Date

1/17/01


Lois G. Lerner
Acting General Counsel

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EXHIBIT M

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Leo DiCaprio

Vote or Die

Hello everyone, it's great to be with you here today in

I come to you today, not as a politician, a scientist, or even an actor, but as a concerned citizen.

I haven't been that active in political campaigns before. I've gotten involved this time around because I believe that, without a doubt, this is the most important election of our lifetime. We are at a political crossroads in our country!

The prospect of not having jobs when you graduate, the fact that so many of your peers are at war, and so many American's don't have healthcare, the erosion of our freedoms, or the ever expanding influence of corporations on our legislature has motivated me to take a stand at this defining moment.

We are at a turning point in our country, this is not just an election to decide a single president

Our Supreme Court, the most powerful court in the world, is about to undergo a substantial change. Several of the members of the Supreme Court are about to retire and the ideological makeup of their replacements depends on our vote. REMEMBER, the power of our collective vote will determine the direction of our court.

We have an opportunity to influence the policies of our country for generations to come.

You can not afford to be uninterested. You cannot afford to be detached from this election. You cannot turn your back on the future of our country.

We are not POWERLESS!

- If you care about 44 million Americans that have no health insurance,
- The 1 in 6 children who live in poverty,
- The One child that dies of gunfire every three hours
- The 30 million that suffer from hunger
- The 7 out of 10 fourth graders who cannot read or do math at the correct level

THEN YOU MUST USE YOUR POWER TO RISE UP AND BE HEARD BY VOTING ON NOVEMBER 2ND!

I am happy to be a part of Citizen Change because it is about educating young people about the process. Part of the process is finding those issues that motivate you personally the most.

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One issue in particular that motivated me to get involved is the environment. Scientists say, the environmental age is here. We're told consistently that we need to reduce our dependency on oil, foreign and domestic. But we can't make this a reality unless we participate in the process and actively protect our environment. Let's set an example for future generations to move environmentalism from being a philosophy of a passionate minority to a way of life.

Did you know that there have been drastic changes made in over 200 environmental protection laws in the past few years? Do you know how they affect your community?

There is no coincidence that things like toxic waste dumps and chemical plants seem to find their way into poor neighborhoods. Pollution always pursues the path of least resistance which leads it straight into low income and minority communities.

If you live in a low-income area, your chance of toxic contamination doubles. In fact, 60% of Black and Latino Americans live in communities with at least one toxic waste site. Statistics suggest that Government regulators are much more lenient on corporations that pollute in a minority neighborhood. The average fine for hazardous waste pollution in a white neighborhood is \$330,000 versus a \$55,000 fine in a minority neighborhood.

How do we change that? VOTE OR DIE!

Over the past 30 years, voting has declined steadily in the United States. According to the Federal Election Commission, only 36 percent of eligible young people voted in the 2000 Presidential Election.

Clearly we have the power but we don't use it. 42 million young people have the power to vote, and only a fraction of them-10% could change the course of an election, the direction of our country, if they voted.

Democracy is an ideal. We have to make it a reality.

I don't need to tell you how important your vote is.
Your vote will decide the outcome of this election.
Please make sure that you, your family and your friends vote.
Do not sit this one out.
Do not remain silent.

Vote or die!

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EXHIBIT N

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CNN

SHOW: ANDERSON COOPER 360 DEGREES 19.00

September 2, 2004 Thursday

Transcript # 090201CN.V98

SECTION: News; Domestic

LENGTH: 8933 words

HEADLINE: More Than Two Million Florida Residents Fleeing Frances; Interview With White House Press Secretary Scott McClellan

GUESTS: Scott McClellan, Ted Koppel, Sean Combs, Triumph The Insult Comic Dog

BYLINE: Anderson Cooper, John Zarrella, John King, Candy Crowley, Chris Lawrence, Jeanne Meserve, Wolf Blitzer, Paula Begala, Tucker Carlson

HIGHLIGHT:

Tonight more than 2 million Florida residents are fleeing Frances. What will voters hear tonight at the closing night of the Republican National Convention from George W. Bush?

BODY:

ANDERSON COOPER, HOST: Good evening from New York. I'm Anderson Cooper.

Anticipation here for a major speech, while in Florida there is fear of a monster hurricane.

360 starts now.

'Tis the night to shine for George W. Bush as the Republican National Convention comes to an end. The president takes center stage. His vision, his plan, his quest for four more years in the White House.

Blasting Kerry. Democratic nominee John Kerry shredded by Republican speakers. Is he in need of some damage control? 360 brings you reaction from the Kerry camp.

How will President Bush make his case tonight? Will he go after John Kerry? We go 360 with the president's press secretary, Scott McClellan, and an exclusive interview with "Nightline"'s Ted Koppel.

A state of emergency in the Sunshine State. A massive, menacing hurricane threatens the coast of Florida. Will this be the storm of the century? A 360 look at the path of Hurricane Frances.

Rape charge dropped against NBA superstar Kobe Bryant. He says he's sorry to his accuser. But how will this affect the civil suit? Will they settle?

He's on no one side, he's just here to insult anyone and anything. I go 360 with Triumph, the insult comic dog.

And it's not all political fever here. There's also dance fever. Don't they know we're watching? 360 takes you inside the box.

ANNOUNCER: This is a special edition of "ANDERSON COOPER 360," live from the Republican National

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Convention in New York.

COOPER: And a good evening to you.

While the thousands of delegates here are eagerly looking forward to President Bush's speech, tonight a small group of them, the delegates from Florida, have something else to look forward to, and not so eagerly. Tonight more than 2 million Florida residents are fleeing Frances. You see it there, a massive hurricane. How big? Right now, it's about the size of Texas, and it is still gathering strength. Experts said it could reach catastrophic proportions.

The category four storm is expected to make landfall late tomorrow night, early Saturday morning. It is packing winds of up to 145 miles an hour, at this hour, releasing its destructive force over the Bahamas. In many Florida towns right now, mandatory evacuation orders are in effect.

You see there residents and tourists on the move. This is a live picture of Interstate 95 going north, with hurricane warnings in effect from Florida City to Flagler Beach. People are getting out of harm's way.

CNN's John Zarrella is in Miami with the latest.

(BEGIN VIDEOTAPE)

JOHN ZARRELLA, CNN CORRESPONDENT (voice-over): More than 2 million people from one end of the state of Florida to the other have been told to evacuate.

UNIDENTIFIED MALE (UNINTELLIGIBLE) as you can see, traffic has already stacked up approaching the Golden Glade interchange.

ZARRELLA: Interstate highways and major arteries from Miami to Palm Beach County, and into north Florida, are snarled with traffic, people heading inland. Airports are packed with the lucky ones, putting a lot of distance between themselves and Frances.

UNIDENTIFIED FEMALE: We're trying to get out of Dodge City here.

UNIDENTIFIED FEMALE: We just want to get out of here. We're not used this kind of hurricanes.

ZARRELLA: Who is? These kinds of hurricanes are rare events. At least, they are supposed to be. And they ratchet up everyone's anxiety level.

ALEX PINELAS, FLEEING HURRICANE FRANCES: We need to prepare for the worst, pray for the best.

ZARRELLA: Local television stations broke from regular programming.

UNIDENTIFIED MALE: The consensus of the computer programs is a Florida landfall.

ZARRELLA: To provide continuous coverage of the storm's march towards Florida. You wonder how many people were watching. If they weren't trying to leave, they were standing in last-minute lines, long, long lines.

UNIDENTIFIED FEMALE: We've been out here for two hours.

COOPER. Waiting to buy plywood.

UNIDENTIFIED MALE. We got three-quarters right now.

ZARRELLA: Or waiting to fill up their cars.

And with every passing hour, with Frances getting closer all the time, the heart beats a bit faster. If you blink, maybe it will go away. But it doesn't.

(END VIDEOTAPE)

ZARRELLA: And even here, at the 11th hour, with Frances literally breathing down our necks, people are here at a Home Depot in north Miami buying plywood. A new truckload came in just a little while ago.

Over to my left, you can see the line of traffic, Anderson The cars lined up down that side of the Home Depot, around the back of the Home Depot, and back out the other side.

Even here in south Florida, with so many bad images from the past to remember from Andrew and other hurricanes,

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people still wait to the 11th hour, Anderson.

COOPER: And they're still cleaning up from Charley. John Zarrella, I'll see you tomorrow.

On to the big story here. Tonight is the night to which all the others have been building up. For a man who needs no introduction, George W. Bush, he has gotten plenty of it and stands to get a bit more before he officially takes the stage later on. He's just getting the feel of it here earlier today.

The delegates have been shouting the president's name all week, of course. No reason to think there won't be even more shouting tonight.

As for the substance of this culminating evening at the Republican National Convention, we'll get an overview in a moment from John King. We'll also talk to White House, to President Bush's press secretary, Scott McClellan. And from Candy Crowley, a day-after report on how the Democrats are contriving not to look too terribly bloodied.

First, our White, our senior White House correspondent, John King. John?

JOHN KING, CNN SENIOR WHITE HOUSE CORRESPONDENT: Anderson, a sense of excitement building already in the hall, although also a bit of tension. The delegates know this race right now is a dead heat. They're counting on the president tonight.

(BEGIN VIDEO CLIP)

GEORGE W. BUSH, PRESIDENT OF THE UNITED STATES: Tax relief is on the way.

KING: The president at center stage. This is a warmup for a defining moment, his convention appeal for four more years.

Mr. Bush will say he went to war in Afghanistan and then Iraq not for pride, not for power, but because the lives of our citizens are at stake. The president will wrap new domestic initiatives in what he calls a liberty agenda aimed at answering economic anxiety with new plans to simplify taxes, expand health care access, and add retirement saving options.

The domestic focus is just one speech imperative.

KARL ROVE, SENIOR BUSH ADVISER: It's important to talk about Iraq, to help people understand it, and know the differences between the two candidates. It's important to talk about the values that are ingrained in his heart and soul.

KING: The backdrop supports the liberty agenda theme, give citizens more power and government less. But it also is an unmistakable reminder of the city hardest hit by the 9/11 attacks.

Mr. Bush will add his voice to the Republican convention chorus, that his Senate votes and shifting positions make Democrat John Kerry unfit to command the war on terror, and add this, "I believe this nation wants steady, consistent, principled leadership. And that is why, with your help, we will win this election."

The president believes he has momentum in an extraordinarily tight race. But there are plenty of warning signs for an incumbent. Recent job growth has been modest. A majority of Americans believe the country is on the wrong track. And the continuing insurgency in Iraq is a campaign wild card. Democrats attribute relentless attacks on Senator Kerry to a White House that believes demonizing its opponent is the only way to win.

The first lady suggests perhaps the Democrats are thin-skinned.

LAURA BUSH: That's what happens when you run for office. And, you know, it happens to everybody. You get criticized, and that's just a fact of life in American politics.

KING: And top aides dismiss Democratic complaints that President Bush taps fear of more terrorism for political gain.

MICHAEL GERSON, CHIEF WHITE HOUSE SPEECHWRITER: I don't know how it's possible to overplay the defense of the American people.

(END VIDEOTAPE)

KING: Mr. Bush will leave the convention hall tonight after the balloons and the confetti fall. He will not sleep here in New York. It's on to battleground Pennsylvania. Look also for the Bush campaign to quickly launch a multimillion-dollar national advertising buy. And Anderson, on Friday, they also will announce that James Baker, the former secretary

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of state, will lead their debate negotiating team. Those debates now the next defining moment in this campaign after tonight's speech.

COOPER: Certainly will be. John King, thanks for that.

A couple of last night's speakers launched some haymakers at the Democrats. (UNINTELLIGIBLE) if John Kerry and company don't come out with Band-Aids and bruises and black eyes, they can always claim the punches never landed. All it takes is makeup.

Senior political correspondent Candy Crowley has been watching the Democrat apply some.

(BEGIN VIDEOTAPE)

CANDY CROWLEY, CNN SENIOR POLITICAL CORRESPONDENT (voice-over): The Ohio delegation, apparently getting more traffic than JFK International, drew a big dog this morning.

DICK CHENEY, VICE PRESIDENT OF THE UNITED STATES: I don't have a lot of new material to use. I used it up last night. And of course, what I didn't use, Zell Miller sure worked over pretty good for the (UNINTELLIGIBLE)..

CROWLEY: Over on the other side, they are not amused by last night's rough-and-tumble take on the Kerry record.

TERRY MCAULIFFE, CHAIRMAN, DEMOCRATIC NATIONAL COMMITTEE: I feel bad for many parents who had to have their children walk away from the television and not watch it with all the anger and venom that they spewed out with last night.

CROWLEY: It's hard to know how the Zell Miller-Dick Cheney one-two punch plays outside the Garden, so Democrats are planting seeds. They call them angry old men. They called the speeches vitriolic, hate-filled, caustic, obnoxious. What swing voter likes that?

Camp Kerry doesn't like the president's speech either, not that he's given it yet, but why stand on formality?

GOV. TOM VILSACK, (D), IOWA: We won't hear about a record that's been characterized by failure, deception, and an inability to lead.

CROWLEY: Which is probably a safe bet.

Despite the tough talk, there are traces of queasy among some Democrats, who fret over recent poll numbers and fear the Kerry campaign has lost its edge. Aggravated by reports of staff changes, Kerry strategists insist everything is going according to the plan, though the plan has been altered to include an Ohio rally at midnight, just an hour after the president closes the Republican Party convention.

(END VIDEOTAPE)

CROWLEY: So how badly, so how badly does the Democratic candidate want to get back into this fray? Very badly. We have been given some excerpts from the rally tonight, something sort of rare.

And in part, the Democratic candidate, John Kerry, will answer last night this way, "I am not going to have my commitment to defend this country questioned by those who refused to serve when they could have, and by those who have misled the nation into Iraq." A very clear challenge, both to Dick Cheney and, of course, to the president tonight, Anderson

COOPER: All right, Candy Crowley, thanks for that.

Four years ago in Philadelphia, when he accepted the Republican nomination for president, Governor George W. Bush of Texas needed to deliver a speech explaining really to voters why he should be elected president. Tonight's address may be the more important of the two speeches. The president will need to outline for the electorate why he should be given a second term.

So what will voters hear tonight? Joining me for that, President Bush's press secretary, Scott McClellan.

Scott, thanks very much for being with us.

SCOTT MCCLELLAN, WHITE HOUSE PRESS SECRETARY: Anderson, great to be with you in New York tonight.

COOPER: We heard a little bit from John King about the substance of tonight's speech. The tone of it, though, is it

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going to be closer to a Zell Miller speech, or closer to a more, perhaps, positive, smiling speech?

MCCLELLAN: Well, tonight's speech is very forward looking. It's an optimistic and hopeful speech for where the president wants to lead America. He's going to talk about what he believes. He's going to talk about what we've accomplished over the last four years. And then he's going to talk about where he wants to lead the country for the next four years. He will outline a robust agenda for the future.

COOPER: (UNINTELLIGIBLE), before this convention, the Republicans had been saying, You're going to hear a lot of optimism, you're going to hear positive speeches. They criticized the Democrats for what they said was negativity, though they hardly mentioned President Bush by name very much. Was Zell Miller's speech last night, was that positive, optimistic?

MCCLELLAN: Well, I think so. Miller is disappointed in the direction the Democratic Party has moved over the last couple of decades. They've moved out of the mainstream, they've moved to the left. And Zell Miller was talking about the high stakes that are involved in this election.

COOPER: But you wouldn't categorize it as...

MCCLELLAN: We live in very dangerous times.

COOPER: ... you wouldn't categorize it as optimistic or, or, or...

MCCLELLAN: Well, he was talking about the issues, and there are some clear choices in this election. And he was talking about the record. He knows both candidates very well. He knows Senator Kerry. He knows President Bush. And he also has grandchildren that he wants to live, grow up, see, grow up and live in a safe world.

COOPER: Yes, he was basically saying that John Kerry cannot keep his family safe. Do you believe that? Do you believe John Kerry couldn't keep your family safe?

MCCLELLAN: Well, I think it's the wrong approach for America that Senator Kerry has outlined. The president has outlined an approach for America that will lead us into this 21st century and lead us as we address the serious threats that we face. We live in dangerous times. This is a dramatically changing world.

COOPER: It's pretty (UNINTELLIGIBLE)...

MCCLELLAN: The president will talk about that tonight.

COOPER: . . . pretty tough talk, though, for — coming out of last night. I mean, basically saying...

MCCLELLAN: Well, it...

COOPER: .. saying, you can't him, keeping your family safe.

MCCLELLAN: I think the Democrats say that anytime you bring up the issues and bring up the record. And I think he was talking about the record. The Democrats at their convention had little to offer in terms of a vision. They talked about 30 years ago. Tonight you're going to see the president talk about the next decade and the decade beyond...

COOPER: With the...

MCCLELLAN: ... where he wants to lead for the next...

COOPER: ... with these deficits...

MCCLELLAN: ... four years.

COOPER: ... though, huge deficits, how many new programs can he really come up with?

MCCLELLAN: Well, that's why I said we've been through a lot. We've overcome some serious challenges. We've overcome the recession. We overcame the September 11 attacks here in New York City that cost us a million jobs in the aftermath of that, in the first three months. And this president has led to create 1.5 million new jobs over the last year.

He's led to get us through the (UNINTELLIGIBLE) lowest — (UNINTELLIGIBLE) — to the unemployment rate of 5.5 percent. That's lower than the average of the '70s, '80s, and '90s. And he's going to continue to talk about the economy and how he wants to move that economy forward tonight.

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COOPER: There are those who looked at last night's speeches and said that you guys must be pretty confident about either that they, swing voters don't exist, or there are not many undecideds out there, that you're really going to try to energize your base. Is that what President Bush (UNINTELLIGIBLE) is going to try to do tonight?

MCCLELLAN: No, the president is reaching out to all Americans tonight. This is a hopeful agenda. This is an agenda that talks about where he wants to take this country...

COOPER: Do you, do you believe there are a lot...

MCCLELLAN: ... for the next four years.

COOPER: ... of undecided voters, though, still?

MCCLELLAN: Oh, I wouldn't say that there are a lot. I think a lot of people know that — know, know where the president stands, and they know the — they know Senator Kerry and they've heard about his record, although he hasn't talked about it. And so there are some clear differences before the American people.

And so I think it's a smaller segment that they're going to be reaching out to in terms of independent voters. But I think what you're seeing is, a lot of momentum is moving our way, there's a lot of energy and enthusiasm out there for the president's agenda. And they're going to hear more from him tonight about that agenda.

COOPER: Well, there's certainly a lot of enthusiasm in this room. And there will be later tonight. Scott McClellan, thanks very much.

MCCLELLAN: Thanks, Anderson.

COOPER. All right.

360 next, Kobe Bryant accused — apologizes to his accuser. Rape charges dropped, a civil suit pending. But has permanent damage been done to his reputation?

And live from the Republican convention, we'll talk with Paul Begala, Tucker Carlson, Ted Koppel, P. Diddy, and Triumph, the insult comic dog.

First, a look at who's at the podium tonight.

(COMMERCIAL BREAK)

COOPER: And welcome back to the Republican National Convention, the last night of the convention. We'll talk more about what's happening here in just a moment.

Right now, in Colorado, repercussions in the stunning end to the Kobe Bryant trial. Less than one week before opening statements were set to begin, the judge dismissed the sexual assault charge against the NBA star after his 20-year-old accuser said she could not go forward with the trial.

With the criminal case gone, Bryant still faces a civil lawsuit. The L.A. Laker star has issued a statement apologizing to his accuser.

CNN's Chris Lawrence has more.

(BEGIN VIDEOTAPE)

CHRIS LAWRENCE, CNN CORRESPONDENT (voice-over): The key to ending the civil suit may be in Kobe Bryant's written apology to the woman who accused him of rape. Bryant writes, "Although I truly believed this encounter between us was consensual, I now understand how she sincerely feels she did not consent to this encounter."

The woman has agreed not to use this statement against him in the civil case, which suggests the possibility of an out-of-court settlement.

MARK HURLBURT, EAGLE COUNTY DISTRICT ATTORNEY: Today justice is sadly interrupted.

LAWRENCE: Prosecutors asked the judge to dismiss criminal charges halfway through jury selection, with opening statements less than a week away. On Thursday, the sheriff of Eagle County spoke out about the case.

SHERIFF JOSEPH HOY, EAGLE COUNTY, COLORADO: I felt that we did the right thing from the beginning. I

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felt that my investigators did an excellent job. And if we did not have the evidence that we had, we wouldn't have gone forward.

LAWRENCE: But the prosecution's problems had been building for months.

(on camera): This was always going to be a he said-she said case in which credibility is everything. The defense was ready to argue that the woman's injuries could have been caused by sex with another man, not Kobe Bryant. And a forensic expert initially endorsed by prosecutors contradicted the woman's account of her injuries.

(voice-over): It was a knee injury that initially brought Bryant to Colorado for surgery, in the lodge where the woman was working. But in the 14 months this case has been in the courts, nearly everyone involved has been hurt.

Chris Lawrence, CNN, Eagle, Colorado.

(END VIDEOTAPE)

COOPER: Well, there have been nearly 2,000 protesters arrested in New York City this week. And tonight, a developing story on the last-minute release of hundreds of them just hours before President Bush is set to speak.

CNN's Jason Carroll is live outside Madison Square Garden with more. Jason?

JASON CARROLL, CNN CORRESPONDENT: And Anderson, right now, an antiwar rally under way across from the Garden. They are very vocal, and they are certainly celebrating as well. As you said, a New York State Supreme Court judge has ordered the immediate release of almost 500 protesters, then fined the city \$1,000 for every protester held past a 5:00 deadline, which, of course, expired about two hours ago.

Some have already been released, but it's unclear how many. Some detainees have been in custody for three days. The attorneys representing the protesters challenged that at a hearing. The judge determined that the city failed to comply with his release order. The city said the sheer volume of arrests, some 1,800 so far, created a backlog. The judge said he did not buy that.

The detainees being held at a temporary holding pen, not far from here. There were complaints about those conditions. New York City's mayor, Michael Bloomberg, said those conditions are just fine, not meant to be a Club Med. But he had no word yet on that judge's decision, Anderson.

COOPER: Jason, thanks for that.

360 next, Republicans on the attack, out strong against John Kerry, saying he can't keep your family safe. Fair play, or sucker punch? Paul Begala and Tucker Carlson go 360 in the "CROSSFIRE."

Also tonight, this man, media politics, where's the red meat of this convention? We'll talk with veteran newsman Ted Koppel.

And hip-hop vote has gone from media mogul to citizen change. P. Diddy joins us live. And there he is, live in this convention. We'll be right back.

(COMMERCIAL BREAK)

COOPER: And welcome back to the last night at the Republican National Convention.

There was an army of 10,000 police officers in and around the convention, a fortress of security blockades and heavily armed screening zones along the way. It would seem virtually impossible for anyone not invited to crash this grand old party. But some are. And they're not slipping by, they're actually walking in with the credentials to do it.

CNN's Jeanne Meserve has more, beginning with one man's story of an almost unbelievable amount of access.

(BEGIN VIDEOTAPE)

JEANNE MESERVE, CNN CORRESPONDENT (voice-over): Dan Pashman, a producer for the liberal radio network Air America, says a friendly stagehand approached him on Radio Row and offered to take him on a tour of Madison Square Garden Tuesday night, including under the stage where First Lady Laura Bush had spoken an hour before.

DAN PASHMAN, PRODUCER, AIR AMERICA RADIO: So we're directly beneath the podium?

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UNIDENTIFIED MALE: Yes, that's the podium right Here.

PASHMAN: That is the podium. The main podium is right there. We are directly underneath it at this time.

The thought went through my head that a different person at a different time with a different intent could possibly have done something that would — we certainly none of us would like to see happen.

MESERVE: The area under the stage is supposed to be secure. In fact, Pashman was eventually asked to leave.

UNIDENTIFIED MALE: You know there's no media on this part of the floor? Did you guys know that?

PASHMAN: I did not.

UNIDENTIFIED MALE: No media on the fifth floor. Like, in this, in the OP. No go.

PASHMAN: OK. We'll head out, then.

MESERVE: The only comment from the U.S. Secret Service was, quote, "We are aware of it," referring to the Web site where Pashman's interview was posted. But the Department of Homeland Security says it has doubts about the tape, because the description does not appear to match the area under the stage. Pashman insists it is not a hoax.

(on camera): Now, you actually did this?

PASHMAN: Absolutely.

MESERVE: You went down there with a stagehand?

PASHMAN: Yes.

MESERVE (voice-over): For three days in a row, activists in possession of credentials have disrupted convention proceedings. That is the last thing convention organizers want to see tonight during the president's speech.

(END VIDEOTAPE)

MESERVE: Expect security personnel in and around Madison Square Garden to be hypervigilant tonight as they try to detect and remove any potential protesters.

Anderson, back to you.

COOPER: All right, Jeanne Meserve, thanks for that.

Tonight marks the end of the political conventions in this election cycle. These gatherings, some call them political dinosaurs, others say they are necessary events to promote the political parties and their top standard-bearers.

So is there red meat to be found at this year's conventions in Boston and the one here in Madison Square Garden? Earlier, I talked with Ted Koppel of ABC News' "Nightline."

Have you been surprised by anything in this convention?

TED KOPPEL, HOST, "NIGHTLINE": No.

COOPER: Nothing?

KOPPEL: Nothing.

COOPER: So why stay? Because you've walked out before. You walked out in '96.

KOPPEL: I did. I walked in '96, walked out of the Republican convention. Didn't do the Democratic convention. Did not do the two conventions that followed.

And honestly, came up here, went up to Boston and came here, in large measure not because I thought anything surprising was going to happen at the conventions, but around the conventions. Security is potentially a huge story. We could not afford not to be here, given what might have happened. (UNINTELLIGIBLE)...

