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April 30, 2008

Thomasenia Duncan, Esq.
General Counsel
Federal Election Commission
999 E Street, N.W.
Washington, DC 20463

Re: American Leadership Project
2261 Market Street, PMB 319
San Francisco, CA 94114

Roger V. Salazar
1005 12th Street, Suite A
Sacramento, CA 95814

Jason Kinney
980 9th Street Suite 2000
Sacramento, CA 95814

Michele Dunkerly
P.O. Box 1220
Mercer Island, WA 98040

Jay Eisenhofer
485 Lexington Avenue, 29th Floor
New York, NY 10017

Paul Goldenberg
1963 Tumin Road
LaHabra Heights, CA 90631

Monica Graham
20 Borden Lane
East Hampton, NY 11937

Stephen P. Kennedy
233 Home Place
Glenwood Springs, CO 81601

William Titleman
3303 Water Street N.W. 6M
Washington, DC 20007

Richard Ziman
10940 Wilshire Boulevard
Los Angeles, CA 90024

63920-0002/LEGAL14228062.1

Thomasenia Duncan
April 30, 2008
Page 2

Dear Ms. Duncan:

Complainant brings this complaint against the American Leadership Project (“ALP”) and its organizers and donors,¹ for knowingly and willfully violating the Federal Election Campaign Act (“FECA” or “the Act”), by failing to register as a political committee, file disclosure reports, and abide by contribution limits.

INTRODUCTION

Since its enactment in 1971, FECA has placed strict limits on the contributions received by political committees: Political committees must register with the Federal Election Commission, file disclosure reports, and may accept contributions from donors only up to prescribed limits. An organization cannot evade the reporting requirements and contribution limits simply by declining to self-identify as a political committee. Rather, its actions and public statements determine its status.

ALP and its donors have flagrantly violated these well established requirements. ALP qualifies as a political committee: Press reports establish, and ALP’s activities further confirm, that its purpose is to help Senator Hillary Clinton in her efforts to win the Democratic nomination, and it has accepted contributions and made expenditures in excess of \$1,000 “for the purpose of influencing any election for Federal office,” 2 U.S.C. § 431(8). *See id.* § 431(4)(A). But, in clear violation of FECA, and despite unambiguous, recent guidance from the Commission, ALP has failed to register as a political committee, file disclosure reports, and abide by contribution limits. In short, ALP and its donors have conspired to circumvent federal campaign finance laws.

When the Commission, in December of 2006, announced the conclusion of enforcement actions brought successfully against “527s” active in the 2004 Presidential election year, it declared its intention to “send a strong message that the Commission takes these kinds of cases very seriously, and that when an organization fails to file as a political committee, it carries serious legal consequences.” Statement of Commission Chairman Michael Toner, FEC Press Release, *FEC Collects \$630,000 In Civil Penalties From Three 527 Organizations*, Dec. 13, 2006. ALP’s conduct represents an aggressive, frontal challenge to the enforcement policy and program established by the agency.

¹ In addition to the individuals named above, news reports have identified Erick Mullen, Mattis Goldman, and Paul Rivera as principals of ALP. While these individuals are not identified in IRS and FEC records, further investigation should extend to them and others as established by the facts.

Therefore, the Commission should initiate with all available resources an immediate investigation of ALP and its donors, preparing the record on which it can proceed to remedy these violations by requiring full repayment of their illegal contributions, and the assessment of fines against both the organization and the individual donors who have made excessive or illegal contributions. Any fines, moreover, should be assessed at the heightened penalty levels established by law for “knowing and willful” violations.

FACTS

ALP is a “political organization” under section 527 of the Internal Revenue Code, 26 U.S.C. § 527. It was created on February 15, 2008, *see* Ex. 1 (ALP’s IRS Form 8871 and 8872 filings), during the midst of the contested Democratic presidential primary, just three days after Hillary Clinton lost by wide margins to Barack Obama in Virginia, Washington, D.C., and Maryland.²

ALP has not registered with the Federal Election Commission as a political committee, nor has it fulfilled the reporting obligations for political committees. However, from its inception, ALP has made clear that its objective is to help Hillary Clinton win the Democratic nomination for President. According to public statements and news reports, ALP was founded with “the express purpose of helping Sen. Hillary Clinton, D-NY, beat Sen. Barack Obama, D-Illinois”³ “Supporters of Sen. Hillary Rodham Clinton launched [the] group . . . to raise money and air television ads to boost her flagging campaign.”⁴

² John M. Broder & Dalia Sussman, *Obama and McCain Sweep 3 Primaries*, New York Times, Feb. 12, 2008, available at http://www.nytimes.com/2008/02/12/us/politics/12cnd-campaign.html?_r=1&hp&oref=slogin.

³ Jake Tapper, *New Pro-Clinton 527 to Ding Obama in Ohio*, ABC News, Feb. 20, 2008, available at <http://blogs.abcnews.com/politicalpunch/2008/02/new-pro-clinton.html>.

⁴ *See, e.g.*, Dan Morain, *Californians Looking to Aid Clinton*, Los Angeles Times, Feb. 21, 2008, available at <http://www.latimes.com/news/politics/la-na-spend21feb21.1.3809213.story>. It may be obvious from the backgrounds and commitments of the organizers of ALP and its major donors that they are closely tied to the Clintons and support Hillary Clinton’s candidacy for president. They include Roger Salazar, who worked in the press operation of the Clinton White House; Paul Rivera, another former Clinton White House staff member who worked on Hillary Clinton’s Senate Campaign in 2000; Jay Eisenhofer, who has raised at least \$100,000 for Hillary Clinton; Richard Ziman, another major fundraiser for Clinton; and William Titelman, a former Pennsylvania lobbyist and longtime Clinton fund-raiser, who stayed in the Lincoln Bedroom while Bill Clinton was president. *See* Ex. 1 (ALP’s IRS Form 8871 and 8872 filings); Ex. 2 (ALP’s FEC Form 9 Filings); *see also* Michael Luo, *Facing Obama Fund-Raising Juggernaut, Clinton Seeks New Sources of Cash*, N.Y. Times, Apr. 20, 2008, available at

To further its purpose of supporting Hillary Clinton in the Democratic primary election contest, ALP has created and distributed several television advertisements promoting Hillary Clinton and attacking Barack Obama. In one advertisement, for example, ALP lauded Clinton's health care plan, and attacked that of Obama, before urging viewers to "call Barack Obama."⁵ ALP has aired these advertisements in Texas, Ohio, and Pennsylvania in the weeks leading up to those states' primary elections.⁶

ALP has just announced its intention to run additional advertisements in the weeks before the Indiana primary, and to spend \$700,000 on this effort.⁷ Notably, ALP has run advertisements *only* in connection with upcoming Democratic primaries; its advertisements mention *only* Barack Obama and Hillary Clinton; and ALP's own website makes clear that it is soliciting funds for the purpose of running these advertisements.⁸

Moreover, ALP has received contributions well in excess of federal limits for contributions to political committees.⁹ For example, ALP received "\$50,000 from Jay Eisenhofer of New York City, \$25,000 from Stephen Kennedy of Glenwood Springs, Colo., \$20,000 from Michele Dunkerley of Mercer Island, Wash."¹⁰ Moreover, as the *New York Times* recently noted, "the list of individual donors is telling in that eight of the nine people who gave \$5,000 or more to the

http://www.nytimes.com/2008/04/20/us/politics/20donor.html?_r=1&ref=politics&oref=slogin. But the avowed purpose of the organization is clear enough by its own statements and actions. It is plainly a political committee under the standards the Commission has developed and made widely known to prevent a recurrence of illegal "527" spending activity such as was seen in 2004.

⁵ See <http://www.youtube.com/watch?v=K4dSkmUCxY0>.

⁶ Michael Luo, *Facing Obama Fund-Raising Juggernaut, Clinton Seeks New Sources of Cash*, N.Y. Times, April 20, 2008, available at http://www.nytimes.com/2008/04/20/us/politics/20donor.html?_r=1&ref=politics&oref=slogin. See also Exs. 1 & 2.

⁷ Greg Sargent, *Pro-Hillary Group Spending \$700,000 on New Indiana Ad Targeting Obama on Economy*, Talking Points Memo, April 26, 2008, available at http://tpmelectioncentral.talkingpointsmemo.com/2008/04/prohillary_group_spending_7000.php.

⁸ See http://www.leadership-project.org/preview/?page_id=10.

⁹ See Exs. 1 & 2.

¹⁰ Kenneth P. Vogel, *Pro-Clinton 527 Preps for Pa. Air War*, Politico, March 6, 2008, available at <http://dvn.politico.com/printstory.cfm?uuid=802F1BF3-3048-5C12-003B60EB9DF915E0>. See also Exs. 1 & 2.

group had already given the maximum \$2,300 donation for the primary to Mrs. Clinton's presidential campaign."¹¹

ARGUMENT

The purpose of ALP is to influence the election for the Democratic nominee for President by supporting Hillary Clinton and attacking Barack Obama. To that end, ALP has solicited and received contributions in excess of \$1,000 in connection with a Federal election. It therefore qualifies as a political committee. Yet, in brazen violation of the law, ALP has failed to register with the Commission, file disclosure reports, and abide by contribution limits and prohibitions on sources. Instead, ALP and its donors have used the organization as a vehicle to circumvent federal campaign finance law.

I. ALP and its Donors Have Committed Numerous Violations of Federal Law

A. FECA sets forth clear criteria for what constitutes a political committee and ALP meets these criteria.

FECA defines a political committee as "any committee, club, association, or other group of persons which receives contributions aggregating in excess of \$1,000 during a calendar year or which makes expenditures aggregating in excess of \$1,000 during a calendar year." 2 U.S.C. § 431(4)(A). "Contribution" and "expenditure" are defined as receipts and disbursements made "for the purpose of influencing any election for Federal office." *Id.* § 431(8),(9). Organizations that meet the regulatory standard, and whose "major purpose" is campaign activity, are considered political committees under the Act. *See, e.g., Buckley v. Valeo*, 424 U.S. 1, 79 (1975); *FEC v. Massachusetts Citizens for Life*, 479 U.S. 238, 262 (1986) ("MCFL"); *see also* MURs 5511 & 5525 (Swift Boat Vets and POWs for Truth).

In a series of recent cases—and under close supervision by a federal court—the Commission has made clear that section 527 organizations cannot evade political committee status simply by choosing not to register. *See, e.g.,* MUR 5440 (Media Fund); MURs 5511 & 5525 (Swift Boat Vets and POWs for Truth); MUR 5753 (League of Conservation Voters); MUR 5754 (MoveOn.Org Voter Fund); *see also Shays v. Federal Election Com'n*, 511 F.Supp.2d 19 (D.D.C. 2007) (allowing agency to avoid rulemaking on section 527s only because it had provided factual and legal analysis, through adjudication, that pursuant to specified standards, section 527 organizations with the major purpose of influencing federal elections were required

¹¹ Michael Luo, *Facing Obama Fund-Raising Juggernaut, Clinton Seeks New Sources of Cash*, N.Y. Times, Apr. 20, 2008.

to register as political committees if raising or spending more than \$1,000 in a calendar year). Rather, section 527s that qualify as political committees, but fail to register, are subject to significant fines and penalties. *See id.*

Like the section 527 organizations the Commission has previously sanctioned, ALP unquestionably qualifies as a political committee. *First*, ALP's major purpose is to influence federal elections. ALP is a section 527 organization that files reports with the IRS. By law, a 527 organization is "a party, committee, association, fund, or other organization (whether or not incorporated) organized and operated primarily for the purpose of directly or indirectly accepting contributions or making expenditures, or both, for an exempt function." 26 U.S.C. § 527(e)(1). The "exempt function" of 527 organizations is the "function of influencing or attempting to influence the selection, nomination, election or appointment of any individual to any Federal, State, or local public office or office in a political organization," or the election or selection of presidential or vice presidential electors. *Id.* § 527(e)(2). As the Commission has previously noted, an organization that avails itself of 527 status has effectively declared that its primary purpose is influencing elections of one kind or another. Factual and Legal Analysis, MUR 5440 (Media Fund).

More important, ALP has shown unambiguously, through its public posture and its substantial spending in the Democratic primary races, that its major purpose is to influence the election for the Democratic candidate for President. *See MCFL*, 479 U.S. at 262-64; *see also Federal Election Com'n v. GOPAC, Inc.*, 917 F. Supp. 851, 859 (D.D.C. 1996) (an organization can satisfy *Buckley's* "major purpose" test through sufficient spending to benefit a particular candidate or through public statements of purpose); MURs 5511 & 5525 (Swift Boat Veterans for Truth). As discussed above, ALP's clear purpose, affirmed in press reports, is to help Senator Clinton win the Democratic Presidential nomination and to defeat Senator Obama's candidacy. The organization was formed to "boost Clinton's flagging campaign." Furthermore, ALP has spent—and has made clear that intends to spend—over one million dollars promoting Senator Clinton and defeating Senator Obama. There can be no doubt that ALP's support is directed to the election of a particular candidate: Hillary Clinton. *See GOPAC, Inc.*, 917 F. Supp. at 862; MUR 5440 (Media Fund); MURs 5511 & 5525 (Swift Boat Vets and POWs for Truth); MUR 5753 (League of Conservation Voters); MUR 5754 (MoveOn.Org Voter Fund).

