

FEDERAL ELECTION COMMISSION

**ORIGINAL**

In the matter of:

New Models

MUR No. 6872

RECEIVED  
FEDERAL ELECTION  
COMMISSION  
2014 SEP 18 PM 2:47  
OFFICE OF GENERAL  
COUNSEL

COMPLAINT

1. Citizens for Responsibility and Ethics in Washington ("CREW") and Melanie Sloan bring this complaint before the Federal Election Commission ("FEC or "Commission") seeking an immediate investigation and enforcement action against New Models for direct and serious violations of the Federal Election Campaign Act ("FECA").

Complainants

2. Complainant CREW is a non-profit corporation, organized under section 501(c)(3) of the Internal Revenue Code. CREW is committed to protecting the right of citizens to be informed about the activities of government officials and to ensuring the integrity of government officials. CREW is dedicated to empowering voters to have an influential voice in government decisions and in the governmental decision-making process. CREW uses a combination of research, litigation, and advocacy to advance its mission.

3. In furtherance of its mission, CREW seeks to expose unethical and illegal conduct of those involved in government. One way CREW does this is by educating citizens regarding the integrity of the electoral process and our system of government. Toward this end, CREW monitors the campaign finance activities of those who run for federal office and publicizes those who violate federal campaign finance laws through its website, press releases, and other methods of distribution. CREW also files complaints with the FEC when it discovers violations of the FECA. Publicizing campaign finance violators and filing complaints with the FEC serve

14-09274-10000000

CREW's mission of keeping the public informed about individuals and entities that violate campaign finance laws and deterring future violations of campaign finance law.

4. In order to assess whether an individual, candidate, political committee, or other regulated entity is complying with federal campaign finance law, CREW needs the information contained in receipts and disbursements reports political committees must file pursuant to the FECA, 52 U.S.C. § 30104(a) (formerly 2 U.S.C. § 434(a)); 11 C.F.R. § 104.1. CREW is hindered in its programmatic activity when an individual, candidate, political committee, or other regulated entity fails to disclose campaign finance information in reports of receipts and disbursements required by the FECA.

5. CREW relies on the FEC's proper administration of the FECA's reporting requirements because the FECA-mandated disclosure reports are the only source of information CREW can use to determine if an individual, candidate, political committee, or other regulated entity is complying with the FECA. The proper administration of the FECA's reporting requirements includes mandating that all disclosure reports required by the FECA are properly and timely filed with the FEC. CREW is hindered in its programmatic activity when the FEC fails to properly administer the FECA's reporting requirements.

6. Complainant Melanie Sloan is the executive director of Citizens for Responsibility and Ethics in Washington, a citizen of the United States, and a registered voter and resident of the District of Columbia. As a registered voter, Ms. Sloan is entitled to receive information contained in disclosure reports required by the FECA, 52 U.S.C. § 30104(a) (formerly 2 U.S.C. § 434(a)); 11 C.F.R. § 104.1. Ms. Sloan is harmed in exercising her right to vote when an individual, candidate, political committee, or other regulated entity fails to report

campaign finance activity as required by the FECA. *See FEC v. Akins*, 524 U.S. 11, 19 (1998), quoting *Buckley v. Valeo*, 424 U.S. 1, 66-67 (1976) (political committees must disclose contributors and disbursements to help voters understand who provides which candidates with financial support). Ms. Sloan is further harmed when the FEC fails to properly administer the FECA's reporting requirements, limiting its ability to review campaign finance information.

7. Ms. Sloan also is harmed in her ability to communicate to the public and other voters information about the source of funds used for political activities.

Respondent

8. New Models is a tax-exempt organization established in 2001, organized under section 501(c)(4) of the Internal Revenue Code, and based in McLean, Virginia.

9. As of September 16, 2014, New Models was not a registered political committee.

Factual allegations

10. According to New Models' 2012 Form 990 tax return, filed under penalty of perjury, the organization spent a total of \$4,506,176 in 2012. New Models 2012 Form 990, Part I, Line 1 (attached as Exhibit A).

11. New Models further reported contributing \$2,798,000 to independent-expenditure only political action committees, also known as super PACs, registered with the FEC. *Id.*, Schedule C, Part I-C, Line 5. Specifically, New Models reported contributing \$2,171,000 to the Now or Never PAC and \$627,000 to the Government Integrity Fund Action Network ("GIFAN"). *Id.*; Now or Never PAC, Statement of Organization, February 21, 2012; GIFAN,

Statement of Organization, July 11, 2011.<sup>1</sup> Both of the super PACs reported receiving New Models' funds as "contributions" - gifts or other transfers of money made "for the purpose of influencing any election for Federal office," 52 U.S.C. § 30101(8)(A)(i) (formerly 2 U.S.C. § 431(8)(A)(i)) - confirming their political nature. Now or Never PAC, FEC Form 3X, 2012 Post-Election Report, December 12, 2012 (excerpts attached as Exhibit C); GIFAN, FEC Form 3X, 2012 Pre-Election Report, Amended, Dec. 3, 2012.