COOPER: I, I knew you — that's one of the — you did a "Nightline" this week with all the different security sort of levels and cordons.

KOPPEL: Right, right, right.

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COOPER: What surprised you most about that?

KOPPEL: Just the absolute obsessiveness of it. I mean, this is probably — you and I are sitting about 50 yards away from the most secure spot in the entire world. I mean...

COOPER: And yet, and yet protesters have been able to get onto the floor.

KOPPEL: (UNINTELLIGIBLE) I mean, a protester, you know, are immediately smothered by five security people as soon as they raise their voices. No, I mean, that doesn't surprise me.

But just the fact that this city — I mean, this part of the city is about as obsessively cordoned off as I have ever seen anything in any country...

COOPER: And...

KOPPEL: ... be that the former Soviet Union, or China. I mean, this is sort of like Tiananmen Square in China after the 1989, you know...

COOPER: (UNINTELLIGIBLE), yes. The Republicans will be thrilled by that comparison.

KOPPEL: Well, I mean, the Democrats were no different up in Boston.

COOPER: Right.

KOPPEL: It's just, that's where we are today. That's whatever, that's what our lives have become.

COOPER: Do you think there's been a big difference in tone between the Republican and Democratic convention? I mean, I mean, the Democratic one, the, you know, everyone says, Well, well, you know, they didn't talk about President Bush by name too often. Here, you hear John Kerry mentioned all the time.

KOPPEL: Oh, I don't know. I would have said, in fact, that up in Boston, it was far less a pro-Kerry convention than it was an anybody-but-Bush convention. It may be that the president's name was not invoked very often. But I got the sense in Boston that there was just a desperation among Democrats to say, We have got to do something to get another president in there. Who's available? All right, John Kerry, bring him on. Doesn't really matter.

Here, I think the passion is less against Kerry than it is for Bush.

COOPER: Although, I mean, Zell Miller last night was very much — I mean, he was a stiletto in that...

KOPPEL: He was tossing, he was tossing red meat out there. I mean, that was very much a sort of redolent of my first convention 40 years ago, when you had the Barry Goldwater people and the Nelson Rockefeller people going after each other with knives.

You know, that was, that was — you know, you could see the juice dripping off the chins of the delegates as they listened to old Zell last night.

COOPER: Do you find viewers more angry today, more polarized than they have been?

KOPPEL: Yes.

COOPER: You hear that?

KOPPEL: Yes, absolutely. I mean, I think, I think viewers now just assume, you know, Don't give us that crap about being right down the middle about objectivity. They don't believe it even if they — even if they see it.

They assume that there is a hidden agenda. They assume that each of us has got a little list of the candidates that we want to see elected, the issues that we want to see passed in Congress, the wars that we should get into, we shouldn't get into, and that we devote our entire lives to picking up the phone and all of us getting on a conference call in the morning and deciding what the issue is going to be.

That it is not true is less important than that they perceive it to be true. And that's painful.

COOPER: I missed the conference call this morning also.

KOPPEL: I did too. I was sleeping in.

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COOPER: Ted Koppel, thanks very much.

KOPPEL. See you.

COOPER. He's on no one's side, he's just here to insult anyone and anything. I go 360 with Triumph, the insult comic dog.

And it's not all political fever here. There's also dance fever. Don't they know we're watching? 360 takes you inside the box.

360 continues.

(COMMERCIAL BREAK)

COOPER: Some of the many faces here at the Republican National Convention.

Welcome back to "360."

The final evening of the Republican National Convention at Madison Square Garden in New York City.

Let's check in with CNN's Judy Woodruff and Wolf Blitzer for a preview of what's to come. Good evening guys.

JUDY WOODRUFF, CNN CORRESPONDENT: Hi there.

COOPER: Judy, let me start off with you. What are you looking for tonight?

WOODRUFF: Well, we're not going to see Zell Miller again. I mean, there's not going to be the raw meat that was thrown out last night, we're not going to hear the kind of ridicule we heard from Guiliani.

COOPER: More optimistic, more upbeat?

WOODRUFF: You're going to hear more optimism. You're going to hear nicer, friendlier face on the Republican Party and on this president. You're going to hear more about the future. This president, this convention has not been about the future. It also hasn't been about domestic issues.

COOPER: Who do you think they're really trying reach tonight? There's some talk that they feel there are not that many undecided voters out there; that they're really just going for their base at this point.

WOLF BLITZER, CNN CORRESPONDENT. I still think they're going for both. They're going for the undecided. Plus, they want to solidify the base and make sure those voters turn out and get out there and get their friends to vote as well. They're going for both of them.

And I think what the president's going to do is try to lay out some specific agenda items for the next four years, show that he has a vision to try to fill in the blanks for what wasn't accomplished during these first four years, on domestic issues, as well as national security.

COOPER. Is any of that going to be really new though? I mean with these deficits, how many new programs can there be?

WOODRUFF: He'll talk a little bit. I mean, we'll hear a little bit about what he wants to do about retirement accounts. He won't get into any specifics though, that are going to cost money because they don't want to create any targets frankly, for the Democrats to shoot at.

BLITZER: I suspect that a great applause line will be when he says he wants to do away with the current tax system and simplify it and get some sort of new way in that everybody can understand a little bit better.

COOPER: All right. We'll be watching.

And then we're also going to see John Kerry at this midnight rally they're having

WOODRUFF: He's already got some tough words. He's going to defend his service in Vietnam. In fact, he's going to go after the vice president by saying, "I think two terms at Vietnam qualifies one to be commander-in-chief more than five deferments."

BLITZER: Let me read to you a quote what Kerry's going to say at midnight tonight at his rally in Springfield, Ohio, which is unusual. Right afterwards, he's going to go out, he's going to say the vice president even called me unfit for office

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last night. I guess I'll leave it up to the voters whether five deferments makes someone more qualified to defend this nation than two tours of duty.

COOPER: Talking about Dick Cheney.

BLITZER: Yes, he's coming out swinging tonight.

COOPER: All right.

Wolf Blitzer, thanks Judy Woodruff. We'll be watching you at 8 o'clock.

BLITZER: Kerry's coming out swinging.

COOPER: Kerry is coming out swinging. We'll see about President Bush.

Tonight is President Bush's night at the convention. Last night belonged to John Kerry. The Democratic candidate was the focus of withering and unrelenting attacks to the loud cheers the delegates. Kerry was criticized, chastised, condemned and belittled. The delegates themselves, even got in on the action mocking Kerry by holding up flip-flops.

But hey, convention is no Sunday afternoon tea party. It's an exercise in raw politics.

Take a look.

(BEGIN VIDEO CLIP)

COOPER: If Tuesday's theme at the Republican Convention was compassion, yesterday it sounded more like aggression.

ZELL MILLER, SENATOR, GEORGIA: For John Kerry, they get a yes, no, maybe bowl of mush, that can only encourage our enemies and confuse our friends.

COOPER: Primetime speakers lashed out at Democratic candidate John Kerry, and it was everything but hidden or subtle.

DICK CHENEY, VICE PRESIDENT OF THE UNITED STATES. Time and again Senator Kerry has made the wrong call on national security.

MILLER: This is the man who wants to be the commander-in-chief of the U.S. Armed Forces. U.S. forces armed with, what, spitballs?

COOPER: Yesterday alone, speakers refer to the Democratic candidate by name, by our count, 58 times.

UNIDENTIFIED MALE SPEAKER 1: ... John Kerry...

UNIDENTIFIED MALE SPEAKER 2: ... Senator Kerry...

CHENEY: ... Senator Kerry...

COOPER: Bringing the total to 91 times for the past three days. In comparison, at the Democratic Convention, speakers only mention President Bush's name 19 times during the first three days of their convention. But when they did, Republicans complained that Democrats were too negative and pledged their convention would be, well, positive.

MARC RACICOT, CHAIRMAN, BUSH-CHENEY 2004: I think what I'm telling you is that this president has a very positive agenda; that'll be the focus of our convention, and you'll hear us talk about that very positive agenda throughout the course of our convention.

COOPER: Why have Republicans decided to go on the offensive?

WILLIAM SCHNEIDER, CNN SENIOR POLITICAL ANALYST: The harsh rhetoric of this convention is really to fire up the base, to get them agitated, excited; to get them out to vote.

COOPER: And the base, experts say, is what President Bush is betting on to win this election, not the undecided voters.

SCHNEIDER: The Republicans believe that they can overwhelm the enemy by driving up a huge conservative vote.

COOPER: Giving red meat to the red states. That's definitely raw politics.

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(END VIDEO CLIP)

COOPER: So, did the criticism of John Kerry cross the line? What do you think?

Well, joining me now are Paul Begala and Tucker Carlson, co-hosts of CNN's "Crossfire."

Paul, did it cross the line?

PAUL BEGALA, CO-HOST "CROSSFIRE": Yes. And I, for example, by contrast, Rudy Giuliani gave a tough speech, attacked Kerry by name, but it didn't cross the line. I mean I can disagree with this or that, but the tone and the content from Rudy's speech, very, very different from my old friend, my mentor, one of my heroes, Zell Miller.

COOPER: Tucker, Laura Bush though, today saying basically Democrats are kind of thin skinned if they're that upset about it.

TUCKER CARLSON, CO-HOST "CROSSFIRE": Yes, I mean, lighten up. Zell Miller's real sin was humorlessness. He lacked a certain lightness and ironic distance. He didn't crack a smile too much. Apparently he's a pretty funny guy. He looked a little scary last night.

But it's a convention, you know what I mean? The whole point of staging conventions, not simply to highlight the strengths of your guy, but to make the point that the other guy is kind of terrifying. And if you vote for him, America's going down the tubes. That's what happens at conventions. And the hand wringing and the whining, come on.

BEGALA: But Anderson, if I may, there's a back-story here that people don't know about.

About two years ago, James Carville and I, Barbra Streisand, Jane Fonda, the whole left wing conspiracy, Hillary Clinton, of course was there met with Zell and Zell said, "Look, I'm a loyal Democrat, what can I do to help defeat Bush?" And we came up with this plan, to go undercover, deep undercover, into the enemy and emerge at the convention and give a speech that would drive every swing voter in America away from Bush, and that they will run away from Bush like the devil runs from holy water.

And so Zell is actually a very loyal Democrat and I never saw a speech at a Republican Convention help Democrats more since Pat Buchanan declared a cultured, religious war back in 1992.

COOPER: Well, now, are you just trying to put a good face on this thing? I talked to a lot of people out there who were undecided and thought it was pretty effective.

Tucker?

CARLSON: I mean, look, of course it's hard to believe that Democrats could be more motivated to defeat Bush. They hate Bush. That's the whole point, that's the whole reason they chose John Kerry over Howard Dean. They dislike Bush: that is the beginning and the end of the Kerry campaign and its platform.

Bush is bad, Bush is evil. So, the idea that this speech is going to get them more fired up more than they already are is pretty silly, it seems, to me. Again, I don't know what the hand wringing is about. I mean, if there are things in the speech that are inaccurate or slurs in the speech that are deeply unfair, that's another question.

COOPER: Well, let me bring that up.

John Kerry at midnight is about to make a speech. He's already sent out some of the advance notice on it, which our Candy Crowley said is pretty rare. Paul, I want to read this to you.

"We all saw the anger and distortion at the Republican convention. For the past week they attacked my patriotism, my fitness to serve as commander-in-chief; well here's my answer. I'm not going to have my commitment to defend this country questioned by those who refused to serve when they could have and by those who misled the nation into Iraq."

Talking about Dick Cheney there and those five deferments. I have a sense we're going to be hearing a lot about that from John Kerry now

BEGALA: Well, probably just for the next 24 hours or so. Welcome to the NFL.

But what Kerry needs to do then is take the next step. President Bush tonight is probably going to try to leapfrog ahead of this debate and give a positive speech about his future agenda. I tend to think it's too little, too late, but good for him. That should be the next move for Bush.

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Meanwhile, Kerry is countering the last move for Bush, which was his attacks. Pretty soon I think Senator Kerry's going to have to get on the offense, get out ahead of Bush and attack him not over ads or swift boat medals, but in fact, over the president's stewardship of the economy in Iraq, which is where the election's going to be decided.

TUCKER: I agree. I think Paul makes a thoughtful point and I'm not mocking him, I'm serious. I think that's absolutely right. You do wonder who is running the John Kerry For President campaign? Again and again and again it's about, "Well, I served, you got deferments."

Do the Democrats really want to stage a campaign on the idea that people who served in Vietnam are noble and patriotic, those who didn't are not? I mean, come on. I don't think it gets you any votes, it doesn't make sense as a position and I don't think in the end, it helps Kerry.

He does need to articulate a position on Iraq. He's done a pretty good job explaining how he feels about Bush's stewardship of the economy. Where is John Kerry on Iraq? He needs to do that.

I think if he does that...

BEGALA: Wait, wait. He gave a big speech about it yesterday to the American Legion. And I do think he has a perfect right to stand up and smack back. I mean, we're sitting in a hall, a beautiful, air conditioned hall in New York City where these Republican plutocrats are wearing band-aids mocking braver men who bled in the desert and the jungle? That is an outrage, that is across any line decency and I think Kerry should call them on it, but then he should go back to issues.

CARLSON: So, does this mean that people who got deferments during Vietnam are sort of, unfit to comment on modern, national politics? It doesn't make any sense at all. And I think they're going to regret running a campaign on something that shallow and dumb. I really do. Not that they listen to me, but they ought to.

COOPER: We're going to leave it there. Paul Begala, Tucker Carlson, thanks very much.

Today's buzz is this: what do you think? Do you think Republican attacks on John Kerry are working? Log onto cnn.com/360, cast your vote. Results at the end of the program tonight.

I think they're still arguing.

360 next. citizen changed from rapper, media mogul to vote getter, P Diddy joins me live on the hip hop vote. There he is

Also tonight: dancing fools and knowing when to just stand still. We'll take you inside the box for some of the convention's more awkward funny moments.

And a little later, political bite, Triumph, the insult dog takes on the GOP. 360 next.

(COMMERCIAL BREAK)

COOPER: All right. There's a new effort to get out the youth vote this election year. Joining the ranks of "Choose or Lose" and "Rock the Vote" is the new slogan, "Vote or Die." The messenger: hip-hop and fashion mogul Sean P. Diddy Combs, who's launched the non-partisan group, Citizen Change. His mission: to empower the more than 42 million Americans aged 18 to 30 to vote on Election Day.

Sean P. Diddy is here at the Republican National Convention. Thanks very much for being with us.

SEAN P. DIDDY COMBS, RAPPER, CLOTHING DESIGNER: Thank you for having me.

COOPER: So, what is this about? Everyone thinks of you: music mogul, fashion mogul? Why do this?

COMBS: God's blessed me with a talent to be able to communicate and energize young people. We can't be a part of the change if we don't get out to vote, you know? We can't complain if we're not responsible. We can't hold those politicians responsible for us if we don't create a pool of voters, just like the NRA or AARP; just as strong.

COOPER: Why is it young people don't vote? The conventional wisdom is, you know, "Look, they don't have a mortgage, they don't have big taxes, so they're not plugged in like that."

COMBS: To be honest, politicians don't talk about issues that are dealing with us, that really apply to us. Whether it's young people or minorities, you don't hear an agenda that really applies to our world because we haven't voted, we're not a

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contingency of voters that really have flexed our power on these politicians to put them in office or take them out of office.

But that's all about to change on November 2nd: the youth of America and minorities — I call them the forgotten ones — will decide who's the next president of the United States. You all do not have a clue what's going on in these communities right now; how much energy is starting with the youth of America. MTV, my partners, MTV and BET, Clear Channel, Radio 1 are some of the most powerful organizations in the world to connect to young people.

COOPER: But look, if you look at youth voter turnout, 1972, that was the first time the age was 18.

COMBS: Yes.

COOPER: 1992, also big voter turnout. But since then, the numbers have kind of dropped.

COMBS: Yes, the time is now, you know. There's no time better than the present. We need change right now.

COOPER: So, you're groups non-partisan. You're not saying Republican, you're not saying Democratic? Just you want people to register.

COMBS: The only people I'm down with is the young people of America and the minorities and the people that want change in their communities. And the only way we could push for change is if we're a part of it, by voting, going out and voting.

And I promise you there's never been an energy like it is today with young people being so interested in the voting process, due to organizations like Citizen Change...

COOPER: I know you got like clothing lines coming out, you got stars wearing "Vote or Die."

COMBS: Yes. Leonardo DiCaprio, 50 Cent. These are the leaders.

COOPER: Does this work, though? We've got it on full screen.

Does that really work?

COMBS: It does work. It does work. It will work. You'll see on November 2nd.

Right now everything else that everybody else has tried hasn't worked. And we know this is going to work because young people, they want a change.

COOPER: Are you going to get 50 Cent to actually vote?

COMBS: Yes, he's going to vote.

COOPER: Yes?

COMBS: And I have this for your girlfriend. Your have a wife or girlfriend?

COOPER: I appreciate it.

COMBS: You have a wife or a girlfriend?

COOPER: I don't right now, so no.

COMBS: OK. Well, you could get one with this shirt. You give it out.

COOPER: I appreciate it.

Sean P. Diddy Combs. Thanks very much

COMBS: November 2nd the revolution will be televised. You have until October 4th to register to vote, young people of America. We must invoke change. We are responsible; we do care; we're not lazy, we are going to show what we have November 2nd.

COOPER: There you go. All right.

If you've been watching the convention coverage closely, really closely, you might have picked up on a pretty strange phenomena.

It appears that seemingly sensible people get caught up in a crowd of the like-minded and when the music starts, they

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come down with a serious case of dance fever.

Only, not everyone has an inner Fred or Ginger and at this convention, every step and misstep is recorded inside the box. Take a look.

(BEGIN VIDEO CLIP)

COOPER. Note to conventioners: just because it has a great beat, doesn't mean everyone can dance to it.

Democrats tried tripping "The Light Fantastic" Boston, sometimes it looked more like, well, tripping.

Republicans are now rocking the Garden in New York. Maybe they were just missing the roll.

See, there's dancing that deserves to be preserved for posterity; there are moves that start movements; then there are those spur-of-the-moment, can't-possibly-be-choreographed, just-a-beat-behind blunders that should never be seen, but here usually are.

Next time you decide to dance to the music in public, you'll probably end up paying the piper with your pride, because at these conventions, there are cameras everywhere, and they capture you inside the box.

(END VIDEO CLIP)

COOPER: All right. Get down.

On 360 next: political fight, Triumph, the insult comic dog, oh, I don't know what he's going to say about Michael Moore. All that ahead.

But first, tonight's buzz: do you think Republican attacks on John Kerry are working? Logon to cnn.com/360, cast your vote. Results when we come back.

(COMMERCIAL BREAK)

COOPER: That's a view outside Madison Square Garden.

The convention is heating up. The convention so far has had plenty of elephants, at least one donkey, but we haven't seen any cigar-smoking dogs, until now, that is. No one, especially politicians, is safe from Triumph the insult comic dog. He's even got his own DVD, "The Best of Triumph the Insult Comic Dog."

Triumph joined me earlier in the press gallery and I began by asking him, what is he doing here.

(BEGIN VIDEO CLIP)

TRIUMPH THE INSULT COMIC DOG: Look, I'm the biggest star here. They're desperate. This is less exciting than a "CHIPS" reunion.

COOPER: Is that a "CHIPS" reunion?

TRIUMPH: Yes.

COOPER: Is Eric Estrada here?

TRIUMPH: They wish! They're stuck with me. Me and like, the fourth Baldwin.

COOPER: One of the Baldwins is here?

TRIUMPH: Yes, I think it's Schemp.

COOPER: Schemp Baldwin?

TRIUMPH: Yes, Schemp was born again.

COOPER: I didn't know there was a Schemp Baldwin.

TRIUMPH: Well, there, yes.

COOPER: Ron Silver has been here and he spoke.

TRIUMPH: Ron Silver. Yes. He's about the wackiest one. They're hiding all the good wacky Republicans, too. Like,

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where's Tom DeLay. Or I love to see Condi Rice here, you know.

COOPER: What do you think about the speeches so far?

TRIUMPH: You know, John McCain, very dignified. And, you know, I have a lot of respect for John McCain. I mean, he spent all those years being, you know, locked up, and starved and brainwashed. Why would Karl Rove do that to him?

COOPER: It was Karl Rove that did that to him?

TRIUMPH: Yes.

COOPER: I think it was the North Koreans.

TRIUMPH: Here he is now, endorsing Bush.

Yes, I like Bush. "Beep"

I like Bush. "Beep"

He's a good sport, you know.

No, I joked with him earlier, he's a good sport. Whether it's taking a joke from me or a smear in South Carolina. He's a good sport.

COOPER: He'll take it all?

TRIUMPH: Yes.

COOPER: What about Michael Moore? Michael Moore was here. He was sitting right up here in the press gallery.

TRIUMPH: I know. Believe me, I can smell him. I can still smell the burrito he ate.

COOPER: What, are you not a fan of Michael Moore?

TRIUMPH: No, I love Michael Moore. But come on, that guy's a tough guy. He's not just going to come here and give up, you know. The Republicans want Michael Moore to eat his words. I suggest they deep fry them first.

Anyway, the only thing else that's missing here is the black people. You know, I see some onstage.

COOPER: Hey now, this is the most diverse Republican convention they've ever had.

TRIUMPH: And some black entertainer.

This is a diverse one, what? They're singing because they're up there singing "Celebrate?" Bad '80s music? What are you talking about? What's diverse about it?

COOPER: They say there are more African-Americans here than at any other Republican convention.

TRIUMPH: Who's kidding who? I saw two people in the whole building and they turned out to be Strom Thurmond's illegitimate kids.

COOPER: Hey Triumph. It's been a pleasure, thanks very much.

TRIUMPH: You got it.

(END VIDEO CLIP)

COOPER: I think he's had his security credentials revoked.

Time now for the buzz. Earlier we asked you: do you think Republican attacks on John Kerry are working? Twenty-eight percent of you said yes, 72 percent, no. It's not a scientific poll, but it is your buzz and we appreciate you voting.

Tonight taking the stray thought to the Nth Degree.

An apology first. After days spent steeped in hoopla and noise, not just here, but also in Boston, among the Democrats, we're finding coherence, temporarily we hope, just a little out of reach.

All we have to offer is an observation. It's this: we human beings sure do say an awful lot of things that aren't true, not just politicians, all of us. For instance, we say, "Talk is cheap." How did that get to be a cliché? The Republican and

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Democratic national conventions, which other than count of havoc and construction consisted mostly of talk, cost a bit more than \$60 million and a bit less than \$40 million, respectively.

In privately donated money, but add \$50 million each in federal security grants and the total for the two conventions just tops \$200 million. We don't know what that comes to per articulated and/or amplified word, up at the podium, down on the floor and in passing in washrooms and hallways, but we move that the phrase "talk is cheap" be permanently dropped from the language.

A thought.

As for those doing the talking here tonight, a lot of big names will be at the podium tonight: NFL Hall of Famer Lynn Swann, New York Governor George Pataki and the main event, of course, President George W. Bush

CNN will continue to have continuing live coverage. Stay with us. Back in a moment.

(COMMERCIAL BREAK)

COOPER: Join me tomorrow on 360. I'll be live in Florida waiting for the arrivals of Hurricane Frances. I'll also show you the latest on the preparations Floridians are taking.

Right now, our coverage continues, live coverage of the Republican National Convention with Jeff Greenfield, Judy Woodruff and CNN's Wolf Blitzer.

Wolf. TO ORDER A VIDEO OF THIS TRANSCRIPT, PLEASE CALL 800-CNN-NEWS OR USE OUR SECURE ONLINE ORDER FORM LOCATED AT www.fdch.com

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EXHIBIT O

P. DIDDY
VOTE OR DIE! TOUR SPEECH
OCTOBER 26 – 29, 2004

2604144900

HELLO MIAMI

**I WOULD LIKE TO THANK YOU ALL FOR
HAVING ME HERE TODAY.**

**AS I LOOK OUT AT THIS CROWD, I
REALIZE THAT HISTORY IS BEING MADE
AND I AM FILLED WITH PRIDE AND JOY.**

**NOT SINCE THE CIVIL RIGHTS
MOVEMENT HAVE SO MANY YOUNG
PEOPLE AND MINORITIES TAKEN A
STAND FOR THE OUTCOME OF THEIR
FUTURE.**

**SO GIVE YOURSELF A ROUND OF
APPLAUSE BECAUSE HISTORY IS BEING
MADE TODAY.**

**I WOULD LIKE TO ANNOUNCE TO
PRESIDENT BUSH AND SENATOR KERRY
OUR REVOLUTION HAS BEGUN!**

**IN SIX DAYS YOU WILL BE THE DECIDING
FACTOR ON WHO WILL BE THE NEXT**

PRESIDENT OF THE UNITED STATES OF AMERICA.

5 MONTHS AGO WHEN WE STARTED CITIZEN CHANGE, WE ISSUED A CHALLENGE TO YOUTH AND MINORITY VOTERS.

WE ASKED YOU TO STAND UP AND BE COUNTED.

WE ASKED YOU TO GET INVOLVED.

WE ASKED YOU TO CARE ABOUT YOUR FUTURE.

AND PEOPLE THOUGHT I WAS CRAZY AND SOME EVEN LAUGHED.

THEY WONDERED WHY I GOT INVOLVED IN THIS MOVEMENT.

CAUSE THEY SAID YOU WERE LAZY.

THEY SAID YOU DIDN'T CARE.

