EXHIBIT A

IN THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF WISCONSIN MILWAUKEE DIVISION

ERIC O'KEEFE, and WISCONSIN CLUB FOR GROWTH, INC.,

Plaintiffs,

v.

FRANCIS SCHMITZ, in his official and personal capacities,
JOHN CHISHOLM, in his official and personal capacities,
BRUCE LANDGRAF, in his official and personal capacities,
DAVID ROBLES, in his official and personal capacities,
DEAN NICKEL, in his official and personal capacities,
GREGORY PETERSON, in his official capacity,

Case No. 2:14-cv-00139-RTR

Defendants.

DEFENDANT FRANCIS SCHMITZ'S SUPPLEMENTAL OPPOSITION TO PLAINTIFFS' MOTION FOR PRELIMINARY INJUNCTION

Defendant Francis Schmitz respectfully submits this supplemental response in opposition to Plaintiffs' Motion for Preliminary Injunction. As an initial matter, and as was first raised in Defendants' Joint Response in Opposition to Plaintiffs' Motion for Preliminary Injunction (D.'s Mem. at 2, n. 2), Plaintiffs have not moved to enjoin any conduct by Mr. Schmitz. P.'s Mot. at 1 ("Plaintiffs . . . move this Court . . . to enter an order enjoining Defendants Chisholm, Landgraf, Robles, and Nickel ('Defendants') . . ."). For this reason alone, any injunctive relief Plaintiffs

now seek against Mr. Schmitz should be denied.¹ Even if the Plaintiffs properly moved to enjoin Mr. Schmitz's conduct with regard to the John Doe proceedings, their motion should be denied for the reasons set forth below and in Defendants' opening brief.

PROCEDURAL BACKGROUND

As discussed in Defendants' Joint Response in Opposition to Plaintiffs' Motion for Preliminary Injunction (Dkt. No. 48) and Defendants' Motion to Stay (Dkt. No. 35), and as further discussed by Mr. Schmitz's counsel during the Court's Scheduling Conference on March 13, 2014, Mr. Schmitz was prejudiced by the confidential nature of the John Doe proceedings, insofar as state court orders and Wisconsin Statute § 12.13(5) limited Mr. Schmitz's ability to make an evidentiary showing as to why Plaintiffs' Motion for Preliminary Injunction should be denied. Those constraints have since been lightened, albeit not entirely removed. First, on March 22, 2014, Judge Gregory Peterson issued an Order for Qualified Use and Dissemination of John Doe Materials (All Proceedings) which authorized Mr. Schmitz to "use the information, transcripts, documents and other materials gathered in [the John Doe proceedings] for all purposes related to the defense of the lawsuit in case no. 14CV00139." Schmitz Dec., Ex. A. Second, the Government Accountability Board ("GAB") has since authorized Mr. Schmitz, who is under contract with the GAB and therefore subject to Wisconsin Statute § 12.13(5), to attach to this filing the affidavits that have been executed as part of the John Doe proceedings. Schmitz Dec. at ¶ 28. The GAB has also authorized Mr. Schmitz to cite and quote from documents that either the Plaintiffs or the other Defendants have filed in this matter. *Id.* at ¶¶ 26, 28.

¹ Nevertheless, Mr. Schmitz still has an interest in having the other defendants (for whom injunctive relief has been sought) to assist him in the investigation.

SUPPLEMENTAL FACTUAL BACKGROUND

On September 5, 2012, Judge Barbara Kluka authorized the commencement of a new John Doe proceeding in Milwaukee County "[b]ased upon the sworn testimony of Investigator Robert Stelter of the Milwaukee County District Attorney's Office, and the Affidavit of Robert Stelter dated August 10, 2012." Chisholm Mot. to Dismiss, Leib Dec., Ex. O. Mr. Stelter's affidavit states that "[t]he purposes and goals of this John Doe investigation would be to":

- a. Determine the nature and extent of an agreement or understanding related to the solicitation by Scott Walker, gubernatorial candidate, and Friends of Scott Walker (FOSW), the personal campaign committee of Scott Walker in the 2011 and 2012 recall elections, for contributions to organizations regulated by Title 26 U.S.C. 501(c)(4) contrary to Wisconsin Stats sec. 11.10(4), 11.26, 11.27 and 11.61(1)(b);
- b. Determine whether the circumstances under which the solicitation and use of said campaign contributions were to circumvent the provisions of Wisconsin Stats sec. 11.26 and 11.27(1) by individuals and others identified above, for a criminal purpose in order to avoid the requirements of Wisconsin Stats. sec. 11.06(1) and 11.27(1).

Schmitz Dec., Ex. B at 1-2. Mr. Stelter's affidavit provides "background" on certain individuals associated with both Friends of Scott Walker and Wisconsin Club for Growth:

R.J. Johnson was a paid advisor to the Friends of Scott Walker and was also involved with the Wisconsin Club for Growth (WiCFG), an organization under Title 26 U.S.C. 501(c)(4).

. . .

... Kate Doner was a fundraiser with Doner Fundraising working on behalf of FOSW in conjunction with the Wisconsin Club for Growth in 2011 and 2012.

. . .

... Kelly Rindfleisch is presently employed by an independent company performing work for the Friends of Scott Walker. Rindfleisch was actively involved in coordinating fundraising by Scott Walker on behalf of the WiCFG organization.

Id. at 5. Supporting exhibits are attached to Mr. Stelter's affidavit, which include and establish the following:

- [Id. at ¶ 12; Exhibit 2] An April 28, 2011, email from Kate Doner to R.J. Johnson that states: "As the Governor discussed . . . he wants all the issue advocacy efforts run thru one group to ensure correct messaging. We had some past problems with multiple groups doing work on 'behalf' of Gov. Walker and it caused some issues. In Wisconsin, a 501(c)(4) is the legal vehicle that runs the media/outreach/GOTV campaign. The Governor is encouraging all to invest in the Wisconsin Club for Growth. Wisconsin Club for Growth can accept Corporate and Personal donations without limitations and no donors disclosure." (emphasis added)
- [Id. at ¶¶ 13-15; Exhibit 3] A June 20, 2011, email from Kelly Rindfleisch to Scott Walker that forwards an itinerary for a fundraising trip that provides background on donors Scott Walker was scheduled to meet. Among the talking points related to these scheduled meetings are the following: "Stress that donations to WiCFG are not disclosed and can accept corporate donations without limits"; and "Let them know that you can accept corporate contributions and it is not reported." The talking points also encourage Scott Walker to request contributions for "your 501c4."
- [*Id.* at ¶ 19; Exhibit 9] A September 7, 2011, email from Kate Doner to Scott Walker, R.J. Johnson, Keith Gilkes and Kelly Rindfleisch, containing "quick thoughts on raising money for Walker's possible recall efforts." In regard to "CFG" (Club for Growth), these thoughts were suggested: "Take Koch's money"; "Get on a plane to Vegas and sit down with Sheldon Adelson. Ask for \$1m now."; "Corporations. Go heavy after them to give."; "Create a new c4." (emphasis added)
- [Id. at ¶ 20; Exhibit 10] A March 20, 2012, email from Kate Doner's associate to Scott Walker relating to a scheduled meeting with an individual donor. The email advised Scott Walker that "[t]his meeting is for WiCFG Funds" and noted, "THE ASK: contribute \$100k to WiCFG."
- [*Id.* at ¶ 21; Exhibit 11] A March 30, 2012, email to Scott Walker in which the unidentified email sender writes, "I'll find out about party limits but make sure he gives to WiCFG."

On December 10, 2012, Mr. Stelter executed a second affidavit with regard to the new John Doe proceeding, entitled "Affidavit in Support of a Request for Search Warrants and Subpoenas." Schmitz Dec., Ex. C. Mr. Stelter's affidavit contains a "Summary of Probable Cause":

During 2011 and 2012, R.J. Johnson, Governor Scott Walker, Keith Gilkes,² and others, conspired to use WiCFG to coordinate political activity in response to recall elections against Wisconsin state senators, as well as Governor Walker. . . . Because WiCFG is a social welfare organization organized under Title 2 U.S.C. 501(c)(4); it can involve itself in limited political activity, provided that "supporting or opposing candidates" does not become the organization's primary purpose. Corporations could lawfully contribute to the "501(c)(4) organization so long as the expenditures were not coordinated or made with the cooperation, consultation or at the request of a candidate or political party. However, during 2011 and 2012, WiCFG became the means for coordinating political campaign activities of the 501(c)(4) organization with personal political campaign committee of Governor Walker, in particular coordinating activities of FOSW with WiCFG with respect to the recall of Governor Scott Walker. Contributions were personally solicited by Governor Scott Walker to WiCFG, a "501(c)(4)" organization in order to circumvent the reporting and contributions provisions of Wisconsin Stats. secs. 11.10(4), 11.06(1), and 11.27(1) that would constitute a violation of Wisconsin Stats. Sec. 11.26, 11.27 and 11.61(1)(b). contributions to WiCFG solicited by Governor Walker in opposition to his recall provided donors with a means to support Governor Walker through anonymous contributions and corporate contributions to WiCFG without any contribution limits.

Id. at ¶¶ 21-22 (formatting omitted; footnotes added). Supporting exhibits are attached to Mr. Stelter's affidavit, which Mr. Stelter summarizes under the subheading "Facts Establishing Probable Cause." These exhibits include and establish the following:

- [*Id.* at ¶ 40; Exhibit 29] In 2011, Wisconsin Club for Growth sponsored ads supporting Scott Walker.
- [*Id.* at ¶ 32; Exhibit 22] A June 1, 2011, email from Kelly Rindfleisch to Scott Walker containing "talking points" for a scheduled meeting with a donor: "Would he give \$250k for your 501c4. Let him know that you can accept corporate contributions and it is not reported."

² Mr. Stelter provides the following background on Keith Gilkes: "Keith Gilkes was the campaign manager for Scott Walker when he ran for Governor of the State of Wisconsin in 2010. Gilkes then served as Chief of Staff to Governor Scott Walker from January 3, 2011 to about the end of September 2011. He then served as a campaign advisor to the Friends of Scott Walker in 2011 through the recall campaign in June 2012." *Id.* at 14.

• [Id. at ¶ 39; Exhibit 28] An August 18, 2011, email from Keith Gilkes to Scott Walker with "suggested remarks by RJ" for a "Donor Call": "Our efforts were run by Wisconsin Club for Growth and operatives R.J. Johnson and Deb Jordahl, who coordinated spending through 12 different groups. Most spending by other groups was directly funded by grants from the club." The email also reflects that "Wisconsin Club for Growth raised 12 million dollars and ran a soup to nuts campaign." (emphasis added)

- [*Id.* at ¶¶ 46, 67-68; Exhibits 35, 36, 62-64] A December 19, 2011 email indicating Scott Walker was to be a participant in a conference call on December 22, 2011, that was arranged by James Buchen of Wisconsin Manufacturers and Commerce ("WMC"). The purpose of the conference call was to discuss the pending recall elections. Bank records from WiCFG reflect that WMC was the recipient of over \$2.5 million dollars in 2012 from WiCFG. As summarized by Mr. Stelter, "WMC and WMC Issue Mobilization Council Inc. subsequently produced and aired advertisements promoting Governor Scott Walker and criticizing Mayor Tom Barrett, who was subsequently the Democratic candidate opposing Scott Walker during the gubernatorial recall campaign."
- [*Id.* at ¶ 51; Exhibits 42, 100] A February 23, 2012, itinerary of Scott Walker that reflects a conference call with David Hanna. On February 27, 2012, the WiCFG bank account reflected a wire transfer of \$50,000 from the account of the David William Hanna Trust.
- [*Id.* at ¶¶ 53, 55; Exhibits 44, 100] A March 7, 2012, email from Kate Doner to Scott Walker advising him regarding "meetings to make happen while in Sea Island Paul Singer: Grab him." On May 8, 2012, \$250,000 was deposited into the WiCFG account via wire transfer from the account of Paul Singer.
- [*Id.* at ¶¶ 54, 56; Exhibits 45, 47] A March 10, 2012, email Scott Walker sent to Kate Doner stating that "Bruce and Suzie Kovner said they want to give more." On March 22, 2012, the WiCFG bank account reflected a deposit of \$50,000 from the account of Bruce Kovner. The memo line of the check reflects the check is for "501c4-Walker."
- [*Id.* at ¶¶ 52, 56; Exhibits 44, 47] A March 10, 2012, itinerary that indicates Scott Walker met with Barry Maclean, the CEO of the Maclean-Fogg Company. On May 17, 2012, the WiCFG bank account reflects a deposit of \$100,000 from the Maclean-Fogg Company.
- [*Id.* at ¶¶ 52, 56; Exhibits 44, 47] A March 10, 2012, itinerary that indicates Scott Walker met with Michael Sullivan of SAC Capital Advisers. On April 13, 2012, the WiCFG bank account reflects a \$1,000,000 deposit from the account of Stephen Cohen, the founder and manager of SAC Capitol Advisors.

³ Mr. Stelter provides the following background on Deborah Jordahl: "Deborah Jordahl worked with R.J. Johnson with respect to Wisconsin Club for Growth (WiCFG) . . . Jordahl was a paid employee of WiCFG . . . and a signatory to the WiCFG bank account." *Id.* at ¶ 15, Ex. 3-4.

• [*Id.* at ¶ 61; Exhibits 53, 55] A March 30, 2012 email that indicates Scott Walker was meeting with Donald Trump. WiCFG bank records reflect a \$15,000 contribution from Donald Trump on April 3, 2012.

- [*Id.* at ¶ 63; Exhibits 56, 57] An April 10, 2012, Jennifer Bannister sent an e-mail to Governor Walker regarding a phone call with Ken Langone which she asked "How did the phone call with Langone go this morning?" WiCFG bank records reflect that on April 10, 2012, Mr. Langone made a \$15,000 contribution to WiCFG.
- [*Id.* at ¶ 64; Exhibits 58, 59] An April 17, 2012, email to Scott Walker advising him to ask Larry Nichols, Chairman of Devon Energy, to contribute "\$250k *in support of your recall.*" (emphasis in the original) WiCFG bank records reflect a \$50,000 contribution from Devon Energy on May 3, 2012.
- [Id. at ¶¶ 65, 66; Exhibits 60, 61] An April 20, 2012, email to Scott Walker, among others, providing a briefing for a meeting on that day facilitated by Eric O'Keefe with Keith Colburn and Richard Colburn. Scott Walker was to attend the meeting for the solicitation of \$100,000 "in support of the recall." On April 27, 2012, the WiCFG bank account reflects a deposit of \$25,000 from the account of "K. Colburn." On May 7, 2012, the WiCFG bank account reflects a deposit of \$50,000 from the account of Richard Colburn.
- [*Id.* at ¶ 69; Exhibit 66] A January 6, 2012 email from Nonbox (a media production company) to R.J. Johnson, Deborah Jordahl and Keith Gilkes. Attached was a preliminary ad for review. In reference to this email, among others, Mr. Stelter summarized as follows: "R.J. Johnson was involved in the recall campaign not only in conjunction with the activities of WiCFG, but as a paid advisor to FOSW. He provided guidance and approval for ads; he was also involved in FOSW campaign strategy."
- [*Id.* at ¶ 69; Exhibit 67] A February 29, 2012, email from Scott Walker containing a script. R.J. Johnson advised Governor Walker that they could talk about it at "Pro-video" and "we'll make it all work."
- [*Id.* at ¶ 77; Exhibit 74.2] Bank records indicate that Citizens for a Strong America (CFSA) was the recipient of at least \$1.52 million dollars in 2012 from WiCFG. Mr. Stelter summarizes that "Jordahl and R.J. Johnson were involved with the activities of CFSA that functioned as a conduit for funded activities of other organizations in support of Governor Walker against the recall."

Based on these and the other attached exhibits, Mr. Stelter concluded the following:

... Governor Walker solicited donations to WiCFG... providing donors with a means to support Governor Walker through anonymous contributions and corporate contributions to WiCFG without any contribution limits. The solicitation of contributions ... to a "501(c)(4)" organization to circumvent the reporting and

contributions provisions of Wisconsin Stats. secs. 11.10(4), 11.06(1), and 11.27(1) constituted a violation of Wisconsin Stats. Sec. 11.26, 11.27 and 11.61(1)(b). The coordination of political campaign activities of WiCFG with FOSW by operation of Wisconsin Stats. sc. 11.10(4), would impute all WiCFG contributions to FOSW.

Id. at \P 76.

On June 20, 2013, the Government Accountability Board (GAB) issued a "Resolution Authorization Investigation" that was based on the two affidavits executed by Mr. Stelter, as described above, and that concluded the following:

Those materials contain information that a number of individuals who worked for, or were agents of, Friends of Scott Walker ("FOSW") . . . cooperated and coordinated with various organizations, including Wisconsin Club for Growth and WMC Issues Mobilization Council, in obtaining contributions and making disbursements for the purchase of television, radio, and print advertising, as well as GOTV efforts, by those organizations in support of Governor Scott Walker and Republican state senators or opposed to Democratic candidates, all of whom were subject to recall elections in 2011 and 2012. The activity engaged in allegedly included Governor Walker personally asking a number of donors to make contributions to the Wisconsin Club for Growth and the involvement of individuals connected with FOSW . . . in the shaping of messages to be contained in television, radio and print advertising purchased by that organization, as well as GOTV efforts.

Chisholm Supp. Opp., Leib Dec., Ex. A at 2. The GAB also described the purpose of the investigation:

The investigation's purpose is to learn if there is probable cause to believe that Governor Scott Walker, FOSW . . . Wisconsin Club for Growth . . . and other individuals, organizations, and corporations named in the John Doe materials, specifically those individuals, organizations, or corporations identified in the Affidavit in Support of a Request for Search Warrants and Subpoenas incorporated herein as if stated in full, violated §§ 11.05, 11.06, 11.10, 11.24, 11.25, 11.26, 11.27, 11.36 and 11.38, Wis. Stats, including criminal violations of Chapter 11.

Id. The GAB specifically authorized "the issuance of subpoenas to any organization or corporation named in the John Doe materials, its agents and employees, and to any committee or individual named in the John Doe materials, specifically those individuals, organizations, or corporations identified in the Affidavit in Support of a Request for Search Warrants and Subpoenas incorporated herein as if stated in full" Id. The GAB's resolution was "approved by the five members of the State of Wisconsin Accountability Board." Id.

Between July 22 and August 21, 2013, the District Attorneys for the Counties of Columbia, Dane, Dodge and Iowa petitioned for the commencement of a John Doe investigation in their respective counties. Chisholm Mot. to Dismiss, Leib Dec., Ex. B-E. Each of these petitions was supported by an affidavit executed by the respective County's District Attorney, which "incorporate[d] by reference" the August 10 and December 10, 2012, affidavits executed by Mr. Stelter, as described above. Chisholm Mot. to Dismiss, Leib Dec., Ex. B-E.

The search warrants subsequently issued in the John Doe Proceedings were supported by a September 28, 2014, "Affidavit in Support of a Request for Search Warrants" that was executed by Dean Nickel and which "incorporate[d] by reference the [Mr. Stelter] affidavits and corresponding exhibits dated December 10, 2012." Schmitz Dec., Ex. D. Mr. Nickel's affidavit provides a summary of the additional exhibits attached to it in support:

R.J. Johnson was directly involved with operations of the Friends of Scott Walker (FOSW) campaign, as well as Wisconsin Club for Growth . . . essentially coordinating the campaign activities of both entities As a gubernatorial recall candidate, Scott Walker raised funds for his personal campaign committee (FOSW) and simultaneously personally raised funds for WiCFG which was also involved in political activity to his benefit . . . During 2011 and 2012, WiCFG became the means for coordinating the political activities of WiCFG with other 501(c)(4) organizations and the personal political campaign committee of Governor Walker As a consequence by operation of Wisconsin Stats. secs. 11.6 and 11.10(4), FOSW and the respective campaigns were subject to the

same restrictions on the receipt of contributions as FOSW and were required to report contributions made to WiCFG, but did not.

Id. at ¶ 10. With regard to R.J. Johnson and Deborah Jordahl, Mr. Nickel provided the following background:

R.J. Johnson and Deborah Jordahl are principals in Coalition Partners as well as Johnson / Jordahl Strategic Communications . . . R.J. Johnson identifies as his clients . . . Wisconsin Club for Growth R.J. Johnson was paid by FOSW. According to public campaign finance information, in 2011 R.J. Johnson received \$60,000 and in 2012 he received \$20,000. A review of subpoenaed bank records reflects \$80,000 in payments from FOSW to R.J. Johnson and Associates from April 2011 to July 2012. During substantially the same time frame, R.J. Johnson and Associates were paid \$20,237 by WiCFG from February 2011 to June 2012. R.J. Johnson and Associates were also paid \$816,258 by Nonbox. R.J. Johnson directed activities of Wisconsin Club for Growth (WiCFG), Citizens for a Strong America (CFSA), and Friends of Scott Walker (FOSW), and through WiCFG and CFSA, provided funding for other 501(c)(4) organizations . . . that ran ads supporting Governor Scott Walker, criticizing his opponent, or were involved in activities assisting Republican senate recall elections. Coalition Partners was paid \$631,147.56 by Nonbox, an advertising agency that placed political ads on behalf of FOSW and other organizations, from February 2011 to June 2012 All the checks issued by WiCFG were signed by Deborah Jordahl.

Id. at ¶¶ 11-13, 15. The exhibits supporting Mr. Nickel's affidavit establish and include the following:

- [*Id.* at ¶ 27, n. 32; Exhibits 7.2, 7.3]: WiCFG bank records reflect that Gogebic Taconite LLC donated \$700,000 to WiCFG in 2011-2012. As Mr. Nickel states, "After the recall elections, special legislation was approved in 2013 expediting the mining permit and approval process for Gogebic Taconite. Recently special legislation was also introduced benefiting Gogebic Taconite by closing access to publicly available forest at the proposed mining site in Northern Wisconsin. The legislation was supported by Governor Walker as well as WiCFG."
- [Id. at ¶ 43; Exhibits 21.1, 21.2] Ten Capitol Inc. created ads for WMC supporting Scott Walker during the recall. Consistent with a commission for ad placement, R.J. Johnson and Associates received \$50,000 from Ten Capitol on June 22, 2012.

⁴ Mr. Nickel reports that WiCFG paid Nonbox \$368,200 for working as its media buyer. *Id.* at 22.

WMC-IMC bank records reflect wire transfers in April and May 2012 to Ten Capitol totaling \$3,355,000. As Mr. Nickel summarizes, "Coinciding with the wire transfers to Ten Capitol, WMC-IMC received payments from WiCFG; for example, on May 4, 2012, WMC-IMC deposited \$1,000,000 from WiCFG; on May 7, 2012 WMC-IMC wired \$1,000,000 to Ten Capitol. On April 24, 2012, WMC-IMC wired \$712,000 to Ten Capitol; on April 25, 2012 it received \$1,000,000 from WiCFG."

• [Id. at ¶ 45; Exhibit 22] An April 10, 2012, email from Nonbox, an advertising agency, to R.J. Johnson regarding media produced for Scott Walker's recall campaign. Attached to that email is a listing of ads produced, under the title "Client: Scott Walker for Governor."

On September 30, 2013, Robert Stelter executed a new affidavit entitled "Affidavit in Support of a Request for Subpoenas." Schmitz Dec., Ex. E. Mr. Stelter "incorporate[d] by reference" his two previous affidavits, described above. *Id.* With regard to his request for a subpoena for documents directed at Wisconsin Club for Growth and individuals associated with it, including Mr. O'Keefe, Mr. Nickel "submit[ted] that [he] believe[d] these [subpoenaed] records will produce information relevant to this investigation . . . based upon the information detailed in the Affidavit of Dean Nickel dated September 28, 2013." *Id.* The requested subpoenas were issued by Judge Kluka on the same day and served on Plaintiffs on October 3, 2013. Chisholm Mot. to Dismiss, Leib Dec., Ex. T; O'Keefe Dec. at ¶ 41.

On February 24, 2014, after granting Plaintiffs' Motion to Quash the subpoenas, Judge Peterson entered an Order in which he observed that "if my decision [granting the motion to quash] is upheld, the ultimate and inevitable consequence will be to terminate the John Doe investigation." Chisholm Mot. to Dismiss, Leib Dec., Ex. I at 2. The Order further stated that "the State shall not examine any material secured from any source by legal process such as subpoena or search warrant." *Id.* On March 22, 2014, Judge Gregory Peterson entered an Order for Qualified Use and Dissemination of John Doe Materials (All Proceedings) which authorized Defendants to use the information, transcripts, documents and other materials ("John Doe

Material") gathered in the John Doe proceedings for purposes related to the defense of the above-captioned lawsuit. Schmitz Dec., Ex. A.

SUPPLEMENTAL ARGUMENT

The above supplemental facts further demonstrate why (1) Plaintiffs are not likely to succeed on the merits, (2) Plaintiffs will not suffer irreparable harm if the injunction is not granted, and (3) the effect of granting the injunction will greatly harm the "public interest." *See, e.g., Meridian Mut. Ins. Co. v. Meridian Ins. Group, Inc.*, 128 F.3d 1111, 1114 (7th Cir. 1997).

I. Plaintiffs Are Not Likely to Succeed on the Merits

A. The John Doe Proceedings Are Not Based on Bad Faith

Plaintiffs claim that, "[o]n the merits, Defendants' actions can only be regarded as an unlawful bad-faith abuse of law-enforcement proceedings intended as retaliation for Plaintiffs' political activism." P.'s Mem. at 30. In support of this claim, Plaintiffs appear to suggest that the Government Accountability Board ("GAB") should have been provided an opportunity to conduct an investigation and assess whether there was sufficient evidence for the John Doe proceedings to commence in Columbia, Dane, Dodge and Iowa Counties, after Wisconsin Attorney General J.B. Van Hollen declined to assist "citing potential conflicts of interest." P.'s Mem. at 19-20. Plaintiffs, in particular, suggest that the GAB was the proper authority to determine whether those John Doe Proceedings could commence on a good-faith basis: "Indeed, potential campaign-finance violations had been referred to the GAB in other high-profile cases to avoid possible conflicts and the appearance of impropriety, as well as to allow the GAB to exercise its discretion in interpreting and administering the state's campaign-finance law." *Id.* at 19.

Contrary to Plaintiffs' claims, the GAB *did* determine there was a good-faith basis to commence John Doe proceedings in Columbia, Dane, Dodge and Iowa Counties. Indeed, the GAB was apprised of the evidence – namely, the facts and exhibits contained in Mr. Stelter's affidavits of August 10 and December 10, 2012 – underlying the John Doe Proceedings as early as June 2013 and *authorized* an investigation identical to the one commenced in Milwaukee, Iowa, Dane, Columbia and Dodge Counties:

Those materials contain information that a number of individuals who worked for, or were agents of, Friends of Scott Walker ("FOSW") . . . cooperated and coordinated with various organizations, including Wisconsin Club for Growth . . . in obtaining contributions and making disbursements for the purchase of television, radio, and print advertising, as well as GOTV efforts, by those organizations in support of Governor Scott Walker and Republican state senators or opposed to Democratic candidates, all of whom were subject to recall elections in 2011 and 2012. The activity engaged in allegedly included Governor Walker personally asking a number of donors to make contributions to the Wisconsin Club for Growth and the involvement of individuals connected with FOSW . . . in the shaping of messages to be contained in television, radio and print advertising purchased by that organization, as well as GOTV efforts. . . . The investigation's purpose is to learn if there is probable cause to believe that Governor Scott Walker, FOSW . . . Wisconsin Club for Growth . . . and other individuals, organizations, and corporations named in the John Doe materials, specifically those individuals, organizations, or corporations identified in the Affidavit in Support of a Request for Search Warrants and Subpoenas incorporated herein as if stated in full, violated §§ 11.05, 11.06, 11.10, 11.24, 11.25, 11.26, 11.27, 11.36 and 11.38, Wis. Stats, including criminal violations of Chapter 11.

Chisholm Supp. Opp., Leib Dec., Ex. A (formatting omitted). The fact that the non-partisan⁵ GAB resolved that there was a good-faith basis to commence such an investigation, based on the

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⁵ All members of the GAB must be former judges. Wis. Stat. § 15.60. The names of potential board members are put forward by a candidate committee, consisting of one court of appeals judge from each of the four districts. Wis Stat. §§ 5.052, 15.60(2). All members of the board are nominated by the Governor. Members of the board must, by statute, be confirmed by a two-thirds vote of the state Senate—a provision designed to ensure bipartisan consensus of the board

very same affidavits justifying the commencement of the John Doe Proceedings, refutes Plaintiffs' claims that the John Doe Proceedings are an "unlawful bad-faith abuse of lawenforcement proceedings." Indeed, the GAB's resolution was *unanimous*. *Id*.

Similarly, the special prosecutor appointed to the John Doe Proceedings, Mr. Schmitz, cannot be said to be acting in bad faith because he wanted to retaliate against Plaintiffs for their political views and positions. First, even before he was appointed special prosecutor, Mr. Schmitz was contacted by a senior staff member of the GAB and asked if he might be interested in working on the John Doe proceedings, subject of the above-captioned lawsuit, and serving as a special prosecutor. Schmitz Dec. at ¶ 6. After further discussions with the GAB and others, he accepted the offer. *Id.* In itself, the fact that the GAB, not any of the other Defendants, first contacted Mr. Schmitz to act as special prosecutor establishes that his involvement was not rooted in bad faith or motivated by retaliatory animus. Indeed, Mr. Schmitz uses an office at the GAB in Madison, Wisconsin, to help him fulfill his duties as the special prosecutor. Schmitz Dec. at ¶ 9.

Moreover, even before he was appointed special prosecutor, the GAB appointed Mr. Schmitz as a special investigator for the GAB upon the execution of a Wisconsin Government Accountability Board Agreement for Special Investigator 2013-2014 ("Agreement"). Schmitz Dec. at ¶ 7. Pursuant to the Agreement, Mr. Schmitz was to investigate matters referred to him by the GAB for appropriate action for determination of whether violations of Wisconsin's state campaign finance statutes ("Chapter 11") or other laws administered by the GAB have occurred. *Id.* The GAB thereafter directed Mr. Schmitz to investigate the conduct of various persons and organizations, with regard to coordination of their political advocacy, including expenditures,

members actually chosen. Wis. Stat. 15.07(1)(a). Both the Board and the staff must be non-partisan. Wis Stats. §§ 5.505(2m)(d)-(e), 15.60(4)-(8).

with political candidates, their agents and their personal campaign committees. *Id.* Plaintiffs cannot claim that the GAB's decision to employ Mr. Schmitz to investigate the same conduct investigated in the John Doe Proceedings was in any way based on bad faith or that Mr. Schmitz was simply "assigned as a pretext to cure the impropriety of the partisan District Attorney's office pursuing the matter." O'Keefe Dec. at ¶ 47.

Nor can Plaintiffs claim that Mr. Schmitz is motivated by retaliatory animus based on his own political views. Not only is Mr. Schmitz a former member of the Republican Party, he voted for Governor Scott Walker in Wisconsin's 2012 gubernatorial recall election.⁶ Schmitz Dec. at ¶¶ 11-12. During the recall campaign, while still employed by the U.S. Department of Justice as an Assistant U.S. Attorney, he was involved in assisting law enforcement to investigate potential threats against Governor Scott Walker. Schmitz Dec. at ¶¶ 4, 13. Passage of 2011 Wisconsin Act 10, also known as the Wisconsin Budget Repair Bill, did not affect his employee rights or benefits because he was a federal employee, not a state employee; in addition, Mr. Schmitz generally supported the Governor's efforts to balance the State budget. Schmitz Dec. at ¶ 14. Prior to his contractual relationship with the GAB (August 17, 2013) and his appointment as special prosecutor (August 23, 2013), he did not have any involvement with, or knowledge of, Eric O'Keefe or the Wisconsin Club for Growth or any of the other conservative groups he is allegedly retaliating against. Schmitz Dec. at ¶ 15. Prior to being contacted by the GAB in late July 2013, he did not have any involvement with any John Doe Proceedings and did not speak to any of the other Defendants regarding any John Doe Proceedings. Schmitz Dec. at ¶ 16. He has not been aware at any time of any retaliatory motive that underlies the commencement and continuation of any John Doe proceedings. Schmitz Dec. at ¶ 17. Nothing

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⁶ Mr. Schmitz is not a current member of a political party and does not currently maintain an affiliation with any political organization. Schmitz Dec. at ¶ 10.

Mr. Schmitz has observed, heard or read since becoming involved in this investigation would allow him to conclude that this investigation was motivated or based upon anything but reliable information which provides a basis to conclude that a violation of Wisconsin law may have occurred. Schmitz Dec. at ¶ 18. He would never be part of an investigation that was conducted for a retaliatory purpose as such an investigation would be improper and unethical. *Id.* Nor does he harbor any ill will towards the Plaintiffs, or others whose conduct or actions are being investigated, for their political views or for the political positions they have taken. Schmitz Dec. at ¶ 19. Contrary to Plaintiffs' suggestions (O'Keefe Dec. at ¶ 40), in his role as a special prosecutor, while Mr. Schmitz has sought input and counsel from others involved in the investigation, he has made the final decisions on what actions to take and the content of pleadings and other filings. Schmitz Dec. at ¶ 20.

In short, Plaintiffs do not and cannot establish that Mr. Schmitz had any retaliatory animus, or is aware of any retaliatory animus, with regard to the John Doe Proceedings.

B. The John Doe Proceedings Are Based on a Valid Legal Theory and Facts Demonstrating a Reasonable Belief a Crime Occurred

Not only does the GAB's unanimous resolution establish that the John Doe Proceedings were commenced on a good-faith basis, it also demonstrates that the legal theories underlying the John Doe proceedings are supported by valid interpretations of Wisconsin's campaign finance laws. Indeed, the GAB's resolution specifically concludes that "[c]oordination with a candidate or candidate committee transforms . . . purportedly independent disbursements and even true 'issue ads' into in-kind or monetary contributions to a candidate." *Id.* at 1 (citing Op.El.Bd. 00-2 and *Wisconsin Coalition of Voter Participation v. SEB*, 231 Wis.2d 670 (Wis. Ct. App. 1999)). In addition, the Director and General Counsel of the GAB, Kevin Kennedy, recently reaffirmed

that the type of coordinated activity the John Doe proceedings is targeting is, indeed, "subject to campaign regulation because the coordination results in political contribution":

The G.A.B., and previously the [State Election Board], has routinely provided advisory opinions consistent with the State's application of Wisconsin law regarding coordination of expenditures and its treatment as contributions . . . Pursuant to 2007 Wisconsin Act 1, [formal opinion El.Bd.Op. 00-2] was reviewed and specifically reaffirmed by the G.A.B. in a public meeting on March 26, 2008. Pages 8-13 of the opinion include a detailed analysis of Wisconsin law regarding a candidate's coordination with issue advocacy groups and the opinion concludes that such coordination constitutes conduct that is subject to campaign finance regulation because the coordination results in political contribution.

Chisholm Mot. to Dismiss, Leib Ex. A at ¶ 10. (emphasis added; formatting omitted) The legal theory of coordination underlying the investigation is consistent with the GAB's interpretation of Wisconsin's campaign finance laws, including Wisconsin Adm. Code § 1.42; in addition, it comports with the U.S. Supreme Court's decisions in *Buckley v. Valeo*, 424 U.S. 1 (1976), and *Citizens United v. FEC*, 558 U.S. 310 (2010). *Id.* at ¶¶ 10-11. The affidavits underlying the GAB's resolution and the John Doe Proceedings contain voluminous facts demonstrating a reasonable belief a crime occurred with regard to such coordination; they contradict, in particular, Mr. O'Keefe's claim that "none of WCFG's issue advocacy or donations [were] related to Walker's campaign efforts." O'Keefe Dec. at ¶ 56.

Scott Walker, his agents and his personal campaign committee discussed fundraising for possible gubernatorial recall efforts, and planning to use the Wisconsin Club for Growth in regard to that fundraising, as early as September 7, 2011.⁷ Individual and corporate donors were thereafter directed⁸ by Scott Walker to contribute large sums of money to Wisconsin Club for

⁷ See, e.g., Schmitz Dec., Ex. B at ¶ 19, Exhibit 9; see also supra p. 4.

⁸ See, e.g., Schmitz Dec., Ex. B at ¶¶ 13-15, 19-21, Exhibits 3, 9-11; Schmitz Dec., Ex. C at ¶¶ 32, 51-53, 55-56, 61, 63-66, Exhibits 22, 42, 44, 45, 47, 53, 55-61, 100; see also supra pp. 4-7.

Growth, which is the organization Scott Walker was reported to "want[] all the issue advocacy efforts run thru . . . to ensure correct messaging" because, in the past, there were "problems with multiple groups doing work on 'behalf' of Gov. Walker and it caused some issues." (emphasis added) Scott Walker was also reported as "encouraging all to invest in the Wisconsin Club for Growth" because it could "accept Corporate and Personal donations without limitations and no donors disclosure." In light of the many donations that were made as a direct result of Scott Walker's requests in late 2011 and 2012, during his recall campaign, Mr. O'Keefe's assertion that "none of WCFG's . . . donations related to Walker's campaign efforts" cannot withstand scrutiny. O'Keefe Dec. at ¶ 56.

The large individual and corporate donations Scott Walker directed to Wisconsin Club for Growth were then used by Scott Walker's agents – notably, R.J. Johnson¹¹ and Deborah Jordahl – to fund and shape the advocacy conducted by Wisconsin Club for Growth as well as fund and shape the advocacy of other organizations.¹² Indeed, as reflected in an August 8, 2011, email from Keith Gilkes to Scott Walker with "suggested remarks by RJ" for a "Donor Call," it is clear the Wisconsin Club for Growth was well versed in coordinating expenditures and running campaigns from "soup to nuts" with regard to Wisconsin's recall elections:

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These facts belie Mr. O'Keefe's claim that "WCFG's fundraising success . . . was largely dependent on my efforts and the fundraising vendors I introduced to WCFG." P.'s Mem. at 30. Schmitz Dec., Ex. B at ¶ 12, Exhibit 2; see also supra pp. 2-3.

Schmitz Dec., Ex. B at ¶ 12, Exhibit 2; see also supra page 2-3. Wisconsin's base contribution limitation for gubernatorial candidates is limited to \$10,000. Wis. Stat. § 11.26(1)(a).

¹¹ Mr. O'Keefe concedes that, "[d]uring 2012, I was aware that Johnson was playing a consulting role with 'Friends of Scott Walker' ('FOSW'), the official recall committee and campaign committee of Governor Walker." O'Keefe Dec. at ¶ 35. However, Mr. O'Keefe does not acknowledge the extent of R.J. Johnson's activity with regard to the coordination of Friends of Scott Walker and Wisconsin Club for Growth.

¹² See, e.g., Schmitz Dec., Ex. C at ¶¶ 39, 69, 77, Exhibits 28, 66-67, 74.2; Schmitz Dec., Ex. D at ¶ 43, Exhibits 21.1, 21.2; see also supra pp. 5-10.

Our efforts were run by Wisconsin Club for Growth and operatives R.J. Johnson and Deb Jordahl, who coordinated spending through 12 different groups. Most spending by other groups was directly funded by grants from the club." ¹⁴

(Footnotes added.) For instance, bank records reflect that Wisconsin Manufacturers and Commerce ("WMC") received over \$2.5 million dollars from Wisconsin Club for Growth during Scott Walker's recall campaign in 2012 – with all the checks having been signed by Ms. Jordahl. Those payments closely coincided with WMC's payments to Ten Capitol, an advertising agency, which "produced and aired advertisements promoting Governor Scott Walker and criticizing Mayor Tom Barrett, who was subsequently the Democratic candidate opposing Scott Walker during the gubernatorial recall campaign." In light of these payments, Plaintiffs' claim that "none of WCFG's . . . donations related to Walker's campaign efforts" (O'Keefe Dec. at ¶ 56) is false, as is the claim that Wisconsin Club for Growth "was not donating funds to other groups for express advocacy or issue advocacy related to Walker's . . . recall efforts." O'Keefe Dec. at ¶ 35.