Second, ALP has accepted contributions well in excess of \$1,000. The Act defines the term "contribution" as including "anything of value made by any person for the purpose of influencing any election for Federal office." 2 U.S.C. § 431(8)(A)(i). Further, "[a] gift, subscription, loan, advance or deposit of money or anything of value made by any person in response to any communication is a contribution to the person making the communication *if the communication indicates that any portion of the funds received will be used to support or oppose the election of a clearly identified Federal candidate.*" 11 C.F.R. § 100.57 (emphasis added).

This regulation “capture[s] funds solicited for the specific purpose of supporting or opposing the election of a Federal candidate.” 72 Fed. Reg. 5595, 5602 (Feb. 7, 2007); *see also FEC v. Survival Education Fund, Inc.*, 65 F.3d 285, 295 (2d Cir. 1995) (where a statement leaves no doubt that the funds contributed would be used to advocate [a candidate's election or] defeat at the polls, not simply to criticize his policies during the election year,” proceeds from that solicitation are contributions); MUR 5440 (Media Fund); MURs 5511 & 5525 (Swift Boat Vets and POWs for Truth).

ALP is soliciting funds to support the candidacy of Hillary Clinton and to oppose the election of Barack Obama; it is also accepting funds given for that purpose. ALP’s organizers are closely tied to the Clintons and many of its donors have already contributed the maximum possible donation to Clinton’s presidential campaign. ALP has made clear to the public and its donors that the entire purpose of the organization is to support Hillary Clinton and to oppose Barack Obama.

Indeed, ALP’s website makes clear that it is soliciting contributions to air television advertisements that promote Senator Clinton and attack Senator Obama.¹² Moreover, its own attorneys have stated that the organization is soliciting funds specifically to air advertisements in the primary contest instead of soliciting funds to use however ALP sees fit. *See Ex. 3* (Memorandum from Remcho, Johansen & Purcell). As discussed above, ALP’s advertisements all support Hillary Clinton and/or oppose Barack Obama. In short, the circumstances leave no doubt that ALP has communicated to its donors that the funds contributed to ALP will be used to advocate Hillary Clinton’s election and Barack Obama’s defeat. Accordingly, proceeds from the solicitations are contributions. *See* 11 C.F.R. § 100.57; *Survival Education Fund*, 65 F.3d at 295.

Because ALP has accepted contributions well in excess of \$1,000, and because its major purpose is to influence the outcome of the Democratic primary election, ALP is a political committee under FECA.

B. ALP Has Violated the Act by Failing to Register and File Necessary Reports with the Commission

As a political committee, ALP must register with the Commission and file a statement of organization within ten days of becoming a political committee. *See* 2 U.S.C. § 433. Its

¹² *See* http://www.leadership-project.org/preview/?page_id=10 (“[T]o keep our TV ads on the air, please click here to make a secure online contribution!”); *see also* <http://www.leadership-project.org/preview/> (urging individuals to contribute funds that will be used to keep ALP’s “Jobs” advertisement, attacking Barack Obama, “on the air”).

treasurer must also file periodic reports of the committee's receipts and disbursements with the Commission. *See id.* § 434(a)(1). In flagrant violation of these statutory provisions, and despite the Commission's unambiguous guidance in recent years, *see, e.g.*, MUR 5440 (Media Fund); MURs 5511 & 5525 (Swift Boat Vets and POWs for Truth); MUR 5753 (League of Conservation Voters); MUR 5754 (MoveOn.Org Voter Fund); *see also Shays v. Federal Election Com'n*, 511 F.Supp.2d 19 (D.D.C. 2007), ALP has failed to register with the Commission; it has failed to file a statement of organization; and its treasurer has failed to file necessary disclosure reports.

C. ALP Has Solicited and Donors have Given Excessive and Illegal Contributions

The law regarding contribution limits is unambiguous: Contributions to nonconnected political committees that are not political party committees are capped at \$5,000 per year. 2 U.S.C. § 441a(a)(1)(C). A political committee cannot knowingly accept any contribution in violation of this \$5,000 limit. *Id.* § 441a(f).

ALP has accepted contributions, and its donors have given contributions, in amounts far in excess of this limit. *See Ex. 1* (ALP's IRS Form 8871 and 8872 filings); *Ex. 2* (ALP's FEC Form 9 filings). For example, ALP has received \$50,000 from Jay Eisenhofer, \$25,000 from Stephen Kennedy, \$20,000 from Michele Dunkerley, and \$10,000 from William Titelman.¹³ Furthermore, the vast majority of people who gave \$5,000 or more to the group have already given the maximum \$2,300 donation for the primary to Mrs. Clinton's presidential campaign.¹⁴ Given these facts, there can be no doubt that ALP has solicited, and donors have knowingly given, illegal contributions, in a flagrant attempt to circumvent campaign finance laws.

II. **FEC Precedent Demonstrates that when an Organization like ALP Fails to File as a Political Committee, Serious Penalties are Warranted.**

The Commission has explained, in no uncertain terms, that "[i]f an organization receives contributions or make[s] expenditures in excess of \$1,000, and its major purpose is involvement in campaign activity, it must register with the Commission and abide by the contribution restrictions and reporting requirements of the Federal Election Campaign

¹³ Kenneth P. Vogel, Pro-Clinton 527 Preps for Pa. Air War, Politico, Mar. 6, 2008, available at <http://dvn.politico.com/printstory.cfm?uuid=802F1BF3-3048-5C12-003B60EB9DF915E0>. *See also Exs. 1 & 2.*

¹⁴ Michael Luo, *Facing Obama Fund-Raising Juggernaut, Clinton Seeks New Sources of Cash*, N.Y. Times, Apr. 20, 2008.

Act.” FEC Press Release, *FEC Collects \$630,000 In Civil Penalties From Three 527 Organizations*, Dec. 13, 2006.

The FEC has also made plain that a violation of these rules is a serious offense. From 2006 to 2007, the FEC collected more than \$3,000,000 in civil penalties from 527 organizations that, like ALP, failed to register as political committees in order to circumvent the campaign finance laws. FEC Press Release, *Media Fund to Pay \$580,000 Civil Penalty*, Nov. 19, 2007. Each of these entities, like ALP, registered with the Internal Revenue Service as “Section 527” organizations – tax exempt groups whose function is to influence the selection, nomination, election, or appointment of any individual to Federal, State, or local public office or office in a political organization, or the election of Presidential electors.

In imposing these penalties, the Commission left no doubt about the legal regime under which organizations operate:

The findings and six-figure penalties we are announcing today send a strong message that the Commission takes these kinds of cases very seriously, and that when an organization fails to file as a political committee, it carries serious legal consequences,” [said Commission Chairman Michael Toner]. “The bipartisan and unanimous nature of the Commission’s action today leaves little doubt that this agency is willing to regulate election activity more aggressively than it has in the past” said Vice Chairman Robert Lenhard.

FEC Press Release, *FEC Collects \$630,000 In Civil Penalties From Three 527 Organizations*, Dec. 13, 2006.

In failing to register as a political committee and refusing to respect the limits inherent in that status, ALP has ignored not only the clear intent of Congress, but the repeated and unambiguous guidance from this Commission. Such flagrant violation of the Commission’s authority and the statute’s clear command should not be tolerated.

REQUESTED ACTION

ALP, its organizers, and its donors have knowingly and willfully violated the Federal Election Campaign Act. About this, there is no question. And they have engaged in this illegal activity in the face of clear legal standards and a warning by the FEC to the regulated and 527 communities that it “takes these kinds of cases very seriously.”

Thomasenia Duncan
April 30, 2008
Page 10

Accordingly, we are seeking an immediate investigation and expedited actions to remedy these violations. If the Commission is unable to act expeditiously in addressing these “knowing and willful” violations, it has available and should exercise the authority to refer the matter to the Department of Justice, which shares jurisdiction over knowing and willful violations of federal campaign finance laws.

Sincerely,



Robert F. Bauer
General Counsel, Obama for America

SUBSCRIBED AND SWORN to before me this 30th day of Apr., 2008.



Notary Public

My Commission Expires:
FRANCES C. WADE
A NOTARY PUBLIC OF DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES SEPT. 30, 2010



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RECEIVED
MAY 10 1964
U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION

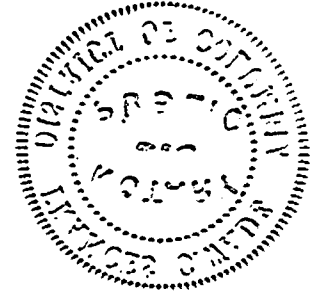


EXHIBIT 1

Form **8872**
(November 2002)

Political Organization Report of Contributions and Expenditures

OMB No. 1545-1696

Department of the Treasury
Internal Revenue Service

▶ See separate instructions.

A For the period beginning 02/15/2008 **and ending** 03/31/2008

B Check applicable box: Initial report Change of address Amended report Final report

1 Name of organization American Leadership Project **Employer identification number** 33 - 1203819

2 Mailing address (P.O. box or number, street, and room or suite number)
2261 Market Street, PMB 319

City or town, state, and ZIP code
San Francisco, CA 94114

3 E-mail address of organization: no@email **4 Date organization was formed:** 02/15/2008

5a Name of custodian of records Nancy Warren **5b Custodian's address** 2261 Market Street, PMB 319
San Francisco, CA 94114

6a Name of contact person Roger V. Salazar **6b Contact person's address** 1005 12th Street, Suite A
Sacramento, CA 95814

7 Business address of organization (if different from mailing address shown above). Number, street, and room or suite number
2261 Market Street, PMB 319
City or town, state, and ZIP code
San Francisco, CA 94114

8 Type of report (check only one box)

- First quarterly report (due by April 15)
- Second quarterly report (due by July 15)
- Third quarterly report (due by October 15)
- Year-end report (due by January 31)
- Mid-year report (Non-election year only-due by July 31)
- Monthly report for the month of: (due by the 20th day following the month shown above, except the December report, which is due by January 31)
- Pre-election report (due by the 12th or 15th day before the election)
 - (1) Type of election:
 - (2) Date of election:
 - (3) For the state of:
- Post-general election report (due by the 30th day after general election)
 - (1) Date of election:
 - (2) For the state of:

9 Total amount of reported contributions (total from all attached Schedules A).....9. \$ 1161485

10 Total amount of reported expenditures (total from all attached Schedules B).....10. \$ 790007

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

Nancy L Warren

04/15/2008

Sign Here



Signature of authorized official



Date

Schedule A Itemized Contributions

Schedule A

Contributor's name, mailing address and ZIP code Democrats for the Future 20 Park Road Suite E Burlingame, CA 94010	Name of contributor's employer NA Contributor's occupation NA Aggregate contributions year-to-date \$ 10000	Amount of contribution \$ 10000 Date of contribution 02/22/2008
Contributor's name, mailing address and ZIP code Dain Rauscher Inc. 1900 K Street NW Ste 750 Washington, DC 20005	Name of contributor's employer NA Contributor's occupation NA Aggregate contributions year-to-date \$ 10000	Amount of contribution \$ 10000 Date of contribution 02/25/2008
Contributor's name, mailing address and ZIP code Norma Hess 625 Park Avenue New York, NY 10021	Name of contributor's employer Not employed Contributor's occupation Not employed Aggregate contributions year-to-date \$ 2000	Amount of contribution \$ 2000 Date of contribution 02/25/2008
Contributor's name, mailing address and ZIP code Amer Federation of State County Munic Emps AFSCME 1625 L Street Washington, DC 20036 - 5687	Name of contributor's employer NA Contributor's occupation NA Aggregate contributions year-to-date \$ 1000000	Amount of contribution \$ 1000000 Date of contribution 02/29/2008
Contributor's name, mailing address and ZIP code Monica Graham 20 Borden Lane East Hampton, NY 11937	Name of contributor's employer Graham Partners Contributor's occupation Investment Aggregate contributions year-to-date \$ 10000	Amount of contribution \$ 10000 Date of contribution 02/25/2008
Contributor's name, mailing address and ZIP code Richard Wollack PO Box 3989 Napa, CA 94558	Name of contributor's employer Premier Pacific Vineyards Contributor's occupation Vintner Aggregate contributions year-to-date \$ 2500	Amount of contribution \$ 2500 Date of contribution 02/25/2008
Contributor's name, mailing address and ZIP code Olive Watson 7305 Belle Meade Island Miami, FL 33138	Name of contributor's employer Self-employed Contributor's occupation Realtor Aggregate contributions year-to-date \$ 1000	Amount of contribution \$ 1000 Date of contribution 02/27/2008
Contributor's name, mailing address and ZIP code Carla Steinborn 4602 Iris Street Rockville, MD 20853	Name of contributor's employer US Dept of Commerce NOAA Contributor's occupation Computer Specialist Aggregate contributions year-to-date \$ 250	Amount of contribution \$ 250 Date of contribution 02/27/2008
Contributor's name, mailing address and ZIP code Salman Azhar 255 W17th Spt 4B New York, NY 10011	Name of contributor's employer IMC Contributor's occupation Physician Aggregate contributions year-to-date \$ 250	Amount of contribution \$ 250 Date of contribution 02/27/2008
Contributor's name, mailing address and ZIP code William A.K. Titelman 3303 Water Street NW 8N Washington, DC 20007	Name of contributor's employer Bernstein Liebhard & Lifshitz LLP Contributor's occupation Attorney Aggregate contributions year-to-date \$ 10000	Amount of contribution \$ 10000 Date of contribution 02/22/2008

