

**Recipient Committee
Campaign Statement
Cover Page**

COVER PAGE

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**CALIFORNIA
FORM 460**

Page 1 of 1

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CAMPAIGN FINANCE
DISCLOSURE SECTION

<p>Statement covers period</p> <p>from <u>10/21/2012</u></p> <p>through <u>12/31/2012</u></p>	<p>Date of Election If applicable</p> <p>_____</p> <p>(Month, Day, Year)</p>
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1. Type of Recipient Committee

- | | |
|---|---|
| <input type="checkbox"/> Officeholder, Candidate Controlled Committee | <input checked="" type="checkbox"/> Primarily Formed Ballot Measure Committee |
| <input type="checkbox"/> State Candidate Election Committee | <input type="checkbox"/> Controlled |
| <input type="checkbox"/> Recall | <input type="checkbox"/> Sponsored |
| <input type="checkbox"/> General Purpose Committee | <input type="checkbox"/> Primarily Formed Candidate/Officeholder Committee |
| <input type="checkbox"/> Sponsored | |
| <input type="checkbox"/> Small Contributor Committee | |
| <input type="checkbox"/> Political Party/Central Committee | |

2. Type of Statement

- | | |
|---|--|
| <input type="checkbox"/> Pre-election Statement | <input type="checkbox"/> Quarterly Statement |
| <input checked="" type="checkbox"/> Semi-Annual Statement | <input type="checkbox"/> Special Odd-Year Statement |
| <input type="checkbox"/> Termination Statement | <input type="checkbox"/> Supplemental Pre-election Statement - Attach Form 495 |
| <input checked="" type="checkbox"/> Amendment | |

To Add Treasurer's Original Signature.

3. Committee Information

I.D. Number 1350444

COMMITTEE NAME
No on Government Waste, No on Measure B, major funding by Manwin USA

STREET ADDRESS (NO PO BOX)

CITY STATE ZIP CODE AREA CODE/PHONE

MAILING ADDRESS (IF DIFFERENT)

CITY STATE ZIP CODE

OPTIONAL: FAX / E-MAIL ADDRESS

Treasurer(s)

NAME OF TREASURER
Diane Duke

STREET ADDRESS

CITY STATE ZIP CODE AREA CODE/PHONE

NAME OF ASSISTANT TREASURER, IF ANY

STREET ADDRESS

CITY STATE ZIP CODE AREA CODE/PHONE

OPTIONAL: FAX / E-MAIL ADDRESS

4. Verification

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

Executed on 2/1/13 By [Signature]
SIGNATURE OF TREASURER OR ASSISTANT TREASURER

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

Executed on _____ By _____
SIGNATURE OF CONTROLLING OFFICEHOLDER, CANDIDATE, STATE MEASURE PROPONENT

Executed on _____ By _____
SIGNATURE OF CONTROLLING OFFICEHOLDER, CANDIDATE, STATE MEASURE PROPONENT

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

Statement covers period
from 10/21/2012
through 12/31/2012

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5. Officeholder or Candidate Controlled Committee

NAME OF OFFICEHOLDER OR CANDIDATE

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

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

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

COMMITTEE NAME I.D. NUMBER

NAME OF TREASURER CONTROLLED COMMITTEE ?
 YES NO

COMMITTEE STREET ADDRESS (NO P.O. BOX)

CITY STATE ZIP CODE AREA CODE/PHONE

COMMITTEE NAME I.D. NUMBER

NAME OF TREASURER CONTROLLED COMMITTEE ?
 YES NO

COMMITTEE STREET ADDRESS (NO P.O. BOX)

CITY STATE ZIP CODE AREA CODE/PHONE

6. Primarily Formed Ballot Measure Committee

NAME OF BALLOT MEASURE
Measure B

BALLOT NO. OR LETTER B	JURISDICTION County of Los Angeles	<input type="checkbox"/> SUPPORT <input checked="" type="checkbox"/> OPPOSE
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Identify the controlling officeholder, candidate, or state measure proponent, if any.