Clearly, such coordinated expenditures made by Wisconsin Club for Growth should have been reported as an in-kind contribution to Scott Walker, as the GAB has long advised; because they were not, Wisconsin's base contribution limits were circumvented. This investigation is not narrowly focused, as Plaintiffs appear to believe, on "WCFG [running] afoul of disclosure laws by failing to report the source of advocacy"; rather, it is about a candidate and his personal campaign committee failing to disclose the funding of such coordinated advocacy. Contrary to

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¹³ Mr. Stelter provides the following background on Deborah Jordahl: "Deborah Jordahl worked with R.J. Johnson with respect to Wisconsin Club for Growth (WiCFG) . . . Jordahl was a paid employee of WiCFG . . . and a signatory to the WiCFG bank account." *Id.* at ¶ 15, Ex. 3-4.

¹⁴ See, e.g., Schmitz Dec., Ex. C at ¶ 39, Exhibit 28.

¹⁵ See, e.g., Schmitz Dec., Ex. C at ¶¶ 46, 67-68, Exhibits 35-36, 62-64.

¹⁶ Schmitz Dec., Ex. D at ¶ 43, Exhibits 21.1, 21.2. Mr. O'Keefe concedes that WMC ran a Scott Walker advertisement in 2012. O'Keefe Dec. at ¶ 33.

Plaintiffs' glib pronouncement, the John Doe investigation and its "coordination theory" is simply not based "on funding provided by WCFG to other organizations." O'Keefe Dec. at ¶ 55. Plaintiffs' claims that the evidence "fails to make any connection whatever to a campaign organization" and is "unsupported by evidence of unlawful coordination" cannot be sustained in light of the above facts. *Id.* at ¶¶ 56, 60.

That such circumvention is illegal is certainly well known to Wisconsin's politicians and political community. This past week, for instance, a recording was released in which Wisconsin state Senator Mike Ellis discusses setting up an illegal political action committee to attack his challenger. Russell Dec., Ex. 1. The video has been reported as follows:

A secretly recorded video produced by a conservative activist shows Senate President Mike Ellis talking about creating and raising money for a committee to run negative ads against his Democratic opponent — which would be illegal for a candidate to do in Wisconsin. In the video, the Neenah Republican describes having friends contribute to an independent campaign committee run by Republican fundraiser Judi Rhodes to air attack ads against his Democratic opponent, Rep. Penny Bernard Schaber. "I am putting together my own Super PAC," Ellis said. "I'm raising the money, but she will manufacture the crap." "I told Judi if I raise \$500,000, then you attack her. I don't want to attack her," he goes on to say. "I want somebody else to attack.

Russell Dec., Ex. 1. As a result of the recording's release, Senator Ellis dropped out of his bid for re-election. Russell Dec., Ex. 2. Adopting Plaintiffs' legal theories would permit Wisconsin politicians to circumvent Wisconsin's campaign finance laws in a similar manner.

Nor does the Supreme Court, contrary to Plaintiffs' arguments, prohibit the State from investigating the circumvention of campaign finance regulations by virtue of undisclosed, coordinated expenditures. Rather, the Supreme Court's recent decision, *McCutcheon v. FEC*, No. 12-536 (Sup. Ct. April 2, 2014), reaffirms that Plaintiffs' legal theory permitting such circumvention would entirely undermine the purpose of base contribution limits ("the danger of

actual *quid pro quo* arrangements" and "the impact of the appearance of corruption") and the purpose of disclosure requirements ("deter actual corruption and avoid the appearance of corruption by exposing large contributions and expenditures to the light of publicity"). Slip Op. at 20, 35. Indeed, the dangers of *quid pro quo* arrangements and the potential for corruption, if Plaintiffs' permissive legal theory were put into practice, are readily apparent. For instance, bank records reflect that Gogebic Taconite LLC donated \$700,000 to Wisconsin Club for Growth in 2011 and 2012. Following the recall, as Mr. Nickel observed, "special legislation was approved in 2013 expediting the mining permit and approval process for Gogebic Taconite ... [t]he legislation was supported by Governor Walker as well as WiCFG." Because Wisconsin Club for Growth's fundraising and expenditures were being coordinated with Scott Walker's agents at the time of Gogebic's donation, there is certainly an appearance of corruption in light of the resulting legislation from which it benefited. Due to such coordinated expenditures, Mr. O'Keefe's claim that "the public at all relevant times had the benefit of 'transparent campaign financing'" does not ring true. O'Keefe Dec. at ¶ 58.

The Ninth Circuit, moreover, has recently observed that the Supreme Court upholds provisions that treat coordinated expenditures as in-kind contributions and that a State may enforce such provisions:

[T]he Supreme Court has long upheld provisions which designate coordinated expenditures as indirect contributions. *See Colorado II*, 533 U.S. at 464–65, 121 S.Ct. 2351; *Buckley*, 424 U.S. at 46 & n. 53, 96 S.Ct. 612. If a PAC were making expenditures that were coordinated with a political party, then such expenditures could be deemed contributions to a political party. And those contributions would be subject to whatever limitations that are still valid under *McConnell*. If New Mexico believes that there is improper

¹⁷ Schmitz Dec., Ex. D at ¶ 27, n. 32, Exhibits 7.2, 7.3.

¹⁸ Schmitz Dec., Ex. D at ¶ 27, n. 32.

coordination between a PAC and a state or local political party, then it could bring an enforcement action.

Rep. Party of New Mexico v. King, 741 F.3d 1089, 1103 (9th Cir. 2013). Wisconsin courts have long held similarly. Wisconsin Coal. for Voter Participation, Inc. v. State Elections Bd., 605 N.W.2d 654, 659 (Wis. Ct. App. 1999) ("contributions to a candidate's campaign must be reported whether or not they constitute express advocacy"). Simply put, it is constitutional to enforce base contribution limits and disclosure requirements and to investigate the illegal circumvention of those limits and requirements, as is the case here. Plaintiffs, accordingly, are unlikely to succeed on the merits.

II. Plaintiffs Will Not Suffer Irreparable Harm

On February 24, 2014, after granting Plaintiffs' Motion to Quash the subpoenas, Judge Peterson entered an Order in which he observed that "if my decision [granting the motion to quash] is upheld, the ultimate and inevitable consequence will be to terminate the John Doe investigation." Chisholm Mot. to Dismiss, Leib Dec., Ex. I at 2. The Order further stated that "the State shall not examine any material secured from any source by legal process such as subpoena or search warrant." Chisholm Mot. to Dismiss, Leib Dec., Ex. I at 2. Thus, even if the injunction is not granted, the investigation of the Plaintiffs remain halted pending the appeal of Judge Peterson's order granting Plaintiffs' Motion to Quash in Wisconsin state court. Mr. Schmitz has complied with this Order. Schmitz Dec. at ¶ 21.

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¹⁹ On March 22, 2014, Judge Gregory Peterson entered an Order for Qualified Use and Dissemination of John Doe Materials (All Proceedings) which authorized Defendants to use the information, transcripts, documents and other materials ("John Doe Material") gathered in the John Doe proceedings for purposes related to the defense of the above-captioned lawsuit. Schmitz Dec., Ex. A. Pursuant to this Order, Mr. Schmitz is only using the "John Doe Material" for purposes related to the defense of the above-captioned lawsuit. Schmitz Dec. at ¶ 21.

III. An Injunction Is Not in the Public's Interest

Enjoining an investigation based on Plaintiff's legal theory would throw into question the validity of GAB's interpretation and administration of Wisconsin's campaign finance laws, as reflected in El.Bd.Op. 00-2, and would penalize those who relied on the GAB's opinion while benefiting those who flouted it. As GAB's Director and General Counsel recently averred:

The G.A.B.... has routinely provided advisory opinions consistent with the State's application of Wisconsin law regarding coordination of expenditures and its treatment as contributions. In fact, throughout the recall elections in 2011 and 2012, the G.A.B. provided such advisory opinions regarding coordination. The G.A.B. has also provided advisory opinions to persons involved in the 2014 election campaigns. Those that already received advisory opinions presumably conformed their conduct to the advice and would now be at a significant competitive disadvantage to others who may not consider themselves subject to the same rules.

Chisholm Mot. to Dismiss, Leib Dec., Ex. A at ¶ 10. In effect, by "call[ing the G.A.B.'s] advice into question," an injunction would "creat[e] great difficulties administering the campaign finance law . . . [when c]larity is particularly necessary, during this election year." *Id*.

Moreover, the inability to enforce Wisconsin law in regard to such coordinated expenditures would mean a candidate could solicit huge sums of money from both individual and corporate donors, direct those funds to a 501(c)(4) organization and then direct the expenditure of those funds to benefit the candidate's campaign. The GAB's Director and General Counsel avers the negative impact of such activity on the public would be "profound":

[It] would result in candidate's direct control over millions of dollars of undisclosed corporate and individual contributions without limitation on the amounts accepted. A candidate could operate secret committees and direct them to run overwhelming and negative advertising, while the candidate remains above the fray and the public would not know the true source of the contributions or expenditures. The public would have no way of knowing who actually was supporting the candidate and to what extent. This would undermine Wisconsin's system of campaign finance regulation. The impact of this circumvention of

contribution limits raises the same significant concerns about actual corruption or the appearance of corruption upon which the United States Supreme Court upheld contribution limits in *Buckley v. Valeo*, 424 U.S. 1, 25 (1976). Without campaign finance disclosure and disclaimers identifying the actual sponsors of campaign advertisement, the public would have no way of tracking whether a donation resulted in favorable treatment by the elected candidate.

Id. at 10-11. While Wisconsin Club for Growth and Mr. O'Keefe believe "transparent campaign financing" (O'Keefe Dec. at ¶ 58) results when political ads it or its organization fund air, the facts underlying the John Doe investigation establish that the public does not know the true source of the funds. Enjoining the investigation of immense, unreported in-kind contributions to a candidate and his personal campaign finance committee – through such coordinated activity – will deprive the public of the critical information with which they make an informed decision on election day.

IV. CONCLUSION

WHEREFORE, Defendants respectfully request this Court deny Plaintiffs' Motion for Preliminary Injunction.

Dated: April 15, 2014.

s/ Joseph M. Russell

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EXHIBIT B

BEFORE THE JOHN DOE JUDGE

STATE OF WISCONSIN

CIRCUIT COURT

IN THE MATTER OF JOHN DOE PROCEEDINGS

COLUMBIA Co. Case No. 13JD000011

DANE Co. Case No. 13JD000009

DODGE Co. Case No. 13JD000006

IOWA Co. Case No. 13JD000001

MILWAUKEE Co. Case No. 12JD000023

STATE'S CONSOLIDATED RESPONSE TO MOTIONS TO QUASH SUBPOENAS DUCES TECUM

I. INTRODUCTION

The State is filing a consolidated response to the motions to quash subpoenas filed in this John Doe proceeding by Friends of Scott Walker (FOSW), Wisconsin Club for Growth (WiCFG), Citizens for a Strong America (CFSA), Wisconsin Manufacturers and Commerce (WMC) and Wisconsin Manufacturers and Commerce – Issues Mobilization Council (WMC-IMC). The State believes that a consolidated response is proper as the movants make similar arguments concerning the scope and constitutionality of the subpoenas. In asserting their defenses, the movants fail to appreciate the consequences of coordination under Wisconsin campaign finance law. Coordination results in contributions and disbursements subject to regulation regardless of whether the activities constitute express advocacy.

As the movants all speculate as to the nature of the investigation, a detailed summary of the factual basis for this investigation is included. As those facts show, the investigation focuses on a wide-ranging scheme to coordinate activities of several organizations with various candidate committees to thwart attempts to recall Wisconsin Senate and Gubernatorial candidates. That coordination included a nationwide effort to raise undisclosed funds for an organization which then funded the activities of other

For the remainder of this response, the initials of the respective entities will be used.

² Indeed, the legal arguments made by the WiCFG and CFSA are virtually identical.

organizations supporting or opposing candidates subject to recall. The subpoenas are necessarily broad in an effort to collect additional evidence because the coordination activities were extensive and involving at least a dozen separate organizations.

The State recognizes the important First Amendment protections implicated in election campaigns and fundraising. However, the Wisconsin Legislature has also declared that the State of Wisconsin has a compelling interest in transparent campaign financing and that "our democratic system of government can only be maintained if the electorate is informed." Wis. Stat. § 11.0001(1). Furthermore, the United States Supreme Court has found that the citizens' right to know is inherent in the nature of the political process and transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages. Citizens United v. FEC, 130 S.Ct. 876, 899 and 916 (2010.) No court has ever recognized that secret, coordinated activity resulting in "undisclosed" contributions to candidates' campaigns and used to circumvent campaign finance laws is protected by the First Amendment. Accordingly, the purpose of this investigation is to ensure the integrity of the electoral process in Wisconsin.

II. PROCEDURAL POSTURE³
REDACTED.⁴

³ Pursuant to the Secrecy Order previously entered in this John Doe investigation, the procedural posture of this case relevant to the issuance of the above subpoenas has been redacted from the brief provided to counsel for the movants, but is filed with the John Doe Judge.

⁴ The August 10, 2012 petition for commencement of the John Doe proceeding and supporting affidavit are incorporated by reference.

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is attached and included as Exhibit A.

The letter was received on June 5, 2013.

The May 31, 2013 letter of

The respective petitions and orders are part of the record and incorporated by reference.

The letter of August 21, 2013 is attached as Exhibit B.

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III. THE LEGAL PREDICATE FOR THE JOHN DOE INVESTIGATION

Most of the issues raised by the movants have already been decided in *Wisconsin Coalition for Voter Participation, Inc.* v. State Elections Board (WCVP v. SEB), 231 Wis.2d 670, 605 N.W.2d 654 (Wis. Ct. App. 1999). See generally Section V.C.4 at page and specifically a discussion, pp 24-25.

It is axiomatic in the law of campaign finance that, consistent with First Amendment considerations, campaign contributors must be identified and contributions may be limited in amount. *Buckley v. Valeo*, 424 U.S. 1, 96 S.Ct. 612, 46 L.Ed.2d 659 (1976). Campaign reporting laws, which require disclosure of the true source and extent of candidate support, guard against potential corrupting influences that undermine the democratic process. *Id.*; See also Wis. Stat. §11.001(1).

A contribution, under the law, is "[a] gift ... of money or anything of value ... made for political purposes." Wis. Stat. § 11.01(6)(a)1. Contributions are not limited to acts of "express advocacy." Under Wis. Stat. §11.01(16), for example, an act is also done for a political purpose if it is undertaken "for the purpose of influencing the recall from or retention in office of an individual holding a state or local office." In addition, an act is also done for a political purpose if it is undertaken "for the purpose of influencing the election ... of any individual" WCVP v. SEB, 231 Wis.2d at 680. In-kind contributions are subject to reporting requirements just the same as cash contributions. Wis. Stats. §§11.06(1) and 11.01(6)(a)1. See also Wis. Adm. Code GAB §1.20(1)(e).

Contributions to a candidate's campaign must be reported whether or not they constitute express advocacy. See §11.06(1). WCVP v. SEB, 231 Wis.2d at 679 (emphasis in original). The fact that a third party runs "issue ads" versus "express advocacy ads" is not a defense to illegal "coordination" between a candidate's authorized committee and third party organizations. See id.

In addition, another Wisconsin statute specifically provides that no candidate may establish more than one personal campaign committee; however such committee may have subcommittees. Wis. Stat. §11.10(4). Any subcommittees shall have the

⁹ The order of appointment dated August 23, 2013 is attached as Exhibit C.

candidate's personal campaign treasurer deposit all contributions received in and make all disbursements from the candidate's campaign depository account. *Id.* If a committee coordinates with a candidate's campaign committee, by statute, such committee is a subcommittee of the candidate's campaign committee. ¹⁰ This requires the candidate's campaign committee to report any contribution made to and any disbursements made by the subcommittee. This also mandates that the subcommittee may only accept permissible contributions and make only permissible disbursements in compliance with Wis. Stats. ch. 11 because it is in effect the candidate's campaign committee.

A candidate's campaign committee commits a crime when it knowingly coordinates with other organizations without reporting either permissible in-kind contributions from those organizations or all activity of those organizations as required by Wis. Stats. ch. 11. 11

This investigation is premised upon information which provides the State strong reason to believe that coordination occurred in the 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections. Consequently, significant in-kind or direct contributions to the recall candidates were not disclosed on campaign finance reports as required. In addition, prohibited contributions from corporations or contributions well beyond legal contribution limits were made and accepted.

None of the candidate campaign, legislative campaign, or other political committees identified in this investigation could have legally coordinated with other organizations. The coordination under investigation resulted in either prohibited and illegal in-kind or direct contributions that were not reported by the candidate campaign committees as required by law.

IV. THE FACTUAL PREDICATE PROVIDING A "REASON TO BELIEVE" A CRIME HAS OCCURRED.

A John Doe proceeding commenced under Wis. Stat. § 968.26 is a special investigative proceeding commenced with a petition and a corresponding finding that there is a reason to believe that a crime has occurred within the jurisdiction of the court.

Wis. Stat. §11.10(4) provides that, when a third party "acts with the cooperation of or upon consultation with a candidate or agent or authorized committee of a candidate, or which acts in concert with or at the request or suggestion of a candidate or agent or authorized committee of a candidate, [it] is deemed a subcommittee of the candidate's personal campaign committee,"

Wis. Stat. §11.27(1) provides, "No person may prepare or submit a false report or statement to a filing officer under this chapter."

State ex. rel. Reimann v. Circuit Court for Dane County, 214 Wis.2d 605, 611, 571 N.W.2d 385, 386 (1997). This section summarizes the factual basis which provides the State the reason to believe that a crime has been committed in violation of the statutes referenced in Section III.

A. Overview.

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The investigation presently focuses on activities of a number of "organizations," candidate campaign committees, and a legislative campaign committee during the 2011 and 2012 Wisconsin Senate and Gubernatorial recall election campaigns. organizations include movants WiCFG, CFSA, and WMC-IMC, as well as other organizations funding or funded by those entities. Under Wisconsin law, coordination between purportedly "independent entities" and candidate campaign committees (such as FOSW) has either of these effects: (1) the "independent entity" is deemed a subcommittee of the candidate's personal campaign committee (Wis. Stats. §11.10(4))12 and all permissible contributions and disbursements must be disclosed on the candidate's personal campaign committee reports pursuant to Wis. Stat. §11.06 or (2) permissible coordinated expenditures must be disclosed as in-kind contributions on the candidate's personal campaign committee reports pursuant to Wis. Stat. §11.06. Permissible contributions do not include corporate contributions (Wis. Stat. §11.38) or certain contributions exceeding statutory limits (Wis. Stat. §11.26.) For this reason the investigation focuses on the degree of coordination, if any, between the respective organizations and candidate campaign committees.

Consequently, the legal / factual issue relative to the propriety of subpoenas issued is whether the documents in possession of the movants are relevant to an investigation of campaign coordination. That is, are the documents "in some manner connected" with improper campaign coordination. See State v. Washington, 83 Wis.2d 808, 843, fn. 35, 266 N.W.2d 597, 614 (1978)("The test [of relevance] is whether the information sought is in some manner connected with the suspected criminal activity under investigation.")

¹² See FN 10.

B. Factual basis for the issuance of the subpoenas duces tecum to the movants. 13

1. Background of the Movants

a. Wisconsin Club for Growth (WiCFG)

WiCFG is a tax exempt "social welfare organization" formed under Title 26 U.S.C. 501(c)(4). State of Wisconsin online records related to incorporation reflect that WiCFG is a "non-stock" corporation. In the 2009 and 2010 federal tax filings for the WiCFG, Eric O'Keefe was listed as the Director, Charles Talbot was the President/Director, and Eleanor Hawley was the Director / Secretary / Treasurer. Deborah Jordahl is a signatory on the WiCFG bank account. During the 2011 to 2012 Wisconsin Senate and Gubernatorial recall elections, R.J. Johnson exercised direction and control over WiCFG. 15

b. Citizens for a Strong America (CFSA)

CFSA is also a "501(c)(4)" organization. Federal tax filings reflect that John Connors is the President. CFSA, however, was the creation of Deborah Jordahl and R.J. Johnson. R.J. Johnson's wife, Valerie, was the treasurer for CFSA and a signatory on the CFSA bank account. 17

c. Wisconsin Manufacturers and Commerce (WMC) and WMC – Issues Mobilization Council (WMC-IMC)

WMC is a Wisconsin business trade organization that through WMC-IMC¹⁸ became a means used by WiCFG for placement of advertisements during the recall campaign supporting Governor Scott Walker and criticizing his opponents.¹⁹ WiCFG contributed \$2,500,000 to Wisconsin Manufacturers and Commerce (WMC), which was deposited in the WMC-IMC bank account. In turn, WMC-IMC ran advertisements supporting gubernatorial candidate Scott Walker and advertisements critical of his

¹³ For the benefit of the court, reference will be made in this brief to the particular affidavits, paragraphs and exhibits that provide the legal and factual basis for the subpoenas. Since those documents are subject to the secrecy order, they will not be provided to the movants.

¹⁴ See Affidavit of December 10, 2012, ¶19

¹⁵ Affidavit of September 28, 2013, ¶¶21-27.

¹⁶ See Affidavit of December 10, 2012, ¶14 and 15; Affidavit of September 28, 2013, ¶16.

¹⁷ See Affidavit of December 10, 2012, ¶15; also Affidavit of September 28, 2013, ¶17.

¹⁸ WMC-IMC is a 501(c)(4) corporation.

¹⁹ See Affidavit of September 28, 2013 141.

opponent, Tom Barrett.20 James Buchen was Senior Vice President of WMC and participated conference calls with Governor Walker and others involving the 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections. 21

Friends of Scott Walker (FOSW) d.

The Friends of Scott Walker (FOSW) was the personal campaign committee for the gubernatorial candidate, Scott Walker, at all times throughout the period before and during the recall elections. R.J. Johnson and Deborah Jordahl were political consultants, and worked together as R.J. Johnson and Associates, Coalition Partners, and Jordahl / Johnson Strategic Communications.²². R J. Johnson was an agent of the FOSW campaign, as were other individuals.²³ R.J. Johnson was involved in fundraising, media buys and production, as well as campaign strategy and other campaign activities. Similarly, his partner, Deborah Jordahl, was involved in the media production and strategy for FOSW.24

2. Factual basis for the issuance of the subpoenas

The affidavits which are a part of the record outline the close coordination by R.J. Johnson with other FOSW agents, including Governor Scott Walker, in the 2011 and 2012 Wisconsin Senate and Gubernatorial recall campaigns.²⁵ Agents of FOSW and WiCFG such as Mary Stitt and Kelly Rindfleisch, were involved in fundraising for the 2011 and 2012 Wisconsin Senate and Gubernatorial recall campaigns not only for FOSW, but also for WiCFG. 26 Kate Doner and Doner Fundraising, additional agents of FOSW and WiCFG, coordinated fundraising on behalf of both organizations. During the 2011 Wisconsin Senate recall elections, Governor Walker's Chief of Staff, Keith Gilkes was included in discussions involving coordination between several different

²⁰ See Affidavit of September 28, 2013, ¶41.

²¹ See Affidavit of September 28, 2013, ¶41; Affidavit of December 10, 2012, ¶27.

²²See Affidavit of September 28, 2013¶10,

²³See Affidavit of December 10, 2012, ¶12- 20. Those individuals included: 1) Scott Walker, the gubernatorial candidate; 2) Keith Gilkes - the FOSW campaign manager; 3) Kate Lind - treasurer for FOSW; 4) R. J. Johnson - a paid advisor to FOSW who worked for WiCFG and with CFSA; 5) Deborah Jordahi - an advisor to FOSW (who was paid by R.J. Johnson and Associates, a paid consultant to FOSW) who issued checks for WiCFG; 6) Kate Doner and Doner Fundraising - fundraisers working for FOSW and WiCFG; 7) Kelly Rindfleisch - a fundraiser for FOSW and WiCFG; 8) Mary Stitt - a fundraiser for FOSW and WiCFG.

See Affidavit of December 10, 2012, ¶67 and ¶69.
 See Affidavit of September 28, 2013 and December 10, 2012 generally.

²⁶ See Affidavit of September 28, 2013, ¶58

organizations. During the 2012 Wisconsin Senate and Gubernatorial recall elections. Keith Gilkes served as the Campaign Manager for Governor Scott Walker and again was included in discussions involving coordination between several different organizations. In addition to fundraising for FOSW, Governor Scott Walker simultaneously raised funds for WiCFG for "coordinated activities" under the control and direction of R.J. Johnson during the 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections. Concurrently, R.J. Johnson directed many activities of both WiCFG and FOSW.²⁷

For all practical purposes, movant WiCFG "was" R.J. Johnson and Deborah Jordahl. R.J. Johnson has stated, "We own CFG." Deborah Jordahl was a signatory for the WiCFG bank account and is believed to have signed all WiCFG checks from January 2011 to June 2012.²⁹

During the 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections, R.J. Johnson used WiCFG as the hub for the coordinated activities involving 501(c)(4) organizations and FOSW. Beginning in March 2011, 30 there were open and express discussions of the need to coordinate the activities of entities like Americans for Prosperity (AFP), Club for Growth (CFG), Republican Party of Wisconsin (RPW), Republican State Leadership Committee (RSLC), and the Republican Governors Association (RGA). Conference calls were held involving entities such as FOSW, RGA, and WMC.31

WiCFG funded several other entities, including "501(c)(4)" organizations, enabling those organizations to run advertisements or conduct activity in support of Republican recall candidates or to oppose candidates running against the Republican recall candidates, 12 Money from WiCFG funded the political activities of CFSA, WMC-IMC, and other 501(c)(4) organizations.³³ WiCFG also funded CFSA, yet another organization that was controlled by R.J. Johnson. Of the \$4,620,025 in revenue reported by CFSA in 2011, WiCFG contributed \$4,620,000, or 99,99%, of CFSA revenue. In turn, CFSA provided funding to Wisconsin Family Action (\$1,169,045), Wisconsin Right

²⁷ See Affidavit of September 28, 2013, ¶¶21-27, 46.

²⁸ See Affidavit of December 10, 2012, ¶19 and FN 9.

²⁹ See Affidavit of September 28, 2013, ¶17, 24, FN 24.

³⁰ See Affidavit of December 10, 2012, ¶24-25.

³¹ See Affidavit of December 10, 2012, ¶27-28, ¶44-46; Affidavit of September 28, 2013, ¶¶34-37. ³² See Affidavit of September 28, 2013, ¶16; Affidavit of December 10, 2012, ¶39 and Exhibit 28. ³³ See Affidavit of September 28, 2013, ¶¶21-27; 41-44.

to Life (\$347,582), and United Sportsmen of Wisconsin (\$245,000).³⁴ These 501(c)(4) organizations were all actively involved in coordinated absentee ballot application activities during at least the 2011 Wisconsin Senate recall elections.³⁵

While working with WiCFG, R.J. Johnson was also coordinating with the RSLC in at least the 2011 Wisconsin Senate recall elections.³⁶ In an email sent to Karl Rove on May 4, 2011, Governor Scott Walker extolled R.J. Johnson's importance in leading the coordination effort when he wrote:

Bottom-line: R.J. helps keep in place a team that is wildly successful in Wisconsin. We are running 9 recall elections and it will be like running 9 Congressional markets in every market in the state (and Twin Cities.)(emphasis added)³⁷

In comments prepared by R.J. Johnson and sent to Governor Walker for use in an August 18, 2011 conference call, ³⁸ Johnson said WiCFG efforts were run by

. . . operative R.J. Johnson and Deborah Jordahl, who coordinated spending through 12 different groups. Most spending by other groups were directly funded by grants from the Club.³⁹

During the 2012 Gubernatorial recall election, R.J. Johnson sought and received the assistance of other entities such as "Ending Spending" that also ran television ads.⁴⁰

WiCFG is likely to possess relevant documentary evidence dating back to 2009. Notably, prior to the 2011 Wisconsin Senate recall elections, the national Club for Growth organization raised concerns about coordination or interaction between WiCFG and FOSW as early as 2009. All R.J. Johnson was a paid advisor to FOSW during the 2010 Gubernatorial election, and through at least January 2012. For this reason, evidence related to the activities of WiCFG and FOSW beginning in 2009 are relevant and

³⁴ See Affidavit of September 28, 2013, ¶17.

³⁵ See Affidavit of September 30, 2013, pgs. 20, 33; also Affidavit of September 28, 2013, ¶57

³⁶See Affidavit of September 28, 2013, pg. 25. ³⁷See Affidavit of December 10, 2012, ¶31.

³⁸Coincidentally, August 18, 2011 was also the date the GAB certified the official results of the 6 Republican Senate recall elections held on August 9, 2011.

See Affidavit of December 10, 2012, ¶39, Exhibit 28.
 See Affidavit of September 28, 2013, ¶30 and FNs 36-37; Affidavit of December 10, 2012, ¶70.

⁴¹See Exhibit 15, Affidavit of December 10, 2012, ¶23. On April 28, 2009, David Keating the Executive Director of the (national) Club for Growth at that time told R.J. Johnson that Keating had "legal concerns" about whether WiCFG should continue to run ads that featured Scott Walker, who had declared his candidacy for Governor. Keating requested that R.J. Johnson brief the CFG on legal issues prior to running such ads.

⁴² See Affidavit of December 10, 2012, ¶20; Affidavit of September 28, 2013, ¶¶10, 12.

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probative of knowledge and discussions of any potential illegality involving coordinated activities between those entities and others involved with R.J. Johnson.

V. ISSUES PRESENTED BY THE CHALLENGES TO THE SUBPOENAS DUCES TECUM.

A. The Motions to Quash Ignore Established Wisconsin Precedent

The motions to quash filed by Citizens for a Strong America (CFSA), Wisconsin Club for Growth (WiCFG), Friends of Scott Walker (FOSW), Wisconsin Manufacturers and Commerce (WMC), and Wisconsin Manufacturers and Commerce —Issue Mobilization Council (WMC-IMC) challenge the issuance of the respective subpoenas, each similarly asserting that the government's likely theory of liability is invalid and subpoenas are unconstitutionally overbroad.

The movants argue that coordination by WiCFG, CFSA, FOSW, WMC and WMC-IMC through its agents, with 501(c)(4) organizations, legislative campaign committees, or political committees is legal and permissible when those organizations are airing issue-centered advertising, rather than express advocacy advertising. However, in asserting this defense, the movants fail to recognize Wisconsin authority which is directly adverse to the movants' primary arguments. In WCVP v. SEB, 231Wis.2d 670, 605 N.W.2d 654 (Wis. Ct. App. 1999), as discussed below in greater detail, the Wisconsin Court of Appeals addressed issues nearly identical to those presented in this case and ruled against the parties seeking to halt an investigation into illegal coordination between a candidate's campaign and an issue advocacy group. The court held that the First Amendment could not be interpreted to bar an investigation into potential violations of the state's campaign finance law as a consequence of coordination. Id.

B. The Subpoenas Duces Tecum Are Not Impermissibly Overbroad

1. The Authority of the John Doe Judge to Issue Subpoenas Duces Tecum

Under Wis. Stat. §968.26(1), a John Doe Judge has the authority to issue subpoenas. In the context of a John Doe proceeding, the John Doe Judge must determine if the documents sought are relevant to the topic of the inquiry; that is, that the information sought is "in some manner connected with" the suspected criminal activity under investigation. State v. Washington, 83 Wis.2d 808, 843, 266 N.W.2d 597, 614 (1978) As set forth in In re Doe Proceeding Commenced by Affidavit Dated July 25, 2001, 2004 WI 149, 277 Wis.2d 75, 689 N.W.2d 908:

[W]e conclude that any subsequent subpoena duces tecum issued in this John Doe proceeding satisfies the requirements of Wis. Stat. §§ 968.26 and 968.135 and the constitutional concerns regarding an overly broad subpoena explained above, when the affidavit submitted to request the subpoena for documents: (1) limits the requested data to the subject matter described in the John Doe petition; (2) shows that the data requested is relevant to the subject matter of the John Doe proceeding; (3) specifies the data requested with reasonable particularity; and (4) covers a reasonable period of time.

Id. at 78 (citations omitted).

Wisconsin Statutes §968.13(2) defines "documents" for purposes of a subpoena or search warrant. "Documents" as defined in Wis. Stat. §968.13(2) includes, but is not limited to, "books, papers, recordings, tapes, photographs, films or computer or electronic data."

2. The Contents of the Subpoenas Duces Tecum

As set forth in the petition for the commencement of the John Doe proceeding and as summarized in Section III above, the scope of the criminal scheme under investigation is expansive. It includes criminal violations of multiple elections laws, including violations of Filing a False Campaign Report or Statement and Conspiracy to File a False Campaign Report or Statement in violation of Wis. Stats. §§11.27(1), 11.26(2)(a), 11.61(1)(b), 11.36, 939.31 and 939.05. As a result, the investigation necessarily will touch on many activities and communications of FOSW, the involved 501(c)(4) organizations, a legislative campaign committee, and other political committees.

On September 30, 2013, the John Doe Judge issued a subpoena duces tecum (hereafter subpoenas) to the respective movants requiring the production of documents related to the criminal scheme of R.J. Johnson, Deborah Jordahl, Governor Scott Walker and Friends of Scott Walker ("FOSW") to utilize and direct 501(c)(4) organizations, as well as other political committees. The affidavits in support of the subpoenas established a concerted effort to circumvent Wisconsin's campaign finance contribution prohibitions, limitations and disclosure requirements during the 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections. As illustrated below by the comparison of subpoenas, each were tailored to the respective movant consistent with the information in the affidavits.⁴³

⁴³ Pursuant to the secrecy order, each movant is only provided with a reproduction of their subpoena within this brief.

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The timeframes in which a movant would have documents relevant to the John Doe investigation differed, and accordingly, this was reflected in the timeframe for document production. The individual movants had contact with differing entities, so the document production was tailored to those relevant individuals and entities. In addition, it should be noted that there are some similar persons or organizations identified in each subpoena, but that is simply the result of the significant level of coordinating activities among the various involved organizations.

For example, the subpoena to WiCFG directed the production of the following:

For the limeframe of March 1, 2009 to the present, all records and information in the
possession of the corporation or any of its Employees, Agente, Officers and/or Directors,
including but not finited to Eric O'Keele, Eleanare Hawley and Charles Tethor, as follows:

a. All corporate minutes and resolutions;

 All communications between corporate directors, officers, employees end/or agents on the one hand, and R.J. Johnson and/or Deborah Jordahi on the other hand;

All communications naming R.J. Johnson in the body of the communication;

d. All communications naming Deborah Jordahi in the body of the communication;

e. All contracts, agreements, accords or understandings of any kind which have been entered kilo with any of the following:

I, R.J. Johnson & Associates, Inc.

il. Citizens for a Strong Amercia, inc.;

हा. Costillon Partners, LLC.;

h. Donar Fundralsing Inc.;

v. Richard "R.J." Johnson;

vi. Deboroh Jordahl; or

vii. Kale Donor.

I.All involves and payment records relating to any tiem identified in the preceding subparagraph;

 All records of income received, including fundratating information and the identity of persons contributing to the corporation;

The subpoena to CFSA directed production of the following:

See Exhibit E and F.44

⁴⁴ Additionally, each of the movants were directed to produce the documents identified on Attachment A to their respective subpoenss. *See Exhibit D*.

As noted above, the document production was tailored to the activities of each of the respective movants as evidenced by the differing timeframes and requests for production of records. Both WiCFG and CFSA were directed to produce records related to R.J. Johnson and Deborah Jordahl that included communications, contracts and agreements, as well as several entities with which they were involved. Given the fact that CFSA was nearly completely funded by WiCFG for all practical purposes and was largely an agent for WiCFG's activities, CFSA was directed to produce records of money spent. 45

In contrast, the production from WMC and WMC-IMC differs substantially from that of WiCFG, CFSA, and FOSW. The WMC and WMC-IMC subpoena requested production of the following:

See Exhibit G.

The WMC timeframe is limited to 2011-2012, the period that we believe that WMC has documents relevant to the investigation into the 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections as described in the affidavit, as that was the timeframe WiCFG funded advertising placed by WMC-IMC. WiCFG gave WMC \$988,000 in 2011 and \$2,500,000 in 2012.46 WMC-IMC in turn paid for ads related to the various recall elections, primarily the 2012 Gubernatorial recall election. 47

⁴⁵ See Affidavit of September 28, 2013, ¶¶16-20.
46 See Affidavit of September 28, 2013, ¶42

⁴⁷ See Affidavit of September 28, 2013, ¶41 and Exhibit 18; See Affidavit of December 10, 2012, ¶46.

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The FOSW subpoena requested production of the following:

See Exhibit H.

The FOSW timeframe and production differs from that of WiCFG, CFSA, and WMC, as noted above. Additional individuals involved with FOSW in recall strategy and activities, as well as fundraising for both FOSW and WiCFG, are included in that production request.

3. The Subpoenas Duces Tecum Fulfill the Requirements of Wisconsin Case Law

As articulated by the court in *In re John Doe Proceeding Commenced by Affidavit Dated July 25, 2001, 2004* WI 149, 277 Wis.2d 75, 689 N.W.2d 908, quoted above in Section V, a John Doe subpoena duces tecum is lawfully issued (and is not overbroad) when: (1) it limits the requested data to the subject matter described in the John Doe petition; (2) it shows that the data requested is relevant to the subject matter of the John Doe proceeding; (3) it specifies the data requested with reasonable particularity; and (4) it covers a reasonable period of time.

a. The requested documents are limited to the Subject Matter of the John Doe Proceeding.

There should be no reasonable dispute that the subpoenas seek information within the scope of the original petition papers. The John Doe Judge authorized an investigation into potential campaign finance violations including Wis. Stats. §§11.27(1), 11.26(2)(a), 11.61(1)(b), 11.36, 939.31 and 939.05, viz., Filing a False Campaign Report or Statement (PTAC), Conspiracy to File a False Campaign Report or Statement, by Governor Scott

Walker, FOSW, WiCFG, various 501(c)4 organizations, and political campaign committees.⁴⁸

The scope of a subpoena is not overbroad if it does not exceed the parameters of the authorized investigation and the more extensive the probable wrongdoing, the greater the permissible scope of the subpoena. In this instance, the affidavits allege extensive unlawful activity involving Governor Scott Walker, FOSW, WiCFG, other 501(c)(4) organizations, and political committees. Accordingly, the respective subpoenas are squarely within scope of this John Doe investigation into the 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections.

b. The requested documents are relevant to the Subject Matter of the John Doe Proceeding.

The relevancy of the documents sought in the subpoenas is predicated on the detailed information outlined in several affidavits that specifically addressed the basis for the requests for documents from CFSA, WiCFG, WMC, WMC-IMC and FOSW.⁵⁰ The basis for the subpoenas was outlined in the Affidavit of September 30, 2013 (33 pages) that directly incorporated the Affidavit of September 28, 2013 (26 pages with 143 pages of exhibits), and the Affidavit of December 10, 2012 (46 pages with 243 pages of exhibits).⁵¹

Each of these affidavits established that the evidence and records sought from the movants were connected with the suspected criminal activity under investigation. For example, in the context of the 2011 Wisconsin Senate recall elections, R.J. Johnson stated that he coordinated spending through 12 different groups.⁵² The broad scope of R.J.