12. New Models also asserted on its 2012 tax return it made a \$292,000 grant to Citizens for a Working America for the purpose of "issue advocacy." New Models 2012 Form 990, Schedule I, Part II. Despite New Models' characterization, this also appears to be a political contribution. Citizens for a Working America PAC, a super PAC registered with the FEC, reported receiving the \$292,000 contribution from New Models in April 2012. Citizens for a Working America PAC, Statement of Organization, September 10, 2010; Citizens for a Working America PAC, FEC Form 3X, 2012 April Quarterly Report, April 13, 2012 (excerpts attached as Exhibit D).

13. All of the super PACs that received contributions from New Models engaged in extensive political activity influencing federal elections in 2012. Now or Never PAC spent more than \$7.7 million in independent expenditures opposing Democrats and supporting Republicans

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<sup>1</sup> New Models named the "Government Integrity Fund" as the recipient of its contribution. New Models 2012 Form 990, Schedule C, Part I-C, Line 5. The Government Integrity Fund is a separate section 501(c)(4) organization, but the New Models contribution clearly went to GIFAN, its associated super PAC. The employer identification number listed on New Models' Schedule C is that of GIFAN, and GIFAN reported the New Models contribution to the FEC. GIFAN, FEC Form 3X, 2012 Pre-Election Report, Amended, December 3, 2012 (excerpts attached as Exhibit B).

running for Congress. Open Secrets, Now or Never PAC, Independent Expenditures, 2012, available at <https://www.opensecrets.org/pacs/indexpend.php?cycle=2012&cmte=C00513432>. GIFAN similarly spent nearly \$2.4 million in federal elections, and Citizens for Working America PAC spent \$855,575. Open Secrets, Government Integrity Fund Action Network, Independent Expenditures, 2012, available at <http://www.opensecrets.org/pacs/indexpend.php?cycle=2012&cmte=C00498832>; Open Secrets, Citizens for a Working America PAC, Independent Expenditures, 2012, available at <https://www.opensecrets.org/pacs/indexpend.php?cycle=2012&cmte=C00488767>.

14. Including the Citizens for a Working America PAC contribution, New Models contributed \$3,090,000 to federal super PACs in 2012 - more than 68.5 percent of its total spending. Even excluding that contribution, New Models' contributions to federal super PACs totaled more than 62 percent of its 2012 spending.<sup>2</sup>

#### Count I

15. New Models was a political committee between in 2012, but failed to register as one with the FEC.

16. The FECA and FEC regulations define 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." 52 U.S.C. § 30101(4)(A) (formerly 2 U.S.C. § 431(4)(A)); 11

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<sup>2</sup> New Models' political contributions constituted more than half of its spending even considering the entire 2012 political cycle. New Models' combined spending in 2011 and 2012 was \$5,986,241, making its \$3,090,000 in political contributions 51.6 percent of its total expenditures. New Models 2011 Form 990, Part I, Line 18 (excerpts attached as Exhibit E).

C.F.R. § 100.5(a). An “expenditure” includes “any . . . payment . . . made by any person for the purpose of influencing any election for Federal office.” 52 U.S.C. § 30101(9)(A)(i) (formerly 2 U.S.C. § 431(9)(A)(i)); 11 C.F.R. § 100.111(a).

17. New Models made expenditures aggregating in excess of \$1,000 during 2012. A “contribution” includes “any gift, subscription, loan, advance, or deposit of money or anything of value made by any person for the purpose of influencing any election for Federal office.” 52 U.S.C. § 30101(8)(A)(i) (formerly 2 U.S.C. § 431(8)(A)(i)); 11 C.F.R. § 100.52(a). As federal super PACs, Now or Never PAC, GIFAN, and Citizens for a Working America PAC only make independent expenditures in federal races. *SpeechNow.org v. FEC*, 599 F.3d 686, 694 (D.C. Cir. 2010); *see also, e.g.*, AO 2010-11 (Commonsense Ten) (authorizing organization that “intends to make only independent expenditures”). Contributions to these super PAC are transfers made for the purpose of influencing an election for federal office, and therefore are expenditures. New Models contributed \$3,090,000 to these super PACs.

