

FEC FORM 3X

REPORT OF RECEIPTS AND DISBURSEMENTS For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (in full) USE FEC MAILING LABEL OR TYPE OR PRINT Example: If typing, type over the lines CAROLYN'S PAC

ADDRESS (number and street) 24 East 93rd Street Suite 1B New York NY 10128 Check if different than previously reported. (ACC)

2. FEC IDENTIFICATION NUMBER C00341990 3. IS THIS REPORT NEW (N) OR AMENDED (A) X

4. TYPE OF REPORT (Choose One) (a) Quarterly Reports: April 15, July 15, October 15, January 31, July 31 Mid-Year Report, Termination Report (b) Monthly Report Due On: Feb 20, Mar 20, Apr 20, May 20, Jun 20, Jul 20, Aug 20, Sep 20, Oct 20, Nov 20, Dec 20, Jan 31 (c) 12-Day Report for the: Primary, General, Runoff, Convention, Special (d) 30-Day Report for the: Post-Election, General, Runoff, Special

5. Covering Period 04 01 2008 through 06 30 2008

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

Type or Print Name of Treasurer Andrew R. Tulloch, Esq.

Signature of Treasurer Electronically Filed by Andrew R. Tulloch, Esq. Date 10 15 2008

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

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

**SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS**

Write or Type Committee Name
CAROLYN'S PAC

Report Covering the Period: From:

M	M
0	4

D	D
0	1

Y	Y	Y	Y
2	0	0	8

 To:

M	M
0	6

D	D
3	0

Y	Y	Y	Y
2	0	0	8

	COLUMN A This Period	COLUMN B Calendar Year-to-Date								
6. (a) Cash on Hand January 1 <table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td>Y</td><td>Y</td><td>Y</td><td>Y</td></tr><tr><td>2</td><td>0</td><td>0</td><td>8</td></tr></table>	Y	Y	Y	Y	2	0	0	8		2491.25
Y	Y	Y	Y							
2	0	0	8							
(b) Cash on Hand at Beginning of Reporting Period	2491.25									
(c) Total Receipts (from Line 19)	25000.00	25000.00								
(d) Subtotal (add lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)	27491.25	27491.25								
7. Total Disbursements (from Line 31)	19000.00	19000.00								
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	8491.25	8491.25								
9. Debts and Obligations owed TO the committee (Itemize all on Schedule C and/or Schedule D)	3700.00									
10. Debts and Obligations owed BY the committee (Itemize all on Schedule C and/or Schedule D)	0.00									

This Committee has qualified as a multicandidate committee. (see FEC FORM 1M)

For further information contact:

Federal Election Commission
999 E street, NW
Washington, DC 20463

Toll Free 800-424-9530
Local 202-694-1100

**DETAILED SUMMARY PAGE
OF RECEIPTS**

Write or Type Committee Name
CAROLYN'S PAC

Report Covering the Period: From:

M	M
0	4

D	D
0	1

Y	Y	Y	Y
2	0	0	8

 To:

M	M
0	6

D	D
3	0

Y	Y	Y	Y
2	0	0	8

I. Receipts	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
11. Contributions (other than loans) From:		
(a) Individuals/Persons Other Than Political Committees	17000.00	17000.00
(i) Itemized (use Schedule A)	0.00	0.00
(ii) Unitemized	17000.00	17000.00
(iii) TOTAL (add Lines 11(a)(i) and (ii)	0.00	0.00
(b) Political Party Committees	8000.00	8000.00
(c) Other Political Committees (such as PACs)	25000.00	25000.00
(d) Total Contributions (add Lines 11(a)(iii),(b) and (c)) (Carry Totals to Line 33, page 5)		
12. Transfers From Affiliated/Other Party Committees	0.00	0.00
13. All Loans Received	0.00	0.00
14. Loan Repayments Received	0.00	0.00
15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 37, page 5)	0.00	0.00
16. Refunds of Contributions Made to Federal candidates and Other Political Committees	0.00	0.00
17. Other Federal Receipts (Dividends, Interest, etc.)	0.00	0.00
18. Transfers from Non-Federal and Levin Funds		
(a) Non-Federal Account (from Schedule H3)	0.00	0.00
(b) Levin Funds (from Schedule H5)	0.00	0.00
(c) Total Transfer (add 18(a) and 18(b)).	0.00	0.00
19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18(c))	25000.00	25000.00
20. Total Federal Receipts (subtract Line 18(c) from Line 19)	25000.00	25000.00

DETAILED SUMMARY PAGE

of Disbursements

FEC Form 3X (Rev. 02/2003)

