

Recipient Committee Campaign Statement Cover Page

(Government Code Sections 84200-84216.5)

Type or print in ink.

RECEIVED stamp with date stamp (JAN 8 1 2005), City Clerk City of Lodi, and California 2001/02 Form 460 header.

Statement covers period from 10/17/2004 through 12/31/2004

Date of election if applicable: 11/02/2004

Page 1 of 10 For Official Use Only

SEE INSTRUCTIONS ON REVERSE

1. Type of Recipient Committee: All Committees - Complete Parts 1, 2, 3, and 4.

- Officeholder, Candidate Controlled Committee
State Candidate Election Committee
Recall
General Purpose Committee
Sponsored
Small Contributor Committee
Political Party/Central Committee
Ballot Measure Committee
Primarily Formed
Controlled
Sponsored
Primarily Formed Candidate/Officeholder Committee

2. Type of Statement:

- Preelection Statement
Semi-annual Statement
Termination Statement
Amendment (Explain below)
Quarterly Statement
Special Odd-Year Report
Supplemental Preelection Statement - Attach Form 495

3. Committee Information

I.D. NUMBER 1268889

COMMITTEE NAME (OR CANDIDATE'S NAME IF NO COMMITTEE)
Citizens Against Measure R, sponsored by and with Major Funding provided by Wal-Mart Stores, Inc.
STREET ADDRESS (NO P.O. BOX)
455 Capitol Mall, Suite 801
CITY STATE ZIP CODE AREA CODE/PHONE
Sacramento, CA 95814
MAILING ADDRESS (IF DIFFERENT) NO. AND STREET OR P.O. BOX
2414 W. Kettleman Lane #210-1130
CITY STATE ZIP CODE AREA CODE/PHONE
Lodi, CA 95242
OPTIONAL: FAX / E-MAIL ADDRESS

Treasurer(s)

NAME OF TREASURER
Mr. Thomas W. Hiltachk
MAILING ADDRESS
455 Capitol Mall, Suite 801
CITY STATE ZIP CODE AREA CODE/PHONE
Sacramento, CA 95814 (916) 442-7757
NAME OF ASSISTANT TREASURER, IF ANY
Mr. Charles H. Bell Jr.
MAILING ADDRESS
455 Capitol Mall, Suite 801
CITY STATE ZIP CODE AREA CODE/PHONE
Sacramento, CA 95814 (916) 442-7757
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 and in the attached schedules 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 01/25/2004
Executed on
Executed on
Executed on

By [Signature] Signature of Treasurer or Assistant Treasurer
By [Signature] Signature of Controlling Officeholder, Candidate, State Measure Proponent or Responsible Officer of Sponsor
By [Signature] Signature of Controlling Officeholder, Candidate, State Measure Proponent
By [Signature] Signature of Controlling Officeholder, Candidate, State Measure Proponent

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

Type or print in ink.

COVER PAGE - PART 2

**CALIFORNIA
FORM 460**

Page 2 of 10

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
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NAME OF TREASURER	CONTROLLED COMMITTEE? <input type="checkbox"/> YES <input type="checkbox"/> NO
-------------------	---

COMMITTEE ADDRESS STREET ADDRESS (NO P.O. BOX)

CITY STATE ZIP CODE AREA CODE/PHONE

COMMITTEE NAME	I.D. NUMBER
----------------	-------------

NAME OF TREASURER	CONTROLLED COMMITTEE? <input type="checkbox"/> YES <input type="checkbox"/> NO
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COMMITTEE ADDRESS STREET ADDRESS (NO P.O. BOX)

CITY STATE ZIP CODE AREA CODE/PHONE

6. Ballot Measure Committee

NAME OF BALLOT MEASURE

BALLOT NO. OR LETTER R	JURISDICTION San Joaquin County	<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, CANDIDATE, OR PROPONENT

OFFICE SOUGHT OR HELD	DISTRICT NO. IF ANY
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7. Primarily Formed 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
-----------------------------------	-----------------------	---

NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
-----------------------------------	-----------------------	---

NAME OF OFFICEHOLDER OR CANDIDATE	OFFICE SOUGHT OR HELD	<input type="checkbox"/> SUPPORT <input type="checkbox"/> OPPOSE
-----------------------------------	-----------------------	---

Attach continuation sheets if necessary

**Campaign Disclosure Statement
Summary Page**

Type or print in ink.
Amounts may be rounded
to whole dollars.