**AND THEY SAID YOU WOULDN'T GO TO
THE POLLS AND VOTE.**

**BUT I'M HERE TO TELL YOU TODAY
THEY WERE WRONG AND I KNEW THEY
WOULD BE.**

**BECAUSE ON NOVEMBER 2ND WE WILL
MAKE HISTORY AND WE WILL DECIDE
THE NEXT PRESIDENT OF THE UNITED
STATES.**

**I'VE SEEN THE POWER OF YOUNG PEOPLE
FIRSTHAND THRU THE MUSIC I MAKE
AND THE CLOTHES I DESIGN.**

**AND I KNOW THAT WHEN WE GET ON
SOMETHING, WE ARE RELENTLESS IN
PURSUIT OF OUR GOALS.**

**AND ON NOVEMBER 2ND YOUNG MEN AND
WOMEN ALL ACROSS THIS COUNTRY
WILL FLEX THEIR POWER AND FIGHT
FOR THEIR FUTURE.**

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**NOW I'M NOT A CANDIDATE, I'M NOT
RUNNING FOR OFFICE.**

**BUT I AM A CITIZEN RUNNING FOR
CHANGE!**

**I WAS BORN AND RAISED IN THE INNER
CITY OF NEW YORK, IN A PLACE CALLED
HARLEM.**

**NO MATTER HOW FAMOUS I GET, I WILL
ALWAYS BE A PART OF THE HARLEM
COMMUNITY.**

**BUT NOW WHEN I GO BACK TO MY
COMMUNITY, I TRULY DO NOT
UNDERSTAND HOW WE, THE RICHEST
AND MOST POWERFUL NATION IN THE
WORLD, CAN'T SEEM TO SOLVE THE
ISSUES THAT AFFECT OUR COMMUNITIES.**

**REAL LIFE ISSUES THAT AFFECT
EVERYDAY PEOPLE SUCH AS EDUCATION,**

**POVERTY, AND HEALTHCARE HAVE STILL
YET TO BE SOLVED.**

**THROUGHOUT THE DEBATES IN THE PAST
COUPLE OF WEEKS WE HAVE HEARD
ABOUT THE FEARS ON THE MINDS OF
AMERICANS.**

FEARS LIKE TERRORISM AND WAR.

**AND I UNDERSTAND THAT THESE ARE
IMPORTANT ISSUES. BUT I WANT TO
INFORM SENATOR KERRY AND
PRESIDENT BUSH THAT THERE ARE
OTHER TYPES OF FEARS ON THE HEARTS
AND MINDS OF YOUNG AMERICANS AND
MINORITIES.**

**THE FEAR OF SIMPLY NOT BEING ABLE
TO PUT FOOD ON THE TABLE TO FEED
YOUR FAMILY AND CHILDREN.**

**THE FEAR OF NOT BEING ABLE TO GET
ADEQUATE HEALTHCARE OR AFFORD**

**THE PROPER MEDICATION TO CURE
YOUR ILLNESSES.**

**THE FEAR OF KNOWING YOU HAVE NO
FUTURE BECAUSE YOU CAN'T AFFORD OR
RECEIVE A PROPER EDUCATION.**

**THESE ARE THE FEARS THAT ALSO NEED
TO BE ADDRESSED.**

**SINCE WE STARTED, PEOPLE HAVE
ASKED US ABOUT OUR CAMPAIGN
SLOGAN: VOTE OR DIE!**

AND IS IT THAT SERIOUS.

**YES ITS THAT SERIOUS. BECAUSE PEOPLE
ARE DYING EVERY DAY IN AMERICA
BECAUSE OF THESE SAME ISSUES.**

**WHEN YOU VOTE FOR A PRESIDENT, YOU
ARE PUTTING YOUR LIFE AND THE LIVES
OF YOUR FAMILY IN SOMEONE ELSE'S
HANDS.**

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**AND THAT MEANS THIS ELECTION
SHOULD BE TREATED LIKE ITS LIFE OR
DEATH.**

**IN THE PAST WE HAVE HAD THE LOWEST
VOTING TURNOUT OF ALL VOTING
COMMUNITIES.**

BUT THAT'S ALL ABOUT TO CHANGE.

**THIS YEAR WE'RE NOT SITTING ON THE
SIDELINES AND COMPLAINING. WE ARE
GOING TO DECIDE WHO IS THE NEXT
PRESIDENT OF THE UNITED STATES.**

AND HISTORY WILL BE MADE.

**2 DAYS AGO ON THE COVER OF THE USA
TODAY, THEY CALLED YOU THE X
FACTOR.**

I LIKE TO CALL YOU THE WILD CARD.

**I LOOKED UP WILDCARD IN THE
DICTIONARY AND THE DEFINITION SAYS:**

**AN UNPREDICTABLE AND UNKNOWN
FACTOR. THE UNDERDOG THAT COULD
VERY WELL WIN THE GAME OR RACE.**

**AND YOU ARE THE WILDCARD OF THIS
ELECTION BECAUSE YOU CAN'T BE
CONTROLLED.**

**YOU ARE THE ONES THE STATISTICIANS
DON'T POLL.**

**YOU ARE SO UNPREDICTABLE THEY ARE
SCARED TO DEATH.**

**AND ON NOVEMBER 2ND THEY WILL
TRULY UNDERSTAND THE POWER YOU
POSSESS.**

**THIS RACE IS NECK AND NECK AND
YOU WILL BE THE DECIDING FACTOR.**

YOU ARE CITIZEN CHANGE.

**BUT I WANT TO BE HONEST WITH YOU,
THIS AIN'T GOING TO BE EASY.**

**THERE WILL BE OBSTACLES PUT IN YOUR
WAY.**

**BUT THAT'S BECAUSE YOU ARE THE
MARGIN OF VICTORY**

BUT DON'T GIVE UP...

**EVEN IF THERE ARE LONG LINES AT THE
POLLS.**

**EVEN IF THEY ARE TELLING YOU THAT
YOUR VOTE DOESN'T COUNT.**

**EVEN IF THEY ARE CHALLENGING YOUR
RIGHT TO VOTE.**

DON'T GIVE UP.

**IF YOU ARE REGISTERED, YOU HAVE A
RIGHT TO VOTE.**

**I DON'T CARE IF YOU HAVE TO STAND IN
LINE ALL DAY AND ALL NIGHT BECAUSE
THIS IS THE LEAST YOU CAN DO.**

**FOR YOURSELVES AND THE PEOPLE
HAVE SACRIFICED THEIR LIVES FOR YOU
TO HAVE THIS RIGHT.**

**REMEMBER, IT HASN'T BEEN THAT LONG
THAT WE HAVE HAD THE RIGHT TO
VOTE.**

**IT'S ONLY BEEN 40 YEARS WHERE BLACK
PEOPLE HAVE HAD THE RIGHT TO VOTE.
AND THAT'S SOMETHING WE CAN'T TAKE
FOR GRANTED.**

SO WE ESPECIALLY HAVE TO VOTE.

**AS WE GET DOWN TO THE LAST 5 DAYS,
I WANT YOU TO USE YOUR COMMON
SENSE. I WANT YOU TO DO THE
NUMBERS.**

THIS ELECTION IS NECK AND NECK.

**THE LAST ELECTION WAS DECIDED BY
537 VOTES.**

**WE'RE A COMMUNITY OF 40 MILLION
STRONG.**

**AND YOU ARE IN A SWING STATE AND
YOU ARE THE SWING VOTE.**

**NONE OF THE CANDIDATES ON THE
CAMPAIGN TRAIL HAVE TAKEN THE TIME
TO COME TO YOUR COMMUNITIES, TO
FEEL THE PAIN,**

TO SEE HOW WE LIVE

UNDERSTAND OUR PROBLEMS

**OR TO SPEAK DIRECTLY TO YOU ABOUT
YOUR ISSUES.**

**THEY DO NOT HAVE AN URBAN AGENDA.
THEY TO NOT SPEAK TO YOUNG
AMERICANS.**

**AND THIS IS SO BECAUSE THEY DON'T
FEEL LIKE YOU'RE GOING TO VOTE.**

**AND IF YOU WANT TO CHANGE THAT IN
FUTURE ELECTIONS, PUT SOME
PRESSURE ON THEY ASSES.**

BUMRUSH THOSE POLLS.

**AND LET THEM KNOW WHO HAS THE
POWER.**

**SO IN THE NEXT ELECTION, INSTEAD OF
THEM GOING TO SPEAK**

**TO THE NRA,
THE AARP,
THE SOCCER MOMS,
AND NASCAR DADS,**

THEY'LL BE SPEAKING TO YOU.

THE FORGOTTEN ONES

**THE OVER 40 MILLION YOUTH AND
MINORITY VOTERS THAT HAVE BEEN
IGNORED AND WHO'VE THEY TURNED
THEIR BACKS ON.**

**ON NOVEMBER 2ND THE REVOLUTION
WILL BE TELEVISED.**

**VOTE BECAUSE YOU HAVE THE POWER
TO MAKE A DIFFERENCE.**

**VOTE BECAUSE YOU HAVE THE POWER
TO MAKE A CHANGE.**

**VOTE BECAUSE YOU CARE ABOUT YOUR
FUTURE.**

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EXHIBIT P

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| | | | | | |
|----|--|-------------|-----|-----|---------------------|
| 56 | Verizon Communications | \$1,531,742 | 37% | 62% | Leans Republican |
| 57 | Communications Workers of America | \$1,511,426 | 99% | 1% | Solidly Democratic |
| 58 | International Assn of Fire Fighters | \$1,510,100 | 69% | 31% | Strongly Democratic |
| 59 | Boeing Co | \$1,491,133 | 46% | 54% | On the fence |
| 60 | Sheet Metal Workers Union | \$1,444,100 | 97% | 3% | Solidly Democratic |
| 61 | Union Pacific Corp | \$1,440,806 | 19% | 81% | Strongly Republican |
| 62 | Ironworkers Union | \$1,440,775 | 90% | 10% | Strongly Democratic |
| 63 | Bear Stearns | \$1,431,858 | 50% | 50% | On the fence |
| 64 | MBNA Corp | \$1,430,597 | 23% | 77% | Strongly Republican |
| 65 | Baron & Budd | \$1,428,055 | 97% | 3% | Solidly Democratic |
| 66 | WPP Group | \$1,411,355 | 56% | 43% | On the fence |
| 67 | National Rural Electric Cooperative Assn | \$1,381,759 | 44% | 56% | On the fence |
| 68 | Associated Builders & Contractors | \$1,374,050 | 1% | 98% | Solidly Republican |
| 69 | Skadden, Arps et al | \$1,372,634 | 79% | 21% | Strongly Democratic |
| 70 | AFLAC Inc | \$1,354,799 | 35% | 65% | Leans Republican |
| 71 | BellSouth Corp | \$1,345,889 | 40% | 60% | Leans Republican |
| 72 | Sallie Mae | \$1,338,696 | 23% | 77% | Strongly Republican |
| 73 | Natl Assn/Insurance & Financial Advisors | \$1,327,450 | 34% | 66% | Leans Republican |
| 74 | KPMG LLP | \$1,318,720 | 27% | 73% | Strongly Republican |
| 75 | Club for Growth | \$1,295,882 | 0% | 99% | Solidly Republican |
| 76 | General Dynamics | \$1,291,452 | 43% | 57% | Leans Republican |

| | | | | | |
|----|--|-------------|------|-----|---------------------|
| 77 | National Assn of Letter Carriers | \$1,290,290 | 80% | 19% | Strongly Democratic |
| 78 | Plumbers/Pipefitters Union | \$1,287,600 | 95% | 5% | Solidly Democratic |
| 79 | Piper Rudnick LLP | \$1,284,810 | 68% | 32% | Strongly Democratic |
| 80 | Cassidy & Assoc/Interpublic Group | \$1,267,208 | 66% | 34% | Leans Democratic |
| 81 | Akin, Gump et al | \$1,265,824 | 63% | 37% | Leans Democratic |
| 82 | National Air Traffic Controllers Assn | \$1,260,850 | 65% | 35% | Leans Democratic |
| 83 | US Government | \$1,252,803 | 52% | 47% | On the fence |
| 84 | Comcast Corp | \$1,248,585 | 52% | 48% | On the fence |
| 85 | Anheuser-Busch | \$1,245,045 | 40% | 60% | Leans Republican |
| 86 | AFL-CIO | \$1,232,730 | 95% | 8% | Solidly Democratic |
| 87 | Human Rights Campaign | \$1,226,638 | 91% | 9% | Solidly Democratic |
| 88 | Greenberg, Traurig et al | \$1,222,472 | 70% | 30% | Strongly Democratic |
| 89 | Wells Fargo | \$1,204,676 | 36% | 64% | Leans Republican |
| 90 | National Cable & Telecommunications Assn | \$1,194,492 | 43% | 57% | Leans Republican |
| 91 | United Transportation Union | \$1,183,700 | 85% | 15% | Strongly Democratic |
| 92 | Harvard University | \$1,165,672 | 96% | 4% | Solidly Democratic |
| 93 | Federated Investors Inc | \$1,165,017 | 5% | 95% | Solidly Republican |
| 94 | FMR Corp | \$1,134,471 | 32% | 68% | Strongly Republican |
| 95 | Simmons Cooper LLC | \$1,131,300 | 100% | 0% | Solidly Democratic |
| 96 | American Financial Group | \$1,090,095 | 5% | 97% | Solidly Republican |

| | | | | | |
|-----|-------------------------------------|-------------|-----|-----|---|
| 97 | News Corp | \$1,087,781 | 60% | 40% |  Leans Democratic |
| 98 | Cisco Systems | \$1,085,883 | 60% | 39% |  Leans Democratic |
| 99 | Massachusetts Mutual Life Insurance | \$1,077,226 | 36% | 64% |  Leans Republican |
| 100 | Omnicom Group | \$1,070,914 | 68% | 32% |  Strongly Democratic |

METHODOLOGY: The numbers on this page are based on contributions from PACs and individuals giving \$200 or more to federal candidates and parties as reported to the Federal Election Commission.

All the numbers on this page are for the 2004 election cycle and are based on data released by the FEC on Monday, May 16, 2005. Feel free to distribute or cite this material, but please credit the Center for Responsive Politics.

To view data for previous cycles, visit our [Big Picture](#) section.

**2004 ELECTION OVERVIEW
Top Overall Donors**

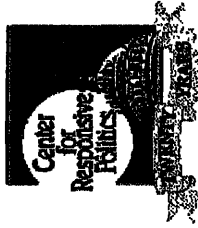
Breakdown to display:
Dem vs. Repub
Source of Funds

| Rank | Contributor | Total Contributions | To Dems | To Repubs | Contributions Tilt |
|------|--|---------------------|---------|-----------|---------------------|
| 1 | Goldman Sachs | \$6,511,573 | 62% | 38% | Leans Democratic |
| 2 | National Assn of Realtors | \$3,853,027 | 48% | 52% | On the fence |
| 3 | Microsoft Corp | \$3,549,015 | 62% | 37% | Leans Democratic |
| 4 | Time Warner | \$3,411,967 | 81% | 19% | Strongly Democratic |
| 5 | Morgan Stanley | \$3,395,496 | 41% | 59% | Leans Republican |
| 6 | EMILY's List | \$3,295,470 | 100% | 0% | Solidly Democratic |
| 7 | JP Morgan Chase & Co | \$3,120,866 | 53% | 48% | On the fence |
| 8 | Citigroup Inc | \$2,899,575 | 51% | 49% | On the fence |
| 9 | Laborers Union | \$2,748,355 | 87% | 14% | Strongly Democratic |
| 10 | Bank of America | \$2,710,937 | 47% | 53% | On the fence |
| 11 | National Auto Dealers Assn | \$2,614,550 | 27% | 73% | Strongly Republican |
| 12 | UBS Americas | \$2,476,128 | 39% | 59% | Leans Republican |
| 13 | Intl Brotherhood of Electrical Workers | \$2,438,005 | 97% | 4% | Solidly Democratic |
| 14 | SBC Communications | \$2,431,472 | 35% | 65% | Leans Republican |
| 15 | United Parcel Service | \$2,370,892 | 28% | 72% | Strongly Republican |
| 16 | Merrill Lynch | \$2,358,013 | 30% | 69% | Strongly Republican |

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|----|---------------------------------------|-------------|-----|-----|---------------------|
| 17 | National Beer Wholesalers Assn | \$2,352,324 | 24% | 75% | Strongly Republican |
| 18 | University of California | \$2,286,746 | 91% | 9% | Solidly Democratic |
| 19 | General Electric | \$2,250,307 | 47% | 53% | On the fence |
| 20 | Assn of Trial Lawyers of America | \$2,236,882 | 93% | 7% | Solidly Democratic |
| 21 | National Assn of Home Builders | \$2,223,237 | 33% | 67% | Strongly Republican |
| 22 | Wal-Mart Stores | \$2,171,618 | 19% | 81% | Strongly Republican |
| 23 | American Medical Assn | \$2,142,310 | 21% | 79% | Strongly Republican |
| 24 | Lockheed Martin | \$2,140,251 | 34% | 66% | Leans Republican |
| 25 | United Auto Workers | \$2,119,013 | 99% | 1% | Solidly Democratic |
| 26 | Credit Union National Assn | \$2,113,288 | 42% | 57% | Leans Republican |
| 27 | Teamsters Union | \$2,108,113 | 89% | 10% | Strongly Democratic |
| 28 | Deloitte Touche Tohmatsu | \$2,088,283 | 28% | 72% | Strongly Republican |
| 29 | Carpenters & Joiners Union | \$2,076,760 | 74% | 26% | Strongly Democratic |
| 30 | Service Employees International Union | \$2,061,816 | 87% | 14% | Strongly Democratic |
| 31 | American Bankers Assn | \$2,052,663 | 37% | 63% | Leans Republican |
| 32 | Ernst & Young | \$2,038,908 | 36% | 63% | Leans Republican |
| 33 | American Hospital Assn | \$1,988,402 | 45% | 55% | On the fence |
| 34 | Machinists/Aerospace Workers Union | \$1,983,661 | 99% | 1% | Solidly Democratic |
| 35 | Lehman Brothers | \$1,963,535 | 62% | 38% | Leans Democratic |
| 36 | US Dept of State | \$1,921,264 | 13% | 87% | Strongly Republican |

| | | | | | |
|----|--|-------------|------|-----|---------------------|
| 37 | Credit Suisse First Boston | \$1,865,422 | 46% | 54% | On the fence |
| 38 | PricewaterhouseCoopers | \$1,786,603 | 24% | 76% | Strongly Republican |
| 39 | Blue Cross/Blue Shield | \$1,764,987 | 38% | 62% | Leans Republican |
| 40 | National Education Assn | \$1,757,404 | 92% | 8% | Solidly Democratic |
| 41 | American Federation of Teachers | \$1,756,346 | 97% | 3% | Solidly Democratic |
| 42 | Wachovia Corp | \$1,730,259 | 30% | 70% | Strongly Republican |
| 43 | American Fedn of St/Cnty/Munic Employees | \$1,700,048 | 98% | 3% | Solidly Democratic |
| 44 | FedEx Corp | \$1,698,705 | 30% | 70% | Strongly Republican |
| 45 | Blank Rome LLP | \$1,657,139 | 34% | 66% | Leans Republican |
| 46 | Northrop Grumman | \$1,650,731 | 34% | 65% | Leans Republican |
| 47 | United Food & Commercial Workers Union | \$1,641,203 | 100% | 1% | Solidly Democratic |
| 48 | American Postal Workers Union | \$1,629,700 | 88% | 12% | Strongly Democratic |
| 49 | Cendant Corp | \$1,618,068 | 44% | 56% | On the fence |
| 50 | Viacom Inc | \$1,587,171 | 84% | 16% | Strongly Democratic |
| 51 | Pfizer Inc | \$1,571,616 | 32% | 68% | Strongly Republican |
| 52 | Friedman, Billings & Ramsey | \$1,558,794 | 10% | 90% | Strongly Republican |
| 53 | American Dental Assn | \$1,552,069 | 40% | 60% | Leans Republican |
| 54 | Air Line Pilots Assn | \$1,549,050 | 78% | 22% | Strongly Democratic |
| 55 | Operating Engineers Union | \$1,545,674 | 80% | 20% | Strongly Democratic |

EXHIBIT Q

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Topics

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Bush and Kerry fundraisers: What have they gotten, and what do they want?



R. Steven Hicks
 Chairman of Capstar Partners, LLC,
 former vice-chairman of AMFM Inc.,
 Austin, Texas, brother of Thomas



Thomas O. Hicks
 Vice-chairman of Clear Channel
 Communications, San Antonio, Texas,
 brother of Steven

What they gave: Amount raised for 2000 Bush Campaign: Approximately \$200,000
 Amount donated by Hicks, Muse, Tate & Furst to Bush through 2000: At least \$315,000
TOTAL: \$ 515,000

What they got: While Bush was governor, the Texas Legislature approved legislation creating the University of Texas Investment Management Company (UTIMCO), a private enterprise controlling the school's public funds, and Thomas Hicks was named its chairman. With Bush as president, Clear Channel also benefited from a June 2, 2003 Federal Communications Commission vote that loosened media ownership rules that, if upheld, will allow the radio empire to continue to grow.

The Story:

COST TO THE PUBLIC:

Loosening media ownership rules will result in further loss of diverse ideas and voices on the broadcast airwaves, as well as the loss of multiple sources of news and information; a reduction in local news coverage; homogenized play lists; fewer new recording artists heard; the strengthening of Clear Channel's communications empire and the loss of smaller, independent stations.

BACKGROUND:

Thomas O. Hicks is chairman of the board of Hicks, Muse, Tate & Furst Inc., a global private investment firm that specializes in leveraged acquisitions. Hicks Muse is the nation's largest active investor in the broadcast industry, with significant ownership in LIN Television and Clear Channel Communications, Inc., where Tom Hicks serves as vice-chairman. Tom Hicks is also chairman and owner of the National Hockey League's Dallas Stars as well as Major League Baseball's Texas Rangers. Both of these teams, along with a variety of other investments, are run under Southwest Sports Group, LLC ("SSG"), where Tom Hicks also holds the self-appointed positions of chairman and CEO.

The connection between Tom Hicks and President Bush has long been a source of public speculation. Tom Hicks served on the Board of Regents of the University of Texas System and as chairman of UTIMCO. Under his direction, UTIMCO placed a large portion of the university's endowment under the management of companies with strong ties to Bush.

R. Steven Hicks, brother of Tom Hicks, is chairman of Capstar Partners, LLC, a private technology investment company. He is also a member of the board of directors for ClickRadio, the country's most widely used interactive digital radio service. Steven Hicks began building the family radio empire in 1993, when he

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co-founded SFX Broadcasting, Inc. Steven Hicks left SFX in 1996 following passage of the Telecommunications Act, which greatly loosened limits on station ownership. Steven Hicks went on to form Capstar Broadcasting, thanks in large part to a \$700 million equity commitment from Hicks, Muse, Tate and Furst. In August 1999, Dallas-based Chancellor Media Corporation acquired Capstar Broadcasting for \$4.1 billion, creating AMFM Inc., one of the largest radio groups in the country, with over 450 stations. Steven Hicks served as vice-chairman of the new company until August 2000, when AMFM was purchased by Clear Channel for \$23.5 billion. Clear Channel Communications now owns operates, programs, or sells airtime for more than 1,200 radio stations throughout the country. Under the FCC's new ownership rules, the radio giant could expand beyond its current television holdings of 39 stations.

WHAT HAPPENED:

President Bush's involvement with the Hicks family began shortly after his first gubernatorial victory in 1994. In 1995, as a member of the University of Texas Board of Regents, Tom Hicks successfully lobbied then-Governor Bush and the Texas legislature to approve the formation of UTIMCO, a private enterprise that controlled the school's public funds.

Tom Hicks served as chairman until 1999, when reports surfaced that almost a third of UTIMCO's \$1.7 billion in private equities between 1995 and 1998 had been invested with firms personally or politically connected to the Hicks family or then Governor Bush.

In addition to these questionable dealings, Hicks helped make Bush a very wealthy man in 1998 when he purchased the Texas Rangers for \$250 million from the ownership group that included the then-Texas governor. Bush's 1.8 percent stake in the franchise landed him nearly \$15 million on a \$600,000 investment.

Not surprisingly, Clear Channel is known for advancing an agenda friendly to the Bush Administration. For example, many media critics questioned Clear Channel's "Rally for America," a series of controversial 2003 pro-war rallies sponsored and promoted by individual Clear Channel stations throughout the country.

Due to the partisan FCC vote in June 2003, media ownership restrictions were loosened even further. However, support for rolling back the new regulations continues to gain steam with the public and in Congress, giving the Hicks brothers and Clear Channel continuing reason to try to curry favor with the Bush Administration.

Thanks to the efforts of Steven and Tom Hicks and the continuing erosion of media ownership laws, Clear Channel now owns more than 1,200 radio stations, making it the largest radio ownership group in the country. It also owns 39 television stations, a number that could grow under new media ownership laws, as well as 135 live entertainment venues, 41 amphitheatres in the United States, 30 venues in Europe and over a half million outdoor billboards worldwide.

Jane Kirtley, a professor of media ethics and law at the University of Minnesota, said Clear Channel's support of the Bush administration's policy toward Iraq makes it "hard to escape the concern that this may in part be motivated by issues Clear Channel has before the FCC and Congress."

So far, it seems Clear Channel's efforts have largely succeeded. After the FCC vote last June, Commerce Secretary and close Bush ally, Donald Evans, showed the Bush Administration's continuing support of media conglomerates like Clear Channel. Evans said, "I commend the FCC for its action on media ownership today. The FCC has answered the call of Congress and the courts to modernize its rules."