18. In addition, only organizations whose “major purpose” is the nomination or election of federal candidates can be “political committees.” *Buckley v. Valeo*, 424 U.S. 1, 79 (1976). The FEC conducts a fact-intensive case-by-case analysis of an organization to determine if its major purpose is the nomination or election of federal candidates. Federal Election Commission, Political Committee Status, Supplemental Explanation and Justification, 72 Fed. Reg. 5595, 5601 (Feb. 7, 2007) (“Supplemental E&J”). An organization can satisfy the major purpose doctrine through sufficiently extensive spending on federal campaign activity. *See FEC v. Massachusetts Citizens for Life, Inc.*, 479 U.S. 238, 262 (1986); Supplemental E&J, 72 Fed. Reg. at 5601.

19. New Models' contributions to Now or Never PAC, GIFAN, and Citizens for a Working America PAC - super PACs that only engage in independent expenditures in federal races - were made for the purpose of influencing federal elections. These contributions accounted for 68.5 percent of New Models' total spending in 2012. Accordingly, New Models' major purpose in 2012 was the nomination or election of federal candidates.

20. FECA and FEC regulations require all political committees to register with the FEC within 10 days of becoming a political committee. 52 U.S.C. § 30103(a) (formerly 2 U.S.C. § 433(a)); 11 C.F.R. § 102.1(d).

21. New Models is not, and has never been, a registered political committee with the FEC.

22. By failing to register as a political committee, New Models violated 52 U.S.C. § 30103(a) (formerly 2 U.S.C. § 433(a)) and 11 C.F.R. § 102.1(d).

#### Count II

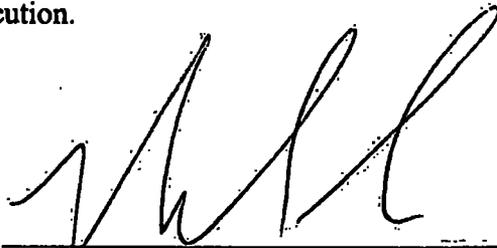
23. As a political committee, New Models was required to file periodic reports with the FEC that, among other things: (1) identified all individuals who contributed an aggregate of more than \$200 in a year to New Models, the amount each individual contributed, and the date of the contribution; (2) identified all political committees that made a contribution to New Models, the amount each committee contributed, and the date of the contribution; (3) detailed New Models' outstanding debts and obligations; and (4) listed all of New Models' expenditures. 52 U.S.C. § 30104(a)(4) (formerly 2 U.S.C. § 434(a)(4)); 52 U.S.C. § 30104(b) (formerly 2 U.S.C. § 434(b)); 11 C.F.R. §§ 104.1(a), 104.8.

24. New Models failed to file any of these reports with the FEC.

25. By failing to file these reports, New Models violated 52 U.S.C. § 30104(a)(4) (formerly 2 U.S.C. § 434(a)(4)), 52 U.S.C. § 30104(b) (formerly 2 U.S.C. § 434(b)), and 11 C.F.R. §§ 104.1(a), 104.8.

Conclusion

WHEREFORE, Citizens for Responsibility and Ethics in Washington and Melanie Sloan request that the FEC conduct an investigation into these allegations, declare the respondent to have violated the FECA and applicable FEC regulations, and order New Models to correct these violations by filing the disclosure reports required of political committees that, among other things, identify and make public each person who made contributions aggregating more than \$200. In addition, the complainants request that the FEC impose sanctions appropriate to these violations, and take such further action as may be appropriate, including referring this matter to the Department of Justice for criminal prosecution.

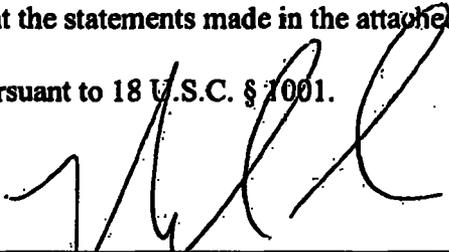


ON BEHALF OF COMPLAINANTS

Melanie Sloan  
Executive Director  
Citizens for Responsibility and Ethics in  
Washington  
409 7th Street, N.W., Suite 300  
Washington, D.C. 20004  
(202) 408-5565 (phone)  
(202) 588-5020 (fax)

**Verification**

Citizens for Responsibility and Ethics in Washington and Melanie Sloan hereby verify that the statements made in the attached Complaint are, upon information and belief, true. Sworn pursuant to 18 U.S.C. § 1001.

  
\_\_\_\_\_  
Melanie Sloan

Sworn to and subscribed before me this 17th day of September, 2014.

  
\_\_\_\_\_  
Notary Public



CARRIE LEVINE  
NOTARY PUBLIC, DISTRICT OF COLUMBIA  
My Commission Expires February 28, 2018.

UNCLASSIFIED

# EXHIBIT A

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2012

Open to Public Inspection

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

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

Department of the Treasury Internal Revenue Service

Form 990 header section containing organization name (New Models), address (6165 Mori Street, McLean, VA 22101), EIN (52-2267268), and other identifying information.

