

# Recipient Committee Campaign Statement

(Government Code Sections 84200-84216.5)

Type or print in ink.

Date Stamp

Page 1 of 44

For Official Use Only

**Statement covers period**  
from 01/01/2012  
  
through 03/17/2012

**Date of election if applicable:**  
(Month, Day, Year)  
  
06/05/2012

SEE INSTRUCTIONS ON REVERSE

## 1. Type of Recipient Committee: All Committees - Complete Parts 1,2,3, and 4.

- |   |  |
|---|--|
| <input type="checkbox"/> Officeholder, Candidate Controlled Committee | <input checked="" type="checkbox"/> Ballot Measure Committee                 |
| <input type="radio"/> State Candidate Election Committee              | <input checked="" type="radio"/> Primary Formed                              |
| <input type="radio"/> Recall  | <input type="radio"/> Controlled   |
| (Also Complete Part 5.)   | <input checked="" type="radio"/> Sponsored                                   |
| <input type="checkbox"/> General Purpose Committee                    | (Also Complete Part 6.)  |
| <input type="radio"/> Sponsored                                       | <input type="checkbox"/> Primary Formed Candidate/<br>Officeholder Committee |
| <input type="radio"/> Small Contributor Committee                     | (Also Complete Part 7.)  |
| <input type="radio"/> Political Party/Central Committee               |  |

## 2. Type of Statement:

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> Pre-election Statement    | <input type="checkbox"/> Quarterly Statement                                     |
| <input type="checkbox"/> Semi-annual Statement                | <input type="checkbox"/> Special Odd-Year Report                                 |
| <input type="checkbox"/> Termination Statement                | <input type="checkbox"/> Supplemental Preelection<br>Statement - Attach Form 495 |
| <input checked="" type="checkbox"/> Amendment (Explain below) |  |
- TO INCLUDE ADDITIONAL ACCRUED EXPENSE

## 3. Committee Information

I.D. NUMBER  
1336203

COMMITTEE NAME (OR CANDIDATE'S NAME IF NO COMMITTEE)  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE

STREET ADDRESS (NO P.O. BOX)

CITY	STATE	ZIP CODE	AREA CODE/PHONE
<u>SAN RAFAEL</u>	<u>CA</u>	<u>94901</u>	<u>(415)389-6800</u>

MAILING ADDRESS (IF DIFFERENT) NO. AND STREET OR P.O. BOX

CITY	STATE	ZIP CODE	AREA CODE/PHONE
------	-------	----------	-----------------

OPTIONAL: FAX/E-MAIL ADDRESS

## Treasurer(s)

NAME OF TREASURER  
VIGO G. NIELSEN, JR.

MAILING ADDRESS

CITY	STATE	ZIP CODE	AREA CODE/PHONE
<u>SAN RAFAEL</u>	<u>CA</u>	<u>94901</u>	<u>(415) 389-6800</u>

NAME OF ASSISTANT TREASURER, IF ANY  
DARRIN LIM

MAILING ADDRESS

CITY	STATE	ZIP CODE	AREA CODE/PHONE
<u>SAN RAFAEL</u>	<u>CA</u>	<u>94901</u>	<u>(415) 389-6800</u>

OPTIONAL: FAX/E-MAIL ADDRESS

## 4. Verification

I have used all reasonable diligence in preparing and reviewing this statement and to the best of my knowledge the information contained herein and in the attached schedules is true and complete. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on 04/05/2012 By VIGO G. NIELSEN, JR.  
DATE SIGNATURE OF TREASURER OR ASSISTANT TREASURER

Executed on \_\_\_\_\_ By \_\_\_\_\_  
DATE SIGNATURE OF CONTROLLING OFFICEHOLDER, CANDIDATE, STATE MEASURE PROPONENT OR RESPONSIBLE OFFICER OF SPONSOR

Executed on \_\_\_\_\_ By \_\_\_\_\_  
DATE SIGNATURE OF CONTROLLING OFFICEHOLDER, CANDIDATE, STATE MEASURE PROPONENT

Executed on \_\_\_\_\_ By \_\_\_\_\_  
DATE SIGNATURE OF CONTROLLING OFFICEHOLDER, CANDIDATE, STATE MEASURE PROPONENT

**Recipient Committee  
Campaign Statement  
Cover Page – Part 2**

Type or print in ink.

COVER PAGE - PART 2

**CALIFORNIA  
FORM 460**

Page 2 of 44

**5. Officeholder or Candidate Controlled Committee**

NAME OF OFFICEHOLDER OR CANDIDATE

OFFICE SOUGHT OR HELD (INCLUDE LOCATION AND DISTRICT NUMBER IF APPLICABLE)

RESIDENTIAL/BUSINESS ADDRESS (NO. AND STREET)      CITY      STATE      ZIP

**Related Committees Not Included in this Statement:** List any committees not included in this statement that are controlled by you or are primarily formed to receive contributions or to make expenditures on behalf of your candidacy.

COMMITTEE NAME      I.D.NUMBER

NAME OF TREASURER      CONTROLLED COMMITTEE?  
 YES       NO

COMMITTEE ADDRESS STREET ADDRESS (NO P.O.BOX)

CITY      STATE      ZIP CODE      AREA CODE/PHONE

COMMITTEE NAME      I.D.NUMBER

NAME OF TREASURER      CONTROLLED COMMITTEE?  
 YES       NO

COMMITTEE ADDRESS STREET ADDRESS (NO P.O.BOX)

CITY      STATE      ZIP CODE      AREA CODE/PHONE

**6. Ballot Measure Committee**

NAME OF BALLOT MEASURE

PROPOSITION 29

BALLOT NO. OR LETTER 29	JURISDICTION STATEWIDE	<input type="checkbox"/> SUPPORT <input checked="" type="checkbox"/> OPPOSE
----------------------------	---------------------------	--

**Identify the controlling officeholder, candidate, or state measure proponent, if any.**

NAME OF OFFICEHOLDER, CANDIDATE, OR PROPONENT

OFFICE SOUGHT OR HELD      DISTRICT NO. IF ANY

**7. Primarily Formed Committee** List names of officeholder(s) or candidate(s) for which this committee is primarily formed.

NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
-----------------------------------	-----------------------	---

NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
-----------------------------------	-----------------------	---

NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
-----------------------------------	-----------------------	---

NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
-----------------------------------	-----------------------	---

Attach continuation sheets if necessary

# Campaign Disclosure Statement Summary Page

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

SUMMARY PAGE

<b>Statement covers period</b>	<b>CALIFORNIA FORM 460</b>
from <u>01/01/2012</u>	
through <u>03/17/2012</u>	Page <u>3</u> of <u>44</u>
I.D. NUMBER 1336203	

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

## Contributions Received

		<b>Column A</b> TOTAL THIS PERIOD (FROM ATTACHED SCHEDULES)	<b>Column B</b> CALENDAR YEAR TOTAL TO DATE
1. Monetary Contributions .....	Schedule A, Line 3	\$12,000,000.00	\$12,000,000.00
2. Loans Received .....	Schedule B, Line 7	\$0.00	\$0.00
3. SUBTOTAL CASH CONTRIBUTIONS .....	Add Lines 1 + 2	\$12,000,000.00	\$12,000,000.00
4. Nonmonetary Contributions .....	Schedule C, Line 3	\$88,658.65	\$88,658.65
5. TOTAL CONTRIBUTIONS RECEIVED .....	Add Lines 3 + 4	\$12,088,658.65	\$12,088,658.65

## Calendar Year Summary for Candidates Running in Both the State Primary and General Elections

	1/1 through 6/30	7/1 to Date
20. Contribution Received	\$0.00	\$0.00
21. Expenditures Made	\$0.00	\$0.00

## Expenditures Made

6. Payments Made .....	Schedule E, Line 4	\$7,760,413.41	\$7,760,413.41
7. Loans Made .....	Schedule H, Line 7	\$0.00	\$0.00
8. SUBTOTAL CASH PAYMENTS .....	Add Lines 6 + 7	\$7,760,413.41	\$7,760,413.41
9. Accrued Expenses (Unpaid Bills) .....	Schedule F, Line 3	\$95,335.94	\$107,996.76
10. Nonmonetary Adjustment .....	Schedule C, Line 3	\$88,658.65	\$88,658.65
11. TOTAL EXPENDITURES MADE .....	Add Lines 8 + 9 + 10	\$7,944,408.00	\$7,957,068.82

## Expenditure Limit Summary for State Candidates

### 22. Cumulative Expenditures Made\* (If Subject to Voluntary Expenditure Limit)

Date of Election (mm/dd/yy)	Total to Date

## Current Cash Statement

12. Beginning Cash Balance .....	Previous Summary Page, Line 16	\$291,881.31
13. Cash Receipts .....	Column A, Line 3 above	\$12,000,000.00
14. Miscellaneous Increases to Cash .....	Schedule I, Line 4	\$0.00
15. Cash Payments .....	Column A, Line 8 above	\$7,760,413.41
16. <b>ENDING CASH BALANCE</b> .....	Add Lines 12 + 13 + 14, then subtract Line 15	\$4,531,467.90

If this is a termination statement, Line 16 must be zero.

To calculate Column B, add amounts in Column A to the corresponding amounts from Column B of your last report. Some amounts in Column A may be negative figures that should be subtracted from previous period amounts. If this is the first report being filed for this calendar year, only carry over the amounts from Lines 2, 7, and 9 (if any).

17. LOAN GUARANTEES RECEIVED.....	Schedule B, Part 2	\$0.00
-----------------------------------	--------------------	--------

## Cash Equivalents and Outstanding Debts

18. Cash Equivalents .....	See instructions on reverse	\$0.00
19. Outstanding Debts .....	Add Line 2 + Line 9 in Column B above	\$107,996.76

\*Since January 1, 2001. Amounts in this section may be different from amounts reported in Column B.

# Schedule A Monetary Contributions Received

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

SCHEDULE A

Statement covers period		<b>CALIFORNIA FORM 460</b>
from	01/01/2012	
through	03/17/2012	Page 4 of 44
NAME OF FILER		I.D. Number
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)		1336203

SEE INSTRUCTIONS ON REVERSE

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
2/7/2012	AMERICAN SNUFF COMPANY, LLC (BY ITS SERVICE COMPANY, RAI SERVICES COMPANY), AN AFFILIATE OF R.J. REYNOLDS TOBACCO COMPANY WINSTON-SALEM, NC 27101	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$500,000.00	\$4,005,392.24	
2/7/2012	R.J. REYNOLDS TOBACCO COMPANY (BY ITS SERVICE COMPANY, RAI SERVICES COMPANY) WINSTON-SALEM, NC 27101	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$3,172,000.00	\$4,005,392.24	
2/7/2012	SANTA FE NATURAL TOBACCO COMPANY (BY ITS SERVICE COMPANY, RAI SERVICES COMPANY), AN AFFILIATE OF R.J. REYNOLDS TOBACCO CO. WINSTON-SALEM, NC 27101	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$328,000.00	\$4,005,392.24	
2/14/2012	JOHN MIDDLETON CO. (BY ITS SERVICE COMPANY, ALTRIA CLIENT SERVICES INC.), AN AFFILIATE OF PHILIP MORRIS USA INC. SACRAMENTO, CA 95814	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$194,400.00	\$8,083,266.41	
2/14/2012	PHILIP MORRIS USA INC. AND ITS AFFILIATES (BY ITS SERVICE COMPANY, ALTRIA CLIENT SERVICES INC.) SACRAMENTO, CA 95814	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$7,004,000.00	\$8,083,266.41	

**SUBTOTAL**

## Schedule A Summary

1. Amount received this period - contributions of \$100 or more. (Include all Schedule A subtotals.) .....	\$12,000,000.00
2. Amount received this period - unitemized contributions of less than \$100 .....	\$0.00
3. Total monetary contributions received this period. (Add Lines 1 and 2. Enter here and on the Summary Page, Column A, Line 1.) .....	<b>TOTAL</b> \$12,000,000.00

\*Contributor Codes  
 IND - Individual  
 COM - Recipient Committee  
       (other than PTY or SCC)  
 OTH - Other  
 PTY - Political Party  
 SCC - Small Contributor Committee

# Schedule A (Continuation Sheet) Monetary Contributions Received

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

SCHEDULE A (CONT.)