Contributor's name, mailing address and ZIP code Michele Dunkerley PO Box 1220 Mercer Island, WA 98040	Name of contributor's employer Pressa Verde Contributor's occupation President and Publisher Aggregate contributions year-to-date \$ 20000	Amount of contribution \$ 7000 Date of contribution 02/21/2008
Contributor's name, mailing address and ZIP code Michele Dunkerley PO Box 1220 Mercer Island, WA 98040	Name of contributor's employer Pressa Verde Contributor's occupation President and Publisher Aggregate contributions year-to-date \$ 20000	Amount of contribution \$ 13000 Date of contribution 02/22/2008
Contributor's name, mailing address and ZIP code Paul Goldenberg 1963 Tumin Road LaHabra Heights, CA 90631	Name of contributor's employer Paul's TV Contributor's occupation Owner Aggregate contributions year-to-date \$ 15000	Amount of contribution \$ 15000 Date of contribution 02/22/2008
Contributor's name, mailing address and ZIP code Stephen P. Kennedy 233 Home Place Glenwood Springs, CO 81601	Name of contributor's employer Kennedy Construction Ltd. Contributor's occupation Owner Aggregate contributions year-to-date \$ 25000	Amount of contribution \$ 25000 Date of contribution 02/21/2008
Contributor's name, mailing address and ZIP code Jay Eisenhofer 485 Lexington Avenue 29th FL New York, NY 10017	Name of contributor's employer Grant & Eisenhofer Contributor's occupation Founder and Managing Partner Aggregate contributions year-to-date \$ 50000	Amount of contribution \$ 50000 Date of contribution 02/22/2008
Contributor's name, mailing address and ZIP code Jane Hickie 1150 Saxon Way Menlo Park, CA 94025	Name of contributor's employer Stanford University Contributor's occupation Staff Aggregate contributions year-to-date \$ 5000	Amount of contribution \$ 5000 Date of contribution 02/22/2008
Contributor's name, mailing address and ZIP code Aggregate Below Threshold 2261 Market Street, PMB 319 San Francisco, CA 94114	Name of contributor's employer NA Contributor's occupation NA Aggregate contributions year-to-date \$ 485	Amount of contribution \$ 485 Date of contribution 03/31/2008

Schedule B Itemized Expenditures

Schedule B

Recipient's name, mailing address and ZIP code Davis Group Inc 3601 S Congress Ave B-100 Austin, TX 78701	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 513354 Date of expenditure 02/29/2008
Purpose of expenditure TV airtime		
Recipient's name, mailing address and ZIP code Buying Time 2715 M Street NW Washington, DC 20007	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 144000 Date of expenditure 03/03/2008
Purpose of expenditure TV airtime		
Recipient's name, mailing address and ZIP code SeeChange LLC 8609 West Knoll Drive West Hollywood, CA 90089	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 30942 Date of expenditure 02/22/2008
Purpose of expenditure TV ad production		
Recipient's name, mailing address and ZIP code Point of View Productions 400 Gordon Drive Exton, PA 19341	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 33000 Date of expenditure 03/03/2008
Purpose of expenditure TV ad production		
Recipient's name, mailing address and ZIP code Heninger Media Services 2601A Wilson Blvd Arlington, VA 22201	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 1410 Date of expenditure 02/29/2008
Purpose of expenditure TV airtime		
Recipient's name, mailing address and ZIP code Heninger Media Services 2601A Wilson Blvd Arlington, VA 22201	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 4394 Date of expenditure 03/03/2008
Purpose of expenditure TV airtime		
Recipient's name, mailing address and ZIP code Heninger Media Services 2601A Wilson Blvd Arlington, VA 22201	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 2100 Date of expenditure 03/03/2008
Purpose of expenditure TV airtime		
Recipient's name, mailing address and ZIP code Corbis Corp 902 Broadway Ste 5 New York, NY 10010 - 6002	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 3600 Date of expenditure 03/03/2008
Purpose of expenditure Stock Photo Images		
Recipient's name, mailing address and ZIP code Revolution Media 2566 Overland Avenue Los Angeles, CA 90064	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 2700 Date of expenditure 02/29/2008
Purpose of expenditure Ohio Nielsen Ratings		

Recipient's name, mailing address and ZIP code Getty Images 75 Varick Street New York, NY 10013	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 1920 Date of expenditure 03/03/2008
Purpose of expenditure Stock photo images		

Recipient's name, mailing address and ZIP code Baker Sound Studios Inc 1821 Ranstead Street Philadelphia, PA 19103 - 3714	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 1068 Date of expenditure 03/03/2008
Purpose of expenditure Voiceover		

Recipient's name, mailing address and ZIP code SeeChange Media LLC 8609 West Knoll Drive West Hollywood, CA 90069	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 4000 Date of expenditure 03/03/2008
Purpose of expenditure Commission		

Recipient's name, mailing address and ZIP code Acosta Salazar LLC 1005 12th Street Sacramento, CA 95814	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 10251 Date of expenditure 02/22/2008
Purpose of expenditure Campaign consulting		

Recipient's name, mailing address and ZIP code Jason Kinney 980 9th Street Sacramento, CA 95814	Name of recipient's employer California Strategies Recipients's occupation Consultant	Amount of Expenditure \$ 5000 Date of expenditure 02/22/2008
Purpose of expenditure Consulting		

Recipient's name, mailing address and ZIP code Acosta Salazar LLC 1005 12th Street Sacramento, CA 95814	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 10000 Date of expenditure 03/05/2008
Purpose of expenditure Media relations		

Recipient's name, mailing address and ZIP code Jason Kinney 980 9th Street Sacramento, CA 95814	Name of recipient's employer California Strategies Recipients's occupation Consultant	Amount of Expenditure \$ 5000 Date of expenditure 03/05/2008
Purpose of expenditure Consulting		

Recipient's name, mailing address and ZIP code Jason Kinney 980 9th Street Sacramento, CA 95814	Name of recipient's employer California Strategies Recipients's occupation Consultant	Amount of Expenditure \$ 10000 Date of expenditure 03/19/2008
Purpose of expenditure Website design and maintenance		

Recipient's name, mailing address and ZIP code Warren & Associates LLC 2261 Market Street, PMB 319 San Francisco, CA 94114	Name of recipient's employer NA Recipients's occupation NA	Amount of Expenditure \$ 6140 Date of expenditure 03/05/2008
Purpose of expenditure Accounting services		

Recipient's name, mailing address and ZIP code
Aggregate Below Threshold
2261 Market Street, PMB 319
San Francisco, CA 94114

Name of recipient's employer
NA
Recipients's occupation
NA

Amount of Expenditure
\$ 1128
Date of expenditure
03/31/2008

Purpose of expenditure
Bank fees and misc production cost

**Political Organization
Notice of Section 527 Status**

Part I General Information

1 Name of organization American Leadership Project
Employer identification number 33 - 1203819

2 Mailing address (P.O. box or number, street, and room or suite number)
2261 Market Street, PMB 319

City or town, state, and ZIP code
San Francisco, CA 94114

3 Check applicable box: Initial notice Amended notice Final notice

4a Date established 02/15/2008
4b Date of material change

5 E-mail address of organization
no@email

6a Name of custodian of records Nancy Warren
6b Custodian's address 2261 Market Street, PMB 319
San Francisco, CA 94114

7a Name of contact person Roger V. Salazar
7b Contact person's address 1005 12th Street, Suite A
Sacramento, CA 95814

8 Business address of organization (if different from mailing address shown above). Number, street, and room or suite number
2261 Market Street, PMB 319

City or town, state, and ZIP code
San Francisco, CA 94114

9a Election authority NONE
9b Election authority identification number

Part II Notification of Claim of Exemption From Filing Certain Forms (see instructions)

10a Is this organization claiming exemption from filing Form 8872, Political Organization Report of Contributions and Expenditures, as a qualified state or local political organization? Yes No

10b If 'Yes,' list the state where the organization files reports:

11 Is this organization claiming exemption from filing Form 990 (or 990-EZ), Return of Organization Exempt from Income Tax, as a caucus or associations of state or local officials? Yes No

Part III Purpose

12 Describe the purpose of the organization
Section 527 political committee

Part IV List of All Related Entities (see instructions)

13 Check if the organization has no related entities..... ✓

14a Name of related entity	14b Relationship	14c Address
----------------------------	------------------	-------------

Part V List of All Officers, Directors, and Highly Compensated Employees (see instructions)

15a Name	15b Title	15c Address
----------	-----------	-------------

Roger V. Salazar	President	1005 12th Street, Suite A Sacramento, CA 95814
------------------	-----------	---

Under penalties of perjury, I declare that the organization named in Part I is to be treated as a tax-exempt organization described in section 527 of the Internal Revenue Code, and that I have examined this notice, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that I am the official authorized to sign this report, and I am signing by entering my name below.

Roger V. Salazar

02/15/2008

Sign Here



Name of authorized official



Date

EXHIBIT 2

**FEC FORM 9
24 HOUR NOTICE OF DISBURSEMENTS/OBLIGATIONS FOR
ELECTIONEERING COMMUNICATIONS**

1. Individual, Organization or Qualified Nonprofit Corporation Making the Disbursement/Obligations

(a) Name AMERICAN LEADERSHIP PROJECT		2. FEC Identification Number C C30000871
(b) Address (number and street) <input type="checkbox"/> check if different than previously reported 2281 MARKET STREET PMB 319		
(c) City, State and ZIP Code SAN FRANCISCO CA 94114		
(d) Name of Employer or Principal Place of Business		(e) Occupation

3. Is This Statement New or Amended

4. Covering Period 04 ' 17 ' 2008 through 04 ' 18 ' 2008

5. (a) Date of Public Distribution(s) 04 ' 18 ' 2008 (b) Communication Title Every/Difference

6. Is the Filer a Qualified Nonprofit Corporation under 11 CFR 114.10(c)? Yes No

7. Were the disbursements for the electioneering communication made exclusively from donations to a segregated bank account? Yes No

8. Custodian of Records

(a) Name Nancy Warren	
(b) Address (number and street) 2281 Market Street PMB 319	
(c) City, State and ZIP Code San Francisco CA 94114	
(d) Name of Employer or Principal Place of Business Warren & Associates LLC	(e) Occupation Accountant

9. Total Donations This Statement 255000.00

10. Total Disbursements/Obligations This Statement 200000.00

Under penalty of perjury, I certify that this statement is true, correct and complete. In addition, if the electioneering communications reported herein were made by a corporation, I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM Nancy L Warren

SIGNATURE _____ DATE 04/18/2008

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this statement to the penalties of 2 U.S.C. 437g.

List of Person(s) Sharing/Exercising Control

(use additional pages as necessary)

PAGE 214

11. Person(s) Sharing/Exercising Control

A.	(a) Name Jason Kinney	Transaction ID : F91.000001
	(b) Address (number and street) 980 9th Street	
	(c) City, State and Zip Code Sacramento CA 95814	
	(d) Name of Employer or Principal Place of Business California Strategies LLC	(e) Occupation Consultant
B.	(a) Name Roger Salazar	Transaction ID : F91.000002
	(b) Address (number and street) 1005 12th Street	
	(c) City, State and Zip Code Sacramento CA 95814	
	(d) Name of Employer or Principal Place of Business Acosta Salazar LLC	(e) Occupation Consultant

SCHEDULE 9-A
Donation(s) Received

<p>A. Full Name of Donor Edgar M Bronfman Mailing Address of Donor 375 Park Avenue</p> <hr/> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip</td> </tr> <tr> <td>New York</td> <td>NY</td> <td>10151</td> </tr> </table>	City	State	Zip	New York	NY	10151	<p>Date of Receipt NOV 04 2008 17</p> <p>Amount 5000.00</p> <p>Transaction ID : F92.000001</p>
City	State	Zip					
New York	NY	10151					

<p>B. Full Name of Donor Amer Federation of State County Munic Emps AFSCME Mailing Address of Donor 1625 L Street NW</p> <hr/> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip</td> </tr> <tr> <td>Washington</td> <td>DC</td> <td>20036</td> </tr> </table>	City	State	Zip	Washington	DC	20036	<p>Date of Receipt NOV 04 2008 17</p> <p>Amount 200000.00</p> <p>Transaction ID : F92.000002</p>
City	State	Zip					
Washington	DC	20036					

<p>C. Full Name of Donor Office & Professional Emps Intl Union OPEIU Mailing Address of Donor 1600 L Street NW</p> <hr/> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip</td> </tr> <tr> <td>Washington</td> <td>DC</td> <td>20036</td> </tr> </table>	City	State	Zip	Washington	DC	20036	<p>Date of Receipt NOV 04 2008 18</p> <p>Amount 50000.00</p> <p>Transaction ID : F92.000003</p>
City	State	Zip					
Washington	DC	20036					

SUBTOTAL of Donations This Page (optional).....	255000.00
TOTAL This Period (last page this line number only)..... (carry total from last page to Line 9)	255000.00

**FEC FORM 9
24 HOUR NOTICE OF DISBURSEMENTS/OBLIGATIONS FOR
ELECTIONEERING COMMUNICATIONS**

1. Individual, Organization or Qualified Nonprofit Corporation Making the Disbursement/Obligations

(a) Name

American Leadership Project

(b) Address (number and street)

2261 Market Street PMB 319

check if different than previously reported

(c) City, State and ZIP Code

San Francisco

CA

94114

2. FEC Identification Number

C C00000000

(d) Name of Employer or Principal Place of Business

(e) Occupation

3. Is This Statement New
or
 Amended

4. Covering Period

M M / D D / Y Y Y Y
02 / 22 / 2008

through

M M / D D / Y Y Y Y
03 / 03 / 2008

5. (a) Date of Public Distribution(s) M M / D D / Y Y Y Y
03 / 03 / 2008

(b) Communication Title Count, Bus. and Every-Difference

6. Is the Filer a Qualified Nonprofit Corporation under 11 CFR 114.10(c)?

Yes

No

7. Were the disbursements for the electioneering communication made exclusively from donations to a segregated bank account?

