



UTAH HOUSE OF REPRESENTATIVES

REPORT OF THE
SPECIAL INVESTIGATIVE COMMITTEE

APPENDIX
VOLUME IV

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EXHIBIT 39

From: John Swallow <john.swallow1@me.com>
Sent: Wednesday, March 16, 2011 9:11 AM
To: Jessie <jessiefawson@gmail.com>
Subject: Findraising donors:

Findraising donors:

Those to contribute to Jason's private company:

Energy Solutions--\$2000
Payday Companies--\$50000
Altria--1000
Aaron Osmond-5000
Petroleum marketers500
Alan Dayton and IHC500
Other
APX-10000
Pinnacle-5000
Bybee-20000
Richard Rawle
Marks contacts
Sigfried and Jensen20000
Debry-5000
Stoel Rives1000
RAGA
Stahura20000
Phil Smith5000
Jeremy Johnson20000
Hickman friends Wade, Orton, etc
DATS trucking
Lichfield
1800 contacts1000
Realtors5000
Rob Jolley friends5000
Swim family2000
Challenger School president (Barbara)
Dewey Reagan1000
NuSkin10000
Bill Simmons
Tom Dolan
Dietary Supplement Industry15000
Bankers and Banks5000
Realtors
Rural Electric--Kimball Rasmussen 1000
Rocky Mountain Power500
NRA1000
Food 2500
Pepsi
Coke
Questar1000
Qwest1000
AT&T1000
Google
Microsoft2000
Ken Macey1000
Shotgun event100000
Online lenders--Greg Porter8167213336--20000
Prepaid legal20000
Medco. David Snow, CEO. David_snow@Medco.com. Richard Rubino COO presented at RAGA
Union Pacific--Foxley. 1000
Microsoft--David and Susan Kohen

Koz Semnani--Sue Ferry--follow up on her son. 5000
Roney family10000
Brad Pelo
Boyd Craig and his contacts
Jake Haroni5000
Frank Switter2000
Legislators
Valentine, Curtis, Bramble, Lockhart, mike Noel, friend down in Kane County,--20000
Tony Abbot- sportsman
Mike Lee20000
Rocky Mountain Power
Jason Perry--Spence Eccles20000
Lowe's: Scott Mason VP Govt Affairs Scott.d.mason@Lowe's.com 704.941.8297
National Association of Convenience Stores. Julie Fields. Dir of Gov Relations. Jfields@nacsonline.com 2022977844.
LexisNexis. Jon Burton. Jon.Burton@LexisNexis.com 6786943383

Goal: \$500,000

Sent from my iPhone=

EXHIBIT 40

From: John Swallow <john.swallow1@me.com>
Sent: Tuesday, April 12, 2011 2:08 PM
To: Jason Powers <jasoncpowers@gmail.com>; Renae Cowley <renaecowley@gmail.com>
Subject:

Findraising donors:

Energy Solutions--\$2000
Payday Companies--\$50000
Altria--1000
Aaron Osmond-5000
Petroleum marketers500
Alan Dayton and IHC500
Other
APX-10000
Pinnacle-5000
Bybee-20000
Richard Rawle
Marks contacts
Sigfried and Jensen20000
Debry-5000
Stoel Rives1000
RAGA
Stahura20000
Phil Smith5000
Jeremy Johnson20000
Hickman friends Wade, Orton, etc
DATS trucking
Lichfield
1800 contacts1000
Realtors5000
Rob Jolley friends5000
Swim family2000
Challenger School president (Barbara)
Dewey Reagan1000
NuSkin10000
Bill Simmons
Tom Dolan
Dietary Supplement Industry15000
Bankers and Banks5000
Realtors
Rural Electric--Kimball Rasmussen 1000
Rocky Mountain Power500
NRA1000
Food 2500
Pepsi
Coke
Questar1000
Qwest1000
AT&T1000
Google
Microsoft2000
Ken Macey1000
Shotgun event100000
Online lenders--Greg Porter8167213336--20000
Prepaid legal20000
Medco. David Snow, CEO. David_snow@Medco.com. Richard Rubino COO presented at RAGA
Union Pacific--Foxley. 1000
Microsoft--David and Susan Kohen
Koz Semnani--Sue Ferry--follow up on her son. 5000
Roney family10000

Brad Pelo
Boyd Craig and his contacts
Jake Haroni5000
Frank Switter2000
Legislators
Valentine, Curtis, Bramble, Lockhart, mike Noel, friend down in Kane County,--20000
Tony Abbot- sportsman
Mike Lee20000
Rocky Mountain Power
Jason Perry--Spence Eccles20000
Lowes: Scott Mason VP Govt Affairs Scott.d.mason@Lowes.com 704.941.8297
National Association of Convenience Stores. Julie Fields. Dir of Gov Relations. Jfields@nacsonline.com 2022977844.
LexisNexis. Jon Burton. Jon.Burton@LexisNexis.com 6786943383
Andy Madsen hunter groups
Frank Madsen
Mac Christensen
Harris Simmons
Zions Bank
Jared Pierce
Bert Smith
Phil Smith. PMI
Pres pure gold
Bill Perry
Bill Simmons
Ron Gunnell
Roneys
Bob Debry
Bob Lichfield
Boyd Craigs contacts
Brad Call
Brian Allen
Brian Judy
Evan Bybee
Bruce Baird
Bruce Olsen
Ted Johnson
Chris Bleak
Don Pott
Clark Stringham
Dan Ipson
Dan Simons
Greg miller
Dan Young
Ganesh Patel
Al Mansell
Steve Zolman
David Clove
David Hinkins
David Jordan
David Layton
Dell Loy Hansen
Dennis Bassford
Dennis Lloyd
Xactware. Jim Loveland
Dewey Reagan
Elle Muth
Rod orton
Gary Jubber
Pignanelli
Frank Switter
Fred Lampropolos
Garry Pay
Lyle Swimm
George Sutton
Mike Hutchings

Grant sumsion
Greg Curtis
Hal Wing
Headlee
Jabo Covert
Jake Harouny
Jared pierce
Harrow Rogavin
Mike Davies
Jay Jorgensen
Jeff Miller. Zolmans friend
Canto--Jonathan Reid
Jesse Riddle
Jim prochnow
Rob Jolley
Joe Zeidner
Jon Remington
Scott Loveless
Ken Macey
Kevin Howard
Kip Cashmore
Kirk Smith
Kris Kyler
Kurt Larson
Lloyd Selleneit
Lorin Pugh
Margaret Nathan
Mark Crocket
Mark Haroldson
Marty Stephens
Mike Lee
Micheal Staisal
Mike Morley
Mike Peterson
Dave Hansen
Pay Cirillo
Paul Ahlstrom
Paul Allen
Paul Ewing
Paul Rogers
Ricardo Olmedo
Rick Votaw
Robert Jones
Robin Riggs
Tom Hatch
Bill Hickman
Wilford Clyde
Todd Petersen

Goal: \$500,000

Sent from my iPhone

EXHIBIT 41

From: John Swallow [john.swallow1@me.com]
Sent: Wednesday, June 29, 2011 5:50 PM
To: kip@usacashservices.com
Cc: Richard Rawle
Subject: Campaign

Kip:

Here are some things you might say about my candidacy for AG:

1. I am currently the Chief Deputy AG for Utah. As the number 2 person in the office, I am leading out on many of the premier issues in the State. I am on TV, radio and in the printed media.
2. I have served 3 terms in the State legislature and have secured the nomination on the Republican ticket for Congress twice, narrowly losing to the better known incumbent. The important thing about that is that I know how to win the nomination and this race for AG will be all about the nomination. The Republican nominee will win this statewide race by a 30 point margin.
3. As AG, I will be in a position to help other AGs understand the importance of the cash advance industry. With the passage of the Dodd Frank bill, the CFPB was created, giving far reaching power to the State AGs. This industry will be a focus of the CFPB unless a group of AG's goes to bat for the industry. I am ready and willing to help lead out on that, and having worked with the Utah Association and also in Montana and Wyoming, I well understand and can help create a critical mass of support among the conservative AGs. I have already presented on a panel before AG's on the CFPB issue.
4. I have assembled the very best team in the State, and so far, no one of note has jumped into the race. I will be the clear front runner the moment I announce, which I am going to strategically delay for as long as possible.
5. I would like to raise as much as possible in the third and fourth quarters this year so my year end numbers look strong, to discourage others from jumping in and to dry up support for others.
6. My campaign budget will be \$1.1 million. I have already raised more than \$100k. I hope to raise \$100k from the industry in 2011, and the OLA have committed to raise me 1/2 of that in the third quarter, and that much again early next year.
7. As much as possible, I would like to raise money from companies and individuals not tied to payday, so I do not make this a payday race. So if people you know have another company that does not do payday, so much the better.

The non-payday money needs to go to the "Protect Utah PAC." The Payday money needs to go to the "Utah Prosperity Foundation."

Please do not forward this email.

Thanks for your help.

John

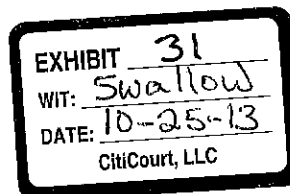


EXHIBIT 42

From: Gregory Porter <greg@catalystgrouponline.com>
Sent: Tuesday, August 9, 2011 1:17 PM
To: John Swallow <john.swallow1@me.com>
Subject: FW: Wasatch Shotgun Blast

FYI...Cash America

From: "Pena, Fernando" <fpena@casham.com>
Date: Tue, 9 Aug 2011 14:11:15 -0500
To: Gregory Porter <greg@catalystgrouponline.com>
Subject: RE: Wasatch Shotgun Blast

Hi Greg.

Yes we are planning to do \$5000. I will probably bring. Look forward to seeing you at the event and hopefully in CA too. Thanks!

Fernando

From: Gregory Porter [<mailto:greg@catalystgrouponline.com>]
Sent: Tuesday, August 09, 2011 11:49 AM
To: Pena, Fernando
Subject: FW: Wasatch Shotgun Blast

Fernando-

Hope you are doing well! Danny and I need to get back out to CA.

Can Cash America do \$5,000 (corporate) for John Swallow in UT? We are supporting him heavily because he will be a great advocate for us if we get him in office...

The check would need to go to "Protect Utah PAC" and if you can make it to this event bring it with you or could have it FedEx'd to me. The committee address (because I know you need it for the check records is 175 S West Temple #650, SLC, UT 84101.

Let me know if you guys can do this...I know John has talked directly to Mary, but I wanted to get you involved since its your state.

Greg
(816) 721-3336

From: Renae Cowley <renae@guidantstrategies.com>
Reply-To: Renae Cowley <renae@guidantstrategies.com>
Date: Tue, 9 Aug 2011 11:05:45 -0400
To: Gregory Porter <greg@catalystgrouponline.com>
Subject: Wasatch Shotgun Blast

Reserve your spot today for the 8th Annual Wasatch Shotgun Blast to receive your choice of firearms.

Is this email not displaying correctly?
[View it in your browser.](#)

Utah Attorney General Mark Shurtleff

Invites you to the 8th Annual Wasatch Shotgun Blast



**Co-hosted by
Chief Deputy Attorney General
John Swallow**

Thursday, September 8, 2011 from 4 p.m. to 9 p.m.

**Browning Worldwide Headquarters
6175 Cottonwood Canyon Road
Mountain Green, Utah 84050**

Click [HERE](#) for directions

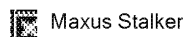
RSVP to Renaé Cowley at 801.529.3209 or renae@guidantstrategies.com

Or click [HERE](#) to RSVP

***Everybody wins at the shootout.
Each member of the team receives a door prize.***

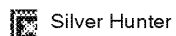
PLATINUM LEVEL (\$20,000)

Maxus Stalker 12 Gauge 3" Chamber, 28" Barrel (MSRP \$1269.99)



OR

Silver Hunter 12 Gauge 3" Chamber 28" Barrel (MSRP \$1119.99)



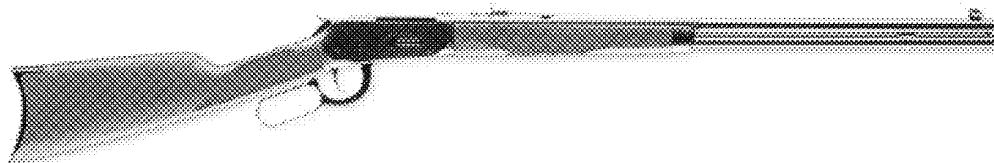
OR

Silver Hunter 20 Gauge 3" Chamber 28" Barrel (MSRP \$1119.99)



OR

Model 94 Sporter 30-30 Caliber (MSRP \$1379.99)



GOLD LEVEL (\$10,000)

BPS 12 Gauge 3" Chamber 28" Barrel (MSRP \$659.99)



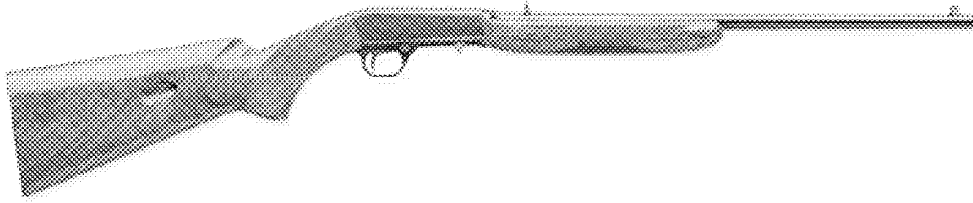
OR

BPS 20 Gauge 3" Chamber 28" Barrel (MSRP \$659.99)



OR

Semi-Auto 22 (MSRP \$699.99)



SILVER LEVEL (\$5,000 or individuals at \$2,000)

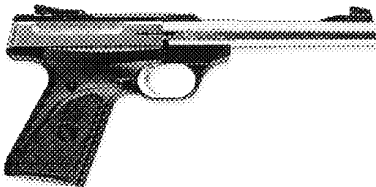
Super X Pump Defender (MSRP \$399.99)

*****LIMITED SUPPLY- RESERVE YOURS TODAY*****



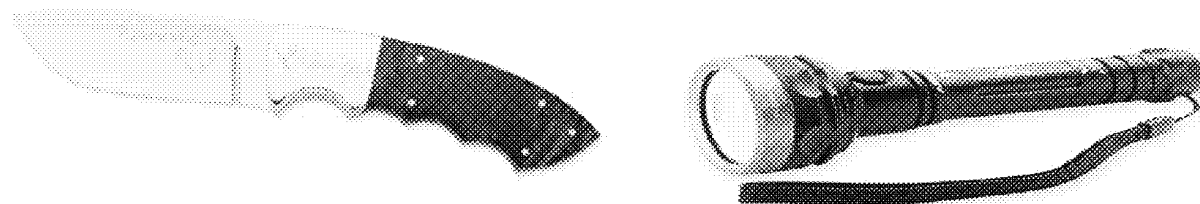
OR

Buck Mark Camper Stainless (MSRP \$399.99)



OR

Whitetail Legacy LE Knife & Hunt Master VXT Light (Combined MSRP \$349.99)



Contributions are not tax deductible as charitable donations. Utah law does not limit contribution amounts or prohibit any entity from making a contribution. A corporation that is incorporated, organized, or otherwise created less than 90 days before the date of a general election must file a statement of organization with the lieutenant governor's office before making a contribution to a political action committee. Each corporation that has made expenditures for political purposes that total at least \$750

during a calendar year must file a verified financial statement with the lieutenant governor's office as needed on January 10, August 31, and seven days before the regular general election. (Utah Code 20A-11) Federal law prohibits contributions from foreign nationals.

This communication is paid for and authorized by Utah's Prosperity Foundation

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Utah Attorney General
175 South West Temple
Suite 650
Salt Lake City, Utah 84101

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Utah Attorney General · 175 South West Temple · Suite 650 · Salt
Lake City, Utah 84101



EXHIBIT 43

REPORT ON THE INVESTIGATION OF ATTORNEY GENERAL JOHN E. SWALLOW

November 20, 2013

SPECIAL COUNSEL TO THE LIEUTENANT GOVERNOR OF THE STATE OF UTAH

Matthew L. Lalli (6105)
Stewart O. Peay (9584)
Jeremy J. Stewart (12247)
SNELL & WILMER, LLP
15 West South Temple, Suite 1200
Gateway Tower West
Salt Lake City, Utah 84101-1004
Telephone: (801) 257-1900
Facsimile: (801) 257-1800

For Public Disclosure

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I. SUMMARY

In his 2012 Candidate Financial Disclosure or Conflict of Interest forms, John Swallow failed to disclose several entities from which he had received more than \$5,000 in income during the previous year or for which he filled roles reasonably construed as owner, officer, or formal advisor. This non-disclosure was planned and deliberate and was executed in two separate filings, one on March 9, 2012 and the second on March 15, 2012. At the time, Swallow was the Chief Civil Deputy Attorney General and a candidate for the Utah State Attorney General, yet he did not read or analyze the governing disclosure statutes to inform himself about what financial or conflict of interest disclosures were required. Instead, Swallow consulted with an estate planning lawyer who had no experience in election law and who also had not read or analyzed the governing disclosure statutes. Together, they relied on nuances from the law of estate tax and creditor protection to determine what was legally required by the Election Code for Swallow's Candidate Financial Disclosure or Conflict of Interest forms. Despite these and other justifications Swallow has offered for his non-disclosure, the evidence developed through this investigation, most of which Swallow has admitted, is sufficient to establish probable cause that Swallow violated the finance disclosure and conflict of interest provisions of Utah Code Annotated section 76-8-109(4)(b) in at least the following ways:

- Within one year prior to filing his Financial Disclosure or Conflict of Interest forms, Swallow received \$17,000 by way of a series of deposits onto a prepaid Netspend debit card, which Check City and/or Softwise purchased and funded for Swallow. Swallow even acknowledged receiving this income on his personal

income tax returns, albeit late and incompletely. The Court reasonably could find this constitutes income to Swallow from Check City and/or Softwise, which should have been disclosed.

- Within one year prior to filing his Financial Disclosure or Conflict of Interest forms, Swallow wrote two checks on behalf of P-Solutions to his wife, Suzanne, for \$5,917 and \$13,200, respectively, and Suzanne immediately deposited the funds into the John and Suzanne Swallow joint checking account where the money was used for joint taxes, IRA contributions, and joint household and family expenses. The Court reasonably could find this constitutes income to Swallow from P-Solutions, which should have been disclosed.
- Swallow was the sole manager, sole service provider, and sole person involved in any business conducted by SSV Management or P-Solutions. He maintained the check books and ledgers of both companies, wrote checks, and made financial decisions with regard to the funds in each account. The Court reasonably could find Swallow's exclusive role in managing and operating these companies qualifies him as an owner, officer, or formal advisor of SSV Management and P-Solutions, which should have been disclosed.
- Within one year prior to filing Swallow's Financial Disclosure or Conflict of Interest forms, Guidant Strategies paid income of \$7,000 to P-Solutions at Swallow's direction. The money had been earned by personal consulting services

Swallow provided for Guidant in or before 2009, and sometime in late 2010, after he had formed P-Solutions, Swallow orally assigned the payment from himself personally to himself as manager for P-Solutions. Swallow personally paid income taxes on the \$7,000. The Court reasonably could find this constitutes income to Swallow from Guidant, which should have been disclosed.

- Within one year prior to filing his Financial Disclosure or Conflict of Interest forms, Swallow performed personal consulting services for Richard Rawle and Chaparral Limestone and Cement Company. RMR Consulting paid \$15,000 for those services. Swallow directed that the check be written to P-Solutions rather than to himself. The money was used for Swallow's personal household expenses and Swallow paid personal income taxes for the \$15,000 received. The Court reasonably could find this constitutes income to Swallow from RMR Consulting/Rawle/Chaparral, which should have been disclosed.
- Swallow's consulting services for Richard Rawle and Chaparral began in approximately August 2010 and continued through at least June 2012. Swallow and Rawle had an agreement that Swallow would receive an equity participation in the Chaparral project upon certain conditions. Swallow also was paid an hourly rate and directed the payment to be made to P-Solutions. The Court reasonably could find that Swallow's consulting services constitute a formal advisory relationship, which should have been disclosed.

Swallow's explanations for these acts and omissions, when considered in light of internal inconsistencies and conflicting evidence, raise numerous questions of credibility that should be assessed by a finder of fact when applying the applicable law. Whether these and other facts constitute a violation of any of the relevant Utah statutes, including Utah Code Annotated ("UCA") §76-8-109, which governs Candidate Financial Disclosure or Conflict of Interest forms, further will depend on how liberally or narrowly the Court construes the relevant statutes. If the Court construes the statutes liberally to carry out the intent of the Election Code (as directed by UCA §20A-1-401(1)) and looks to the practical realities of Swallow's conduct, it reasonably should find him to be in violation of law.

Pursuant to UCA section 20A-1-703, special counsel to the Lieutenant Governor in this investigation find that "sufficient evidence is obtainable to show that there is probable cause to believe that a violation has occurred." Therefore, special counsel should commence additional proceedings under sections 20A-1-703(3) and (4).

II. SCOPE OF INVESTIGATION

We investigated each of the claims stated in the petition filed with the Lieutenant Governor's office to determine whether "sufficient evidence is obtainable to show that there is probable cause to believe that a violation has occurred." UCA § 20A-1-703(3). We were asked to follow up on all of petitioners' claims, even though the Lieutenant Governor previously had declined to pursue several of them. Although we did not pursue an investigation of any other claims specifically, we were open to doing so if evidence arose during our investigation. We also were cognizant of several other investigations into Swallow's conduct and attempted to

avoid duplication.

We began by giving petitioners' counsel and Swallow's counsel an invitation to provide any information they wanted or to make suggestions about the scope of the investigation, what documents to obtain, and what witnesses to interview. Neither provided anything beyond what they previously had provided to the Lieutenant Governor.

We issued documents subpoenas and received documents from the following: John Swallow; Suzanne Swallow; The Super Seven Trust, through trustee Lauren Swallow Reed; SSV Management LLC; I-Aware Products LLC; P-Solutions LLC; The estate of Richard Rawle; Allen Young; Jason Powers; Jeremy Johnson; Lee McCullough; Mountain America Credit Union; Zion's Bank; Netspend; KUTV; Sumsion & Crandall.

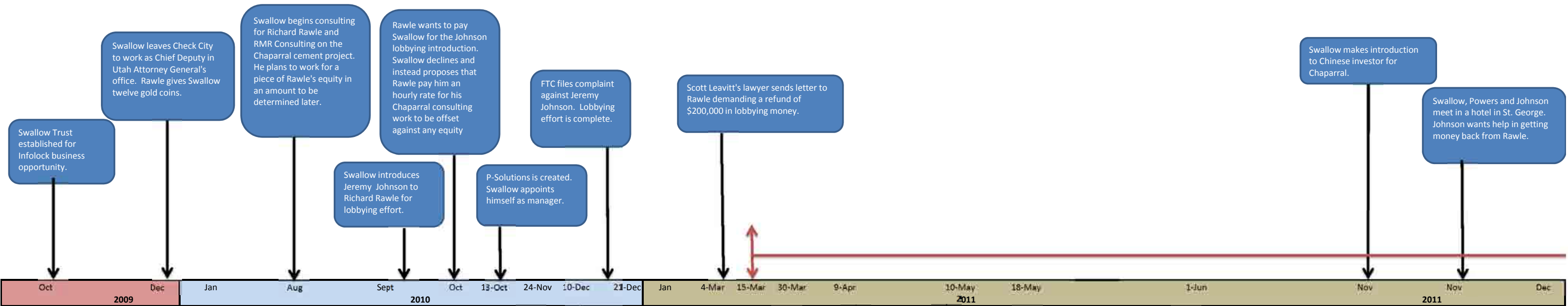
We conducted witness interviews of the following individuals: Allen Young (with participation from Tyler Young); Jason Powers; Cort Walker; Greg Callister; Lee McCullough; Thom Roberts; Grant Sumsion; Jessica Fawson; Mark Shurtleff; William Rothbard.

We took sworn testimony from the following witnesses: John Swallow; Lee McCullough; and Cort Walker.

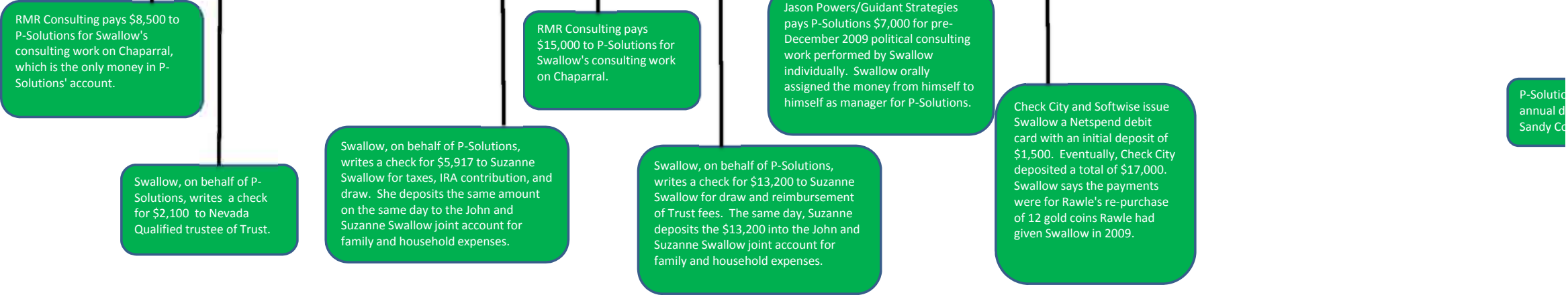
The following discovery requests remain outstanding as of the date of this report: Sworn statements from Thom Roberts, Jessica Fawson, Jason Powers and Mark Shurtleff; deposition testimony from Suzanne Swallow; and documents from John Swallow and Jeremy Johnson.

Timeline of Business Acti

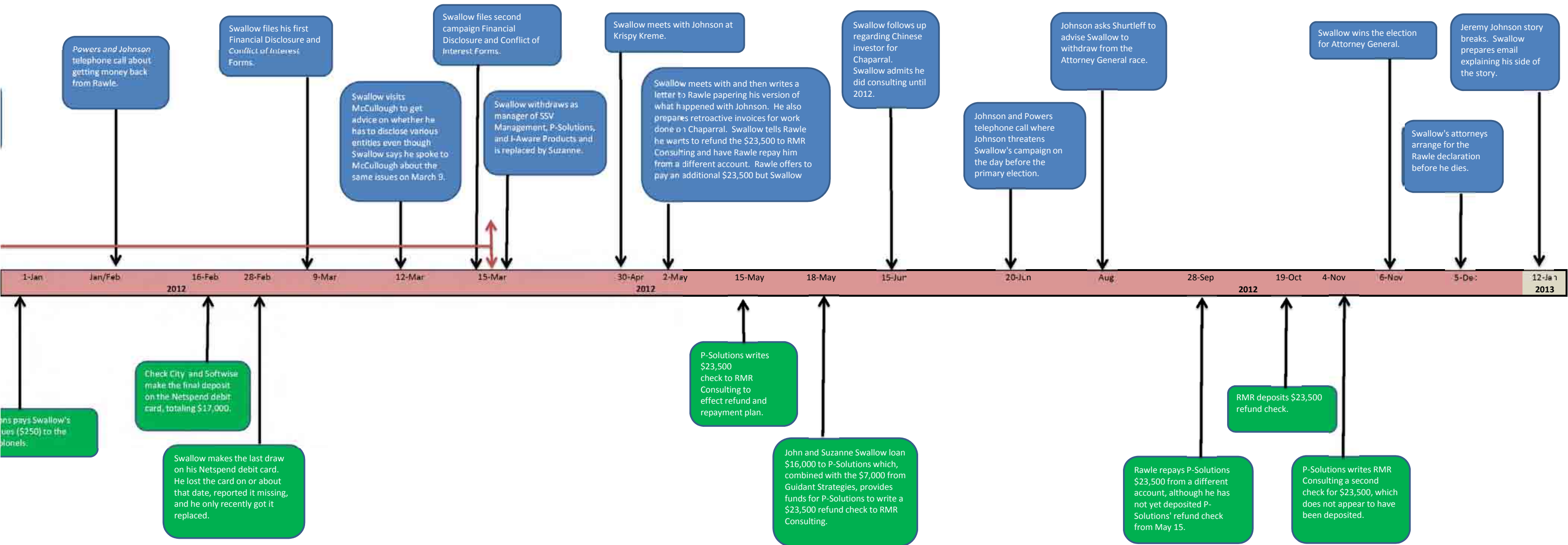
Business Transactions



Money Transfers



Activities and Money Transfers



IV. FACTUAL FINDINGS

A. Swallow's Relationship with Richard Rawle

Swallow had a long-standing and close working relationship with Richard Rawle and his companies (Tosh, Inc., Check City, and Softwise) for several years. Immediately before joining the Attorney General's office as Chief Deputy in December 2009, Swallow worked as general counsel to Rawle's company, Check City. Rawle was a good friend, political ally, and benefactor to Swallow. [Swallow Depo. at 75-76.]

During the investigation, it was apparent that Swallow and his lawyers were coordinating and collaborating to some degree with Cort Walker and the Rawle family lawyer. Indeed, in preparation of the Rawle declaration in December 2012, the Rawle's lawyer asserted that Swallow's lawyer was providing legal advice to both Rawle and Swallow. Thus, they have asserted the attorney-client privilege as a basis for not providing documents transmitted among the joint clients (Swallow and Rawle) and the two attorneys. Walker testified that Swallow's lawyer was "helping" in connection with the preparation of the Rawle declaration in December 2012. [Exhibit A; Walker Depo. at 74.]

Before Swallow left Check City, Rawle gave him 12 one-ounce gold coins. Swallow testified that Cort Walker suggested in 2011 that Swallow sell the gold coins back to Rawle, and Rawle agreed. Swallow said he sold the coins to Rawle between June 1, 2011 and February 16, 2012 for an agreed-upon price of \$1,300 each. Swallow testified he sold the coins to Rawle in three or four groups. Instead of writing a check or paying cash in exchange for the coins, Rawle and Swallow agreed that Rawle would open a Netspend pre-paid debit card account in Swallow's

name and then make deposits over time when Swallow sold back the coins. [Swallow Depo. at 51-53.] The deposits were made by Check City and Softwise. [Exhibit B.]

Contrary to Swallow's testimony, Walker testified that he was not aware of Rawle ever giving Swallow gold coins. On one occasion, Rawle did tell Walker that Swallow was going to sell some gold coins and that Swallow wanted the proceeds from those sales loaded onto a prepaid debit card. That was the only time Walker knew of Rawle buying gold coins from anyone and loading the purchase price onto a prepaid debit card. Walker did load money onto Swallow's card on a number of occasions, upon the instruction of Rawle, and in amounts determined by Rawle. Walker loaded the money, but did not associate the timing or amounts loaded with any particular events or circumstances. [Walker Depo. at 40-46.]

Selling 12 coins at \$1,300 each should have yielded Swallow total income of \$15,600, which is the amount Swallow reported on his 2012 tax returns. However, the total amount of income actually received by Swallow on his Netspend debit card was \$17,000, all of which had been deposited before Swallow lost his card on or about February 25, 2012. [Exhibit B.]

Even though \$13,500 of the total \$17,000 had been paid to Swallow during 2011, Swallow did not identify any income on his tax returns until tax year 2012 (which were prepared in 2013), and even then he accounted for only \$15,600 (the agreed-upon amount received) instead of \$17,000 (the actual amount received). Swallow's tax returns further reflect capital gains treatment, in which he used \$10,800 to compute his basis. [Exhibit C at JS000887.] He obtained this number through conversations with Rawle, who gave Swallow "a rough estimate he

thought [the basis] would be.” [Swallow Depo. at 213.] Other than Swallow’s testimony, there are no written records or corroborating testimony regarding an agreed-upon price of \$1,300 per coin or the basis of \$800 per coin or \$10,800 for 12 coins.

When asked if he correlated the total amount paid (\$17,000) to the amount put on his tax returns (\$15,600), Swallow testified:

Well, you know, the problem is that I lost my debit card in spring of 2011, and I knew there was a little money left on that card, and like I told you before, I was locked out. I couldn’t get the information about my account because I was locked out of my account, and so I thought that I might have gotten paid – I might have gotten more than the value of the coins, and that’s still in the debit account, so my intention was if it was more than the [\$15,600], that I would refund that to the company, which I haven’t done yet. . . . My intent was to correlate the payment for the coins to the actual coins that I was selling. . . . I think that was what I intended to sell the coins for, \$1,300 a coin, which would total [\$15,600], so there was a difference between the [\$15,600] and I think the total amount they put in that account, which I think ended up being \$17,000 instead of [\$15,600]. There was about a \$1,400 difference. So I am just simply waiting to access that account again to get that money back to them and to pay them back the extra money that had been put in that account which I didn’t spend.

[Swallow Depo. at 216-217.]

There is no explanation for why Rawle would have paid Swallow more than the agreed upon \$1,300 per coin. Nor is there any correlation in the amounts or times of Netspend deposits and the sale of any coins. There is no documentation for any of the sales transactions. It also should be noted that when we subpoenaed Netspend for documents, Netspend responded in less than one week. The Netspend records also indicate that Swallow, or someone using his account,

logged into his Netspend account on the date he reported his card missing in February 2012 and also in March and May 2012. [Exhibit D.]

B. Organization of the Swallow Super Seven Trust

In the fall of 2009, Swallow hired estate planning attorney Lee McCullough to form a family trust for him. McCullough formed a trust designed for individuals with a business opportunity of high worth, in the range of several millions of dollars. Swallow wanted this kind of trust because he had what he believed would be a significant business opportunity and wanted to obtain protection of the proceeds within the trust structure as he understood other people (including Richard Rawle) had done. [Swallow Depo. at 98-99.] The business opportunity was Infolock, which was a technology that scrubbed electronic information from cell phones when lost. [Swallow Depo. at 102.]

The Super Seven Trust (“Swallow Trust” or “Trust”) was established under Nevada law with two trustees. Michael Cahill, a Nevada lawyer, was designated a “qualified” trustee, which was required by Nevada law to obtain the protections intended. His main task was to keep Trust books and records, although no bank account ever was established for the Trust. Swallow’s oldest daughter, Lauren, was designated as the “investment” trustee. In order for any money to be distributed from the Trust to beneficiaries, section 2.1 of the Trust required that the investment trustee exercise her independent judgment concerning the distribution, and then give 30 days’ written notice to the Trust Protector (Lee McCullough) to allow him to object. [Exhibit E.] This Trust procedure also was not followed with respect to any distributions from entities within the Trust. [Swallow Depo. at 114.]

At the time of formation in 2009, the Trust was the owner of a holding company, SSV Management LLC, which in turn owned I-Aware Products. [Exhibit F.] The sole asset of I-Aware was Swallow's 50% interest in Infolock, which he assigned to the Trust. There are no assignment documents. In 2012, McCullough formed another company for Swallow, P-Solutions, which was established to be owned by SSV Management.

C. Swallow's Relationship with Jeremy Johnson and Assistance in the Lobbying Effort

Swallow met Jeremy Johnson in the early 2000's. Over time, they became friends until the Krispy Kreme meeting, at which point Swallow believes the relationship changed. [Swallow Depo. at 223-24; 270.]

In the fall of 2010, Swallow introduced Johnson to Rawle for the purpose of raising money to help Johnson in an ongoing federal investigation in Nevada, and in particular to try to prevent or forestall a complaint being filed against Johnson. We refer to this as the "lobbying effort." Swallow testified that it was his idea to introduce Johnson to Rawle because of Rawle's general contacts, but he did not specifically have in mind any effort to lobby Harry Reid. Swallow said that the Reid connection was Rawle's idea. [Swallow Depo. at 229-231.]

Although Swallow testified that he was not substantively involved in the lobbying effort other than to make the introduction to Rawle and send an email to Johnson as a "friend" outlining how he would approach the lobbying based on his own lobbying experience, it is apparent that he was involved in the lobbying effort until as late as December 10, 2010, which was less than two weeks before the FTC complaint was filed. [Swallow Depo. at 233-234;

Exhibits G, H.]

D. Swallow's Work on Chaparral

During 2009, Rawle began discussing with Swallow a project he was working on in Nevada involving the effort to develop a cement plant, which later became known as the Chaparral Limestone and Cement Company ("Chaparral"). In approximately August 2010, those discussions turned into a request by Rawle that Swallow perform consulting work on the Chaparral project. [Swallow Depo. at 57-59.]

Swallow's consulting work on the Chaparral project began in August 2010 and continued through at least 2012. When asked to identify the time frame in which he worked on the Chaparral project in terms of a beginning date and an end date, Swallow testified that "[t]he end's a little blurred. The beginning was, like I said, the fall of 2010. The end would have been . . . as late as August or September or October, maybe November of 2011." [Swallow Depo. at 86.] When confronted with emails as late as June 2012, Swallow retreated: "[w]ell, like I said to you or you said to me, it was kind of a blurry line about how long the work went, and so I would assume that I was stilling working with Richard on this at this point in time." [Swallow Depo. at 88, 94-95; Exhibits I, J.]

The work Swallow performed on the Chaparral project was described in two invoices he created not in 2010 and 2011 when he did most of the work, but retroactively in 2012. [Exhibit K; Swallow Depo. at 69.] As described in these retrospective invoices, Swallow's work concerned efforts to develop a possible business relationship with the Moapa Indian Tribe in

Southern Nevada. Swallow attended meetings and made introductions to two other lawyers, David Colvin and Dennis Ickes, both of whom purported to have relationships with the Tribe.

There is no documentation regarding the terms of Swallow's consulting engagement, including specifics about the engagement or payment terms. However, Swallow testified that he believed he would receive part of Rawle's equity should the project become successful. He did not know what percentage of equity that would be, but he believed Rawle would be generous with him, as Rawle always was. [Swallow Depo. at 60-61.]

Swallow's understanding of the payment plan for his Chaparral work changed when Rawle suggested in the fall of 2010 that he wanted to pay Swallow for the Johnson introduction. Swallow testified that he refused to accept money for the introduction because he felt that would be improper given his friendship with Johnson. Swallow testified he "felt like [he] owed more to Jeremy than to accept money for encouraging him to spend money with Richard Rawle." [Swallow Depo. at 64.] Instead, after thinking about it for a few days, Swallow proposed that Rawle simply pay Swallow's newly-established company, P-Solutions, an hourly rate for his work on Chaparral and eventually subtract the hourly amount paid from any equity Swallow might later receive. [Swallow Depo. at 63, 65.] Without providing any invoices or summary of his time, Swallow asked Rawle to pay him \$15,000 in April 2011. [Exhibit K at JS000067.] Swallow also testified he had asked for and received \$8,500 several months earlier in November 2010. [Swallow Depo. at 75-77.]

E. Swallow Managed SSV Management and P-Solutions

All of the entities owned by the Swallow Trust, in particular SSV Management and P-Solutions, were operated and controlled solely by Swallow. He was the sole manager, the sole employee, and the only person who ever provided services for any of those companies. He likened his role in P-Solutions to working in a law firm, where an attorney personally performs services, but he does so on behalf of the firm. Unlike a law firm, however, Swallow did not have any agreement with P-Solutions describing the terms of his employment, his rights and obligations regarding the services provided, or any method of being compensated by the company for services he performed on its behalf. [Swallow Depo. at 119, 143, 144, 82.]

One of the services Swallow performed for SSV Management and P-Solutions was managing the finances and maintaining the checkbooks and account ledgers, although there was relatively little money earned, received, or transferred. Swallow testified that he sometimes consulted with his wife, as beneficiary of the Trust and later as manager of the companies, when making financial decisions for the companies. [Swallow Depo. at 119, 123, 128; Exhibits L, M.] But he did not consult with the investment trustee or the Trust Protector when making those financial decisions. [Swallow Depo. at 114.] Swallow continued to write the checks and keep the ledgers of the companies even after he withdrew as manager and was replaced by his wife. This was true even though his wife managed the family finances, kept the household accounts, and maintained their joint checkbooks. [Swallow Depo. at 124.]

Swallow withdrew as manager of SSV Management and P-Solutions in March 2012. According to records of the Division of Corporations & Commercial Code, the withdrawal took place on March 15, 2013, the same day he filed his second Financial Disclosure or Conflict of Interest form. [Exhibits N, O.] However, in his deposition Swallow was adamant that the date of his withdrawal as manager was on March 8 or 9, 2012, before he filed his first form on March 9. He testified that “my intent and my belief at the time I filed [the forms] was that I had resigned already as the manager of P-Solutions and SSV and I-Aware, the three companies. . . . I informed my lawyer that I was resigning and asked him to make the change immediately. . . . [A]s far as I was concerned, it was effective upon my communication to my lawyer.” [Swallow Depo. at 135-138.] “I know I discussed it with Lee McCullough, and I resigned as manager of SSV Management, and I indicated to him that Suzanne would accept the appointment as manager of SSV Management.” [Swallow Depo. at 122; 292-297.]

Concerning the reasons for withdrawal as manager, Swallow testified that “a desire to prevent any investigation into P-Solutions or Chaparral or Richard Rawle” wasn’t even a factor in his disclosure analysis. [Swallow Depo. at 325.] Rather, he testified that he withdrew as manager, and therefore did not disclose these entities, because “[m]y plans as Attorney General are not to be involved in outside businesses. That was what I intended to make clear when I filed, and that’s certainly been the case since then, and my plan is to have it be the same through the time I serve. . . . It was more about send a message to the public that I was done with these things, it’s on the record that I was involved in these things and I’m just moving on. I want to be the Attorney General a hundred percent of my time for the public if I won. That was my

thinking at the time.” [Swallow Depo. at 133, 305.]

In contrast to Swallow’s explanation about sending a message to voters, McCullough testified that Swallow never mentioned such an objective to him. [McCullough Depo. at 62-63.] McCullough explained the purpose for Swallow’s withdrawal as manager of P-Solutions and SSV Management as follows:

[H]e told me and I agreed that if he was a director of any other business out there and didn’t want it to come up in his campaign, it would be entirely appropriate for him to resign prior to sending in his election application and so he didn’t have to deal with that in the campaign, and I see this the same way. It’s cleaner and easier to not bring in a bunch of things that people could try to poke holes at or make an issue of, and I agreed with that. I just thought it would be cleaner to not have to bring it up.

[McCullough Depo. at 53-54.] Moreover, Swallow testified that he thought the disclosure about directors or formal advisors was intended to be a declaration about what he intended to do in the future as opposed to his past and present activities. [Swallow Depo. at 302.] This is contradicted by the plain language of the statute, which says nothing about future intentions but uses the present tense “*serves* on the board of directors or in any other type of formal advisory capacity.” Finally, Swallow may well have wanted to send a message to voters that he would not have outside business interests if elected as Attorney General. But attempting to send that message by omitting required disclosures about his former and continuing business relationships with the likes of P-Solutions, SSV Management, and Chaparral was misleading because voters reasonably may infer the opposite if the disclosures had been made.

F. Payments to and Transfers from P-Solutions

On November 26, 2010, RMR Consulting paid P-Solutions \$8,500 for Swallow's work on the Chaparral project. [Exhibit R.] On December 10, 2010, \$2,100 of that money was paid directly by P-Solutions to Michael Cahill, the qualified trustee on the Swallow Trust, for trustee fees. Swallow wrote the check for P-Solutions. [Exhibit M.] P-Solutions made the payment because the Trust had no bank account. On March 30, 2011, P-Solutions, with a check also written by Swallow, paid most of the remainder of the \$8,500 RMR payment, \$5,917, to Suzanne Swallow for "Taxes & Sep IRA contribution." [Exhibit M.] The taxes were joint taxes for Swallow and Suzanne. [Swallow Depo. at 149-151.] Swallow testified that he and Suzanne both have IRA's and that he does not remember whose IRA received the funds. [Swallow Depo. at 149-151.] Upon receiving the \$5,917 transfer, Suzanne deposited the same amount on the same day into the John and Suzanne Swallow joint account. [Exhibits Q.]

On April 12, 2011 RMR Consulting paid P-Solutions \$15,000 for Swallow's work on the Chaparral project. [Exhibits P, R, S.] On May 10, 2011, P-Solutions, with a check written by Swallow, paid \$13,200 of that money to Suzanne Swallow for a "draw" and reimbursement of trustee fees. [Exhibit M.] On the same day, Suzanne deposited the same amount in the John and Suzanne Swallow joint account. [Exhibit T.] Swallow testified that Suzanne used this money to buy new kitchen appliances for their home. [Swallow Depo. at 151-153.]

On May 18, 2011, Guidant Strategies, owned by Jason Powers, paid P-Solutions \$7,000. [Exhibit S.] Swallow testified that this money was a portion of approximately \$25,000 Guidant owed him personally for campaign consulting work Swallow had done for Guidant before

December 2009 when Swallow first went to work at the Attorney General's office (which was before P-Solutions had been formed). [Swallow Depo. at 145.] Swallow performed that work personally and considered the receivables to be his own. He further assigned these receivables to P-Solutions in December 2010. [Swallow Depo. at 145.] The assignment occurred in a December 2010 meeting with Jason Powers: "we talked about the receivable that his company owed me, and I said I'm going to assign that and hereby assign that to P-Solutions." [Swallow Depo. at 145-147.] There was no documentation assigning the receivable, but Swallow said he "did a verbal or oral assignment" from himself "[a]s an individual" "to an entity held by, owned by my family's trust" in which he was the only person performing services. [Swallow Depo. at 147.] Essentially, this was an oral assignment from himself to himself.

The \$7,000 remained in the P-Solutions account until May 2012. At that time, the \$7,000 was added to approximately \$500 that also remained in the P-Solutions account plus a combined \$16,000 Swallow and his wife loaned to P-Solutions, totaling \$23,500. On May 15, 2012, Swallow wrote a check on the P-Solutions account for \$23,500 to refund the amount RMR Consulting previously had paid to P-Solutions for Swallow's consulting work on the Chaparral project. [Exhibit M.] Eventually, RMR Consulting cashed the \$23,500 check and Rawle repaid P-Solutions the same amount from a non-RMR account. Upon that repayment, Swallow, on behalf of P-Solutions, wrote a \$16,000 check to Suzanne or John Swallow to reimburse them for the loan, and a \$7,000 check to SSV Management. SSV Management then used that \$7,000 – which can be traced to the \$7,000 from Guidant Strategies in May 2011 – to make two distributions to Suzanne Swallow of \$1,000 and \$2,566, respectively, and one payment to the

Nevada qualified trustee of \$750. Swallow wrote those checks as well. [Exhibit U.] The balance remains in the SSV account.

G. Johnson Enlists Swallow's Help to Obtain a Refund of the Lobbying Fee from Rawle

On November 2, 2010, Johnson wired \$50,000 to RMR Consulting for the lobbying effort. [Exhibit R.] Scott Leavitt, one of Johnson's key employees who also was under investigation by the FTC, paid an additional \$200,000 into the RMR account on December 2, 2010. [Exhibit R.] The purpose of the lobbying effort was to prevent or forestall the filing of an FTC complaint. Despite any lobbying efforts, on December 21, 2010 the FTC filed a complaint against Johnson and his company, iWorks, as well as Leavitt. Due to the filing of the complaint, Johnson and Leavitt believed their money had been for naught and should be refunded by Rawle.

On March 4, 2011, a lawyer representing Leavitt wrote to Rawle demanding a refund of Leavitt's money. [Exhibit V.] Swallow talked to the lawyer at some point, but cannot remember exactly when. Swallow reported the conversation to Rawle. [Swallow Depo. at 252-254.] In late 2011, most likely on or about November 19, 2011, Swallow and Powers met with Johnson in a St. George hotel. [Swallow Depo. at 257.] Johnson had called Swallow and made a request for an urgent meeting. [Swallow Depo. at 258.] Johnson explained that he had not gotten what he wanted out of the lobbying effort, that Leavitt had been involved in financing that effort, that he was angry and wanted "to get things resolved with Richard Rawle." [Swallow Depo at 258-59.] Swallow assumed Johnson wanted him to intervene with Rawle to try to get Leavitt's money back. Swallow agreed to speak to Rawle about it, and then did so. [Swallow Depo. at 260.]

On April 30, 2012, Swallow met Johnson at the Krispy Kreme shop in Orem. During the course of that meeting, which was recorded and since has been transcribed, Swallow testified he felt threatened “[t]hat [Johnson] would create a lie, an alternative reality, that he would publish it before the primary, and I’m experienced. I’ve seen campaigns before, and I kind of envisioned the possibility of what happened to me actually in January of 2013, that he could create a lie. I mean, he’s talking here about bribes” [Swallow Depo. at 265.] Swallow also noted the additional threat that “the press will be all over it, you’ll be on TV, you’ll be on radio, you’ll be everywhere, no one will touch you, you’ll be a pariah, and I took that as more than a veiled threat of what he was willing to do to me to put pressure on Richard to resolve things with them.” [Swallow Depo. at 266-267.] Perceiving these threats, Swallow testified: “I spent the whole meeting trying to figure out where he was going and trying to connect dots to see if he was telling me the truth, and by the time I’m halfway through this meeting I’m thinking he’s setting me up, he’s trying to make me nervous, he’s trying to scare me, and I’m just trying to hang on through the meeting and not make him upset enough that was going to storm out of there and do something terrible to me and make up something.” [Swallow Depo. at 268-269.] Expressing how seriously Swallow took these threats, he testified that “to say I wasn’t taking it seriously is not to read the transcript. I was concerned. He had me scared to death. He’d become a monster about what he’d be willing to do, . . . and I understood campaigning well enough to know that in a couple weeks that could be very hard to recover from in just a short period of time.” [Swallow Depo. at 271.]

After the Krispy Kreme meeting on April 30, 2012, Swallow took several actions. He had a telephone conversation with Rawle and encouraged him to hire a lawyer and try to reach a resolution with Johnson. [Swallow Depo. at 275.] He wrote a letter to Rawle “to create a record of a recent conversation you and I had relative to a recent conversation with Jeremy Johnson.” [Exhibit W.] He retroactively prepared invoices for his consulting work on the Chaparral project. [Exhibit K.] He and his wife made loans to P-Solutions so P-Solutions would have enough money to refund the \$23,500 it had received from RMR Consulting in November 2010 and April 2011. In turn, he arranged for Rawle to repay P-Solutions \$23,500 from a non-RMR account. [Exhibits M, X.]

When asked what these retroactive actions were intended to accomplish, Swallow testified: “What I was interested in was making sure that I was not benefitting from an introduction that I’d made to Richard on behalf of Jeremy Johnson and that, you know, I discussed it with my lawyer, and we both agreed that legally it didn’t make much of a difference, but optically it would be better if I returned that money and that there would be really no way someone could say that the money I had retained, that P-Solutions had retained, had somehow come from a transaction between Richard Rawle and Jeremy Johnson.” [Swallow Depo. at 279.] Swallow continued: “the optics of the allegation that I had been involved in a bribery involving a senator was something that would be very hard to overcome, and so this was my attempt to document and ask a question and then do what I could to at least be able to say, well, if I don’t – if I didn’t know about it, certainly when I found out about it I tried to make it right, and that’s really what that whole thing was about was trying to make it right, optically at least.” [Swallow

Depo. at 279-280.]

When asked if the intended audience for these post-Krispy Kreme actions was the voting public, Swallow testified: “I wouldn’t say it was just the voting public. I think it was anybody who could be interested at some point in time, including the court, including anybody.”

[Swallow Depo. at 281.]

In December 2012, Richard Rawle signed a declaration concerning the events surrounding the lobbying effort and Jeremy Johnson. When asked how the declaration was prepared, Swallow testified: “Well, Richard was really getting sick and taking a downturn, and I believe I prepared some notes that I gave to my lawyer, and I believe he prepared a draft, and I believe it was sent over to Cort Walker. Cort Walker revised it extensively, I believe, and finalized it and then presented it to Richard through his attorney and reviewed it with him.”

[Swallow Depo. at 282-283.] Contrary to this testimony, Swallow sat for a KUTV television interview in January 2013 in which he said: “Facing his maker, [Rawle] had his people prepare an affidavit for him, which he reviewed, changed, modified and signed, and it said this [alleged scheme] didn’t happen.” Upon hearing this statement, Cort Walker wrote an email to his lawyer stating: “I believe the first time we saw this affidavit, it came from Rod Snow [Swallow’s lawyer] who probably co-wrote it with Swallow. I cannot backup Swallow’s statement.” [Exhibit Y.] Walker further testified that the only changes Rawle made to the declaration prepared by Swallow’s lawyer were non-substantive, grammatical corrections, not “extensive” revisions as Swallow testified. [Walker Depo. at 76-77.]

H. Swallow's Financial Disclosure and Conflict of Interest Forms

On March 9, 2012, Swallow filed the first of two Candidate Financial Disclosure or Conflict of Interest forms. [Exhibits Z and AA.] He testified that he and campaign manager Jessica Fawson went to the Lieutenant Governor's office to fill out the forms. Swallow said he asked the attendant, whom he believes was Mark Thomas, if he could file an incomplete form on March 9 and then file an updated form on March 12. Swallow was told that he could. According to Swallow, his campaign staff wanted him to do so to get a jump on other candidates by filing his form and paying his fee early. [Swallow Depo. at 292-297.] Mark Thomas does not recall speaking to Swallow at that time.

During the March 9 visit to the Lieutenant Governor's office, Swallow had a question about the form and stepped outside to have a telephone conversation with his trust and estate lawyer, Lee McCullough. According to Swallow, the call lasted approximately 15-20 minutes. Based on this call with his lawyer, Swallow did not disclose P-Solutions, SSV Management, Guidant Strategies, Richard Rawle, RMR Consulting, Chaparral, Check City, or Softwise. Also as a result of the call, Swallow instructed his lawyer to withdraw him as manager of SSV Management, P-Solutions, and I-Aware Products and to replace him with his wife. [Swallow Depo. at 292-308.]

There is substantial discrepancy about the existence, length, and content of the phone call Swallow contends occurred on March 9. Swallow himself did not mention such a call during the first day of his deposition. During the second day, which occurred approximately 10 days after the first, Swallow said he had both a phone call on March 9 that lasted 15-20 minutes, and a

personal meeting between March 9 and 15. [Swallow Depo. at 188.] Swallow said that, during the phone call, he and McCullough thoroughly discussed the disclosure form, the sources of various payments, and his withdrawal as manager of SSV Management and P-Solutions. [Swallow Depo. at 299-302.] McCullough did not remember a telephone conversation at all, but merely recalled Swallow meeting in McCullough's office for less than 30 minutes. [McCullough Depo. at 37-39.] Moreover, McCullough wrote two letters on Swallow's behalf, with review and comment by Swallow and Swallow's lawyer, in response to the petitioner's allegations of campaign disclosure violations. The letters are dated April 9 and May 1, 2013 and make no reference to a phone call, though they do describe a meeting. [Exhibits BB and CC.] Also, in Swallow's own written response to petitioner's allegations, dated April 9, 2013, Swallow's lawyer describes a meeting with McCullough, but makes no reference to a phone call.

Swallow testified that, between March 9 and March 15, he made a visit to McCullough's office with the Financial Disclosure or Conflict of Interest form in hand to discuss the same issues they had discussed by phone. They reached the same conclusion. When asked why he felt he needed to make the visit to McCullough's office in Provo when he already had been satisfied with the answers regarding non-disclosure during his March 9 telephone conversation, Swallow testified, "[a]s I sit here today, I can't recall what it was. Maybe I just wanted to be very careful." [Swallow Depo. at 307.]

Swallow also testified he consulted with Assistant Attorney General Thom Roberts between March 9 and 15, 2012 concerning his Financial Disclosure or Conflict of Interest form. Referring to his conversation with Roberts, Swallow testified:

I met with, I think, the preeminent election lawyer in the State who represents the elections office, and I think it was on the phone, but I described to him what I'd done, what I had and the advice I'd got from Lee McCullough, and the first thing he said to me was this sounds a little funny, let me look into it. Then he called me back or came back to me a few days later or a little while later and he said you know what, John, you're right. It says income to the filer. That's a reasonable position to take.

[Swallow Depo. at 305.] Swallow then testified that he was sure this conversation with Roberts occurred in 2012 as opposed to 2013. [Swallow Depo. at 307.] Explaining why he was sure of the 2012 date, Swallow said that “a few months ago he reminded me of our conversation That's what he said to me just a few months ago, maybe a month ago, and that reminded me of the fact that we had talked and that he'd given me that advice before I filed my final version of this [form].” [Swallow Depo. at 308.]

Contrary to Swallow's testimony, Roberts' only clear recollection of a conversation with Swallow was in January 2013, after the story about Jeremy Johnson first broke in the news. In fact, Roberts wrote notes of his research and analysis on the back of a memorandum he received on January 15, 2013. Roberts allows the possibility that he might have spoken with Swallow sooner, but that would not explain why he would conduct a second investigation, including research and note-taking, in January 2013. [Roberts Statement at 4 (unsigned).] Again, Swallow did not mention this meeting with Roberts in his April 2013 response to the petitioner's

allegations. [Exhibits DD, EE.]

On March 15, 2012, Swallow filed his second Financial Disclosure or Conflict of Interest form without disclosing P-Solutions, SSV Management, Guidant Strategies, Richard Rawle, RMR Consulting, Chaparral, Check City, or Softwise. With respect to his non-disclosure of these entities, Swallow maintained that he did so relying on the advice of Lee McCullough and Thom Roberts.

I. Swallow's Cooperation, Attitude, and Credibility

Swallow's cooperation in the investigation was inconsistent. He did provide documents and testimony as reasonably expected. However, primarily through his attorneys he made several attempts to control or influence the course of our investigation. This started with his attorney's demand for a protective order over documents they produced, even though there was no basis for a protective order other than Swallow's desire to keep documents relevant to the investigation from public disclosure. We acceded to the protective order just so we could get the documents without incurring the time and expense of making a motion to compel. Also, his lawyers attempted to involve themselves in our investigation to the extent of actually participating in the interviews and depositions. We refused this request, and they let it pass. In addition, many requests for documents went unanswered, and Swallow has yet to produce a significant amount of documents, e-mails, and text messages due to purported difficulties in retrieving the documents and information from Swallow's various electronic devices and his iCloud account.

Most significantly, we learned that Swallow and his lawyers attempted to alter the summaries of our interviews with witnesses by adding and subtracting language from witness statements we prepared and asked the witnesses to review, modify, and sign. In particular, they received a copy of a declaration prepared for Lee McCullough based on multiple meetings and telephone calls we had with him. They then added and subtracted language and McCullough then asked that we adopt their statements. Believing this compromised the integrity of our investigation, we felt it was necessary to take McCullough's deposition to make sure the factual record was accurate and not the result of advocacy. For the same reason, we also deposed Cort Walker after his attorney said they had operated under a joint interest agreement with Swallow's lawyer. Comparing McCullough's testimony during the initial interviews we had with him before he spoke with Swallow and his lawyer, it was clear that McCullough's later deposition testimony had been influenced by those conversations.

Perhaps the most significant lack of cooperation was the apparent document destruction that has been well-publicized in the press. Swallow was unable to produce an apparently massive amount of information because of a coincidence of lost or misplaced computer information, hard drive crashes, and issuance of new phones. At this point, many documents still are outstanding, as is a subpoena for Suzanne Swallow, whose deposition we continued due to a stated health issue. Despite multiple requests, Swallow and his lawyers have not produced her for deposition at the date of this report.

When we met him, Swallow appeared genuine and cooperative. He participated in two depositions lasting approximately four hours each. He was professional, courteous, and articulate. He was well prepared and had explanations for almost all of the difficult areas of inquiry. A reasonable finder of fact could find his testimony convincing.

There are numerous inconsistencies between Swallow's testimony and other evidence, as well as apparent implausible explanations that raise questions and suspicions about his credibility. We have noted many of these throughout the fact statement, above.

V. APPLICABLE STATUTES AND RULES OF STATUTORY CONSTRUCTION

To determine whether Swallow violated the financial disclosure or conflict of interest laws will require a court to apply the above facts to the Election Code, which is contained in Title 20A of the UCA. Various sections within Title 20A, as well as sections incorporated by Title 20A, are relevant to this investigation. For example, section 20A-9-201(3)(a)(v) provides that “[b]efore accepting a declaration of candidacy for the office of . . . attorney general . . . , the filing officer shall ensure . . . that the person filing the declaration of candidacy also files the financial disclosure required by Section 20A-11-1603.” Section 20A-11-1603, in turn, provides that candidates for state constitutional office, such as the attorney general, “shall file a financial disclosure with the filing officer at the time of filing a declaration of candidacy” and that “[t]he financial disclosure form shall contain the same requirements and shall be in the same format as the financial disclosure form described in Section 76-8-109.” Thus, section 76-8-109, a provision of the Utah Criminal Code entitled “Failure to disclose conflict of interest,” is incorporated into the Election Code by reference and specifies the financial disclosures

candidates for attorney general are required to make.

Subsections (4)(b)(i)-(xiv) of section 76-8-109 list the various points of information that must be disclosed. The points pertinent to this investigation include the following:

(ii) the filer's primary employer;

(iv) each entity in which the filer is an owner or an officer;

(v) each entity that has paid \$5,000 or more in income to the filer within the one-year period ending immediately before the date of the disclosure form;

(vii) each entity not listed above in which the filer serves on the board of directors or in any other type of formal advisory capacity;

(x) a brief description of the employment and occupation of the filer's spouse.

In addition, both the existence and absence of defined terms in section 76-8-109 are important to consider. The key defined term is for income. "Income" means earnings, compensation, or any other payment made to an individual for gain, regardless of source, whether denominated as wages, salary, commission, pay, bonus, severance pay, incentive pay, contract payment, interest, per diem, expenses, reimbursement, dividends, or otherwise." By contrast, terms like owner, officer, any other type of formal advisory capacity, employment, and occupation are not defined.

The Utah Supreme Court has stated the appropriate guidelines for interpreting statutes. The court's "primary objective is to ascertain the intent of the legislature." Penunuri v. Sundance Partners, Ltd., 2013 UT 22, 301 P.3d 984, 988-89. Because "[t]he best evidence of the legislature's intent is the plain language of the statute itself," courts look there first. Id. Thus, the court should "presume that the legislature used each word advisedly and read each term according to its ordinary and accepted meaning." Id. "Additionally," the court should "presume[] that the expression of one [term] should be interpreted as the exclusion of another," and the court "therefore [should] seek to give effect to omissions in statutory language by presuming all omissions to be purposeful." Id. Significantly, however, the court must not view individual words and subsections in isolation; instead, proper statutory interpretation "requires that each part or section be construed in connection with every other part or section so as to produce a harmonious whole." Id. Thus, the court should "interpret [] statutes to give meaning to all parts, and avoid[] rendering portions of the statute superfluous." Id.

Finally, the provisions of Title 20A must be construed liberally, not strictly: "[c]ourts and election officers shall construe the provisions of this title liberally to carry out the intent of this title." §20A-1-401(1). The reasonable intent of the disclosure statute is to provide voters with information about the candidate's outside business interests, sources of income, and potential conflicts of interest that may reflect upon his qualification for office or what his preferences might be once he is elected. By contrast, there is nothing to suggest that the intent of the statute is to protect the financial privacy of a candidate or to protect a candidate's assets held in a family trust from estate taxes or creditors.

VI. ANALYSIS

A. Check City and Softwise

Swallow reasonably should have disclosed Check City and Softwise under section 76-8-109(4)(b)(v) for paying him income of \$17,000 between June 2011 and February 2012 via a series of deposits on a prepaid Netspend debit card. [Exhibit B.] Swallow used the card for personal expenses and reported the income on his tax returns, albeit late and with discrepancies between what he received and what he reported. He has offered no reason why this was not income to the filer under subsection (4)(b)(v). Accordingly, there is sufficient evidence to show probable cause that he violated subsection (4)(b)(v) by failing to disclose Check City and/or Softwise as the entity that paid this income to Swallow, the filer.

B. P-Solutions LLC

Swallow reasonably should have disclosed P-Solutions under one or more of the categories in section 76-9-109(4). First, Swallow received more than \$5,000 in income from P-Solutions in the year prior to his financial disclosure, and therefore was required to disclose P-Solutions under section (4)(b)(v). On behalf of P-Solutions, Swallow wrote two checks to Suzanne Swallow, who then deposited the money into the John and Suzanne Swallow joint checking account. The money then was used for family and household expenses. On March 30, 2011, within the one-year prior to the filing of Swallow's Financial Disclosure and Conflict of Interest forms, P-Solutions paid \$5,917 to Suzanne Swallow, with a memo handwritten by Swallow indicating the payment was for "taxes & Sep IRA contribution." [Exhibit M.] The same amount was deposited into the Swallow joint account on the next day, March 31, 2011 and

“used for taxes.” [Exhibit Q at JS000517.] Similarly, on May 10, 2011, P-Solutions paid Suzanne Swallow \$13,200 for a draw and reimbursement of trustee fees. [Exhibit M.] The same amount was deposited into the John and Suzanne Swallow joint account on the same day and was used for joint family and household expenses. [Exhibit T at JS000531.]

Swallow contends these payments from P-Solutions were made to his wife, not to himself, and therefore no disclosure was required. Subsection (4)(b)(v) requires disclosure of “income to the filer,” and the finder of fact will have to determine whether the payments qualify. The facts and the definition of income indicate the payments do qualify. Regardless of whether Swallow wrote the P-Solutions checks to his wife rather than to himself or to both of them jointly, the money was deposited immediately into their joint account and used for their joint taxes and other joint household or family expenses. Income, as defined by section 76-8-109, includes “any payment made to an individual,” in this case Swallow, for the individual’s “gain, regardless of source” and however “denominated.” Swallow benefitted or gained from the income in the exact same way he and his family benefitted or gained from his other income, such as his paychecks from the State of Utah.

Second, Swallow acted as an owner, officer, board member, and/or formal advisor of P-Solutions – as those terms are commonly used and understood – from its formation in late 2010 through at least 2012. P-Solutions was formed to provide consulting services on the Chaparral project in specific and potential unidentified future projects in general. Swallow himself was the only person available to and capable of performing the consulting services. He in fact did

perform consulting services on the Chaparral project and he directed payment for his services to be made to P-Solutions rather than to himself. He kept the checkbook and ledger and made financial decisions for P-Solutions even after he was removed as manager and even though his wife, who replaced him as manager, kept the checkbook and ledger for the family finances. He personally paid income taxes on the money received by P-Solutions from RMR Consulting and from Guidant Strategies. And, of course, he was the sole manager of P-Solutions until the very day of his second Financial Disclosure or Conflict of Interest form. Even after withdrawal, he continued to perform the same functions in the same way. While the terms owner, officer, board member, and formal advisor are not defined, Swallow's extensive, indeed exclusive, role in the company qualifies him as such under subsection (4)(b)(iv) or (vii). P-Solutions, in any practical sense, was merely a shell for Swallow himself.

Third, when substituted in place of Swallow as manager on March 15, 2012, Suzanne Swallow became the sole manager of P-Solutions and theoretically responsible for all of its activities, including the management of its finances and bank account. Although Swallow does not appear to have relinquished any control of P-Solutions to his wife as the new manager, to the extent she in fact was the manager of the company she reasonably should be construed as having employment or occupation with that company. Thus, to the extent P-Solutions was not disclosed otherwise, it reasonably should have been disclosed as employment or occupation by Suzanne Swallow in response to subsection (4)(b)(x).

Swallow will contend he was not required to disclose P-Solutions because he was not technically or officially designated as an owner, officer, or board member. He will argue that he was not a “formal” advisor, but rather only an informal advisor. He also will contend that even if he had been a formal advisor at some point, he was no longer because P-Solutions had no ongoing business activity after March 2012. Finally, he will contend that his wife did not earn income from P-Solutions and therefore could not have been an employee. Construing the statute liberally, however, and viewing the evidence pragmatically, these arguments do not negate the very strong inferences that Swallow owned, operated, and/or formally advised P-Solutions and derived economic gain from it. Accordingly, there is sufficient evidence that has been obtained to show probable cause to believe that Swallow violated subsections (4)(b)(iv), (v), (vii) and/or (x) by failing to disclose P-Solutions on his Financial Disclosure or Conflict of Interest forms.

C. SSV Management

Swallow reasonably should have disclosed SSV Management for the same reasons he should have disclosed P-Solutions. He was identically situated with SSV Management as the sole manager until March 15, 2012, and he was the only person performing any functions for SSV Management, including managing and controlling the SSV Management bank accounts, check books, and ledgers even after his withdrawal as manager. Thus, Swallow was an owner, officer, board member, or formal advisor of SSV Management under subsection (4)(b)(iv) or (vii), as those terms are commonly understood.

Similarly, Swallow received income, as that term is defined, from SSV Management. Again, this occurred in the same way as P-Solutions. However, SSV Management did not

receive this income until September 2012, after the disclosure form was submitted, so Swallow was not required to disclose it under subsection (4)(b)(v). The manner in which the money was used for family and household expenses, however, demonstrates Swallow's ownership and control over it.

Like P-Solutions, Swallow's wife also replaced him as manager of SSV Management, and thus SSV Management should have been disclosed as her employment or occupation under subsection (4)(b)(x).

Accordingly, there is sufficient evidence that has been obtained to show probable cause to believe that Swallow violated subsections (4)(b)(iv), (vii) and/or (x) by failing to disclose SSV Management on his Financial Disclosure and Conflict of Interest forms.

D. Guidant Strategies

Swallow reasonably should have disclosed Guidant Strategies under subsection (4)(b)(v). In May 2011, within the year prior to the filing of Swallow's Financial Disclosure or Conflict of Interest forms, P-Solutions received \$7,000 from Jason Powers or his company, Guidant Strategies. As with the two P-Solutions checks discussed in subsection A, above, this \$7,000 reasonably qualified as income to Swallow.

First, the \$7,000 was money Swallow personally earned for consulting services he provided to Guidant Strategies in or before 2009. Swallow carried a receivable for these earnings and arranged for Guidant to pay it in May 2011. While Swallow asked Guidant to make the check payable to P-Solutions, it qualifies as "income to the filer" within the definition of

income in section 76-8-109. Again, income includes “earnings” or any payment “for gain,” however denominated.

Second, Swallow personally paid income taxes on the \$7,000. In fact, he amended his returns for 2011 specifically because he had omitted the \$7,000 from Guidant Strategies on his first filing. There is perhaps no better indication that the income was to Swallow if he paid taxes on it.

Third, the purported assignment of the receivable is suspect. There are no documents Swallow prepared to assign his personal receivable to P-Solutions, nor is there any consideration for the assignment. The assignment occurred by Swallow orally saying to himself that he was assigning the receivable to himself as the manager of P-Solutions. Thus, the assignment reasonably should be considered a sham.

Fourth, the money was used for Swallow’s personal purposes. It was part of the \$23,500 Swallow repaid to RMR in May 2012 in an attempt to disassociate himself from the Johnson lobbying effort. Once Rawle repaid the \$23,500 to P-Solutions on September 28, 2012, P-Solutions paid \$7,000 to SSV Management on the same day. SSV Management, with checks signed and written by Swallow, then paid part of that \$7,000 to Suzanne Swallow, which was used for family and household expenses. Additional portions of the \$7,000 were used to pay the fee to the Nevada Qualified trustee of the Swallow Trust, which did not have a bank account of its own.

This \$7,000 reasonably qualifies as income to Swallow under the broad definition of income. Accordingly, we conclude that sufficient evidence has been obtained to show probable cause to believe that Swallow violated subsection (4)(b)(v) by failing to disclose Jason Powers/Guidant Strategies on his Financial Disclosure or Conflict of Interest forms.

E. RMR Consulting/Richard Rawle/Chaparral

Swallow reasonably should have disclosed some combination of RMR Consulting/Richard Rawle/Chaparral Limestone and Cement Company on his disclosure forms under subsections (4)(b)(v) or (vii). Swallow performed what he described as consulting work for Richard Rawle and the Chaparral Cement project. At Swallow's direction, Rawle, through RMR Consulting, paid P-Solutions for Swallow's consulting services in two checks totaling \$23,500. One of RMR's checks to P-Solutions for \$15,000 was written on April 8, 2011, within the one-year period prior to Swallow's Financial Disclosure and Conflict of Interest forms. Rawle paid the money to P-Solutions rather than Swallow personally because Swallow asked him to do so. Swallow did not disclose RMR, Rawle, or Chaparral on his disclosure forms because the check was written to P-Solutions, not himself personally, and therefore Swallow did not believe it was "income to the filer." Notwithstanding these contentions, there are several factors indicating some combination of RMR, Rawle, and Chaparral should have been disclosed.

First, like the money P-Solutions received from Guidant Strategies, Swallow personally paid income taxes on the payments from RMR. If the income is taxable to Swallow personally even though the check was written to an entity held by his grantor trust, it reasonably should be treated as his income for financial disclosure and conflict of interest purposes.

Second, even though the check was made to P-Solutions, that does not mean the money cannot be income to the filer. As explained above, income is defined very broadly to include earnings, gain, and any payments regardless of source and however denominated. The term “earnings” is significant in this case because it was Swallow personally who generated the earnings. Similarly, the term “gain” is significant because an individual may gain by income or earnings even indirectly. In this case, Swallow experienced gain simply because \$13,200 of the \$15,000 paid for his consulting services was paid to his wife and immediately transferred to his joint account and used to defray his joint family and household expenses, including his personal income taxes, IRA contributions, and dues for his membership in a charitable organization. Indeed, even if the money had remained in P-Solutions or otherwise as an asset of the Trust, Swallow still would have gained by his earnings because they would have benefitted his dependents and heirs. Based upon the manner in which the money was earned and used, the fact that the check was written initially to P-Solutions is not determinative and, indeed, is outweighed by evidence demonstrating that he personally earned, received, and used the money.

Third, as the only individual performing the consulting services, Swallow reasonably should be considered a formal advisor of Rawle and his entities before and after filing the financial disclosure forms in March 2012. While the phrase “any other type of formal advisor” is not defined, its use within the statute is intentionally broad, and distinct from the specific corporate position of a member of the board of directors. A formal advisor reasonably should include consultants, independent contractors, professional advisors like lawyers and accountants, and employees. Here, Swallow was a consultant by his own designation. He performed

services, prepared invoices, and received payment for his work. This reasonably qualifies as a formal advisor.

Swallow suggests that any formal advisory relationship he had with RMR, Rawle, or Chaparral ended before his Financial Disclosure and Conflict of Interest forms were due and therefore he was not required to disclose them. The statute uses the present tense “serves,” but does not place timing parameters on the beginning and end of the advisory relationship. Swallow’s testimony that the statute contemplates declarations of future intended relationships, as opposed to past or existing ones, is not supported by the language and defeats the objective of disclosure of information that voters can use to evaluate the candidates. Regardless, the timing is moot because the evidence demonstrates that Swallow’s advisory services to RMR, Rawle, and the Chaparral project continued up to and even after his Financial Disclosure and Conflict of Interest forms in March 2012. Swallow admitted the end of his consulting relationship was “blurred” and that he assumed in continued into June of 2012. [Swallow Depo. at 88, 94-95; Exhibits I, J.] Swallow further argues that subsection (4)(b)(vii) is a prospective disclosure about what positions the candidate intends to fill in the future. [Swallow Depo. at 302.] That is belied by the statute, which uses the present tense “serves.”

The \$15,000 check P-Solutions received from RMR reasonably qualifies as income to Swallow under the broad definition of income and the circumstances described above. Accordingly, sufficient evidence has been obtained to show probable cause to believe that Swallow violated subsections (4)(b)(v) and (vii) by failing to disclose RMR Consulting/Richard

Rawle/Chaparral on his Financial Disclosure or Conflict of Interest forms.

VII. CONCLUSION

Through this investigation, we have obtained sufficient evidence to establish probable cause to believe that Swallow violated one or more provisions of section 76-8-109(4)(b).

Check City and Softwise reasonably should have been disclosed under subsection (4)(b)(v) as providing more than \$5,000 in income to Swallow within the year before his filing.

P-Solutions reasonably should have been disclosed under subsections (4)(b)(iv), (v), (vii) and/or (x) as providing more than \$5,000 in income to Swallow within the year before his filing, because he reasonably can be construed as acting as an officer, director, or formal advisor to P-Solutions, and because P-Solutions reasonably can be considered his wife's employment or occupation given her position as the sole manager after March 15, 2012.

SSV Management reasonably should have been disclosed under subsections (4)(b)(iv), (vii), or (x) because Swallow reasonably can be construed as acting as an officer, director, or formal advisor to SSV Management and because SSV Management reasonably can be considered his wife's employment or occupation given her position as the sole manager after March 15, 2012.

Guidant Strategies reasonably should have been disclosed under subsection (4)(b)(v) as providing more than \$5,000 in income to Swallow within the year before his filing.

RMR Consulting/Richard Rawle/Chaparral Limestone & Cement Company reasonably should have been disclosed under subsections (4)(b)(v) and (vii) as providing more than \$5,000 in income to Swallow within the year before his filing and because Swallow reasonably can be construed as acting as an officer, director, or formal advisor to these entities.

Accordingly, we recommend the Lieutenant Governor follow the procedures of UCA section 20A-1-703(3)(b) by granting leave to bring the proceeding, and directing special counsel to conduct the proceeding, in accordance with sections 20A-1-703 and 704.

DATED this 20th day of November, 2013.

SNELL & WILMER L.L.P.

A handwritten signature in dark ink, appearing to read "Matthew L. Lalli", is written over a horizontal line.