NAME OF OFFICEHOLDER OR CANDIDATE OR PROPONENT

OFFICE SOUGHT OR HELD DISTRICT NO. IF ANY

7. Primarily Formed Candidate/Officeholder Committee

List names of officeholder(s) or candidate(s) for which this committee is primarily formed.

NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
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NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
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NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
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NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
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**Campaign Disclosure Statement
Summary Page**

Statement covers period		CALIFORNIA FORM 460
from	10/21/2012	
through	12/31/2012	Page 3 of 29

NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA

I.D. NUMBER
1350444

	Column A TOTAL THIS PERIOD (FROM ATTACHED SCHEDULES)	Column B CALENDAR YEAR TOTAL TO DATE
Contributions Received		
1. Monetary Contributions Schedule A, Line 3	\$ 379,916.00	\$ 686,488.00
2. Loans Received Schedule B, Line 3	0.00	0.00
3. SUBTOTAL CASH CONTRIBUTIONS Add Lines 1+2	\$ 379,916.00	\$ 686,488.00
4. Nonmonetary Contributions Schedule C, Line 3	0.00	7,460.00
5. TOTAL CONTRIBUTIONS RECEIVED Add Lines 3+4	\$ 379,916.00	\$ 693,948.00

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

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

	Column A	Column B
Expenditures Made		
6. Payments Made Schedule E, Line 4	\$ 469,613.17	\$ 686,977.05
7. Loans Made Schedule H, Line 3	0.00	0.00
8. SUBTOTAL CASH PAYMENTS Add Lines 6+7	\$ 469,613.17	\$ 686,977.05
9. Accrued Expenses (Unpaid Bills) Schedule F, Line 3	0.00	0.00
10. Nonmonetary Adjustment Schedule C, Line 3	0.00	7,460.00
11. TOTAL EXPENDITURES MADE Add Lines 8+9+10	\$ 469,613.17	\$ 694,437.05

**Expenditure Limit Summary
for State Candidates**

22. Cumulative Expenditures Made *
(If Subject to Voluntary Expenditure Limits)

_____ \$ _____
_____ \$ _____

* Amounts in this Section may be different from amounts reported in Column B.

Current Cash Statement	
12. Beginning Cash Balance Previous Summary Page, Line 16	\$ 89,208.12
13. Cash Receipts Column A, Line 3 above	379,916.00
14. Miscellaneous Increases to Cash Schedule I, Line 4	7,948.49
15. Cash Payments Column A, Line 8 above	469,613.17
16. ENDING CASH BALANCE . Add Lines 12 + 13 + 14, then subtract Line 15	\$ 7,459.44
17. LOAN GUARANTEES RECEIVED. Schedule B, Part 2	\$ 0.00

Cash Equivalents and Outstanding Debts	
18. Cash Equivalents	\$ 0.00
19. Outstanding Debts. Add Lines 2 + Line 9 in Column B above	\$ 0.00

**Schedule A
Monetary Contributions Received**

Statement covers period		CALIFORNIA FORM 460
from	10/21/2012	
through	12/31/2012	Page 4 of 29

NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA	I.D. NUMBER 1350444
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DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/22/2012	101 Modeling Inc.	OTH		500.00	500.00	
11/01/2012	3610 Barnett Ave. LLC	OTH		1,000.00	1,000.00	
10/24/2012	James Alexander	IND	Producer West Coast Productions	2,000.00	2,000.00	
10/31/2012	All Blew Shirts Inc.	OTH		1,000.00	1,000.00	
10/24/2012	All Media Play	OTH		1,000.00	1,000.00	
SUBTOTAL \$				5,500.00		

Schedule A Summary

1. Amount received this period - itemized contributions (Includes all Schedule A subtotals)	\$ 376,075.00
2. Amount received this period - unitemized	\$ 3,841.00
3. Total monetary contributions received this period. (Add Lines 1 and 2. Enter here and on the Summary Page, Column A Line 1)	TOTAL \$ 379,916.00