52 See Affidavit of December 10, 2012, Exhibit 28.

⁴⁸ See Petition and Affidavit for the Commencement of a John Doe dated August 10, 2013.

⁴⁹ See United States v. Hickey, 16 F.Supp.2d 223, 240 (E.D.N.Y. 1998), motion for reconsideration granted on other grounds, in the context of an 4th Amendment overbreath challenge to a search warrant that is equally applicable here. The court stated, "... a warrant—no matter how broad—is, nonetheless, legitimate if its scope does not exceed the probable cause upon which it is based. The more extensive the probable wrongdoing, the greater the permissible breadth of the warrant."

In the Matter of a John Doe Proceeding, Id. at 240, 680 N.W.2d at 807, 2004 WI 65, ¶52, the court noted in its ruling that the court did not have the affidavit supporting the subpoena duces tecum, nor the John Doe petition used to begin the proceeding.

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³¹ The September 30, 2013 affidavit and of Robert Stelter with accompanying exhibits, and referenced September 28, 2013 affidavit of Investigator Dean Nickel and accompanying exhibits are part of the record and incorporated herein by reference.

Johnson's activities justify the permissible breadth of the subpoenas, and the subpoenas are proportionate to the potential wrongdoing identified in the affidavits.⁵³

For this reason, the present case is unlike the "overbroad" subpoenas that were quashed in *In the Matter of a John Doe Proceeding*, 2004 WI 65, 272 Wis.2d 208, 680 N.W.2d 792 (2004). There, the John Doe subpoenas:

"... requested all of the data from the computer system of an entire branch of state government in order to investigate whether a crime has been committed. It did not specify the topics or the types of documents in which evidence of a crime might be found. The subpoena also did not specify any time period for which it sought records."

In the Matter of a John Doe Proceeding, 272 Wis.2d at 239.

c. The documents are specified with reasonable particularity.

Each subpoena identifies with specificity the entities potentially involved with the movants in illegal coordination. The subpoena provided to each movant identifies and directs the production of particular classes of documents related to specific entities and the movants, all relating to the 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections.⁵⁴

d. The requested documents cover a reasonable period of time.

The timeframe for the production of documents by each of the movants is appropriately identified, each timeframe relating to the existence of potential evidence related to the subject matter of the John Doe investigation.

The timeframe for the production of documents by CFSA begins on February 16, 2010. This is in accord with the general timeframe of R.J. Johnson's and Deborah Jordahl's involvement with CFSA.⁵⁵ Since they used WiCFG and CFSA to coordinate campaign activities, documents related to their involvement with and possible control of CFSA are highly relevant evidence of coordination.

⁵³ See FN 45 that identifies paragraphs in the affidavits that address the overlap in activities between R.I. Johnson, Deborah Jordahl, WiCFG, and WMC and that establishes the relevancy of the documents sought in the subpoena.

Additionally, the movants have been provided with the names of individuals within the organization to assist in identifying documents and communications relevant to the investigation.

⁵⁵ See Affidavit of September 28, 2013, ¶16 and Exhibit 3 establishing the involvement of R.J. Johnson and Deborah Jordahl with CFSA as early as March 3, 2010. Online public records reflect that CFSA was incorporated on October 23, 2009.

The subpoena duces tecum to WiCFG seeks documents for a broader timeframe, i.e., March 1, 2009 to the present. Again, the broader timeframe is justified by the specific evidence identified in the supporting affidavit, an April 2009 discussion between the national Club for Growth and R.J. Johnson questioning the legality of pro-Walker ads run by WiCFG. This establishes the probability of other relevant information following that timeframe involving WiCFG. As discussed in the affidavits, R.J. Johnson and Deborah Jordahl were involved in the various recall campaigns with FOSW, while simultaneously directing the activities of WiCFG, CFSA, R.J. Johnson and Associates, and Coalition Partners in the same recall campaigns. Accordingly, the result is a significant overlap in the requested document production involving those entities and individuals.

In contrast, the timeframe for FOSW and WMC are limited to the timeframe of the 2011 to 2012 Wisconsin Senate and Gubernatorial recall elections, ⁵⁸ as the affidavits establish that as the timeframe that those respective entities are likely to possess documents for production and relevant to the John Doc. ⁵⁹

- C. The conduct under investigation clearly violates Wisconsin law and the subpoenas do not infringe on constitutionally protected speech or activity.
 - Entities involved in coordinated activity with political campaign committees must comply with Wisconsin campaign finance laws.

The movants assert the John Doe subpoenas are improper because they are predicated on an "invalid" theory of criminal liability. In order to address the claimed invalidity" of the subpoenas, the court must examine the legal and factual basis for the

⁵⁶ See Affidavit of December 10, 2012, ¶23 and Exhibit 15.

⁵⁷ Specifically, the overlap of activities is detailed as follows: with respect to R.J. Johnson, see the Affidavit of September 28, 2013, ¶¶11-15, and 46 with respect to Nonbox and FOSW; Affidavit of December 10, 2013, ¶¶23-31, ¶¶36-42 with respect to the activities of R.J. Johnson and R.J. Johnson and Associates; with respect to Deborah Jordahl see Affidavit of September 28, 2013, ¶¶1-15, Affidavit of December 10, 2013, ¶¶65, 67, 69, 71, 74; for CFSA see Affidavit of September 28, 2013, ¶¶16-20, Affidavit of December 10, 2013, ¶75; for Coalition Partners see Affidavit of September 28, 2013, ¶¶1-15; for Doner Fundraising see Affidavit of September 28, 2013, ¶¶1-15; for Doner Fundraising see Affidavit of September 28, 2013, ¶¶34-36 re RGA, ¶45 with respect to R.J. Johnson and NonBox; ¶¶53-55 with respect to R.J. Johnson, FOSW and RSLC (also ¶36, Affidavit of December 10, 2012 re RSLC); ¶¶28-40 with respect to FOSW, RGA, and Doner Fundraising; Affidavit of December 10, 2012, ¶27, and generally Affidavit of December 10, 2013.

The State has advised FOSW that the timeframe could be narrowed to February 1, 2011 to July 31, 2012. With respect to FOSW, See Affidavit of December 10, 2012, ¶21-89; for WMC see Affidavit of September 28, 2013, ¶41-44; Affidavit of December 10, 2012, ¶67-68

issuance of the subpoenas. As a starting point, Wis. Stats. ch. 11 governs campaign financing. In particular, Wis. Stat. §11.10(4) provides:

"No candidate may establish more than one personal campaign committee. Such committee may have subcommittees provided that all subcommittees have the same treasurer, who shall be the candidate's campaign treasurer. The treasurer shall deposit all funds received in the campaign depository account. Any committee which is organized or acts with the cooperation of or upon consultation with a candidate or agent or authorized committee of a candidate, or which acts in concert with or at the request or suggestion of a candidate or agent or authorized committee of a candidate is deemed a subcommittee of the candidate's personal campaign committee." (Emphasis added)

By operation of law, any "committee" acting in concert with or with the cooperation of or upon consultation with, or at the request or suggestion of Governor Scott Walker or FOSW, or the personal campaign committees of Wisconsin State Senate candidates, are deemed to be a subcommittee of the relevant candidate's personal campaign committee. As a consequence of Wis. Stats. §§11.16 and 11.10(4), the third party organizations were subject to the same restrictions on the receipt of contributions and expenditures as FOSW itself. The contributions had to be permissible and disclosed by the candidates' personal campaign committees, but were not. In addition, every expenditure by any subcommittee must be a permissible disbursement and disclosed.

In addition, Wis. Stat. §11.06(7) provides that a committee wishing to make a truly independent disbursement, must affirm that it does not act in concert with, or at the request or suggestion of, any candidate or agent or authorized committee of a candidate. If such a committee does not comply with this oath and makes expenditures that are coordinated with a candidate or agent or authorized committee of a candidate, that expenditure becomes a reportable in-kind contribution to the candidate's campaign committee and must also be a permissible contribution. Wis. Adm. Code GAB §§1.20,

⁶⁰ Wis. Stat. §11.01(4) broadly defines "committee" as "any person other than an individual and any combination of 2 or more persons, permanent or temporary, which makes or accepts contributions or makes disburséments, whether or not engaged in activities which are exclusively political,"

⁶¹ See ¶11 of the December 10, 2012 affidavit. As noted in FN 5 of that affidavit, in 2005, former Wisconsin State Senator Charles "Chuck" Chvala was convicted in Dane County Circuit Court Case No. 2002CF2451 of violating Wisconsin Stats. §§ 946.12(2) and 11.26(2)(b). The violations of Wis. Stat. §11.26(2)(b) arose out of the campaign coordination involving Chvala, personal campaign committees and "independent interest groups" that are analogous to the potential violations here.

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1.42(6)(a).⁶² See also WCVP v. SEB, 231 Wis.2d 670 at fn. 2 (citing Wis. Stats. §§11.01(6)(a)1. and 11.12(1)(a)); OAG-05-10, ¶20 (recognizing that a "disbursement" may also qualify as a "contribution" under Wisconsin statutes).

Accordingly, contrary to the defense assertions and for the reasons set forth in greater detail below, Wisconsin law clearly does regulate, and long has regulated, "coordinated" activities. 63

2. Relevant Wisconsin Statutes and Administrative Code implicated by the coordinated activity.

The following statutes are relevant to the discussion herein:

Wis. Stat. §11.05(1) provides, "Every committee...which makes or accepts contributions, incurs obligations, or makes disbursements in a calendar year in an aggregate amount in excess of \$25 shall register with the appropriate filing officer."

Wis. Stat. §11.05(6) provides, "Except as provided in subs. (7) and (13), no person, committee or group subject to a registration requirement may make any contribution or disbursement from property or funds received prior to the date of registration under this section."

Wis. Stat. §11.01(4) provides, "A "committee" means any person and any combination of two or more persons, which makes or accepts political contributions or political disbursements, whether or not engaged in activities which are exclusively political."

In relevant part, a "contribution" means a contract, promise or agreement to make or actually making a gift, subscription, loan, advance, or deposit of money or anything of value made for political purposes or a transfer of funds between candidates, 64

for Interestingly, the language in Wis. Adm. GAB § 1.42 uses the term "expenditure" instead of "disbursement" when describing the scope and treatment of independent committee activities. This rule uses a broader definition of activity that could be attributable to a candidate committee by the use of the term "expenditure" as opposed to the term "disbursement" (which by definition in Wis. Stats. §11.01(7) requires that the activity be for a political purpose.)

⁶³ This basic principle is apparently lost on CFSA and WiCFG as demonstrated by the statement that "... regardless of the degree of communication or coordination between CFSA and any candidate campaign, no campaign had to report CFSA's advertisements as a contribution." CFSA motion, Pg 8. The motion filed by WiCFG makes an identical statement. See WiCFG motion, Pg. 10

FOSW asserts that Wisconsin's campaign finance laws somehow did not apply to Governor Walker or to FOSW and its agents because Governor Walker was not a "recall candidate" at the time of some of the activities under investigation. In fact FOSW, at all relevant times, is and was Governor Scott Walker's personal campaign committee for Governor and it was actively raising and spending campaign contributions. Wis. Stat. §11.01 (1) provides:

committees, individuals or groups subject to a filing requirement under Wis. Stats. ch. 11. See Wis. Stats. §11.01(6)(a)1, 3 and 4. In relevant part, a "disbursement" means a contract, promise or agreement to make or actually making a purchase, payment, distribution, loan, advance, deposit or gift of money or anything of value made for political purposes or a transfer of personalty, including but not limited to campaign materials and supplies, valued at the replacement cost at the time of transfer.

A contribution or disbursement must have a "political purpose." Wis. Stats. §§ 11.01 (6) and (7). In part, an act is for a "political purpose" "when it is done for the purpose of influencing the election . . . of any individual to state or local office [or] for the purpose of influencing the recall from or retention in office of an individual holding a state or local office." Wis. Stats. §11.01(16). Importantly, "political purpose" "is not restricted by the cases, the statutes, or the code, to acts of express advocacy." WCVP v. SEB, 231 Wis.2d 670, 680, 605 N.W. 2d 654 (Wis. Ct. App. 1999).

3. Wisconsin's coordination standard.

Wisconsin law clearly distinguishes between independent political activities and coordinated political activities. The meaning of coordination can be further understood by looking to the requirements an independent committee must meet.

Pursuant to Wis. Stat. §11.06(7), committees making independent disbursements must sign an oath affirming:

 That the committee ... does not act in cooperation or consultation with any candidate or agent or authorized committee of a candidate who is supported,

[&]quot;Candidate" means every person for whom it is contemplated or desired that votes be cast at any election held within this state, other than an election for national office, whether or not the person is elected or nominated, and who either tacitly or expressly consents to be so considered. A person does not cease to be a candidate for purposes of compliance with this chapter or ch. 12 after the date of an election and no person is released from any requirement or liability otherwise imposed under this chapter or ch. 12 by virtue of the passing of the date of an election.

⁽Emphasis added).

Under Wisconsin statutes, an individual is a candidate unless and until one terminates one's campaign committee. Under FOSW's view, an incumbent would apparently stop being a candidate after election until the next election is called and would be free from the restraints of the law between one election and the time for circulating nomination papers for the next election—an illogical interpretation.

2. That the committee ... does not act in concert with, or at the request or suggestion of, any candidate or agent or authorized committee of a candidate who is supported,

- That the committee ... does not act in cooperation or consultation with any candidate or agent or authorized committee of a candidate who benefits from a disbursement made in opposition to a candidate, and
- 4. That the committee ... does not act in concert with, or at the request or suggestion of, any candidate or agent or authorized committee of a candidate who benefits from a disbursement made in opposition to a candidate.

The former State Elections Board issued a formal opinion subsequent to WCVP v. SEB. See El.Bd.Op. 00-2 (affirmed by the G.A.B. on 3/26/08). This formal opinion addressed a host of campaign finance issues including the coordination of expenditures. Id. at pp. 8-13. The former SEB, and now the G.A.B., have always treated any expressive coordinated expenditure made at the request or suggestion of the candidate or an authorized agent of a candidate as a contribution. See id. at pp. 11-12. (citing FEC v. The Christian Coalition, 52 F.Supp.2d 45, 98 (Dist. Ct. for D.C. 1999)). "The fact that the candidate has requested or suggested that a spender engage in certain speech indicates that the speech is valuable to the candidate, giving such expenditures sufficient contribution-like qualities to fall within FECA's prohibition on contributions." Id. The formal opinion explores case law regarding the regulation of coordinated activity and clarifies the coordination standard for Wisconsin. The formal opinion melds the standard established in Christian Coalition with Wisconsin's statutory language. As set forth in the opinion:

Coordination is sufficient to treat a communication (or the expenditure for it) as a contribution if:

- 1. The spender's communication is made at the request or suggestion of the campaign (i.e., the candidate or agents of the candidate); or,
- 2. In the absence of a request or suggestion from the campaign, the cooperation, consultation or coordination between the spender and the campaign is such that the candidate or his/her agents can exercise control over, or where there has been substantial discussion or negotiation between the spender and campaign over, a communication's: a) contents; b) timing; c) location, mode or intended audience (e.g., choice between newspaper or radio advertisement); or d) "volume" (e.g., number of copies of printed materials or frequency of media spots). Substantial discussion or negotiation is such that the spender and the candidate emerge as partners or joint venturers in the

expressive expenditure, but the spender and the candidate need not be equal partners.

See El.Bd.Op. 00-2 at p. 12.

4. Campaign Coordination to Subvert Campaign Finance Laws Is a Crime in Wisconsin.

Movants argue that "coordination" of political activities that do not arguably involve express advocacy cannot be a crime under Wisconsin law.⁶⁵ These arguments fail to recognize or misinterpret Wisconsin statutes, administrative rules, and G.A.B. formal opinions. Movants have also ignored controlling Wisconsin case law. Indeed, in their submissions, movants - FOSW,⁶⁶ Citizens for a Strong America, Inc. (CFSA),⁶⁷ Wisconsin Manufacturers & Commerce, Inc. (WMC) and Wisconsin Manufacturers &

⁶⁷ CFSA Motion to Quash Four Subpoenas (October 25, 2013), p. 8 ("Accordingly, regardless of the degree of communication or coordination between CFSA and any candidate campaign, no campaign had to report CFSA's advertisements as a contribution."), pp. 8-9 ("The government's coordination theory cannot be sustained because, regardless of the quality and extent of communications between CFSA and any candidate campaign, all advertisements paid for by CFSA fall outside of the ambit of the Wisconsin campaign finance law. None of the advertisements constituted 'express advocacy.""), p. 18 ("These communications may establish 'coordination' among groups on one side of the legislative and political spectrum, but they have nothing to do with coordination between issue groups and candidate campaigns.").

⁶⁵ However, Justice Wilcox and former State Senator and Majority Leader Chuck Chyala were implicated in highly public cases involving illegal coordination activities. See State of Wisconsin v. Charles Chyala, Dane Co. Case No. 02-CF-2451 (criminal complaint filed on 10-17-2002), Counts 11-20 and Bradley Kust Complaining Witness Statement, ¶¶210-233, 236, 250-255 (Former Senator Chuck Chvala's illegal coordination of fundraising and expenditures of "independent" entities, including an issue advocacy entity.) Recently, Vermont and California have also had highly publicized cases resulting in significant forfeitures for coordination or circumvention schemes. See State of Vermont v. Republican Governors Association and Brian Dubie, Civil Division Docket No. 762-12-11 (Coordination case where RGA agreed to pay a \$30,000 civil penalty and Candidate Dubie pay a \$10,000 civil penalty), See also Fair Political Practices Commission v. The Center to Protect Patients Rights and Americans for Responsible Leadership, __ ("Dark money" case where Center to Protect Patients Rights and Sacramento County, CA, Case No. Americans for Responsible Leadership were required to pay civil penalties of \$1,000,000 each. In addition, the recipients of the "dark money" were require to forfeit the illegal contributions. The Fair Political Practices Commission required the Small Business Action Committee PAC to forfeit \$11,000,000 and the California Future Fund to forfeit \$4,080,000.) "Dark money" defines funds used to pay for an election campaign without disclosure before voters go to the polls, often associated with 501(c) corporations. 66 FOSW Memorandum in Support of Motion to Quash Subpoena (October 16, 2013), pp. 8-9 ("Moreover, even after that point, Walker, his agents, and those involved in his authorized campaign were permitted to engage in 'coordinated' activity and communications regarding other candidates because the statute and regulation apply only to coordination between a candidate and groups supporting that candidate."), p. 14 ("Equally important, at no point do the restrictions apply when Scott Walker, his agents or representatives engage in coordination activities regarding communications in support of or opposition to candidates other than recall candidates for governor.").

Commerce-Issues Mobilization Council (WMC-IMC),⁶⁸ and Wisconsin Club for Growth (WiCFG)⁶⁹ appear to have tacitly admitted to violating Wisconsin law.

The clearly stated purpose of Wisconsin's campaign finance laws is set out in legislative findings codified in Wis. Stats. §11.001:

"The legislature finds and declares that our democratic system of government can be maintained only if the electorate is informed. It further finds that excessive spending on campaigns for public office jeopardizes the integrity of elections. . . . One of the most important sources of information to voters is available through the campaign finance reporting system. Campaign reports provide information which aids the public in fully understanding the public positions taken by a candidate or political organization. When the true source of support or extent of support is not fully disclosed, or when a candidate becomes overly dependent upon large private contributors, the democratic process is subjected to a potential corrupting influence. The legislature therefore finds that the state has a compelling interest in designing a system for fully disclosing contributions and disbursements made on behalf of every candidate for public office, and in placing reasonable limitations on such activities. Such a system must make readily available to the voters complete information as to who is supporting or opposing which candidate or cause and to what extent, whether directly or indirectly. This chapter is intended to serve the public purpose of stimulating vigorous campaigns on a fair and equal basis and to provide for a better informed electorate."

In Wisconsin, it is illegal to use coordination to avoid statutorily required campaign finance disclosure laws and limits. The movants' argument that candidates are permitted to coordinate with issue-centered organizations and committees, without

⁶⁸ Affidavit of Kurt Bauer (October 24, 2013), ¶13 ("In addition, WMC participates in formal and informal coalitions of groups with shared goals and policy positions, including the decision to support or oppose specific questions of public policy, and separately, candidates for public office-legislative, executive and indicial.")

wisconsin Club for Growth Motion to Quash Five Subpoenas (October 25, 2013), p. 11 ("The government's coordination theory cannot be sustained because, regardless of the quality and extent of communications between the Club and any candidate campaign, all advertisements paid for by the Club fall outside of the ambit of the Wisconsin campaign finance law. None of the advertisements constituted 'express advocacy."). p. 20 ("These communications may establish 'coordination' among groups on one side of the legislative and political spectrum, but they have nothing to do with coordination between issue groups and candidate campaigns."). See also, Affidavit of Eric O'Keefe (October 24, 2013), ¶13 ("The Club also gave grants to some organizations that then decided to use their money to express their own views—in accord with the Club's views—on public issues."), ¶28 ("For example, many Club records were stored at the homes of Deborah Jordahl and R.J. and Valerie Johnson, who had contractual relationships with the Club.").

compliance with campaign finance disclosure laws, was squarely rejected in $WCVP \nu$. SEB, 231 Wis.2d 670, 605 N.W. 2d 654 (Wis. Ct. App. 1999).

In WCVP, the Wisconsin Court of Appeals specifically relied upon the rationale first espoused by the United States Supreme Court in Buckley v. Valeo in 1976. In WCVP v. SEB, plaintiffs sought to enjoin an investigation by the State Elections Board into illegal coordination between Supreme Court Justice Jon Wilcox's campaign and Wisconsin Coalition for Voter Participation, Inc. (WCVP). At issue was the dissemination of a post card that WCVP maintained did not constitute express advocacy. The Court of Appeals considered both statutory and constitutional affirmative defenses, rejected them and dismissed plaintiffs' motions. The Court of Appeals definitively wrote, "[c]ontributions to a candidate's campaign must be reported whether or not they constitute express advocacy." WCVP, 231 Wis.2d at 679 (emphasis in original). The Court of Appeals emphasized that if the WCVP mailing was coordinated, it was a contribution, and it was illegal regardless of how one might interpret the postcards' language. Id. (emphasis added).

In a subsequent enforcement action in March 2000, those involved with WCVP and the coordination paid significant civil forfeitures in exchange for a non-referral to a District Attorney to assess criminal liability for having coordinated an issue advocacy postcard.⁷²

⁷⁰ The court noted, "'express advocacy' is one part of the statutory definition of 'political purpose,' it is not the only part... It encompasses many acts undertaken to influence a candidate's election; Contrary to plaintiff's assertions...the term 'political purposes' is not restricted by the cases, the statutes or the code to acts of express advocacy." WCVP v. SEB, 231 Wis.2d at 680. When an entity "coordinates" with a political campaign, that entity and those activities are no longer independent and are subject to campaign finance regulations. See WRTL v. Barland, 664 F.3d. 139, 155 (7th Cir., 2011) This is needed to insure transparency and fairness in elections.

⁷¹ The movants have had due notice of the Wisconsin Statutes, administrative rules, appellate decisions, and formal GAB opinion explaining in detail the case law, statutes and administrative rules, and coordination principles. This GAB opinion was originally published by the former State Elections Board in 2000 and later reviewed and affirmed by the Government Accountability Board. See El. Bd. Op. 00-2 (affirmed by the G.A.B. 3/26/08).

⁷² See <u>Exhibit I</u>, Stipulations and Orders for Judgment, Elections Board of the State of Wisconsin v. Mark J. Block, Brent J. Pickens, James M. Wigderson, Wisconsin Coalition for Voter Participation, and Justice Wilcox for Justice Committee, Dane County Case No. 00-CV-797 (filed 3-24-2000). Wilcox campaign paid \$10,000, Mark Block paid \$15,000, and Brent Pickens paid \$35,000.

5. The regulation of "coordinated activity" does not infringe upon constitutionally "protected speech".

The Wisconsin Statutes and Administrative Code provisions are consistent with federal campaign finance laws approved by the United States Supreme Court in *Buckley*. They regulate — but do not prohibit — expenditures that are "coordinated" with, or made "in cooperation with or with the consent of the candidate . . . or an authorized committee" as campaign contributions. *Id.* at 681. Contributions to a candidate's campaign committee must be reported, and they must be reported whether or not they constitute express advocacy — the content of the message is immaterial. *Id.* at 679 (citing Wis. Stat. §11.06(1)).

As noted above, Wisconsin law specifically prohibits a candidate from establishing more than one personal campaign committee or working in concert with a second committee. See Wis. Stat. §11.10(4). Where concerted activity occurs, contributions resulting from concerted activity are reportable as if the second organization was a subcommittee of the campaign committee.

When a 501(c)(4) organization and its agents act as the alter ego of a candidate, collecting money raised by the candidate (contributions) and make coordinated expenditures benefiting the candidate or authorized committee (disbursements), the 501(c)(4) organization is engaged in activities with a political purpose and qualifies as a "committee" under Wisconsin Statutes. The statutes prohibit a candidate's circumvention of the campaign finance statutes through the secret activities of agents (and the candidates themselves) -- the very conduct being investigated here. When that same 501(c)(4) organization acts at the request or suggestion of, or with the cooperation of, or consultation with a candidate or with an agent or authorized committee of a candidate, the 501(c)(4) is also deemed a subcommittee of the candidate's personal campaign committee.⁷³

Pursuant to Wis. Stat. §11.10(4), any donations to these 501(c)(4) organizations and other entities constitute "contributions" directly to FOSW. Any expenditures by these organizations constitute "disbursements" by FOSW, regardless for what purpose these organizations were organized or whether the organizations engaged in speech

⁷³ See also Wis. Adm. Code §1.42 (6) (a) and El.Bd.Op. 00-2 (affirmed by the G.A.B. 3/26/08) (citing FEC v. The Christian Coalition, 52 F. Supp.2d 45 (D.C. Dist. Ct. 1999).

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qualifying as express advocacy or its functional equivalent. As subcommittees of FOSW, each 501(c)(4) organization or other entity are subject to all campaign contribution prohibitions and limitations, as well as all disclosure requirements, that are applicable to FOSW. Violation of these statutes carries both civil and criminal penalties. See Wis. Stats. §§11.60 and 11.61. This regulation of "coordinated" activity is consistent with federal and state court decisions addressing First Amendment concerns and the applicability of campaign finance laws.

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Although First Amendment restrictions should be fully respected, no court has ever recognized that secret, coordinated activity resulting in "undisclosed" contributions to candidates' campaigns and used to circumvent campaign finance laws is so protected. In fact, as established in 1976 by the United States Supreme Court in Buckley v. Valeo, "prearranged or coordinated expenditures" are equivalent to contributions, subject to the same limitations as contributions, and any restrictions on coordinated expenditures are subject to only the intermediate level of scrutiny—any restriction must be closely drawn to match a sufficiently important government interest. Buckley, 424 U.S. at 25. Contribution limitations, whether by direct contribution or resulting from coordinated expenditures, are closely drawn restrictions designed to limit corruption and the appearance thereof resulting from large individual contributions. This is a sufficiently important government interest to support regulation. Id. at 25-26.

The United States Supreme Court and other federal appellate and district courts have consistently upheld the proposition that coordinated expenditures are contributions

The United States Supreme Court has recognized that the citizens' right to know is inherent in the nature of the political process. On January 21, 2010, the United States Supreme Court stated "voters must be free to obtain information from diverse sources in order to determine how to cast their votes." Citizens United v. FEC, 130 S.Ct. 876, 899, 916 (2010). By an 8-1 vote, the Supreme Court held that campaign finance disclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way, such transparency enabling the electorate to make informed decisions and give proper weight to different speakers and messages. Id. at 916.

By the same 8-1 vote, the Supreme Court rejected the contention that disclosure requirements are limited to speech that is the functional equivalent of express advocacy. The court determined that while disclaimer and disclosure requirements may burden the ability to speak, they "impose no ceiling on campaign-related activities" and "do not prevent anyone from speaking." Id. at 914-915 (citing Buckley v. Valeo, 424 U.S. 1, 64, 96 S. Ct. 612 (1976); McConnell v. FEC, 540 U.S. 93, 201, 124 S. Ct. 619 (2003)). In the context of the Citizens United decision and an analysis of Wisconsin's campaign finance laws, the Wisconsin Attorney General has stated that "the Constitution does not categorically limit disclosure and disclaimer regulations to only express advocacy or its functional equivalent." OAG-05-10, ¶\$3-6 (August 2, 2010).

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subject to campaign finance limitations and disclosure requirements in the context of First Amendment challenges to campaign finance regulations. See, e.g., Citizens United v. FEC, 130 S. Ct. at 908, 910; McConnell v. FEC, 540 U.S. 93, 202, 219-223 (2003); FEC v. Colorado Republican Fed. Campaign Committee (Colorado II), 533 U.S. 431, 456, 465, 121 S. Ct. 2351 (2001)(coordinated expenditures, unlike truly independent expenditures, may be restricted to minimize circumvention of contribution limits); WRTL v. Barland, 664 F.3d 139, 153, 155 (7th Cir., 2011); Cao v. FEC, 619 F.3d 410, 427, 433-34 (5th Cir., 2010).

Coordinated "issue advocacy" is subject to campaign finance regulations as contributions This is particularly applicable when the candidate or agents have requested or suggested that the spender engage in certain speech because that indicates it is valuable to the candidate. It would be equally applicable where the candidate or agents can exercise control over certain speech; or where there has been substantial discussion or negotiation between the campaign and the spender over expenditures which give such expenditures sufficient contribution-like qualities to fall within the prohibition on contributions. FEC v. Christian Coalition, 52 F.Supp.2d 45, 91-2, 98-9 (D.C., 1999)

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"The First Amendment permits the government to regulate coordinated expenditures." WRTL, 664 F.3d at 155 (citing Colorado II, 533 U.S. at 465). The court stated that the "free speech safe harbor for independent expenditures" would not be available if there was collusion between a candidate and an independent committee, as the "independent group is not truly independent", thus permitting regulation. Id. Conversely, an independent expenditure is political speech when not coordinated with a candidate. WRTL, 664 F.3d at 153 (citing Citizens United, 130 S. Ct. at 910). The Court of Appeals for the Seventh Circuit clarified that the "separation between candidates and independent expenditure groups" negates the possibility that independent expenditures will lead to, or create the appearance of, quid pro quo corruption. Id.

In the instant matter, the evidence shows an extensive coordination scheme that pervaded nearly every aspect of the campaign activities during the historic 2011 and 2012 Wisconsin Senate and Gubernatorial recall elections. The John Doe Judge has already relied upon this evidence in finding probable cause to issue subpoenas to the movants,

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therefore, the despite the movants' protestations otherwise, the John Doe Judge should deny all movants' motions to quash the very same subpoenas.

VI. CONCLUSION

Based on the authorities set forth herein, the motions to quash should be denied so that this investigation can move forward expeditiously.

Respectfully submitted this 9th day of December, 2013.

By:

FRANCIS D. SCHMIJ

Special Prosecutor Bar No. 100023

EXHIBIT C

STATE OF WISCONSIN

CIRCUIT COURT

IN THE MATTER OF JOHN DOE PROCEEDINGS

COLUMBIA Co. Case No.

DANE Co. Case No.

DODGE Co. Case No.

IOWA Co. Case No.

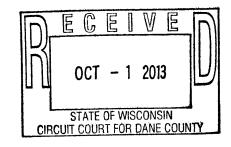
MILWAUKEE Co. Case No.

13JD000001

13JD000001

13JD000001

12JD000023



AFFIDAVIT IN SUPPORT OF A REQUEST FOR SUBPOENAS

ROBERT STELTER, being first duly sworn on oath, deposes and says that:

1. I am an Investigator in the Milwaukee County District Attorney's Office. I have 27 years of experience as a law enforcement officer. I have held the rank of Detective and Lieutenant of Detectives within the City of Milwaukee Police Department. For two years, I worked at the Milwaukee High Intensity Drug Trafficking Area Task Force, (hereafter HIDTA), a state/federal task force with law enforcement officers from the City of Milwaukee Police Department, Federal Bureau of Investigation, Drug Enforcement Administration, West Allis Police Department, Wisconsin Department of Justice, Wisconsin State Patrol, and other jurisdictions. That experience included the investigation and supervision of investigations of complex and large scale organized crime in the Metropolitan Milwaukee, Wisconsin area. Over these last 10 years, I have overseen multiple investigations and been involved in the supervision of investigations that involved federal court authorized wiretaps of wire and electronic communications as defined in the Federal Code. I also have participated in investigations involving individuals and organized group activity related to the distribution of drugs and controlled substances, and the laundering of drug proceeds and the concealment of assets purchased with drug proceeds. In the past two years I have been involved with the investigation of violations of Wisconsin election laws, campaign finance laws, use of government employees for the purpose of political service, and ethics violations. The investigations have resulted in prosecutions for theft, campaign finance violations, as

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well as political service involving governmental employees. I submit this affidavit in support of a request for search warrants and subpoenas for documents related to this John Doe investigation.

A. INTRODUCTION

- 2. On September 5, 2012, Reserve Judge Barbara Kluka authorized the commencement of a John Doe proceeding in Milwaukee County, Wisconsin, (Case No. 12JD000023) related to violations of Wisconsin Statutes §946.12, 939.30, 939.31, and 939.05; *viz.* Misconduct in Public Office (PTAC), and Conspiracy and Solicitation to Commit Misconduct in Public Office, and other violations of Chapter 11 of the Wisconsin Statutes. As a result of evidence developed during the course of the investigation that identified potential targets residing in several counties throughout Wisconsin, related John Doe proceedings were commenced in Columbia County (Case no. 13JD000001); Dane County (Case no. 13JD000009); Dodge County (Case no. 13JD000006); and Iowa County (Case no. 13JD000001). On August 23, 2013, Attorney Francis Schmitz was appointed as a special prosecutor to assist in the investigation of the subject matter of this John Doe investigation in each county captioned above.
- 3. I incorporate by reference the Applications, Affidavits and other papers, particularly those noted within, that have been submitted to the court in these John Doe proceedings, including any matters or testimony referenced in the paragraphs that follow. I base the following affidavit upon personal knowledge; information and belief based upon statements and information from law enforcement officers and citizen witnesses; review of documents, information and records obtained by subpoenas and search warrants; testimony taken during the course of the John Doe proceedings in 2010JD000007², and other information as described herein believed to be reliable. In particular, I incorporate by reference the affidavits and corresponding exhibits dated December 10, 2012.

¹ The pleadings filed in the respective counties describe the reasons for the commencement of the related John Doe proceedings in those jurisdictions.

² In an order dated August 10, 2012, the Honorable Neal Nettesheim presiding over the proceedings in Milwaukee County John Doe case no. 2010JD000007 authorized the use of all information obtained in the course of those proceedings in the investigation of the matter that is the subject of this John Doe.

4. <u>I also incorporate by reference the Affidavit of Dean Nickel dated September 28, 2013.</u>

- 5. I use the terms "records" "documents" and/or "information" to include all items of evidence in whatever form and by whatever means they may have been created or stored, including any form of computer or electronic storage (such as hard disks, jump drives, thumb drives, CDs, DVDs, external USB drives, 3.5" disks or other media that can store data); any handmade form (such as writing, drawing, painting); any mechanical form (such as printing or typing); and any photographic form (such as microfilm, microfiche, prints, slides, negatives, videotapes, motion pictures, photocopies), consistent with Wisconsin Statutes §968.13(2).
- 6. For purposes of this document, I use the term **2011 Senate Recall Elections** to mean any one or more of the following **2011 Senate Recall Elections**, including both the general Recall Elections specified below and any primary elections leading up to the general Recall Elections as follows:
 - a. July 19, 2011
 - i. District 30 Dave Hansen (Democrat), David VanderLeest (Republican);
 - b. August 9:
 - i. District 2 Robert Cowles (Republican) and Nancy J. Nusbaum (Democrat);
 - ii. District 8 Alberta Darling (Republican) and Sandy Pasch (Democrat);
 - iii. District 10 Sheila Harsdorf (Republican) and Shelly Moore (Democrat);
 - iv. District 14 Luther Olsen (Republican) and Fred Clark (Democrat);
 - v. District 18) -Randy Hopper (Republican) and Jessica King (Democrat);
 - vi. District 32 Dan Kapanke (Republican) and Jennifer Shilling (Democrat).
 - c. August 16:
 - i. District 12 Kim Simac (Republican) and Jim Holperin (Democrat);

ii. District 22 Robert Wirch (Democrat) and Jonathan Steitz (Republican)

- 7. For purposes of this document, I use the term **2012 Senate Recall Elections** to mean any one or more of the following **2012 Senate Recall Elections**, including both the general Recall Elections specified below and any primary elections leading up to the general Recall Elections as follows:
 - a. June 5, 2012
 - i. District 21 Van Wanggard (Republican) and John Lehman (Democrat);
 - ii. District 23 Terry Moulton (Republican) and Kristen Dexter (Democrat);
 - iii. District 29 Jerry Petrowski (Republican) and Donna Seidel (Democrat);
 - iv. District 13 Scott Fitzgerald (Republican) and Lori Compas (Democrat)
- 8. For purposes of this Affidavit, I use the term **2012 Gubernatorial Recall Election** to mean the **2012 Gubernatorial Recall Election** between Scott Walker (Republican) and Tom Barrett (Democrat), and the term **2012 Gubernatorial Recall Election** includes any primary election leading up the general Gubernatorial Recall Election held June 5, 2012:
- 9. For purposes of this Affidavit, I use the phrase Recall Related Information and Records to mean documents relating to the 2011 Senate Recall Elections, the 2012 Senate Recall Elections and/or the 2012 Gubernatorial Recall Election.:
 - a. All memoranda, email (including archived e-mail), correspondence, and communications between the person or the entity to be subpoenaed, its directors, officers, agents or employees, on the one hand, and on the other hand, the directors, officers, employees or agents of:
 - i. Coalition Partners, L.L.C.;
 - ii. R.J. Johnson and Associates, Inc., its employees, agents, officers or directors;
 - iii. Citizens for a Strong America, Inc.;

iv. William Eisner & Associates, Inc.

- v. Nonbox, an enterprise operating as a d/b/a of William Eisner & Associates, Inc. (among others) and which utilizes an Internet domain identified as www.nonbox.com, including e-mail addresses ending in "@nonbox.com" and "@nonboxconsulting.com;"
- vi. Ten Capitol Inc. of Ashburn, Virginia;
- vii. Wisconsin Manufacturers and Commerce, Inc. (WMC);
- viii. WMC Issues Mobilization Council, Inc. (IMC);
- ix. Metropolitan Milwaukee Association of Commerce, Inc.;
- x. American Federation for Children, Inc.;
- xi. Doner Fundraising, Inc.;
- xii. Americans for Prosperity, Inc.;
- xiii. Americans for Prosperity Wisconsin
- xiv. American Crossroads;
- xv. League of American Voters;
- xvi. Republican Governors Association (RGA);
- xvii. Right Direction Wisconsin;
- xviii. Republican State Leadership Committee (RSLC);
- xix. Committee to Elect a Republican Senate (CERS);
- xx. Wisconsin Family Action, Inc.;
- xxi. Wisconsin Right to Life, Inc.
- xxii. Wisconsin Recall Action Fund;
- xxiii. The Jobs First Coalition, Inc.;
- xxiv. Ending Spending, Inc.;

- xxv. Club for Growth;
- xxvi. Wisconsin Club for Growth;
- xxvii. Republican Party of Wisconsin;
- xxviii. United Sportsmen of Wisconsin, Inc.; or
- xxix. Friends of Scott Walker.
- b. All memoranda, email (including archived e-mail), correspondence, and communications between the person or the entity to be subpoenaed, its directors, officers, agents or employees, on the one hand, and on the other hand:
 - i. R. J. Johnson;
 - ii. Deborah Jordahl;
 - iii. Kate Doner; or
 - iv. William Eisner.
- c. All memoranda, email (including archived e-mail), correspondence, and communications between the person or the entity to be subpoenaed, its directors, officers, agents or employees, on the one hand, and on the other hand:
 - The Friends of Scott Walker, the candidate Scott K. Walker, its Directors, Officers, Employees, and/or Agents;
 - ii. The candidates, campaign committees, officers, employees and/or agents associated with the **2011 Senate Recall Elections**.
 - iii. The candidates, campaign committees, officers, employees and/or agents associated with the 2012 Senate Recall Elections.
 - iv. The candidates, campaign committees, officers, employees and/or agents associated with the **2012 Gubernatorial Recall Election**.
- d. Calendars or other records of meetings, phone calls, video conferencing and/or conference calls on Recall related topics and issues.

e. All contracts, agreements, accords or understandings of any kind into which the subpoenaed part, entered for performance of services of any kind related to the 2011 Senate Recall Elections, the 2012 Senate Recall Elections and/or the 2012 Gubernatorial Recall Election.