Matthew L. Lalli
Stewart O. Peay
Jeremy J. Stewart
Special Counsel

A

Lalli, Matthew

Subject: FW: [IWOV-iDocs.FID779777]

From: Allen K. Young [<mailto:allenkyoung@qwestoffice.net>]
Sent: Friday, November 01, 2013 11:43 AM
To: Peay, Stewart
Cc: salba@scmlaw.com
Subject: FW: [IWOV-iDocs.FID779777]

Stewart:

Sam Albas email is self explanatory. The Rawles considered Rod was providing legal advice to them at the time of the emails. I will be happy to talk to you further. Allen

From: Sam Alba [<mailto:sa@scmlaw.com>]
Sent: Friday, November 01, 2013 7:52 AM
To: 'allenkyoung@qwestoffice.net'; Cort Walker; Tracy Rawle; Todd Rawle
Cc: Nathanael Mitchell
Subject: [IWOV-iDocs.FID779777]

Allen:

After speaking with Cort Walker about Rod Snow's involvement in obtaining Richard's declaration in December, 2012, it is his understanding that Rod was indeed providing legal advice to Rawle's. I was retained shortly thereafter and Rod and I have had a joint defense agreement since then. The documents at issue are considered privileged by my clients and we wish that you continue to assert it on their behalf. If you have any further questions do not hesitate to call.
Sam

Sam Alba
Lawyer

SNOW, CHRISTENSEN & MARTINEAU

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B



Account History: [REDACTED]

EXHIBIT	33
WIT:	Swallow
DATE:	10-25-13
CHICourt, LLC	

Transaction Date	Transaction	Credit	Debit	Balance
6/1/11 2:58 PM	CREDIT Deposit @ Check City	\$14.95	\$0.00	\$14.95
6/1/11 2:58 PM	DEBIT 4.95 Order Debit Card	\$0.00	\$4.95	\$10.00
6/1/11 6:32 PM	CREDIT Deposit @ Softwise	\$1,500.00	\$0.00	\$1,510.00
6/1/11 7:24 PM	DEBIT \$69.95 Generic Account Subscription Fee	\$0.00	\$69.95	\$1,440.05
6/2/11 7:55 PM	DEBIT PIN \$213.69 SPORTS AUTHORITY 10200 S STATE STREET SANDY UTUS	\$0.00	\$213.69	\$1,226.36
6/2/11 9:54 PM	DEBIT SIG \$73.43 CHEVRON 00203195 DRAPER UTUS	\$0.00	\$73.43	\$1,152.93
6/4/11 8:57 PM	DEBIT SIG \$40.35 CHEVRON 00072991 PARK CITY UTUS	\$0.00	\$40.35	\$1,112.58
6/6/11 5:43 AM	DEBIT SIG \$37.63 BUDGET RENT-A-CAR MARIETTA GAUS	\$0.00	\$37.63	\$1,074.95
6/7/11 5:38 AM	DEBIT SIG \$70.06 CLARION SUITES SAINT GEORGE UTUS	\$0.00	\$70.06	\$996.89
6/7/11 10:41 AM	DEBIT SIG \$49.32 EXXONMOBIL 5720 W HWY 22 WILSON WYUS	\$0.00	\$49.32	\$947.57
6/9/11 11:53 AM	DEBIT SIG \$33.11 TGI FRIDAY'S #1935 ATLANTA GAUS	\$0.00	\$33.11	\$914.46
6/9/11 9:29 PM	DEBIT SIG \$8.50 DELTA ONBOARD ATLANTA GAUS	\$0.00	\$8.50	\$905.96
6/10/11 9:21 PM	DEBIT SIG \$57.14 CHEVRON 00212098 SANDY UTUS	\$0.00	\$57.14	\$848.82
6/11/11 5:42 AM	DEBIT SIG \$14.28 MARRIOTT 33707 F&B CHICAGO ILUS	\$0.00	\$14.28	\$834.54
6/11/11 5:42 AM	DEBIT SIG \$23.90 MARRIOTT 33707 F&B CHICAGO ILUS	\$0.00	\$23.90	\$810.64
6/11/11 5:42 AM	DEBIT SIG \$40.20 MARRIOTT 33707 O'HARE CHICAGO ILUS	\$0.00	\$40.20	\$770.44
6/13/11 5:32 AM	DEBIT SIG \$25.00 KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$745.44
6/20/11 8:53 PM	DEBIT SIG \$9.00 MULLIGAN'S SOUTH JORDAN UTUS	\$0.00	\$9.00	\$736.44
6/23/11 10:58 PM	DEBIT SIG \$22.16 HILTON HOTEL THE DRAKE CHICAGO ILUS	\$0.00	\$22.16	\$714.28
6/24/11 5:32 AM	DEBIT SIG \$66.99 CHEVRON 00207282 WEST VALLEY CUTUS	\$0.00	\$66.99	\$647.29
6/27/11 5:21 AM	DEBIT SIG \$6.40 CHOCOLATE COTTAGE LLC SANDY UTUS	\$0.00	\$6.40	\$640.89
6/27/11 6:21 PM	CREDIT Deposit @ Check City	\$1,900.00	\$0.00	\$2,540.89
6/27/11 7:28 PM	DEBIT PIN \$74.66 SOU THE HOME DEPOT 862233 135 EAST 11400 SOUTH SANDY UTUS	\$0.00	\$74.66	\$2,466.23
6/28/11 5:33 AM	DEBIT SIG \$248.96 INTERCONTINENTAL KC AT KANSAS CITY MOUS	\$0.00	\$248.96	\$2,217.27
6/29/11 6:01 AM	DEBIT SIG \$61.89 MARKET STREET OYSTER BASALT LAKE CITUTUS	\$0.00	\$61.89	\$2,155.38
6/30/11 5:44 AM	DEBIT SIG \$1.94 CHEVRON 00073054 SALT LAKE CITUTUS	\$0.00	\$1.94	\$2,153.44
6/30/11 5:44 AM	DEBIT SIG \$70.88 CHEVRON 00073054 SALT LAKE CITUTUS	\$0.00	\$70.88	\$2,082.56
6/30/11 12:43 PM	DEBIT SIG \$19.15 MIMIS CAFE 65 SANDY UTUS	\$0.00	\$19.15	\$2,063.41
6/30/11 10:14 PM	DEBIT SIG \$36.28 CHILI'S GRI46600014662 CENTERVILLE UTUS	\$0.00	\$36.28	\$2,027.13
7/1/11 1:10 PM	DEBIT SIG \$26.52 MIMIS CAFE 65 SANDY UTUS	\$0.00	\$26.52	\$2,000.61
7/4/11 11:35 AM	DEBIT SIG \$26.00 KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$26.00	\$1,974.61
7/4/11 9:17 PM	DEBIT SIG \$16.05 FRED MEYER 8181 OLD GLACIER HWY. JUNEAU AKUS	\$0.00	\$16.05	\$1,958.56
7/6/11 5:03 AM	DEBIT SIG \$125.39 AVIS RENT A CAR #6 JUNEAU AKUS	\$0.00	\$125.39	\$1,833.17
7/6/11 5:03 AM	CREDIT \$125.39 AVIS RENT A CAR #6 JUNEAU AKUS AC16849B1297C29F000001304BA93AC002E9	\$125.39	\$0.00	\$1,958.56
7/25/11 5:41 AM	DEBIT SIG \$25.00 KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,933.56
7/25/11 1:39 PM	DEBIT PIN \$72.02 IFA DRAPER STORE 1071 E. PIONEER ROAD DRAPER UTUS	\$0.00	\$72.02	\$1,861.54
7/25/11 1:51 PM	DEBIT PIN \$47.65 HOLIDAY OIL #07 293 E 12300 S DRAPER UTUS	\$0.00	\$47.65	\$1,813.89
7/29/11 6:38 AM	DEBIT SIG \$49.94 CHEVRON 00071320 SANDY (SANDY UTUS	\$0.00	\$49.94	\$1,763.95
7/29/11 4:46 PM	DEBIT PIN \$51.99 SHELL Service Station SHELL SANDY UTUS	\$0.00	\$51.99	\$1,711.96
7/29/11 5:47 PM	DEBIT PIN \$27.77 JIFFY LUBE #2007 10620 S 700 E SANDY UTUS	\$0.00	\$27.77	\$1,684.19
7/30/11 9:23 AM	DEBIT PIN \$7.20 REAMS #9 10650 S 700 EAST SANDY UTUS	\$0.00	\$7.20	\$1,676.99
8/1/11 6:02 PM	DEBIT PIN \$6.20 USPS 4921080120 DRAPER UTUS	\$0.00	\$6.20	\$1,670.79
8/2/11 12:22 PM	DEBIT SIG \$57.11 MAGLEBY'S AT MARRI-PROVO UTUS	\$0.00	\$57.11	\$1,613.68
8/3/11 8:40 PM	DEBIT PIN \$54.57 SHELL Service Station SHELL SANDY UTUS	\$0.00	\$54.57	\$1,559.11
8/4/11 9:28 PM	DEBIT SIG \$49.09 P.F. CHANG'S #6000 SALT LAKE CTYUTUS	\$0.00	\$49.09	\$1,510.02
8/6/11 6:33 AM	DEBIT SIG \$63.74 CHEVRON 00205734 HANKSVILLE UTUS	\$0.00	\$63.74	\$1,446.28
8/6/11 8:53 PM	DEBIT SIG \$12.82 SUBWAY 03470390 CASTLE DALE UTUS	\$0.00	\$12.82	\$1,433.46
8/7/11 4:28 AM	DEBIT SIG \$20.68 STAN'S BURGER SHAC HANKSVILLE UTUS	\$0.00	\$20.68	\$1,412.80
8/7/11 11:16 AM	DEBIT SIG \$34.02 GILLEY'S INC. #3 FERRON UTUS	\$0.00	\$34.02	\$1,378.78
8/10/11 5:17 AM	DEBIT SIG \$68.50 CHEVRON 00301989 DRAPER UTUS	\$0.00	\$68.50	\$1,310.28
8/12/11 5:25 AM	DEBIT SIG \$22.26 JEM'S RESTAURANT SALT LAKE CITUTUS	\$0.00	\$22.26	\$1,288.02
8/13/11 11:48 AM	DEBIT SIG \$22.29 MIMIS CAFE 65 SANDY UTUS	\$0.00	\$22.29	\$1,265.73
8/16/11 5:11 AM	DEBIT SIG \$6.46 KNEADERS 8018387700 DRAPER UTUS	\$0.00	\$6.46	\$1,259.27
8/15/11 5:11 AM	DEBIT SIG \$25.00 KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,234.27

*All Times Listed are CST



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Transaction Date	Transaction	Credit	Debit	Balance
8/16/11 2:08 PM	CREDIT Credit: Cash Load at Softwise Attn: Danny Barney 2474 N. University Ave PROVO,UT 84604	\$1,500.00	\$0.00	\$2,735.67
8/19/11 12:08 PM	DEBIT SIG MAVERIK CNTRY STRE 304 DRAPER UTUS	\$0.00	\$68.49	\$2,667.18
8/19/11 9:53 PM	DEBIT PIN FLYING J #774 90 SOUTH STONE ROAD SNOWVILLE UTUS	\$0.00	\$61.97	\$2,605.21
8/20/11 8:49 PM	DEBIT SIG APPLEBEES 928601410026 TWIN FALLS IDUS	\$0.00	\$50.00	\$2,555.21
8/21/11 11:03 AM	DEBIT SIG PAPA MURPHY'S UT034 DRAPER UTUS	\$0.00	\$26.17	\$2,529.04
8/24/11 4:56 AM	DEBIT SIG CHEVRON 00072991 PARK CITY UTUS	\$0.00	\$66.31	\$2,462.73
8/24/11 11:13 AM	DEBIT SIG MIMIS CAFE 65 SANDY UTUS	\$0.00	\$24.36	\$2,438.37
8/24/11 8:42 PM	DEBIT SIG SUBWAY 00011320 SALT LAKE CITUTUS	\$0.00	\$12.34	\$2,426.03
8/25/11 11:43 AM	DEBIT SIG THAIFOON TASTE OF SALT LAKE CITUTUS	\$0.00	\$19.37	\$2,406.66
8/25/11 9:00 PM	DEBIT SIG SOUTH VALLEY CHIROPAC DRAPER UTUS	\$0.00	\$25.00	\$2,381.66
8/26/11 6:06 PM	DEBIT PIN BINGHAM CYCLERY 10510 SO 1300 E. SANDY UTUS	\$0.00	\$18.16	\$2,363.51
8/27/11 12:28 PM	DEBIT SIG MRS FIELDS COOKIES SANDY UTUS	\$0.00	\$5.80	\$2,357.71
8/27/11 12:28 PM	DEBIT SIG FAZOLI'S #5225 DRAPER UTUS	\$0.00	\$18.52	\$2,339.19
8/27/11 9:02 PM	DEBIT SIG THE OLIVE GARD00017814 AMERICAN FORKUTUS	\$0.00	\$30.86	\$2,308.33
8/29/11 12:13 AM	DEBIT SIG SOUTH VALLEY CHIROPAC DRAPER UTUS	\$0.00	\$25.00	\$2,283.33
8/29/11 6:43 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$66.07	\$2,217.26
8/31/11 5:09 AM	DEBIT SIG EM'S RESTAURANT SALT LAKE CITUTUS	\$0.00	\$21.26	\$2,196.00
9/2/11 12:55 PM	DEBIT SIG BAMBARA RESTAURANT SLTSLAKE CITUTUS	\$0.00	\$48.63	\$2,147.37
9/2/11 10:35 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$66.09	\$2,082.08
9/2/11 11:19 PM	DEBIT SIG AMPCO PARKING 222 BUILDSALT LAKE CITUTUS	\$0.00	\$2.00	\$2,080.08
9/3/11 12:13 PM	DEBIT SIG MRS FIELDS COOKIES SANDY UTUS	\$0.00	\$5.80	\$2,074.28
9/4/11 4:29 AM	DEBIT SIG LAMBS GRILL SALT LAKE CITUTUS	\$0.00	\$14.40	\$2,059.88
9/5/11 11:23 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$2,034.88
9/6/11 4:39 PM	DEBIT PIN COMMON CENTS #262 12276 SOUTH STATE STREEDRAPER UTUS	\$0.00	\$66.55	\$1,978.33
9/8/11 5:03 AM	DEBIT SIG LA FUENTE TOOELE TOOELE UTUS	\$0.00	\$20.01	\$1,958.32
9/8/11 11:52 AM	DEBIT PIN CNS RITE AID CORP. 031254 PO BOX 681268 PARK CITY UTUS	\$0.00	\$52.66	\$1,905.67
9/9/11 2:50 PM	DEBIT SIG VZWRLSS IVRDEBIT VISW FOLSOM CAUS	\$0.00	\$342.59	\$1,563.08
9/10/11 5:29 AM	DEBIT SIG FAST STOP 211 MOUNTAIN GREEUTUS	\$0.00	\$47.14	\$1,515.94
9/10/11 8:28 PM	DEBIT SIG CARINO'S ITALIAN WEST JORDAN UTUS	\$0.00	\$24.39	\$1,491.55
9/11/11 10:49 PM	DEBIT SIG AMI 801-6552595 UTUS	\$0.00	\$566.86	\$924.69
9/13/11 1:15 PM	DEBIT PIN WALGREENS SWC OF NEW MONTGOMERY SAN FRANCISCOCAUS	\$0.00	\$24.87	\$899.82
9/14/11 8:44 PM	DEBIT SIG FIREWOOD CAFE OAKLAND OAKLAND CAUS	\$0.00	\$4.35	\$895.47
9/14/11 8:44 PM	DEBIT SIG QTAEZ AT AIRPORT LLC OAKLAND CAUS	\$0.00	\$10.06	\$885.41
9/14/11 8:44 PM	DEBIT SIG CALIFORNIA PIZZA 254 SAN FRANCISCOCAUS	\$0.00	\$11.03	\$874.38
9/14/11 8:44 PM	DEBIT SIG CALIFORNIA PIZZA 254 SAN FRANCISCOCAUS	\$0.00	\$21.13	\$853.25
9/15/11 5:13 AM	DEBIT SIG AT&T PARK CONCESS SAN FRANCISCOCAUS	\$0.00	\$13.25	\$840.00
9/15/11 5:13 AM	DEBIT SIG EM'S RESTAURANT SALT LAKE CITUTUS	\$0.00	\$13.63	\$826.37
9/15/11 5:13 AM	DEBIT SIG ST REGIS SAN FRANCISCO SAN FRANCISCOCAUS	\$0.00	\$403.52	\$422.85
9/15/11 9:58 AM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$66.24	\$356.61
9/16/11 9:14 PM	DEBIT SIG UT BUS RENEWAL WEB 801-530-6431 UTUS	\$0.00	\$15.00	\$341.61
9/16/11 9:14 PM	DEBIT SIG UT BUS RENEWAL WEB 801-530-6431 UTUS	\$0.00	\$15.00	\$326.61
9/17/11 1:05 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$4.00	\$322.61
9/17/11 1:59 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$3.90	\$318.71
9/18/11 11:11 AM	DEBIT SIG PAPA MURPHY'S UT034 DRAPER UTUS	\$0.00	\$21.35	\$297.36
9/19/11 5:40 PM	DEBIT PIN FLYING J #743 1597 S MAIN ST NEPHI UTUS	\$0.00	\$58.83	\$238.53
9/20/11 11:19 AM	DEBIT SIG GO GUNG HO LLC 801-4003779 UTUS	\$0.00	\$31.40	\$207.13
9/20/11 10:56 PM	DEBIT SIG TEXACO 00304819 ST. GEORGE UTUS	\$0.00	\$39.13	\$168.00
9/21/11 5:05 AM	DEBIT SIG SUPERSONIC SANDY SANDY UTUS	\$0.00	\$9.50	\$158.50
9/21/11 11:18 AM	DEBIT SIG PLAYERS SPORTS GRILL SAINT GEORGE UTUS	\$0.00	\$34.94	\$123.56
9/23/11 10:48 AM	CREDIT Credit: Cash Load at Softwise Attn: Danny Barney 2474 N. University Ave PROVO,UT 84604	\$1,500.00	\$0.00	\$1,623.56
9/23/11 11:55 AM	DEBIT SIG MIMIS CAFE 65 SANDY UTUS	\$0.00	\$20.05	\$1,603.51
9/23/11 9:14 PM	DEBIT SIG CHEVRON 00204564 LEHI UTUS	\$0.00	\$72.14	\$1,531.37
9/26/11 12:09 AM	DEBIT SIG PIER 49 PIZZA - DRAPER DRAPER UTUS	\$0.00	\$6.46	\$1,524.91
9/28/11 5:33 AM	DEBIT SIG MARKET STREET OYSTER BASALT LAKE CITUTUS	\$0.00	\$53.35	\$1,471.56

All Times Listed are CST



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Transaction Date	Transaction	Credit	Debit	Balance
9/28/11 9:10 PM	DEBIT SIG BRAZA GRILL MURRAY UTUS	\$0.00	\$35.11	\$1,438.45
9/29/11 12:25 PM	DEBIT SIG CIRCLEK6609 AS10081719 SANDY UTUS	\$0.00	\$5.74	\$1,430.71
9/29/11 12:26 PM	DEBIT SIG CIRCLEK6609 AS10081719 SANDY UTUS	\$0.00	\$70.58	\$1,360.13
9/30/11 5:48 AM	DEBIT SIG FAIRFIELD INN & SUITE SST. GEORGE UTUS	\$0.00	\$265.38	\$1,094.75
10/1/11 5:51 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,069.75
10/1/11 5:51 AM	DEBIT SIG KELLIE&CO8012553223 WEST JORDAN UTUS	\$0.00	\$58.76	\$1,010.99
10/1/11 9:30 PM	DEBIT PIN FRESH MARKET DRAPER 1212 DRAPER PARKWAY DRAPER UTUS	\$0.00	\$29.43	\$981.56
10/4/11 9:00 PM	DEBIT SIG DELTA AIR 00623594352DELTA.COM CAUS	\$0.00	\$292.00	\$689.56
10/4/11 9:00 PM	DEBIT SIG BLUE LEMON HIGHLAND UTUS	\$0.00	\$16.14	\$673.42
10/5/11 10:50 AM	DEBIT PIN HOLIDAY OIL #08 606 W 5300 S MURRAY UTUS	\$0.00	\$68.81	\$604.61
10/6/11 11:32 AM	DEBIT SIG BATTERIES PLUS #35 SANDY UTUS	\$0.00	\$8.10	\$596.51
10/7/11 12:13 PM	DEBIT SIG AVIS CAR RENTAL MARIETTA GAUS	\$0.00	\$78.71	\$517.80
10/7/11 1:48 PM	CREDIT Credit: Cash Load at Softwise Attn: Danny Barney 2474 N. University Ave PROVO, UT 84604	\$1,500.00	\$0.00	\$2,017.80
10/9/11 10:43 PM	DEBIT SIG EXXONMOBIL 47634886 DRAPER UTUS	\$0.00	\$58.35	\$1,959.45
10/10/11 4:21 PM	DEBIT PIN SOU THE HOME DEPOT 361871 135 EAST 11400 SOUTH SANDY UTUS	\$0.00	\$83.49	\$1,895.96
10/10/11 4:38 PM	DEBIT PIN SOU BEST BUY #497 732536 35 WAST 11400 SOUTH SANDY UTUS	\$0.00	\$96.15	\$1,799.81
10/10/11 5:27 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$81.63	\$1,718.18
10/10/11 6:56 PM	DEBIT PIN HARMONS - DRAPER 672 EAST 11400 SOUTH DRAPER UTUS	\$0.00	\$54.44	\$1,663.74
10/12/11 7:57 AM	DEBIT SIG MCNEILS AUTO CARE SANDY UTUS	\$0.00	\$35.85	\$1,627.89
10/12/11 2:28 PM	DEBIT PIN SMITH & ED 3936 N HWY 126 US NORTH OGDEN UTUS	\$0.00	\$217.93	\$1,409.96
10/14/11 9:56 PM	DEBIT SIG CHEVRON 00071320 SANDY (SANDY UTUS	\$0.00	\$63.29	\$1,346.67
10/17/11 12:38 AM	DEBIT SIG PIER 49 PIZZA - DRAPER DRAPER UTUS	\$0.00	\$13.92	\$1,332.75
10/20/11 10:37 AM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$63.94	\$1,268.81
10/20/11 9:04 PM	DEBIT SIG FARRS FRESH SANDY SANDY UTUS	\$0.00	\$7.93	\$1,260.88
10/21/11 11:59 AM	DEBIT PIN BOUNTIFUL RIDGE GO 2430 SOUTH BOUNTIF BOUNTIFUL UTUS	\$0.00	\$32.00	\$1,228.88
10/22/11 5:13 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,203.88
10/22/11 2:22 PM	DEBIT PIN SPORTS AUTHORI 10200 S STATE STREET SANDY UTUS	\$0.00	\$61.36	\$1,142.52
10/22/11 2:53 PM	DEBIT PIN BOUNTIFUL RIDGE GO 2430 SOUTH BOUNTIF BOUNTIFUL UTUS	\$0.00	\$32.00	\$1,110.52
10/22/11 8:44 PM	DEBIT SIG GOLDEN SPOON 801-816-1983 UTUS	\$0.00	\$2.78	\$1,107.74
10/23/11 10:49 PM	DEBIT SIG BOUNTIFUL RIDGE GOLF C BOUNTIFUL UTUS	\$0.00	\$11.10	\$1,096.64
10/23/11 10:49 PM	DEBIT SIG PIER 49 PIZZA - DRAPER DRAPER UTUS	\$0.00	\$17.09	\$1,079.55
10/25/11 11:21 AM	CREDIT Credit: Cash Load at Softwise Attn: Danny Barney 2474 N. University Ave PROVO, UT 84604	\$1,800.00	\$0.00	\$2,879.55
10/26/11 11:22 AM	DEBIT SIG LOS HERMANOS - PRO PROVO UTUS	\$0.00	\$32.75	\$2,846.80
10/26/11 11:22 AM	DEBIT SIG MAVERIK CNTRY STRE 331 SALT LAKE CITUTUS	\$0.00	\$72.71	\$2,774.09
10/26/11 11:22 AM	DEBIT SIG PIER 49 PIZZA - DRAPER DRAPER UTUS	\$0.00	\$7.46	\$2,766.63
10/27/11 11:31 PM	DEBIT SIG ON BROADWAY DELI SALT LAKE CITUTUS	\$0.00	\$7.55	\$2,759.08
10/29/11 9:13 PM	DEBIT SIG CAFE ZUPAS SOUTH JORDAN SOUTH JORDAN UTUS	\$0.00	\$48.50	\$2,710.58
10/30/11 4:22 AM	DEBIT SIG MARKET STREET GRILL RIVSOUTH JORDAN UTUS	\$0.00	\$14.39	\$2,696.19
11/1/11 11:50 AM	DEBIT SIG VERIZON WRLS IVR VW 800-9220204 CAUS	\$0.00	\$140.67	\$2,555.52
11/1/11 11:51 AM	DEBIT SIG GO QUNG HO LLC 801-4003779 UTUS	\$0.00	\$31.40	\$2,524.12
11/1/11 2:35 PM	CREDIT Credit: Cash Load at Softwise Attn: Danny Barney 2474 N. University Ave PROVO, UT 84604	\$1,800.00	\$0.00	\$4,324.12
11/2/11 12:06 PM	DEBIT SIG MIMIS CAFE 65 SANDY UTUS	\$0.00	\$17.92	\$4,306.20
11/3/11 12:24 PM	DEBIT SIG MAGLEBY'S AT MARRI PROVO UTUS	\$0.00	\$15.96	\$4,290.24
11/3/11 9:31 PM	DEBIT SIG CHEVRON 00071320 SANDY (SANDY UTUS	\$0.00	\$64.48	\$4,225.76
11/3/11 9:31 PM	DEBIT SIG DELTA AIR 00623621990DELTA.COM CAUS	\$0.00	\$732.80	\$3,492.96
11/4/11 5:25 AM	DEBIT SIG CHEVRON 00207391 PRICE UTUS	\$0.00	\$28.57	\$3,464.41
11/4/11 5:25 AM	DEBIT SIG 7-ELEVEN 33985 DRAPER UTUS	\$0.00	\$68.30	\$3,408.11
11/5/11 8:37 PM	DEBIT SIG EINSTEIN BROS BAGELS073SALT LAKE CITUTUS	\$0.00	\$2.75	\$3,405.36
11/6/11 10:50 PM	DEBIT SIG GOLDEN SPOON 801-816-1983 UTUS	\$0.00	\$6.41	\$3,398.95
11/6/11 10:50 PM	DEBIT SIG FARRS FRESH SANDY SANDY UTUS	\$0.00	\$20.99	\$3,377.96

All Times Listed are CST



Account History

Transaction Date	Transaction	Credit	Debit	Balance
11/7/11 11:48 AM	DEBIT SIG KELLIE&CO8012553223 WEST JORDAN UTUS	\$0.00	\$25.00	\$3,352.96
11/8/11 8:44 PM	DEBIT SIG NYC-TAXI LONG ISLAND NYUS	\$0.00	\$9.90	\$3,343.06
11/9/11 8:59 PM	DEBIT SIG T3 SBARRIOS FC 10433118 JAMAICA NYUS	\$0.00	\$7.61	\$3,335.45
11/9/11 8:59 PM	DEBIT SIG BALDUCCI'S T3 10434892 JAMAICA NYUS	\$0.00	\$16.40	\$3,319.05
11/10/11 5:23 AM	DEBIT SIG RADISSON MARTINIQUE BWYNEW YORK NYUS	\$0.00	\$45.34	\$3,273.71
11/12/11 10:40 AM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$56.03	\$3,217.68
11/13/11 10:49 PM	DEBIT SIG GOLDEN SPOON 801-816-1983 UTUS	\$0.00	\$4.38	\$3,213.30
11/13/11 10:49 PM	DEBIT SIG PIER 49 PIZZA - DRAPER DRAPER UTUS	\$0.00	\$13.92	\$3,199.38
11/14/11 4:46 AM	DEBIT SIG UINTA GOLF SANDY SANDY UTUS	\$0.00	\$96.14	\$3,103.24
11/14/11 11:55 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$3,078.24
11/14/11 8:42 PM	DEBIT SIG CALIFORNIA PIZ30553218 SALT LAKECITYUTUS	\$0.00	\$13.13	\$3,065.11
11/15/11 8:57 AM	DEBIT PIN NNT CELLULAR SALES 460617 329 WEST 41ST STREET MIAMI BEACH FLUS	\$0.00	\$320.89	\$2,744.12
11/15/11 8:50 PM	DEBIT SIG THE BREAKERS RETAIL SHOPALM BEACH FLUS	\$0.00	\$169.00	\$2,585.12
11/17/11 11:52 AM	DEBIT SIG BUDGET RENT-A-CAR WEST PALM BEAFLUS	\$0.00	\$327.72	\$2,257.40
11/17/11 9:30 PM	DEBIT SIG NICK & JOHNNIES PALM BEACH FLUS	\$0.00	\$52.48	\$2,204.94
11/19/11 5:23 AM	DEBIT SIG HERTZ RENT-A-CAR ST GEORGE UTUS	\$0.00	\$52.38	\$2,152.56
11/19/11 12:08 PM	DEBIT SIG BLACK BEAR-ST GEORGE ST GEORGE UTUS	\$0.00	\$77.02	\$2,075.54
11/19/11 6:13 PM	DEBIT PIN FIL.MART 1612 BLUELAKES N TWIN FALLS IDUS	\$0.00	\$40.74	\$2,034.80
11/19/11 9:48 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$34.86	\$2,000.14
11/23/11 12:01 PM	DEBIT SIG MIMIS CAFE 65 SANDY UTUS	\$0.00	\$24.44	\$1,975.70
11/23/11 8:48 PM	DEBIT PIN SMITHS.10905 S. 1300 E. SANDY UTUS	\$0.00	\$88.65	\$1,912.05
11/23/11 9:19 PM	DEBIT SIG CHEVRON 00357355 SALT LAKE CITUTUS	\$0.00	\$65.72	\$1,846.33
11/24/11 5:05 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,821.33
11/24/11 5:05 AM	DEBIT SIG MODERN DISPLAY SALT LAKE CITUTUS	\$0.00	\$32.68	\$1,789.27
11/24/11 9:10 PM	DEBIT SIG FARRS FRESH SANDY SANDY UTUS	\$0.00	\$5.75	\$1,783.52
11/24/11 9:10 PM	DEBIT SIG SUBWAY 03009479 SALT LAKE CITUTUS	\$0.00	\$7.28	\$1,776.24
11/26/11 12:00 PM	DEBIT SIG PAPA MURPHY'S.UT034 DRAPER UTUS	\$0.00	\$21.26	\$1,754.98
11/28/11 5:17 AM	DEBIT SIG KNEADERS 8018387700 DRAPER UTUS	\$0.00	\$18.32	\$1,736.66
11/28/11 9:13 AM	DEBIT PIN CANYONVIEW CLEANER 1373 EAST 10600 SO SANDY UTUS	\$0.00	\$18.46	\$1,718.20
11/28/11 10:31 PM	DEBIT PIN SHELL Service Station SHELL CONVERSE TXUS	\$0.00	\$63.60	\$1,654.60
11/29/11 12:07 PM	DEBIT SIG LUPE TORTILLA MEXI KATY TXUS	\$0.00	\$44.83	\$1,609.77
11/29/11 5:21 PM	DEBIT PIN MACY'S 713 151 BOWIE ST SAN ANTONIO TXUS	\$0.00	\$43.25	\$1,566.52
11/29/11 9:14 PM	DEBIT SIG PARADISE SLC LLC Q02 SALT LAKE CITUTUS	\$0.00	\$13.61	\$1,552.91
11/30/11 5:24 AM	DEBIT SIG QUENTHER HOUSE RESTAURASAN ANTONIO TXUS	\$0.00	\$34.95	\$1,517.96
12/1/11 1:04 PM	DEBIT SIG ROSARIOS SAN ANTONIO TXUS	\$0.00	\$10.84	\$1,507.12
12/2/11 1:21 PM	DEBIT SIG GO GUNG HO LLC 801-4003779 UTUS	\$0.00	\$31.40	\$1,475.72
12/2/11 10:26 PM	DEBIT SIG FAMOUS FAMIGLIA PIZZA SAN ANTONIO TXUS	\$0.00	\$10.67	\$1,465.05
12/3/11 6:36 AM	DEBIT SIG CANYONVIEW CLEANER SANDY UTUS	\$0.00	\$15.14	\$1,449.91
12/3/11 4:41 PM	DEBIT PIN SOU BEST BUY #497 532048 35 WAST 11400 SOUTH SANDY UTUS	\$0.00	\$267.11	\$1,182.80
12/5/11 11:51 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,157.80
12/7/11 5:45 AM	DEBIT SIG HARDY'S LAYTON UTUS	\$0.00	\$62.32	\$1,095.48
12/7/11 12:24 PM	DEBIT SIG VZWRLSS.IVRDEBIT VISW FOLSOM CAUS	\$0.00	\$286.34	\$809.14
12/7/11 3:02 PM	DEBIT PIN FLYING J #747 1460 N 1750 W SPRINGVILLE UTUS	\$0.00	\$54.83	\$754.31
12/8/11 8:19 PM	DEBIT SIG MARLEYS LINDON UTUS	\$0.00	\$21.91	\$732.40
12/9/11 4:59 AM	DEBIT SIG COWBOYS SMOKEHOUSE LLC PANGUITCH UTUS	\$0.00	\$66.89	\$665.51
12/9/11 4:59 AM	DEBIT SIG THE RANCHER DELTA UTUS	\$0.00	\$18.85	\$646.66
12/9/11 12:26 PM	DEBIT SIG MAVERICK COUNTRY STORE CEDAR CITY UTUS	\$0.00	\$40.39	\$606.27
12/9/11 12:26 PM	DEBIT SIG SAGE BRUSH GRILL MONROE UTUS	\$0.00	\$190.35	\$415.92
12/9/11 9:48 PM	DEBIT SIG MARKET GRILL CEDAR CITY UTUS	\$0.00	\$50.00	\$365.92
12/9/11 9:48 PM	DEBIT SIG CHEVRON 00071320 SANDY (SANDY UTUS	\$0.00	\$57.23	\$308.69
12/9/11 9:48 PM	DEBIT SIG MARKET GRILL CEDAR CITY UTUS	\$0.00	\$127.77	\$180.92
12/9/11 11:25 PM	DEBIT SIG TIMBERLINE RESTAURANT BEAVER UTUS	\$0.00	\$67.57	\$113.35
12/10/11 5:45 AM	DEBIT SIG HOME PLATE CAFE FAIRVIEW UTUS	\$0.00	\$20.55	\$92.80
12/11/11 4:28 AM	DEBIT SIG LAHACIENDA MEXICAN RESTDRAPER UTUS	\$0.00	\$29.39	\$63.41
12/11/11 11:21 AM	DEBIT SIG PAPA MURPHY'S UT034 DRAPER UTUS	\$0.00	\$17.10	\$46.31
12/13/11 5:17 AM	DEBIT SIG CIRCLEK6609 ASM SLC SANDY UTUS	\$0.00	\$28.64	\$17.67

All Times Listed are CST



Account History: [REDACTED]

Transaction Date	Transaction	Credit	Debit	Balance
12/13/11 8:52 PM	DEBIT SIG BLUE LEMON HIGHLAND UTUS	\$0.00	\$19.67	(\$2.00)
12/15/11 3:02 PM	CREDIT Credit: Cash Load at Softwise Attn: Danny Barney 2474 N. University Ave PROVO, UT 84604	\$2,000.00	\$0.00	\$1,998.00
12/16/11 11:14 PM	DEBIT PIN 7-ELEVEN 3720 EAST 7000 SOU SALT LAKE CITY UTUS	\$0.00	\$64.84	\$1,933.16
12/17/11 2:28 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$41.88	\$1,891.28
12/17/11 2:33 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$25.68	\$1,865.60
12/17/11 10:57 PM	DEBIT SIG PRECISION TIME #58 SANDY UTUS	\$0.00	\$197.68	\$1,667.92
12/21/11 11:57 AM	DEBIT SIG GO GUNG HO LLC 801-4003779 UTUS	\$0.00	\$31.40	\$1,636.52
12/23/11 12:47 PM	DEBIT SIG MAVERIK CNTRY STRE 304 DRAPER UTUS	\$0.00	\$47.27	\$1,589.25
12/24/11 5:35 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,564.25
12/24/11 3:31 PM	DEBIT PIN HARMONS - DRAPER 672 EAST 11400 SOUTH DRAPER UTUS	\$0.00	\$73.61	\$1,490.64
12/26/11 4:46 AM	DEBIT SIG SUPERSONIC SANDY SANDY UTUS	\$0.00	\$9.00	\$1,481.64
12/27/11 8:42 PM	DEBIT SIG CINEMARK THEATRES 1056 DRAPER UTUS	\$0.00	\$6.25	\$1,475.39
12/29/11 9:34 PM	DEBIT SIG LEE KAY 8019721326 8019721326 UTUS	\$0.00	\$17.00	\$1,458.39
12/29/11 11:00 PM	DEBIT SIG FARRS FRESH SANDY SANDY UTUS	\$0.00	\$16.05	\$1,442.34
1/4/12 8:04 PM	DEBIT SIG TGIF SOUTHTOWNE SANDY UTUS	\$0.00	\$51.39	\$1,390.95
1/5/12 10:25 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$69.35	\$1,321.60
1/7/12 8:45 PM	DEBIT SIG MIMIS CAFE 66 SANDY UTUS	\$0.00	\$20.66	\$1,300.94
1/8/12 11:18 AM	DEBIT SIG MARKET EXPRESS PRICE UTUS	\$0.00	\$1.02	\$1,310.07
1/8/12 11:18 AM	DEBIT SIG MARKET EXPRESS PRICE UTUS	\$0.00	\$48.99	\$1,261.08
1/9/12 5:09 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,236.08
1/9/12 10:00 AM	CREDIT Credit: Cash Load at Softwise Attn: Danny Barney 2474 N. University Ave PROVO, UT 84604	\$2,000.00	\$0.00	\$3,236.08
1/9/12 5:12 PM	DEBIT PIN SOU BEST BUY #773 262281 309 E UNIVERSITY PKWY OREM UTUS	\$0.00	\$548.10	\$2,687.98
1/10/12 5:30 PM	DEBIT PIN HOLIDAY OIL #15 290 W CENTER STREET OREM UTUS	\$0.00	\$50.92	\$2,637.06
1/12/12 10:31 PM	DEBIT SIG ARBY'S #708 00007088 OGDEN UTUS	\$0.00	\$5.81	\$2,631.25
1/12/12 10:31 PM	DEBIT SIG CHILI'S GRI02700010272 AMERICAN FORK UTUS	\$0.00	\$72.52	\$2,558.73
1/13/12 9:48 PM	DEBIT SIG CHEVRON 00071320 SANDY (SANDY UTUS	\$0.00	\$52.60	\$2,506.13
1/13/12 11:32 PM	DEBIT SIG CHEVRON 00071320 SANDY (SANDY UTUS	\$0.00	\$41.38	\$2,464.75
1/16/12 10:12 AM	DEBIT PIN WAL Wal-Mart Super 752826 5206 WAL-SAMS S OGDEN UTUS	\$0.00	\$57.83	\$2,406.92
1/18/12 5:35 AM	DEBIT SIG SLOC CAPITOL DINING SALT LAKE CITY UTUS	\$0.00	\$5.39	\$2,401.53
1/20/12 4:15 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$34.23	\$2,367.30
1/21/12 5:57 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$40.00	\$2,327.30
1/21/12 9:07 AM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$54.83	\$2,272.47
1/21/12 7:16 PM	DEBIT PIN SMITHS 10305 S. 1300 E. SANDY UTUS	\$0.00	\$61.59	\$2,210.88
1/22/12 10:59 PM	DEBIT SIG PIER 49 PIZZA - DRAPER DRAPER UTUS	\$0.00	\$22.48	\$2,188.40
1/25/12 11:39 AM	DEBIT SIG LITTLE CAESARS 1632 401WEST VALLEY UTUS	\$0.00	\$32.38	\$2,156.02
1/27/12 1:57 PM	DEBIT SIG VZWRLSS IVRDEBIT VISW FOLSOM CAUS	\$0.00	\$141.60	\$2,014.42
1/27/12 10:48 PM	DEBIT SIG CHEVRON 00071320 SANDY (SANDY UTUS	\$0.00	\$53.37	\$1,961.05
1/28/12 1:28 PM	DEBIT SIG GO GUNG HO LLC 801-4003779 UTUS	\$0.00	\$32.01	\$1,929.04
1/28/12 9:37 PM	DEBIT SIG DIAMOND PARKING SERVICESALT LAKE CITY UTUS	\$0.00	\$1.50	\$1,927.54
1/31/12 10:24 PM	DEBIT SIG CHEVRON 00071320 SANDY (SANDY UTUS	\$0.00	\$60.58	\$1,866.96
1/31/12 10:24 PM	DEBIT SIG HILTON FOOD & BEVERAGE SALT LAKE CITY UTUS	\$0.00	\$40.36	\$1,826.60
1/31/12 11:55 PM	DEBIT PIN SHELL Service Station SHELL SANDY UTUS	\$0.00	\$47.11	\$1,779.49
2/2/12 6:08 AM	DEBIT SIG MARKET STREET GRILL RIVSOUTH JORDAN UTUS	\$0.00	\$104.44	\$1,675.05
2/3/12 4:58 PM	DEBIT SIG LITTLE AMERICA F&B SALT LAKE CI UTUS	\$0.00	\$39.11	\$1,635.94
2/4/12 6:56 AM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$1,610.94
2/8/12 12:48 PM	DEBIT SIG CAFE RIO SANDY SANDY UTUS	\$0.00	\$13.43	\$1,597.51
2/8/12 11:46 PM	DEBIT SIG FARRS FRESH SANDY SANDY UTUS	\$0.00	\$10.61	\$1,586.90
2/13/12 5:29 PM	DEBIT PIN HARMONS - DRAPER 672 EAST 11400 SOUTH DRAPER UTUS	\$0.00	\$99.79	\$1,487.11
2/14/12 10:18 PM	DEBIT SIG CHEVRON 00203195 DRAPER UTUS	\$0.00	\$54.38	\$1,432.73
2/16/12 11:06 AM	CREDIT Credit: Cash Load at Softwise Attn: Danny Barney 2474 N. University Ave PROVO, UT 84604	\$1,500.00	\$0.00	\$2,932.73
2/18/12 1:05 AM	DEBIT SIG ION BROADWAY DELI SALT LAKE CITY UTUS	\$0.00	\$8.83	\$2,923.90
2/18/12 6:24 AM	DEBIT SIG NEIGHBORS MARKET NORTH SALT LAUTUS	\$0.00	\$31.42	\$2,892.48
2/19/12 11:09 PM	DEBIT SIG DICKEYS UT355 ST. GEORGE UTUS	\$0.00	\$10.99	\$2,881.49
2/20/12 12:52 PM	DEBIT SIG KELLIE&CO8012553223LN WEST JORDAN UTUS	\$0.00	\$25.00	\$2,856.49

All Times Listed are CST



Account History : XXXXXXXXXX

Transaction Date	Transaction	Credit	Debit	Balance
2/20/12 12:52 PM	DEBIT SIG KELIE&CO8012553223 WEST JORDAN UTUS	\$0.00	\$69.45	\$2,789.38
2/21/12 12:33 PM	DEBIT SIG GO GUNG HO LLC 801-4003779 UTUS	\$0.00	\$82.01	\$2,757.37
2/23/12 5:41 AM	DEBIT SIG CIRCLEK6609 ASM SLC SANDY UTUS	\$0.00	\$31.21	\$2,726.16
2/24/12 6:04 AM	DEBIT SIG MARKET STREET GRILL RIVSOUTH JORDAN UTUS	\$0.00	\$9.46	\$2,716.70
2/25/12 1:51 PM	DEBIT SIG MAVERIK CNTRY STRE 331 SALT LAKE CITUTUS	\$0.00	\$55.92	\$2,660.78
5/25/12 5:34 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,654.83
6/25/12 5:13 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,648.88
7/25/12 5:34 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,642.93
8/25/12 5:35 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,636.98
9/25/12 8:03 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,631.03
10/25/12 5:35 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,625.08
11/25/12 6:06 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,619.13
12/25/12 5:45 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,613.18
1/25/13 6:18 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,607.23
2/25/13 7:56 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,601.28
3/25/13 6:50 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,595.33
4/25/13 7:55 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,589.38
5/25/13 7:28 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,583.43
6/25/13 7:43 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,577.48
7/25/13 7:07 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,571.53
8/25/13 8:03 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,565.58
9/25/13 8:14 AM	DEBIT Debit: Account Maintenance Fee	\$0.00	\$5.95	\$2,559.63
10/14/13 1:41 PM	DEBIT Additional Statement Mailing Fee	\$0.00	\$5.95	\$2,553.68

*All Times Listed are CST

C

Exhibit C is being withheld
at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

D



October 17, 2013

Debit Card Detail for Account : 1986808895

Card Information		Card Owner Information	
PAN	4039955747766451	Name	John Swallow
Brand	Check City Silver Meta Visa Perso	Contact	
Purpose	Debit	Cash Number	
Embossed	JOHN SWALLOW	Attached Date	
Activated	null	Card Mailed To	
Expiration	Mon Feb 29 23:59:59 CST 2016	350 N State St	
Source		Apt 230	
Order Status	Order Approved	SALT LAKE CITY	UT 84114
Approved	Wed Feb 29 00:48:33 CST 2012	Stolen/Lost Information	
Requested	Tue Feb 28 11:13:18 CST 2012	<input checked="" type="checkbox"/> Date Stolen	2012-03-16 12:34:03.0
Shipped	Thu Mar 01 12:00:00 CST 2012	Stolen Note	Card returned as undeliverable.
Order Type	Forced	<input type="checkbox"/> Date Lost	
PPC Information			
Serial #	NA		
Currency	NA		
Value	NA		
GMP Messages		Audit Logs	
Log Date	Login Name	Action	Audit Note
Fri Mar 16 12:34:47 CDT 2012	gzamora	VwCard	View Card Screen
Fri Mar 16 12:34:47 CDT 2012	gzamora	L/S	Marked Card Stolen
Tue Feb 28 11:13:19 CST 2012	dherrera	DebitOrder	Ordered Debit Card of Type Check City Silver Meta Visa

Close



Weblog and IVR Information for Account : [REDACTED]

Description	Log Time	IP Address or Phone Number	STR_Description	VAL_Description	STR_Value
CVC AUTHENTICATE	16-JUN-11 05:07:51.000000 PM	161.119.235.57		PAN	4039950000008643
LOGIN	16-JUN-11 05:07:59.000000 PM	161.119.235.57	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	AC15843B1297C29F00000013 04BA93AC002E9
SET USERNAME	16-JUN-11 05:09:17.000000 PM	161.119.235.57		PREVIOUS USERNAME	AC15843B1297C29F00000013 04BA93AC002EB
REGISTRATION	16-JUN-11 05:09:17.000000 PM	161.119.235.57			
SET PASSWORD	16-JUN-11 05:09:40.000000 PM	161.119.235.57			
LOGIN	15-JUL-11 11:21:12.000000 AM	97.117.42.211	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
TWO-FACTOR AUTHENTICATE	15-JUL-11 11:23:22.000000 AM	97.117.42.211			
LOGIN	15-JUL-11 10:33:43.000000 PM	97.117.42.211	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	16-JUL-11 07:23:17.000000 AM	97.117.42.211	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	16-JUL-11 07:24:12.000000 AM	97.117.42.211	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	AC15843B1297C29F00000013 04BA93AC002E9
TWO-FACTOR AUTHENTICATE	16-JUL-11 07:24:44.000000 AM	97.117.42.211			
ANSWERED SURVEY	16-JUL-11 07:27:27.000000 AM	97.117.42.211	SURVEY ID		
LOGIN	07-OCT-11 01:15:35.000000 PM	166.205.9.125	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	Johneswallow
LOGIN	07-OCT-11 01:18:19.000000 PM	166.205.9.125	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	AC15843B1297C29F00000013 04BA93AC002E9
LOGIN	07-OCT-11 01:19:28.000000 PM	166.205.9.125	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	AC15843B1297C29F00000013 04BA93AC002E9
LOGIN	14-DEC-11 03:00:00.000000 PM	161.119.235.50	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
TWO-FACTOR AUTHENTICATE	14-DEC-11 03:07:15.000000 PM	161.119.235.50			

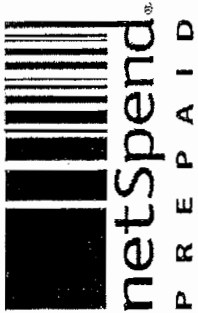
*All times listed are CT



Weblog and IVR Information for Account : [REDACTED]

Description	Log Time	IP Address or Phone Number	STR_Description	VAL_Description	STR_Value
SET ADDRESS	14-DEC-11 03:08:04.000000 PM	161.119.235.50		PREVIOUS ADDRESS	John Swallow, 350 N State St Apt 200, , SALT LAKE CITY, UT, 84114, 801949-9450
LOGIN	14-DEC-11 03:10:10.000000 PM	161.119.235.50	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	AC15843B1297C29F0000013 04BA93AC002E9
LOGIN	21-DEC-11 04:52:06.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:52:41.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:53:06.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:53:56.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:55:09.000000 PM	198.22.122.123	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:56:01.000000 PM	198.22.122.123	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:57:54.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:58:16.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:58:43.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:59:02.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:59:28.000000 PM	198.22.122.123	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 04:59:43.000000 PM	198.22.122.123	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05:00:01.000000 PM	198.22.122.158	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow

*All times listed are CT



Weblog and IVR Information for Account : [REDACTED]

Description	Log Time	IP Address or Phone Number	STR_Description	VAL_Description	STR_Value
LOGIN	21-DEC-11 05.00.42.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.01.15.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.01.47.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.02.01.000000 PM	198.22.122.158	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.02.20.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.03.27.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.03.50.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.05.42.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.06.02.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.06.21.000000 PM	198.22.122.158	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.06.35.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.07.33.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.07.57.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.08.12.000000 PM	198.22.122.158	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.08.28.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05.08.38.000000 PM	198.22.122.123	PIN BASED = 1/ PWD BASED = 0	ID USED TO LOG IN	johneswallow

*All times listed are CT



Weblog and IVR Information for Account : [REDACTED]

Description	Log Time	IP Address or Phone Number	STR_Description	VAL_Description	STR_Value
LOGIN	21-DEC-11 05:09:31.000000 PM	198.22.122.123	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05:10:05.000000 PM	198.22.122.123	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05:10:19.000000 PM	198.22.122.123	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	21-DEC-11 05:14:52.000000 PM	166.205.13.168	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	Johneswallow
LOGIN	27-FEB-12 07:30:58.000000 PM	97.117.55.252	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	27-FEB-12 10:53:59.000000 PM	97.117.55.252	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
TWO-FACTOR AUTHENTICATE	27-FEB-12 10:55:07.000000 PM	97.117.55.252			
LOGIN	28-FEB-12 10:53:01.000000 AM	161.119.235.50	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
TWO-FACTOR AUTHENTICATE	28-FEB-12 10:54:47.000000 AM	161.119.235.50			
TWO-FACTOR AUTHENTICATE	28-FEB-12 10:55:32.000000 AM	161.119.235.50			
LOGIN	21-MAR-12 05:55:36.000000 PM	97.117.51.215	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
TWO-FACTOR AUTHENTICATE	21-MAR-12 05:56:50.000000 PM	97.117.51.215			
LOGIN	02-MAY-12 02:40:17.000000 PM	65.130.156.15	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow
LOGIN	02-MAY-12 03:56:31.000000 PM	65.130.156.15	PIN BASED = 1 / PWD BASED = 0	ID USED TO LOG IN	johneswallow

*All times listed are CT

E

Exhibit E is being withheld
at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

F

Exhibit F is being withheld
at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

G

From: John Swallow [johneswallow@gmail.com]
Sent: Wednesday, September 29, 2010 5:39 PM
To: Richard Rawle
Subject: Re: Mtg with Harry Reid's contact

No this is civil, not criminal.

Sent from my Verizon Wireless BlackBerry

From: "Richard Rawle" <Richard@softwiseonline.com>
Date: Wed, 29 Sep 2010 17:24:00 -0600
To: John Swallow <johneswallow@gmail.com>
Subject: RE: Mtg with Harry Reid's contact

Is it Jeremy's understanding that charges are going to be filed against them ?

From: John Swallow [mailto:johneswallow@gmail.com]
Sent: Wednesday, September 29, 2010 4:31 PM
To: Jeremy Johnson
Subject: Mtg with Harry Reid's contact

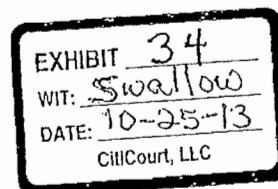
Jeremy:

I spoke with Richard Rawle about the contact information for Harry Reid's guy. Richard is travelling to LV tomorrow and will be able to contact this person, who he has a very good relationship with. He needs a brief narrative of what is going on and what you want to happen. I don't know the cost, but it probably won't be cheap. Also, I want to be sensitive to Richard's group. I'm not sure what they have invested in this person, however, they have been building capital for quite a while and this will be a serious withdrawal of that capital, but I am confident you can work that out between yourselves.

Here is the narrative I'd propose:

"Iworks is an internet sales company that sold various products over several years. They sold real products that benefitted their customers, they followed all the rules and they had well organized and effective customer service. Due to their large volume, they became a leader in the "negative option" space and, therefore, a target of the FTC. The FTC is conducting an investigation to determine whether Iworks violated federal law. The Iworks principals believe they can defend and prevail in litigation. However, they understand that when someone litigates against the FTC, they lose in the long run due to costs and publicity. Therefore, they would like to meet in good faith and show the investigators that they did follow the law and should be able to resolve things reasonably. However, the FTC investigators are not interested in meeting or seriously looking at the merits of the Iworks practices.

Iworks would like to sit down with Senator Reid and show him what they have done and see if the Senator would be willing to encourage the FTC investigators to take a close look at Iworks and sit down and really understand their practices and try to resolve this matter equitably and in good faith, before litigation is started.



Iworks met with Senator Hatch a few weeks ago, and he is willing to help, and we'd like for Sen Hatch and Sen Reid to work together on this if possible.

The Iworks team is willing to meet with the Senator at his convenience either in Washington or in Las Vegas. It is a St. George-based company."

Does this look ok?

John

H

From: John Swallow [johneswallow@gmail.com]
Sent: Friday, December 10, 2010 3:58 PM
To: Richard Rawle
Subject: Re: FTC Assistance

You get one shot. If someone has to have a heart attack, someone has to sacrifice. I would stratgically delay bc it gives you more time. Having said that we don't want to piss them off.

Jermys lawyers will know if it will but there needs to be a reason since they did it before.

Also if they are ready they could go forward and the team can clean-up. Which do you think is better?

Sent from my Verizon Wireless BlackBerry

From: "Richard Rawle" <Richard@softwiseonline.com>
Date: Fri, 10 Dec 2010 15:48:12 -0700
To: <johneswallow@gmail.com>
Subject: FW: FTC Assistance

From: bryce@iworks.com [mailto:bryce@iworks.com]
Sent: Friday, December 10, 2010 1:14 PM
To: jeremyjohnson@cpaupsell.com; Richard Rawle; bryce@iworks.com
Cc: Cort Walker; bpayne10@vzw.blackberry.net
Subject: RE: FTC Assistance

Well moving it is not nearly as important as keeping a good working relationship with them and getting them to be more objective with us.

From: Jeremy Johnson [mailto:jeremyjohnson@cpaupsell.com]
Sent: Friday, December 10, 2010 12:26 PM
To: Richard Rawle; Bryce Payne
Cc: Cort Walker; bpayne10@vzw.blackberry.net
Subject: Re: FTC Assistance

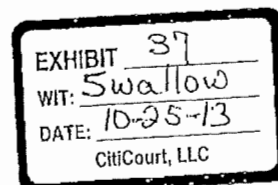
They are working on it but I don't give it much hope. I will let you know.

Jeremy

On 12/10/10 11:21 AM, "Richard Rawle" <Richard@softwiseonline.com> wrote:

Jeremy,

If you are not ready I think it more approprrate to have your Attorneys try to negotioate a delay. We don't however want to piss off the commissioners before we have a chance to work with them. How did they react to the last delay ?



I

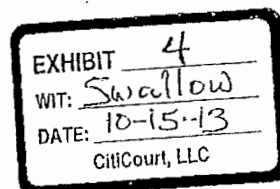
From: Richard Rawle
Sent: Monday, June 11, 2012 1:35 PM
To: John Swallow; jasoncpowers@gmail.com
Subject: Fwd: Executive Summary
Attachments: EXECUTIVE SUMMARY.doc; ATT5410785.htm

Jason, here is information on the cement project that John has been working with me on.

Sent from my iPhone

Begin forwarded message:

46



SCM01557

J

From: Richard Rawle
Sent: Friday, June 15, 2012 9:10 PM
To: 'John Swallow'
Subject: RE: Cement Plant

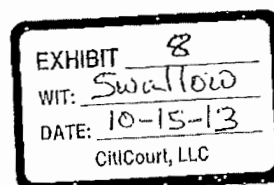
Thanks John.

From: John Swallow [<mailto:johneswallow@gmail.com>]
Sent: Fri 6/15/2012 6:13 PM
To: Richard Rawle
Subject: Cement Plant

Richard: I have found a contact in the Nevada Office of Economic Development in the mining division through an attorney friend of mine. Ill keep you posted.

Have a great weekend.

John



K

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at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

L

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at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

M

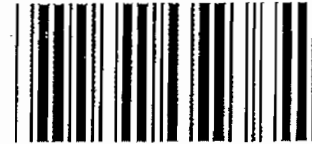
Exhibit M is being withheld
at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

N



State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code

Summary of Online Changes



Business Name: SSV MANAGEMENT LLC

Entity number: 7460750-0160

Date of Filing: 03/15/2012

PREVIOUS Registered Principals:

Name John E Swallow
Position Manager
Address 1263 E Bell View Circle
Sandy, UT 84094

Name John E Swallow
Position Registered Agent
Address 1263 E Bell View Circle
Sandy, UT 84094

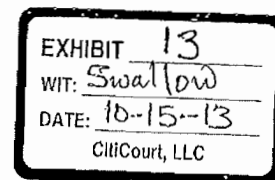
UPDATED Registered Principals:

Name SUZANNE SWALLOW
Position Registered Agent
Address 1263 E Bell View Circle
Sandy, UT 84094

Name SUZANNE SWALLOW
Position Manager
Address 1263 E Bell View Circle
Sandy, UT 84094

Suzanne Swallow 03/15/2012

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.



O



State of Utah
DEPARTMENT OF COMMERCE
Division of Corporations & Commercial Code

Summary of Online Changes



Business Name: P SOLUTIONS LLC

Entity number: 7810821-0160

Date of Filing: 03/15/2012

PREVIOUS Registered Principals:

Name John Swallow
Position Manager
Address 1263 E Bell View Cr
Sandy, UT 84094

Name Lee McCullough
Position Registered Agent
Address 5255 N Edgewood Dr
Provo, UT 84604

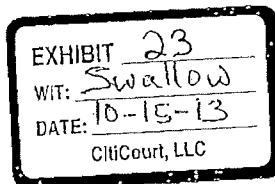
UPDATED Registered Principals:

Name SUZANNE SWALLOW
Position Registered Agent
Address 1263 E Bell View Circle
Sandy, UT 84094

Name SUZANNE SWALLOW
Position Manager
Address 1263 E Bell View Cr
Sandy, UT 84094

Suzanne Swallow 03/15/2012

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.



P

4/12/11 Check 105 Amount 15,000.00 4/12/11 Check 105 Amount 15,000.00

RM CONSULTING, LLC
105
4/6/11
P. Solutions
\$15,000.00
BONNEVILLE BANK
425 NORTH 200 WEST, P.O. BOX 400
PROVO, UTAH 84601-0400

MOUNTAIN AMERICA CREDIT UNION
SANDY 0000
SANDY, UTAH
TELLER: 0255 SEQUENCE # 3084720
4/9/2011 10:48:04
R/T: [REDACTED]

PROVIDED BY
MOUNTAIN AMERICA CREDIT UNION
SANDY, UTAH

EXHIBIT 27
WIT: Swallow
DATE: 10-15-13
CHICourt, LLC

Q

Exhibit Q is being withheld
at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

R

RMR Consulting, LLC					
Date	Deposit	Debit		Amount	Memo
11/01/10	Deposit			10000.00	
11/02/10	Wire		I Works	50000.00	
11/02/10		Incoming Wire Fee	Bonneville Bank	(12.50)	
11/09/10		Deluxe Check Check/Acc.	Bonneville Bank	(34.75)	
11/26/10		Check	P-Solutions	(8500.00)	
11/30/10		Service Charge	Bonneville Bank	(10.19)	
12/02/10	Wire		Scott Leavitt	200000.00	
12/02/10		Incoming Wire Fee	Bonneville Bank	(12.50)	
12/03/10	Wire		Lobbyist	(50020.00)	Brown
12/03/10	Wire		Lobbyist	(50020.00)	Rupli
12/31/10		Service Charge	Bonneville Bank	(16.11)	
02/07/11		Check	Hal Hansen	(5000.00)	
02/28/11		Service Charge	Bonneville Bank	(14.99)	
04/12/11		Check	P-Solutions	(15000.00)	
04/30/11		Service Charge	Bonneville Bank	(14.02)	
05/05/11		Check		(12000.00)	
05/31/11		Service Charge	Bonneville Bank	(12.98)	
07/12/11		Check	Grant Carter	(247.50)	
07/14/11		Check	Hal Hansen	(3000.00)	
07/15/11		Check	Springville City	(39.18)	
07/18/11		Check	Yard and Landscape	(715.00)	
07/29/11		Check	Pierce IP Law Group	(1500.00)	
07/31/11		Service Charge	Bonneville Bank	(12.48)	
08/01/11		Check	U.S. Mayan Painting	(3550.00)	
08/11/11		Check	Hal Hansen	(500.00)	
08/15/11		Check	Grant Carter	(240.00)	
08/22/11		Check	Hal Hansen	(3000.00)	
08/31/11		Service Charge	Bonneville Bank	(11.83)	
09/13/11		Check	Bear Services	(149.97)	Dumpster Rental
09/26/11		Check	Hal Hansen	(10000.00)	
09/30/11		Service Charge	Bonneville Bank	(11.29)	
10/18/11		Check	Hal Hansen	(17000.00)	
10/31/11		Service Charge	Bonneville Bank	(5.79)	
11/02/11		Check	Nielsen Heating and Co	(650.00)	Springville Rental Upkeep
11/08/11		Check	Hal Hansen	(8000.00)	
11/25/11		Check	Jordan Walker	(650.00)	Chapparel Website
11/25/11		Electronic Check	Utah County Payment	(4245.47)	
11/30/11		Service Charge	Bonneville Bank	(6.24)	
12/01/11		Check	Hal Hansen	(8000.00)	
12/07/11		Check	Pierce IP Law Group	(1885.12)	
12/14/11		Check	Hal Hansen	(5000.00)	
12/29/11		Check	Hal Hansen	(12000.00)	
12/31/11		Service Charge	Bonneville Bank	(6.23)	
01/31/12		Service Charge	Bonneville Bank	(5.86)	
02/01/12		Check	Hal Hansen	(4000.00)	
02/29/12		Service Charge	Bonneville Bank	(6.00)	
03/31/12		Service Charge	Bonneville Bank	(5.88)	
07/10/12		Check	Grant Sumsion	(5000.00)	Attorney Retainer-Leavitt Settlement
07/17/12		Check	Yard and Landscape	(457.00)	Springville Home
07/30/12		Check	Accent Window	(81.21)	Springville Home
07/31/12		Service Charge	Bonneville Bank	(6.31)	
08/09/12		Check	Grant Sumsion	(900.00)	Legal Fees RMR
08/13/12		Check	Yard and Landscape	(498.00)	
08/21/12		Check	Sumsion and Crandall	(900.00)	Legal Fees RMR
08/31/12		Service Charge	Bonneville Bank	(5.87)	
09/10/12		Check	Yard and Landscape	(480.00)	Springville Home
09/30/12		Service Charge	Bonneville Bank	(5.72)	
10/09/12		Check	Yard and Landscape	(377.00)	
10/19/12	Deposit		P-Solutions	23500.00	
10/31/12		Service Charge	Bonneville Bank	(5.51)	
11/13/12	Deposit		P-Solutions	23500.00	Check returned (other check already deposited)
11/20/12		Debit Memo	P-Solutions	(23512.00)	Returned Check- From P-Solutions
11/30/12		Service Charge	Bonneville Bank	(4.08)	
12/31/12		Service Charge	Bonneville Bank	(4.00)	

S

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has lodged a challenge to disclosure on
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T

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at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

U

]

Exhibit U is being withheld
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V

LAW OFFICES OF WILLIAM I. ROTHBARD
1217 YALE STREET, SUITE 104
SANTA MONICA, CALIFORNIA 90404

TELEPHONE (310) 453-8713
TELEFAX (310) 453-8715
CELLULAR (310) 490-6646
E-MAIL BROTHBARD@ADELPHIA.NET

March 4, 2011

VIA EMAIL

Richard Rawle

Déar Mr. Rawle:

I represent defendant Scott Leavitt in the FTC action against Jeremy Johnson, iWorks, and other parties associated with iWorks, including my client. Mr. Leavitt advises me that he paid \$200,000 to you and/or your firm, RMR Consulting, on or about December 2, 2010, for services that he understood you and/or your firm represented you would be providing to attempt to "lobby" or otherwise persuade the Federal Trade Commission to settle rather than litigate its charges against iWorks and certain of its personnel, including Mr. Leavitt. The matter, as I presume you know, did not settle and is now in federal court in Nevada, and a preliminary injunction has been entered against all defendants.

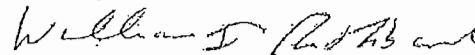
Mr. Leavitt is unaware of any engagement agreement with you or your firm covering services you and/or your firm represented you would provide, of any services you or your firm actually provided, of any accounting of the \$200,000 he paid to you and/or your firm, or of the status and whereabouts of those funds.

Mr. Leavitt therefore requests that you provide a written accounting of the \$200,000 he paid you, including an itemized description of any services you or your firm provided in exchange for such payment, and the current balance of the account in which those funds were deposited.

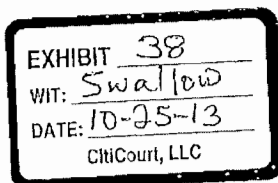
Please address the accounting to my attention within the next 7 days.

Thank you in advance for your cooperation with this request. If you have any questions, please do not hesitate to contact me.

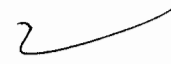
Sincerely,



William I. Rothbard, Esq.
Counsel to Scott Leavitt



SCM00599



W

From the Desk of John Swallow

May 2, 2012

Mr. Richard Rawle
2474 North University Avenue
Provo, UT 84604

Re: Recent Conversation

Richard:

The purpose of this letter is to create a record of a recent conversation you and I had relative to a recent conversation I had with Jeremy Johnson.

As I mentioned, a few days ago, I had a conversation with Mr. Johnson. He and I had not spoken in many months and he called me out of the blue and asked to meet and said it was urgent. I met with him fairly briefly and he said that someone was asking questions about the arrangement between you and him relative to his FTC matter. I really don't have any way of knowing if someone is really asking questions, or if this is simply Mr. Johnson's way of resolving any issues he might have with you.

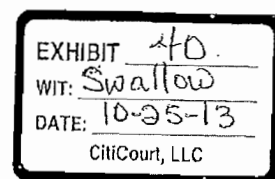
Specifically, he asked me if I had received any money from the arrangement between you and him. I told him no, that I had not. Then he mentioned the name of an entity called RMR, or RMR Consulting or something to that effect and asked if I had received money from that entity.

I told him that I did not think I had, but that I would check.

When you and I met, you indicated that you had paid me from that entity for my Nevada cement project work done on behalf of P-Solutions in 2010 and 2011.

As I indicated to you in our meeting, I do not know anything about RMR or RMR Consulting. I don't know when it was created, what it does, or how it is funded. And I don't know any of the details of your arrangement with Mr. Johnson beyond the fact that I've been told money was paid at some point and you were working on his situation but you could not guarantee results. I understand that he engaged you fairly late in the process and that the complaint was filed shortly after you were engaged. Due to my position in the State, I felt it best not to be involved from the moment the complaint was filed.

Richard, as I mentioned, I invoiced you personally for the Cement project work sometime in October, 2010 for work I'd performed on behalf of Project Solutions in the preceding months. I don't recall even thinking about where the payment came



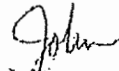
JS000069

from. As I look through my records, I invoiced you again in April, 2011 (you personally and Chaparral) for project work done during the latter part of December, 2010 through early April, 2011. Again, I don't recall thinking about where the payment came from.

I now want to ask again that if P-Solutions received any funds related to your work for Mr. Johnson, even if you considered it earned and your personal funds at the time.

If you discover that any money paid to P-Solutions came from monies paid through him, all I can do at this point is refund the money directly to RMR and you can take care of the invoices through another source. Alternatively, you could refund that amount directly to RMR. What you do at that point is not my concern. So, please let me know as soon as possible the source of the funds so I can address the issue. I'd like to have it resolved in the next few days.

Thanks Richard.


John

JS000070

X

Exhibit X is being withheld
at this time because the Attorney General
has lodged a challenge to disclosure on
grounds of confidentiality

Y

From: Cort Walker [mailto:CortW@softw@seonline.com]
Sent: Tuesday, January 15, 2013 8:12 PM
To: Sam Alba
Cc: Tracy Rawle; Todd Rawle; Greg Callister (GregC@checkcity.com)
Subject: Latest SL Trib article

Sam;

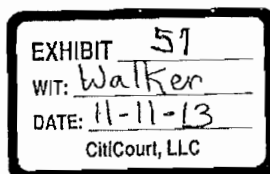
This latest article in the Tribune is beyond pathetic. Whatever shred of respect I could have for the these reporters is gone. I will not speak to these clowns, ever.

<http://www.sltrib.com/sltrib/news/55636832-78/rawle-swallow-johnson-declaration.html.csp?page=1>

However, that issue can be discussed later. One statement John Swallow made on air to KTVU news and is incorrect is the following statement:

"Facing his maker, [Rawle] had his people prepare an affidavit for him, which he reviewed, changed, modified and signed," Swallow told KUTV News, "and it said this [alleged scheme] didn't happen."

I believe the first time we saw this affidavit, it came from Rod Snow who probably co-wrote it with Swallow. I cannot backup Swallow's statement.



RR00012

Z

2012
STATE CONSTITUTIONAL OFFICE
DECLARATION OF CANDIDACY

of

JOHN SWALLOW

(Print name exactly as it is to be printed on the official ballot. No amendments or modifications after March 15, 2012)

for the office of Utah Attorney General

STATE OF UTAH

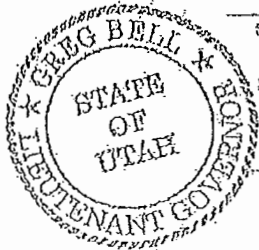
County of Salt Lake

ss.

I, John Swallow, declare my intention of becoming a candidate for the office of Attorney General as a candidate for the Republican party. I do solemnly swear that I will meet the qualifications to hold the office, both legally and constitutionally, if selected; I reside at 1263 East Bell View Circle in the City of or Town of, Sandy, Utah, Zip Code 84094, Phone No. 801 572-8201; I will not knowingly violate any law governing campaigns and elections; I will file all campaign financial disclosure reports as required by law and I understand that failure to do so will result in my disqualification as a candidate for this office and removal of my name from the ballot. The mailing address that I designate for receiving official election notices is P.O. Box 901843, Sandy, UT 84090

johneswallow@gmail.com
E-mail address

www.johnswallow.com
Website



Signature of Candidate (Must be signed in the presence of the filing officer)

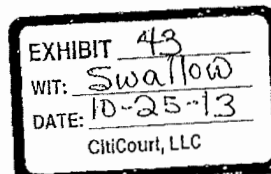
Subscribed and sworn to before me this 3/9/2012
(month/day/year)

M. L. Bell
(Officer qualified to administer oaths)

Received

MAR - 9 2012

Greg Bell
Lieutenant



(Seal)

Lieutenant Governor Mar 2012

(Date Received)

QUALIFICATION FOR CANDIDATE FILING DECLARATION

(Utah Code Section 20A-9-201)

Please initial:

/s/ The filing officer read the constitutional and statutory requirements as listed below to me, and I meet those qualifications.

/s/ I understand that my name will appear on the ballot as it is printed on this declaration of candidacy, and that I may not make any amendments or modifications after March 15, 2012.

/s/ I have received a copy of Section 20A-7-801 regarding the Statewide Electronic Voter Information Website Program and its applicable deadline.

/s/ I have received a copy of the pledge of fair campaign practices, and I understand that signing this pledge is voluntary.

/s/ I agree to file all campaign financial disclosure reports and I understand that failure to do so may result in my disqualification as a candidate for this office, removal of my name from the ballot, possible fines and/or criminal penalties.

John Swallow
Signature of Candidate
[Signature]
Signature of Filing Officer

9 March 2012
Date
3/9/2012
Date

QUALIFICATIONS

Before the filing officer accepts any declaration of candidacy, the filing officer shall read to the candidate the constitutional and statutory requirements for candidacy, and the candidate shall state whether he/she fulfills the requirements. If the candidate indicates that he/she does not qualify, the filing officer shall decline his/her declaration of candidacy. (Utah Code Section 20A-9-201, 202)

GOVERNOR and LIEUTENANT GOVERNOR *Utah Constitution, Article VII, Section 3*

- " Utah resident citizen for 5 years
- " At least 30 years old at the time of election
- " Qualified voter*
- " Never convicted of a felony**
- " Governor - Pay filing fee of \$536.00
- " Lieutenant Governor - Pay filing fee of \$509.20

ATTORNEY GENERAL, STATE AUDITOR and STATE TREASURER *Utah Constitution, Article VII, Section 3*

- " Utah resident citizen for 5 years
- " At least 25 years old at the time of election
- " Qualified voter*
- " All - Never convicted of a felony**
- " Pay filing fee of \$509.20
- " Attorney General - Admitted to practice before the Supreme Court of Utah, and in good standing at the time

* A qualified voter (1) is a citizen of the United States; (2) is a resident of Utah; (3) will, on the date of that election, be at least 18 years old and have been a resident of Utah for 30 days immediately before that election; 4) and has registered to vote.

** A person convicted of a felony loses the right to hold office until (1) all felony convictions have been expunged, OR (2) ten years have passed since the most recent felony conviction AND the person has paid all court-ordered restitution and fines AND the person has completed probation, been granted parole, or completed the term of incarceration associated with the felony.

Lieutenant Governor Mar 2012

2012
CANDIDATE FINANCIAL DISCLOSURE OR
CONFLICT OF INTEREST

for

John Swallow

(Print name)

for the office of Attorney General District

Primary employer name	<u>State of Utah</u>
Primary employer address	<u>350 No. State Street, No. 230, SLC, UT 84114</u>
Brief description of employment	<u>Managing Attorney Attorney General's Office (civil)</u>
Occupation and job title, if applicable	<u>Chief Deputy Attorney General</u>
Name of entity owned	<u>Swallow & Associates, L.C.</u>
Brief description of the type of business or activity conducted by the entity owned	<u>None at present</u>
Filer's position in the entity	<u>Co-Member + Co-Manager</u>
Name of each entity that has paid \$5,000 or more in income to the filer within the one-year period ending immediately before the date of the disclosure form	<u>None</u>
Brief description of the type of business or activity conducted by the entity described in the previous section	<u>N/A</u>
Name of entity in which the filer holds any stocks or bonds having a fair market value of \$5,000 or more as of the date of this form, but excluding funds that are managed by a third party, including blind trusts, managed investment accounts, and mutual funds	<u>North American Palladium, Stillwater Mining Co.</u>

*"Entity" means a corporation, a partnership, a limited liability company, a limited partnership, a sole proprietorship, an association, a cooperative, a trust, an organization, a joint venture, a governmental entity, an unincorporated organization, or any other legal entity, whether established primarily for the purpose of gain or economic profit or not.

Brief description of the type of business or activity conducted by the entity described in the previous section <i>Mining</i>
Name of organization or entity for which the filer serves on the board of directors or in any other type of formal advisory capacity
Brief description of the type of business or activity conducted by the entity described in the previous section
Type of position held by the filer within the organization or entity described in the two previous sections
(Optional) Real property in which the filer holds an ownership or other financial interest that the filer believes may constitute a conflict of interest
Description of the real property named in the previous section
Description of the type of interest held by the filer in the property described in the two previous sections
Name of filer's spouse and any other adult residing in the filer's household that is not related by blood or marriage, as applicable <i>Suzanne Swallow</i>
Brief description of employment of the filer's spouse and any other adult residing in the filer's household that is not related by blood or marriage, as applicable <i>N/A</i>
Occupation of filer's spouse and any other adult residing in the filer's household that is not related by blood or marriage, as applicable <i>House wife</i>
(Optional) Description of any other matter or interest that the filer believes may constitute a conflict of interest

I believe this form is true and accurate to the best of my knowledge.

John Swallow
(Signature of filer)

9 March 2012
(Date)



2012
STATE OF UTAH

PLEDGE OF
FAIR CAMPAIGN PRACTICES
(UCA § 20A-9-206)

There are basic principles of decency, honesty, and fair play which every candidate for public office in the State of Utah has a moral obligation to observe and uphold, in order that, after vigorously contested but fairly conducted campaigns, our citizens may exercise their right to a free election, and that the will of the people may be fully and clearly expressed on the issues.

THEREFORE:

I SHALL conduct my campaign openly and publicly, discussing the issues as I see them, presenting my record and policies with sincerity and frankness, and criticizing, without fear or favor, the record and policies of my opponents that I believe merit criticism.

I SHALL NOT use nor shall I permit the use of scurrilous attacks on any candidate or the candidate's immediate family. I shall not participate in or nor shall I permit the use of defamation, libel, or slander against any candidate or the candidate's immediate family. I shall not participate in nor shall I permit the use of any other criticism of any candidate or the candidate's immediate family that I do not believe to be truthful, provable, and relevant to my campaign.

I SHALL NOT use nor shall I permit the use of any practice that tends to corrupt or undermine our American system of free elections, or that hinders or prevents the free expression of the will of the voters, including practices intended to hinder or prevent any eligible person from registering to vote or voting.

I SHALL NOT coerce election help or campaign contributions for myself or for any other candidate from my employees or volunteers.

I SHALL immediately and publicly repudiate support deriving from any individual or group which resorts, on behalf of my candidacy or in opposition to that of an opponent, to methods in violation of the letter or spirit of this pledge. I shall accept responsibility to take firm action against any subordinate who violates any provision of this pledge or the laws governing elections.

I SHALL defend and uphold the right of every qualified American voter to full and equal participation in the electoral process.

I, the undersigned, candidate for election to public office in the State of Utah, hereby voluntarily endorse, subscribe to, and solemnly pledge myself to conduct my campaign in accordance with the above principles and practices.

Name: John Swallow Office: Attorney General
Signature: John Swallow Date: 9 March 2012

*This is a voluntary pledge. Candidates are not required to sign this pledge of fair campaign practices.

*This document is considered a public record and will be retained for public inspection until 30 days following the election.

AA

2012
STATE CONSTITUTIONAL OFFICE
DECLARATION OF CANDIDACY

of
JOHN SWALLOW
(Print name exactly as it is to be printed on the official ballot. No abbreviations or modifications after March 16, 2012)

for the office of Utah Attorney General

STATE OF UTAH

County of Salt Lake

I, John Swallow, declare my intention of becoming a candidate for the office of Attorney General as a candidate for the Republican party. I do solemnly swear that I will meet the qualifications to hold the office, both legally and constitutionally. If selected, I reside at 1263 East Bell View Circle in the City of or Town of Sandy, Utah, Zip Code 84094, Phone No. 801 572-8251; I will not knowingly violate any law governing campaigns and elections; I will file all campaign financial disclosure reports as required by law and I understand that failure to do so will result in my disqualification as a candidate for this office and removal of my name from the ballot. The mailing address that I designate for receiving official election notices is P.O. Box 901843, Sandy, UT 84090

johnswallow@gmail.com
E-mail address

www.johnswallow.com
Website



John Swallow
Signature of Candidate (Must be signed in the presence of the filing officer)

Subscribed and sworn to before me this 3/9/2012
(month/day/year)

M. J. [Signature]
(Officer qualified to administer oaths)

Received

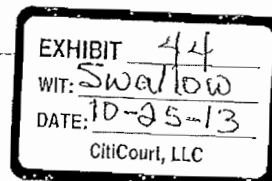
MAR - 9 2012

Greg Roll
Lieutenant

(Seal)

Lieutenant Governor Mar 2012

(Date Received)



QUALIFICATION FOR CANDIDATE FILING DECLARATION

(Utah Code Section 20A-9-201)

Please Initials

JK The filing officer read the constitutional and statutory requirements as listed below to me, and I meet those qualifications.

JK I understand that my name will appear on the ballot as it is printed on this declaration of candidacy, and that I may not make any amendments or modifications after March 15, 2012.

JK I have received a copy of Section 20A-7-201 regarding the Statewide Electronic Voter Information Website Program and its applicable deadline.

JK I have received a copy of the pledge of fair campaign practices, and I understand that signing this pledge is voluntary.

JK I agree to file all campaign financial disclosure reports and I understand that failure to do so may result in my disqualification as a candidate for this office, removal of my name from the ballot, possible fines and/or criminal penalties.