Yes

No

8. Custodian of Records

(a) Name

Nancy L Warren

(b) Address (number and street)

2261 Market Street PMB 319

(c) City, State and ZIP Code

San Francisco

CA

94114

(d) Name of Employer or Principal Place of Business

Warren & Associates LLC

(e) Occupation

Accountant

9. Total Donations This Statement

1161485.00

10. Total Disbursements/Obligations This Statement

863841.88

Under penalty of perjury, I certify that this statement is true, correct and complete. In addition, if the electioneering communications reported herein were made by a corporation, I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM

Ms Nancy L Warren

SIGNATURE _____

DATE 03/04/2008

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this statement to the penalties of 2 U.S.C. 437g.

28039650850

List of Person(s) Sharing/Exercising Control
 (use additional pages as necessary)

11. Person(s) Sharing/Exercising Control

A.	(a) Name Jason Kinney	Transaction ID : F91.000001		
	(b) Address (number and street) 980 9th Street Suite 2000			
	(c) City, State and Zip Code Sacramento CA 95814			
	(d) Name of Employer or Principal Place of Business California Strategies LLC		(e) Occupation Consultant	
	B.			
B.	(a) Name Roger V Salazar	Transaction ID : F91.000002		
	(b) Address (number and street) 1005 12th Street Suite A			
	(c) City, State and Zip Code Sacramento CA 95814			
	(d) Name of Employer or Principal Place of Business Acosta Salazar LLC		(e) Occupation Consultant	

28039650857

SCHEDULE 9-A
Donation(s) Received

<p>A. Full Name of Donor Stephen Kennedy</p> <p>Mailing Address of Donor 233 Home Place</p> <p>City State Zip Glenwood Springs CO 81601</p>	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 21 / 2008</p> <p>Amount 25000.00</p> <p>Transaction ID : F92.000001</p>
<p>B. Full Name of Donor Michele Dunkerley</p> <p>Mailing Address of Donor PO Box 1220</p> <p>City State Zip Mercer Island WA 98040</p>	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 21 / 2008</p> <p>Amount 7000.00</p> <p>Transaction ID : F92.000002</p>
<p>C. Full Name of Donor Jay Eisenhower</p> <p>Mailing Address of Donor 485 Lexington Avenue 29th FL</p> <p>City State Zip New York NY 10017</p>	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 22 / 2008</p> <p>Amount 50000.00</p> <p>Transaction ID : F92.000003</p>
<p>D. Full Name of Donor Michele Dunkerley</p> <p>Mailing Address of Donor PO Box 1220</p> <p>City State Zip Mercer Island WA 98040</p>	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 22 / 2008</p> <p>Amount 13000.00</p> <p>Transaction ID : F92.000004</p>
<p>E. Full Name of Donor Jane Hilde</p> <p>Mailing Address of Donor 1150 Saxon Way</p> <p>City State Zip Menlo Park CA 94025</p>	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 22 / 2008</p> <p>Amount 5000.00</p> <p>Transaction ID : F92.000005</p>

SUBTOTAL of Donations This Page (optional)..... 100000.00

TOTAL This Period (last page this line number only).....
(carry total from last page to Line 9)

28039650358

SCHEDULE 9-A
Donation(s) Received

A. Full Name of Donor Paul Goldenberg <hr/> Mailing Address of Donor 1963 Tumin Road <hr/> City State Zip LaHabra Heights CA 90631			Date of Receipt M M / D D / Y Y Y Y 02 / 22 / 2008 Amount 15000.00 Transaction ID : F92.000008
B. Full Name of Donor Democrats for the Future <hr/> Mailing Address of Donor 20 Park Road Suite E <hr/> City State Zip Burlingame CA 94010			Date of Receipt M M / D D / Y Y Y Y 02 / 22 / 2008 Amount 10000.00 Transaction ID : F92.000007
C. Full Name of Donor William Titelman <hr/> Mailing Address of Donor 3303 Water Street NW 8N <hr/> City State Zip Washington DC 20007			Date of Receipt M M / D D / Y Y Y Y 02 / 22 / 2008 Amount 10000.00 Transaction ID : F92.000008
D. Full Name of Donor Dain Rauscher Inc. <hr/> Mailing Address of Donor 1800 K Street NW Suite 750 <hr/> City State Zip Washington DC 20005			Date of Receipt M M / D D / Y Y Y Y 02 / 25 / 2008 Amount 10000.00 Transaction ID : F92.000009
E. Full Name of Donor Norma Hess <hr/> Mailing Address of Donor 625 Park Avenue <hr/> City State Zip New York NY 10021			Date of Receipt M M / D D / Y Y Y Y 02 / 25 / 2008 Amount 2000.00 Transaction ID : F92.000010

SUBTOTAL of Donations This Page (optional)..... **47000.00**

TOTAL This Period (last page this line number only).....
 (carry total from last page to Line 9)

28039650859

SCHEDULE 9-A
Donation(s) Received

<p>A. Full Name of Donor American Federation of State & County Munic Empes</p> <hr/> <p>Mailing Address of Donor 1625 L Street NW</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Washington</td> <td>DC</td> <td>20036</td> </tr> </table>	City	State	Zip	Washington	DC	20036	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 29 / 2008</p> <p>Amount 1000000.00</p> <p>Transaction ID : F92.000011</p>
City	State	Zip					
Washington	DC	20036					
<p>B. Full Name of Donor Christy Johnson</p> <hr/> <p>Mailing Address of Donor 967 Windmill Parkway</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Evans</td> <td>GA</td> <td>30809</td> </tr> </table>	City	State	Zip	Evans	GA	30809	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 21 / 2008</p> <p>Amount 50.00</p> <p>Transaction ID : F92.000012</p>
City	State	Zip					
Evans	GA	30809					
<p>C. Full Name of Donor Kristin Bethurem</p> <hr/> <p>Mailing Address of Donor 3135 8th Street</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Boulder</td> <td>CO</td> <td>80304</td> </tr> </table>	City	State	Zip	Boulder	CO	80304	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 21 / 2008</p> <p>Amount 100.00</p> <p>Transaction ID : F92.000013</p>
City	State	Zip					
Boulder	CO	80304					
<p>D. Full Name of Donor Dawn Bulton</p> <hr/> <p>Mailing Address of Donor 5608 Onyx Drive</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Rockin</td> <td>CA</td> <td>95877</td> </tr> </table>	City	State	Zip	Rockin	CA	95877	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 21 / 2008</p> <p>Amount 50.00</p> <p>Transaction ID : F92.000014</p>
City	State	Zip					
Rockin	CA	95877					
<p>E. Full Name of Donor Jason Herkel</p> <hr/> <p>Mailing Address of Donor 733 North Kings Road Ste 330</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Los Angeles</td> <td>CA</td> <td>90089</td> </tr> </table>	City	State	Zip	Los Angeles	CA	90089	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 22 / 2008</p> <p>Amount 10.00</p> <p>Transaction ID : F92.000015</p>
City	State	Zip					
Los Angeles	CA	90089					

SUBTOTAL of Donations This Page (optional)..... 1000210.00

TOTAL This Period (last page this line number only).....
 (carry total from last page to Line 9)

28039650850

SCHEDULE 9-A
Donation(s) Received

<p>A. Full Name of Donor Anne Pinkerton</p> <hr/> <p>Mailing Address of Donor 1001 Keystone Avenue</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Reno</td> <td>NV</td> <td>89503</td> </tr> </table>	City	State	Zip	Reno	NV	89503	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 22 / 2008</p> <p>Amount 100.00</p> <p>Transaction ID : F92.000016</p>
City	State	Zip					
Reno	NV	89503					
<p>B. Full Name of Donor Lucy Durkin</p> <hr/> <p>Mailing Address of Donor 4249 Kindig Spur</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Copley</td> <td>OH</td> <td>44321</td> </tr> </table>	City	State	Zip	Copley	OH	44321	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 23 / 2008</p> <p>Amount 50.00</p> <p>Transaction ID : F92.000017</p>
City	State	Zip					
Copley	OH	44321					
<p>C. Full Name of Donor Deborah Stubbs</p> <hr/> <p>Mailing Address of Donor 100 Alcott Place 2K</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Bronx</td> <td>NY</td> <td>10475</td> </tr> </table>	City	State	Zip	Bronx	NY	10475	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 24 / 2008</p> <p>Amount 25.00</p> <p>Transaction ID : F92.000018</p>
City	State	Zip					
Bronx	NY	10475					
<p>D. Full Name of Donor Monica Graham</p> <hr/> <p>Mailing Address of Donor 20 Borden Lane</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>East Hampton</td> <td>NY</td> <td>11937</td> </tr> </table>	City	State	Zip	East Hampton	NY	11937	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 25 / 2008</p> <p>Amount 10000.00</p> <p>Transaction ID : F92.000019</p>
City	State	Zip					
East Hampton	NY	11937					
<p>E. Full Name of Donor Richard Wolfack</p> <hr/> <p>Mailing Address of Donor PO Box 3889</p> <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Napa</td> <td>CA</td> <td>94558</td> </tr> </table>	City	State	Zip	Napa	CA	94558	<p>Date of Receipt M M / D D / Y Y Y Y 02 / 25 / 2008</p> <p>Amount 2500.00</p> <p>Transaction ID : F92.000020</p>
City	State	Zip					
Napa	CA	94558					

28039650861

<p>SUBTOTAL of Donations This Page (optional).....</p>	<p>12675.00</p>
<p>TOTAL This Period (last page this line number only)..... (carry total from last page to Line 9)</p>	

**SCHEDULE 9-A
Donation(s) Received**

A. Full Name of Donor Roxane Gardner <hr/> Mailing Address of Donor 85 E India Row 34B <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Boston</td> <td>MA</td> <td>02110</td> </tr> </table>			City	State	Zip	Boston	MA	02110	Date of Receipt M M / D D / Y Y Y Y 02 / 28 / 2008 Amount 100.00 Transaction ID : F92.000021
City	State	Zip							
Boston	MA	02110							
B. Full Name of Donor Olive Watson <hr/> Mailing Address of Donor 7305 Belle Meade Island <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Miami</td> <td>FL</td> <td>33138</td> </tr> </table>			City	State	Zip	Miami	FL	33138	Date of Receipt M M / D D / Y Y Y Y 02 / 28 / 2008 Amount 1000.00 Transaction ID : F92.000022
City	State	Zip							
Miami	FL	33138							
C. Full Name of Donor Carla Steinborn <hr/> Mailing Address of Donor 4602 Iris Street <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>Rockville</td> <td>MD</td> <td>20853</td> </tr> </table>			City	State	Zip	Rockville	MD	20853	Date of Receipt M M / D D / Y Y Y Y 02 / 27 / 2008 Amount 250.00 Transaction ID : F92.000023
City	State	Zip							
Rockville	MD	20853							
D. Full Name of Donor Salman Azhar <hr/> Mailing Address of Donor 25 W 17th Apt B <hr/> <table border="0"> <tr> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>New York</td> <td>NY</td> <td>10011</td> </tr> </table>			City	State	Zip	New York	NY	10011	Date of Receipt M M / D D / Y Y Y Y 02 / 27 / 2008 Amount 250.00 Transaction ID : F92.000024
City	State	Zip							
New York	NY	10011							

SUBTOTAL of Donations This Page (optional)..... 1600.00

TOTAL This Period (last page this line number only)..... 1161485.00
 (carry total from last page to Line 9)

28039650862

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

20090650863

A. Full Name (Last, First, Middle Initial) of Payee The Davis Group Inc					Date of Disbursement or Obligation M M / D D / Y Y Y Y 02 / 29 / 2008					
Mailing Address of Payee 3801 S Congress Ave Bldg B 100					Amount 658000.00					
City Austin		State TX		Zip Code 78701		Communication Date M M / D D / Y Y Y Y 03 / 03 / 2008				
Name of Employer					Occupation					
Purpose of Disbursement (including title(s) of communication(s)) TV airtime: Count on & Every/Difference										
Name of Federal Candidate Hillary Clinton			Office Sought: X President		House Senate District:		State: TX		Disbursement/Obligation For: 2008 X Primary General	
F94.000002										
Name of Federal Candidate Barack Obama			Office Sought: X President		House Senate District:		State: TX		Disbursement/Obligation For: 2008 X Primary General	
F94.000003										
Name of Federal Candidate			Office Sought:		House Senate District:		State:		Disbursement/Obligation For: Primary General	
Other (specify)										
B. Full Name (Last, First, Middle Initial) of Payee Buying Time					Date of Disbursement or Obligation M M / D D / Y Y Y Y 03 / 03 / 2008					
Mailing Address of Payee 2716 M Street NW FL4					Amount 144000.00					
City Washington		State DC		Zip Code 20007		Communication Date M M / D D / Y Y Y Y 03 / 03 / 2008				
Name of Employer					Occupation					
Purpose of Disbursement (including title(s) of communication(s)) TV airtime:										
Name of Federal Candidate Hillary Clinton			Office Sought: X President		House Senate District:		State: TX		Disbursement/Obligation For: 2008 X Primary General	
F94.000006										
Name of Federal Candidate Barack Obama			Office Sought: X President		House Senate District:		State: TX		Disbursement/Obligation For: 2008 X Primary General	
F94.000007										
Name of Federal Candidate			Office Sought:		House Senate District:		State:		Disbursement/Obligation For: Primary General	
Other (specify)										
SUBTOTAL of Disbursement/Obligation This Page (optional)								800000.00		
TOTAL This Period (last page this line number only) (carry total from last page to line 10)										