Part I Summary table with columns for line number, description, and amounts. Includes rows for mission statement, governance, and revenue/expense breakdown.

Table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Rows include contributions, program service revenue, grants, and total assets/liabilities.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature block containing the signature of the officer (Tim Crawford) and the date (5/8/13).

Preparer information section including the name, signature, and date of the paid preparer.

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

NONPROFIT

SCANNED MAY 31 2013

G-13 24



Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .		✓
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . . .	✓	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	✓	
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .		✓
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .		✓
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I . . . . .		✓
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II . . . . .		✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .		✓
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV . . . . .		✓
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .		✓
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI . . . . .		✓
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII . . . . .		✓
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII . . . . .		✓
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX . . . . .		✓
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .		✓
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X . . . . .		✓
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII . . . . .		✓
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional . . . . .		✓
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .		✓
14 a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .		✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV . . . . .		✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV . . . . .		✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV . . . . .		✓
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) . . . . .		✓
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .		✓
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .		✓
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .		✓
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .		✓

11-03799-01-0000





**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year . . . . .	2	
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent . . . . .	0	
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .		✓
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . . .		✓
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .		✓
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		✓
<b>6</b>	Did the organization have members or stockholders? . . . . .		✓
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .		✓
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .		✓
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? . . . . .		✓
<b>b</b>	Each committee with authority to act on behalf of the governing body? . . . . .		✓
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O. . . . .		✓

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates? . . . . .		✓
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .		✓
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .		✓
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .		✓
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .		✓
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .		✓
<b>13</b>	Did the organization have a written whistleblower policy? . . . . .		✓
<b>14</b>	Did the organization have a written document retention and destruction policy? . . . . .		✓
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b>	The organization's CEO, Executive Director, or top management official . . . . .	✓	
<b>b</b>	Other officers or key employees of the organization . . . . .		✓
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		✓
<b>b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .		✓

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ► VA
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► Tim Crawford 6165 Mori St. McLean, VA 22101 7036220526



**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
<b>1b Sub-total</b>							265000			
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>							265000			

**2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization** 1

	Yes	No
<b>3</b> Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		✓
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	✓	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		✓

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

**2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization** 0





**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	177337.97	<b>1</b>	195011
	<b>2</b> Savings and temporary cash investments . . . . .	0	<b>2</b>	0
	<b>3</b> Pledges and grants receivable, net . . . . .	0	<b>3</b>	0
	<b>4</b> Accounts receivable, net . . . . .	0	<b>4</b>	0
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .	0	<b>5</b>	0
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L . . . . .	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net . . . . .	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use . . . . .	0	<b>8</b>	0
	<b>9</b> Prepaid expenses and deferred charges . . . . .	0	<b>9</b>	0
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 0		
	<b>b</b> Less: accumulated depreciation . . . . .	<b>10b</b> 0	<b>10c</b>	0
	<b>11</b> Investments—publicly traded securities . . . . .	0	<b>11</b>	0
	<b>12</b> Investments—other securities. See Part IV, line 11 . . . . .	0	<b>12</b>	0
	<b>13</b> Investments—program-related. See Part IV, line 11 . . . . .	0	<b>13</b>	0
	<b>14</b> Intangible assets . . . . .	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	0	<b>15</b>	0
<b>16</b> Total assets. Add lines 1 through 15 (must equal line 34) . . . . .	177337.97	<b>16</b>	195011	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	0	<b>17</b>	0
	<b>18</b> Grants payable . . . . .	0	<b>18</b>	0
	<b>19</b> Deferred revenue . . . . .	0	<b>19</b>	0
	<b>20</b> Tax-exempt bond liabilities . . . . .	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .	0	<b>21</b>	0
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .	0	<b>24</b>	0
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D . . . . .	0	<b>25</b>	0
	<b>26</b> Total liabilities. Add lines 17 through 25 . . . . .	0	<b>26</b>	0
<b>Net Assets or Fund Balances</b>	<b>27</b> Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. . . . .			
	<b>27</b> Unrestricted net assets . . . . .	0	<b>27</b>	0
	<b>28</b> Temporarily restricted net assets . . . . .	0	<b>28</b>	0
	<b>29</b> Permanently restricted net assets . . . . .	0	<b>29</b>	0
	<b>30</b> Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. . . . .			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .	0	<b>30</b>	0
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .	0	<b>31</b>	0
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .	0	<b>32</b>	0
<b>33</b> Total net assets or fund balances . . . . .		<b>33</b>		
<b>34</b> Total liabilities and net assets/fund balances . . . . .		<b>34</b>		

COUNTDOWN

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	4523850
2	Total expenses (must equal Part IX, column (A), line 25)	2	4506176
3	Revenue less expenses. Subtract line 2 from line 1	3	17673
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	177337.97
5	Net unrealized gains (losses) on investments	5	0
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	195011

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		✓
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		✓
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		✓
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		✓
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		✓

1104571111003

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**

OMB No 1545-0047

**2012**

Open To Public  
Inspection

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.  
▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 8 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	Employer identification number
New Models	52-2267288

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures . . . . . ▶ \$ 2840500
- 3 Volunteer hours . . . . .