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA FORM 460**

Page 5 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. Number  
1336203

DATE RECEIVED	FULL NAME, MAILING ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
2/14/2012	UST LLC (BY ITS SERVICE COMPANY, ALTRIA CLIENT SERVICES INC.), AN AFFILIATE OF PHILIP MORRIS USA INC. SACRAMENTO, CA 95814	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		\$801,600.00	\$8,083,266.41	
		<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				
		<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				
		<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				
		<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				

**SUBTOTAL** \$12,000,000.00

\*Contributor Codes  
IND - Individual  
COM - Recipient Committee  
(other than PTY or SCC)  
OTH - Other  
PTY - Political Party  
SCC - Small Contributor Committee

# Schedule B - Part 1 Loans Received

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

FULL NAME, STREET ADDRESS AND ZIP CODE OF LENDER (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	(a) OUTSTANDING BALANCE BEGINNING THIS PERIOD	(b) AMOUNT RECEIVED THIS PERIOD	(c) AMOUNT PAID OR FORGIVEN THIS PERIOD*	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD	(e) INTEREST PAID THIS PERIOD	(f) ORIGINAL AMOUNT OF LOAN	(g) CUMULATIVE CONTRIBUTIONS TO DATE
<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				<input type="checkbox"/> PAID          <input type="checkbox"/> FORGIVEN	          DATE DUE	          RATE %	          DATE INCURRED	          CALENDAR YEAR  PER ELECTION**
<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				<input type="checkbox"/> PAID          <input type="checkbox"/> FORGIVEN	          DATE DUE	          RATE %	          DATE INCURRED	          CALENDAR YEAR  PER ELECTION**
<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC				<input type="checkbox"/> PAID          <input type="checkbox"/> FORGIVEN	          DATE DUE	          RATE %	          DATE INCURRED	          CALENDAR YEAR  PER ELECTION**

**SUBTOTALS**

## Schedule B Summary

(Enter (e) on  
Schedule E, Line 3)

1. Loans received this period. \_\_\_\_\_  
(Total Column (b) plus unitemized loans less than \$100.)

2. Loans paid or forgiven this period \_\_\_\_\_  
(Total Column (c) plus loans under \$100 paid or forgiven.)  
(Include loans paid by a third party that are also itemized on Schedule A.)

3. Net change this period. (Subtract Line 2 from Line 1.) \_\_\_\_\_ **Net** \_\_\_\_\_  
Enter the net here and on the Summary Page, Column A, Line 2. (may be a negative number)

\* Amounts forgiven or paid by another party also must be reported on Schedule A.

\*\* If required.

\*Contributor Codes  
IND-Individual COM-Recipient Committee (other than PTY or SCC) OTH-Other PTY-Political Party SCC-Small Contributor Committee

**Schedule B - Part 2  
Loan Guarantors**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period from <u>01/01/2012</u> through <u>03/17/2012</u>	<b>CALIFORNIA FORM 460</b>
	Page <u>7</u> of <u>44</u>
I.D. Number 1336203	

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

FULL NAME, STREET ADDRESS AND ZIP CODE OF GUARANTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	LOAN	AMOUNT GUARANTEED THIS PERIOD	CUMULATIVE TO DATE	BALANCE OUTSTANDING TO DATE
	<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		LENDER  DATE		CALENDAR YEAR  PER ELECTION (IF REQUIRED)	
	<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		LENDER  DATE		CALENDAR YEAR  PER ELECTION (IF REQUIRED)	
	<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		LENDER  DATE		CALENDAR YEAR  PER ELECTION (IF REQUIRED)	
	<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		LENDER  DATE		CALENDAR YEAR  PER ELECTION (IF REQUIRED)	

**SUBTOTAL**

Enter on  
Summary Page,  
Line 17 only.

**Schedule C  
Nonmonetary Contributions Received**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

SCHEDULE C

Statement covers period from <u>01/01/2012</u> through <u>03/17/2012</u>	<b>CALIFORNIA FORM 460</b>
	Page <u>8</u> of <u>44</u>
I.D. Number 1336203	

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	DESCRIPTION OF GOODS OR SERVICES	AMOUNT/ FAIR MARKET VALUE	CUMULATIVE TO DATE CALENDAR YEAR (JAN 1 - DEC 31)	PER ELECTION TO DATE (IF REQUIRED)
1/13/2012	PHILIP MORRIS USA INC. AND ITS AFFILIATES (BY ITS SERVICE COMPANY, ALTRIA CLIENT SERVICES INC.) SACRAMENTO, CA 95814	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		FOOD & BEVERAGE	\$83.72	\$8,083,266.41	
2/10/2012	PHILIP MORRIS USA INC. AND ITS AFFILIATES (BY ITS SERVICE COMPANY, ALTRIA CLIENT SERVICES INC.) SACRAMENTO, CA 95814	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		CAMPAIGN SERVICES	\$50,000.00	\$8,083,266.41	
1/31/2012	PHILIP MORRIS USA INC. AND ITS AFFILIATES (BY ITS SERVICE COMPANY, ALTRIA CLIENT SERVICES INC.) SACRAMENTO, CA 95814	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		CONSULTING	\$7,008.13	\$8,083,266.41	
2/10/2012	PHILIP MORRIS USA INC. AND ITS AFFILIATES (BY ITS SERVICE COMPANY, ALTRIA CLIENT SERVICES INC.) SACRAMENTO, CA 95814	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		CAMPAIGN SERVICES	\$26,174.56	\$8,083,266.41	

Attach additional information on appropriately labeled continuation sheets.