EXHIBIT R

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Minneapolis/St. Paul

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NEWS

Volume 26 - [Issue 1263](#) - Cover Story

How a small chain of once-struggling radio stations grew into a giant of the media/entertainment complex

Clear Channel Rules the World

by G.R. Anderson Jr.
February 16, 2005

Take a tour around downtown Minneapolis, and at various points you're going to come across something related to Clear Channel Communications. Flip on your car radio, and you'll probably tune in one of seven radio stations it owns. That billboard on Third Street and Park Avenue by the Metrodome? That's owned by Clear Channel, along with most of the other billboards scattered around the metro. The Metrodome itself is home to the Minnesota Vikings, whose radio broadcasts are heard on two of the company's stations in town. And the team is owned by Red McCombs, a Clear Channel co-founder.



Image by [Tim Lane](#)

Nearer the Warehouse District, you'll come across the Target Center, which was managed by the media giant up until a year ago, and still hosts shows presented by the company. There's also the Quest nightclub, which is predominantly booked by Clear Channel (the Fine Line also books some Clear Channel shows). And there's the Hennepin Avenue theater district, which has featured live events and Broadway shows brought to town by the media conglomerate.

A year ago the mayor and the City Council floated the idea of opening the contract to manage and book the Hennepin Avenue theaters it owns to a bidding process. Since the late 1980s, the rejuvenated downtown theater district has been run by two management groups under contract to the city. In 1990 the theaters took in some \$3.3 million in revenue; in the years that followed, the venues have attracted over 6 million patrons to the tune of \$230 million. Just since 1998, the city's take has been \$6.8 million, including \$982,000 in 2004.

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Through the years, the business has grown increasingly complex, and proponents of opening up the contract for bidding argued that city leaders and staffers were too inexperienced to be involved in the theaters' day-to-day management or oversight of the bottom line. There also was the issue of some \$22 million in debt the city had racked up on the endeavor; part of the thinking was that a management deal might involve a third party's taking on that debt. So on November 19, the Minneapolis City Council engaged in a heated exchange over who should run the State, Orpheum, and Pantages. The role of Clear Channel in the deal was front and center in the debate.

The two incumbent management groups--Hennepin Theatre Trust, a nonprofit, and the for-profit Historic Theatre Group--had worked with Clear Channel before. But the new proposal stood to make Clear Channel a full-blown partner that would essentially book and manage the theaters. Representatives of HTT and HTG trumpeted what Clear Channel would bring to the table, recounting in no fewer than six pages its theatrical successes in some 50 cities.

With this proposal, one that would allow ownership to fall into the hands of nonprofit HTT in 30 years, Clear Channel, it seemed, was poised to play a more prominent role. The council voted to negotiate with the incumbent theater group, if for no other reason than that Clear Channel offered to back the bonds on the \$22 million debt. The council vote that day stipulated that an agreement would be hammered out within 120 days.

And it served as proof that, sooner or later, everyone in the entertainment business is going to deal with Clear Channel.

Locally, Clear Channel arrived overnight in 1999, when, after a series of mergers, the company went from owning zero radio stations in the Twin Cities market to owning seven. Around the same time, the company bought Eller Media, and now owns 80 percent of the billboards in St. Paul, for instance. More recently, Clear Channel has had a huge impact on local club and concert booking. Venues that refused to play ball with Clear Channel have suffered, most notably First Avenue.

For all that's been written and said about Clear Channel, the true reach of the company is not widely known. Clear Channel Communications is perhaps best recognized as the nation's largest radio station owner, with some 1,220 stations in upward of 250 markets nationwide--11 percent of all radio stations in the country--thanks to the deregulation that came with the Telecommunications Act of 1996. It also owns 37 television stations and some 775,000 billboards across the United States.

Clear Channel Entertainment is the San Antonio-based company's promotion and events division, and has increasingly booked music and theatrical acts into some 135 venues it owns or operates in North America and Europe. In a profound display of synergy, Clear Channel often promotes these shows via advertising and airplay on its broadcasting stations and outdoor spaces. In amassing as much as \$8.4 billion in annual revenue, the company is helped in great measure by controlling nearly 70 percent of the nation's live shows. In 2002, Clear Channel sold 30 million event tickets, 23 million more than its closest competitor.

A rundown of Clear Channel's local presence, which includes some 200 employees in the radio division and 12 in the entertainment division, looks like this:

- KDWB-FM (101.3) Top 40
- KEEY-FM (102.1) Country
- KQQL-FM (107.9) 60s/'70s oldies
- KTCZ-FM (97.1) Adult contemporary

- KJZI-FM (100.3) Smooth jazz
- KFAN-AM (1130) Sports talk
- KFXN-AM (690) Sports talk
- 11 other stations in Minnesota
- Clear Channel Entertainment, the dominant entertainment presenter, books shows at the Target Center, various nightclubs, and Hennepin Avenue theaters
- Clear Channel Outdoor, 1,700 billboards statewide

In just these regards, no single business has had a larger cultural impact on the Twin Cities, ever--let alone in less than 10 years.

But there are many other facets of Clear Channel's corporate personality. The company continues to branch out, forging a presence in everything from theater to photography exhibits to halftime shows at sporting events. And it has a syndication arm that produces the Rush Limbaugh and Dr. Laura Schlessinger programs.

In fact, there is a political bent to the company that has been quite conservative. After 9/11, for example, a widely circulated memo contained a list of suggested songs that station managers might want to consider too sensitive for listeners, including "Imagine" and "Peace Train." (During the controversy that followed, the company claimed that the list reflected the opinions of the executives who compiled it and did not constitute an official company blacklist.) After the U.S. invasion of Iraq, a number of Clear Channel stations sponsored "Support the Troops" rallies that critics called naked pro-war endorsements of the Bush administration. Additionally, the company, which does not have its own news division, recently dropped its affiliation with ABC News Radio and partnered with Fox News to air hourly updates on some stations.

The company's founder, L. Lowry Mays, is a close friend of the Bush family and has maintained professional and political ties with both Bush the elder and the son. When George W. was the governor of Texas, Mays was appointed to the state's technology council in 1996; he later contributed \$51,000 to Bush's reelection campaign in 1998. Between 2000 and 2002, entities associated with Clear Channel--through PACs, soft money, and individual contributions--forked over \$1 million to political campaigns, with 75 percent going to Republican candidates.

"You're dealing with a super-large tastemaker who can make or break people more than any other company in any industry," says Mick Spence, a Minneapolis entertainment lawyer. "'Tastemaker' has a positive connotation most of the time, but in this case, it's all determined on marketability of any product. That's what Clear Channel does."

"We're a big company, and you have the good and the bad," counters Dan Seeman, the vice president and general manager for Clear Channel Radio Minneapolis-St. Paul. "It's frustrating, because a lot of the perception is myth." Still, he allows, "We have a lot of resources, and we take advantage of those resources."

The company's critics are legion, including a number of high-profile media personalities. In early 2004, Howard Stern, the self-proclaimed King of All Media, was dropped from six Clear Channel stations on the grounds of profane language. Stern countered that the real reason he was dropped is that he turned against George W. Bush just as the presidential campaign was kicking into high gear. Stern, who was once a Bush supporter, repeatedly railed against the president for the war in Iraq, and against FCC chairman Michael Powell, a Bush appointee who had levied hundreds of thousands of dollars in fines against stations that carried Stern.

In November, post-election, Stern appeared on the David Letterman show, ostensibly to promote his impending move off the airwaves and onto satellite radio. But instead, Stern repeatedly talked about the threat to the First Amendment in the current era, one in which he says he cannot do or say things on the air that he did 20 years ago.

"I'm doing this because of Clear Channel," Stern told Letterman about moving to satellite. "There's nowhere else to do my radio program."

Clear Channel started humbly enough, when Texas A&M alum Mays bought KEEZ-FM in San Antonio in 1972. Mays, an ex-Air Force officer who was deeply entrenched in Texas Republican circles as an investment banker, ponied up \$125,000 to buy the station.

His co-investor was a local used-car salesman by the name of B.J. "Red" McCombs. In 1975, the pair bought WOAI-AM, one of the old-school 50,000-watt behemoths of the AM dial, a station whose signal could be heard at night hundreds or even thousands of miles away--a "clear channel" station by virtue of

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its exclusive control of the frequency on which it broadcast.

In 1958, McCombs opened his first car dealership in San Antonio and saw it rack up the sixth-highest sales in the country in its very first year. He bought and sold several sports franchises, and along the way emerged as a major player in Texas oil and real estate. Among his friends is President George Bush I.

Each time a McCombs business move paid dividends, he and Mays went on a shopping spree. The pair accrued a broadcasting mini-empire by snatching up financially fumbling stations and turning them into moneymakers. They did this mostly by changing the formats to religious or all-news programming. In 1988, the duo bought its first television station; at the time, they also owned six AM stations and six FM stations in seven cities.

In 1992 the FCC relaxed ownership regulations. Soon after, the FCC increased the number of television stations a media company could own. By the mid-1990s, Clear Channel Communications owned 43 radio and 16 TV stations.

Then came the Telecommunications Act of 1996. On its face, the bill was supposed to loosen regulations regarding access to telephone lines. Additionally, the new law was to open up restrictions on who could provide digital television services.

Tucked into the bill, however, was a provision that would further expand the number of radio stations a broadcast company could own in one market, and essentially do away with any limits on ownership nationwide. It allowed for a broadcaster to own as many as eight stations on either the AM or FM frequencies in a single market.

There was resistance on Capitol Hill, but broadcast conglomerates argued that more media concentration would actually improve the variety of radio programming. For instance, they claimed, if ABC Radio owned one "classic rock" station in a market, and ABC or, say, Infinity Broadcasting (two prominent rivals at the time), bought the other locally owned classic rock station in the market, there would be little reason for two classic rock stations. "Diversity" became the industry's buzzword for promoting the bill.

The industry had the ear of President Bill Clinton, who was seeking reelection that year. Clinton professed to be impressed by the arguments the broadcasters made, and was almost certainly impressed by the coin they contributed to his reelection campaign. The president pushed Congress to pass the measure, which he signed in February 1996.

What followed was an unprecedented wave of large corporations merging with large corporations. AOL fused with Time Warner. Viacom became one with Infinity Broadcasting, and then with CBS. ABC merged with Walt Disney. And so on.

For all the press these huge alliances garnered, there was a ripple effect among smaller owners as well. As the industry became deregulated, a mergers-and-acquisitions boom commenced in the industry. One of the first local harbingers of this effect came in 1992, when Colfax Communications, a south Minneapolis company headed by a WCCO radio general manager, bought WCTS-FM (100.3), which had been a Christian station, for \$10 million. Then Colfax, with the help of investors who had made their cash off of the Craftsman tool company, purchased KQQL-FM (107.9), an oldies station.

In 1995, KDWB-FM (101.3), long considered one of the most influential top 40 stations not on either coast, was bought by Dallas-based Chancellor Communications for \$22 million, a local record, and by the end of the year the company owned KTCZ-FM (97.1), KEEY-FM (102.1), and KFAN-AM (1130). The following year, Colfax bought nine more stations in Phoenix, Milwaukee, and Boise. Two months later, in August 1996, Colfax sold all 12 of its stations to Chancellor for \$365 million. Suddenly Chancellor owned seven stations in the Twin Cities.

But the mergers didn't stop, and local radio listeners could be forgiven for losing track of who exactly was programming the music coming out of their car stereos. In 1997, Chancellor Broadcasting merged with another Texas-based broadcaster, Evergreen Media, and was christened Chancellor Media Group. The company owned 103 stations in 21 major markets. (The Twin Cities market is the 15th-largest in the U.S.) By the end of that year, Chancellor had formed a new national network called AMFM Radio.

During this age of consolidation, it became evident that nobody did mergers and acquisitions better than Clear Channel. Though the company had operated below big-media radar in its early years, its deep pockets and deal-spotting acumen left the company in a position to make major purchases at will. Clear Channel was taken public in 1984, and during the 1990s, its stock went from \$4.60 a share in 1993 to \$95 a share in 2000. (Mays's sons, Randall and Mark, have taken major roles in the company's management over time, Mark Mays is currently the CEO and president of Clear Channel, Randall the CFO and executive vice president.)

In 1996, Clear Channel bought 49 radio stations. The next year, it bought 70. In 1998, it bought Jacor Communications and its 206 radio stations to the tune of \$6.5 billion. Clear Channel bought AMFM in October 1999. That acquisition, for \$24 billion, netted Mays and Clear Channel 830 more stations. (To assuage the rumblings of antitrust regulators, Clear Channel quickly sold off an additional 100-plus stations for \$4.2 billion.) The next closest radio competitor was Cumulus, which had a relatively paltry 230 stations

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at the time.

After years spent amassing its radio empire, Clear Channel began to move vertically in its acquisitions, buying up companies elsewhere in the media/entertainment supply chain. The real watershed came in 2000, when Clear Channel bought a promotions company called SFX. SFX had become a corporate raider in the booking business, buying such longstanding promotions companies as Bill Graham Presents. By 2000, SFX was staging more than 26,000 events annually. Clear Channel bought SFX for \$4.4 billion, and folded it into Clear Channel Entertainment. Suddenly Clear Channel was booking thousands of concerts a year.

In addition to the radio and television stations, the concert venues and outdoor advertising, there are such holdings as Clear Channel Satellite, based in Colorado, providing a variety of satellite transmission services; Clear Channel Wireless, a high-speed internet service based in Cincinnati; Inside Radio, an industry trade publication; and Katz Media Group, an ad firm in New York City that works with 2,100 radio stations, 350 television stations, and 1,700 cable operators.

And the list goes on. Clear Channel owns Motor Sports Group, promoter of more than 600 car and cycle racing events a year. There's Premiere Radio Networks, which distributes Rush Limbaugh and other shows to 7,800 radio stations; Prophet Systems, a company that makes the technology that allows DJs to "voicetrack," or record radio shows in one city for several stations in other cities; and SFX Sports Group, a talent management and marketing agency that represents 500 professional athletes, including Michael Jordan and Andre Agassi. Another spin-off of Clear Channel produces the television shows *Smallville* and *Arli\$\$.* The company also has a stake in XM Satellite radio. And Clear Channel owns the touring rights to the Broadway productions of *The Lion King*, *Hairspray*, and a chunk of *The Producers*. In fact, the company owns prominent theaters both on Broadway and in Chicago.

Needless to say, it's a corporate portfolio that goes far beyond owning an unprecedented number of radio stations. As the e-mail signature line used by many local Clear Channel employees puts it, "What other markets or what other media can I help you with today?"

As Clear Channel grew, so did resentment toward what was deemed by many an evil empire. Pop music aficionados have long decried the homogenization of radio at the hands of the company, which, they say, uses market research to formulate repetitious, lowest-common-denominator playlists around the country. (Clear Channel Radio CEO John Hogan retorted in 2003 that the company had 6,700 playlists--a sentiment Seeman echoes. "All of our research and testing for all of our stations is done locally," he says.)

The complaints of the company's competitors and critics were exhaustively documented in a series of stories written by Eric Boehlert of *Salon.com* in 2001. Boehlert wrote of Clear Channel's alleged "pay for play" practices, recounted accusations that bands who booked shows with other concert promoters saw their airplay diminish on CC stations across the country, and compiled other charges of generally bad behavior. "Welcome to the world of Clear Channel," Boehlert wrote, "radio's big bully."

Like any conglomerate, Clear Channel has sought to make its size pay off by reducing management ranks on the road to consolidation. As it snatched up multiple stations in one market, the company would merge operations, resulting in many lost jobs. According to a report published by Cornell University a year ago that was commissioned by the AFL-CIO, "Clear Channel's cost-cutting practices" led to 1,500 to 4,500 jobs lost over four years.

This type of streamlining happened in the Twin Cities more than two years ago, when operations for all seven Clear Channel stations were uprooted. Stations that had been scattered throughout the metro were suddenly operating under one roof, in a giant office complex in St. Louis Park just off Highway 100 and I-394. Since then, a number of career radio employees have lost their jobs.

Seeman says that only 10 to 15 jobs have been lost locally in the transition. But according to some sources with knowledge of the downsizing, longtime employees were first assured the move would lead to no layoffs. Soon afterward, they claim, about 20 people were let go. Definitive numbers remain elusive, but additional layoffs appear to have happened since the move to St. Louis Park--perhaps totaling as many as 30 out of 250 radio jobs. "It was heartbreaking, and the local managers tried to save the jobs," says one former employee. "But Dan is a good person in a company guided by the whip of Wall Street."

In fact, Seeman is quick to point out that he grew up here and has worked in local radio for 20 years. By most accounts, Clear Channel behaves better here than it does in other markets. Still, as Clay Steinman, a media studies professor at Macalester College notes, "Even if the radio stations in town are staffed by local people, they still don't necessarily have the priorities of local ownership. At the end of the day, there's going to be an emphasis on what's good for the company, and it's all done in the name of the bottom line."

In some markets the company became notorious for allegedly bullying bands and managers into playing shows it sponsored. Critics charged that if an act came to town and had the audacity to book the show with another concert promoter, there was a good chance that advertising for that show wouldn't run on a Clear Channel station. Or if it did, they also claimed, it would be at a higher rate than that for a Clear Channel show. Additionally, the company was accused of dropping artists from its playlists nationwide if they didn't use CCE as their concert promoter.

Band managers and artists are reluctant to talk about to what extent Clear Channel engages in this practice, but one booker told Denver's alternative weekly, *Westword*, in 2001, "Catch a cold in Denver, get the flu everywhere else." A lawsuit filed in Denver by a local promoter, Nobody In Particular Presents, detailed claims involving the band Eve 6. The band's management company purportedly told NIPP that Eve 6 would have to let Clear Channel promote their Denver show; otherwise the band would lose airplay. Clear Channel argued that the accusation was inadmissible hearsay, but the judge admitted it, ruling that NIPP had provided sufficient evidence that such practices may have occurred.

The company has always denied threatening artists with airplay cutbacks, and few musicians are even willing to talk about Clear Channel on the record. What's incontestable is that, since its purchase of SFX, Clear Channel has had a huge impact on the local club scene. The presence of Clear Channel Entertainment has meant that some clubs can no longer compete for touring acts. James Martin of E Company, who books the Cabooze and Lee's Liquor Lounge, sees Clear Channel's practices philosophically. "It's a lesser risk to them to book these artists," he says, referring to the company's deep pockets. "The band may blow up overnight, and they can book them in other towns, and [establish] them as Clear Channel artists.

"If they can do it, more power to them," Martin continues. "The main issue I have is that we can spend time nurturing a band, and then they want to go to the next step, or the management tells them to go with someone bigger, and we can't compete" the next time a band comes to town, he says. The effect is that Clear Channel will set a guarantee that other bookers can't match. Places like First Avenue and the Cabooze consider these \$10,000 shows to be their bread and butter, but Clear Channel just sees them as brand-building.

The same thing happens on a national level. Prominent musicians like Neil Young and Steve Miller have started to speak out about the Clear Channel squeeze. And Don Henley has testified before Congress, insisting that through its radio and booking operations, the company has engaged in monopolistic practices.

In describing Clear Channel's power over the marketplace, Macalester's Steinman draws a parallel. "They've reached a point that's similar to the prohibition on movie studios owning local theaters," Steinman notes. "You can't deal directly with GM to buy a car. You have to have local dealers. Or you don't have people buying gas directly from oil companies. Historically, we have said that we don't want people at one end of the production process controlling how that product gets to people locally."

The first piece of anti-monopoly legislation, the Sherman Act, was passed in 1890, essentially guaranteeing that the federal government could regulate industry to ensure that there was no collusion or dominance of one company in any given sector. The act was the impetus for Theodore Roosevelt's trust-busting campaigns that reshaped the economy at the turn of the 20th century. In 1911, the Sherman Act was used to bust up the monopoly of Standard Oil.

In our lifetimes, the most compelling antitrust suits have involved communications. The Microsoft suit of the late 1990s, which rested on the idea of the company "bundling" its internet browser with the computers it manufactured, was merely a slap on the wrist when all was said and done. But the antitrust suit brought against AT&T and the system of "Baby Bells," which was hatched by fledgling telephone company and future rival MCI in the mid-1970s, ended the phone company as we knew it.

In *Deal of the Century: The Breakup of AT&T*, Steve Coll documents the case regulators made for "divestiture" of the phone system in 1984. In that suit, there was "something called the 'essential services' doctrine in antitrust law," Coll wrote in 1986. "If one company--say, AT&T--owned exclusive facilities that were essential to the business of another company--say, MCI--then the first company was required to give access to the second company." That principle of law, coupled with the fact that AT&T controlled the consumer "product" from start to end--the land lines, the switching stations, the local service, the long-distance service, even the telephones--was the unravelling of the company's monopoly.

These were essentially the grounds on which Nobody In Particular Presents took on the radio giant in August 2001. "Clear Channel has engaged in a vast array of anti-competitive, predatory, and exclusionary practices in the course of acquiring, maintaining, and extending its monopoly power," NIPP's complaint, filed in federal district court, began.

For starters, testimony and a trail of internal Clear Channel e-mails built a strong case that Clear Channel had, in effect, boycotted airplay on its Denver stations for artists and labels who had booked shows with other promoters in the Denver area. In 1999 and 2000, Clear Channel allegedly shut the door on Reprise Records, which had booked shows with NIPP. An e-mail from Michael O'Connor, the director of radio operations in the market, was particularly damning. "We are out of business with your label," court records say O'Connor wrote to label réps. "You can all fuck yourselves as far as I'm concerned."

NIPP cited other such examples for the court, including a period of time when a Clear Channel station had played a single by Puddle of Mudd more than 20 times a week for 3 months. After the band played an NIPP show, the promoter claimed, the station played the single only 11 times, and by the following week, wasn't playing it at all.

Aside from radio spins, NIPP further alleged that bands suffered from lack of promotion on Clear Channel stations if they were playing a non-Clear Channel show. Judge Edward Nottingham, in his 72-page opinion, allowed that NIPP had provided sufficient evidence to refer many of its claims to trial. Nottingham noted

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the number of "alter egos" Clear Channel uses in the music business, most specifically SFX, and concluded that, though the company argued they were separate entities, a jury might find them to be one and the same. "When the parent controls, directs, or encourages the subsidiary's anti-competitive conduct, the parent engages in sufficient independent conduct to be held directly liable as a single enterprise with the subsidiary under the Sherman Act," the judge wrote last April.

Judge Nottingham added that "a market share of 70 percent demonstrates monopoly power," and noted that Clear Channel controlled 73 percent of the rock radio advertising market. Further, the court concluded that Clear Channel may have denied advertising to NIPP and may have engaged in "anti-competitive conduct." He allowed that there was evidence that Clear Channel had denied NIPP the use of essential services--its radio stations. "Taken as a whole," Nottingham wrote, "the court concludes that NIPP has demonstrated sufficient evidence of attempted monopolization that a reasonable jury could find in favor of NIPP."

Parts of the suit were dismissed. The judge ruled, for instance, that NIPP did not demonstrate that Clear Channel had damaged the reputation of its competitor. And, the court noted, no one came forth to testify that airplay had been denied by Clear Channel simply for booking a show with NIPP (though the court record did include anecdotes claiming as much.)

But, ultimately, Clear Channel's motion to have the suit dismissed was denied, and a jury trial was set. Nottingham concluded, "Antitrust law is the only mechanism by which Clear Channel's behavior may be policed."

In June 2004, Clear Channel settled with NIPP before the case reached trial.

In December 2004, FCC commissioner Jonathan Adelstein came to St. Paul to participate in a forum on the state of the media. Adelstein had been touring the country with another commissioner since the summer of 2003, when Michael Powell and two other commissioners were proposing further loosening of media ownership rules. (Powell, who recently announced his resignation, got his way in the FCC vote, but an appellate court overturned the FCC decision.)

But don't expect the FCC to rein in Clear Channel's power, Adelstein told me afterward. "We, as a body, very seldom re-regulate what has already been deregulated," he said. "Clear Channel is within the law of ownership. Once it happens, that's it. You can't put toothpaste back in the tube."

But what about all of Clear Channel's other acquisitions in the media/entertainment supply chain? "The only thing we can really control is the newspaper/ radio/television ownership regulations," Adelstein said. "Clear Channel isn't violating any of those regulations. Most of those other businesses they're involved in are out of the purview of the FCC."

And it's for this reason that local attorney Spence believes the company will keep to its present course. "They'll keep expanding and controlling how a large number of us get our music, our art, our entertainment," he says. "They're not going to stop themselves."

Back in November, at the Minneapolis City Council meeting, some council members voiced a reluctance to deal with Clear Channel. Council President Paul Ostrow (First Ward) made a number of amendments that were all voted down. The proposed agreement to negotiate a contract that would run for 30 years and then turn the keys over to Clear Channel's nonprofit business partner, the Hennepin Theatre Trust, left some people leery that Clear Channel would one day own the theaters.

"There is the thought that Clear Channel would have a significant financial stake in the theaters, backing \$22 million in bonds," Ostrow says now. "I'm not saying Clear Channel is good or evil. It's a broader question of protecting public assets. There are significant legal rights [at stake] in terms of the operation of these theaters, and hopefully we clarified that going into negotiations."

Either way, the council voted 7 to 4 to enter into negotiations with HTT/HTG/ Clear Channel to run the theaters, with any niggling details to be hashed out by March.

Ostrow's concerns may not be misguided, if the words of the company's own founder are any barometer. "I define competition, at least as far as our company is concerned, as getting all the money," Lowry Mays told the Texas A&M Aggie Daily in 2000 after receiving a distinguished alumni award. And Mays told *Fortune* magazine in 2003, "We're not in the business of providing news and information. We're not in the business of providing well-researched music. We're simply in the business of selling our customers products."

About G.R. Anderson Jr.