- f. All billing, invoices, receipts, financial documents and other records of expenditures, disbursements or transfers made in connection with the 2011 Senate Recall Elections, the 2012 Senate Recall Elections and/or the 2012 Gubernatorial Recall Election.
- g. All bank records, credit card bills and other financial records evidencing a disbursement identified in subparagraph f immediately preceding this subparagraph;
- All correspondence, e-mail (including archived e-mail), communications, memos and/or notes related to the items identified in subparagraphs e and f above;
- i. All records of advertisements, public service announcements, broadcast scripts, mailings, flyers and other material published in connection with the 2011 Senate Recall Elections, the 2012 Senate Recall Elections and/or the 2012 Gubernatorial Recall Election.
- j. All contracts, agreements and communications related to the items identified in subparagraph i immediately preceding this subparagraph.

B. ENTITIES AND RECORDS SUBJECT TO REQUEST FOR SEARCH WARRANTS AND SUBPOENAS.

10. I respectfully submit that good cause exists to believe the documents specified in the subpoena accompanying this Application are related to the purposes of this John Doe investigation and will produce information relevant to this criminal inquiry. See *In re Doe Proceeding Commenced by Affidavit Dated July 25, 2001*, 2004 WI 149 at ¶54, 277 Wis.2d 75, 689 N.W.2d 908.³

³ Rewriting a portion of the original opinion (see 2004 WI 65, ¶¶53-54, 272 Wis.2d 208, 680 N.W.2d 792) that suggested a John Doe subpoena required a showing of probable cause, like that required by §968.135, the supreme court wrote:

 I respectfully request that the following process issue for the following individuals and entities:

- a. CLUB FOR GROWTH I respectfully request that the court issue a subpoena to the Club for Growth, 2001 L. St. N.W., Suite 600, Washington D.C. 20036. I request that said subpoena be:
 - i. For the timeframe of March 1, 2009 to the present for all records and information related to the Wisconsin Club for Growth, including but not limited to:
 - 1. All agreements, memorandum, email (including archived e-mail), correspondence, and/or communications with:
 - a. The Wisconsin Club for Growth, its Directors,
 Officers, Employees, and/or Agents;
 - The Friends of Scott Walker, the candidate Scott K.
 Walker, its Directors, Officers, Employees, and/or Agents;
 - c. The candidates, campaign committees, officers, employees and/or agents associated with the 2011 Senate Recall Elections.
 - d. The candidates, campaign committees, officers, employees and/or agents associated with the 2012
 Senate Recall Elections.

In the case of a John Doe proceeding, the proceeding is lawfully authorized if the judge determines that the complainant makes a threshold showing sufficient to establish that the complainant has an objectively reasonable belief that a crime has been committed. With this judicial determination, any document requested, in order to be relevant to the inquiry, must focus on the factual assertions made to the judge at the commencement of the proceeding. The necessary link between the documents requested and the suspected criminal activity under investigation is thus shown, affording probable cause to believe that the documents sought will produce evidence relevant to potentially criminal activity, as required by Wis. Stat. § 968.135.

2004 WI 149, ¶54 (citations omitted)(emphasis added).

e. The candidates, campaign committees, officers, employees and/or agents associated with the 2012 Gubernatorial Recall Election.

I respectfully submit that I believe these records will produce information relevant to this investigation, based upon the information detailed in the Affidavit of Dean Nickel dated September 28, 2013 and Affidavit of Robert Stelter dated December 10, 2012. On March 29, 2009, the national Club for Growth sent an e-mail requesting that the Wisconsin Club for Growth (WiCFG) continue to advise the national Club for Growth of it's activities and the legal propriety of those actions related to activities with FOSW. (See Exhibit 15, Affidavit of December 10, 2012) In the 2010 gubernatorial election, and in the 2012 gubernatorial recall election, WiCFG continued to involve itself in political activity in conjunction with the gubernatorial campaigns of the Friends of Scott Walker (FOSW), and other organizations. (See Affidavit of September 28, 2013, and specifically ¶21-¶27.) Communications and records between WiCFG and the national Club for Growth are relevant and may provide evidence of communications between the national Club for Growth and the WiCFG related to the potential illegality of that activity by WiCFG.

- b. WISCONSIN CLUB FOR GROWTH (WICFG) AND PERSONS ASSOCIATED WITH WICFG | respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - Wisconsin Club for Growth (WiCFG) in care of its registered agent, Godfrey and Kahn, One East Main Street, Suite 500, Madison, Wisconsin 53703.⁴
 - ii. Eric O'Keefe Director;5
 - iii. Eleanore C. Hawley Treasurer/Secretary/Director; and
 - iv. Charles Talbot President / Director;

⁴ The registered agent for Wisconsin Club for Growth Godfrey and Kahn, One East Main Street, Suite 500, Madison, Wisconsin 53703.

⁵ See ¶19 and related footnotes, Affidavit of 12/10/12.

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I request that said subpoena be issued:

- i. For the timeframe of March 1, 2009 to the present, for the production of all records and information of WiCFG in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:
 - 1. All corporate minutes and resolutions;
 - All communications between corporate directors, officers, employees and/or agents on the one hand and R.J.
 Johnson and/or Deborah Jordahl on the other hand;
 - 3. All communications naming R.J. Johnson in the body of the communication;
 - 4. All communications naming Deborah Jordahl in the body of the communication;
 - 5. All contracts, agreements, accords or understandings of any kind which have been entered into with any of the following:
 - a. R.J. Johnson & Associates, Inc;
 - b. Citizens for a Strong Amercia, Inc.;
 - c. Coalition Partners, L.L.C.;
 - d. Doner Fundraising Inc.;
 - e. Richard "R.J." Johnson;
 - f. Deborah Jordahl; or
 - g. Kate Donor.
 - 6. All invoices and payment records relating to any item identified in the preceding subparagraph;

 All records of income received, including fundraising information and the identity of persons contributing to the corporation;

- 8. All records of money spent, including expense and other disbursements data, invoices, payroll records, billing records and related memoranda; and
- 9. All **Recall Related Information and Records** as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Dean Nickel dated September 28, 2013 and Affidavit of Robert Stelter dated December 10, 2012. As described therein, during 2011 and 2012, R.J. Johnson, Governor Scott Walker, Keith Gilkes, Kate Doner and others, used WiCFG to coordinate political activity in response to recall elections against Wisconsin state senators, as well as the recall of Governor Walker. R.J. Johnson substantially directed the activities of the WiCFG. Those activities included fundraising to support the activities of WiCFG and other organization funded directly and indirectly by WiCFG in coordination with the personal campaign committees of the recall candidates. (See Affidavit of September 28, 2013, and specifically ¶11-¶40.) Accordingly, WiCFG may have records and materials identified herein relevant to any illegal campaign coordination.

- c. CITIZENS FOR A STRONG AMERICA (CFSA) AND PERSONS ASSOCIATED WITH CFSA | respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - i. Citizens for a Strong America;⁶
 - ii. John Connors President, 1422 S. 95th St., West Allis, Wisconsin 53227;

⁶ The registered agent for Citizens for a Strong America is Godfrey and Kahn, One East Main Street, Suite 500, Madison, Wisconsin 53703.

> iii. Valerie Johnson – Treasurer, N7130 North Lost Lake Rd., Randolph, Wisconsin 53956

- iv. Jessika Stauffacher Director, 246 E. 5th St., Westfield, Wisconsin 53964
- v. Virginia Marschmann Director at 260 Rip Van Winkle Dr., Waukesha, Wisconsin 53186;

I request that said subpoena be issued:

- ii. For the timeframe of February 16, 2010 to the present, for the production of all records and information in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to John Connors, Valerie Johnson, Jessika Stauffacher and Virginia Marschman, as follows:
 - 1. All corporate minutes and resolutions;
 - All communications between corporate directors, officers, employees and/or agents on the one hand and R.J.
 Johnson and/or Deborah Jordahl on the other hand;
 - 3. All communications naming R.J. Johnson in the body of the communication;
 - 4. All communications naming Deborah Jordahl in the body of the communication;
 - 5. All contracts, agreements, accords or understandings of any kind which have been entered into with any of the following:
 - a. R.J. Johnson and Associates, Inc.;
 - b. Coalition Partners, L.L.C.;
 - c. Doner Fundraising Inc.;
 - d. Richard "R.J." Johnson
 - e. Deborah Jordahl; or

- f. Kate Donor.
- All invoices and payment records relating to contracts, agreements, accords or understanding of any kind with Richard "R.J." Johnson and/or Deborah Jordahl;
- 7. All records of income received, including fundraising information and the identity of persons contributing to the corporation;
- 8. All records of money spent, including expense and other disbursements data, invoices, payroll records, billing records and related memoranda;
- All contracts, agreements, accords or understanding of any kind relating to expenditures made in connection with the 2011 Senate Recall Elections, the 2012 Senate Recall Elections, and/or the 2012 Gubernatorial Recall Election; and
- 10. All **Recall Related Information and Records** as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Dean Nickel dated September 28, 2013 and Affidavit of Robert Stelter dated December 10, 2012. CFSA was substantially funded by WiCFG. CFSA was also controlled by R.J. Johnson and Deb Jordahl, and was essentially a conduit used to fund other 501(c)4 organizations and groups in a coordination with the personal campaign committees in response to the 2011 to 2012 recall elections. See specifically, Affidavit of September 27, 2012, ¶16-20, ¶11-¶15. For this reason records and materials described herein are relevant to the investigation of any illegal campaign coordination.

d. WISCONSIN MANUFACTURERS AND COMMERCE (WMC) AND
PERSONS ASSOCIATED THEREWITH | respectfully request that the

court issue a subpoena for documents to the following entities and/or natural persons:

- i. WMC, 501 E. Washington Ave., Madison, Wi. 53703;7
- ii. James Buchen Former Vice- President of Governmental Relations at WMC⁸ - 10 East Doty St., Suite 500, Madison, Wi. 53703

I request that said subpoena be:

- i. For the timeframe of 2011-2012, for all records and information of WMC in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:
 - In connection with the 2011 Senate Recall Elections, the 2012 Senate Recall Elections, and/or the 2012 Gubernatorial Recall Election, all e-mails (including archived e-mails), memoranda, and correspondence with:
 - a. The Milwaukee Metropolitan Association of Commerce; or
 - b. The United States Chamber of Commerce;
 - 2. All **Recall Related Information and Records** as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Dean Nickel dated September 28, 2013 and Affidavit of Robert Stelter dated December 10, 2012. WMC operated in conjunction with WMC-IMC. WMC received \$2,500,000 from WiCFG, which it then passed to WMC-IMC. In turn WMC-IMC sponsored ads supporting

⁷ The registered agent for WMC and WMC-IMC is Kurt Bauer, 501 E. Washington Ave., Madison, WI 53703

⁸ James Buchen is presently employed as a lobbyist by WMC. Additionally, per the website of Hamilton Consulting Group, James Buchen is employed with the group as an affiliated consultant. Hamilton Consulting Group has an office at 10 E. Doty St., Suite 500, Madison, Wi. 53703. WMC is also referenced in the Affidavit of 12/10/12, ¶46, ¶67-68.

Governor Walker during the 2012 recall campaign as well as ads critical of potential Democratic opponents. Ten Capitol, an advertising agency, placed the ads for WMC. Ten Capitol also paid R.J. Johnson and Associates \$50,000 in June, 2012. See specifically, Affidavit of September 28, 2013, ¶41-¶44. For this reason records and materials described herein are relevant to the investigation of any illegal campaign coordination.

- e. WMC ISSUES MOBILIZATION COUNCIL, INC. AND PERSONS

 ASSOCIATED THEREWITH I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - WMC Issues Mobilization Council, Inc., 501 E. Washington Ave., Madison, Wi. 53703;⁹
 - ii. James Buchen Former Vice- President of Governmental Relations at WMC - 10 East Doty St., Suite 500, Madison, Wi. 53703

I request that said subpoena be:

- i. For the timeframe of 2011-2012, for all records and information of WMC Issues Mobilization Council, Inc. in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:
 - a. In connection with the 2011 Senate Recall Elections, the 2012 Senate Recall Elections, and/or the 2012 Gubernatorial Recall Election, all e-mails (including archived e-mails), memoranda, and correspondence with:
 - i. The Milwaukee Metropolitan Association of Commerce; or
 - ii. The United States Chamber of Commerce:

⁹ The registered agent for WMC and WMC-IMC is Kurt Bauer, 501 E. Washington Ave., Madison, WI. 53703.

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2. All **Recall Related Information and Records** as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Dean Nickel dated September 28, 2013 and Affidavit of Robert Stelter dated December 10, 2012. WMC-IMC received \$2,500,000 from WiCFG, and in turn sponsored ads supporting Governor Walker during the 2012 recall campaign as well as ads critical of potential Democratic opponents. Ten Capitol, an advertising agency, placed the ads for WMC. Ten Capitol also paid R.J. Johnson and Associates \$50,000 in June, 2012. See specifically, Affidavit of September 28, 2013, ¶41-¶44. For this reason records and materials described herein are relevant to the investigation of any illegal campaign coordination.

- f. METROPOLITAN MILWAUKEE ASSOCIATION OF COMMERCE (MMAC) AND PERSONS ASSOCIATED WITH MMAC I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - i. Metropolitan Milwaukee Association of Commerce (MMAC), 756N. Milwaukee St., Suite 400, Milwaukee, Wisconsin 53202.

I request that said subpoena be:

- i. For the timeframe of 2011-2012, for all records and information of MMAC in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to Timothy Sheehy, as follows:
 - In connection with the 2011 Senate Recall Elections, the 2012 Senate Recall Elections, and/or the 2012 Gubernatorial Recall Election, all e-mails (including archived e-mails), correspondence, memoranda, and correspondence with:
 - a. The Wisconsin Club for Growth

- b. The WMC-Issues Mobilization Council, Inc.; or
- c. The United States Chamber of Commerce;
- 2. All **Recall Related Information and Records** as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Dean Nickel dated September 28, 2013 and Affidavit of Robert Stelter dated December 10, 2012. MMAC contributed \$579,800 to WiCFG in 2011 and 2012. WiCFG in turn directly and indirectly sponsored ads supporting Governor Walker during the 2012 recall campaign as well as ads critical of potential Democratic opponents. See specifically, Affidavit of September 28, 2013, ¶27. Records of MMAC are relevant to contributions to WiCFG, funding the activities of WiCFG that supported potential illegal coordination with the campaign committees.

- g. REPUBLICAN STATE LEADERSHIP COMMITTEE (RSLC) AND PERSONS ASSOCIATED WITH RSLC - I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - Republican State Leadership Committee (RSLC), 1201 F. St., NW #675, Washington D.C. 20004;

- i. For the timeframe of 2011 and 2012, for all records and information of RSLC in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to Ed Gillespie and Chris Jankowski, as follows:
 - All Recall Related Information and Records as defined above in ¶9; and
 - All recorded telephone calls, conference calls and/or videoconferencing sessions which relate to the 2011

Senate Recall Elections, the 2012 Senate Recall Elections, and/or the 2012 Gubernatorial Recall Election.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. As specifically detailed in the later affidavit, ¶53-55, RSLC and it's president, Chris Jankowski, were in direct communication with R.J. Johnson at the onset about the need for "coordination." This was evidence by communication between Chris Jankowski and R.J. Johnson (See the later affidavit, Exhibit 34.) Accordingly, records and communications between the RSLC related to the 2011-2012 recall elections are relevant to the potential illegal coordination with the campaign committees.

- h. REPUBLICAN GOVERNORS ASSOCIATION AND PERSONS
 ASSOCIATED WITH RGA 1 respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - i. Republican Governor's Association (RGA)¹⁰, 1747 Pennsylvania Ave. N.W., Suite 250, Washington, D.C. 20006;

- i. For the timeframe of 2011 and 2012, for all records and information of RGA in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:
 - 1. All Recall Related Information and Records as defined above in ¶9.
 - All recorded telephone calls, conference calls and/or videoconferencing sessions which relate to the 2011 Senate Recall Elections, the 2012 Senate Recall Elections, and/or the 2012 Gubernatorial Recall Election.

¹⁰ RGA Wisconsin PAC filed a "GAB 6" related to its activities in the State of Wisconsin. See Exhibit 8.2.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. At the onset in March 2011, Governor Walker was involved in discussions with the RGA and R.J. Johnson about the need for "coordination" between the different organizations that included the RGA. (See the later affidavit, ¶28.) The RGA and FOSW conducted conference calls and meetings regarding the recall campaign. Through Right Direction – Wisconsin, the RGA spent over \$4,000,000 in the 2012 gubernatorial recall campaign. (See specifically, Affidavit of September 27, 2012, ¶28-40) Accordingly, records and communications between the RGA, Right Direction – Wisconsin and other entities described here related to the 2011-2012 recall elections are relevant to the potential illegal coordination with the campaign committees.

- RIGHT DIRECTION WISCONSIN (A/K/A RIGHT DIRECTION
 WISCONSIN PAC) ¹¹ I respectfully request that the court issue a
 subpoena for documents to the following entities and/or natural persons:
 - Right Direction Wisconsin¹², located at 1747 Pennsylvania Ave.
 N.W., Suite 250, Washington, D.C. 20006;

I request that said subpoena be:

- ii. For the timeframe of 2011 and 2012, for all records and information of Right Direction - Wisconsin in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:
 - All Recall Related Information and Records as defined above in ¶9.

¹¹ This entity has modified it's name multiple times; in 2009 it was registered as RGA Wisconsin 2010 PAC; in 2011 an amended registration reflected the name RGA Wisconsin PAC; in 2012 an amended registration reflected the name Right Direction Wisconsin PAC.

¹² Right Direction Wisconsin PAC (affiliated with the RGA) filed a "GAB 6" related to its activities in the State of Wisconsin. See Exhibit 8.3.

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 All recorded telephone calls, conference calls and/or videoconferencing sessions which relate to the 2011 Senate Recall Elections, the 2012 Senate Recall Elections, and/or the 2012 Gubernatorial Recall Election.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the paragraph above.

- j. UNITED SPORTSMEN OF WISCONSIN INC. I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - United Sportsmen of Wisconsin Inc., 13201 Hostak Road, Maribel,
 Wisconsin 54227.

I request that said subpoena be:

- i. For the timeframe of 2011 and 2012, for all records and information of United Sportsmen of Wisconsin, Inc. in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to Andy Pantzlaff, as follows:
 - All Recall Related Information and Records as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. United Sportsmen of Wisconsin received funding from Citizens for a Strong America. In coordination with other groups, this organization was involved in absentee ballot application activity during the recall elections. For this reason, records held by United Sportsmen of Wisconsin are relevant to any coordination with CFSA (that in turn was funded by WiCFG) to the benefit of the Wisconsin state senate personal campaign committees, or FOSW.

k. **WISCONSIN RIGHT TO LIFE - I** respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:

 Wisconsin Right to Life, located at 9730 W. Bluemound Rd., Suite 200, Milwaukee, Wisconsin 53226 (Milwaukee County)

I request that said subpoena be:

- i. For the timeframe of 2011 and 2012, for all records and information of Wisconsin Right to Life in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to Barbara Lyon, as follows:
 - 1. All Recall Related Information and Records as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. Wisconsin Right to Life (WRTL) received funding from Citizens for a Strong America. In coordination with other groups, this organization was involved in absentee ballot application activity during the recall elections. For this reason, records held by WRTL are relevant to any coordination with WiCFG, CFSA (that in turn was funded by WiCFG) to the benefit of the Wisconsin state senate personal campaign committees or FOSW.

- I. **WISCONSIN FAMILY ACTION -** I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - Wisconsin Family Action, 222 S. Hamilton Street, Suite 23, Madison, Wisconsin 53703 (Dane County)

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> i. For the timeframe of 2011 and 2012, for all records and information of Wisconsin Family Action in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to Director Julaine Appling, as follows:

> > All Recall Related Information and Records as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. In coordination with other groups, this organization was involved in absentee ballot application activity during the recall elections. (See the later affidavit, ¶13 and ¶17.) For this reason, records held by Wisconsin Family Action are relevant to any coordination with WiCFG, CFSA (that in turn was funded by WiCFG) to the benefit of the Wisconsin state senate personal campaign committees or FOSW.

- m. FRIENDS OF SCOTT WALKER I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - i. Friends of Scott Walker, in care of Attorney Steven Biskupic, 1045 W. Glen Oaks Lane, Suite 106, Mequon, Wisconsin 53092

- i. For the timeframe of 2011 and 2012, for all records and information of Friends of Scott Walker in the possession of the campaign committee or any of its Employees, Agents, Officers and/or Directors as follows:
 - 1. All Recall Related Information and Records as defined above in ¶9.

> All contracts, agreements, accords or understandings of any kind between the campaign committee and any of the following:

- a. Richard "R.J." Johnson;
- b. Deborah Jordahl;
- c. Kate Doner;
- d. Mary Stitt;
- e. Dan Morse;
- f. Kelly Rindfleisch;
- g. R.J. Johnson & Associates, Inc.;
- h. Citizens for a Strong America, Inc.;
- i. Coalition Partners, L.L.C.;
- j. Doner Fundraising;
- k. Mary Stitt & Associates, L.L.C.; and
- I. JVS Consulting, L.L.C.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. As described in said affidavits, during 2011 and 2012, R.J. Johnson, Governor Scott Walker, Keith Gilkes, Kate Doner and others associated with FOSW used WiCFG to coordinate political activity in response to the 2012 gubernatorial recall election. FOSW was the personal campaign committee of Governor Scott Walker during the 2012 gubernatorial recall elections. R.J. Johnson had substantial involvement in the decisions of FOSW during the recall elections; he also directed the activities of WiCFG, and was involved in the activities of CFSA and other entities. Records maintained by FOSW will be relevant to any coordination with WiCFG, CFSA and other groups

to the benefit of the Wisconsin state senate personal campaign committees or FOSW.

- n. REPUBLICAN PARTY OF WISCONSIN I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - Republican Party of Wisconsin, 148 E. Johnson Street, Madison, Wisconsin 53703 (Dane County);

- i. For the timeframe of 2011 and 2012, for all records and information of Republican Party of Wisconsin in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:
 - All Recall Related Information and Records as defined above in ¶9.
 - All contracts, agreements, accords or understandings of any kind between the campaign committee and any of the following:
 - a. Richard "R.J." Johnson;
 - b. Deborah Jordahl;
 - c. Kate Doner;
 - d. Mary Stitt;
 - e. Dan Morse;
 - f. Kelly Rindfleisch;
 - g. R.J. Johnson & Associates, Inc.;
 - h. Citizens for a Strong America, Inc.;
 - i. Coalition Partners, L.L.C.;
 - j. Doner Fundraising;

- k. Mary Stitt & Associates, L.L.C.; and
- I. JVS Consulting, L.L.C.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. RPW was included among the groups to be involved in a coordinated response to the recall elections in 2011. (See Affidavit of December 10, 2012, ¶24-¶25) As described herein, during 2011 and 2012, R.J. Johnson, Governor Scott Walker, Keith Gilkes, Kate Doner and others, used WiCFG to coordinate media and political activity in response to recall elections against Wisconsin state senators, as well as Governor Walker. FOSW was the personal campaign committee of Governor Scott Walker during the recall elections. R.J. Johnson had substantial involvement in advising FOSW during the recall elections and directed the activities of WiCFG. Accordingly, RPW may have records and materials identified herein relevant to any illegal campaign coordination.

- o. COMMITTEE TO ELECT A REPUBLICAN SENATE (CERS) AND PERSONS ASSOCIATED WITH CERS- I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - Committee to Elect a Republican Senate (CERS), P.O. Box 2741, Madison, Wisconsin 53701.

I request that said subpoena be:

i. For the timeframe of 2011 and 2012, for all records and information of CERS in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to Scott Fitzgerald, John Hogan and Judi Rhodes, as follows:

1. All Recall Related Information and Records as defined above in ¶9.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. CERS was included among the groups to be involved in a coordinated response to the recall elections in 2011 with other groups. (See Affidavit of December 10, 2012, ¶26-¶28) CERS is in possession of records and materials relating to the activities of CERS in conjunction with the above described groups, relevant to any coordination with WiCFG, CFSA and the RSLC and to the benefit of the Wisconsin state senate personal campaign committees. (see Affidavit of September 28, 2013, ¶55)

- p. WILLIAM EISNER AND ASSOCIATES, INC. D.B.A. NONBOX I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - i. William Eisner and Associates, Inc. d.b.a. NONBOX, 5307 South 92nd Street., Hales Corners, Wisconsin 53130 (Milwaukee County).

- i. For the timeframe of 2011 and 2012, for all records and information of William Eisner and Associates, Inc. d.b.a. NONBOX in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to William Eisner, as follows:
 - All Recall Related Information and Records as defined above in ¶9, specifically to include:.
 - a. All agreements, contracts, correspondence, e-mails (including archived e-mail), memoranda, invoices, and other financial records, involving:

- i. Richard "RJ" Johnson;
- ii. Deborah Jordahl;
- iii. Valerie Johnson;
- iv. Wisconsin Club for Growth;
- v. R.J. Johnson & Associates, Inc.
- vi. Citizens for a Strong America;
- vii. Coalition Partners, L.L.C.;
- viii. Wisconsin Manufacturers and Commerce;
- ix. WMC Issues Mobilization Council;
- x. Wisconsin Family Action, Inc.;
- xi. Wisconsin Right to Life, Inc.; or
- xii. Wisconsin Federation for Children.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. Specifically, Nonbox (with the involvement of managing partner, William Eisner) was involved in the production of media ads several of the entities that are the subject of this investigation including Wisconsin Club for Growth, American Federation of Children, Citizens for a Strong America, Wisconsin Family Action Committee and Wisconsin Manufacturers and Commerce during the recall campaigns. R.J. Johnson also worked with Nonbox in the production of media ads during the 2012 gubernatorial recall campaign for FOSW. Nonbox also paid entities controlled by R.J. Johnson, such as R.J. Johnson and Associates and Coalition Partners. Nonbox is in possession of records and materials relating to the activities of Nonbox with the above described groups, including media ads, relevant to any coordination with WiCFG, CFSA (that in turn was funded by WiCFG) and

Coalition Partners to the benefit of the Wisconsin state senate personal campaign committees or FOSW. (See Affidavit of September 28, 2013, ¶12, ¶15, ¶17, and ¶45-¶49)

- q. DONER FUNDRAISING, INC. AND PERSONS ASSOCIATED THEREWITH - I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
- i. Doner Fundraising, Inc., 815 Brazos St., Austin, Texas 78701.I request that said subpoena be:
 - i. For the timeframe of 2011 and 2012, for all records and information of Doner Fundraising, Inc. in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors, including but not limited to Kate Doner, Jennifer Bannister and Camille Moughton, as follows:
 - All Recall Related Information and Records as defined above in ¶9.
 - All recorded telephone calls, conference calls and/or videoconferencing sessions which relate to the 2011 Senate Recall Elections, the 2012 Senate Recall Elections, and/or the 2012 Gubernatorial Recall Election.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. As described therein, Doner Fundraising (through the involvement of Kate Doner and her staff) was directly involved in coordinating activity with FOSW, WiCFG, the RGA, and others. (See Affidavit of December 10, 2012, ¶41, ¶48, ¶52-¶56; Affidavit of September 28, 2013, ¶30, ¶34, ¶50-¶52) Accordingly, records in possession of Doner Fundraising and it's employees related to any coordination with WiCFG, FOSW and other groups of entities to the

benefit of the Wisconsin state senate personal campaign committees or FOSW will be relevant to this investigation.

- r. MARY STITT AND ASSOCIATES, L.L.C. AND PERSONS ASSOCIATED THEREWITH - I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - Mary Stitt and Associates, L.L.C., 1478 Noridge Trail, Port Washington, Wisconsin 53074 (Ozaukee County).

I request that said subpoena be:

- i. For the timeframe of 2011 and 2012, for all records and information of Mary Stitt and Associates, L.L.C. in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:
 - 1. All Recall Related Information and Records as defined above in ¶9, specifically to include:
 - a. All agreements, contracts, correspondence, e-mails (including archived e-mail), memoranda, invoices, and other financial records involving the Friends of Scott Walker and/or Wisconsin Club for Growth and relating to fundraising tasks, including but not limited to fundraising events, donor meetings, donor calls, donor conferences and thank you correspondence.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. As described therein, Mary Stitt and Kelly Rindfleisch were involved with fundraising on behalf of FOSW and WiCFG. (See Affidavit of September 27, 2012, ¶58 and Affidavit of December 10, 2012, ¶30-¶35) Records maintained by Mary Stitt will be

relevant to any coordination with WiCFG and FOSW to the benefit of the Wisconsin state senate personal campaign committees or FOSW.

- s. **JED SANBORN, CPA LLC** I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - Jed Sanborn, CPA, L.L.C., 8426 Red Granite Rd., Madison, Wisconsin 53719 (Dane County);

I request that said subpoena be:

- i. For tax years 2009, 2010, 2011 and 2012 ending with the date the last return was filed for each year regardless of date, for all records and information of Jed Sanborn, CPA, L.L.C. in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:
 - All tax returns and schedules, together with supporting notes, records and other documentation, for the following entities:
 - a. Wisconsin Club for Growth; and
 - b. Citizens for a Strong America.
 - 2. All e-mail (including archived e-mail), letters, correspondence and memorandum related to the following entities, their directors, officers, employees and/or agents:
 - a. Wisconsin Club for Growth; and
 - b. Citizens for a Strong America.

I respectfully submit that I believe these records will produce information relevant to this *i*nvestigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. Specifically, Jed Sanborn CPA L.L.C., received payments and is disclosed as preparing periodic tax returns for CFSA and WiCFG in 2010 and 2011. Records necessary to the preparation of said returns maintained by Jed Sanborn CPA L.L.C.

related to WiCFG and CFSA, such as information related to income and expenses, are relevant to the activities of WiCFG in coordination with CFSA and other entities receiving funding from those entities (See Affidavit of September 28, 2013, ¶18 and ¶24)

t. CAROL A. VALLEY, CPA S.C. - I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:

Carol A. Valley, CPA, S.C., 159 S. Dickason Blvd., Flr 2nd, Columbus, Wisconsin 53925 (Columbia County);

I request that said subpoena be:

For tax years 2009, 2010, 2011 and 2012 ending with the date the last return was filed for each year regardless of date, for all records and information of Carol Valley, CPA, S.C. in the possession of the corporation or any of its Employees, Agents, Officers and/or Directors as follows:

All tax returns and schedules, together with supporting notes, records and other documentation, for the following entities:

Coalition Partners, L.L.C.

All e-mail (including archived e-mail), letters, correspondence and memorandum related to the following entities, their directors, officers, employees and/or agents:

Coalition Partners, L.L.C.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. Specifically, Carol Valley CPA received payments from Coalition Partners, consistent with payments for the preparation of periodic tax returns. Records necessary to the preparation of said returns maintained by Carol Valley relating to

Coalition Partners, L.L.C., such as information related to income and expenses, are relevant to the activities of Coalition Partners (i.e. R.J. Johnson and Deborah Jordahl) in coordination with WiCFG, CFSA, and other entities receiving funding from those entities (See Affidavit of September 28, 2013, ¶15)

- u. AMERICANS FOR PROSPERITY WISCONSIN AND PERSONS
 ASSOCIATED THEREWITH I respectfully request that the court issue a subpoena for documents to the following entities and/or natural persons:
 - Americans for Prosperity Wisconsin 10 East Doty Street, Suite 800, Madison, Wisconsin (Dane County).

- i. For the timeframe of 2011 and 2012, for all records and information of Americans for Prosperity - Wisconsin in the possession of Americans for Prosperity – Wisconsin or any of its Employees, Agents, Officers and/or Directors, including but not limited to Matt Seaholm, as follows:
 - 1. All Recall Related Information and Records as defined above in ¶9, specifically to include.
 - All agreements, contracts, correspondence, e-mails (including archived e-mail), memoranda, invoices, and other financial records, involving:
 - i. Richard "RJ" Johnson;
 - ii. Deborah Jordahl;
 - iii. Valerie Johnson;
 - iv. Wisconsin Club for Growth;
 - v. Citizens for a Strong America;
 - vi. Coalition Partners, L.L.C.; and

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vii. R.J. Johnson & Associates, Inc.

I respectfully submit that I believe these records will produce information relevant to this investigation based upon the information detailed in the Affidavit of Robert Stelter dated December 10, 2012 and Affidavit of Dean Nickel dated September 28, 2013. AFP-Wi was included among the groups to be involved in a coordinated response to the recall elections in 2011 (See Affidavit of December 10, 2012, ¶24-¶25) During the 2011 recall elections, AFP-Wi led the 2011 absentee application mailing effort that also involved other organizations, such as United Sportsmen of Wisconsin and Wisconsin Family Action. (Affidavit of September 28, 2013, ¶56,-¶57) Accordingly, records and materials possessed by AFP-Wi are relevant to coordination with other entities, such as WiCFG, CFSA, RGA, CERS, RSLC, FOSW, RPW during the 2011-2012 Wisconsin recall elections.

Dated at Madison, Wisconsin on this 30 day of September 2013.

Robert Stelter Investigator

Subscribed and sworn to before me

at Milwaukee, Wisconsin on this 30 th day of September, 2013.

Notary Public, Milwaukee County LES

State of Wisconsin

My commission is permanent.

EXHIBIT D

Case: 14-1822 Document: 88-1 Filed: 08/08/2014 Pages: 3 (1 of 45)

IN THE UNITED STATES COURT OF APPEALS FOR THE SEVENTH CIRCUIT

Eric O'Keefe and Wisconsin Club for Growth, Incorporated,

Plaintiffs-Appellees,

No. 14-1822 (consolidated with Nos. 14-1888; 14-1899; 14-2006; 14-2012; 14-2023; 14-2585)

V.

John Chisholm, et al.,

Defendants-Appellants.

MOTION OF WISCONSIN GOVERNMENT ACCOUNTABILITY BOARD FOR LEAVE TO FILE AMICUS BRIEF

The Wisconsin Government Accountability Board ("GAB" or "Board"), by its undersigned counsel, pursuant to Fed. R. App. P. 29(b) and this court's order entered July 24, 2014 (ECF Doc 67), respectfully moves the court for leave to file the amicus brief filed with this motion in support of defendants-appellants, John Chisholm, et al. ("Defendants"). In support of its motion, the GAB states as follows:

- 1. The GAB is the agency which has been delegated responsibility for administration and enforcement of the election and campaign finance laws of the state of Wisconsin, pursuant to Wisconsin Stat. § 5.05(1).
- 2. For reasons stated in its motion for leave to intervene and alternative motion for leave to file an amicus brief in this matter, ECF Doc 63, the GAB seeks to assist the court in determining whether the "coordinated issue advocacy" legal theory underpinning Defendants' investigation of Plaintiffs-Respondents conduct

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is a valid legal theory under applicable Wisconsin law and whether "coordinated issue advocacy" can be subject to regulation under the First Amendment to the United States Constitution.

A copy of the Board's brief is filed with this motion in accordance with Fed.

R. App. P. 29(b).

Respectfully submitted on August 8, 2014.

LEE, KILKELLY, PAULSON & YOUNGER, S.C.

By: /s/ Paul W. Schwarzenbart

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Attorneys for Amicus Curiae Wisconsin
Government Accountability Board

CERTIFICATE OF SERVICE

I hereby certify that on August 8, 2014, I electronically filed the foregoing with the Clerk of the Court for the United States Court of Appeals for the Seventh Circuit by using the CM/ECF system. I certify that all participants in the case are registered CM/ECF users and that service will be accomplished by the CM/ECF system.

LEE, KILKELLY, PAULSON & YOUNGER, S.C.

By: /s/ Paul W. Schwarzenbart

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Government Accountability Board

Case: 14-1822 Document: 88-2 Filed: 08/08/2014 Pages: 42 (4 of 45)

No. 14-1822

UNITED STATES COURT OF APPEALS FOR THE SEVENTH CIRCUIT

ERIC O'KEEFE and WISCONSIN CLUB FOR GROWTH, INCORPORATED,

Consolidated with Appeal Nos. 14-1888; 14-1899; 14-2006; 14-2012; 14-2023; 14-2585

Plaintiffs-Appellees,

V.

JOHN T. CHISHOLM, et al.,

Defendants-Appellants.

Appeal from The United States District Court for the Eastern District of Wisconsin,
Case No. 2:14-cv-00139-RTR
Rudolph T. Randa, District Court Judge,

BRIEF OF AMICUS CURIAE
WISCONSIN GOVERNMENT ACCOUNTABILITY BOARD
IN SUPPORT OF DEFENDANTS-APPELLANTS

LEE, KILKELLY, PAULSON & YOUNGER, S.C.

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Case: 14-1822 Document: 88-2 Pages: 42 Filed: 08/08/2014 (5 of 45)

RULE 26.1 DISCLOSURE STATEMENT

The full name of every party that the attorney represents in this case:

Wisconsin Government Accountability Board

The names of all law firms whose partners or associates have appeared for

the parties in this case (including proceedings in the district court or before

an administrative agency) or are expected to appear for the party in this

court:

Lee, Kilkelly, Paulson & Younger, S.C.

If the party or amicus is a corporation: N/A

(i) Identify all its parent corporations, if any; and

(ii) List any publicly held company that owns 10% or more of the

party's or amicus stock: N/A

Attorney's Signature: /s/ Paul W. Schwarzenbart

Date: <u>August 8, 2014</u>

Attorney's Printed Name: Paul W. Schwarzenbart

Address: One West Main Street, Suite 700, Madison, WI 53703-3327

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IDENTITY AND INTEREST OF AMICUS CURIAE

The Wisconsin Government Accountability Board ("GAB") is responsible for the administration and enforcement of the election and campaign finance laws of the state of Wisconsin. Wis. Stat. § 5.05(1). The GAB's role is not to advocate what the law should be, but rather, as a non-partisan executive branch agency, to faithfully administer and enforce what it believes the law requires. The GAB's interest in this matter is to assist the court in determining whether "coordinated issue advocacy" can be subject to regulation under the Wisconsin campaign finance law and, if so, whether the First Amendment to the United States Constitution bars enforcement of such regulations.

FED. R. APP. P. 29(c)(5) STATEMENT

Pursuant to Fed. R. App. P. 29(c)(5), the GAB affirms that no counsel for a party authored this brief in whole or in part, no such counsel or party made a monetary contribution intended to fund the preparation or submission of this brief, and no person other than the GAB or its counsel made a monetary contribution to the preparation or submission of this brief.