Page 4

II. DISBURSEMENTS	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
21. Operating Expenditures:		
(a) Shared Federal/Non-Federal Activity (from Schedule H4)		
(i) Federal Share.....	0.00	0.00
(ii) Non-Federal Share.....	0.00	0.00
(b) Other Federal Operating Expenditures.....	0.00	0.00
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii) and (b)).....	0.00	0.00
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	14000.00	14000.00
24. Independent Expenditure (use Schedule E)	0.00	0.00
25. Coordinated Expenditures Made by Party Committees (2 U.S.C. 441a(d)) (use Schedule F).....	0.00	0.00
26. Loan Repayments Made.....	0.00	0.00
27. Loans Made.....	0.00	0.00
28. Refunds of Contributions To:		
(a) Individuals/Persons Other Than Political Committees	0.00	0.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	5000.00	5000.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c))	5000.00	5000.00
29. Other Disbursements.....	0.00	0.00
30. Federal Election Activity (2 U.S.C 431(20))		
(a) Shared Federal Election Activity (from Schedule H6)		
(i) Federal Share	0.00	0.00
(ii) "Levin" Share	0.00	0.00
(b) Federal Election Activity Paid Entirely With Federal Funds	0.00	0.00
(c) Total Federal Election Activity (add Lines 30(a)(i), 30(a)(ii) and 30(b))....	0.00	0.00
31. Total Disbursements (add Lines 21(c), 22, 23, 24, 25, 26, 27, 28(d), 29 and 30(c))..	19000.00	19000.00
32. Total Federal Disbursements (subtract Line 21(a)(ii) and Line 30(a)(ii) from Line 31).....	19000.00	19000.00

DETAILED SUMMARY PAGE
of Disbursements

III. Net Contributions/Operating Expenditures	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
33. Total Contributions (other than loans) from Line 11(d), page 3)	25000.00	25000.00
34. Total Contribution Refunds (from Line 28(d))	5000.00	5000.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	20000.00	20000.00
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b)).....	0.00	0.00
37. Offsets to Operating Expenditures (from Line 15, page 3)	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36)	0.00	0.00

SCHEDULE A (FEC Form 3X) ITEMIZED RECEIPTS

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

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

NAME OF COMMITTEE (In Full)
CAROLYN'S PAC

A.	Full Name (Last, First, Middle Initial) Mr. Russell Abrams	Date of Receipt MM / DD / YYYY 04 / 28 / 2008
	Mailing Address 450 West 70th Street	Transaction ID: SA11AI.4144
	City State Zip Code New York NY 10023	Amount of Each Receipt this Period 5000.00
	FEC ID number of contributing federal political committee. C	Contribution
Name of Employer Fund Manager	Occupation Titan Capital	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 5000.00	

B.	Full Name (Last, First, Middle Initial) George S. Kaufman	Date of Receipt MM / DD / YYYY 05 / 05 / 2008
	Mailing Address 450 Seventh Avenue Penthouse	Transaction ID: SA11AI.4148
	City State Zip Code New York NY 10123	Amount of Each Receipt this Period 1000.00
	FEC ID number of contributing federal political committee. C	Contribution
Name of Employer Kaufman Management	Occupation Real Estate	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 1000.00	

C.	Full Name (Last, First, Middle Initial) Mr. Larry A. Silverstein	Date of Receipt MM / DD / YYYY 04 / 15 / 2008
	Mailing Address 7 World Trade Center 250 Greenwich Street	Transaction ID: SA11AI.4146
	City State Zip Code New York NY 10007	Amount of Each Receipt this Period 1000.00
	FEC ID number of contributing federal political committee. C	Contribution
Name of Employer Silverstein Properties, Inc.	Occupation Owner/Developer of Real Estate	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 1000.00	

SUBTOTAL of Receipts This Page (optional)	7000.00
TOTAL This Period (last page this line number only)	

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

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

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NAME OF COMMITTEE (In Full)
CAROLYN'S PAC

A.	Full Name (Last, First, Middle Initial) Mr. Joseph D Stillwell		Date of Receipt
	Mailing Address 265 East 66th Street		<input type="text" value="06"/> / <input type="text" value="16"/> / <input type="text" value="2008"/>
	City	State	Zip Code
	New York	NY	10065
	FEC ID number of contributing federal political committee.		<input type="text" value="C"/>
Name of Employer Stillwell Association		Occupation Investor	Transaction ID: SA11AI.4149 Amount of Each Receipt this Period <input type="text" value="5000.00"/> Contribution
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼ <input type="text" value="5000.00"/>	

B.	Full Name (Last, First, Middle Initial) Mrs. Monika Stillwell		Date of Receipt
	Mailing Address 265 East 66th Street		<input type="text" value="06"/> / <input type="text" value="16"/> / <input type="text" value="2008"/>
	City	State	Zip Code
	New York	NY	10065
	FEC ID number of contributing federal political committee.		<input type="text" value="C"/>
Name of Employer None		Occupation Mother/Homemaker	Transaction ID: SA11AI.4152 Amount of Each Receipt this Period <input type="text" value="5000.00"/> Contributio
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼ <input type="text" value="5000.00"/>	