John Swallow
Signature of Candidate

W. R. P. [Signature]
Signature of Filing Officer

9 March 2012
Date

3/9/2012
Date

QUALIFICATIONS

Before the filing officer accepts any declaration of candidacy, the filing officer shall read to the candidate the constitutional and statutory requirements for candidacy, and the candidate shall state whether he/she fulfills the requirements. If the candidate indicates that he/she does not qualify, the filing officer shall decline his/her declaration of candidacy. (Utah Code Section 20A-9-201, 202)

GOVERNOR and LIEUTENANT GOVERNOR

Utah Constitution, Article VII, Section 3

- " Utah resident citizen for 5 years
- " At least 30 years old at the time of election
- " Qualified voter*
- " Never convicted of a felony**
- " Governor - Pay filing fee of \$536.00
- " Lieutenant Governor - Pay filing fee of \$509.20

ATTORNEY GENERAL, STATE AUDITOR and STATE TREASURER

Utah Constitution, Article VII, Section 1

- " Utah resident citizen for 9 years
- " At least 25 years old at the time of election
- " Qualified voter*
- " All - Never convicted of a felony**
- " Pay filing fee of \$509.20
- " Attorney General - Admitted to practice before the Supreme Court of Utah, and in good standing at the bar

* A qualified voter (1) is a citizen of the United States; (2) is a resident of Utah; (3) will, on the date of that election be at least 18 years old and have been a resident of Utah for 30 days immediately before that election; (4) and has registered to vote.

** A person convicted of a felony loses the right to hold office until (1) all felony convictions have been expunged, OR (2) ten years have passed since the most recent felony conviction AND the person has paid all court-ordered restitution and fines AND the person has completed probation, been granted parole, or completed the term of incarceration associated with the felony.

Lieutenant Governor Mar 2012

2012
CANDIDATE FINANCIAL DISCLOSURE OR
CONFLICT OF INTEREST

for
JOHN E. SWALLOW
(Print name)

for the office of Utah Attorney Gen. District _____

Primary employer name	State of Utah Office of Attorney General
Primary employer address	350 North State Street, Ste 230, SLc, UT 84114
Brief description of employment	State Attorney
Occupation and job title, if applicable	Chief Deputy Attorney General
Name of entity owned	
Brief description of the type of business or activity conducted by the entity owned	
Filer's position in the entity	
Name of each entity that has paid \$5,000 or more in income to the filer within the one-year period ending immediately before the date of the disclosure form	None besides State of Utah
Brief description of the type of business or activity conducted by the entity described in the previous section	N/A
Name of entity in which the filer holds any stocks or bonds having a fair market value of \$5,000 or more as of the date of this form, but excluding funds that are managed by a third party, including blind trusts, managed investment accounts, and mutual funds	North American Palladium Ltd; Still Water Mining Company

*"Entity" means a corporation, a partnership, a limited liability company, a limited partnership, a sole proprietorship, an association, a cooperative, a trust, an organization, a joint venture, a governmental entity, an unincorporated organization, or any other legal entity, whether established primarily for the purpose of gain or economic profit or not.

Brief description of the type of business or activity conducted by the entity described in the previous section	Mining
Name of organization or entity for which the filer serves on the board of directors or in any other type of formal advisory capacity	Friends of John Swallow, Inc.; Swallow + Associates, LLC I am a LEADER Foundation
Brief description of the type of business or activity conducted by the entity described in the previous section	Political for F&J's; Primarily, legal for S+A, LLC -- I am a LEADER Foundation Profit Educational Foundation
Type of position held by the filer within the organization or entity described in the two previous sections	Director for F&J's; Manager/Member for S+A LLC Director, I am a LEADER Foundation
(Optional) Real property in which the filer holds an ownership or other financial interest that the filer believes may constitute a conflict of interest	None
Description of the real property named in the previous section	N/A
Description of the type of interest held by the filer in the property described in the two previous sections	N/A
Name of filer's spouse and any other adult residing in the filer's household that is not related by blood or marriage, as applicable	Suzanne M. Swallow
Brief description of employment of the filer's spouse and any other adult residing in the filer's household that is not related by blood or marriage, as applicable	None
Occupation of filer's spouse and any other adult residing in the filer's household that is not related by blood or marriage, as applicable	None
(Optional) Description of any other matter or interest that the filer believes may constitute a conflict of interest	None

I believe this form is true and accurate to the best of my knowledge.

John E. Swallow
(Signature of filer)

3-15-2012
(Date)



2012
STATE OF UTAH

PLEDGE OF
FAIR CAMPAIGN PRACTICES
(UCA § 20A-2-206)

There are basic principles of decency, honesty, and fair play which every candidate for public office in the State of Utah has a moral obligation to observe and uphold. In order that, after vigorously contested but fairly conducted campaigns, our citizens may exercise their right to a free election, and that the will of the people may be fully and clearly expressed on the issues.

THEREFORE:

I SHALL conduct my campaign openly and publicly, discussing the issues as I see them, presenting my record and policies with sincerity and frankness, and criticizing, without fear or favor, the record and policies of my opponents that I believe merit criticism.

I SHALL NOT use nor shall I permit the use of scurrilous attacks on any candidate or the candidate's immediate family. I shall not participate in or nor shall I permit the use of defamation, libel, or slander against any candidate or the candidate's immediate family. I shall not participate in nor shall I permit the use of any other criticism of any candidate or the candidate's immediate family that I do not believe to be truthful, provable, and relevant to my campaign.

I SHALL NOT use nor shall I permit the use of any practice that tends to corrupt or undermine our American system of free elections, or that blunders or prevents the free expression of the will of the voters, including practices intended to hinder or prevent any eligible person from registering to vote or voting.

I SHALL NOT receive election help or campaign contributions for myself or for any other candidate from my employees or volunteers.

I SHALL immediately and publicly repudiate support deriving from any individual or group which resorts, on behalf of my candidacy or in opposition to that of an opponent, to methods in violation of the letter or spirit of this pledge. I shall accept responsibility to take firm action against my subordinate who violates any provision of this pledge or the laws governing elections.

I SHALL defend and uphold the right of every qualified American voter to full and equal participation in the electoral process.

I, the undersigned, candidate for election to public office in the State of Utah, hereby voluntarily endorse, subscribe to, and solemnly pledge myself to conduct my campaign in accordance with the above principles and practices.

Name: John Swallow Office: Attorney General

Signature: John Swallow Date: 9 March 2012

*This is a voluntary pledge. Candidates are not required to sign this pledge of fair campaign practices.

*This document is considered a public record and will be retained for public inspection until 30 days following the election.

BB

April 9, 2013

John E. Swallow
UTAH ATTORNEY GENERAL'S OFFICE
350 North State Street, Suite 230
PO Box 142320
Salt Lake City, Utah 84114-2320

RE: 2012 Candidate Financial Disclosure

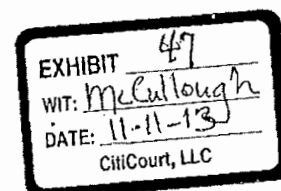
Dear John:

The purpose of this letter is to state my professional opinion about your 2012 Candidate Financial Disclosure.

I am an attorney practicing exclusively in the area of estate planning. In September of 2009, in part due to the untimely death of your father and certain business opportunities you were considering, I helped your family create various trusts and limited liability companies for estate planning purposes. One of these was an irrevocable or blind trust dated September 15, 2009. You are the grantor and settlor of the trust and your wife and children are the beneficiaries. The trustee is Lauren M. Reed. The Trust owns 100% of SSV Management LLC, and that LLC owns 100% of two other LLCs called I-Aware Products Enterprises LLC and P Solutions LLC. The purpose of this structure is to remove future business opportunities from your taxable estate. This is a very common tax planning strategy that I have implemented for hundreds of clients.

In March of 2012, you met with me and asked for my assistance in preparing your 2012 Candidate Financial Disclosures. I told you that you had never had any legal or beneficial ownership in the Trust or any of the LLCs owned by the Trust. You confirmed that you have never received compensation from any of these entities. In addition, you were not a member of the board of directors and you were not serving in any formal advisory capacity for any of these entities, except that I listed you as a manager of P Solutions LLC and the other LLCs owned by the Trust. I confirmed that if you resigned as a manager of the LLCs before submitting your final disclosure form, that the 2012 Candidate Financial Disclosure form did not require disclosure of these entities. On or before March 15, 2012, you resigned as manager of the Trust owned entities and I replaced you with your wife Suzanne as the manager of the entities.

The 2012 Candidate Disclosure Form also asks you to disclose your wife's employment. I told you that if she has not received compensation in exchange for her role as manager of the entities, which for many months prior to that time and since then



have not received any income and have not been active, and if she did not receive a W-2 or 1099 from an employer, I did not think she met the definition of being "employed." Your response on the 2012 Candidate Disclosure Form was that she was not employed, which is accurate.

You have informed me a petition have been filed alleging that your 2012 Candidate Financial Disclosures were incorrect because you failed to disclose the trust and the LLCs owned by the trust. Once again, we reviewed the 2012 Candidate Financial Disclosure form together. I also reviewed the checkbooks for the entities in question to be sure you had received no payments from any of these entities. I also note that UCA Section 76-8-109, which provides the form for the disclosure, also indicates that filers do not need to disclose stocks owned by a blind trust.

In my opinion, you had no obligation to include the trust or any of the LLCs owned by the trust on your 2012 Candidate Financial Disclosure form because you had no ownership in these entities, you never received any compensation from these entities, you did not serve as a director, trustee or in any formal advisory capacity, at the time of the filing deadline, and your wife was never a trustee or an employee of any of these entities.

Please let me know if I can be of further assistance.

Sincerely,

Lee S. McCullough, III
Attorney at Law

CC

May 1, 2013

Lieutenant Governor Greg Bell
Mark Thomas, Chief Deputy/Director of Elections
Utah State Capitol Complex
Suite 220
P.O. Box 142325
Salt Lake City, Utah 84114-2325

RE: 2012 Candidate Financial Disclosure

Dear Sirs:

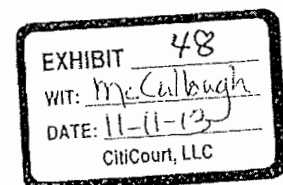
The purpose of this letter is to explain the estate plan that I created for John Swallow and how it relates to the 2012 Candidate Financial Disclosure form completed by John in March of 2012.

I am a Utah attorney practicing exclusively in the area of estate planning. One of the tools that I recommend most often is an irrevocable grantor trust. This type of trust allows a client to give away assets or business opportunities to be held for the benefit of his spouse and children so that they are not subject to the estate tax.

In September of 2009, John Swallow had some business opportunities that appeared to have considerable value. One of my other clients referred Mr. Swallow to me, recommending that Mr. Swallow create an irrevocable grantor trust in order to remove this business opportunity from his taxable estate. I helped Mr. Swallow create an irrevocable grantor trust which then created three limited liability companies called SSV Management LLC, I-Aware Products Enterprises LLC and P Solutions LLC. Mr. Swallow planned to give business opportunities to these LLCs (which were owned by the trust) in order to remove the business opportunities from his taxable estate.

The structure described above is a very common estate planning structure that I have created for hundreds of clients. There is nothing deceptive, unethical or illegal about an irrevocable grantor trust. These trusts have been approved and upheld in many instances by the Internal Revenue Service and by the courts. Because the grantor is not a trustee or beneficiary, the grantor has no legal or beneficial ownership in the trust and he has no right to the income or assets of the trust or its subsidiaries. If the grantor dies, the assets of the trust are not included in his taxable estate because the grantor has no ownership in the trust and no right to receive any benefits from the trust. If the grantor files for bankruptcy, the assets of the trust are not included in his bankruptcy estate.

{00377805-1 }



because the grantor has no legal ownership in the trust and no right to receive any benefits from the trust.

An irrevocable grantor trust is a successful tool because the appreciation that occurs in the trust or in the entities owned by the trust is not included in the grantor's taxable estate. It is very common for a grantor to assign business opportunities to entities owned by an irrevocable grantor trust and to provide services on behalf of such entities in order to transfer value outside of his taxable estate. In addition, the income tax laws allow a grantor to pay the income taxes on the income earned by the trust even though he has no right to the income. In Revenue Ruling 85-13, the IRS ruled that the payment of income taxes by the grantor on behalf of an irrevocable grantor trust is not a taxable gift by the grantor even though it has the same economic effect as if the grantor had given the taxable amount to the trust. This allows the grantor to transfer an even greater amount to his spouse and children without gift or estate taxes.

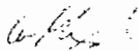
In March of 2012, I met with John Swallow to discuss the effect of the trust and related entities on his 2012 Candidate Financial Disclosures. I told him that he had no ownership in the trust or the LLCs owned by the trust and he was not entitled to the income owned by those entities. He was listed as the manager of P Solutions LLC and SSV Management LLC, but those companies were not operational and there were no plans for them to become active businesses.

I advised John that if he resigned as manager of the two companies, he would not have to include them on his 2012 Candidate Financial Disclosure form. Before John filed his Candidate Financial form on March 9, 2012, he told me that he resigned as manager of the two entities Disclosure and directed me to prepare and file his resignations with the State. My office did that in the normal course of business. State corporate records show that change on March 15, 2012, but John actually resigned on or before his first Candidate Financial form was filed on March 9, 2012.

In my opinion, John Swallow had no obligation to include the trust or any of the LLCs owned by the trust on his 2012 Candidate Financial Disclosure form because (1) he had no ownership in these entities, (2) he never received any income or compensation from these entities, and (3) he was not serving as a manager, director, trustee or in any formal advisory capacity at the time of the filing deadline.

Please let me know of any questions.

Sincerely,



Lee S. McCullough, III

DD

Title 20A -Chapter 11 - which is entitled "Campaign and Financial Reporting Requirements." Under Chapter 11, the normal process when a financial disclosure issue exists, even when it involves an important omission, is to allow the candidate 14 days following a request from the Lieutenant Governor, to correct the problem, before the omission becomes a violation, (See UCA §§20A-11-206 , 403, 703, 1305 and 1503). This is the case even when the financial disclosure error involves a candidate for elective office and is made just prior to an election and could have made a difference in the election. Assuming the truth of the disclosure allegations, which is contested, the opportunity to amend is the remedy that should be applied in this case.²

The purpose of this letter is to provide both factual and legal support for our position that Attorney General Swallow's disclosures, filed with and published by the Lieutenant Governor's office, were filed in good faith, were true and accurate to the best of his understanding and belief and were adequate under the requirements of the financial disclosure statutes, Utah Code Ann. §20A-11-1603 and §76-8-109. The Attorney General is willing to provide any additional information that might be requested. For the foregoing reasons, and based upon the following facts, we believe no further investigation is needed.

FACTUAL BACKGROUND

Mr. and Mrs. Swallow established an estate plan for their family shortly following the untimely death of Mr. Swallow's father in 2009. The estate plan was put in place in September 2009, which was months before Mr. Swallow joined the Attorney General's Office, and years before he decided to run for Attorney General. It was devised by Lee McCullough III, a highly respected estate planning attorney with years of experience in taxation and financial matters. In the letter from Mr. McCullough attached as Exhibit A, he explains that the purpose of the plan was to remove future business opportunities from Mr. Swallow's estate. He further explains this type of estate plan "is a very common tax planning strategy that I have implemented for hundreds of clients."

As a key component of the estate plan, an irrevocable (or blind) family trust and a limited liability company, SSV Management LLC, which was wholly owned by the trust, were created. SSV owned 100% of another limited liability company, I-Aware Products Enterprises LLC, which has been inactive for more than 30 months. Mrs. Swallow and the Swallow children were the beneficiaries of the trust, and the family's oldest child, a married daughter working out-of-state as an engineer for a major oil company, was an appointed trustee. Mr. Swallow was never a trustee of the trust or a trust beneficiary.

In 2010, at the time Mr. Swallow was preparing to provide consulting services for RMR Consulting, LLC, a company owned by Richard Rawle, on a limestone and cement project in

² The Petitioner's own Attorney, Mr. Irvine successfully requested the same treatment when in 2010 one of his clients, Mr. Kim Burningham who was a candidate for state office, filed a materially false candidate disclosure form and was allowed by your office to correct the filing under the statute.

Nevada, Mr. McCullough formed P Solutions, LLC, which is also wholly owned and controlled by SSV. Payments for the Nevada consulting services were made to P Solutions. *See* Declaration of Richard Rawle, attached as Exhibit B. At no time did Mr. Swallow receive any income, distributions or payment for services from P Solutions, nor was Mr. Swallow compensated directly by Mr. Rawle for consulting work. All distributions from P Solutions funds were made to Mrs. Swallow, a beneficial interest holder of the trust, as a distribution of trust profits.

As described in Exhibit A, Mr. Swallow met with Mr. McCullough in March of 2012 for assistance in preparing Mr. Swallow's 2012 Candidate Financial Disclosures. Mr. McCullough confirmed that Mr. Swallow had never received compensation from the companies owned by the trust and advised Mr. Swallow that he never had any legal or ownership interest in the trust or the companies owned by the trust and that he was never a board member or formal advisor of any of the trust-owned companies, except that he had served as manager of P Solutions. Mr. McCullough told Mr. Swallow that so long as he resigned as a manager of P Solutions before the filing deadline, he would not have to disclose any of the entities. Because P Solutions was no longer conducting any business activities and there was no reason for Mr. Swallow to continue as manager, he did resign before the deadline. McCullough also advised Mr. Swallow that disclosures about Mrs. Swallow's role as an unpaid manager for various LLCs that had little or no activity were not required.

In summary, Mr. McCullough concluded that Mr. Swallow "had no obligation to include the trust or any of the LLCs owned by the trust on [his] 2012 Candidate Financial Disclosure Form because [he] had no ownership in these entities, [he] never received any compensation from the entities, [h]e did not serve as a director, trustee or in any formal advisory capacity[at the time of the filing deadlines], and [his] wife was not an employee of any of these entities." Based on that legal advice, Mr. Swallow believed, and reasonably so, that he was providing the information required by financial disclosure laws. The form signed by Mr. Swallow states: "I believe this form is true and accurate to the best of my knowledge." That is what Mr. Swallow believed at the time he signed the disclosures, and his belief was confirmed by the advice of competent counsel as to how to complete the form.

FACTUAL RESPONSES TO INDIVIDUAL COUNTS OF THE PETITION

Counts One and Three

The Petition alleges in Count One and Count Three that Mr. Swallow violated the candidate financial disclosure requirements of Utah Code Ann. §§ 20A-11-1603 and 76-8-109 (4)(b)(iv) by failing to disclose that he was vice-president and a director of Timberline Drilling, Incorporated (Count One) and a trustee of a The Vital Ground Foundation, Inc. (Count 3). Even a cursory examination of the public records demonstrates that Attorney General Swallow has never been associated with either of these entities. The public records reveal that John A. Swallow is the Vice-President of Timberline Drilling, Incorporated, but the Attorney General is John Edward Swallow. A much older person named John E. Swallow is involved in Vital

Ground Foundation, Inc.; however, that John Swallow is a professional wildlife photographer who lives in California. These Counts must be dismissed summarily.

Count Two

The Petition alleges in Count Two that Mr. Swallow violated the candidate financial disclosure requirements of Utah Code Ann. §§ 20A-11-1603 and 76-8-109 (4)(b)(iv) by failing to disclose an ownership or management interest in Swallow & Associates on page 1 of his March 15, 2012 amended disclosure form although he did disclose such interest on page 1 of the March 9, 2012 form he originally filed. His management and ownership interest and the nature of the corporation's business, however, were fully disclosed on page 2 of the March 15 amended form. The information was inadvertently omitted on page one. That oversight was not intentional and is not grounds for requesting an amendment. Attorney General Swallow, however, is willing to amend that filing to include all such information on page 1 as well as page 2, if requested.

Count Four

With respect to Count Four, Mr. Swallow did not believe at the time of filing that he was still associated with Mr. Shurtleff's long since abandoned Senate exploration committee, Mark Shurtleff, Inc. or that it still existed. He had requested a member of his campaign staff to remove him from Mark Shurtleff, Inc. Apparently, that did not happen. He never received compensation for serving in that capacity and the entity had not been active since the fall of 2009, well before the financial disclosure form was filed. Mr. Swallow is willing to amend his filing, but it would appear unnecessary as that entity was dissolved in June 2012.

Count Five

Count Five alleges that that Mr. Swallow violated the candidate financial disclosure requirements of Utah Code Ann. §§ 20A-11-1603 and §76-8-109 (4)(b)(iv) by failing to disclose that he was an owner or officer of P Solutions LLC and SSV Management LLC. Mr. Swallow never had an ownership interest in either of these entities. As discussed above, SSV was owned by the trust which owned 100% of P Solutions. The trust was not owned, controlled or managed by Mr. Swallow. While Mr. Swallow had been a manager of the entities (both of which, as discussed above, were dormant and were not engaged in any business) when he made his initial disclosures on March 9, 2012, he was not an officer of the entities. Thus, disclosure was not required under Utah Code Ann. §76-8-109 which requires disclosure of entities in which the candidate is an owner or officer. Further, when he made his final filing on March 15, 2012, he was no longer a manager of either entity. He resigned at the time he made his candidate financial disclosures because he did not intend to be involved with the entities and had no business plans for the entities in the future.

The petition alleges that the transfer of the role of manager of the companies to Mrs. Swallow was a sham transaction intended to conceal Mr. Swallow's relationship to the companies. There is simply no basis for this allegation. Mr. Swallow's role as the initial manager of the two companies was publicly disclosed inasmuch as he was listed on public filings

with the Utah Department of Commerce as a manager of the two entities. Even today, a simple online search under his name reveals these positions. If Mr. Swallow had intended to hide his involvement with these companies, he would never have accepted an appointment as the initial manager of the entities and reported the positions on public filings. Neither of the entities had been engaged in any business for a number of months and no future business activities were contemplated. Mr. Swallow had no plans to be involved with these companies at any level during the time he served as Attorney General so he resigned as manager at the same time he filed his campaign financial disclosures. That is consistent with what Mr. Swallow had done regarding other activities with which he had been engaged prior to his candidacy, including his resignation as a member of the Board of Directors for the Days of 47, Inc. and as a member of the Board of Trustees for the Lighted Candle Society.

The allegation that payments to P Solutions were "rerouted" is likewise without basis. The Rawle declaration clearly states that money originally paid to P Solutions, LLC was refunded and replaced from a different payor. It was not new or additional income. Moreover, this event occurred subsequent to the candidate filings, therefore it is completely irrelevant to a discussion on candidate disclosures.³ The circumstances and purposes for the refund are stated in the Rawle declaration and the fact that it is known at all is because Mr. Swallow made the declaration public by providing it to the media.

Count Six

Count Six alleges that that Mr. Swallow violated the candidate financial disclosure requirements of Utah Code Ann. §§ 20A-11-1603 and §76-8-109(4)(b)(iv) by failing to disclose that he was a settlor and/or trustee of a trust for his children. As stated in the letter from Mr. McCullough, while Mr. Swallow was the settlor of the trust, meaning he created it, Mr. Swallow had no ownership or beneficial interest in the trust and was never a trustee. Utah Code Ann. §76-8-109 requires disclosure of entities in which a candidate is an owner or officer, but it does not require disclosure that a candidate was a settlor, i.e., creator, of a trust.

Count Seven

Count Seven alleges ~~that~~ that Mr. Swallow violated the candidate financial disclosure requirements of Utah Code Ann. §§ 20A-11-1603 and §76-8-109(4)(b)(v) by failing to disclose entities from which he, as the filer of the disclosures, received more than \$5000 in the year before filing of the financial disclosure form. Mr. Swallow did not receive any such payments during that period. RMR Consulting did pay P Solutions (which was owned by the trust, not Mr. Swallow) \$15,000 during that period. That payment was income to the trust, and disbursements made to family members were made as distributions of profits to the trust beneficiaries. Mr. Swallow was not a beneficiary of the trust and no payments were made to Mr. Swallow by either the trust or P Solutions. With respect to Swallow & Associates, L.C., no income has been earned by that entity since late 2009 and no income has been paid from that

³ The Rawle Declaration states that P Solutions returned the payment from RMR consulting, LLC, which was the recipient of funds related to Jeremy Johnson. P Solutions asked for payment from an account that did not hold funds from Mr. Johnson or his companies.

entity since early 2010, well outside the 12 month window for disclosure of payments, which window commenced in March 2011.

Count Eight

Count Eight alleges that that Mr. Swallow violated the candidate financial disclosure requirements of Utah Code Ann. §§ 20A-11-1603 and §76-8-109(4)(b)(vii) by failing to disclose that he served in a formal advisory role for Richard Rawle, RMR Consulting LLC or Chaparral Limestone & Cement Co LLC during the relevant statutory period. While Mr. Swallow did provide some consulting work for a cement and limestone project at the request of Mr. Rawle, he never served in a formal advisory capacity as that term is used in §76-8-109(4)(b)(vii) of the Utah Code. Further, at the time the financial disclosure form was filed, Mr. Swallow was no longer providing any consulting services. Although §76-8-109(4)(b)(v) requires disclosure of payments in excess of \$5000 made during the preceding year, §76-8-109(4)(b)(vii) requires only disclosure of formal advisory roles at the time of filing of the disclosure statement. Thus, even if Mr. Swallow had acted in a formal advisory role to Mr. Rawle and related entities in the past (which he did not), no disclosure would have been required because he was not acting as a formal advisor at the time of the filing of the disclosure statement.

Count Nine

Count Nine alleges that that Mr. Swallow violated the candidate financial disclosure requirements of Utah Code Ann. §§ 20A-11-1603 and §76-8-109(4)(b)(xi) by failing to disclose that his wife was a manager of the companies discussed above. That subsection, however, only requires a brief description of the employment and occupation of the spouse of the candidate. As discussed in Mr. McCullough's letter, Mrs. Swallow received no W-2s or 1099s and was not an employee of any entity. In fact, Mrs. Swallow has not been employed since 1987. She has never received any income for her services as manager of any of the trust entities, and no income has been paid to any trust entity since months before she became the manager of any such entity. Again, these entities are dormant and have been for nearly two years. She had no employment; therefore, none was disclosed.

Count Ten

Count Ten alleges that Mr. Swallow knowingly made and caused to be published false statements intended to affect voting at a convention, primary or election in violation of Utah Code Ann. §20A-11-1103. For the reasons stated above, Mr. Swallow did not knowingly make or cause to be published any false statements intended to affect his election. As discussed above, in making his disclosures, Mr. Swallow acted in good faith, believing all his disclosures were complete and accurate. In fact, there is strong evidence to indicate that Mr. Swallow was careful in making his disclosures and for that reason, he asked for, received and followed the advice of the attorney who created the entities at issue before he filed his financial disclosure form. To the extent any modifications are required, Mr. Swallow will fully cooperate in making such modifications.

Count Eleven

Count Eleven alleges on information and belief that Mr. Swallow used his office as Chief Deputy Attorney General to make expenditures of public funds for political purposes or to influence a ballot proposition by conducting election campaign activities during business hours at his state office and by using state resources to pay for campaign expenses in violation of Utah Code Ann. §20A-11-1203(1). The Petition does not present any evidence to support these allegations. Simply put, the Petitioners have no information that these allegations are true or that there is any reason they should be investigated. Further, Mr. Swallow denies any such wrongdoing.

Count Twelve

Count 12 alleges that Mr. Swallow used campaign contributions for his personal use in violation of Utah Code Ann. §20A-11-104 by paying his firm to pursue a defamation case on behalf of Mr. Swallow shortly before the primary election. This is simply not true. No funds have been expended by Mr. Swallow or his campaign fund for any such purpose. The press did quote Mr. Swallow as saying he was pursuing a defamation case, but Mr. Swallow either misunderstood the question or was misquoted. The only legal services involving defamation provided to Mr. Swallow related to a lawsuit for defamation filed by his opponent in the Attorney General race, Sean Reyes. Petitioners further posit that a "general perusal of Swallow's campaign finance reports...reveals other expense items which may represent the disbursement of campaign funds for personal use." There is no description of these expenditures or explanation of why they may have been made for personal use. Again, this rank speculation does not amount to information that there has been a violation of the Election Code which would warrant investigation by a Special Prosecutor.

LEGAL ANALYSIS

1. Inaccuracies in campaign disclosures are subject to the remedies found in Chapter 11 of Title 20A governing campaign finance issues, not the remedies found in Utah Code Ann. §20A-1-703 and 704 governing Election Offenses.

Petitioners allege that the failure to disclose certain relationships or payments under Utah Code Ann. §§ 20A-11-1603 triggers removal of the state officer under Utah Code §§ 20A-1-703 and 704. Campaign finance disclosure issues, however, are not governed by these sections, but instead by Chapter 11 of Title 20A, entitled "Campaign and Finance and Reporting." That chapter requires candidates for state office to file certain financial reports, and a failure to do so results in removal of the candidate's name from the ballot. See §§ 20A-11-206, 403 and 1305. Under the same statutes, when a report is filed with the Lieutenant Governor, the Lieutenant Governor is directed to review the report and if he finds that the report does not conform to the law or he receives a complaint alleging the falsity of the report, the Lieutenant Governor is directed to send written notice to the candidate within five days and ask for correction. *Id.* The candidate must then correct the report within 14 days.

There is no provision of removal of the candidate's name from the ballot or removal from office after election for inadequacies in financial disclosure in Chapter 11, Part 16 of the Election Code governing candidate financial reporting. Sections 20A-11-1601 to 1603 govern the candidate financial disclosures that are at issue in this case. This Part of the Utah Code does not specifically address the remedial action the Lieutenant Governor should take when there are errors in candidate financial disclosures, but it is reasonable to assume the legislature intended the same remedies that appear throughout Chapter 11 governing financial reporting.

In any event, it is certain that error in campaign disclosures does not trigger the removal provisions of §§20A-1-703 and 704. Part 6 of Chapter 1 of the Election Code §§601-608 defines Election Offenses as the following:

- § 20A-1-601. Bribery in elections--Paying for votes
- § 20A-1-602. Receiving bribes – receiving payment for votes
- § 20A-1-603. Fraud, interference, disturbance – tampering with ballots or records
- § 20A-1-604. Destroying instruction cards, sample ballots or election paraphernalia
- § 20A-1-605. Mutilating certificate of nomination – forging declination or resignation
- § 20A-1-606. Wagering on elections
- § 20A-1-607. Inducing attendance at polls –payment of workers
- § 20A-1-608. Promises of appointment to office forbidden

The offenses defined in Part 6 are all serious offenses which directly affect the integrity of the election and involve intentionally wrongful conduct. None of the allegations concerning Mr. Swallow's financial disclosures involve conduct defined as an Election Offense.

The next Part of Section 1 of the Election Code is "Part 7 – Prosecuting and Adjudicating Election Offenses." This is the Part in which §§ 20A-1-703 and 704 appear. The structure of the statute means that the violations of the Election Code providing a basis for removal from office in Part 7 are the Election Offenses defined in Part 6, not errors in the financial disclosures required under §20A-11-1603. These errors are never defined as a violation or offense, and the only penalties that apply are those under Chapter 11. This statutory scheme makes sense because it is reasonable to remove an elected official for the serious conduct defined as Election Offenses, but unreasonable to remove an official for errors on a financial disclosure form, especially when an official acted in good faith in making disclosures as did Mr. Swallow.

As discussed in Footnote 2, it has been the practice of the Lieutenant Governor's office to follow the statutory scheme of Chapter 11 and notify candidates and officers of errors in financial disclosures and allow them to amend. This is the appropriate course should the Lieutenant Governor's office believe there were errors in Mr. Swallow's filings. The Petition, therefore, should be dismissed.

Further, Article VI of the Utah Constitution establishes impeachment by the legislature as the sole method of removing state officers. A construction of §§20A-1-703 and 704 to allow removal of state officers for violations of the Election Code by judicial proceeding conflicts with Constitution Article VI. It is unlikely that the legislature when it enacted 703 and 704 intended to create an unconstitutional remedy. It is far more likely that the legislature intended for financial disclosure errors to be handled remedially by the Lieutenant Governor as provided in Chapter 11 of the Election Code.

2. **The remedy for personal use of campaign funds is governed by Chapter 11 of the Elections Code, §20A-11-104, not §§20A-1-703 and 704.**

Other than attorney fees for a defamation action, the Petition has not identified any campaign funds used for personal expenditures. The Attorney General was entitled to use campaign funds for legal work involving the defamation lawsuit filed by his primary opponent Sean Reyes during the campaign. Under §20A-11-104(g)(iv), a payment for services provided by an attorney "if made in connection with the candidacy for public office or an activity or duty of an officeholder" is not a personal use expenditure. Even if there were a "personal use expenditure," the remedy is not removal under §§20A-1-703 and 704, but instead it is the remedy provided in §20A-11-104(3). That subsection provides that the Lieutenant Governor can conduct an informal adjudicative proceeding to determine if there was a personal use expenditure and, if so, require the candidate or officeholder to remit a penalty up to 50% of the personal use expenditure and repay the full amount of the expenditure to the campaign account from which it was disbursed. As in the case of campaign finance disclosures, the legislature's intent was that personal use expenditures were to be handled by remedial action of the Lieutenant Governor, not removal from office. In summary, the procedure and remedies under Chapter 11 of the Election Code were triggered by the filing of the Petition, not the procedure and remedies under Chapter 1, §§20A-1-703 and 704, which are limited to Election Offenses and do not cover campaign disclosure inadequacies or the use of campaign funds.

CONCLUSION

For the forgoing reasons, we ask that the Petition be dismissed without appointment of a Special Prosecutor.

CLYDE SNOW & SESSIONS

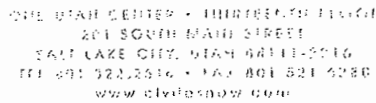


Rodney G. Snow



Jennifer A. James

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 DEAN C. SMITH
 DICK S. SMITH
 E. BRUCE SMITH
 GREGORY D. SMITH
 J. SCOTT SMITH
 FLEMMING T. SMITH
 GEORGE C. SMITHSON
 ARTHUR SMITH
 WALTER A. SMITHSON, JR.
 JAMES A. SMITHSON
 J. ROBERT SMITHSON
 JENNIFER A. SMITHSON
 CHRISTOPHER B. SLOWY
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determine whether there has been a violation...." ELECTION OFFENSE AMENDMENTS, 2013 Utah Laws S.B. 289 (West's No. 170). Thus, being fully aware of the issues presented by this Petition against the Attorney General and knowing that Lieutenant Governor Bell would make the decision as to whether or not special counsel should be appointed, the legislature chose not to make any changes to the statute regarding the Lieutenant Governor's role in determining in the first instance whether special counsel should be appointed. This demonstrates that the legislature had confidence that the Lieutenant Governor is impartial and capable of making a neutral decision in this and other similar situations.

Finally, we also want to point out that the decisions and interpretations of executive departments concerning the laws that are under their administration are to be given special deference. According to the Supreme Court, "[w]e have long recognized that considerable weight should be accorded to an executive department's construction of a statutory scheme it is entrusted to administer [footnote omitted] and the principle of deference to administrative interpretations." *Chevron, U.S.A., Inc. v. Natural Res. Def. Council, Inc.*, 467 U.S. 837, 844-45, (1984). Here, the Lieutenant Governor's office has been entrusted with administration of the Utah Elections Code, and its interpretations of how campaign disclosure statutes should be administered; i.e., allowing the candidate or officer to amend rather than pursuing removal, are entitled to special deference.

We would be happy to answer any questions you may have. Thank you for your consideration.

CLYDE SNOW & SESSIONS

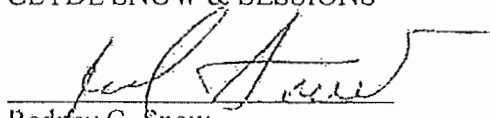
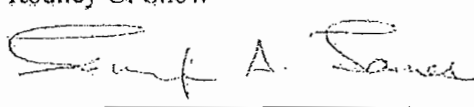

Rodney G. Snow
Jennifer A. James

EXHIBIT 44

IN THE CIRCUIT COURT OF PULASKI COUNTY, ARKANSAS

3rd DIVISION

STATE OF ARKANSAS *ex rel.*

DUSTIN MCDANIEL, ATTORNEY GENERAL

PLAINTIFF

vs.

CASE NO.

CV 10-487

FILED 01/27/10 10:51:47

Pat O'Brien Pulaski Circuit Clerk

CR4 By _____

GENEVA-ROTH CAPITAL, INC.
GENEVA-ROTH VENTURES, INC.
D/B/A LOANPOINTUSA.COM
AND MARK CURRY

DEFENDANTS

COMPLAINT

Plaintiff, State of Arkansas *ex rel.* Dustin McDaniel, Attorney General, for its Complaint against the Defendants, states:

PARTIES

1. Plaintiff is the State of Arkansas *ex rel.* Dustin McDaniel, the duly elected Attorney General for the State of Arkansas. This is a consumer protection action. This complaint is brought in the public interest in order to redress and restrain violations of the Arkansas Deceptive Trade Practices Act, Ark. Code Ann. § 4-88-101 *et seq.* and the Arkansas Constitution, *Article 19, Section 13*, prohibiting usury in the State of Arkansas.

2. Defendants Geneva-Roth Capital, Inc and Geneva-Roth Ventures, Inc (hereinafter collectively "Geneva Roth") are affiliated companies incorporated in Delaware.

3. On information and belief, Plaintiff believes that Geneva Roth maintains its principal business office at 6950 W. 56th St., Mission, KS 66202.

4. Defendant Mark Curry is an owner and officer of Geneva Roth.

5. On information and belief, Plaintiff believes that Mark Curry is a resident of Kansas.

6. Mark Curry personally formulated, directed, controlled, supervised, managed, participated in, had knowledge of, and acquiesced in the business practices of Geneva Roth (as more specifically set out below) to such a degree that Defendant Mark Curry is personally liable for the unconscionable and otherwise unlawful acts and practices described below. Defendant Mark Curry is a "controlling person" within the meaning of Ark. Code Ann. § 4-88-113(d).

JURISDICTION AND VENUE

7. This Court has jurisdiction over this matter pursuant to Ark. Code Ann. § 4-88-104, and the common law of the State of Arkansas. Venue is proper pursuant to Ark. Code Ann. § 4-88-104, § 4-88-112, and the common law of the State of Arkansas. The Defendants have transacted business in the State of Arkansas.

BUSINESS PRACTICES OF THE DEFENDANTS

8. Geneva Roth and Mark Curry ("Defendants") are engaged in the business of making short term loans, commonly known as payday loans, under the trade name Loan Point USA.

9. Defendants own or operate the interactive website, www.loanpointusa.com.

10. Defendants solicit loans to Arkansas consumers through the website, www.loanpointusa.com.

11. Defendants offer loans of up to \$600 to Arkansas consumers. According to Defendants' website, the annual percentage rate of one of Defendants' loans can range from 364% up to 1,365%. See Exhibit 1 for copies of "screenshots" taken from www.loanpointusa.com.

12. An exemplar copy of one of Defendants' contracts is attached as Exhibit 2.

13. Pursuant to the contract labeled "CASH ADVANCE AGREEMENT" attached as Exhibit 2, an Arkansas consumer (Consumer A) with an address in Little Rock, AR borrowed \$300.00 on or about October 26, 2007. According to Page 2 of Defendants' contract the finance charge for a \$300.00 cash advance is \$90.00. An "APR Table" provided by the Defendants states that the APR for the transactions could range from 364% to 1365% depending on the number of days the loan would be outstanding.

14. Pursuant to the Defendants' contract, Defendants "will allow Customer(s) to extend or defer the scheduled repayment of the original cash advance." "An Extension or Deferral Fee, in the same amount as the original Cash Advance Fee, will be assessed and withdrawn from Customers account on the original repayment due date." (See the first full paragraph on page 3 of Exhibit 2).

15. Defendants do not apply this "Extension or Deferral Fee" against the principle balance of the loan. It is an additional charge imposed for the sole purpose of extending the payment schedule on the original loan.

16. Arkansas Consumer A initially borrowed \$300 on or about October 26, 2007. After that date, Defendants debited \$90.00 on or about the 1st and 15th day of every month until approximately May of 2008. Consumer A paid Defendants a total of \$1,170.00 in "fees." After that time Defendants claimed that the Consumer still owed the original \$300.

17. According to Defendants' website under "Rates & Terms for Arkansas Residents, Governing Law: The loan agreement will be governed by the applicable laws. Questions or complaints should be directed to your state's regulatory agency."

18. Payday lending at interest rates charged by the Defendants is illegal in Arkansas and there is no regulatory agency supervising such conduct. Unconscionable and usurious conduct is not regulated, it is prohibited.

19. Defendants' contracts purport that "these contracts shall be made in the State of Utah and Utah Law shall govern all aspects thereof." Despite this language, Arkansas law applies to these transactions, including the relevant portions of the Arkansas Constitution, to transactions involving Arkansas residents.

20. Located on Defendants' website can be found a certificate from the Utah Department of Financial Institutions certifying Geneva-Roth/Loanpointusa.com is "authorized to conduct business as an Internet Deferred Deposit Lender with Utah residents for the period May 1, 2008 through April 30, 2009." The certificate further states: "This certificate does not authorize you to make internet payday loans to residents of any other state." See Exhibit 3.

21. Thus, by their own admission, the Defendants have no authorization to rely on whatever accommodation Utah law may make for such transactions when such transactions involve Arkansas residents. Even if Utah law purported to authorize pay day loans to residents of other states, such a provision would be ineffective to authorize payday loans to Arkansas residents. Arkansas law, which prohibits such transactions, would still apply.

22. The Attorney General's Office has received numerous complaints about Defendants' business practices. The Attorney General's Office has demanded that the Defendants cease making unconscionable and usurious loans in Arkansas, and cease collecting on existing unconscionable, usurious, illegal and unenforceable loans. Nonetheless, Defendants continue these prohibited activities.

VIOLATIONS OF THE ARKANSAS DECEPTIVE TRADE PRACTICES ACT

23. The business practices of the Defendants constitute the sale of “goods” or “services” within the meaning of Ark. Code Ann. § 4-88-102(3) and (6). The same business practices constitute business, commerce, or trade within the meaning of Ark. Ann. § 4-88-107.

24. The conduct engaged in by Geneva Roth and Mark Curry constitutes deceptive and unconscionable trade practices prohibited by the Arkansas Deceptive Trade Practices Act. The prohibited practices engaged in by the Defendants include, but likely are not limited to, violations of Arkansas Code Ann. §§ 4-88-107(a)(1), 4-88-107(a)(8), and 4-88-107(a)(10). More specifically, the Defendants have violated and continue to violate the Arkansas Deceptive Trade Practices Act by:

(a) Charging and collecting unconscionable rates of interest on short term lending transactions. The practice of charging ultra-high usurious rates of interest is unconscionable as a matter of law. See *State of Ark. v R & A Investment Co., Inc.*, 336 Ark. 289, 785 SW 2d 299 (1999), *Arkansas Board of Collection Agencies and Old Republic Surety Company v. McGhee, et al.*, 372 Ark. 136, 271 S.W.3d 512 (2008), *Staton v Arkansas Board of Collection Agencies and American Manufactures Mutual Insurance Company*, 372 Ark. 387, 277 S.W.3d 190 (2008), and *McGhee v. Arkansas State Bd. of Collection Agencies*, 375 Ark. 52, 289 S.W.3d 18 (2008).

VIOLATIONS OF THE ARKANSAS CONSTITUTION

25. *Article 19, Section 13* of the Arkansas Constitution places a limit on the maximum interest rate that may be charged a borrower in a lending transaction:

(b) Consumer Loans and Credit Sales: All contracts for consumer loans and credit sales having a greater rate of interest than seventeen percent per annum shall be void as to principal and interest and the General Assembly shall prohibit the same.

26. Geneva Roth and Mark Curry are in the business of offering and making short term loans to Arkansas consumers. These loans are typically for \$100.00 to \$600.00. The interest, charges, compensation, consideration or expense Defendants have charged, contracted for, and received on those loans greatly exceeds the maximum amount allowed under the Arkansas Constitution.

27. The range of interest charged by Defendants on a typical loan transaction is between 364% and 1,365% according to Defendants' disclosures on their website.

28. Because Defendants have charged and received interest or other compensation in excess of 17% APR (see Arkansas Constitution, Article 19, Section 13 (b)), each loan was and is void as to principal and interest, and the Defendants should be prohibited from collecting, attempting to collect, or otherwise obtaining any money from any borrower that was charged interest at a rate in violation of the Arkansas Constitution. All sums including principal and interest collected to date should be forfeited by Geneva Roth and Mark Curry.

RELIEF REQUESTED

29. The acts and practices of the Defendants constituting violations of the Arkansas Deceptive Trade Practices Act and the Arkansas Constitution warrant, and the Plaintiff hereby seeks, the following relief:

(a) Injunction – Pursuant to Ark. Code Ann. § 4-88-113(a)(1), the Court should enter such orders or judgments as may be necessary to prevent the use or employment by the Defendants of the practices described herein which are violations of the Arkansas Deceptive Trade Practices Act and the Arkansas Constitution, *Article 19, Section 13*. In addition to enjoining ongoing violations of Arkansas law, Plaintiff

requests that the Court cancel all outstanding loan contracts together with any obligations to which any consumers may be arguably be subject based upon such contracts.

(b) Restitution – Pursuant to Ark. Code Ann. § 4-88-113(a)(2), this Court should enter such orders or judgments as may be necessary to restore to any person who has suffered any ascertainable loss by reason of the use of prohibited practices any monies which may have been acquired by the Defendants, together with any other damages which these consumers may have sustained. In addition, or in the alternative, the Defendants should be ordered to disgorge all funds received from borrowers in these unconscionable lending transactions.

(c) Civil Penalties – Pursuant to Ark. Code Ann. § 4-88-113(a)(3), the Plaintiff seeks the imposition of civil penalties to be paid to the State by the Defendants. Plaintiff seeks civil penalties against the Defendants in the amount of \$10,000.00 for each violation of the Arkansas Deceptive Trade Practices Act. Each unconscionable lending transaction should be considered an individual violation of the Arkansas Deceptive Trade Practices Act. The total recovery sought by the Plaintiff for restitution, disgorgement, and civil penalties is in an amount in excess of that required for federal court jurisdiction in diversity of citizenship cases.

(d) Attorneys fees and costs – Pursuant to Ark. Code Ann. § 4-88-113(e), the Plaintiff seeks compensation for its services, the reimbursement of all expenses reasonably incurred in the investigation and prosecution of this matter, together with attorneys fees and costs.

WHEREFORE, Plaintiff requests that this Court permanently restrain and enjoin Geneva Roth and Mark Curry from engaging in acts which constitute violations of the Arkansas Deceptive Trade Practices Act and are prohibited by the Arkansas Constitution; that all outstanding loans be voided; that the Defendants be ordered to pay restitution to all affected Arkansas consumers consisting of all payments made by such consumers, together with any other damages sustained by such consumers; alternatively, or in addition, that the Defendants be

ordered to disgorge all payments received from Arkansas consumers; that the Defendants be assessed civil penalties; that any corporate charter, license, permit, or authorization to do business in the State of Arkansas and currently enjoyed by the Defendants be revoked; that the Plaintiff be awarded from the Defendants reimbursement for all expenses reasonably incurred in the investigation and prosecution of this matter, together with reasonable attorneys fees and cost, and for all other relief to which the Plaintiff may be entitled.

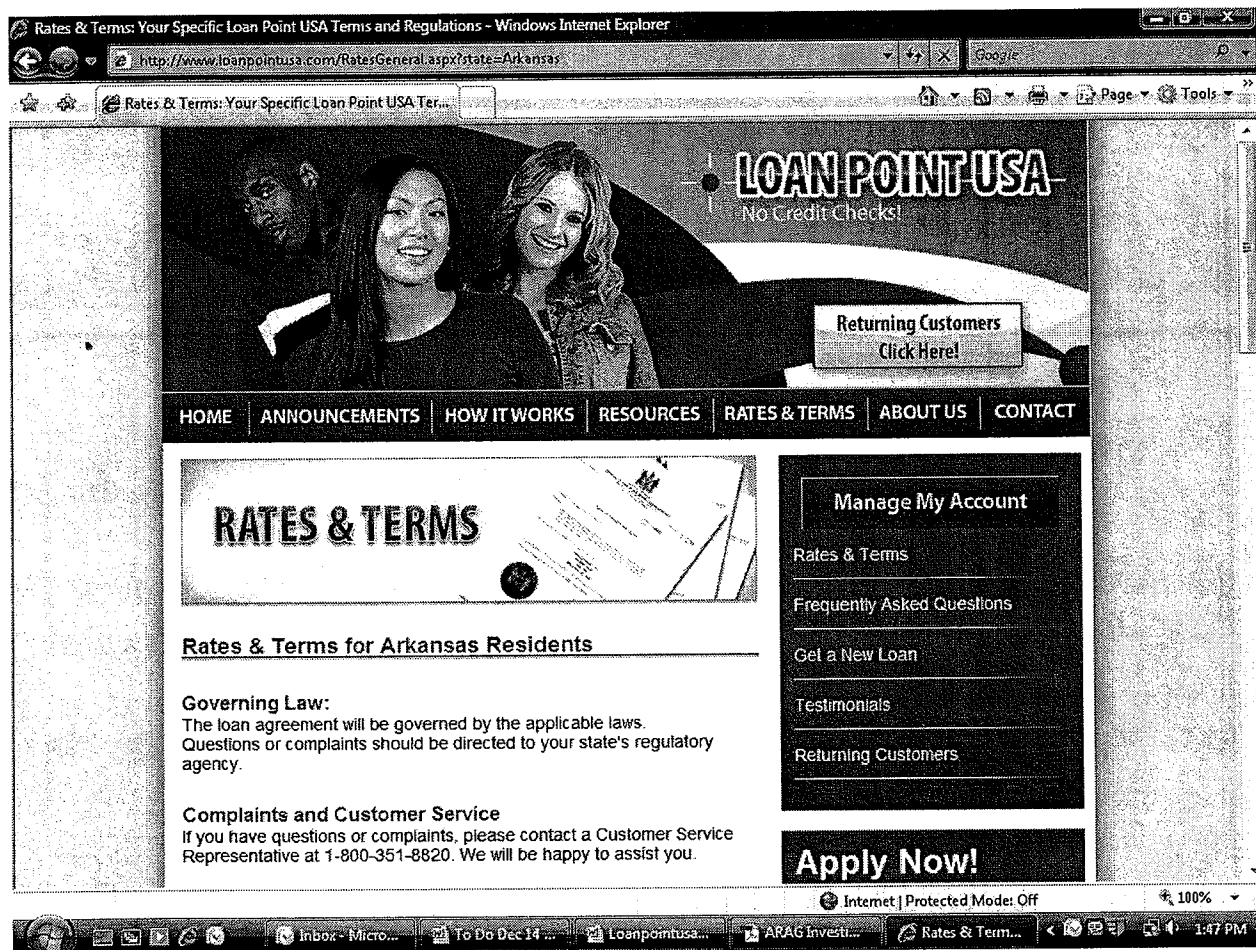
Respectfully submitted,

DUSTIN MCDANIEL,
Attorney General

By: Charles Saunders

Charles Saunders
Assistant Attorney General
Arkansas Bar No. 03117
Assistant Attorney General
200 Catlett-Prien Tower Building
323 Center Street
Little Rock, Arkansas 72201-2610
501-683-1501

EXHIBIT 1



Rates & Terms: Your Specific Loan Point USA Terms and Regulations - Windows Internet Explorer

http://www.loanpointusa.com/RatesGeneral.aspx?state=Arkansas

Rates & Terms: Your Specific Loan Point USA Terms and Regulations

Complaints and Customer Service

If you have questions or complaints, please contact a Customer Service Representative at 1-800-351-8820. We will be happy to assist you.

Maximum Loan Amount

The maximum loan amount for Arkansas residents will be \$600.00.

Days Outstanding	APR	Loan Amount \$					
		100	200	300	400	500	600
8	1,365.00%	30	60	90	120	150	180
9	1,213.33%	30	60	90	120	150	180
10	1,092.00%	30	60	90	120	150	180
11	992.73%	30	60	90	120	150	180
12	910.00%	30	60	90	120	150	180
13	840.00%	30	60	90	120	150	180
14	780.00%	30	60	90	120	150	180
15	728.00%	30	60	90	120	150	180
16	682.50%	30	60	90	120	150	180
17	642.35%	30	60	90	120	150	180
18	606.67%	30	60	90	120	150	180
19	574.74%	30	60	90	120	150	180
20	546.00%	30	60	90	120	150	180
21	520.00%	30	60	90	120	150	180
22	496.36%	30	60	90	120	150	180
23	474.78%	30	60	90	120	150	180
24	455.00%	30	60	90	120	150	180
25	436.80%	30	60	90	120	150	180
26	420.00%	30	60	90	120	150	180
27	404.44%	30	60	90	120	150	180
28	390.00%	30	60	90	120	150	180
29	376.55%	30	60	90	120	150	180
30	364.00%	30	60	90	120	150	180

Apply Now!

Email *

First Name *

Last Name *

State * Loan Amount * \$ 100

Select ▼

[Click to Apply](#)

*Required Data

Testimonials

I work in the customer service industry and Gavin showed excellent skills because he was really patient and thorough. I just want to make sure that he is recognized for his efforts.

SHARE

Internet | Protected Mode: Off 100%

Inbox - M... To Do De... Loanpom... Document... ARAG Inv... Rates & T... 1:48 PM

EXHIBIT 2

Please do not respond to this e-mail, as it is not set up to accept responses. Should you have any questions, feel free to contact customer service at 1-800-351-8820.

Official Document: Please keep for your records.

I hereby authorize Geneva Roth Ventures and/or its Affiliated Companies, its agents and contractors to effect ACH/EFT Credit and Debit entries into your account in your financial institution. This authorization shall remain in full force and effect until Geneva Roth Ventures has received written notification from you of it's the termination of the authorization in such time and manner to afford Geneva Roth Ventures a reasonable opportunity to act and that all monies and balances are paid in full to Geneva Roth Ventures . There will be a \$20 Dollar service charge by ACH/EFT Debit entry for each unpaid, returned item.

CASH ADVANCE AGREEMENT

The purpose of this Geneva Roth Ventures and/or its Affiliated Companies Cash Advance Agreement is to set out, and to make you, our customer, fully aware and informed of all terms and conditions of our advances to you, our policies in dealing with you, and to make all disclosures required under applicable federal and State laws and regulations.

We value the opportunity to serve your needs and want you to be completely satisfied and comfortable in all your dealings with Geneva Roth Ventures and/or its Affiliated Companies.

MANDATED DISCLOSURES

Regulation B in Federal Law prohibits the consideration of Age, Sex, Race, Ethnicity, Gender, National Origin, or Handicap as a basis for making a loan to any person (as in our cash advance Program). Geneva Roth Ventures and/or its Affiliated Companies do not discriminate based on any of these factors. In addition Geneva Roth Ventures and/or its Affiliated Companies will not enter into or maintain business relationships with anyone who does not conform to these anti-discriminatory practices.

Regulation Z in Federal Law requires the full disclosure of all costs and terms associated with any credit transaction (such as this cash advance) and further require that the costs associated with the transaction be expressed as an annual percentage rate of interest or A.P.R. All costs, terms and rates associated with the Geneva Roth Ventures and/or its Affiliated Companies cash advance program are given below.

Federal Truth in Lending Act (T.I.L.A.)

Geneva Roth Ventures and/or its Affiliated Companies Terms and Conditions

Cash Advance Amount (Amount	Cash Advance Fee	Total of Advance Trans (Total	Term of Cash Advance 4	Annual Percentage Rate (APR) 5
--	-------------------------	--------------------------------------	-------------------------------	---------------------------------------

Financed) 1	(Finance Charge) 2	of Payments) 3		
\$100.00	\$20.00	\$130.00	Due on your nearest payday (max. of 30 days)	See APR Table, below
\$200.00	\$60.00	\$260.00	Due on your nearest payday (max. of 30 days)	See APR Table, below
\$300.00	\$90.00	\$390.00	Due on your nearest payday (max. of 30 days)	See APR Table, below

1. Cash Advance Amount - This is the Amount Financed- The amount of cash advance provided to you.
2. Cash Advance Fee - This is the Finance Charge ♦ The dollar amount the cash advance will cost you.
3. Total of Advance Transaction ♦ The amount you will have to pay after you have made payment as scheduled.
4. Term ♦ This is when the cash advance total payment is due.
5. ANNUAL PERCENTAGE RATE -The cost of your advance as a yearly rate. APR% Geneva Roth Ventures and/or its Affiliated Companies Does Not Charge Interest, Geneva Roth Ventures and/or its Affiliated Companies only charges a fee, this APR is what the loan would cost you in interest.
6. For Utah residents,: In any event, including extension of payments, the Cash Advance Fee must be paid in full no more than 12 weeks after the date of the original Cash Advance.

APR Table

8 Days	1365.00%	14 Days	780.00%	20 Days	546.00%	26Days	420.00%
9 Days	1213.33%	15 Days	728.00%	21 Days	520.00%	27 Days	404.44%
10 Days	1092.00%	16 Days	682.50%	22 Days	496.36%	28 Days	390.00%
11 Days	992.73%	17 Days	642.35%	23 Days	474.78%	29 Days	376.55%
12 Days	910.00%	18 Days	606.67%	24 Days	455.00%	30 Days	364.00%
13 Days	840.00%	19 Days	574.74%	25 Days	436.80%		

PREPAYMENT:

A prepayment penalty will not be imposed in the event that you pay all amounts due prior to their due date, and you may be entitled to a rebate of interest if the balance is paid early.

EXTENSION OF PAYMENT REQUIREMENTS

Geneva Roth Ventures and/or its Affiliated Companies will allow Customer to extend or defer the scheduled repayment of the original cash advance under the following terms. In order to extend or defer a scheduled payoff, Customer must send a completed extension form to Geneva Roth Ventures and/or its Affiliated Companies, with the amount written on the form, or you may call us at 1-800-351-8820 8am to 5pm CST and speak with a customer service representative to arrange an extension or deferral.

To be processed, all extension or deferral requests, must be submitted and be received 3 business days prior to Customer's original repayment due date. Before an extension or deferral will be granted Customer's account must be fully current, and Customer must meet all original qualification requirements. An Extension or Deferral Fee, in the same amount as the original Cash Advance Fee, will be assessed and withdrawn from Customers account on the original repayment due date

Electronic Funds Transfer (EFT) Agreement and Disclosure

This authorization is for those single or multiple EFT withdrawals from your account necessary to complete the originally authorized amounts and may be resubmitted if the customer's financial institution returns any attempted EFT withdrawal. In the event the EFT is returned unpaid, an additional \$20.00 Return Fee or maximum legal amount may be electronically withdrawn.

It is the policy of Geneva Roth Ventures and/or its Affiliated Companies to expedite all debits and credits as soon as possible upon approval; however, unavoidable delays can occur with the processing company as a result of inadvertent processing errors, "acts of God", etc. Normal processing time should not exceed two (2) business days under most circumstances but may exceed that in extraordinary circumstances.

PRE-AUTHORIZED ELECTRONIC FUNDS TRANSFER PAYMENTS

With this ACH/EFT authorization, which is part of this Agreement, Customer authorizes Geneva Roth Ventures and/or its Affiliated Companies, and its agents and contractors on its behalf, to initiate debit/credit entries to Customer's account for all payments due, including any fees due for returned unpaid items on Cash Advances which are the subject of this agreement. Customer agrees to maintain sufficient balances in the designated account to meet Customer's obligations under this agreement. Customer will not close the designated account or cancel or withdraw the ACH/EFT authorization before the customer's obligations to Geneva Roth Ventures and/or its Affiliated Companies under this agreement are discharged fully (unless satisfactory and timely substitute arrangements are made). Customer understands that in any event, closing the account or canceling the authorization does not relieve Customer's responsibility to pay the account

in full.

Furthermore, Customer authorizes Geneva Roth Ventures and/or its Affiliated Companies (and its ACH/EFT Processor) to make electronic funds transfers (EFT), both debit and credit entries, to and from any of Customer's bank accounts at any financial institution, from time to time, for fixed and variable amounts, including recurring transactions, according to the terms of this Agreement. Customer understands and agrees that Geneva Roth Ventures and/or its Affiliated Companies shall not be required to notify Customer prior to any recurring debit entry for a fixed amount, or prior to any credit item.

If any check or ACH/EFT debit item is returned to Geneva Roth Ventures and/or its Affiliated Companies as uncollected, for ANY REASON, Geneva Roth Ventures and/or its Affiliated Companies will pursue collection efforts immediately. If Geneva Roth Ventures and/or its Affiliated Companies is unsuccessful in attempts to resolve an uncollected account balance with the customer, the customer will be responsible for all additional costs associated with activity by GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES to collect any outstanding balance due, including, but not limited to, Cash Advances and Cash Advance fees, and any fees or charges associated with bank NSF or returns, collection agency fees, attorney's fees and expenses, court costs, pre- and post-judgment interest, any costs associated with the execution or application of wage garnishment, etc. Customer understands and agrees that it is reasonable and necessary for GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES to employ the services of attorneys to represent GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES in any collection, arbitration, or court activity, and that the customer will be responsible for payment of associated fees and expenses. In addition, Customer's delinquent account status is reported to CL Verify (a consumer reporting service), as an uncollected debt in default, which will appear on Customer's credit file for such time as permitted by federal and state law.

Further, by submitting the application form, Customer authorizes GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES and Customer's current verified financial institution (even if the financial institution and/or account numbers are different than those on the original application) to initiate additional debit and credit entries as necessary when an original ACH/EFT transaction is returned as unpaid or unable to complete. The customer authorizes GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES to process ACH/EFT's for partial payments of cash advances and fees (such partial payments shall be credited first to fees payable, then to cash advance principal payable); as necessary to allow full repayment of the cash advance and any/all associated fees and expenses.

YOUR PROMISE TO PAY

Customer promises to pay Geneva Roth Ventures and/or its Affiliated Companies the Amount Financed, the Finance Charge and other permitted charges according to the Federal Truth-In-Lending Disclosures. Customer acknowledges and agrees that Customer is indebted to Geneva Roth Ventures and/or its Affiliated Companies in the amount of the Total of Payments, that the amounts set forth in the Federal Truth-In-Lending Disclosures are not in dispute, and that Customer does not have any defense to the payment of such

amounts.

Customer promises to pay to Geneva Roth Ventures and/or its Affiliated Companies in one payment (by ACH/EFT withdrawal or otherwise) on the date indicated in the payment schedule, or if extended payment request is submitted and processed, the total of payments on or after the next date your cash advance comes due. Customer authorizes Geneva Roth Ventures and/or its Affiliated Companies to effect this payment by one or more ACH/EFT debit entries to Customer's account this cash advance note, together with all fees, costs, and expenses are paid in full.

Customer promises to keep open and maintain an adequate balance in Customer's designated account to assure all payments are made to us in a timely manner on and up to five (5) days after the scheduled due date(s), until this cash advance note is paid in full. If GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES is unable to collect payment from Customer's account for any reason, Customer promises immediately to pay Geneva Roth Ventures and/or its Affiliated Companies all sums owed, by mailing your payment in the form of a cashiers check or money order to our payment processing center, using overnight delivery.

ADDITIONAL TERMS AND CONDITIONS OF THIS AGREEMENT

Method of Payment: Customer's ACH/EFT authorization will be held by us until the Payment Date, as security for this advance. Customer agrees that Geneva Roth Ventures may debit your account for the Payment if Customer has not previously paid the obligation in cash or by cashier's check, money order, or other immediately available funds the amount of Total Payments before noon (CST) 3 days prior to the Payment Date. If payment is made prior to the EFT/ACH payment date, we will cancel the electronic authorization at the time we receive payment.

Returned Payments: In the event Customer's electronic payment of any amount due under this agreement, upon presentment to the named Drawee, is returned due to insufficient funds or credit, stopped payment, or closed account, or any other reason, we shall assess a \$20 returned fee.

Documentation: Customer agrees that electronic mail, electronic forms, records, photocopies, and /or facsimile copies of the documents Customer submits are valid and enforceable as an original. Customer agrees that by typing or writing Customer's name, on forms submitted to Geneva Roth Ventures and/or its Affiliated Companies, Customer acknowledges and agrees that it constitutes an acceptance of all terms and conditions of the master cash advance agreement and is valid and enforceable.

Customer agrees, to the extent permitted by law, that Customer will not bring, join, or participate in any class action or multi-plaintiff action as to any claim, dispute, or controversy Customer may have or claim against Geneva Roth Ventures and/or its Affiliated Companies.

Customer agrees to pay all collection fees and attorneys fees associated with the recovery of this debt. Customer further agrees and understand that the customer may be reported to one or more credit bureaus, CL Verify, and SCAN. Customer agrees and understands that he or she may be pursued by a collection agency or attorney for repayment of the debt, without notice, to the extent permitted by law.

Customer agrees and understand that in the event that he or she revokes authorization or stop payment on any ACH draft prior to payment-in-full of the loan, that he or she thereby authorizes the creditor or any first or third party collection agency to contact customers current banking institution, or any future banking institution where he or she might have an account that may be pursued in the recovery of the loan amount, and release this loan disclosure for whatever purpose is deemed necessary in order to collect the outstanding debt.

Customer agrees to the entry of injunctive relief to stop such a lawsuit or to remove Customer as a participant in the suit. This agreement does not constitute a waiver of any of Customer's rights to pursue a claim individually.

Arbitration: Both parties agree that any claim, dispute, or controversy between us, any claim by either party against the other or the agents, services, or assigns of the other, including the validity of this agreement to arbitrate disputes as well as claims alleging fraud or misrepresentation shall be resolved by binding arbitration by and under the Code of Procedures of the National Arbitration Forum (NAF) at the time the claim is filed. Rules and form of the NAF may be obtained and all claims shall be filed at any NAF office on the World Wide Web at www.arbforum.com or at P.O. Box 50131, Minneapolis, MN 55405. Any arbitration hearing, if one is held, will take place at a location near Customer's residence. Customer's arbitration fees will be waived by the NAF in the event you cannot afford to pay them. This arbitration agreement is made pursuant to a transaction involving interstate commerce and shall be governed by the Federal Arbitration Act 9. USC Section 1-18. Judgment upon the award may be entered by any party in court having jurisdiction. Notice: Without this arbitration agreement, both parties have the right to litigate disputes through the law courts but we have agreed instead to resolve disputes through binding arbitration.

By signing and submitting the application form, Customer understands and agrees to all terms and conditions of this Master Agreement and by submitting the online information application by Internet, customer is applying for a cash advance and certifies that the information provided is true and correct under penalty of perjury. Customer authorizes Geneva Roth Ventures and/or its Affiliated Companies to verify the information in this application and hereby give GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES consent to obtain information on Customer from a consumer reporting agency or through other means available. Customer understands GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES reserves the right to decline an applicant at any time, with cause determined by judgment of risk, upon completion of a due diligence review and verification of Customer, the information submitted by Customer, and Customer's creditworthiness. These transactions shall be made in the State of Utah and Utah Law shall govern all aspects thereof.

(Be sure you fully understand the GENEVA ROTH VENTURES AND/OR ITS AFILIATED COMPANIES program and procedures before signing and submitting forms for acceptance. If you are unsure, please take time to review these materials or contact a trusted advisor or a Geneva Roth Ventures and/or its Affiliated Companies customer service representative to answer any questions you may have.)

By signing this Agreement, Customer certifies that all of the information provided above is true, complete and correct and provided to Geneva Roth Ventures and/or its Affiliated

Companies, State of Utah, for the purpose of inducing it to make the loan for which Customer is applying. By signing below Customer also consents to the Agreement to Arbitrate All Disputes and the Agreement Not To Bring, Join Or Participate in Class Actions. Customer acknowledges receipt of the Privacy Policy and Notice of Right to Cancel, appearing on the next page. By signing below you authorize us to share information in your Application and with regard to the processing, funding, servicing, repayment and collection of your loan. (This Application will be deemed incomplete and will not be processed by us unless signed by you below.)

SHORT TERM LOANS PROVIDE THE CASH NEEDED TO MEET IMMEDIATE SHORT-TERM CASH FLOW PROBLEMS. THEY ARE NOT A SOLUTION FOR LONGER TERM FINANCIAL PROBLEMS FOR WHICH OTHER KINDS OF FINANCING MAY BE MORE APPROPRIATE. YOU MAY WISH TO DISCUSS YOUR FINANCIAL SITUATION WITH A NONPROFIT FINANCIAL COUNSELING SERVICE OR OTHER ADVISOR.

YOU WILL BE CHARGED ADDITIONAL FEES IF YOU REFINANCE THIS LOAN.As an example, suppose you borrow \$200 for 14 days at an APR of 651%. The Finance Charge would be \$60.00. If you did not repay the loan at maturity but chose instead to refinance the balance by obtaining a new loan in the same amount and for an additional 14day period, you would incur an additional Finance Charge of \$60.00. So, if you refinance the \$200 loan 4 times, the total Finance Charge you would be required to pay would be \$240.00. Moreover, if there were insufficient funds in your bank account on the date we attempted to effect an ACH/EFT debit entry to pay all or part of what you owe: you would incur a Return Item Fee of \$20.00. Your bank may also impose fees for returning ACH entries unpaid and if this practice persists, may even cancel your deposit account.

Privacy Policy

PRIVACY POLICY, Protecting your privacy is important to Geneva Roth Ventures and/or its Affiliated Companies and our employees. We want you to understand what information we collect and how we use it. In order to provide our customers with short term loans as effectively and conveniently as possible. We use computerized information technology to manage and maintain customer information, The following policy serves as a standard for aft Geneva Roth Ventures and/or its Affiliated Companies employees for collection, use, retention, and security of nonpublic personal information related to our short term programs.

WHAT INFORMATION WE COLLECT. We may collect "nonpublic personal information" about you from the following sources: Information we receive from you on applications or other loan forms, such as your name, address, social security number, assets and income; Information about your loan transactions with us, such as your payment history and loan balances; and Information regarding your creditworthiness and credit history that we receive from third parties, such as consumer reporting agencies and other lenders, . "Nonpublic personal information" is nonpublic information about you that we obtain in connection with providing a short term loan to you or list derived using that

information. For example, as noted above, nonpublic personal information includes your name, social security number, payment history, and the like.

WHAT INFORMATION WE DISCLOSE. We are permitted by law to disclose nonpublic personal information about you to third parties in certain circumstances. For example, we may disclose nonpublic personal information about your short term loan to consumer reporting agencies and to government entities in response to subpoenas. Moreover, we may disclose all of the nonpublic personal information about you that we collect, as described above, to financial service providers that perform services on our behalf, such as the marketers and servicers of your short term loan, and to financial institutions with which we have joint marketing arrangements. Such disclosures are made as necessary to effect, administer and enforce the loan you request or authorize. Otherwise, we do not disclose nonpublic financial information about our customers or former customers to anyone, except as required or permitted by law.

If you become an inactive customer, we will continue to adhere to the privacy policies and practices described in this notice.

OUR SECURITY PROCEDURES. We also take steps to safeguard customer information. We restrict access to nonpublic personal information about you to those of our employees and the employees of our contractors and agents who need to know that information to assist us in providing and administering short term loans to you. We maintain physical, electronic and procedural safeguards that comply with federal standards to guard your nonpublic personal information. .

IN THE EVENT OF DEFAULT

In the event that this loan is not paid back in accordance with this contract, I understand and agree to the following:

I agree and understand to pay all collection fees and attorney fees associated in recovery of this debt. I agree and understand that I may be reported to the CL Verify Database. I agree and understand that I may be pursued by a collection agency or attorney without notice.

NO BANKRUPTCY: By signing below you represent that you have not recently filed for bankruptcy and you do not plan to do so.

Name: _____

Signature: _____

Date: 10-24-2007

EXHIBIT 3

Rates & Terms for Utah Residents - Windows Internet Explorer

http://www.loanpointusa.com/RatesUtah.aspx

Rates & Terms for Utah Residents

Protected mode is currently turned off for the Local intranet zone. Click here to open security settings.

amount cannot be added be requested if you at 1-800

* Cont

Fees

State

State of Utah

Department of Financial Institutions

hereby certifies that

Geneva-Roth/Loanpointusa.Com
1338 S Foothill Rd #325
Salt Lake City, UT 84108

a business operating in Utah, has registered under Title 7, Chapter 23 of the Utah Code Annotated 1953, as amended, and is authorized to conduct business as an Internet Deferred Deposit Lender with Utah residents for the period May 1, 2008 through April 30, 2009. This certificate does not authorize you to make internet payday loans to residents of any other state.

Edward Leary
Commissioner & Edward Leary

[Home](#) | [Announcements](#) | [How it Works](#) | [Resources](#) | [Rates & Terms](#) | [About Us](#) | [Contact](#)

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http://www.loanpointusa.com/UtahCertificate.aspx

Internet | Protected Mode: Off

100%

Inbox - Micro... To Do Dec 14 ... Loanpointusa... ARAG Investi... Rates & Term... 2:02 PM

EXHIBIT 45

From: Gregory Porter <greg@catalystgrouponline.com>
Sent: Wednesday, June 1, 2011 8:55 AM
To: Renae Cowley <renae@guidantstrategies.com>
Cc: John Swallow <john.swallow1@me.com>
Subject: Re: Kansas City

Yes. But I believe John is working on that...and I will be of assistance if needed.

From: Renae Cowley <renae@guidantstrategies.com>
Date: Wed, 1 Jun 2011 08:52:36 -0600
To: Gregory Porter <greg@catalystgrouponline.com>
Cc: John Swallow <john.swallow1@me.com>
Subject: Re: Kansas City

Looks great. Was he trying to meet with QC holdings as well?

On Tue, May 31, 2011 at 10:30 PM, Gregory Porter <greg@catalystgrouponline.com> wrote:
Renae-

Here are the meetings I have scheduled so far in Kansas City for Thursday, June 23.

10:00 AM – Bart Miller (Centrinex)
11:15 AM – Josh Mitchem (Mitchem Companeis)
12:00 PM – BBQ Lunch w/ Josh Mitchem
2:00 PM – Mark Curry (MacFarlane Group)
3:30 PM – Josh Landy (ACA Financial/LeadCube)

I am trying to get one other person as well, likely to be a breakfast.

I'll plan to pick John up at the hotel in the morning and drive him around that day – unless he'd prefer to drive around.

Thanks,
Greg Porter
(816) 721-3336

--
Renae Cowley
c.801.529.3209

This message is for the use of the intended recipient only and may contain information that is privileged and confidential. If you are not the intended recipient any disclosure, copying, future distribution, or use of this communication is prohibited. If you have received this communication in error, please advise us by return e-mail, or if you have received this communication by fax advise us by telephone and delete/destroy the document.

Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 20006
Tel.202.681.5003
www.GuidantStrategies.com

EXHIBIT 46



State of Utah
Department of Commerce
Division of Corporations & Commercial Code
Articles of Incorporation (Nonprofit)

This form must be type written or computer generated.

RECEIVED
JBB JUN 30 2011

Important: Read instructions before completing form

Utah Div. of Corp. & Comm. Code
Filing Fee: \$30.00

1. Name of Corporation:	Utah's Prosperity Foundation			
2. Purpose:	A political action committee which encourages advancement of family, community & values			
3. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)?: Corie Chan				
The address must be listed if you have a non-commercial registered agent. What is a commercial registered agent?				
Address of the Registered Agent: 175 S. West Temple, Ste 650				
Utah Street Address Required, PO Boxes can be listed after the Street Address				
City: Salt Lake City		State UT	Zip: 84101	
4. Name, Signature and Address of Incorporator <small>(attach additional page if there is more than 1 incorporator)</small>	Corie Chan			
	Name	175 S. West Temple, Ste 650		
	Address	Salt Lake City	UT	84101
	Signature: <i>Corie Chan</i>	City	State	Zip
Date: 6/30/11				
5. Voting Members:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not have voting members.			
6. Shares:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not issue shares evidencing membership or interests in water or other property rights.			
	The aggregate number of shares that the nonprofit corporation has authority to issue shall be			
	The shares <input type="checkbox"/> will <input type="checkbox"/> will not be divided up in to classes.			
	Type 1:	Number of Shares:		
	Statement:			
	Type 2:	Number of Shares:		
7. Assets: Upon dissolution assets of the corporation will be distributed in a manner consistent with law.				
8. Principal Address:	175 S. West Temple, Ste 650 Salt Lake City UT 84101			
9. Name and Address of Directors: <small>(attach an additional page if there are more than 3 directors)</small>	1. Mark Shurtleff		Director	
	Name		Position	
	2020 E Candle Spruce		Sandy UT 84092	
	Address		City State Zip	
	2. Jason C. Powers		Director	
	Name		Position	
	175 S. West Temple, Ste 650		Salt Lake City UT 84101	
	Address		City State Zip	
	3. Corie Chan		Director	
	Name		Position	
	175 S. West Temple, Ste 650		Salt Lake City UT 84101	
	Address		City State Zip	
Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record.				
Optional Inclusion of Ownership Information: This information is not required.				
Is this a female owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No				
Is this a minority owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No If yes, please specify: Select/Type the race of the owner here				

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
hereby certified that the foregoing has been filed
and approved on this 30 day of June 20 11
in this office of this Division and hereby issued
This Certificate thereof.

Examiner: KA Date: 7/10/11
Kathy Berg
Kathy Berg
Division Director

Amount Paid: \$30.00
Receipt Number: 3607291
Date: 06/30/2011

8041235

EXHIBIT 47

1 of 1 DOCUMENT

The Salt Lake Tribune

January 14, 2010 Thursday

Rolly: Valentine considers a 2012 A.G. race

BYLINE: By Paul Rolly Tribune Columnist

SECTION: POLITICS; Rolly & Wells; News; State

LENGTH: 467 words

Gov. Gary Herbert got welcome news recently when Sen. John Valentine, R-Orem, announced he would not challenge Herbert in the 2010 special gubernatorial election, although Valentine didn't rule out a challenge in 2012.

Now, it appears, Herbert, assuming he is re-elected this November, won't have to worry about Valentine two years from now, either.

Valentine has confirmed to me that he is "seriously looking" at running for attorney general in 2012, a switch from his stated ambitions of the past.

The former Senate president and one-time Utah Valley University presidential hopeful said he hasn't made a final decision. But he is actively seeking support for a bid to become the state's top lawyer in 2012.

Incumbent Mark Shurtleff has stated he will not run again for A.G. in 2012, raising speculation that former legislator and unsuccessful congressional candidate John Swallow will run in his place.

Shurtleff recently hired Swallow as a deputy A.G. and said Thursday that if Swallow does run, he likely would support him.

Shurtleff did not rule out a possible run for either governor or senator in 2012.

No pain, no gain: Sometimes, to convey the proper story to the public, those in the media must engage in unsavory tactics -- like polluting the air in order to warn the public about air pollution.

A Fox 13 television news crew went to the Division of Air Quality in Salt Lake City on Tuesday to do a story on the high-level alerts issued to warn Utahns of the poor air quality and the need to reduce carbon emissions.

The crew's van remained running and idling in the division's parking lot the entire time the reporter and camera operator were interviewing officials for the story.

News director Renai Bodley said the engine must be left on to run the generator for the live feed from the parking lot to the station's studios.

It's the sad irony, she said, that in order to do a story on air pollution, you must pollute the air.

Look at me! Many Utah legislators do not display on their cars the vanity license plates made available to them for being legislators.

But many of them do, and put on their cars the license plates that say SEN for senators and REP for representatives, followed by the number of the district they represent.

Those who take the vanity plate so everyone on the road knows who they are also run the risk of being spotted for doing something they might not want noticed.

That occurred Tuesday about 5 p.m. when Ben Goodwin was driving southbound on I-215 and was passed as though he was standing

still by a car with the license plate Sen16.

That would be Sen. Curt Bramble, R-Provo, who Goodwin said was jetting up to the bumpers of the cars in front of him, then weaving around them and darting in front of the cars in the next lane, dangerously speeding all the way.

prolly@sltrib.com

LOAD-DATE: January 19, 2010

LANGUAGE: ENGLISH

GRAPHIC:

PUBLICATION-TYPE: Newspaper

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EXHIBIT 48

From: Renae Cowley <renaecowley@gmail.com>
Sent: Friday, April 1, 2011 3:11 PM
To: John Swallow <johneswallow@gmail.com>
Subject: Law Day

I know you are meeting with Bill right now so I figured email was best.