INTRODUCTION

Plaintiffs-Respondents Eric O'Keefe and Wisconsin Club for

Growth (collectively, "WCFG") asserted claims under 42 U.S.C. § 1983. They alleged that Defendant-Appellant John Chisholm and others (collectively, "Defendants") violated WCFG's First Amendment rights by undertaking a "John Doe" investigation relative to their conduct during Wisconsin election campaigns in 2011 and 2012. WCFG's complaint alleges that:

Defendants are basing their current phase of the investigation on a theory of campaign coordination that would make nearly all political advocacy in Wisconsin subject to government scrutiny and regulation. In particular, their theory is that Wis. 11.01(16), which defines Stat. "political purposes" for purpose of Wisconsin campaignfinance law, reaches communications other than those that are express advocacy or its functional equivalent. On that basis, Defendants assert that speech and speech expenditures coordinated with a campaign or campaign committee are subject to Wisconsin laws limiting contributions to campaigns and mandating disclosure.

See Complaint, ¶ 95; Defendants' Separate Appendix ("Sep. App.") 29-30 (emphasis added). WCFG alleged this "theory of campaign coordination" was flawed because WCFG only engaged in issue advocacy. *Id.*, ¶ 99; Sep. App. 30-31.

In entering a preliminary injunction which bars Defendants from continuing the investigation, the District Court agreed with WCFG and

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concluded that:

The defendants are pursuing criminal charges through a secret John Doe investigation against the plaintiffs for exercising issue advocacy speech rights that on their face are not subject to the regulations or statutes the defendants seek to enforce. This legitimate exercise of O'Keefe's rights as an individual, and WCFG's rights as a 501(c)(4) corporation, to speak on the issues has been characterized by the defendants as political activity covered by Chapter 11 of the Wisconsin Statutes, rendering the plaintiffs a subcommittee of the Friends of Scott Walker ("FOSW") and requiring that money spent on such speech be reported as an in-kind campaign contribution. This interpretation is simply wrong.

R. 181:12-13. GAB supports Defendants' appeals from the District Court's orders denying their motions to dismiss and granting the preliminary injunction because it believes the District Court erroneously construed Wisconsin law and erroneously extended absolute First Amendment protection to coordinated issue advocacy.

SUMMARY OF ARGUMENT

Since *Buckley v. Valeo*, 424 U.S. 1, 96 S. Ct. 612, 46 L. Ed. 2d 659 (1976), superseded by statute as stated in *McConnell v. FEC*, 540 U.S. 93, 124 S. Ct. 619, 157 L. Ed. 2d 491 (2003), the United States Supreme Court

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Scott Walker was, at all times material, the Governor of the state of Wisconsin. In 2012, Governor Walker was involved in a heated recall election campaign. At all times material, FOSW was Governor Walker's official campaign committee.

has recognized that the First Amendment limits the ability to regulate expenditures for political purposes by "independent" speakers. *Buckley* held that expenditure limits did not apply unless an independent speaker engaged in what came to be known as "express advocacy." *Id.*, 424 U.S. at 45. However, the *Buckley* Court also noted that expenditures "controlled or coordinated" with candidates were "treated as contributions rather than expenditures" under the Federal Election Campaign Act of 1971 ("FECA") and that such treatment "prevent[ed] attempts to circumvent the Act through prearranged or coordinated expenditures amounting to disguised contributions." *Id.* at 46-47, citing FECA sec. 608(b).

In denying Defendants' motion to dismiss and entering the preliminary injunction, the District Court disregarded the distinction between independent expenditures and coordinated expenditures recognized in *Buckley* and its progeny. For that reason, GAB recommends that the court reverse the District Court's Decisions and Orders and in doing so clarify that purported independent groups have no absolute First Amendment right to engage in "coordinated issue advocacy" with a candidate, because in doing so such groups have made contributions to the candidate, making them no longer "independent."

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ARGUMENT

Because the District Court first concluded that WCFG's conduct was not subject to the regulations or statutes Defendants sought to enforce, this brief initially addresses the Wisconsin statutes and regulations before turning to the First Amendment issues which bear upon Defendants' potential liability to WCFG under 42 U.S.C. § 1983.

I. EXPENDITURES FOR PURPOSES OTHER THAN EXPRESS ADVOCACY CAN BE SUBJECT TO REGULATION UNDER WISCONSIN LAW IF COORDINATED WITH A CANDIDATE.

The District Court did not explain the basis for its conclusion that WCFG's conduct was "not subject to the regulations or statutes the defendants seek to enforce." R. 181:12-13. In reaching that conclusion, the District Court did not acknowledge contrary and indistinguishable Wisconsin case law. Nor did it acknowledge the opinions of the GAB and its predecessor, the Wisconsin State Elections Board ("SEB"),² to the contrary.

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As this Court noted in *Wisconsin Right To Life*, *Inc. v. Barland*, 751 F.3d 804, 809 (7th Cir. 2014), citing 2007 Wis. Act 1 § 1, the GAB "was created in 2007 to replace the State Elections Board as the agency responsible for administering Wisconsin's campaign-finance and election laws."

A. The Wisconsin Court of Appeals Concluded That Coordinated Conduct Not Involving Express Advocacy Can Be Treated As "Contributions" Under Wisconsin Law.

In Wisconsin Coal. for Voter Participation, Inc. v. State Elections Bd. ("Wisconsin Coalition"), 231 Wis. 2d 670, 605 N.W.2d 654 (Ct.App. 1999), the Wisconsin Court of Appeals concluded that conduct indistinguishable from that at issue here could be a proper subject of investigation under Wisconsin's campaign finance law. That matter involved the plaintiff Coalition raising and expending funds for purposes of printing and mailing a postcard to Wisconsin residents encouraging them to vote in an upcoming Wisconsin Supreme Court election. The Coalition's postcard stated:

Your choices for the Supreme Court are:

- Jon Wilcox: 5 years experience on the Wisconsin Supreme Court; 17 years as a judge.
- Walt Kelly: 25 years as a trial lawyer; ACLU special recognition award recipient.

 Let your voice be heard! These issues are too important to ignore. Your vote is critical. Please remember to vote next Tuesday, April 1st.

605 N.W.2d at 657. Like WCFG here, the Coalition and other plaintiffs sued the GAB's predecessor, the SEB, seeking to enjoin the SEB from investigating connections between the Coalition and the campaign committee for Justice Wilcox with respect to the postcard mailing. *Id.* at

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656. Relying on *Buckley*, the Coalition argued, as WCFG does here, that its "speech" was protected by the First Amendment and could not be regulated unless it constituted "express advocacy" on behalf of a particular candidate. *Id.* at 657-58.

The circuit court rejected the plaintiffs' First Amendment argument, and the court of appeals affirmed. While agreeing that under Buckley "independent expenditures that do not constitute express advocacy of a candidate are not subject to regulation, and [Wis. Stat.] § 11.04 ... says pretty much the same thing," the court of appeals hastened to add that "neither *Buckley* nor § 11.04 limit the state's authority to regulate or restrict campaign contributions." 605 N.W.2d at 658-59. The court noted that while disbursements made by independent organizations which do not constitute a contribution to any candidate are required to be reported "only if the purpose is to expressly advocate the election or defeat of a clearly identified candidate," citing Wis. Stat. § 11.06(2), by contrast, Wis. Stat. § 11.06(1) provides that "contributions to a candidate's campaign must be reported whether or not they constitute express advocacy." Id. at 659 (emphasis added). Thus, whether the plaintiffs' conduct was a proper subject of the SEB's investigation turned on whether the expenditures for the cost of printing and mailing the postcards could constitute a "contribution" under the Wisconsin campaign finance law. *Id.* ("The result is that if the mailing was a contribution – which is what the Board is seeking to determine – it was illegal regardless of how one might interpret the postcards' language.")

In concluding the investigation could go forward, the court of appeals relied on the statutes and regulations defining "contributions" and "in kind" contributions. 605 N.W.2d at 659, citing Wis. Stat. § 11.01(6)(a) and Wis.Adm.Code § ElBd 1.20(1)(e).³ The court also noted that under Wis.Adm.Code § ElBd 1.42(2),⁴ a committee such as the plaintiff Coalition was prohibited from making expenditures in support of, or in opposition to, a candidate if those expenditures are made "in cooperation or consultation with any candidate or ... committee of a candidate ... and in concert with, or at the request or suggestion of, any candidate or ... committee" and are not reported as a contribution to the candidate. The court noted that these

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Wisconsin Adm.Code § ElBd 1.20(1)(e) defined an in-kind contribution as a "disbursement by a contributor to procure a thing of value or service for the benefit of a [candidate or committee] who authorized the disbursement." This regulation remains the law of Wisconsin, although renumbered as § GAB 1.20(1)(e), in connection with GAB assuming the powers, duties and responsibilities of the SEB. See http://docs.legis.wisconsin.gov/code/admin.code/gab/1.

Like § ElBd 1.20, Wis.Adm.Code § ElBd 1.42(2) was renumbered as part of the GAB regulations in connection with the GAB assuming the roles of the SEB.

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provisions "are consistent with the federal campaign finance laws approved by the Supreme Court in *Buckley* – laws which, like our own, treat expenditures that are 'coordinated' with, or made 'in cooperation with or with the consent of a candidate ... or an authorized committee' as campaign contributions." *Id.* at 659-60, citing *Buckley*, 424 U.S. at 46-47, 78. The court added that "we think the Board was correct in observing (in one of its briefs to the circuit court) that '[i]f the mailing and the message were done in consultation with or coordinated with the Justice Wilcox campaign, the [content of the message] is immaterial'." *Id.* at 660. And lastly, the court rejected the plaintiff Coalition's claims that the investigation invaded its members' First Amendment rights and that the statutes and regulations were too vague and indefinite to be applied to the postcard preparation and mailing. *Id.* at 660-62.

B. The GAB Has Reaffirmed That Coordinated Conduct Not Involving Express Advocacy Can Be Regulated.

The SEB, like the GAB, was authorized to issue advisory opinions regarding the election and campaign finance laws which it administers and enforces. *See* Wis. Stat. § 5.05(6a) ("The board shall review a request for an advisory opinion and may issue a formal written or electronic advisory opinion to the person making the request."). Persons requesting such

opinions may rely on them. *Id*. ("No person acting in good faith upon an advisory opinion issued by the board is subject to criminal or civil prosecution for so acting, if the material facts are as stated in the opinion request.") The opinions may have the force and effect of law. *Id*. ("To have legal force and effect, each advisory opinion issued by the board must be supported by specific legal authority under a statute or other law, or by specific case or common law authority.")

In the wake of the court of appeals' decision in *Wisconsin Coalition*, the SEB issued Opinion El Bd 00-2. This opinion was reaffirmed by the GAB on March 26, 2008, acting pursuant to 2007 Wisconsin Act 1. Sep. App. 120.⁵

Opinion El Bd 00-2 speaks directly to the coordination issue central to this case. The summary of the opinion states that "expenditures which are 'coordinated' with a candidate or candidate's agent will be treated as a contribution to that candidate." Sep. App. 120. At page 8 of the opinion, the SEB set out its analysis of "Coordination of Expenditures vs. Independent

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A link to the text of Opinion El Bd 00-2, and the fact of its adoption by the GAB, is found on the GAB's official website at: http://gab.wi.gov/about/opinions/campaign-finance. Defendants have included a copy of Opinion El Bd 00-2 in their separate appendix. See Sep. App. 120-35.

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Expenditures" under *Buckley*. *Id*. at 127. The opinion notes that "the *Buckley* court did not distinguish coordinated express advocacy from coordinated issue advocacy or even speak to the question whether one is distinguishable from the other with respect to government's authority to regulate." *Id*. The opinion directly quotes *Buckley* as authority for the proposition that:

... controlled or coordinated expenditures are treated as contributions rather than expenditures under the Act. Section 608(b)'s contribution ceilings rather than s.608(e)(1)'s independent expenditure limitation prevent attempts to circumvent the Act through prearranged or coordinated expenditures amounting to disguised contributions.

Id., quoting Buckley, 424 U.S. at 46-47. Acknowledging that an outright ban on any "consultation, cooperation or action in concert" between candidates and committees that make expenditures might be unenforceable, the opinion turns to the standard developed in Federal Election Commission v. The Christian Coalition, 52 F.Supp.2d 45 (D.D.C. 1999), which addressed the issue of coordinated expenditures generally and coordinated issue advocacy particularly. Sep. App. at 129. After first discussing the court of appeals' decision in Wisconsin Coalition and then "putting together" the standard established in Christian Coalition with

Wisconsin's statutory language, the SEB derived the following standard for determining if "coordination is sufficient to treat a communication (or the expenditure for it) as a contribution" under Wisconsin law:

The communication is made at the request or suggestion of the campaign (i.e., the candidate or agents of the candidate); or, in the absence of a request or suggestion from the campaign, if the cooperation, consultation or coordination between the two is such that the candidate or his/her agents can exercise control over, or where there has been substantial discussion or negotiation between the campaign and the spender over, a communication's: (1) contents; (2) timing; (3) location, mode, or intended audience (e.g., choice between newspaper or radio advertisement); or (4) "volume" (e.g., number of copies of printed materials or frequency of media spots). Substantial discussion or negotiation is such that the candidate and the spender emerge as partners or joint venturers in the expressive expenditure, but the candidate and spender need not be equal partners.

Id. at 131.6 Under this standard, the SEB acknowledged that the "protection of a candidate's right to meet and discuss, with any person (including corporate persons), his or her philosophy, views and interests, and positions on issues (including voting record), is absolute," but noted that "[a]" candidate's (or campaign's) right to discuss campaign strategy, however, is

⁶ See Christian Coalition, 52 F.Supp.2d at 92.

not so absolute." *Id.* at 132.⁷

This standard articulated in Op. El Bd 00-2 remains the GAB's view of Wisconsin law under which expenditures for communications coordinated with a candidate can be treated and regulated as contributions to the candidate, subjecting the expenditures to all applicable contribution limitations and reporting requirements. Although there are fact specific elements to the *Christian Coalition* standard adopted in Op. El Bd 00-2, the "communications" need not constitute "express advocacy" in order for the expenditures for such communications to be treated as contributions.

C. The Scope of the John Doe Investigation Embraced Conduct Subject to Regulation Under Wisconsin Law, As Reaffirmed in Op. El B. 00-2.

Defendants described the following factors as "the legal predicate for the John Doe investigation":

• The Supreme Court's holding in *Buckley* that the First Amendment

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In support of this distinction, the SEB cited *Clifton v. Federal Election Commission*, 114 F.3d 1309 (1st Cir. 1997), a case cited by the District Court in granting the preliminary injunction. Of note, the SEB opinion explains: "The First Circuit was not saying that issue advocacy could be coordinated and it was not even saying that the FEC could not promulgate a rule prohibiting coordination of issue advocacy. What the court was saying was that the FEC could not attempt to prevent coordination with a prophylactic rule against all oral contact between candidates and committees who make expenditures after that contact. In other words, the FEC may promulgate a rule proscribing *illicit* coordination, but the rule before the court was not that rule." Sep. App. 129 (emphasis added).

does not invalidate campaign finance laws requiring identification of contributors and contributions;

- The court of appeals' holding in *Wisconsin Coalition* that under the Wisconsin campaign finance law expenditures coordinated with a candidate can be treated as "in kind contributions" whether or not the expenditures involve express advocacy; and
- The language of Wis. Stat. § 11.10(4) providing that if a third party "acts with the cooperation of or upon consultation with a candidate or agent or authorized committee of a candidate, or which acts in concert with or at the request or suggestion of a candidate or agent or authorized committee of a candidate, [it] is deemed a subcommittee of the candidate's personal campaign committee."

MTD Brief at 16-18; ECF Doc 76.8

In the John Doe investigation, the Defendants were seeking, among

These predicates are set out in Defendants' joint brief in support of their appeals from the order denying their motions to dismiss (the "MTD Brief") and are based on

the order denying their motions to dismiss (the "MTD Brief") and are based on defendant Schmitz's Brief filed with the John Doe judge in opposition to a motion to quash the subpoenas. Sep. App. 73-101.

other things, evidence of coordinated communications similar to that at issue in Wisconsin Coalition, supra. They were guided by the standard governing when coordinated communications could be treated as contributions, the type of conduct at issue in Wisconsin Coalition, clarified by the SEB in Op. El Bd 00-2, adopting the *Christian Coalition* standard. When the GAB reaffirmed Op. El Bd 00-2 on March 26, 2008, it adopted that standard. Pursuant to Wis. Stat. § 5.05(6a), that standard had the force and effect of law. In addition, as Defendants note, Wis. Stat. § 11.10(4) provided an additional valid predicate under state law for seeking evidence whether the parties under investigation had acted "with the cooperation of or upon consultation with a candidate or agent or authorized committee of a candidate, or ... in concert with or at the request or suggestion of a candidate or agent or authorized committee of a candidate." In such event, parties such as WCFG would be "deemed a subcommittee of the candidate's personal campaign committee," which would trigger contribution and disbursement reporting requirements by the candidates.

These provisions of state law supported Defendants' conduct in

The brief filed by Defendant Schmitz with the John Doe Judge in opposition to a motion to quash the subpoenas details the evidence relied upon by Defendants in initiating the John Doe proceeding. Sep. App. 79-82.

petitioning to open the John Doe investigation and seeking the issuance of subpoenas and search warrants, all of which WCFG alleged were done in violation of its First Amendment rights. Whether Defendants ultimately would have been able to muster sufficient evidence to support criminal charges against WCFG is not the relevant standard for purposes of determining whether Defendants were entitled to qualified immunity and whether the court should have entered a preliminary injunction. The issue for purposes of Defendants' potential liability under 42 U.S.C. § 1983 is whether by investigating WCFG's conduct Defendants violated "clearly established" constitutional rights. *See* MTD Brief at 33-43.

Under state law, as construed by the GAB acting within the scope of its authority, there is no clearly established right to engage in coordinated issue advocacy free of regulation under the campaign finance law. Defendants' conduct in opening the John Doe investigation was not merely "not violative" of clearly established law, it was consistent with prevailing law as construed by the GAB, the agency responsible for its administration and enforcement. Accordingly, even if this Court was to conclude that Op. El Bd 00-2 as reaffirmed by the GAB is constitutionally infirm, that conclusion does not strip Defendants of the cloak of qualified immunity.

D. This Court's Recent Decision in *Barland II* Has No Impact On Issues Related To Coordinated Expenditures.

More than a month after the District Court entered its Decision and Order denying Defendants' motions to dismiss (R. 83), and approximately one week after the District Court entered its Decision and Order granting a preliminary injunction (R. 181), this court issued its decision in *Wisconsin Right To Life, Inc. v. Barland ("Barland II")*, 751 F.3d 804 (7th Cir. 2014). Barland II addressed a variety of issues under Wisconsin's campaign finance law, but the resolution of those issues has no bearing on those presented here, because the *Barland II* issues involved independent and not coordinated expenditures that become contributions.

In describing the plaintiffs in *Barland II*, a social welfare organization under IRS Code § 501(c)(4) and its related political action committee (collectively, "WRTL"), this Court stated that:

Neither the organization nor its state PAC contributes to candidates or other political committees, nor are they connected with candidates, their campaign committees, or political parties. That is to say, they operate independently of candidates and their campaign committees.

Barland II, 751 F.3d at 809. Because the issues in Barland II involved an

Because *Barland II* was decided after the District Court entered the orders at issue, it could not have factored into the District Court's reasoning.

assumed predicate that any expenditures were "independent" of candidates and their committees, *Barland II* simply does not address the issue in this case, whether WCFG's expenditures for issue advocacy can be treated as contributions to a candidate if those expenditures were coordinated with the candidate or, more specifically, whether the coordination between FOSW and WCFG was so pervasive that WCFG is treated as a subcommittee of FOSW.

Nor does the narrow construction given to the definitions of "political purposes" in Wis. Stat. § 11.01(16) and "political committee" in GAB § 1.28(1)(a), that is, as limited to express advocacy or its functional equivalent, have any bearing here. The limiting construction applies only to independent "political speakers other than candidates, their committees, and political parties" *Barland II*, 751 F.3d at 834. The limiting construction does not apply to regulation of contributions or conduct of candidates or their personal campaign committees. In *Wis. Right to Life State Political Action Comm. v. Barland ("Barland P")*, 664 F.3d 139, 152 (7th Cir. 2011), this Court emphasized that "ever since *Buckley* ... the Supreme Court has drawn a distinction between restrictions on *expenditures* for political speech and restrictions on *contributions* to candidates." (Emphasis in

original.) The *Barland I* Court specifically stated: "The First Amendment permits the government to regulate coordinated expenditures." *Id.* at 155. The *Barland II* Court also notes that the Supreme Court's recent decision in *McCutcheon v. Fed. Election Commn*, ___ U.S. ____, 134 S. Ct. 1434, 1464, 188 L. Ed. 2d 468 (2014) does not disturb the *Buckley* distinction between contributions and independent expenditures. 751 F.3d at 811-12.

Even after *Barland II*, expenditures for coordinated communications are constitutionally treated as "in kind contributions" under Wisconsin law. This triggers reporting obligations applicable to the candidates and registration and reporting requirements as to WCFG. In addition, since the limiting construction of Wisconsin statutes by *Barland II* does not apply to the conduct of a candidate or a candidate's personal campaign committee, if (under the second theory underlying the investigation) the communications of WCFG amounted to "acts with the cooperation of or upon consultation with a candidate or agent or authorized committee of a candidate, or [done] in concert with or at the request or suggestion of a candidate or agent or authorized committee of a candidate's personal campaign committee, triggering reporting requirements of the candidate's personal campaign

campaign committee for all contributions and disbursements received or made by WCFG under Wisconsin law. Additionally, as a subcommittee of the candidate's personal campaign committee, WCFG also is subject to contribution limits and source prohibitions under Wisconsin law.

Simply put, if WCFG engaged in coordinated issue advocacy with a candidate, it is not an independent group under *Barland II*. Under such circumstances, it is treated as having made regulated contributions to a candidate with whom it coordinated, or it is treated as a candidate's subcommittee. Accordingly, neither the court's holdings of *Barland II*, nor its analytic framework, have any bearing on WCFG's conduct which was under investigation.

II. COORDINATED ISSUE ADVOCACY IS NOT PROTECTED BY THE FIRST AMENDMENT.

The distinction between independent expenditures and coordinated expenditures for purposes of the First Amendment dates back to *Buckley*, decided in 1976. This distinction has been at the heart of Wisconsin's campaign finance law, as administered by the SEB and later by the GAB, since *Buckley* established the distinction between independent expenditures and coordinated expenditures.

Although post-Buckley decisions have eroded other margins of

campaign finance laws on First Amendment grounds, that erosion has not changed the landscape relative to the issue presented in this case. No court, certainly not the United States Supreme Court, has taken the constitutional leap urged by WCFG here, a departure from existing law which obliterates *Buckley's* distinction between independent and coordinated expenditures.

A. The Supreme Court Continues to Recognize That Coordinated Expenditures Can Be Treated As Contributions to a Candidate.

Notwithstanding WCFG's claim of a constitutional right to engage in coordinated issue advocacy, no authority explicitly recognizes such a right. This is not surprising. As Bradley Smith, a former Commissioner and Chair of the Federal Elections Commission ("FEC"), recently noted:

In fact, more than 35 years after Buckley was decided, there has still been remarkably little analysis of the theory of coordination expenditures, independent by courts or commentators. Buckley's attention to the issue is limited to noting, in passing, that "controlled or coordinated expenditures are treated contributions, rather than expenditures under the Act."

B.A. Smith,¹¹ "Super Pacs" and the Role of "Coordination" in Campaign Finance Law (herein, "Smith"), 49 Willamette L. Rev. 603, 606 (2013),

Smith served as a Commissioner, and later the Chair, of the FEC from 2000 to 2005.

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quoting *Buckley*, 424 U.S. at 46. Supreme Court case law bears out this observation. Since *Buckley*, the Court has continued, with almost clocklike regularity, to cite with approval and thus essentially reaffirm *Buckley's* distinction between independent and coordinated expenditures.

In Fed. Election Comm'n v. Nat'l Conservative Political Action Comm., 470 U.S. 480, 498, 105 S. Ct. 1459, 84 L. Ed. 2d 455 (1985), although invalidating sec. 9012(f) of FECA, which limited expenditures by independent committees, the Court quoted Buckley's language stating that "the absence of prearrangement and coordination undermines the value of the expenditure to the candidate, and thereby alleviates the danger that expenditures will be given as a quid pro quo for improper commitments from the candidate." Five years later, in Austin v. Michigan Chamber of Commerce, 494 U.S. 652, 702, 110 S. Ct. 1391, 1420, 108 L. Ed. 2d 652 (1990) overruled on other grounds by Citizens United v. Fed. Election Comm'n, 558 U.S. 310, 130 S. Ct. 876, 175 L. Ed. 2d 753 (2010), the Court again cited with approval Buckley's language stating that the absence of prearrangement and coordination alleviates the danger that expenditures will be given as a quid pro quo for improper commitments from the candidate. Five years later, in McIntyre v. Ohio Elections Comm'n, 514

U.S. 334, 353 n. 14, 115 S. Ct. 1511, 131 L. Ed. 2d 426 (1995), the Court did so again.

In 1996, the Court rejected the FEC's assertion that all party expenditures should be *ipso facto* treated as coordinated, but the Court did not question that party expenditures could be regulated if coordinated. Colorado Republican Fed. Campaign Comm. v. Fed. Election Comm'n (Colorado Republican I"), 518 U.S. 604, 116 S. Ct. 2309, 135 L. Ed. 2d 795 (1996). 12 Five years later, in Fed. Election Comm'n v. Colorado Republican Fed. Campaign Comm. (Colorado Republican II"), 533 U.S. 431, 121 S. Ct. 2351, 150 L. Ed. 2d 461 (2001), the Court declined to constitutionalize the opposite proposition, rejecting the Party's assertion that it should be *ipso facto* free to coordinate expenditures with candidates. In doing so, the Court stated that a party "is in the same position as some individuals and PACs, as to whom coordinated spending limits have already been held valid." 533 U.S. at 455, citing Buckley, 424 U.S. at 46– 47 (emphasis added). Two years later, in rejecting a constitutional

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Discussing that decision four years later, the Court referred to "the 'constitutionally significant fact' that there was no 'coordination between the candidate and the source of the expenditure'," stating that "Colorado Republican thus goes hand in hand with Buckley, not toe to toe." Nixon v. Shrink Missouri Gov't PAC, 528 U.S. 377, 392-93, 120 S. Ct. 897, 907, 145 L. Ed. 2d 886 (2000), quoting Colorado Republican I, 518 U.S. at 617-18.

challenge to section 202 of Bipartisan Campaign Reform Act of 2002 ("BCRA"), the Court stated "there is no reason why Congress may not treat coordinated disbursements for electioneering communications in the same way it treats all other coordinated expenditures." *McConnell v. FEC*, 540 U.S. 93 (2003) *overruled on other grounds by Citizens United*, 558 U.S. 310. The Court did not suggest that the First Amendment limited regulation to a subset of communications constituting "express advocacy."

Subsequent to *McConnell*, federal courts considered the validity of proposed FEC rules defining circumstances under which expenditures for coordinated communications could be treated as contributions under BCRA. Describing the proposed rules as "lax," the United States Court of Appeals for the District of Columbia held that because the "express advocacy" standard adopted by the FEC did not adequately separate election-related advocacy from other activity falling outside FECA's expenditure definition, the proposed regulation "runs counter" to BCRA's purpose and therefore failed. *Shays v. Fed. Election Comm'n ("Shays III")*,

(35 of 45)

528 F.3d 914, 925-26 (D.C.Cir. 2008).¹³ Although not a Supreme Court decision, *Shays III* does not signal a constitutionally-mandated retreat limiting the right to regulate communications coordinated with a candidate to the subset of express advocacy; it signals the opposite.

In subsequently overruling *Austin* and *McConnell* and determining that the ban on independent corporate expenditures for "electioneering communications" under sec. 203 of BCRA violated the First Amendment, the Court again quoted with approval the language of *Buckley* recognizing the distinction of constitutional import between independent and coordinated expenditures. *See Citizens United*, 558 U.S. at 357-58 ("The absence of prearrangement and coordination of an expenditure with the candidate or his agent not only undermines the value of the expenditure to

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Case: 14-1822

The rules at issue in *Shays III* provided a safe harbor whereby candidates were free to coordinate with outside groups so long as ads funded by those groups did not include the "magic words" which clearly constitute "express advocacy" or did not recycle campaign materials if those ads aired outside a 90 day window prior to a federal election. Earlier draft rules previously struck down had a 120 day window. The *Shays III* court noted that:

Under the present rules, any lawyer worth her salt, if asked by an organization how to influence a federal candidate's election, would undoubtedly point to the possibility of coordinating pre-window expenditures. The FEC's claim that no one will take advantage of the enormous loophole it has created ignores both history and human nature.

⁵²⁸ F.3d at 928.

the candidate, but also alleviates the danger that expenditures will be given as a quid pro quo for improper commitments from the candidate.") (quoting *Buckley*, 424 U.S. at 47).

In 34 years of Supreme Court jurisprudence, from Buckley through Citizens United, the Court has adhered to Buckley's distinction regarding the scope of First Amendment protection afforded to independent as opposed to coordinated expenditures. The Court has done so even as other facets of campaign finance law have fallen under First Amendment challenges. The continued vitality of the *Buckley* distinction has been recognized by this Court subsequent to Citizens United. See Ctr. for Individual Freedom v. Madigan ("CIF"), 697 F.3d 464, 495-96 (7th Cir. 2012) (rejecting argument that definition of coordination under Illinois law was unconstitutionally vague, noting that it was "no less clear than the federal definition, which has long passed muster in the Supreme Court"); Barland I, 664 F.3d at 152-54 (emphasizing continued validity of Buckley's distinction between restrictions on expenditures for political speech and restrictions on contributions to candidates).

B. The *McCutcheon* Decision Has No Bearing On The Law As It Impacts Coordinated Expenditures.

Despite the Supreme Court's continued adherence to Buckley's

distinction between independent and coordinated expenditures, the District Court stated, "Buckley's distinction between contributions and expenditures appears tenuous." R. 181:25, citing McCutcheon, 134 S. Ct. at 1464 (Thomas, J., concurring). Although the District Court relied heavily on McCutcheon, 14 its holding has no bearing on Buckley's distinction between independent and coordinated expenditures. The issue in McCutcheon involved the constitutionality of "aggregate" contribution limits – aggregate meaning the total sum of contributions an individual could lawfully make to candidates (plural) as opposed to a candidate (singular). The McCutcheon Court specifically stated that "this case does not involve any challenge to the base limits, which we have previously upheld as serving the permissible objective of combatting corruption." 134 S. Ct. at 1442.

Notably, in reaching its decision on the aggregate limits issue, the *McCutcheon* Court stated that:

The parties and amici curiae spend significant energy debating whether the line that *Buckley* drew between contributions and expenditures should

That the District Court relied on a case articulating new law decided after the commencement of this action is inconsistent with the law having been "clearly established." *See* Defendants' MTD Brief at 40, citing *Anderson v. Creighton*, 483 U.S. 635, 641 (1987) ("Qualified immunity must be analyzed in light of clearly established law," that is, the law at the time the constitutional violation is alleged to have occurred.")

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remain the law. Notwithstanding the robust debate, we see no need in this case to revisit Buckley's distinction between contributions and expenditures and the corollary distinction in the applicable standards of review. Buckley held that the Government's interest in preventing quid pro quo corruption or its appearance was "sufficiently important," id., at 26–27, 96 S.Ct. 612; we have elsewhere stated that the same interest may properly be labeled "compelling," see National Conservative Political Action Comm., 470 U.S., at 496–497, 105 S.Ct. 1459, so that the interest would satisfy even strict scrutiny.

Id. at 1445-46 (emphasis added). Accordingly, *McCutcheon* does not signal a constitutional retreat from the *Buckley* distinction, one recognized and applied by courts and regulatory agencies for nearly 40 years.

McCutcheon contains no verbiage suggesting an implied, much less an explicit, disavowal of the Buckley concept that coordinated expenditures are treated as contributions. Instead, the McCutcheon Court quoted with approval Buckley's key verbiage supporting the distinction. 134 S. Ct. at 1454, quoting Citizens United, 558 U.S. at 357, in turn quoting Buckley, 424 U.S. at 47 ("[t]he absence of prearrangement and coordination of an expenditure with the candidate or his agent ... undermines the value of the expenditure to the candidate."). Thus, McCutcheon can only be read as a continued reaffirmation of Buckley's constitutional distinction between independent and coordinated expenditures.

C. Sound Reasons Exist for the Continued Distinction Between Independent and Coordinated Expenditures.

Despite the District Court's concerns as to the impact of regulations affecting coordinated communications, sound reasons exist for the rule. Former FEC Chair and Commissioner Smith made the case succinctly:

Some type of "anti-coordination rule" is generally presumed to be necessary for any system of campaign finance regulation that relies on limitations and prohibitions on spending and contributing funds, and that hopes to remain effective. The typical approach is to treat coordinated spending as a contribution to the candidate's campaign, subject to both the limits on campaign giving and, if applicable, campaign spending. Absent such a rule, limitations on financial contributions to candidate campaigns, or on spending by those campaigns, are circumvented with relative ease through the simple expedient of the candidate (or his campaign manager or other agent) directing a would-be donor on precisely how to spend money to benefit the campaign. Limits on coordinated activity are, therefore, a means of preventing circumvention of the core limits on contributions to candidates and candidate spending.

Smith at 607-08 (emphasis added). In rejecting a challenge to the Illinois campaign finance law's disclosure requirements, alleging the law was vague and overbroad because it regulated as political committees groups that do not have as their "major purpose" the election of a candidate, this Court observed that "limiting disclosure requirements to groups with the major purpose of influencing elections would allow even those very groups

to circumvent the law with ease." *CIF*, 697 F.3d at 489. The *CIF* Court added that the "Supreme Court has frequently warned of the 'hard lesson of circumvention' in campaign finance regulation." *Id.*, quoting *McConnell*, 540 U.S. at 165. Accordingly, disclosure provisions which attempted "to reduce this risk of circumvention by defining 'political committee' to include groups that *either coordinate expenditures with campaigns and parties or that run ads that are unambiguous appeals to vote a particular way"* were consistent with the *Buckley* distinction between independent and coordinated expenditures and were not constitutionally overbroad. *Id.*, 697 F.3d at 489-90.

In focusing on what it described as "defendant's efforts to regulate the plaintiffs' issue advocacy speech," the District Court disregarded the potential subterfuge of using coordinated communications to circumvent constitutionally valid requirements as to contribution limits and disclosures. To the extent the District Court had legitimate concerns about the potential for a chilling effect on speech, the First Amendment does not mandate "green lighting" all coordinated communications other than the subset of communications constituting express advocacy. *See Christian Coalition*, 52 F. Supp. 2d at 88 ("importing the 'express advocacy' standard into [the]

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contribution prohibition [of § 441(b) of FECA] would misread *Buckley* and collapse the distinction between contributions and independent expenditures in such a way as to give short shrift to the government's compelling interest in preventing real and perceived corruption that can flow from large campaign contributions").

Speech coordinated with a candidate is reasonably construed as a "thing of value" to and "authorized" by the candidate, amounting to an "in-kind contribution" under Wis.Adm.Code § GAB 1.20(1)(e), whether or not it constitutes express advocacy. The reasonable and constitutional answer to the District Court's concerns is a fact specific standard, such as the GAB's *Christian Coalition* standard. Applying this standard, factors such as the content, timing, and mode of communication, the intended audience and the "volume" of the communications are material to determining whether the communications were made in such a way that "the candidate and the spender emerge as partners or joint venturers in the expressive expenditure" Sep. App. at 129. To be brought into the regulatory net under this standard requires far more than merely brushing a candidate's sleeve, or

discussing shared philosophies or beliefs with a candidate at a fundraiser.¹⁵

Defendants opened a John Doe investigation after showing a neutral magistrate, the John Doe Judge, prima facie evidence of expenditures coordinated with a candidate. Erroneously concluding that the expenditures under investigation could not be subject to regulation under state or federal law unless the expenditures involved express advocacy, the District Court prematurely shut down the investigation. The District Court should not have shut down a valid investigation before Defendants could determine if the evidence could support criminal charges under the applicable *Christian Coalition* standard; the District Court should have dismissed this lawsuit.

CONCLUSION

The GAB respectfully recommends that the court reverse the District Court's Orders denying Defendants' motions to dismiss and granting WCFG's motion for a preliminary injunction.

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The District Court suggested that a charitable fundraiser coordinated with the Boy Scouts could result in the Scouts becoming a campaign subcommittee subject to the requirements and limitations of Wisconsin campaign-finance laws, exposing them to civil and criminal penalties. R. 181:20 n.8.

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CERTIFICATE OF COMPLIANCE

- 1. This brief complies with the type-volume limitation of Fed. R. App. P. 29(d) and Fed. R. App. P. 32(a)(7)(B) for a brief by an amicus curiae because this brief contains 6,720 words, excluding the parts of the brief exempted by Fed. R. Ap. P. 32(a)(7)(B)(iii).
- 2. This brief complies with the typeface requirements of Fed. R. App. P. 32(a)(5) and the type style requirements of Fed. R. App. P. 32(a)(6) because this brief has been prepared in a proportionally spaced typeface using Microsoft Word 2013 in 13 point Times New Roman font, with footnotes in 11 point Times New Roman font.

Dated August 8, 2014.

LEE, KILKELLY, PAULSON & YOUNGER, S.C.

By: /s/ Paul W. Schwarzenbart

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Board

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing was served on August 8, 2014, upon the following counsel of record in this appeal by the U.S. Appeals Court's ECF system:

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Paul W. Schwarzenbart

EXHIBIT E

Wisconsin Club for Growth

The Club for Growth is a national network of over 40,000 men and women, from all walks of life, who believe that prosperity and opportunity come through economic freedom.

Now for the Good News

NOVEMBER 8, 2012

For nearly two years, liberal thugs have subjected Wisconsin to angry protests, lawsuits and perpetual elections. Yet after spending tens of millions of dollars in special interest money to defeat Governor Walker, his legislative allies and their reform agenda, they have exactly nothing to show for it.

Wisconsin Conservatives on the other hand, have significant cause for celebration.

In January 2011, the GOP held majorities of 19-14 in the state senate and 60-39 in the state assembly. Special and recall elections in 2011 and 2012 cost the GOP a net of one seat in the assembly and 3 in the senate. Last night conservatives flipped the state senate and grew our majority in the state assembly. The final score for the GOP is 18-15 in the state senate and 60-39 in the assembly.

That means Governor Walker and the legislature have a mandate to pass pro-growth policies, like iron mining legislation, tax cuts, regulatory relief, and education reform.

Thanks to your support, once again Wisconsin Club for Growth played a pivitol role in last nights results. In the last three weeks alone, the Club aired over \$1,500,000 in network televison ads in Green Bay to educate voters on the records of Senator Jessica King and Senator Dave Hanson. King cast the deciding vote to kill the mine in Northern Wisconsin and the 3,000 jobs that came with it. When you put politics ahead of creating good paying jobs for Wisconsin families, you should be prepared to lose your own.

The re-election of President Barrack Obama has conservatives across the country shaking their heads in disbelief. But Wisconsin conservatives have reason to celebrate and a lot of work to do.