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

Statement covers period		CALIFORNIA FORM 460
from	10/21/2012	
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NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA

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10/30/2012	Barnaby LTD	OTH		1,000.00	1,000.00	
11/01/2012	Belator LLC	OTH		1,000.00	1,000.00	
10/24/2012	David Bertohino	IND	Producer Deep Throat Sex Scandal	100.00	100.00	
10/29/2012	Ronald Braverman	IND	President Doc Johnson Novelties	10,000.00	10,000.00	
10/26/2012	CA Exotic Novelties LLC	OTH		10,000.00	10,000.00	
SUBTOTAL \$				22,100.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
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11/01/2012	Cathay Entertainment Inc.	OTH		1,000.00	1,000.00	
10/29/2012	Robert B. Christian	IND	Manager PHE Inc.	500.00	500.00	
10/25/2012	Mark A. Ciulla	IND	Investment Broker Capital Advisors	250.00	250.00	
11/01/2012	Coldwater LLC	OTH		1,000.00	1,000.00	
11/01/2012	Jerry Craig	IND	Director PHE Inc.	1,000.00	1,000.00	
SUBTOTAL \$				3,750.00		

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**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
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11/01/2012	Bill Dellara	IND	General Manager Vivid Entertainment	1,000.00	1,000.00	
10/26/2012	Diane Duke	IND	CEO Free Speech Coalition	100.00	100.00	
10/31/2012	Elegant Angel Inc.	OTH		5,000.00	5,000.00	
10/26/2012	Gayle Ertz	IND	Businessperson Vivid Entertainment	100.00	20,100.00	
10/31/2012	Gayle Ertz	IND	Businessperson Vivid Entertainment	10,000.00	20,100.00	
SUBTOTAL \$				16,200.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

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11/02/2012	Gayle Ertz	IND	Businessperson Vivid Entertainment	5,000.00	20,100.00	
11/02/2012	Gayle Ertz	IND	Businessperson Vivid Entertainment	5,000.00	20,100.00	
11/02/2012	Jerry Estrada	IND	Producer Juicy Films	1,000.00	1,000.00	
10/24/2012	FH Studios Inc.	OTH		1,000.00	1,000.00	
11/06/2012	Flynt Management Group LLC	OTH		10,000.00	20,000.00	

SUBTOTAL \$ 22,000.00

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**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

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10/26/2012	Free Speech Coalition	OTH		40,000.00	40,000.00	
10/26/2012	Felicia Gervais	IND	Businessperson Felicia Gervais	100.00	100.00	
11/06/2012	Girlfriends Films Inc.	OTH		2,500.00	2,500.00	
10/27/2012	Stephen Gould	IND	Info Requested n/a	100.00	100.00	
10/24/2012	Hard Drive Productions	OTH		1,000.00	1,000.00	
SUBTOTAL \$				43,700.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

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11/01/2012	Philip D. Harvey	IND	Founder Adam & Eve	20,000.00	20,000.00	
10/30/2012	Alec Helmy	IND	Businessperson XBIZ	2,500.00	2,500.00	
10/26/2012	Marci Hirsch	IND	Vice President Vivid Entertainment	100.00	100.00	
10/24/2012	Ireland Entertainment	OTH		100.00	100.00	
10/24/2012	Jekyll & Hyde Productions	OTH		500.00	1,000.00	
SUBTOTAL \$				23,200.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

Statement covers period
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10/25/2012	Jekyll & Hyde Productions	OTH		500.00	1,000.00	
10/24/2012	Mark Kernes	IND	Editor Media Network	25.00	225.00	
10/24/2012	Mark Kernes	IND	Editor Media Network	200.00	225.00	
10/26/2012	Wayne A. Kirn	IND	Director ALS Scan Inc.	1,000.00	1,000.00	
10/30/2012	Michael Koretsky	IND	President IVD	10,000.00	10,000.00	
SUBTOTAL \$				11,725.00		