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

28039650894

A. Full Name (Last, First, Middle Initial) of Payee See Charge LLC					Date of Disbursement or Obligation M M / D D / Y Y Y Y 02 / 22 / 2008						
Mailing Address of Payee 8809 West Knoll Drive					Amount 30941.66						
City West Hollywood		State CA		Zip Code 90069		Communication Date M M / D D / Y Y Y Y 03 / 03 / 2008					
Name of Employer					Occupation						
Purpose of Disbursement (including title(s) of communication(s)) TV Ad Production: Blueprint & Court On											
Name of Federal Candidate Hillary Clinton			Office Sought: House <input checked="" type="checkbox"/> Senate <input checked="" type="checkbox"/> President		State: OH District:		Disbursement/Obligation For: 2008 <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General Other (specify) _____				
F94.000008											
Name of Federal Candidate Barack Obama			Office Sought: House <input checked="" type="checkbox"/> Senate <input checked="" type="checkbox"/> President		State: OH District:		Disbursement/Obligation For: 2008 <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General Other (specify) _____				
F94.000008											
Name of Federal Candidate			Office Sought: House Senate President		State: District:		Disbursement/Obligation For: <input type="checkbox"/> Primary <input type="checkbox"/> General Other (specify) _____				
B. Full Name (Last, First, Middle Initial) of Payee Point of View Productions											
Mailing Address of Payee 400 Gordon Drive Ste 705					Date of Disbursement or Obligation M M / D D / Y Y Y Y 03 / 03 / 2008						
City Exton					State PA		Zip Code 19341		Amount 33000.00		
Name of Employer					Occupation						
Purpose of Disbursement (including title(s) of communication(s)) TV ad production: Every/Difference											
Name of Federal Candidate			Office Sought: House Senate President		State: District:		Disbursement/Obligation For: <input type="checkbox"/> Primary <input type="checkbox"/> General Other (specify) _____				
Name of Federal Candidate			Office Sought: House Senate President		State: District:		Disbursement/Obligation For: <input type="checkbox"/> Primary <input type="checkbox"/> General Other (specify) _____				
Name of Federal Candidate			Office Sought: House Senate President		State: District:		Disbursement/Obligation For: <input type="checkbox"/> Primary <input type="checkbox"/> General Other (specify) _____				
SUBTOTAL of Disbursement/Obligation This Page (optional)					63941.66						
TOTAL This Period (last page this line number only) (carry total from last page to line 10)					863941.66						

Federal Election Commission
ENVELOPE REPLACEMENT PAGE FOR INCOMING DOCUMENTS
 The FEC added this page to the end of this filing to indicate how it was received.

<input type="checkbox"/> Hand Delivered	Date of Receipt
<input type="checkbox"/> USPS First Class Mail	Postmarked
<input type="checkbox"/> USPS Registered/Certified	Postmarked (R/C)
<input type="checkbox"/> USPS Priority Mail	Postmarked
Delivery Confirmation™ or Signature Confirmation™ Label <input type="checkbox"/>	
<input type="checkbox"/> USPS Express Mail	Postmarked
<input type="checkbox"/> Postmark Illegible	
<input type="checkbox"/> No Postmark	
<input type="checkbox"/> Overnight Delivery Service (Specify):	Shipping Date
Next Business Day Delivery <input type="checkbox"/>	
<input type="checkbox"/> Received from House Records & Registration Office	Date of Receipt
<input type="checkbox"/> Received from Senate Public Records Office	Date of Receipt
<input type="checkbox"/> Received from Electronic Filing Office	Date of Receipt
<input checked="" type="checkbox"/> Other (Specify): <i>Webform # 185</i>	Date of Receipt or Postmarked <i>3/4/08</i>
<i>Er</i>	<i>3/5/08</i>
PREPARER (3/2005)	DATE PREPARED

28039650865

**FEC FORM 9
24 HOUR NOTICE OF DISBURSEMENTS/OBLIGATIONS FOR
ELECTIONEERING COMMUNICATIONS**

1. Individual, Organization or Qualified Nonprofit Corporation Making the Disbursement/Obligations

(a) Name AMERICAN LEADERSHIP PROJECT		2. FEC Identification Number C C3000871
(b) Address (number and street) <input type="checkbox"/> check if different than previously reported 2261 MARKET STREET PMB 319		
(c) City, State and ZIP Code SAN FRANCISCO CA 84114		
(d) Name of Employer or Principal Place of Business		(e) Occupation

3. Is This Statement	<input checked="" type="checkbox"/> New	4. Covering Period	02 / 22 / 2008
	or <input type="checkbox"/> Amended		03 / 04 / 2008

5. (a) Date of Public Distribution(s) 03 / 03 / 2008 (b) Communication Title Court Blue & EveryD-
Inference

6. Is the Filer a Qualified Nonprofit Corporation under 11 CFR 114.10(c)? Yes No

7. Were the disbursements for the electioneering communication made exclusively from donations to a segregated bank account? Yes No

8. Custodian of Records

(a) Name Nancy L Warren	
(b) Address (number and street) 2261 Market Street PMB 319	
(c) City, State and ZIP Code San Francisco CA 94114	
(d) Name of Employer or Principal Place of Business Warren & Associates LLC	(e) Occupation Accountant

9. Total Donations This Statement 1161465.00

10. Total Disbursements/Obligations This Statement 743305.75

Under penalty of perjury, I certify that this statement is true, correct and complete. In addition, if the electioneering communications reported herein were made by a corporation, I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM Nancy L Warren

SIGNATURE _____ DATE 04/15/2008

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this statement to the penalties of 2 U.S.C. 437g.

List of Person(s) Sharing/Exercising Control
 (use additional pages as necessary)

11. Person(s) Sharing/Exercising Control

A. (a) Name Jason Kinney		Transaction ID : F91.000001
(b) Address (number and street) 980 9th Street Suite 2000		
(c) City, State and Zip Code Sacramento CA 95814		
(d) Name of Employer or Principal Place of Business California Strategies LLC		(e) Occupation Consultant
B. (a) Name Roger Salazar		Transaction ID : F91.000002
(b) Address (number and street) 1005 12th Street Suite A		
(c) City, State and Zip Code Sacramento CA 95814		
(d) Name of Employer or Principal Place of Business Acosta Salazar LLC		(e) Occupation Consultant

SCHEDULE 9-A
Donation(s) Received

<p>A. Full Name of Donor Stephen Kennedy Mailing Address of Donor 233 Home Place</p> <hr/> <p>City State Zip Greenwood Springs CO 81801</p>	<p>Date of Receipt 02 / 21 / 2008</p> <p>Amount 25000.00</p> <p>Transaction ID: F92.000001</p>
<p>B. Full Name of Donor Michele Dunkerley Mailing Address of Donor PO Box 1220</p> <hr/> <p>City State Zip Mercer Island WA 98040</p>	<p>Date of Receipt 02 / 21 / 2008</p> <p>Amount 7000.00</p> <p>Transaction ID: F92.000002</p>
<p>C. Full Name of Donor Jay Eisenhower Mailing Address of Donor 485 Lexington Avenue 29th FL</p> <hr/> <p>City State Zip New York NY 10017</p>	<p>Date of Receipt 02 / 22 / 2008</p> <p>Amount 50000.00</p> <p>Transaction ID: F92.000003</p>
<p>D. Full Name of Donor Michele Dunkerley Mailing Address of Donor PO Box 1220</p> <hr/> <p>City State Zip Mercer Island WA 98040</p>	<p>Date of Receipt 02 / 22 / 2008</p> <p>Amount 13000.00</p> <p>Transaction ID: F92.000004</p>
<p>E. Full Name of Donor Jane Hickie Mailing Address of Donor 1150 Saxon Way</p> <hr/> <p>City State Zip Menlo Park CA 94025</p>	<p>Date of Receipt 02 / 22 / 2008</p> <p>Amount 5000.00</p> <p>Transaction ID: F92.000005</p>

<p>SUBTOTAL of Donations This Page (optional).....</p>	<p>100000.00</p>
<p>TOTAL This Period (last page this line number only)..... (carry total from last page to Line 9)</p>	

SCHEDULE 8-A
Donation(s) Received

<p>A. Full Name of Donor Paul Goldenberg Mailing Address of Donor 1983 Turnin Road</p> <hr/> <p>City State Zip LaHabra Heights CA 90031</p>	<p>Date of Receipt 02 / 22 / 2008</p> <p>Amount 15000.00</p> <p>Transaction ID : F92.000006</p>
<p>B. Full Name of Donor Democrats for the Future Mailing Address of Donor 20 Park Road Suite E</p> <hr/> <p>City State Zip Burlingam CA 94010</p>	<p>Date of Receipt 02 / 22 / 2008</p> <p>Amount 10000.00</p> <p>Transaction ID : F92.000007</p>
<p>C. Full Name of Donor William Titelman Mailing Address of Donor 3303 Water Street NW 8N</p> <hr/> <p>City State Zip Washington DC 20007</p>	<p>Date of Receipt 02 / 22 / 2008</p> <p>Amount 10000.00</p> <p>Transaction ID : F92.000008</p>
<p>D. Full Name of Donor Dain Rauscher Inc Mailing Address of Donor 1800 K Street NW #750</p> <hr/> <p>City State Zip Washington DC 20005</p>	<p>Date of Receipt 02 / 25 / 2008</p> <p>Amount 10000.00</p> <p>Transaction ID : F92.000009</p>
<p>E. Full Name of Donor Norma Hess Mailing Address of Donor 625 Park Avenue</p> <hr/> <p>City State Zip New York NY 10021</p>	<p>Date of Receipt 02 / 25 / 2008</p> <p>Amount 2000.00</p> <p>Transaction ID : F92.000010</p>

<p>SUBTOTAL of Donations This Page (optional).....</p>	<p>47000.00</p>
<p>TOTAL This Period (last page this line number only)..... (carry total from last page to Line 8)</p>	

SCHEDULE 9-A
Donation(s) Received

<p>A. Full Name of Donor Anne Pinkerton Mailing Address of Donor 1001 Keystone Avenue</p> <hr/> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip</td> </tr> <tr> <td>Reno</td> <td>NV</td> <td>89503</td> </tr> </table>	City	State	Zip	Reno	NV	89503	<p>Date of Receipt 02 / 22 / 2008</p> <p>Amount 100.00</p> <p>Transaction ID: F92.000016</p>
City	State	Zip					
Reno	NV	89503					
<p>B. Full Name of Donor Lucy Durkin Mailing Address of Donor 4249 Kindig Spur</p> <hr/> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip</td> </tr> <tr> <td>Copley</td> <td>OH</td> <td>44321</td> </tr> </table>	City	State	Zip	Copley	OH	44321	<p>Date of Receipt 02 / 23 / 2008</p> <p>Amount 50.00</p> <p>Transaction ID: F92.000017</p>
City	State	Zip					
Copley	OH	44321					
<p>C. Full Name of Donor Deborah Stubbs Mailing Address of Donor 100 Alcott Place</p> <hr/> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip</td> </tr> <tr> <td>Bronx</td> <td>NY</td> <td>10475</td> </tr> </table>	City	State	Zip	Bronx	NY	10475	<p>Date of Receipt 02 / 24 / 2008</p> <p>Amount 25.00</p> <p>Transaction ID: F92.000018</p>
City	State	Zip					
Bronx	NY	10475					
<p>D. Full Name of Donor Monica Graham Mailing Address of Donor 20 Borden Lane</p> <hr/> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip</td> </tr> <tr> <td>East Hampton</td> <td>NY</td> <td>11937</td> </tr> </table>	City	State	Zip	East Hampton	NY	11937	<p>Date of Receipt 02 / 25 / 2008</p> <p>Amount 10000.00</p> <p>Transaction ID: F92.000019</p>
City	State	Zip					
East Hampton	NY	11937					
<p>E. Full Name of Donor Roxane Gardner Mailing Address of Donor 85 E India Row</p> <hr/> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">City</td> <td style="width: 33%;">State</td> <td style="width: 33%;">Zip</td> </tr> <tr> <td>Boston</td> <td>MA</td> <td>02110</td> </tr> </table>	City	State	Zip	Boston	MA	02110	<p>Date of Receipt 02 / 26 / 2008</p> <p>Amount 100.00</p> <p>Transaction ID: F92.000020</p>
City	State	Zip					
Boston	MA	02110					
<p>SUBTOTAL of Donations This Page (optional).....</p>		<p>10275.00</p>					
<p>TOTAL This Period (last page this line number only)..... (carry total from last page to Line 9)</p>							