About these ads (http://wordpress.com/about-these-ads/)

FILED UNDER NEWSLETTER

About Wisconsin Club for Growth

The Club for Growth is a national network of over 40,000 men and women, from all walks of life, who believe that prosperity and opportunity come through economic freedom. Wisconsin Club for Growth, Inc. is dedicated to informing, educating and rallying citizens of Wisconsin to embrace and enact policies that lead to sustained economic growth, limited government, and minimal taxation. Wisconsin Club for Growth can and will have an enormous impact on the direction of our state. Wisconsin Club for Growth believes that effective lobbying is done at all stages of the budget cycle, including when our leaders make public promises and can be encouraged to support policies that spur economic growth. Wisconsin Club for Growth believes we must support pro-growth policies and encourage public officials with backbones to remain truly committed to making our economy and our state stronger. Wisconsin Club for Growth believes our leaders must stand up to the tax and spend mentality in Madison and work tirelessly to cut taxes and unleash the power of the free-market.

Comments are closed.

Blog at WordPress.com.

The Enterprise Theme.

Follow

Follow "Wisconsin Club for Growth"

Powered by WordPress.com

EXHIBIT F

DLN: 93493320032082

Form **990**

Department of the Treasury

Return of Organization Exempt From Income Tax

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

2011

OMB No 1545-0047

Open to Public

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	14		s paid to or for members (Part IX,		-			314,7	+	0,043,000
	15		, , ,	, ,,	•					
\$	13	5-10)	laries, other compensation, employee benefits (Part IX, column (A), lines -10)							0
8	16a	Profess	ofessional fundraising fees (Part IX, column (A), line 11e)					2,0	71	376,726
Expenses	Ь	Total fur	otal fundraising expenses (Part IX, column (D), line 25) ►376,726							
ш	17	Other	er expenses (Part IX, column (A), lines 11a-11d, 11f-24e)					537,5	38	6,701,425
	18	Total e	al expenses Add lines 13–17 (must equal Part IX, column (A), line 25)					1,054,3	44	12,123,151
	19	Revenu	ie less expenses Subtract line 18	ss expenses Subtract line 18 from line 1248,505					383,326	
<u>영</u> 영							Beginning		t	End of Year
Net Assets or Fund Balances	20	Totala	ssets (Part X, line 16)		Y	ear 35 1	97	418,523		
4 B	21			35,197 418,5						
5 E	22		otal liabilities (Part X, line 26)						0.7	418,523
								35,1	97	410,323
Jnder (nowl		lties of pe and belief	ature Block erjury, I declare that I have examined to i, it is true, correct, and complete. Dec							
		****	*				20	12-11-15		
Sign	1	Signat	ture of officer				Da			
Here		Elean	ore C Hawley Secretary/Treasurer							
		Туре	or print name and title							
		Preparer's		Da	ate		heck if			yer identification number
Paid		signature George Sanborn CPA self- employed F				5)				
	arer's	Fırm's na	me (or yours 👠 Jed Sanborn CPA LLC				. ,	<u> </u>		
Use (ıf self-em						EIN 🕨		
	_	addiess,	5 125 1154 51411115 11544					Phone no) (6	508) 576-8164
			Madison WI F2710						٠, -	

May the IRS discuss this return with the preparer shown above? (see instructions)

	_		_			
Par		t of Program Serv edule O contains a resp			ı	
1	Briefly describe the	organization's mission	ı			
	onsın Club for Growtl rnment, and mınımal		lies citizens to	o embrace and enact p	policies that lead to sustained	economic growth, limited
2		n undertake any signific or 990-EZ?			ar which were not listed on	┌ Yes ┌ No
	If "Yes," describe th	nese new services on S	chedule O			
3	-	n cease conducting, or i	_	-	onducts, any program	┌ Yes ┌ No
	If "Yes," describe th	nese changes on Sched	ule O			
4	expenses Section !	501(c)(3) and 501(c)(4) organization	s and section 4947(a	hree largest program services)(1) trusts are required to rep ich program service reported	
	(Code) (Expenses \$	6,641,956	ıncludıng grants of \$) (Revenue \$)
		ing and public relations, Wisc b growth and add significant			ıblic regardıng legislative initiatives a n	ffecting the tax climate and
4b	(Code) (Expenses \$	3,027,000	including grants of \$	3,027,000) (Revenue \$	1
טד	`		, ,	,	, opposition to government run heal	th care and creating a pro-
		b creation in Wisconsin	ize support for his	early responsible badgeting	,, opposition to government run neur	are and creating a pro
4 c	(Code) (Expenses \$	2,018,000	including grants of \$	2,018,000) (Revenue \$)
		ce public policies that reduce cational welfare of their child		on families and promote th	ne rights of parents to make informed	d decisions about the medical,
	Other program ser	vices (Describe in Sch	edule O)			
	(Expenses \$	•	uding grants o	of\$) (Revenue \$)
4e	Total program serv	/ice expenses►\$	11,686,95	 56		

Part TV	Checklist of	Required	Schedules

			Yes	No
1	Is the organization described in section $501(c)(3)$ or $4947(a)(1)$ (other than a private foundation)? If "Yes," complete Schedule A	1		No
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? $^{f 2}$	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If</i> "Yes," complete Schedule C, Part II	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If</i> "Yes," complete Schedule D, Part V	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line10? If "Yes," complete Schedule D, Part VI.	11a		No
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? If "Yes," complete Schedule F, Part II and IV.	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $$5,000$ of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV	16		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17	Yes	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Par	Checklist of Required Schedules (continued)			
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		Νo
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		Νo
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part			
		28a		No
	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If</i> "Yes," complete Schedule L, Part IV	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? <i>If</i> "Yes," complete Schedule R, Part I	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section $512(b)(13)$? If "Yes," complete Schedule R, Part V, line 2	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?	38	Yes	

		_
Part V	Statements Regarding Other IRS Filings and Tax Compliance	

	Check if Schedule O contains a response to any question in this Part V		. [
			Yes	No
а	Enter the number reported in Box 3 of Form 1096 Enter -0 - if not applicable			
	1a 5			
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable			
	1b 0			ı
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable	_		
	gaming (gambling) winnings to prize winners?	1c		No
a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements filed for the calendar year ending with or within the year covered by this			
	return			
ь	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			Ī
		2b		Νo
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
a	Did the organization have unrelated business gross income of \$1,000 or more during the			Ī
	year?	3a		Νo
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		Νo
3	At any time during the calendar year, did the organization have an interest in, or a signature or other authority			Ī
	over, a financial account in a foreign country (such as a bank account or securities account)?	4a		No
h				
b	If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
	See instructions for filling requirements for Form 1D F 90-22 1, Report of Foreign Bank and Financial Accounts			
3	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<u> </u>	+	No
D	Laxable party flothly the organization that it was or is a party to a prohibited tax sheller transaction?	5b		NO
C	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	_		Νo
		5c		
3	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	Yes	Ī
h	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts			
_	were not tax deductible?	6b	Yes	Ī
	Organizations that may receive deductible contributions under section 170(c).			
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and	7a		Ì
	services provided to the payor?			1
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to			
	file Form 8282?	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year			
				Ī
е	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		Ī
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as			
9	required?	7g		Ī
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a			
	Form 1098-C?	7h		
	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did			
	the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			1
	business notatings at any time during the year	8		Νo
	Sponsoring organizations maintaining donor advised funds.	ļ		1
а	Did the organization make any taxable distributions under section 4966?	9a		Νo
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		Νo
)	Section 501(c)(7) organizations. Enter	7		
а	Initiation fees and capital contributions included on Part VIII, line 12 10a			
	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club			
	facilities			
L	Section 501(c)(12) organizations. Enter			
а	Gross income from members or shareholders			
b	Gross income from other sources (Do not net amounts due or paid to other			
	sources against amounts due or received from them)			
22	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		No
	If "Yes," enter the amount of tax-exempt interest received or accrued during the			-140
ט	year			
3	Section 501(c)(29) qualified nonprofit health insurance issuers.			
	Is the organization licensed to issue qualified health plans in more than one state?			ı
***	Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue			ı
	qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization	13a		No
L	allocated to each state			
D	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans			
c	Enter the aggregate amount of reserves on hand			
-	13c			
la	Did the organization receive any payments for indoor tanning services during the tax year?	14a		Νo
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		No

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

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

Se	ection A. Governing Body and Management			
			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year			
b	Enter the number of voting members included in line 1a, above, who are independent			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	5		No
6	Did the organization have members or stockholders?	6		Νo
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
а	The governing body?	8a	Yes	
b	Each committee with authority to act on behalf of the governing body?	8b		Νo
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No
Se	ection B. Policies (This Section B requests information about policies not required by the Internal			
Re	evenue Code.)			
10-	Did the comment of house level of control of the co	10-	Yes	No
	Did the organization have local chapters, branches, or affiliates?	10a		No
	affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		No
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		No
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a		Νo
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		No
C	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c		No
13	Did the organization have a written whistleblower policy?	13		Νo
14	Did the organization have a written document retention and destruction policy?	14		No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
	The organization's CEO, Executive Director, or top management official	15a		No
b	Other officers or key employees of the organization	15b		Νo
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		No
Se	ection C. Disclosure			
17	List the States with which a copy of this Form 990 is required to be filed▶			
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply Own website. Another's website. Upon request			

- Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table
- State the name, physical address, and telephone number of the person who possesses the books and records of the organization 🕨 20 Eleanore C Hawley

3111 Pheasant Branch Road 113

Middleton, WI 53562

(608)824-9698

Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and current key employees Enter -0 in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's current key employees, if any See instructions for definition of "key employee"
- ♦ List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

🔽 Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

ted fother ation he on and	(F) Estimate amount of o compensat from the organization related	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(D) Reportable compensation from the organization (W- 2/1099-MISC)		eck x, oth	t cho e bo: is bo nd a stee)	C) o no n one son er ar	on (d e thai	Position more unless	(B) Average hours per week (describe hours	(A) Name and Title
	organizatio	MISC)		Former	Highest compensated employee	Key employee	Officei	Institutional Trustee	Individual trustae or director	for related organizations in Schedule O)	
0		0	0						х	5 00	(1) Eric O'Keefe Director
0		0	0				Х		х	5 00	(2) Eleanore C Hawley Treas/Sec/Dir
0		0	0				х		х	5 00	(3) Charles Talbot Pres/Director

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

	(A) Name and Title	(B) A verage hours per week (describe hours	unles an	on (d e tha	n on son er a	e bo ıs b nd a	x, oth		Repo compe fror organiz	D) ortable ensation orthe ation (W-	(E) Reportable compensation from related organizations (W- 2/1099- MISC)		(F) Estima imount o compens from t rganizati	ated fother sation the ion and
		for related organizations in Schedule O)	Individual trustae or director	Institutional Trustee	Officei	Key employee	Highest compensated employee	Former			MISC)		organiza	
1b	Sub-Total							<u> </u>				+		
	Total from continuation sheets				<u> </u>	<u> </u>		 						
d								►						
2	Total number of individuals (incli \$100,000 of reportable compens	_				ted	above) who	receive	d more tha	n	•		
													Yes	No
3	Did the organization list any for on line 1a? <i>If</i> "Yes," complete Sch	nedule J for such	ındıvıd	ual		•	•	•				3		No
4	For any individual listed on line 1 organization and related organization and related organization.											4		No
5	Did any person listed on line 1a services rendered to the organiz									anızatıon d	or individual for	5		No
Se	ection B. Independent Con	tractors												
1	Complete this table for your five \$100,000 of compensation from or within the organization's tax y	the organizatio												
	Nan	(A) ne and business add	dress							Desci	(B) ription of services		(C Comper	
												_		
	Total number of independent conti \$100,000 of compensation from t	•	-	ot lır	nıted	d to	those	liste	d above)	who receiv	ed more than			

Part V	444	Statement of Revenue					
				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512,513,or 514
\$ \$	1a	Federated campaigns 1a					
듄등	ь	Membership dues 1b					
₽ē		-					
ॐहि	С	Fundraising events 1c	_				
たん こうしゅう こうしゅう しゅうしゅう しゅうしゅう しゅうしゅう かいしゅう かいしゅう かいしゅう かいしゅう しゅうしゅう しゅう	d	Related organizations 1d					
⊒`&	e	Government grants (contributions) 1e					
동종	f	All other contributions, gifts, grants, and 1f	12,506,477				ł
きゃ	' '	similar amounts not included above	12,300,177				
毫蒙	g	Noncash contributions included in					
뒫호		lines 1a-1f \$					
Contributions, gifts, grants and other similar amounts	h	Total. Add lines 1a-1f	▶	12,506,477			
		T p	Business Code				
e⊒	3-	<u> </u>	,usiness code				
ě	2a						
28	b						
9	С						
Ē	d						
B							
E	e						
Program Serwce Revenue	f	All other program service revenue					
Š	g	Total. Add lines 2a-2f	<u> </u>	0			
	<u> </u>			0			
	3	Investment income (including dividends,	H	0			
		and other similar amounts)	<u> -</u>	0			
	4	Income from investment of tax-exempt bond proc	 	0			
	5	Royalties	▶	0			
		(ı) Real	(II) Personal				
	6a	Gross rents					
	ь	Less rental					
	_	expenses Rental income					
	С	or (loss)					
	d	Net rental income or (loss)	▶ [0			
		(ı) Securities	(II) Other				
	7a	Gross amount					
		from sales of assets other					
		than inventory					
	ь	Less cost or other basis and					
		sales expenses					
	С	Gain or (loss)					
	d	Net gain or (loss)		0			
	8a	Gross income from fundraising					
<u> </u>		events (not including					
泵		\$					
>		of contributions reported on line 1c) See Part IV, line 18					
č		a					
Other Revenue	ь						
둦		Less direct expenses b	nts 🕦	٥			
•	C	Net income or (loss) from fundraising eve	III.S	<u> </u>			
	9a	Gross income from gaming activities					
		See Part IV, line 19					
	J.						
	b	Less direct expenses b					
	С	Net income or (loss) from gaming activitie	es •	U			
	10a	Gross sales of inventory, less returns and allowances					
	J.	a					
	b	Less cost of goods sold b					
	С	Net income or (loss) from sales of invento	-	0			
		Miscellaneous Revenue B	Susiness Code				
	11a						
	ь						
	c						
	_	All other revenue					
	d	All other revenue					
	e	Total. Add lines 11a-11d		0			
			· .				
	12	Total revenue. See Instructions	· •	12,506,477			

3

5

7

Part IX Statement of Functional Expenses

combined educational campaign and fundraising solicitation

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D) Check if Schedule O contains a response to any question in this Part IX (B) (C) (D) Do not include amounts reported on lines 6b, (A) Program service Management and Fundraising Total expenses 7b, 8b, 9b, and 10b of Part VIII. expenses general expenses expenses Grants and other assistance to governments and organizations in the United States See Part IV, line 21 5,045,000 5,045,000 Grants and other assistance to individuals in the United States See Part IV, line 22 0 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 Benefits paid to or for members 0 Compensation of current officers, directors, trustees, and key employees . . . Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . 0 Other salaries and wages 0 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) 0 Other employee benefits 0 0 10 Fees for services (non-employees) 11 Management 41,521 Legal 41,521 1,425 1,425 Accounting Lobbying 0 Professional fundraising See Part IV, line 17 . . 376,726 376,726 Investment management fees 0 371,296 371,296 g Advertising and promotion . . . 6,227,845 6,227,845 12 Office expenses 9,989 9,989 13 3,850 14 Information technology 3,850 15 Royalties . . 0 5,544 5,544 16 3,450 17 3,450 Payments of travel or entertainment expenses for any federal, 18 state, or local public officials 0 5,707 19 Conferences, conventions, and meetings 5,707 0 20 0 21 Payments to affiliates 0 22 Depreciation, depletion, and amortization 23 990 990 Other expenses Itemize expenses not covered above (List 24 miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O) 28,048 Research 28,048 Education 1,760 1,760 b c d е All other expenses 25 Total functional expenses. Add lines 1 through 24f 12,123,151 11,686,956 59,469 376,726 Joint costs. Check here ► 🗆 If following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a

Pa	irt X	Balance Sheet				
				(A) Beginning of year		(B) End of year
	1	Cash—non-interest-bearing		35,197	1	418,523
	2	Savings and temporary cash investments			2	0
	3	Pledges and grants receivable, net			3	0
	4	Accounts receivable, net			4	0
	5	Receivables from current and former officers, directors, trustees, key highest compensated employees Complete Part II of	employees, and			
		Schedule L			5	0
	6	Receivables from other disqualified persons (as defined under section persons described in section $4958(c)(3)(B)$ Complete Part II of	n 4958(f)(1)) and			
/A		Schedule L			6	0
Assets	7	Notes and loans receivable, net			7	0
883	8	Inventories for sale or use			8	0
₹	9	Prepaid expenses and deferred charges			9	0
	10a	Land, buildings, and equipment cost or other basis <i>Complete Part VI of Schedule D</i>	L0a			
	ь	Less accumulated depreciation 1	LOB		10c	0
	11	Investments—publicly traded securities			11	0
	12	Investments—other securities See Part IV, line 11			12	0
	13	Investments—program-related See Part IV, line 11			13	0
	14	Intangible assets			14	0
	15	Other assets See Part IV, line 11			15	0
	16	Total assets. Add lines 1 through 15 (must equal line 34)		35,197	16	418,523
	17	Accounts payable and accrued expenses .			17	
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
10	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
Liabilities	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified				
æ		persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties .	•		23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	25	Other liabilities (including federal income tax, payables to related thi and other liabilities not included on lines 17-24) Complete Part X of D			25	
	26	Total liabilities. Add lines 17 through 25		0	26	0
_		Organizations that follow SFAS 117, check here ▶ ☐ and complete	lines 27			
ě		through 29, and lines 33 and 34.				
ä	27	Unrestricted net assets			27	
B3	28	Temporarily restricted net assets			28	
귤	29	Permanently restricted net assets			29	
or Fund Balance		Organizations that do not follow SFAS 117, check here ► 🔽 and conlines 30 through 34.	nplete			
	30	Capital stock or trust principal, or current funds			30	
sets	31	Paid-in or capital surplus, or land, building or equipment fund			31	
Ą	32	Retained earnings, endowment, accumulated income, or other funds		35,197	32	418,523
Net	33	Total net assets or fund balances		35,197	33	418,523
2	34	Total liabilities and net assets/fund balances		35 197	34	418 523

Ра	Check if Schedule O contains a response to any question in this Part XI				
1	Total revenue (must equal Part VIII, column (A), line 12)	1		12,5	506,47
2	Total expenses (must equal Part IX, column (A), line 25)	2			123,15
3	Revenue less expenses Subtract line 2 from line 1	3			383,32
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4			35,19
5	Other changes in net assets or fund balances (explain in Schedule O)	5			
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6		4	118,52
Pai	rt XII Financial Statements and Reporting				
	Check if Schedule O contains a response to any question in this Part XII			୮	•
				Yes	No
1	Accounting method used to prepare the Form 990				
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		No
ь	Were the organization's financial statements audited by an independent accountant?		2b		No
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		2c		No
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were in a separate basis, consolidated basis, or both	ssued			
	Separate basis Consolidated basis Both consolidated and separated basis				
За	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in th Single Audit Act and OMB Circular A-133?	e	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the raudit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	required	3b		No

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 11-3723921

Name: Wisconsin Club for Growth Inc

Form 990, Special Condition Description:

Special Condition Description

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As Filed Data -

DLN: 93493320032082

Employer identification number

OMB No 1545-0047

2011

Open to Public Inspection

SCHEDULE G (Form 990 or 990-EZ) Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
Department of the Treasury

or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

Attach to Form 990 or Form 990-EZ. See separate instructions.

Name of the organization Wisconsin Club for Growth In

risconsin Club for Growth Inc				11-3723921	
Part I Fundraising Act	ivities. Complet	e if the organiz	ation answered "Yes"	to Form 990, Part IV	, line 17.
Indicate whether the organ Mail solicitations Internet and e-mail solicitations Phone solicitations In-person solicitations Did the organization have a or key employees listed in If "Yes," list the ten highes to be compensated at least	licitations i written or oral agre Form 990, Part VII t paid individuals o	eement with any ii) or entity in conr r entities (fundrais	Solicitation of no Solicitation of no Solicitation of go Special fundraisi ndividual (including office nection with professional sers) pursuant to agreem	n-government grants vernment grants ng events ers, directors, trustees fundraising services? ments under which the fu	
(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions? Yes No	,	(v) A mount paid to (or retained by) fundraiser listed in col (i)	(vi) A mount paid to (or retained by) organization
otal	organization is regi	stered or licensed	I to solicit funds or has b	een notified it is exempt	from registration or

300			ion answered "Yes" to events with gross rece		
		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col (a) through col (c))
		(event type)	(event type)	(total number)	
1	Gross receipts				
2	Less Charitable				
3	Gross income (line 1 minus line 2)				
4	Cash prizes				
5	Non-cash prizes				
6	Rent/facility costs				
7	Food and beverages				
8	Entertainment				
9	Other direct expenses .				
10	Direct expense summary Add lir	ies 4 through 9 in colum	n (d)		(
11		_			
ш	Gaming. Complete if the of \$15,000 on Form 990-EZ, li		"Yes" to Form 990, Pa	rt IV, line 19, or repo	orted more than
		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
1 (Gross revenue				
2	Cash prizes				
3 N	Non-cash prizes				
4 R	Rent/facility costs				
5 C	Other direct expenses				
6 V	/olunteer labor	Г Yes Г No	Г Yes Г No	Γ Yes	
7 D	Direct expense summary Add line	s 2 through 5 ın column	(d)		(
8 N	Net gaming income summary. Com	bine lines 1 and 7 in col	umn (d)		
					· I Yes I No
	· · · · · · · · · · · · · · · · · · ·				
If"Y	es," Explain				
	2 3 4 5 6 7 8 9 10 11 11 11 1	more than \$15,000 on Form 1 Gross receipts 2 Less Charitable contributions 3 Gross income (line 1 minus line 2) 4 Cash prizes 5 Non-cash prizes 6 Rent/facility costs 7 Food and beverages 8 Entertainment 9 Other direct expenses 10 Direct expense summary Add line 11 Gaming. Complete if the on \$15,000 on Form 990-EZ, line 1 Gross revenue	more than \$15,000 on Form 990-EZ, line 6a. List (a) Event #1 (event type) 1 Gross receipts 2 Less Charitable contributions 3 Gross income (line 1 minus line 2) 4 Cash prizes 5 Non-cash prizes 6 Rent/facility costs 7 Food and beverages 8 Entertainment 9 Other direct expenses 10 Direct expense summary Add lines 4 through 9 in column Net income summary Combine lines 3 and 10 in column Net income summary Combine lines 3 and 10 in column Section 1. Sec	more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts (a) Event #1 (b) Event #2 (event type) (event type) 1 Gross receipts 2 Less Charitable contributions 3 Gross income (line 1 minus line 2) 4 Cash prizes 5 Non-cash prizes 6 Rent/facility costs 7 Food and beverages 8 Entertainment 9 Other direct expenses 10 Direct expense summary Add lines 4 through 9 in column (d) 11 Net income summary Combine lines 3 and 10 in column (d) 12 Net income summary Combine lines 3 and 10 in column (d) 13 Signing. Complete if the organization answered "Yes" to Form 990, Pa \$15,000 on Form 990-EZ, line 6a. (a) Bingo (b) Pull tabs/Instant bingo/progressive bingo 1 Gross revenue 2 Cash prizes 3 Non-cash prizes 4 Rent/facility costs 5 Other direct expenses 6 Volunteer labor 7 Direct expense summary Add lines 2 through 5 in column (d) 8 Net gaming income summary Combine lines 1 and 7 in column (d) 1 Enter the state(s) in which the organization operates gaming activities 1 is the organization licensed to operate gaming activities in each of these states? Less the organization licensed to operate gaming activities in each of these states? Were any of the organization's gaming licenses revoked, suspended or terminated during If "Yes," Explain	more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5 (a) Event #1 (b) Event #2 (c) Other Events (c) Other Events (total number) 1 Gross receipts

Sche	dule G (Form 990 or 990-EZ) 20	11			Pa	ge 3
11	Does the organization operate ga	aming activities with nonmembers? .		Гү	es Γ_N	o
12		neficiary or trustee of a trust or a mem				
	formed to administer charitable (gaming?		· · · · · Γ _Υ	es Γ_N	0
13	Indicate the percentage of gamir	ng activity operated in				
а	The organization's facility			13a		
b	An outside facility			13b		
14	Provide the name and address of records	f the person who prepares the organıza	tion's gaming/special events book	s and		
	Name 🟲					
	Address ▶					
15a	Does the organization have a co	ntract with a third party from whom the	organization receives gaming			
					es $\Gamma_{\rm N}$	0
b		ning revenue received by the organizat				•
	amount of gaming revenue retain	ied by the third party 🟲 \$				
C	If "Yes," enter name and address	S				
	Name ►					
	Address ▶					
16	Gaming manager information					
	Name 🟲					
	Gaming manager compensation I	> \$				
	Description of services provided	>				
	Director/officer	Employee	Independent contractor			
17	Mandatory distributions	·				
а	Is the organization required unde	er state law to make charitable distribu	itions from the gaming proceeds to)		
	retain the state gaming license?			F _Y	es Γ_N	0
b		required under state law distributed t	o other exempt organizations or sp	ent		
Das		activities during the tax year \$	recognices to autostion on Co	hadula C (sas		
	t IV Complete this part to provide instructions.)	provide additional information for	responses to quuestion on SC	iledule G (See		
	Identifier	ReturnReference	Explana	ition		
_						_

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Schedule I

(Form 990)

Internal Revenue Service

Name of the organization

Wisconsin Club for Growth Inc

DLN: 93493320032082

OMB No 1545-0047

Employer identification number

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

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22. Department of the Treasury ► Attach to Form 990

Inspection

Wisconsin Club for Growth Inc						11-3723921	
		ts and Assistance					
 Does the organization mai the selection criteria used Describe in Part IV the organization 	to award the grant	ts or assistance?			ity for the grants or ass	sistance, and	┌ Yes ┌
Form 990, Part IV	V, line 21 for any	to Governments and y recipient that receive 190) if additional space	d more than \$5,000	. Check this box if n	io one recipient rece	ived more than \$5,0	000. Use
(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) A mount of cash grant	(e) A mount of non- cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) The Jobs First Coalition PO Box 2071 Brookfield, WI 53008		501 (c) (4)	425,000	0			Education and Mobilization
(2) Citizens for A StrongPO Box 107 Columbus, WI 53925		501 (c) (4)	4,620,000	0			Education and Mobilization
2 Enter total number of sect							0
3 Enter total number of othe	r organızatıons lıst	ed in the line 1 table					2

(a)Type of grant or assistance	(b)Number of	(c)A mount of	(d)A mount of	(e)Method of valuation	(f)Description of non-cash assistance
()	recipients	cash grant	non-cash assistance	(book, FMV, appraisal, other)	

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information
--

Identifier Return Reference

Explanation

Schedule I (Form 990) 2011

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As Filed Data -

DLN: 93493320032082

OMB No 1545-0047

2011

Open to Public
Inspection

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

Name of the organization Wisconsin Club for Growth Inc

SCHEDULE 0

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Employer identification number

11-3723921

ldentifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	The organization does not make its governing documents or financial information available to the public. The organization does not have a written conflict of interest policy.
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	Officers of the Organization conduct a review of Form 990 concurrently with the preperation by a certified public accuntant
Form 990, Part VI, Line 8	Form 990, Part VI, Line 8 Explanation of No Contemporaneously Documentation of Meetings	Wisconsin Club for Growth, Inc. does not have any committees. Therefore, there is not documentation of meetings held or written actions undertaken by committees with authority to act on behalf of the governing body.

EXHIBIT G

DLN: 93493320016872

Department of the Treasury

Return of Organization Exempt From Income Tax

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

2011

OMB No 1545-0047

Open to Public

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

For the	2044			
o	2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011 C Name of organization	1	D Employer	identification number
Check if ap Address ch	Citizens for a Strong America Inc		27-1204	
_	Doing Business As	- }	E Telephone	
Name chai			(608)83	1-2974
Initial retui	Number and street (or P O box if mail is not delivered to street address) Room/suite PO Box 107	·		pts \$ 4,620,025
Terminated	d PO Box 107	ŀ	0 01033 10001	μισ ψ 4,020,025
Amended		-		
- Application	Columbus, WI 53925 n pending			
	F Name and address of principal officer	H(a) Is thu	s a group ret	urn for
		affilia		⊤Yes ▼ No
			affiliates inc	Iuded?
Tax-exem	npt status		p exemption	
Wehsite	e: ► http://citizensforamerica.net/	(0)	•	
		1		
	ganization	L Year of for	mation 2010	M State of legal domicile W
Part I	Summary			
	Briefly describe the organization's mission or most significant activities			
Ι,	To promote and conduct research on public policies that reduce tax burdens on fa rights of parents to make decisions about their childrens medical, psychological a			
-	rights of parents to make accisions about their emiliarens mearcal, psychological t	ina caacatio	nar wen ben	<u>'9</u>
2 (
-				
2 (Check this box দ if the organization discontinued its operations or disposed of	more than 2	5% of its ne	t assets
1 8	Number of voting members of the governing body (Part VI, line 1a)		3	3
4 1	Number of independent voting members of the governing body (Part VI, line 1b)			1 4
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a) .		_ 5	5 (
6	Total number of volunteers (estimate if necessary)		(5
7a ⁻	Total unrelated business revenue from Part VIII, column (C), line 12		7	a (
ы	Net unrelated business taxable income from Form 990-T, line 34		7	b
		Prio	Year	Current Year
8	Contributions and grants (Part VIII, line 1h)		378,903	4,620,025
	Program service revenue (Part VIII, line 2g)			0
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)			
9 10 11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line			1
	12)		378,903	4,620,025
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)		231,329	1,579,035
14	Benefits paid to or for members (Part IX, column (A), line 4)			0
. 15	Salaries, other compensation, employee benefits (Part IX, column (A), lines			
16a b	5-10)			0
16a	Professional fundraising fees (Part IX, column (A), line 11e)			0
ਤੇ ਾ	Total fundraising expenses (Part IX, column (D), line 25) ▶0			
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		84,524	3,078,436
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)		315,853	4,657,471
19	Revenue less expenses Subtract line 18 from line 12		63,050	-37,446
07 14		Beginning	of Current	End of Year
<u>66</u>		Y	ear	
强 20	Total assets (Part X, line 16)		63,050	25,604
	Total liabilities (Part X, line 26)			0
물 21			63,050	25,604
	Net assets or fund balances Subtract line 21 from line 20			
	Net assets or fund balances Subtract line 21 from line 20			
Part III Ider penal owledge a	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer)	is based on a	all information	
Part III nder penal owledge a owledge.	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer)	is based on a	all information	
Part III nder penal owledge a owledge.	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer) ****** Signature of officer Valerie Johnson Treasurer	is based on a	all information	
Part III nder penal owledge a owledge.	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer) ****** Signature of officer	is based on a	all information	
Part III nder penal owledge a owledge.	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer) ****** Signature of officer Valerie Johnson Treasurer Type or print name and title Preparer's Date Ch	20 Da	12-11-15 te Preparer's ta	n of which preparer has any
22 Part III	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer) ****** Signature of officer Valerie Johnson Treasurer Type or print name and title Preparer's signature George Sanborn CPA Date Ch. self	20 Da	12-11-15 te	n of which preparer has any
Part II nder penal powledge a powledge.	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer) ****** Signature of officer Valerie Johnson Treasurer Type or print name and title Preparer's signature George Sanborn CPA Date Ch. self	20 Da	12-11-15 te Preparer's ta. (see instructi	n of which preparer has any
Part III nder penal nowledge a nowledge.	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer) ****** Signature of officer Valerie Johnson Treasurer Type or print name and title Preparer's signature George Sanborn CPA Firm's name (or yours if self-employed), Jed Sanborn CPA LLC if self-employed),	20 Da	12-11-15 te Preparer's ta	n of which preparer has any
Part III nder penal owledge a owledge. ign ere	Signature Block Ities of perjury, I declare that I have examined this return, including accompanying sch and belief, it is true, correct, and complete. Declaration of preparer (other than officer) ****** Signature of officer Valerie Johnson Treasurer Type or print name and title Preparer's signature George Sanborn CPA Firm's name (or yours Jeep Johnson CPA LLC	20 Da	12-11-15 te Preparer's tar (see instructi	n of which preparer has and

May the IRS discuss this return with the preparer shown above? (see instructions)

Par	t III	Statement of Program S	Service Accomplishmen	ts		r age z
		Check if Schedule O contains				୮
1	Brief	fly describe the organization's mi	ssion			
		e and conduct research on public make decisions about their child				protect the rights of
2	the p	he organization undertake any si rior Form 990 or 990-EZ? .				Yes ✓ No
_		es," describe these new services				
3	servi	he organization cease conducting ces?		in how it conducts,		Yes V No
	If "Ye	es," describe these changes on S	chedule O			
4	exper	ribe the organization's program s nses Section 501(c)(3) and 503 s and allocations to others, the t	.(c)(4) organizations and sect	on 4947(a)(1) trus	ts are required to report	
4a	(Cod	le) (Expenses \$	4,650,119 including g	rants of \$) (Revenue \$)
	welfa	rovide support for the policies that affirm are of their children Provided specific su ndment, abortion, and traditional marria	pport to pro-life and pro traditional m			
4b	(Cod	le) (Expenses \$		ants of ¢) (Revenue \$)
40	(Cou	(Expenses \$	including gr	ants or \$) (Revenue \$,
4 c	(Cod	le) (Expenses \$	ıncludıng gı	ants of \$) (Revenue \$)
4d	Othe	er program services (Describe i	n Schedule O)			
	(Exp	penses \$	including grants of \$) (R	evenue \$)
4e	Tota	al program service expenses►\$	4,650,119			

art TV	Check	list of	Required	Schedules
	CIICCN	1136 01	IXCUUII CU	Scricadics

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1		No
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2		No
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If</i> "Yes," complete Schedule C, Part II	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10		No
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VIII, VIII, IX, or X as applicable			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line10? If "Yes," complete Schedule D, Part VI.	11a		No
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.	11b		No
C	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.	11d		No
е	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI , XII , and $XIII$	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		Νo
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S? If "Yes," complete Schedule F, Part II and IV.	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $$5,000$ of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Part III and IV	16		No
17	Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If</i> "Yes," complete Schedule G, Part I	17		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If</i> "Yes," complete Schedule G, Part II	18		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Par	t IV Checklist of Required Schedules (continued)			
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
C	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If</i> "Yes," complete Schedule L, Part IV	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? <i>If</i> "Yes," complete Schedule R, Part I	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section $512(b)(13)$? If "Yes," complete Schedule R, Part V, line 2	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		N o
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38		No
		F	orm 99 0	(2011)

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax Compliance

	Check if Schedule O contains a response to any question in this Part V		.୮	
			Yes	No
a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable			
h	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable			
ט	1b 0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable	1c		No
a.	gaming (gambling) winnings to prize winners?	10		110
	Statements filed for the calendar year ending with or within the year covered by this			
h	return			
U		2b		Νo
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	За		Νo
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		No
la	At any time during the calendar year, did the organization have an interest in, or a signature or other authority			
	over, a financial account in a foreign country (such as a bank account or securities account)?	4a		Νo
b	If "Yes," enter the name of the foreign country			
	See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
С	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		Νo
a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the	6a	Yes	
_	organization solicit any contributions that were not tax deductible?			
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	Yes	
,	Organizations that may receive deductible contributions under section 170(c).			
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and	7a		
h	services provided to the payor?	7b		
	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to	70		
	file Form 8282?	7 c		
d	If "Yes," indicate the number of Forms 8282 filed during the year			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit			
	contract?	7e		
	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a			
ı	Form 1098-C?	7h		
•	the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess			
	business holdings at any time during the year?	8		Νo
)	Sponsoring organizations maintaining donor advised funds.	_		_
	Did the organization make any taxable distributions under section 4966?	9a		No
О	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		Νο
	Initiation fees and capital contributions included on Part VIII, line 12 10a			
	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club 10b			
	facilities			
	Section 501(c)(12) organizations. Enter			
	Gross income from members or shareholders			
D	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)			
22	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		Νo
	If "Yes," enter the amount of tax-exempt interest received or accrued during the	-£4		140
	year 12b			
	Section 501(c)(29) qualified nonprofit health insurance issuers.			
а	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue			
	qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization	13a		Νo
h	allocated to each state Enter the aggregate amount of reserves the organization is required to maintain by			
_	the states in which the organization is licensed to issue qualified health plans			
c	Enter the aggregate amount of reserves on hand			
.4a	Did the organization receive any payments for indoor tanning services during the tax year?	14a		Νo
	If "Yes" has it filed a Form 720 to report these payments? If "No" provide an explanation in Schedule O	14b		No.