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The passion of Howard Stern

The shock jock says radio colossus Clear Channel fired him because he criticized George Bush -- and he's sure as hell not going to go quietly.

By **Eric Boehlert**



March 4, 2004 | From the moment last week when [Clear Channel Communications](#) suspended Howard Stern's syndicated morning show from the company's radio stations, denouncing it as "vulgar, offensive and insulting,"

speculation erupted that the move had more to do with Stern's politics than his raunchy shock-jock shtick.

Stern's loyal listeners, Clear Channel foes and many Bush administration critics immediately reached the same conclusion: The notorious jock was yanked off the air because he had recently begun trashing Bush, and Bush-friendly Clear Channel used the guise of "indecentcy" to shut him up. That the content of Stern's crude show hadn't suddenly changed, but his stance on Bush had, gave the theory more heft. That, plus his being pulled off the air in key electoral swing states such as Florida and Pennsylvania.

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This week, Stern himself went on the warpath, weaving in among his familiar monologues about breasts and porn actresses accusations that Texas-based Clear Channel -- whose Republican CEO, Lowry Mays, is extremely close to both George W. Bush and Bush's father -- canned him because he deviated from the company's pro-Bush line. "I gotta tell you something," Stern told his listeners. "There's a lot of people saying that the second that I started saying, 'I think we gotta get Bush out of the presidency,' that's when Clear Channel banged my ass outta here. Then I find out that Clear Channel is such a big contributor to President Bush, and in bed with the whole Bush administration, I'm going, 'Maybe that's why I was thrown off: because I don't like the way the country is leaning too much to the religious right.' And then, bam! Let's get rid of Stern. I used to think, 'Oh, I can't believe that.' But that's it! That's what's going on here! I know it! I know it!"

Stern's been relentless all week, [detailing the close ties](#) between Clear Channel executives and the Bush administration, and insisting that political speech, not indecency, got him in trouble with the San Antonio broadcasting giant. If he hadn't turned against Bush, Stern told his listeners, he'd still be heard on Clear Channel stations.

In a statement released to Salon, the media company insists that "Clear Channel Radio is not operated according to any political agenda or ideology." Clear Channel Radio chief Joe Hogan said, "The decision to suspend Howard Stern from our radio stations is based on our regulatory obligation and commitment to airing material that conforms to the standards and sensibilities of the local communities we serve."

Although by far the most powerful, Stern is not the first radio jock to charge Clear Channel with retaliation for anti-Bush comments.

"I'm glad he's pissed off and I hope he raises hell every single day," says Roxanne Walker, who claims Clear Channel fired her last year because of her antiwar views. "I think any time a broader section of the population hears about the Bush administration and the Clear Channel connection, it's a good thing."

Walker, South Carolina Broadcasters Association's 2002 radio personality of the year, is suing Clear Channel for violating a state law that forbids employers from punishing employees who express politically unpopular beliefs in the workplace.

"On our show we talked about politics and current events," she tells Salon. "There were two conservative partners and me, the liberal, and that was fine. But as it became clear we were going to war, and I kept charging the war was not justified, I was reprimanded by [Clear Channel] management that I needed to tone that down. Basically I was told to shut up." She says she was fired on April 7, 2003.

Phoenix talk show host Charles Goyette says he was kicked off his afternoon drive-time program at Clear Channel's KFYI because of his sharp criticism of the war on Iraq. A self-described Goldwater Republican who was selected "man of the year" by the Republican Party in his local county in 1988, Goyette -- more recently named best talk show host of 2003 by the Phoenix New Times -- says his years with Clear Channel had been among his best in broadcasting. "The trouble started during the long march to war," he says.

While the rest of the station's talk lineup was in a pro-war "frenzy," Goyette was inviting administration critics like former weapons inspector Scott Ritter on his show, and discussing complaints from the intelligence community that the analysis on Iraq was being cooked to support the White House's pro-war agenda. This didn't go over well with his bosses, Goyette says: "I was the Baby Ruth bar in the punch bowl."

Soon, according to Goyette, he was having "toe-to-toe confrontations" with his local Clear Channel managers off the air about his opposition to the war. "One of my bosses said in a tone of exasperation, 'I feel like I'm managing the Dixie Chicks,'" Goyette recalls. "I didn't fit in with the Clear Channel corporate culture."

Writing in the February issue of American Conservative magazine, Goyette put it this way: "Why only a couple of months after my company picked up the option on my contract for another year in the fifth-largest city in the United States, did it suddenly decide to relegate me to radio Outer Darkness? The answer lies hidden in the oil-and-water incompatibility of these two seemingly disconnected phrases: 'Criticizing Bush' and 'Clear Channel.'"

Goyette, who was relegated to the dead 7-10 p.m. slot, wrote, "I was replaced on my primetime talk show by the Frick and Frack of Bushophiles, two giggling guys who think everything our tongue-tied president does is 'Most excellent, dude!'"

Whether Stern was suspended because of his Bush-bashing -- or only because of his Bush-bashing -- is open to question. As reported in Salon, the media behemoth had another powerful reason to clean up its image: In the wake of Janet Jackson's nipplegate, broadcasters faced hostile congressional hearings about indecency on the airwaves and a new bill that would drastically increase the penalties for it. Indeed, the day before it dropped Stern, Clear Channel fired its top-rated Tampa, Fla., shock jock, "Bubba the Love Sponge," who had been recently fined \$755,000 by the Federal Communications Commission for indecency.

Several radio insiders interviewed by Salon are skeptical of Stern's inference about his suspension. "I don't think this had anything to do with helping Bush," says Robert Unmacht, former publisher of the radio trade publication, the M Street Journal. "It had to do with the one thing Clear Channel cares about, their bottom line. They're just bankers."

Unmacht also points out that Stern appears in only six markets for Clear Channel, so dumping him was a relatively painless way to score moral points -- and paint Clear

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Channel rival Infinity, which broadcasts most of Stern's shows, as pandering to indecency.

"Howard thrives when he has an enemy, and this is a pretty good enemy," Unmacht says. "Howard will rail against whoever he thinks is hurting him."

 **Next page | [Could Stern's army tip the election for Kerry?](#)**

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Illustration: Zach Trenholm

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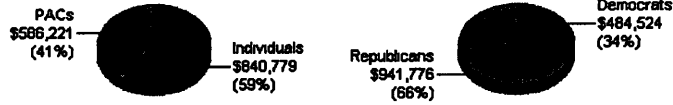
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| 2 | Clear Channel Communications | \$258,694 | 33% | 67% | ● |
| 3 | Chartwell Partners | \$82,100 | 9% | 91% | ● |
| 4 | Westwood One | \$60,000 | 17% | 83% | ● |
| 5 | Entercom Communications Corp | \$59,000 | 93% | 7% | ● |
| 6 | Hubbard Broadcasting | \$55,500 | 2% | 98% | ● |
| 7 | Salem Communications | \$53,299 | 0% | 100% | ● |
| 8 | Sunbelt Communications | \$33,400 | 94% | 6% | ● |
| 9 | News Corp | \$32,100 | 5% | 95% | ● |
| 10 | Jones International | \$29,000 | 0% | 100% | ● |
| 11 | XM Satellite Radio | \$27,500 | 4% | 96% | ● |
| 12 | Jc Gates & Co Radio & Television | \$24,000 | 0% | 100% | ● |
| 13 | Pappas Telecasting Companies | \$19,100 | 10% | 90% | ● |
| 14 | Spanish Broadcasting System | \$18,300 | 100% | 0% | ● |
| 15 | Wheeler Television | \$14,600 | 100% | 0% | ● |
| 16 | Emmis Communications | \$12,350 | 96% | 4% | ● |
| 17 | Simmons Media Group | \$12,000 | 0% | 100% | ● |
| 18 | Communications Corp of America | \$11,100 | 60% | 40% | ● |
| 19 | Victoria Radio Works | \$11,000 | 18% | 82% | ● |
| 20 | Weather Central | \$9,000 | 100% | 0% | ● |

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Musicians find something to sing about in Kerry vs. Bush

Sunday, September 26, 2004

By Scott Mervis and Ed Masley, Pittsburgh Post-Gazette

TV Q&A
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In the aftermath of 9/11, as the Bush administration was mobilizing to invade Iraq and Americans were urged to stand up and fly straight, "Dixie Chick" somehow became a verb.

Bride's guide
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Natalie Maines, singer for the mainstream country trio, told an audience in London she was ashamed of fellow Texan George W. Bush, and the next thing you knew, the Dixie Chicks were getting fried. Radio stations were pulling their songs, fans were burning their records, and Toby Keith was giving them the boot.

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When Rolling Stone asked Chris Rock about the administration, he balked, saying "I don't want to be Dixie Chicked."

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But now that the Iraq war is dragging on and the campaign season is heating up, musicians are no longer keeping quiet.

Even Bruce Springsteen is breaking his silence.

Although The Boss' music had been co-opted by presidential candidates in the past (in fact, he rebuffed Ronald Reagan for using "Born in the U.S.A."), he has never gone so far as to endorse one in such a high-profile way.

In an editorial he wrote for The New York Times, Springsteen addressed why he would be taking part in the Vote for Change concerts that support John Kerry:

"These questions are at the heart of this election: who we are, what we stand for, why we fight. Personally, for the last 25 years, I have always stayed one step away from partisan politics. Instead, I have been partisan about a set of ideals: economic justice, civil rights, a humane foreign policy, freedom and a decent life for all of our citizens. This year, however, for many of us the stakes have risen too high to sit this election out."

Springsteen is among the marquee names in MoveOn Pac's Vote for Change tour of the swing states, an unprecedented show of support for a presidential candidate by rock musicians. The Dixie Chicks and James Taylor play Heinz Hall on Friday. Other shows will feature the Dave Matthews Band, R.E.M., John Mellencamp, Jackson Browne and Pearl

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Jam, who, like the Chicks, were skewered for bashing Bush.

In July, the Red Hot Chili Peppers, Black Eyed Peas, Mellencamp, Willie Nelson and Lauryn Hill all lent their voices to the Democratic National Convention. Other tours, from Yo La Tengo to the Anti-Flag-led PunkVoter.com bill, are targeting Bush.

It's not surprising that rock musicians, generally tilting to the left, would back the more "liberal" candidate. The antiwar/pro-justice tradition in rock is well established, from Bob Dylan and John Lennon through the Haight-Ashbury scene, CSNY, soulful poets Marvin Gaye and Gil-Scott Heron, the No Nukes concerts, Brits like The Clash and Billy Bragg and, later, more militant groups, such as Public Enemy and Rage Against the Machine. And who could forget Country Joe and the Fish?

Today, it's unlikely those sort of political sentiments would get the airplay once enjoyed by "Feel Like I'm Fixin' to Die Rag," "Ohio" or "Give Peace a Chance" in the Vietnam era -- not with radio, controlled by a few big corporations, including the conservative Clear Channel, shying from controversy.

But there are plenty of examples of rockers reacting to the political times. Steve Earle stirred things up in 2002 with a song called "John Walker's Blues," written from the point of view of the young American fighting for the Taliban in Afghanistan. His latest, "The Revolution Starts Now," calls for change with the title track and songs like "Rich Man's War." Pittsburgh's Anti-Flag, the most political of punk bands, does a full frontal assault on the current administration on "The Terror State." Bad Religion chimed in the cleverly titled "The Empire Strikes First," and there have been political records by the likes of Patti Smith, the Beastie Boys, Dan Bern and NOFX.

The Bush-Cheney ticket is not without its supporters, some of them Confederate flag-waving Southern rockers. Lynyrd Skynyrd, ZZ Top, Dickey Betts and Kid Rock all played the Republican National Convention, indicating that Kerry could have a rough ride in the South.

"There are Democrats in Lynyrd Skynyrd, too," says singer Johnny Van Zant. "Not everyone's Republican. But I think everyone wants to do something for Bush, whether they're Republican or not. For me personally, I think he's had the hardest job of anyone who's ever been the president of the United States, 'cause none of them faced what the hell he faced -- except maybe Lincoln, with the country being divided itself."

The Republicans also boast support from Jessica Simpson, who, upon meeting Interior Secretary Gale Norton, told her "You've done a nice job decorating the White House," and Britney Spears, quoted in Michael Moore's "Fahrenheit 9/11" saying, "Honestly, I think we should just trust our president in every decision that he makes."

Bush's favorite music is country, and it seems to like him, too. Although Toby Keith is a registered Democrat, he took the Bush-Cheney line with the post-9/11 rallying cry, "We'll put a boot in your ass, it's the American way." Keith also bashed our enemies with "The Taliban Song" and pumped up the troops with "American Soldier."

Bush also can count on Ted Nugent and at least one vote from Kiss.

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Gene Simmons, the fire-breathing, blood-spewing bassist, says he disagrees with Bush on most things. But the native of Israel told Nuvo magazine, "I fully support his foreign policy. If this was a time of peace, I'd go for Kerry. But because the war is ongoing, and al-Qaeda is a living, breathing thing, I'd say Mr. Bush will do a better job. If you have cockroaches in the kitchen, you don't want somebody to come in and have a conversation with them."

For anyone who attended the Vans Warped Tour at the Post-Gazette Pavilion in August, there was no question where the punk scene stands. It was open season on the president, with everyone from Anti-Flag to Bad Religion to the poppy Yellowcard taking shots at him and carrying on the antiestablishment tradition of the Clash and Dead Kennedys.

California punk veterans NOFX and the band's label, Fat Wreck Chords, had a busy booth pushing two volumes of "Rock Against Bush," each featuring dozens of punk bands, and the ubiquitous "Not My President" and "Idiot Son of an [Expletive]" T-shirts. At the same booth, PunkVoter.com, a band-based, nonpartisan group whose members range from Green Day and the Donnas to Pittsburgh's own Anti-Flag, was registering voters while offering literature that opposed the president's policies.

By contrast, at OzzFest, the flagship for the metal scene, the only political discourse was about kicking butt. While kingpin Ozzy Osbourne, a surprising guest of the White House in 2002, kept his banter to telling the crowd he loved them, the most overtly political comment of the day came from Superjoint Ritual frontman Phil Anselmo, who said, "This is the United States of America, and we can hate whoever we want! So, let's start busting heads!"

The hip-hop community seems to be most divided over whether the election even matters.

Chuck D certainly thinks it does. The leader of fiery political rap group Public Enemy, who once said that "Rap is CNN for black people," recently released a single with Moby called "Make Love, [Bleep] War" and is also getting his message out as co-host of Unfiltered on the liberal radio network Air America.

He also was the keynote speaker in June at the first-ever National Hip-Hop Political Convention in Newark, N. J., where they created a five-point agenda for urban America that included funding for schools, prison reform and an end to tax cuts.

Rapper Jadakiss recently raised controversy with the single "Why," which included a line some radio stations were cutting out: "Why did Bush knock down the towers?"

Russell Simmons, hip-hop tycoon and founder of Def Jam, admits that he was never much of a voter. But now, he has put his Hip-Hop Summit Action Network (HSAN) to the task of registering minority voters with a street-level program called the Hip-Hop Team Vote.

The network has been presenting hip-hop summits throughout the country, with artists such as Eminem, Nelly, Will Smith and Lloyd Banks. Admission requires that people register to vote. Benjamin

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Chavis, president of the network, estimates that more than 200,000 people have attended the concerts and, although he can't drive them all to the polls, the organization is doing its best to pound home the message that voting is critical. Thus the subtle P. Diddy shirt: "Vote or Die."

Chavis says the network is nonpartisan but that "the artists are free to express their views. Obviously, Jadakiss spoke at the last summit and we played his video, which is critical of the Bush administration. If you talk to Talib Kweli or Mos Def, they're critical of all the parties."

Kweli, respected as a politically conscious rapper, recently said he doesn't plan to vote and that, while local politics is important, this presidential election is a "sham," with no real difference between the Republican and Democratic candidates.

Jadakiss, while critical of Bush, doesn't stray too far from that opinion. He recently told MTV, "I'm going for Kerry. But it's really not much of a difference, if you ask me," adding that they both went to Yale and are both "filthy rich."

Chavis is aware of some dissension in the hip-hop community but thinks it's largely united. And powerful.

"I think, speaking from a hip-hop perspective, in the hip-hop community, artists are trusted more than politicians. Their views are valued more than people who just show up in their community every four years and ask for a vote."

The next question becomes: To what extent does an artist or musician have sway with the public, and will the cumulative effect of musicians campaigning against Bush have any impact?

Alice Cooper, a Republican who golfs with U.S. Sen. John McCain, R-Ariz., recently told the Canadian Press, "If you are listening to a rock star in order to get your information on who to vote for, you are a bigger moron than they are. Why are we rock stars? Because we're morons."

"Besides," he continued, "when I read the list of people who are supporting Kerry, if I wasn't already a Bush supporter, I would have immediately switched. Linda Ronstadt? Don Henley? Geez, that's a good reason right there to vote for Bush."

He may be on to something there, but singer-songwriter Dan Bern takes the opposite stance. Bern recently played protest rallies at the Republican National Convention, leading a sing-along of "Bush Must Be Defeated," a song on his new EP. He now is out with Ani DiFranco on the Vote Dammit tour.

"When all else goes out the window, people still listen to music and they still look at pictures and so on," Bern says.

"There are certain things that can be best and maybe only communicated through these forms. You can recite statistics all day long, but sometimes it takes a song to bring it to a human level."

(Pop music editor Scott Mervis can be reached at .

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smervis@post-gazette.com or 412-263-2576. Pop music critic Ed Masley can be reached at emasley@post-gazette.com or 412-263-1865.)

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EXHIBIT V

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FIRST GENERAL COUNSEL'S REPORT

SENSITIVE

MURs: 5474 and 5539
Statute of Limitations: June 2009 – November 2009

MUR 5474

COMPLAINANT: Dale A. Clausnitzer

RESPONDENTS: Dog Eat Dog Films, Inc.; ABB 2004 PAC and Michael Archuleta, in his official capacity as treasurer; Committee to Re-Defeat the President and David A. Lytel, in his official capacity as treasurer; Michael Dobbins; Michael Moore; MoveOn.org Voter Fund; MoveOn.org PAC, and Wes Boyd, in his official capacity as treasurer

DATE COMPLAINT FILED: June 30, 2004
DATE OF NOTIFICATION: July 2, 2004
DATE ACTIVATED: September 27, 2004

MUR 5539

COMPLAINANT: Jeffrey S. Smith

RESPONDENTS: Fellowship Adventure Group, LLC; IFC Entertainment, LLC; Lions Gate Films, Inc.; Michael Moore; Harvey Weinstein; and Bob Weinstein

DATE COMPLAINT FILED: September 22, 2004
DATE OF NOTIFICATION: September 29, 2004
DATE ACTIVATED: October 14, 2004

RELEVANT STATUTES: 2 U.S.C. § 431
2 U.S.C. § 434(f)
2 U.S.C. § 441a
2 U.S.C. § 441b
11 C.F.R. § 100.16

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| 1 | 11 C.F.R. § 100.22 |
| 2 | 11 C.F.R. § 100.29 |
| 3 | 11 C.F.R. § 104.20 |
| 4 | 11 C.F.R. § 109.10 |
| 5 | 11 C.F.R. § 110.1 |
| 6 | 11 C.F.R. § 114.2 |
| 7 | |
| 8 | INTERNAL REPORTS CHECKED: Disclosure Reports |
| 9 | |
| 10 | FEDERAL AGENCIES CHECKED: None |
| 11 | |

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1 **I. INTRODUCTION**

2 MURs 5474 and 5539 involve allegations relating to the film FAHRENHEIT 9/11, the
3 gravamen of which is that the film was a prohibited corporate expenditure and/or corporate
4 contribution. Both complaints are somewhat unclear but involve a number of respondents and
5 apparent theories of liability. In MUR 5474, the complaint alleges that Dog Eat Dog Films,
6 Inc. ("Dog Eat Dog") violated the ban against corporate financing of electioneering
7 communications by financing the film, websites and hyperlinks. Further, the complaint
8 alleges that Dog Eat Dog, the production company that produced the film, violated the
9 prohibition against corporate contributions and expenditures by using "corporate assets,"
10 which include the film, its promotional movie trailers, and certain websites, to "promote,
11 support, and attack clearly identified candidates."¹ Finally, the complaint alleges that Dog Eat
12 Dog made prohibited corporate contributions by providing "free or severely discounted" web
13 space to political committees through the use of hyperlinks from one of Dog Eat Dog's alleged
14 websites.²

15 In MUR 5539, the complaint alleges that the release and distribution of FAHRENHEIT
16 9/11 constituted an independent expenditure because the film expressly advocated the defeat

¹ Although the wording in the complaint suggests more than one clearly identified candidate, the complaint does not specifically refer to any candidates or elections other than President George W. Bush and the 2004 presidential election.

² The Commission received two supplements to the complaint in MUR 5474, but neither supplement changes the legal analysis contained in this report. One supplement alleges that Dog Eat Dog intended to broadcast the film on television. However, the complaint does not allege that Dog Eat Dog made or intended to make any disbursements in connection with any televised broadcast. Publicly available information indicates that Dog Eat Dog did not pay to broadcast the film on television. In fact, a third party, not a respondent in either MUR, apparently aired the film on a public access station without the consent of any of the respondents, and Moore and Fellowship Adventure Group have expressed their intention to sue the person responsible for the unauthorized broadcast. See Mike Reynolds, *MULTICHANNEL NEWS, IFC Sets Moore Special* (Oct. 25, 2004). The other supplement attempts to draw distinctions between this alleged violation and the Sinclair Broadcasting matter, MUR 5562.

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1 of President Bush and that by being fully or partially responsible for the film's release,
2 Michael Moore and other entities associated with the film made excessive and/or prohibited
3 contributions to unidentified candidates or committees. Dog Eat Dog and Moore argue that
4 FAHRENHEIT 9/11 is not an independent expenditure based on their assertion that the film does
5 not contain express advocacy.

6 This Office believes that the film, associated trailers, and Fahrenheit911.com are
7 either bona fide commercial activity or that they fail to qualify as independent expenditures.
8 Pursuant to either analysis, the respondents do not appear to have violated the Act or
9 Commission regulations. Therefore, we recommend that the Commission find no reason to
10 believe as to most of the respondents, dismiss the complaint as to several respondents, and
11 close the files.

12 **II. FACTUAL SUMMARY**

13 **A. Background of the Film**

14 FAHRENHEIT 9/11 is a feature-length documentary film with political themes critical
15 of the Bush administration's foreign and domestic policies. The film depicts President Bush,
16 Vice President Dick Cheney, members of the Bush Administration, and several Members of
17 Congress.³ Theaters across the United States began showing the film in June 2004. Michael
18 Moore, President of Dog Eat Dog, directed and produced the film under the auspices of Dog
19 Eat Dog, his production company. Miramax, a division of Disney Studio Entertainment,
20 reportedly financed the production of the film and then sold it to Fellowship Adventure Group

³ The Members of Congress who appear in the film include Senator Tom Daschle, Senator Byron Dorgan, Representative Tammy Baldwin, Representative John Conyers, Representative John T. Doolittle, Representative Richard Gephardt, Representative Porter Goss, Representative Jessie Jackson, Jr., Representative Mark Kennedy, Representative John Lewis, Representative Jim McDermott, Representative John Tanner, and Representative Maxine Waters.

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1 ("Fellowship").⁴ Fellowship, Lions Gate Films, Inc. ("Lions Gate") and IFC Films, Inc.
2 ("IFC") distributed the film, but Dog Eat Dog appears to retain the copyright. Following
3 completion of the film, Moore made conflicting public statements, sometimes indicating that
4 he hoped the film would influence the presidential election and at other times stating that he
5 regarded the film simply as a contribution to his body of work.⁵

6 **B. Respondents**

7 Although Moore and Dog Eat Dog have been the respondents most visibly associated
8 with this film in the public eye, the complaints identify a number of additional individuals and
9 entities as respondents. In MUR 5474, the complaint identifies the following entities and
10 individuals as respondents.

- 11 • Dog Eat Dog – Michael Moore's production company, which was incorporated in
12 Delaware in 1989 and produced FAHRENHEIT 9/11. The complaint alleges that Dog
13 Eat Dog impermissibly used corporate assets to "promote, support and attack clearly
14 identified candidates" through its creation and promotion of FAHRENHEIT 9/11. These
15 corporate assets allegedly include Fahrenheit911.com and MichaelMoore.com.
16 Although the complaint alleges that Dog Eat Dog owns these websites, they appear to
17 be owned by Westside Productions, LLC ("Westside"). Moore and Kathleen Glynn,
18 his wife, own Westside, which is treated as a partnership for tax purposes.
19 MichaelMoore.com contains commercial and political content.⁶ The FAHRENHEIT
20 9/11 website promotes the film and provides a list of books as suggested reading.
- 21 • Michael Moore – a well-known film and documentary maker who produced and
22 directed FAHRENHEIT 9/11. He is one of two partners in Westside which owns and
23 operates MichaelMoore.com. The complaint in MUR 5474 does not make a specific

⁴ Miramax was not named as a Respondent in this matter. Only in preparing this Report did we learn of Miramax's role in financing the production of the film.

⁵ In an interview at the Cannes Film Festival, Moore indicated that he wanted to "say something about the times in which we live." In another interview he claimed that he did not set out to make a political film. Hanna Rosin and Mike Allen, THE WASHINGTON POST, 'Fahrenheit 9/11' Is a Red-Hot Ticket (June 24, 2004). In another interview, Moore expressed his hope that the film would encourage the Democratic Party's voters to go to the polls on Election Day. Gabriel Snyder, DAILY VARIETY, Moore fires fresh salvo vs Mouse; Helmer touts long-legged 'Fahrenheit' (July 25, 2004).