SUBTOTAL of Receipts This Page (optional)	<input type="text" value="10000.00"/>
TOTAL This Period (last page this line number only)	<input type="text" value="17000.00"/>

SCHEDULE A (FEC Form 3X) ITEMIZED RECEIPTS

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER: PAGE 8 / 12
(check only one)

<input type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input checked="" type="checkbox"/> 11c	<input type="checkbox"/> 12
<input type="checkbox"/> 13	<input type="checkbox"/> 14	<input type="checkbox"/> 15	<input type="checkbox"/> 16 <input type="checkbox"/> 17

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NAME OF COMMITTEE (In Full)
CAROLYN'S PAC

A.

Full Name (Last, First, Middle Initial)
BINGHAM MCCUTCHEN LLP PAC

Mailing Address 2020 K STREET NW

City State Zip Code
WASHINGTON DC 20006

FEC ID number of contributing federal political committee. **C** C00165621

Name of Employer Occupation

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼ 1000.00

Date of Receipt
M M / D D / Y Y Y Y Y
06 / 26 / 2008

Transaction ID: SA11C.4157

Amount of Each Receipt this Period
1000.00

Contribution

B.

Full Name (Last, First, Middle Initial)
NEW YORK LIFE INSURANCE COMPANY POLITICAL ACTION COMMITTEE

Mailing Address 51 Madison Ave.
Room 1109

City State Zip Code
New York NY 10010

FEC ID number of contributing federal political committee. **C** C00158881

Name of Employer Occupation

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼ 5000.00

Date of Receipt
M M / D D / Y Y Y Y Y
06 / 05 / 2008

Transaction ID: SA11C.4131

Amount of Each Receipt this Period
5000.00

Contribution

C.

Full Name (Last, First, Middle Initial)
UNITED PILOTS PAC/AIRLINE PILOTS ASSOCIATION

Mailing Address 9550 W. Higgins Rd.
Suite 1000

City State Zip Code
ROSEMONT IL 60018

FEC ID number of contributing federal political committee. **C** C00251009

Name of Employer Occupation

Receipt For:
 Primary General
 Other (specify) ▼

Aggregate Year-to-Date ▼ 2000.00

Date of Receipt
M M / D D / Y Y Y Y Y
06 / 09 / 2008

Transaction ID: SA11C.4161

Amount of Each Receipt this Period
2000.00

Contribution

SUBTOTAL of Receipts This Page (optional)	▶	8000.00
TOTAL This Period (last page this line number only)	▶	8000.00

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER:
(check only one)

<input type="checkbox"/> 21b	<input type="checkbox"/> 22	<input checked="" type="checkbox"/> 23	<input type="checkbox"/> 24	<input type="checkbox"/> 25	<input type="checkbox"/> 26
<input type="checkbox"/> 27	<input type="checkbox"/> 28a	<input type="checkbox"/> 28b	<input type="checkbox"/> 28c	<input type="checkbox"/> 29	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
CAROLYN'S PAC

A.	Full Name (Last, First, Middle Initial) GILLIBRAND FOR CONGRESS	Transaction ID: SB23.4165
	Mailing Address P.O. Box 15734	Date of Disbursement 06 / 23 / 2008
	City Washington State DC Zip Code 20003	Amount of Each Disbursement this Period 2000.00
	Purpose of Disbursement Contribution Candidate Name	011 Category/ Type
	Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: NY District: 20	Disbursement For: 2008 <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼

B.	Full Name (Last, First, Middle Initial) JENNINGS 2008	Transaction ID: SB23.4137
	Mailing Address PO Box 49136	Date of Disbursement 06 / 23 / 2008
	City Sarasota State FL Zip Code 34230	Amount of Each Disbursement this Period 1000.00
	Purpose of Disbursement Contribution Candidate Name JENNINGS 2008	Category/ Type
	Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: FL District: 13	Disbursement For: 2008 <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼

C.	Full Name (Last, First, Middle Initial) JENNINGS 2008	Transaction ID: SB23.4167
	Mailing Address PO Box 49136	Date of Disbursement 06 / 23 / 2008
	City Sarasota State FL Zip Code 34230	Amount of Each Disbursement this Period 1000.00
	Purpose of Disbursement Contribution Candidate Name	011 Category/ Type
	Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: FL District: 13	Disbursement For: 2008 <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼

SUBTOTAL of Disbursements This Page (optional)	4000.00
TOTAL This Period (last page this line number only)	

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER:
(check only one)

PAGE 10 / 12

<input type="checkbox"/> 21b	<input type="checkbox"/> 22	<input checked="" type="checkbox"/> 23	<input type="checkbox"/> 24	<input type="checkbox"/> 25	<input type="checkbox"/> 26
<input type="checkbox"/> 27	<input type="checkbox"/> 28a	<input type="checkbox"/> 28b	<input type="checkbox"/> 28c	<input type="checkbox"/> 29	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
CAROLYN'S PAC