SUMMARY PAGE

Statement covers period from <u>10/17/2004</u> through <u>12/31/2004</u>	CALIFORNIA FORM 460
	Page <u>3</u> of <u>10</u>
	I.D. NUMBER 1268889

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Citizens Against Measure R, sponsored by and with Major Funding provided by Wal-Mart Stores, Inc.

Contributions Received

	Column A TOTAL THIS PERIOD (FROM ATTACHED SCHEDULES)	Column B CALENDAR YEAR TOTAL TO DATE
1. Monetary Contributions Schedule A, Line 3	\$ <u>157,000.00</u>	\$ <u>257,000.00</u>
2. Loans Received Schedule B, Line 3	<u>0.00</u>	<u>0.00</u>
3. SUBTOTAL CASH CONTRIBUTIONS Add Lines 1 + 2	\$ <u>157,000.00</u>	\$ <u>257,000.00</u>
4. Nonmonetary Contributions Schedule C, Line 3	<u>0.00</u>	<u>0.00</u>
5. TOTAL CONTRIBUTIONS RECEIVED Add Lines 3 + 4	\$ <u>157,000.00</u>	\$ <u>257,000.00</u>

**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	\$ _____	\$ _____

Expenditures Made

	Column A TOTAL THIS PERIOD (FROM ATTACHED SCHEDULES)	Column B CALENDAR YEAR TOTAL TO DATE
6. Payments Made Schedule E, Line 4	\$ <u>164,403.28</u>	\$ <u>248,057.52</u>
7. Loans Made Schedule H, Line 3	<u>0.00</u>	<u>0.00</u>
8. SUBTOTAL CASH PAYMENTS Add Lines 6 + 7	\$ <u>164,403.28</u>	\$ <u>248,057.52</u>
9. Accrued Expenses (Unpaid Bills) Schedule F, Line 3	<u>-106,271.94</u>	<u>752.64</u>
10. Nonmonetary Adjustment Schedule C, Line 3	<u>0.00</u>	<u>0.00</u>
11. TOTAL EXPENDITURES MADE Add Lines 8 + 9 + 10	\$ <u>58,131.34</u>	\$ <u>248,810.16</u>

**Expenditure Limit Summary for State
Candidates**

22. Cumulative Expenditures Made*
(# Subject to Voluntary Expenditure Limit)

Date of Election (mm/dd/yy)	Total to Date
____/____/____	\$ _____
____/____/____	\$ _____
____/____/____	\$ _____
____/____/____	\$ _____
____/____/____	\$ _____
____/____/____	\$ _____

Current Cash Statement

12. Beginning Cash Balance Previous Summary Page, Line 16	\$ <u>16,345.76</u>
13. Cash Receipts Column A, Line 3 above	<u>157,000.00</u>
14. Miscellaneous Increases to Cash Schedule I, Line 4	<u>0.00</u>
15. Cash Payments Column A, Line 8 above	<u>164,403.28</u>
16. ENDING CASH BALANCE Add Lines 12 + 13 + 14, then subtract Line 15	\$ <u>8,942.48</u>

To calculate Column B, add amounts in Column A to the corresponding amounts from Column B of your last report. Some amounts in Column A may be negative figures that should be subtracted from previous period amounts. If this is the first report being filed for this calendar year, only carry over the amounts from Lines 2, 7, and 9 (if any).

If this is a termination statement, Line 16 must be zero.

17. LOAN GUARANTEES RECEIVED Schedule B, Part 2	\$ <u>0.00</u>
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Cash Equivalents and Outstanding Debts

18. Cash Equivalents See instructions on reverse	\$ <u>0.00</u>
19. Outstanding Debts Add Line 2 + Line 9 in Column B above	\$ <u>752.64</u>

*Since January 1, 2001. Amounts in this section may be different from amounts reported in Column B.