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee The Davis Group					Date of Disbursement or Obligation M M . D D . Y Y Y Y 02 . 29 . 2008					
Mailing Address of Payee 3601 S Congress Avenue					Amount 513354.38					
City Austin		State TX		Zip Code 78701		Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008				
Name of Employer Occupation					Transaction ID : F93.000001					
Purpose of Disbursement (including title(s) of communication(s)) TV Airtime - Count On & Every/Difference										
Name of Federal Candidate Hillary Clinton			Office Bought: House		State: TX		Disbursement/Obligation For: 2008			
F94.000002			X Senate		District:		X Primary General			
Name of Federal Candidate Barack Obama			Office Bought: House		State: TX		Disbursement/Obligation For: 2008			
F94.000003			X Senate		District:		X Primary General			
Name of Federal Candidate			Office Bought: House		State:		Disbursement/Obligation For:			
			Senate		District:		Primary General			
			President				Other (specify) _____			
B. Full Name (Last, First, Middle Initial) of Payee Buying Time					Date of Disbursement or Obligation M M . D D . Y Y Y Y 03 . 03 . 2008					
Mailing Address of Payee 2715 M Street NW					Amount 144000.00					
City Washington		State DC		Zip Code 20007		Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008				
Name of Employer Occupation					Transaction ID : F93.000002					
Purpose of Disbursement (including title(s) of communication(s)) TV airtime: Blue & Every/Difference										
Name of Federal Candidate Hillary Clinton			Office Bought: House		State: OH		Disbursement/Obligation For: 2008			
F94.000005			X Senate		District:		X Primary General			
Name of Federal Candidate Barack Obama			Office Bought: House		State: OH		Disbursement/Obligation For: 2008			
F94.000006			X Senate		District:		X Primary General			
Name of Federal Candidate			Office Bought: House		State:		Disbursement/Obligation For:			
			Senate		District:		Primary General			
			President				Other (specify) _____			
SUBTOTAL of Disbursement/Obligation This Page (optional)					657354.38					
TOTAL This Period (last page this line number only) (carry total from last page to line 10)										

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee Sea Change LLC <hr/> Mailing Address of Payee 8609 West Knol Drive <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:33%;">City</td> <td style="width:33%;">State</td> <td style="width:33%;">Zip Code</td> </tr> <tr> <td>West Hollywood</td> <td>CA</td> <td>90089</td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:60%;">Name of Employer</td> <td>Occupation</td> </tr> <tr> <td> </td> <td> </td> </tr> </table> <hr/> Purpose of Disbursement (including title(s) of communication(s)) TV ad Production - Count One & Blueprint					City	State	Zip Code	West Hollywood	CA	90089	Name of Employer	Occupation			Date of Disbursement or Obligation M M . D D . Y Y Y Y 02 . 22 . 2008 <hr/> Amount 30941.86 <hr/> Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008 <hr/> Transaction ID : F93.000003																																											
City	State	Zip Code																																																								
West Hollywood	CA	90089																																																								
Name of Employer	Occupation																																																									
<table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Sought:</td> <td style="width:15%;">House</td> <td style="width:15%;">State:</td> <td style="width:15%;">OH</td> <td style="width:20%;">Disbursement/Obligation For: 2008</td> </tr> <tr> <td>Hillary Clinton</td> <td> </td> <td>Senate</td> <td>District:</td> <td> </td> <td>Primary General</td> </tr> <tr> <td>F94.000008</td> <td><input checked="" type="checkbox"/></td> <td>President</td> <td> </td> <td> </td> <td>X Other (specify) <u>Primary Ohio & Texas</u></td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Sought:</td> <td style="width:15%;">House</td> <td style="width:15%;">State:</td> <td> </td> <td style="width:20%;">Disbursement/Obligation For:</td> </tr> <tr> <td> </td> <td> </td> <td>Senate</td> <td>District:</td> <td> </td> <td>Primary General</td> </tr> <tr> <td> </td> <td> </td> <td>President</td> <td> </td> <td> </td> <td>Other (specify) _____</td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Sought:</td> <td style="width:15%;">House</td> <td style="width:15%;">State:</td> <td> </td> <td style="width:20%;">Disbursement/Obligation For:</td> </tr> <tr> <td> </td> <td> </td> <td>Senate</td> <td>District:</td> <td> </td> <td>Primary General</td> </tr> <tr> <td> </td> <td> </td> <td>President</td> <td> </td> <td> </td> <td>Other (specify) _____</td> </tr> </table>					Name of Federal Candidate	Office Sought:	House	State:	OH	Disbursement/Obligation For: 2008	Hillary Clinton		Senate	District:		Primary General	F94.000008	<input checked="" type="checkbox"/>	President			X Other (specify) <u>Primary Ohio & Texas</u>	Name of Federal Candidate	Office Sought:	House	State:		Disbursement/Obligation For:			Senate	District:		Primary General			President			Other (specify) _____	Name of Federal Candidate	Office Sought:	House	State:		Disbursement/Obligation For:			Senate	District:		Primary General			President			Other (specify) _____
Name of Federal Candidate	Office Sought:	House	State:	OH	Disbursement/Obligation For: 2008																																																					
Hillary Clinton		Senate	District:		Primary General																																																					
F94.000008	<input checked="" type="checkbox"/>	President			X Other (specify) <u>Primary Ohio & Texas</u>																																																					
Name of Federal Candidate	Office Sought:	House	State:		Disbursement/Obligation For:																																																					
		Senate	District:		Primary General																																																					
		President			Other (specify) _____																																																					
Name of Federal Candidate	Office Sought:	House	State:		Disbursement/Obligation For:																																																					
		Senate	District:		Primary General																																																					
		President			Other (specify) _____																																																					
B. Full Name (Last, First, Middle Initial) of Payee Point of View Productions <hr/> Mailing Address of Payee 400 Gordon Drive <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:33%;">City</td> <td style="width:33%;">State</td> <td style="width:33%;">Zip Code</td> </tr> <tr> <td>Exton</td> <td>PA</td> <td>19341</td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:60%;">Name of Employer</td> <td>Occupation</td> </tr> <tr> <td> </td> <td> </td> </tr> </table> <hr/> Purpose of Disbursement (including title(s) of communication(s)) TV ad production - Every/Difference					City	State	Zip Code	Exton	PA	19341	Name of Employer	Occupation			Date of Disbursement or Obligation M M . D D . Y Y Y Y 03 . 03 . 2008 <hr/> Amount 33000.00 <hr/> Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008 <hr/> Transaction ID : F93.000004																																											
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Name of Federal Candidate	Office Sought:	House	State:	OH	Disbursement/Obligation For: 2008																																																					
Hillary Clinton		Senate	District:		Primary General																																																					
F94.000010	<input checked="" type="checkbox"/>	President			X Other (specify) <u>Primary-Ohio & Texas</u>																																																					
Name of Federal Candidate	Office Sought:	House	State:	OH	Disbursement/Obligation For: 2008																																																					
Bernak Obama		Senate	District:		Primary General																																																					
F94.000011	<input checked="" type="checkbox"/>	President			X Other (specify) <u>Primary Ohio & Texas</u>																																																					
Name of Federal Candidate	Office Sought:	House	State:		Disbursement/Obligation For:																																																					
		Senate	District:		Primary General																																																					
		President			Other (specify) _____																																																					
<p>SUBTOTAL of Disbursement/Obligation This Page (optional) 63941.86</p> <hr/> <p>TOTAL This Period (last page this line number only) (carry total from last page to line 10)</p>																																																										

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee Henninger Media Services <hr/> Mailing Address of Payee 2601-A Wilson Blvd <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:30%;">City</td> <td style="width:20%;">State</td> <td style="width:20%;">Zip Code</td> <td></td> </tr> <tr> <td>Arlington</td> <td>VA</td> <td>22201</td> <td></td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:40%;">Name of Employer</td> <td>Occupation</td> </tr> <tr> <td></td> <td></td> </tr> </table> <hr/> Purpose of Disbursement (including title(s) of communication(s)) TV airtime - Court On				City	State	Zip Code		Arlington	VA	22201		Name of Employer	Occupation			Date of Disbursement or Obligation M M . D D . Y Y Y Y 02 . 29 . 2008 <hr/> Amount 1410.00 <hr/> Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008 Transaction ID : F93.000005																																									
City	State	Zip Code																																																							
Arlington	VA	22201																																																							
Name of Employer	Occupation																																																								
<table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Bought:</td> <td style="width:10%;">House</td> <td style="width:10%;">State:</td> <td style="width:10%;">OH</td> <td style="width:25%;">Disbursement/Obligation For: 2008</td> </tr> <tr> <td>Hillary Clinton</td> <td></td> <td>Senate</td> <td>District:</td> <td></td> <td>Primary General</td> </tr> <tr> <td>F94.000013</td> <td>X</td> <td>President</td> <td></td> <td></td> <td>X Other (specify) <u>Primary Ohio & Texas</u></td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Bought:</td> <td style="width:10%;">House</td> <td style="width:10%;">State:</td> <td></td> <td style="width:25%;">Disbursement/Obligation For:</td> </tr> <tr> <td></td> <td></td> <td>Senate</td> <td>District:</td> <td></td> <td>Primary General</td> </tr> <tr> <td></td> <td></td> <td>President</td> <td></td> <td></td> <td>Other (specify) _____</td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Bought:</td> <td style="width:10%;">House</td> <td style="width:10%;">State:</td> <td></td> <td style="width:25%;">Disbursement/Obligation For:</td> </tr> <tr> <td></td> <td></td> <td>Senate</td> <td>District:</td> <td></td> <td>Primary General</td> </tr> <tr> <td></td> <td></td> <td>President</td> <td></td> <td></td> <td>Other (specify) _____</td> </tr> </table>				Name of Federal Candidate	Office Bought:	House	State:	OH	Disbursement/Obligation For: 2008	Hillary Clinton		Senate	District:		Primary General	F94.000013	X	President			X Other (specify) <u>Primary Ohio & Texas</u>	Name of Federal Candidate	Office Bought:	House	State:		Disbursement/Obligation For:			Senate	District:		Primary General			President			Other (specify) _____	Name of Federal Candidate	Office Bought:	House	State:		Disbursement/Obligation For:			Senate	District:		Primary General			President			Other (specify) _____
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Hillary Clinton		Senate	District:		Primary General																																																				
F94.000013	X	President			X Other (specify) <u>Primary Ohio & Texas</u>																																																				
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		Senate	District:		Primary General																																																				
		President			Other (specify) _____																																																				
Name of Federal Candidate	Office Bought:	House	State:		Disbursement/Obligation For:																																																				
		Senate	District:		Primary General																																																				
		President			Other (specify) _____																																																				
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City	State	Zip Code																																																							
Arlington	VA	22201																																																							
Name of Employer	Occupation																																																								
<table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Bought:</td> <td style="width:10%;">House</td> <td style="width:10%;">State:</td> <td style="width:10%;">OH</td> <td style="width:25%;">Disbursement/Obligation For: 2008</td> </tr> <tr> <td>Hillary Clinton</td> <td></td> <td>Senate</td> <td>District:</td> <td></td> <td>X Primary General</td> </tr> <tr> <td>F94.000015</td> <td>X</td> <td>President</td> <td></td> <td></td> <td>Other (specify) _____</td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Bought:</td> <td style="width:10%;">House</td> <td style="width:10%;">State:</td> <td></td> <td style="width:25%;">Disbursement/Obligation For:</td> </tr> <tr> <td></td> <td></td> <td>Senate</td> <td>District:</td> <td></td> <td>Primary General</td> </tr> <tr> <td></td> <td></td> <td>President</td> <td></td> <td></td> <td>Other (specify) _____</td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:30%;">Name of Federal Candidate</td> <td style="width:15%;">Office Bought:</td> <td style="width:10%;">House</td> <td style="width:10%;">State:</td> <td></td> <td style="width:25%;">Disbursement/Obligation For:</td> </tr> <tr> <td></td> <td></td> <td>Senate</td> <td>District:</td> <td></td> <td>Primary General</td> </tr> <tr> <td></td> <td></td> <td>President</td> <td></td> <td></td> <td>Other (specify) _____</td> </tr> </table>				Name of Federal Candidate	Office Bought:	House	State:	OH	Disbursement/Obligation For: 2008	Hillary Clinton		Senate	District:		X Primary General	F94.000015	X	President			Other (specify) _____	Name of Federal Candidate	Office Bought:	House	State:		Disbursement/Obligation For:			Senate	District:		Primary General			President			Other (specify) _____	Name of Federal Candidate	Office Bought:	House	State:		Disbursement/Obligation For:			Senate	District:		Primary General			President			Other (specify) _____
Name of Federal Candidate	Office Bought:	House	State:	OH	Disbursement/Obligation For: 2008																																																				
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F94.000015	X	President			Other (specify) _____																																																				
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		Senate	District:		Primary General																																																				
		President			Other (specify) _____																																																				
Name of Federal Candidate	Office Bought:	House	State:		Disbursement/Obligation For:																																																				
		Senate	District:		Primary General																																																				
		President			Other (specify) _____																																																				
SUBTOTAL of Disbursement/Obligation This Page (optional)					5951.96																																																				
TOTAL This Period (last page this line number only) (carry total from last page to line 10)																																																									

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee Corbis Corp					Date of Disbursement or Obligation M M . D D . Y Y Y Y 03 . 03 . 2008	
Mailing Address of Payee 902 Broadway					Amount 3600.00	
City New York		State NY	Zip Code 10010		Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008	
Name of Employer Occupation					Transaction ID : F93.000007	
Purpose of Disbursement (including title(s) of communication(s)) Stock Images - Count On						
Name of Federal Candidate Hillary Clinton		Office Bought:	House Senate President		State: TX District:	Disbursement/Obligation For: 2008 X Primary General Other (specify) _____
F94.000017 Name of Federal Candidate		Office Bought:	House Senate President		State: District:	Disbursement/Obligation For: Primary General Other (specify) _____
Name of Federal Candidate		Office Bought:	House Senate President		State: District:	Disbursement/Obligation For: Primary General Other (specify) _____
B. Full Name (Last, First, Middle Initial) of Payee ReVolution Media					Date of Disbursement or Obligation M M . D D . Y Y Y Y 02 . 29 . 2008	
Mailing Address of Payee 2566 Overland Avenue					Amount 2700.00	
City Los Angeles		State CA	Zip Code 90064		Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008	
Name of Employer Occupation					Transaction ID : F93.000008	
Purpose of Disbursement (including title(s) of communication(s)) Ohio Nielsen Ratings						
Name of Federal Candidate		Office Bought:	House Senate President		State: District:	Disbursement/Obligation For: Primary General Other (specify) _____
Name of Federal Candidate		Office Bought:	House Senate President		State: District:	Disbursement/Obligation For: Primary General Other (specify) _____
Name of Federal Candidate		Office Bought:	House Senate President		State: District:	Disbursement/Obligation For: Primary General Other (specify) _____
SUBTOTAL of Disbursement/Obligation This Page (optional)					6300.00	
TOTAL This Period (last page this line number only) (carry total from last page to line 10)						