A. Full Name (Last, First, Middle Initial) Working Families Party - Federal PAC/Account	Transaction ID: SB23.4170																					
	Date of Disbursement																					
Mailing Address 2 Nevins Street 3rd Floor	<table border="1"> <tr> <td>M</td><td>M</td><td>/</td><td>D</td><td>D</td><td>/</td><td>Y</td><td>Y</td><td>Y</td><td>Y</td> </tr> <tr> <td>0</td><td>6</td><td></td><td>2</td><td>7</td><td></td><td>2</td><td>0</td><td>0</td><td>8</td> </tr> </table>		M	M	/	D	D	/	Y	Y	Y	Y	0	6		2	7		2	0	0	8
M	M	/	D	D	/	Y	Y	Y	Y													
0	6		2	7		2	0	0	8													
City Brooklyn	State NY	Zip Code 10019																				
Purpose of Disbursement Contribution to Federal Account	<table border="1"> <tr> <td>011</td> </tr> </table>		011																			
011																						
Candidate Name	Category/ Type																					
Office Sought: <input type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President	Disbursement For: 2008 <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼																					
State: District:	Amount of Each Disbursement this Period <table border="1"><tr><td>10000.00</td></tr></table>		10000.00																			
10000.00																						

SUBTOTAL of Disbursements This Page (optional)	▶	<table border="1"><tr><td>10000.00</td></tr></table>	10000.00
10000.00			
TOTAL This Period (last page this line number only)	▶	<table border="1"><tr><td>14000.00</td></tr></table>	14000.00
14000.00			

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**

Use separate schedule(s)
for each category of the
Detailed Summary Page

FOR LINE NUMBER:
(check only one)

PAGE 11 / 12

<input type="checkbox"/> 21b	<input type="checkbox"/> 22	<input type="checkbox"/> 23	<input type="checkbox"/> 24	<input type="checkbox"/> 25	<input type="checkbox"/> 26
<input type="checkbox"/> 27	<input type="checkbox"/> 28a	<input type="checkbox"/> 28b	<input checked="" type="checkbox"/> 28c	<input type="checkbox"/> 29	<input type="checkbox"/> 30b

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NAME OF COMMITTEE (In Full)
CAROLYN'S PAC

A.

Full Name (Last, First, Middle Initial)

NEW YORK LIFE INSURANCE COMPANY POLITICAL ACTION COMMITTEE

Mailing Address 51 Madison Ave.
Room 1109

City State Zip Code
New York NY 10010

Purpose of Disbursement
Exceeds Limit

Candidate Name

Category/
Type

Office Sought: House
 Senate
 President

Disbursement For:
 Primary General
 Other (specify) ▼

State: District:

Transaction ID: SB28C.4132

Date of Disbursement

06 / 13 / 2008

Amount of Each Disbursement this Period

5000.00

SUBTOTAL of Disbursements This Page (optional)

5000.00

TOTAL This Period (last page this line number only)

5000.00

SCHEDULE D (FEC Form 3X)

DEBTS AND OBLIGATIONS

Excluding Loans

(Use separate schedule(s) for each numbered line)

FOR LINE NUMBER: (check only one)

<input checked="" type="checkbox"/>	9
<input type="checkbox"/>	10

NAME OF COMMITTEE (In Full)
CAROLYN'S PAC

A. Full Name (Last, First, Middle Initial) of Debtor or Creditor HILLARY CLINTON FOR PRESIDENT			Nature of Debt (Purpose): Excess Contribution to be Refunded
Mailing Address PO Box 101436			
City Arlington	State VA	ZIP Code 22210	

Outstanding Balance Beginning This Period		Transaction ID: SD9.4141	
2700.00			
Amount Incurred This Period	Payment This Period	Outstanding Balance at Close of This Period	
0.00	0.00	2700.00	

B. Full Name (Last, First, Middle Initial) of Debtor or Creditor HILLARY CLINTON FOR PRESIDENT			Nature of Debt (Purpose): Excess Contribution to be refunded
Mailing Address PO Box 101436			
City Arlington	State VA	ZIP Code 22210	

Outstanding Balance Beginning This Period		Transaction ID: SD9.4140	
0.00			
Amount Incurred This Period	Payment This Period	Outstanding Balance at Close of This Period	
1000.00	0.00	1000.00	

1) SUBTOTALS This Period This Page (optional).....	▶	3700.00
2) TOTALS This Period (last page this line number only).....	▶	3700.00
3) TOTAL OUTSTANDING LOANS from Schedule C (last page only).....	▶	0.00
4) ADD 2) and 3) and carry forward to appropriate line of Summary Page (last page only)	▶	3700.00