**SUBTOTAL** \$88,658.65

**Schedule C Summary**

1. Amount received this period - nonmonetary contributions of \$100 or more. (Include all Schedule C subtotals.).....	\$88,658.65
2. Amount received this period - unitemized nonmonetary contributions of less than \$100 .....	\$0.00
3. Total nonmonetary contributions received this period. (Add Lines 1 and 2. Enter here and on the Summary Page, Column A, Lines 4 and 10.) .....	<b>TOTAL</b> \$88,658.65

\*Contributor Codes  
IND - Individual  
COM- Recipient Committee  
(other than PTY or SCC)  
OTH - Other  
PTY - Political Party  
SCC - Small Contributor Committee



# Schedule C Nonmonetary Contributions Received

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

SCHEDULE C

Statement covers period from <u>01/01/2012</u> through <u>03/17/2012</u>	<b>CALIFORNIA FORM 460</b>
	Page <u>9</u> of <u>44</u>
I.D. Number 1336203	

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE *	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	DESCRIPTION OF GOODS OR SERVICES	AMOUNT/ FAIR MARKET VALUE	CUMULATIVE TO DATE CALENDAR YEAR (JAN 1 - DEC 31)	PER ELECTION TO DATE (IF REQUIRED)
2/29/2012	R.J. REYNOLDS TOBACCO COMPANY (BY ITS SERVICE COMPANY, RAI SERVICES COMPANY) WINSTON-SALEM, NC 27101	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		CAMPAIGN SERVICES	\$5,392.24	\$4,005,392.24	
		<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC					
		<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC					
		<input type="checkbox"/> IND <input type="checkbox"/> COM <input type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC					

Attach additional information on appropriately labeled continuation sheets.

**SUBTOTAL** \$88,658.65

## Schedule C Summary

- Amount received this period - nonmonetary contributions of \$100 or more.  
(Include all Schedule C subtotals.).....
- Amount received this period - unitemized nonmonetary contributions of less than \$100 .....
- Total nonmonetary contributions received this period.  
(Add Lines 1 and 2. Enter here and on the Summary Page, Column A, Lines 4 and 10.) ..... **TOTAL**

\*Contributor Codes  
 IND - Individual  
 COM- Recipient Committee  
       (other than PTY or SCC)  
 OTH - Other  
 PTY - Political Party  
 SCC - Small Contributor Committee

**Schedule D  
Summary of Expenditures  
Supporting/Opposing Other  
Candidates, Measures and Committees**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

DATE	NAME OF CANDIDATE, OFFICE, AND DISTRICT, OR MEASURE NUMBER OR LETTER AND JURISDICTION, OR COMMITTEE	TYPE OF PAYMENT	DESCRIPTION (IF REQUIRED)	AMOUNT THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN.1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
	<input type="checkbox"/> Support <input type="checkbox"/> Oppose	<input type="checkbox"/> Monetary Contribution <input type="checkbox"/> Nonmonetary Contribution <input type="checkbox"/> Independent Expenditure				
	<input type="checkbox"/> Support <input type="checkbox"/> Oppose	<input type="checkbox"/> Monetary Contribution <input type="checkbox"/> Nonmonetary Contribution <input type="checkbox"/> Independent Expenditure				
	<input type="checkbox"/> Support <input type="checkbox"/> Oppose	<input type="checkbox"/> Monetary Contribution <input type="checkbox"/> Nonmonetary Contribution <input type="checkbox"/> Independent Expenditure				

**SUBTOTAL**

**Schedule D Summary**

1. Contributions and independent expenditures made this period of \$100 or more. (Include all Schedule D subtotals.) \_\_\_\_\_
2. Unitemized contributions and independent expenditures made this period of under \$100 \_\_\_\_\_
3. Total contributions and independent expenditures made this period. (Add Lines 1 and 2. Do not enter on the Summary Page.) ..... **TOTAL** \_\_\_\_\_

**Schedule E  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period		<b>CALIFORNIA FORM 460</b>
from	01/01/2012	
through	03/17/2012	Page 11 of 44
NAME OF FILER NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)		I.D. NUMBER 1336203

SEE INSTRUCTIONS ON REVERSE

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP campaign paraphernalia/misc.	MBR member communications	RAD radio airtime and production costs
CNS campaign consultants	MTG meetings and appearances	RFD returned contributions
CTB contribution (explain nonmonetary)*	OFC office expenses	SAL campaign workers' salaries
CVC civic donations	PET petition circulating	TEL t.v. or cable airtime and production costs
FIL candidate filing/ballot fees	PHO phone banks	TRC candidate travel, lodging, and meals
FND fundraising events	POL polling and survey research	TRS staff/spouse travel, lodging, and meals
IND independent expenditure supporting/opposing others (explain)*	POS postage, delivery and messenger services	TSF transfer between committees of the same candidate/sponsor
LEG legal defense	PRO professional services (legal, accounting)	VOT voter registration
LIT campaign literature and mailings	PRT print ads	WEB information technology costs (internet, email)

NAME AND ADDRESS OF PAYEE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
GCW MEDIA SERVICES ROSEVILLE, CA 95661		PARTIAL REFUND	(\$4,500.00)
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661		SEE SCHEDULE G	\$1,105.76
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825	LIT		\$280.15

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**

**Schedule E Summary**

1. Payments made this period of \$100 or more. (Include all Schedule E subtotals.) .....	\$7,760,413.41
2. Unitemized payments made this period of under \$100. ....	\$0.00
3. Total interest paid this period on loans. (Enter amount from Schedule B, Part 1, Column (e).) .....	\$0.00
4. Total payments made this period. (Add lines 1, 2, and 3. Enter here and on the Summary Page, Column A, Line 6.) .....	<b>TOTAL</b> \$7,760,413.41