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 . . . . . ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 . . . . . ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? . . . . .  Yes  No
- 4a Was a correction made? . . . . .  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities . . . . . ▶ \$ 0
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities . . . . . ▶ \$ 2840500
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b . . . . . ▶ \$ 2840500
- 4 Did the filing organization file Form 1120-POL for this year? . . . . .  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds if none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization if none, enter -0-
(1) Now or Never PAC	4131 N. Mulberry Dr. #200 Kansas City, MO 64105	45-4582148	2171000	0
(2) OPSEC	801 King Street #400 Alexandria, VA 22314	45-5552554	5000	0
(3) Freedom PAC	4131 N. Mulberry Dr. #200 Kansas City, MO 64105	27-1216205	37500	0
(4) Government Integrity Fund	6712 Ridpath Rd. Grove Ctry, OH 43123	45-2713804	627000	0
(5)				
(6)				

11030751000000



**Part II-B** Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities?			
<b>j</b> Total. Add lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

**Part III-A** Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	1	✓
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	✓
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	✓

**Part III-B** Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**Part IV** Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

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INFORMATION



**SCHEDULE I  
(Form 990)**

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

Name of the organization

Employer identification number

52-2267268

**Part I**

**General Information on Grants and Assistance**

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II** Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) Presentation Testing 330 W. 38th St. New York, NY	02-0569484		439500				Focus Groups on Issues
(2) The Winston Group 101 Constitution Ave. Wash DC	54-2021524		603500				National polling
(3) Citizens for a Working America 388 Meadows Dr. Lancaster VA	27-0585219		282000				Issue advocacy
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **0**
- Enter total number of other organizations listed in the line 1 table **3**

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat. No. 5005SP

Schedule I (Form 990) (2012)





NONNUMEROSI

**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Paid a percentage of funds raised, reached more than \$10,000,000 raised since inception, 1.5% bonus for reaching that goal.

Multiple horizontal dashed lines for supplemental information.





CONFIDENTIAL

**EXHIBIT B**

CONFIDENTIAL

FEC FORM 3X

REPORT OF RECEIPTS AND DISBURSEMENTS For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (in full) TYPE OR PRINT Example: If typing, type over the lines. 12FE4M5

GOVERNMENT INTEGRITY FUND ACTION NETWORK; THE

ADDRESS (number and street) 137 EAST STATE STREET COLUMBUS OH 43215

2. FEC IDENTIFICATION NUMBER C C00498832 3. IS THIS REPORT NEW (N) OR AMENDED (A) X

4. TYPE OF REPORT (Choose One) (a) Quarterly Reports: April 15 Quarterly Report (Q1) July 15 Quarterly Report (Q2) October 15 Quarterly Report (Q3) January 31 Year-End Report (YE) July 31 Mid-Year Report (Non-election Year Only) (MY) Termination Report (TER) (b) Monthly Report Due On: Feb 20 (M2) May 20 (M5) Aug 20 (M8) Nov 20 (M11) (Non-Election Year Only) Mar 20 (M3) Jun 20 (M6) Sep 20 (M9) Dec 20 (M12) (Non-Election Year Only) Apr 20 (M4) Jul 20 (M7) Oct 20 (M10) Jan 31 (YE) (c) 12-Day PRE-Election Report for the: Primary (12P) X General (12G) Runoff (12R) Convention (12C) Special (12S) Election on 11 06 2012 in the State of OH (d) 30-Day POST-Election Report for the: General (30G) Runoff (30R) Special (30S) Election on in the State of

5. Covering Period 10 01 2012 through 10 17 2012

I certify that I have examined this Report and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer William M Todd

Signature of Treasurer William M Todd [Electronically Filed] Date 12 03 2012

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

Office Use Only grid and FEC FORM 3X Rev. 12/2004

**SCHEDULE A (FEC Form 3X)  
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER: (check only one)		PAGE 6 OF 7	
	<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input type="checkbox"/> 11c	<input type="checkbox"/> 12
	<input type="checkbox"/> 13	<input type="checkbox"/> 14	<input type="checkbox"/> 15	<input type="checkbox"/> 16
				<input type="checkbox"/> 17