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee Galby Images					Date of Disbursement or Obligation M M . D D . Y Y Y Y 03 . 03 . 2008					
Mailing Address of Payee 75 Varick Street					Amount 1918.80					
City New York		State NY		Zip Code 10013		Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008				
Name of Employer Purpose of Disbursement (including title(s) of communication(s)) Stock Images - Count On					Transaction ID : F93.000009					
Name of Federal Candidate Hillary Clinton		Office Sought: House		State: TX		Disbursement/Obligation For: 2008				
F94.000020		X President		District:		X Primary General Other (specify) _____				
Name of Federal Candidate		Office Sought: House		State:		Disbursement/Obligation For:				
Name of Federal Candidate		Office Sought: Senate		District:		Primary General Other (specify) _____				
Name of Federal Candidate		Office Sought: President		District:		Disbursement/Obligation For: Primary General Other (specify) _____				
B. Full Name (Last, First, Middle Initial) of Payee Baker Sound Studios Inc.					Date of Disbursement or Obligation M M . D D . Y Y Y Y 03 . 03 . 2008					
Mailing Address of Payee 1821 Ranslead Street					Amount 1058.04					
City Philadelphia		State PA		Zip Code 19103		Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008				
Name of Employer Purpose of Disbursement (including title(s) of communication(s)) Voiceover - Count On					Transaction ID : F93.000010					
Name of Federal Candidate Hillary Clinton		Office Sought: House		State: TX		Disbursement/Obligation For: 2008				
F94.000022		X President		District:		X Primary General Other (specify) _____				
Name of Federal Candidate		Office Sought: House		State:		Disbursement/Obligation For:				
Name of Federal Candidate		Office Sought: Senate		District:		Primary General Other (specify) _____				
Name of Federal Candidate		Office Sought: President		District:		Disbursement/Obligation For: Primary General Other (specify) _____				
SUBTOTAL of Disbursement/Obligation This Page (optional)					2988.03					
TOTAL This Period (last page this line number only) (carry total from last page to line 10)										

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee Shina Creative LLC				Date of Disbursement or Obligation M M . D D . Y Y Y Y 02 . 29 . 2008	
Mailing Address of Payee 4000 Massachusetts Ave NW				Amount 396.56	
City Washington	State DC	Zip Code 20016	Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008		
Name of Employer Occupation				Transaction ID : F93.000011	
Purpose of Disbursement (including title(s) of communication(s)) Editing - Count On					
Name of Federal Candidate Hillary Clinton	Office Sought: House	State: OH	Disbursement/Obligation For: 2008	Primary	General
F94.000024	X President	District:	X Other (specify)	Primary Texas & Ohio	
Name of Federal Candidate	Office Sought: House	State:	Disbursement/Obligation For:		
Name of Federal Candidate	Office Sought: Senate	State:	Primary		
Name of Federal Candidate	Office Sought: President	State:	Other (specify)		
Name of Federal Candidate	Office Sought: House	State:	Disbursement/Obligation For:		
Name of Federal Candidate	Office Sought: Senate	State:	Primary		
Name of Federal Candidate	Office Sought: President	State:	Other (specify)		
B. Full Name (Last, First, Middle Initial) of Payee Talent Paymaster				Date of Disbursement or Obligation M M . D D . Y Y Y Y 03 . 03 . 2008	
Mailing Address of Payee 7315 Wisconsin Avenue				Amount 382.96	
City Bethesda	State MD	Zip Code 20814	Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008		
Name of Employer Occupation				Transaction ID : F93.000012	
Purpose of Disbursement (including title(s) of communication(s)) Voiceover - Count On					
Name of Federal Candidate Hillary Clinton	Office Sought: House	State: TX	Disbursement/Obligation For: 2008	Primary	General
F94.000026	X President	District:	X Other (specify)	Primary Ohio & Texas	
Name of Federal Candidate	Office Sought: House	State:	Disbursement/Obligation For:		
Name of Federal Candidate	Office Sought: Senate	State:	Primary		
Name of Federal Candidate	Office Sought: President	State:	Other (specify)		
Name of Federal Candidate				Disbursement/Obligation For:	
Name of Federal Candidate				Primary	
Name of Federal Candidate				Other (specify)	
SUBTOTAL of Disbursement/Obligation This Page (optional)				759.52	
TOTAL This Period (last page this line number only) (carry total from last page to line 10)					

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee SeeChange LLC					Date of Disbursement or Obligation M M . D D . Y Y Y Y 03 . 03 . 2008					
Mailing Address of Payee 8609 West Knoll Drive					Amount 4000.00					
City West Hollywood		State CA		Zip Code 90069		Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008				
Name of Employer					Occupation					
Purpose of Disbursement (including title(s) of communication(s)) Commission										
Name of Federal Candidate			Office Sought:		House Senate President		State: District:		Disbursement/Obligation For: Primary General Other (specify) _____	
Name of Federal Candidate			Office Sought:		House Senate President		State: District:		Disbursement/Obligation For: Primary General Other (specify) _____	
Name of Federal Candidate			Office Sought:		House Senate President		State: District:		Disbursement/Obligation For: Primary General Other (specify) _____	
B. Full Name (Last, First, Middle Initial) of Payee Henninger Media Services					Date of Disbursement or Obligation M M . D D . Y Y Y Y 03 . 03 . 2008					
Mailing Address of Payee 2601-A Wilson Boulevard					Amount 2100.00					
City Arlington		State VA		Zip Code 22201		Communication Date M M . D D . Y Y Y Y 03 . 03 . 2008				
Name of Employer					Occupation					
Purpose of Disbursement (including title(s) of communication(s)) TV airtime - Blueprint										
Name of Federal Candidate Hillary Clinton			Office Sought:		House Senate President		State: OH District:		Disbursement/Obligation For: 2008 Primary General X Other (specify) <u>Primary Ohio & Texas</u>	
F94.000029					X		President		District:	
Name of Federal Candidate			Office Sought:		House Senate President		State: District:		Disbursement/Obligation For: Primary General Other (specify) _____	
Name of Federal Candidate			Office Sought:		House Senate President		State: District:		Disbursement/Obligation For: Primary General Other (specify) _____	
SUBTOTAL of Disbursement/Obligation This Page (optional)					6100.00					
TOTAL This Period (last page this line number only) (carry total from last page to line 10)					743305.75					

**FEC FORM 9
24 HOUR NOTICE OF DISBURSEMENTS/OBLIGATIONS FOR
ELECTIONEERING COMMUNICATIONS**

1. Individual, Organization or Qualified Nonprofit Corporation Making the Disbursement/Obligations

(a) Name AMERICAN LEADERSHIP PROJECT		2. FEC Identification Number C C3000871
(b) Address (number and street) <input type="checkbox"/> check if different than previously reported 2261 MARKET STREET PMB 319		
(c) City, State and ZIP Code SAN FRANCISCO CA 94114		
(d) Name of Employer or Principal Place of Business	(e) Occupation	

3. Is This Statement New or Amended

4. Covering Period 03 / 06 / 2008 through 04 / 16 / 2008

5. (a) Date of Public Distribution(s) 04 / 16 / 2008 (b) Communication Title Every Difference

6. Is the Filer a Qualified Nonprofit Corporation under 11 CFR 114.10(c)? Yes No

7. Were the disbursements for the electioneering communication made exclusively from donations to a segregated bank account? Yes No

8. Custodian of Records

(a) Name Nancy L Warren	
(b) Address (number and street) 2261 Market Street PMB 319	
(c) City, State and ZIP Code San Francisco CA 94114	
(d) Name of Employer or Principal Place of Business Warren & Associates LLC	(e) Occupation Accountant

9. Total Donations This Statement 145000.00

10. Total Disbursements/Obligations This Statement 228000.00

Under penalty of perjury, I certify that this statement is true, correct and complete. In addition, if the electioneering communications reported herein were made by a corporation, I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM nancy L Warren

SIGNATURE _____ DATE 04/17/2008

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this statement to the penalties of 2 U.S.C. 437g.

List of Person(s) Sharing/Exercising Control
 (use additional pages as necessary)

11. Person(s) Sharing/Exercising Control

A. (a) Name		Transaction ID : F91.000001
Jason Kinney		
(b) Address (number and street)		
980 9th Street Suite 2000		
(c) City, State and Zip Code		
Sacramento	CA	95814
(d) Name of Employer or Principal Place of Business		(e) Occupation
California Strategies LLC		Consultant
B. (a) Name		Transaction ID : F91.000002
Roger Salazar		
(b) Address (number and street)		
1005 12th Street Suite A		
(c) City, State and Zip Code		
Sacramento	CA	95814
(d) Name of Employer or Principal Place of Business		(e) Occupation
Acosta Salazar LLC		Consultant

SCHEDULE 9-A
Donation(s) Received

A. Full Name of Donor			Date of Receipt	
Richard Ziman			03 / 26 / 2008	
Mailing Address of Donor			Amount	
10940 Wilshire Boulevard			15000.00	
City	State	Zip		
Los Angeles	CA	90024	Transaction ID : F92.000001	

B. Full Name of Donor			Date of Receipt	
Machinists Non-Partisan Political League			03 / 31 / 2008	
Mailing Address of Donor			Amount	
0000 Machinist Place			100000.00	
City	State	Zip		
Upper Marlboro	MD	20772	Transaction ID : F92.000002	

C. Full Name of Donor			Date of Receipt	
Stephen P Kennedy			04 / 14 / 2008	
Mailing Address of Donor			Amount	
233 Home Place			25000.00	
City	State	Zip		
Glenwood Springs	CO	81601	Transaction ID : F92.000003	

D. Full Name of Donor			Date of Receipt	
Michael E Fox, Sr.			04 / 16 / 2008	
Mailing Address of Donor			Amount	
14751 Quito Road			5000.00	
City	State	Zip		
Saratoga	CA	95070	Transaction ID : F92.000004	

SUBTOTAL of Donations This Page (optional)..... **145000.00**

TOTAL This Period (last page this line number only)..... **145000.00**
 (carry total from last page to Line 9)

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee Lisa Cabanel Consulting				Date of Disbursement or Obligation MM / DD / YYYY 04 / 08 / 2008	
Mailing Address of Payee 1604 Fawn Lane				Amount 228000.00	
City	State	Zip Code		Communication Date	
Huntington Valley	PA	19006		MM / DD / YYYY 04 / 18 / 2008	
Name of Employer		Occupation		Transaction ID: F93.000001	
Purpose of Disbursement (including title(s) of communication(s)) TV airtime - Every/Difference					
Name of Federal Candidate Hillary Clinton	Office Sought:	House Senate <input checked="" type="checkbox"/> President	State: PA District:	Disbursement/Obligation For: 2008 <input checked="" type="checkbox"/> Primary General Other (specify) _____	
FB4.000002	Office Sought:	House Senate <input checked="" type="checkbox"/> President	State: PA District:	Disbursement/Obligation For: 2008 <input checked="" type="checkbox"/> Primary General Other (specify) _____	
Name of Federal Candidate Barack Obama	Office Sought:	House Senate <input checked="" type="checkbox"/> President	State: PA District:	Disbursement/Obligation For: 2008 <input checked="" type="checkbox"/> Primary General Other (specify) _____	
FB4.000003	Office Sought:	House Senate <input checked="" type="checkbox"/> President	State: PA District:	Disbursement/Obligation For: 2008 <input checked="" type="checkbox"/> Primary General Other (specify) _____	
Name of Federal Candidate	Office Sought:	House Senate <input checked="" type="checkbox"/> President	State: PA District:	Disbursement/Obligation For: 2008 <input checked="" type="checkbox"/> Primary General Other (specify) _____	
SUBTOTAL of Disbursement/Obligation This Page (optional)				228000.00	
TOTAL This Period (last page this line number only)				228000.00	
(carry total from last page to line 10)					

FEC FORM 9
24 HOUR NOTICE OF DISBURSEMENTS/OBLIGATIONS FOR
ELECTIONEERING COMMUNICATIONS

1. Individual, Organization or Qualified Nonprofit Corporation Making the Disbursement/Obligations

(a) Name
AMERICAN LEADERSHIP PROJECT

(b) Address (number and street) [] check if different than previously reported
2261 MARKET STREET PMB 319

(c) City, State and ZIP Code
SAN FRANCISCO CA 94114

(d) Name of Employer or Principal Place of Business

(e) Occupation

2. FEC Identification Number

C C00000000

3. Is This Statement
[X] New
or
[] Amended

4. Covering Period

04 / 17 / 2008
through
04 / 17 / 2008

5. (a) Date of Public Distribution(s) 04 / 16 / 2008 (b) Communication Title Event/Difference

6. Is the Filer a Qualified Nonprofit Corporation under 11 CFR 114.10(c)? Yes [] No [X]

7. Were the disbursements for the electioneering communication made exclusively from donations to a segregated bank account? Yes [X] No []

8. Custodian of Records

(a) Name
Nancy L Warren

(b) Address (number and street)
2261 Market Street PMB 319

(c) City, State and ZIP Code
San Francisco CA 94114

(d) Name of Employer or Principal Place of Business
Warren & Associates LLC (e) Occupation
Accountant

9. Total Donations This Statement 205000.00

10. Total Disbursements/Obligations This Statement 200000.00

Under penalty of perjury, I certify that this statement is true, correct and complete. In addition, if the electioneering communications reported herein were made by a corporation, I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM Nancy Warren

SIGNATURE

DATE 04/18/2008

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this statement to the penalties of 2 U.S.C. 437g.