**Schedule A
Monetary Contributions Received**

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE A

Statement covers period		CALIFORNIA FORM 460
from	10/17/2004	
through	12/31/2004	Page 4 of 10
NAME OF FILER		I.D. NUMBER
Citizens Against Measure R, sponsored by and with Major Funding provided by Wal-Mart Stores, Inc.		1268889

SEE INSTRUCTIONS ON REVERSE

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 THIS PERIOD	CUMULATIVE TO DATE CALENDAR YEAR (JAN. 1 - DEC. 31)	PER ELECTION TO DATE (IF REQUIRED)
10/18/2004	Wal-Mart Stores, Inc. 72 S. W. 8th Street Bentonville, AK 72716	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		30,000.00 Received through intermediary Citizens For Jobs & Economic Growth 330 Encinitas Blvd, Suite 101 Encinitas, CA 92024	257,000.00	G 04 257,000.00
10/22/2004	Wal-Mart Stores, Inc. 72 S. W. 8th Street Bentonville, AK 72716	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		50,000.00 Received through intermediary Citizens For Jobs & Economic Growth 330 Encinitas Blvd, Suite 101 Encinitas, CA 92024	257,000.00	G 04 257,000.00
10/26/2004	Wal-Mart Stores, Inc. 72 S. W. 8th Street Bentonville, AK 72716	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		40,000.00 Received through intermediary Citizens For Jobs & Economic Growth 330 Encinitas Blvd, Suite 101 Encinitas, CA 92024	257,000.00	G 04 257,000.00
11/01/2004	Wal-Mart Stores, Inc. 72 S. W. 8th Street Bentonville, AK 72716	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		5,000.00 Received through intermediary Citizens For Jobs & Economic Growth 330 Encinitas Blvd, Suite 101 Encinitas, CA 92024	257,000.00	G 04 257,000.00
12/04/2004	Wal-Mart Stores, Inc. 72 S. W. 8th Street Bentonville, AK 72716	<input type="checkbox"/> IND <input type="checkbox"/> COM <input checked="" type="checkbox"/> OTH <input type="checkbox"/> PTY <input type="checkbox"/> SCC		32,000.00 Received through intermediary Citizens For Jobs & Economic Growth 330 Encinitas Blvd, Suite 101 Encinitas, CA 92024	257,000.00	G 04 257,000.00
SUBTOTAL \$				157,000.00		

Schedule A Summary

1. Amount received this period – contributions of \$100 or more. (Include all Schedule A subtotals.)	\$	157,000.00
2. Amount received this period – unitemized contributions of less than \$100	\$	0.00
3. Total monetary contributions received this period. (Add Lines 1 and 2. Enter here and on the Summary Page, Column A, Line 1.)	TOTAL \$	157,000.00

*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

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period

from 10/17/2004

through 12/31/2004

CALIFORNIA
FORM

460

SCHEDULE E

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Citizens Against Measure R, sponsored by and with major funding provided by Wal-Mart Stores, Inc.

I.D. NUMBER

1268889

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

- OMP campaign paraphernalia/misc.
- CNS campaign consultants
- CTB contribution (explain nonmonetary)*
- CVC civic donations
- FL candidate filing/ballot fees
- RND fundraising events
- IND independent expenditure supporting/opposing others (explain)*
- POS postage, delivery and messenger services
- PRO professional services (legal, accounting)
- PRT print ads
- MBR member communications
- MTG meetings and appearances
- RFD returned contributions
- SAL campaign workers' salaries
- TBL t.v. or cable airtime and production costs
- TRC candidate travel, lodging, and meals
- TRS staff/spouse travel, lodging, and meals
- TSF transfer between committees of the same candidate/sponsor
- VOT voter registration
- MEB information technology costs (internet, e-mail)

NAME AND ADDRESS OF PAYEE (IF COMMITTEE, ALSO ENTER ID. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Michael D. Meyers Company 1803 42nd Avenue East Seattle WA 98112	LIT, POS, PRO		20,000.00
Trapesse, LTD 2020 Capitol Avenue Sacramento CA 95814	TEL		2,512.08
Bell, McAndrews & Hiltachk 455 Capitol Mall, Suite 801 Sacramento CA 95814	PRO		1,052.50
* Payments that are contributions or independent expenditures must also be summarized on Schedule D.			SUBTOTAL \$ 23,564.58