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**Schedule A (Continuation Sheet)
Monetary Contributions Received**

Statement covers period		CALIFORNIA FORM 460
from	10/21/2012	
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NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA	I.D. NUMBER 1350444
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DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
11/02/2012	Mark Kulkis	IND	President Kick Ass Pictures	500.00	500.00	
10/26/2012	Shaun Lenihan	IND	Project Manager MetArt	200.00	200.00	
11/01/2012	Lisa Linnae	IND	Info 101 Modeling Agent	500.00	500.00	
10/24/2012	Jason Linz	IND	Cameraman FM Concepts	100.00	100.00	
10/24/2012	Liquor Corp.	OTH		500.00	500.00	
SUBTOTAL \$				1,800.00		

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**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
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11/02/2012	Brian Lynn	IND	Executive Girlfriends Films Inc.	500.00	500.00	
10/30/2012	Christian Mann	IND	General Manager John Stagliano Inc.	1,000.00	6,000.00	
10/31/2012	Christian Mann	IND	General Manager John Stagliano Inc.	3,000.00	6,000.00	
11/06/2012	Christian Mann	IND	General Manager John Stagliano Inc.	2,000.00	6,000.00	
10/30/2012	Manwin USA Inc.	OTH		30,000.00	252,000.00	
SUBTOTAL \$				36,500.00		

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**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
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10/31/2012	Manwin USA Inc.	OTH		50,000.00	252,000.00	
11/05/2012	Manwin USA Inc.	OTH		22,000.00	252,000.00	
11/04/2012	Carlos Maran	IND	Salesman Carlos Maran	1,000.00	1,000.00	
10/24/2012	Mean Bitch Productions	OTH		300.00	300.00	
11/01/2012	Medina Inc.	OTH		5,000.00	5,000.00	
SUBTOTAL \$				78,300.00		

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**Schedule A (Continuation Sheet)
Monetary Contributions Received**

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Statement covers period		CALIFORNIA FORM 460
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10/22/2012	Meta Interfaces LLC	OTH		1,000.00	1,000.00	
10/26/2012	Juliana Minetz	IND	CFO Gamelink International LTD	2,000.00	2,000.00	
10/26/2012	Thomas Musselman	IND	Photographer Thomas Musselman	100.00	100.00	
10/22/2012	National A-1 Internet Inc.	OTH		2,000.00	2,000.00	
10/24/2012	New Sensations/Digital Sin	OTH		5,000.00	5,000.00	
SUBTOTAL \$				10,100.00		

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**Schedule A (Continuation Sheet)
Monetary Contributions Received**

Statement covers period		CALIFORNIA FORM 460
from	10/21/2012	
through	12/31/2012	Page 16 of 29

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10/30/2012	Steve Orenstein	IND	President Wicked Pictures	5,000.00	5,000.00	
11/02/2012	Carin Palmer	IND	Info Requested n/a	100.00	100.00	
10/26/2012	Stephen Perreta	IND	Publisher Magna Publishing Group	1,000.00	1,000.00	
10/24/2012	Plausible Films LLC	OTH		1,000.00	1,000.00	
10/24/2012	Benjamin Pollack	IND	Info Requested n/a	1,000.00	1,000.00	
SUBTOTAL \$				8,100.00		

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**Schedule A (Continuation Sheet)
Monetary Contributions Received**

Statement covers period
from 10/21/2012
through 12/31/2012

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1350444

DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/22/2012	Pulse Distribution LLC	OTH		1,000.00	1,000.00	
11/01/2012	Marc Randazza	IND	Attorney Randazza & Associates	10,000.00	10,000.00	
10/30/2012	James Repult	IND	Info Requested	5,000.00	5,000.00	
10/24/2012	Resource Media Consultants Inc.	OTH		1,000.00	1,000.00	
10/26/2012	Jeff Rix	IND	Businessperson DVD Empire	2,000.00	2,000.00	
SUBTOTAL \$				19,000.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
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DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/24/2012	Jon Rodgers	IND	Director Glamorous Productions	200.00	200.00	
10/22/2012	Romantix Inc.	OTH		5,000.00	5,000.00	
10/24/2012	Angie Rowntree	IND	CEO Wasteland Inc.	100.00	100.00	
10/25/2012	RS Adventures Inc.	OTH		1,000.00	1,000.00	
10/26/2012	Adrian Sam	IND	Event Manager Exxxotica Expo	500.00	500.00	
SUBTOTAL \$				6,800.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