⁶ Moore appears to have included political content on this site since 1998 and continues to add political content on a regular basis. Moore's website provides hyperlinks to allow site visitors to navigate directly from Moore's site to other websites.

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- 1 allegation against Moore, other than its claim that Moore intended to use corporate
2 assets of Dog Eat Dog, namely the film and the MichaelMoore.com website, to
3 oppose President Bush in the 2004 Presidential election.
- 4 • ABB 2004 PAC – a registered federal political committee that maintains the
5 NotBush.com website. The complaint identified ABB 2004 PAC as a respondent
6 solely because of the presence of a link to its website from MichaelMoore.com.
 - 7 • The Committee to Re-Defeat the President – a registered federal political committee
8 which owns and operates redefeatbush.com and appears to use ReDefeatBush.com as
9 an alternate name. The complaint identified this committee as a respondent solely
10 because of the presence of a link to its website from MichaelMoore.com.
 - 11 • MoveOn.org Voter Fund – a Section 527 organization that maintains
12 moveonvoterfund.org. The complaint identified MoveOn.org as a respondent based
13 upon the alleged presence of a link on MichaelMoore.com to a site maintained by
14 MoveOn.org, but the organization's response indicates that MoveOn.org is
15 improperly named and that the correct respondent is MoveOn.org Voter Fund. The
16 Voter Fund operates bushin30seconds.org which was at one time hyperlinked from
17 MichaelMoore.com.
 - 18 • Michael Dobbins – maintains the stopbushin2004.com website. Complaint identifies
19 Dobbins as a respondent based on an alleged link on MichaelMoore.com to his
20 website.
- 21 MUR 5539 identifies the following entities and individuals, only one of which –
- 22 Michael Moore – was also named in MUR 5474 as a respondent.
- 23 • Michael Moore – The complaint alleges that Moore was fully or partially responsible
24 for the release of FAHRENHEIT 9/11 and that such release constituted a contribution in
25 violation of the Act's source prohibitions and contribution limitations.
 - 26 • Fellowship Adventure Group – Fellowship is a limited liability company formed by
27 Harvey Weinstein and Bob Weinstein for the specific purpose of distributing
28 FAHRENHEIT 9/11. Fellowship elected partnership status for tax purposes. It is one
29 of three companies involved in the distribution of the film and movie trailers. The
30 complaint alleges that Fellowship was fully or partially responsible for the release of
31 FAHRENHEIT 9/11 and that such release constituted a contribution in violation of the
32 Act's source prohibitions and contribution limitations.
 - 33 • Weinstein Brothers – The complaint used this phrase to refer to Harvey Weinstein and
34 Bob Weinstein of Fellowship. The complaint alleges that both men were fully or
35 partially responsible for the release of FAHRENHEIT 9/11 and that such release
36 constituted a contribution in violation of the Act's source prohibitions and
37 contribution limitations.

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- 1 • Lions Gate Films – Lions Gate, a U.S. subsidiary of a Canadian corporation, was
2 responsible for the content of paid advertising for the film, including movie trailers.
3 It is also one of three companies involved in the theatrical distribution of the film.
4 The complaint alleges that Lions Gate was fully or partially responsible for the release
5 of FAHRENHEIT 9/11 and that such release constituted a contribution in violation of the
6 Act's source prohibitions and contribution limitations.

- 7 • IFC Entertainment – IFC is a corporation and one of three companies involved in the
8 theatrical distribution of the film and movie trailers. It is apparently responsible for a
9 portion of the theatrical distribution costs and receives an undisclosed percentage of
10 the box office proceeds from the film. The complaint alleges that IFC was fully or
11 partially responsible for the release of FAHRENHEIT 9/11 and that such release
12 constituted a contribution in violation of the Act's source prohibitions and
13 contribution limitations.

14 III. LEGAL ANALYSIS

15 The complaints in MUR 5474 and MUR 5539 allege that FAHRENHEIT 9/11 and its
16 associated movie trailers and websites promote, support and attack clearly-identified
17 candidates for public office, including President Bush. The first key question, then, is whether
18 FAHRENHEIT 9/11 and associated trailers and websites constitute electioneering
19 communications. This Office concludes that they are not because they were not distributed by
20 any of the respondents by broadcast, cable or satellite, did not air within the electioneering
21 communications period, or did not refer to a clearly identified candidate. *See* 11 C.F.R.
22 § 100.29.

23 Because they do not constitute electioneering communications, we next analyze
24 whether the costs associated with the film and associated movie trailers and websites
25 constitute independent expenditures, which corporations are prohibited from making and
26 partnerships and individuals must report over \$250. *See* 2 U.S.C. §§ 441a and 441b,

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1 11 C.F.R. §§ 109.10 and 110.1(g).⁷ We conclude that the respondents have not made
2 independent expenditures in connection with the film, movie trailers and Fahrenheit911.com
3 based on either of two separate and independent conclusions, one of which does not require
4 consideration of the content, while the other is based on an analysis of whether the film and
5 related enterprises contain express advocacy. First, the film, movie trailers, and the film's
6 official website represent bona fide commercial activity, which the Commission has
7 previously declined to regulate in appropriate cases. *See, e.g.*, AO 1994-30 (Conservative
8 Concepts). This conclusion can be reached without regard to the content of the film itself or
9 the trailers and official website. Alternatively, should the Commission wish to resolve this
10 matter based on the content of the film, movie trailers, and official website, this Office
11 concludes that their associated costs do not meet the definition of "independent expenditure"
12 because they do not appear to contain express advocacy.

13 With respect to MichaelMoore.com, which appears to have contained express
14 advocacy communications and is owned by an LLC that has elected partnership tax status,
15 Michael Moore appears to use this website as a personal blog rather than solely as a
16 commercial venture. Under Commission regulations, LLCs that elect partnership tax status
17 must report express advocacy communications aggregating in excess of \$250 in a calendar
18 year with respect to a given election. *See* 11 C.F.R. §§ 109.10(b), 110.1(g). Neither
19 complaint specifically alleges a violation of this regulatory requirement, and no information
20 has been presented indicating whether the costs associated with the express advocacy
21 material trigger the \$250 reporting threshold. Accordingly, given the context of the entire

⁷ The complaints do not allege coordination with a candidate, candidate's committee or party committee.

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1 material trigger the \$250 reporting threshold. Accordingly, given the context of the entire
2 matter under review, this Office makes no recommendation with respect to this website.

3 Finally, with respect to the hyperlinks from MichaelMoore.com, this Office concludes
4 that the hyperlinks do not constitute in-kind contributions because there is no information
5 available suggesting that (1) the hyperlinked sites sought or knowingly received hyperlinks
6 from MichaelMoore.com, (2) payment is customarily received from such hyperlinks, (3) the
7 value of the hyperlinks is significant, or (4) the hyperlinked sites received any benefit from the
8 hyperlinks. Thus, even if the hyperlinks were provided at a discount or free of charge, doing
9 so did not result in contributions.

10 **A. Whether the Film, Movie Trailers and Websites Constitute Electioneering**
11 **Communications**

12 Corporations are prohibited from making or financing electioneering
13 communications. *See* 2 U.S.C. § 441b and 11 C.F.R. § 114.2(b)(2)(iii). Individuals and
14 partnerships may make or finance electioneering communications provided the funds used are
15 not from prohibited sources and electioneering communications that aggregate over \$10,000
16 are reported to the Commission in accordance with 11 C.F.R. § 104.20. *See* 2 U.S.C. § 434(f)
17 and 11 C.F.R. §§ 114.14(b), 104.20(b). The Act defines "electioneering communications" as
18 broadcast, cable or satellite communications that: (1) refer to a clearly identified federal
19 candidate; (2) are publicly distributed within 60 days before a general or 30 days before a
20 primary election; and (3) are targeted to the relevant electorate. *See* 2 U.S.C. § 434(f)(3)(A)(i)
21 and 11 C.F.R. § 100.29(a)(2). Federal regulations define "publicly distributed" for
22 presidential and vice presidential candidates to include communications that can be received
23 by 50,000 or more people anywhere in the United States from 30 days prior to the convention

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1 to the end of the convention. *See* 11 C.F.R. § 100.29(b)(3)(ii)(B). The regulations specifically
2 provide that communications over the Internet are not electioneering communications. *See* 11
3 C.F.R. § 100.29(c)(i). The film, theatrical trailers, and websites identified in the complaints
4 do not satisfy the definition of "electioneering communication" because they were not
5 distributed by broadcast, cable or satellite by any of the respondents. *See supra* note 2.

6 With regard to the movie trailers, it is unclear whether the complaint's reference to
7 "movie trailers" includes ads for the film broadcast on television or whether the reference was
8 limited to those shown in theaters. If referring to the television ads, this Office is not aware of
9 any that clearly identified a federal candidate and aired within the electioneering period, which
10 began 30 days before the Republican National Convention on August 30, 2004, or 60 days
11 before the 2004 General Election on November 2, 2004. *See* 11 C.F.R. §§ 100.29, 104.20 and
12 114.2(b)(2)(iii). Indeed, the television ads aired after July 30, of which this Office is aware,
13 did not contain images of or references to specific federal candidates. Therefore, the
14 broadcast advertisements, to the extent they were included in the complaint, would not appear
15 to satisfy the definition of "electioneering communication."⁸

16 Accordingly, this Office recommends that the Commission find no reason to believe
17 that Dog Eat Dog Films, Inc., Lions Gate Films, and IFC Entertainment violated the Act by
18 making or financing electioneering communications. This Office further recommends that the
19 Commission find no reason to believe that Michael Moore, Harvey Weinstein, Bob Weinstein,

⁸ In MUR 5467, the Commission determined that allegations that future broadcast advertisements for the film FAHRENHEIT 9/11 would violate the corporate ban on electioneering communications were too speculative at that time because the respondents unequivocally denied that they intended to run any ads containing images of President Bush or other Federal candidates within the applicable electioneering communications periods.

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1 and Fellowship Adventure Group violated the Act by failing to report electioneering
2 communications.

3 **B. Whether the Film, Trailers and Websites Constitute Independent**
4 **Expenditures**

5 Under the Act, the term "independent expenditure" means an expenditure by a person
6 expressly advocating the election or defeat of a clearly identified federal candidate, and not
7 made in concert or cooperation with or at the suggestion of a candidate, party, or agent.
8 *See* 2 U.S.C. § 431(17); 11 C.F.R. § 100.16. Under the Commission's regulations, express
9 advocacy exists where a communication uses phrases such as "vote for the President," "re-
10 elect your Congressman," or "Smith for Congress," or uses campaign slogans or words that in
11 context have no other reasonable meaning than to urge the election or defeat of one or more
12 clearly identified candidates, such as posters, bumper stickers, or advertisements that say,
13 "Nixon's the One," "Carter '76," "Reagan/Bush," or "Mondale!" *See* 11 C.F.R. § 100.22(a);
14 *see also* *FEC v. Massachusetts Citizens for Life, Inc.*, 479 U.S. 238, 249 (1986) ("*MCFL*")
15 ("[The publication] provides in effect an explicit directive: vote for these (named) candidates.
16 The fact that this message is marginally less direct than "Vote for Smith" does not change its
17 essential nature."). Express advocacy also exists where communications contain an
18 "electoral portion" that is "unmistakable, unambiguous, and suggestive of only one meaning"
19 and about which "reasonable minds could not differ as to whether it encourages actions to
20 elect or defeat" a candidate when taken as a whole and with limited reference to external
21 events, such as the proximity to the election. *See* 11 C.F.R. § 100.22(b).

22 The potential liability of certain respondents depends upon whether the film, trailers
23 and websites constitute independent expenditures. Individuals, partnerships and political

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1 committees are permitted to make unlimited independent expenditures but must report such
2 expenditures pursuant to 11 C.F.R. §§ 109.10(b), 104.3(b)(3)(vii)(A) and 104.4(a) and (b).
3 Corporations are prohibited from making independent expenditures. *See* 2 U.S.C. § 441b(a);
4 11 C.F.R. § 114.2(a). A limited liability company is treated as a corporation under the Act if
5 it has publicly traded shares or if it has elected to be treated as a corporation with the Internal
6 Revenue Service. *See* 11 C.F.R. § 110.1(g)(3). Otherwise, a limited liability company is
7 treated as a partnership and may make expenditures or contributions to political committees
8 subject only to the reporting requirements and contribution limits applied to partnerships.
9 *See* 11 C.F.R. § 110.1(g)(2).

10 **1. The Film, Movie Trailers and Fahrenheit911.com**

11 The film, trailers and Fahrenheit911.com appear either to be bona fide commercial
12 activity or lack the express advocacy that would have qualified them as independent
13 expenditures. Disbursements associated with the production of the film appear to have been
14 made entirely by Miramax, a division of Disney Studio Entertainment, which later sold the
15 film to Fellowship.⁹ Disbursements associated with the theatrical release of the film and
16 movie trailers appear to have been made by Fellowship, IFC, and Lions Gate. Both IFC and
17 Lions Gate are corporations. Fellowship, a limited liability company formed by Harvey and
18 Bob Weinstein, has chosen partnership status for tax purposes. According to their responses,
19 Michael Moore and Dog Eat Dog made no disbursements of their own in connection with the
20 production and theatrical release of the film; the film was financed entirely by others.¹⁰

⁹ Miramax and Disney Studio Entertainment are not named respondents in either complaint. In light of the recommendations in this report, no purpose would be served by internally generating Miramax and Disney as respondents.

¹⁰ Moore Response to MUR 5474 at 2.

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1 Available information indicates that Westside, a partnership, paid for costs associated with
2 Fahrenheit911.com, and is the only entity potentially liable under the Act for possible
3 violations stemming from this website.

4 As discussed below, available information indicates that Fellowship, IFC, Lions Gate
5 and Westside paid the costs associated with the creation and distribution of the film, trailers
6 and website in connection with bona fide commercial activity and not for the purpose of
7 influencing an election. This information can serve as an independent basis for the
8 Commission to find "no reason to believe" without addressing the content of this feature-
9 length film or its trailers and official website. *See, e.g.,* Advisory Opinion 1994-30
10 (Conservative Concepts). Alternatively, because FAHRENHEIT 9/11 does not appear to
11 contain express advocacy under either standard set forth in 11 C.F.R. § 100.22, a
12 straightforward independent expenditure analysis of the content of the film, movie trailers
13 and Fahrenheit911.com can also be the end of the Commission's inquiry.¹¹

14 **a. Bona Fide Commercial Activity**

15 Dog Eat Dog, Moore, Fellowship, IFC and Lions Gate argue that the film should be
16 exempt from regulation because their underlying purpose in creating and distributing the film
17 was commercial in nature. Based on an analysis of the facts specific to this matter, this
18 Office concludes that the film and its related enterprises are bona fide commercial activity,
19 not independent expenditures under the Act.

¹¹ Although certain respondents claim that the media exemption applies to FAHRENHEIT 9/11, the film does not meet the second statutory criterion of the exemption due to the manner in which the film was distributed. The Act exempts from the definition of expenditure "any news story, commentary, or editorial *distributed through the facilities of any broadcasting station, newspaper, magazine or other periodical publication*, unless such facilities are owned or controlled by any political party, political committee or candidate." 2 U.S.C. § 431(9)(B)(i) (emphasis added). Theatrical release of a film does not qualify as distribution through a broadcasting station, newspaper, magazine or other periodical publication.

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1 An analysis of whether the feature-length film, movie trailers and Fahrenheit911.com
2 are bona fide commercial activity does not turn on their content. *See* AO 1994-30
3 (Conservative Concepts). In the context of candidate-related merchandise, for example, the
4 Commission has explained that whether certain commercial activity results in an expenditure
5 or contribution is very fact-specific and depends upon an examination of a number of factors,
6 including (1) whether the sales of the merchandise involve fundraising activity or
7 solicitations for political contributions; (2) whether the activity is engaged in by the vendor
8 for genuinely commercial purposes and not for the purpose of influencing an election; (3)
9 whether the items are sold at the vendor's usual and normal charge; and (4) whether the
10 purchases are made by individuals for their personal use. *See* AO 1994-30 and 1989-21
11 (Create-a-Craft). Application of these factors to evaluate whether certain communicative
12 activity is commercial, rather than political, provides the Commission an alternative to
13 treating a communication as an independent expenditure. *See, e.g.*, AO 1994-30.

14 In AO 1994-30, the Commission concluded that an entity whose principal business
15 was the manufacture, advertising and sale of assorted political paraphernalia, such as t-shirts,
16 bumper stickers, and hats containing express advocacy, would not make a prohibited
17 corporate expenditure or contribution by selling those items. To reach this conclusion, the
18 Commission examined the totality of circumstances, including the facts that no portion of the
19 sales proceeds would be transferred to candidates or political committees and that the venture
20 would be strictly profit-oriented and not for the purpose of influencing a federal election.
21 Further, there was no suggestion that the vendor would charge less than the usual and normal

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1 charge for the items. Given the specific circumstances presented, Conservative Concepts'
2 focus on candidates who have a conservative ideology was not dispositive.¹²

3 Like the activity considered in AO 1994-30, the totality of circumstances presented by
4 the film FAHRENHEIT 9/11 and its related enterprises suggests that Fellowship, IFC, and Lions
5 Gate were engaged in bona fide commercial activity. No available information indicates that
6 any federal candidate or political committee received proceeds from sales of distribution
7 rights or tickets to the film.¹³ There is also no information that the production or release of
8 the film was coordinated with any candidate or political committee, within the meaning of 11
9 C.F.R. §§ 109.20 and 109.21, or that Fellowship, IFC, and Lions Gate are owned, controlled,
10 or affiliated with a candidate or political committee.

11 Additionally, no information suggests that film audiences were charged less than the
12 usual or normal charge to see the film,¹⁴ and available information indicates that Fellowship,
13 IFC, and Lions Gate distributed the film for genuinely commercial purposes rather than to
14 influence a federal election. *See* 2 U.S.C. § 431(9)(A). These respondents are in the business
15 of making, promoting, and/or distributing films, and no information has been presented to
16 suggest that they failed to follow usual and normal business practices and industry standards

¹² The Commission noted that “[c]ompanies often determine to direct their business activities toward one type of political orientation. . . . Nevertheless, it does not, by itself, negate the merely commercial nature of an activity.” AO 1994-30.

¹³ This fact differs from the conduct or proposed conduct deemed unlawful in MUR 1166/1180 (Franklin Mint), AO 1988-17 (Election Concepts, Inc.), AO 1989-21 (Create-a-Craft), and AO 1976-50 (Logo 7, Inc.) in which the vendors transferred or proposed transferring a portion of sale proceeds to candidate committees or political committees.

¹⁴ This Office has no information that the theatrical release included discounts that would not be considered customary in the movie industry (e.g., senior citizen discounts, matinee discounts, etc.). The only discount or giveaways we are aware of concern copies of the DVD version of FAHRENHEIT 9/11 that were made available to customers for free by a small number of independent video stores. Although Michael Moore was reportedly involved in encouraging these giveaways, we have no information suggesting that Michael Moore or any of the other named respondents paid for the giveaways. In any event, neither complainant supplemented his complaint to raise this issue.

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1 in connection with FAHRENHEIT 9/11. Further, the transactions between Miramax,
2 Fellowship, Lions Gate and IFC appear to have been profit-making, arm's-length commercial
3 transactions in which these entities bought and sold a product that they are typically in the
4 business of buying and selling. Miramax, for example, appears to have been reimbursed
5 entirely for the money it spent financing the production of the film, and the film reportedly
6 grossed \$119.2 million in ticket sales, far surpassing the \$6 million Fellowship paid to
7 acquire the film from Miramax. Although the commercial success of a film does not
8 establish that it was produced for a genuinely commercial purpose, the repeated exercise of
9 rights to the film by Miramax, Fellowship, IFC and Lions Gate indicates the requisite profit
10 motive for transactions undertaken in the context of bona fide commercial activity. No
11 information has been presented to negate this conclusion. Indeed, even if energizing voters
12 was a welcome consequence from Moore's perspective, as some press accounts suggest (*see*
13 *supra* n. 5), this Office has no information that those who made disbursements related to the
14 production and distribution of the film were motivated by anything other than making a
15 profit.

16 For similar reasons, this Office concludes that disbursements made by Fellowship,
17 IFC, and Lions Gate for the production and dissemination of television and theatrical movie
18 trailers promoting FAHRENHEIT 9/11 constitute bona fide commercial activity. The purpose
19 of these trailers appears to have been to encourage the purchase of tickets, and no information
20 has been presented to the contrary. *See* AO 1994-30.

21 Disbursements made by Westside to operate Fahrenheit911.com would also appear to
22 be bona fide commercial activity. This site has a commercial orientation and appears to be
23 designed to encourage the purchase of movie tickets or other items related to the film.

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1 In short, a constellation of factors suggests that Fellowship, IFC, Lions Gate and
2 Westside's involvement in the film, trailers and Fahrenheit911.com may be treated as bona
3 fide commercial activity, rather than political activity resulting in an independent
4 expenditure.

5 **b. Lack of Express Advocacy**

6 As an alternative to analyzing the film and its related enterprises in terms of its status
7 as bona fide commercial activity, the question becomes whether expenditures associated with
8 the production and distribution of the film constitute independent expenditures because they
9 contain express advocacy. *See* 2 U.S.C. § 431(17)(a); 11 C.F.R. § 100.16. The complaint in
10 MUR 5474 claims that the film contains "political advocacy"; however, given the arguments
11 raised in the complaint, this Office assumes that the complainant meant express advocacy.
12 The complaint in MUR 5539 alleges that the film "constitutes 'a communication advocating
13 the defeat of a clearly identified candidate', namely George W. Bush." Neither complaint
14 identified any specific statement or image in the film to support the argument that the film
15 contains express advocacy. Rather, the complaints make general statements about the
16 political content, with one categorizing the film as a "diatribe" against President Bush. In
17 response to these complaints, Fellowship, IFC, and Lions Gate acknowledge that the film has
18 political content but argue that the film does not contain express advocacy.

19 While FAHRENHEIT 9/11 contains a great deal of political content and criticism, and
20 leaves no doubt about Moore's discontent with the policies and practices of the Bush
21 Administration, the film does not expressly advocate the defeat of President Bush or the

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1 election or defeat of any other clearly identified candidate.¹⁵ In fact, the film's criticism is
2 wide-ranging: it targets the Bush Administration, Republican and Democratic members of
3 Congress, and the mainstream media; it also challenges the results of the 2000 Presidential
4 election, military recruitment policies, federal budget priorities, the Patriot Act, and the
5 prosecution of the war in Iraq; it criticizes the federal government's response (and that of
6 President Bush) to the attacks of September 11; and it suggests ties between the Bush
7 Administration and companies profiting from the war.

8 In this two-hour film, only two comments refer in some manner to future elections,
9 but this Office believes that they are not express advocacy under either 11 C.F.R.
10 §§ 100.22(a) or 100.22(b). In a scene filmed in a Veterans' hospital, a wounded soldier says
11 that he was a Republican but now plans to do everything that he can to make sure that the
12 Democrats "win control." The soldier does not indicate whether he is referring to the White
13 House or Congress or both, and does not refer to a clearly identified federal candidate. In
14 another scene, the mother of a soldier killed in Iraq reads her son's last letter to his family in
15 which, shortly after referring to President Bush by name, he writes: "I really hope they don't
16 re-elect that fool, honestly." Notwithstanding the use of the term "re-elect," taken in context,
17 reasonable minds could differ as to whether this statement expressly advocates the election or
18 defeat of a particular candidate or whether, for example, it appears in support of the film's
19 anti-war theme to illustrate one soldier's anguish as a result of the war.¹⁶

¹⁵ A DVD of the film is available in the Secretary's office for viewing should any of the Commissioners wish to do so.

¹⁶ The Explanation and Justification for 11 C.F.R. § 100.22 make clear that the regulation was intended to treat communications that include express electoral advocacy as express advocacy even when the communications at issue happen to include issue advocacy as well. See 60 Fed. Reg. 35,292 at 35,295. However, for reasons previously stated, we do not believe the film contains express advocacy.

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1 Further, there is no allegation or information that the movie trailers (whether shown in
2 theaters or broadcast on television or satellite) or Fahrenheit911.com contained express
3 advocacy. To the extent we are aware of the promotional advertisements that included
4 images of federal candidates, we are aware of none that encouraged voters to take electoral
5 action or referred to an election at all. See 11 C.F.R. § 100.22. Accordingly, this Office
6 concludes that the costs associated with producing and disseminating the movie trailers and
7 operating the film's official website do not constitute independent expenditures.

8 Therefore, because FAHRENHEIT 9/11, its associated trailers, and Fahrenheit911.com
9 do not contain express advocacy, the disbursements associated with the production and
10 release of the film and its related enterprises do not constitute independent expenditures.

11 2. MichaelMoore.com

12 The complaint in MUR 5474 alleges that MichaelMoore.com is a "corporate asset" of
13 Dog Eat Dog and attaches examples from the website of what purports to be express
14 advocacy. The complaint claims that this "political advocacy" amounts to a "prohibited
15 corporate contribution" by Dog Eat Dog. Moore and Dog Eat Dog argue that
16 MichaelMoore.com does not contain express advocacy.

17 MichaelMoore.com, which contains commercial and political material, appears to be
18 the personal website of Michael Moore. The commercial material on this website includes
19 promotional material for his films and books, which would appear to constitute bona fide
20 commercial activity. The political material appears to include personal blogs by Moore since
21 1998, some of which focus on the 2004 Presidential Election.¹⁷ By way of example, Moore

¹⁷ Moore posted on an irregular schedule. Some postings were added on a daily basis while on other days he posted more than one document. Some days and weeks passed without the addition of any new documents, but Moore posted at least one each month.