Have you talked to Mark about a Law Day speaker lately? I know he is out of town but isn't answering my or Jason's texts/emails. He said he was going to try and get Bloomberg. Any word if this is still an option? This is just coming up fast and I want to get moving on it. More money in Mark's PAC is more money for you down the road.

--

Renae Cowley
801.529.3209

EXHIBIT 49



Contributions and Expenditures For Political Action Committee 2012 August 31st Report

(Utah Code Section 20A-11)

Political Action Committee Information

<u>Name</u>					<u>Phone</u>
Utah's Prosperity Foundation					
<u>Street Address</u>	<u>Suite PO Box</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	
520 North Main Street, #555		Heber City	UT	84032	
<u>Nick</u>					

Reporting Period Details

<u>Report Name</u>	<u>Begin</u>	<u>End Date</u>	<u>Due Date</u>	<u>SubmitDate</u>	<u>Is this report an</u>
2012 August 31st Report	<u>Date</u>	8/26/2012	8/31/2012	8/31/2012	<u>amendment?</u>
	6/15/2012				<input checked="" type="checkbox"/>

Balance Summary

		Balance	Year to Date
1	Balance at Beginning of Reporting Period (Refer to line 5 of last report)	\$16,532.20	
2	Total Contributions Received	\$163,823.82	\$210,323.82
3	Subtotal (Add lines 1 & 2)	\$180,356.02	
4	Total Expenditures Made	\$150,007.03	\$200,817.55
5	Ending Balance (Subtract Line 4 from Line 3)	\$30,348.99	

For More Information

Contact the Lieutenant Governor's Office
Email: disclosure@utah.gov

Phone: (801) 538-1041
Toll Free: 1-800-995-VOTE (8683)

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
7/31/2012	MICHAEL MOFFITT	1717 S REDWOOD ROAD, SALT LAKE CITY, UT 84104				\$5,000.00
8/15/2012	1-800-CONTACTS, Inc.	66 E. Wadsworth Park Dr. , Draper, UT 84020				\$10,000.00
8/15/2012	PacifiCorp	825 NE Multnomah, Portland, OR 97232				\$4,000.00
8/15/2012	National Beer Wholesalers Association	1101 King Street, Suite 600, Alexandria, VA 22314				\$1,000.00
8/15/2012	Security Finance Corporation of Spartanburg	PO Box 811, Spartanburg, SC 29304				\$700.00
8/15/2012	Nu Skin International Inc/Pharmanex LLC	75 West Center Street, Provo, UT 84601				\$10,000.00
8/17/2012	Andrew Madsen	11453 so lone peak parkway, draper, UT 84020				\$749.00
8/17/2012	Brent Brown	1400 S. Sandhill Rd, Orem, UT 84058				\$749.00
8/21/2012	Clark Aposhain	7324 S. Union Park Ave , Midvale, UT 84047	1			\$3,000.00
8/21/2012	Scott Sabey	215 South State, 12th Floor, Salt Lake City, UT 84111	2			\$1,250.00
8/21/2012	Entertainment Software Association	575 7th Street, NW, Suite 300, Washington, DC 20004	3			\$375.82
8/24/2012	Workers Compensation Fund	100 West Towne Ridge Parkway, Sandy, UT 84070				\$1,000.00
8/24/2012	Cash America	1600 W. 7th Street, Fort Worth, TX 76102				\$5,000.00
8/24/2012	Comcast Corporation	One Comcast Center, 1701 JFK Boulevard, Philadelphia, PA 19103				\$5,000.00
8/24/2012	TC Loan Services LLC	4150 International Plaza, Suite 400, Fort Worth, TX 76109				\$5,000.00
8/24/2012	Energy Solutions	423 West 300 South, Salt Lake City, UT 84101				\$5,000.00
8/24/2012	USANA Health Sciences, Inc.	3838 W. Parkway Blvd, Salt Lake City, UT 84120				\$20,000.00
8/24/2012	PCM Venture I, LLC	PO Box 2974, Scottsdale, AZ 85252				\$2,000.00
8/24/2012	Utah Bankers Association State PAC	185 South State Street, Suite 201, Salt Lake City, UT 84111				\$2,500.00
8/24/2012	Consultus, LLC	136 S. Main Street, Spanish Fork, UT 84660				\$3,500.00
8/24/2012	Barry Cloyd	14039 s Minuteman Drive Suite 202, Draper, UT 84020				\$5,000.00
8/24/2012	Seigfried & Jensen	5664 South Green Street, Murray, UT 84123				\$15,000.00

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
8/24/2012	Richard Schulte, Inc.	812 E. National Rd., Ste A, Vandalia, OH 45377				\$5,000.00
8/24/2012	R & R Utah Government Affairs	900 South Pavilion Center Dr. , Las Vegas, NV 89144				\$1,000.00
8/25/2012	Axcess Financial Services, Inc.	7755 Montgomery Road, #577, Cincinnati, OH 45236				\$5,000.00
8/25/2012	Greg Curtis	PO Box 2084, Sandy, UT 84091				\$4,500.00
8/25/2012	1-800-CONTACTS, Inc.	350 5th Avenue Suite 6015, New York, NY 10118				\$2,500.00
8/25/2012	Five Diamond Hospitality	1350 Draper Pkwy, Draper, UT 84020				\$3,000.00
8/25/2012	Frank Dzierzanowski, Jr.	1879 West 14200 South, Bluffdale, UT 84065				\$2,000.00
8/25/2012	Immobiliare LTD	1350 Draper Pkwy, Draper, UT 84020				\$3,000.00
8/25/2012	Michael Davies	11210 Melissa Cir., Sandy, UT 84092				\$2,000.00
8/25/2012	Vivint	4931 North 300 West, Provo, UT 84604			X	\$30,000.00
Total Contributions Received						\$163,823.82

1 - Event raffle items

2 - Event raffle items

3 - Event raffle items

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
6/21/2012	Shurtleff 2008	Donation				\$5,000.00
8/10/2012	Brianna Chamberlain	Consulting				\$220.00
8/11/2012	Shurtleff 2008	Donation				\$2,000.00
8/16/2012	Hazien Paige	Food for event				\$4,890.00
8/16/2012	Saddle Strings	Entertainment for event				\$1,000.00
8/16/2012	Scott Grange	Consulting				\$2,271.21
8/21/2012	Clark Aposhain	Event raffle items	X			\$3,000.00
8/21/2012	Scott Sabey	Event raffle items	X			\$1,250.00
8/21/2012	Entertainment Software Association	Event raffle items	X			\$375.82
8/25/2012	Shurtleff 2008	Donation				\$5,000.00
8/25/2012	Shurtleff 2008	Donation				\$5,000.00
8/25/2012	Friends of John Swallow	Contribution				\$120,000.00
Total Expenditures Made						\$150,007.03

EXHIBIT 50



Contributions and Expenditures For Political Action Committee 2012 General Report

(Utah Code Section 20A-11)

Political Action Committee Information

Name

Utah's Prosperity Foundation

Phone

Street Address

520 North Main Street, #555

Suite PO Box

City

Heber City

State

UT

Zip

84032

Nick

Reporting Period Details

Report Name

2012 General Report

Begin

Date

8/27/2012

End Date

10/25/2012

Due Date

10/30/2012

SubmitDateIs this report an

10/30/2012 **amendment?**



Balance Summary

		Balance	Year to Date
1	Balance at Beginning of Reporting Period (Refer to line 5 of last report)	\$30,348.99	
2	Total Contributions Received	\$42,498.00	\$252,821.82
3	Subtotal (Add lines 1 & 2)	\$72,846.99	
4	Total Expenditures Made	\$4,144.60	\$204,962.15
5	Ending Balance (Subtract Line 4 from Line 3)	\$68,702.39	

For More Information

Contact the Lieutenant Governor's Office

Email: disclosure@utah.gov

Phone: (801) 538-1041

Toll Free: 1-800-995-VOTE (8683)

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
8/31/2012	Tony Divino	2205 E. Fardown Ave. , Holladay, UT 84121				\$749.00
9/5/2012	Disney Worldwide Services, Inc.	Disney, Lake Buena Vista, FL 32830				\$1,000.00
9/8/2012	Big Shot Ranch	PO Box 712600, Salt Lake City, UT 84171				\$5,000.00
9/11/2012	Premier Mentoring, Inc.	172 East 14075 South, Draper, UT 84020				\$5,000.00
9/18/2012	William Hurd	1001 Haxall Point, Richmond, VA 23219				\$250.00
9/18/2012	Troutman Sanders LLP	600 Peachtree Street, NW, Suite 5200, Atlanta, GA 30308				\$2,250.00
9/18/2012	Midland Credit Management, Inc.	8875 Aero Drive, Suite 200, San Diego, CA 92123				\$2,500.00
9/21/2012	Brain Host	5324 Drumcally Land, Dublin, OH 43017				\$5,000.00
9/26/2012	Saveology.Com, LLC	52595 Coconut Creek Parkway, Margate, FL 33063				\$4,000.00
10/2/2012	QC Holdings Inc.	9401 Indian Creek Pkwy, Ste 1500, Overland Park, KS 66210				\$5,000.00
10/11/2012	Larry H. Miller	5650 South State Street, Murray, UT 84107				\$749.00
10/11/2012	NBCUniversal	100 Universal City Plaza, Universal City, CA 91608				\$1,000.00
10/19/2012	Altria Client Services Inc.	1415 L Street, Ste 1150, Sacramento, CA 95814				\$5,000.00
10/19/2012	TC Loan Service LLC	4150 International Plaza, Suite 400, Fort Worth, TX 76109				\$5,000.00
Total Contributions Received						\$42,498.00

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
9/17/2012	CBIZ	Accounting				\$1,179.10
9/17/2012	CBIZ	Accounting				\$1,965.50
9/17/2012	Corie Chan	Accounting				\$500.00
9/18/2012	Protect Utah PAC	Contribution				\$500.00
Total Expenditures Made						\$4,144.60

EXHIBIT 51



State of Utah
Department of Commerce
Division of Corporations & Commercial Code
Articles of Incorporation (Nonprofit)

This form must be type written or computer generated

RECEIVED

JUN 30 2011

Important: Read instructions before completing form

Non-Refundable Processing Fee: \$30.00

1. Name of Corporation:	Protect Utah PAC																																																		
2. Purpose:	the advance conservative causes and candidates																																																		
3. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)? Corie chan																																																			
The address must be listed if you have a non-commercial registered agent. What is a commercial registered agent?																																																			
Address of the Registered Agent: 175 S. West Temple, Ste 650																																																			
Utah Street Address Required, PO Boxes can be listed after the Street Address																																																			
City: Salt Lake City		State: UT	Zip: 84101																																																
4. Name, Signature and Address of Incorporator (attach additional page if there is more than 1 incorporator)	Corie Chan Name 175 S. West Temple, Ste 650 Salt Lake City UT 84101 Address Signature: <i>Corie Chan</i> Date: 6/30/11																																																		
5. Voting Members:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not have voting members.																																																		
6. Shares:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not issue shares evidencing membership or interests in water or other property rights. The aggregate number of shares that the nonprofit corporation has authority to issue shall be _____ The shares <input type="checkbox"/> will <input type="checkbox"/> will not be divided up in to classes. Type 1: _____ Number of Shares: _____ Statement: _____ Type 2: _____ Number of Shares: _____ Statement: _____																																																		
7. Assets: Upon dissolution assets of the corporation will be distributed in a manner consistent with law.																																																			
8. Principal Address:	175 S. West Temple, Ste 650 Salt Lake City UT 84101 Address City State Zip																																																		
9. Name and Address of Directors: (attach an additional page if there are more than 3 directors)	<table border="0"><tr><td>1. Brad Pelo</td><td>Director</td><td></td><td></td></tr><tr><td>Name</td><td>Position</td><td></td><td></td></tr><tr><td>2957 Winterton Rd.</td><td>Charleston</td><td>UT</td><td>84032</td></tr><tr><td>Address</td><td>City</td><td>State</td><td>Zip</td></tr><tr><td>2. Jeffery Eastman</td><td>Director</td><td></td><td></td></tr><tr><td>Name</td><td>Position</td><td></td><td></td></tr><tr><td>13401 Aintree Ave</td><td>Draper</td><td>UT</td><td>84020</td></tr><tr><td>Address</td><td>City</td><td>State</td><td>Zip</td></tr><tr><td>3. Corie Chan</td><td>Director</td><td></td><td></td></tr><tr><td>Name</td><td>Position</td><td></td><td></td></tr><tr><td>175 S. West Temple, Ste 650</td><td>Salt Lake City</td><td>UT</td><td>84101</td></tr><tr><td>Address</td><td>City</td><td>State</td><td>Zip</td></tr></table>			1. Brad Pelo	Director			Name	Position			2957 Winterton Rd.	Charleston	UT	84032	Address	City	State	Zip	2. Jeffery Eastman	Director			Name	Position			13401 Aintree Ave	Draper	UT	84020	Address	City	State	Zip	3. Corie Chan	Director			Name	Position			175 S. West Temple, Ste 650	Salt Lake City	UT	84101	Address	City	State	Zip
1. Brad Pelo	Director																																																		
Name	Position																																																		
2957 Winterton Rd.	Charleston	UT	84032																																																
Address	City	State	Zip																																																
2. Jeffery Eastman	Director																																																		
Name	Position																																																		
13401 Aintree Ave	Draper	UT	84020																																																
Address	City	State	Zip																																																
3. Corie Chan	Director																																																		
Name	Position																																																		
175 S. West Temple, Ste 650	Salt Lake City	UT	84101																																																
Address	City	State	Zip																																																
Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record.																																																			
Optional Inclusion of Ownership Information: This information is not required.																																																			
Is this a female owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No																																																			
Is this a minority owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No If yes, please specify: Select/Type the race of the owner here																																																			

06-30-11 P02:40 RCVD

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed and approved on this 30 day of June 20 11
in this office of this Division and hereby issue this Certificate thereof.

Examiner: *Kathy Berg* Date: 7/4/11
Kathy Berg
Kathy Berg
Utah Secretary of State

Date: 06/30/2011
Receipt Number: 3607291
Amount Paid: \$90.00

8039539

EXHIBIT 52



State of Utah
Department of Commerce
Division of Corporations & Commercial Code
Articles of Incorporation (Nonprofit)

This form must be type written or computer generated.

RECEIVED
JBB JUN 30 2011

Important: Read instructions before completing form

Utah Div. of Corp. & Comm. Code
Filing Fee: \$30.00

1. Name of Corporation:	Utah's Prosperity Foundation			
2. Purpose:	A political action committee which encourages advancement of family, community & values			
3. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)?:	Corie Chan			
The address must be listed if you have a non-commercial registered agent. What is a commercial registered agent?				
Address of the Registered Agent: 175 S. West Temple, Ste 650				
Utah Street Address Required, PO Boxes can be listed after the Street Address				
City:	Salt Lake City	State	UT	Zip: 84101
4. Name, Signature and Address of Incorporator <small>(attach additional page if there is more than 1 incorporator)</small>	Corie Chan Name 175 S. West Temple, Ste 650 Salt Lake City UT 84101 Address Signature: <i>Corie Chan</i> Date: 6/30/11			
5. Voting Members:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not have voting members.			
6. Shares:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not issue shares evidencing membership or interests in water or other property rights.			
	The aggregate number of shares that the nonprofit corporation has authority to issue shall be			
	The shares <input type="checkbox"/> will <input type="checkbox"/> will not be divided up in to classes.			
	Type 1:	Number of Shares:		
	Statement:			
Type 2:	Number of Shares:			
Statement:				
7. Assets:	Upon dissolution assets of the corporation will be distributed in a manner consistent with law.			
8. Principal Address:	175 S. West Temple, Ste 650 Salt Lake City UT 84101			
9. Name and Address of Directors: <small>(attach an additional page if there are more than 3 directors)</small>	1. Mark Shurtleff		Director	
	Name		Position	
	2020 E Candle Spruce		Sandy UT 84092	
	Address		City State Zip	
	2. Jason C. Powers		Director	
	Name		Position	
	175 S. West Temple, Ste 650		Salt Lake City UT 84101	
	Address		City State Zip	
	3. Corie Chan		Director	
	Name		Position	
	175 S. West Temple, Ste 650		Salt Lake City UT 84101	
	Address		City State Zip	
Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record.				
Optional Inclusion of Ownership Information: This information is not required.				
Is this a female owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No				
Is this a minority owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No If yes, please specify: Select/Type the race of the owner here				

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
hereby certified that the foregoing has been filed
and approved on this 30 day of June 20 11
in this office of this Division and hereby issued
This Certificate thereof.

Examiner: KA Date: 7/10/11
Kathy Berg
Kathy Berg
Division Director

Amount Paid: \$30.00
Receipt Number: 3607291
Date: 06/30/2011

8041235

EXHIBIT 53



Contributions and Expenditures For Political Action Committee 2011 Year End Report

(Utah Code Section 20A-11)

Political Action Committee Information

Name

Protect Utah PAC

Phone**Street Address**

520 North Main Street, #555

Suite PO Box**City**

Heber City

State

UT

Zip

84032

Nick

Reporting Period Details

Report Name

2011 Year End Report

Begin

Date

8/27/2011

End Date

12/31/2011

Due Date

1/10/2012

SubmitDateIs this report an

1/10/2012

amendment?



Balance Summary

		Balance	Year to Date
1	Balance at Beginning of Reporting Period (Refer to line 5 of last report)	\$50,000.00	
2	Total Contributions Received	\$45,000.00	\$95,000.00
3	Subtotal (Add lines 1 & 2)	\$95,000.00	
4	Total Expenditures Made	\$89,674.18	\$89,674.18
5	Ending Balance (Subtract Line 4 from Line 3)	\$5,325.82	

For More Information

Contact the Lieutenant Governor's Office

Email: disclosure@utah.gov

Phone: (801) 538-1041

Toll Free: 1-800-995-VOTE (8683)

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
9/16/2011	North American Universal Management	7201 W. 110th St, Ste 210, Shawnee Mission, KS 66210				\$5,000.00
9/16/2011	Rare Moon Media, LLC	4551 W. 107th, Ste 250, Shawnee Mission, KS 66207				\$5,000.00
9/16/2011	Telepayment Solutions	6950 W 56th St, Shawnee Mission, KS 66202				\$5,000.00
9/16/2011	Jere M. Ervin	1116 Safety Harbor Cv, Old Hickory, TN 37138				\$2,500.00
9/16/2011	Robert A. Garrett	5201 Kingston Pk, Knoxville, TN 37919				\$2,500.00
9/26/2011	Consultus, LLC	136 S. Main St, Spanish Fork, UT 84660				\$5,000.00
10/11/2011	Compadre Holdings LLC	P. O. Box 4037, Bergheim, TX 78004				\$5,000.00
10/11/2011	Hayfield Investment Partners, LLC	c/o Willowbrook Partners, 300 Creek View Rd, STE 102, Newark, DE 19711				\$5,000.00
10/11/2011	Selling Source LLC	325 E. Warm Springs Rd, 2nd Flr, Las Vegas, NV 89119				\$2,500.00
11/15/2011	Utah Association Of Financial Services P	60 S 600 E Ste 150, Salt Lake City, UT 84102				\$2,500.00
12/1/2011	Pfizer Inc.	235 East 42nd Street, New York, NY 10017				\$5,000.00
Total Contributions Received						\$45,000.00

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
9/7/2011	Zions Bank	Bank fees				\$185.97
11/2/2011	Zions Bank	Bank fees				\$27.00
11/10/2011	CBIZ MHM, LLC	Accounting				\$1,097.98
12/14/2011	Guidant Strategies	Fundraising consulting and expenses				\$12,863.23
12/28/2011	Utah's Prosperity Foundation	Contribution				\$75,500.00
Total Expenditures Made						\$89,674.18

EXHIBIT 54

From: Renae Cowley <renaecowley@gmail.com>
Sent: Tuesday, June 14, 2011 11:51 AM
To: John Swallow <johneswallow@gmail.com>
Subject: Utah's Prosperity Foundation

EIN (Tax ID#) 45-2521624

--

Renae Cowley
801.529.3209

EXHIBIT 55

From: renaecowley@gmail.com on behalf of
Rena Cowley <renae@guidantstrategies.com>
Sent: Tuesday, June 21, 2011 4:14 PM
To: John Swallow <john.swallow1@me.com>
Subject: Fwd: Protect Utah PAC

It should be ok. Maybe give Brad a call and see that he is ok with it and we will move forward with you two.

----- Forwarded message -----

From: **Jason Powers** <jpowers@guidantstrategies.com>
Date: Tue, Jun 21, 2011 at 4:06 PM
Subject: Re: Protect Utah PAC
To: Rena Cowley <renae@guidantstrategies.com>

Sure, that's ok, I think.

-- Jason
Tel 425.941.5000

<----->

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Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 2006
Tel 202.681.5003
www.GuidantStrategies.com

On Tue, Jun 21, 2011 at 4:01 PM, Rena Cowley <renae@guidantstrategies.com> wrote:

John wants to know if he should just be on his Protect Utah PAC with Brad. If payday money is going into Proper Role of Government Defense Fund, is there any reason why he shouldn't be on his own PAC?

--
Rena Cowley
c 801.529.3209

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disclosure, copying, future distribution, or use of this communication is prohibited. If you have received this communication in error, please advise us by return e-mail, or if you have received this communication by fax advise us by telephone and delete/destroy the document.

Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 2006
Tel.202.681.5003
www.GuidantStrategies.com

--

Renae Cowley
c.801.529.3209

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Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 2006
Tel.202.681.5003
www.GuidantStrategies.com

EXHIBIT 56

Subject: SWALLOW: Meeting on issue statements
Location: Check City on 2100 s State St.

Start: Mon 1/9/2012 12:30 PM
End: Mon 1/9/2012 2:50 PM

Recurrence: (none)

Meeting Status: Not yet responded

Organizer: swallowje@gmail.com

Jessie, John, Renae

EXHIBIT 57

From: john.swallow1@me.com
Sent: Tuesday, September 6, 2011 10:09 PM
To:
Cc: Richard Rawle <Richard@softwiseonline.com>
Subject: Fw: Fwd: Google Alert - Sean Reyes

2nd Rolly story abt my race. Can you get this to our supporters like Cashmore and friends?

Sent from my Verizon Wireless BlackBerry

From: Jason Powers <jpowers@guidantstrategies.com>
Sender: jasoncpowers@gmail.com
Date: Tue, 06 Sep 2011 20:40:48 -0600
To: John Swallow<johneswallow@gmail.com>; Greg Powers<greg@guidantstrategies.com>; Jessica Fawson<jessiefawson@gmail.com>; Renae Cowley<renae@guidantstrategies.com>
Subject: Fwd: Google Alert - Sean Reyes

Read this.

-- Jason
Tel.425.941.5000

----- Forwarded message -----

From: "Google Alerts" <googlealerts-noreply@google.com>
Date: Sep 6, 2011 6:11 PM
Subject: Google Alert - Sean Reyes
To: <jasoncpowers@gmail.com>

News

1 new result for Sean Reyes



Rolly: Utah ambassador's book gets a thumb down

Salt Lake Tribune

Now, Swallow's other Republican opponent, **Sean Reyes**, just filed his latest financial report for his campaign PAC, the Utah Freedom Defense PAC, and based on that, you couldn't blame Swallow if he thought divine forces really were at work. ...

[See all stories on this topic](#) ☐

This as-it-happens Google Alert is brought to you by Google.

[Delete](#) this alert.
[Create](#) another alert.
[Manage](#) your alerts.

EXHIBIT 59



State of Utah
Department of Commerce
Division of Corporations & Commercial Code
Articles of Incorporation (Nonprofit)

This form must be type written or computer generated.

Date: 11/10/2011
Receipt Number: 3752062
Amount Paid: \$30.00

RECEIVED
NOV 10 2011

Utah Div. of Corp. & Comm. Code

Important: Read instructions before completing form

1. Name of Corporation:	Friends of John Swallow, Inc.																																																			
2. Purpose:	Campaign committee for John Swallow																																																			
3. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)?: Stan deWaal																																																				
The address must be listed if you have a non-commercial registered agent. Address of the Registered Agent: 9060 S. Enchanted Oak Ln Sandy UT 84094																																																				
City:		State UT		Zip:																																																
4. Name, Signature and Address of Incorporator	Stan deWaal Name PO Box 901483 Address Sandy UT 84090-1483 Signature: <i>Stan deWaal</i> Date:																																																			
5. Voting Members:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not have voting members.																																																			
6. Shares:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not issue shares evidencing membership or interests in water or other property rights. The aggregate number of shares that the nonprofit corporation has authority to issue shall be _____ The shares <input type="checkbox"/> will <input type="checkbox"/> will not be divided up in to classes. Type 1: _____ Number of Shares: _____ Statement: _____ Type 2: _____ Number of Shares: _____ Statement: _____																																																			
7. Assets:																																																				
8. Principal Address:	9060 S. Enchanted Oak Lane Address Sandy UT 84094 City State Zip																																																			
9. Name and Address of Directors:	<table border="0"> <tr> <td>1. John Swallow</td> <td>Director</td> <td></td> <td></td> </tr> <tr> <td>Name</td> <td>Position</td> <td></td> <td></td> </tr> <tr> <td>1263 East Bell View Circle</td> <td>Sandy</td> <td>UT</td> <td>84094</td> </tr> <tr> <td>Address</td> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>2. Suzanne Swallow</td> <td>Director</td> <td></td> <td></td> </tr> <tr> <td>Name</td> <td>Position</td> <td></td> <td></td> </tr> <tr> <td>1263 East Bell View Circle</td> <td>Sandy</td> <td>UT</td> <td>84094</td> </tr> <tr> <td>Address</td> <td>City</td> <td>State</td> <td>Zip</td> </tr> <tr> <td>3. Stan deWaal</td> <td>Director</td> <td></td> <td></td> </tr> <tr> <td>Name</td> <td>Position</td> <td></td> <td></td> </tr> <tr> <td>9060 S. Enchanted Oak Lane</td> <td>Sandy</td> <td>UT</td> <td>84094</td> </tr> <tr> <td>Address</td> <td>City</td> <td>State</td> <td>Zip</td> </tr> </table>				1. John Swallow	Director			Name	Position			1263 East Bell View Circle	Sandy	UT	84094	Address	City	State	Zip	2. Suzanne Swallow	Director			Name	Position			1263 East Bell View Circle	Sandy	UT	84094	Address	City	State	Zip	3. Stan deWaal	Director			Name	Position			9060 S. Enchanted Oak Lane	Sandy	UT	84094	Address	City	State	Zip
1. John Swallow	Director																																																			
Name	Position																																																			
1263 East Bell View Circle	Sandy	UT	84094																																																	
Address	City	State	Zip																																																	
2. Suzanne Swallow	Director																																																			
Name	Position																																																			
1263 East Bell View Circle	Sandy	UT	84094																																																	
Address	City	State	Zip																																																	
3. Stan deWaal	Director																																																			
Name	Position																																																			
9060 S. Enchanted Oak Lane	Sandy	UT	84094																																																	
Address	City	State	Zip																																																	
Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record.																																																				
Is this a female owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No Is this a minority owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No If yes, please specify: Select/Type the race of the owner here																																																				

Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 10th day of Nov 20 11
in this office of this Division and hereby issued
This Certificate thereof.
Examiner: *RS* Date: 11/18/11



Kathy Berg
Kathy Berg
Division Director

8150608

EXHIBIT 59

[CLICK HERE to print this page](#)



Deputy AG Swallow vying for boss' position

January 21, 2012



SALT LAKE CITY — Chief deputy Utah attorney general John Swallow wants his boss' job.

But he won't manage the office like [Attorney General Mark Shurtleff](#) has for nearly 12 years.

"My goal as attorney general will be to run this office as a law firm based on my experience as a litigation partner in my (private) firm and to not perhaps be quite as involved in driving the policy as my predecessor," Swallow said. "That is not a criticism of him. That is simply a style issue for me."

Swallow, a Republican, entered the race for attorney general Wednesday, Jan. . Shurtleff, also a Republican, is not seeking re-election after three terms in office.

Shurtleff has been a vocal proponent of illegal immigration laws, such as in-state tuition for undocumented students and Utah's guest worker program, that many conservatives view with disdain. In introducing Swallow at his campaign kickoff, Shurtleff noted their differences on immigration issues.

"If I could just get him to come my way a little on immigration, he'd be perfect," Shurtleff said.

Shurtleff said he'd keep the job forever if he could, but there comes a time to move on. "I don't want just anybody coming in, frankly, and taking the lead in this office," he said.

He described Swallow as seasoned. "He knows this job," he said. "He knows this office."

Swallow, 49, has served as Shurtleff's chief deputy since 2009, sometimes having to take the reins when Shurtleff suffered through cancer. He spearheads Utah's legal battles with the federal government over public lands and natural resources. He also oversees the state's effort to strike down the government's controversial health care law requiring Americans to buy health insurance.

"We are poised to argue before the U.S. Supreme Court, and God willing, we will prevail," Swallow said.

Swallow starting raising money for the campaign last fall, and to date has already raked in about \$325,000. Another Republican in the race, Cottonwood Heights lawyer Sean Reyes, has raised about \$464,000, mostly in in-kind donations for office space, supplies and staff from a law firm and businesses he has worked for.

Swallow also served six years in the Utah Legislature and ran two failed campaigns for Congress in 2002 and 2004, losing to Democratic Rep. Jim Matheson both times.

Looking back, Swallow said he's glad that he didn't win those elections.

"I really feel I at this point in my life I could make more of an impact in this state than I could make in Congress," he said.

Swallow said as attorney general he would work to keep the federal government in check. He said he would fight against any attempts by Washington to hamper personal rights and freedom.

"I have seen the federal government's intrusion into our lives at almost every level and am committed to putting an end to it," he said.

GOP Sen. Mike Lee, who also attended Wednesday's event, called Swallow a bona fide conservative who will stand up for constitutional principles.

Email: dromboy@ksl.com

EXHIBIT 60

RECEIVED

Number: 2454631

Amount Paid: \$22.00

APR 11 2008



State of Utah

DEPARTMENT OF COMMERCE

Division of Corporations & Commercial Code

Business Name Registration / DBA Application

Utah Div. Of Corp. & Comm. Code

Applicant/Owner Transfer N/A

WARNING: The filing of this application and its approval by the Division of Corporations and Commercial Code does not authorize the use in the state of Utah of an assumed name in violation of the rights of another under federal, state, or county law (U.C.A. Section 42-2-5 Et seq.).

You may file this application in person or mail or fax to the Division of Corporations (please file in a self-addressed stamped envelope with application. If you are faxing you must include, on a cover sheet, American Express with the date of expiration. Other means of payment are check, cash or money order.

*If adding or removing an Applicant/Owner, which will affect its status as a General Partnership or Sole Proprietorship, you must submit a Registration Information Change Form.

*If you want a new name (adding or changing the existing name), a new DBA filing is required.

Business Information

Requested Business Name:	Shurtleff 2008		
Business Purpose:	Operate Mark Shurtleff's campaign for Attorney General and other charitable purposes		
Business Address:	147 West Election Road Suite 200 City: Draper State: UT Zip: 84020		
Registered Agent Name:	Mark Shurtleff	Signature:	
Registered Address: (Utah Street Address Required, PO Boxes can be listed after the street address)	147 West Election Road Suite 200 City: Draper State: UT Zip: 84020		
Applicant/Owner: List the individual or business entity that will own the DBA on the name line.	(The registered agent will be recorded as the applicant owner if this section is left blank) Name: Mark Shurtleff, Inc. Entity Number (if a registered business): 6963017 Address: 147 West Election Road, Suite 200 City: Draper State: UT Zip: 84020 Under penalties of perjury, I declare that this DBA Application has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Signature:		
Applicant/Owner: List the individual or business entity that will own the DBA on the name line.	Name: _____ Entity Number (if a registered business): _____ Address: _____ City: _____ State: _____ Zip: _____ Under penalties of perjury, I declare that this DBA Application has been examined by me and is, to the best of my knowledge and belief, true, correct and complete. Signature:		

IF NEEDED, YOU MAY USE AN ATTACHED SHEET FOR ADDITIONAL APPLICANTS

Under GRAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code
 I hereby certify that the foregoing has been filed
 and approved on this 11 day of April, 2008
 In this office of this Division and hereby issued
 This Certificate thereof.

Examiner

Date

Kathy Berg
Division Director

1346



04-11-02P04:43 RCVD

6978031

EXHIBIT 61



This form must be type written or computer generated.

State of Utah
Department of Commerce
Division of Corporations & Commercial Code
Articles of Incorporation (Nonprofit)



AUG 04 2011

EXPEDITE

Utah Div. Of Corp. & Comm. Code

Non-Refundable Processing Fee: \$30.00

Important: Read instructions before completing form

1. Name of Corporation:	Proper Role of Government Education Association		
2. Purpose:	The purpose of the corporation is to engage in any lawful act or activity allowed under law		
3. Who/What is the name of the Registered Agent (Individual or Business Entity or Commercial Registered Agent)?: Jason Powers			
The address must be listed if you have a non-commercial registered agent. What is a commercial registered agent?			
Address of the Registered Agent: 175 South West Temple			
Utah Street Address Required, PO Boxes can be listed after the Street Address			
City: Salt Lake City		State UT	Zip: 84101
4. Name, Signature and Address of Incorporator <small>(attach additional page if there is more than 1 incorporator)</small>	Jason Powers		
	Name 175 South West Temple, Salt Lake City, UT 84101		
	Address	City	State Zip
Signature: _____ Date: _____			
5. Voting Members:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not have voting members.		
6. Shares:	The nonprofit corporation <input type="radio"/> will <input checked="" type="radio"/> will not issue shares evidencing membership or interests in water or other property rights.		
	The aggregate number of shares that the nonprofit corporation has authority to issue shall be _____		
	The shares <input type="checkbox"/> will <input type="checkbox"/> will not be divided up in to classes.		
	Type 1: _____	Number of Shares: _____	
	Statement: _____		
Type 2: _____	Number of Shares: _____		
Statement: _____			
7. Assets: Upon dissolution assets of the corporation will be distributed in a manner consistent with law.			
8. Principal Address:	Address _____ City _____ State _____ Zip _____		
9. Name and Address of Directors: <small>(attach an additional page if there are more than 3 directors)</small>	1. Jason Powers		
	Director		
	Name		
	175 South West Temple, Salt Lake City, UT 84101		
	Position		
	Address		
	City State Zip		
	2. Jessica Fawson		
	Director		
	Name		
	175 South West Temple, Salt Lake City, UT 84101		
	Position		
Address			
City State Zip			
3. Malinda Powers			
Director			
Name			
175 South West Temple, Salt Lake City, UT 84101			
Position			
Address			
City State Zip			
Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record.			
Optional Inclusion of Ownership Information: This information is not required.			
Is this a female owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No			
Is this a minority owned business? <input type="radio"/> Yes <input checked="" type="radio"/> No If yes, please specify: Select/Type the race of the owner here			

08-04-11 P03:56 RCVD

Date: 08/04/2011
Receipt Number: 3640880
Amount Paid: \$105.00

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
and approved on this 4 day of Aug 2011
In this office of this Division and hereby issued
This Certificate thereof.

Examiner

Date 8-8-11



Kathy Berg
Kathy Berg
Division Director

8067763

EXHIBIT 62

From: renaecowley@gmail.com on behalf of
Rena Cowley <renae@guidantstrategies.com>
Sent: Friday, July 29, 2011 2:31 PM
To: Jason Powers <jpowers@guidantstrategies.com>; John Swallow
<johneswallow@gmail.com>
Subject: E and O insurance update

One bid is for just under \$1500 for all 3 PACs. Terry is getting a few more bids and should have them by Monday. Jason, do you think we will need it for the 501? Maybe I should ask AJ what he thinks.

--

Rena Cowley
c.801.529.3209

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Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 2006
Tel.202.681.5003
www.GuidantStrategies.com

EXHIBIT 63

From: jasoncpowers@gmail.com on behalf of
Jason Powers <jpowers@guidantstrategies.com>
Sent: Wednesday, October 5, 2011 8:41 PM
To: John Swallow <johneswallow@gmail.com>
Subject: Shootout Report
Attach: Shootout fundraising report (3).xlsx

you cool with me sending this to Mark.

It contains the 501c4 contributors

I'm going to need to explain to him that the reason his PAC has double the gun expenses than your PAC is because a lot of your donors declined receiving a gun.

-- Jason
Tel.425.941.5000

<----->
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Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 20006
Tel.202.681.5003
www.GuidantStrategies.com

----- Forwarded message -----

From: **Jason Powers** <jpowers@guidantstrategies.com>
Date: Wed, Oct 5, 2011 at 8:38 PM
Subject: Re: fundraising report
To: Renae Cowley <renae@guidantstrategies.com>

my revised revised version, for you to work from.

-- Jason
Tel.425.941.5000

<----->
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Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 20006
Tel. 202.681.5003
www.GuidantStrategies.com

On Wed, Oct 5, 2011 at 7:31 PM, Jason Powers <jpowers@guidantstrategies.com> wrote:
call me when you get this?

-- Jason
Tel. 425.941.5000

<----->

This message is for the use of the intended recipient only and may contain information that is privileged and confidential. If you are not the intended recipient any disclosure, copying, future distribution, or use of this communication is prohibited. If you have received this communication in error, please advise us by return e-mail, or if you have received this communication by fax advise us by telephone and delete/destroy the document.

Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 20006
Tel. 202.681.5003
www.GuidantStrategies.com

	A	B	C
1	Entity	Amount Raised	Outstanding Pledges
2	(UPF) Utah's Prosperity Foundation	\$140,500.00	\$55,500.00
3	(PUP) Protect Utah PAC	\$80,000.00	\$35,000.00
4	(PRGEA) Proper Role Government Education Association	\$75,000.00	\$90,000.00
5	(PFUF) PAC for Utah's Future	\$5,000.00	\$0.00
6	(SCA) Shurtleff Campaign Account	\$2,600.00	\$0.00
7			
8	TOTAL	\$303,100.00	\$180,500.00
9			
10			
11			
12	Description	Amount	Payment
13	UPF/PFUF/SCA Event Expenses 50% of Total	\$3,689.15	\$7,300.33
14	PUP Event Expenses 25% of Total	\$1,844.58	\$0.00
15	PRGEA Event Expenses 25% of Total	\$1,844.58	\$0.00
16	Total Event Expenses	\$7,378.30	* not including guns, which will be charged to the account the contribution was made

	D	E	F	G
1	Total		Current Account Total	
2	\$196,000.00		\$86,881.35	*Pending the wire transfer from online donations the total will be \$116,881.35
3	\$115,000.00		\$74,814.03	
4	\$165,000.00		\$41,138.00	
5	\$5,000.00		?	
6	\$2,600.00		?	
7				
8	\$483,600.00			
9				
10				
11				
12	Credit/Debit Due			
13	\$3,611.18			
14	-\$1,844.58			
15	-\$1,844.58			
16				

	A	B	C	D	E
1	Account	Collected	Pledged	Invoiced	Donor
2	UPF	\$20,000.00			Usana
3	UPF	\$20,000.00			Nu Skin
4	UPF	\$15,000.00			Sigfried and Jensen
5	UPF	\$15,000.00			Comcast (5k paid), Select Health(5k paid), Realtors (5k paid): Steve Proper
6	UPF	\$10,000.00			Pinnacle: Stuart Dean
7	UPF	\$10,000.00			Heard, Robins, Cloud & Black
8	UPF	\$6,000.00			WCF(paid 1000)/PCM Venture 1-- who owns Kwikmed(paid 5000): Paul Rogers, Matt Breyne
9	UPF	\$5,000.00			Richard Schulte (with Mitch Jensen)
10	UPF	\$5,000.00			Troutman Sanders: Dave Copeland
11	UPF	\$5,000.00			Segway: Dave Purtian
12	UPF	\$5,000.00			1800 Contacts: Joe Ziedner
13	UPF	\$5,000.00			ESA: Allison Fleming: Stephen Hunter
14	UPF	\$2,500.00	\$10,000.00		Energy Solutions 5k (Dave Stuart), Altria 5k, Phizer: Greg Curtis 1k
15	UPF	\$2,500.00			Mr. William H. Hurd
16	UPF	\$2,000.00			Stag Consulting, LLC
17	UPF	\$1,500.00			Motion Picture Association of America: Scott Sabey
18	UPF	\$1,000.00			R&R: Dave Nicponski, Bob Henrie
19	UPF	\$10,000.00			Tax Club: Ted Johnson
20	UPF		\$10,000.00		Maverik, gold cross (few others): Foxley
21	UPF		\$5,000.00		Prosper: George Blunt
22	UPF		\$5,000.00	Invoiced	Overstock
23	UPF		\$5,000.00		Gail Markels
24	UPF		\$5,000.00	Invoiced	Secure Alert:John Hastings
25	UPF		\$5,000.00		Wes Chapman
26	UPF		\$5,000.00	Invoiced	Google:Tom Gede/Michiel Perry
27	UPF		\$2,500.00		New Mexico AG Patricia
28	UPF		\$2,000.00		ATK(2000): Dave Nicponski
29	UPF		\$1,000.00	Invoiced	Allergan: Dave Copeland
30					
31	UPF	\$140,500.00	\$55,500.00		
32					
33					
34	PUP	\$50,000.00			Aaron Osmond
35	PUP	\$5,000.00			Consultus
36	PUP	\$5,000.00			Compadre Holdings
37	PUP	\$5,000.00			Telepayment Solutions: Mark Curry
38	PUP	\$5,000.00			North American Univeral Management: Josh Landy
39	PUP	\$5,000.00			Rare Moon Media: Josh Mecham
40	PUP	\$2,500.00			Jere Ervin
41	PUP	\$2,500.00			Robert Garrett: Andy Garrett
42	PUP		\$30,000.00		Greg Porter
43	PUP		\$5,000.00		Constitutional Conservatives Fund: Mike Lee & Dan Hauser
44					

	A	B	C	D	E
45	PUP Totals:	\$80,000.00	\$35,000.00		
46					
47					
48	PRGEA	\$10,000.00			Check into Cash: Jabo Covert
49	PRGEA	\$10,000.00			Check N Go AKA: Axxess Financial, John Rabenold
50	PRGEA	\$10,000.00			QC Holdings: Mike Waters
51	PRGEA	\$10,000.00			Cottonwood Financial: Greg Taylor
52	PRGEA	\$10,000.00			USA Cash Services(paid10000)
53	PRGEA	\$10,000.00			Texas EZPawn
54	PRGEA	\$10,000.00			Money Tree
55	PRGEA	\$5,000.00			CashAmerica: Fernando Pena
56	PRGEA		\$40,000.00		Kip Cashmore
57	PRGEA		\$20,000.00		Mike Turpen
58	PRGEA		\$10,000.00		Richard Rawle
59	PRGEA		\$10,000.00		Ricardo (Evan Bybee)
60	PRGEA		\$10,000.00		Advance America: Carol Stewart
61					
62	PRGEA Totals:	\$75,000.00	\$90,000.00		
63					
64					
65	Shurtleff	\$1,600.00			Craig Peterson: UNSPAM
66	Shurtleff	\$1,000.00			Gregory Scott Erickson
67					
68	Shurtleff Totals:	\$2,600.00	\$0.00		
69					
70					
71	PUF	\$2,500.00			Microsoft (paid 2,500): Dave Copeland
72	PUF	\$2,500.00			Phizer
73					
74	PUF Totals:	\$5,000.00	\$0.00		

	A	B	C	D	E	F
1	Entity	Company	Expense	Cost	Anticipated	Note
2	UPF	Jason Powers	Contributions: Shotgun	\$6,291.00		Event Expense
3	UPF	Guidant Strategies	Joint Shootout Legal Defense Fees	\$5,386.00		
4	UPF	BCI Video-Bosworth	Photos	\$750.00		Event Expense
5	UPF	Browning	Raffle Items	\$259.33		Event Expense
6	UPF	Guidant Strategies	Flowers	\$77.97	X	Event Expense
7	UPF	Browning	?	\$458.01		
8	UPF	Browning	Kevin McMurray	\$981.10		
9	UPF	Browning	Howard Gurney	\$981.10		
10	UPF	Browning	Mike Gallagher	\$269.00		
11	UPF	Browning	Joe Zeidner	\$269.00	X	
12	UPF	Browning	Dave Zeidner	\$269.00	X	
13	UPF	Browning	Cathy McCallum	\$269.00	X	
14	UPF	Browning	Dave Niponski	\$269.00	X	
15	UPF	Browning	Larry Mortenson	\$285.01		
16	UPF	Browning	Alan Dayton	\$269.00	X	
17	UPF	Browning	Greg Curtis	\$755.00	X	
18	UPF	Browning	Ben Bell	\$269.00	X	
19	UPF	Browning	Allison Flemming	\$173.00		
20	UPF	Browning	Doug Foxley	\$1,366.00	X	
21	UPF	Browning	Scott Sabey	\$285.01		
22	UPF	Browning	Chris Kyler	\$854.00	X	
23	UPF	Browning	Dave Stewart	\$755.00	X	
24	UPF	Browning	Paul Rogers	\$538.00	X	
25	UPF	Browning	Jeff Rogers	\$269.00	X	
26	UPF	Browning	Karolyn Smith	\$1,676.13		
27	UPF	Browning	Rich Hartvigsen	\$809.00	X	
28	UPF	Browning	Brian Smith	\$1,002.40		
29	UPF	Browning	Jonathan Johnson	\$269.00	X	
30	UPF	Browning	Steve Zolman	\$1,356.00	X	
31	UPF	Browning	Scott Smith	\$476.00	X	
32	UPF	Browning	Michael Warkentin	\$269.00	X	
33	UPF	Browning	Matthew K Farnsworth	\$269.00	X	
34	UPF	Browning	David Copeland	\$269.00	X	
35	UPF	Browning	Susan Kochu	\$269.00	X	
36	UPF	Browning	Alan Dayton	\$755.00	X	
37	UPF	Browning	Eliana White	\$269.00	X	
38	UPF	Browning	Ryan Benson	\$269.00	X	
39	UPF	Browning	Richard Schulte	\$926.00	X	
40	UPF	Browning	Mitchell Jensen	\$1,780.00	X	
41	UPF	Browning	Ashley Taylor	\$440.00	X	
42	UPF	Browning	Tedd Johnson	\$466.18		
43						
44				\$33,917.24	TOTAL	
45						

	A	B	C	D	E	F
46	Entity	Company	Expense	Cost	Anticipated	Note
47	PUP	Browning	Dave Purinton	\$807.00	X	
48	PUP	Browning	Dan Hauser	\$269.00	X	
49	PUP	Browning	Aaron Osmond	\$0.00	X	\$755 reimbursement from State Senator
50	PUP	Browning	Rob Stahura	\$854.00	X	
51	PUP	Browning	Dan Heaton	\$854.00	X	
52						
53				\$4,827.00	TOTAL	
54						
55	Entity	Company	Expense	Cost	Anticipated	
56	PRGEA	Browning	Greg Porter	\$4,827.00		
57	PRGEA	Browning	Jabo Covert	\$755.00		
58	PRGEA	Browning	Darrin Anderson	\$476.00		
59	PRGEA	Browning	Craig Smith	\$924.46		
60	PRGEA	Browning	Michael Waters	\$440.00	X	
61	PRGEA	Browning	John Rabenold	\$854.00		
62	PRGEA	Browning	Mike Turpen	\$924.46	X	
63	PRGEA	Browning	Kip Cashmore	\$755.00	X	
64						
65				\$9,955.92	TOTAL	
66						
67	Entity	Company	Expense	Cost	Anticipated	
68	Shurtleff	Browning	Eric Langheinrich	\$269.00	X	
69						
70				\$269.00	TOTAL	

EXHIBIT 64

From: Greg Taylor <cottonwoodfinancial@gdtaylor.net>
Sent: Monday, August 8, 2011 7:11 PM
To: John Swallow <johneswallow@gmail.com>
Subject: Re: My contact info

Yes Sir!

Sent from my iPhone

On Aug 8, 2011, at 7:00 PM, "John Swallow" <johneswallow@gmail.com> wrote:

> Hi Greg, has that info come yet?

>

> John

>

> Sent from my iPhone

>

> On Aug 8, 2011, at 10:51 AM, Greg Taylor <cottonwoodfinancial@gdtaylor.net> wrote:

>

>> John:

>>

>> Could you please send me the following information on where you want Trevor's contribution to go:

>>

>> Name of Committee

>> Treasurer

>> Address, City, State, Zip

>>

>> As soon as I get that information, I will process a contribution request for Trevor.

>>

>>

>> Greg Taylor

>> Cottonwood Financial

>> Office: 636-821-5022

>> Fax: 877-879-1296

>> Cell: 314-374-9009

>>

>> -----Original Message-----

>> From: John Swallow [mailto:johneswallow@gmail.com]

>> Sent: Friday, July 22, 2011 5:32 PM

>> To: Greg Taylor

>> Cc: renaecowley@gmail.com

>> Subject: My contact info

>>

>> Greg,

>>

>> I really enjoyed our conversation and catching up earlier this week. My contact information is:

>>

>> John Swallow

>> 1263 East Bell View Circle

>> Sandy, UT 84094

>> Johneswallow@gmail.com

>> 801.949.9450

>>

>> I hope you are enjoying a great summer and getting out to play a round of golf while you are keeping things going for Trevor.

>>

>> Keep up the great work and I hope to see you before too long.

>>

>> John

>>

>> P.S. If Trevor wants to make a contribution he can make it payable to the Protect Utah PAC. I'll have Renae Cowley provide you with what you need as far as details and where to send. If it is directly from Cottonwood, I may have you make it out to our fundraiser PAC for reasons we discussed earlier. Please let me know in advance how you would like to do it and give Trevor a huge thanks for me. I would also like to thank him personally.

>>

>>

>>

>> Sent from my iPad

EXHIBIT 65

From: john.swallow1@me.com
Sent: Friday, August 5, 2011 7:08 AM
To: Jason Powers <jasoncpowers@gmail.com>
Subject: Fw: Save the Date: AG Shotgun Blast

Jason, please call Jabo. He's with a payday company and needs details of where to send a check and who to make it to. His number is 4232842945

Sent from my Verizon Wireless BlackBerry

From: Jabo Covert <JCOVERT@checkintocash.com>
Date: Fri, 05 Aug 2011 08:26:23 -0400
To: John Swallow <john.swallow1@me.com>
Subject: RE: Save the Date: AG Shotgun Blast

John,

I am getting our \$10,000 check cut next week. I will send it in ASAP!

Unfortunately I can't make it. I will be at the National Speakers of the House Conference that same day. I am so sorry.

Two questions then. Can you fill my slots with some folks who may be important to you and the campaign? Also....can I get my shotgun if I don't attend!?

Good luck buddy. Very exciting.

Jabo

From: John Swallow [mailto:john.swallow1@me.com]
Sent: Monday, June 06, 2011 5:02 PM
To: Jabo Covert
Subject: Fwd: Save the Date: AG Shotgun Blast

Jabo:

Thanks for meeting today. I am sending you an electronic save the date for the shotgun event. I have confirmed that this is the best way to do this. It's a great event. \$20k gets 3 people a premium sponsorship so each gets a prime gun (semi-auto) shotgun just for the donation. We'll all go up to the mountains, shoot the guns, have a steak dinner, listen to music and have drawings.

Anyone in the industry can participate and we ought to get everyone in that we can. Two companies can even team up (3 slots per \$20k team).

We even have \$10k teams with lesser prizes.

Hey thanks for your help my friend. We'll get this thing moving.

John

801.949.9459
Johneswallow@gmail.com

Sent from my iPad

Begin forwarded message:

From: John Swallow <johneswallow@gmail.com>
Date: June 5, 2011 3:40:30 PM MDT
To: john.swallow1@me.com
Subject: Fw: Save the Date: AG Shotgun Blast
Reply-To: johneswallow@gmail.com

Sent from my Verizon Wireless BlackBerry

From: "Utah Attorney General" <renae@guidantstrategies.com>
Sender: "Utah Attorney General" <renae@guidantstrategies.com@mcsv136.net>
Date: Tue, 31 May 2011 12:46:08 -0400
To: <johneswallow@gmail.com>
ReplyTo: "Utah Attorney General" <renae@guidantstrategies.com>
Subject: Save the Date: AG Shotgun Blast

Save the date. AG Wasatch Shotgun Blast September 8, 2011

Is this email not displaying correctly?
[View it in your browser.](#)

Save the Date Utah Attorney General Mark Shurtleff 8th Annual Wasatch Shotgun Blast



**Co-Hosted By
Chief Deputy Attorney General
John Swallow**

Thursday, September 8, 2011 4 p.m. - 9 p.m.

Browning Worldwide Headquarters

**6175 Cottonwood Canyon Road
Mountain Green, UT 84050**

Click [Here](#) for Directions

Dinner, Shooting Competition, Western Music, and Prizes

Reserve your spot quick to receive the best firearm reservations. More information to come.

New and exciting competitive format. This year there will be a showdown between Team Shurtleff vs. Team Swallow.

RSVP to Renae Cowley 801.529.3209 renae@guidantstrategies.com

Paid for and authorized by PAC for Utah's Future

[forward to a friend](#)

Our mailing address is:

Utah Attorney General Attn. Teresa Burton
175 South West Temple
Suite 650
Salt Lake City, Utah 84101

[Add us to your address book](#)

[unsubscribe from this list](#) | [update subscription preferences](#) | [view email in browser](#)

Sent to johneswallow@gmail.com — [why did I get this?](#)

[unsubscribe from this list](#) | [update subscription preferences](#)

Utah Attorney General Attn. Teresa Burton · 175 South West Temple · Suite 650 · Salt Lake City, Utah 84101



EXHIBIT 66

From: john.swallow1@me.com
Sent: Monday, September 5, 2011 1:36 PM
To: Jason Powers <jpowers@guidantstrategies.com>
Subject: Re: Fwd: Re: Updated Invitation: Liljenquist, Swallow, Powers Linch @ FriSep 9 12:00 - 13:00 (danliljenquist@yahoo.com)

Can you send address and who to make check out to for Mike Waters of QC hOldings? His numer is 847-7784351. You'll have to text him or email him. Email: mike.waters@qchi.com. He needs to get it in today so he has it to bring with him.

Sent from my Verizon Wireless BlackBerry

From: Jason Powers <jpowers@guidantstrategies.com>
Sender: jasoncpowers@gmail.com
Date: Mon, 05 Sep 2011 13:14:27 -0600
To: <johneswallow@gmail.com>
Subject: Re: Fwd: Re: Updated Invitation: Liljenquist, Swallow, Powers Linch @ FriSep 9 12:00 - 13:00 (danliljenquist@yahoo.com)

No

-- Jason
Tel.425.941.5000

On Sep 5, 2011 1:13 PM, "John Swallow" <johneswallow@gmail.com> wrote:

> Did you see the Rolley article? Pretty blah. Holy water reference.

> Sent from my Verizon Wireless BlackBerry

>

> -----Original Message-----

> From: Jason Powers <jpowers@guidantstrategies.com>

> Sender: jasoncpowers@gmail.com

> Date: Mon, 5 Sep 2011 12:37:10

> To: John Swallow <johneswallow@gmail.com>

> Subject: Fwd: Re: Updated Invitation: Liljenquist, Swallow, Powers Linch @ Fri

> Sep 9 12:00 - 13:00 (danliljenquist@yahoo.com)

>

> -- Jason

> Tel.425.941.5000

> ----- Forwarded message -----

> From: "Dan Liljenquist" <danliljenquist@yahoo.com>

> Date: Sep 2, 2011 7:25 PM

> Subject: Re: Updated Invitation: Liljenquist, Swallow, Powers Linch @ Fri

> Sep 9 12:00 - 13:00 (danliljenquist@yahoo.com)

> To: "Jason Powers" <jpowers@guidantstrategies.com>

>

> Let's meet Monday Sept 12th at 1:30 pm at the Capitol. Does that work?

>

> Sent from my iPad

>

> On Sep 2, 2011, at 11:02 AM, Jason Powers <jpowers@guidantstrategies.com>

> wrote:

>

> That message that didn't make any sense. What I meant to say was John

> already has lunch that day and he a flight out of town afterwards, but we

> could meet in between.

>

> -- Jason

> Tel.425.941.5000

>

> <-----

> >

> This message is for the use of the intended recipient

> only and may contain information that is privileged and

> confidential. If you are not the intended recipient any

> disclosure, copying, future distribution, or use of this

> communication is prohibited. If you have received this

> communication in error, please advise us by return

> e-mail, or if you have received this communication by

> fax advise us by telephone and delete/destroy the

> document.

>

> Guidant Strategies

> 1776 I Street, NW, Suite 900

> Washington, DC 20006

> Tel.202.681.5003

> www.GuidantStrategies.com

>

>

> On Fri, Sep 2, 2011 at 9:58 AM, Jason Powers

> <jpowers@guidantstrategies.com>wrote:

>

>> John already has a lunch that day and he already has a lunch appointment?

>> We could meet for second lunch in SLC before his flight sometime between

>> 1:30 and 2:30.

>>

>> Or just meet up at the Capitol at John's office.

>>

>> -- Jason

>> Tel.425.941.5000

>>

>> <----->>
>> ->>
>> This message is for the use of the intended recipient
>> only and may contain information that is privileged and
>> confidential. If you are not the intended recipient any
>> disclosure, copying, future distribution, or use of this
>> communication is prohibited. If you have received this
>> communication in error, please advise us by return
>> e-mail, or if you have received this communication by
>> fax advise us by telephone and delete/destroy the
>> document.
>>
>> Guidant Strategies
>> 1776 I Street, NW, Suite 900
>> Washington, DC 20006
>> Tel.202.681.5003
>> www.GuidantStrategies.com
>>
>>
>> On Wed, Aug 31, 2011 at 9:49 PM, Daniel Liljenquist <
>> danliljenquist@yahoo.com> wrote:
>>
>>> Jason - I already have a lunch commitment on the 9th. Would lunch on
>>> Monday, September 12th work? Please let me know.
>>>
>>> Dan
>>>
>>> --- On *Tue, 8/30/11, Jason Powers <jasoncpowers@gmail.com>* wrote:
>>>
>>> From: Jason Powers <jasoncpowers@gmail.com>
>>> Subject: Updated Invitation: Liljenquist, Swallow, Powers Linch @ Fri Sep
>>> 9 12:00 - 13:00 (danliljenquist@yahoo.com)
>>> To: "danliljenquist@yahoo.com" <danliljenquist@yahoo.com>, "
>>> johnesswallow@gmail.com" <johnesswallow@gmail.com>
>>> Date: Tuesday, August 30, 2011, 12:53 PM
>>>
>>> This event has been changed.
>>> more details ☐ <<https://www.google.com/calendar/event?action=VIEW&eid=dW41MDlwZnNjYzdvMm52c2tnZTBsYms0Y3MgZGFubGlsamVucXVpc3RAeWFob28uY29t&tok=MjIjamFzb25jcG93ZXJzQGdtYWlsLmNvbWVhZjRiYmJmM22FDenver&hl=en>>
>>> Liljenquist, Swallow, Powers Linch
>>> Lijenquist (801) 815-7600
>>> Swallow (801) 949-9450
>>> Powers (425) 941-5000
>>> *When*
>>> *Changed: *Fri Sep 9 12:00 ☐ 13:00 Mountain Time
>>> *Where*
>>> SL C, TBD (map <<http://maps.google.com/maps?q=SLC,+TBD&hl=en>>)
>>> *Calendar*
>>> danliljenquist@yahoo.com
>>> *Who*
>>> ☐
>>> jasoncpowers@gmail.com - organizer
>>> ☐
>>> johnesswallow@gmail.com
>>> ☐
>>> danliljenquist@yahoo.com
>>>
>>> Going? *Yes<<https://www.google.com/calendar/event?action=RESPOND&eid=dW41MDlwZnNjYzdvMm52c2tnZTBsYms0Y3MgZGFubGlsamVucXVpc3RAeWFob28uY29t&rst=1&tok=MjIjamFzb25jcG93ZXJzQGdtYWlsLmNvbWVhZjRiYmJmM22FDenver&hl=en>>-
>>> Maybe<<https://www.google.com/calendar/event?action=RESPOND&eid=dW41MDlwZnNjYzdvMm52c2tnZTBsYms0Y3MgZGFubGlsamVucXVpc3RAeWFob28uY29t&rst=3&tok=MjIjamFzb25jcG93ZXJzQGdtYWlsLmNvbWVhZjRiYmJmM22FDenver&hl=en>>-
>>> No<<https://www.google.com/calendar/event?action=RESPOND&eid=dW41MDlwZnNjYzdvMm52c2tnZTBsYms0Y3MgZGFubGlsamVucXVpc3RAeWFob28uY29t&rst=2&tok=MjIjamFzb25jcG93ZXJzQGdtYWlsLmNvbWVhZjRiYmJmM22FDenver&hl=en>>
>>> * more options ☐ <<https://www.google.com/calendar/event?action=VIEW&eid=dW41MDlwZnNjYzdvMm52c2tnZTBsYms0Y3MgZGFubGlsamVucXVpc3RAeWFob28uY29t&tok=MjIjamFzb25jcG93ZXJzQGdtYWlsLmNvbWVhZjRiYmJmM22FDenver&hl=en>>
>>>
>>> Invitation from Google Calendar <<https://www.google.com/calendar/>>
>>>
>>> You are receiving this courtesy email at the account
>>> danliljenquist@yahoo.com because you are an attendee of this event.
>>>
>>> To stop receiving future notifications for this event, decline this event.
>>> Alternatively you can sign up for a Google account at
>>> <https://www.google.com/calendar/> and control your notification settings
>>> for your entire calendar.
>>>
>>>
>>>
>>>
>

EXHIBIT 67

From: Stewart, Carol <CStewart@advanceamerica.net>
Sent: Thursday, September 22, 2011 7:59 AM
To: john.swallow1@me.com
Subject: Re: Info needed

They can email info to me. Thanks!

From: john.swallow1@me.com
To: Stewart, Carol
Sent: Thu Sep 22 09:54:38 2011
Subject: Re: Info needed

Thanks Carol. I'll have Renae Cowley or Jason Powers contact you with that information.

Thanks for everything. Things are going very well.

John

Sent from my Verizon Wireless BlackBerry

From: "Stewart, Carol" <CStewart@advanceamerica.net>
Date: Thu, 22 Sep 2011 09:18:24 -0400
To: <Johneswallow@gmail.com>
Subject: Info needed

John:

I need information to cut your check--how to make it out, address, etc. Sorry I didn't realize we didn't already have all that!

This e-mail, any attachments, and the information contained therein are confidential. The information contained in this email and/or any attachments is intended only for use by the intended recipient(s) and may contain trade secret or otherwise non-public information of Advance America, Cash Advance Centers, Inc., and/or its subsidiaries (Advance America). If you are not the intended recipient of this e-mail, any use, dissemination, distribution or copying of this email, any attachments, or the information contained therein, is strictly prohibited. If you received this email and you are not an intended recipient, please immediately notify the Advance America email administrator at Postmaster@advanceamerica.net and permanently delete the original and any copy of this e-mail, any attachments, and/or any printouts thereof. This e-mail, any attachments, and the information contained therein are confidential. The information contained in this email and/or any attachments is intended only for use by the intended recipient(s) and may contain trade secret or otherwise non-public information of Advance America, Cash Advance Centers, Inc., and/or its subsidiaries (Advance America). If you are not the intended recipient of this e-mail, any use, dissemination, distribution or copying of this email, any attachments, or the information contained therein, is strictly prohibited. If you received this email and you are not an intended recipient, please immediately notify the Advance America email administrator at Postmaster@advanceamerica.net and permanently delete the original and any copy of this e-mail, any attachments, and/or any printouts thereof.

EXHIBIT 68

**FEC
FORM 3X****REPORT OF RECEIPTS
AND DISBURSEMENTS**
For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (in full) TYPE OR PRINT ▼ Example: If typing, type over the lines.

12FE4M5

Its Now or Never Inc.

ADDRESS (number and street)

840 South Rancho Drive, Suite 4175

☐ Check if different than previously reported. (ACC)

Las Vegas

NV

89106

2. FEC IDENTIFICATION NUMBER ▼

CITY ▲

STATE ▲

ZIP CODE ▲

C C00519785

3. IS THIS
REPORTNEW
(N)

OR

AMENDED
(A)

4. TYPE OF REPORT

(Choose One)

(a) Quarterly Reports:

☐ April 15
Quarterly Report (Q1)☐ July 15
Quarterly Report (Q2)☒ October 15
Quarterly Report (Q3)☐ January 31
Year-End Report (YE)☐ July 31 Mid-Year
Report (Non-election
Year Only) (MY)☐ Termination Report
(TER)(b) Monthly
Report
Due On:☐ Feb 20 (M2)☐ May 20 (M5)☐ Aug 20 (M8)☐ Nov 20 (M11)
(Non-Election
Year Only)☐ Mar 20 (M3)☐ Jun 20 (M6)☐ Sep 20 (M9)☐ Dec 20 (M12)
(Non-Election
Year Only)☐ Apr 20 (M4)☐ Jul 20 (M7)☐ Oct 20 (M10)☐ Jan 31 (YE)

(c) 12-Day

PRE-Election

Report for the:

☐ Primary (12P)☐ Convention (12C)☐ General (12G)☐ Special (12S)☐ Runoff (12R)

Election on

M M M /

D D D /

Y Y Y Y Y Y Y Y

in the
State of

(d) 30-Day

POST-Election

Report for the:

☐ General (30G)☐ Runoff (30R)☐ Special (30S)

Election on

M M M /

D D D /

Y Y Y Y Y Y Y Y

in the
State of

5. Covering Period

M M M /

D D D /

Y Y Y Y Y Y Y Y

through

M M M /

D D D /

Y Y Y Y Y Y Y Y

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 Anthony J. Ferate

Signature of Treasurer

Anthony J. Ferate

[Electronically Filed]

Date

M M M /

D D D /

Y Y Y Y Y Y Y Y

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

FEC Form 3X (Rev. 02/2003)

Page 2

Write or Type Committee Name

Its Now or Never Inc.

Report Covering the Period:

From:

 M M / D D / Y Y Y Y
 07 01 2012

To:

 M M / D D / Y Y Y Y
 09 30 2012

	COLUMN A This Period	COLUMN B Calendar Year-to-Date
6. (a) Cash on Hand January 1, 2012		0.00
(b) Cash on Hand at Beginning of Reporting Period.....	9377.43	
(c) Total Receipts (from Line 19)	19000.00	190900.00
(d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B).....	28377.43	190900.00
7. Total Disbursements (from Line 31)	27713.97	190236.54
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	663.46	663.46
9. Debts and Obligations Owed TO the Committee (Itemize all on Schedule C and/or Schedule D)	0.00	
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

FEC Form 3X (Rev. 06/2004)

Page 3

Write or Type Committee Name

Its Now or Never Inc.

Report Covering the Period:

From:

M M / D D / Y Y Y Y Y
07 01 2012

To:

M M / D D / Y Y Y Y Y
09 30 2012
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

(i) Itemized (use Schedule A).....

0.00

1000.00

(ii) Unitemized

0.00

0.00

(iii) TOTAL (add

Lines 11(a)(i) and (ii)..... ▶

0.00

1000.00

(b) Political Party Committees

19000.00

179900.00

(c) Other Political Committees

(such as PACs).....

0.00

10000.00

(d) Total Contributions (add Lines

11(a)(iii), (b), and (c)) (Carry

Totals to Line 33, page 5) ▶

19000.00

190900.00

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 Transfers (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))..... ▶

19000.00

190900.00

20. Total Federal Receipts

(subtract Line 18(c) from Line 19) ▶

19000.00

190900.00

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) Allocated 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	7586.86	13406.11
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii), and (b))	7586.86	13406.11
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	0.00	0.00
24. Independent Expenditures (use Schedule E)	5127.11	21830.43
25. Coordinated Party Expenditures (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).....	0.00	0.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c)).....	0.00	0.00
29. Other Disbursements	15000.00	155000.00
30. Federal Election Activity (2 U.S.C. §431(20))		
(a) Allocated 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)) ..	27713.97	190236.54
32. Total Federal Disbursements (subtract Line 21(a)(ii) and Line 30(a)(ii) from Line 31).....	27713.97	190236.54

DETAILED SUMMARY PAGE
of Disbursements

FEC Form 3X (Rev. 02/2003)

Page 5

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)	19000.00	190900.00
34. Total Contribution Refunds (from Line 28(d))	0.00	0.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	19000.00	190900.00
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b)) ►	7586.86	13406.11
37. Offsets to Operating Expenditures (from Line 15, page 3).....	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36) ►	7586.86	13406.11

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

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

FOR LINE NUMBER: PAGE 6 OF 11

(check only one)

<input type="checkbox"/> 11a	<input checked="" 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
------------------------------	---	------------------------------	-----------------------------	-----------------------------	-----------------------------	-----------------------------	-----------------------------	-----------------------------

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)

Its Now or Never Inc.

Full Name (Last, First, Middle Initial)

A. Energy Alternatives

Mailing Address 5442 S 900 E Ste 341

City	State	Zip Code
Salt Lake City	UT	84117-7204

FEC ID number of contributing federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

11000.00

Date of Receipt

M M M	/	D D D	/	Y Y Y Y Y Y
09	/	21	/	2012

Transaction ID : 21015.C11

Amount of Each Receipt this Period

11000.00

Receipt

Full Name (Last, First, Middle Initial)

B. Its Now or Never 501c4

Mailing Address 840 South Rancho Drive, Suite 4175

City	State	Zip Code
Las Vegas	NV	89106

FEC ID number of contributing federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

168900.00

Date of Receipt

M M M	/	D D D	/	Y Y Y Y Y Y
07	/	06	/	2012

Transaction ID : 21015.C12

Amount of Each Receipt this Period

8000.00

Receipt

Full Name (Last, First, Middle Initial)

C.

Mailing Address

City	State	Zip Code
------	-------	----------

FEC ID number of contributing federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

Date of Receipt

M M M	/	D D D	/	Y Y Y Y Y Y
-------	---	-------	---	-------------

Amount of Each Receipt this Period

SUBTOTAL of Receipts This Page (optional)..... ►

TOTAL This Period (last page this line number only)..... ►

19000.00

19000.00

<input checked="" 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 type="checkbox"/>	28c	<input type="checkbox"/>	29	<input type="checkbox"/>	30b

Its Now or Never Inc.

The image shows three stylized representations of the date 07/09/2012. Each representation is enclosed in a square frame with a 3x3 grid pattern. The first frame shows '07' with 'M' in the top-left and top-right cells. The second frame shows '09' with 'D' in the top-left and top-right cells. The third frame shows '2012' with 'Y' in the top-left, top-middle, top-right, and middle-right cells. The frames are separated by slashes.

4375.00

LEGAL FEES

CONSULTING SERVICES

Three digital displays are shown, each with a row of small squares above the main display area. The first display shows '07' with two squares above it. The second display shows '06' with two squares above it. The third display shows '2012' with four squares above it.

2000.00

CONSULTING SERVICES

7375.00

**SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTS**Use separate schedule(s)
for each category of the
Detailed Summary PageFOR LINE NUMBER:
(check only one)

PAGE 8 OF 11

☒ 21b ☐ 22 ☐ 23 ☐ 24 ☐ 25 ☐ 26
☐ 27 ☐ 28a ☐ 28b ☐ 28c ☐ 29 ☐ 30b

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)

Its Now or Never Inc.

Full Name (Last, First, Middle Initial)

A. Wells Fargo BankMailing Address 101 Convention Center Drive
Suite 700

City Las Vegas State NV Zip Code 89109-

Purpose of Disbursement
Monthly service fee

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ President
State: District:Disbursement For:
☐ Primary ☐ General
☐ Other (specify) ▼Category/
Type

Date of Disbursement

M M M / D D D / Y Y Y Y Y Y
07 31 2012**Transaction ID : 21015.E33**

Amount of Each Disbursement this Period

20.00

MONTHLY SERVICE FEE

Full Name (Last, First, Middle Initial)

B. Wells Fargo BankMailing Address 101 Convention Center Drive
Suite 700

City Las Vegas State NV Zip Code 89109-

Purpose of Disbursement
Monthly service fee

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ President
State: District:Disbursement For:
☐ Primary ☐ General
☐ Other (specify) ▼Category/
Type

Date of Disbursement

M M M / D D D / Y Y Y Y Y Y
08 31 2012**Transaction ID : 21015.E32**

Amount of Each Disbursement this Period

20.00

MONTHLY SERVICE FEE

Full Name (Last, First, Middle Initial)

C. Wells Fargo BankMailing Address 101 Convention Center Drive
Suite 700

City Las Vegas State NV Zip Code 89109-

Purpose of Disbursement
Monthly service fee

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ President
State: District:Disbursement For:
☐ Primary ☐ General
☐ Other (specify) ▼Category/
Type

Date of Disbursement

M M M / D D D / Y Y Y Y Y Y
09 28 2012**Transaction ID : 21015.E31**

Amount of Each Disbursement this Period

20.00

MONTHLY SERVICE FEE

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

60.00

7435.00

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 9 OF 11

☐ 21b ☐ 22 ☐ 23 ☐ 24 ☐ 25 ☐ 26
☐ 27 ☐ 28a ☐ 28b ☐ 28c ☒ 29 ☐ 30b

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)

Its Now or Never Inc.

Full Name (Last, First, Middle Initial)

A. Mssa Political Committee

Mailing Address PO Box 4924

City

Missoula

State

MT

Zip Code

59806-4924

Purpose of Disbursement

CONTRIBUTION

Candidate Name

Category/
Type

Office Sought:

☐ House
☐ Senate
☐ President

Disbursement For:

☐ Primary ☐ General
☐ Other (specify) ▼

State:

District:

Date of Disbursement

M M / D D / Y Y Y Y Y Y
09 / 27 / 2012

Transaction ID : 21015.E25

Amount of Each Disbursement this Period

15000.00

Full Name (Last, First, Middle Initial)

B.

Mailing Address

City

State

Zip Code

Purpose of Disbursement

Candidate Name

Category/
Type

Office Sought:

☐ House
☐ Senate
☐ President

Disbursement For:

☐ Primary ☐ General
☐ Other (specify) ▼

State:

District:

Date of Disbursement

M M / D D / Y Y Y Y Y Y

Amount of Each Disbursement this Period

Full Name (Last, First, Middle Initial)

C.

Mailing Address

City

State

Zip Code

Purpose of Disbursement

Candidate Name

Category/
Type

Office Sought:

☐ House
☐ Senate
☐ President

Disbursement For:

☐ Primary ☐ General
☐ Other (specify) ▼

State:

District:

Date of Disbursement

M M / D D / Y Y Y Y Y Y

Amount of Each Disbursement this Period

SUBTOTAL of Disbursements This Page (optional)..... ►

TOTAL This Period (last page this line number only)..... ►

15000.00

15000.00

SCHEDULE E (FEC Form 3X)
ITEMIZED INDEPENDENT EXPENDITURES

 PAGE 10 OF 11
 FOR LINE 24 OF FORM 3X

NAME OF COMMITTEE (In Full) Its Now or Never Inc.	FEC IDENTIFICATION NUMBER ▼ <div style="border: 1px solid black; padding: 2px; display: inline-block;"> C C00519785 </div>
Check if <input type="checkbox"/> 24-hour report <input type="checkbox"/> 48-hour report <input type="checkbox"/> New report <input type="checkbox"/> Amends report filed on M M / D D / Y Y Y Y Y Y	

Full Name (Last, First, Middle Initial) of Payee Ccadvertising		Date M M / D D / Y Y Y Y Y Y 07 / 02 / 2012	
Mailing Address 3803 Westheimer Rd		Amount 3516.50	
City Houston	State TX	Zip Code 77027-5003	Transaction ID : 21015.E42
Purpose of Expenditure O Text Message Delivery		Category/ Type 	Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: <u>UT</u> District: <u>02</u>
Name of Federal Candidate Supported or Opposed by Expenditure: JAMES D MATHESON		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 5127.11		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) ▶	

Full Name (Last, First, Middle Initial) of Payee Freedom50 Media		Date M M / D D / Y Y Y Y Y Y 09 / 27 / 2012	
Mailing Address 1595 Peachtree Pkwy Ste 204-207		Amount 350.00	
City Cumming	State GA	Zip Code 30041-9584	Transaction ID : 21015.E24
Purpose of Expenditure O Production		Category/ Type 	Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: <u>UT</u> District: <u>02</u>
Name of Federal Candidate Supported or Opposed by Expenditure: JAMES D MATHESON		Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose	
Calendar Year-To-Date Per Election for Office Sought 5127.11		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) ▶	

(a) SUBTOTAL of Itemized Independent Expenditures.....▶	3866.50
(b) SUBTOTAL of Unitemized Independent Expenditures▶	
(c) TOTAL Independent Expenditures.....▶	

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or (if the reporting entity is not a political party committee) any political party committee or its agent.

Anthony J. Ferate

[Electronically Filed]

Date

M M / D D / Y Y Y Y Y Y
 10 / 15 / 2012

Signature

SCHEDULE E (FEC Form 3X)
ITEMIZED INDEPENDENT EXPENDITURES

 PAGE 11 OF 11
 FOR LINE 24 OF FORM 3X

NAME OF COMMITTEE (In Full) Its Now or Never Inc.		FEC IDENTIFICATION NUMBER ▼ <div style="border: 1px solid black; padding: 2px; display: inline-block;"> C C00519785 </div>	
Check if <input type="checkbox"/> 24-hour report <input type="checkbox"/> 48-hour report <input type="checkbox"/> New report <input type="checkbox"/> Amends report filed on MM / DD / YYYY			
Full Name (Last, First, Middle Initial) of Payee Freedom50 Media		Date 09 / 10 / 2012	
Mailing Address 1595 Peachtree Pkwy Ste 204-207		Amount 950.00	
City Cumming	State GA	Zip Code 30041-9584	Transaction ID : 21015.E22 Office Sought: <input checked="" type="checkbox"/> House State: <u>UT</u> <input type="checkbox"/> Senate District: <u>02</u> <input type="checkbox"/> President Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Purpose of Expenditure O Video Production		Category/ Type 	Name of Federal Candidate Supported or Opposed by Expenditure: JAMES D MATHESON
Calendar Year-To-Date Per Election for Office Sought 5127.11		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) 	
Full Name (Last, First, Middle Initial) of Payee Strategic Media		Date 08 / 24 / 2012	
Mailing Address 4380 S Monaco St Unit 3003		Amount 310.61	
City Denver	State CO	Zip Code 80237-3498	Transaction ID : 21015.E21 Office Sought: <input checked="" type="checkbox"/> House State: <u>UT</u> <input type="checkbox"/> Senate District: <u>02</u> <input type="checkbox"/> President Check One: <input type="checkbox"/> Support <input checked="" type="checkbox"/> Oppose
Purpose of Expenditure O Email distribution		Category/ Type 	Name of Federal Candidate Supported or Opposed by Expenditure: JAMES D MATHESON
Calendar Year-To-Date Per Election for Office Sought 5127.11		Disbursement For: <input type="checkbox"/> Primary <input checked="" type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify) 	
(a) SUBTOTAL of Itemized Independent Expenditures.....		1260.61	
(b) SUBTOTAL of Unitemized Independent Expenditures		 	
(c) TOTAL Independent Expenditures.....		5127.11	
Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or (if the reporting entity is not a political party committee) any political party committee or its agent.			
Signature <u>Anthony J. Ferate</u>		Date 10 / 15 / 2012	
[Electronically Filed]			

EXHIBIT 69

It's Now Or Never, Inc.