**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA  
FORM 460**

Page 12 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825		REIMBURSED EXPENSES UNDER \$500	\$501.52
NIELSEN MERKSAMER PARRINELLO GROSS & LEONI LLP SACRAMENTO, CA 95814	PRO	VIGO G. NIELSEN, JR., COMMITTEE TREASURER, IS A PARTNER OF PAYEE	\$10,697.46
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661	CNS		\$45,000.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661	CNS		\$85,000.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661		REIMBURSED EXPENSES	\$75.93

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**

**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA FORM 460**  
Page 13 of 44  
I.D. NUMBER 1336203

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
NIELSEN MERKSAMER PARRINELLO GROSS & LEONI LLP SACRAMENTO, CA 95814	PRO		VIGO G. NIELSEN, JR., COMMITTEE TREASURER, IS A PARTNER OF PAYEE	\$60,418.75
LIONEL LARGAESPADA BENICIA, CA 94510	CNS			\$5,000.00
THE DOLPHIN GROUP STRATEGIC PUBLIC AFFAIRS LOS ANGELES, CA 90025	CNS			\$5,000.00
MB PUBLIC AFFAIRS, INC. SACRAMENTO, CA 95814	CNS			\$10,000.00
CREATIVE MEDIA GROUP, LLC FOLSOM, CA 95630	CNS			\$6,000.00

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**

**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA  
FORM 460**

Page 14 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825	CNS			\$25,000.00
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825	CNS			\$25,000.00
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825			REIMBURSED EXPENSES UNDER \$500	\$539.19
SCHUBERT FLINT PUBLIC AFFAIRS SACRAMENTO, CA 95814	CNS			\$75,000.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661			SEE SCHEDULE G	\$2,786.04

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**

**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA  
FORM 460**

Page 15 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
SILVINA MARTINEZ SACRAMENTO, CA 95825	CNS			\$5,000.00
SILVINA MARTINEZ SACRAMENTO, CA 95825			REIMBURSED EXPENSES	\$151.82
SILVINA MARTINEZ SACRAMENTO, CA 95825	CNS			\$5,000.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661			SEE SCHEDULE G	\$1,050,005.85
MILLER PUBLIC AFFAIRS GROUP, INC. SACRAMENTO, CA 95814	OFC			\$130.00

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**

**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA  
FORM 460**

Page 16 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
MILLER PUBLIC AFFAIRS GROUP, INC. SACRAMENTO, CA 95814	CNS			\$25,000.00
THE DOLPHIN GROUP STRATEGIC PUBLIC AFFAIRS LOS ANGELES, CA 90025	CNS			\$5,000.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661			PARTIAL REFUND	(\$750.00)
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661			PARTIAL REFUND	(\$140,000.78)
GCW MEDIA SERVICES ROSEVILLE, CA 95661 Memo Reference: EXP579			SEE SCHEDULE G	\$5,950,033.15



\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**



**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012


SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
GCW MEDIA SERVICES ROSEVILLE, CA 95661 Memo Reference: EXP583		SEE SCHEDULE G	\$25,000.00
CAPITOL MATRIX CONSULTING, LLC LINCOLN, CA 95648	CNS		\$20,000.00
CREATIVE MEDIA GROUP, LLC FOLSOM, CA 95630	CNS		\$10,000.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661		SEE SCHEDULE G	\$3,715.41
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661	CNS		\$85,000.00

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**

**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA  
FORM 460**

Page 18 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
LIONEL LARGAESPADA BENICIA, CA 94510	CNS		\$5,000.00
SILVINA MARTINEZ SACRAMENTO, CA 95825	CNS		\$5,000.00
MB PUBLIC AFFAIRS, INC. SACRAMENTO, CA 95814		REIMBURSED EXPENSES	\$3.95
MB PUBLIC AFFAIRS, INC. SACRAMENTO, CA 95814	CNS		\$10,000.00
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825	CNS		\$25,000.00

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**

**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA  
FORM 460**

Page 19 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
MILLER PUBLIC AFFAIRS GROUP, INC. SACRAMENTO, CA 95814		REIMBURSED EXPENSES	\$130.00
MILLER PUBLIC AFFAIRS GROUP, INC. SACRAMENTO, CA 95814	CNS		\$25,000.00
NIELSEN MERKSAMER PARRINELLO GROSS & LEONI LLP SACRAMENTO, CA 95814	PRO	VIGO G. NIELSEN, JR., COMMITTEE TREASURER, IS A PARTNER OF PAYEE	\$192,135.44
SCHUBERT FLINT PUBLIC AFFAIRS SACRAMENTO, CA 95814		REIMBURSED EXPENSES	\$60.70
SCHUBERT FLINT PUBLIC AFFAIRS SACRAMENTO, CA 95814	CNS		\$75,000.00

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL**

**Schedule E  
(Continuation Sheet)  
Payments Made**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA  
FORM 460**

Page 20 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

I.D. NUMBER  
1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
THE DOLPHIN GROUP STRATEGIC PUBLIC AFFAIRS LOS ANGELES, CA 90025		SEE SCHEDULE G	\$3,093.07
VOTER/CONSUMER RESEARCH, INC. WASHINGTON, DC 20002	POL		\$23,800.00

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTAL** \$7,760,413.41

**Schedule F  
Accrued Expenses (Unpaid Bills)**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

<b>Statement covers period</b>	<b>CALIFORNIA FORM 460</b>
from <u>01/01/2012</u>	
through <u>03/17/2012</u>	Page <u>21</u> of <u>44</u>
I.D. NUMBER 1336203	

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

CMP campaign paraphernalia/misc.	MBR member communications	RAD radio airtime and production costs
CNS campaign consultants	MTG meetings and appearances	RFD returned contributions
CTB contribution (explain nonmonetary)*	OFC office expenses	SAL campaign workers' salaries
CVC civic donations	PET petition circulating	TEL t.v. or cable airtime and production costs
FIL candidate filing/ballot fees	PHO phone banks	TRC candidate travel, lodging, and meals
FND fundraising events	POL polling and survey research	TRS staff/spouse travel, lodging, and meals
IND independent expenditure supporting/opposing others (explain)*	POS postage, delivery and messenger services	TSF transfer between committees of the same candidate/sponsor
LEG legal defense	PRO professional services (legal, accounting)	VOT voter registration
LIT campaign literature and mailings	PRT print ads	WEB information technology costs (internet, email)

