FEC FORM 9

24 HOUR NOTICE OF DISBURSEMENTS/OBLIGATIONS FOR ELECTIONEERING COMMUNICATIONS

1. Individual, Organization or Qualified Nonprofit Corporation Making the Disbursement/Obligations

(a) Name: Win Back Respect

(b) Address (number and street) ☐ check if different than previously reported: 4601 Connecticut Avenue NW # 221

(c) City, State and ZIP Code: Washington DC 20008

(d) Name of Employer or Principal Place of Business: —

(e) Occupation: —

2. FEC Identification Number: C

3. Is This Statement: X New / ✓ Amended

4. Covering Period: 10 04 2004 through 10 07 2004

5. (a) Date of Public Distribution(s): 10 07 2004 (b) Communication Title: "out of Touch with Reality"

6. Is the Filer a Qualified Nonprofit Corporation under 11 CFR 114.10? Yes No X

7. Were the disbursements for the electioneering communication made exclusively from donations to a segregated bank account? Yes No X

8. Custodian of Records

(a) Name: Matthew F. Wood

(b) Address (number and street): 4601 Connecticut Avenue NW # 221

(c) City, State and ZIP Code: Washington, DC 20008

(d) Name of Employer or Principal Place of Business: Win Back Respect

(e) Occupation: Secretary/Director

9. Total Donations This Statement: 21454900

10. Total Disbursements/Obligations This Statement: 26735 45

Under penalty of perjury, I certify that this statement is true, correct and complete. In addition, if the electioneering communications reported herein were made by a corporation, I certify that the corporation is a qualified nonprofit corporation under the Commission's regulations.

TYPE OR PRINT NAME OF PERSON COMPLETING FORM: Matthew F. Wood

SIGNATURE: M. F. Wood DATE: 10/8/2004

NOTE: Submission of false, distorted or incomplete information may subject the person signing this statement to the penalties of 9 U.S.C. §§ 7(a)

FEC FORM 9 (REV. 10/2003)

FEM/N038.PDF

List of Person(s) Sharing/Exercising Control
(use additional pages as necessary)

PAGE 1 OF 1

11. Person(s) Sharing/Exercising Control

A. (a) Name
James Patrick Coy
(b) Address (number and street)
653 Galtier Street #209
(c) City, State and ZIP Code
St. Paul MN 55103
(d) Name of Employer or Principal Place of Business
Win Back Respect
(e) Occupation
President

B. (a) Name
Brian Vogt
(b) Address (number and street)
2823 Connecticut Avenue NW #711
(c) City, State and ZIP Code
Washington DC 20008
(d) Name of Employer or Principal Place of Business
Win Back Respect
(e) Occupation
Treasurer

C. (a) Name
Matthew F. Wood
(b) Address (number and street)
4601 Connecticut Avenue NW #221
(c) City, State and ZIP Code
Washington DC 20008
(d) Name of Employer or Principal Place of Business
Win Back Respect
(e) Occupation
Secretary

D. (a) Name
(b) Address (number and street)
(c) City, State and ZIP Code
(d) Name of Employer or Principal Place of Business
(e) Occupation

E. (a) Name
(b) Address (number and street)
(c) City, State and ZIP Code
(d) Name of Employer or Principal Place of Business
(e) Occupation

SCHEDULE 9-A
Donation(s) Received

A. Full Name of Donor: Christopher Finn	Mailing Address of Donor: 19 Randolph Crescent	City: London, State: GB, Zip: W9 1DP
Date of Receipt: 09 17 2004	Amount: 100000	
B. Full Name of Donor: George Soros	Mailing Address of Donor: 888 Seventh Avenue	City: New York, State: NY, Zip: 10106
Date of Receipt: 09 24 2004	Amount: 10000000	
C. Full Name of Donor: Diane Calkins	Mailing Address of Donor: 1440 Paseo de las Flores	City: Encinitas, State: CA, Zip: 92024
Date of Receipt: 10 01 2004	Amount: 100000	
D. Full Name of Donor: Jessica Schreiber	Mailing Address of Donor: 3161 Greentree Lane	City: Port Angeles, State: WA, Zip: 98362
Date of Receipt: 10 04 2004	Amount: 259900	
E. Full Name of Donor: Katharine Pillsbury	Mailing Address of Donor: 34 Carver Road	City: Newton, State: MA, Zip: 02461
Date of Receipt: 10 04 2004	Amount: 100000	