RECEIVED

2012 APR 26 AM 8:34

FEC MAIL CENTER

March 5, 2012

Federal Election Commission
999 E Street, NW
Washington DC. 20463

Re: Form 1, Statement of Organization – Unlimited Contributions

To Whom It May Concern:

It's Now Or Never, Inc. intends to make independent expenditures, and consistent with the U.S. Court of Appeals for the District of Columbia Circuit decision in *SpeechNow v. FEC*, it therefore intends to raise funds in unlimited amounts. This committee will not use these funds to make contributions, whether direct, in-kind, or via coordinated communications, to federal candidates or committees.

Respectfully submitted,


Anthony J. Ferate
Board Member

FEC
FORM 1

STATEMENT OF
ORGANIZATION

RECEIVED
2012 APR 26 AM 8:34
FEC MAIL CENTER
Office Use Only

1. NAME OF
COMMITTEE (in full)

☐

(Check if name
is changed)

Example: If typing, type
over the lines.

12FE4M5

It's Now Or Never, Inc.

ADDRESS (number and street)

840 South Rancho Drive Suite 4175

☐

(Check if address
is changed)

Las Vegas

NV

89106

CITY

STATE

ZIP CODE

COMMITTEE'S E-MAIL ADDRESS (Please provide only one e-mail address)

☐

(Check if address
is changed)

COMMITTEE'S WEB PAGE ADDRESS (URL)

☐

(Check if address
is changed)

2. DATE

03 / 5 / 2012

3. FEC IDENTIFICATION NUMBER

C

4. IS THIS STATEMENT

☒

NEW (N)

OR

☐

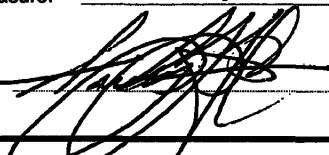
AMENDED (A)

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

Type or Print Name of Treasurer

Anthony J. Ferate

Signature of Treasurer



Date

03 / 05 / 2012

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

ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

Office
Use
Only

For further information contact:
Federal Election Commission
Toll Free 800-424-9530
Local 202-694-1100

FEC FORM 1
(Revised 02/2009)

5. TYPE OF COMMITTEE

Candidate Committee:

- (a) ☐ This committee is a principal campaign committee. (Complete the candidate information below.)
- (b) ☐ This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)

Name of Candidate

Candidate Party Affiliation

Office Sought:

House

Senate

President

State

District

- (c) ☐ This committee supports/opposes only one candidate, and is NOT an authorized committee.

Name of Candidate

Party Committee:

- (d) ☐ This committee is a ☐ (National, State or subordinate) committee of the ☐ (Democratic, Republican, etc.) Party.

Political Action Committee (PAC):

- (e) ☐ This committee is a separate segregated fund. (Identify connected organization on line 6.) Its connected organization is a:
- ☐ Corporation ☐ Corporation w/o Capital Stock ☐ Labor Organization
- ☐ Membership Organization ☐ Trade Association ☐ Cooperative
- ☐ In addition, this committee is a Lobbyist/Registrant PAC.
- (f) ☒ This committee supports/opposes more than one Federal candidate, and is NOT a separate segregated fund or party committee. (i.e., nonconnected committee)
- ☐ In addition, this committee is a Lobbyist/Registrant PAC.
- ☐ In addition, this committee is a Leadership PAC. (Identify sponsor on line 6.)

Joint Fundraising Representative:

- (g) ☐ This committee collects contributions, pays fundraising expenses and disburses net proceeds for two or more political committees/organizations, at least one of which is an authorized committee of a federal candidate.
- (h) ☐ This committee collects contributions, pays fundraising expenses and disburses net proceeds for two or more political committees/organizations, none of which is an authorized committee of a federal candidate.

Committees Participating in Joint Fundraiser

1.	<input type="text"/>	FEC ID number	<input type="text"/>
2.	<input type="text"/>	FEC ID number	<input type="text"/>
3.	<input type="text"/>	FEC ID number	<input type="text"/>
4.	<input type="text"/>	FEC ID number	<input type="text"/>

Write or Type Committee Name

It's Now Or Never, Inc.

6. Name of Any Connected Organization, Affiliated Committee, Joint Fundraising Representative, or Leadership PAC Sponsor

Mailing Address

CITY

STATE

ZIP CODE

Relationship: ☒ Connected Organization ☐ Affiliated Committee ☐ Joint Fundraising Representative ☐ Leadership PAC Sponsor

7. Custodian of Records: Identify by name, address (phone number -- optional) and position of the person in possession of committee books and records.

Full Name

Jason Smith

Mailing Address

840 South Rancho Drive Suite 4175

Las Vegas

NV

89106

Title or Position

CITY

STATE

ZIP CODE

Board Member

Telephone number

8. Treasurer: List the name and address (phone number -- optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name
of Treasurer

Jonathan Wilcox

Mailing Address

Same as above

CITY

STATE

ZIP CODE

Title or Position

Board Member

Telephone number

Full Name of
Designated
Agent

Devin Scott Livziey

Mailing Address

Same as above

CITY

STATE

ZIP CODE

Title or Position

Registered Agent

Telephone number

9. **Banks or Other Depositories:** List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.

Mailing Address

CITY

STATE

ZIP CODE

Name of Bank, Depository, etc.

Mailing Address

CITY

STATE

ZIP CODE

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.

<input type="checkbox"/> Hand Delivered	Date of Receipt
<input checked="" type="checkbox"/> USPS First Class Mail	Postmarked <i>4/20/12</i>
<input type="checkbox"/> USPS Registered/Certified	Postmarked (R/C)
<input type="checkbox"/> USPS Priority Mail	Postmarked
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 type="checkbox"/> Overnight Delivery Service (Specify):	Shipping Date
Next Business Day Delivery <input type="checkbox"/>	
<input type="checkbox"/> Received from House Records & Registration Office	Date of Receipt
<input type="checkbox"/> Received from Senate Public Records Office	Date of Receipt
<input type="checkbox"/> Received from Electronic Filing Office	Date of Receipt
<input type="checkbox"/> Other (Specify):	Date of Receipt or Postmarked

Jim P

PREPARER
(3/2005)

4/26/12

DATE PREPARED

EXHIBIT 70

STATE OF WYOMING * SECRETARY OF STATE
MAX MAXFIELD
BUSINESS DIVISION

200 West 24th Street, Cheyenne, WY 82002-0200

Phone 307-777-7311 · Fax 307-777-5339

Website: <http://soswy.state.wy.us> · Email: business@wyo.gov

Filing Information



Please note that this form CANNOT be submitted in place of your Annual Report.

Name Hope.Change.Opportunity Inc.

Filing ID 2010-000587056

Type NonProfit Corporation

Status

Active

General Information

Old Name Energy Alternatives Inc.

Fictitious Name

Sub Status

Current

Standing - Tax

Good

Standing - RA

Good

Sub Type Public Benefit

Standing - Other

Good

Formed in Wyoming

Filing Date

07/13/2010 11:31 AM

Term of Duration Perpetual

Delayed Effective Date

Inactive Date

Principal Address

1712 Pioneer Ave
Cheyenne, WY 82001

Mailing Address

1712 Pioneer Ave
Cheyenne, WY 82001

Registered Agent Address

Wyoming Corporate Services, Inc.
1712 Pioneer Ave Ste 101
Cheyenne, WY 82001

Parties

Type Name / Organization / Address

Incorporator Wyoming Corporate Services Inc

Notes

Date Recorded By Note

Filing Information



Please note that this form CANNOT be submitted in place of your Annual Report.

Name Hope.Change.Opportunity Inc.

Filing ID 2010-000587056

Type NonProfit Corporation

Status

Active

Most Recent Annual Report Information

Type	Original		AR Year	2013
License Tax	\$25.00	AR Exempt	N	AR ID
AR Date	6/18/2013 3:03 PM			
Web Filed	Y			

Officers / Directors

Type	Name / Organization / Address
------	-------------------------------

Director	Jason Smith --
----------	----------------

Director	Neal Blair --
----------	---------------

Director	Troy Walker --
----------	----------------

Principal Address

1712 Pioneer Ave
Cheyenne, WY 82001

Mailing Address

1712 Pioneer Ave
Cheyenne, WY 82001

Annual Report History


Num	Status	Date	Year	Tax
01371110	Original	07/21/2011	2011	\$25.00
01551357	Original	06/01/2012	2012	\$25.00
01854500	Original	06/18/2013	2013	\$25.00

Principal Address 1 Changed From: 2710 Thomes Ave To: 1712 Pioneer Ave

Amendment History

ID	Description	Date
2013-001532133	Name Change	08/30/2013
Filing Name Changed From: Energy Alternatives Inc. To: Hope.Change.Opportunity Inc.		
2012-001377872	RA Address Change	09/18/2012
2011-001228930	System Amendment	07/02/2011
See Filing ID	Initial Filing	07/13/2010

EXHIBIT 71

Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047
	The organization may have to use a copy of this return to satisfy state reporting requirements	<div> <div>2010</div> <div>Open to Public Inspection</div> </div>

A For the 2010 calendar year, or tax year beginning 01-01-2010 and ending 12-31-2010		D Employer identification number 80-0623730	
B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Energy Alternatives Inc Doing Business As Number and street (or P O box if mail is not delivered to street address) 6000 Fashion Blvd Suite 200 City or town, state or country, and ZIP + 4 Salt Lake City, UT 84107		E Telephone number (801) 685-2767
F Name and address of principal officer Troy Walker 6000 S Fashion Blvd Suite 200 Salt Lake City, UT 84107		G Gross receipts \$ 275,100	
I Tax-exempt status <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) (4) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶	
J Website: ▶ N/A			

Part I		Summary	
Activities & Governance	1 Briefly describe the organization's mission or most significant activities To promote, educate, research and lobby on issues relating to alternative energy production and related public health and safety concerns 		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	0
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
	b Net unrelated business taxable income from Form 990-T, line 34	7b	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)		275,100
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		0
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)		275,100
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	
14 Benefits paid to or for members (Part IX, column (A), line 4)			0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)			0
16a Professional fundraising fees (Part IX, column (A), line 11e)			0
b Total fundraising expenses (Part IX, column (D), line 25) <input type="text" value="0"/>			
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)			269,126
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)			269,126
19 Revenue less expenses Subtract line 18 from line 12			5,974
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)		5,974
	21 Total liabilities (Part X, line 26)		0
	22 Net assets or fund balances Subtract line 21 from line 20		5,974

Part II		Signature Block	
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has knowledge.			
Sign Here	*****		
	Signature of officer		
	Troy Walker President Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name	Curtis Rasmussen CPA	Preparer's signature Curtis Rasmussen
	Firm's name ▶ Rasmussen Associates PC		
	Firm's address ▶ 960 N 400 E SUITE B North Salt Lake, UT 84054		

Check if Schedule O contains a response to any question in this Part III

To promote, educate, research and lobby on issues relating to alternative energy production and related public health and safety concerns

If "Yes," describe these new services on Schedule O

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses
Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and
allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code)	(Expenses \$ 269,126	including grants of \$)	(Revenue \$ 275,100)
To promote, educate, research and lobby on issues relating to alternative energy production and related public health and safety concerns				

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d	Other program services (Describe in Schedule O)				
	(Expenses \$	including grants of \$	1205)(Revenue \$)

4e	Total program service expenses	\$ 269,126
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Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	No
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)? . . .	2	Yes
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II	7	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	No
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	No
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	No
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	11a	No
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.	11b	No
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	11e	No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.	11f	No
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	No
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U S ? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U S ? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	No
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	No
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34		No
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance					
Check if Schedule O contains a response to any question in this Part V <input type="checkbox"/>					
			Yes	No	
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a	0		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			1c		No
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	0		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			2b		
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).					
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a			No
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.			3b		No
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a			No
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a			No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			5b		No
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			5c		No
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a			No
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			6b		No
7 Organizations that may receive deductible contributions under section 170(c).					
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			7a		No
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			7b		No
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			7c		No
d If "Yes," indicate the number of Forms 8282 filed during the year.			7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			7e		No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			7f		No
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			7g		No
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			7h	Yes	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			8		No
9 Sponsoring organizations maintaining donor advised funds.					
a Did the organization make any taxable distributions under section 4966?			9a		No
b Did the organization make a distribution to a donor, donor advisor, or related person?			9b		No
10 Section 501(c)(7) organizations. Enter					
a Initiation fees and capital contributions included on Part VIII, line 12.			10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.			10b		
11 Section 501(c)(12) organizations. Enter					
a Gross income from members or shareholders.			11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).			11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a			No
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year.			12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.					
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.			13a		No
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.			13b		
c Enter the amount of reserves on hand.			13c		
14a	Did the organization receive any payments for indoor tanning services provided during the tax year?	14a			No
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.			14b		No

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	0	
b	Enter the number of voting members included in line 1a, above, who are independent	1b	0	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		No
6	Does the organization have members or stockholders?	6		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following			
a	The governing body?	8a		No
b	Each committee with authority to act on behalf of the governing body?	8b		No
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		No

Section B. Policies

(This Section B requests information about policies not required by the Internal Revenue Code.)

			Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	10a		No
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b		No
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a		No
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b		No
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c		No
13	Does the organization have a written whistleblower policy?	13		No
14	Does the organization have a written document retention and destruction policy?	14		No
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
a	The organization's CEO, Executive Director, or top management official	15a		No
b	Other officers or key employees of the organization	15b		No
	If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)			
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a		No
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b		No

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. Charles Warren 6000 S Fashion Blvd Suite 200 Salt Lake City, UT 84107 (801) 685-2767

Check if Schedule O contains a response to any question in this Part VII ☒

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☒ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)			

2 Total number of individuals (including but not limited to those \$100,000 in reportable compensation from the organization) ▶

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
Silver Bullet LLC 1117 Desert Ln Ste 1354 Las Vegas, NV 89102	Management	118,000

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization 1

Part VIII

Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a			
	b	Membership dues	1b			
	c	Fundraising events	1c			
	d	Related organizations	1d			
	e	Government grants (contributions)	1e			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	275,100		
	g	Noncash contributions included in lines 1a-1f \$				
	h	Total. Add lines 1a-1f		275,100		
Program Service Revenue	2a		Business Code			
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f				
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)			
4		Income from investment of tax-exempt bond proceeds				
5		Royalties				
6a		Gross Rents	(i) Real	(ii) Personal		
b		Less rental expenses				
c		Rental income or (loss)				
d		Net rental income or (loss)				
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
b		Less cost or other basis and sales expenses				
c		Gain or (loss)				
d		Net gain or (loss)				
8a		Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18				
b		Less direct expenses				
c		Net income or (loss) from fundraising events			0	
9a		Gross income from gaming activities See Part IV, line 19				
b		Less direct expenses				
c		Net income or (loss) from gaming activities				
10a		Gross sales of inventory, less returns and allowances				
b		Less cost of goods sold				
c		Net income or (loss) from sales of inventory				
	Miscellaneous Revenue	Business Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d		1402			
12	Total revenue. See Instructions		275,100			

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2	Grants and other assistance to individuals in the U S See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees				
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages				
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes				
a	Fees for services (non-employees)				
	Management				
b	Legal	20,323			
c	Accounting				
d	Lobbying				
e	Professional fundraising services See Part IV, line 17				
f	Investment management fees				
g	Other	230,516			
12	Advertising and promotion				
13	Office expenses	2,617			
14	Information technology				
15	Royalties				
16	Occupancy	1,400			
17	Travel	14,000			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance				
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	Bank Charges	270			
b					
c					
d					
e					
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	269,126	0	0	0
26	Joint costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	1403			

Part X

Balance Sheet

				(A)		(B)	
				Beginning of year		End of year	
Assets	1	Cash—non-interest-bearing				1	5,974
	2	Savings and temporary cash investments				2	
	3	Pledges and grants receivable, net				3	
	4	Accounts receivable, net				4	
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L				5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use				8	
	9	Prepaid expenses and deferred charges				9	
	10a	Land, buildings, and equipment—cost or other basis. Complete Part VI of Schedule D	10a				
	b	Less: accumulated depreciation	10b			10c	
	11	Investments—publicly traded securities				11	
	12	Investments—other securities. See Part IV, line 11				12	
	13	Investments—program-related. See Part IV, line 11				13	
	14	Intangible assets				14	
	15	Other assets. See Part IV, line 11				15	
16	Total assets. Add lines 1 through 15 (must equal line 34)			0	16	5,974	
Liabilities	17	Accounts payable and accrued expenses				17	
	18	Grants payable				18	
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D				21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities. Complete Part X of Schedule D				25	
	26	Total liabilities. Add lines 17 through 25			0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets				27	
	28	Temporarily restricted net assets				28	
	29	Permanently restricted net assets				29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	5,974
	33	Total net assets or fund balances 1404			0	33	5,974
34	Total liabilities and net assets/fund balances			0	34	5,974	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	275,100
2	Total expenses (must equal Part IX, column (A), line 25)	2	269,126
3	Revenue less expenses Subtract line 2 from line 1	3	5,974
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0
5	Other changes in net assets or fund balances (explain in Schedule O)	5	
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	5,974

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a	No
b	Were the organization's financial statements audited by an independent accountant?	2b	No
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	No
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	No

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization

Energy Alternatives Inc

Employer identification number

80-0623730

Identifier	Return Reference	Explanation
		The governing documents, conflict of interest policy and financial statements are available to the public upon formal written request

EXHIBIT 72



Contributions and Expenditures For Candidates & Office Holders 2012 Primary Report

(Utah Code Section 20A-11)

Candidates & Office Holders Information

<u>Name</u> Swallow, John		<u>Phone</u> (801) 529-3209	
<u>Street Address</u> na	<u>Suite PO Box</u> PO Box 901483	<u>City</u> Sandy	<u>State</u> UT
		<u>Zip</u> 84090	
<u>Office</u> Attorney General	<u>District</u>	<u>County</u> Statewide	<u>Party</u> Republican

Reporting Period Details

<u>Report Name</u> 2012 Primary Report	<u>Begin Date</u> 4/12/2012	<u>End Date</u> 6/14/2012	<u>Due Date</u> 6/19/2012	<u>Submit Date</u> 6/19/2012	<u>Is this report an amendment?</u> <input checked="" type="checkbox"/>
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Balance Summary

		Balance	Year to Date
1	Balance at Beginning of Reporting Period (Refer to line 5 of last report)	\$267,854.44	
2	Total Contributions Received	\$225,615.00	\$678,022.37
3	Subtotal (Add lines 1 & 2)	\$493,469.44	
4	Total Expenditures Made	\$427,621.68	\$612,174.61
5	Ending Balance (Subtract Line 4 from Line 3)	\$65,847.76	

For More Information

Contact the Lieutenant Governor's Office
Email: disclosure@utah.gov

Phone: (801) 538-1041
Toll Free: 1-800-995-VOTE (8683)

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
4/12/2012	Thomas Brady	1893 East 5665 South, South Ogden, UT 84403				\$25.00
4/13/2012	Jill Swigert	1039 East 11780 South, Sandy, UT 84094				\$50.00
4/13/2012	Boyd Kanenwisher	3119 Jacob Hamblin Dr., St. George, UT 84790				\$500.00
4/13/2012	Jay Ence	150 S Crystal lakes Dr # 17, St George, UT 84770				\$1,000.00
4/13/2012	Jerome King	380 E 720 S, Orem, UT 84058				\$250.00
4/13/2012	Creative Business Setup LLC	2997 Dimple Dell Ln, Sandy, UT 84092				\$1,000.00
4/13/2012	David Zolman	PO Box 901483, Sandy, UT 84090				\$100.00
4/13/2012	William O. Perry & Associates	17 East Winchester Street, #200, Murray, UT 84107				\$1,000.00
4/13/2012	IMG International LLC	150 West Civic Center Drive, Ste 403, Sandy, UT 84070				\$1,000.00
4/13/2012	Platinum Institute LLC	975 E. Woodoak Ln. #110, Salt Lake City, UT 84117				\$2,500.00
4/13/2012	Diamond & Robinson P.C.	PO Box 1460, Montpelier, VT 56011				\$250.00
4/13/2012	Internet Business Specialists LLC	11650 S. State St, Ste 240, Draper, UT 84020				\$5,000.00
4/13/2012	Impact Capital Creations LLC	PO Box 911348, St. George, UT 84791				\$500.00
4/14/2012	Keystone Automotive Industries	655 Grassmere Park Dr., Nashville, TN 37211				\$1,000.00
4/14/2012	Brian & Nancy Cheal	2190 S. 5900 W. , Mendon, UT 84325				\$50.00
4/14/2012	Bob Freil	PO Box 901483, Sandy, UT 84090				\$20.00
4/14/2012	Dale Bills	PO Box 901483, Sandy, UT 84090				\$10.00
4/16/2012	Utah Society of Anesthesiologists	310 E. 4500 South #500, Salt Lake City, UT 84107				\$3,000.00
4/16/2012	Big Rock Industries Inc.	4084 S. 300 W. , Murray, UT 84107				\$1,000.00
4/16/2012	Drew and Suzanne Mumford	23 Quiet Meadow Ln., Mapleton, UT 84664				\$1,000.00
4/16/2012	Ralph Abbot	546 S. 130 W. , Orem, UT 84058				\$100.00
4/16/2012	Joy Trease	2250 E. 10300 S. , Sandy, UT 84092				\$2,500.00
4/16/2012	Dale Gerard	13438 Corner Bridge Lane, Draper, UT 84020				\$50.00
4/16/2012	Blake Roney	75 W Center St, Provo, UT 84601				\$5,000.00
4/16/2012	BizzBlizz, Inc.	658 South 100 West, Orem, UT 84058				\$5,000.00

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
4/16/2012	Apply Knowledge, Inc.	1352 W. 1980 N. , Provo, UT 84604				\$2,000.00
4/16/2012	Example Technologies, LLC D.B.A. "Power Seller College"	63 East 11400 South #247, Sandy, UT 84070				\$10,000.00
4/16/2012	Patrick Kelliher	971 W. Riverwalk Drive, Riverton, UT 84065				\$250.00
4/16/2012	Jason Moss	744 S 560 W, Lehi, UT 84043				\$100.00
4/16/2012	DeLaina Tonks	15381 S. Eagle Crest Dr., Draper, UT 84020				\$200.00
4/17/2012	Daniel Campbell	4304 Stone Creek Lane, Provo, UT 84604				\$500.00
4/17/2012	Glenda Egbert	360 W. Valley View Cir., Woodland Hills, UT 84653				\$50.00
4/17/2012	Kirk Jones	1177 Northfield Rd. #24, Cedar City, UT 84721				\$40.00
4/17/2012	Nathan Wilcox	2790 Chancellor Place, Salt Lake City, UT 84108				\$500.00
4/18/2012	Jean Crane	35 Shaggy Mountain Drive, Herriman, UT 84096				\$25.00
4/18/2012	Tom Day	920 W 3200 N, Lehi, UT 84043				\$10.00
4/18/2012	Mark Weight	509 N 40 W, Lindon, UT 84042				\$30.00
4/19/2012	Chris Dexter	1360 South 740 East, Orem, UT 84097				\$200.00
4/30/2012	National Beer Wholesalers	1101 King Street, Suite 600, Alexandria, UT 22314				\$700.00
4/30/2012	Joy Trease	2250 E. 10300 S. , Sandy, UT 84092				\$2,500.00
4/30/2012	Triple A Landscaping Inc.	546 South 130 West, Orem, UT 84058				\$100.00
4/30/2012	Xango, LLC	2889 West Ashton Blvd., Lehi, UT 84043				\$2,000.00
4/30/2012	1800Accountant, LLC	350 Fifth Ave, Ste 6015, New York, NY 10118				\$5,000.00
4/30/2012	Bruce Ahlstrom	6841 E 300 N. , PO Box 297, Huntsville, UT 84317				\$40.00
4/30/2012	Marvin Cook	384 Weaver Ln., Layton, UT 84041				\$20.00
4/30/2012	Mark Wilkinson	6 Red Pine Dr., Alping, UT 84004				\$100.00
4/30/2012	Brian Wright	652 Beachwood Dr, Draper, UT 84020				\$50.00
4/30/2012	Kenneth Riter	3487 Watson Creek Ln., Salt Lake City, UT 84109				\$25.00
4/30/2012	Nathan Wilcox	4931 North 300 West, Provo, UT 84604				\$25,000.00

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
4/30/2012	Noel Thornley	2796 West 14400 South, Bluffdale, UT 84065				\$25.00
4/30/2012	Nancy Cheal	2190 S. 5900 W, , Mendon, UT 84325				\$50.00
5/1/2012	Winter Fox LLC	5405 W 11000 N, Highland, UT 84003	1			\$2,000.00
5/1/2012	Karl Malone	11453 South Lone Peak Parkway, Draper, UT 84020	2			\$1,086.00
5/1/2012	J. Rulon Gammon	687 E. 900 S. , Pleasant Grove, UT 84062				\$40.00
5/1/2012	Bill Barret Corporation	1099 18th Street, Suite 2300, Denver, CO 80202				\$1,000.00
5/1/2012	ARDA ROC-PAC	1201 15th Street, NW, Suite 400, Washington, DC 20005				\$1,000.00
5/1/2012	ORRINPAC	PO BOX 900427, Sandy, UT 84090				\$1,000.00
5/1/2012	Lois Anderson	198 North 600 East, American Fork, UT 84003				\$10.00
5/1/2012	Hal Sparks	789 East 200 South, Heber City, UT 84032				\$250.00
5/1/2012	Casey Anderson	1181 S. 1850 E. , Spanish Fork, UT 84660				\$250.00
5/1/2012	Utah County Republican Party-REFUND	PO Box 452, Provo, UT 84603				\$300.00
5/1/2012	Keystone Automotive Industries	655 Grassmere Park Dr., Nashville, TN 37211				\$1,000.00
5/2/2012	Francis Madsen Jr.	2493 Field Rose Drive, Holladay, UT 84121				\$1,000.00
5/7/2012	Utah Broadcasters PAC	1600 S. Main St. , Salt Lake City, UT 84115				\$500.00
5/8/2012	Seth Crossley	2596 South Jasper Street, Salt Lake City, UT 84106				\$1.00
5/8/2012	Seth Crossley	2596 South Jasper Street, Salt Lake City, UT 84106				\$1.00
5/9/2012	Chris Johnsen	741 S. 825 E. , Layton, UT 84041				\$5.00
5/10/2012	Merit Medical	1600 West Merit Parkway, South Jordan, UT 84095				\$5,000.00
5/10/2012	Art Martines	395 17th Street, Evanston, WY 82930				\$200.00
5/10/2012	Snow, Christensen & Martineau	10 Exchange Place, Salt Lake City, UT 84111				\$1,000.00
5/10/2012	Evan Vickers	2166 North Cobble Creek Drive, Cedar City, UT 84721				\$250.00

Itemized Contributions Received

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Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
5/12/2012	Michael Spence	9771 Jameson Point Cove, Sandy, UT 84092				\$150.00
5/18/2012	Lennea Olsen	1001 South 1010 West, Tooele, UT 84074				\$20.00
5/18/2012	Fred Donaldson	726 Fox Hollow, North Salt Lake, UT 84054				\$25.00
5/18/2012	Jean Crane	35 Shaggy Mountain Drive, Herriman, UT 84096				\$75.00
5/18/2012	Gary O'Brien	PO Box 1207, Centerville, UT 84014				\$200.00
5/18/2012	Katherine Apopello	90 Gold Street 13H, New York, NY 10038				\$25.00
5/18/2012	Jason Knapp	1290 Sandhill Road, Orem, UT 84058				\$10,000.00
5/18/2012	ASEA, LLC	6440 Millrock Drive, Ste 100, Salt Lake City, UT 84126				\$2,500.00
5/18/2012	Christopher Lacombe	830 N 500 W Apt 65, Bountiful, UT 84010				\$100.00
5/18/2012	Internet Business Specialists LLC	11650 South State St, Suite 240, Draper, UT 84020				\$5,000.00
5/18/2012	Example Technologies LLC	63 E 11400 South #247, Sandy, UT 84070				\$5,000.00
5/18/2012	Gordon Snow	1046 W. 290 S 511-5, Roosevelt, UT 84066				\$200.00
5/18/2012	Thomas McNary	946 E. Lafayette St., Sandy, UT 84094				\$50.00
5/18/2012	Don Christiansen	570 South 700 West, Payson, UT 84651				\$25.00
5/18/2012	Ken Dickinson	PO Box 1870, Draper, UT 84020				\$2,500.00
5/18/2012	Avenue 5 Consulting	360 Technology Ct., Lindon, UT 84042				\$5,000.00
5/19/2012	Marlon Bates	1886 North 50 East, Centerville, UT 84014				\$100.00
5/19/2012	Leonard Blackham	PO Box 255, Moroni, UT 84646				\$100.00
5/19/2012	Nathaniel Merrill	1112 Emerald St, San Diego, CA 92109				\$5,000.00
5/19/2012	Chuck Warren	PO Box 17819, Holladay, UT 84124	3			\$1,000.00
5/21/2012	Orrick, Herrington & Sutcliffe LLP	405 Howard Street, San Francisco, CA 94105				\$1,000.00
5/21/2012	Dish Network	PO Box 6622, Englewood, CO 80155				\$1,000.00
5/21/2012	Facebook, Inc.	1601 Willow Rd., Menlo Park, CA 94025				\$2,000.00
5/21/2012	Peggy Stone	2014 Foothill Drive, SLC, UT 84108				\$25.00
5/22/2012	Margaret Wilkin	4349 W. South Joradn Pkwy, South Jordan, UT 84095				\$100.00

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
5/22/2012	UMAPAC Utah Manufacturers Assoc.	136 East South Temple, Ste 1740, Salt Lake city, UT 84111				\$500.00
5/22/2012	Allan Wrubell	787 E. 1020 S., Ephraim, UT 84627				\$15.00
5/22/2012	Nancy Cheal	2190 S 5900 West, Mendon, UT 84325				\$50.00
5/22/2012	Don Ipson	539 Diagonal, St. George, UT 84770				\$1,000.00
5/23/2012	Food Pac	1578 W 1700 S, Salt Lake city, UT 84104				\$500.00
5/23/2012	Bert Smith	3936 N Highway , Ogden, UT 84404				\$2,500.00
5/23/2012	UP Railroad Company	60 South 600 East #150, Salt Lake city, UT 84102				\$5,000.00
5/23/2012	Marilyn Cooper	1522 W. Myrtlewood Lane, So, UT 84095				\$50.00
5/23/2012	Dell Allen	444 E. 90 N., Orem, UT 84097				\$20.00
5/24/2012	Tim Thomas	3320 W. Cheryl Drive, Suite B-240, Phoenix, AZ 85051				\$2,500.00
5/25/2012	Nathaniel Merrill	4655 Cass St. Suite 214, San Diego, CA 92109				\$15,000.00
5/25/2012	David Lisonbee	9850 South 300 West, Sandy, UT 84070				\$5,000.00
5/30/2012	Bert Smith	3936 N Highway , Ogden, UT 84404				\$1,000.00
5/30/2012	Fabian & Clendenin	215 South State Street, Suite 1200, Salt Lake city, UT 84111				\$1,500.00
5/30/2012	Rick Mayer	27 Canterbury Ln., Logan, UT 84321				\$50.00
5/31/2012	Nancy Cheal	2190 S 5900 West, Mendon, UT 84325				\$25.00
6/1/2012	Winter Fox LLC	5406 W 11000 N, Highland, UT 84003	4			\$2,000.00
6/1/2012	Karl Malone	11453 South Lone Peak Parkway, Draper, UT 84020	5			\$1,086.00
6/2/2012	Jean Crane	35 Shaggy Mountain Drive, Herriman, UT 84096				\$50.00
6/3/2012	Edwin Neff	2188 Country View Lane, Cottonwood Heights, UT 84121				\$50.00
6/3/2012	Erik Tycksen	2393 27th Ave S #209, Grand Forks, ND 58201				\$20.00
6/4/2012	Enterprise Holdings, Inc. PAC	600 Corporate Park Drive, St. Louis, MO 63105				\$500.00
6/4/2012	John Pestana	251 W. River Park Drive, Provo, UT 84604				\$5,000.00
6/4/2012	William Loos	2142 Eastwood Blvd. #4768577, Ogden, UT 84403				\$200.00
6/4/2012	Randy Parker	11849 Kinney Cir., Riverton, UT 84065				\$150.00

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
6/4/2012	John Nielsen	4830 S. Muirfield Dr. Apt. 30, Salt Lake city, UT 84124				\$60.00
6/4/2012	Janene Gourley	PO Box 1738, West Jordan, UT 84084				\$30.00
6/4/2012	Johnson Mark LLC	11778 S Election Rd. #240, Draper, UT 84020				\$2,500.00
6/6/2012	Clark Stringham	9035 S. 700 E, Suite 101, Sandy, UT 84070				\$2,000.00
6/6/2012	Blue Castle Holdings Inc.	86 N. University Avenue, Suite 400, Provo, UT 84601				\$1,000.00
6/8/2012	Warren Jones	975 WoodOak Lane Ste#110, Murray, UT 84117				\$500.00
6/10/2012	Thrifty Car Rental	15 South 2400 West, Salt Lake City, UT 84116	6			\$2,000.00
6/11/2012	Utah Apartment Assoc. PAC	448 E. Winchester St. Ste 460, Salt Lake city, UT 84107				\$1,000.00
6/11/2012	Apollo Group, Inc.	University of Phoenix, Inc. , Phoenix, AZ 85040				\$1,000.00
6/11/2012	Rick Votaw	2 Dawn Grove Ln., Sandy, UT 84092				\$2,000.00
6/11/2012	Rick Votaw	2 Fawn Grove Ln., Sandy, UT 84092				\$500.00
6/11/2012	Josh James	PO BOX 2497, Orem, UT 84059				\$10,000.00
6/12/2012	Constance Campanella	8408 Brewster drive, Alexandria, VA 22308				\$500.00
6/13/2012	Comcast	1701 JFK Boulevard, Philadelphia, PA 19103				\$750.00
6/13/2012	Castlebar Processing LLC	7109 S. High Tech Drive, Ste A, Midvale, UT 84047				\$5,000.00
6/13/2012	NRA-Political Victory Fund	11250 Waples Mill Road, Fairfax, VA 22030				\$2,500.00
6/13/2012	AT&T	4394 Riverboat Road, 4th Floor 8-6, Taylorsville, UT 84123				\$1,000.00
6/13/2012	Advanced Learning Systems	1510 N. Technology Way, Bldg D 1100, Orem, UT 84097				\$2,000.00
6/13/2012	Allergan USA, Inc.	2525 Dupont Drive, Irvine , CA 92612				\$1,000.00
6/13/2012	Bernard Nash	1825 Eye Street NW, Washington , DC 20006				\$500.00
6/13/2012	Selling Source LLC	325 E. Warm Springs Rd, 2nd Fl, Las Vegas, NV 89119				\$5,000.00
6/13/2012	Renae Cowley	526 N 4500 W, West Point, UT 84015				\$1.00

Itemized Contributions Received

I = In Kind, L = Loan, A = Amendment

Date Received	Name of Contributor	Complete Mailing Address	I	L	A	Contribution Amount
6/13/2012	Stewart Hughes	482 E 1500 N, Orem, UT 84097				\$2,500.00
Total Contributions Received						\$225,615.00

- 1 - Office space
- 2 - Vehicle rental
- 3 - Event expense
- 4 - Campaign office rent
- 5 - Campaign vehicle rental
- 6 - Campaign vehicle rental

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
4/12/2012	GANDOLFO'S	Travel				\$60.20
4/12/2012	GRUB BOX	Travel				\$40.00
4/12/2012	MARKET STREET GRILL DOWNT	Travel				\$43.00
4/12/2012	SMITHS MRKTPL #4477	Supplies				\$35.43
4/12/2012	Anedot.com	Merchant fees				\$13.60
4/13/2012	BEST STOP 3RD SOUTH	Supplies				\$50.00
4/13/2012	CHEVRON TOP STOP C 12	Travel				\$59.62
4/13/2012	COMMON CENTS 265	Travel				\$3.02
4/13/2012	CONOCO	Travel				\$50.00
4/13/2012	LA TORMENTA MEXICAN FO	Travel				\$10.64
4/14/2012	Anedot.com	Merchant fees				\$120.40
4/16/2012	ARBY'S #1663 00016634	Travel				\$14.81
4/16/2012	CAFE RIO 4TH SOUTH Q35	Travel				\$19.24
4/16/2012	CHICK-FIL-A #02360	Travel				\$5.22
4/16/2012	GLADES DRIVE INN, INC.	Travel				\$18.10
4/16/2012	SHELL OIL 57444794309	Travel				\$60.00
4/16/2012	TARGET 00017517	Supplies				\$79.79
4/16/2012	WAL MART 5270	Supplies				\$9.55
4/16/2012	WAL MART SUPER CENTER	Supplies				\$46.22
4/16/2012	WENDYS #4151 Q25	Travel				\$7.29
4/17/2012	Layton Productions	Convention				\$8,223.64
4/17/2012	Seth Crossley	Reimbursement				\$651.80
4/17/2012	Utah Young Republicans	Contribution				\$500.00
4/17/2012	SALT LAKE CITY CORP	Parking				\$3.00
4/17/2012	SALT PALACE CONCESSIONS	Event				\$3.00

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
4/17/2012	SUPERSONIC CARWASH, INC	Travel				\$6.00
4/18/2012	CHEVRON 0200176	Travel				\$60.00
4/18/2012	GANDOLFO'S	Travel				\$18.08
4/18/2012	GANDOLFOS - SPANISH FO	Travel				\$16.83
4/18/2012	SUPERSONIC 33RD SOUTH	Travel				\$19.00
4/18/2012	USPS 49779600134500470	Postage				\$360.00
4/18/2012	WASHINGTON HARTS	Travel				\$35.00
4/19/2012	Jessie Fawson	Reimbursement				\$20,160.47
4/19/2012	Sign Service	Signs				\$2,128.00
4/19/2012	Utah Food Services	Convention				\$18,222.09
4/19/2012	Wilson Grand	Consulting				\$5,205.00
4/19/2012	CHEVRON 0073889	Travel				\$40.00
4/19/2012	JIMMY JOHN'S # 102	Travel				\$14.99
4/19/2012	MAVERIK COUNTRY STORE3	Travel				\$65.38
4/19/2012	OFFICE MAX	Supplies				\$26.16
4/19/2012	SMITHS 402 SIXTH AVE	Supplies				\$12.81
4/20/2012	OFFICE MAX	Supplies				\$14.20
4/20/2012	ONE MAN BAND OF SP FORK	Travel				\$7.00
4/20/2012	ONE MAN BAND OF SP FORK	Travel				\$28.04
4/20/2012	SMITHS 873 E SOUTH TE	Supplies				\$71.77
4/23/2012	Aaron Ward	Consulting				\$1,500.00
4/23/2012	Backstage, Inc.	Collateral				\$14,144.27
4/23/2012	Debra Huckstep	Consulting				\$2,500.00
4/23/2012	Debra Huckstep	Mileage reimbursement				\$234.30
4/23/2012	Jeffrey M. Ricks	Consulting				\$1,524.20
4/23/2012	Kaye Cundick	Consulting and reimbursement				\$2,160.61

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
4/23/2012	Seth Crossley	Consulting				\$2,000.00
4/23/2012	Wilson Grand	Consulting				\$3,860.45
4/23/2012	7-ELEVEN 34472	Travel				\$2.46
4/23/2012	CHILI'S GRI02700010272	Event				\$215.14
4/23/2012	CROWN BURGER	Travel				\$25.94
4/23/2012	DRI*SONIC SOLUTIONS	Supplies				\$6.40
4/23/2012	DRI*SONIC SOLUTIONS	Supplies				\$18.15
4/23/2012	DRI*SONIC SOLUTIONS	Supplies				\$106.84
4/23/2012	IHOP1745 00017459	Travel				\$23.01
4/23/2012	LAMBS GRILL	Event				\$132.10
4/23/2012	MIMIS CAFE 65	Travel				\$104.41
4/23/2012	O FALAFEL, ETC	Travel				\$16.03
4/23/2012	SALT LAKE CITY CORP	Parking				\$3.00
4/23/2012	SMITHS 1974 S 1100 E	Supplies				\$63.98
4/23/2012	SMOKEHOUSE BBQ	Travel				\$111.15
4/23/2012	STAPLES 00106591	Supplies				\$10.66
4/23/2012	VILLAGE-INN-REST #0737	Travel				\$127.83
4/23/2012	WAL MART 2307	Supplies				\$35.13
4/23/2012	WAL MART 2307	Supplies				\$54.93
4/23/2012	Anedot.com	Merchant fees				\$145.46
4/24/2012	Seth Crossley	Reimbursement				\$153.53
4/24/2012	Wilson Grand	Consulting				\$2,759.06
4/24/2012	MAVERIK 438	Travel				\$26.73
4/24/2012	MAVERIK COUNTRY STORE3	Travel				\$6.77
4/24/2012	SALT LAKE CITY CORP	Parking				\$1.50
4/25/2012	SLC CORP FEES	Parking				\$90.00
4/25/2012	SLC CORP FEES	Parking				\$115.00
4/25/2012	SUPERSONIC 33RD SOUTH	Travel				\$22.00

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
4/26/2012	Guidant Strategies	Consulting				\$50,211.82
4/26/2012	Layton Productions	Convention				\$1,039.73
4/26/2012	Anedot.com	Merchant fees				\$4.70
4/27/2012	Chase Media	Media buy				\$23,000.00
4/27/2012	COSTCO WHSE 0622	Travel				\$250.69
4/27/2012	INDIAN MARKET & GRILL	Travel				\$30.72
4/27/2012	Anedot.com	Merchant fees				\$518.20
4/30/2012	CAFE RIO 4TH SOUTH Q35	Travel				\$2.04
4/30/2012	CAFE RIO 4TH SOUTH Q35	Travel				\$31.01
4/30/2012	CHEVRON 504 SO WEST TE	Travel				\$60.00
4/30/2012	KFC/AW #530	Travel				\$5.38
4/30/2012	MCNEILS AUTO CARE	Travel				\$93.32
4/30/2012	PAPA MURPHY'S UT034	Travel				\$28.85
4/30/2012	SMITHS 873 E SOUTH TE	Supplies				\$1.95
4/30/2012	U OF U BOOKSTORE 1	Supplies				\$661.40
5/1/2012	CenturyLink	Campaign phone				\$31.35
5/1/2012	Corie Chan	Consulting				\$1,500.00
5/1/2012	Hartley Consulting	Consulting				\$1,000.00
5/1/2012	Suzanne Swallow	Reimbursement for travel				\$159.50
5/1/2012	COSTCO GAS 0113	Travel				\$100.00
5/1/2012	MAVERIK CNTRY STRE 327	Travel				\$60.00
5/1/2012	Winter Fox LLC	Campaign office rent	1			\$2,000.00
5/1/2012	Karl Malone Toyota	Campaign vehicle rental	2			\$1,086.00
5/3/2012	Catherine Michelle Swallow	Consulting				\$2,000.00
5/3/2012	Chase Media	Media buy				\$1,712.00

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
5/3/2012	Katrina Cammack	Reimbursement				\$330.00
5/3/2012	Wilson Grand	Consulting				\$4,740.94
5/3/2012	MAVERIK CNTRY STRE 3	Travel				\$74.61
5/7/2012	JIMMY JOHN'S # 1121	Travel				\$26.13
5/7/2012	P.F. CHANG'S #6000	Travel				\$46.17
5/8/2012	COSTCO GAS 0113	Travel				\$35.68
5/8/2012	COSTCO WHSE 0113	Travel				\$9.26
5/8/2012	COSTCO WHSE 0113	Travel				\$122.16
5/9/2012	DAN'S FOODS #8	Travel				\$9.00
5/10/2012	SHELL OIL 57444599609	Travel				\$61.55
5/11/2012	Guidant Strategies	Consulting				\$7,728.29
5/11/2012	Greendot.com	Bank fees				\$5.95
5/16/2012	Chase Media	Media buy				\$19,270.00
5/16/2012	Jessie Fawson	Reimbursement				\$2,278.79
5/16/2012	Speak by Design	Design				\$1,693.35
5/16/2012	TESORO 62103	Travel				\$20.00
5/16/2012	Anedot.com	Merchant fees				\$23.30
5/17/2012	Chase Media	Media buy				\$6,596.00
5/17/2012	SHELL SERVICE S	Travel				\$15.90
5/17/2012	Anedot.com	Merchant fees				\$110.30
5/18/2012	7 ELEVEN	Travel				\$20.00
5/18/2012	BEST BUY 527	Supplies				\$24.10
5/18/2012	COSTCO GAS 0113	Travel				\$100.00
5/18/2012	COSTCO WHSE 0113	Travel				\$124.20
5/18/2012	JIMMY JOHN'S # 1121	Travel				\$6.73
5/18/2012	LITTLE WORLD RESTAURANT	Travel				\$8.85
5/19/2012	Chuck Warren		3		X	\$1,000.00
5/21/2012	Seth Crossley	Reimbursement				\$272.72
5/21/2012	Wilson Grand	Consulting				\$2,500.00
5/21/2012	JIMMY JOHN'S # 1331	Travel				\$39.23

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
5/21/2012	SUPERSONIC 33RD SOUTH	Travel				\$16.50
5/21/2012	Anedot.com	Merchant fees				\$466.42
5/22/2012	Aaron Ward	Reimbursement				\$40.04
5/22/2012	Reagan Outdoor Advertising	Advertising				\$12,500.00
5/22/2012	Wilson Grand	Consulting				\$2,815.00
5/22/2012	SALT LAKE CITY CORP	Parking				\$1.50
5/22/2012	SHELL SERVICE STATION	Travel				\$64.65
5/22/2012	Anedot.com	Merchant fees				\$49.16
5/23/2012	Speak by Design	Design				\$138.45
5/24/2012	APPLE STORE #R125	Supplies				\$30.99
5/24/2012	COSTCO GAS 0113	Travel				\$81.04
5/24/2012	COSTCO WHSE 0113	Travel				\$54.63
5/24/2012	Anedot.com	Merchant fees				\$113.98
5/25/2012	Chase Media	Media buy				\$73,020.00
5/28/2012	GRAND AMERICA PARKING	Travel				\$2.00
5/28/2012	JIMMY JOHN'S # 1331	Travel				\$21.26
5/28/2012	MAVERIK 402	Travel				\$60.00
5/28/2012	THE HOME DEPOT 4409	Supplies				\$12.80
5/28/2012	WAL MART 3208	Supplies				\$7.42
5/28/2012	WALKERS 19	Travel				\$52.71
5/29/2012	WAL MART SUPER CENTER	Supplies				\$17.56
5/30/2012	CAFE RIO 4TH SOUTH Q02	Travel				\$10.41
5/30/2012	EXXONMOBIL POS	Travel				\$60.00
5/30/2012	FEDEXOFFICE 00024018	Postage				\$124.80
5/30/2012	MAVERIK 402	Travel				\$72.58
5/30/2012	SALT LAKE CITY CORP	Parking				\$1.50

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
5/30/2012	SHELL SERVICE STATION	Travel				\$60.87
5/30/2012	SUPERSONIC CARWASH	Travel				\$22.00
5/30/2012	WAL MART SUPER CENTER	Supplies				\$1.85
5/30/2012	WAL MART SUPER CENTER	Supplies				\$13.63
5/31/2012	Aaron Ward	Consulting				\$1,500.00
5/31/2012	Catherine Michelle Swallow	Consulting				\$2,000.00
5/31/2012	Chase Media	Media buy				\$25,000.00
5/31/2012	Debra Huckstep	Consulting				\$2,500.00
5/31/2012	Debra Huckstep	Mileage reimbursement				\$295.90
5/31/2012	Hartley Consulting	Consulting				\$1,000.00
5/31/2012	Jessie Fawson	Consulting				\$2,500.00
5/31/2012	Jessie Fawson	Reimbursment				\$1,640.32
5/31/2012	Kaye Cundick	Consulting				\$2,000.00
5/31/2012	Seth Crossley	Consulting				\$2,000.00
5/31/2012	SLC INTERNATIONAL AIRPORT	Parking				\$2.00
6/1/2012	COSTCO GAS 0113	Travel				\$100.00
6/1/2012	MAVERIK 429	Travel				\$70.00
6/1/2012	TRAFFIC SCHOOL	Parking				\$50.00
6/1/2012	Karl Malone Toyota	Campaign vehicle rental	4			\$1,086.00
6/1/2012	Winter Fox LLC	Campaign office rent	5			\$2,000.00
6/4/2012	CenturyLink	Campaign phone				\$31.35
6/4/2012	Chase Media	Media buy				\$54,989.59
6/4/2012	Corie Chan	Consulting				\$1,500.00
6/4/2012	BETOS MEXICAN FOOD	Travel				\$8.76
6/4/2012	COSTCO GAS 0113	Travel				\$16.31
6/4/2012	FEDEX 078054369779	Postage				\$12.81

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
6/4/2012	FEDEX 468594215079109	Postage				\$39.16
6/4/2012	JIMMY JOHN'S # 1121	Travel				\$4.85
6/4/2012	USPS 49779400034500058	Postage				\$64.00
6/4/2012	Anedot.com	Merchant fees				\$118.98
6/5/2012	COSTCO WHSE #01	Travel				\$208.53
6/5/2012	SALT LAKE CITY CORP	Parking				\$1.50
6/6/2012	Wilson Grand	Consulting				\$5,498.96
6/6/2012	Anedot.com	Merchant fees				\$44.30
6/7/2012	ACE HARDWARE LONE PARK	Supplies				\$6.93
6/7/2012	CHEVRON 504 SO WEST TEMPL	Travel				\$56.01
6/7/2012	FOREIGN TRANSACTION FEE	Bank fees				\$0.15
6/7/2012	FOREIGN TRANSACTION FEE	Bank fees				\$0.15
6/7/2012	OFFICE MAX	Supplies				\$10.67
6/7/2012	PAYPAL *FIVERR COM	Bank fees				\$5.00
6/7/2012	PAYPAL *FIVERR COM	Bank fees				\$5.00
6/8/2012	Anedot.com	Merchant fees				\$23.70
6/10/2012	Thrifty Car Rental		6		X	\$2,000.00
6/11/2012	WCRW	Meeting				\$190.00
6/11/2012	7-ELEVEN	Travel				\$61.05
6/11/2012	CAFE RIO 4TH SOUTH Q35	Travel				\$4.01
6/11/2012	COSTCO GAS #011	Travel				\$73.71
6/11/2012	Greendot.com	Bank fees				\$5.95
6/11/2012	SMITHS	Supplies				\$25.75
6/11/2012	Anedot.com	Merchant fees				\$88.30
6/11/2012	Utah County Republican Party	Debate and forum: Voided, not cashed			X	\$0.00
6/12/2012	Debra Huckstep	Reimbursement				\$225.78

Itemized Expenditures Made

I = In Kind, L = Loan, A = Amendment

Exp. Date	Name of Recipient	Purpose	I	L	A	Expenditure Amount
6/12/2012	Jessie Fawson	Reimbursement				\$2,902.28
6/12/2012	Reagan Outdoor Advertising	Advertising				\$2,238.12
6/12/2012	CIRCLEK6611 ASM	Travel				\$6.17
6/12/2012	Anedot.com	Merchant fees				\$462.60
6/13/2012	LT GOVERNORS OFFICE	Maps				\$35.00
6/13/2012	Anedot.com	Merchant fees				\$132.94
6/14/2012	Robert Porter	Reimbursement				\$653.00
6/14/2012	CHEVRON/PREMIUM	Travel				\$60.00
6/14/2012	CLARK S MARKET CANYON	Travel				\$100.00
6/14/2012	EAGLE STOP	Travel				\$95.00
6/14/2012	SUBWAY 00328872	Travel				\$5.44
6/14/2012	Anedot.com	Merchant fees				\$110.60
Total Expenditures Made						\$427,621.68

- 1 - Campaign office rent
- 2 - Campaign vehicle rental
- 3 - Event Expenses
- 4 - Campaign vehicle rental
- 5 - Campaign office rent
- 6 - Car rental

EXHIBIT 73

**FEC
FORM 3X****REPORT OF RECEIPTS
AND DISBURSEMENTS**
For Other Than An Authorized Committee

Office Use Only

1. NAME OF COMMITTEE (in full) TYPE OR PRINT ▼ Example: If typing, type over the lines.

12FE4M5

Its Now or Never Inc.

ADDRESS (number and street)

840 South Rancho Drive, Suite 4175

☐ Check if different than previously reported. (ACC)

Las Vegas

NV

89106

2. FEC IDENTIFICATION NUMBER ▼

CITY ▲

STATE ▲

ZIP CODE ▲

C C00519785

3. IS THIS
REPORTNEW
(N)

OR

AMENDED
(A)

4. TYPE OF REPORT

(Choose One)

(a) Quarterly Reports:

☐ April 15
Quarterly Report (Q1)☒ July 15
Quarterly Report (Q2)☐ October 15
Quarterly Report (Q3)☐ January 31
Year-End Report (YE)☐ July 31 Mid-Year
Report (Non-election
Year Only) (MY)☐ Termination Report
(TER)(b) Monthly
Report
Due On:☐ Feb 20 (M2)☐ May 20 (M5)☐ Aug 20 (M8)☐ Nov 20 (M11)
(Non-Election
Year Only)☐ Mar 20 (M3)☐ Jun 20 (M6)☐ Sep 20 (M9)☐ Dec 20 (M12)
(Non-Election
Year Only)☐ Apr 20 (M4)☐ Jul 20 (M7)☐ Oct 20 (M10)☐ Jan 31 (YE)

(c) 12-Day

PRE-Election

Report for the:

☐ Primary (12P)☐ Convention (12C)☐ General (12G)☐ Special (12S)☐ Runoff (12R)

Election on

M M M / D D D / Y Y Y Y Y Y

in the
State of

(d) 30-Day

POST-Election

Report for the:

☐ General (30G)☐ Runoff (30R)☐ Special (30S)

Election on

M M M / D D D / Y Y Y Y Y Y

in the
State of

5. Covering Period

M M M / D D D / Y Y Y Y Y Y
05 24 2012

through

M M M / D D D / Y Y Y Y Y Y
06 30 2012

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 Anthony J. Ferate

Signature of Treasurer

Anthony J. Ferate

[Electronically Filed]

Date

M M M / D D D / Y Y Y Y Y Y
10 03 2012

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

FEC Form 3X (Rev. 02/2003)

Page 2

Write or Type Committee Name

Its Now or Never Inc.

Report Covering the Period: From: M M / D D / Y Y Y Y Y 05 / 24 / 2012 To: M M / D D / Y Y Y Y Y 06 / 30 / 2012

	COLUMN A This Period	COLUMN B Calendar Year-to-Date
6. (a) Cash on Hand January 1, Y Y Y Y Y 2012		0.00
(b) Cash on Hand at Beginning of Reporting Period.....	3803.48	
(c) Total Receipts (from Line 19)	150900.00	171900.00
(d) Subtotal (add Lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B).....	154703.48	171900.00
7. Total Disbursements (from Line 31)	145326.05	162522.57
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	9377.43	9377.43
9. Debts and Obligations Owed TO the Committee (Itemize all on Schedule C and/or Schedule D)	0.00	
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

FEC Form 3X (Rev. 06/2004)

Page 3

Write or Type Committee Name

Its Now or Never Inc.

Report Covering the Period:

From:

M M M	/	D D D	/	Y Y Y Y Y Y
05		24		2012

To:

M M M	/	D D D	/	Y Y Y Y Y Y
06		30		2012

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

(i) Itemized (use Schedule A).....

0.00

1000.00

(ii) Unitemized

0.00

0.00

(iii) TOTAL (add

Lines 11(a)(i) and (ii)..... ▶

0.00

1000.00

(b) Political Party Committees

150900.00

160900.00

(c) Other Political Committees

(such as PACs).....

0.00

10000.00

(d) Total Contributions (add Lines

11(a)(iii), (b), and (c)) (Carry

Totals to Line 33, page 5) ▶

150900.00

171900.00

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 Transfers (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))..... ▶

150900.00

171900.00

20. Total Federal Receipts

(subtract Line 18(c) from Line 19) ▶

150900.00

171900.00

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) Allocated 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	3319.25	5819.25
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii), and (b))	3319.25	5819.25
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	0.00	0.00
24. Independent Expenditures (use Schedule E)	2006.80	16703.32
25. Coordinated Party Expenditures (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).....	0.00	0.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c)).....	0.00	0.00
29. Other Disbursements	140000.00	140000.00
30. Federal Election Activity (2 U.S.C. §431(20))		
(a) Allocated 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)) ..	145326.05	162522.57
32. Total Federal Disbursements (subtract Line 21(a)(ii) and Line 30(a)(ii) from Line 31).....	145326.05	162522.57

DETAILED SUMMARY PAGE of Disbursements

FEC Form 3X (Rev. 02/2003)

Page 5

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)	150900.00	171900.00
34. Total Contribution Refunds (from Line 28(d))	0.00	0.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	150900.00	171900.00
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b)) ►	3319.25	5819.25
37. Offsets to Operating Expenditures (from Line 15, page 3).....	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36) ►	3319.25	5819.25

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

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

FOR LINE NUMBER: PAGE 6 OF 11
(check only one)

☐ 11a ☒ 11b ☐ 11c ☐ 12
☐ 13 ☐ 14 ☐ 15 ☐ 16 ☐ 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)

Its Now or Never Inc.

Full Name (Last, First, Middle Initial)

A. Its Now or Never 501c4

Mailing Address 840 South Rancho Drive, Suite 4175

City State Zip Code
 Las Vegas NV 89106

FEC ID number of contributing
federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

12000.00

Date of Receipt

M M / D D / Y Y Y Y Y Y
 05 / 29 / 2012

Transaction ID : 20712.C4

Amount of Each Receipt this Period

2000.00

Receipt

Full Name (Last, First, Middle Initial)

B. Its Now or Never 501c4

Mailing Address 840 South Rancho Drive, Suite 4175

City State Zip Code
 Las Vegas NV 89106

FEC ID number of contributing
federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

120000.00

Date of Receipt

M M / D D / Y Y Y Y Y Y
 06 / 12 / 2012

Transaction ID : 20712.C5

Amount of Each Receipt this Period

108000.00

Receipt

Full Name (Last, First, Middle Initial)

C. Its Now or Never 501c4

Mailing Address 840 South Rancho Drive, Suite 4175

City State Zip Code
 Las Vegas NV 89106

FEC ID number of contributing
federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

151000.00

Date of Receipt

M M / D D / Y Y Y Y Y Y
 06 / 13 / 2012

Transaction ID : 20712.C6

Amount of Each Receipt this Period

31000.00

Receipt

SUBTOTAL of Receipts This Page (optional)..... ►

TOTAL This Period (last page this line number only)..... ►

141000.00

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 7 OF 11

☐ 11a ☒ 11b ☐ 11c ☐ 12
☐ 13 ☐ 14 ☐ 15 ☐ 16 ☐ 17

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NAME OF COMMITTEE (In Full)

Its Now or Never Inc.

Full Name (Last, First, Middle Initial)

A. Its Now or Never 501c4

Mailing Address 840 South Rancho Drive, Suite 4175

City State Zip Code
 Las Vegas NV 89106

FEC ID number of contributing
federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

152000.00

Date of Receipt

M M / D D / Y Y Y Y Y Y
 06 / 13 / 2012

Transaction ID : 20712.C7

Amount of Each Receipt this Period

1000.00

Receipt

Full Name (Last, First, Middle Initial)

B. Its Now or Never 501c4

Mailing Address 840 South Rancho Drive, Suite 4175

City State Zip Code
 Las Vegas NV 89106

FEC ID number of contributing
federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

160900.00

Date of Receipt

M M / D D / Y Y Y Y Y Y
 06 / 18 / 2012

Transaction ID : 20712.C8

Amount of Each Receipt this Period

8900.00

Receipt

Full Name (Last, First, Middle Initial)

C.

Mailing Address

City State Zip Code

FEC ID number of contributing
federal political committee.

C

Name of Employer

Occupation

Receipt For:

☐ Primary ☐ General
☐ Other (specify) ▼

Aggregate Year-to-Date ▼

Date of Receipt

M M / D D / Y Y Y Y Y Y

Amount of Each Receipt this Period

SUBTOTAL of Receipts This Page (optional)..... ►

TOTAL This Period (last page this line number only)..... ►

9900.00

150900.00

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 8 OF 11

☒ 21b ☐ 22 ☐ 23 ☐ 24 ☐ 25 ☐ 26
☐ 27 ☐ 28a ☐ 28b ☐ 28c ☐ 29 ☐ 30b

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NAME OF COMMITTEE (In Full)

Its Now or Never Inc.

Full Name (Last, First, Middle Initial)

A. Morning In America

Mailing Address 2710 Thomes Ave.

City Cheyenne State OK Zip Code 82001-

Purpose of Disbursement
Reimbursement for travel

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ President

State: District:

Disbursement For:
☐ Primary ☐ General
☐ Other (specify) ▼

Category/
Type

Date of Disbursement

MM / DD / YYYY
05 / 25 / 2012

Transaction ID : 20712.E7

Amount of Each Disbursement this Period

649.37

REIMBURSEMENT FOR TRAVEL

Full Name (Last, First, Middle Initial)

B. Morning In America

Mailing Address 2710 Thomes Ave.

City Cheyenne State OK Zip Code 82001-

Purpose of Disbursement
Reimbursement for travel

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ President

State: District:

Disbursement For:
☐ Primary ☐ General
☐ Other (specify) ▼

Category/
Type

Date of Disbursement

MM / DD / YYYY
06 / 12 / 2012

Transaction ID : 20712.E12

Amount of Each Disbursement this Period

760.93

REIMBURSEMENT FOR TRAVEL

Full Name (Last, First, Middle Initial)

C. Smith Capitol Strategies

Mailing Address 3224 Timmons Lane #142

City Houston State TX Zip Code 77027-

Purpose of Disbursement
Reimbursement for travel

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ President

State: District:

Disbursement For:
☐ Primary ☐ General
☐ Other (specify) ▼

Category/
Type

Date of Disbursement

MM / DD / YYYY
06 / 19 / 2012

Transaction ID : 20712.E18

Amount of Each Disbursement this Period

766.60

REIMBURSEMENT FOR TRAVEL

SUBTOTAL of Disbursements This Page (optional)..... ►

TOTAL This Period (last page this line number only)..... ►

2176.90

<input checked="" 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 type="checkbox"/>	28c	<input type="checkbox"/>	29	<input type="checkbox"/>	30b

Its Now or Never Inc.

A. Smith Capitol Strategies

Transaction ID : 20712.E17

Category/
Type

Disbursement For: ☐ Primary ☐ General
☐ Other (specify) ▼

1000.00

CONSULTING SERVICES

B.

Category/
Type

Disbursement For:

☐ Primary ☐ General

☐ Other (specify) ▼

C.

Category/
Type

Disbursement For:

☐ Primary ☐ General

☐ Other (specify) ▼

1000.00

3176.90

SCHEDULE B (FEC Form 3X)
ITEMIZED DISBURSEMENTSUse separate schedule(s)
for each category of the
Detailed Summary PageFOR LINE NUMBER:
(check only one)

PAGE 10 OF 11

<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 type="checkbox"/> 28c	<input checked="" type="checkbox"/> 29	<input type="checkbox"/> 30b

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)

Its Now or Never Inc.

Full Name (Last, First, Middle Initial)

A. Crossroads Media

Mailing Address 66 Canal Center Plaza, Suite 555

City
AlexandriaState
VAZip Code
22314-Purpose of Disbursement
MEDIA OPPOSING SEAN REYESUT AG RACE

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ PresidentDisbursement For: ☐ Primary ☐ General
☐ Other (specify) ▼

State: District:

Date of Disbursement

M M M	/	D D D	/	Y Y Y Y Y Y
06		14		2012

Transaction ID : 20712.E15

Amount of Each Disbursement this Period

140000.00

B.

Full Name (Last, First, Middle Initial)

Mailing Address

City

State

Zip Code

Purpose of Disbursement

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ PresidentDisbursement For: ☐ Primary ☐ General
☐ Other (specify) ▼

State: District:

Date of Disbursement

M M M	/	D D D	/	Y Y Y Y Y Y

Amount of Each Disbursement this Period

--

C.

Full Name (Last, First, Middle Initial)

Mailing Address

City

State

Zip Code

Purpose of Disbursement

Candidate Name

Office Sought: ☐ House
☐ Senate
☐ PresidentDisbursement For: ☐ Primary ☐ General
☐ Other (specify) ▼

State: District:

Date of Disbursement

M M M	/	D D D	/	Y Y Y Y Y Y

Amount of Each Disbursement this Period

--

SUBTOTAL of Disbursements This Page (optional).....▶

TOTAL This Period (last page this line number only).....▶

140000.00

140000.00

SCHEDULE E (FEC Form 3X)
ITEMIZED INDEPENDENT EXPENDITURES

 PAGE 11 OF 11
 FOR LINE 24 OF FORM 3X

NAME OF COMMITTEE (In Full) Its Now or Never Inc.	FEC IDENTIFICATION NUMBER ▼ <div style="border: 1px solid black; padding: 2px; display: inline-block;"> C C00519785 </div>
Check if <input type="checkbox"/> 24-hour report <input type="checkbox"/> 48-hour report <input type="checkbox"/> New report <input type="checkbox"/> Amends report filed on	

Full Name (Last, First, Middle Initial) of Payee Republic Strategies		Date <div style="border: 1px solid black; padding: 2px; display: inline-block;"> 05 / 25 / 2012 </div>
Mailing Address 111 E Dunlap 1-449		Amount <div style="border: 1px solid black; padding: 2px; display: inline-block;"> 506.80 </div>
City Phoenix	State AZ	
Purpose of Expenditure Voter contact	Category/ Type	Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: NV District: 04
Name of Federal Candidate Supported or Opposed by Expenditure: BARBARA CEGAVSKE		Check One: <input checked="" type="checkbox"/> Support <input type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought		Disbursement For: <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify)

Transaction ID : 20712.E9

Full Name (Last, First, Middle Initial) of Payee Republic Strategies		Date <div style="border: 1px solid black; padding: 2px; display: inline-block;"> 06 / 12 / 2012 </div>
Mailing Address 111 E Dunlap 1-449		Amount <div style="border: 1px solid black; padding: 2px; display: inline-block;"> 1500.00 </div>
City Phoenix	State AZ	
Purpose of Expenditure Voter contact	Category/ Type	Office Sought: <input checked="" type="checkbox"/> House <input type="checkbox"/> Senate <input type="checkbox"/> President State: NV District: 04
Name of Federal Candidate Supported or Opposed by Expenditure: BARBARA CEGAVSKE		Check One: <input checked="" type="checkbox"/> Support <input type="checkbox"/> Oppose
Calendar Year-To-Date Per Election for Office Sought		Disbursement For: <input checked="" type="checkbox"/> Primary <input type="checkbox"/> General 2012 <input type="checkbox"/> Other (specify)

Transaction ID : 20712.E13

(a) SUBTOTAL of Itemized Independent Expenditures.....	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> 2006.80 </div>
(b) SUBTOTAL of Unitemized Independent Expenditures	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> 0.00 </div>
(c) TOTAL Independent Expenditures.....	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> 2006.80 </div>

Under penalty of perjury I certify that the independent expenditures reported herein were not made in cooperation, consultation, or concert with, or at the request or suggestion of, any candidate or authorized committee or agent of either, or (if the reporting entity is not a political party committee) any political party committee or its agent.

Anthony J. Ferate

[Electronically Filed]

Date

10 / 03 / 2012

Signature

EXHIBIT 74

Rep Order# 7880398 Ver# 1 Mod# 0 Status Confirmed Traffic Order# 23663 Printed: 06/13/2012 10:52 AM 1 of 5
 Ecd Yes Last Received: 06/13/2012 10:20 AM
 Showing Buylines: All Lines

Station KSL-TV SALT LAKE CITY
 Advertiser () NOW OR NEVER
 Product NOW OR NEVER
 Estimate# 689
 Buyer Noelle Ramsey
 Phone#
 Fax#

Agency () CROSSROADS MEDIA LLC
 66 CANAL CENTER PLAZA, SUITE 555
 ALEXANDRIA, VA 22314
 Agency C/P1/P2/E 40/110/689
 Flight Dates 06/14/2012 - 06/26/2012
 Hiatus Weeks

Rep Firm
 Sales Office () WASHINGTON
 Salesperson () JAMIE ANDRUS
 Salesperson Phone# 202-872-1155
 Salesperson FAX#

---CONTRACT COMMENT---

*****NONDISCRIMINATION***** PARAGRAPHS 49 AND 50 OF THE UNITED STATES FEDERAL COMMUNICATIONS COMMISSION'S REPORT AND ORDER NO. 07-217 PROVIDES THAT BROADCAST STATIONS' ADVERTISING CONTRACTS WILL NOT DISCRIMINATE ON THE BASIS OF RACE OR ETHNICITY, AND MUST CONTAIN NONDISCRIMINATION CLAUSES. CONSISTENT WITH THIS ORDER, KATZ COMMUNICATIONS, INC. (INCLUDING ANY SUBSIDIARY OR DIVISION OF KATZ) DOES NOT DISCRIMINATE IN ANY BROADCAST ADVERTISING CONTRACT ON THE BASIS OF RACE OR ETHNICITY AND EVALUATES, NEGOTIATES AND COMPLETES ITS BROADCAST ADVERTISING CONTRACTS WITHOUT REGARD TO RACE OR ETHNICITY.

Ln	Day	Program	Time	Len	Dates	Spots/Week	Rate	Total Spots
1	F	KSL 5 NEWS TODAY	6A-7A	:30	06/15-06/15	1	\$450.00	1
Rating: 1.9								
2	M-F	KSL 5 NEWS TODAY	6A-7A	:30	06/18-06/22	5	\$450.00	5
Rating: 1.9								
Buyline Comment: 1/DAY								
7	M-TU	KSL 5 NEWS TODAY	6A-7A	:30	06/25-06/26	2	\$450.00	2
Rating: 1.9								
Buyline Comment: 1/DAY								
9	TH	TODAY SHOW 7-8A	7A-8A	:30	06/14-06/14	1	\$1,100.00	1
Rating: 2.7								
10	M-W,F	TODAY SHOW 7-8A	7A-8A	:30	06/18-06/22	4	\$1,100.00	4
Rating: 2.7								
Buyline Comment: 1/DAY								
14	M-TU	TODAY SHOW 7-8A	7A-8A	:30	06/25-06/26	2	\$1,100.00	2
Rating: 2.7								
Buyline Comment: 1/DAY								
16	TH-F	TODAY SHOW 8-9A	8A-9A	:30	06/14-06/15	2	\$600.00	2
Rating: 2.5								
Buyline Comment: 1/DAY								

Rep Order# 7880398 Ver# 1 Mod# 0 Status Confirmed Traffic Order# 23663 Printed: 06/13/2012 10:52 AM 2 of 5
 EC'd Yes Last Received: 06/13/2012 10:20 AM
 Showing Buylines: All Lines

Station KSL-TV SALT LAKE CITY
 Advertiser () NOW OR NEVER
 Product NOW OR NEVER
 Estimate# 689
 Buyer Noelle Ramsey
 Phone#
 Fax#

Agency () CROSSROADS MEDIA LLC
 66 CANAL CENTER PLAZA, SUITE 555
 ALEXANDRIA, VA 22314
 Agency C/P1/P2/E 40/110/689
 Flight Dates 06/14/2012 - 06/26/2012
 Hiatus Weeks

Rep Firm
 Sales Office () WASHINGTON
 Salesperson () JAMIE ANDRUS
 Salesperson Phone# 202-872-1155
 Salesperson FAX#

Ln	Day	Program	Time	Len	Dates	Spots/Week	Rate	Total Spots
18	TU-F	TODAY SHOW 8-9A	8A-9A	:30	06/19-06/22	4	\$600.00	4
Rating: 2.5								
Buyline Comment: 1/DAY								
22	M-TU	TODAY SHOW 8-9A	8A-9A	:30	06/25-06/26	2	\$600.00	2
Rating: 2.5								
Buyline Comment: 1/DAY								
24	SA	SATURDAY TODAY	5A-659A	:30	06/16-06/16	1	\$40.00	1
Rating: 0.7								
25	SA	SATURDAY TODAY	5A-659A	:30	06/23-06/23	1	\$40.00	1
Rating: 0.7								
26	SU	SUNDAY TODAY	7A-8A	:30	06/17-06/17	1	\$115.00	1
Rating: 0.9								
27	SU	SUNDAY TODAY	7A-8A	:30	06/24-06/24	1	\$115.00	1
Rating: 0.9								
28	SU	MEET THE PRESS	8A-9A	:30	06/17-06/17	1	\$150.00	1
Rating: 1.2								
29	SU	MEET THE PRESS	8A-9A	:30	06/24-06/24	1	\$150.00	1
Rating: 1.2								
30	SU	SUNDAY EDITION	9A-930A	:30	06/17-06/17	1	\$70.00	1
Rating: 1.3								
31	SU	SUNDAY EDITION	9A-930A	:30	06/24-06/24	1	\$70.00	1
Rating: 1.3								
32	TH-F	KSL 5 NEWS AT NOON	12P-1P	:30	06/14-06/15	2	\$235.00	2
Rating: 2.0								
Buyline Comment: 1/DAY								

Rep Order# 7880398 Ver# 1 Mod# 0 Status Confirmed Traffic Order# 23663 Printed: 06/13/2012 10:52 AM 3 of 5
 EC'd Yes Last Received: 06/13/2012 10:20 AM Showing Buylines: All Lines

Station KSL-TV SALT LAKE CITY
 Advertiser () NOW OR NEVER
 Product NOW OR NEVER
 Estimate# 689
 Buyer Noelle Ramsey
 Phone#
 Fax#

Agency () CROSSROADS MEDIA LLC
 66 CANAL CENTER PLAZA, SUITE 555
 ALEXANDRIA, VA 22314
 Agency C/P1/P2/E 40/110/689
 Flight Dates 06/14/2012 - 06/26/2012
 Hiatus Weeks

Rep Firm
 Sales Office () WASHINGTON
 Salesperson () JAMIE ANDRUS
 Salesperson Phone# 202-872-1155
 Salesperson FAX#

Ln	Day	Program	Time	Len	Dates	Spots/Week	Rate	Total Spots
34	M,W-TH	KSL 5 NEWS AT NOON	12P-1P	:30	06/18-06/21	3	\$235.00	3
Rating: 2.0		Buyline Comment: 1/DAY						
37	M-TU	KSL 5 NEWS AT NOON	12P-1P	:30	06/25-06/26	2	\$235.00	2
Rating: 2.0		Buyline Comment: 1/DAY						
39	TH-F	KSL 5 NEWS AT 6P	6P-630P	:30	06/14-06/15	2	\$800.00	2
Rating: 4.4		Buyline Comment: 1/DAY						
41	M,W-F	KSL 5 NEWS AT 6P	6P-630P	:30	06/18-06/22	4	\$800.00	4
Rating: 4.4		Buyline Comment: 1/DAY						
45	M-TU	KSL 5 NEWS AT 6P	6P-630P	:30	06/25-06/26	2	\$800.00	2
Rating: 4.4		Buyline Comment: 1/DAY						
47	TH-F	KSL 5 NEWS AT 630P	630P-7P	:30	06/14-06/15	2	\$650.00	2
Rating: 3.8		Buyline Comment: 1/DAY						
49	M-TU,TH-F	KSL 5 NEWS AT 630P	630P-7P	:30	06/18-06/22	4	\$650.00	4
Rating: 3.8		Buyline Comment: 1.DAY						
53	M	KSL 5 NEWS AT 630P	630P-7P	:30	06/25-06/25	1	\$650.00	1
Rating: 3.8								
54	TH-F	KSL 5 NEWS AT 10	10P-1035P	:30	06/14-06/15	2	\$2,500.00	2
Rating: 7.1		Buyline Comment: 1/DAY						

Station KSL-TV SALT LAKE CITY
 Advertiser () NOW OR NEVER
 Product NOW OR NEVER
 Estimate# 689
 Buyer Noelle Ramsey
 Phone#
 Fax#
 Agency () CROSSROADS MEDIA LLC
 66 CANAL CENTER PLAZA, SUITE 555
 ALEXANDRIA, VA 22314
 Agency C/P1/P2/E 40/110/689
 Flight Dates 06/14/2012 - 06/26/2012
 Hiatus Weeks
 Rep Firm
 Sales Office () WASHINGTON
 Salesperson () JAMIE ANDRUS
 Salesperson Phone# 202-872-1155
 Salesperson FAX#

Ln	Day	Program	Time	Len	Dates	Spots/Week	Rate	Total Spots
56	M-W,F	KSL 5 NEWS AT 10	10P-1035P	:30	06/18-06/22	4	\$2,500.00	4
Rating: 7.1								
Buyline Comment: 1/DAY								
60	M	KSL 5 NEWS AT 10	10P-1035P	:30	06/25-06/25	1	\$2,500.00	1
Rating: 7.1								
61	SA	KSL 5 NEWS AT 10 - SAT	10P-1035P	:30	06/16-06/16	1	\$1,700.00	1
Rating: 5.5								
62	SA	KSL 5 NEWS AT 10 - SAT	10P-1035P	:30	06/23-06/23	1	\$1,700.00	1
Rating: 5.5								
63	SU	KSL 5 NEWS AT 10 - SUN	10P-1035P	:30	06/17-06/17	1	\$3,800.00	1
Rating: 10.1								
64	SU	KSL 5 NEWS AT 10 - SUN	10P-1035P	:30	06/24-06/24	1	\$3,800.00	1
Rating: 10.1								
65	SA	COLD SQUAD	1A-2A	:30	06/23-06/23	1	\$20.00	1
Rating: 0.1								

---REPORT TOTALS---

Report Totals: 65 / \$57,965.00

---SALES MONTHLY TOTALS---

Jun 12: 53 / \$48,445.00 Jul 12: 12 / \$9,520.00
 Sales Totals: 65 / \$57,965.00
 Station Totals: 65 / \$57,965.00

Rep Order# 7880398 Ver# 1 Mod# 0 Status Confirmed Traffic Order# 23663 Printed: 06/13/2012 10:52 AM 5 of 5
 EC'd Yes Last Received: 06/13/2012 10:20 AM
 Showing Buylines: All Lines

Station KSL-TV SALT LAKE CITY
 Advertiser () NOW OR NEVER
 Product NOW OR NEVER
 Estimate# 689
 Buyer Noelle Ramsey
 Phone#
 Fax#
 Agency () CROSSROADS MEDIA LLC
 66 CANAL CENTER PLAZA, SUITE 555
 ALEXANDRIA, VA 22314
 Agency C/P1/P2/E 40/110/689
 Flight Dates 06/14/2012 - 06/26/2012
 Hiatus Weeks
 Rep Firm
 Sales Office () WASHINGTON
 Salesperson () JAMIE ANDRUS
 Salesperson Phone# 202-872-1155
 Salesperson FAX#

Lines not sent/rcld/rtrn: 0 / \$0.00

---COMPETITIVE---

Market Totals \$193,217

CABL 0%	KJZZ 0%	KSL 30%	KSTU 0%	KTVX 0%
KUCW 0%	KUTV 0%	UNKN 70%		

Books null
 Demos RA35+

AGREEMENT FORM FOR NON-CANDIDATE/ISSUE ADVERTISEMENTS

Station and Location:	Date:
------------------------------	--------------

I, Noelle Ramsey
do hereby request station time concerning the following issue:

It's Now Or Never Inc. 840 South Rancho Drive Suite 4175 Las Vegas, NV 89106 Treasurer: Anthony J. Ferate
--

Broadcast Length	Time of Day, Rotation or Package	Days	Class	Times per Week	Number of Weeks

Total Charges:

This broadcast time will be used by: It's Now Or Never Inc.