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
NIELSEN MERKSAMER PARRINELLO GROSS & LEONI LLP SACRAMENTO, CA 95814	PRO VIGO G. NIELSEN, JR., COMMITTEE TREASURER, IS A PARTNER OF PAYEE	\$10,697.46	\$0.00	\$10,697.46	\$0.00
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825	LIT	\$280.15	\$0.00	\$280.15	\$0.00
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825	REIMBURSED EXPENSES UNDER \$500	\$501.52	\$0.00	\$501.52	\$0.00

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

**SUBTOTALS**

**Schedule F Summary**

1. Total accrued expenses incurred this period. (Include all Schedule F, Column (b) subtotals for accrued expenses of \$100 or more, plus total unitemized accrued expenses under \$100.).....	<b>INCURRED TOTALS</b> \$107,996.76
2. Total accrued expenses paid this period. (Include all Schedule F, Column (c) subtotals for payments on accrued expenses of \$100 or more, plus total unitemized payments on accrued expenses under \$100.).....	<b>PAID TOTALS</b> \$12,660.82
3. Net change this period. ( <b>Subtract</b> Line 2 from Line 1. Enter the difference here and on the Summary Page, Column A, Line 9.).....	<b>NET</b> \$95,335.94 May be a negative number.

**Schedule F  
(Continuation Sheet)  
Accrued Expenses (Unpaid Bills)**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

<b>Statement covers period</b>		<b>CALIFORNIA FORM 460</b>
from	01/01/2012	
through	03/17/2012	Page 22 of 44
NAME OF FILER NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)		I.D. NUMBER 1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\*Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661	SEE SCHEDULE G	\$1,105.76	\$0.00	\$1,105.76	\$0.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661	REIMBURSED EXPENSES	\$75.93	\$0.00	\$75.93	\$0.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661	SEE SCHEDULE G	\$0.00	\$4,411.77	\$0.00	\$4,411.77
THE DOLPHIN GROUP STRATEGIC PUBLIC AFFAIRS LOS ANGELES, CA 90025	CNS	\$0.00	\$5,000.00	\$0.00	\$5,000.00

**SUBTOTALS**

**Schedule F  
(Continuation Sheet)  
Accrued Expenses (Unpaid Bills)**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period		<b>CALIFORNIA FORM 460</b>
from	01/01/2012	
through	03/17/2012	Page 23 of 44
NAME OF FILER NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)		I.D. NUMBER 1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\*Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
CREATIVE MEDIA GROUP, LLC FOLSOM, CA 95630	CNS	\$0.00	\$10,000.00	\$0.00	\$10,000.00
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661	SEE SCHEDULE G	\$0.00	\$2,456.02	\$0.00	\$2,456.02
SCHUBERT FLINT PUBLIC AFFAIRS SACRAMENTO, CA 95814	REIMBURSED EXPENSES UNDER \$500	\$0.00	\$1,377.23	\$0.00	\$1,377.23
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825	SEE SCHEDULE G	\$0.00	\$4,008.66	\$0.00	\$4,008.66

**SUBTOTALS**

**Schedule F  
(Continuation Sheet)  
Accrued Expenses (Unpaid Bills)**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period		<b>CALIFORNIA FORM 460</b>
from	01/01/2012	
through	03/17/2012	Page 24 of 44
NAME OF FILER NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)		I.D. NUMBER 1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\*Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
MERIDIAN PACIFIC, INC. SACRAMENTO, CA 95825	SEE SCHEDULE G	\$0.00	\$1,019.01	\$0.00	\$1,019.01
MILLER PUBLIC AFFAIRS GROUP, INC. SACRAMENTO, CA 95814	CNS	\$0.00	\$25,000.00	\$0.00	\$25,000.00
MILLER PUBLIC AFFAIRS GROUP, INC. SACRAMENTO, CA 95814	OFC	\$0.00	\$444.83	\$0.00	\$444.83
WINSTON & STRAWN LLP CHICAGO, IL 60601	PRO	\$0.00	\$141.00	\$0.00	\$141.00

**SUBTOTALS**



**Schedule F  
(Continuation Sheet)  
Accrued Expenses (Unpaid Bills)**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

<b>Statement covers period</b>		<b>CALIFORNIA FORM 460</b>
from	01/01/2012	
through	03/17/2012	Page 25 of 44
NAME OF FILER NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)		I.D. NUMBER 1336203

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\*Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
THE DOLPHIN GROUP STRATEGIC PUBLIC AFFAIRS LOS ANGELES, CA 90025	SEE SCHEDULE G	\$0.00	\$1,894.49	\$0.00	\$1,894.49
DDC ADVOCACY NATIONAL HARBOR, MD 20745	POL	\$0.00	\$743.75	\$0.00	\$743.75
VOTER/CONSUMER RESEARCH, INC. WASHINGTON, DC 20002	POL	\$0.00	\$51,500.00	\$0.00	\$51,500.00
<b>SUBTOTALS</b>		\$12,660.82	\$107,996.76	\$12,660.82	\$107,996.76

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded  
 to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
 (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GCW MEDIA SERVICES

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
GODDARD CLAUSSEN WEST, INC. ROSEVILLE, CA 95661			COMMISSION	\$15,000.00
RESONATE NETWORKS RESTON, VA 20190			SEE SCHEDULE G	\$127,500.00
FLASH REPORT Newport Beach, CA 92660	WEB			\$25,000.00
KABC-TV GLENDAL, CA 91201	TEL			\$1,099,390.00

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$1266890.00

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

**CALIFORNIA FORM 460**  
 Page 27 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GCW MEDIA SERVICES

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KBCW-TV SAN FRANCISCO, CA 94111	TEL			\$52,232.50
KCAL-TV HOLLYWOOD, CA 90028	TEL			\$209,907.50
KCBS-TV LOS ANGELES, CA 90028	TEL			\$672,945.00
KCOP-TV LOS ANGELES, CA 90025	TEL			\$16,065.00

