

**Perkins
Cole**

August 19, 2004

607 Fourteenth Street N.W.
Washington, D.C. 20005-2011

PHONE: 202.628.6600

FAX: 202.434.1690

www.perkinscole.com

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FEDERAL ELECTION
COMMISSION
OFFICE OF THE
GENERAL COUNSEL
AUG 19 11 21 AM '04

Mr. Lawrence H. Norton
Office of the General Counsel
Federal Election Commission
999 E Street, NW
Washington, DC 20463

Re: MUR 5476 – NARAL Pro-Choice America PAC, C00079541

Dear Mr. Norton:

On behalf of NARAL Pro-Choice America PAC ("NARAL PAC") this letter is submitted in response to the complaint filed by the Charities Bureau of the Department of Law of the State of New York dated June 28, 2004 (the "Complaint"). For the reasons set forth below, the Federal Election Commission should find no reason to believe that NARAL PAC has violated the Federal Election Campaign Act of 1971, as amended ("FECA"), or the Commission's regulations, and it should dismiss this matter.

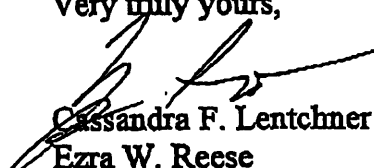
The Complaint calls to the FEC's attention several contributions made by the Harold & Marian B. Coleman Charitable Foundation, Inc. (the "Coleman Foundation") to numerous political organizations. The Complaint is based on the Coleman Foundation's Annual form 990-PF's tax returns. According to these returns, the Coleman Foundation made several contributions to "NARAL." "NARAL" is not a complete legal name for any organization – NARAL Pro-Choice America, Inc. is a 501(c)(4) with a connected separate segregated fund – NARAL PAC. NARAL also has an affiliated 501(c)(3) foundation.

We have searched the NARAL PAC records and find no evidence of any contributions from the Coleman Foundation to the NARAL PAC. We believe that the Coleman Foundation and/or people affiliated with it made contributions to NARAL 501(c) entities. Any such contributions could have been lawfully accepted by the other NARAL entities, and would be beyond the jurisdiction of the Commission to review.

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For the reasons asserted above, the Commission should not take further action on the Complaint in this matter against the Committee, and should close the file.

Very truly yours,


Cassandra F. Lentchner

Ezra W. Reese

Counsel to the NARAL Pro-Choice
America PAC

24-19-025-4674