<p>Does the programming (in whole or in part) communicate a message relating to any political matter of national importance?</p> <p style="text-align: center;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </p>

For programming that communicates a message relating to any political matter of national importance, list the name of the legally qualified candidate(s) the programming refers to, the office(s) being sought and the date(s) of the election(s) (if applicable):

For programming that communicates a message relating to any political matter of national importance, attach Agreed Upon Schedule (Page 3)

I represent that the payment for the above described broadcast time has been furnished by:

Treasurer: Anthony J. Ferate

and you are authorized to announce the time as paid for by such person or entity. The entity furnishing the payment, if other than an individual person, is:

☐ a corporation;
 ☒ a committee
 ☐ an association;
 ☐ or other unincorporated group.

The names, offices, and addresses of the chief executive officers, directors, and/or authorized agents of the entity are named below (may be attached separately):

THIS STATION DOES NOT DISCRIMINATE OR PERMIT DISCRIMINATION ON THE BASIS OF RACE OR ETHNICITY IN THE PLACMENT OF ADVERTISING.

I agree to indemnify and hold harmless the station for any damages or liability, including reasonable attorney's fees, that may ensue from the broadcast of the above-requested advertisement(s). For the above-stated broadcast(s), I also agree to prepare a script, transcript, or tape, which will be delivered to the station at least _____ before the time of the scheduled broadcasts.

TO BE SIGNED BY ISSUE ADVERTISER

6/12/12 _____ Date	_____ Signature	703-299-1760 _____ Contact Phone Number
--------------------------	--------------------	---

TO BE SIGNED BY STATION REPRESENTATIVE

☐ Accepted
 ☐ Accepted in Part
 ☐ Rejected

_____ Signature	_____ Printed Name	_____ Title
--------------------	-----------------------	----------------

AGREED UPON SCHEDULE

For All Issue Advertisements That Communicate a Message Relating to Any Political Matter of National Importance

Broadcast Length	Time of Day, Rotation or Package	Days	Class	Times per Week	Number of Weeks

Total Charges:

AFTER AIRING OF BROADCASTS:

Attach invoices or Schedule Run Summary to this Form showing:

- (1) actual air time and charges for each spot;
- (2) the date(s), exact time(s) and reason(s) for Make-Good(s), if any; and
- (3) the amount of rebates given (identify exact date, time, class of broadcast and dollar amount for each rebate), if any.

Note: Because the FCC requires that the political file contain the actual times the spots air, that information should be included in the file as soon as possible. If that information is only generated monthly, the file should include the name of a contact person who can provide the times that specific spots aired.

EXHIBIT 75

AGREEMENT FORM FOR NON-CANDIDATE/ISSUE ADVERTISEMENTS

Station and Location:	Date:
------------------------------	--------------

I, Noelle Ramsey
do hereby request station time concerning the following issue:

It's Now Or Never Inc. 840 South Rancho Drive Suite 4175 Las Vegas, NV 89106 Treasurer: Anthony J. Ferate
--

Broadcast Length	Time of Day, Rotation or Package	Days	Class	Times per Week	Number of Weeks

Total Charges:

This broadcast time will be used by: It's Now Or Never Inc.

Does the programming (in whole or in part) communicate a message relating to any political matter of national importance?	
<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

For programming that communicates a message relating to any political matter of national importance, list the name of the legally qualified candidate(s) the programming refers to, the office(s) being sought and the date(s) of the election(s) (if applicable):

For programming that communicates a message relating to any political matter of national importance, attach Agreed Upon Schedule (Page 3)

I represent that the payment for the above described broadcast time has been furnished by:

Treasurer: Anthony J. Ferate

and you are authorized to announce the time as paid for by such person or entity. The entity furnishing the payment, if other than an individual person, is:

☐ a corporation; ☒ a committee ☐ an association; ☐ or other unincorporated group.

The names, offices, and addresses of the chief executive officers, directors, and/or authorized agents of the entity are named below (may be attached separately):

THIS STATION DOES NOT DISCRIMINATE OR PERMIT DISCRIMINATION ON THE BASIS OF RACE OR ETHNICITY IN THE PLACMENT OF ADVERTISING.

I agree to indemnify and hold harmless the station for any damages or liability, including reasonable attorney's fees, that may ensue from the broadcast of the above-requested advertisement(s). For the above-stated broadcast(s), I also agree to prepare a script, transcript, or tape, which will be delivered to the station at least _____ before the time of the scheduled broadcasts.

TO BE SIGNED BY ~~ISSUE~~ ADVERTISER

6/12/12
Date


Signature

703-299-1760
Contact Phone Number

TO BE SIGNED BY STATION REPRESENTATIVE

☐ Accepted ☐ Accepted in Part ☐ Rejected

Signature Printed Name Title

AGREED UPON SCHEDULE

For All Issue Advertisements That Communicate a Message Relating to Any Political Matter of National Importance

Broadcast Length	Time of Day, Rotation or Package	Days	Class	Times per Week	Number of Weeks

Total Charges:

AFTER AIRING OF BROADCASTS:

Attach invoices or Schedule Run Summary to this Form showing:

- (1) actual air time and charges for each spot;
- (2) the date(s), exact time(s) and reason(s) for Make-Good(s), if any; and
- (3) the amount of rebates given (identify exact date, time, class of broadcast and dollar amount for each rebate), if any.

Note: Because the FCC requires that the political file contain the actual times the spots air, that information should be included in the file as soon as possible. If that information is only generated monthly, the file should include the name of a contact person who can provide the times that specific spots aired.

EXHIBIT 76

From: Mike Chase <mchase@chasemg.com>
Sent time: Friday, June 15, 2012 10:59:29 AM
To: Jason Powers <jpowers@guidantstrategies.com>; Steve Grand <stevegrand@gmail.com>; John Swallow <johneswallow@gmail.com>; Greg Powers <greg@guidantstrategies.com>
Subject: Fwd: It's Now or Never
Attachments: KNRS-FM 2012_06_14 18_29_21 Now Of Never - Against Sean Reyes.wav

----- Forwarded message -----

From: **Natalie Johnson** <njohnson@chasemg.com>
Date: Fri, Jun 15, 2012 at 10:20 AM
Subject: It's Now or Never
To: Mike Chase <mchase@chasemg.com>

I downloaded the It's Now Or Never ad as a wave file. Let me know if this doesn't work and I will type it out for you.

It's Now or Never was on KSL 12 times so far. They started running yesterday.

6/14/2012 06:41:30 AM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2061
6/14/2012 08:24:35 AM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2061
6/14/2012 09:53:49 AM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	59 seconds	60 seconds	⌘ true	2061
6/14/2012 11:34:45 AM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2061
6/14/2012 12:56:23 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	59 seconds	60 seconds	⌘ true	2061
6/14/2012 02:47:58 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2061
6/14/2012 03:56:31 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2061
6/14/2012 04:57:44 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	59 seconds	60 seconds	⌘ true	2061
6/14/2012 06:14:38 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	59 seconds	60 seconds	⌘ true	2061
6/15/2012 06:43:01 AM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2061
6/15/2012 07:52:01 AM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2061
6/15/2012 08:52:18 AM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	

And they were on KNRS 6 times, starting yesterday as well.

6/14/2012 10:26:09 AM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	59 seconds	60 seconds	⌘ true	2062
6/14/2012 02:53:37 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2062
6/14/2012 03:06:06 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds	⌘ true	2062
6/14/2012 04:48:20 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	59 seconds	60 seconds	⌘ true	2062
6/14/2012 05:52:00 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	58 seconds	60 seconds	⌘ true	2062
6/14/2012 06:29:21 PM	Now Of Never - Against Sean Reyes	Now Of Never Inc	Political Advertising	60 seconds	60 seconds		

Natalie D. Johnson
Executive Secretary
Chase Media Group

o 801.768.2286
f 801.768.2666
njohnson@chasemg.com

EXHIBIT 77

From: John Swallow <johneswallow@gmail.com>
Sent time: Thursday, June 21, 2012 10:51:16 AM
To: Jason Powers <jpowers@guidantstrategies.com>
Cc: Jessica Fawson <jessiefawson@gmail.com>; Jonathan Wilcox <jwilcox@multiplicity.tv>
Subject: Re: DRAFT: Campaign Repsonse to KSL Interview Request About Radio Ads

Looks good.

On Jun 21, 2012 10:48 AM, "Jason Powers" <jpowers@guidantstrategies.com> wrote:

Jessie should talk about this, "The campaign did not authorize these ads; John Swallow has never heard them. However, we're appalled by the Super PAC run by Democrats in support of Sean Reyes sending out 30,000 false last-minute mailers, filled with unsubstantiated rumor and innuendo about John Swallow. Moreover, it's hypocritical of Sean Reyes to complain while his own negative TV commercials are attacking John Swallow for having previously been a conservative legislator, who cut taxes and passed legislation protecting property owners."

-- Jason

Tel. 425.941.5000

<----->

This message is for the use of the intended recipient only and may contain information that is privileged and confidential. If you are not the intended recipient any disclosure, copying, future distribution, or use of this communication is prohibited. If you have received this communication in error, please advise us by return e-mail, or if you have received this communication by fax advise us by telephone and delete/destroy the document.

Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 20006
Tel. 202.681.5003
www.GuidantStrategies.com

EXHIBIT 78

[CLICK HERE to print this page](#)



Mysterious ads, slander allegations plague attorney general's race

June 21, 2012



SALT LAKE CITY — The GOP race for Utah attorney general is becoming one of the dirtiest in years.

Candidate Sean Reyes calls ads from a mysterious outside group defamatory, and he's trying to put a stop to them. In the meantime, his opponent's campaign says they had nothing to do with it.

The ads are being shown and heard all over Utah's airwaves, implying Reyes is unethical. Reyes calls it a smear campaign, which is damaging his reputation.

"It stinks, and that's why people are real turned off by politics," he said Thursday.

Late that same afternoon, his attorney sent a letter to KSL and other broadcasters, saying the ads are "defamatory" and demanding stations stop airing time or face legal action.

"Not only do they distract, but they destroy in the meantime," Reyes said. "They destroy people's reputations, and that's very, very troublesome."

Utah's elections director said his office could find no basis for the alleged impropriety referred to in the ad. "We reviewed it. We didn't see any violations of the statute," Mark Thomas said.

The group behind the ad is a Nevada-based SuperPAC, which is linked with other Republican operatives around the country in a group called It's Now or Never, Inc.

A loophole in the law allows the SuperPAC to spend unlimited amounts of money, without disclosing who is paying for it. It's an exploding problem, according to political observers.

"SuperPACs (are) not accountable; and they're only built for one thing, and that's to tear someone down," said Kirk Jowers, director of the Hinckley Institute of Politics at the University of Utah.

The Nevada-based group spent more than \$70,000 on the ads on KSL TV and KSL Radio. But Reyes' opponent's campaign managers maintain they had nothing to do with it.

"We had nothing to do with those ads, and we're actually really proud of the fact we've been running a really positive campaign from the very beginning," said Jessica Fawson, manager of the John Swallow campaign.

KSL asked to speak with the candidate Swallow himself, but we were told he was unavailable. At first it was because of a family trip, and then Fawson told us he was "dealing with issues" related to the special session of the Utah Legislature, held Wednesday.

KSL's attorneys are currently reviewing the cease and desist letter. But the timing of all of this is not insignificant: the Utah primary is just five days away now, Tuesday, June 26.

EXHIBIT 79

From: [Steven Thomson](#)
To: [Patrick J. Kelkar](#)
Subject: Fw: push poll
Date: Friday, December 13, 2013 1:52:52 PM

Dear Mr. Kelkar,

This is a copy of the email I sent to Sean Reyes on April 13, 2012. My phone records from that date might show who placed the call to me. The phone number I would have received the call on would be 801-537-7644. If you would like me to request records from the telephone company I would be happy to comply.

Sincerely, Steven Thomson

----- Original Message -----

From: [Steven Thomson](#)
To: info@seanreyes.com
Sent: Friday, April 13, 2012 7:11 PM
Subject: push poll

Dear Mr. Reyes,

I just got off the phone from taking what was obviously a push poll for the Swallow campaign. I thought you would want to know that they are making the most outrageous charges against you, everything from not following campaign laws to throwing eggs at cars and calling mexicans brown people.

I wish I could tell you the name of the polling firm but at least you should know how low Swallow is willing to go to win.

I know you are working hard in your campaign and I wish you the best.

Sincerely, Steven Thomson

EXHIBIT 80

From: Jason Powers <jasoncpowers@gmail.com>
Sent: Tuesday, April 19, 2011 12:07 PM
To: John Swallow <johneswallow@gmail.com>
Subject: Brad Daw

Brad Daw knows we after him. Somebody at the legislative office told him I ordered his voting history.

-- Jason
Tel.425.941.5000

EXHIBIT 81

**CORRECTED MINUTES OF THE HOUSE BUSINESS AND LABOR
STANDING COMMITTEE
Room 450, State Capitol
February 15, 2012**

Members Present: Rep. Jim Dunnigan, Chair
Rep. Dixon Pitcher, Vice Chair
Rep. Jim Bird
Rep. Derek Brown
Rep. Brian Doughty
Rep. Susan Duckworth
Rep. Gage Froerer
Rep. Don Ipson
Rep. Todd Kiser
Rep. Brad Last
Rep. Michael Morley
Rep. Curt Webb
Rep. Larry Wiley
Rep. Brad Wilson

Staff Present: Mr. Bryant Howe, Assistant Director
Ms. Rosemary Young, Committee Secretary

Note: List of visitors and a copy of handouts are filed with committee minutes.

Chair Dunnigan called the meeting to order at 8:09 a.m.

MOTION: Rep. Kiser moved to approve the minutes of the February 13, 2012 meeting. The motion passed unanimously with Rep. Brown, Rep. Duckworth, Rep. Last, Rep. Morley, and Rep. Wiley absent for the vote.

H.B. 272 Pilot Program for Coverage for Autism Spectrum Disorders (*Rep. R. Menlove*)

MOTION: Rep. Kiser moved to return H.B. 272 to Rules Committee. The motion passed unanimously with Rep. Brown, Rep. Morley, and Rep. Wiley absent for the vote.

Chair Dunnigan relinquished the chair to Vice Chair Pitcher.

H.B. 459 Amendments to Deferred Deposit Lending (*Rep. J. Dunnigan*)

MOTION: Rep. Dunnigan moved to replace H.B. 459 with 1st Substitute H.B. 459. The motion passed unanimously with Rep. Brown and Rep. Wiley absent for the vote.

Rep. Dunnigan explained the bill to the committee assisted by Frank Pignanelli, Utah Consumer Lending, and Paul Allred, Department of Financial Institutions.

Spoke against the bill: Dr. Allen Young, citizen

MOTION: Rep. Dunnigan moved to amend 1st Substitute H.B. 459 as follows:

1. Page 5, Lines 119 through 130:

119 [~~(v)~~] (iv) the total number of deferred deposit loans rescinded by the deferred deposit
120 lender at the request of the customer pursuant to Subsection 7-23-401(3)(b);
121 [~~(vi)~~ the percentage of deferred deposit loans extended by the deferred deposit lender
122 that are not paid in full by 10 weeks after the day on which the deferred deposit loan is
123 executed, and]
124 {+} {~~(vii)~~} (v) of the persons to whom the deferred deposit lender
 extended a deferred deposit
125 loan, the percentage that entered into an extended payment plan under Section
 7-23-403. {+}
126 {~~(v)~~} (vi) the total dollar amount of deferred deposit loans rescinded by the
 deferred deposit
127 lender at the request of the customer pursuant to Subsection 7-23-401(3)(b);
128 {~~(vi)~~} (vii) the average annual percentage rate charged on deferred deposit
 loans; and
129 {~~(vii)~~} (viii) the total number of extended payment plans entered into under
 Section 7-23-403
130 by the deferred deposit lender.

The motion passed unanimously.

MOTION: Rep. Last moved to transmit 1st Substitute H.B. 459 with a favorable recommendation. The motion passed with Rep. Doughty voting in opposition.

Chair Dunnigan resumed the chair.

H.B. 164 Trust Deed Foreclosure Changes (Rep. L. Christensen)

This bill was not heard.

H.B. 325 Motor Fuel Marketing Act Reauthorization (Rep. D. Ipson)

This bill was not heard.

H.B. 66 Deferred Deposit Lending Amendments (*Rep. B. Daw*)

MOTION: Rep. Bird moved to replace H.B. 66 with 2nd Substitute H.B. 66. The motion passed unanimously.

Rep. Daw explained the bill to the committee and invited Paul Allred, Department of Financial Institutions to speak to the bill.

Spoke for the bill: Alan Blackham, citizen
 Judy Cox, citizen

Spoke against the bill: Kip Cashmore, USA Cash Services.

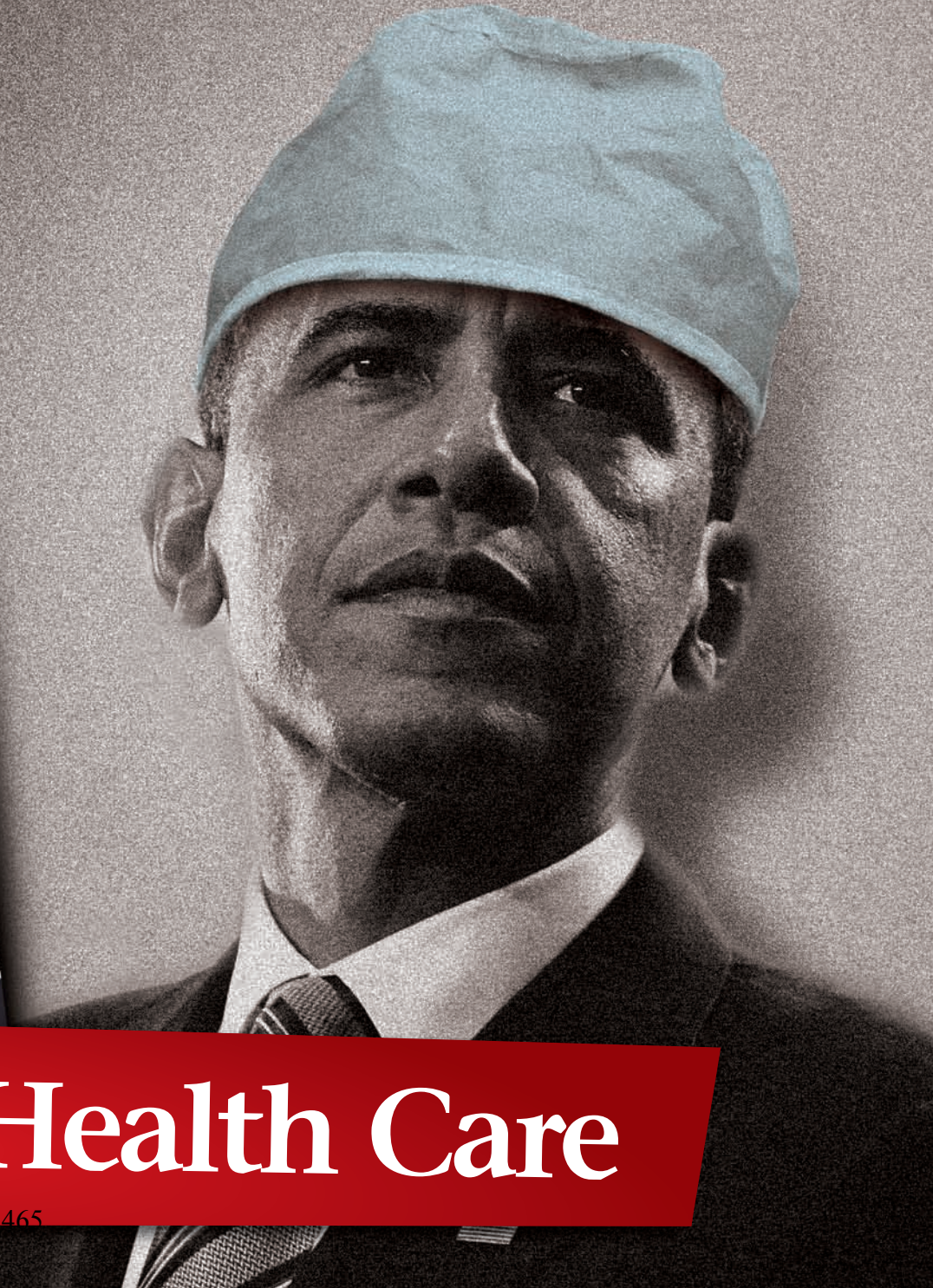
MOTION: Rep. Wilson moved to adjourn. The motion passed unanimously.

Rep. Dunnigan adjourned the meeting at 10:03 a.m.

Rep. James Dunnigan, Chair

EXHIBIT 82

Brad Daw and
Barack Obama
have something
in common:





Government Health Care

STOP BRAD DAW

Your State Representative, Brad Daw, sponsored a health care bill similar to ObamaCare.



	Imposes Individual Mandates Forces you to buy insurance.	Levies Fines Assesses fines and tax penalties on families for non-compliance.	Increases Government Spending Requires more of your tax dollars to monitor and enforce compliance.	Inflicts Legal Penalties Makes it a misdemeanor crime to not buy insurance.
 Brad Daw (R) DawCare H.B.141*	YES	YES \$1,560 to \$2,760 a year for the average family of four	YES	YES Up to 6 Months in Jail Class B Misdemeanor
 Barack Obama (D) ObamaCare	YES	YES \$300 to \$1,620 a year for the average family of four	YES	NO

STOP DawCare!

STOP Government Health Care!

*DawCare H.B.141 (UT-2007) <http://le.utah.gov/~2007/bills/hbillint/hb0141.htm>

EXHIBIT 83

**Home > Utah 2012 > Contributions to LAYTON, DANA From PROPER ROLE OF GOVERNMENT DEFENSE FUND**

Total number of records: 2

Total amount: \$3,828

More Tools

Results: 1-2 of 2



Contributor Industry	Recipient Name	Location	↓Amount↓	Date
PROPER ROLE OF GOVERNMENT DEFENSE FUND <i>Uncoded</i>	LAYTON, DANA	SALT LAKE CITY, UT	\$2,074	06/18/2012
PROPER ROLE OF GOVERNMENT DEFENSE FUND <i>Uncoded</i>	LAYTON, DANA	SALT LAKE CITY, UT	\$1,754	06/25/2012

http://www.followthemoney.org/database/StateGlance/contributor_details.phtml?c=146470&d=1825614728

833 N. Last Chance Gulch -- Helena, MT 59601

Phone: (406) 449-2480 | (406) 457-2091 (fax)

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EXHIBIT 84

STOP BRAD DAW

Direct mail campaigns can be especially effective in the small voting universes present in local legislative races. Representative Brad Daw was a popular incumbent. Polling at the beginning of the race showed him with more than a 4:1 favorable to unfavorable image, as well as more than a 25-point lead over his opponent. These mailers were instrumental in turning the tide in just over a month and defeating Brad Daw by nearly ten percentage points.

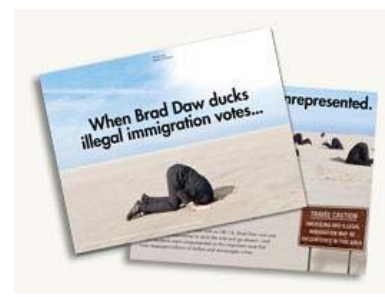


EXHIBIT 85

From: Renae Cowley <renae@guidantstrategies.com>
Sent time: Monday, October 08, 2012 11:38:46 AM
To: Jason Powers <jpowers@guidantstrategies.com>; John Swallow <johneswallow@gmail.com>
Subject: Swallow to State Party Fundraising
Attachments: Swallow to State Party Fundraising.xlsx

Attached.

—
Renae Cowley
c.801.529.3209

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Guidant Strategies
1776 I Street, NW, Suite 900
Washington, DC 20006
Tel.202.681.5003
www.GuidantStrategies.com

	A	B	C	D
1				
2	DONATIONS			
3	9/14/2012	Elevate Consulting International, Inc (via Garrett Robins)	Check	\$3,000
4	10/1/2012	Internet Business specialists (via Jon Bish)	Check	\$5,000
5	10/2/2012	Bennett, Tueller, Johnson & Deere (via steve bennett)	Check	\$2,000
6	10/2/2012	Warner Diabetic, LLC (via Steve Bennett)	Check	\$2,000
7	10/8/2012	James Melissa Carnes	Check	\$1,500
8	10/8/2012	David and Nichole Johnson	Check	\$2,500
9	8/31/2012	Jim Pack	Check	\$5,000
10	9/30/2012	Richard Rawle	Check	\$20,000
11	EXPECTED THIS WEEK	Rob Butler	Check	\$5,000
12			TOTAL	\$46,000
13				
14	EXPENSES			
15		Billboards		\$3,000
16		Florida Sponsorship		\$10,000
17		Contribution before Aug 31 deadline		\$5,000
18		Montana State Republican Party Donation		\$10,000
19		Polls for state legislative races		\$1,800
20			TOTAL	\$29,800

EXHIBIT 86

The Salt Lake Tribune

Attorney general's race heats up during debate

Sharp disagreements emerge over payday lender regulations and the fight over control of public lands.

BY DAVID MONTERO

THE SALT LAKE TRIBUNE

PUBLISHED: OCTOBER 17, 2012 10:01AM

UPDATED: FEBRUARY 7, 2013 11:31PM

Attorney general candidate Dee Smith at a debate Tuesday blasted payday lenders as “predatory” and took a swipe at lobbyists who helped lawmakers defeat legislation that would’ve made it a bit easier for borrowers to defend against collection lawsuits.

“We need to do more to protect citizens who are disadvantaged and are struggling to make ends meet,” Smith, a Democrat and Weber County Attorney, said. “And I think payday loans take advantage of those citizens.”

John Swallow, a Republican, chief deputy attorney general and former lobbyist for the payday lending industry, disagreed. He said the attorney general should only investigate if laws are being broken — otherwise they should be “left alone.”

“I believe that individuals have the right to secure credit where it makes sense for them,” Swallow said. “People ought to have that privilege to decide whether they want to borrow money on a credit card, they want to borrow money on a car, on a house or borrow money in an unsecured fashion from a regulated payday lender.”

The clash — before a crowd of about 120 people at the event sponsored by the Salt Lake Rotary Club — was just the second debate between the candidates.

Smith’s dig at payday lending lobbyists referred to a bill sponsored this year by Sen. Ben McAdams, D-Salt Lake City, that would’ve prevented payday lenders from filing lawsuits against borrowers in distant counties. The bill, SB110, was killed in a committee headed by Sen. John Valentine, R-Provo, and a backer of Swallow.

“These are people who don’t often have transportation and they want to make it more difficult for them to have access to our court system,” Smith said. “The legislation had good support until the lobbyists came by and killed it. We need to do more to protect citizens who are disadvantaged.”

Swallow defended the industry, saying such lenders can only earn interest on the first 10 weeks of the loan and that they are regulated by the Utah Department of Financial Institutions.

“If elected, what I would do is make sure that anybody in business is following the rules and regulations put in place by the policymakers — which is the Legislature,” Swallow, a former lawmaker, said.

Swallow was also put on the defensive by questions about campaign fundraising — a prickly area where he has outraised Smith by an almost 25-to-1 ratio by scooping up \$1.2 million.

It’s an area Smith has been especially critical of and said collecting so much money creates conflicts of interest.

“This is, in general, a troubling area to me,” Smith said. “The Attorney General’s Office to me has to be independent.”

But Swallow noted Smith didn’t have a high-profile primary fight to get to the general election.

“Unlike my opponent, I had to go through a convention cycle, which cost me about \$300,000 to get through that,” Swallow said. “And then a primary cycle to get the nomination, which cost me about \$600,000.”

Swallow also said “you have to have integrity to be in office” and that “you’re not selling fire insurance when you accept a contribution from someone.”

The two also differed on Utah’s role in filing lawsuits against the federal government.

Smith said a plan to sue the federal government over control of millions of acres is just a message bill and that even if the state could take over the two-thirds of Utah’s land mass that is owned by the federal government, the state would have to absorb the \$300 million cost of maintaining that property. Add in costs to fight wildfires and Smith said it would force the state to auction off the areas.

“There is no way to recoup that amount of money as a state without selling those lands and exploiting them to the point where we



Al Hartmann | Tribune file photo John Swallow, Utah Chief Deputy Attorney General, says payday lenders are appropriately regulated in the state — an area of disagreement with his Democratic rival in the election for attorney general.

won't be able to enjoy them," he said. "I don't want to live in a state that's locked up with 'No trespassing' signs everywhere I go."

The attempt to get the land back — and eventually go to court — was passed by the Legislature this year in HB148 and was signed by Gov. Gary Herbert. But legislative attorneys said the law is likely unconstitutional.

Swallow said that he wouldn't file a lawsuit if it had "zero chance of moving the needle on an important policy issue" but said the Attorney General's Office is still reviewing its options. But getting the land has been a cornerstone issue for Swallow and he said it would allow the state to tap into natural resources, create jobs and fund education.

"If we create more jobs and create more incomes, we'll create more revenues for education," Swallow said.

dmontero@sltrib.com

Twitter: @davemontero

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EXHIBIT 87

CLOSED

**US District Court Electronic Case Filing System
District of Utah (Central)
CIVIL DOCKET FOR CASE #: 2:11-cv-00271-BSJ**

Bell et al v. Countrywide Bank NA et al
Assigned to: Judge Bruce S. Jenkins
Case in other court: 3rd District, Salt Lake County, 110905852
Cause: 28:1441 Notice of Removal

Date Filed: 03/22/2011
Date Terminated: 02/26/2013
Jury Demand: Defendant
Nature of Suit: 430 Banks and Banking
Jurisdiction: Federal Question

Plaintiff

Timothy R. Bell
an individual

represented by **Abraham C. Bates**
LAW OFFICES OF ABRAHAM C BATES
2825 E COTTONWOOD PKWY STE 500
SALT LAKE CITY, UT 84121-7055
(801)990-3425
Email: abe@slclawfirm.com
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Steven D. Crawley
PO BOX 901468
SANDY, UT 84090-1468
(801)580-3222
Email: steve@bostwickprice.com
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Nariman Noursalehi
WASATCH ADVOCATES
4525 WASATCH BLVD STE 300
SALT LAKE CITY, UT 84124
(801) 662-0082

Taralyn A. Jones
LEGAL SOLUTIONS PC
7070 S UNION PARK AVE STE 370
MIDVALE, UT 84047
(801)256-6898
Email: tj2282@gmail.com
TERMINATED: 10/27/2011
ATTORNEY TO BE NOTICED

Plaintiff

Jennifer Bell
an individual

represented by **Abraham C. Bates**
(See above for address)
LEAD ATTORNEY

ATTORNEY TO BE NOTICED

Steven D. Crawley

(See above for address)

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

Nariman Noursalehi

(See above for address)

ATTORNEY TO BE NOTICED

Taralyn A. Jones

(See above for address)

TERMINATED: 10/27/2011

ATTORNEY TO BE NOTICED

V.

Intervenor Plaintiff

State of Utah

represented by **Jerrold S. Jensen**

UTAH ATTORNEY GENERAL'S OFFICE

(160-140857)

160 E 300 S

PO BOX 140857

SALT LAKE CITY, UT 84114-0857

(801)366-0350

Email: jerroldjensen@utah.gov

TERMINATED: 12/04/2012

LEAD ATTORNEY

ATTORNEY TO BE NOTICED

Thomas D. Roberts

UTAH ATTORNEY GENERAL'S OFFICE

(160-140857)

160 E 300 S

PO BOX 140857

SALT LAKE CITY, UT 84114-0857

(801)366-0353

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V.

Defendant

Countrywide Bank NA
a Delaware corporation
doing business as
Bank of America

represented by **Brian E. Pumphrey**
MCGUIRE WOODS LLP (RICHMOND)
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Email: pchang@mcguirewoods.com
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

BAC Home Loans Servicing
a Texas limited partnership

represented by **Brian E. Pumphrey**
(See above for address)
LEAD ATTORNEY

PRO HAC VICE
ATTORNEY TO BE NOTICED

Philip D. Dracht
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Amy Miller
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Philip C. Chang
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

**Mortgage Electronic Registration
Systems**
a Delaware corporation
TERMINATED: 09/21/2011

represented by **Philip D. Dracht**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Amy Miller
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

Bank of New York Mellon
TERMINATED: 09/21/2011
formerly known as
Bank of New York as Trustee for the
Benefit of the Certificate Holders, Cwalt
TERMINATED: 09/21/2011

represented by **Philip D. Dracht**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Amy Miller
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Philip C. Chang
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

Alternative Loan Trust 2007-0A6
TERMINATED: 02/21/2012

represented by **Philip D. Dracht**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Philip C. Chang
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

Mortgage Pass Through Certificates
TERMINATED: 09/21/2011

represented by **Philip D. Dracht**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Amy Miller
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

Series 2007-0A6
a Delaware Corporation
TERMINATED: 02/21/2012

represented by **Philip D. Dracht**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Amy Miller
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

Recontrust Company NA
a national association

represented by **Brian E. Pumphrey**
(See above for address)
LEAD ATTORNEY
PRO HAC VICE
ATTORNEY TO BE NOTICED

Philip D. Dracht
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Amy Miller
(See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

Stuart T. Matheson
a licensed Utah attorney
TERMINATED: 09/21/2011

represented by **Philip D. Dracht**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Amy Miller
 (See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Philip C. Chang
 (See above for address)
PRO HAC VICE
ATTORNEY TO BE NOTICED

Defendant

Bodell-Van Drimmelen & Associates
a Utah Company
TERMINATED: 09/21/2011
doing business as
 Bodell-Van Drimmelen Residential
 Appraisers
TERMINATED: 09/21/2011

represented by **Shawn McGarry**
 KIPP & CHRISTIAN
 10 EXCHANGE PLACE FOURTH FL
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LEAD ATTORNEY

V.

Intervenor Defendant

Recontrust Company NA
a national association

represented by **Brian E. Pumphrey**
 (See above for address)
LEAD ATTORNEY
PRO HAC VICE
ATTORNEY TO BE NOTICED

Date Filed	#	Docket Text
03/22/2011	<u>1</u>	Case has been indexed and assigned to Judge Dee Benson. Plaintiffs Jennifer Bell, Timothy R. Bell is directed to E-File the <u>Notice of Removal and cover sheet</u> (found under Complaints and Other Initiating Documents) and pay the filing fee of \$ 350.00 by the end of the business day. NOTE: The court will not have jurisdiction until the opening document is electronically filed and the filing fee paid in the CM/ECF system. (lnp) (Entered: 03/22/2011)
03/22/2011	<u>2</u>	NOTICE OF REMOVAL from 3rd District Court Salt Lake County, case number 11090-5852, (Filing fee \$ 350, receipt number 1088-1316599), filed by Recontrust Company NA, Mortgage Pass Through Certificates, Bank of New York Mellon,

		Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Stuart T. Matheson, Mortgage Electronic Registration Systems, Series 2007-0A6, Countrywide Bank NA. (Attachments: # 1 Exhibit A, # 2 Exhibit B, # 3 Exhibit C, # 4 Exhibit D, # 5 Exhibit E, # 6 Civil Cover Sheet) Assigned to Judge Dee Benson (Dracht, Philip) (Entered: 03/22/2011)
03/22/2011	3	NOTICE OF ADR, e-mailed or mailed to Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6, Plaintiffs Jennifer Bell, Timothy R. Bell. (lnp) (Entered: 03/22/2011)
03/24/2011	4	NOTICE of Appearance by Abraham C. Bates on behalf of Jennifer Bell, Timothy R. Bell (Bates, Abraham) (Entered: 03/24/2011)
03/25/2011	5	AMENDED COMPLAINT against All Defendants. <i>New Defendants: Bodell-Van Drimmelen Associates.</i> , filed by Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Exhibit 1 - 5, # 2 Exhibit 6 - 10, # 3 Exhibit 11 - 15, # 4 Exhibit 16 - 20) (Bates, Abraham) (Entered: 03/25/2011)
03/28/2011	6	Ex Parte (Not Sealed) MOTION for Temporary Restraining Order, MOTION for Preliminary Injunction filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Text of Proposed Order)(Bates, Abraham) (Entered: 03/28/2011)
03/28/2011	7	MEMORANDUM in Support re 6 Ex Parte (Not Sealed) MOTION for Temporary Restraining Order MOTION for Preliminary Injunction filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Exhibit 1 - 4)(Bates, Abraham) (Entered: 03/28/2011)
03/28/2011	8	CERTIFICATE of Counsel re 7 Memorandum in Support of Motion, 6 Ex Parte (Not Sealed) MOTION for Temporary Restraining Order MOTION for Preliminary Injunction by Abraham C. Bates for Plaintiffs Jennifer Bell, Timothy R. Bell (Bates, Abraham) (Entered: 03/28/2011)
03/28/2011	9	Plaintiff's MOTION to Remand to State Court Third Judicial District Court, Salt Lake County, State of Utah filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Text of Proposed Order)(Bates, Abraham) (Entered: 03/28/2011)
03/28/2011	10	Plaintiff's MEMORANDUM in Support re 9 Plaintiff's MOTION to Remand to State Court Third Judicial District Court, Salt Lake County, State of Utah filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Exhibit Exhibit 1, # 2 Exhibit Exhibit 2, # 3 Exhibit Exhibit 3, # 4 Exhibit Exhibit 4, # 5 Exhibit Exhibit 5)(Bates, Abraham) (Entered: 03/28/2011)
03/29/2011	11	ORDER OF RECUSAL Judge Dee Benson recused. Case reassigned to Judge Dale A. Kimball for all further proceedings. Signed by Judge Dee Benson on 03/26/2011. (asp) (Entered: 03/29/2011)
03/29/2011	12	CORPORATE DISCLOSURE STATEMENT under FRCP 7.1 filed by Defendants BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Recontrust Company NA. (Dracht, Philip) (Entered: 03/29/2011)
03/29/2011	13	NOTICE of Appearance by Taralyn A. Jones on behalf of Jennifer Bell, Timothy R. Bell (rlr) (Entered: 03/30/2011)

03/30/2011	14	Stipulated MOTION for Extension of Time to File Answer re 5 Amended Complaint, filed by Defendants BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Attachments: # 1 Text of Proposed Order)(Dracht, Philip) (Entered: 03/30/2011)
03/30/2011		Judge Tena Campbell added. Judge Dale A. Kimball no longer assigned to case (alt) (Entered: 03/30/2011)
03/30/2011	15	ORDER OF RECUSAL: Judge Dale A. Kimball recused. <u>Case reassigned to Judge Tena Campbell for all further proceedings.</u> Signed by Judge Dale A. Kimball on 3/30/11 (alt) (Entered: 03/30/2011)
03/31/2011		Judge Bruce S. Jenkins added. <u>Judge Tena Campbell no longer assigned to case</u> (alt) (Entered: 03/31/2011)
03/31/2011	16	ORDER OF RECUSAL: Judge Tena Campbell recused. <u>Case reassigned to Judge Bruce S. Jenkins for all further proceedings.</u> Signed by Judge Tena Campbell on 3/30/11 (alt) (Entered: 03/31/2011)
04/01/2011	17	MOTION for Admission Pro Hac Vice of Amy Miller, Registration fee \$ 15, receipt number 1088-1324020, filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Attachments: # 1 Exhibit A, # 2 Exhibit B, # 3 Text of Proposed Order)(Dracht, Philip) (Entered: 04/01/2011)
04/01/2011	18	MOTION for Admission Pro Hac Vice of Phillip Chang, Registration fee \$ 15, receipt number 1088-1324028, filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Attachments: # 1 Exhibit A, # 2 Exhibit B, # 3 Text of Proposed Order)(Dracht, Philip) (Entered: 04/01/2011)
04/01/2011	19	ERRATA to 17 MOTION for Admission Pro Hac Vice of Amy Miller, Registration fee \$ 15, receipt number 1088-1324020, filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6 <i>Exhibit B</i> . (Attachments: # 1 Exhibit B)(Dracht, Philip) (Entered: 04/01/2011)
04/05/2011	20	ORDER granting 17 Motion for Admission Pro Hac Vice of Amy Miller for BAC Home Loans Servicing,Amy Miller for Bank of New York Mellon,Amy Miller for Countrywide Bank NA,Amy Miller for Stuart T. Matheson,Amy Miller for Mortgage Electronic Registration Systems,Amy Miller for Mortgage Pass Through Certificates,Amy Miller for Recontrust Company NA,Amy Miller for Series 2007-0A6. <i>Attorneys admitted Pro Hac Vice may download a copy of the District of Utahs local rules from the courts web site at http://www.utd.uscourts.gov</i> . Signed by Judge Bruce S. Jenkins on 4/5/11. (jmr) (Entered: 04/06/2011)
04/05/2011	21	ORDER granting 18 Motion for Admission Pro Hac Vice of Philip C. Chang for Alternative Loan Trust 2007-0A6,Philip C. Chang for BAC Home Loans Servicing,Philip C. Chang for Bank of New York Mellon,Philip C. Chang for

		Countrywide Bank NA, Philip C. Chang for Stuart T. Matheson. <i>Attorneys admitted Pro Hac Vice may download a copy of the District of Utahs local rules from the courts web site at http://www.utd.uscourts.gov</i> . Signed by Judge Bruce S. Jenkins on 4/5/11. (jmr) (Entered: 04/06/2011)
04/08/2011	22	ORDER GRANTING MOTION FOR AN ENLARGEMENT OF TIME TO FILE RESPONSIVE PLEADINGS-granting 14 Motion for Extension of Time to Answer Answer deadline updated for Alternative Loan Trust 2007-0A6 answer due 4/27/2011; BAC Home Loans Servicing answer due 4/27/2011; Bank of New York Mellon answer due 4/27/2011; Countrywide Bank NA answer due 4/27/2011; Stuart T. Matheson answer due 4/27/2011; Mortgage Electronic Registration Systems answer due 4/27/2011; Mortgage Pass Through Certificates answer due 4/27/2011; Recontrust Company NA answer due 4/27/2011; Series 2007-0A6 answer due 4/27/2011. Signed by Judge Bruce S. Jenkins on 4/8/11. (jmr) (Entered: 04/08/2011)
04/14/2011	23	MEMORANDUM in Opposition re 9 Plaintiff's MOTION to Remand to State Court Third Judicial District Court, Salt Lake County, State of Utah filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Attachments: # 1 Exhibit A, # 2 Exhibit B, # 3 Exhibit C)(Dracht, Philip) (Entered: 04/14/2011)
04/15/2011	24	<u>NOTICE OF HEARING ON MOTION</u> re: 9 Plaintiff's MOTION to Remand to State Court Third Judicial District Court, Salt Lake County, State of Utah : Motion Hearing set for 5/10/2011 10:30 AM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 04/15/2011)
04/26/2011	25	<u>AMENDED NOTICE OF HEARING ON MOTION</u> re: 9 Plaintiff's MOTION to Remand to State Court Third Judicial District Court, Salt Lake County, State of Utah : Motion Hearing set for 5/25/2011 10:30 AM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 04/26/2011)
04/27/2011	26	MOTION to Dismiss filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA. (Dracht, Philip) (Entered: 04/27/2011)
04/27/2011	27	MEMORANDUM in Support re 26 MOTION to Dismiss filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Attachments: # 1 Exhibit A - Unpublished Cases, # 2 Text of Proposed Order)(Dracht, Philip) (Entered: 04/27/2011)
04/28/2011	28	ERRATA to 27 Memorandum in Support of Motion, filed by Defendants BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6 <i>Corrected Exhibit</i> . (Attachments: # 1 Exhibit A - Part 1, # 2 Exhibit A - Part 2, # 3 Exhibit A - Part 3)(Dracht, Philip) (Entered: 04/28/2011)

04/29/2011	29	REPLY to Response to Motion re 9 Plaintiff's MOTION to Remand to State Court Third Judicial District Court, Salt Lake County, State of Utah filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Bates, Abraham) (Entered: 04/29/2011)
05/18/2011	30	**RESTRICTED DOCUMENT** SUMMONS Returned Executed by Jennifer Bell, Timothy R. Bell as to Bodell-Van Drimmelen & Associates served on 3/24/2011, answer due 4/14/2011. (Attachments: # 1 Exhibit A - Proof of Service and State Issued Summons)(Bates, Abraham) (Entered: 05/18/2011)
05/18/2011	31	**RESTRICTED DOCUMENT** Summons Issued Electronically as to Bodell-Van Drimmelen & Associates. Instructions to Counsel: 1. Click on the document number. 2. If you are prompted for an ECF login, enter your 'Attorney' login to CM/ECF. 3. Print the issued summons for service. (tls) (Entered: 05/18/2011)
05/19/2011	32	NOTICE of SUPPLEMENTAL AUTHORITY by Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6 re 27 Memorandum in Support of Motion, 23 Memorandum in Opposition to Motion, (Dracht, Philip) (Entered: 05/19/2011)
05/24/2011	33	**RESTRICTED DOCUMENT** SUMMONS Returned Executed by Jennifer Bell, Timothy R. Bell as to Bodell-Van Drimmelen & Associates served on 5/19/2011, answer due 6/9/2011. (Attachments: # 1 Exhibit A - ROS, Email, and Summons) (Bates, Abraham) (Entered: 05/24/2011)
05/25/2011	47	Minute Entry for proceedings held before Judge Bruce S. Jenkins: Motion Hearing held on 5/25/2011 re 9 Plaintiff's MOTION to Remand to State Court Third Judicial District Court, Salt Lake County, State of Utah filed by Jennifer Bell, Timothy R. Bell. Argument & discussion heard. Crt rules:- Denies, motion to remand. Ms. Miller to prepare & submit order. Attorney for Plaintiff: See Minute Entry, Attorney for Defendant: See Minute Entry. Court Reporter: Kellie Peterson. (Time Start: 10:45 AM, Time End: 11:15 AM, Room 420.) (mrw) (Entered: 06/13/2011)
05/26/2011	34	NOTICE of Appearance by Nariman Noursalehi on behalf of Jennifer Bell, Timothy R. Bell. (jmr) (Entered: 05/27/2011)
05/31/2011	35	Plaintiff's MEMORANDUM in Opposition re 26 MOTION to Dismiss filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Bates, Abraham) (Entered: 05/31/2011)
05/31/2011	36	Plaintiff's MOTION to Amend/Correct <i>First Amended Complaint</i> filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Text of Proposed Order)(Bates, Abraham) (Entered: 05/31/2011)
05/31/2011	37	Plaintiff's MEMORANDUM in Support re 36 Plaintiff's MOTION to Amend/Correct <i>First Amended Complaint</i> filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Bates, Abraham) (Entered: 05/31/2011)
05/31/2011	38	PROPOSED AMENDED COMPLAINT against All Defendants., filed by Jennifer Bell, Timothy R. Bell. Court has not ordered the filing of this document. (Bates, Abraham) Modified on 6/9/2011 to add proposed and other text. (jmr). (Entered: 05/31/2011)

06/02/2011	39	<p>NOTICE OF FILING OF OFFICIAL TRANSCRIPT of MOTION HEARING TO REMAND held on May 25, 2011 before Judge BRUCE S. JENKINS. Court Reporter/Transcriber Kellie Peterson, RPR, Telephone number 801-983-2180.</p> <p>NOTICE RE REDACTION OF TRANSCRIPTS: Within 7 business days of this filing, each party shall inform the Court, by filing a Notice of Intent to Redact, of the parties intent to redact personal data identifiers from the electronic transcript of the court proceeding. The policy and forms are located on the court's website at www.utd.uscourts.gov. Please read this policy carefully. If no Notice of Intent to Redact is filed within the allotted time, this transcript will be made electronically available on the date set forth below.</p> <p>Transcript may be viewed at the court public terminal or purchased through the Court Reporter/Transcriber before the deadline for Release of Transcript Restriction. After that date it may be obtained through PACER. Redaction Request due 6/23/2011. Redacted Transcript Deadline set for 7/5/2011. Release of Transcript Restriction set for 8/31/2011. (jmr) Modified by removing restricted text on 9/1/2011 (rks). (Entered: 06/02/2011)</p>
06/07/2011	41	NOTICE of Appearance by Stephen Dayn Kelson on behalf of Bodell-Van Drimmelen & Associates (Kelson, Stephen) (Entered: 06/07/2011)
06/07/2011	42	NOTICE of Appearance by Shawn McGarry on behalf of Bodell-Van Drimmelen & Associates (McGarry, Shawn) (Entered: 06/07/2011)
06/07/2011	43	Stipulated MOTION for Extension of Time to File Answer filed by Defendant Bodell-Van Drimmelen & Associates. (Attachments: # 1 Text of Proposed Order) (Kelson, Stephen) (Entered: 06/07/2011)
06/09/2011	44	<u>NOTICE OF HEARING ON MOTIONS</u> re: 26 MOTION to Dismiss, 36 Plaintiff's MOTION to Amend/Correct <i>First Amended Complaint</i> : Motion Hearing set for 6/29/2011 10:30 AM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 06/09/2011)
06/09/2011	45	Modification of Docket: Error: Second Amended Complaint was filed before Motion to Amend Complaint was granted. Correction: Second Amended Complaint will be proposed until Order granting motion is entered. re 38 Amended Complaint. (jmr) (Entered: 06/09/2011)
06/09/2011	46	Stipulated MOTION for Extension of Time to file responsive pleadings filed by Defendant Bodell-Van Drimmelen & Associates. (Attachments: # 1 Text of Proposed Order [Stipulated and Proposed] Order Granting Amended Motion For Enlargement of Time to File Responsive Pleadings)(Kelson, Stephen) (Entered: 06/09/2011)
06/13/2011	48	ORDER GRANTING AMENDED MOTION FOR ENLARGEMENT OF TIME TO FILE RESPONSIVE PLEADINGS- granting Stipulated 46 Motion for Extension of Time. Signed by Judge Bruce S. Jenkins on 6/13/11. (jmr) (Entered: 06/13/2011)
06/13/2011		ANSWER DEADLINE UPDATED for Bodell-Van Drimmelen & Associates answer due 6/28/2011. (jmr) (Entered: 06/13/2011)
06/17/2011	49	REPLY to Response to Motion re 26 MOTION to Dismiss filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series

		2007-0A6. (Attachments: # 1 Exhibit A-Unpublished Cases Cited in Reply)(Dracht, Philip) (Entered: 06/17/2011)
06/17/2011	50	MEMORANDUM in Opposition re 36 Plaintiff's MOTION to Amend/Correct <i>First Amended Complaint</i> filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Attachments: # 1 Exhibit A, # 2 Text of Proposed Order)(Dracht, Philip) (Entered: 06/17/2011)
06/20/2011	51	Stipulated MOTION for Extension of Time for Hearing on Motion to Dismiss and Motion to Amend filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Attachments: # 1 Text of Proposed Order)(Dracht, Philip) (Entered: 06/20/2011)
06/23/2011	52	ORDER GRANTING STIPULATED MOTION TO ENLARGE TIME FOR HEARING ON MOTION TO DISMISS- granting 51 Motion for Extension of Time. Signed by Judge Bruce S. Jenkins on 6/23/11. (jmr) (Entered: 06/24/2011)
06/23/2011		Set/Reset Deadlines as to 36 Plaintiff's MOTION to Amend/Correct <i>First Amended Complaint</i> . Motion Hearing set for 8/30/2011 01:30 PM in Room 420 before Judge Bruce S. Jenkins. (jmr) (Entered: 06/24/2011)
06/27/2011	53	ORDER-denying 9 Motion to Remand to State Court. Signed by Judge Bruce S. Jenkins on 6/27/11. (jmr) (Entered: 06/27/2011)
06/27/2011	54	Supplemental MEMORANDUM in Opposition re 26 MOTION to Dismiss <i>filed by Philip Dracht</i> filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Exhibit Ex. 1 Arrow Indus. vs. Zions Bank, # 2 Exhibit Ex. 2 Stanton v. Ocwen Loan Services, # 3 Exhibit Fisher v. Fisher)(Bates, Abraham) (Entered: 06/27/2011)
06/27/2011	55	Stipulated MOTION to Substitute Party filed by Defendant Bodell-Van Drimmelen & Associates. (Attachments: # 1 Text of Proposed Order Stipulated and Proposed Order on Stipulated Motion to Substitute Named Defendant)(Kelson, Stephen) (Entered: 06/27/2011)
06/28/2011	56	NOTICE of SUPPLEMENTAL AUTHORITY by Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6 re 49 Reply Memorandum/Reply to Response to Motion, 27 Memorandum in Support of Motion, (Attachments: # 1 Exhibit A) (Dracht, Philip) (Entered: 06/28/2011)
06/28/2011	57	ANSWER to 5 Amended Complaint, with Jury Demand filed by Bodell-Van Drimmelen & Associates.(Kelson, Stephen) (Entered: 06/28/2011)
06/28/2011	58	ORDER ON STIPULATED MOTION TO SUBSTITUTE NAMED DEFENDANT-granting 55 Motion to Substitute Party. Signed by Judge Bruce S. Jenkins on 6/28/11. (jmr) (Entered: 06/28/2011)
06/29/2011	59	NOTICE OF ADR, e-mailed or mailed to Plaintiffs Jennifer Bell, Timothy R. Bell, Defendant Bodell-Van Drimmelen & Associates. (jmr) (Entered: 06/29/2011)

06/29/2011	60	NOTICE OF ADR, e-mailed or mailed to Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (jmr) (Entered: 06/29/2011)
07/06/2011	61	REPLY to Response to Motion re 36 Plaintiff's MOTION to Amend/Correct <i>First Amended Complaint</i> filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Jones, Taralyn) (Entered: 07/06/2011)
07/06/2011	62	MOTION to Strike 54 Memorandum in Opposition to Motion, filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Dracht, Philip) (Entered: 07/06/2011)
07/11/2011	63	NOTICE OF HEARING ON MOTION re: 62 MOTION to Strike 54 Memorandum in Opposition to Motion, MOTION to Strike 54 Memorandum in Opposition to Motion, : Motion Hearing set for 8/30/2011 01:30 PM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 07/11/2011)
07/20/2011	64	Plaintiff's MEMORANDUM in Opposition re 62 MOTION to Strike 54 Memorandum in Opposition to Motion, MOTION to Strike 54 Memorandum in Opposition to Motion, <i>filed by BAC, COUNTRYWIDE, et.al.</i> filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Jones, Taralyn) (Entered: 07/20/2011)
07/28/2011	65	REPLY to Response to Motion re 62 MOTION to Strike 54 Memorandum in Opposition to Motion, MOTION to Strike 54 Memorandum in Opposition to Motion, filed by Defendants Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Bank of New York Mellon, Countrywide Bank NA, Stuart T. Matheson, Mortgage Electronic Registration Systems, Mortgage Pass Through Certificates, Recontrust Company NA, Series 2007-0A6. (Dracht, Philip) (Entered: 07/28/2011)
08/03/2011		Set/Reset Deadlines as to 26 MOTION to Dismiss. Motion Hearing set for 8/30/2011 01:30 PM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 08/03/2011)
08/29/2011	66	NOTICE of Appearance by Steven D. Crawley on behalf of Jennifer Bell, Timothy R. Bell (Crawley, Steven) (Entered: 08/29/2011)
08/30/2011	67	Minute Entry for proceedings held before Judge Bruce S. Jenkins: Motion Hearing held on 8/30/2011.Mr. Crawley moves dismissal of MERS, New York Mellon, & Stuart Matheson, with prejudice & to dismiss Recontrust & Bank of America, without prejudice, with leave to to amend. Argument & discussion heard. Crt rules:- Grants, motion to dismiss as to Recontrust & Bank of America, w/o prejudice, to amend nlt 9/16/2011. Dft to respond by the 9/30/2011. Pla reply nlt 10/14/2011.- Grants, motion to dismiss MERS, New York Mellon, & Stuart Matheson, with prejudiceCrt schedules:- Motion to dismiss set 11/10/2011, at 9:30 AM.- Pla reply brief nlt 10/30/2011.Mr. Kelson to prepare order on motions & scheduling. re 26 MOTION to Dismiss filed by Mortgage Electronic Registration Systems, Stuart T. Matheson, Bank of New York Mellon, Mortgage Pass Through Certificates, Countrywide Bank NA, Alternative Loan Trust 2007-0A6, Recontrust Company NA, BAC Home Loans Servicing, 36 Plaintiff's MOTION to Amend/Correct <i>First Amended Complaint</i> filed by Jennifer Bell, Timothy R. Bell, 62 MOTION to Strike 54 Memorandum in Opposition to Motion, MOTION to Strike 54 Memorandum in Opposition to Motion,

		filed by Mortgage Electronic Registration Systems, Stuart T. Matheson, Bank of New York Mellon, Mortgage Pass Through Certificates, Countrywide Bank NA, Alternative Loan Trust 2007-0A6, Recontrust Company NA, BAC Home Loans Servicing, Series 2007-0A6. Attorney for Plaintiff: See Minute Entry, Attorney for Defendant: See Minute Entry. Court Reporter: Dawn Brunner-Hahn.(Time Start: 1:30 PM, Time End: 2:15 PM, Room 420.) (mrw) (Entered: 09/06/2011)
09/15/2011	68	AMENDED COMPLAINT against All Defendants. Removed Defendants: Mortgage Electronic Registration Systems, Bank of New York Mellon, and Stuart T. Matheson., filed by Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Exhibit "A" Deed of Trust, # 2 Exhibit "B" Substitution of Trustee, # 3 Exhibit "C" Notice of Default) (Crawley, Steven) (Entered: 09/15/2011)
09/21/2011	69	ORDER GRANTING DEFENDANTS' MOTION TO DISMISS AND GRANTING PLAINTIFFS LEAVE TO AMEND-(Motion Hearing set for 11/10/2011 09:30 AM in Room 420 before Judge Bruce S. Jenkins.), Motions terminated: 36 Plaintiff's MOTION to Amend/Correct <i>First Amended Complaint</i> filed by Jennifer Bell, Timothy R. Bell. Signed by Judge Bruce S. Jenkins on 9/21/11. (jmr) (Entered: 09/21/2011)
09/30/2011	70	MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Dracht, Philip) (Entered: 09/30/2011)
09/30/2011	71	MEMORANDUM in Support re 70 MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Exhibit A-Unpublished Cases, # 2 Exhibit B, # 3 Exhibit C, # 4 Exhibit D, # 5 Exhibit E, # 6 Exhibit F, # 7 Exhibit G, # 8 Exhibit H, # 9 Exhibit I, # 10 Exhibit J, # 11 Exhibit K)(Dracht, Philip) (Entered: 09/30/2011)
10/14/2011	72	Plaintiff's MEMORANDUM in Opposition re 70 MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Exhibit A. Piersall vs. Mila et.al, # 2 Exhibit B. Walker vs. Countrywide et.al, # 3 Exhibit C. Brief of Amicus)(Crawley, Steven) (Entered: 10/14/2011)
10/25/2011	73	Defendant's MOTION for Leave to File Excess Pages <i>for Reply Memorandum</i> filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Text of Proposed Order)(Dracht, Philip) (Entered: 10/25/2011)
10/26/2011	74	ORDER GRANTING LEAVE TO FILE EXCESS PAGES ON REPLY MEMORANDUM-granting 73 Motion for Leave to File Excess Pages. Signed by Judge Bruce S. Jenkins on 11/28/11. (jmr) (Entered: 10/27/2011)
10/27/2011	75	NOTICE OF WITHDRAWAL OF COUNSEL of Taralyn A. Jones on behalf of Jennifer Bell, Timothy R. Bell (Jones, Taralyn) (Entered: 10/27/2011)
10/31/2011	76	REPLY to Response to Motion re 70 MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM (<i>Third Amended Complaint</i>) filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Mortgage Electronic Registration Systems, Recontrust Company NA. (Attachments: # 1 Exhibit A)(Dracht, Philip) (Entered: 10/31/2011)

11/04/2011	<u>77</u>	<p>NOTICE OF FILING OF OFFICIAL TRANSCRIPT of Motion to Amend, Motion to Dismiss, and Motion to Strike held on August 30, 2011 before Judge BRUCE S. JENKINS. Court Reporter/Transcriber Dawn E. Brunner-Hahn, Telephone number 801-484-2929.</p> <p>NOTICE RE REDACTION OF TRANSCRIPTS: Within 7 business days of this filing, each party shall inform the Court, by filing a Notice of Intent to Redact, of the parties intent to redact personal data identifiers from the electronic transcript of the court proceeding. The policy and forms are located on the court's website at www.utd.uscourts.gov. Please read this policy carefully. If no Notice of Intent to Redact is filed within the allotted time, this transcript will be made electronically available on the date set forth below.</p> <p>Transcript may be viewed at the court public terminal or purchased through the Court Reporter/Transcriber before the deadline for Release of Transcript Restriction. After that date it may be obtained through PACER. Redaction Request due 11/25/2011. Redacted Transcript Deadline set for 12/5/2011. Release of Transcript Restriction set for 2/2/2012. (las) Modified by removing restricted text on 2/2/2012 (rks). (Entered: 11/04/2011)</p>
11/07/2011	<u>78</u>	NOTICE of REMOVING COUNSEL FROM SERVICE LIST filed by Shawn McGarry. Attorney Shawn McGarry will no longer receive notice from the court in this case including final judgment. (McGarry, Shawn) (Entered: 11/07/2011)
11/07/2011	<u>79</u>	NOTICE of REMOVING COUNSEL FROM SERVICE LIST filed by Stephen Dayn Kelson. Attorney Stephen Dayn Kelson will no longer receive notice from the court in this case including final judgment. (Kelson, Stephen) (Entered: 11/07/2011)
11/10/2011	<u>82</u>	Minute Entry for proceedings held before Judge Bruce S. Jenkins: Motion Hearing held on 11/10/2011. Argument & discussion heard. Dfts to file supplemental memorandum & pla response, within 3 weeks, both filed concurrently nlt 12/1/2011. Crt will determine if further hearing required. re <u>70</u> MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM filed by Countrywide Bank NA, Recontrust Company NA, BAC Home Loans Servicing. Attorney for Plaintiff: See Minute Entry, Attorney for Defendant: See Minute Entry. Court Reporter: Scott M. Knight. (Time Start: 9:35 AM, Time End: 11:15 AM, Room 420.) (mrw) (Entered: 11/29/2011)
11/14/2011	<u>80</u>	<p>NOTICE OF FILING OF OFFICIAL TRANSCRIPT of Motion Hearing held on November 10, 2011 before Judge Bruce S. Jenkins. Court Reporter/Transcriber Scott M. Knight.</p> <p>NOTICE RE REDACTION OF TRANSCRIPTS: Within 7 business days of this filing, each party shall inform the Court, by filing a Notice of Intent to Redact, of the parties intent to redact personal data identifiers from the electronic transcript of the court proceeding. The policy and forms are located on the court's website at www.utd.uscourts.gov. Please read this policy carefully. If no Notice of Intent to Redact is filed within the allotted time, this transcript will be made electronically available on the date set forth below.</p> <p>Transcript may be viewed at the court public terminal or purchased through the Court Reporter/Transcriber before the deadline for Release of Transcript Restriction. After that date it may be obtained through PACER. Redaction Request due 12/5/2011. Redacted Transcript Deadline set for 12/15/2011. Release of Transcript Restriction set</p>

		for 2/13/2012. (las) Modified by removing restricted text on 2/13/2012 (rks). (Entered: 11/14/2011)
12/01/2011	83	Supplemental MEMORANDUM in Support re 70 MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Mortgage Electronic Registration Systems, Recontrust Company NA. (Attachments: # 1 Exhibit A, # 2 Exhibit B, # 3 Exhibit C, # 4 Exhibit D, # 5 Exhibit E, # 6 Exhibit F)(Dracht, Philip) (Entered: 12/01/2011)
12/01/2011	84	Supplemental MEMORANDUM in Opposition re 70 MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Exhibit A- Letter from A.G. & B - SL Trib Article)(Bates, Abraham) (Entered: 12/01/2011)
12/07/2011	85	REPLY to Response to Motion re 70 MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM <i>Defendants' Notice of Correction to Plaintiffs' Supplemental Memorandum in Opposition to Defendants' Motion to Dismiss Plaintiffs' Third Amended Complaint</i> filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Mortgage Electronic Registration Systems, Recontrust Company NA. (Attachments: # 1 Exhibit A)(Dracht, Philip) (Entered: 12/07/2011)
12/13/2011	86	NOTICE OF CONVENTIONAL FILING of Exhibit C to Plaintiff's Supplemental Memorandum in Opposition to Defendants' Motion to Dismiss filed by Plaintiffs Jennifer Bell, Timothy R. Bell re 84 Memorandum in Opposition to Motion to Dismiss (Bates, Abraham) Modified on 12/16/2011 -NOTE: Document is over-length and has not been scanned. Document will be retained permanently.(jmr). (Entered: 12/13/2011)
12/23/2011	87	NOTICE of SUPPLEMENTAL AUTHORITY by BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA re 70 MOTION TO DISMISS FOR FAILURE TO STATE A CLAIM (Attachments: # 1 Exhibit A) (Dracht, Philip) (Entered: 12/23/2011)
02/09/2012	88	NOTICE of SUPPLEMENTAL AUTHORITY by Alternative Loan Trust 2007-0A6, BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA, Series 2007-0A6 re 26 MOTION to Dismiss (Attachments: # 1 Exhibit A) (Dracht, Philip) (Entered: 02/09/2012)
03/15/2012	89	MEMORANDUM Opinion and Order denying 70 Motion to Dismiss for Failure to State a Claim. Signed by Judge Bruce S. Jenkins on 3/15/12. (jmr) (Entered: 03/15/2012)
03/26/2012	90	MOTION to Amend/Correct 89 Order on Motion to Dismiss for Failure to State a Claim, Memorandum Decision <i>and Certify</i> 89 Order on Motion to Dismiss for Failure to State a Claim <i>Memorandum Decision for Interlocutory Appeal Pursuant to 28 U.S.C. section 1292(b)</i> , MOTION to Stay re 89 Order on Motion to Dismiss for Failure to State a Claim, Memorandum Decision filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Dracht, Philip) (Entered: 03/26/2012)
03/26/2012	91	MEMORANDUM in Support re 90 MOTION to Amend/Correct 89 Order on Motion to Dismiss for Failure to State a Claim, Memorandum Decision <i>and Certify</i> 89 Order on Motion to Dismiss for Failure to State a Claim <i>Memorandum Decision for Interlocutory Appeal Pursuant to 28 U.S.C MOTION to Stay re</i> 89 Order on Motion

		<i>to Dismiss for Failure to State a Claim, Memorandum Decision filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Exhibit A, # 2 Exhibit B, # 3 Exhibit C, # 4 Exhibit D, # 5 Exhibit E, # 6 Exhibit F, # 7 Text of Proposed Order Proposed Order)(Dracht, Philip) (Entered: 03/26/2012)</i>
03/26/2012	92	Stipulated MOTION to Stay filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Text of Proposed Order Order to Stay Proceedings)(Dracht, Philip) (Entered: 03/26/2012)
03/29/2012	93	STIPULATION re 90 MOTION to Amend/Correct 89 Order on Motion to Dismiss for Failure to State a Claim, Memorandum Decision <i>and Certify 89 Order on Motion to Dismiss for Failure to State a Claim Memorandum Decision for Interlocutory Appeal Pursuant to 28 U.S.C</i> MOTION to Stay re 89 Order on Motion to Dismiss for Failure to State a Claim, Memorandum Decision by BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Dracht, Philip) (Entered: 03/29/2012)
03/30/2012	94	<u>NOTICE OF HEARING ON MOTIONS</u> re: to consider 90 MOTION to Amend and Certify March 15, 2012 Order for Interlocutory Appeal and Motion to Stay Proceedings; and to consider 92 Stipulated MOTION to Stay Proceedings: Motion Hearing set for 4/12/2012 at 02:30 PM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 03/30/2012)
03/30/2012	95	<u>NOTICE OF HEARING</u> : in re: to consider 93 Stipulation to Motion to Amend and Certify March 15, 2012 Order for Interlocutory Review and to Stay Proceedings: Hearing set for 4/12/2012 at 02:30 PM in Room 420. (kms) (Entered: 03/30/2012)
04/04/2012	96	<u>AMENDED NOTICE OF HEARING ON MOTIONS</u> re: to consider 90 MOTION to Amend and Certify March 15, 2012 Order for Interlocutory Appeal and Motion to Stay Proceedings, and re: to consider 93 Stipulation to Motion to Amend and Certify March 15, 2012 Order for Interlocutory Review and to Stay Proceedings. Motion Hearing set for 4/11/2012 at 01:30 PM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 04/04/2012)
04/04/2012	97	<u>NOTICE OF HEARING ON MOTION</u> re: to consider 92 Stipulated MOTION to Stay : Motion Hearing set for 4/11/2012 at 01:30 PM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 04/04/2012)
04/10/2012	98	MOTION to Intervene filed by Movant State of Utah. (Attachments: # 1 Text of Proposed Order Granting Motion to Intervene)(Jensen, Jerrold) (Entered: 04/10/2012)
04/10/2012	99	MEMORANDUM in Support re 98 MOTION to Intervene filed by Movant State of Utah. (Jensen, Jerrold) (Entered: 04/10/2012)
04/11/2012	100	Minute Entry for proceedings held before Judge Bruce S. Jenkins: Motions Hearing held on 4/11/2012. Hearing re: to consider motion to amend & certify March 15, 2012, Order for Interlocutory Appeal & motion to stay proceedings (#90); to consider stipulated motion to stay (#92); & to consider Stipulation to motion to amend & certify March 15, 2012, Order for Interlocutory Review & to stay proceedings (#93).Argument & discussion heard. Crt schedules:- Motion to amend and certify is DENIED at this time.Case is still at pleading stage. If there is a motion which could result in Judgment, the Court would be willing to hear expeditiously.The matter is STAYED until further order of the Court.Ms. Miller to prepare & submit order. re 90

		MOTION to Amend/Correct 89 Order on Motion to Dismiss for Failure to State a Claim, Memorandum Decision <i>and Certify 89 Order on Motion to Dismiss for Failure to State a Claim Memorandum Decision for Interlocutory Appeal Pursuant to 28 U.S.C</i> MOTION to Stay re 89 Order on Motion to Dismiss for Failure to State a Claim, Memorandum Decision filed by Countrywide Bank NA, Recontrust Company NA, BAC Home Loans Servicing, 92 Stipulated MOTION to Stay filed by Countrywide Bank NA, Recontrust Company NA, BAC Home Loans Servicing. Attorney for Plaintiff: See Minute Entry, Attorney for Defendant: See Minute Entry. Court Reporter: Scott Knight (Thacker).(Time Start: 1:30 PM, Time End: 2:10 PM, Room 420.) (mrw) (Entered: 04/24/2012)
04/27/2012	101	Stipulated MOTION for Extension of Time to File Response/Reply as to 98 MOTION to Intervene filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Text of Proposed Order)(Dracht, Philip) (Entered: 04/27/2012)
04/30/2012	102	ORDER granting 101 Motion for Extension of Time to File Response/Reply re 101 Stipulated MOTION for Extension of Time to File Response/Reply as to 98 MOTION to Intervene . Responses due by 5/11/2012. Signed by Judge Bruce S. Jenkins on 4/30/12. (jmr) (Entered: 04/30/2012)
05/11/2012	103	MEMORANDUM in Opposition re 98 MOTION to Intervene filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Exhibit A, # 2 Exhibit B)(Dracht, Philip) (Entered: 05/11/2012)
05/15/2012	104	<u>NOTICE OF HEARING ON MOTION</u> re: 98 MOTION to Intervene : Motion Hearing set for 6/5/2012 09:30 AM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 05/15/2012)
05/15/2012	105	<u>AMENDED NOTICE OF HEARING ON MOTION AND STATUS AND SCHEDULING CONFERENCE</u> re: 98 MOTION to Intervene : Motion Hearing and Status and Scheduling Conference set for 6/5/2012 09:30 AM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 05/15/2012)
05/22/2012	106	RESPONSE re 103 Memorandum in Opposition to Motion, <i>the State's Motion to Intervene</i> filed by State of Utah. (Jensen, Jerrold) (Entered: 05/22/2012)
05/22/2012	107	OBJECTIONS to <i>Proposed Order re: 4/11/12 Motion Hearing</i> filed by Jennifer Bell, Timothy R. Bell. (Bates, Abraham) (Entered: 05/22/2012)
05/22/2012	108	<u>AMENDED NOTICE OF HEARING ON MOTION and STATUS AND SCHEDULING CONFERENCE</u> re: 98 MOTION to Intervene : Motion Hearing and Status and Scheduling Conference is re-set for 6/25/2012 02:30 PM in Room 420 before Judge Bruce S. Jenkins, per request of counsel. (kms) (Entered: 05/22/2012)
06/14/2012	109	<u>NOTICE OF HEARING</u> : Hearing re: settlement of proposed order set for 6/25/2012 at 02:30 PM in Room 420. (kms) (Entered: 06/14/2012)
06/25/2012	112	Minute Entry for proceedings held before Judge Bruce S. Jenkins: Motion Hearing held on 6/25/2012.Argument & discussion heard. Crt rules:- Vacates, the stay order.- Denies, motion to intervene as a right.- Reserves (takes under advisement), motion to intervene permissively. Cnsl to further brief the Crt nlt 7/5/2012.Crt schedules:- Dfts to file answer nlt 7/20/2012. re 98 MOTION to Intervene filed by State of Utah. Attorney for Plaintiff: See Minute Entry, Attorney for Defendant: See Minute Entry. Court Reporter: Scott Knight (Thacker).(Time Start: 2:40 PM, Time End: 3:20 PM,

		Room 420.) (mrw) (Entered: 07/06/2012)
07/05/2012	110	ORDER-Pursuant to the hearing on the State of Utah's Motion to Intervene in this matter, held on June 25 2012, it is hereby ordered that the State of Utah's Proposed Complaint in Intervention as part of its motion be submitted to this Court no later than July 5, 2012. Signed by Judge Bruce S. Jenkins on 7/5/12. (jmr) (Entered: 07/05/2012)
07/05/2012	111	Proposed Intervenor COMPLAINT against Reconstrust Company NA, filed by State of Utah. (jmr) Modified on 7/5/2012 to make proposed(jmr). Modified on 7/26/2012 Per Memorandum Opinon & Order 118 document is deemed filed with the court as of 7/26/12. (jmr). (Entered: 07/05/2012)
07/13/2012	113	Stipulated MOTION for Leave to File Supplemental Brief in Opposition to Attorney General's Motion to Intervene filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Reconstrust Company NA. (Attachments: # 1 Text of Proposed Order, # 2 Supplement Brief in Opposition to Attorney General's Motion to Intervene, # 3 Exhibit A)(Dracht, Philip) (Entered: 07/13/2012)
07/16/2012	114	ORDER granting 113 Motion for Leave to File. IT IS FURTHER ORDERED, ADJUDGED, and DECREED that Defendants are granted leave to file a Supplemental Memorandum and that the Supplemental Memorandum is deemed filed with the Court as of July 13, 2012. Signed by Judge Bruce S. Jenkins on 7/16/12. (jmr) (Entered: 07/16/2012)
07/16/2012	115	<p>NOTICE OF FILING OF OFFICIAL TRANSCRIPT of Motion to Intervene held on Monday, June 25, 2012 before Judge Judge Bruce S. Jenkins. Court Reporter/Transcriber Scott M. Knight, RPR.</p> <p>NOTICE RE REDACTION OF TRANSCRIPTS: Within 7 business days of this filing, each party shall inform the Court, by filing a Notice of Intent to Redact, of the parties intent to redact personal data identifiers from the electronic transcript of the court proceeding. The policy and forms are located on the court's website at www.utd.uscourts.gov. Please read this policy carefully. If no Notice of Intent to Redact is filed within the allotted time, this transcript will be made electronically available on the date set forth below.</p> <p>Transcript may be viewed at the court public terminal or purchased through the Court Reporter/Transcriber before the deadline for Release of Transcript Restriction. After that date it may be obtained through PACER. Redaction Request due 8/6/2012. Redacted Transcript Deadline set for 8/16/2012. Release of Transcript Restriction set for 10/15/2012. (mlp) Modified on 10/15/2012 by removing restricted text(mlp). (Entered: 07/16/2012)</p>
07/20/2012	117	<i>Defendants ANSWER to Complaint (Third Amended Complaint)</i> filed by BAC Home Loans Servicing, Countrywide Bank NA, Reconstrust Company NA.(Dracht, Philip) (Entered: 07/20/2012)
07/26/2012	118	MEMORANDUM OPINION & ORDER- granting 98 Motion to Intervene and IT IS FURTHER ORDERED that the State's Complaint in Intervention is deemed filed with the court as of the date of this order; and IT IS FURTHER ORDERED that defendants respond to the Complaint in Intervention within twenty (20) days from the entry of this order. Signed by Judge Bruce S. Jenkins on 7/26/12. (jmr) (Entered: 07/26/2012)

08/15/2012	119	Stipulated MOTION for Extension of Time to File Answer re 111 Intervenor Complaint, <i>between Defendants and Intervenor</i> filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Text of Proposed Order)(Dracht, Philip) (Entered: 08/15/2012)
08/15/2012	120	Defendant's MOTION for Admission Pro Hac Vice of Brian E. Pumphrey , Registration fee \$ 15, receipt number 1088-1655748, filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Text of Proposed Order)(Dracht, Philip) (Entered: 08/15/2012)
08/16/2012	121	ORDER granting 120 Motion for Admission Pro Hac Vice of Brian E. Pumphrey for BAC Home Loans Servicing,Brian E. Pumphrey for Countrywide Bank NA,Brian E. Pumphrey for Recontrust Company NA,Brian E. Pumphrey for Recontrust Company NA. <i>Attorneys admitted Pro Hac Vice may download a copy of the District of Utahs local rules from the courts web site at http://www.utd.uscourts.gov</i> . Signed by Judge Bruce S. Jenkins on 8/16/12. (jmr) (Entered: 08/16/2012)
08/16/2012	122	ORDER- granting 119 Motion for Extension of Time to Answer Answer deadline updated for Countrywide Bank NA answer due 8/29/2012; Recontrust Company NA answer due 8/29/2012. See order for details. Signed by Judge Bruce S. Jenkins on 8/15/12. (jmr) (Entered: 08/16/2012)
08/29/2012	123	Stipulated MOTION for Extension of Time to File Response/Reply <i>to State of Utah's Intervenor Complaint</i> filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Text of Proposed Order) (Dracht, Philip) (Entered: 08/29/2012)
08/31/2012	124	ORDER granting 123 Motion for Extension of Time to File Response/Reply re 123 Stipulated MOTION for Extension of Time to File Response/Reply <i>to State of Utah's Intervenor Complaint</i>. Responses due by 9/12/2012. Signed by Judge Bruce S. Jenkins on 8/29/12. (jmr) (Entered: 08/31/2012)
09/12/2012	125	<i>Recontrust Company, N.A.'s</i> ANSWER to 111 Intervenor Complaint, filed by Recontrust Company NA.(Dracht, Philip) (Entered: 09/12/2012)
09/13/2012	126	NOTICE OF HEARING: Status Report and Scheduling Conference set for 9/26/2012 at 01:20 PM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 09/13/2012)
09/24/2012	127	AMENDED NOTICE OF HEARING: Status Report and Scheduling Conference is re-set for 9/27/2012 at 01:20 PM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 09/24/2012)
09/26/2012	128	NOTICE of Appearance by Wade A. Faraway on behalf of State of Utah (Faraway, Wade) (Entered: 09/26/2012)
09/26/2012	129	MOTION for Scheduling Order filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Text of Proposed Order)(Dracht, Philip) (Entered: 09/26/2012)
09/27/2012	132	Minute Entry for proceedings held before Judge Bruce S. Jenkins: Status Report & Scheduling Conference held on 9/27/2012. Discussion heard. Crt schedules:- Written discovery served nlt 10/15/2012.- Discovery cutoff 12/31/2012.- Post-discovery motion(s) filed nlt 1/14/2013.- Final pretrial conference set 2/26/2013, at 9:30 AM.- Stip proposed final pretrial order due to chambers nlt 2/21/2013.Cnsl for AG (Mr.