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$951150.00

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GCW MEDIA SERVICES

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KCRA-TV SACRAMENTO, CA 95814	TEL			\$233,711.75
KDOC-TV IRVINE, CA 92614	TEL			\$31,768.75
KFMB-TV SAN DIEGO, CA 92186	TEL			\$214,897.00
KGO-TV SAN FRANCISCO, CA 94111	TEL			\$433,075.00

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$913452.50

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

**CALIFORNIA FORM 460**  
 Page 29 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GCW MEDIA SERVICES

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KGTV-TV SAN DIEGO, CA 92102	TEL			\$196,031.25
KICU-TV SAN JOSE, CA 95131	TEL			\$32,427.50
KMAX-TV SACRAMENTO, CA 95815	TEL			\$41,607.50
KNBC-TV BURBANK, CA 91523	TEL			\$512,210.00

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$782276.25

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GCW MEDIA SERVICES

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KNSD-TV SAN DIEGO, CA 92111	TEL			\$143,726.50
KNTV-TV SAN JOSE, CA 95131	TEL			\$231,697.25
KOFY-TV SAN FRANCISCO, CA 94124	TEL			\$17,722.50
KOVR-TV WEST SACRAMENTO, CA 95605	TEL			\$147,211.50

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$540357.75

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GCW MEDIA SERVICES

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KPIX-TV SAN FRANCISCO, CA 94111	TEL			\$335,410.00
KQCA-TV SACRAMENTO, CA 95814	TEL			\$45,900.00
KRON-TV SAN FRANCISCO, CA 94109	TEL			\$80,580.00
KSWB-TV SAN DIEGO, CA 92111	TEL			\$62,156.25

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$524046.25

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GCW MEDIA SERVICES

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KTLA-TV LOS ANGELES, CA 90025	TEL			\$235,535.00
KTTV-TV LOS ANGELES, CA 90025	TEL			\$344,080.00
KTVU-TV OAKLAND, CA 94607	TEL			\$267,495.00
KTXL-TV SACRAMENTO, CA 95820	TEL			\$79,555.75

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$926665.75

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.



**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GCW MEDIA SERVICES

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
KUSI-TV SAN DIEGO, CA 92123	TEL			\$60,970.50
KXTV-TV SACRAMENTO, CA 95818	TEL			\$148,524.75

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$209495.25

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

**CALIFORNIA FORM 460**  
 Page 34 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GODDARD CLAUSSEN WEST, INC.

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
HOSTING & SOLUTIONS SERVICES, INC. San Diego, CA 92124	WEB			\$1,352.84
DANIEL MEEK Portland, OR 97219	WEB			\$574.70
GCW MEDIA SERVICES ROSEVILLE, CA 95661		COMMISSION		\$588.24
SCHUBERT FLINT PUBLIC AFFAIRS SACRAMENTO, CA 95814		COMMISSION		\$980.44

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$3496.22

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded  
 to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

**CALIFORNIA FORM 460**  
 Page 35 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GODDARD CLAUSSEN WEST, INC.

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
GCW MEDIA SERVICES ROSEVILLE, CA 95661			COMMISSION	\$140,000.78
GODDARD GUNSTER Washington, DC 20001			COMMISSION	\$70,000.39
GODDARD GUNSTER Washington, DC 20001			PRODUCTION COSTS	\$50,000.00
SCHUBERT FLINT PUBLIC AFFAIRS SACRAMENTO, CA 95814			COMMISSION	\$216,678.80

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$476679.97

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

**CALIFORNIA FORM 460**  
 Page 36 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GODDARD CLAUSSEN WEST, INC.

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
EVOLVE POST, LLC SANTA MONICA, CA 90404	WEB			\$1,406.35
POSITION INTERACTIVE INC. Sacramento, CA 95814	WEB			\$1,318.94
SPRING CREATIVE, INC. SACRAMENTO, CA 95823	WEB			\$718.38
GOOGLE INC. MOUNTAIN VIEW, CA 94043	WEB			\$574.70

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$4018.37

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 GODDARD CLAUSSEN WEST, INC.

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
POSITION INTERACTIVE INC. Sacramento, CA 95814	WEB			\$840.50
PREMIERE GLOBAL ATLANTA, GA 30305	OFC			\$510.35

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$1350.85

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 MERIDIAN PACIFIC, INC.

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
HYATT REGENCY SAN FRANCISCO AIRPORT Burlingame, CA 94010	TRS			\$1,108.60
SOUTHWEST AIRLINES DALLAS, TX 75235	TRS			\$1,092.80
SOUTHWEST AIRLINES DALLAS, TX 75235	TRS			\$557.20

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$2758.60

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded  
 to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

**CALIFORNIA FORM 460**  
 Page 39 of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 RESONATE NETWORKS

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
BIG GOVERNMENT LOS ANGELS, CA 90049	WEB		\$2,564.54
BREITBART.TV LOS ANGELES, CA 90049	WEB		\$2,554.27
FOX NEWS CHICAGO, IL 60693	WEB		\$13,822.90
HUMAN EVENTS ONLINE (EAGLE PUBLISHING) WASHINGTON, DC 20001	WEB		\$6,958.22

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$25899.93

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 RESONATE NETWORKS

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
SPONGECELL NEW YORK, NY 10018	WEB			\$15,000.00
THE WASHINGTON TIMES WASHINGTON, DC 20002	WEB			\$8,131.74
THE WEEKLY STANDARD SPRINGFIELD, VA 22151	WEB			\$5,693.15
WASHINGTON EXAMINER SPRINGFIELD, VA 22151	WEB			\$5,675.75

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$34500.64

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.



**Schedule G**  
**Payments Made by an Agent or Independent Contractor (on Behalf of This Committee)**

Type or print in ink.  
 Amounts may be rounded to whole dollars.