SUBTOTAL of Donations This Page (optional) ..... ▶ 10559900

TOTAL This Period (last page this line number only) ..... ▶
(carry total from last page to Line 9)

FEC FORM 9 (REV. 09/2003)

FE3ANI08.PDF

SCHEDULE 9-A
Donation(s) Received

A. Full Name of Donor: Bang Music and Sound Design Mailing Address of Donor: 16 West 18th Street, 2nd Floor City: New York State: NY Zip: 10011	Date of Receipt: 10 04 2004 Amount: 900000
B. Full Name of Donor: William Benter Mailing Address of Donor: 2901 Smallman Street #50 City: Pittsburgh State: PA Zip: 15201	Date of Receipt: 10 05 2004 Amount: 10000000
C. Full Name of Donor: Mailing Address of Donor: City: State: Zip:	Date of Receipt: Amount:
D. Full Name of Donor: Mailing Address of Donor: City: State: Zip:	Date of Receipt: Amount:
E. Full Name of Donor: Mailing Address of Donor: City: State: Zip:	Date of Receipt: Amount:

SUBTOTAL of Donations This Page (optional) →	109000.00
TOTAL This Period (last page this line number only) → (carry total from last page to Line 8)	21459900

SCHEDULE 9-B
Disbursement(s) Made or Obligation(s)

PAGE 1 of 6

A. Full Name (Last, First, Middle Initial) of Payee: Media Strategies & Research

Mailing Address of Payee: 1580 Lincoln Street #510

City: Denver State: CO Zip Code: 80203

Name of Employer: — Occupation: —

Date of Disbursement or Obligation: 10 04 2004

Amount: 500000

Communication Date: 10 04 2004

Purpose of Disbursement (including title(s) of communication(s)): Airtime and brokerage fees for "Out of Touch with Reality"

Name of Federal Candidate: George W. Bush — Office Sought: House / Senate / X President — State: DC — District: —

Disbursement/Obligation For: Primary / X General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: — District: —

Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: — District: —

Disbursement/Obligation For: Primary / General / Other (specify)

B. Full Name (Last, First, Middle Initial) of Payee: Bionic Media LLC

Mailing Address of Payee: 1375 Broadway 7th Floor

City: New York State: NY Zip Code: 10018

Name of Employer: — Occupation: —

Date of Disbursement or Obligation: 10 04 2004

Amount: 205745

Communication Date: 10 04 2004

Purpose of Disbursement (including title(s) of communication(s)): Production and editing of "Out of Touch with Reality"

Name of Federal Candidate: George W. Bush — Office Sought: House / Senate / X President — State: DC — District: —

Disbursement/Obligation For: Primary / X General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: — District: —

Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: — District: —

Disbursement/Obligation For: Primary / General / Other (specify)

SUBTOTAL of Disbursements/Obligations This Page (optional) 705745

TOTAL This Period (last page this line number only) ..... (carry total from last page to line 10)

FEC FORM 9 (REV 02/2003)

FE3A9038.PDF

SCHEDULE 9-B

PAGE 2 OF 6

Disbursement(s) Made or Obligation(s)

A. Full Name (Last, First, Middle Initial) of Payee: David Kittredge

Mailing Address of Payee: 411 West 44th Street #16

City: New York | State: NY | Zip Code: 10036

Name of Employer: Self | Occupation: Director

Date of Disbursement or Obligation: 10 04 2004

Amount: 80000

Communication Date: 10 04 2004

Purpose of Disbursement (including title(s) of communication(s)): Fee for producer/director of "Out of Touch with Reality"

Name of Federal Candidate: George W. Bush | Office Sought: House / Senate / X President | State: DC | District: | Disbursement/Obligation For: Primary / X General / Other (specify)

Name of Federal Candidate: | Office Sought: House / Senate / President | State: | District: | Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: | Office Sought: House / Senate / President | State: | District: | Disbursement/Obligation For: Primary / General / Other (specify)

B. Full Name (Last, First, Middle Initial) of Payee: Dave Ilarn

Mailing Address of Payee: 41 Watchung Plaza #124

City: Montclair | State: NJ | Zip Code: 07042

Name of Employer: Self | Occupation: Cameraman

Date of Disbursement or Obligation: 10 04 2004

Amount: 35000

Communication Date: 10 04 2004

Purpose of Disbursement (including title(s) of communication(s)): Cameraman for "Out of Touch with Reality"