		Faraway) & cnsl for dft (Ms. Miller) to submit to the Crt, the list of names of those participating in settlement negotiations, after 7/20/2012 period, to be filed with the Crt within 10 days.Mr. Bates to prepare & submit proposed scheduling order within 5 days. Attorney for Plaintiff: See Minute Entry, Attorney for Defendant: See Minute Entry. Court Reporter: Michelle Mallonee (Thacker).(Time Start: 1:20 PM, Time End: 1:45 PM, Room 420.) (mrw) (Entered: 10/03/2012)
10/01/2012	130	<p>NOTICE OF FILING OF OFFICIAL TRANSCRIPT of Status Report and Scheduling Conference held on THURSDAY, SEPTEMBER 27, 2012 before Judge Bruce S. Jenkins. Court Reporter/Transcriber Michelle Mallonee, RPR.</p> <p>NOTICE RE REDACTION OF TRANSCRIPTS: Within 7 business days of this filing, each party shall inform the Court, by filing a Notice of Intent to Redact, of the parties intent to redact personal data identifiers from the electronic transcript of the court proceeding. The policy and forms are located on the court's website at www.utd.uscourts.gov. Please read this policy carefully. If no Notice of Intent to Redact is filed within the allotted time, this transcript will be made electronically available on the date set forth below.</p> <p>Transcript may be viewed at the court public terminal or purchased through the Court Reporter/Transcriber before the deadline for Release of Transcript Restriction. After that date it may be obtained through PACER. Redaction Request due 10/22/2012. Redacted Transcript Deadline set for 11/1/2012. Release of Transcript Restriction set for 12/31/2012. (mlp) Modified on 1/3/2013 by removing restricted text (mlp). (Entered: 10/01/2012)</p>
10/10/2012	133	STATUS REPORT (<i>JOINT SUBMISSION BY INTERVENOR PLAINTIFF STATE OF UTAH AND DEFENDANTS</i>) by BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Dracht, Philip) (Entered: 10/10/2012)
10/10/2012	134	SCHEDULING ORDER:(Discovery due by 12/31/2012., Motions due by 1/14/2013., Final Pretrial Conference set for 2/26/2013 09:30 AM in Room 420 before Judge Bruce S. Jenkins., Proposed Pretrial Order due by 2/21/2013.) See Order for further details. Signed by Judge Bruce S. Jenkins on 10/9/12. (jmr) (Entered: 10/10/2012)
10/15/2012	135	CERTIFICATE OF SERVICE by State of Utah <i>First Set of Interrogatories and Request for Production of Documents</i> (Jensen, Jerrold) (Entered: 10/15/2012)
10/19/2012	136	CERTIFICATE OF SERVICE by BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA <i>of Discovery Requests and Subpoenas</i> (Dracht, Philip) (Entered: 10/19/2012)
11/14/2012	137	CERTIFICATE OF SERVICE by State of Utah <i>Answers to Defendants' Interrogatories and Request for Production of Documents</i> (Faraway, Wade) (Entered: 11/14/2012)
12/04/2012	138	SUBSTITUTION OF COUNSEL Thomas D. Roberts replacing Jerrold S. Jensen as counsel on behalf of State of Utah. (Roberts, Thomas) (Entered: 12/04/2012)
12/17/2012	139	MOTION to Dismiss and Memorandum in Support filed by Plaintiffs Jennifer Bell, Timothy R. Bell. (Attachments: # 1 Text of Proposed Order of Dismissal)(Bates, Abraham) (Entered: 12/17/2012)

12/28/2012	140	STIPULATION of Dismissal of the Claims of Plaintiffs as Well as Plaintiff in Intervention, The State of Utah by BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Dracht, Philip) (Entered: 12/28/2012)
01/02/2013	141	NOTICE OF HEARING re: to consider 139 Plaintiffs' Rule 41(a)(2) MOTION to Dismiss all of their Claims with Prejudice; and to consider 140 Stipulated Dismissal of the Claims of Plaintiffs Timothy & Jennifer Bell as well as Plaintiff in Intervention, The State of Utah. Motion Hearing set for 1/11/2013, at 1:20 PM in Room 420 before Judge Bruce S. Jenkins. (kms) (Entered: 01/02/2013)
01/07/2013	142	MOTION for Extension of Time for Hearing (<i>Unopposed</i>) filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA. (Attachments: # 1 Exhibit A, # 2 Text of Proposed Order)(Dracht, Philip) (Entered: 01/07/2013)
01/07/2013	143	ORDER granting 142 Motion for Extension of Time. The Court ORDERS that the Defendants' Motion is GRANTED; and the January 11, 2013 hearing is moved to January 15, 2013 at 1:30 p.m. Signed by Judge Bruce S. Jenkins on 1/7/13. (jmr) (Entered: 01/07/2013)
01/07/2013		Set/Reset Deadlines as to 139 MOTION to Dismiss and Memorandum in Support . Motion Hearing set for 1/15/2013 01:30 PM in Room 420 before Judge Bruce S. Jenkins per Order 143 . (jmr) (Entered: 01/07/2013)
01/15/2013	144	NOTICE of Voluntary Dismissal filed by Defendants BAC Home Loans Servicing, Countrywide Bank NA, Recontrust Company NA, Intervenor Defendant Recontrust Company NA (Dracht, Philip) (Entered: 01/15/2013)
01/15/2013	145	Minute Entry for proceedings held before Judge Bruce S. Jenkins: Motion Hearing held on 1/15/2013 re 140 139 MOTION to Dismiss and Memorandum in Support filed by Jennifer Bell, Timothy R. Bell. Argument & discussion heard. Crt rules:- Grants, (#140) stipulated dismissal of the claims of plaintiffs Timothy & Jennifer Bell, as well as, Plaintiff in Intervention, The State of UtahMr. Dracht to prepare order. Attorney for Plaintiff: see Minute Entry, Attorney for Defendant: see Minute Entry. Court Reporter: Laura Robinson.(Time Start: 1:30 PM, Time End: 2:10 PM, Room 420.) (mrw) (Entered: 02/07/2013)
02/26/2013	146	ORDER granting 139 Motion to Dismiss. Case Closed.. Signed by Judge Bruce S. Jenkins on 2/25/13. (ss) (Entered: 02/26/2013)

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Transaction Receipt			
10/14/2013 10:59:42			
PACER Login:	jm0118	Client Code:	85240
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Billable Pages:	18	Cost:	1.80

EXHIBIT 88

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

* * * * *

TIMOTHY R. BELL, an individual; and)
JENNIFER BELL, an individual,)
)
Plaintiffs,)
)
vs.)
)
COUNTRYWIDE BANK, N.A. d/b/a)
BANK OF AMERICA CORPORATION,)
a Delaware corporation; BAC HOME)
LOANS SERVICING, LP, a Texas)
limited partnership; RECONTRUST)
COMPANY, N.A., a national association;)
and DOES 1-5,)
)
Defendants.)

Civil No. 2:11-CV-00271-BSJ

**MEMORANDUM OPINION
& ORDER**
(Fed. R. Civ P. 12(b)(6))

<p>FILED CLERK, U.S. DISTRICT COURT March 15, 2012 (2:04pm) DISTRICT OF UTAH</p>

* * * * *

I. INTRODUCTION

This matter arises out of plaintiffs’ alleged default on a promissory note secured by a deed of trust on their primary residence. On October 8, 2009, defendant ReconTrust, a successor trustee, recorded with the Salt Lake County Recorder a notice of default and election to sell plaintiffs’ property to collect on the note.¹ Plaintiffs filed a complaint challenging the prospective sale in Third District Court, Salt Lake County, Utah. Defendants subsequently removed the case to this court, alleging diversity.

At a hearing on August 30, 2011, plaintiffs represented that they “would like to bring an amended complaint seeking judicial determination about the right of ReconTrust [the successor

¹(See Pls.’ Third Am. Compl., filed Sept. 15, 2011 (dkt. no. 68) (“Pls.’ Compl.”), at Ex. C.)

trustee] to foreclose this trust deed.”² Plaintiffs also requested leave to amend the complaint to state a cause of action for promissory estoppel on the loan modification issues.³ At that time, plaintiffs stated that “as to those two items, we’d like the Court’s leave to file an amended complaint and continue on our way.”⁴ The court granted leave to amend,⁵ ordering that plaintiffs file their amended complaint by September 16, 2011.⁶

Plaintiffs filed an amended complaint on September 15, 2011,⁷ which asserted the following among other things: (1) absence of authority of ReconTrust and “preliminary injunction” (as against all defendants), (2) breach of an alleged modified contract (as against BAC and BAC Servicing), and (3) promissory estoppel (as against BAC and BAC Servicing).

On September 30, 2011, defendants filed a Rule 12(b)(6) motion to dismiss for failure to state a claim,⁸ arguing that the complaint exceeded the authorization to amend. Although defendants assert that plaintiffs’ claim for preliminary injunction “is not a claim at all but rather a

²(Transcript of Hearing, dated Aug. 30, 2011 (dkt. no. 77) (“Mot. Amend Hr’g Tr.”), at 5:7–9; *see also id.* at 6:11–13.)

³(*Id.* at 5:19–22.)

⁴(*Id.* at 5:23–24.)

⁵(*Id.* at 22:19–20.)

⁶(*See id.* at 23:17–24:9; Order, filed September 21, 2011 (dkt no. 69).)

⁷(*See Pls.’ Compl.*) Plaintiffs titled the amended complaint as “Third Amended Complaint” when in fact it should have been titled “Second Amended Complaint.” Although on May 31, 2011 plaintiffs filed a motion to amend/correct their first amended complaint (dkt. no. 36),—and filed concurrently therewith a *proposed* second amended complaint (dkt. no. 38)—the court never granted that motion to amend. Accordingly, the proposed second amended complaint was never operative, and what plaintiffs have titled as the “Third Amended Complaint” is actually the “Second Amended Complaint.”

⁸(*See Defs.’ Mot. Dismiss Pls.’ Third Am. Compl.*, filed Sept. 30, 2011 (dkt. no. 70) (“Defs.’ Mot. Dismiss”).)

form of relief that cannot constitute an independent cause of action,”⁹ paragraphs 52–56 of the amended pleading adequately raise the question as to whether ReconTrust has authority to conduct nonjudicial foreclosures on real property in Utah.

The question is of continuing importance because Utah Code Ann. § 57-1-23.5(2) (Supp. 2011)¹⁰ provides a private cause of action to a trustor whose real property has been the subject of an unauthorized sale by an unauthorized person. Plaintiffs assert ReconTrust is unauthorized to “foreclose.”

Defendants may have a point that plaintiffs may have exceeded the scope of the court’s leave to amend,¹¹ but the court need not address the promissory estoppel claim nor the breach of contract issue at this time. The immediate and substantive question before the court is whether ReconTrust has authority to sell real property at a nonjudicial foreclosure sale in Utah.

On November 10, 2011, defendants’ motion came on for hearing and was argued to the court, at which time the court reserved on the matter and requested supplemental briefing from both parties as to the legislative history of 12 U.S.C. § 92a. Curiously, at the hearing, defendants notified the court for the first time that on November 2, 2011, ReconTrust had been succeeded as trustee by an attorney named Armand J. Howell.¹² Defendants then asserted that plaintiffs’ claim

⁹(*See* Defs.’ Mem. Supp. Mot. Dismiss Pls.’ Third Am. Compl. (dkt. no. 71) (“Defs.’ Mem.”), at 2.)

¹⁰Subsection (2)(a) states that “[a]n authorized person who conducts an unauthorized sale is liable to the trustor for the actual damages suffered by the trustor as a result of the unauthorized sale or \$2,000, whichever is greater.”

¹¹(*See* Defs.’ Mem. at 5–6.)

¹²(Transcript of Hearing, dated Nov. 10, 2011 (dkt. no. 80) (“Mot. Dismiss Hr’g Tr.”), at 7:16–8:5, 33:17–19.)

as to ReconTrust had become moot.¹³ In light of Mr. Howell’s recent appointment as successor trustee, the court also requested the parties to brief whether the ReconTrust issue was capable of repetition.¹⁴

II. DISCUSSION

At this point, the court need only determine whether to grant or deny defendants’ motion to dismiss.

“While a complaint attacked by a Rule 12(b)(6) motion to dismiss does not need detailed factual allegations, a plaintiff’s obligation to provide the grounds of his entitlement to relief requires more than labels and conclusions, and a formulaic recitation of the elements of a cause of action will not do.”¹⁵ While “the pleading standard Rule 8 announces does not require detailed factual allegations, . . . it demands more than an unadorned, the-defendant-unlawfully-harmed-me accusation.”¹⁶

Prior to dealing with the substantive question, the court must first determine whether plaintiffs’ claim is now moot.

A. Plaintiffs’ claim against ReconTrust is not moot

This court’s jurisdiction and constitutional authority under Article III of the Constitution do not extend to moot cases, but only to actual cases or controversies.¹⁷ The mootness doctrine is

¹³(*Id.* at 33:12–16.)

¹⁴(*Id.* at 72:22–73:3.)

¹⁵*Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 555 (2007) (internal citations and quotations omitted).

¹⁶*Ashcroft v. Iqbal*, 129 S. Ct. 1937, 1949 (2009) (internal quotations omitted).

¹⁷*Iron Arrow Honor Soc’y v. Heckler*, 464 U.S. 67, 70 (1983).

grounded in the idea that “federal courts only decide actual, ongoing cases or controversies,”¹⁸ and that “a case or controversy no longer exists when it is impossible to grant any effectual relief.”¹⁹

However, a case is not moot if it “falls within a special category of disputes that are ‘capable of repetition’ while ‘evading review.’”²⁰ Two elements must be present for a case to fall within this exception: “(1) the challenged action was in its duration too short to be fully litigated prior to its cessation or expiration, and (2) there was a reasonable expectation that the same complaining party would be subjected to the same action again.”²¹

The Supreme Court has stated that a federal court’s “concern in these cases, as in all others involving potentially moot claims, [is] whether the controversy [is] *capable* of repetition and not . . . whether the claimant ha[s] demonstrated that a recurrence of the dispute was more probable than not.”²² Indeed, the possibility of recurrence need not be “established with mathematical precision,” but rather the court need only find a “reasonable expectation” of repetition.²³ Certainly, the bar is not high for a party to withstand a challenge for mootness.

¹⁸*Lucero v. Bureau of Collection Recovery, Inc.*, 639 F.3d 1239, 1242 (10th Cir. 2011) (quoting *Building & Constr. Dep’t v. Rockwell Int’l Corp.*, 7 F.3d 1487, 1491 (10th Cir. 1993)); see also Matthew I. Hall, *The Partially Prudential Doctrine of Mootness*, 77 Geo. Wash. L. Rev. 562, 571 (2009).

¹⁹*Chihuahuan Grasslands Alliance v. Kempthorne*, 545 F.3d 884, 891 (10th Cir. 2008).

²⁰*Turner v. Rogers*, 131 S. Ct. 2507, 2514–15 (2011) (quoting *S. Pac. Terminal Co. v. ICC*, 219 U.S. 498, 515 (1911)).

²¹*Weinstein v. Bradford*, 423 U.S. 147, 149 (1975) (per curiam).

²²*Honig v. Doe*, 484 U.S. 305, 319 n.6 (1988) (emphasis in original).

²³*Id.*

When presented with a question of mootness the court also has an “interest in ‘preventing litigants from attempting to manipulate the Court’s jurisdiction.’”²⁴ “The concern is that a party’s change in position may be temporary and thus abandoned once the litigation ends.”²⁵ Therefore, it is “well settled that a defendant’s voluntary cessation of a challenged practice does not deprive a federal court of its power to determine the legality of the practice.”²⁶ In cases where the court is concerned with a party’s potential manipulation of the court’s jurisdiction, the Tenth Circuit looks at two additional factors: (1) whether “it is not ‘absolutely clear that the allegedly wrongful behavior could not reasonably be expected to recur[.]’”²⁷ and (2) whether the litigant is attempting to seal a favorable decision from review.²⁸

Additionally, there are certain matters that come before a court that are too important to be denied effective review; for example, when the nature of the issue is sufficiently compelling in relation to the enforcement of the laws and the private rights involved.²⁹

²⁴*Wyoming v. U.S. Dep’t of Agric.*, 414 F.3d 1207, 1212 (10th Cir. 2005) (quoting *City of Erie v. PAP’S A.M.*, 529 U.S. 277, 288 (2000)).

²⁵*Id.*

²⁶*City of Mesquite v. Alladin’s Castle, Inc.*, 455 U.S. 283, 289 (1982). In *Alladin’s Castle*, a city exempted a business from a city ordinance in response to the business’ challenge that the ordinance was unconstitutional. However, after a state court decision was issued regarding the matter, the city adopted a new ordinance which repealed the business exemption. *See id.* at 286–87, 289.

²⁷*Seneca-Cayuga Tribe of Okla. v. Nat’l Indian Gaming Comm’n*, 327 F.3d 1019, 1028 (10th Cir. 2003) (quoting *S. Utah Wilderness Alliance v. Norton*, 301 F.3d 1217, 1236 n.17 (10th Cir. 2002)).

²⁸*See Seneca-Cayuga Tribe*, 327 F.3d at 1029 (“We, however, read *City of Erie* as expressing a generalized concern about manipulation of an appellate court’s jurisdiction to seal a favorable decision from review. Here, appellees’ conduct, while presumably not in bad faith, nonetheless implicates the concern over post-trial manipulation.”).

²⁹*Cf. In re Carlson*, 580 F.2d 1365, 1372 (10th Cir. 1978) (deciding to entertain the issue
(continued...))

Here, defendants assert that “Plaintiffs cannot allege a live case or controversy vis-à-vis ReconTrust and this Court cannot grant Plaintiffs any effectual relief as to the preliminary injunction claim”³⁰ because ReconTrust is no longer the trustee on the plaintiffs’ deed of trust, and “in fact, ReconTrust ceased operations in Utah in October 2011.”³¹

This court disagrees. The question of mootness arose on November 2, 2011, when defendants substituted a licensed Utah attorney as trustee in the place of ReconTrust. However, plaintiffs and others are certainly capable of being subjected to ReconTrust’s actions once again. Plaintiffs correctly assert that the “beneficiary may appoint a successor trustee *at any time*,”³² meaning that there is nothing prohibiting defendants from again substituting ReconTrust as successor trustee at a later date.

Although defendants represent that ReconTrust ceased operations in Utah in October 2011, they have supplied this court with one order and one memorandum decision and order from cases in the District of Utah wherein ReconTrust continued to prosecute actions against Utah homeowners as late as December 2011 and February 2012.³³ There was no specific representation that ReconTrust would comply with the Utah statutes in the future. It is of course

²⁹(...continued)
as to whether the district court’s judgment denying the IRS application was a final decision even though the petitioner’s business successor-in-interest had already voluntarily paid all the taxes, penalties, and interest of taxpayer Carlson).

³⁰(Defs.’ Supplemental Mem. Supp. Mot. Dismiss, filed Dec. 1, 2011 (“Defs.’ Supplemental Mem.”) (dkt. no. 83), at 8.)

³¹(*Id.*)

³²Utah Code Ann. § 57-1-22(1)(a) (2010) (emphasis added).

³³*Dutcher v. Matheson*, 2:11-CV-666-TS (D. Utah Feb. 8, 2012) (Mem. Opinion & Order, dkt. no. 48); *see also Garrett v. ReconTrust Co., N.A.*, 2:11-CV-00763-DS (D. Utah Dec. 21, 2011) (Order, dkt. no. 9).

curious that ReconTrust later provided to the court supplemental authority and further argued that ReconTrust did not have to comply with the Utah statutes. Thus, it is not absolutely clear to this court that ReconTrust's future compliance with Utah statutes can reasonably be expected.

ReconTrust relies on two decisions which apply Texas law to a national bank's fiduciary activities in Utah.³⁴ The cases on this issue within the District of Utah are evenly split.³⁵ One of them was appealed.³⁶ The Tenth Circuit did not have opportunity to pass on the matter because the plaintiff voluntarily dismissed her complaint in the underlying action prior to the Tenth Circuit having opportunity to issue an opinion.³⁷

The substitution of an attorney as successor trustee occurred on November 2, 2011. The hearing on the motion to dismiss was set for November 10, 2011. Despite having eight days (four days, not including weekends and the dates of substitution and hearing) to notify the court of the substitution—and possibly submit a supplemental brief as to the potential mootness

³⁴*Dutcher v. Matheson*, 2:11-CV-666-TS (D. Utah Feb. 8, 2012) (Mem. Opinion & Order, dkt. no. 48); *see also Garrett v. ReconTrust Co., N.A.*, 2:11-CV-00763-DS (D. Utah Dec. 21, 2011) (Order, dkt. no. 9).

³⁵Just as there are two District of Utah cases that apply Texas law to ReconTrust's foreclosure operations in Utah, *see cases cited supra* note 34, there are also two District of Utah cases that apply Utah law on the same issue. *See Cox v. ReconTrust Co.*, No. 2:10-CV-492-CW, 2011 WL 835893, at *6 (D. Utah March 3, 2011) (holding that Utah law applies to ReconTrust's foreclosure activities within the State of Utah); *see also Coleman v. ReconTrust Co.*, No. 2:10-CV-1099 (D. Utah Oct. 3, 2011) (Order Granting in Part and Denying in Part Motion to Dismiss, dkt. no. 87, at 2) (same).

³⁶*See Cox v. ReconTrust Co.*, No. 2:10-CV-492-CW (D. Utah June 25, 2010) (Notice of Appeal of Interlocutory Decision, dkt. no. 47).

³⁷*See Cox v. ReconTrust Co., N.A.*, No. 10-4117, Order at 2 (10th Cir. Aug. 18, 2011).

issue—defendants did not notify the court of the substitution until the November 10, 2011 hearing was well underway and 245³⁸ days after the case was commenced.³⁹

The parties have raised a compelling question. Further, the private rights of many Utah citizens are potentially involved. The matter is too important to be denied effective review.

B. ReconTrust is not authorized to exercise a power of sale in a non-judicial foreclosure action within the State of Utah

Utah statutes require banks—including Utah-chartered banks—to foreclose trust deeds only through identified trustees. The question for decision is direct: Does ReconTrust, a Texas corporation, and by definition a “national bank”—although it neither takes deposits nor makes loans—have the power to conduct non-judicial foreclosures in Utah of trust deeds on real property located in Utah without complying with Utah statutes? The direct answer is no. It does not have such power.

³⁸Plaintiffs filed their complaint in Third District Court, Salt Lake County, Utah on March 11, 2011.

³⁹(See Mot. Dismiss Hr’g Tr. at 7:16–24, 33:12–23):

MS. MILLER: In any event, a new substitution of trustee has been made since that time identifying another trustee. . . .

THE COURT: When was that done?

MS. MILLER: That was done in November of 2011.

THE COURT: Just a day or two ago.

MS. MILLER: A week or two ago, yes.

. . . .

MS. MILLER: We’d also like to point out that there is no immediate or irreparable injury in this case. ReconTrust is not even the appointed substitute trustee anymore, as we pointed out earlier, so the issue is moot—

THE COURT: Why so fast? I notice that you did that on the 2d of November.

MS. MILLER: Yes.

THE COURT: Okay.

MS. MILLER: Yes. The old notice was stale. We would not have been able to act on the old notice. And so a new notice was issued.

A state bank which seeks to foreclose on real property in Utah must comply with Utah law. A federally chartered “bank” which seeks to foreclose on such property must comply with Utah law as well. The reason is found within the federal statutes, the history of federal legislation, as well as principles of Federalism.

Defendants—and the court decisions to which they cite⁴⁰—rely heavily on 12 C.F.R. § 9.7(d) (2011), a final interpretive rule issued by the Office of the Comptroller of the Currency (“the Comptroller”) which interprets the governing federal statute, 12 U.S.C.A. § 92a (2001). However, none of the decisions to which defendants cite—nor any that this court has examined—have questioned whether the Comptroller’s interpretation deserves deference.⁴¹

In determining whether the court should give such deference to the Comptroller’s interpretation of § 92a of the National Bank Act the court applies the *Chevron* test, which states that

[w]hen a court reviews an agency’s construction of the statute which it administers, it is confronted with two questions. First, always, is the question whether Congress has directly spoken to the precise question at issue. If the intent of Congress is clear, that is the end of the matter; for the court, as well as the agency, must give effect to the unambiguously expressed intent of Congress. If, however, the court determines Congress has not directly addressed the precise question at issue, the court does not simply impose its own construction on the statute, as would be necessary in the absence of an administrative interpretation. Rather, if the statute is silent or ambiguous with respect to the specific issue, the

⁴⁰*Dutcher v. Matheson*, 2:11-CV-666-TS (D. Utah Feb. 8, 2012) (Mem. Opinion & Order, dkt. no. 48); *see also Garrett v. ReconTrust Co., N.A.*, 2:11-CV-00763-DS (D. Utah Dec. 21, 2011) (Order, dkt. no. 9). Both the preceding cases held that Texas law applies to ReconTrust’s foreclosure activities in Utah. *But see Cox v. ReconTrust Co.*, No. 2:10-CV-492-CW, 2011 WL 835893, at *6 (D. Utah March 3, 2011) (holding that Utah law applies to ReconTrust’s foreclosure activities within the State of Utah); *see also Coleman v. ReconTrust Co.*, No. 2:10-CV-1099 (D. Utah Oct. 3, 2011) (Order Granting in Part and Denying in Part Motion to Dismiss, dkt. no. 87, at 2) (same).

⁴¹ *See Chevron, U.S.A., Inc. v. Natural Res. Def. Council, Inc.*, 467 U.S. 837, 842 (1984).

question for the court is whether the agency's answer is based on a permissible construction of the statute.⁴²

In a more recent case, the Supreme Court has stated that “[u]nder the familiar *Chevron* framework, we defer to an agency’s *reasonable* interpretation of a statute it is charged with administering.”⁴³

Accordingly, in determining whether the Comptroller’s opinion deserves deference, the court first looks to whether Congress has addressed the precise question at issue, and if Congress has not, the court will then determine whether the Comptroller’s interpretation is based on a permissible construction of the statute, i.e., whether the interpretation is reasonable.

1. The interplay between 12 U.S.C. § 92a and 12 C.F.R. § 9.7(d)

ReconTrust is chartered as a “national bank,” and is governed by the National Bank Act, 12 U.S.C. § 1 *et seq.* As part of the National Bank Act, 12 U.S.C. § 92a specifically discusses a national bank’s power to act as trustee. Because the Comptroller’s final rule purports to interpret 12 U.S.C. § 92a, this court’s starting point is the plain language of the statute itself. Pertinent also is the intent of Congress as reflected in the language of the statute and its legislative history.

The statute states:

(a) Authority of Comptroller of the Currency

The Comptroller of the Currency shall be authorized and empowered to grant by special permit to national banks applying therefor, *when not in contravention of State or local law*, the right to act as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, committee of estates of lunatics, or in any other fiduciary capacity in which State banks, trust companies, or other corporations which come into competition with national banks are permitted to act under the laws of the State in which the national bank is located.

(b) Grant and exercise of powers deemed not in contravention of State or local law

⁴²*Id.* at 842–43.

⁴³*Cuomo v. Clearing House Ass’n*, 129 S. Ct. 2710, 2715 (2009) (emphasis added).

Whenever the laws of such State authorize or permit the exercise of any or all of the foregoing powers by State banks, trust companies, or other corporations which compete with national banks, the granting to and the exercise of such powers by national banks shall not be deemed to be in contravention of State or local law within the meaning of this section.⁴⁴

Congress has spoken directly to this issue: the “State” referenced in § 92a refers, *inter alia*, to the State where the trust activity occurs—Utah in this case. The statute is clear. However, even if the statute is not clear and demands interpretation, this Court concludes that the Comptroller’s interpretation in 12 C.F.R. § 9.7(d) modifies the statute and is unreasonable—if not irrational—and therefore, does not deserve deference. ReconTrust must comply with Utah law when engaging in trust activities within the State of Utah, which includes trust deed foreclosures. This court further concludes that ReconTrust, by definition a national bank, competes with banks, not title insurance companies. Rather, the Utah Legislature intended that title insurance companies and national or state-chartered banks work in concert with each other when conducting non-judicial foreclosures within the State of Utah.

Defendants argue that § 92a must be read in conjunction with 12 C.F.R. § 9.7(d) (2011), which states that

[f]or each fiduciary relationship, the state referred to in section 92a is the state in which the bank acts in a fiduciary capacity for that relationship. A national bank acts in a fiduciary capacity in the state in which it accepts the fiduciary appointment, executes the documents that create the fiduciary relationship, and makes discretionary decisions regarding the investment or distribution of fiduciary assets. If these activities take place in more than one state, then the state in which the bank acts in a fiduciary capacity for section 92a purposes is the state that the bank designates from among those states.⁴⁵

⁴⁴12 U.S.C.A. § 92a(a)–(b) (2001) (emphasis added).

⁴⁵12 C.F.R. § 9.7(d) (2011).

Defendants assert that when read in conjunction with 12 C.F.R. § 9.7(d), the “State or local law” referred to in 12 U.S.C. § 92a(a) is clearly Texas law—as opposed to Utah law—because ReconTrust accepts fiduciary appointment, executes the documents that create the fiduciary relationship, and makes discretionary decisions regarding the investment or distribution of fiduciary assets in Texas. Defendants have called the court’s attention to two recent decisions—both within the District of Utah—which arrive at this conclusion, relying on 12 C.F.R. § 9.7(d).⁴⁶ Although aware of these decisions, this court sees the issue differently.

Texas law allows national banks to act as trustee under deeds of trust, and to exercise the power of sale with regard to such deeds of trust in Texas.⁴⁷ Utah law does not.⁴⁸ Because Texas law allows its own state-chartered banks to exercise the power of sale in foreclosure actions in Texas, pursuant to 12 U.S.C. § 92a, national banks are also allowed to exercise the power of sale within Texas. However, because Utah law does not allow Utah state-chartered banks to exercise the power of sale in foreclosure actions, plaintiffs argue that § 92a’s contravention clause (“when not in contravention of State or local law”) also prohibits national banks from exercising the power of sale in Utah.

The threshold issue is whether the court should give credence to 12 C.F.R. § 9.7(d)’s reading of 12 U.S.C. § 92a, as the defendants insist.

⁴⁶*Dutcher v. Matheson*, 2:11-CV-666-TS (D. Utah Feb. 8, 2012) (Mem. Decision & Order, dkt. no. 48, at 11 n.25); *see also Garrett v. ReconTrust Co., N.A.*, 2:11-CV-00763-DS (D. Utah Dec. 21, 2011) (Order, dkt. no. 9, at 3).

⁴⁷*See* Tex. Fin. Code Ann. §§ 32.001, 182.001; *see also* Tex. Prop. Code Ann. §§ 51.0001, 51.0074.

⁴⁸*See* Utah Code Ann. §§ 57-1-23, 57-1-21 (2010) (allowing only an active member of the Utah State Bar or a title insurance company to exercise the power of sale).

(a) Whether Congress has directly spoken to the precise question at issue

The precise question at issue is this: to which “State(s)” does 12 U.S.C. § 92a(a) refer? After carefully examining the statute’s plain meaning, together with the legislative history of the statute, the court has determined that Congress has directly addressed this precise question.

The court begins its analysis by looking to the plain meaning of the statute.⁴⁹ “The plainness or ambiguity of statutory language is determined by reference to the language itself, the specific context in which that language is used, and the broader context of the statute as a whole.”⁵⁰ 12 U.S.C. § 92a(a) sets forth the Comptroller’s authority to grant national banks the power to act as trustee “when not in contravention of State or local law.” The State law to which § 92a(a) refers is the law “of the State in which the national bank is located.”⁵¹ Subsection (b) further states that “whenever the laws of such State authorize” State banks to act as trustee, the granting of such trustee powers to national banks “shall not be deemed to be in contravention of State or local law.”⁵²

The statute’s plain meaning indicates that the national bank is “located” in each state in which it carries on activities as trustee.

The Comptroller’s rule—without providing reasons therefor—limits its interpretation of the location where a national bank acts as trustee to the State in which the bank performs its

⁴⁹*Robinson v. Shell Oil Co.*, 519 U.S. 337, 340 (1997) (“Our first step in interpreting a statute is to determine whether the language at issue has a plain and unambiguous meaning with regard to the particular dispute in the case. Our inquiry must cease if the statutory language is unambiguous and ‘the statutory scheme is coherent and consistent.’” (quoting *United States v. Ron Pair Enters., Inc.*, 489 U.S. 235, 240 (1989))).

⁵⁰*Robinson*, 519 U.S. at 341.

⁵¹12 U.S.C.A. § 92a(a) (2001).

⁵²*Id.* § 92a(b).

“core fiduciary functions.”⁵³ The Comptroller has interpreted “core fiduciary functions” to mean “accept[ing] the fiduciary appointment, execut[ing] the documents that create the fiduciary relationship, and mak[ing] discretionary decisions regarding the investment or distribution of fiduciary assets.”⁵⁴ Notably, the Comptroller failed to include as a core fiduciary function engaging in an act which liquidates the trust assets, e.g., engaging in a non-judicial foreclosure of real property where the trust asset is located. This makes no sense

Such an artificial exclusion contravenes the plain meaning of the statute. When acting as a trustee of a trust deed, one necessarily acts in the capacity as trustee in the State where the real property is located, where notice of default is filed, and where the sale is conducted. In this case, ReconTrust is acting as trustee of a trust deed for real property in the State of Utah. ReconTrust, as trustee, filed a notice of default and election to foreclose on real property within the State of Utah.

The notice is filed in Utah. The sale is conducted in Utah, often on the steps of the local county courthouse. Those acts do not occur in Texas. Those acts may not be performed by Utah-chartered banks. Thus, those acts may not be performed by national banks in Utah. That dual system, it seems to me, is Federalism at its most elementary.

Other courts have also reached this conclusion. In *Cox v. ReconTrust Co., N.A.*,⁵⁵ the court stated that it was not convinced by

⁵³See Interpretive Letter No. 866, 1999 WL 983923, at Part II.B. (October 8, 1999).

⁵⁴12 C.F.R. § 9.7(d) (2011); *see also* Interpretive Letter No. 866, 1999 WL 983923, at Part II.B. (adopted in substance by 12 C.F.R. § 9.7(d)).

⁵⁵No. 2:10-CV-492 CW, 2011 WL 835893, at *6 (D. Utah March 3, 2011). Plaintiff voluntarily dismissed the underlying district court action while the foregoing case was on appeal before the Tenth Circuit. Thus, the Tenth Circuit found that the appeal was rendered moot. *Cox v. ReconTrust Co., N.A.*, No. 10-4117, Order at 2 (10th Cir. Aug. 18, 2011). Currently, this case and the companion Utah cases all are a form of repetition.

ReconTrust's argument that § 92a(b) dictates that the court look to some state law other than Utah state law to evaluate ReconTrust's foreclosure activities in Utah. . . . Here, . . . ReconTrust is conducting foreclosure activities on behalf of Bank of America in several states, including Utah. . . .

Under a straight forward reading of § 92a(b), this court must look to Utah law in its analysis of whether ReconTrust's activities in Utah exceed ReconTrust's trustee powers. The powers granted to ReconTrust under federal law in this case are limited by the powers granted by Utah state law to ReconTrust's competitors. Accordingly, the extent of ReconTrust's federal powers must be determined by reference to the laws of Utah, not by reference to the laws of some other state. Under Utah law, the power to conduct non-judicial foreclosure is limited to attorneys and title companies. The scope of the powers granted by federal law is limited to the same power Utah statute confers on ReconTrust's Utah competitors. . . .⁵⁶

The legislative history of 12 U.S.C. § 92a demonstrates that Utah law should apply.

The phrase, "when not in contravention of State or local law" originated with § 11(k) of the Federal Reserve Act of 1913.⁵⁷ Although legislative history does not exist as to the precise meaning of the phrase in § 11(k), a nearly identical phrase was used in § 8 of the same Act. Section 8 provided a means by which state banks could convert to national banks. However, the section placed a condition on state banks that desired to convert to national banks: "*Provided, however, That said conversion shall not be in contravention of the State law.*"⁵⁸ When the bill which eventually became the Federal Reserve Act of 1913 was introduced on the floor of the Senate on December 1, 1913, § 8 also contained the word "local" so as to read, "*Provided,*

⁵⁶*Id.*; see also *Coleman v. ReconTrust Co.*, No. 2:10-CV-1099 (D. Utah Oct. 3, 2011) (Order Granting in Part and Denying in Part Motion to Dismiss, dkt. no. 87, at 2) ("[T]he court agrees with the reasoning applied in *Cox v. ReconTrust Company, N.A.*, 2011 WL 835893 (March 3, 2011 D. Utah).").

⁵⁷Federal Reserve Act of 1913, Dec. 23, 1913, ch. 6 § 11(k), 38 Stat. 262. At the time of its passage, section 11(k) stated that "[t]he Federal Reserve Board shall be authorized and empowered To grant by special permit to national banks applying therefor, when not in contravention of State or local law, the right to act as trustee, executor, administrator, or registrar of stocks and bonds under such rules and regulations as the said board may prescribe."

⁵⁸*Id.* § 8, 38 Stat. 258.

however, That said acts are not in contravention of the State or local law.”⁵⁹ That wording of § 8 is almost identical to the language found in § 11(k) that now exists as 12 U.S.C. § 92a(a).

Dialogue as to the purpose of this language that occurred on the floor of the Senate on December 15, 1913 proves instructive:

MR. BURTON: On page 28, lines 6 and 7, there is this proviso: *Provided, however*, That said acts are not in contravention of the State or local law.

Why should this reservation appear in the preceding section and not in section 9? The preceding section pertains to a change in the form of organization from a State bank to a national bank, while this section, as I have already said, relates to membership by a State bank in this new system. Why is not a reservation of that kind equally as necessary in this section as in the preceding section?

MR. OWEN: Mr. President, I will reply to the Senator that, in my judgment, it is not necessary in the preceding section.

MR. BURTON: That is, it goes without saying?

MR. OWEN: It is merely put in as a courteous observation. In reality I do not think it is actually necessary, because no State bank having its charter under a State law could violate the law of its own being. *It was thought well, however, to put it in to show that there was no purpose on the part of Congress to disregard the local State law, but merely to give its assent provided the State law permitted it to be done.*⁶⁰

Senator Owen’s⁶¹ response is a clear indication that Congress did not intend to disregard or contravene *local* State law when giving state banks the opportunity to convert to national banks. That is to say, if State law prohibited a state bank from converting to a national bank, the

⁵⁹51 Cong. Rec. S23 (December 1, 1913) (statement of Sen. Owen).

⁶⁰51 Cong. Rec. S879 (December 15, 1913) (statements of Sens. Owen & Burton) (emphasis added).

⁶¹Senator Owen was the Senate’s principal sponsor of the Federal Reserve Act of 1913.

Federal Reserve Act would not contravene that State's law, and the state bank would not be able to convert to a national bank.

In light of the near-identical nature of the phrases in §§ 8 and 11(k), it seems clear that Congress intended to preclude any inference that a national bank may disregard local State law in performing its duties as trustee. A contrary interpretation draws precisely that inference and effectively preempts the laws of the local State (presumably the State where the foreclosed property is located and the trustee executes the power of sale) in favor of the laws of another State (the State where the national bank performs its "core fiduciary functions"); this is essentially the effect of the Comptroller's final rule.

Shortly after the enactment of the Federal Reserve Act of 1913, the Supreme Court had opportunity to interpret § 11(k) when the Michigan Supreme Court upheld a state law that prohibited national banks from exercising trust powers within Michigan.⁶² Interestingly, the laws of Michigan allowed state banks to exercise trust powers;⁶³ thus the effect of the Michigan law was to discriminate against national banks. The Supreme Court reversed the decision of the Michigan Supreme Court,⁶⁴ holding that if State law allows a state bank to conduct certain business, the State must also allow a national bank to conduct that same business so long as the Federal Reserve Board grants the national bank permission to do so.⁶⁵

⁶²*First Nat'l Bank of Bay City v. Fellows*, 244 U.S. 416, 421–22 (1917).

⁶³*Id.* at 421.

⁶⁴*Id.* at 423–24.

⁶⁵*Id.* at 426.

The next year, Congress successfully codified the Supreme Court's holding in *Fellows* by passing H.R. 11283,⁶⁶ which in present-day form comprises the latter-half of subsection 92a(a) and the entirety of subsection (b). Prior to the passage of H.R. 11283, the House Committee on Banking and Currency's report regarding the bill stated that

[u]nder a recent decision of the United States Supreme Court it is clearly settled that Congress has the power to confer authority upon national banks to act in these fiduciary capacities, where such powers are exercised by trust companies, State banks, or other competing corporations, even though the State law discriminates against national banks in this regard. The terms of section 11(k) are extended, therefore, to permit such powers to be granted to national banks in those States in which the State law discriminates against national banks in this respect.⁶⁷

Congress thus intended to create an equal playing field for national banks, and was wary of any potential competitive advantage afforded to State institutions by State law.

Decades later, through the passage of the National Bank Act of 1962, Congress removed the power originally vested in the Federal Reserve Board under § 11(k) and transferred it to the Comptroller of the Currency.⁶⁸ This Act of Congress effectively repealed⁶⁹ the language of § 11(k) of the Federal Reserve Act and reenacted it as 12 U.S.C. § 92a(a)–(b). On September 13, 1962, the Senate Committee on Banking and Currency issued Senate Report No. 2039, urging the

⁶⁶Act of Sept. 26, 1918, ch. 177, 40 Stat. 967, 968–69 (1918).

⁶⁷H.R. Rep. No. 65-479, *reprinted in* U.S. Serial Set vol. 7307 (1918).

⁶⁸National Bank Act of 1962, Pub. L. No. 87-722, 76 Stat. 668 (enacting H.R.12577).

⁶⁹“Subsection (k) of section 11 of the Federal Reserve Act . . . is repealed by [H.R. 12577] in a purely technical sense only. In effect, the provisions of that subsection become the first section of the bill, with the Comptroller of the Currency being substituted for the Board of Governors of the Federal Reserve System as the responsible administrative agency.” H.R. Rep. No. 87-2255, at 4, *reprinted in* U.S. Serial Set vol. 12433 (1962).

passage of the National Bank Act of 1962.⁷⁰ Therein, the committee included a “General Statement” which made abundantly clear that

this bill will result in no change in the present distribution of power between Federal and State Governments, nor will it cause any weakening of the principles underlying the dual banking system. . . . It would not give authority to the Comptroller of the Currency to exercise any supervisory functions over State banks.⁷¹

The Office of the Comptroller of the Currency defines “dual banking system” as

parallel state and federal banking systems that co-exist in the United States. The federal system is based on a federal bank charter, powers defined under federal law, operation under federal standards, and oversight by a federal supervisor. The state system is characterized by state chartering, bank powers established under state law, and operation under state standards, including oversight by state supervisors.⁷²

Therefore, when the plain language of § 92a is read in conjunction with the legislative history of the contravention clause, it is certain that Congress did not intend the laws of one State to pre-empt the laws of another State in dealing with a national bank. Rather, Congress made abundantly clear that “there was no purpose on the part of Congress to disregard the local State law, but merely to give its assent provided the State law permitted it to be done.”⁷³ In light of the foregoing, this court determines that Congress has spoken to the precise question at issue, and has determined that the law that shall apply to a national bank acting as trustee under a trust deed is the local State law, which in this instance is Utah law.

⁷⁰S. Rep. No. 87-2039, *reprinted in* 1962 U.S.C.C.A.N. 2735–36; *see also* H.R. Rep. No. 87-2255, *reprinted in* U.S. Serial Set vol. 12433 (1962) (adopted in substance by S. Rep. No. 87-2039 and referenced in 1962 U.S.C.C.A.N. 2735–36).

⁷¹*Id.* at 2736.

⁷²Office of the Comptroller of the Currency, *National Banks and the Dual Banking System* 1 (September 2003), *at* <http://www.occ.gov/static/publications/DualBanking.pdf>.

⁷³51 Cong. Rec. S879 (December 15, 1913) (statement of Sen. Owen).

(b) Whether the Comptroller's interpretation is reasonable (in the event that the statute is silent or ambiguous)

Although the reasonableness of the Comptroller's interpretation need only be addressed if Congress has not previously spoken as to the precise question at issue, which it has, for the sake of completeness, the court will also examine the reasonableness of the Comptroller's interpretation found in 12 C.F.R. § 9.7(d).

The Comptroller is charged with interpreting the statute in a reasonable manner. It is not charged with amending the law. The Supreme Court has stated in regards to 12 U.S.C. § 92a(a) that "[n]ot surprisingly, this Court has interpreted those explicit provisions to mean what they say."⁷⁴ If § 92a is to mean what it says (i.e., the plain meaning), the reference to "State or local law" at a minimum should be construed to mean the State in which the trust activity occurs.

With the legislative history of § 92a in mind, it is important to note that the Comptroller was not always a proponent of the interpretation found in 12 C.F.R. § 9.7(d). Indeed, in large part, the Comptroller based 12 C.F.R. § 9.7(d) on two interpretive letters issued in October 1999.⁷⁵ But rarely mentioned in this rulemaking is the Comptroller's Interpretive Letter No. 695, which issued in December 1995.⁷⁶

The Comptroller issued Interpretive Letter No. 695 in response to a national bank's inquiry as to whether the national bank had authority to conduct fiduciary activities on a nationwide basis through trust offices in various states.⁷⁷ Therein, the Comptroller stated that

⁷⁴*Barnett Bank of Marion County, N.A. v. Nelson*, 517 U.S. 25, 34 (1996).

⁷⁵Interpretive Letter No. 866, 1999 WL 983923 (October 8, 1999); Interpretive Letter No. 872, 1999 WL 1251391 (October 28, 1999).

⁷⁶Interpretive Letter No. 695, 1996 WL 187825 (December 8, 1995).

⁷⁷*Id.* at *1.

the effect of section 92a is that in any specific state, the availability of fiduciary powers is the same for out-of-state national banks or for in-state national banks and is dependent upon what the state permits for its own state institutions. A state may limit national banks from exercising any or all fiduciary powers in that state, but only if it also bars its own institutions from exercising the same powers. Therefore, a national bank with its main office in one state (such as the proposed trust bank) may conduct fiduciary business in that state and other states, depending upon - *with respect to each state - whether each state allows its own institutions to engage in fiduciary business.*⁷⁸

This interpretation is certainly reasonable as it—consistent with Congress’ intent—precludes a competitive advantage as between state-chartered banks and national banks. Such an interpretation also precludes a competitive advantage between in-state national banks and out-of-state national banks. This principle was further emphasized by the Comptroller in Letter No. 695:

This interpretation of the statute also fosters desirable public policies. First, every national bank offering fiduciary services in a given state will have the same authority to conduct fiduciary business. A national bank conducting fiduciary business and administering trust assets at a trust office will be subject to the same standards irrespective of whether the office is part of an in-state national bank or an out-of-state national bank. Second, there will be a *level playing field for enhanced competition in the provision of fiduciary services within each state, because more potential providers will be able to compete on similar terms.*⁷⁹

This means that a national bank based in Texas which performs fiduciary functions in Utah cannot have a competitive advantage over a Utah-based national bank that performs its fiduciary functions in Utah. However, under the Comptroller’s final rule, a national bank based in Texas does have a competitive advantage over a national bank based in Utah as well as Utah-chartered banks. Such a result is simply contrary to Congress’ clear intent in enacting § 92a.

The Comptroller further stated that

section 92a authorizes national banks to offer fiduciary services in multiple states, but then conditions the exercise of that power within each state *on a state-by-state basis* under the same test: is the exercise of fiduciary powers by national banks

⁷⁸*Id.* at *4 (emphasis added).

⁷⁹*Id.* at *14 (emphasis added).

prohibited by state law, and even if it is, does that state permit its state institutions to exercise these powers or not. *This result is consistent with other banking statutes that treat a single national bank as present in different states for the purposes of that statute.*⁸⁰

The Comptroller cited various cases to support its position that “for the purposes of these statutes, a national bank is not located only in the place of its main office but can be ‘located,’ ‘situated’ or ‘existing’ in, or be a ‘citizen’ of, multiple cities, counties, or states.”⁸¹ Therefore, in light of Interpretive Letter No. 695, it seems unreasonable, if not irrational, for the Comptroller to now posit that a national bank is only “located” in the place where it conducts “core fiduciary activities.”⁸²

⁸⁰*Id.* at *12 (emphasis added).

⁸¹*Id.* at *13 (citing *Citizens & S. Nat’l Bank v. Bougas*, 434 U.S. 35, 44 (1977); *Fisher v. First Nat’l Bank of Omaha*, 548 F.2d 255 (8th Cir.1977); *Fisher v. First Nat’l Bank of Chicago*, 538 F.2d 1284 (7th Cir. 1976), *cert. denied*, 429 U.S. 1062 (1977); *Seattle Trust & Sav. Bank v. Bank of Cal. N.A.*, 492 F.2d 48 (9th Cir. 1974), *cert. denied*, 419 U.S. 844 (1974); *Bank of N.Y. v. Bank of Am.*, 853 F. Supp. 736 (S.D.N.Y. 1994); *Conn. Nat’l Bank v. Iacono*, 785 F. Supp. 30 (D.R.I. 1992)).

⁸²The Supreme Court in *Cuomo v. Clearing House Ass’n*, 129 S. Ct. 2710 (2009), held that the Comptroller’s interpretation of another portion of the National Bank Act—12 U.S.C. § 484(a)—was unreasonable. *See id.* at 2719 (“The Comptroller’s regulation, therefore, does not comport with the statute. Neither does the Comptroller’s interpretation of its regulation . . .”).

12 U.S.C. § 484(a) provides that “[n]o national bank shall be subject to any visitorial powers except as authorized by Federal law, vested in the courts of justice or such as shall be, or have been exercised or directed by Congress or by either House thereof or by any committee of Congress or of either House duly authorized.”

In *Cuomo*, the Comptroller interpreted the statute in a way that would have prohibited the New York Attorney General from obtaining records from national banks to determine if the national banks were complying with state fair-lending laws. *See Cuomo*, 129 S. Ct. at 2714.

ReconTrust relies on two other interpretive letters⁸³ issued by the Comptroller. Those letters were issued nearly four years after Interpretive Letter No. 695 and ostensibly provide the foundation for the Comptroller's issuance of 12 C.F.R. § 9.7.⁸⁴ Seemingly contradicting the plain meaning of § 92a's contravention clause as well as Interpretive Letter No. 695, the Comptroller in Interpretive Letter No. 866, stated that the location of a national bank is not determined by the location where the trust assets are located,⁸⁵ but rather, where the bank acts in a fiduciary capacity.⁸⁶ The Comptroller determined that a bank "acts in a fiduciary capacity" where it reviews proposed trust appointments, executes trust agreements, and makes discretionary decisions about the investment or distribution of trust assets.⁸⁷ To then say that a bank does not "act in a fiduciary capacity" when it exercises the trustee's power of sale and does so in Utah is fantasy.

Indeed, how the Comptroller decided to limit the above-listed activities as a trustee's core fiduciary functions, excluding the liquidation or disposal of trust assets, is nowhere explained.

The Comptroller, after issuing an interpretive letter (No. 695) true to the statute's plain meaning and Congress' apparent intent as evinced by Senator Owens' statement in 1913, and Congress' subsequent acts (and corresponding statements) in 1918 and 1962, reversed its

⁸³See *supra* note 75. Twenty days subsequent to the issuance of Letter No. 866, the Comptroller issued Letter No. 872. The pertinent portion of the Comptroller's analysis in Letter No. 872 is taken verbatim from Letter No. 866, and as such, the court need not separately discuss the substance of Letter No. 872.

⁸⁴See 66 Fed. Reg. 34,792-01, 2001 WL 731641, at *34795 (July 2, 2001) ("These conclusions are consistent with the conclusions set out in IL 866 and IL 872.").

⁸⁵See 1999 WL 983923, at Part II.B.

⁸⁶See *id.*

⁸⁷See *id.* at Part II.C.

interpretation of the statute to now posit that the State law referred to in § 92a is solely that of the State where the trustee accepts the fiduciary appointment, executes the documents that create the fiduciary relationship, and makes discretionary decisions regarding the investment or distribution of fiduciary assets.

Interestingly, Letter Nos. 866 and 872 also contradict the view expressed in an article⁸⁸ co-authored by John D. Hawke, Jr.,⁸⁹ which was written prior to Mr. Hawke's appointment as the Comptroller. Mr. Hawke wrote in pertinent part:

Section 92a specifically provides for deference to state law in defining the powers of a national bank to act as a fiduciary, and does not operate as a grant of authority to create federal common law. Section 92a authorizes the Comptroller to grant to national banks the right to act as trustee and "in any other fiduciary capacity in which State banks, trust companies, or other corporations which come into competition with national banks are permitted to act under the laws of the State in which the national bank is located." On its face, section 92a is geared to principles of state law. Congress has specifically designated the scope of a national bank's trust powers to be coextensive with the trust powers of state banks in the state where the bank is located. *Because the trust powers of state banks vary from state to state, so too do the trust powers of national banks.*

The statutory objective is to attain competitive equality between national banks and their state-chartered counterparts in the exercise of trust powers. *Congress clearly intended national banks acting as trustees in a given state to have the same rights and duties as local state banks.*⁹⁰

⁸⁸John D. Hawke, Jr., Melanie L. Fein & David F. Freeman, Jr., *The Authority of National Banks to Invest Trust Assets in Bank-advised Mutual Funds*, 10 Ann. Rev. Banking L. 131 (1991).

⁸⁹According to the Comptroller's website, Mr. Hawke served as the Comptroller of the Currency from 1998 to 2004, which encompasses the October 1999 publication of Letter Nos. 866 and 872, *see* <http://www.occ.treas.gov/about/who-we-are/leadership/past-comptrollers/comptroller-john-hawke.html> (last visited Mar. 13, 2012).

⁹⁰Hawke, Fein & Freeman, *supra* note 88, at 140 (internal citations omitted) (emphasis added).

Mr. Hawke authored this passage prior to his appointment as Comptroller, and therefore, the above-excerpt was not written while serving in his official capacity. However, Mr. Hawke's analysis strikes the court as reasonable and in line with § 92a's plain meaning and Congress' intent, whereas the final rule promulgated by the Comptroller does not. Moreover, nothing in the final rule explains why the final rule is preferable—let alone reasonable—to the interpretive approach taken in the above-quoted passage and in Interpretive Letter No. 695.

The Comptroller has conceded that “national banks are [not] divorced from the standards of state law in all respects.”⁹¹ Indeed, the Comptroller, in quoting the Supreme Court,⁹² stated that

national banks are “subject to the laws of the State, and are governed in their daily course of business far more by the laws of the State than of the Nation. All their contracts are governed and construed by state laws. *Their acquisition and transfer of property, their right to collect their debts, and their liability to be sued for debts, are all based on state law.*”⁹³

Certainly a national bank concerns itself with the acquisition and transfer of property, and its right to collect debts—which are both governed and construed by State law⁹⁴—when it acts as successor trustee on a deed of real property, and attempts to foreclose the same through a nonjudicial foreclosure sale.

In sum, the national statutes which created a dual banking system operate to deny out-of-state national banks any competitive advantage over local, state-chartered banks or in-state

⁹¹Office of the Comptroller of the Currency, *National Banks and the Dual Banking System* 26 (September 2003), at <http://www.occ.gov/static/publications/DualBanking.pdf>.

⁹²*Nat'l Bank v. Commonwealth*, 76 U.S. 353 (1869) (emphasis added).

⁹³*Id.* at 362; *see also* Office of the Comptroller of the Currency, *National Banks and the Dual Banking System* 27 (September 2003), at <http://www.occ.gov/static/publications/DualBanking.pdf> (quoting *Bank of Am. v. City & County of San Francisco*, 309 F.3d 551, 559 (9th Cir. 2002)).

⁹⁴*See Nat'l Bank v. Commonwealth*, 76 U.S. at 362.

national banks. Such was and is the will of Congress as expressed in statutory language and legislative history, both consistent with the principles of Federalism, as reflected in the Tenth Amendment of the Constitution.

The Comptroller's interpretation of § 92a, as set forth in 12 C.F.R. § 9.7(d), modifies the statute and gives out-of-state national banks a sizeable competitive advantage over their state-chartered counterparts and in-state national banks in states—such as Utah—where state-chartered banks and in-state national banks are not allowed to perform certain fiduciary functions, namely exercising the power of sale in non-judicial trust deed foreclosures.

Thus, 12 C.F.R. § 9.7(d) does not justify the deference contemplated in *Chevron* for agency construction of pertinent statutes.

There are fifty States. Each has its own legislature and each its own set of laws relating to state-chartered banks. Texas does not pass Utah banking laws. Utah does not pass Texas banking laws. Utah banks are limited by Utah laws as to the manner of conducting non-judicial foreclosures of real property. National statutes have recognized that local laws have a role to play in a dual banking system and have done so from at least 1913, when the Federal Reserve Act was passed and predecessor language was first installed in that Act.

2. The competition clause of 12 U.S.C. § 92a

12 U.S.C. § 92a(a) permits the Comptroller to grant a national bank the power to act in any fiduciary capacity that a state bank, corporation or organization “which come[s] into competition with national banks are permitted to act under the laws of the State in which the national bank is located.”

Driving the point home, Congress also enacted subsection (b), which provides that

[w]henever the laws of such State authorize or permit the exercise of any or all of the foregoing powers by State banks, trust companies, or other corporations *which compete with national banks*, the granting to and the exercise of such powers by national banks shall not be deemed to be in contravention of State or local law within the meaning of this section.⁹⁵

The Supreme Court had an opportunity to examine the statute in *Burnes Nat'l Bank v. Duncan*,⁹⁶ wherein Justice Holmes opined that the foregoing passages state “in a roundabout and polite but unmistakable way that whatever may be the State law, national banks having the permit of the Federal Reserve Board may act as executors if trust companies competing with them have that power.”⁹⁷ The holding in *Burnes Nat'l Bank* also applies to national banks who wish to act as trustees so long as competing State institutions also act as trustees.

This is of no help to ReconTrust, a subsidiary of a national bank. It is not in competition with a bar member. It is not in competition with a title insurance company. Indeed, the statutes prohibit a bank from engaging in title insurance activity.⁹⁸

Utah Code Ann. §§ 57-1-21, 57-1-23.5 were both drafted so that the fiduciaries contemplated in 12 U.S.C. § 92a (including both state banks and national banks acting as trustees) would have to work in concert with—not in competition with—title insurance companies and active members of the State bar. Indeed, a state or national bank, acting as trustee, must procure the services of either an active member of the State bar or title insurance company in order to comply with the Utah law.

⁹⁵12 U.S.C. § 92a(b) (emphasis added).

⁹⁶265 U.S. 17 (1924).

⁹⁷*Id.* at 23.

⁹⁸15 U.S.C.A. § 6713(a) (2009) (“No national bank may engage in any activity involving the under-writing or sale of title insurance.”).

Banks compete with banks. Indeed, ReconTrust's status is by definition that of a national bank, and in this specialized and limited area of trust activity, it, like all banks must comply with local law.

III. CONCLUSION


In light of the foregoing, plaintiffs' claim for declaratory relief under Utah Code Ann. § 57-1-23.5 satisfies the standards set forth in *Twombly* and *Iqbal*.

Because of ReconTrust's lack of authority to exercise the power of sale in a non-judicial foreclosure action within Utah,

IT IS ORDERED that defendants' motion to dismiss is hereby **DENIED**.

DATED this 15th day of March, 2012.

BY THE COURT:



BRUCE S. JENKINS
United States Senior District Judge

EXHIBIT 89



Jerrold Jensen <jerroldjensen@utah.gov>

ReconTrust (again)

8 messages

Jerrold Jensen <JERROLDJENSEN@utah.gov>
To: John Swallow <Jswallow@utah.gov>

Tue, Mar 20, 2012 at 3:49 PM

John,

As you know, Judge Ted Stewart issued a decision last month in which he held that Texas trustee law governs trustees of trust deeds in Utah. (Just writing that sounds absurd.) This afternoon I met with the attorneys handling the case telling them they need to file a motion for reconsideration and if they did so, we'd file a motion to intervene. We have already done that in a prior case (no hearing yet). You and I talked briefly about this a few weeks ago. I assume you're still all right with that approach again

PS: Last week Judge Bruce Jenkins released a 29-page opinion in which he states that: to say that a bank does not act in a fiduciary capacity in Utah when it exercises the trustee's power of sale in Utah is "fantasy."

Jerrold Jensen <JERROLDJENSEN@utah.gov>
To: "Swallow, John" <Jswallow@utah.gov>

Tue, Mar 20, 2012 at 3:49 PM

[Quoted text hidden]

John Swallow <jswallow@utah.gov> <jswallow@utah.gov>
To: Jerrold Jensen <jerroldjensen@utah.gov>

Tue, Mar 20, 2012 at 6:42 PM

I stop feel the same. Thanks Jerry. Do they need us to ghost write a motion?

John Swallow
Chief Deputy Attorney General
P 801.538.1191
Jswallow@Utah.gov
[Quoted text hidden]

John Swallow <jswallow@utah.gov> <jswallow@utah.gov>
To: "Jensen, Jerrold" <jerroldjensen@utah.gov>

Tue, Mar 20, 2012 at 6:42 PM

[Quoted text hidden]

Jerrold Jensen <JERROLDJENSEN@utah.gov>
To: "Swallow, John" <Jswallow@utah.gov>

Tue, Mar 20, 2012 at 7:00 PM

No. We'll intervene as a Plaintiff in Intervention for the sole purpose of clarifying the law. Judge Jenkins got it exactly right. Utah law governs national banks operating in Utah. Texas law does not. We can intervene to protect Utah law. It will done tomorrow. trnx

>>> John Swallow <jswallow@utah.gov> 3/20/2012 6:42 PM >>>
[Quoted text hidden]

11/15/13

State of Utah Mail - ReconTrust (again)

Jerrold Jensen <JERROLDJENSEN@utah.gov>
To: John Swallow <Jswallow@utah.gov>

Tue, Mar 20, 2012 at 7:00 PM

[Quoted text hidden]

John Swallow <jswallow@utah.gov> <jswallow@utah.gov>
To: "Jensen, Jerrold" <jerroldjensen@utah.gov>

Tue, Mar 20, 2012 at 9:39 PM

Thanks.

John Swallow
Chief Deputy Attorney General
P 801.538.1191
Jswallow@Utah.gov

[Quoted text hidden]

John Swallow <jswallow@utah.gov> <jswallow@utah.gov>
To: Jerrold Jensen <jerroldjensen@utah.gov>

Tue, Mar 20, 2012 at 9:39 PM

[Quoted text hidden]

EXHIBIT 90

JERROLD JENSEN (1678)
Assistant Utah Attorney General
MARK SHURTLEFF (4666)
Utah Attorney General
Attorneys for the State of Utah
160 East 300 South, Fifth Floor
P.O. Box 140857
Salt Lake City, Utah 84114-0857
Telephone: (801) 366-0353
jerroldjensen@utah.gov

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

TIMOTHY R. BELL, an individual; and
JENNIFER BELL, an individual,

Plaintiffs,

v.

COUNTRYWIDE BANK, N.A., d/b/a BANK
OF AMERICA CORPORATION, a Delaware
corporation; BAC HOME LOANS SERVICING,
LP, a Texas limited partnership; RECONTRUST
COMPANY, N.A., a national association; and
DOES 1-5,

Defendants.

MOTION TO INTERVENE

Case No. 2:11-cv-00271-BSJ

Judge Bruce S. Jenkins

The State of Utah, by and through the Utah Attorney General, seeks to intervene in the above-entitled matter pursuant to Rule 24(a) of the Federal Rules of Civil Procedure and 28 U.S.C. § 2403(b).

Rule 24(a) allows an unconditional right to intervene based upon a federal statute, or a claim of interest relating to a transaction that is the subject of this action. The State of Utah claims both. First, 28 U.S.C. § 2403(b) allows for the intervention by a state “for argument on

the question of constitutionality.” While ReconTrust does not specifically use the word “unconstitutionality” in their argument, that is essentially the essence of their argument. They are saying that the Utah statute is unconstitutional as applied to national banks acting in the State of Utah. The State also claims an interest in the subject matter of this action inasmuch as ReconTrust is claiming that the laws of Utah do not apply to national banks acting in a fiduciary capacity in the State of Utah. Their argument is that the laws of the State of Texas apply to a national bank acting in a fiduciary capacity in Utah.

Secondly, the State has an interest in protecting the integrity of its statutes. The State acknowledges that the National Bank Act 12 U.S.C. § 92a, preempts State law, but then the Act imposes a state law condition on the national banks, requiring them to follow the law of the state in which they act.

In the alternative, the State seeks permissive intervention under Rule 24(b).

The sole purpose of this intervention is for the State to protect the validity and application of its statutes to national banks acting in the State of Utah. The State does not seek to address other issues that may exist between Plaintiffs and Defendants.

A short Memorandum in Support of the State’s Motion to Intervene accompanies this Motion.

DATED this 10th day of April, 2012.

MARK L. SHURTLEFF
UTAH ATTORNEY GENERAL

/s/ Jerrold S. Jensen
JERROLD S. JENSEN
Assistant Utah Attorney General
Attorney for Intervenor

CERTIFICATE OF SERVICE

This is to certify that copies of the foregoing **MOTION TO INTERVENE** was served by electronically filing the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of:

Abraham Bates
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Steven D. Crawley
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steve@bostwickprice.com

Philip D. Dracht
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pdracht@fabianlaw.com

/s/ Amy Casterline

EXHIBIT 91

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Telephone: (801) 366-0353
jerroldjensen@utah.gov

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

TIMOTHY R. BELL, an individual; and
JENNIFER BELL, an individual,

Plaintiffs,

v.

COUNTRYWIDE BANK, N.A., d/b/a BANK
OF AMERICA CORPORATION, a Delaware
corporation; BAC HOME LOANS SERVICING,
LP, a Texas limited partnership; RECONTRUST
COMPANY, N.A., a national association; and
DOES 1-5,

Defendants.

**MEMORANDUM IN SUPPORT
OF STATE OF UTAH'S
MOTION TO INTERVENE**

Case No. 2:11-cv-00271-BSJ

Judge Bruce S. Jenkins

The State of Utah submits this Memorandum in Support of its Motion to Intervene in the above captioned matter.

INTRODUCTION

In a Memorandum Opinion by this Court in 2007, the constitutionality of Utah Code Ann. § 57-1-21(1), which limited trustees of trust deeds exercising a “power of sale” to attorneys who

maintained a “place” in the State of Utah, was upheld. *Kleinsmith v. Shurtleff*, 2007 WL 541808 (D. Utah). This decision was subsequently upheld by the Tenth Circuit in *Kleinsmith v. Shurtleff*, 571 F.3d 1033 (10th Cir. 2009), in which the Court said: “Making it easier for Utahns to meet with trustees, who play a pivotal role in non-judicial foreclosures, is a legitimate state interest.” *Id.* at 1048.

It is this “legitimate state interest” that drives the State’s Motion to Intervene in this case. Utah takes very seriously how foreclosure actions are to be conducted in the State. Utah – along with every other state in the nation – has set laws as to how this procedure is to be conducted, as well as who is to conduct it. Some states require the trustee to have a physical place of business in the state. Others restrict who the trustee may be. Utah restricts trustees with a “power of sale” to attorneys and title companies with a place of business in the State. The purpose of this statute is to rein in the ruthlessness of the “foreclosure mills” and provide the homeowner with an opportunity to meet with the trustee face-to-face in an attempt to save their home.

Recently, however, two judges in this district have held that ReconTrust – with no office in the State – can conduct real estate foreclosures in Utah in complete derogation of Utah’s trustee qualification statute. *Garrett v. ReconTrust Company, N.A.*, 2:11-cv-00763 DS, slip op. (D.Utah Dec. 21, 2011); *Dutcher v. Matheson*, 2:11-cv-666 TS, slip op. (D.Utah Feb. 8, 2012). It makes no sense, as these two recent cases have held, to say that when ReconTrust is conducting real estate foreclosures in Utah it is acting in a fiduciary capacity in Texas. As this Court said: “Texas does not pass Utah banking laws. Utah does not pass Texas banking laws.”

Because of these two recent decisions, and the Utah Attorney General's prior dealings with Bank of America regarding ReconTrust,¹ the State has begun intervening in cases in this Court dealing with the ReconTrust issue. It has filed motions to intervene in both *Garrett* and *Dutcher*, and last week the State filed a Motion to Intervene in *Lawrence v. ReconTrust*, 1:08-cv-66, a case not yet decided, but one in which Judge Benson has asked the parties for further briefing.

Given this judicial climate, the State seeks to intervene in this case for the purpose of having its voice heard when this case is appealed to the Tenth Circuit.

DISCUSSION

The State of Utah wants to see this Court's Memorandum Opinion and Order, dated March 15, 2012, affirmed. This Opinion is in complete accord with the way the State of Utah views § 92a of the National Bank Act ("NBA"). 12 U.S.C. § 92a. While it may be a little unusual to be making a Motion to Intervene to support a District Court's decision on appeal, given that two judges in this district have held that Texas law governs trustees conducting foreclosures in Utah, the State deems it necessary to intervene to protect the integrity of its statutes and the application of those statutes to activities conducted inside the State of Utah.

This issue is too critical to the State to just sit idly by and hope things out well.

¹ In May, 2011, the Utah Attorney General sent a letter to the president of the Bank of America indicating that the State of Utah was prepared to file suit against ReconTrust if it continued to conduct foreclosures in the State of Utah. Four attorneys from the Bank of America were dispatched to meet with the Utah Attorney General in June, 2011. Bank of America's proposal was that they would cease ReconTrust's operation in the State if the State would agree to not bring suit against Bank of America and ReconTrust. The Utah Attorney General agreed to that proposal, and ReconTrust ceased operations in the State shortly thereafter.

Dispossessing people of their homes is a traumatic and disruptive experience for any family, as well as the community at large. Utah laws governing this situation are in there for a reason, and the State intends to enforce its laws dealing with foreclosure. Individual homeowners do not have the wherewith all to take on Bank of America – and while the State compliments Plaintiffs’ counsel for their excellent work in this case, the fact of the matter is their clients’ interest are not identical with the State’s interest in upholding the validity of the Utah statute and protecting the public interest.

A. Rule 24(a).

Rule 24(a) of the Federal Rules of Civil Procedure provides that a court must permit anyone to intervene who: (1) is given an unconditional right to intervene by a federal statute; or (2) claims an interest relating to . . . the subject of the action.

Section 2403(b) of 28 U.S.C. provides for a State to intervene in a case wherein the constitutionality of a statute of that State affecting the public interest is drawn into question. In the present case, ReconTrust asserts that because of the supremacy clause of the U.S. Constitution, Utah law is unconstitutional as applied to national banks. Technically speaking, while ReconTrust does not specifically allege the Utah trustee qualifications statute is unconstitutional – its argument has that effect. Because ReconTrust is claiming that the Utah statute is preempted by the laws of the State of Texas, it is essentially arguing that the Utah law is unconstitutional as applied to national banks acting in the State.

The State of Utah acknowledges that that the National Bank Act preempts State law. But § 92a of the NBA has a State law condition which provides that the laws of the State in which the bank acts governs its fiduciary activities in that State. 12 U.S.C. § 92a(a) and (b).

Thus, when conducting real estate foreclosures in the State of Utah, ReconTrust is subject to Utah Code §§ 57-1-21 and 57-1-23. ReconTrust claims otherwise. As a result, under the provisions of 28 U.S.C. § 2403(b) the State should be permitted “to intervene for presentation of evidence . . . and for argument on the question of constitutionality.”

B. Post-Judgment Intervention.

Although the present litigation is in its post-judgment phase, the State’s Motion is still timely in light of the circumstances. First, the State was never notified of the litigation by the parties even though the constitutionality of Utah statute was drawn into question. And although this Court’s ruling is favorable to the State, the State’s interest is not adequately represented by the Plaintiff on appeal because the State has an interest in seeking to represent the public interests by upholding the validity of the statute, wherein Plaintiffs’ interests are more narrowly focused. Intervention in this case should be by right, not permissive, because the State claims an interest which, as a practical matter, may be impaired or impeded by the disposition of the pending action, and that interest is not adequately represented by the existing parties. *See*, Rule 24(a).

In determining the timeliness of a motion to intervene, the Tenth Circuit has said:

The timeliness of a motion to intervene is assessed in light of all the circumstances, including the length of time since the applicant knew of his interest in the case, prejudice to the existing parties, prejudice to the applicant, and the existence of any unusual circumstances.

Utah Ass'n of Counties v. Clinton, 255 F.3d 1246, 1250 (10th Cir. 2001); *see also*, *Oklahoma ex rel. Edmondson v. Tyson Foods, Inc.*, 619 F.3d 1223, 1232 (10th Cir.2010); *Elliott Indus. Ltd. P'ship v. BP Am. Prod. Co.*, 407 F.3d 1091, 1103 (10th Cir. 2005).

In *United Airlines, Inc. v. McDonald*, 632 U.S. 385 (1977), the U.S. Supreme Court held that an application to intervene in a case filed after a decision was rendered by the District Court, but within the 30-day time period for an appeal, to be timely. The Court held that the critical inquiry in determining whether to permit post-judgment intervention for purpose of appeal is whether, in view of all the circumstances, the intervenor acted promptly after the entry of final judgment. *Id.* at 395-6.

The Tenth Circuit generally follows a liberal view in allowing intervention under Rule 24(a). *Nat'l Farm Lines v. ICC*, 564 F.2d 381, 384 (10th Cir. 1977). In *Elliott Industries, supra*, the Tenth Circuit granted intervenor's motion to intervene on appeal on the basis that the Court would be aided by the presence of an interested party like the intervenor and that no other party would adequately represent the public interest. 407 F.3d at 1104.

Likewise, given the conflicting decisions issued by this Court in the last few months, it is the belief of the Attorney General of the State of Utah that the Court would be aided by the presence of an interested party like the State to address the issue of the validity of its statutes and represent the public interest in this case.

CONCLUSION

A Motion to Intervene by the State of Utah in the above-entitled matter should be granted for the sole purpose of addressing the validity and constitutionality of Utah's trust deed trustee

statute and its application to a national bank conducting fiduciary activities in the State of Utah pursuant to § 92a of the National Bank Act.

DATED this 10th day of April, 2012.

MARK L. SHURTLEFF
UTAH ATTORNEY GENERAL

/s/ Jerrold S. Jensen
JERROLD S. JENSEN
Assistant Utah Attorney General
Attorney for Intervenor

CERTIFICATE OF SERVICE

This is to certify that copies of the foregoing **MEMORANDUM IN SUPPORT OF STATE OF UTAH'S MOTION TO INTERVENE** was served by electronically filing the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of:

Abraham Bates
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Steven D. Crawley
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steve@bostwickprice.com

Philip D. Dracht
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215 South State Street, Suite 1200
Salt Lake City, UT 84111
pdracht@fabianlaw.com

/s/ Amy Casterline

EXHIBIT 92



Seth Crossley <seth.adam.crossley@gmail.com>

Re: Swallow Campaign

6 messages

Jessie <jessiefawson@gmail.com>

Sun, Jun 10, 2012 at 6:36 PM

To: Tim Bell <timbellmed@me.com>

Cc: Seth Crossley <seth.adam.crossley@gmail.com>

Dear Tim!

Thank you so much for contacting us. I'm going to have Seth, he's one of our staff members contact you, he also handles some fundraising for the campaign. I do remember you by the way. Thank you so much for your support (first of Shurtleff) and second of Swallow. They are both good men.

On Fri, Jun 8, 2012 at 12:16 PM, Tim Bell <timbellmed@me.com> wrote:

Hi Jessica!

I believe we may have met a year-or-so-ago, as I had volunteered my home in Holladay for a fundraising event when Mr. Shurtleff was looking to run for senate.

That said, I thought I'd reach-out and see if there's anything I can do to help in Mr. Swallow's campaign?

Let me know...

Best,

--

Tim Bell

Distributor/Principal

timbellmed@me.com

BellMed Resources, LLC

<http://www.bellmed.biz>

C. 303-810-2557

O. 801-466-1349

F. 801-998-8769

--

Jessica Fawson

Cell: (801)759-1397

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17K

Seth Crossley <seth.adam.crossley@gmail.com>

Mon, Jun 11, 2012 at 6:16 PM

To: Jessie <jessiefawson@gmail.com>

Hi Tim - I would love to hear about the event that you help Shurtleff with a few years back. Do you have time this week to meet up for breakfast or lunch? This might allow me to catch up on the last and help plan for the future fundraiser.

Seth Crossley

801.400.8060

[Quoted text hidden]



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17K

Seth Crossley <seth.adam.crossley@gmail.com>
To: timbellmed@me.com

Mon, Jun 11, 2012 at 6:17 PM

[Quoted text hidden]

2 attachments



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17K



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17K

Tim Bell <timbellmed@me.com>
To: Seth Crossley <seth.adam.crossley@gmail.com>

Mon, Jun 11, 2012 at 6:47 PM

Hi Seth!

I'm in town Wed and Thu, let me know what time it might work to catch-up at my place:
5346 South Cottonwood Lane
Holladay, UT 84117

--

Tim Bell

Distributor/Principal

timbellmed@me.com

BellMed Resources, LLC

<http://www.bellmed.biz>

C. 303-810-2557

O. 801-466-1349

F. 801-998-8769

[Quoted text hidden]

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[Quoted text hidden]

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[Quoted text hidden]
[Quoted text hidden]

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--
Jessica Fawson
Cell: [\(801\)759-1397](tel:8017591397)

<pastedGraphic.tiff>

2 attachments

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smime.p7s
5K

Seth Crossley <seth.adam.crossley@gmail.com>
To: Tim Bell <timbellmed@me.com>

Mon, Jun 11, 2012 at 7:03 PM

Hi Tim,
Thursday at noon works best for me. Your place would work perfect.

Seth Crossley
[801.400.8060](tel:8014008060)
[Quoted text hidden]



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17K

Tim Bell <timbellmed@me.com>
To: Seth Crossley <seth.adam.crossley@gmail.com>

Mon, Jun 11, 2012 at 7:04 PM

Great, see you then...

On Jun 11, 2012, at 5:03 PM, Seth Crossley wrote:

Hi Tim,
Thursday at noon works best for me. Your place would work perfect.

Seth Crossley
[801.400.8060](tel:801.400.8060)

On Mon, Jun 11, 2012 at 4:47 PM, Tim Bell <timbellmed@me.com> wrote:

Hi Seth!

I'm in town Wed and Thu, let me know what time it might work to catch-up at my place:

5346 South Cottonwood Lane

Holladay, UT 84117

--

Tim Bell

Distributor/Principal

timbellmed@me.com

BellMed Resources, LLC

<http://www.bellmed.biz>

C. 303-810-2557

O. 801-466-1349

F. 801-998-8769

<pastedGraphic.tiff>

[Quoted text hidden]

 **smime.p7s**
5K

EXHIBIT 93

JERROLD JENSEN (1678)
Assistant Utah Attorney General
MARK SHURTLEFF (4666)
Utah Attorney General
Attorneys for the State of Utah
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Salt Lake City, Utah 84114-0857
Telephone: (801) 366-0353
jerroldjensen@utah.gov

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

TIMOTHY R. BELL, an individual; and
JENNIFER BELL, an individual,

Plaintiffs,

v.

COUNTRYWIDE BANK, N.A., d/b/a BANK
OF AMERICA CORPORATION, a Delaware
corporation; BAC HOME LOANS SERVICING,
LP, a Texas limited partnership; RECONTRUST
COMPANY, N.A., a national association; and
DOES 1-5,

Defendants.