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

Se	ction A. Governing Body and Management							
					Yes	No		
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	4					
b	Enter the number of voting members included in line 1a, above, who are independent	1b	4					
2	Did any officer, director, trustee, or key employee have a family relationship or a bus other officer, director, trustee, or key employee?	iness	relationship with any	2		No		
3	Did the organization delegate control over management duties customarily performe supervision of officers, directors or trustees, or key employees to a management co			3		No		
4	Did the organization make any significant changes to its governing documents since filed?	•	4		No			
5	Did the organization become aware during the year of a significant diversion of the o	rganız	ation's assets? .	5		No		
6	Did the organization have members or stockholders?			6		No		
7a	Did the organization have members, stockholders, or other persons who had the pow more members of the governing body?			7a		No		
b	Are any governance decisions of the organization reserved to (or subject to approva or persons other than the governing body?		members, stockholders,	7b		No		
8	Did the organization contemporaneously document the meetings held or written active year by the following	ons ur	ndertaken during the					
а	The governing body?			8a	Yes			
b	Each committee with authority to act on behalf of the governing body?			8b		Νo		
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O							
	ction B. Policies (This Section B requests information about policies not	requ	ired by the Internal					
Re	venue Code.)							
10-	Did the aggregation have local shorters by analysis of affiliates?			10a	Yes	No No		
	Did the organization have local chapters, branches, or affiliates?		of such chapters	10a		INO		
	affiliates, and branches to ensure their operations are consistent with the organization purposes?			10b		No		
11a	Has the organization provided a complete copy of this Form 990 to all members of it the form?	s gov	erning body before filing	11a		No		
b	Describe in Schedule O the process, if any, used by the organization to review the Fe	orm 9	90					
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13 $$.			12a		Νo		
b	Were officers, directors or trustees, and key employees required to disclose annuall rise to conflicts?	y intei	_	12b		No		
c	Did the organization regularly and consistently monitor and enforce compliance with in Schedule O how this was done			12c		No		
13	Did the organization have a written whistleblower policy?			13		Νo		
14	Did the organization have a written document retention and destruction policy? $\ \ .$			14		Νo		
15	Did the process for determining compensation of the following persons include a revindependent persons, comparability data, and contemporaneous substantiation of the following persons in the							
а	The organization's CEO, Executive Director, or top management official			15a		Νo		
b	Other officers or key employees of the organization	•		15b		No		
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)							
16a	Did the organization invest in, contribute assets to, or participate in a joint venture of taxable entity during the year?			16a		No		
b	If "Yes," did the organization follow a written policy or procedure requiring the organiparticipation in joint venture arrangements under applicable federal tax law, and take organization's exempt status with respect to such arrangements?	e step	s to safeguard the	16b		No		
Se	ction C. Disclosure			100		INU		
17	List the States with which a copy of this Form 990 is required to be filed							
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable (3)s only) available for public inspection. Indicate how you made these available. Ch							

 Γ O wn website Γ A nother's website $\overline{\Gamma}$ U pon request

- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public See Additional Data Table
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization > Valerie Johnson

N1730 North Lost Lake Road Randolph, WI 53956

(920) 326-5554

<u>Part VII</u> Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and current key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's current key employees, if any See instructions for definition of "key employee"
- ♦ List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

▼ Check this box if neither the orga	nızatıon nor any re	lated o	rganı	zatio	ons	compe	nsat	ed any current or fo	rmer officer, direct	or, or trustee
(A) Name and Title	(B) Average hours per week (describe	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-	(F) Estimated amount of other compensation from the organization and
	hours for related organizations in Schedule O)	Individual trustee or director	Institutional Trustee	Officei	Key employee	Highest compensated employee	Former	Former	MISC)	related organizations
(1) Jessika Stauffacher Director	5 00	х						0	0	0
(2) Virginia Marschmann Director	5 00	х						0	0	0
(3) John Connors President	5 00	х		Х				0	0	0
(4) Valerie Johnson Treasurer	5 00			х				0	0	0

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

	(A) Name and Title	Name and Title A verage hours more than one box, unless person is both week (describe hours) A verage hours more than one box, unless person is both week describe director/trustee) A verage hours Position (do not check compensation compensation from the organization (Worganizations (W- 2/1099-MISC)) A verage hours Position (do not check compensation compensation from the organizations (W- 2/1099-MISC)				(F) Estimated amount of other compensation from the organization and related								
		for related organizations in Schedule O)	Individual trustae or director	Institutional Trustee	Officei	Key employee	Highest compensated employee	Former			MISC)		organiza	
1b	Sub-Total							<u> </u>				+		
	Total from continuation sheets				<u> </u>	<u> </u>		 						
d								►						
2	Total number of individuals (incli \$100,000 of reportable compens	_				ted	above) who	receive	d more tha	n	•		
													Yes	No
3	Did the organization list any for on line 1a? <i>If</i> "Yes," complete Sch	nedule J for such	ındıvıd	ual		•	•	•				3		No
4	For any individual listed on line 1 organization and related organization and related organization.											4		No
5	Did any person listed on line 1a services rendered to the organiz									anızatıon d	or individual for	5		No
Se	ection B. Independent Con	tractors												
1	Complete this table for your five \$100,000 of compensation from or within the organization's tax y	the organizatio												
	Nan	(A) ne and business add	dress							Desci	(B) ription of services		(C Comper	
												_		
	Total number of independent conti \$100,000 of compensation from t	•	-	ot lır	nite	d to	those	liste	d above)	who receiv	ed more than			

Part V	/1111	Statement of Revenue				
	1		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512,513,or 514
表表	1a	Federated campaigns 1a				
등등	ь	Membership dues 1b				
ಕಾ≗	_		-			
ुंहें	C	Fundraising events 1c	_			
表表	d	Related organizations 1d				
∞≣	e	Government grants (contributions) 1e				
등교	f	All other contributions, gifts, grants, and 1f 4,620,025	-]
音を	'	similar amounts not included above	-			
은형	g	Noncash contributions included in				
붙		lines 1a-1f \$				
Contributions, gifts, grants and other similar amounts	h	Total. Add lines 1a-1f	4,620,025			
		Business Code				
≘	22	Business code				
je je	2a					
22	Ь					
g.	С					
Ē	d					
ď	e					
Ē						
Program Serwce Revenue	f	All other program service revenue				
Ě	g	Total. Add lines 2a-2f	0			
	3	Investment income (including dividends, interest				
			0			
		and other similar amounts)	0			
	4	Income from investment of tax-exempt bond proceeds •	0			
	5	Royalties	0			
		(ı) Real (ıı) Personal				
	6a	Gross rents				
	b	Less rental				
	l c	expenses Rental income				
	`	or (loss)				
	d	Net rental income or (loss)	0			
		(ı) Securities (ıı) Other				
	7a	Gross amount				
		from sales of assets other				
		than inventory				
	b	Less cost or other basis and				
		sales expenses				
	C	Gain or (loss)				
	d	Net gain or (loss)	0			
	8a	Gross income from fundraising				
e E		events (not including				
₹		\$ of contributions reported on line 1c)				
Other Revenue		See Part IV, line 18				
ά.		a				
<u>a</u>	ь	Less direct expenses b	1			
₹	c	Net income or (loss) from fundraising events	- o			
_	9a	Gross income from gaming activities				
	"	See Part IV, line 19				
		a				
	ь	Less direct expenses b	┪			
	c	Net income or (loss) from gaming activities	- n			
	10a	1				
	104	Gross sales of inventory, less returns and allowances .				
	ь	Less cost of goods sold b	7			
	С	Net income or (loss) from sales of inventory				
		Miscellaneous Revenue Business Code				
	11a		┥			
	b		+			
	C					
	d	All other revenue				
	e	Total. Add lines 11a-11d	0			
		•				
	12	Total revenue. See Instructions	4,620,025			
	1		4,020,023		i	

Part IX Statement of Functional Expenses

combined educational campaign and fundraising solicitation

Section 501(c)(3) and 501(c)(4) organizations must complete all columns All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D) Check if Schedule O contains a response to any question in this Part IX (B) (C) (D) Do not include amounts reported on lines 6b, (A) Program service Management and Fund raising Total expenses 7b, 8b, 9b, and 10b of Part VIII. expenses general expenses expenses Grants and other assistance to governments and organizations in the United States See Part IV, line 21 1,579,035 1,579,035 Grants and other assistance to individuals in the United States See Part IV, line 22 0 3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16 0 Benefits paid to or for members 5 Compensation of current officers, directors, trustees, and key employees . . . Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . 0 7 Other salaries and wages 0 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) 0 Other employee benefits 0 0 10 Fees for services (non-employees) 11 Management 0 290 290 Legal 0 Accounting 0 Lobbying Professional fundraising See Part IV, line 17 . . 0 Investment management fees 0 74,000 74,000 g Other 2,589,945 12 Advertising and promotion . . . 2,589,945 Office expenses 1,178 1,178 13 Information technology 14 0 15 Royalties . . 5,884 5,884 16 17 Payments of travel or entertainment expenses for any federal, 18 state, or local public officials 0 0 19 Conferences, conventions, and meetings 0 20 0 21 Payments to affiliates 0 22 Depreciation, depletion, and amortization 0 23 Other expenses Itemize expenses not covered above (List 24 miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O) Research 407,139 407,139 b d е All other expenses 25 Total functional expenses. Add lines 1 through 24f 4,657,471 7,352 4,650,119 Joint costs. Check here ► 🗀 If following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a

Part X Balance Sheet (A) (B) Beginning of year End of year 63.050 25,604 1 2 0 2 Savings and temporary cash investments 3 0 3 0 4 4 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of 0 5 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of 0 6 0 7 0 8 9 0 Prepaid expenses and deferred charges 10a Land, buildings, and equipment cost or other basis *Complete Part* 10a VI of Schedule D 10b 10c 0 b Less accumulated depreciation 0 11 11 12 0 12 Investments—other securities See Part IV, line 11 13 13 0 Investments—program-related See Part IV, line 11 . . 0 14 Intangible assets 14 0 15 15 63.050 25.604 16 16 **Total assets.** Add lines 1 through 15 (must equal line 34) . . . **17 17** Accounts payable and accrued expenses . 18 18 19 19 20 20 21 21 Escrow or custodial account liability Complete Part IV of Schedule D . . Liabilities 22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified 22 23 23 Secured mortgages and notes payable to unrelated third parties . . 24 Unsecured notes and loans payable to unrelated third parties 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule 25 D 26 26 **Total liabilities.** Add lines 17 through 25 Organizations that follow SFAS 117, check here ▶

and complete lines 27 Balances through 29, and lines 33 and 34. 27 27 Unrestricted net assets 28 28 Temporarily restricted net assets Fund 29 29 Permanently restricted net assets Organizations that do not follow SFAS 117, check here ▶

 and complete lines 30 through 34. ö 30 Capital stock or trust principal, or current funds 30 Assets 31 31 Paid-in or capital surplus, or land, building or equipment fund 63,050 25.604 32 32 Retained earnings, endowment, accumulated income, or other funds ¥ 33 63.050 33 25.604 Total net assets or fund balances 34 Total liabilities and net assets/fund balances 63.050 25.604 34

Ра	Check if Schedule O contains a response to any question in this Part XI			.୮	
1	Total revenue (must equal Part VIII, column (A), line 12)	1		4,6	520,02
2	Total expenses (must equal Part IX, column (A), line 25)	2			557,47
3	Revenue less expenses Subtract line 2 from line 1	3		-	-37,44
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4			63,05
5	Other changes in net assets or fund balances (explain in Schedule O)	5			
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6			25,60
Par	TXII Financial Statements and Reporting Check If Schedule O contains a response to any question in this Part XII			୮	
1	Accounting method used to prepare the Form 990	[Yes	No
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O				
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? $. $		2a		No
b	Were the organization's financial statements audited by an independent accountant?		2b		No
C	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in				
	Schedule O	.	2c		No
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were is on a separate basis, consolidated basis, or both	sued			
	Separate basis Consolidated basis Both consolidated and separated basis				
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the re	quired	3b		No

Additional Data

Software ID: 11000144

Software Version: 2011v1.2

EIN: 27-1204594

Name: Citizens for a Strong America Inc

Form 990, Special Condition Description:

Special Condition Description

efile GRAPHIC print - DO NOT PROCESS | As Filed Data -

DLN: 93493320016872 OMB No 1545-0047

(Form 990)

Department of the Treasury

Internal Revenue Service

Name of the organization

Schedule I

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

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

Inspection

Employer identification number

Citizens for a Strong America Inc					27-1204594	27-1204594			
1 Does the organization mai the selection criteria used 2 Describe in Part IV the organization	ntaın records to s to award the gran	ts or assistance?					Г Yes Г		
Form 990, Part IV	V, line 21 for an	to Governments and y recipient that receive 990) if additional space	d more than \$5,000.	. Check this box if n	o one recipient recei	ved more than \$5,0	00. Use		
(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) A mount of cash grant	(e) A mount of non- cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance		
(1) Wisconsin Family Actio 222 S Hamilton St Suite 23 Madison, WI 53703		501(c)(4)	916,045	0					
(2) WI Right to Life9730 W Bloumound Rd Ste 200 Milwuakee, WI 53226		501(c)(4)	347,582	0					
(3) United Sportsmen of WisconsinPO Box 413 Waukesha, WI 53597		501(c)(4)	235,000	0					
(4) SCI21095 Watertown Rd Waukesha, WI 53187		501(c)(4)	77,908	0					
2 Enter total number of sect		government organizations	listed in the line 1 tabl	e			0		

(a)Type of grant or assistance	(b)Number of	(c)A mount of	(d)A mount of	(e)Method of valuation	(f)Description of non-cash assistance
	recipients	cash grant	non-cash assistance	(book, FMV, appraisal, other)	

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information
--

Identifier Return Reference

Explanation

Schedule I (Form 990) 2011

efile GRAPHIC print - DO NOT PROCESS

SCHEDULE O

As Filed Data -

DLN: 93493320016872

OMB No 1545-0047

Open to Public Inspection

Supplemental Information to Form 990 or 990-EZ

Department of the Treasury Internal Revenue Service

(Form 990 or 990-EZ)

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

Name of the organization Citizens for a Strong America Inc Employer identification number

27-1204594

ldentifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	No documents available to the public
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	No review was or will be conducted

EXHIBIT H

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A	For the 2	012 calendar year, or tax year beginning , 2012, and endin	ng		,	<u> </u>		
В	Check if app			D Employer Identification Number				
	Addres	s change Wisconsin Club for Growth, Inc.		11-37	23921			
	Name	11000 17 34 1 01 1 1004	T T	Telephone				
	Initial r	Sun Prairie, WI 53590		(877)	707-0	1571		
	Termin	ated	<u> </u>	10,	707			
	Amend	ed return	- 10	Gross recei	ots \$	8,035,883.		
	Applica	tion pending F Name and address of principal officer:	H(a) Is this a			Yes X No		
		Same As C Above	H(b) Are all af	filiates include	d?			
ī	Tax-exem	·	If "No," at	tach a list. (se	e instruction	s) — —		
J	Websit		H(c) Group ex	emption numb	er ►			
ĸ	Form of c	rganization: X Corporation Trust Association Other L Year of Forma	1			micile: VA		
Pa		Summary	2001]	o o rogal ac	VII.		
_ ====	1 Bri	efly describe the organization's mission or most significant activities: Wisconsi	n Club	for Gro	wth -	Inc		
d)		ucates and rallies citizens to embrace and enact pol	licies t	hat lea	ad to	sustained		
Activities & Governance	ec	onomic growth, limited government, and minimal taxat						
Ę								
96	2 Ch	eck this box if the organization discontinued its operations or disposed of mo	ore than 25°	% of its ne	t assets.			
ত	3 Nui	mber of voting members of the governing body (Part VI, line 1a)			3	3		
es	4 Nui 5 Tot	nber of independent voting members of the governing body (Part VI, line 1b) al number of individuals employed in calendar year 2012 (Part V, line 2a)			4 5	3 0		
ŧ	6 Tot	al number of individuals employed in calendar year 2012 (Part V, line 2a)			6	0		
Ę	7a Tot	al unrelated business revenue from Part VIII, column (C), line 12		L	7 a	0.		
_		unrelated business taxable income from Form 990-T, line 34			7 b	0.		
				or Year		urrent Year		
_	8 Co	ntributions and grants (Part VIII, line 1h)		506,47		8,035,883.		
Revenue	9 Pro	gram service revenue (Part VIII, line 2g)						
) Ye		10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)						
ď	l .	er revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)						
		al revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)		506,47		8,035,883.		
	-	ints and similar amounts paid (Part IX, column (A), lines 1-3)		5,045,000. 5,				
		nefits paid to or for members (Part IX, column (A), line 4).						
ű	15 Sal	aries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	h					
nse	16a Pro	fessional fundraising fees (Part IX, column (A), line 11e)		376,726. 241,				
Expenses	b Tot	al fundraising expenses (Part IX, column (D), line 25) ► 241,128.						
Ш	17 Oth	er expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		6,701,425. 2,055				
	18 Tot	al expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		12,123,151. 8,00				
_	19 Re	venue less expenses. Subtract line 18 from line 12		383,320		35,322.		
Balances				of Current Y		End of Year		
sset 3alar	20 Tot	al assets (Part X, line 16)		418,523		454,184.		
Net As	21 Tot	al liabilities (Part X, line 26)			0.	339.		
žΞ	22 Ne	assets or fund balances. Subtract line 21 from line 20		418,523	3.	453,845.		
Pa	art II	Signature Block			<u> </u>			
Und		of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to ation of preparer (other than officer) is based on all information of which preparer has any knowledge.	the best of my	knowledge and	belief, it is	true, correct, and		
com	piete. Deciar	ation of preparer (other than officer) is based on all information of which preparer has any knowledge.						
		Signature of officer	D-4-					
Sig	gn		Date					
He	re	Eleanore C. Hawley Type or print name and title.	Secret	cary/Tr	easure	er		
				137	PTIN			
_		Print/Type preparer's name Preparer's signature Date		check X i	'			
Pa		George Sanborn, CPA George Sanborn, CPA	S	elf-employed	[P002	200160		
	eparer	Firm's name Jed Sanborn CPA, LLC						
US	e Only	37 2040772						
<u> </u>		Madison, WI 53719				76-8164		
Ma	y the IRS	discuss this return with the preparer shown above? (see instructions)			X	Yes No		

Forr	m 990 (2012) Wisconsin Club for Growth, Inc.	11-3723921	Page 2
Pa	rt III Statement of Program Service Accomplishments		
-	Check if Schedule O contains a response to any question in this Part III		
1	Briefly describe the organization's mission:		
	Wisconsin Club for Growth, Inc. educates and rallies citizens to	embrace and ena	ict
	policies that lead to sustained economic growth, limited government	ent, and minimal	-
	taxation.		
2	Did the organization undertake any significant program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the program services during the year which were not listed on the yea	ior	
	Form 990 or 990-EZ?	Yes	X No
	If 'Yes,' describe these new services on Schedule O.		
3	Did the organization cease conducting, or make significant changes in how it conducts, any program so	ervices? Yes	X No
	If 'Yes,' describe these changes on Schedule O.		
4	Describe the organization's program service accomplishments for each of its three largest program ser Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of the section 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of the section 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of the section 501(c)(4) organizations and section 501(c)(4) organization 501(c)(4) o	vices, as measured by exp	penses.
	others, the total expenses, and revenue, if any, for each program service reported.	of grants and allocations to	
	and total expenses, and revenue, if any, for each program service reported.		
Δ:	a (Code:) (Expenses \$ 3,434,000. including grants of \$) (D	
		Revenue \$)
	Grants were given to promote education and mobilize support for	riscally respons	ipre
	budgeting, opposition to government run health care and creating climate for job creation in Wisconsin.	<u>a pro-business</u>	
	crimate for Job creation in wisconsin.		
		- -	
			_
	(Code:) (Expenses \$ 2,270,000, including grants of \$		
41		Revenue \$)
	Grants given to advance public policies that reduce the tax burd	<u>ens on families</u>	<u>and</u>
	promote the rights of parents to make informed decisions about t	<u>ne medical,</u>	
	psychological and educational welfare of their children.		
			 -
			_
			_ _
			
4 (Revenue \$)
	Through radio advertising and public relations, Wisconsin Club f	or Growth, Inc.	
	educated the public regarding legislative initiatives affecting	the tax climate	and
	initiatives that stifle job growth and add significant costs to	businesses and	
	families in Wisconsin.		
		-	
4 c	Other program services. (Describe in Schedule O.)		
	(Expenses \$ including grants of \$) (Revenue \$)	
4 e	Total program service expenses ► 7,739,281.		

Sche	dule G (Form 990 or 990-EZ) 2012 Wisconsin Club for Growth, Inc.	11-3723921	Page 3
	Does the organization operate gaming activities with nonmembers?	Yes	No
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	Yes	No
13	Indicate the percentage of gaming activity operated in:	1 1	
а	The organization's facility		%
	An outside facility.		~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~
14	Enter the name and address of the person who prepares the organization's gaming/special events books and recor	us:	
	Name •		
	Address •		
	Does the organization have a contact with a third party from whom the organization receives gaming rever If 'Yes,' enter the amount of gaming revenue received by the organization \$ and		No
Ü	of gaming revenue retained by the third party • \$		
С	If 'Yes,' enter name and address of the third party:		
	Name •		7
	Address •		
16	Gaming manager information:		
	Name •		
	Gaming manager compensation ► \$		
	Description of services provided		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		No
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent		
	organization's own exempt activities during the tax year > \$	TE D. A. L. V.	Ol-
Par	TIV Supplemental Information. Complete this part to provide the explanations requir columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as app this part to provide any additional information (see instructions).	ed by Part I, line licable. Also com	20, iplete

ВАА	TEEA3703L 01/07/13 Schedu	le G (Form 990 or 990	-EZ) 2012

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

Form 990 (2012) Wisconsin Club for Growth, Inc.

Part IV Checklist of Required Schedules (continued)

 21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II. 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III. 23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J. 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No, 'go to line 25. 	24a 24b 24c	X	х х х
 1X, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III. 23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J. 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No, 'go to line 25. 	23 24a 24b 24c		Х
and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J. 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No, 'go to line 25.	24a 24b 24c		
complete Schedule K. If 'No,'go to line 25	24a 24b 24c		Х
,	24c		
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?			
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24d		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?			
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I.	25a		Х
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part l</i> .	25b		Х
Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II.	26		Х
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III.	27		Х
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28a		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i> .	28b		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV	28c		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	29		Х
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservat contributions? <i>If 'Yes,' complete Schedule M</i>	tion 30		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I.	31		Х
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II	32		Х
Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I	33		Х
34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1	34		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2	35b		
Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	36		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI	37		X
Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	38	X	

Form 990 (2012) Wisconsin Club for Growth, Inc.

Part V Statements Regarding Other IRS Filings and Tax Compliance
Check if Schedule O contains a response to any question in this Part V.

	Check if Schedule O contains a response to any question in this Part V.				
				Yes	No
	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 5		r wat	
I	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b (aini	497
(Did the organization comply with backup withholding rules for reportable payments to vendors and (gambling) winnings to prize winners?	eportable gaming	1 c		Х
2 8	a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2 a (
ı	If at least one is reported on line 2a, did the organization file all required federal employmen		2 b	11 (11)	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see in	nstructions)			
3 8	a Did the organization have unrelated business gross income of \$1,000 or more during the year	ar?	3 a		Х
ı	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O		3 b		
4 8	At any time during the calendar year, did the organization have an interest in, or a signature or oth financial account in a foreign country (such as a bank account, securities account, or other t	er authority over, a inancial account)?	4 a		Х
ı	o If 'Yes,' enter the name of the foreign country: ►				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and I	inancial Accounts.	1	100	
5 8	f a Was the organization a party to a prohibited tax shelter transaction at any time during the $f ta$	x year?	5 a		X
ı	${f o}$ Did any taxable party notify the organization that it was or is a party to a prohibited tax shel	ter transaction?	5 b		X
(c If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		5 c		
6 8	Does the organization have annual gross receipts that are normally greater than \$100,000, a solicit any contributions that were not tax deductible as charitable contributions?	and did the organization	6 a	Х	
ı	o If 'Yes,' did the organization include with every solicitation an express statement that such contribution tax deductible?	tions or gifts were	6 b	Х	
7	Organizations that may receive deductible contributions under section 170(c).		- V.		
á	a Did the organization receive a payment in excess of \$75 made partly as a contribution and particles provided to the payor?	partly for goods and	7 a		
ı	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		7 b		
(Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it Form 8282?		7 c		
(If 'Yes,' indicate the number of Forms 8282 filed during the year	7 d			
•	e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal	benefit contract?	7 e		
1	Did the organization, during the year, pay premiums, directly or indirectly, on a personal ber	nefit contract?	7 f		
(g If the organization received a contribution of qualified intellectual property, did the organization file as required?	Form 8899	7 g		
ı	n If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the Form 1098-C?	e organization file a	7 h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organization, or a donor advised fund maintained by a sponsoring organization, holdings at any time during the year?	ing organizations. Did the nave excess business	8		78 W 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
9	Sponsoring organizations maintaining donor advised funds.				
ä	a Did the organization make any taxable distributions under section 4966?		9 a		
ı	Did the organization make a distribution to a donor, donor advisor, or related person?		9 b		
10	Section 501(c)(7) organizations. Enter:				
ä	Initiation fees and capital contributions included on Part VIII, line 12	10a			
ı	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	Section 501(c)(12) organizations. Enter:				
ä	a Gross income from members or shareholders.	11 a			r .
ı	o Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.).	11 b	at .		
	a Section 4947(a)(1) non - exempt charitable trusts. Is the organization filing Form 990 in lieu	of Form 1041?	12a		
	olf 'Yes,' enter the amount of tax-exempt interest received or accrued during the year	12b	1915		
	Section 501(c)(29) qualified nonprofit health insurance issuers.				
ä	a Is the organization licensed to issue qualified health plans in more than one state?		13 a		ļ
	Note. See the instructions for additional information the organization must report on Schedu	le O.			
	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b			
	Enter the amount of reserves on hand	13c			
	a Did the organization receive any payments for indoor tanning services during the tax year?.		14a	-	X
1	o If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in	Schedule O	14b	990	
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Form 990 (2012)

Part VI Governance, Management and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. X Check if Schedule O contains a response to any question in this Part VI. Section A. Governing Body and Management Yes No 1 a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members 3 1 a of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. **b** Enter the number of voting members included in line 1a, above, who are independent . . 1 b 3 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? 2 Χ Did the organization delegate control over management duties customarily performed by or under the direct supervision 3 of officers, directors or trustees, or key employees to a management company or other person?..... 3 Х Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? X 4 X Did the organization become aware during the year of a significant diversion of the organization's assets?... 5 5 Χ Did the organization have members or stockholders?..... 6 7 a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more 7 a Χ members of the governing body? b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?..... 7 b Χ Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: See Schedule O X 8 a a The governing body?..... X **b** Each committee with authority to act on behalf of the governing body?..... 8h Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O..... 9 Χ Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code. No Yes 10a Did the organization have local chapters, branches, or affiliates?.... 10a Χ b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 10 b X 11 a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?..... 11 a b Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O X 12a Did the organization have a written conflict of interest policy? If 'No,' go to line 13...... 12a b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b c Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in 120 Schedule O how this is done Χ 13 Did the organization have a written whistleblower policy?..... 13 X 14 Did the organization have a written document retention and destruction policy?..... 14 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? a The organization's CEO, Executive Director, or top management official..... 15 a Χ X **b** Other officers of key employees of the organization..... 15_b If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.) 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a 16a Χ taxable entity during the year?... b If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the 16b organization's exempt status with respect to such arrangements? Section C. Disclosure List the states with which a copy of this Form 990 is required to be filed ▶ <u>None</u> Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. X Upon request Another's website Other (explain in Schedule O) Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule 0 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: Eleanore C. Hawley 3111 Pheasant Branch Road #113 Middleton WI 53562 (608) 824-9698

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

X Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

<u></u>	, ,	, ,								
		(C)								
(A) Name and Title	(B) Average hours per week (list	one bo	ox, un er an	iless j id a d	perso	more to n is botor/truste	h an e)	(D) Reportable compensation from	(E) Reportable compensation from	(F) Estimated amount of other compensation
	any hours for related organiza- tions below dotted line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	related organizations (W-2/1099-MISC)	from the organization and related organizations
(1) Charles Talbot	5	ļ							_	_
Pres/Director	0	X		X				0.	0.	0.
(2) Eleanore C. Hawley Treas/Sec/Dir	- <u>5</u> -	Х		Х				0.	0.	0.
(3) Eric O'Keefe	5							•	· · · · · · · · · · · · · · · · · · ·	
Director	0	Х						0.	0.	0.
(5)										
(6)								:		
(7)										
(8)										
(9)				-					The state of the s	
(10)										
(11)		+								
(12)										
(13)										
(14)		 								
							1	L		

	(B)			((- <u></u>				
(A) Name and title	Average hours per week (list any	offic	unles er an	ss pe d a c	erson directo	than clis both	ee)	(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the
	hours for related organiza - tions below	Individual trustee or director	nstitutional trustee	Officer	Key employee	Highest compensated employee	ırmer	(W-2/1055-WIGO)	(W-2/1033-WI3G)	organization and related organizations
	dotted line)	lee	stee			nsated		:		
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)		<u> </u>								
(23)										
(24)		_								
(25)		ļ								
1 b Sub-total							>	0. 0.	0. 0.	0. 0.
2 Total number of individuals (including but not limited to from the organization ► 0							/ed			pensation U.
				•						Yes No
3 Did the organization list any former officer, director on line 1a? If 'Yes,' complete Schedule J for such	individu	al								. 3 X
4 For any individual listed on line 1a, is the sum of r the organization and related organizations greater such individual		le co 50,00	mpe 00?	nsa If '} 	ition ∕ <i>es'</i>	and comp	oth olete	er compensation e Schedule J for	from	4 X
5 Did any person listed on line 1a receive or accrue for services rendered to the organization? If 'Yes,'	compen comple	satio	n fro	om i ule	any <i>J foi</i>	unrel suci	late h p	d organization or erson	individual	
Section B. Independent Contractors 1 Complete this table for your five highest compensations.										
compensation from the organization. Report compensation	ation for	the c	alend	dar y	year	endir	ng w	vith or within the or (B)	ganization's tax year	
Name and business addre	SS							Description 6	of services	(C) Compensation
2 Total number of independent contractors (including bu		ited to	tho	se I	isted	abov	ve) v	who received more	than	HIA HAN FE
\$100,000 in compensation from the organization BAA		TEEAC	11081	01/3	24/13				1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1	Form 990 (2012)

	Check if Schedule O contains a response to	Total rev	(B)	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns 1 a b Membership dues 1 b c Fundraising events 1 c d Related organizations 1 d e Government grants (contributions) 1 e f All other contributions, gifts, grants, and similar amounts not included above 1 f g Noncash contributions included in lns 1a-1f: \$ h Total. Add lines 1a-1f:	35,883.			
PROGRAM SERVICE REVENUE	Busin 2 a b c d e f All other program service revenue. g Total. Add lines 2a-2f	ess Code	,003.		
	 Investment income (including dividends, intereother similar amounts) Income from investment of tax-exempt bond p Royalties 	st and roceeds .> Personal			
		ii) Other			
OTHER REVENUE	8 a Gross income from fundraising events (not including. \$ of contributions reported on line 1c). See Part IV, line 18				
	9a Gross income from gaming activities. See Part IV, line 19 a b Less: direct expenses b c Net income or (loss) from gaming activities 10a Gross sales of inventory, less returns				
	and allowances a b Less: cost of goods sold b c Net income or (loss) from sales of inventory Miscellaneous Revenue Busin	ess Code			
	to the state of th				
DAA	12 Total revenue. See instructions	▶ 8,035	,883. 0	0.	0.

	990 (2012) Wisconsin Club for Gro	~			
Part	IX Statement of Functional Expense in 501(c)(3) and 501(c)(4) organizations must complete.	ete all columns. All othe	r organizations must co	mplete column (A).	
Section	n 501(c)(3) and 501(c)(4) organizations must compl Check if Schedule O contains a res	ponse to any question	in this Part IX		(D)
Do no	st include amounts reported on lines 6b,	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	Fundraising expenses
1	b, 9b, and 10b of Part VIII. Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,704,000.	5,704,000.		
	Grants and other assistance to individuals in the United States. See Part IV, line 22	J,			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
1	Renefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7	Other salaries and wages				
8	Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
11	Fees for services (non-employees):				
;	Management	11,929.		11,929	
	b Legal	1,390.		1,390	•
	c Accounting	2/000			211 100
	d Lobbying	241,128.			241,128.
	f Investment management fees				
	au 41 line 11 mamt expends 10% of line 25 col-	21 220	31,220		
	(A) amt_list_line lld expenses un Juli U) l	31,220.	1,979,509		
12	Advertising and promotion	1,979,509.	1, 515, 505	2,330	
13	Office expenses	2,330. 5,160.	5,160		
14	Information technology	5,160.	3,100	, .	
15	Royalties	2 512		3,513	3.
16	3 Occupancy	3,513. 1,082.		2	
17	7 Travel	1,002.	1,002		
18	expenses for any federal, state, or local nublic officials		1,51	2	
1:	Onferences, conventions, and meetings	1,513	. 1,51.	3.	
2	nterest				
2	1 Payments to affiliates				
2	2 Depreciation, depletion, and amortization	990		99	0.
	3 Insurance				
2	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
			16,79	97.	
	a Research b Education				
	o Education				
	c				
	e All other expenses			31. 20,15	241,128.
	25 Total functional expenses. Add lines 1 through 24e	8,000,561	7,739,28	31 20, 13	211/120.
	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				
	SOP 98-2 (ASC 958-720)	<u> </u>			Form 990 (2012)

		Check if Schedule O contains a response to any question in this Part X			
			(A) Beginning of year		(B) End of year
	1	Cash — non-interest-bearing.	418,523.	1	454,184.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net		4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
A S	7	Notes and loans receivable, net		7	
ASSETS	8	Inventories for sale or use		8	
T S	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D			
	b	Less: accumulated depreciation		10 c	
	11	Investments – publicly traded securities.		11	
	12	Investments – other securities. See Part IV, line 11		12	
	13	Investments – program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
	16	Total assets. Add lines 1 through 15 (must equal line 34)	418,523.	16	454,184.
	17	Accounts payable and accrued expenses		17	339.
	18	Grants payable		18	
	19	Deferred revenue		19	
L	20	Tax-exempt bond liabilities		20	
A B	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
I L I	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
- 1	23	Secured mortgages and notes payable to unrelated third parties		23	
S S	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.		25	
	26	Total liabilities. Add lines 17 through 25	0.	26	339.
N E T		Organizations that follow SFAS 117 (ASC 958), check here ► and complete lines 27 through 29, and lines 33 and 34.			
Ą	27	Unrestricted net assets		27	
SETS	28	Temporarily restricted net assets.		28	
	29	Permanently restricted net assets		29	
or F		Organizations that do not follow SFAS 117 (ASC 958), check here ► X and complete lines 30 through 34.			
F020	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
Ĺ	32	Retained earnings, endowment, accumulated income, or other funds	418,523.	32	453,845.
BALAZOEの	33	Total net assets or fund balances		33	453,845.
5	34	Total liabilities and net assets/fund balances.	418,523.	34	454,184.
BA	Α				Form 990 (2012)

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Pa	t XI Reconciliation of Net Assets			
	Check if Schedule O contains a response to any question in this Part XI.			
1	Total revenue (must equal Part VIII, column (A), line 12).	1	8,035,	883.
2	Total expenses (must equal Part IX, column (A), line 25).	2	8,000,	
3	Revenue less expenses. Subtract line 2 from line 1	3		322.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	418,	
5	Net unrealized gains (losses) on investments.	5		
6	Donated services and use of facilities	6		
7	Investment expenses	7	<u>'</u>	
8	Prior period adjustments	8		
9	Other changes in net assets or fund balances (explain in Schedule O)	9		0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33,			
		10	453,	<u>845.</u>
Pai	t XII Financial Statements and Reporting			
	Check if Schedule O contains a response to any question in this Part XII.			
			Yes	No
1	Accounting method used to prepare the Form 990: X Cash Accrual Other			
	If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.	,		
2 2	Were the organization's financial statements compiled or reviewed by an independent accountant?		2 a	X
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed separate basis, consolidated basis, or both:			
	Separate basis Consolidated basis Both consolidated and separate basis			2
ŀ	Were the organization's financial statements audited by an independent accountant?		2 b	X
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separat basis, consolidated basis, or both:	е		
	Separate basis Consolidated basis Both consolidated and separate basis			
(If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		2 c	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3 8	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		3 a	X
ŀ	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		3 b	
BAA			Form 990	(2012)

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

PUBLIC DISCLOSURE COPY

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No. 1545-0047

2012

Name of the organization		Employer identification number
Wisconsin Club for Growt	11-3723921	
Organization type (check one):		
Filers of:	Section:	
Form 990 or 990-EZ	\boxed{X} 501(c)($\boxed{4}$) (enter number) org	anization
	4947(a)(1) nonexempt charitable to	rust not treated as a private foundation
	☐ 527 political organization	
Form 990-PF	501(c)(3) exempt private foundation	on
	4947(a)(1) nonexempt charitable to	rust treated as a private foundation
	501(c)(3) taxable private foundatio	•
		· · ·
Check if your organization is covered	ov the General Rule or a Special Rule	
,	,	Canada Dula and a Canada Dula Can instructions
Note. Only a section 501(c)(7), (8), or	(10) organization can check boxes for both the t	General Rule and a Special Rule. See instructions.
General Rule		
X For an organization filing Form 990, 9 contributor. (Complete Parts I and	990-EZ, or 990-PF that received, during the year, \$5	6,000 or more (in money or property) from any one
contributor. (complete i arts i and	··· <i>y</i>	
Special Rules		
<u> </u>	n filing Form 000 or 000 E7 that mot the 22 1/2	9/ support tost of the regulations under costions
509(a)(1) and $170(b)(1)(A)(vi)$ and	received from any one contributor, during the yi 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1	% support test of the regulations under sections ear, a contribution of the greater of (1) \$5,000 or . Complete Parts I and II.
For a section 501(c)(7), (8), or (10) c	rganization filing Form 990 or 990-EZ that received	from any one contributor, during the year,
total contributions of more than \$1 the prevention of cruelty to childre	,000 for use exclusively for religious, charitable, n or animals. Complete Parts I, II, and III.	scientific, literary, or educational purposes, or
,	rganization filing Form 990 or 990-EZ that received	from any one contributor, during the year
contributions for use exclusively for r	eligious, charitable, etc, purposes, but these contribi	outions did not total to more than \$1,000.
purpose. Do not complete any of the	total contributions that were received during the year parts unless the General Rule applies to this organic	ization because it received nonexclusively
	ions of \$5,000 or more during the year	
Caution: An organization that is not covered by the	ne General Rule and/or the Special Rules does not file Schedu	de B (Form 990, 990-F7, or 990-PF), but it must
answer 'No' on Part IV, line 2, of its Form 990	; or check the box on line H of its Form 990-EZ or on Part	t I, line 2, of itsForm 990-PF, to certify that it does not
meet the filing requirements of Sched	IIe B (Form 990, 990-EZ, or 990-PF).	
BAA For Paperwork Reduction Act N	otice, see the Instructions for Form 990, 990F7	 Schedule B (Form 990, 990-F7, or 990-PF) (2012

or 990-PF.

Name of org	panization	<u>'</u>	Employer identification number
Wiscon	nsin Club for Growth, Inc.		11-3723921
Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is neede	d.	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributio	(d) Type of contribution
1		\$100	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributio	(d) Type of contribution
2		\$560	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributio	(d) Type of contribution
3		\$100	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributio	(d) Type of contribution
4		\$87	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributio	(d) Type of contribution
5			Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributio	(d) Type of contribution ns
6		\$2 <u>5</u>	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
BAA	TEEA0702L 11/30/12	Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Page 1 of 17 of Part 1

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012)

Page 2 of

Employer identification number

17 of **Part 1**

Wisconsin Club for Growth, Inc.

11-3723921

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ <u>108,975.</u>	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8		\$20,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
9		\$60,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
10		\$200,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
11		\$ <u>5,000</u> .	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
12		\$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)

Schedule Name of org	B (Form 990, 990-EZ, or 990-PF) (2012)	Page	3 of 17 of Part 1
_	nsin Club for Growth, Inc.	1 . ,	723921
Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is no	eeded.	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13_		\$\$15,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
14_		\$5,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>15</u>		\$\$ <u>15,000</u> .	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
16_		\$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
17		\$\$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution

18

25,000.

Person

Payroll

Noncash

(Complete Part II if there is a noncash contribution.)

Wisconsin Club for Growth, Inc.

11-3723921

17 of **Part 1**

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed	i.	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19_		\$25,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
20		\$50,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
21_		\$75,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
22_		\$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
23_		\$15,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
24		\$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)

raiti	Contributors (see instructions). Ose duplicate copies of Part I if additional space is needed	•	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25		\$25,000.	Person X Payroll Noncash (Complete Part II if there is
			à noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
26		\$35,000.	Person X Payroll Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
27		\$50,000.	Person X Payroll Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
28		\$ <u>5,000.</u>	Person X Payroll Noncash
			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>29</u>		\$5,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
30		\$60,000.	
		-	(Complete Part II if there is a noncash contribution.)

Schedule	B (Form 990, 990-EZ, or 990-PF) (2012)		Page	6 of identification number	17 of Part 1
•	asin Club for Growth, Inc.		' '	23921	er
Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed	ed.			
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of con	tribution
31		\$ -	5,000.	Person X Payroll Noncash (Complete Part a noncash cont]] : II if there is
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of con	tribution
32		- - - -	5,000.	Person X Payroll Noncash (Complete Part a noncash cont]] t II if there is
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of con	tribution
33		- \$ -	10,000.	Person X Payroll Noncash (Complete Part a noncash cont]] t II if there is
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of con	itribution
34_		- - - -	20,000.	Person Payroll Noncash (Complete Par a noncash con	t II if there is
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of cor) ntribution
35		- \$ -	10,000.	Person Yayroll Noncash (Complete Para noncash con	
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of cor) ntribution

36

10,000.

Person

Payroll

Noncash

X

(Complete Part II if there is a noncash contribution.)

