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June 12, 2009

Counsel:  
Anthony DiCaprio  
Michael Steven Smith  
David E. Horowitz<sup>\*</sup>

**OVERNIGHT DELIVERY**

Ms. Vicki Sue Davis  
Senior Campaign Finance Analyst  
Reports Analysis Division  
Federal Election Commission  
Washington, D.C. 20463

**Re: Filing dated 10/24/2008 from  
Kelli Conlin / Winning Message Action Fund  
Identification Number: C30001416**

Dear Ms. Davis:

This firm is legal counsel to the Winning Message Action Fund ("WMAF"), and I have been asked by WMAF to respond to your letter of May 14, 2009 concerning defects in its October 24, 2008 filing of FEC Form 9. I will respond to each of the points of your letter below. In addition, enclosed here is an Amended FEC Form 9 that corrects the errors in the prior filing.

1. The filing was shipped with FedEx on October 24, 2008, and was designated for "Next Business Day Delivery." (This is indicated on the enclosed "Envelope Replacement Page for Incoming Documents.") October 24, 2008 was a Friday, and it was the filer's mistaken understanding that FedEx would deliver the Form 9 to your offices on Saturday, October 25, 2008. However, the FedEx "Next Business Day" service does not deliver on weekends. We apologize for this inadvertent error. In the future, WMAF will be making on-line submissions.
2. The Amended Form 9, enclosed here, corrects Line 1. The entity making the electioneering communication is Winning Message Action Fund, a Qualified Nonprofit Corporation.

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Anne-Marie Stehn  
June 12, 2009  
Page 2

3. Line 11 of the Amended Form 9 now lists each person sharing/exercising control over the communication. Line 11(A) on page 2 lists the President of WMAF, Kelli Conlin. Each member of the Board of Directors of WMAF is listed on Lines 11(B)-(E) on page 2, and Lines 11(A)-(D) on page 3.
4. The Amended Form 9 now includes a Schedule 9B, which supports the amount reported on Line 10 of the notice.

Please accept my apologies for the errors in WMAF's prior submission, and do not hesitate to contact me directly at (212) 627-8100 ext. 277 if there is any further information I can provide in connection with this filing. I will check back with you at the end of the month to make sure we have provided all the information you need.

Thank you.

Very truly yours,



Dana E. Lossia

DEL:del

Encls.

cc: Anne-Marie Stehn, Finance Associate, Winning Message Action Fund



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# FEC FORM 9

## 24 HOUR NOTICE OF DISBURSEMENTS/OBLIGATIONS FOR ELECTIONEERING COMMUNICATIONS

### 1. Person Making the Disbursements/Obligations

(a) Name <b>WINNING MESSAGE ACTION FUND</b>		2. FEC Identification Number <b>C30001416</b>
(b) Address (number and street) <input type="checkbox"/> check if different than previously reported <b>470 PARK AVE SOUTH, 7TH FLOOR</b>		
(c) City, State and ZIP Code <b>NEW YORK, NY 10016</b>		
(d) Name of Employer or Principal Place of Business	(e) Occupation	

3. Is This Statement	or	4. Covering Period
<input type="checkbox"/> New	<input checked="" type="checkbox"/>	<b>10 25 2008</b>
<input checked="" type="checkbox"/> Amended		through <b>11 04 2008</b>

5. (a) Date of Public Distribution(s) **10 25 2008** (b) Communication Title **HOW MUCH TIME**

6. The filer is a(n): (a) Individual (b) Unincorporated Organization (c)  Qualified Nonprofit Corporation (11 CFR 114.10)  
 (d) Corporation, Labor Organization or Qualified Nonprofit Corporation making communications under 11 CFR 114.15  
 (e) Other, specify: \_\_\_\_\_

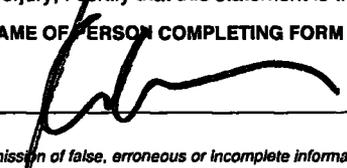
7. If the filer is an individual, unincorporated organization or qualified nonprofit corporation, were the disbursements made exclusively from donations to a segregated bank account? Yes  No

8. Custodian of Records

(a) Name <b>ANNE-MARIE STEHN</b>	
(b) Address (number and street) <b>470 PARK AVE SOUTH, 7TH FLOOR</b>	
(c) City, State and ZIP Code <b>NEW YORK, NY 10016</b>	
(d) Name of Employer or Principal Place of Business <b>WINNING MESSAGE ACTION FUND</b>	(e) Occupation <b>FINANCE ASSOCIATE</b>

9. Total Donations This Statement **,662,510.01**

10. Total Disbursements/Obligations This Statement **,214,928.40**

Under penalty of perjury, I certify that this statement is true, correct and complete.  
 TYPE OR PRINT NAME OF PERSON COMPLETING FORM **KELLI CONLIN**  
 SIGNATURE  DATE **6/11/09**