28038700753

SCHEDULE 9-A
Donation(s) Received

A. Full Name of Donor

Edgar Bronfman

Mailing Address of Donor
 375 Park Avenue

City	State	Zip
New York	NY	10151

Date of Receipt

M M / D D / Y Y Y Y
 04 / 17 / 2008

Amount

5000.00

Transaction ID : F92.000001

B. Full Name of Donor

Amer Federation of State County Munic Emps AFSCME

Mailing Address of Donor
 1625 L Street NW

City	State	Zip
Washington	DC	20036

Date of Receipt

M M / D D / Y Y Y Y
 04 / 17 / 2008

Amount

200000.00

Transaction ID : F92.000002

28039700754

SUBTOTAL of Donations This Page (optional).....

205000.00

TOTAL This Period (last page thru line number only).....
 (carry total from last page to Line 9)

205000.00

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee Lisa Cabanel Consulting				Date of Disbursement or Obligation MM / DD / YYYY 04 / 17 / 2008	
Mailing Address of Payee 1804 Fawn Lane				Amount 200000.00	
City Huntington Valley	State PA	Zip Code 19008		Communication Date MM / DD / YYYY 04 / 16 / 2008	
Name of Employer		Occupation		Transaction ID: F93.000001	
Purpose of Disbursement (including title(s) of communication(s)) TV airtime - Every/Difference					
Name of Federal Candidate Hillary Clinton	Office Sought:	House Senate President	State: PA District:	Disbursement/Obligation For: 2008 X Primary General Other (specify) _____	
F94.000002		X			
Name of Federal Candidate Barack Obama	Office Sought:	House Senate President	State: PA District:	Disbursement/Obligation For: 2008 X Primary General Other (specify) _____	
F94.000003		X			
Name of Federal Candidate	Office Sought:	House Senate President	State: District:	Disbursement/Obligation For: Primary General Other (specify) _____	
SUBTOTAL of Disbursement/Obligation This Page (optional)				200000.00	
TOTAL This Period (last page this line number only)				200000.00	
(carry total from last page to line 10)					

28039700755

Federal Election Commission
ENVELOPE REPLACEMENT PAGE FOR INCOMING DOCUMENTS
 The FEC added this page to the end of this filing to indicate how it was received.

<input type="checkbox"/> Hand Delivered	Date of Receipt
<input type="checkbox"/> USPS First Class Mail	Postmarked
<input type="checkbox"/> USPS Registered/Certified	Postmarked (R/C)
<input type="checkbox"/> USPS Priority Mail	Postmarked
Delivery Confirmation™ or Signature Confirmation™ Label <input type="checkbox"/>	
<input type="checkbox"/> USPS Express Mail	Postmarked
<input type="checkbox"/> Postmark Illegible	
<input type="checkbox"/> No Postmark	
<input type="checkbox"/> Overnight Delivery Service (Specify):	Shipping Date
Next Business Day Delivery <input type="checkbox"/>	
<input type="checkbox"/> Received from House Records & Registration Office	Date of Receipt
<input type="checkbox"/> Received from Senate Public Records Office	Date of Receipt
<input type="checkbox"/> Received from Electronic Filing Office	Date of Receipt
<input checked="" type="checkbox"/> Other (Specify): <i>Webform #200</i>	Date of Receipt or Postmarked <i>4/18/08</i>
<i>EA</i> PREPARER (3/2005)	<i>4/21/08</i> DATE PREPARED

28039700755

**FEC FORM 9
24 HOUR NOTICE OF DISBURSEMENTS/OBLIGATIONS FOR
ELECTIONEERING COMMUNICATIONS**

1. Individual, Organization or Qualified Nonprofit Corporation Making the Disbursement/Obligations

(a) Name AMERICAN LEADERSHIP PROJECT		2. FEC Identification Number C C30000871
(b) Address (number and street) <input type="checkbox"/> check if different than previously reported 2291 MARKET STREET PMB 319		
(c) City, State and ZIP Code SAN FRANCISCO CA 94114		
(d) Name of Employer or Principal Place of Business	(e) Occupation	

3. Is This Statement New or Amended

4. Covering Period 04 / 17 / 2008 through 04 / 18 / 2008

5. (a) Date of Public Distribution(s) 04 / 18 / 2008 **(b) Communication Title** Every/Difference

6. Is the Filer a Qualified Nonprofit Corporation under 11 CFR 114.10(c)? Yes No

7. Were the disbursements for the electioneering communication made exclusively from donations to a segregated bank account? Yes No

8. Custodian of Records

(a) Name Nancy Warren	
(b) Address (number and street) 2291 Market Street PMB 319	
(c) City, State and ZIP Code San Francisco CA 94114	
(d) Name of Employer or Principal Place of Business Warren & Associates LLC	(e) Occupation Accountant

9. Total Donations This Statement 255000.00

10. Total Disbursements/Obligations This Statement 200000.00

Under penalty of perjury, I certify that this statement is true, correct and complete. In addition, if the electioneering communications reported herein were made by a corporation, I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM Nancy L Warren

SIGNATURE _____ DATE 04/18/2008

NOTE: Submission of false, erroneous or incomplete information may subject the person signing this statement to the penalties of 2 U.S.C. 437g.

List of Person(s) Sharing/Exercising Control
(use additional pages as necessary)

11. Person(s) Sharing/Exercising Control

A.	(a) Name Jason Kinney	Transaction ID : F91.000001
	(b) Address (number and street) 980 9th Street Suite 2000	
	(c) City, State and Zip Code Sacramento CA 95814	
	(d) Name of Employer or Principal Place of Business California Strategies LLC	(e) Occupation Consultant
B.	(a) Name Roger Salazar	Transaction ID : F91.000002
	(b) Address (number and street) 1005 12th Street Suite A	
	(c) City, State and Zip Code Sacramento CA 95814	
	(d) Name of Employer or Principal Place of Business Acosta Salazar LLC	(e) Occupation Consultant

SCHEDULE 9-A
Donation(s) Received

A. Full Name of Donor Edgar M. Bronfman Mailing Address of Donor 375 Park Avenue			Date of Receipt 04 / 17 / 2008 Amount 5000.00
City	State	Zip	Transaction ID : F92.000001
New York	NY	10151	
B. Full Name of Donor Amer Fed Of State County & Munic Emps AFSCME Mailing Address of Donor 1625 L Street NW			Date of Receipt 04 / 17 / 2008 Amount 200000.00
City	State	Zip	Transaction ID : F92.000002
Washington	DC	20036	
C. Full Name of Donor Office & Professional Employees Intl Union OPEIU Mailing Address of Donor 1690 L Street NW			Date of Receipt 04 / 18 / 2008 Amount 50000.00
City	State	Zip	Transaction ID : F92.000003
Washington	DC	20036	

SUBTOTAL of Donations This Page (optional).....	255000.00
TOTAL This Period (last page this line number only)..... (carry total from last page to Line 9)	255000.00

**SCHEDULE 9-B
Disbursement(s) Made or Obligations**

A. Full Name (Last, First, Middle Initial) of Payee Lisa Cabanel Consulting <hr/> Mailing Address of Payee 1604 Fawn Lane <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:33%;">City</td> <td style="width:33%;">State</td> <td style="width:33%;">Zip Code</td> </tr> <tr> <td>Huntington Valley</td> <td>PA</td> <td>19008</td> </tr> </table> <hr/> <table style="width:100%; border: none;"> <tr> <td style="width:60%;">Name of Employer</td> <td style="width:40%;">Occupation</td> </tr> <tr> <td> </td> <td> </td> </tr> </table> <p>Purpose of Disbursement (including title(s) of communication(s)) TV airtime - Every/Difference</p>	City	State	Zip Code	Huntington Valley	PA	19008	Name of Employer	Occupation			Date of Disbursement or Obligation M M . Y Y . Y Y 04 . 17 . 2008 Amount 200000.00 Communication Date M M . Y Y . Y Y 04 . 18 . 2008 Transaction ID: F93.000001
City	State	Zip Code									
Huntington Valley	PA	19008									
Name of Employer	Occupation										

Name of Federal Candidate Hillary Clinton	Office Bought:	<input type="checkbox"/> House	<input checked="" type="checkbox"/> Senate	State: PA	District:	Disbursement/Obligation For: 2008 X Primary General Other (specify) _____
F94.000002		X	President			
Name of Federal Candidate Barack Obama	Office Bought:	<input type="checkbox"/> House	<input checked="" type="checkbox"/> Senate	State: PA	District:	Disbursement/Obligation For: 2008 X Primary General Other (specify) _____
F94.000003		X	President			
Name of Federal Candidate	Office Bought:	<input type="checkbox"/> House	<input type="checkbox"/> Senate	State:	District:	Disbursement/Obligation For: Primary General Other (specify) _____
		<input type="checkbox"/> President				

SUBTOTAL of Disbursement/Obligation This Page (optional)	200000.00
TOTAL This Period (last page this line number only) (carry total from last page to line 10)	200000.00

EXHIBIT 3

REMCHO, JOHANSEN & PURCELL, LLP
ATTORNEYS AT LAW

201 DOLORES AVENUE
SAN LEANDRO, CA 94577
PHONE: (510) 346-6200
FAX: (510) 346-6201
EMAIL:
WEBSITE: www.rjp.com

SACRAMENTO PHONE: (916) 264-1818

Joseph Remcho (1944-2003)
Robin B. Johansen
Kathleen J. Purcell (Ret.)
James C. Harrison
Thomas A. Willis
Karen Getman
Margaret R. Prinzing
Kari Krogseng

MEMORANDUM

VIA EMAIL

To: Whom It May Concern
From: Remcho, Johansen & Purcell
Date: February 21, 2008
Re: The American Leadership Project (Our File No.: 2439.1)

The American Leadership Project was established to amplify the primary election's focus on issues of importance to the middle class – the economy, jobs, education, healthcare and the mortgage crisis. It is an unincorporated association organized under the auspices of Internal Revenue Code section 527. It is not associated with, and is not coordinating with, any federal candidate or candidate's committee.

ALP will not air any advertisements that contain express advocacy on behalf of a federal candidate. It is soliciting funds to air advertisements that meet its purpose of highlighting the issues enumerated above, all of which it believes are important to middle class families and should be discussed and debated during the weeks prior to the upcoming primary elections. ALP's major purpose is to convey information and urge consideration of those important issues during a time when viewers are paying closer attention to such matters. As the U.S. Supreme Court recently stated: "Issue advocacy conveys information and educates. An issue ad's impact on an election, if it exists at all, will come only after the voters hear the information and choose -- uninvited by the ad -- to factor it into their voting decisions." *FEC v. Wisconsin Right to Life, Inc.*, 127 S. Ct. 2652 (June 25, 2007).

In *Wisconsin Right to Life*, Chief Justice Roberts, writing for the Court, agreed that an advocacy group has a constitutional right, protected by the First Amendment, to air issue ads in the days prior to an election without being constrained by the contribution and expenditure limitations of BCRA, even if those ads mention a federal candidate. The Court said:

Discussion of issues cannot be suppressed simply because the issues may also be pertinent in an election. Where the First Amendment is implicated, the tie goes to the speaker, not the censor.

Subsequently, on December 26, 2007 the Federal Election Commission issued new regulations implementing the Supreme Court's decision. 72 Fed. Reg. 72899. Those regulations confirm that only communications containing express advocacy or the "functional equivalent of express advocacy" are subject to BCRA's funding restrictions. In particular, electioneering communications are *permissible* if they (1) do not mention any election, candidacy, political party, opposing candidate, or voting by the general public; (2) do not take a position on a candidate's character, qualifications, or fitness for office; and (3) focus on a legislative, executive or judicial issue while urging the public to adopt a particular position and contact the candidate on the issue. Even if the electioneering communication could be construed as taking a position on a candidate's qualifications, the communication is *permissible* if it contains content that would support a determination that a communication has an interpretation other than as an appeal to vote for or against a candidate by, for example, focusing on a public policy issue and urging the public to contact the candidate about the issue. In cases of doubt, the FEC's position is that "any doubt will be resolved in favor of permitting the communication."

Of note, the FEC gave as a specific example of a *permissible communication* the following advertisement, airing in the weeks just prior to a congressional election:

It's our land, our water. America's environment must be protected. But in just 18 months, Congressman Ganske has voted 12 out of 12 times to weaken environmental protections. Congressman Ganske even voted to let corporations continue releasing cancer-causing pollutants into our air. Congressman Ganske voted for the big corporations who lobbied these bills and gave him thousands of dollars in contributions. Call Congressman Ganske. Tell him to protect America's environment. For our families. For our future.

Although ALP is not a political committee for purposes of BCRA, and will not be subject to BCRA's funding restrictions, it will have reporting requirements with the FEC as well as the IRS. As required by law, every time the ALP spends \$10,000 or more on an electioneering communication, it will file within 24 hours a report with the FEC that lists its donors of \$1,000 or more. Those reports will be publicly accessible on the FEC website.