Schedule	B (Form 990, 990-EZ, or 990-PF) (2012)	Page	7 of 17 of Part 1
9	nsin_Club_for Growth, Inc.		723921
Part I	Contributors (see instructions). Use duplicate copies of Part Lif additional space is neede	d.	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37_		\$25,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
38		\$ <u>5,000</u> .	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
39_		\$150,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
40		\$25,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
41		\$25,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
42		\$ 5,000.	Person X Payroll Noncash Complete Part II if there is a noncash contribution.)
ВАА	TEEA0702L 11/30/12	Schedule B (Form 99	0, 990-EZ, or 990-PF) (2012)

	B (Form 990, 990-EZ, or 990-PF) (2012)		Page	8 of	17 of Part 1
Name of orga			1 ' "	r identification n	umber
	Sin Club for Growth, Inc.		111-3	723921	
	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed				
(a) Number	(b) Name, address, and ZIP + 4	(c Tot contrib	tal utions	Type of	(d) contribution
43		\$	5,000.		X Part II if there is contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c Tot contrib	:) tal utions	Type of	(d) contribution
44		\$1	100,000.		X Part II if there is contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c Tot contrib	:) tal utions	Type of	(d) contribution
45		\$	20,000.	Person Payroll Noncash (Complete a noncash	X Part II if there is contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c To contrib	c) tal outions	Type of	(d) contribution
46		\$	<u>5,000.</u>	Person Payroll Noncash (Complete a noncash	X Part II if there is contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c To contrib	c) tal outions	Type of	(d) contribution
47		\$	7,500.		X Part II if there is contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c To contrib	c) tal outions	Type of	(d) contribution

48

5<u>,</u>000.

Person

Payroll

Noncash

X

(Complete Part II if there is a noncash contribution.)

			(Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
54		\$5,000.	Person X Payroll Noncash
			(Complete Part II if there is a noncash contribution.)

Payroll

Noncash

15,000.

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Employer identification number

17 of **Part 1**

Name of organization Wisconsin Club for Growth, Inc.

11-3723921

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55		\$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>56</u>		\$100,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>57</u>		\$ 50,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
58		\$150,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
59		\$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
60		\$250,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)

	B (Form 990, 990-EZ, or 990-PF) (2012)	Page	11 of 17 of Part 1
Name of orga	asin Club for Growth, <u>Inc.</u>	1 ' -	723921
	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed	<u>.</u> 1.	
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
61		\$ 15,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
62		\$ 300,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
63		\$5,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
64		\$ 15,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
65_		\$ 5,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Numbe	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
66		\$ 5,000	(Complete Part II if there is
			a noncash contribution.)

TEEA0702L 11/30/12

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Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012)

Schedule B (Form 990	, 990-EZ, or 990-PF) (2012)		Page 12 of	17 of Part 1
Name of organization			Employer identification nu	mber
	for Growth, Inc.		11-3723921	
Part I Contributo	rs (see instructions). Use duplicate copies of Part I if additional s	pace is needed.		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributi	Type of c	(d) ontribution
67		\$1	Person Payroll Noncash (Complete Pa noncash c	xart II if there is ontribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributi	Type of c	(d) ontribution
68		\$\$	Person Payroll Noncash (Complete Fa noncash c	X Cart II if there is ontribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributi	Type of d	(d) contribution
69		\$ 5	Person Payroll Noncash (Complete Fa noncash c	art II if there is ontribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contribut	Type of c	(d) contribution
70		\$2	Person Payroll Noncash (Complete Fa noncash of	X

(a) Number

71

(a) Number

72

(b) Name, address, and ZIP + 4

(b) Name, address, and ZIP + 4 (d) Type of contribution

X

(Complete Part II if there is a noncash contribution.)

(d) Type of contribution

X

(Complete Part II if there is a noncash contribution.)

Person

Payroll

Person

Payroll

Noncash

Noncash

(c) Total contributions

(c) Total contributions

10,000.

12,500.

Page

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17 of **Part 1**

Name of organization

Wisconsin Club for Growth, Inc.

Employer identification number
11-3723921

Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
73		\$ <u>5,000</u> .	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
74		\$25,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
75		\$5,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
76_		\$50,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
77		\$50,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
78		\$25,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)

Wisconsin Club for Growth, Inc.

11-3723921

17 of **Part 1**

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
85		\$50,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
86		\$1,000,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
87		 \$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
88		\$32,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
89		\$ 250,000	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
90		\$\$ <u>25,000</u>	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
ВАА	TEEA0702L 11/30/12	Schedule B (Form 9	990, 990-EZ, or 990-PF) (2012

Schedule	B (Form 990, 990-EZ, or 990-PF) (2012)		Page	14 of 17 of Part 1
_	nsin Club for Growth, Inc.			r identification number 723921
Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed	i.		
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of contribution
79_		\$_	50,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of contribution
80		\$_	10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of contribution
81		\$_	10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of contribution
82		\$_	5,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4		(c) Total contributions	(d) Type of contribution
83_		\$	880.000.	Person X Payroll Noncash

(a) Number

84

(b) Name, address, and ZIP + 4

Person

Payroll

Noncash

(c) Total contributions

100,000.

(Complete Part II if there is a noncash contribution.)

(d) Type of contribution

X

(Complete Part II if there is a noncash contribution.)

Schodula P (Farm 990	990-EZ, or 990-PF) (2012)		Page	16 of	17 of Part 1
Name of organization	, 990-EZ, 01 990-PF) (2012)			r identification num	
Wisconsin Club	for Growth, Inc.		11-3	723921	
Part I Contributo	rs (see instructions). Use duplicate copies of Part I if additional s	pace is needed.			
(a) Number	(b) Name, address, and ZIP + 4	T	(c) otal ibutions	Type of co	d) ontribution
91		\$ 	5,000.	Payroll Noncash	X Dart II if there is ontribution.)
(a) Number	(b) Name, address, and ZIP + 4	T contr	(c) otal ibutions	Type of co	d) ontribution
92		\$\$	50,000.	Person Payroll Noncash (Complete Payroncash or complete Payroncash o	art II if there is ontribution.)
(a) Number	(b) Name, address, and ZIP + 4	conti	(c) 「otal ributions	Type of c	d) ontribution
93		\$\$	5,000.	Person Payroll Noncash (Complete Panoncash co	art II if there is ontribution.)
(a) Number	(b) Name, address, and ZIP + 4	cont	(c) Fotal ributions	Type of c	d) ontribution
94		\$\$	25,000.	Person Payroll Noncash (Complete Pa noncash complete)	art II if there is ontribution.)

		\$75,000.	Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
96		\$10,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)

(a) Number

95

(b) Name, address, and ZIP + 4 (c) Total contributions (d) Type of contribution

X

Person

Payroll

Schedule	B (Form 990, 990-EZ, or 990-PF) (2012)	Page	17 of 17 of Part 1
	sin Club for Growth, Inc.		723921
Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed		
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
97		\$5,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
98		\$15,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
99		\$100,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
100		\$165,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
101		\$425,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution

Person Payroll Noncash

(Complete Part II if there is a noncash contribution.)

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1 to 1 of Part II
Employer identification number

Name of organization
Wisconsin Club for Growth, Inc.

BAA

11-3723921

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012)

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed. (a) No. from Part I (b)
Description of noncash property given (d) Date received (c) FMV (or estimate) (see instructions) N/A (a) No. from Part I (b) Description of noncash property given (c) FMV (or estimate) (see instructions) (d) Date received (b)
Description of noncash property given (d) Date received (a) No. (c) FMV (or estimate) (see instructions) from Part I \$ (a) No. from (d) Date received (c) FMV (or estimate) (see instructions) (b)
Description of noncash property given Part I (d) Date received (b)
Description of noncash property given (c) FMV (or estimate) (see instructions) (a) No. from Part I (b)
Description of noncash property given (c) FMV (or estimate) (see instructions) (d) Date received (a) No. from Part I

1 of Part III

Name of organization

Employer identification number

Wisconsin Club for Growth, Inc. 11-3723921

N/A

	Tose duplicate copies of Fart III il additional :		
(a) lo. from Part l	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	Transferee's name, addres:	(e) Transfer of gift s, and ZIP + 4	Relationship of transferor to transferee
(a) . from Part l	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, addres	(e) Transfer of gift s, and ZIP + 4	Relationship of transferor to transferee
(a) . from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, addres	(e) Transfer of gift s, and ZIP + 4	Relationship of transferor to transferee
(a) o. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	Transferee's name, addres	(e) Transfer of gift s, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service Complete if the organization answered 'Yes' to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Open to Public Inspection

Microscin Clark for Cross	h Tna				,	11–372392	
Wisconsin Club for Growt Fundraising Activities. Com		nization a	neworod '\	Voc' to Form 990 Part			1
Part I Form 990-EZ filers are not re	equired to comp	olete this p	art.	res to roini 990, Fait	IV, IIIIE I	/.	
1 Indicate whether the organization				owing activities. Check	all that a	ipply.	
a Mail solicitations			е	Solicitation of non-	-governme	ent grants	
b Internet and email solicitation	IS		f	Solicitation of gove	ernment q	ırants	
c Phone solicitations			g	片 。	-		
d In-person solicitations			9		,		
L.,	or oral agreemen	it with any i	ndividual (i	inaludina officera, directo	ve truetoe	oc or kov	
2a Did the organization have a written employees listed in Form 990, Pa	rt VII) or entity	in connect	tion with p	rofessional fundraising	services	?	Yes X No
b If 'Yes,' list the ten highest paid indi compensated at least \$5,000 by t	viduals or entities	s (fundraise					
(i) Name and address of individual	(ii) Activity	(iii) Did	fundraiser	(iv) Gross receipts	(v) Am	ount paid to	(vi) Amount paid to
or entity (fundraiser)		have custo	dy or control ributions?	from activity	(or re	etained by) iser listed in	(or retained by) organization
		01 00110	ibutions:			lumn (i)	organization
		Yes	No		1		
1							
1							
2							
3							
4							
5							
6					<u> </u>		
7							
8							
9							
10							
					-		
Total. 3 List all states in which the organizat	ion is registered	or licensed	to solicit o	ontributions or has been	i _notified_it	is exempt from	0.
or licensing.	ion is registered	or necrised	to soner c	ontribations of has been	notinea it	15 exempt from	rregistration
			. 				

art	mai	draising Events. Complete if the re than \$15,000 of fundraising exevents with gross receipts great	ter than \$5,000.	(b) Event #2	(c) Other events	(d) Total events
			(a) Event #1	(b) Event #2	None	(add column (a) through column (c)
			(event type)	(event type)	(total number)	
	1 Gro	ss receipts				
		s: Charitable contributions				
-		ss income (line 1 minus line 2)				
	4 Cas	sh prizes				
	5 Nor	ncash prizes				
2	6 Rer	nt/facility costs				
	7 Foo	od and beverages				
[8 En	tertainment				
		ner direct expenses				
	11 Ne	ect expense summary. Add lines 4 through tincome summary. Combine line 3, columning. Complete if the organization	imn (d) and line 10.			•
	\$1	5,000 on Form 990-EZ, line 6a.				
				1 4 2 5 11 1 1 1 1 1 1	() () ()	(d) Total gamino
R E V E			(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add column (a) through column (c)
		oss revenue	(a) Bingo	`bingo/progressive	(c) Other gaming	(add column (a)
	2 Ca	oss revenue	(a) Bingo	`bingo/progressive	(c) Other gaming	(add column (a)
REVENUE	2 Ca	oss revenuesh prizes	(a) Bingo	`bingo/progressive	(c) Other gaming	(add column (a)
EXPERSE	2 Ca 3 No 4 Re	oss revenue	(a) Bingo	`bingo/progressive		(add column (a)
EXPERSE	2 Ca 3 No 4 Re 5 Of	oss revenuesh prizes	Yes 8	bingo/progressive bingo	(c) Other gaming Yes % No	(add column (a)
EXPERSE	2 Ca 3 No 4 Re 5 Of	oss revenue	Yes %	bingo/progressive bingo Yes% No	Yes %	(add column (a)
EXPENSE	2 Ca 3 No 4 Re 5 Of 6 Vo 7 Di	oss revenue on-cash prizes ent/facility costs ther direct expenses plunteer labor prect expense summary. Add lines 2 through	Yes % No	bingo/progressive bingo	Yes %	(add column (a)
EXPERSE	2 Ca 3 No 4 Re 5 Of 6 Vo 7 Di	oss revenue	Yes % No	bingo/progressive bingo	Yes %	(add column (a)
EXPERSES 9	2 Ca 3 No 4 Re 5 Of 6 Vo 7 Di 8 No Enter t	oss revenue on-cash prizes ent/facility costs ther direct expenses plunteer labor prect expense summary. Add lines 2 through	Yes % No ough 5 in column (d) and the series gaming activities in each of	Yes % No d line 7ties:	Yes %	(add column (a through column (c)
EXPENSES 9	2 Ca 3 No 4 Re 5 OI 6 Vo 7 Di 8 N Enter t a Is the a b If 'No,'	oss revenue	Yes % No Sough 5 in column (d) and erates gaming activities in each of activities activ	Yes % No d line 7. ties:	Yes % No	(ádd column (a through column (c)

Sche	dule G (Form 990 or 990-EZ) 2012 Wisconsin Club for Growth, Inc.	11-3723921	Page 3
	Does the organization operate gaming activities with nonmembers?	Yes	No
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	Yes	No
13	Indicate the percentage of gaming activity operated in:	1 1	
а	The organization's facility		%
	An outside facility.		~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~
14	Enter the name and address of the person who prepares the organization's gaming/special events books and recor	us:	
	Name •		
	Address •		
	Does the organization have a contact with a third party from whom the organization receives gaming rever If 'Yes,' enter the amount of gaming revenue received by the organization \$ and		No
Ü	of gaming revenue retained by the third party • \$		
С	If 'Yes,' enter name and address of the third party:		
	Name •		7
	Address •		
16	Gaming manager information:		
	Name •		
	Gaming manager compensation ► \$		
	Description of services provided		
	☐ Director/officer ☐ Employee ☐ Independent contractor		
17	Mandatory distributions		
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?		No
b	Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent		
	organization's own exempt activities during the tax year > \$	TE D. A. L. V.	Ol-
Par	TIV Supplemental Information. Complete this part to provide the explanations requir columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as app this part to provide any additional information (see instructions).	ed by Part I, line licable. Also com	20, iplete

ВАА	TEEA3703L 01/07/13 Schedu	le G (Form 990 or 990	-EZ) 2012

Form 886	8 (Rev 1-2013)				Page 2
• If you	are filing for an Additional (Not Automatic) 3-Mo	onth Extension	n, complete only Part II and check	k this box	> X
Note. Only	y complete Part II if you have already been gran	ted an automa	itic 3-month extension on a previ	ously filed Form 8868.	
	are filing for an Automatic 3-Month Extension, o				
Part II	Additional (Not Automatic) 3-Month	Extension	of Time. Only file the origin	nal (no copies needed)	
			Enter filer'	s identifying number, see ins	tructions
	Name of exempt organization or other filer, see instructions.			Employer identification number (EIN) or
Type or					
print	Wisconsin Club for Growth, Ir			11-3723921	
File by the	Number, street, and room or suite number. If a P.O. box, see	instructions.		Social security number (SSN)	
extended due date for	Jed Sanborn CPA, LLC				
filing your return. See	8426 Red Granite Road				
instructions.	City, town or post office, state, and ZIP code. For a foreign ac	idress, see instruct	ions.		
	Madison, WI 53719				
Enter the	Return code for the return that this application is	s for (file a se	parate application for each return) <i>.</i>	01
Application Is For	on	Return Code	Application Is For		Return Code
	or Form 990-EZ	01			196 E. V V V V V V V V
Form 990		02	Form 1041-A	A THE CANNET IN CO. TO SERVICE SECTION OF SEC	######################################
) (individual)	03	Form 4720		09
Form 990		04	Form 5227		10
	-T (section 401(a) or 408(a) trust)	05	Form 6069		11
	-T (trust other than above)	06	Form 8870		12
If theIf thiswhole gro	organization does not have an office or place of is for a Group Return, enter the organization's foup, check this box • If it is for part of the	our digit Group	Exemption Number (GEN)		is for the
	the extension is for. quest an additional 3-month extension of time ur	ntil 11/15	. 20 13.		
5 For 6 If th	calendar year 2012 , or other tax year beging tax year entered in line 5 is for less than 12 m. Change in accounting period	nning	, 20, and ending reason:	Final return	- '
	te in detail why you need the extension Mo terials needed to complete the				d
non	is application is for Form 990-BL, 990-PF, 990-T refundable credits. See instructions	<u> </u>	·····	8a \$	
pay	iis application is for Form 990-PF, 990-T, 4720, om ments made. Include any prior year overpaymen In Form 8868.	it allowed as a	credit and any amount paid prev	viously 🗀 🗀 .	
c Bala EFT	ance due. Subtract line 8b from line 8a. Include PS (Electronic Federal Tax Payment System). S	your payment See instruction	with this form, if required, by using	ng 8c\$	
	Signature and Veri	fication mu	st be completed for Part II	only.	
Under penall correct, and	ties of perjury, I declare that I have examined this form, including complete, and that I am authorized to prepare this form.			ny knowledge and belief, it is true,	
Signature •	► Title	► Secret	ary/Treasurer	Date ►	
BAA		FIFZ0502L	01/21/13	Form 8868 (Rev 1-2013)

OMB No. 1545-0047 11-3723921 Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 or 22.

Attach to Form 990. Grants and Other Assistance to Organizations, Governments, and Individuals in the United States Part I General Information on Grants and Assistance Wisconsin Club for Growth, Department of the Treasury Internal Revenue Service Name of the organization SCHEDULE I (Form 990)

2012

Open to Public Inspection

Employer identification number

% ⊠

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' to 990, Part IV, line 21 for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed. 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Form 990, Part IV, line 21 for any recipient that received the control of the con	or any recipient	ו ווומו ופרפואכת וו				to Containing of	(h) Purnose of grant
1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	or assistance
(1) Alliance for Self Governance_							
P.O. Box 20048		501 (c) (4)	450,000.	0.			
(2) American Federation of Childr							Education and
1660 L Street NW, Suite 1000		501(c) (4)	250,000.	0.			Mobilization
(3) Citizens for A Strong							Education and
 		501(c)(4)	2,020,000.	0.			Mobilization
WI 0000							
lashington Ave		501(c) (4)	2,984,000.	0.			
ν, WI 5.							
(9)							
6							
(8)							
3 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table	(3) and government	t organizations lister	d in the line 1 table				
	of the line 1 table	of table					

Schedule I (Form 990) (2012)

3 Enter total number of other organizations listed in the line 1 table.......BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

SCHEDULE O (Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

Name of the organization Employer identification number Wisconsin Club for Growth, Inc. 11-3723921 Form 990, Part VI, Line 8 - Explanation of No Contemporaneously Documentation of Meetings Wisconsin Club for Growth, Inc. does not have any committees. Therefore, there is not documentation of meetings held or written actions undertaken by committees with authority to act on behalf of the governing body. Form 990, Part VI, Line 11b - Form 990 Review Process Officers of the Organization conduct a review of Form 990 concurrently with the preperation by a certified public accuntant. Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available The organization does not make its governing documents or financial information available to the public. The organization does not have a written conflict of interest policy.

Form **8868**

(Rev January 2013)

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury Internal Revenue Service File a separate application for each return. If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box . . . X If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form). Do not complete Part II unless you have already been granted an automatic 3-month extention on a previously filed Form 8868. Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits. Automatic 3-Month Extension of Time. Only submit original (no copies needed). A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only. All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns. Enter filer's identifying number, see instructions Name of exempt organization or other filer, see instructions. Employer identification number (EIN) or Type or print 11-3723921 Wisconsin Club for Growth, Social security number (SSN) Number, street, and room or suite number. If a P.O. box, see instructions File by the due date for 1223 W. Main Street #304 filing your return. See City, town or post office, state, and ZIP code. For a foreign address, see instructions. instructions Sun Prairie, WI 53590 Enter the Return code for the return that this application is for (file a separate application for each return)..... Application Is For Application Is For Return Return Code Code Form 990-T (corporation) 07 Form 990 or Form 990-EZ 01 Form 990-BL 02 Form 1041-A 08 03 Form 4720 09 Form 4720 (individual) 10 Form 990-PF 04 Form 5227 Form 990-T (section 401(a) or 408(a) trust) 05 Form 6069 11 Form 990-T (trust other than above) Form 8870 12 The books are in the care of ► <u>Eleanore C. Hawley</u> Telephone No. ► (608) 824-9698 FAX No. ► If the organization does not have an office or place of business in the United States, check this box...... If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, the extension is for. I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time 8/15 , 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for: X calendar year 20 12 or tax year beginning ____, and ending

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any

c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.....

Change in accounting period

nonrefundable credits. See instructions...

If the tax year entered in line 1 is for less than 12 months, check reason:

payments made. Include any prior year overpayment allowed as a credit....

0.

0.

0.

Final return

3 a | \$

3 b | \$

Initial return

EXHIBIT I

Department of the Treasury

Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements Internal Revenue Service A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012 D Employer identification number B Check if applicable Citizens for a Strong America Inc Address change 27-1204594 Doing Business As Name change Initial return Number and street (or P O box if mail is not delivered to street address) Room/suite E Telephone number Terminated (608)831-2974 Amended return City or town, state or country, and ZIP + 4 Columbus, WI 53925 Application pending **G** Gross receipts \$ 2,048,000 Name and address of principal officer **H(a)** Is this a group return for ┌ Yes 🗸 No affiliates? **H(b)** Are all affiliates included? ☐ Yes ☑ No If "No," attach a list (see instructions) Tax-exempt status H(c) Group exemption number 🕨 Website: ► http://citizensforamerica.net/ L Year of formation 2010 M State of legal domicile WI Part I Summary Briefly describe the organization's mission or most significant activities To promote and conduct research on public policies that reduce tax burdens on families, increase public safety, and protect the rights of parents to make decisions about their childrens medical, psychological and educational well-being Activities & Governance 2 Check this box 🛏 if the organization discontinued its operations or disposed of more than 25% of its net assets 3 Number of voting members of the governing body (Part VI, line 1a) . . 4 4 4 Number of independent voting members of the governing body (Part VI, line 1b) . 5 0 Total number of individuals employed in calendar year 2012 (Part V, line 2a) . Total number of volunteers (estimate if necessary) 6 **7a** Total unrelated business revenue from Part VIII, column (C), line 12 7a 0 **b** Net unrelated business taxable income from Form 990-T, line 34 **Prior Year Current Year** 4,620,025 2.048.000 Contributions and grants (Part VIII, line 1h) . 0 Program service revenue (Part VIII, line 2g) . 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) . 0 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 0 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12 4,620,025 2,048,000 Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . 1,579,035 818,000 13 14 Benefits paid to or for members (Part IX, column (A), line 4) 0 Salaries, other compensation, employee benefits (Part IX, column (A), lines 15 Expenses 0 5-10)16a Professional fundraising fees (Part IX, column (A), line 11e) . . 0 b Total fundraising expenses (Part IX, column (D), line 25) \blacktriangleright 3,078,436 641,262 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) 4,657,471 1,459,262 19 Revenue less expenses Subtract line 18 from line 12 -37,446 588,738 Assets or d Balances **Beginning of Current End of Year** 20 25,604 614,342 Total assets (Part X, line 16) . . 21 Total liabilities (Part X, line 26) 0 22 Net assets or fund balances Subtract line 21 from line 20 25,604 614,342 Signature Block Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge 2013-10-03 Signature of officer Date Sign Here Valerie Johnson Treasurei

Firm's name F Jed Sanborn CPA LLC

Firm's address ► 8426 Red Granite Road

Madison, WI 53719

May the IRS discuss this return with the preparer shown above? (see instructions) $\,$.

Type or print name and title

George Sanborn CPA

Paid

Preparer

Use Only

Print/Type preparer's name

Check 🔽 ıf

Firm's EIN 🕨

self-employed

Phone no (608) 576-8164

P00200160

Date

Preparer's signature

✓ Yes ☐ No

Part	Ш	Statement of Program S Check if Schedule O contains				
1	Briefl	y describe the organization's m	ission			
		and conduct research on public nake decisions about their child			les, increase public safety, and pronal well-being	otect the rights of
	D. J. I.			bl		
2	the pr	e organization undertake any s ior Form 990 or 990-EZ? .				┌ Yes ┌ No
3		s," describe these new services e organization cease conductin		nt changes in how it co	onducts, any program	
	servi	es?				☐ Yes ☑ No
4	Descr expen		service accomplishn 1 (c)(4) organizations	s are required to repor	rree largest program services, as r t the amount of grants and allocat	
4a	(Code	e) (Expenses \$	1,430,543	ıncludıng grants of \$) (Revenue \$)
	welfa		ipport to pro-life and pro		ce decisions regarding the medical, psycho izations Issue research regarding citizen o	
4b	(Code	e) (Expenses \$		including grants of \$) (Revenue \$)
4c	(Code	e) (Expenses \$		ıncludıng grants of \$) (Revenue \$)
4d		r program services (Describe ii	•			
		enses \$	including grants o	f \$) (Revenue \$)
4e	Tota	l program service expenses ►	1,430,543			

Part IV Checklist of Required Schedules

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

Dar	t IV Checklist of Required Schedules (continued)			
	· · · · · · ·			
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		Νo
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If</i> "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part			
	<i>IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
C	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		No
29	Did the organization receive more than $$25,000$ in non-cash contributions? If "Yes," complete Schedule M	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? <i>If</i> "Yes," complete Schedule R, Part I	33		No
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section $512(b)(13)$? If "Yes," complete Schedule R, Part V, line 2	35b		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38		No

C. I	Statements Regarding Other 1RS Fillings and Tax Compliance			
	Check if Schedule O contains a response to any question in this Part V		Yes	l No
.a	Enter the number reported in Box 3 of Form 1096 Enter -0 - if not applicable 1a 3		1.03	.40
	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable 1b 0	_		
	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable	1		
	gaming (gambling) winnings to prize winners?	1c		No
a	Tax Statements, filed for the calendar year ending with or within the year covered by this return	,		
)	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		No
a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	За		l No
	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		N
	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		No
,				
	If "Yes," enter the name of the foreign country - See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		N
	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			N
		5b		<u>```</u> `
	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		1
a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	Yes	
)	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	Yes	
	Organizations that may receive deductible contributions under section 170(c).			
	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		
	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to			
	file Form 8282?	7c		
		1		
	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit			
	contract?	7e 7f		
	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as	-		
	required?	7g		
l	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			
		8		N
	Sponsoring organizations maintaining donor advised funds.			
	Did the organization make any taxable distributions under section 4966?	9a	-	N
	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		N
	Section 501(c)(7) organizations. Enter Instruction foce and capital contributions included on Part VIII. line 12			
	Initiation fees and capital contributions included on Part VIII, line 12	-		
	Section 501(c)(12) organizations. Enter			
	Gross income from members or shareholders			
	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	1		
1	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		N
)	If "Yes," enter the amount of tax-exempt interest received or accrued during the year			
	Section 501(c)(29) qualified nonprofit health insurance issuers.	1		1
I	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O	13a		N
)	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans			
:	Enter the amount of reserves on hand			1
ì	Did the organization receive any payments for indoor tanning services during the tax year?	14a		N
	If "Yes " has it filed a Form 720 to report these payments? If "No " provide an explanation in Schedule O	14h	i –	

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Se	ction A. Governing Body and Management			
_			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year			
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O			
b	Enter the number of voting members included in line 1a, above, who are independent			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	5		No
6	Did the organization have members or stockholders?	6		Νo
	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		No
	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		N o
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
	The governing body?	8a	Yes	
	Each committee with authority to act on behalf of the governing body?	8b		No
	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No
Se	ection B. Policies (This Section B requests information about policies not required by the Internal R	evenu		
40-	Diddhaanaanahan harradahan harradaa anaffilahaa	10-	Yes	No
	Did the organization have local chapters, branches, or affiliates?	10a		No_
	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		No
	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a		No
	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		No
	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c		No
13	Did the organization have a written whistleblower policy?	13		No
14	Did the organization have a written document retention and destruction policy?	14		No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
	The organization's CEO, Executive Director, or top management official	15a		No
b	Other officers or key employees of the organization	15b		No
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		
Se	ction C. Disclosure			
17	List the States with which a copy of this Form 990 is required to be filed▶			
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)			

Own website Another's website V Upon request Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

State the name, physical address, and telephone number of the person who possesses the books and records of the organization 20 ►Valerie Johnson N1730 North Lost Lake Road Randolph, WI (920) 326-5554

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated **Employees, and Independent Contractors**

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter - 0 - in columns (D), (E), and (F) if no compensation was paid
 - List all of the organization's current key employees, if any See instructions for definition of "key employee"
- ◆ List the organization's five current highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's former officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- ◆ List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

▼ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) A verage hours per week (list any hours for related organizations below dotted line)	more pers	than on is	one bot ecto	not box h ar or/tr	c uffice Highest compensated	ess er	(D) Reportable compensation from the organization (W- 2/1099- MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
(1) Jessika Stauffacher	5 00	х						0	0	0
Director (2) Magning Marschmann	0 00			_			_			
(2) Virginia Marschmann	5 00	х						0	0	0
Director (3) John Connors	0 00 5 00									
President	0 00	Х		х				0	0	0
(4) Valerie Johnson	5 00									
Treasurer	0 00			×				0	0	0
l -										
-										
	l									Form 990 (2012)

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

(A) Name and Title	(B) Average hours per week (list any hours	more t		one l both	oox, an o	unless fficer	i	(D) Reporta compense from the	ation ne on (W-	(E) Reportable compensation from related organizations (W	,_	compensatio W- from the		
	for related organizations below dotted line)	Individual trustee or director	Institutional Trustee	Officei	Key employee	Highest compensated employee	Former	2/1099-M	1150)	2/1099-MISC)	0	rganizati relati organiza	ed	
1b Sub-Total				•			F							
c Total from continuation sheetd Total (add lines 1b and 1c) .	-		Α.	•	-	•	•							
Total number of individuals (ir \$100,000 of reportable comp	ncluding but not	lımıted				d abov	e) w	ho received	more th	I nan				
										-		Yes	No	
3 Did the organization list any for on line 1a? If "Yes," complete 5						emplo	yee,	, or highest o	ompen	sated employee	3		N.o.	
For any individual listed on lin organization and related organ	e 1a, is the sum	of repo	rtabl	e co	mpei								No	
individual5 Did any person listed on line 1	a receive or acc	rue coi	 mpen	• satio	• on fro	om an	• v unr	related organ	· ·	or individual for	4		No	
services rendered to the organ											5		No	
Section B. Independent Co	ntractors													
1 Complete this table for your fit compensation from the organization												tax year		
	(A) Name and business							T		(B) scription of services		(C Comper)	
										•	4			

\$100,000 of compensation from the organization $\blacktriangleright 0$

Form 99							Page 9
Part \	/++1	Statement of Revenue Check if Schedule O contains a res	sponse to any question	in this Part VIII .			
				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512,513,or 514
s t	1a	Federated campaigns	1a				
Contributions, Giffs, Grants and Other Similar Amounts	ь	Membership dues	1b				
ي آي	c	Fundraising events	1c				
iffs, ar 4	d	Related organizations	1d				
m ii	e	Government grants (contributions)	1e				
ons	f	All other contributions, gifts, grants, and	1f 2,048,000				
out. Her	'	sımılar amounts not ıncluded above					
真豆	g	Noncash contributions included in lines 1a-1f \$					
Contributions, Gifts, Grants and Other Similar Amounts	h	Total. Add lines 1a-1f	🗼	2,048,000			
<u> </u>			Business Code				
æm	2a						
<u> </u>	Ь						
956	C						
38	d						
Ë	e	A II abbanana ann ann ann ann ann ann ann an					
Program Service Revenue	f	All other program service revenue					
	g	Total. Add lines 2a-2f		0			
	3	Investment income (including dividend other similar amounts)		О			
	4	Income from investment of tax-exempt be		0			
	5	Royalties		0			
		(ı) Real	(II) Personal				
	6a b	Gross rents Less rental					
	c	expenses Rental income					
		or (loss)		0			
	d	Net rental income or (loss) (i) Securities	(II) O ther	o l			
	7a	Gross amount	(ii) o their				
		from sales of assets other					
	ь	than inventory Less cost or					
		other basis and sales expenses					
		Gain or (loss)		0			
	d 8a	Net gain or (loss)		0			
<u> </u>	Ga	events (not including					
Other Revenue		\$ of contributions reported on line 1c	_)				
<u> </u>		See Part IV, line 18					
Ψ	١,	Lane diment aymonoo	a				
₹	ا ر	Less direct expenses Net income or (loss) from fundraisi	b Ing events b -	0			
	9a	Gross income from gaming activiti					
		See Part IV, line 19					
	ь	Less direct expenses	a b				
	c	Net income or (loss) from gaming a		О			
	10a	Gross sales of inventory, less					
		returns and allowances .	a				
	b		b				
		Net income or (loss) from sales of	inventory 🛌	0			
		Miscellaneous Revenue	Business Code				
	11a						
	Ь						
	C	All other revenue					
	d e	All other revenue Total. Add lines 11a-11d					
			.	0			
	12	Total revenue. See Instructions	►	2 048 000		ĺ	1

2,048,000

	Check if Schedule O contains a response to any question in this Pa	rt IX			"Г
	t include amounts reported on lines 6b, , 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	818,000	818,000		
2	Grants and other assistance to individuals in the United States See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	0			
6	Compensation not included above, to disqualified persons (as defined under section $4958(f)(1)$) and persons described in section $4958(c)(3)(B)$	0			
7	Other salaries and wages	0			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9	Other employee benefits	0			
0	Payroll taxes	0			
1	Fees for services (non-employees)				
а	Management	0			
b	Legal	8,816		8,816	
С	Accounting	790		790	
d	Lobbying	0			
e	Professional fundraising services See Part IV, line 17	0			
f	Investment management fees	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	32,000	32,000		
2	Advertising and promotion	457,385	457,385		
3	Office expenses	1,539		1,539	
ŀ	Information technology	5,273	5,273		
5	Royalties	0			
5	Occupancy	15,813		15,813	
7	Travel	0			
8	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
•	Conferences, conventions, and meetings	0			
)	Interest	0			
L	Payments to affiliates	0			
2	Depreciation, depletion, and amortization	0			
3	Insurance	1,761		1,761	
4	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
а	Research	117,885	117,885		
b		<u> </u>			
С					
d					
e	All other expenses	0			
5	Total functional expenses. Add lines 1 through 24e	1,459,262	1,430,543	28,719	
6	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
	1	Cash—non-interest-bearing	25,604	1	614,342
	2	Savings and temporary cash investments		2	0
	3	Pledges and grants receivable, net		3	0
	4	Accounts receivable, net		4	0
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	0
its	6	Loans and other receivables from other disqualified persons (as defined under section $4958(f)(1)$), persons described in section $4958(c)(3)(B)$, and contributing employers and sponsoring organizations of section $501(c)(9)$ voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	0
4ssets	7	Notes and loans receivable, net		7	0
ď	8	Inventories for sale or use		8	0
	9	Prepaid expenses and deferred charges		9	0
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D 10a			
	ь	Less accumulated depreciation		10c	0
	11	Investments—publicly traded securities		11	0
	12	Investments—other securities See Part IV, line 11		12	0
	13	Investments—program-related See Part IV, line 11		13	0
	14	Intangible assets		14	0
	15	Other assets See Part IV, line 11		15	0
	16	Total assets. Add lines 1 through 15 (must equal line 34)	25,604	16	614,342
	17	Accounts payable and accrued expenses	20,004	17	014,042
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D		21	
lities	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified		-21	
Liabilit		persons Complete Part II of Schedule L		22	
Ξ	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule		25	
	26	Total liabilities. Add lines 17 through 25	0	26	0
	20	Organizations that follow SFAS 117 (ASC 958), check here ► and complete	Ŭ	20	
φ		lines 27 through 29, and lines 33 and 34.			
Ĕ	27	Unrestricted net assets		27	
<u></u>	28	Temporarily restricted net assets		28	_
<u>-</u>	29	Permanently restricted net assets		29	
Assets or Fund Balance		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ and complete lines 30 through 34.			
o o	30	Capital stock or trust principal, or current funds		30	
ě	31	Paid-in or capital surplus, or land, building or equipment fund		31	
A S	32	Retained earnings, endowment, accumulated income, or other funds	25,604	32	614,342
Š	33	Total net assets or fund balances	25,604	33	614,342
2	34	Total liabilities and net assets/fund balances	25,604	34	614.342

Par	Reconcilliation of Net Assets Check if Schedule O contains a response to any question in this Part XI				୮
1	Total revenue (must equal Part VIII, column (A), line 12)	1		2,0	048,000
2	Total expenses (must equal Part IX, column (A), line 25)	2		1,4	159,262
3	Revenue less expenses Subtract line 2 from line 1	3		Ē	588,738
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4		,	25,604
5	Net unrealized gains (losses) on investments	5			
6	Donated services and use of facilities	6			
7	Investment expenses	7			
8	Prior period adjustments	8			
9	Other changes in net assets or fund balances (explain in Schedule O)	9			
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10			514,342
Par	t XII Financial Statements and Reporting				
	Check if Schedule O contains a response to any question in this Part XII				. $ abla$
				Yes	No
1	Accounting method used to prepare the Form 990				
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		2a		Νo
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or review a separate basis, consolidated basis, or both	wed or	ן וי		
	Separate basis Consolidated basis Both consolidated and separate basis				
b	Were the organization's financial statements audited by an independent accountant?		2b		Νo
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both	arate			
	Separate basis Consolidated basis Both consolidated and separate basis				
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversigh audit, review, or compilation of its financial statements and selection of an independent accountant?	it of th	e 2c		
	If the organization changed either its oversight process or selection process during the tax year, explain is Schedule O	n			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	е	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	require	:d 3b		

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OMB No 1545-0047

DLN: 93493276003373

Department of the Treasury

Schedule I

(Form 990)

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

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22. Attach to Form 990 Internal Revenue Service **Inspection** Name of the organization **Employer identification number** Citizens for a Strong America Inc 27-1204594 **General Information on Grants and Assistance** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed. (a) Name and address of **(b)** EIN (c) IRC Code section (d) Amount of cash (e) A mount of non-(f) Method of (g) Description of (h) Purpose of grant organization ıf applıcable grant cash valuation non-cash assistance or assistance or government assistance (book, FMV, appraisal, other) (1) Wisconsin Family Actio 501(c)(4) 253,000 222 S Hamilton St Suite 23 Madison, WI 53703 (2) WI Right to Life 501(c)(4) 50.000 9730 W Bloumound Rd Ste Milwuakee, WI 53226 10,000 (3) United Sportsmen of 501(c)(4) Wisconsin PO Box 413 Waukesha, WI 53597 (4) Healthcare Compact 501(c)(4) 500,000 Alliance 3901 Courland Circle Alexandria, VA 22305 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 0

(a)Type of grant or assis	stance (b) Number recipient:	` '		assistance	thod of valuation (book, appraisal, other)	(f) Description of non-cash assistanc
Part IV Supplement mplete this part to provide the	al Information. le information required in Pa	art I, line 2, Part III, co	lumn (b), and any other a	ıddıtıonal ınformatıon		
lentifier Re	eturn Reference	Explanation				

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SCHEDULE O

As Filed Data -

DLN: 93493276003373

OMB No 1545-0047

2012

Open to Public Inspection

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

Name of the organization Citizens for a Strong America Inc

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Employer identification number

27-1204594

ldentifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	No documents available to the public
Form 990, Part VI, Line 11b	Form 990, Part VI, Line 11b Form 990 Review Process	No review was or will be conducted