1 reproduced campaign graphics from the Kerry-Edwards campaign on his site's homepage and
2 invited site visitors to "Click it. Print it. Post it."¹⁸ Similarly, the biography posted on
3 Moore's website indicates, "Michael currently spends his time reading, gardening, and
4 removing George W. Bush from the White House."¹⁹ Moore also wrote, "Vote for the man
5 who would be willing to give America his right frontal lobe. Vote Bush."²⁰ Some of this
6 material would appear to expressly advocate the election or defeat of a clearly identified
7 candidate and none of it has anything to do with commercial activity. *See* 11 C.F.R. § 100.22.
8 Accordingly, disbursements to post and maintain express advocacy communications on
9 MichaelMoore.com would constitute independent expenditures subject to the source
10 prohibitions and reporting requirements of the Act. *See* 2 U.S.C. § 431(17).

11 In this respect, it is significant that Westside, an LLC that has elected partnership
12 status with the IRS, not Dog Eat Dog, owns MichaelMoore.com. As such, the website is not
13 subject to the corporate ban on independent expenditures. An expenditure by an LLC that
14 elects to be treated as a partnership by the IRS is considered an expenditure from a
15 partnership. *See* 11 C.F.R. § 110.1(g)(2). Partnerships are permitted to make expenditures
16 but must report independent expenditures with respect to a given election aggregating in
17 excess of \$250 in a calendar year. *See* 11 C.F.R. § 109.10(b). Neither Westside, nor its
18 owners, Moore and his wife, Kathleen Glynn, have reported independent expenditures in this
19 election cycle reflecting the costs associated with express advocacy contained on the website.

¹⁸ *See* 2 U.S.C. § 441a(a)(7)(B)(iii) which provides that the financing of the dissemination, distribution, or republication of any written or graphic material shall be considered to be an expenditure.

¹⁹ Press Resources, *Michael Moore Biography*, at <http://www.michaelmoore.com/press/bio.php> (visited on Oct. 12, 2004).

²⁰ *It Takes Real Courage to Desert Your Post and Then Attack A Wounded Vet*, at www.michaelmoore.com/words/message/index.php?messageDate=2004-08-29 (last visited Sept. 30, 2004).

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1 No information has been presented regarding the costs associated with creating and
2 posting express advocacy material on MichaelMoore.com, and it is unclear whether the costs
3 exceed the \$250 reporting threshold. Given the context of the entire matter under review,
4 including that neither complaint specifically alleges this possible reporting violation and this
5 Office is recommending "no RTB" or dismissal on all other allegations, this Office does not
6 recommend taking any action with respect to this website.

7 **C. Contributions Allegedly Resulting from Hyperlinks**

8 The complaint in MUR 5474 alleges that Dog Eat Dog's free or discounted hyperlinks
9 from MichaelMoore.com to the websites of MoveOn.org, ABB 2004 PAC, the Committee to
10 Re-Defeat the President, and Michael Dobbins constituted prohibited corporate contributions.
11 The complaint further alleges that these organizations shared Moore's agenda in defeating
12 Bush and, in accepting this free or discounted web space, they accepted prohibited corporate
13 contributions.

14 The respondents whose websites were hyperlinked from MichaelMoore.com – ABB
15 2004 PAC, MoveOn.org Voter Fund, and Michael Dobbins – claim that they made no
16 payments to Moore for the link and did not receive any financial benefit in return.²¹ These
17 respondents state that they did not seek a hyperlink from MichaelMoore.com, have no control
18 over which sites choose to comment on and/or hyperlink to their web pages, and did not know
19 about the existence of the hyperlinks before the complaint in MUR 5474 was filed.
20 Additionally, Dobbins, the only individual respondent whose site was identified in the

²¹ The Committee to Re-Defeat the President has not filed a response in this matter. Its disclosure reports do not indicate any payment to or from Michael Moore or Westside.

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1 complaint, states that his website is a forum for his personal expression only. These
2 respondents ask the Commission to dismiss the complaint.

3 MichaelMoore.com is owned by Westside, not Dog Eat Dog, and, therefore, any
4 contribution resulting from the hyperlinks would be subject to the Act's contribution limits for
5 partnerships, not the ban on corporate contributions. A review of MichaelMoore.com reveals
6 that it provides numerous hyperlinks to sites maintained by organizations – political
7 committees, media organizations, government agencies, humanitarian organizations, military
8 support – and individuals.²²

9 The provision of free or discounted advertising services may be regarded as an in-
10 kind contribution in certain circumstances. See 11 C.F.R. § 100.52(d). Through Advisory
11 Opinions, the Commission has explained that the receipt of complimentary services would
12 result in the receipt of an in-kind contribution if the free or discounted services were not made
13 available to others on equal terms.²³ Further, in the specific context of hyperlinks, the
14 Commission has reasoned that the provision of a hyperlink from a website free of charge may
15 result in an in-kind contribution if the website owner ordinarily charges others for such
16 services. See AO 1999-17 (Governor George W. Bush for President Exploratory Committee,
17 Inc.). Here, the complaint provided no information regarding whether Westside charged
18 others for the hyperlinks from MichaelMoore.com or otherwise treated others differently from

²² The site contains a section titled "links" which features a "link of the week," through which site visitors may navigate easily to other sites, including sites maintained by political committees. Hyperlinks are also provided from other portions of the website to allow site visitors to obtain additional information from news organizations, governmental offices, and other sources about issues raised on Moore's site. Although the site invites visitors to suggest links for inclusion on the site, respondents indicated that they did not seek the placement of hyperlinks on Moore's site and that no funds were exchanged to provide the hyperlinks.

²³ See, e.g., AO 1994-10 (Franklin National Bank) (the bank provided discounted or free banking services to political committees); AO 1989-14 (Anthony's Pier 4 Restaurant) (the restaurant provided discounted catering

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1 the respondents. Nevertheless, the respondents deny that they even knew about the hyperlinks
2 and the costs associated with providing the hyperlinks were probably minimal and not likely
3 to have exceeded the \$250 reporting threshold.²⁴

4 Furthermore, with respect to Michael Dobbins, as an individual, he would not appear
5 to be potentially subject to liability for receiving free or discounted hyperlinks from
6 MichaelMoore.com.

7 IV. CONCLUSION

8 Based upon the foregoing, in MUR 5474, this Office recommends that the
9 Commission find no reason to believe that Dog Eat Dog Films, Inc. and Michael Moore
10 violated the Act in connection with production and theatrical release of the film, FAHRENHEIT
11 9/11, or the associated movie trailers, websites, or hyperlinks. This Office further
12 recommends that the Commission find no reason to believe that Michael Dobbins,
13 MoveOn.org Voter Fund, ABB 2004 PAC and Michael Archuleta, in his official capacity as
14 treasurer, and the Committee to Re-Defeat the President and David A. Lytel, in his official
15 capacity as treasurer, violated 2 U.S.C. § 441a(f) in connection with the hyperlinks from
16 MichaelMoore.com. This Office further recommends that the Commission dismiss the
17 complaint as to MoveOn.org, MoveOn.org PAC and Wes Boyd, in his official capacity as
18 treasurer, because the complaint incorrectly identified them as having been hyperlinked from
19 MichaelMoore.com.

services to political committees); and AO 1987-24 (Hyatt Corporation) (Hyatt provided discounted or complimentary hotel services to political committees).

²⁴ In 2001, the Commission observed that the costs of providing a hyperlink are often negligible or nonexistent. Internet and Federal Elections; Candidate-Related Materials on Web Sites of Individuals, Corporations and Labor Organizations, Notice of Proposed Rulemaking, 66 Fed. Reg. 50,358 at 50,363.

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1 In MUR 5539, this Office recommends that the Commission find no reason to believe
2 Michael Moore, Harvey Weinstein, Bob Weinstein, Fellowship Adventure Group, LLC, IFC
3 Films, LLC, and Lions Gate Films, Inc. violated the Act in connection with the production and
4 theatrical release of the film.

5 **V. RECOMMENDATIONS**

6 **A. In MUR 5474:**

- 7
8 1. Find no reason to believe that Dog Eat Dog Films, Inc. and Michael Moore
9 violated the Act in connection with the complaint filed in MUR 5474.
10
11 2. Find no reason to believe that Michael Dobbins, MoveOn.org Voter Fund, ABB
12 2004 PAC and Michael Archuleta, in his official capacity as treasurer, and the
13 Committee to Re-Defeat the President and David A. Lytel, in his official capacity
14 as treasurer, violated the Act.
15
16 3. Dismiss the complaint as to MoveOn.org and MoveOn.org PAC and Wes Boyd,
17 in his official capacity as treasurer.
18
19 4. Approve the appropriate letters.
20
21 5. Close the file.

22
23 **B. In MUR 5539:**

- 24
25 1. Find no reason to believe that Michael Moore, Bob Weinstein, Harvey Weinstein,
26 Fellowship Adventure Group, LLC, Lions Gate Films, LLC, and IFC Films
27 violated the Act in connection with the complaint filed in MUR 5539.
28
29 2. Approve the appropriate letters.
30

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3. Close the file.

5/25/05
Date

Lawrence H. Norton
Lawrence H. Norton
General Counsel

Rhonda J. Vosdigh
Rhonda J. Vosdigh
Associate General Counsel
for Enforcement

Ann Marie Terzaken
Ann Marie Terzaken
Assistant General Counsel

Lela R. Scott
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Attorney

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EXHIBIT W

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INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **SEP 14 2004**

CITIZEN ONE INC
DBA CITIZEN CHANGE
1440 BROADWAY
NEW YORK, NY 10018

Employer Identification Number:
20-1141010
DLM:
17052189001004
Contact Person:
GARY MUTHERT ID# 32518
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b) (1) (A) (vi)
Form 990 Required:
Yes
Effective Date of Exemption:
May 14, 2004
Contribution Deductibility:
Yes
Advance Ruling Ending Date:
December 31, 2008

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2523 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c) (3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed information for Exempt Organizations Under Section 501(c) (3) for some helpful information about your responsibilities as an exempt organization.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

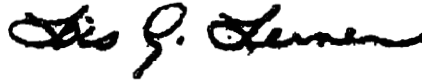
Letter 1045 (DO/CG)

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CITIZEN ONE INC

Sincerely,



Lois G. Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c) (3)
Form 872-C

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Letter 1045 (DO/CG)

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CITIZEN ONE INC

INFORMATION FOR ORGANIZATIONS EXEMPT UNDER SECTION 501(c)(3)

WHERE TO GET FORMS AND HELP

Forms and instructions may be obtained by calling toll free 1-800-829-3676, through the Internet Web Site at www.irs.gov, and also at local tax assistance centers.

Additional information about any topic discussed below may be obtained through our customer service function by calling toll free 1-877-829-5500 between 8:00 a.m. - 6:30 p.m. Eastern time.

NOTIFY US ON THESE MATTERS

If you change your name, address, purposes, operations or sources of financial support, please inform our TE/GE Customer Account Services Office at the following address: Internal Revenue Service, P.O. Box 2508, Cincinnati, Ohio 45201. If you amend your organizational document or by-laws, or dissolve your organization, provide the Customer Account Services Office with a copy of the amended documents. Please use your employer identification number on all returns you file and in all correspondence with the Internal Revenue Service.

FILING REQUIREMENTS

In your exemption letter we indicated whether you must file Form 990, Return of Organization Exempt From Income Tax. Form 990 (or Form 990-EZ) is filed with the Ogden Submission Processing Center, Ogden UT 84201-0027.

You are required to file a Form 990 only if your gross receipts are normally more than \$25,000.

If your gross receipts are normally between \$25,000 and \$100,000, and your total assets are less than \$250,000, you may file Form 990-EZ. If your gross receipts are over \$100,000, or your total assets are over \$250,000, you must file the complete Form 990. The Form 990 instructions show how to compute your "normal" receipts.

Form 990 Schedule A is required for both Form 990 and Form 990-EZ.

If a return is required, it must be filed by the 15th day of the fifth month after the end of your annual accounting period. There are penalties for failing to timely file a complete return. For additional information on penalties, see Form 990 instructions or call our toll free number.

If your receipts are below \$25,000, and we send you a Form 990 Package, follow the instructions in the package on how to complete the limited return to advise us that you are not required to file.

If your exemption letter states that you are not required to file Form 990, you

Letter 1045 (DO/CG)

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CITIZEN ONE INC

are exempt from these requirements.

UNRELATED BUSINESS INCOME TAX RETURN

If you receive more than \$1,000 annually in gross receipts from a regular trade or business you may be subject to Unrelated Business Income Tax and required to file Form 990-T, Exempt Organization Business Income Tax Return. There are several exceptions to this tax.

1. Income you receive from the performance of your exempt activity is not unrelated business income.
2. Income from fundraisers conducted by volunteer workers, or where donated merchandise is sold, is not unrelated business income.
3. Income from routine investments such as certificates of deposit, savings accounts, or stock dividends is usually not unrelated business income.

There are special rules for income derived from real estate or other investments purchased with borrowed funds. This income is called "debt financed" income. For additional information regarding unrelated business income tax see Publication 598, Tax on Unrelated Business Income of Exempt Organizations, or call our toll free number shown above.

PUBLIC INSPECTION OF APPLICATION AND INFORMATION RETURN

You are required to make your annual information return, Form 990 or Form 990-EZ, available for public inspection for three years after the later of the due date of the return, or the date the return is filed. You are also required to make available for public inspection your exemption application, any supporting documents, and your exemption letter. Copies of these documents are also required to be provided to any individual upon written or in person request without charge other than reasonable fees for copying and postage. You may fulfill this requirement by placing these documents on the Internet. Penalties may be imposed for failure to comply with these requirements. Additional information is available in Publication 557, Tax-Exempt Status for Your Organization, or you may call our toll free number shown above.

FUNDRAISING

Contributions to you are deductible only to the extent that they are gifts and no consideration is received in return. Depending on the circumstances, ticket purchases and similar payments in conjunction with fundraising events may not qualify as fully deductible contributions.

CONTRIBUTIONS OF \$250 OR MORE

Donors must have written substantiation from the charity for any charitable contribution of \$250 or more. Although it is the donor's responsibility to obtain written substantiation from the charity, you can assist donors by

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CITIZEN ONE INC

providing a written statement listing any cash contribution or describing any donated property.

This written statement must be provided at the time of the contribution. There is no prescribed format for the written statement. Letters, postcards and electronic (e-mail) or computer-generated forms are acceptable.

The donor is responsible for the valuation of donated property. However, your written statement must provide a sufficient description to support the donor's contribution. For additional information regarding donor substantiation, see Publication 1771, Charitable Contributions - Substantiation and Disclosure Requirements. For information about the valuation of donated property, see Publication 561, Determining the Value of Donated Property.

**CONTRIBUTIONS OF MORE THAN \$75 AND
CHARITY PROVIDES GOODS OR SERVICES**

You must provide a written disclosure statement to donors who receive goods or services from you in exchange for contributions in excess of \$75.

Contribution deductions are allowable to donors only to the extent their contributions exceed the value of the goods or services received in exchange. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as fully deductible contributions, depending on the circumstances. If your organization conducts fundraising events such as benefit dinners, shows, membership drives, etc., where something of value is received, you are required to provide a written statement informing donors of the fair market value of the specific items or services you provided in exchange for contributions of more than \$75.

You should provide the written disclosure statement in advance of any event, determine the fair market value of any benefit received, determine the amount of the contribution that is deductible, and state this information in your fundraising materials such as solicitations, tickets, and receipts. The amount of the contribution that is deductible is limited to the excess of any money (and the value of any property other than money) contributed by the donor less the value of goods or services provided by the charity. Your disclosure statement should be made, no later than, at the time payment is received. Subject to certain exceptions, your disclosure responsibility applies to any fundraising circumstances where each complete payment, including the contribution portion, exceeds \$75. For additional information, see Publication 1771 and Publication 526, Charitable Contributions.

EXCESS BENEFIT TRANSACTIONS

Excess benefit transactions are governed by section 4958 of the Code. Excess benefit transactions involve situations where a section 501(c)(3) organization provides an unreasonable benefit to a person who is in a position to exercise substantial influence over the organization's affairs. If you believe there may be an excess benefit transaction involving your organization, you should report the transaction on Form 990 or 990-E2. Additional information can be

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CITIZEN ONE INC

found in the instructions for Form 990 and Form 990-EZ, or you may call our toll free number to obtain additional information on how to correct and report this transaction.

EMPLOYMENT TAXES

If you have employees, you are subject to income tax withholding and the social security taxes imposed under the Federal Insurance Contribution Act (FICA). You are required to withhold Federal income tax from your employee's wages and you are required to pay FICA on each employee who is paid more than \$100 in wages during a calendar year. To know how much income tax to withhold, you should have a Form W-4, Employee's Withholding Allowance Certificate, on file for each employee. Organizations described in section 501(c)(3) of the Code are not required to pay Federal Unemployment Tax (FUTA).

Employment taxes are reported on Form 941, Employer's Quarterly Federal Tax Return. The requirements for withholding, depositing, reporting and paying employment taxes are explained in Circular E, Employer's Tax Guide, (Publication 15), and Employer's Supplemental Tax Guide, (Publication 15-A). These publications explain your tax responsibilities as an employer.

CHURCHES

Churches may employ both ministers and church workers. Employees of churches or church-controlled organizations are subject to income tax withholding, but may be exempt from FICA taxes. Churches are not required to pay FUTA tax. In addition, although ministers are generally common law employees, they are not treated as employees for employment tax purposes. These special employment tax rules for members of the clergy and religious workers are explained in Publication 517, Social Security and Other Information for Members of the Clergy and Religious Workers. Churches should also consult Publications 15 and 15-A. Publication 1828, Tax Guide for Churches and Religious Organizations, also discusses the various benefits and responsibilities of these organizations under Federal tax law.

PUBLIC CHARITY STATUS

Every organization that qualifies for tax-exemption as an organization described in section 501(c)(3) is a private foundation unless it falls into one of the categories specifically excluded from the definition of that term [referred to in section 509(a)(1), (2), (3) or (4)]. In effect, the definition divides these organizations into two classes, namely private foundations and public charities.

Public charities are generally those that either have broad public support or actively function in a supporting relationship to those organizations.

Public charities enjoy several advantages over private foundations. There are certain excise taxes that apply to private foundations but not to public charities. A private foundation must also annually file Form 990-PF, Return of Private Foundation, even if it had no revenue or expenses.

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EXHIBIT X

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| Part A - Identification of Registrant | | | |
|--|--|-------------------------------|--------------------|
| 1. Full name of organization (exactly as it appears in your organizing document) | | 5. Fed. employer ID no. (EIN) | |
| CITIZEN ONE, INC | | 20-1141010 | |
| 2. c/o Name (if applicable) | | 6. Organization's website | |
| 3. Mailing address (Number and street) | | Room/suite | 7. Primary contact |
| 1710 BROADWAY | | | FABIAN WRIGHT |
| City or town, state or country and ZIP+4 | | Title | |
| NEW YORK, NY 10019 | | SNR DIRECTOR TAX & FINANCE | |
| 4. Principal NYS address (Number and street) | | Room/suite | Phone |
| | | | 212-381-2038 |
| | | | Fax |
| | | | 212-381-2039 |
| City or town, state or country and ZIP+4 | | Email | |
| | | | |

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| Part B - Certification - Two Signatures Required | | | |
|--|--------------|-------|------|
| We certify under penalties for perjury that we reviewed this Registration Statement, including all schedules and attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this statement | | | |
| 1. President or Authorized Officer/Trustee | | | |
| Signature | Printed Name | Title | Date |
| 2. Chief Financial Officer or Treasurer | | | |
| Signature | Printed Name | Title | Date |

| Part C - Fee Submitted | | |
|--|---|--|
| If registering to solicit contributions, fee is \$25. | Check <input type="checkbox"/> if you are submitting \$25 fee to register to solicit contributions. | Submit check or money order, payable to "NYS Department of Law." |
| If not registering to solicit contributions, no fee is owed. | | |

| Part D - Attachments - All Documents Required |
|---|
| Attach <u>all</u> of the following documents to this Registration Statement, even if you are claiming an exemption from registration: |
| <ul style="list-style-type: none"> • Certificate of incorporation, trust agreement or other organizing document, and any amendments; and • Bylaws or other organizational rules, and any amendments; and • IRS Form 1023 or 1024 Application for Recognition of Exemption (if applicable), and • IRS tax exemption determination letter (if applicable) |

| Part E - Request for Registration Exemption |
|---|
| Is the organization requesting exemption from registration under either or both Article 7-A or the EPTL? <input type="checkbox"/> Yes <input type="checkbox"/> No |
| * If "Yes", complete Schedule E. |

Part F Organization Structure

1. Incorporation / formation

| | | |
|---|--|---|
| a. Type of organization: Corporation <input checked="" type="checkbox"/> Limited liability company (LLC) <input type="checkbox"/> Partnership <input type="checkbox"/> Sole proprietorship <input type="checkbox"/> Trust <input type="checkbox"/> Unincorporated association <input type="checkbox"/> Other* <input type="checkbox"/> * If Other, describe: | | b. Type of corporation if New York not-for-profit corporation A <input type="checkbox"/> B <input type="checkbox"/> C <input type="checkbox"/> D <input type="checkbox"/> |
| | | c. Date incorporated if a corporation or formed if other than a corporation <u>05 / 14 / 2004</u> |
| | | d. State in which incorporated or formed NEW YORK |

2. List all chapters, branches and affiliates of your organization (attach additional sheets if necessary)

| Name | Relationship | Mailing address (number and street, room/suite, City or town, state or country and zip+4) |
|------|--------------|---|
| | | |
| | | |
| | | |
| | | |
| | | |

3. List all officers, directors, trustees and key employees

| Name | Title | Mailing address (number and street, room/suite, city or town, state or country and zip+4) | End of term (if applicable) |
|---------------------|----------|---|-----------------------------|
| SEAN COMBS | DIRECTOR | 1710 BROADWAY NEW YORK, NY 10019 | 05/14/2004 |
| PHIL ROBINSON | DIRECTOR | 1710 BROADWAY NEW YORK, NY 10019 | 05/14/2004 |
| DONALD P. COGSVILLE | DIRECTOR | 40 WALL STREET 60TH FL NEW YORK, NY 10005 | 05/14/2004 |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

4. Other Names and Registration Numbers

a. List all other names used by your organization, including any prior names

b. List all prior New York State charities registration numbers for the organization, including those from the New York State Attorney General's Charities Bureau or the New York State Department of State's Office of Charities Registration

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Part G - Organization Activities

| | |
|---|---------------------|
| <p>1. Month the annual accounting period ends (01-12)</p> <p>DECEMBER</p> | <p>2. NTEE code</p> |
| <p>3. Date organization began doing each of following in New York State:</p> <p>a. conducting activity / /</p> <p>b. maintaining assets / /</p> <p>c. soliciting contributions (including from residents, foundations, corporations, government agencies, etc.) / /</p> | |
| <p>4. Describe the purposes of your organization TO EDUCATE PEOPLE IN THE UNITED STATES AND AROUND THE WORLD ABOUT THE IMPORTANCE OF DEMOCRACY AND THE IMPORTANCE OF PARTICIPATING IN A DEMOCRACY BY VOTING</p> | |
| <p>5. Has your organization or any of your officers, directors, trustees or key employees been:</p> <p>a. enjoined or otherwise prohibited by a government agency or court from soliciting contributions? <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No * If "Yes", describe:</p> <p>b. found to have engaged in unlawful practices in connection with the solicitation or administration of charitable assets? <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No * If "Yes", describe:</p> | |
| <p>6. Has your organization's registration or license been suspended by any government agency? <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No * If "Yes", describe:</p> | |
| <p>7. Does your organization solicit or intend to solicit contributions (including from residents, foundations, corporations, government agencies, etc.) in New York State? <input checked="" type="checkbox"/> Yes* <input type="checkbox"/> No * If "Yes", describe the purposes for which contributions are or will be solicited:</p> | |

8. List all fund raising professionals (FRP) that your organization has engaged for fund raising activity in NY State (attach additional sheets if necessary)

| Name | Type of FRP (see instructions for definitions) | Mailing address (number and street, room/suite, city or town, state or country and zip+4) | Dates of contract |
|------|--|---|--|
| | PFR <input type="checkbox"/> FRC <input type="checkbox"/> CCV <input type="checkbox"/> | | Start date: ____/____/____ End date: ____/____/____ |
| | PFR <input type="checkbox"/> FRC <input type="checkbox"/> CCV <input type="checkbox"/> | | Start date: ____/____/____ End date: ____/____/____ |
| | PFR <input type="checkbox"/> FRC <input type="checkbox"/> CCV <input type="checkbox"/> | | Start date: ____/____/____ End date: ____/____/____ |

Part H - Federal Tax Exempt Status

1. If applicable, list the date your organization:

a. applied for tax exempt status / /

b. was granted tax exempt status / /

c. was denied tax exempt status / /

d. had its tax exempt status revoked / /

2. Provide Internal Revenue Code provision: 501(c)(____)

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CERTIFICATE OF INCORPORATION

OF

CITIZEN ONE, INC.

Under Section 402 of the Not-For-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the proposed corporation is:

CITIZEN ONE, INC.

(2) The corporation is a corporation as defined in subparagraph (a) (5) of Section 102: the corporation is Type B Corporation.