Name of Federal Candidate: George W. Bush | Office Sought: House / Senate / X President | State: DC | District: | Disbursement/Obligation For: Primary / X General / Other (specify)

Name of Federal Candidate: | Office Sought: House / Senate / President | State: | District: | Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: | Office Sought: House / Senate / President | State: | District: | Disbursement/Obligation For: Primary / General / Other (specify)

SUBTOTAL of Disbursements/Obligations This Page (optional) 115200

TOTAL This Period (last page this line number only) ..... (carry total from last page to line 10)

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FCC FORM 9 (REV. 08/2003)

SCHEDULE B-6

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Disbursement(s) Made or Obligation(s)

A. Full Name (Last, First, Middle Initial) of Payee: Bionic Media LLC

Mailing Address of Payee: 1375 Broadway 7th Floor

City: New York State: NY Zip Code: 10018

Name of Employer: — Occupation: —

Date of Disbursement or Obligation: 10 04 2004

Amount: 5000.00

Communication Date: 10 04 2004

Purpose of Disbursement (Including Date(s) of Communication(s)): Aerial Footage licensing costs for "Out of Time" activity

Name of Federal Candidate: George W. Bush — Office Sought: House / Senate / President (X) — State: DC — District: ——

Disbursement/Obligation For: Primary / (X) General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: —— District: ——

Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: —— District: ——

Disbursement/Obligation For: Primary / General / Other (specify)

B. Full Name (Last, First, Middle Initial) of Payee: DC Systems

Mailing Address of Payee: P.O. Box 671242

City: Dallas State: TX Zip Code: 75367

Name of Employer: — Occupation: —

Date of Disbursement or Obligation: 10 04 2004

Amount: 200.00

Communication Date: 10 04 2004

Purpose of Disbursement (Including Date(s) of Communication(s)): Transmission of media to DC cable for "Out of Time" activity

Name of Federal Candidate: George W. Bush — Office Sought: House / Senate / President (X) — State: DC — District: ——

Disbursement/Obligation For: Primary / (X) General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: —— District: ——

Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: —— District: ——

Disbursement/Obligation For: Primary / General / Other (specify)

SUBTOTAL of Disbursements/Obligations This Page (optional) ▶ 5200.00

TOTAL This Period (last page this line number only) ▶
(carry total from last page to line 10)

FEC FORM 3 (REV 02/03)

FEC/AMDB.PDF

SCHEDULE 9-B
Disbursement(s) Made or Obligation(s)

A. Full Name (Last, First, Middle Initial) of Payee: Media Strategies & Research
Mailing Address of Payee: 1580 Lincoln Street #510
City: Denver State: CO Zip Code: 80203
Name of Employer: — Occupation: —
Date of Disbursement or Obligation: 10 07 2004
Amount: 37,000.00
Communication Date: 10 07 2004
Purpose of Disbursement (including title(s) of communication(s)): Airtime & brokerage fees for "Out of Touch with Reality"

Name of Federal Candidate: George W. Bush
Office Sought: House / Senate / X President
State: IA District: ——
Disbursement/Obligation For: Primary / X General / Other (specify)

Name of Federal Candidate:
Office Sought: House / Senate / President
State: District:
Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate:
Office Sought: House / Senate / President
State: District:
Disbursement/Obligation For: Primary / General / Other (specify)

B. Full Name (Last, First, Middle Initial) of Payee: Bionic Media LLC
Mailing Address of Payee: 1375 Broadway, 7th Floor
City: New York State: NY Zip Code: 10018
Name of Employer: — Occupation: —
Date of Disbursement or Obligation: 10 07 2004
Amount: 1,500.00
Communication Date: 10 07 2004
Purpose of Disbursement (including title(s) of communication(s)): Additional editing for "Out of Touch with Reality"

Name of Federal Candidate: George W. Bush
Office Sought: House / Senate / X President
State: IA District:
Disbursement/Obligation For: Primary / X General / Other (specify)

Name of Federal Candidate:
Office Sought: House / Senate / President
State: District:
Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate:
Office Sought: House / Senate / President
State: District:
Disbursement/Obligation For: Primary / General / Other (specify)

SUBTOTAL of Disbursements/Obligations This Page (optional) ▶ 38,500.00

TOTAL This Period (last page this line number only) ▶
(carry total from last page to Line 18)

FEC FORM 9 REV 08/2001

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SCHEDULE 9-B

Disbursement(s) Made or Obligation(s)