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)  
**GOVERNMENT INTEGRITY FUND ACTION NETWORK; THE**

Full Name (Last, First, Middle Initial) <b>A. Government Integrity Fund</b>		Date of Receipt
Mailing Address 6712 Ridpath Rd.		10 / 10 / 2012
City	State	Zip Code
Grove City	OH	43123
FEC ID number of contributing federal political committee. <b>C</b>		Transaction ID : SA11A14123
Name of Employer		Occupation
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼
		475500.00
		Amount of Each Receipt this Period
		475000.00

Full Name (Last, First, Middle Initial) <b>B. New Models</b>		Date of Receipt
Mailing Address 8300 Greensboro Dr. Suite 800		10 / 10 / 2012
City	State	Zip Code
McLean	VA	22102
FEC ID number of contributing federal political committee. <b>C</b>		Transaction ID : SA11A14124
Name of Employer		Occupation
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼
		627000.00
		Amount of Each Receipt this Period
		627000.00

Full Name (Last, First, Middle Initial) <b>C. Lewis E Topper</b>		Date of Receipt
Mailing Address 3605 Camp Mineola Rd.		10 / 10 / 2012
City	State	Zip Code
Mattituck	NY	11952
FEC ID number of contributing federal political committee. <b>C</b>		Transaction ID : SA11A14122
Name of Employer		Occupation
Self		Restaurant Owner
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼
		5000.00
		Amount of Each Receipt this Period
		5000.00

<b>SUBTOTAL</b> of Receipts This Page (optional).....▶	1	1107000.00
<b>TOTAL</b> This Period (last page this line number only).....▶	1	1107000.00

INFORMATION

# EXHIBIT C

# FEC FORM 3X

# REPORT OF RECEIPTS AND DISBURSEMENTS

For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (in full) TYPE OR PRINT Example: If typing, type over the lines. 12FE4M5

Now or Never PAC

ADDRESS (number and street)

4131 N. Mulberry Dr

Suite 200

Check if different than previously reported. (ACC)

Kansas City

MO

64116

2. FEC IDENTIFICATION NUMBER CITY STATE ZIP CODE

C C00513432

3. IS THIS REPORT NEW OR AMENDED (X) (N) (A)

4. TYPE OF REPORT (Choose One)

(a) Quarterly Reports:

- April 15 Quarterly Report (Q1)
- July 15 Quarterly Report (Q2)
- October 15 Quarterly Report (Q3)
- January 31 Year-End Report (YE)
- July 31 Mid-Year Report (Non-election Year Only) (MY)
- Termination Report (TER)

(b) Monthly Report Due On:	Feb 20 (M2)	May 20 (M5)	Aug 20 (M8)	Nov 20 (M11) (Non-Election Year Only)
	Mar 20 (M3)	Jun 20 (M6)	Sep 20 (M9)	Dec 20 (M12) (Non-Election Year Only)
	Apr 20 (M4)	Jul 20 (M7)	Oct 20 (M10)	Jan 31 (YE)

(c) 12-Day PRE-Election Report for the: Primary (12P) General (12G) Runoff (12R) Convention (12C) Special (12S)

Election on M H U D F Y Y Y Y In the State of

(d) 30-Day POST-Election Report for the: General (30G) Runoff (30R) Special (30S)

Election on M H U D F Y Y Y Y In the State of 11 07 2012

5. Covering Period 10 18 2012 through 11 26 2012

I certify that I have examined this Report and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer James C Thomas III

Signature of Treasurer James C Thomas III [Electronically Filed] Date 12 05 2012

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

Office Use Only							
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FEC FORM 3X Rev. 12/2004

**SCHEDULE A (FEC Form 3X)  
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER:	PAGE 8 OF 24
	(check only one)	
<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input type="checkbox"/> 11c
<input type="checkbox"/> 13	<input type="checkbox"/> 14	<input type="checkbox"/> 15
	<input type="checkbox"/> 12	<input type="checkbox"/> 16
		<input type="checkbox"/> 17

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)  
**Now or Never PAC**

Full Name (Last, First, Middle Initial) <b>A. William Kapp, III</b>		Date of Receipt M M / D D / Y Y Y Y 11 02 2012
Mailing Address 543 Deer Creek Lane		Transaction ID : SA11AI.4378
City Cape Girardeau	State MO	Zip Code 63701
FEC ID number of contributing federal political committee. C		Amount of Each Receipt this Period 5000.00
Name of Employer Landmark Hospitals	Occupation Chairman	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 5000.00	