Statement covers period
from 10/21/2012
through 12/31/2012

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NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA

I.D. NUMBER
1350444

DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/26/2012	September Enterprises	OTH		100.00	100.00	
10/24/2012	Sever Society Films	OTH		100.00	100.00	
11/01/2012	Sherwood Enterprises Inc.	OTH		500.00	500.00	
10/24/2012	Sinn Sage Inc.	OTH		100.00	100.00	
10/24/2012	SPF Transfer	OTH		300.00	300.00	
SUBTOTAL \$				1,100.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

Statement covers period		CALIFORNIA FORM 460
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NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA	I.D. NUMBER 1350444
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DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/24/2012	Spieglergirls	OTH		500.00	500.00	
10/25/2012	Stagliano John Inc. dba E.A. Productions	OTH		10,000.00	31,440.00	
10/26/2012	Stagliano John Inc. dba E.A. Productions	OTH		10,000.00	31,440.00	
10/24/2012	Kim Thomas	IND	Clerk Public Supermarket	100.00	100.00	
10/24/2012	Paul Thomas	IND	Director Raul Thomas	1,000.00	1,000.00	
SUBTOTAL \$				21,600.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
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DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/25/2012	Tovia LLC	OTH		10,000.00	21,000.00	
10/29/2012	Thomas Underwood	IND	Human Resources PHE Inc.	100.00	100.00	
10/24/2012	Vision Mind Entertainment	OTH		500.00	500.00	
10/25/2012	Vivid Entertainment LLC	OTH		3,500.00	36,500.00	
10/29/2012	Vivid Entertainment LLC	OTH		500.00	36,500.00	
SUBTOTAL \$				14,600.00		

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

**Schedule A (Continuation Sheet)
Monetary Contributions Received**

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
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NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA

I.D. NUMBER
1350444

DATE RECEIVED	FULL NAME, STREET ADDRESS AND ZIP CODE OF CONTRIBUTOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CONTRIBUTOR CODE	IF AN INDIVIDUAL, ENTER OCCUPATION AND EMPLOYER (IF SELF-EMPLOYED, ENTER NAME OF BUSINESS)	AMOUNT RECEIVED	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/29/2012	Vivid Entertainment LLC	OTH		10,000.00	36,500.00	
10/22/2012	VS Media Inc.	OTH		5,000.00	5,000.00	
10/26/2012	Michael Warner	IND	Owner Great Western Litho	5,000.00	5,000.00	
10/25/2012	Wicked Pictures	OTH		5,000.00	5,000.00	
10/25/2012	Zero Tolerance Entertainment Inc.	OTH		5,000.00	5,000.00	

SUBTOTAL \$ 30,000.00

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

**Schedule E
Payments Made**

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

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

NAME AND ADDRESS OF PAYEE	CODE or	DESCRIPTION OF PAYMENT	AMOUNT PAID
Anna Aroutiounian	CNS		6,000.00
Burnside & Associates	CNS		27,649.56
Burnside & Associates	OFC		74.60
SUBTOTAL \$			33,724.16

Schedule E Summary

1. Itemized payments made this period. (Include all Schedule E subtotals.)	\$ 469,613.17
2. Unitemized payments made this period of under \$100	\$ 0.00
3. Total interest paid this period on loans. (Enter amount from Schedule B, Part 1, Column (e).)	\$ 0.00
4. Total payments made this period. (Add Line 1, 2, and 3. Enter here and on the Summary Page, Column A, Line 6.)	TOTAL \$ 469,613.17

