



FEDERAL ELECTION COMMISSION
WASHINGTON, D C 20463

AUG 18 2004

Michael A. Zito, Esq.
Mark F. Hearne II, Esq.
Lathrop & Gage LC
10 S. Broadway, Suite 1300
St. Louis, MO 63102

RE: MUR 5383
Paul A. Matteucci

Dear Messrs. Zito and Hearne:

On August 27, 2003, your client, Paul A. Matteucci, an officer of AM & PM, Inc., was notified that the Federal Election Commission found reason to believe that he violated 2 U.S.C. § 441b(a) by consenting to the making of a prohibited contribution by AM & PM, Inc. to the Federer for Congress Committee ("the Committee"). The prohibited contribution was in the form of an advance to purchase books that the Committee intended to give as gifts to contributors. At that time, prior to a finding of probable cause to believe, the Commission also offered to enter into conciliation with Mr. Matteucci.

the Office of General Counsel sent him a Brief indicating that we were prepared to recommend that there was probable cause to believe he violated 2 U.S.C. § 441b(a). Thereafter, Mr. Matteucci retained you as counsel

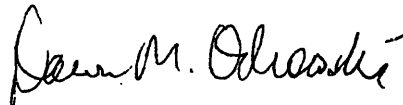
However, after considering all of the circumstances of the matter, including information obtained from Mr. Matteucci after the Brief was mailed, the Commission determined on August 5, 2004 to take no further action against Mr. Matteucci and closed the file in this matter.

The Commission reminds Mr. Matteucci that consenting to the making of a corporate advance to purchase items for a political committee is a violation of 2 U.S.C. § 441b. Mr. Matteucci should take steps to ensure that this activity does not occur in the future.

Documents related to the case will be placed on the public record within 30 days. *See* Statement of Policy Regarding Disclosure of Closed Enforcement and Related Files, 68 Fed. Reg. 70,426 (Dec. 18, 2003). A copy of the dispositive General Counsel's Report is enclosed for your information.

If you have any questions, please contact me at (202) 694-1650.

Sincerely,



Dawn M. Odrowski
Attorney

Enclosure
General Counsel's Report #2