Full Name (Last, First, Middle Initial) <b>B. William Kennedy</b>		Date of Receipt M M / D D / Y Y Y Y 11 01 2012
Mailing Address 218 Steeplechase Rd		Transaction ID : SA11AI.4371
City Barrington Hills	State IL	Zip Code 60010
FEC ID number of contributing federal political committee. C		Amount of Each Receipt this Period 5000.00
Name of Employer Kennedy Homes	Occupation Home Builder	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 5000.00	

Full Name (Last, First, Middle Initial) <b>C. New Models</b>		Date of Receipt M M / D D / Y Y Y Y 10 18 2012
Mailing Address 6165 Mori Street		Transaction ID : SA11AI.4356
City McLean	State VA	Zip Code 22101
FEC ID number of contributing federal political committee. C		Amount of Each Receipt this Period 1316000.00
Name of Employer	Occupation	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 1316000.00	

<b>SUBTOTAL</b> of Receipts This Page (optional).....▶	1326000.00
<b>TOTAL</b> This Period (last page this line number only).....▶	

UNIVERSITY MICROFILMS

**SCHEDULE A (FEC Form 3X)  
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER:		PAGE 9 OF 24	
	(check only one)			
<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input type="checkbox"/> 11c	<input type="checkbox"/> 12	<input type="checkbox"/> 17
<input type="checkbox"/> 13	<input type="checkbox"/> 14	<input type="checkbox"/> 15	<input type="checkbox"/> 16	<input type="checkbox"/> 17

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)  
**Now or Never PAC**

Full Name (Last, First, Middle Initial) <b>A. New Models</b>		Date of Receipt
Mailing Address 6165 Mori Street		MM / DD / YYYY 10 / 26 / 2012
City	State	Zip Code
McLean	VA	22101
FEC ID number of contributing federal political committee. <b>C</b>		Transaction ID : SA11A1.4358
Name of Employer		Occupation
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Amount of Each Receipt this Period
Aggregate Year-to-Date ▼ 2171000.00		855000.00

Full Name (Last, First, Middle Initial) <b>B. Thomas Patrick</b>		Date of Receipt
Mailing Address 122 Brinker Rd		MM / DD / YYYY 10 / 31 / 2012
City	State	Zip Code
Barrington Hills	IL	60010
FEC ID number of contributing federal political committee. <b>C</b>		Transaction ID : SA11A1.4369
Name of Employer New Vernon Capital		Occupation Chairman
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Amount of Each Receipt this Period
Aggregate Year-to-Date ▼ 5000.00		5000.00

Full Name (Last, First, Middle Initial) <b>C. Richard Peppèr</b>		Date of Receipt
Mailing Address 78 Dundee Lane		MM / DD / YYYY 10 / 31 / 2012
City	State	Zip Code
Barrington	IL	60010
FEC ID number of contributing federal political committee. <b>C</b>		Transaction ID : SA11A1.4365
Name of Employer None		Occupation Retired
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Amount of Each Receipt this Period
Aggregate Year-to-Date ▼ 5000.00		5000.00

<b>SUBTOTAL</b> of Receipts This Page (optional)..... ▶	865000.00
<b>TOTAL</b> This Period (last page this line number only)..... ▶	

INFORMATION

# EXHIBIT D

FEC FORM 3X

REPORT OF RECEIPTS AND DISBURSEMENTS For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (In full) TYPE OR PRINT Example: If typing, type over the lines. 12FE4M5 Citizens for a Working America PAC

ADDRESS (number and street) 388 Meadows Drive Check if different than previously reported. (ACC) Lancaster VA 22503

2. FEC IDENTIFICATION NUMBER C C00488767 3. IS THIS REPORT X NEW (N) OR AMENDED (A)

4. TYPE OF REPORT (Choose One) (a) Quarterly Reports: X April 15 Quarterly Report (Q1) July 15 Quarterly Report (Q2) October 15 Quarterly Report (Q3) January 31 Year-End Report (YE) July 31 Mid-Year Report (Non-election Year Only) (MY) Termination Report (TER) (b) Monthly Report Due On: Feb 20 (M2) May 20 (M5) Aug 20 (M8) Nov 20 (M11) (Non-Election Year Only) Mar 20 (M3) Jun 20 (M6) Sep 20 (M9) Dec 20 (M12) (Non-Election Year Only) Apr 20 (M4) Jul 20 (M7) Oct 20 (M10) Jan 31 (YE) (c) 12-Day PRE-Election Report for the: Primary (12P) General (12G) Runoff (12R) Convention (12C) Special (12S) Election on M M F D D F Y Y Y Y Y Y In the State of (d) 30-Day POST-Election Report for the: General (30G) Runoff (30R) Special (30S) Election on M M F D D F Y Y Y Y Y Y in the State of

5. Covering Period 01 01 2012 through 03 31 2012

I certify that I have examined this Report and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer Mr. David Langdon Esq.