Statement covers period  
 from 01/01/2012  
 through 03/17/2012

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
 NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)

I.D. NUMBER  
 1336203

NAME OF AGENT OR INDEPENDENT CONTRACTOR  
 THE DOLPHIN GROUP STRATEGIC PUBLIC AFFAIRS

**CODES:** If one of the following codes accurately describes the payment, you may enter the code. Otherwise, describe the payment.

- |   |   |   |
|---|---|---|
| CMP campaign paraphernalia/misc.                                  | MBR member communications                     | RAD radio airtime and production costs                        |
| CNS campaign consultants  | MTG meetings and appearances                  | RFD returned contributions                                    |
| CTB contribution (explain nonmonetary)*                           | OFC office expenses                           | SAL campaign workers' salaries                                |
| CVC civic donations   | PET petition circulating                      | TEL t.v. or cable airtime and production costs                |
| FIL candidate filing/ballot fees                                  | PHO phone banks                               | TRC candidate travel, lodging, and meals                      |
| FND fundraising events  | POL polling and survey research               | TRS staff/spouse travel, lodging, and meals                   |
| IND independent expenditure supporting/opposing others (explain)* | POS postage, delivery and messenger services  | TSF transfer between committees of the same candidate/sponsor |
| LEG legal defense   | PRO professional services (legal, accounting) | VOT voter registration  |
| LIT campaign literature and mailings                              | PRT print ads                                 | WEB information technology costs (internet, email)            |

\* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

NAME AND ADDRESS OF PAYEE OR CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
SOUTHWEST AIRLINES DALLAS, TX 75235	TRS			\$2,024.00
THE SOFIA HOTEL SAN DIEGO, CA 92101	TRS			\$821.10
SOUTHWEST AIRLINES DALLAS, TX 75235	TRS			\$1,252.80

Attach additional information on appropriately labeled continuation sheets.

**TOTAL\*** \$4097.90

\* Do not transfer to any other schedule or to the Summary Page. This total may not equal the amount paid to the agent or independent contractor as reported on Schedule E.

**Schedule H –  
Loans Made to Others\***

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

Statement covers period from <u>01/01/2012</u> through <u>03/17/2012</u>	<b>CALIFORNIA FORM 460</b>
	Page <u>42</u> of 44

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY (SEE ATTACHMENT A)	I.D. NUMBER 1336203
--	------------------------

FULL NAME, STREET ADDRESS AND ZIP CODE OF RECIPIENT (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	(a) OUTSTANDING BALANCE BEGINNING THIS PERIOD	(b) AMOUNT LOANED THIS PERIOD	(c) REPAYMENT OR FORGIVENESS THIS PERIOD*	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD	(e) INTEREST RECEIVED	(f) ORIGINAL AMOUNT OF LOAN	(g) CUMULATIVE LOANS TO DATE
				<input type="checkbox"/> PAID  <input type="checkbox"/> FORGIVEN		_____% RATE		CALENDAR YEAR _____  PER ELECTION** _____  DATE DUE _____ DATE INCURRED _____
				<input type="checkbox"/> PAID  <input type="checkbox"/> FORGIVEN		_____% RATE		CALENDAR YEAR _____  PER ELECTION** _____  DATE DUE _____ DATE INCURRED _____
<b>SUBTOTALS</b>								

\*Loans that are contributions to another candidate or committee must also be summarized on Schedule D. Loans forgiven must also be reported on Schedule E.

(Enter (e) on  
Schedule I, Line 3)

**Schedule H Summary**

1. Loans made this period ..... \_\_\_\_\_  
(Total Column (b) plus unitemized loans less than \$100.)

2. Payments received on loans ..... \_\_\_\_\_  
(Total Column (c) plus unitemized payments less than \$100.)

3. Net change this period. (Subtract Line 2 from Line 1.) ..... **NET** \_\_\_\_\_  
(Enter the net here and on the Summary Page, Column A, Line 7.) (May be a negative number)

\*\* If Required

**Schedule I  
Miscellaneous Increases to Cash**

Type or print in ink.  
Amounts may be rounded  
to whole dollars.

SCHEDULE I

Statement covers period  
from 01/01/2012  
through 03/17/2012

**CALIFORNIA FORM 460**  
Page 43 of 44  
I.D. NUMBER  
1336203

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER  
NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY  
(SEE ATTACHMENT A)

DATE RECEIVED	FULL NAME AND ADDRESS OF SOURCE (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH

Attach additional information on appropriately labeled continuation sheets.

**SUBTOTAL** \$ .00

**Schedule I Summary**

- 1. Increases to cash of \$100 or more this period..... \$ .00
- 2. Unitemized increases to cash under \$100 this period..... \$ .00
- 3. Total of all interest received this period on loans made to others. (Schedule H, Column (e).)..... \$ .00
- 4. Total miscellaneous increases to cash this period. (Add Lines 1, 2, and 3. Enter here and on the Summary Page, Line 14.)..... **TOTAL** \$ .00

Memo Reference:

---

ATTACHMENT A - COMPLETE COMMITTEE NAME: NO ON 29 - CALIFORNIANS AGAINST OUT-OF-CONTROL TAXES AND SPENDING. MAJOR FUNDING BY PHILIP MORRIS USA AND R.J. REYNOLDS TOBACCO COMPANY, WITH A COALITION OF TAXPAYERS, SMALL BUSINESSES, LAW ENFORCEMENT AND LABOR; ATTACHMENT B - ADDITIONAL COMMITTEE ADDRESSES: 1215 K STREET, SUITE 2260, SACRAMENTO, CA 95814; 3001 DOUGLAS BOULEVARD, SUITE 225, ROSEVILLE, CA 95661

Memo Reference: EXP579

---

PAYMENT THROUGH INTERMEDIARY: GODDARD CLAUSSEN WEST, INC.; SAME ADDRESS

Memo Reference: EXP583

---

PAYMENT THROUGH INTERMEDIARY: GODDARD CLAUSSEN WEST, INC.; SAME ADDRESS

---

---