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

29030101786

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

PAGE 2 OF 4

11. Person(s) Sharing/Exercising Control

A. (a) Name KELLI CONLIN	
(b) Address (number and street) 470 PARK AVE SOUTH 7 FLOOR	
(c) City, State and ZIP Code NEW YORK, N.Y. 10016	
(d) Name of Employer or Principal Place of Business WINNING MESSAGE ACTION FUND	(e) Occupation PRESIDENT
B. (a) Name JILL LAFER	
(b) Address (number and street) 1060 FIFTH AVE	
(c) City, State and ZIP Code NEW YORK, NY 10128	
(d) Name of Employer or Principal Place of Business HOMEMAKER	(e) Occupation
C. (a) Name REGINA GLOCKER	
(b) Address (number and street) 35 EAST 68 STREET, 2B	
(c) City, State and ZIP Code NEW YORK, NY 10021	
(d) Name of Employer or Principal Place of Business WESTWOOD PARTNERS	(e) Occupation PARTNER
D. (a) Name IRWIN SCHNEIDERMAN	
(b) Address (number and street) 203 EAST 72ND STREET	
(c) City, State and ZIP Code NEW YORK, NY 10021	
(d) Name of Employer or Principal Place of Business CAHILL, GORDON & REINOLD	(e) Occupation ATTORNEY
E. (a) Name JENNIFER PRICE	
(b) Address (number and street) 20 EAST 78TH STREET	
(c) City, State and ZIP Code NEW YORK, NY 10021	
(d) Name of Employer or Principal Place of Business NONE	(e) Occupation

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

PAGE 3 OF 4

11. Person(s) Sharing/Exercising Control

A.	(a) Name RAQUEL LEVIN	(e) Occupation
	(b) Address (number and street) 16 W 88 STREET	
	(c) City, State and ZIP Code NEW YORK, NY 10024	
	(d) Name of Employer or Principal Place of Business NONE	
B.	(a) Name FIONA RUON	(e) Occupation
	(b) Address (number and street) 544 EAST 86 STREET	
	(c) City, State and ZIP Code NY, NY 10028	
	(d) Name of Employer or Principal Place of Business NONE	
C.	(a) Name BARBARA SHACK	(e) Occupation
	(b) Address (number and street) 7 WEST 81 STREET, 15C	
	(c) City, State and ZIP Code NY, NY 10024	
	(d) Name of Employer or Principal Place of Business NONE	
D.	(a) Name CATHY STECK	(e) Occupation
	(b) Address (number and street) 329 W 87 STREET	
	(c) City, State and ZIP Code NY, NY 10024	
	(d) Name of Employer or Principal Place of Business NONE	
E.	(a) Name	(e) Occupation
	(b) Address (number and street)	
	(c) City, State and ZIP Code	
	(d) Name of Employer or Principal Place of Business	

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**SCHEDULE 9-B**

**Disbursement(s) Made or Obligation(s)**

<b>A. Full Name (Last, First, Middle Initial) of Payee</b> HATTAWAY COMMUNICATIONS		<b>Date of Disbursement or Obligation</b> 10' 14' 2008
<b>Mailing Address of Payee</b> 12 ZAMORA STREET		<b>Amount</b> 214,928.40
<b>City</b> JAMAICA PLAIN	<b>State</b> MA	<b>Zip Code</b> 02130
<b>Name of Employer</b> HATTAWAY COMMUNICATIONS		<b>Occupation</b> COMMUNICATIONS
<b>Purpose of Disbursement (Including title(s) of communication(s))</b> HOW MUCH TIME		
<b>Name of Federal Candidate</b> JOHN MCCAIN	<b>Office Sought:</b> <input type="checkbox"/> House <input type="checkbox"/> Senate <input checked="" type="checkbox"/> President	<b>Disbursement/Obligation For:</b> <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify) ▶
<b>Name of Federal Candidate</b> _____	<b>Office Sought:</b> <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President	<b>Disbursement/Obligation For:</b> <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▶
<b>Name of Federal Candidate</b> _____	<b>Office Sought:</b> <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President	<b>Disbursement/Obligation For:</b> <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▶
<b>B. Full Name (Last, First, Middle Initial) of Payee</b> _____		<b>Date of Disbursement or Obligation</b> M M / D D / Y Y Y Y
<b>Mailing Address of Payee</b> _____		<b>Amount</b> _____
<b>City</b> _____	<b>State</b> _____	<b>Zip Code</b> _____
<b>Name of Employer</b> _____		<b>Occupation</b> _____
<b>Purpose of Disbursement (Including title(s) of communication(s))</b> _____		
<b>Name of Federal Candidate</b> _____	<b>Office Sought:</b> <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President	<b>Disbursement/Obligation For:</b> <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▶
<b>Name of Federal Candidate</b> _____	<b>Office Sought:</b> <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President	<b>Disbursement/Obligation For:</b> <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▶
<b>Name of Federal Candidate</b> _____	<b>Office Sought:</b> <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President	<b>Disbursement/Obligation For:</b> <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▶
<b>SUBTOTAL of Disbursements/Obligations This Page (optional) .....</b> ▶		214,928.40
<b>TOTAL This Period (last page this line number only) .....</b> ▶ (carry total from last page to Line 10)		214,928.40

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**Federal Election Commission**  
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Delivery Confirmation™ or Signature Confirmation™ Label <input type="checkbox"/>	
<input type="checkbox"/> USPS Express Mail	Postmarked
<input type="checkbox"/> Postmark Illegible	
<input type="checkbox"/> No Postmark	
<input checked="" type="checkbox"/> Overnight Delivery Service (Specify): <i>Fed Ex</i>	Shipping Date <i>10/24/08</i>
	Next Business Day Delivery <input checked="" type="checkbox"/>
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