A. Full Name (Last, First, Middle Initial) of Payee: DG Systems

Mailing Address of Payee: P.O. Box 671242

City: Dallas State: TX Zip Code: 75362

Name of Employer: — Occupation: —

Date of Disbursement or Obligation: 10 07 2004

Amount: 10000

Communication Date: 10 07 2004

Purpose of Disbursement (including title(s) of communication(s)): Transmission of media to Iowa TV stations for "out of Iowa with Reality"

Name of Federal Candidate: George W. Bush — Office Sought: House / Senate / President — State: IA — District: — — Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: — District: — — Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: — District: — — Disbursement/Obligation For: Primary / General / Other (specify)

B. Full Name (Last, First, Middle Initial) of Payee: DG Systems

Mailing Address of Payee: P.O. Box 671242

City: Dallas State: TX Zip Code: 75362

Name of Employer: — Occupation: —

Date of Disbursement or Obligation: 10 07 2004

Amount: 10000

Communication Date: 10 07 2004

Purpose of Disbursement (including title(s) of communication(s)): Transmission of media to Wisconsin TV stations for "out of Iowa with Reality"

Name of Federal Candidate: George W. Bush — Office Sought: House / Senate / President — State: WI — District: — — Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: — District: — — Disbursement/Obligation For: Primary / General / Other (specify)

Name of Federal Candidate: — Office Sought: House / Senate / President — State: — District: — — Disbursement/Obligation For: Primary / General / Other (specify)

SUBTOTAL of Disbursements/Obligations This Page (optional) ▶ 20000

TOTAL This Period (last page this line number only) ▶
(carry total from last page to Line 10)

FEC FORM 3 (REV. 09/2003)

FE3AN008.PDF

SCHEDULE 9-B

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Disbursement(s) Made or Obligation(s)

A. Full Name (Last, First, Middle Initial) of Payee: Media Strategies & Research

Mailing Address of Payee: 1580 Lincoln Street #570

City: Denver State: CO Zip Code: 80203

Name of Employer: — Occupation: —

Date of Disbursement or Obligation: 10 07 2004

Amount: 27 500.00

Communication Date: 10 07 2004

Purpose of Disbursement (including title(s) of communication(s)): Air time and brokerage fees for "Out of Touch with Reality"

Name of Federal Candidate: George W. Bush — Office Sought: House / Senate / X President — State: WI — District: ——

Disbursement/Obligation For: Primary / X General / Other (specify) ▶

Name of Federal Candidate: — Office Sought: House / Senate / President — State: —— District: ——

Disbursement/Obligation For: Primary / General / Other (specify) ▶

Name of Federal Candidate: — Office Sought: House / Senate / President — State: —— District: ——

Disbursement/Obligation For: Primary / General / Other (specify) ▶

B. Full Name (Last, First, Middle Initial) of Payee: Bianca Media

Mailing Address of Payee: 1375 Broadway

City: New York State: NY Zip Code: 10018

Name of Employer: — Occupation: —

Date of Disbursement or Obligation: 10 07 2004

Amount: 1,500.00

Communication Date: 10 07 2004

Purpose of Disbursement (including title(s) of communication(s)): Additional Editing for "Out of Touch with Reality"

Name of Federal Candidate: George W. Bush — Office Sought: House / Senate / X President — State: WI — District: ——

Disbursement/Obligation For: Primary / X General / Other (specify) ▶

Name of Federal Candidate: — Office Sought: House / Senate / President — State: —— District: ——

Disbursement/Obligation For: Primary / General / Other (specify) ▶

Name of Federal Candidate: — Office Sought: House / Senate / President — State: —— District: ——

Disbursement/Obligation For: Primary / General / Other (specify) ▶

SUBTOTAL of Disbursements/Obligations This Page (optional) ▶ 29 000.00

TOTAL This Period (last page this line number only) ▶ 76735.45
(carry total from last page to Line 10)

FEC FORM 3 (REV. 03/2003)

FE3A0038.PDF

Federal Election Commission

ENVELOPE REPLACEMENT PAGE FOR INCOMING DOCUMENTS

The FEC added this page to the end of this filing to indicate how it was received.

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☐ Postmark Illegible	
☐ No Postmark	
☐ Overnight Delivery Service (Specify):	Shipping Date
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N/A PREPARER	N/A DATE PREPARED

(5/2004)