Signature of Treasurer Mr. David Langdon Esq. [Electronically Filed] Date 04 13 2012

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

Office Use Only grid with 10 columns and 1 row.

**SCHEDULE A (FEC Form 3X)  
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER: (check only one)		PAGE 6 OF 7	
	<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input type="checkbox"/> 11c	<input type="checkbox"/> 12
	<input type="checkbox"/> 13	<input type="checkbox"/> 14	<input type="checkbox"/> 15	<input type="checkbox"/> 16
				<input type="checkbox"/> 17

Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)  
**Citizens for a Working America PAC**

Full Name (Last, First, Middle Initial) <b>A. Citizens for a Working America, Inc.</b>			Date of Receipt MM / DD / YYYY 01 / 11 / 2012
Mailing Address 131 N. Ludlow St., Ste. 315			Transaction ID : SA11A1.4156
City Dayton	State OH	Zip Code 45402	Amount of Each Receipt this Period 163000.00
FEC ID number of contributing federal political committee. <b>C</b>			Wire transfer
Name of Employer	Occupation		
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 163000.00		

Full Name (Last, First, Middle Initial) <b>B. New Models</b>			Date of Receipt MM / DD / YYYY 01 / 11 / 2012
Mailing Address 6155 Mori Street			Transaction ID : SA11A1.4152
City McLean	State VA	Zip Code 22101	Amount of Each Receipt this Period 292000.00
FEC ID number of contributing federal political committee. <b>C</b>			Wire transfer
Name of Employer	Occupation		
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 292000.00		

Full Name (Last, First, Middle Initial) <b>C.</b>			Date of Receipt MM / DD / YYYY
Mailing Address			
City	State	Zip Code	Amount of Each Receipt this Period
FEC ID number of contributing federal political committee. <b>C</b>			
Name of Employer	Occupation		
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼		

<b>SUBTOTAL</b> of Receipts This Page (optional).....▶	455000.00
<b>TOTAL</b> This Period (last page this line number only).....▶	455000.00

11032444401

**EXHIBIT E**

**Return of Organization Exempt From Income Tax**

OMB No 1545-0047

**2011**

Open to Public Inspection

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

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

Department of the Treasury  
Internal Revenue Service

**A** For the 2011 calendar year, or tax year beginning **2011**, and ending **2011**

**B** Check if applicable:  
 Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

**C** Name of organization **New Models**  
 Doing Business As  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**6165 Mori St.**  
 City or town, state or country, and ZIP + 4  
**McLean, VA 22101**

**D** Employer identification number  
**52-2267268**

**E** Telephone number  
**866-617-4346**

**G** Gross receipts \$ **1398291.5**

**F** Name and address of principal officer:  
**Tim Crawford 6165 Mori St. McLean, VA 22101**

**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** Are all affiliates included?  Yes  No  
 If "No," attach a list. (see instructions)

**I** Tax-exempt status:  501(c)(3)  501(c)( 4 ) ◀ (insert no.)  4947(a)(1) or  527

**J** Website: ▶ **newmodelsusa.org**

**K** Form of organization  Corporation  Trust  Association  Other ▶

**L** Year of formation **2002**

**M** State of legal domicile **VA**

**M(c)** Group exemption number ▶

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>New Models does research on a National, State and local basis. New Models tests messages found in the research. New Models funds ballot issues that allow citizens to determine their future. New Models funds legal services for the right of citizens to make decisions. New Models funds issue advocacy campaigns. New Models does tests branding on ideas.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>2</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>2</b>
	<b>5</b> Total number of individuals employed in calendar year 2011 (Part V, line 2a)	<b>5</b>	<b>0</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>0</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>0</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>2,511,000.00</b>	<b>1,348,415.00</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>0</b>	<b>0</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6, 8, 9d, 10c, and 11e)	<b>0</b>	<b>39,876.50</b>
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>2,511,000.00</b>	<b>1,388,291.50</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 8-11)	<b>1,804,500.00</b>	<b>1,304,000.00</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0</b>	<b>0</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>119,500.00</b>	<b>82,000.00</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>0</b>	<b>0</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25)	<b>27,146.42</b>	
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>302,991.10</b>	<b>66,919.60</b>
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>2,228,991.1</b>	<b>1,480,065.63</b>	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>184,008.90</b>	<b>-91,774.03</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>269,112.00</b>	<b>177,337.97</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>0</b>	<b>0</b>
		<b>269,112.00</b>	<b>177,337.97</b>

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature of officer: **Tim Crawford** Date: **5/10/12**  
 Type or print name and title: **President**

**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶				
Firm's address ▶				Phone no.

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

For Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 11282Y Form 990 (2011)

1-COUNTYUNIVERSITY

SCANNED JUN 13 2012

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