Schedule E Summary

1. Payments made this period of \$100 or more. (Include all Schedule E subtotals.) \$ 164,403.28
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 Lines 1, 2, and 3. Enter here and on the Summary Page, Column A, Line 6.) **TOTAL \$** 164,403.28

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

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period from <u>10/17/2004</u> through <u>12/31/2004</u>	CALIFORNIA FORM 460
	Page <u>6</u> of <u>10</u>

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Citizens Against Measure R, sponsored by and with Major Funding provided by Wal-Mart Stores, Inc.

I.D. NUMBER

1268889

CODES: If one of the following codes 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 airtime and production costs |
| FIL candidate filing/ballot fees | PHO phone banks | TRC candidate travel, lodging, and meals |
| FND fundraising events | POL polling and survey research | TRS staff/spouse travel, lodging, and meals |
| IND independent expenditure supporting/opposing others (explain)* | 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 (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE	OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Berg Public Affairs 150 Post Office, Suite 740 San Francisco CA 94108	CNS			10,500.00
Lodi News Sentinel 125 N. Church Street Lodi CA 95240	PRT			4,051.89
Michael D. Meyers Company 1803 42nd Avenue East Seattle WA 98112		LIT, POS, PHO		29,460.00
Voter/Consumer Research, inc. 516 C Street, NE Washington DC 20002	POL			13,000.00
Lodi News Sentinel 125 N. Church Street Lodi CA 95240	PRT			1,688.28

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL \$ 58,700.17

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

Type or print in ink.
Amounts may be rounded
to whole dollars.

SCHEDULE E

Statement covers period from <u>10/17/2004</u> through <u>12/31/2004</u>	CALIFORNIA FORM 460
Page <u>7</u> of <u>10</u>	I.D. NUMBER 1268889

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

Citizens Against Measure R, sponsored by and with Major Funding provided by Wal-Mart Stores, Inc.

CODES: If one of the following codes 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 | PEI petition circulating | TEL t.v. or cable airtime and production costs |
| FIL candidate filing/ballot fees | PHO phone banks | TRC candidate travel, lodging, and meals |
| FND fundraising events | POL polling and survey research | TRS staff/spouse travel, lodging, and meals |
| IND independent expenditure supporting/opposing others (explain)* | 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 (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Michael D. Meyers Company 1803 42nd Avenue East Seattle WA 98112		LIT, POS, CNS	30,640.00
ABC Internet 3450 Palmer Drive #4 Cameron Park CA 95682	WEB		112.50
Michael D. Meyers Company 1803 42nd Avenue East Seattle WA 98112		LIT, POS, CNS	17,105.00
Bell, McAndrews & Hiltachk 455 Capitol Mall, Suite 801 Sacramento CA 95814	PRO		3,068.27
Berg Public Affairs 150 Post Office, Suite 740 San Francisco CA 94108	CNS		200.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL \$ 51,125.77

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

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period		CALIFORNIA FORM 460
from	10/17/2004	
through	12/31/2004	Page 8 of 10

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER

I.D. NUMBER

1268889

Citizens Against Measure R, sponsored by and with Major Funding provided by Wal-Mart Stores, Inc.

CODES: If one of the following codes 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 airtime and production costs |
| FIL candidate filing/ballot fees | PHO phone banks | TRC candidate travel, lodging, and meals |
| FND fundraising events | POL polling and survey research | TRS staff/spouse travel, lodging, and meals |
| IND independent expenditure supporting/opposing others (explain)* | 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 (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR	DESCRIPTION OF PAYMENT	AMOUNT PAID
Berg Public Affairs 150 Post Office, Suite 740 San Francisco CA 94108	CNS		10,300.00
The Dolphin Group 10866 Wilshire Blvd, #550 Los Angeles CA 90024	CNS		20,000.00
The Dolphin Group 10866 Wilshire Blvd, #550 Los Angeles CA 90024	OFC		712.76

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTAL \$ 31,012.76

**Schedule F
Accrued Expenses (Unpaid Bills)**

Type or print in ink.
Amounts may be rounded
to whole dollars.