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

SCHEDULE E

Statement covers period		CALIFORNIA FORM 460
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through	12/31/2012	Page 24 of 29

NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA

I.D. NUMBER
1350444

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

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

NAME AND ADDRESS OF PAYEE	CODE or	DESCRIPTION OF PAYMENT	AMOUNT PAID
California Political Law Inc.	PRO		600.00
Citizens for Good Government	LIT		6,500.00
Democratic Voters Choice	LIT		12,000.00
Direct Connection Campaign Services Inc.		Set Up Fee	5,164.94
Direct Connection Campaign Services Inc.		Set Up Fee	4,200.00
SUBTOTAL \$			28,464.94

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

Statement covers period		CALIFORNIA FORM 460
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NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA	I.D. NUMBER 1350444
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CODES: If one of the following accurately describes the payment, you may enter the code. Otherwise, describe the payment.

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

NAME AND ADDRESS OF PAYEE	CODE or	DESCRIPTION OF PAYMENT	AMOUNT PAID
Direct Connection Campaign Services Inc.		Fees, Robo Calls, Gas, Mileage	36,441.04
Patricia Duchene	CNS		53,751.83
Free Speech Coalition	CVC		10,000.00
Padilla & Associates	PRO		4,075.16
Padilla & Associates	PRO		2,075.16

SUBTOTAL \$ 106,343.19

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

Statement covers period		CALIFORNIA FORM 460
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NAME OF FILER No on Government Waste, No on Measure B, major funding by Manwin USA	I.D. NUMBER 1350444
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CODES: If one of the following accurately describes the payment, you may enter the code. Otherwise, describe the payment.

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

NAME AND ADDRESS OF PAYEE	CODE or	DESCRIPTION OF PAYMENT	AMOUNTPAID
Sadler Strategic Media Inc.	RAD		110,000.00
Sadler Strategic Media Inc.	TEL		50,000.00
Sadler Strategic Media Inc.	TEL		85,000.00
Sadler Strategic Media Inc.	TEL		16,000.00
Sadler Strategic Media Inc.	TEL		31,000.00
SUBTOTAL \$			292,000.00

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

SCHEDULE E

Statement covers period		CALIFORNIA FORM 460
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CODES: If one of the following accurately describes the payment, you may enter the code. Otherwise, describe the payment.

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

NAME AND ADDRESS OF PAYEE	CODE or	DESCRIPTION OF PAYMENT	AMOUNT PAID
The Lee Strategy Group Inc.	CNS		7,360.00
The Lee Strategy Group Inc.	CNS		293.25
Vivid Entertainment		Election Night Party	1,427.63

SUBTOTAL \$ 9,080.88

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

Statement covers period		CALIFORNIA FORM 460
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NAME OF AGENT OR INDEPENDENT CONTRACTOR
Vivid Entertainment

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

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

* Payments that re contributions or Independent expenditures are also summarized on Schedule D

NAME AND ADDRESS OF PAYEE OR CREDITOR	CODE OR	DESCRIPTON OF PAYMENT	AMOUNT PAID
Costco		Election Night Party	658.83

TOTAL \$ 658.83

**Schedule I
Miscellaneous Increases to Cash**

SCHEDULE I

Statement covers period		CALIFORNIA FORM 460
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DATE RECEIVED	NAME AND ADDRESS OF PAYEE	DESCRIPTION OF RECEIPT	AMOUNT OF INCREASE TO CASH
11/19/2012	Advocacy Data	Refund of Overpayment	7,948.49

SUBTOTAL \$ 7,948.49

Schedule I Summary

1. Itemized increases to cash this period	\$ 7,948.49
2. Unitemized payments made this period of under \$100	\$ 0.00
3. Total interest received this period on loans made to others. (Schedule H, Column (e).)	\$ 0.00
4. Total miscellaneous increases to cash this period. Total to Summary Page, Line 14	TOTAL \$ 7,948.49