(3) The purpose or purposes for which this corporation is formed are as follows, to wit:

- A. To educate people in the United States and around the world about the importance of democracy and the importance of participating in a democracy by voting.
- B. To encourage young people to vote for the candidates and issues of their choice.
- C. To assist other charities with similar purposes.
- D. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.
- E. In no event shall the organization act in a partisan manner with regard to elections and the organization shall not promote directly or indirectly any specific candidate or proposition in any election.
- F. Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-For-Profit Corporation Law section 404 (b) through (v)
- G. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

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(4) Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Internal Revenue Code 501 (c) (3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation) and no member, trustee, officer of the corporation or any private individual shall be entitled to share in distribution of any of the corporate assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Internal Revenue Code Section 501 (c) (3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509 (a), the corporation shall distribute its income for said period at such time and manner as to not subject it to tax under Internal Revenue Code Section 4942, and the corporation shall not (a) engage in any act of Self dealing as defined in Internal Revenue Code Section 4941 (d), retain any excess business holdings as defined in Internal Revenue Code Section 4944, or (e) make any taxable expenditures as defined in Internal Revenue Code Section 4945 (d) or corresponding provisions of any subsequent Federal tax laws.

Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340 or any other antimonopoly statute of the State of New York.

(5) The office of the corporation is to be located in the County of New York, State of New York.

(6) The initial directors of the corporation until the first annual meeting are as follows:

| <u>Name</u> | <u>Addresses</u> |
|-------------|---|
| Sean Combs | 1440 Broadway New York, New York 10018 |

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Phil Robinson 1440 Broadway
New York, New York 10018

Donald P. Cogsville 40 Wall Street, 60th Floor
New York, New York 10005

(7) The duration of the corporation is perpetual.

(8) The Secretary of State is designated as agent of the corporation upon whom service of process against may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is as follows:

CITIZEN ONE, INC.
1440 Broadway
New York, New York 10018

The undersigned incorporator is of the age eighteen years or over.

IN WITNESS WHEREOF, this certificate has been subscribed this 3rd day of May, 2004, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



CLIFFORD PERLMAN
Incorporator
41 Madison Avenue, 40th Floor
New York, New York 10010

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CERTIFICATE OF INCORPORATION
OF
CITIZEN ONE, INC.

Section 402 of the Not-For-Profit Corporation Law

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BYLAWS
OF
CITIZEN ONE, INC.

ARTICLE I

OFFICES

Section 1. Principal Office. The principal office of the corporation shall be within the State of New York.

Section 2. Other Offices. The corporation may also have offices at such other places both within and without the State of New York as the board of directors may from time to time determine or the activities of the corporation may require.

ARTICLE II

PURPOSES

The purpose or purposes for which this corporation is formed are:

- A. To educate people in the United States and around the world about the importance of democracy and the importance of participating in a democracy by voting.
- B. To encourage young people to vote for the candidates and issues of their choice.
- C. To assist other charities with similar purposes.
- D. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers.
- E. In no event shall the organization act in a partisan manner with regard to elections and the organization shall not promote directly or indirectly any specific candidate or proposition in any election.
- F. Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-For-Profit Corporation Law section 404 (b) through (u).

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- G. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Power of Board and Qualification of Directors.

The Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen years of age.

Section 2. Number and Term of Office:

- (a) The Board of Directors shall consist of not less than three (3) directors, the number of Directors to be determined from time to time by resolution of the Board of Directors.
- (b) At each Annual Meeting of Directors, Directors shall be elected to hold office until the next Annual Meeting and until their successors have been elected and qualified.
- (c) Each Director shall have one vote.

Section 3. Organization.

At each meeting of the Board of Directors, the President, or, in the absence of the President, a Vice President, shall preside, or in the absence of either of such officers, a chairman, chosen by a majority of the Directors present, shall preside. The Secretary shall act as Secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select a secretary to record the minutes.

Section 4. Resignations and Removal of Directors.

- (a) Any Director of the Corporation may resign at any time by giving written notice to the President, or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
- (b) Any or all of the Directors may be removed for cause by vote of the Directors provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of Directors at which such action is taken.

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Section 5. Action by the Board of Directors.

- (a) Except as otherwise provided by law or in these bylaws, an act of the Board of Directors means action at a meeting of the Board by vote of a majority of the Directors present at the time of the vote, if a quorum (as defined in Section 11 or this Article II) is present at such time.
- (b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.
- (c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 6. Place of Meeting.

The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

Section 7. Annual Meetings.

As soon as practical after each annual election of Directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Notice of such meeting need not be given. Such first meeting may be held at any other time; and if it is held at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

Section 8. Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

Section 9. Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by the President, or by any one (1) Director who may call special meeting of the Directors. Notice shall be given orally, by telefax, or by mail and shall state the purposes, time and place of the meeting. If notice is given orally, in-person or by telephone, it shall be given not less than one day before the meeting; if it is given by telefax or by mail, it shall be given not less than three days before the meeting.

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Section 10. .vers of Notice.

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

Section 11. Quorum.

- (a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.
- (b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any director.

Section 12. Compensation.

Directors shall receive no compensation for their services but may be reimbursed for the expenses reasonably incurred by them in the performances of their duties.

Section 13. Action by Board of Directors without a Meeting.

Whenever under the Not-for-Profit Corporation Law, the Board of Directors is required or permitted to take any action by vote, such action may be taken without a meeting, on written consent, setting forth the action so taken signed by all the members of the Board of Directors entitled to vote thereon.

ARTICLE IV

COMMITTEES

Section 1. Executive Committee and Other Standing Committees.

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other standing committees consisting of three or more directors. The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies in the Board or in any committee.
- (b) The fixing of compensation of the directors for serving on the Board or on any committee.
- (c) The amendment or repeal of the bylaws, or the adoption of new bylaws.

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- (d) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable.

Any reference in these bylaws to the Board of Directors shall include the Executive Committee unless the context or express provision otherwise provide.

Section 2. Special Committees.

The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 1 of this Article IV.

Section 3. Meetings.

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the corporation or the chairman of the committee or by vote of a majority of all of the members of the committee.

Section 4. Quorum and Manner of Acting.

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee.

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board of Directors.

Section 5. Tenure of Members of Committees of the Board.

Each committee of the Board and every member thereof shall serve at the pleasure of the Board.

Section 6. Alternate Members.

The Board of Directors may designate one or more directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.

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ARTICLE V

OFFICERS

Section 1. Number.

The officers of the Corporation shall be a President, a Treasurer, a Secretary and such other officers as the Board of Directors may in its discretion determine. Any two or more offices may be held by the same person.

Section 2. Term of Office and Qualifications.

Those officers whose titles are specifically mentioned in Section 1 of this Article IV shall be elected by the Board of Directors at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall be for one year and until the officer's successor is elected or appointed and qualified.

Section 3. Additional Officers.

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

Section 4. Removal of Officers.

Any officer may be removed by the Board of Directors with or without cause at any time.

Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies.

A vacancy in any office shall be filled by the Board of Directors.

Section 7. President.

The President shall preside at all meetings of the Board of Directors at which the President is present. The President shall act as the chief executive officer of the Corporation and shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The President shall also perform such other duties as may be assigned from time to time by the Board.

Section 8. Treasurer.

The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 9. Secretary.

It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose. The Secretary shall make sure that all notices required to be given by the Corporation are duly given and served. The Secretary shall keep a current list of the Corporation's Directors and officers and their residence addresses. The Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody.

Section 11. Appointed Officers.

The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

Section 12. Assignment and Transfer of Stocks, Bonds and Securities.

The President, the Treasurer, the Secretary, and each of them, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

ARTICLE VI

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts.

The Board of Directors, except as in these bylaws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to

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specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 3. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII

INDEMNIFICATION AND INSURANCE

Section 1. Authorized Indemnification.

Unless clearly prohibited by law or Section 2 of this Article VII, the Corporation shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Corporation, by reason of the fact that he or she (or his or her testator or intestate), whether before or after adoption of this Section, (a) is or was a director or officer of the Corporation, or (b) in addition is serving or served, in any capacity, at the request of the Corporation, as a director or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

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Section 2. Prohibited Indemnification.

The Corporation shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 3. Advancement of Expenses.

The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article VII. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others.

Unless clearly prohibited by law or Section 2 of this Article VII, the Board of Directors may approve Corporation indemnification as set forth in Section 1 of this Article VII or advancement of expenses as set forth in Section 3 of this Article VII, to a person (or the testator or intestate of a person) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust employee benefit plan or other enterprise.

Section 5. Determination of Indemnification.

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court the Board of Directors shall, upon written request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these by-laws. Before indemnification can occur the Board of Directors must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article VII. No director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of

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independe^{nt} legal counsel that indemnification is proper in the circumstance der then
applicab^{le} w and these bylaws.

Section 6. Binding Effect.

Any person entitled to indemnification under these bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance.

The Corporation is not required to purchase Directors and Officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article VII or operation of law and it may insure directly the directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article VII as well as for liabilities against which they are not entitled to be indemnified by the Corporation.

Section 8. Nonexclusive Rights.

The provisions of this Article VII shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any director, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article VII, subject in all cases to the limitations of Section 2 of this Article VII.

ARTICLE VIII

CONFLICTS OF INTEREST

Section 1. Definition of Conflicts of Interest.

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Corporation policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit corporation does not constitute a conflict of interest.

Section 2. Disclosure of Conflicts of Interest.

A Director or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the

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Board or a., committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the Director or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all Directors and officers, a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any contract or transaction with the Corporation and whether the process for approval set forth in Section 3 of this Article VII was used.

Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.

A Director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Corporation. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Following receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the Corporation should pay no more than fair market value for any goods or services which the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation.

Section 4. Validity of Actions.

No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its corporate officers are directors or officers, or have a substantial financial interest, shall not be either void or voidable for this reason alone or by reason alone that such director or Directors or officer or officers are present at the meeting of the Board of Directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such Director's or officer's interest in such contract or transaction were disclosed to the Board of Directors and the transaction was approved by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officers. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested Director or officer should not be present at the meeting.

Section 5. Employee Conflicts of Interest.

An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussions, as well as any decision, relating to the matter and follow the direction of the supervisor as to how the Corporation decisions which are the subject of the conflict will be determined. The Chairman shall be responsible for determining the proper way for the Corporation to handle Corporation decisions which involve unresolved employee conflicts of interest. In making such determinations, the Chairman of the Board may consult with legal counsel.

The Chairman shall report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the Chairman has approved.

ARTICLE IX

COMPENSATION

Section 1. Reasonable Compensation.

It is the policy of the Corporation to pay no more than reasonable compensation for personal services rendered to the Corporation by officers and employees. The Directors of the Corporation shall not receive compensation for fulfilling their duties as Directors, although Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors. Expenses of spouses will not be reimbursed by the Corporation unless the expenses are necessary to achieve a Corporation purpose.

Section 2. Approval of Compensation.

The Board of Directors must approve, in advance, the amount of all compensation for officers of the Corporation.

Before approving the compensation of an officer, the Board shall determine that the total compensation to be provided by the Corporation to the officer is reasonable in amount in light of the position, responsibility and qualification of the officer for the position held, including the result of an evaluation of the officer's prior performance for the Corporation, if applicable. In making the determination, the Board shall consider total compensation to include the salary and the value of all benefits provided by the Corporation to the individual in payment for services. At the time of the discussion and decision concerning an officer's compensation, the officer should not be present in the meeting. The Board shall obtain and consider appropriate data concerning comparable compensation paid to similar officers in like circumstances.

The Board shall set forth the basis for its decisions with respect to compensation in the minutes of the meeting at which the decisions are made, including the conclusions of the evaluation and

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the basis for determining that the individual's compensation was reasonable in light of the evaluation and the comparability data.

ARTICLE X

GENERAL

Section 1. Books and Records.

There shall be kept at the office of the Corporation (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board of Directors and the Executive Committee, (3) a current list of the Directors and officers of the Corporation and their residence addresses, (4) a copy of these bylaws, (5) a copy of the Corporation's application for recognition of exemption with the Internal Revenue Service, and (6) copies of the past three years information returns to the Internal Revenue Service.

Section 2. Seal.

The corporate seal shall be in the form of a circle and shall have inscribed thereon the following: CITIZEN ONE, INC. , a New York Not-for-Profit Corporation.

Section 3. Interested Directors and Officers.

No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director or directors or officer or officers are present at the meeting of the Board of directors, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose:

- (a) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director or officers; or
- (b) If the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the directors entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such directors.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction.

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Section 4. Loans to Directors and Officers.

No loans shall be made by the Corporation to its directors or officers, or to any other corporation, firm association or other entity in which one or more of its directors or officers are directors or officers or hold a substantial financial interest except as allowed by law.

Section 5. Fiscal Year.

The fiscal year of the Corporation shall commence on the 1st day of January in each calendar year and end on December 31st.

ARTICLE XI

AMENDMENTS

Section 1. Amendments.

Amendments to these Bylaws may be made by a majority vote of the Directors at any regular or special meeting of the Board of Directors provided that notice of the intent to amend, which notice shall include a summary of the amendments proposed, has been given to the members of the Board of Directors in the notice of the meeting.

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EXHIBIT Y

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Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: If grant review is approved, this application will be open for public inspection.

Read the instructions for each Part carefully.

A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.

Complete the Procedural Checklist on page 8 of the instructions.

Part I Identification of Applicant

| | | |
|--|------------|--|
| 1a Full name of organization (as shown in organizing document) Citizen One, Inc. | | 2 Employer identification number (EIN) (If none, see page 3 of the Specific Instructions.) 20 : 1141010 |
| 1b c/a Name (if applicable) | | 3 Name and telephone number of person to be contacted if additional information is needed Clifford Perlman (212) 889-0575 |
| 1c Address (number and street) 1440 Broadway | Room/Suite | 4 Month the annual accounting period ends December 31, 2004 5 Date incorporated or formed April 14, 2004 |
| 1d City, town, or post office, state, and ZIP + 4. If you have a foreign address, see Specific Instructions for Part I, page 3. New York, New York 10018 | | |
| 1e Web site address | | 6 Check here if applying under section: a <input type="checkbox"/> 501(a) b <input type="checkbox"/> 501(b) c <input type="checkbox"/> 501(k) d <input type="checkbox"/> 501(n) |
| 7 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," attach an explanation. | | |
| 8 Is the organization required to file Form 990 (or Form 990-EZ)? <input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach an explanation (see page 3 of the Specific Instructions). Only if revenues exceed \$25,000 | | |
| 9 Has the organization filed Federal income tax returns or exempt organization information returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," state the form numbers, years filed, and Internal Revenue office where filed. | | |

10 Check the box for the type of organization. ATTACH A CONFORMED COPY OF THE CORRESPONDING ORGANIZING DOCUMENTS TO THE APPLICATION BEFORE MAILING. (See Specific Instructions for Part I, Line 10, on page 3.) See also Pub. 557 for examples of organizational documents.)

a Corporation—Attach a copy of the Articles of Incorporation (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.

b Trust— Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.

c Association— Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration (see instructions) or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please Sign Here


(Signature)

Clifford Perlman as attorney in fact
(Type or print name and title or authority of signer)

May 17, 2004
(Date)

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Part II Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. List each activity separately in the order of importance based on the relative time and other resources devoted to the activity. Indicate the percentage of time for each activity. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose and how each activity furthers your exempt purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

The organization seeks to educate the public about American democracy and each citizen's participation in that democracy. Most importantly, the organization will be educating the public about each individual's right and responsibility to vote.

Sean Combs is an internationally recognized impresario in various industries. He will lend his name and industry contacts to the organization in order to encourage and promote the youth of America to participate in the democratic process. Mr. Combs' name and reputation will be invaluable in this process. The model will be based on a similar organization called "Rock the Vote" which used rock musicians to encourage Americans to vote.

The organization will seek strategic sponsors and partners which will help spread the message about the importance of voting. The organization is currently negotiating with MTV for time on that network to spread the message. It is anticipated that other television networks and media corporations will get involved as well as musicians and other artists.

Other than media exposure, the organization plans to conduct a direct mail and street advertising campaign to encourage people to vote.

The organization will not participate in any electioneering and will be completely nonpartisan.

- 2 What are or will be the organization's sources of financial support? List in order of size.

The organization will seek funds from the general public, corporations and foundations, in that order.

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

The organization plans to seek funds from the general public through word of mouth, special events and media exposure. Funds from corporations and private foundations will be sought through grant applications and personal contacts. Fund raising consultants may be used for direct mail campaigns and other fund raising campaigns but nothing has been finalized

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Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

| a Names, addresses, and titles of officers, directors, trustees, etc. | b Annual compensation |
|--|-----------------------|
| Mr. Sean Combs, President/Director 1440 Broadway, New York, New York 10018 | -0- |
| Donald E. Cogswill, Director and Secretary 40 Wall Street, 60th Floor New York, New York 10025 | -0- |
| Mr. Phil Robinson, Treasurer/Director 1440 Broadway, New York, New York 10018 | -0- |

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials? Yes No
If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions for Part II, Line 4d, on page 3.) Yes No
If "Yes," explain.

5 Does the organization control or is it controlled by any other organization? Yes No
Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors? Yes No
If either of these questions is answered "Yes," explain.

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than a 501(c)(3) organization): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees? Yes No
If "Yes," explain fully and identify the other organizations involved

7 Is the organization financially accountable to any other organization? Yes No
If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

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Part III Activities and Operational Information (Continued)

8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If none, indicate "N/A."

The organization's largest asset is the goodwill and connections of its Board members including Sean Combs

9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? Yes No

10a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? Yes No

b Is the organization a party to any leases? Yes No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

11 Is the organization a membership organization? Yes No

If "Yes," complete the following:

a Describe the organization's membership requirements and attach a schedule of membership fees and dues.

b Describe the organization's present and proposed efforts to attract members and attach a copy of any descriptive literature or promotional material used for this purpose.

c What benefits do (or will) the members receive in exchange for their payment of dues?

12a If the organization provides benefits, services, or products, are the recipients required, or will they be required, to pay for them? N/A Yes No
If "Yes," explain how the charges are determined and attach a copy of the current fee schedule.

b Does or will the organization limit its benefits, services, or products to specific individuals or classes of individuals? N/A Yes No
If "Yes," explain how the recipients or beneficiaries are or will be selected.

13 Does or will the organization attempt to influence legislation? Yes No
If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds that it devotes or plans to devote to this activity.

14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? Yes No
If "Yes," explain fully.

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Part III **Technic** **Requirements**

1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? Yes No
If you answer "Yes," do not answer questions on lines 2 through 6 below.

2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 7.

Exceptions—You are not required to file an exemption application within 15 months if the organization:

- a Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church. See Specific Instructions, Line 2a, on page 4;
- b Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- c Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

3 If the organization does not meet any of the exceptions on line 2 above, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? Yes No

If "Yes," your organization qualifies under Regulation section 301.9100-2, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 6.

If "No," answer question 4.

4 If you answer "No" to question 3, does the organization wish to request an extension of time to apply under the "reasonable action and good faith" and the "no prejudice to the interest of the government" requirements of Regulations section 301.9100-3? Yes No

If "Yes," give the reasons for not filing this application within the 27-month period described in question 3. See Specific Instructions, Part III, Line 4, before completing this item. Do not answer questions 5 and 6.

If "No," answer questions 5 and 6.

5 If you answer "No" to question 4, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed. Therefore, do you want us to consider the application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? Yes No

6 If you answer "Yes" to question 5 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here and attach a completed page 1 of Form 1024 to this application.

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Part III Technical Requirements (Continued)

- 7 Is the organization a private foundation?
 Yes (Answer question 8.)
 No (Answer question 9 and proceed as instructed.)

- 8 If you answer "Yes" to question 7, does the organization claim to be a private operating foundation?
 Yes (Complete Schedule E.)
 No

After answering question 8 on this line, go to line 14 on page 7.

- 9 If you answer "No" to question 7, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---|--|---|
| a | <input type="checkbox"/> As a church or a convention or association of churches (CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1) and 170(b)(1)(A)(i) |
| b | <input type="checkbox"/> As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1) and 170(b)(1)(A)(ii) |
| c | <input type="checkbox"/> As a hospital or a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital (These organizations, except for hospital service organizations, MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1) and 170(b)(1)(A)(iii) |
| d | <input type="checkbox"/> As a governmental unit described in section 170(c)(1). | Sections 509(a)(1) and 170(b)(1)(A)(iv) |
| e | <input type="checkbox"/> As being operated solely for the benefit of, or in connection with, one or more of the organizations described in a through d, g, h, or i (MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| f | <input type="checkbox"/> As being organized and operated exclusively for testing for public safety. | Section 509(a)(4) |
| g | <input type="checkbox"/> As being operated for the benefit of a college or university that is owned or operated by a governmental unit. | Sections 509(a)(1) and 170(b)(1)(A)(v) |
| h | <input checked="" type="checkbox"/> As receiving a substantial part of its support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. | Sections 509(a)(1) and 170(b)(1)(A)(vi) |
| i | <input type="checkbox"/> As normally receiving not more than one-third of its support from gross investment income and more than one-third of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). | Section 509(a)(2) |
| j | <input type="checkbox"/> The organization is a publicly supported organization but is not sure whether it meets the public support test of h or i. The organization would like the IRS to decide the proper classification. | Sections 509(a)(1) and 170(b)(1)(A)(vii) or Section 509(a)(2) |

If you checked one of the boxes a through f in question 9, go to question 14. If you checked box g in question 9, go to questions 11 and 12. If you checked box h, i, or j, in question 9, go to question 10.

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Part III Technical Requirements (Continued)

- 10 If you checked box h, i, or j in question 9, has the organization completed a tax year of at least 8 months?
 Yes—Indicate whether you are requesting:
 A definitive ruling. (Answer questions 11 through 14.)
 An advance ruling. (Answer questions 11 and 14 and attach two Forms 872-C completed and signed.)
 No—You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the Form 1023.
- 11 If the organization received any unusual grants during any of the tax years shown in Part IV-A, Statement of Revenue and Expenses, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

- 12 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here and:
 a Enter 2% of line 8, column (e), Total, of Part IV-A
 b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 12a above.

- 13 If you are requesting a definitive ruling under section 509(a)(2), check here and:
 a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of "disqualified person," see Specific Instructions, Part II, Line 4c, on page 3.)
 b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

14 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

| | Yes | No | If "Yes," complete Schedule: |
|--|-----|----|------------------------------|
| Is the organization a church? | | X | A |
| Is the organization, or any part of it, a school? | | X | B |
| Is the organization, or any part of it, a hospital or medical research organization? | | X | C |
| Is the organization a section 509(a)(3) supporting organization? | | X | D |
| Is the organization a private operating foundation? | | X | E |
| Is the organization, or any part of it, a home for the aged or handicapped? | | X | F |
| Is the organization, or any part of it, a child care organization? | | X | G |
| Does the organization provide or administer any scholarship benefits, student aid, etc.? | | X | H |
| Has the organization taken over, or will it take over, the facilities of a "for profit" institution? | | X | I |

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Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.

A. Statement of Revenue and Expenses

| | Current tax year | 3 prior tax years or proposed budget for 2 years | | | (e) TOTAL |
|---|---------------------|--|-----------|-----------|-----------|
| | (a) From..... to | (b) | (c) | (d) | |
| Revenue | | | | | |
| 1 Gifts, grants, and contributions received (not including unusual grants—see page 6 of the instructions). | | | | | |
| 2 Membership fees received | | | | | |
| 3 Gross investment income (see instructions for definition) | | | | | |
| 4 Net income from organization's unrelated business activities not included on line 3 | | | | | |
| 5 Tax revenues levied for and either paid to or spent on behalf of the organization | | | | | |
| 6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge) | | | | | |
| 7 Other income (not including gain or loss from sale of capital assets) (attach schedule) | | See | attached | budget | |
| 8 Total (add lines 1 through 7) | | | | | |
| 9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513. Include related cost of sales on line 22 | | | | | |
| 10 Total (add lines 8 and 9) | | | | | |
| 11 Gain or loss from sale of capital assets (attach schedule) | | | | | |
| 12 Unusual grants | | | | | |
| 13 Total revenue (add lines 10 through 12) | | | | | |
| Expenses | | | | | |
| 14 Fundraising expenses | | | | | |
| 15 Contributions, gifts, grants, and similar amounts paid (attach schedule) | | | | | |
| 16 Disbursements to or for benefit of members (attach schedule) | | | | | |
| 17 Compensation of officers, directors, and trustees (attach schedule) | | | | | |
| 18 Other salaries and wages | | | | | |
| 19 Interest | | | | | |
| 20 Occupancy (rent, utilities, etc.) | | | | | |
| 21 Depreciation and depletion | | | | | |
| 22 Other (attach schedule) | | | | | |
| 23 Total expenses (add lines 14 through 22) | | | | | |
| 24 Excess of revenue over expenses (line 13 minus line 23) | | | | | |

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Part IV Financial Data (Continued)

B. Balance Sheet (at the end of the period shown)

Current tax year
Date

| Assets | | |
|-----------------------------|---|----|
| 1 | Cash | 1 |
| 2 | Accounts receivable, net | 2 |
| 3 | Inventories | 3 |
| 4 | Bonds and notes receivable (attach schedule) | 4 |
| 5 | Corporate stocks (attach schedule) | 5 |
| 6 | Mortgage loans (attach schedule) | 6 |
| 7 | Other investments (attach schedule) | 7 |
| 8 | Depreciable and depletable assets (attach schedule) | 8 |
| 9 | Land | 9 |
| 10 | Other assets (attach schedule) | 10 |
| 11 | Total assets (add lines 1 through 10) | 11 |
| Liabilities | | |
| 12 | Accounts payable | 12 |
| 13 | Contributions, gifts, grants, etc., payable | 13 |
| 14 | Mortgages and notes payable (attach schedule) | 14 |
| 15 | Other liabilities (attach schedule) | 15 |
| 16 | Total liabilities (add lines 12 through 15) | 16 |
| Fund Balances or Net Assets | | |
| 17 | Total fund balances or net assets | 17 |
| 18 | Total liabilities and fund balances or net assets (add line 16 and line 17) | 18 |

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation

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