Statement covers period		CALIFORNIA FORM 460
from	10/17/2004	
through	12/31/2004	Page 9 of 10
NAME OF FILER		I.D. NUMBER
Citizens Against Measure R, sponsored by and with Major Funding provided by Wal-Mart Stores, Inc.		1268889

SEE INSTRUCTIONS ON REVERSE

CODES: If one of the following codes 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 airtime and production costs
FIL candidate filing/ballot fees	PHO phone banks	TRC candidate travel, lodging, and meals
FND fundraising events	POL polling and survey research	TRS staff/spouse travel, lodging, and meals
IND independent expenditure supporting/opposing others (explain)*	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 CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) OUTSTANDING BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
Berg Public Affairs 150 Post Office, Suite 740 San Francisco CA 94108	CNS	20,800.00	0.00	20,800.00	0.00
The Dolphin Group 10866 Wilshire Blvd, #550 Los Angeles CA 90024	CNS	20,000.00	0.00	20,000.00	0.00
Berg Public Affairs 150 Post Office, Suite 740 San Francisco CA 94108	CNS	200.00	0.00	200.00	0.00

* Payments that are contributions or independent expenditures must also be summarized on Schedule D.

SUBTOTALS \$	41,000.00 \$	0.00 \$	41,000.00 \$	0.00
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Schedule F Summary

- Total accrued expenses incurred this period. (Include all Schedule F, Column (b) subtotals for accrued expenses of \$100 or more, plus total unitemized accrued expenses under \$100.) **INCURRED TOTALS \$** 752.64
- Total accrued expenses paid this period. (Include all Schedule F, Column (c) subtotals for payments on accrued expenses of \$100 or more, plus total unitemized payments on accrued expenses under \$100.) **PAID TOTALS \$** 107,024.58
- Net change this period. (Subtract Line 2 from Line 1. Enter the difference here and on the Summary Page, Column A, Line 9.) **NET \$** -106,271.94
May be a negative number

CALIFORNIA FORM 460

Statement covers period from 10/17/2004 through 12/31/2004

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ID NUMBER 1268889

Schedule F (Continuation Sheet) Accrued Expenses (Unpaid Bills)

Type or print in ink. Amounts may be rounded to whole dollars.

SEE INSTRUCTIONS ON REVERSE

NAME OF FILER Citizens Against Measure R, sponsored by and with Major Funding provided by Wal-Mart Stores, Inc.

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

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

NAME AND ADDRESS OF CREDITOR (IF COMMITTEE, ALSO ENTER I.D. NUMBER)	CODE OR DESCRIPTION OF PAYMENT	(a) BALANCE BEGINNING OF THIS PERIOD	(b) AMOUNT INCURRED THIS PERIOD	(c) AMOUNT PAID THIS PERIOD (ALSO REPORT ON E)	(d) OUTSTANDING BALANCE AT CLOSE OF THIS PERIOD
Michael D. Meyers Company 1803 42nd Avenue East Seattle WA 98112	LIT, POS, PHO	49,460.00	0.00	49,460.00	0.00
Voter/Consumer Research, Inc. 516 C Street, NE Washington DC 20002	POL	13,000.00	0.00	13,000.00	0.00
Trapese, LTD 2020 Capitol Avenue Sacramento CA 95814	TEL	2,512.08	0.00	2,512.08	0.00
Beil, McAndrews & Hiltachk 455 Capitol Mall, Suite 801 Sacramento CA 95814	PRO	1,052.50	0.00	1,052.50	0.00
Beil, McAndrews & Hiltachk 455 Capitol Mall, Suite 801 Sacramento CA 95814	PRO	0.00	752.64	0.00	752.64
* Payments that are contributions or independent expenditures must also be summarized on Schedule D.					
SUBTOTALS \$		66,024.58	\$ 752.64	\$ 66,024.58	752.64