STATE OF UTAH

Plaintiff in Intervention,

v.

RECONTRUST COMPANY, N.A., a national
association

Defendant.

**PROPOSED
COMPLAINT IN INTERVENTION**

Case No. 2:11-cv-00271-BSJ

Judge Bruce S. Jenkins

Plaintiff in Intervention, State of Utah, by and through its attorneys, Mark L. Shurtleff, Attorney General, and Jerrold S. Jensen, Assistant Attorney General, brings this action against Defendant ReconTrust. The State alleges the following on information and belief:

PARTIES AND JURISDICTION

1. The State of Utah files this Complaint in Intervention, pursuant to a Motion to Intervene in the above entitled action, for the limited purpose of determining whether Utah Code §§ 57-1-21 and 57-1-23 is preempted by Texas law, as alleged by ReconTrust.

2. The Plaintiff in Intervention is the State of Utah.

3. The Attorney General is authorized to commence this action pursuant to Utah Code § 67-5-1(13).

4. Defendant ReconTrust Company, N.A., (ReconTrust or Defendant) is a for-profit business entity permitted by the U.S. Office of the Comptroller of the Currency as a nondepository, uninsured, limited-purpose national trust bank.

5. ReconTrust is a Nevada corporation headquartered in California.

6. ReconTrust is a wholly-owned subsidiary of Bank of America, N.A.

7. This court has diversity jurisdiction pursuant to Defendant's Notice of Removal.

GENERAL ALLEGATIONS

8. Utah Code §§ 57-1-21(3) and 57-1-23 provide that trustees of trust deeds with "power of sale" to conduct non-judicial real estate foreclosure sales in the State of Utah are limited to members of the Utah State Bar and title insurance companies, as more fully set forth in the statute.

9. As a substitute trustee of trust deeds, ReconTrust has conducted hundreds, if not

thousands, of non-judicial real estate foreclosures in the State of Utah.

10. On October 8, 2009 ReconTrust filed a Substitution of Trustee with the Salt Lake County Recorder indicating that it had been appointed the successor trustee under a trust deed dated February 8, 2007, signed by Timothy R. Bell and Jennifer Bell, securing property in Holladay, Salt Lake County, Utah.

11. The Bell's trust deed was executed in the State of Utah, on or about February 9, 2007.

12. Also on October 8, 2009, Defendant ReconTrust filed a Notice of Default and Election to Sell the Bell's property secured by the trust deed with the Salt Lake County Recorder.

13. The Notice of Default states that ReconTrust is the trustee and that "the trustee has elected to sell the property described in the Trust Deed, as provided in Title 57, Chapter 1, Utah Code Ann. (1953), as amended and supplemented."

14. Pursuant to the Utah Code, Title 57, Chapter 1, trustees conducting non-judicial foreclosures in the State of Utah are responsible for preparing notices of default, recording the notice of default in the county in which the property being foreclosed is located, posting the notice of default physically on the property being foreclosed, preparing a notice of trustee's sale, recording the notice of trustee's sale in the county in which the property is located, conducting the sale of the property in the county in which the property being foreclosed is located, and disposing of the proceeds of the trustee's sale. All of the above is more specifically described in Title 57, Chapter 1, of the Utah Code.

15. Pursuant to Utah Code, Title 57, Chapter 1, there is no formal appointment of a substitute trustee other than the filing of the notice of the substitution of trustee with the county

recorder in the county in which the property being foreclosed is located.

16. ReconTrust is neither a member of the Utah State Bar nor is it a title insurance company, as is required by Utah Code, Title 57, Chapter 1, for the conducting of non-judicial real estate foreclosures.

17. Section 92a(a) – (b) of the National Bank Act provides that national banks authorized to exercise fiduciary powers, may exercise those powers “when not in contravention of State or local law.” 12 U.S.C. § 92a(a) – (b).

18. The “when not in contravention” provision of § 92a means a national bank is subject to the law of the State in which it acts.

19. In conducting a real estate foreclosure in Utah, a national bank is acting in the State of Utah.

20. Since ReconTrust is neither a member of the Utah State Bar, nor a title insurance company, it is not a qualified trustee with a “power of sale” to conduct a non-judicial real estate foreclosure in the State of Utah.

21. A Notice of Default and Election to Sell filed by ReconTrust for the purpose of foreclosing the trust deed executed by the Bells is therefore invalid pursuant to both the National Bank Act and Utah Code, Title 57, Chapter 1.

PRAYER FOR RELIEF

WHEREFORE, Plaintiff in Intervention, State of Utah, prays for a declaration from this Court as follows:

A. That section 92a of the National Bank Act, 12 U.S.C. § 92a, requires that national banks exercising fiduciary duties in a State exercise those duties only “when not in contravention of State or local law.”

B. That the State or local law to be applied pursuant to 12 U.S.C. § 92a to national banks conducting real estate foreclosures in a State is the State in which the bank is conducting the foreclosure.

C. That Texas law does not control Utah banking law nor the qualification of trustees conducting non-judicial real estate foreclosures in the State of Utah.

D. That Utah law, pursuant to Utah Code §§ 57-1-21 and 57-1-23, prohibits State chartered financial institutions from conducting non-judicial real estate foreclosures in the State of Utah, and therefore that same law applies to national banks.

E. That ReconTrust, when conducting non-judicial real estate foreclosures in the State of Utah, is in violation of both the National Bank Act, 12 U.S.C. § 92a, and Utah Code §§ 57-1-21 and 57-1-23.

F. That ReconTrust is not a qualified trustee to conduct a non-judicial real estate foreclosure on the trust deed executed by the Bells securing property in Holladay, Utah.

DATED this 3rd day of July, 2012.

MARK L. SHURTLEFF
Utah Attorney General

/s/ Jerrold S. Jensen
JERROLD S. JENSEN
Assistant Attorney General
Attorneys for Intervenor

CERTIFICATE OF SERVICE

This is to certify that copies of the foregoing **COMPLAINT IN INTERVENTION** was served by electronically filing the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of:

Abraham Bates
MUMFORD RAWSON & BATES PLLC
15 W South Temple Suite 1000
Salt Lake City, UT 84101
abe.bates@m2rb.com

Steven D. Crawley
P.O. Box 901468
Sandy, UT 84090-1468
steve@bostwickprice.com

Philip D. Dracht
FABIAN & CLENDENIN, P.C.
215 South State Street, Suite 1200
Salt Lake City, UT 84111
pdracht@fabianlaw.com

/s/Sherri L. Cornell

EXHIBIT 94

IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION

<p>TIMOTHY R. BELL, an individual; and JENNIFER BELL, an individual,</p> <p style="text-align: center;"><i>Plaintiffs,</i></p> <p style="text-align: center;">v.</p> <p>COUNTRYWIDE BANK, N.A. d/b/a BANK OF AMERICA CORPORATION, a Delaware corporation; BAC HOME LOANS SERVICING, LP, a Texas limited partnership; RECONTRUST COMPANY, N.A., a national association; and DOES 1-5,</p> <p style="text-align: center;"><i>Defendants.</i></p>	<p>Case No. 2:11-cv-00271-BSJ</p> <p>JOINT SUBMISSION BY INTERVENOR PLAINTIFF STATE OF UTAH AND DEFENDANTS REGARDING NEGOTIATIONS AFTER JULY 20, 2012</p> <p>District Judge: Honorable Bruce S. Jenkins</p> <p>Magistrate Judge: Not assigned</p>
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Pursuant to the Court’s instruction during the September 27, 2012 hearing, counsel for the Intervenor-Plaintiff State of Utah and counsel for Defendants Countrywide Bank, N.A., d/b/a Bank of America Corporation (“Countrywide”), BAC Home Loans Servicing, LP (“BAC-HLS”), and ReconTrust Company, N.A. (“ReconTrust”) (collectively “Defendants” or “Bank of America”), jointly submit as follows:

Subsequent to July 20, 2012, the following individuals participated in direct negotiations on behalf of the State of Utah and Defendants regarding the above-captioned matter:

Mark Shurtleff, Utah Attorney General

John E. Swallow, Chief Deputy Utah Attorney General

Brian Farr, Division Chief for State Agency Counsel

Jerry W. Kilgore, McGuireWoods LLP Partner (and former Virginia Attorney General)

Brian E. Pumphrey, McGuireWoods LLP Partner

Robert J. McGahan, Associate General Counsel, Bank of America Corporation

Between July 20, 2012 and September 26, 2012, there were numerous email, phone, and in-person communications among the above-listed representatives. Of particular note are the following:

On July 23 & 24, 2012, there were in-person discussions between Mr. Kilgore and Chief Deputy Swallow.

On August 7, 2012, there was an in-person meeting among Attorney General Shurtleff, Chief Deputy Swallow, Mr. Kilgore, Mr. Pumphrey, and Mr. McGahan.

Chief Deputy Swallow and Mr. Kilgore had follow-up telephone conference calls on August 27, 2012, September 5, 2012, and September 26, 2012.

Mr. Farr and Mr. Pumphrey also had a telephone conference on August 29, 2012, and follow up email communications on September 5, 2012.

DATED: October 9, 2012

Respectfully submitted,

<p><u>/s/ Philip D. Dracht</u></p> <p>FABIAN & CLENDENIN, P.C. 215 South State Street, Ste. 1200 Salt Lake City, UT 84111 Tel: (801) 323-2251 Fax: (801) 596-2814 pdracht@fabianlaw.com</p> <p>Amy Miller (VSB No. 70698) Phillip C. Chang (VSB No. 75741) MCGUIREWOODS LLP 2001 K Street, NW Suite 400 Washington, DC 20006-1040 Tel: (202) 857-51732 Fax: (202) 828-2963 amiller@mcguirewoods.com pchang@mcguirewoods.com <i>Admitted Pro Hac Vice</i></p> <p>Brian E. Pumphrey (VSB No. 47312) MCGUIREWOODS LLP One James Center 901 East Cary Street Richmond, Virginia 23219-4030 Tel: (804) 775-7745 Fax: (804) 698-2018 bpumphrey@mcguirewoods.com <i>Admitted Pro Hac Vice</i></p>	<p><u>/s/ Wade Farraway*</u></p> <p>Mark Shurtleff Utah Attorney General Jerrold Jensen Assistant Utah Attorney General Wade Farraway Assistant Utah Attorney General Attorneys for the State of Utah 160 East 300 South, Fifth Floor P.O. Box 140857 Salt Lake City, Utah 84114-0857 Tel: (801) 366-0353 jerroldjensen@utah.gov wfarraway@utah.gov</p>
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*Counsel has indicated his consent for filing counsel to sign on his behalf.

EXHIBIT 96



Brian Farr <bfarr@utah.gov>

Fwd: Bell/Mortgage case

1 message

John Swallow <jswallow@utah.gov> <jswallow@utah.gov>

Fri, Aug 10, 2012 at 12:53 PM

To: Brian Farr <Bfarr@utah.gov>

Cc: Mark Shurtleff <MShurtleff@utah.gov>

Sent from my iPhone

Begin forwarded message:

From: "Shelley Exeter <saexeter@utah.gov>" <saexeter@utah.gov>
Date: August 10, 2012 10:50:53 AM MDT
To: "John Swallow" <Jswallow@utah.gov>
Subject: Fwd: Bell/Mortgage case

Jerry Kilgore asked that I forward the attached email.
Thx!

Sent from my iPhone

Begin forwarded message:

From: "Kilgore, Jerry W." <jkilgore@mcguirewoods.com>
Date: August 10, 2012 8:48:48 AM MDT
To: "Shelley Exeter" <saexeter@utah.gov>
Subject: Bell/Mortgage case

I hope you are well. Thank you so much for organizing Bank of America's meeting with the Attorney General and the Chief Deputy.

Do you mind to forward this request to John?

In the meeting, we discussed the looming filing due on the Bell case (early next week). We would like to have until August 27th to file a response so that we can continue our attempt to resolve this without filing this response. I would get you the appropriate order extending the response for signature and filing.

Thanks for your consideration.

Jerry W. Kilgore
Senior Advisor
McGuireWoods Consulting
Partner
McGuireWoods LLP
One James Center
901 East Cary Street
Richmond, VA 23219-4030

804.775.1933 (Direct Line)
804.775.1061 (Direct FAX)
jkilgore@mwcllc.com
<http://www.mcguirewoods.com>

This e-mail may contain confidential or privileged information. If you are not the intended recipient, please advise by return e-mail and delete immediately without reading or forwarding to others.

EXHIBIT 96

*Tim and Jennifer Bell
and the Friends of John Swallow*

cordially invite you to a reception for

Chief Deputy Attorney General

John Swallow

Friday, August Seventeenth
Two Thousand Twelve

four o'clock p.m. until eight o'clock p.m.

At the home of Tim and Jennifer Bell
5346 South Cottonwood Lane, Holladay 84117
(access from Cottonwood Lane and 5340 South
head west to 5346)

Kindly RSVP by August 10th by mail or
email to swallowevent@go5star.com

Contributions may be brought to the event or made
payable and sent to: Friends of John Swallow
PO Box 901483, Sandy, UT 84090

EXHIBIT 97

#	Date		Name	Purpose/Address	Contributions (+)	Balance	Expenditures (-)		I	L	A	
Manage		Beginning Balance for 2012						\$0.00				
Hide Details		Convention					Beginning Balance	\$0.00				
1	1/1/2012	2011 Campaign Account - Balance Transfer	• na, na UT 84094		\$323,751.43			\$323,751.43				
2	1/9/2012	Guidant Strategies	Consulting				(\$18,691.28)	\$305,060.15				
3	1/11/2012	Alpine School District	Room Rental				(\$90.00)	\$304,970.15				
4	1/16/2012	Bennett Tueller Johnson & Deere	• 3165 E. Millrock Rd. Ste 500, Salt Lake City UT 84121		\$5,000.00			\$309,970.15				
5	1/16/2012	C.M. Tampio	• 311 Princeton Boulevard, Alexandria VA 22314		\$250.00			\$310,220.15				
6	1/16/2012	Diane Smoyer	• 3601 N. Albemarle St. , Arlington VA 22207		\$250.00			\$310,470.15				
7	1/16/2012	Milton Marquis	• 11509 Lake Potomac Dr., Potomac MD 20854		\$250.00			\$310,720.15				
8	1/17/2012	Edmondson & Associates Consulting LLC	• PO Box 18922, Oklahoma City OK 73154		\$500.00			\$311,220.15				
9	1/18/2012	Randy Minson	Printing				(\$3,246.12)	\$307,974.03				
10	1/19/2012	Jason Powers	• 175 S. West Temple, Ste 650, Salt Lake City UT 84101		\$1.00			\$307,975.03				
11	1/25/2012	Grand County GOP	Lincoln Day Dinner				(\$90.00)	\$307,885.03				
12	1/25/2012	Guidant Strategies	Consulting				(\$6,019.36)	\$301,865.67				
13	1/25/2012	Tooele County GOP	Lincoln Day Dinner				(\$75.00)	\$301,790.67				
14	1/25/2012	Uintah County Republican Party	Lincoln Day Dinner				(\$180.00)	\$301,610.67				
15	1/25/2012	Wasatch County Republican Party	Lincoln Day Dinner				(\$60.00)	\$301,550.67				
16	1/25/2012	Wilson Grand	Consulting				(\$760.00)	\$300,790.67				
17	1/27/2012	Guidant Strategies	Consulting				(\$4,285.25)	\$296,505.42				
18	1/27/2012	Kessler Topay Meltzer & Check LLP	• 280 Kin of Prussia Road, Radnor UT 19087		\$1,000.00			\$297,505.42				
19	1/27/2012	Utah's Prosperity Foundation	• 175 S. West Temple, Ste 650, null, Salt Lake City UT 84101		\$10,000.00			\$307,505.42				
20	1/30/2012	Emery County GOP	Lincoln day dinner				(\$200.00)	\$307,305.42				
21	2/2/2012	Canton Hanson	• 3630 W. South Jordan Parkway, South Jordan UT 84095		\$1,500.00			\$308,805.42				
22	2/2/2012	Coronado Properties LLC	• 150 East 3300 South, Salt Lake City UT 84115		\$1,000.00			\$309,805.42				
23	2/2/2012	Hartley Consulting	Consulting				(\$1,000.00)	\$308,805.42				
24	2/2/2012	Jessie Fawson	Consulting				(\$2,500.00)	\$306,305.42				
25	2/2/2012	Jessie Fawson	Mileage and reimbursement				(\$1,309.91)	\$304,995.51				
26	2/2/2012	Robert Caldwell	• 1773 Hlidden Valley Club Dr. , Sandy UT 84092		\$5,000.00			\$309,995.51				
27	2/2/2012	Seth Crossley	Reimbursement				(\$483.87)	\$309,511.64				
28	2/2/2012	Seth Crossley	Mileage reimbursement				(\$260.85)	\$309,250.79				
29	2/3/2012	Anedot	Merchant fees				(\$61.52)	\$309,189.27				
30	2/6/2012	Karl Malone	• 11453 South Lone Peak Parkway, Draper UT 84020		\$1,086.00			\$310,275.27				
31	2/6/2012	Karl Malone Toyota					(\$1,086.00)	\$309,189.27				Amendment New transaction added to filed report.
32	2/6/2012	Leadgenix	• 2483 N. Canyon Rd., Provo UT 84604		\$2,500.00			\$311,689.27				
33	2/6/2012	Leadgenix					(\$2,500.00)	\$309,189.27				Amendment New transaction added to filed report.
34	2/6/2012	Randy Minson	Pring				(\$971.76)	\$308,217.51				
35	2/6/2012	Wasatch County Republican Party	Lincoln Day Dinner				(\$350.00)	\$307,867.51				
36	2/6/2012	Washington County Republican Party	Lincoln Day Dinner:Voided, not used				\$0.00	\$307,867.51				Amendment Purpose : "Lincoln Day Dinner" ⇒ "Lincoln Day Dinner:Voided, not used" on 8/28/2013 Amount : "(\$350.00)" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013
37	2/7/2012	Betty Pettit	• 2115 N. 1450 E. , Provo UT 84604		\$50.00			\$307,917.51				
38	2/7/2012	Carbon County Republican Party	Lincoln Day Dinner				(\$125.00)	\$307,792.51				
39	2/7/2012	David Stallard	• 3238 Big Spruce Way, Park City UT 84098		\$100.00			\$307,892.51				
40	2/7/2012	Nancy Cheal	• 2190 S. 5900 W. , Mendon UT 84325		\$20.00			\$307,912.51				
41	2/7/2012	Peggy Stone	• 2014 Foothill Drive, Salt Lake City UT 84108		\$25.00			\$307,937.51				
42	2/8/2012	Toni Brough	• 4158 West 9800 North, Cedar Hills UT 84062		\$25.00			\$307,962.51				
43	2/8/2012	Wendell Shallenberger	• PO Box 1729, Cedar Hills UT 84721		\$100.00			\$308,062.51				
44	2/9/2012	Utah Republican Party	Lincoln Day Dinner				(\$50.00)	\$308,012.51				
45	2/10/2012	7-ELEVEN 29514	Travel				(\$50.00)	\$307,962.51				
46	2/10/2012	Guidant Strategies	Lincoln Day Dinner				(\$1,288.74)	\$306,673.77				
47	2/10/2012	Leadgenix	• 2483 N. Canyon Road, Provo UT 84604		\$1,500.00			\$308,173.77				
48	2/10/2012	Leadgenix	• 2483 N. Canyon Rd., Provo UT 84604		\$1,750.00			\$309,923.77				
49	2/10/2012	Leadgenix	• 2483 N. Canyon Road, Provo UT 84604		\$2,000.00			\$311,923.77				
50	2/10/2012	Leadgenix	• 2483 N. Canyon Road, Provo UT 84604		\$1,000.00			\$312,923.77				
51	2/10/2012	Leadgenix					(\$1,500.00)	\$311,423.77				Amendment

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111	3/5/2012	CenturyLink	Campaign phone				(\$107.81)	\$291,504.00				
112	3/5/2012	Seth Crossley	Mileage reimbursement				(\$307.56)	\$291,196.44				
113	3/5/2012	SMITHS 922 E 2100 SOU	Supplies				(\$60.71)	\$291,135.73				
114	3/6/2012	Debra Huckstep	Consulting				(\$500.00)	\$290,635.73				
115	3/6/2012	Debra Huckstep	Mileage reimbursement				(\$149.60)	\$290,486.13				
116	3/6/2012	Elite Consulting Enterprises	• 1914 East 9400 South, Ste 386, Sandy UT 84093		\$2,500.00			\$292,986.13				
117	3/6/2012	Karl Malone	• 11453 South Lone Peak Parkway, Draper UT 84020		\$1,086.00			\$294,072.13				
118	3/6/2012	Karl Malone					(\$1,086.00)	\$292,986.13				Amendment New transaction added to filed report.
119	3/6/2012	MAVERIK COUNTRY STORE3	Travel				(\$58.63)	\$292,927.50				
120	3/6/2012	Monavie LLC	• 10855 River Front Parkway, South Jordan UT 84095		\$5,000.00			\$297,927.50				
121	3/6/2012	Wade Farraway	• 376 S. 1125 W, Layton UT 84041		\$50.00			\$297,977.50				
122	3/6/2012	Winter Fox LLC	• 5406 W. 11000 N, Highland UT 84003		\$2,000.00			\$299,977.50				
123	3/6/2012	Winter Fox LLC					(\$2,000.00)	\$297,977.50				Amendment New transaction added to filed report.
124	3/7/2012	State of Utah	Filing fee				(\$509.20)	\$297,468.30				
125	3/7/2012	WAL MART 5235	Supplies				(\$142.84)	\$297,325.46				
126	3/8/2012	Sherry Anderson	Campaign help				(\$50.00)	\$297,275.46				
127	3/9/2012	Blake Roney	• 75 W Center Street, Provo UT 84601		\$2,500.00			\$299,775.46				
128	3/12/2012	FIVE GUYS	Delegate meeting				(\$29.80)	\$299,745.66				
129	3/12/2012	MAVERIK COUNTRY STORE3	Travel				(\$51.46)	\$299,694.20				
130	3/12/2012	TACO BELL 187900187914	Delegate meeting				(\$7.31)	\$299,686.89				
131	3/12/2012	Uintah County Republican Party	Booths				(\$150.00)	\$299,536.89				
132	3/13/2012	Backstage, Inc.					(\$3,137.23)	\$296,399.66				Amendment New transaction added to filed report.
133	3/13/2012	Backstageinc	• 12351 S. Gateway Park Place, D-600, Draper UT 84020		\$3,137.23			\$299,536.89				
134	3/13/2012	Utah County Republican Women	Meeting				(\$300.00)	\$299,236.89				
135	3/14/2012	Anedot	Merchant fees				(\$92.30)	\$299,144.59				
136	3/14/2012	LAMBS GRILL	Delegate meeting				(\$15.59)	\$299,129.00				
137	3/14/2012	SMITHS 455 S 500 E	Supplies				(\$7.18)	\$299,121.82				
138	3/15/2012	Anedot	Merchant fees				(\$132.60)	\$298,989.22				
139	3/15/2012	Dick Jones, Chairman	Convention				(\$280.00)	\$298,709.22				
140	3/15/2012	Guidant Strategies	Consulting				(\$5,020.06)	\$293,689.16				
141	3/15/2012	K B EXPRESS 7	Travel				(\$35.00)	\$293,654.16				
142	3/15/2012	Lori Kalani	• 1105 S Linqood Ave, Baltimore MD 21224		\$500.00			\$294,154.16				
143	3/15/2012	Lori Kalani	Reimbursement				(\$378.88)	\$293,775.28				
144	3/15/2012	MAVERIK COUNTRY STORE3	Travel				(\$35.69)	\$293,739.59				
145	3/15/2012	One on One Marketing	• 2912 Executive Parkway Ste 300, Lehi UT 84043		\$2,500.00			\$296,239.59				
146	3/16/2012	Steven Tew	• 8633 Parleys Lane, Park City UT 84098		\$7,000.00			\$303,239.59				
147	3/17/2012	Anedot	Merchant fees				(\$308.30)	\$302,931.29				
148	3/18/2012	Andrew Ketterer	• 60 Main St, Norridgewock, ME 04957		\$250.00			\$303,181.29				
149	3/18/2012	ASEA LLC	• 6440 Millrock Drive, Suite 100, Salt Lake City UT 84216		\$5,000.00			\$308,181.29				
150	3/18/2012	Bianca Lisonbee	• 9850 S. 300 W. , Sandy UT 84020		\$5,000.00			\$313,181.29				
151	3/18/2012	Clayton Friedman	• 38 Vernon , Newport Coast CA 92657		\$250.00			\$313,431.29				
152	3/18/2012	David Lisonbee	• 9850 S. 300 W. , Sandy UT 84020		\$5,000.00			\$318,431.29				
153	3/18/2012	G. Anthony Gelderman III	• 2727 Prytania St. Suite 14, New Orleans LA 70130		\$1,000.00			\$319,431.29				
154	3/18/2012	Macmurray Petersen & Shuster LLP	• 6530 W. Campus Oval Ste 210, New Albany OH 43054		\$500.00			\$319,931.29				
155	3/19/2012	ARBYS 6650 00066506	Delegate meeting				(\$7.92)	\$319,923.37				
156	3/19/2012	BETOS MEXICAN FOOD	Delegate meeting				(\$7.27)	\$319,916.10				
157	3/19/2012	DCRW	Booth				(\$30.00)	\$319,886.10				
158	3/19/2012	DEL TACO #272 Q16	Delegate meeting				(\$7.36)	\$319,878.74				
159	3/19/2012	DOMINO'S PIZZA 7546	Delegate meeting				(\$8.61)	\$319,870.13				
160	3/19/2012	DOMINO'S PIZZA 7546	Delegate meeting				(\$42.14)	\$319,827.99				
161	3/19/2012	FRESH MKT PROVO	Supplies				(\$15.43)	\$319,812.56				
162	3/19/2012	FRESH MKT PROVO	Supplies				(\$26.74)	\$319,785.82				
163	3/19/2012	MAVERIK CNTRY STRE 3	Travel				(\$55.00)	\$319,730.82				
164	3/19/2012	MAVERIK CNTRY STRE 326	Travel				(\$45.67)	\$319,685.15				
165	3/19/2012	MOUNTAINLAND ONE STO	Supplies				(\$65.07)	\$319,620.08				
166	3/19/2012	Rich County Republican Party	Convention				(\$100.00)	\$319,520.08				
167	3/19/2012	TARGET 00026419	Supplies				(\$68.33)	\$319,451.75				
168	3/19/2012	Utah County Republican Party	Convention				(\$50.00)	\$319,401.75				
169	3/19/2012	WALKERS 11	Travel				(\$50.00)	\$319,351.75				
170	3/19/2012	WAL-MART #2511	Supplies				(\$14.05)	\$319,337.70				
171	3/20/2012	Richard Rathbun	• 1661 Downington Avenue, Salt Lake City UT 84105		\$50.00			\$319,387.70				
172	3/20/2012	SALT LAKE CITY CORP	Travel				(\$1.50)	\$319,386.20				

3/21/2012	Betty Pettit		• 2115 N 1450 E, Provo UT 84604	\$35.00			\$319,421.20			
174	3/21/2012	GANDOLFO'S	Delegate meeting			(\$15.56)	\$319,405.64			
175	3/21/2012	James Olsen	• 5657 W. 10770 N. , Highland UT 84003	\$100.00			\$319,505.64			
176	3/21/2012	MAVERIK CNTRY STRE 3	Travel			(\$19.50)	\$319,486.14			
177	3/21/2012	Wasatch County Republican Party	Convention			(\$100.00)	\$319,386.14			
178	3/22/2012	Betty Amrine	• 105 W 600 S, Manti UT 84642	\$25.00			\$319,411.14			
179	3/22/2012	CHEVRON EXTRA MART 60	Travel			(\$40.00)	\$319,371.14			
180	3/22/2012	FRESH MKT SPANISH FO	Supplies			(\$17.49)	\$319,353.65			
181	3/22/2012	Guidant Strategies	Consulting			(\$9,169.57)	\$310,184.08			
182	3/22/2012	JCWS RESTAURANT PROVO	Delegate meeting			(\$5.04)	\$310,179.04			
183	3/22/2012	JCWS RESTAURANT PROVO	Delegate meeting			(\$9.73)	\$310,169.31			
184	3/22/2012	RWUV	Meetings			(\$30.00)	\$310,139.31			
185	3/22/2012	SALT LAKE CITY CORP	Travel			(\$1.50)	\$310,137.81			
186	3/22/2012	SALT LAKE CITY CORP	Travel			(\$1.50)	\$310,136.31			
187	3/23/2012	COSTCO WHSE 0113	Supplies			(\$34.90)	\$310,101.41			
188	3/23/2012	DEL TACO #272 Q16	Delegate meeting			(\$10.70)	\$310,090.71			
189	3/23/2012	FRESH MKT MURRAY	Supplies			(\$8.74)	\$310,081.97			
190	3/23/2012	JIMMY JOHN'S # 1121	Delegate meeting			(\$7.01)	\$310,074.96			
191	3/23/2012	MAVERIK COUNTRY STORE3	Travel			(\$33.43)	\$310,041.53			
192	3/23/2012	U OF U BOOKSTORE 1	Supplies			(\$22.94)	\$310,018.59			
193	3/26/2012	CHEVRON 0204564	Travel			(\$58.99)	\$309,959.60			
194	3/26/2012	DEL TACO #272 Q16	Delegate meeting			(\$7.32)	\$309,952.28			
195	3/26/2012	GANDOLFO'S	Delegate meeting			(\$5.02)	\$309,947.26			
196	3/26/2012	Jessie Fawson	Mileage and reimbursement			(\$11,261.76)	\$298,685.50			
197	3/26/2012	LITTLE CAESARS 1632 4028	Delegate meeting			(\$10.79)	\$298,674.71			
198	3/26/2012	MAVERIK COUNTRY STORE	Travel			(\$50.00)	\$298,624.71			
199	3/26/2012	MAVERIK COUNTRY STORE3	Travel			(\$41.28)	\$298,583.43			
200	3/26/2012	Summit County GOP	Convention			(\$200.00)	\$298,383.43			
201	3/27/2012	ART AND SOUL AT LIAISON	Travel			(\$78.57)	\$298,304.86			
202	3/27/2012	Corie Chan	Accounting services			(\$7,500.00)	\$290,804.86			
203	3/27/2012	GONDOLFOS DELI	Delegate meeting			(\$20.17)	\$290,784.69			
204	3/27/2012	JAMBA JUICE #1012	Delegate meeting			(\$9.81)	\$290,774.88			
205	3/27/2012	September Inc.	Consulting			(\$3,965.00)	\$286,809.88			
206	3/27/2012	Utah County Republican Party	Convention			(\$500.00)	\$286,309.88			
207	3/28/2012	Anedot	Merchant fees			(\$11.84)	\$286,298.04			
208	3/28/2012	HOLIDAY OIL 47	Travel			(\$50.00)	\$286,248.04			
209	3/28/2012	LaRee Engel	• 1018 Station Loop Road, Park City UT 84098	\$25.00			\$286,273.04			
210	3/28/2012	MAVERIK COUNTRY STORE3	Travel			(\$50.00)	\$286,223.04			
211	3/28/2012	SALT LAKE CITY CORP	Travel			(\$3.00)	\$286,220.04			
212	3/28/2012	SALT LAKE CITY CORP	Travel			(\$3.00)	\$286,217.04			
213	3/28/2012	SLC INTERNATIONAL AIRPORT	Travel			(\$7.00)	\$286,210.04			
214	3/28/2012	SMITHS 455 S 500 E	Supplies			(\$39.09)	\$286,170.95			
215	3/29/2012	Carbon County Republican Party	Convention			(\$100.00)	\$286,070.95			
216	3/29/2012	GRACIES LOT	Supplies			(\$5.00)	\$286,065.95			
217	3/29/2012	HOLIDAY OIL #47	Travel			(\$45.00)	\$286,020.95			
218	3/29/2012	SCENIC QUICK ST	Travel			(\$11.77)	\$286,009.18			
219	3/29/2012	SCENIC QUICK ST	Travel			(\$53.12)	\$285,956.06			
220	3/29/2012	SHELL OIL 57444720700	Travel			(\$60.00)	\$285,896.06			
221	3/29/2012	WALKERS 22	Travel			(\$69.66)	\$285,826.40			
222	3/29/2012	ZAX RESTAURANT	Delegate meeting			(\$30.71)	\$285,795.69			
223	3/30/2012	Aaron Ward	Consulting			(\$1,000.00)	\$284,795.69			
224	3/30/2012	ARBY'S #6817 Q52	Delegate meeting			(\$20.14)	\$284,775.55			
225	3/30/2012	Debra Huckstep	Consulting			(\$2,500.00)	\$282,275.55			
226	3/30/2012	Hartley Consulting	Consulting			(\$1,000.00)	\$281,275.55			
227	3/30/2012	Jeffrey Ricks	Consulting			(\$1,000.00)	\$280,275.55			
228	3/30/2012	Jessie Fawson	Consulting			(\$2,500.00)	\$277,775.55			
229	3/30/2012	Kaye Cundick	Consulting			(\$1,500.00)	\$276,275.55			
230	3/30/2012	MAVERIK 399	Travel			(\$31.06)	\$276,244.49			
231	3/30/2012	MAVERIK CNTRY STRE 2	Travel			(\$57.54)	\$276,186.95			
232	3/30/2012	Seth Crossley	Consulting			(\$1,500.00)	\$274,686.95			
233	3/30/2012	WM SUPERCENTER#5168	Supplies			(\$22.58)	\$274,664.37			
234	3/30/2012	WM SUPERCENTER#5168	Supplies			(\$7.81)	\$274,656.56			
235	3/31/2012	Zions Bank	Check printing			(\$273.38)	\$274,383.18			
236	4/2/2012	CenturyLink	Campaign phone			(\$31.35)	\$274,351.83			
237	4/2/2012	CHEVRON PWI 899 RIC	Travel			(\$50.75)	\$274,301.08			
238	4/2/2012	David Eggertsen	Convention			(\$400.00)	\$273,901.08			
239	4/2/2012	Debra Huckstep	Mileage reimbursement			(\$240.71)	\$273,660.37			
240	4/2/2012	DEL TACO #272 Q16	Delegate meeting			(\$6.83)	\$273,653.54			
241	4/2/2012	FOREIGN TRANSACTION FEE	Fee			(\$0.30)	\$273,653.24			
242	4/2/2012	HOLIDAY OIL 16	Travel			(\$42.27)	\$273,610.97			

243	4/2/2012	IHOP 1729 00017293	Delegate meeting				(\$248.63)	\$273,362.34			
244	4/2/2012	Jeffrey Ricks	Mileage reimbursement				(\$336.05)	\$273,026.29			
245	4/2/2012	Laura Cabanilla	• 290 West Center, PO Box L, Provo UT 84603		\$200.00			\$273,226.29			
246	4/2/2012	MAVERIK CNTRY STRE 2	Travel				(\$50.00)	\$273,176.29			
247	4/2/2012	MIMIS CAFE 78	Delegate meeting				(\$24.95)	\$273,151.34			
248	4/2/2012	MIMIS CAFE 78	Delegate meeting				(\$651.97)	\$272,499.37			
249	4/2/2012	MURRAY HEIGHTS 66	Travel				(\$12.80)	\$272,486.57			
250	4/2/2012	NuSkin International	• 75 West Center Street, Provo UT 84601		\$10,000.00			\$282,486.57			
251	4/2/2012	PAGO	Delegate meeting				(\$63.24)	\$282,423.33			
252	4/2/2012	PLATINUM CAR CARE - WE	Travel				(\$8.00)	\$282,415.33			
253	4/2/2012	Randy Minson	Printing				(\$68.70)	\$282,346.63			
254	4/2/2012	Salt Lake County GOP	Convention				(\$1,500.00)	\$280,846.63			
255	4/2/2012	Sevier County GOP	Convention				(\$150.00)	\$280,696.63			
256	4/2/2012	SKYPE COMMUNICATIO	Phone				(\$10.00)	\$280,686.63			
257	4/2/2012	Thwo Thomson	• 1381 Mount Logan Loop, Logan UT 84321		\$500.00			\$281,186.63			
258	4/2/2012	Washington County Republican Party	Convention				(\$75.00)	\$281,111.63			
259	4/2/2012	WENDYS #8619	Delegate meeting				(\$17.62)	\$281,094.01			
260	4/2/2012	Yvonne Henderson	Consulting				(\$400.00)	\$280,694.01			
261	4/3/2012	Beaver County Republican Party	Convention				(\$100.00)	\$280,594.01			
262	4/3/2012	Comcast Corporation	• One Comcast Center, 1701 JFK Boulevard, Philadelphia PA 19103		\$1,000.00			\$281,594.01			
263	4/3/2012	Craig Swapp & Associates	• PO Box 709390, Sandy UT 84070		\$2,500.00			\$284,094.01			
264	4/3/2012	Darlene Whitlock	• 3360 W Valley View Circle, Woodland Hills UT 84653		\$300.00			\$284,394.01			
265	4/3/2012	Jersey Film Political Action Committee	• 15301 Ventura Boulevard, Building E, Sherman Oaks CA 91403		\$1,000.00			\$285,394.01			
266	4/3/2012	Jessie Fawson	Mileage reimbursement				(\$7,506.17)	\$277,887.84			
267	4/3/2012	Juab County Republican Party	Convention				(\$50.00)	\$277,837.84			
268	4/3/2012	Kane GOP	Convention				(\$100.00)	\$277,737.84			
269	4/3/2012	Millard County Republican Party	Convention				(\$50.00)	\$277,687.84			
270	4/3/2012	OFFICE MAX	Office supplies				(\$10.69)	\$277,677.15			
271	4/3/2012	Seth Crossley	Reimbursement				(\$689.93)	\$276,987.22			
272	4/3/2012	Tradewind Financial	• 3340 North Center St, Lehi UT 84043		\$5,000.00			\$281,987.22			
273	4/3/2012	USPS 49780095524501470	Shipping				(\$2.97)	\$281,984.25			
274	4/3/2012	USPS 49780095524501470	Shipping				(\$3.31)	\$281,980.94			
275	4/3/2012	USPS 49780095524501470	Shipping				(\$5.30)	\$281,975.64			
276	4/4/2012	7 ELEVEN	Travel				(\$56.30)	\$281,919.34			
277	4/4/2012	BAGELS & BUNS	Delegate meeting				(\$6.45)	\$281,912.89			
278	4/4/2012	BAGELS & BUNS	Delegate meeting				(\$21.46)	\$281,891.43			
279	4/4/2012	MIMIS CAFE 90	Delegate meeting				(\$310.00)	\$281,581.43			
280	4/4/2012	September Inc.	Consulting				(\$3,000.00)	\$278,581.43			
281	4/5/2012	CHEVRON 0202197 Q61	Travel				(\$10.04)	\$278,571.39			
282	4/5/2012	MIMIS CAFE 73	Delegate meeting				(\$156.37)	\$278,415.02			
283	4/5/2012	THE ORIGINAL PANCAKE HOUS	Delegate meeting				(\$470.52)	\$277,944.50			
284	4/6/2012	BARNES & NOBLE #2137	Supplies				(\$4.26)	\$277,940.24			
285	4/6/2012	Beaver County Republican Party	Convention:Voided, not cashed				\$0.00	\$277,940.24			<div>Amendment</div> <div>Purpose : "Convention"</div> <div>⇒ "Convention:Voided, not cashed" on 8/28/2013</div> <div>Amount : "(\$100.00)" ⇒</div> <div>"\$0.00" on 8/28/2013</div> <div>Inkind Comments : "" ⇒</div> <div>" on 8/28/2013</div>
286	4/6/2012	CHILI'S GRI93800009381	Delegate meeting				(\$482.35)	\$277,457.89			
287	4/6/2012	MURRAY HEIGHTS 66	Travel				(\$35.00)	\$277,422.89			
288	4/6/2012	PROSTOP CONVENIENVE ST	Travel				(\$63.46)	\$277,359.43			
289	4/6/2012	SHELL OIL 57444599609	Travel				(\$50.00)	\$277,309.43			
290	4/6/2012	SMITHS 402 SIXTH AVE	Supplies				(\$19.98)	\$277,289.45			
291	4/6/2012	WCRW	Debate				(\$125.00)	\$277,164.45			
292	4/6/2012	Winter Fox LLC	• 5406 W 11000 N, Highland UT 84003		\$2,000.00			\$279,164.45			
293	4/6/2012	Winter Fox LLC					(\$2,000.00)	\$277,164.45			<div>Amendment</div> <div>New transaction added to filed report.</div>
294	4/9/2012	BERTS CAFE	Delegate meeting				(\$43.08)	\$277,121.37			
295	4/9/2012	BOSCH KITCHEN CENTER	Delegate meeting				(\$17.83)	\$277,103.54			
296	4/9/2012	BOSCH KITCHEN CENTER	Delegate meeting				(\$28.15)	\$277,075.39			
297	4/9/2012	BRICK OVEN	Delegate meeting				(\$107.19)	\$276,968.20			
298	4/9/2012	BRICK OVEN	Delegate meeting				(\$21.40)	\$276,946.80			
299	4/9/2012	CALLAWAY'S BISTRO	Delegate meeting				(\$452.48)	\$276,494.32			
300	4/9/2012	CHEVRON SERVICE STATIO	Travel				(\$9.33)	\$276,484.99			
301	4/9/2012	CHILI'S GRI33400013342	Delegate meeting				(\$120.45)	\$276,364.54			
302	4/9/2012	DEL TACO #741 Q16	Delegate meeting				(\$6.84)	\$276,357.70			
303	4/9/2012	DENNY'S #6710	Delegate meeting				(\$82.53)	\$276,275.17			

	4/9/2012	DOLLAR GENERAL #10985	Supplies				(\$10.63)	\$276,264.54				
305	4/9/2012	DSC DINING SERVICES QPS	Delegate meeting				(\$1.78)	\$276,262.76				
306	4/9/2012	FRESH MKT MURRAY	Supplies				(\$38.98)	\$276,223.78				
307	4/9/2012	IHOP 1775 00017756	Delegate meeting				(\$193.18)	\$276,030.60				
308	4/9/2012	JACKS WOODFIRED OVEN L	Delegate meeting				(\$75.00)	\$275,955.60				
309	4/9/2012	JB'S RESTAURANT 03	Delegate meeting				(\$60.88)	\$275,894.72				
310	4/9/2012	LOS HERMANOS	Delegate meeting				(\$268.82)	\$275,625.90				
311	4/9/2012	MAVERIK COUNTRY STORE2	Travel				(\$45.35)	\$275,580.55				
312	4/9/2012	MAVERIK COUNTRY STORE2	Travel				(\$75.00)	\$275,505.55				
313	4/9/2012	MAVERIK CTRY STRE #281	Travel				(\$7.87)	\$275,497.68				
314	4/9/2012	MURRAY HEIGHTS 66	Travel				(\$40.00)	\$275,457.68				
315	4/9/2012	PILOT 00005090	Travel				(\$45.00)	\$275,412.68				
316	4/9/2012	REED'S DRIVE IN	Delegate meeting				(\$12.83)	\$275,399.85				
317	4/9/2012	STATEFOODSAFETY.COM	Supplies				(\$21.00)	\$275,378.85				
318	4/9/2012	SUPERSONIC CARWASH, INC	Travel				(\$6.00)	\$275,372.85				
319	4/9/2012	TA #186 PAROWAN	Travel				(\$10.45)	\$275,362.40				
320	4/9/2012	TA #186 PAROWAN	Travel				(\$61.58)	\$275,300.82				
321	4/9/2012	TOWNEPLACE SUITES STGEORG	Travel				(\$188.43)	\$275,112.39				
322	4/9/2012	TOWNEPLACE SUITES STGEORG	Travel				(\$243.06)	\$274,869.33				
323	4/9/2012	TOWNEPLACE SUITES STGEORG	Travel				(\$243.06)	\$274,626.27				
324	4/9/2012	Utah Bankers Association State Pac	• 185 South State Street, Suite 201, Salt Lake City UT 84111		\$1,000.00			\$275,626.27				
325	4/9/2012	WENDY'S #2	Delegate meeting				(\$12.90)	\$275,613.37				
326	4/10/2012	CRACKER BARREL 2283 WEST	Delegate meeting				(\$46.80)	\$275,566.57				
327	4/10/2012	GANDOLFO'S	Delegate meeting				(\$45.20)	\$275,521.37				
328	4/10/2012	GRUB BOX	Delegate meeting				(\$40.00)	\$275,481.37				
329	4/10/2012	Jean Crane	• 35 Shaggy Mountain Drive, Herriman UT 84096		\$25.00			\$275,506.37				
330	4/10/2012	Krista Black	• PO Box 1263, St. George UT 84771		\$100.00			\$275,606.37				
331	4/10/2012	MARKET STREET GRILL DO	Delegate meeting				(\$35.74)	\$275,570.63				
332	4/10/2012	MAVERIK COUNTRY STORE3	Travel				(\$50.00)	\$275,520.63				
333	4/10/2012	MAVERIK COUNTRY STORE3	Travel				(\$50.00)	\$275,470.63				
334	4/10/2012	MAVERIK COUNTRY STORE326	Travel				(\$54.12)	\$275,416.51				
335	4/10/2012	Michael Jones	• 2723 East 1400 South, St. George UT 84790		\$100.00			\$275,516.51				
336	4/10/2012	PILOT 00007435	Travel				(\$70.00)	\$275,446.51				
337	4/10/2012	RED ROBIN 414	Delegate meeting				(\$239.82)	\$275,206.69				
338	4/10/2012	SALT LAKE CITY CORP	Travel				(\$3.00)	\$275,203.69				
339	4/10/2012	USU FOOD SERVICES QPS	Delegate meeting				(\$4.50)	\$275,199.19				
340	4/10/2012	USU FOOD SERVICES QPS	Travel				(\$4.50)	\$275,194.69				
341	4/10/2012	William Hubbard	• 3248 W 6775 S, West Jordan UT 84084		\$25.00			\$275,219.69				
342	4/10/2012	WINGERS #1023	Delegate meeting				(\$366.71)	\$274,852.98				
343	4/11/2012	BERTS CAFE	Travel				(\$73.08)	\$274,779.90				
344	4/11/2012	CALLAWAY'S BISTRO	Event				(\$532.48)	\$274,247.42				
345	4/11/2012	CRACKER BARREL 2283 WE	Travel				(\$46.80)	\$274,200.62				
346	4/11/2012	DENNY'S #6710	Travel				(\$82.53)	\$274,118.09				
347	4/11/2012	JACKS WOODFIRED OVEN LLC	Travel				(\$75.00)	\$274,043.09				
348	4/11/2012	MAVERIK COUNTRY STORE3	Travel				(\$54.12)	\$273,988.97				
349	4/11/2012	Morgan County Republican Party	Convention				(\$50.00)	\$273,938.97				
350	4/11/2012	RED ROBIN 414	Travel				(\$289.82)	\$273,649.15				
351	4/11/2012	SALT LAKE CITY CORP	Parking				(\$3.00)	\$273,646.15				
352	4/11/2012	WINGERS #1023	Event				(\$441.71)	\$273,204.44				
353		DELETED			\$0.00			\$273,204.44				<div>Amendment</div> <div>Date : "3/6/2012" ⇒ "DELETED" on 1/3/2013</div> <div>Name : "Karl Malone" ⇒ "DELETED" on 1/3/2013</div> <div>Address : "11453 South Lone Peak Parkway •• Draper • UT • 84020" ⇒ "••• " on 1/3/2013</div> <div>Amount : "\$1,086.00" ⇒ "\$0.00" on 1/3/2013</div> <div>InKind : "True" ⇒ "False" on 1/3/2013</div> <div>Inkind Comments : "Vehicle rental" ⇒ "" on 1/3/2013</div>
Report Totals:					\$452,407.37		(\$179,202.93)	\$273,204.44				
Hide Details	Primary						Beginning Balance	\$273,204.44				
1	4/12/2012	Anedot.com	Merchant fees				(\$13.60)	\$273,190.84				
2	4/12/2012	GANDOLFO'S	Travel				(\$60.20)	\$273,130.64				
3	4/12/2012	GRUB BOX	Travel				(\$40.00)	\$273,090.64				
4	4/12/2012	MARKET STREET GRILL DOWNT	Travel				(\$43.00)	\$273,047.64				

6	4/12/2012	SMITHS MKRTPPL #4477	Supplies						
7	4/13/2012	Thomas Brady	• 1893 East 5665 South, South Ogden UT 84403		\$25.00			\$273,037.21	
8	4/13/2012	BEST STOP 3RD SOUTH	Supplies			(\$35.43)		\$272,987.21	
9	4/13/2012	Boyd Kanenwisher	• 3119 Jacob Hamblin Dr., St. George UT 84790		\$500.00			\$273,487.21	
10	4/13/2012	CHEVRON TOP STOP C 12	Travel			(\$59.62)		\$273,427.59	
11	4/13/2012	COMMON CENTS 285	Travel			(\$3.02)		\$273,424.57	
12	4/13/2012	CONOCO	Travel			(\$50.00)		\$273,374.57	
13	4/13/2012	Creative Business Setup LLC	• 2997 Dimple Dell Ln, Sandy UT 84092		\$1,000.00			\$274,374.57	
14	4/13/2012	David Zolman	• PO Box 901483, Sandy UT 84090		\$100.00			\$274,474.57	
15	4/13/2012	Diamond & Robinson P.C.	• PO Box 1460, Montpelier VT 56011		\$250.00			\$274,724.57	
16	4/13/2012	IMG International LLC	• 150 West Civic Center Drive, Ste 403, Sandy UT 84070		\$1,000.00			\$275,724.57	
17	4/13/2012	Impact Capital Creations LLC	• PO Box 911348, St. George UT 84791		\$500.00			\$276,224.57	
18	4/13/2012	Internet Business Specialists LLC	• 11650 S. State St, Ste 240, Draper UT 84020		\$5,000.00			\$281,224.57	
19	4/13/2012	Jay Ence	• 150 S Crystal lakes Dr # 17, St George UT 84770		\$1,000.00			\$282,224.57	
20	4/13/2012	Jerome King	• 380 E 720 S, Orem UT 84058		\$250.00			\$282,474.57	
21	4/13/2012	Jill Swigert	• 1039 East 11780 South, Sandy UT 84094		\$50.00			\$282,524.57	
22	4/13/2012	LA TORMENTA MEXICAN FO	Travel			(\$10.64)		\$282,513.93	
23	4/13/2012	Platinum Institute LLC	• 975 E. Woodoak Ln. #110, Salt Lake City UT 84117		\$2,500.00			\$285,013.93	
24	4/13/2012	William O. Perry & Associates	• 17 East Winchester Street, #200, Murray UT 84107		\$1,000.00			\$286,013.93	
25	4/14/2012	Anedot.com	Merchant fees			(\$120.40)		\$285,893.53	
26	4/14/2012	Bob Freil	• PO Box 901483, Sandy UT 84090		\$20.00			\$285,913.53	
27	4/14/2012	Brian & Nancy Cheal	• 2190 S. 5900 W. , Mendon UT 84325		\$50.00			\$285,963.53	
28	4/14/2012	Dale Bills	• PO Box 901483, Sandy UT 84090		\$10.00			\$285,973.53	
29	4/14/2012	Keystone Automotive Industries	• 655 Grassmere Park Dr., Nashville TN 37211		\$1,000.00			\$286,973.53	
30	4/16/2012	Example Technologies, LLC D.B.A. "Power Seller College"	• 63 East 11400 South #247, Sandy UT 84070		\$10,000.00			\$296,973.53	
31	4/16/2012	Apply Knowledge, Inc.	• 1352 W. 1980 N. , Provo UT 84604		\$2,000.00			\$298,973.53	
32	4/16/2012	ARBYS #1663 00016634	Travel			(\$14.81)		\$298,958.72	
33	4/16/2012	Big Rock Industries Inc.	• 4084 S. 300 W. , Murray UT 84107		\$1,000.00			\$299,958.72	
34	4/16/2012	BizzBlizz, Inc.	• 658 South 100 West, Orem UT 84058		\$5,000.00			\$304,958.72	
35	4/16/2012	Blake Roney	• 75 W Center St, Provo UT 84601		\$5,000.00			\$309,958.72	
36	4/16/2012	CAFE RIO 4TH SOUTH Q35	Travel			(\$19.24)		\$309,939.48	
37	4/16/2012	CHICK-FIL-A #02360	Travel			(\$5.22)		\$309,934.26	
38	4/16/2012	Dale Gerard	• 13438 Corner Bridge Lane, Draper UT 84020		\$50.00			\$309,984.26	
39	4/16/2012	DeLaina Tonks	• 15381 S. Eagle Crest Dr., Draper UT 84020		\$200.00			\$310,184.26	
40	4/16/2012	Drew and Suzanne Mumford	• 23 Quiet Meadow Ln., Mapleton UT 84664		\$1,000.00			\$311,184.26	
41	4/16/2012	GLADES DRIVE INN, INC.	Travel			(\$18.10)		\$311,166.16	
42	4/16/2012	Jason Moss	• 744 S 560 W, Lehi UT 84043		\$100.00			\$311,266.16	
43	4/16/2012	Joy Trease	• 2250 E. 10300 S. , Sandy UT 84092		\$2,500.00			\$313,766.16	
44	4/16/2012	Patrick Kelliher	• 971 W. Riverwalk Drive, Riverton UT 84065		\$250.00			\$314,016.16	
45	4/16/2012	Ralph Abbot	• 546 S. 130 W. , Orem UT 84058		\$100.00			\$314,116.16	
46	4/16/2012	SHELL OIL 57444794309	Travel			(\$60.00)		\$314,056.16	
47	4/16/2012	TARGET 00017517	Supplies			(\$79.79)		\$313,976.37	
48	4/16/2012	Utah Society of Anesthesiologists	• 310 E. 4500 South #500, Salt Lake City UT 84107		\$3,000.00			\$316,976.37	
49	4/16/2012	WAL MART 5270	Supplies			(\$9.55)		\$316,966.82	
50	4/16/2012	WAL MART SUPER CENTER	Supplies			(\$46.22)		\$316,920.60	
51	4/16/2012	WENDYS #4151 Q25	Travel			(\$7.29)		\$316,913.31	
52	4/17/2012	Daniel Campbell	• 4304 Stone Creek Lane, Provo UT 84604		\$500.00			\$317,413.31	
53	4/17/2012	Glenda Egbert	• 360 W. Valley View Cir., Woodland Hills UT 84653		\$50.00			\$317,463.31	
54	4/17/2012	Kirk Jones	• 1177 Northfield Rd. #24, Cedar City UT 84721		\$40.00			\$317,503.31	
55	4/17/2012	Layton Productions	Convention			(\$8,223.64)		\$309,279.67	
56	4/17/2012	Nathan Wilcox	• 2790 Chancellor Place, Salt Lake City UT 84108		\$500.00			\$309,779.67	
57	4/17/2012	SALT LAKE CITY CORP	Parking			(\$3.00)		\$309,776.67	
58	4/17/2012	SALT PALACE CONCESSIONS	Event			(\$3.00)		\$309,773.67	
59	4/17/2012	Seth Crossley	Reimbursement			(\$651.80)		\$309,121.87	
60	4/17/2012	SUPERSONIC CARWASH, INC	Travel			(\$6.00)		\$309,115.87	
61	4/17/2012	Utah Young Republicans	Contribution			(\$500.00)		\$308,615.87	
62	4/18/2012	CHEVRON 0200176	Travel			(\$60.00)		\$308,555.87	
63	4/18/2012	GANDOLFO'S	Travel			(\$18.08)		\$308,537.79	
64	4/18/2012	GANDOLFOS - SPANISH FO	Travel			(\$16.83)		\$308,520.96	
65	4/18/2012	Jean Crane	• 35 Shaggy Mountain Drive, Herriman UT 84096		\$25.00			\$308,545.96	
66	4/18/2012	Mark Weight	• 509 N 40 W, Lndon UT 84042		\$30.00			\$308,575.96	
67	4/18/2012	SUPERSONIC 33RD SOUTH	Travel			(\$19.00)		\$308,556.96	
68	4/18/2012	Tom Day	• 920 W 3200 N, Lehi UT 84043		\$10.00			\$308,566.96	
69	4/18/2012	USPS 49779600134500470	Postage			(\$360.00)		\$308,206.96	
70	4/18/2012	WASHINGTON HARTS	Travel			(\$35.00)		\$308,171.96	
71	4/19/2012	CHEVRON 0073889	Travel			(\$40.00)		\$308,131.96	
72	4/19/2012	Chris Dexter	• 1360 South 740 East, Orem UT 84097		\$200.00			\$308,331.96	
73	4/19/2012	Jessie Fawson	Reimbursement			(\$20,160.47)		\$288,171.49	
74	4/19/2012	JIMMY JOHN'S # 102	Travel			(\$14.99)		\$288,156.50	
75	4/19/2012	MAVERIK COUNTRY STORE3	Travel			(\$65.38)		\$288,091.12	

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145	4/30/2012	Xango, LLC	• 2889 West Ashton Blvd., Lehi UT 84043		\$2,000.00		\$189,745.20		
146	5/1/2012	ARDA ROC-PAC	• 1201 15th Street, NW, Suite 400, Washington DC 20005		\$1,000.00		\$190,745.20		
147	5/1/2012	Bill Barret Corporation	• 1099 18th Street, Suite 2300, Denver CO 80202		\$1,000.00		\$191,745.20		
148	5/1/2012	Casey Anderson	• 1181 S. 1850 E. , Spanish Fork UT 84660		\$250.00		\$191,995.20		
149	5/1/2012	CenturyLink	Campaign phone			(\$31.35)	\$191,963.85		
150	5/1/2012	Corie Chan	Consulting			(\$1,500.00)	\$190,463.85		
151	5/1/2012	COSTCO GAS 0113	Travel			(\$100.00)	\$190,363.85		
152	5/1/2012	Hal Sparks	• 789 East 200 South, Heber City UT 84032		\$250.00		\$190,613.85		
153	5/1/2012	Hartley Consulting	Consulting			(\$1,000.00)	\$189,613.85		
154	5/1/2012	J. Rulon Gammon	• 687 E. 900 S. , Pleasant Grove UT 84062		\$40.00		\$189,653.85		
155	5/1/2012	Karl Malone	• 11453 South Lone Peak Parkway, Draper UT 84020		\$1,086.00		\$190,739.85		
156	5/1/2012	Karl Malone Toyota	Campaign vehicle rental			(\$1,086.00)	\$189,653.85		
157	5/1/2012	Keystone Automotive Industries	• 655 Grassmere Park Dr., Nashville TN 37211		\$1,000.00		\$190,653.85		
158	5/1/2012	Lois Anderson	• 198 North 600 East, American Fork UT 84003		\$10.00		\$190,663.85		
159	5/1/2012	MAVERIK CNTRY STRE 327	Travel			(\$60.00)	\$190,603.85		
160	5/1/2012	ORRINPAC	• PO BOX 900427, Sandy UT 84090		\$1,000.00		\$191,603.85		
161	5/1/2012	Suzanne Swallow	Reimbursement for travel			(\$159.50)	\$191,444.35		
162	5/1/2012	Utah County Republican Party-REFUND	• PO Box 452, Provo UT 84603		\$300.00		\$191,744.35		
163	5/1/2012	Winter Fox LLC	• 5405 W 11000 N, Highland UT 84003		\$2,000.00		\$193,744.35		
164	5/1/2012	Winter Fox LLC	Campaign office rent			(\$2,000.00)	\$191,744.35		
165	5/2/2012	Francis Madsen Jr.	• 2493 Field Rose Drive, Holladay UT 84121		\$1,000.00		\$192,744.35		
166	5/3/2012	Catherine Michelle Swallow	Consulting			(\$2,000.00)	\$190,744.35		
167	5/3/2012	Chase Media	Media buy			(\$1,712.00)	\$189,032.35		
168	5/3/2012	Katrina Cammack	Reimbursement			(\$330.00)	\$188,702.35		
169	5/3/2012	MAVERIK CNTRY STRE 3	Travel			(\$74.61)	\$188,627.74		
170	5/3/2012	Wilson Grand	Consulting			(\$4,740.94)	\$183,886.80		
171	5/7/2012	JIMMY JOHN'S # 1121	Travel			(\$26.13)	\$183,860.67		
172	5/7/2012	P.F. CHANG'S #6000	Travel			(\$46.17)	\$183,814.50		
173	5/7/2012	Utah Broadcasters PAC	• 1600 S. Main St. , Salt Lake City UT 84115		\$500.00		\$184,314.50		
174	5/8/2012	COSTCO GAS 0113	Travel			(\$35.68)	\$184,278.82		
175	5/8/2012	COSTCO WHSE 0113	Travel			(\$9.26)	\$184,269.56		
176	5/8/2012	COSTCO WHSE 0113	Travel			(\$122.16)	\$184,147.40		
177	5/8/2012	Seth Crossley	• 2596 South Jasper Street, Salt Lake City UT 84106		\$1.00		\$184,148.40		
178	5/8/2012	Seth Crossley	• 2596 South Jasper Street, Salt Lake City UT 84106		\$1.00		\$184,149.40		
179	5/9/2012	Chris Johnsen	• 741 S. 825 E. , Layton UT 84041		\$5.00		\$184,154.40		
180	5/9/2012	DAN'S FOODS #8	Travel			(\$9.00)	\$184,145.40		
181	5/10/2012	Art Martines	• 395 17th Street, Evanston WY 82930		\$200.00		\$184,345.40		
182	5/10/2012	Evan Vickers	• 2166 North Cobble Creek Drive, Cedar City UT 84721		\$250.00		\$184,595.40		
183	5/10/2012	Merit Medical	• 1600 West Merit Parkway, South Jordan UT 84095		\$5,000.00		\$189,595.40		
184	5/10/2012	SHELL OIL 57444599609	Travel			(\$61.55)	\$189,533.85		
185	5/10/2012	Snow, Christensen & Martineau	• 10 Exchange Place, Salt Lake City UT 84111		\$1,000.00		\$190,533.85		
186	5/11/2012	Greendot.com	Bank fees			(\$5.95)	\$190,527.90		
187	5/11/2012	Guidant Strategies	Consulting			(\$7,728.29)	\$182,799.61		
188	5/12/2012	Michael Spence	• 9771 Jameson Point Cove, Sandy UT 84092		\$150.00		\$182,949.61		
189	5/16/2012	Anedot.com	Merchant fees			(\$23.30)	\$182,926.31		
190	5/16/2012	Chase Media	Media buy			(\$19,270.00)	\$163,656.31		
191	5/16/2012	Jessie Fawson	Reimbursement			(\$2,278.79)	\$161,377.52		
192	5/16/2012	Speak by Design	Design			(\$1,693.35)	\$159,684.17		
193	5/16/2012	TESORO 62103	Travel			(\$20.00)	\$159,664.17		
194	5/17/2012	Anedot.com	Merchant fees			(\$110.30)	\$159,553.87		
195	5/17/2012	Chase Media	Media buy			(\$6,596.00)	\$152,957.87		
196	5/17/2012	SHELL SERVICE S	Travel			(\$15.90)	\$152,941.97		
197	5/18/2012	7 ELEVEN	Travel			(\$20.00)	\$152,921.97		
198	5/18/2012	ASEA, LLC	• 6440 Millrock Drive, Ste 100, Salt Lake City UT 84126		\$2,500.00		\$155,421.97		
199	5/18/2012	Avenue 5 Consulting	• 360 Technology Ct., Lindon UT 84042		\$5,000.00		\$160,421.97		
200	5/18/2012	BEST BUY 527	Supplies			(\$24.10)	\$160,397.87		
201	5/18/2012	Christopher Lacombe	• 830 N 500 W Apt 65, Bountiful UT 84010		\$100.00		\$160,497.87		
202	5/18/2012	COSTCO GAS 0113	Travel			(\$100.00)	\$160,397.87		
203	5/18/2012	COSTCO WHSE 0113	Travel			(\$124.20)	\$160,273.67		
204	5/18/2012	Don Christiansen	• 570 South 700 West, Payson UT 84651		\$25.00		\$160,298.67		
205	5/18/2012	Example Technologies LLC	• 63 E 11400 South #247, Sandy UT 84070		\$5,000.00		\$165,298.67		
206	5/18/2012	Fred Donaldson	• 726 Fox Hollow, North Salt Lake UT 84054		\$25.00		\$165,323.67		
207	5/18/2012	Gary O'Brien	• PO Box 1207, Centerville UT 84014		\$200.00		\$165,523.67		
208	5/18/2012	Gordon Snow	• 1046 W. 290 S 511-5, Roosevelt UT 84066		\$200.00		\$165,723.67		
209	5/18/2012	Internet Business Specialists LLC	• 11650 South State St, Suite 240, Draper UT 84020		\$5,000.00		\$170,723.67		
210	5/18/2012	Jason Knapp	• 1290 Sandhill Road, Orem UT 84058		\$10,000.00		\$180,723.67		
211	5/18/2012	Jean Crane	• 35 Shaggy Mountain Drive, Herriman UT 84096		\$75.00		\$180,798.67		
212	5/18/2012	JIMMY JOHN'S # 1121	Travel			(\$6.73)	\$180,791.94		
213	5/18/2012	Katherine Apopello	• 90 Gold Street 13H, New York NY 10038		\$25.00		\$180,816.94		
214	5/18/2012	Ken Dickinson	• PO Box 1870, Draper UT 84020		\$2,500.00		\$183,316.94		

215	5/18/2012	Lennea Olsen	• 1001 South 1010 West, Tooele UT 84074	\$20.00		\$183,336.94			
216	5/18/2012	LITTLE WORLD RESTAURANT	Travel		(\$8.85)	\$183,328.09			
217	5/18/2012	Thomas McNary	• 946 E. Lafayette St., Sandy UT 84094	\$50.00		\$183,378.09			
218	5/19/2012	Chuck Warren	• PO Box 17819, Holladay UT 84124	\$1,000.00		\$184,378.09			
219	5/19/2012	Chuck Warren			(\$1,000.00)	\$183,378.09			Amendment New transaction added to filed report.
220	5/19/2012	Leonard Blackham	• PO Box 255, Moroni UT 84646	\$100.00		\$183,478.09			
221	5/19/2012	Marlon Bates	• 1886 North 50 East, Centerville UT 84014	\$100.00		\$183,578.09			
222	5/19/2012	Nathaniel Merrill	• 1112 Emerald St, San Diego CA 92109	\$5,000.00		\$188,578.09			
223	5/21/2012	Anedot.com	Merchant fees		(\$466.42)	\$188,111.67			
224	5/21/2012	Dish Network	• PO Box 6622, Englewood CO 80155	\$1,000.00		\$189,111.67			
225	5/21/2012	Facebook, Inc.	• 1601 Willow Rd., Menlo Park CA 94025	\$2,000.00		\$191,111.67			
226	5/21/2012	JIMMY JOHN'S # 1331	Travel		(\$39.23)	\$191,072.44			
227	5/21/2012	Orrick, Herrington & Sutcliffe LLP	• 405 Howard Street, San Francisco CA 94105	\$1,000.00		\$192,072.44			
228	5/21/2012	Peggy Stone	• 2014 Foothill Drive, SLC UT 84108	\$25.00		\$192,097.44			
229	5/21/2012	Seth Crossley	Reimbursement		(\$272.72)	\$191,824.72			
230	5/21/2012	SUPERSONIC 33RD SOUTH	Travel		(\$16.50)	\$191,808.22			
231	5/21/2012	Wilson Grand	Consulting		(\$2,500.00)	\$189,308.22			
232	5/22/2012	Aaron Ward	Reimbursement		(\$40.04)	\$189,268.18			
233	5/22/2012	Allan Wrubell	• 787 E. 1020 S., Ephraim UT 84627	\$15.00		\$189,283.18			
234	5/22/2012	Anedot.com	Merchant fees		(\$49.16)	\$189,234.02			
235	5/22/2012	Don Ipson	• 539 Diagonal, St. George UT 84770	\$1,000.00		\$190,234.02			
236	5/22/2012	Margaret Wilkin	• 4349 W. South Joradn Pkwy, South Jordan UT 84095	\$100.00		\$190,334.02			
237	5/22/2012	Nancy Cheal	• 2190 S 5900 West, Mendon UT 84325	\$50.00		\$190,384.02			
238	5/22/2012	Reagan Outdoor Advertising	Advertising		(\$12,500.00)	\$177,884.02			
239	5/22/2012	SALT LAKE CITY CORP	Parking		(\$1.50)	\$177,882.52			
240	5/22/2012	SHELL SERVICE STATION	Travel		(\$64.65)	\$177,817.87			
241	5/22/2012	UMAPAC Utah Manufacturers Assoc.	• 136 East South Temple, Ste 1740, Salt Lake city UT 84111	\$500.00		\$178,317.87			
242	5/22/2012	Wilson Grand	Consulting		(\$2,815.00)	\$175,502.87			
243	5/23/2012	Bert Smith	• 3936 N Highway , Ogden UT 84404	\$2,500.00		\$178,002.87			
244	5/23/2012	Dell Allen	• 444 E. 90 N., Orem UT 84097	\$20.00		\$178,022.87			
245	5/23/2012	Food Pac	• 1578 W 1700 S, Salt Lake city UT 84104	\$500.00		\$178,522.87			
246	5/23/2012	Marilyn Cooper	• 1522 W. Myrtlewood Lane, So UT 84095	\$50.00		\$178,572.87			
247	5/23/2012	Speak by Design	Design		(\$138.45)	\$178,434.42			
248	5/23/2012	UP Railroad Company	• 60 South 600 East #150, Salt Lake city UT 84102	\$5,000.00		\$183,434.42			
249	5/24/2012	Anedot.com	Merchant fees		(\$113.98)	\$183,320.44			
250	5/24/2012	APPLE STORE #R125	Supplies		(\$30.99)	\$183,289.45			
251	5/24/2012	COSTCO GAS 0113	Travel		(\$81.04)	\$183,208.41			
252	5/24/2012	COSTCO WHSE 0113	Travel		(\$54.63)	\$183,153.78			
253	5/24/2012	Tim Thomas	• 3320 W. Cheryl Drive, Suite B-240, Phoenix AZ 85051	\$2,500.00		\$185,653.78			
254	5/25/2012	Chase Media	Media buy		(\$73,020.00)	\$112,633.78			
255	5/25/2012	David Lisonbee	• 9850 South 300 West, Sandy UT 84070	\$5,000.00		\$117,633.78			
256	5/25/2012	Nathaniel Merrill	• 4655 Cass St. Suite 214, San Diego CA 92109	\$15,000.00		\$132,633.78			
257	5/28/2012	GRAND AMERICA PARKING	Travel		(\$2.00)	\$132,631.78			
258	5/28/2012	JIMMY JOHN'S # 1331	Travel		(\$21.26)	\$132,610.52			
259	5/28/2012	MAVERIK 402	Travel		(\$60.00)	\$132,550.52			
260	5/28/2012	THE HOME DEPOT 4409	Supplies		(\$12.80)	\$132,537.72			
261	5/28/2012	WAL MART 3208	Supplies		(\$7.42)	\$132,530.30			
262	5/28/2012	WALKERS 19	Travel		(\$52.71)	\$132,477.59			
263	5/29/2012	WAL MART SUPER CENTER	Supplies		(\$17.56)	\$132,460.03			
264	5/30/2012	Bert Smith	• 3936 N Highway , Ogden UT 84404	\$1,000.00		\$133,460.03			
265	5/30/2012	CAFE RIO 4TH SOUTH Q02	Travel		(\$10.41)	\$133,449.62			
266	5/30/2012	EXXONMOBIL POS	Travel		(\$60.00)	\$133,389.62			
267	5/30/2012	Fabian & Clendenin	• 215 South State Street, Suite 1200, Salt Lake city UT 84111	\$1,500.00		\$134,889.62			
268	5/30/2012	FEDEXOFFICE 00024018	Postage		(\$124.80)	\$134,764.82			
269	5/30/2012	MAVERIK 402	Travel		(\$72.58)	\$134,692.24			
270	5/30/2012	Rick Mayer	• 27 Canterbury Ln., Logan UT 84321	\$50.00		\$134,742.24			
271	5/30/2012	SALT LAKE CITY CORP	Parking		(\$1.50)	\$134,740.74			
272	5/30/2012	SHELL SERVICE STATION	Travel		(\$60.87)	\$134,679.87			
273	5/30/2012	SUPERSONIC CARWASH	Travel		(\$22.00)	\$134,657.87			
274	5/30/2012	WAL MART SUPER CENTER	Supplies		(\$1.85)	\$134,656.02			
275	5/30/2012	WAL MART SUPER CENTER	Supplies		(\$13.63)	\$134,642.39			
276	5/31/2012	Aaron Ward	Consulting		(\$1,500.00)	\$133,142.39			
277	5/31/2012	Catherine Michelle Swallow	Consulting		(\$2,000.00)	\$131,142.39			
278	5/31/2012	Chase Media	Media buy		(\$25,000.00)	\$106,142.39			
279	5/31/2012	Debra Huckstep	Consulting		(\$2,500.00)	\$103,642.39			
280	5/31/2012	Debra Huckstep	Mileage reimbursement		(\$295.90)	\$103,346.49			
281	5/31/2012	Hartley Consulting	Consulting		(\$1,000.00)	\$102,346.49			
282	5/31/2012	Jessie Fawson	Consulting		(\$2,500.00)	\$99,846.49			

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Report Totals:				\$225,615.00	(\$427,621.68)	\$71,197.76			
<div>Hide Details</div>		August 31st			Beginning Balance	\$71,197.76			
1	6/15/2012	Al Rubenbauer	• 109 Witchard Blvd., Kommack NY 11725	\$2,000.00		\$73,197.76			
2	6/15/2012	CARLS JR 1101689	Travel		(\$6.77)	\$73,190.99			
3	6/15/2012	Frank Mylar	• 2494 Bengal Blvd., Salt Lake City UT 84121	\$500.00		\$73,690.99			
4	6/15/2012	RED ROBIN 410	Travel		(\$21.85)	\$73,669.14			
5	6/15/2012	SHILO INN KANAB	Travel		(\$89.43)	\$73,579.71			
6	6/15/2012	The Quality Jobs Coalition	• 136 E South Temple Suite 1740, Salt Lake City UT 84111	\$2,000.00		\$75,579.71			
7	6/16/2012	Anedot	Online processing fees		(\$110.60)	\$75,469.11			
8	6/18/2012	Anedot	Online processing fees		(\$8.98)	\$75,460.13			
9	6/18/2012	Chase Media	Media		(\$4,590.00)	\$70,870.13			
10	6/18/2012	Chase Media	Media		(\$5,400.00)	\$65,470.13			
11	6/18/2012	Dale Courtney	• 2150 Sherman Rd., Saint George UT 84790	\$100.00		\$65,570.13			
12	6/18/2012	Debra Huckstep	Reimbursement		(\$197.64)	\$65,372.49			
13	6/18/2012	Jean Crane	• 35 Shaggy Mountain Drive, Herriman UT 84096	\$25.00		\$65,397.49			
14	6/18/2012	Lewis Groberg	• 827 Sugar Ct., Payson UT 84651	\$20.00		\$65,417.49			
15	6/18/2012	Linda Roper	• 2066 W. 1730 N. , Provo UT 84604	\$25.00		\$65,442.49			
16	6/18/2012	Nancy Cheal	• 2190 S. 5900 W. , Mendon UT 84325	\$25.00		\$65,467.49			
17	6/18/2012	R.H. Lehmuth	• 104 North 2080 East Circle, St. George UT 84790	\$50.00		\$65,517.49			
18	6/18/2012	SHELL SERVICE S	Travel		(\$63.00)	\$65,454.49			
19	6/18/2012	Stuart Adams	• 3271 East 1875 North, Layton UT 84040	\$500.00		\$65,954.49			
20	6/18/2012	Stuart Waldrip	• 817 N. Double Edge Dr., Midway UT 84049	\$50.00		\$66,004.49			
21	6/18/2012	Utah Hospac	• 2180 S. 1300 E. Ste 440, Salt Lake City UT 84106	\$2,000.00		\$68,004.49			
22	6/18/2012	Wade Farraway	• 376 S. 1125 W, Layton UT 84041	\$50.00		\$68,054.49			
23	6/18/2012	Wilson Grand	Consulting		(\$2,500.00)	\$65,554.49			
24	6/19/2012	Chase Media	Media		(\$8,340.00)	\$57,214.49			
25	6/19/2012	CHEVRON/BLUE ST	Travel		(\$50.00)	\$57,164.49			
26	6/19/2012	MAVERIK COUNTRY	Travel		(\$10.00)	\$57,154.49			
27	6/19/2012	SHELL SERVICE STATION	Travel		(\$75.01)	\$57,079.48			
28	6/20/2012	JIMMY JOHN'S # 1121 -	Travel		(\$52.10)	\$57,027.38			
29	6/20/2012	Melaleuca Security, Inc.	• 3910 South Yellowstone, Idaho Falls ID 83402	\$6,000.00		\$63,027.38			
30	6/20/2012	Randall Beckham	• 1451 East Knollwood Drive, Sandy UT 84092	\$100.00		\$63,127.38			
31	6/20/2012	Utah Beer Wholesalers Assoc	• 5657 West 10770 North, Highland UT 84003	\$500.00		\$63,627.38			
32	6/20/2012	Wilson Grand	Consulting		(\$7,331.96)	\$56,295.42			
33	6/21/2012		FL	\$0.00		\$56,295.42			
34	6/21/2012		FL	\$0.00		\$56,295.42			
35	6/21/2012	Derek Young	• 333 Las Olas Way, Fort Lauderdale FL 33301	\$5,000.00		\$61,295.42			
36	6/21/2012	Guidant Strategies	Consulting		(\$21,200.61)	\$40,094.81			
37	6/21/2012	Seth Crossley	Reimbursement		(\$896.58)	\$39,198.23			
38	6/22/2012	Anedot	Online processing fees		(\$231.10)	\$38,967.13			
39	6/22/2012	Anthony Rampton	• 845 Padley Street, Salt Lake City UT 84108	\$100.00		\$39,067.13			
40	6/22/2012	Lori Bickmore	• 1610 Stanley Dr., Sandy UT 84093	\$100.00		\$39,167.13			
41	6/22/2012	P.F. CHANG'S #6000	Travel		(\$46.61)	\$39,120.52			

6/22/2012	Personal Wealth Academy LLC	• 14039 Minuteman Dr. Ste 202, Draper UT 84020	\$15,000.00		\$54,120.52				
43	6/22/2012	Robert Blair	• 1191 Edenbrook Dr. , Sandy UT 84094	\$300.00		\$54,420.52			
44	6/22/2012	VINTO	Travel		(\$30.73)	\$54,389.79			
45	6/25/2012	Anedot	Online processing fees		(\$84.80)	\$54,304.99			
46	6/25/2012	CROWN BURGER	Travel		(\$9.11)	\$54,295.88			
47	6/25/2012	David Harmer	• 4133 Hidden Ridge Dr., Bountiful UT 84010	\$1,000.00		\$55,295.88			
48	6/25/2012	Debra Huckstep	Reimbursement		(\$91.06)	\$55,204.82			
49	6/25/2012	Donald Winder	• 460 South 400 East, Salt Lake City UT 84111	\$500.00		\$55,704.82			
50	6/25/2012	Kenneth Friedman	• LegalZoom.com, Inc. , 101 N Brand Blvd, 11th Floor, Glendale CA 91203	\$350.00		\$56,054.82			
51	6/25/2012	Merrill Wells	• 10809 Tamarack Dr., Sandy UT 84094	\$50.00		\$56,104.82			
52	6/25/2012	Speak by Design	Printing		(\$213.00)	\$55,891.82			
53	6/25/2012	Suzanne Swallow	Reimbursement		(\$192.00)	\$55,699.82			
54	6/26/2012	WALKERS 11	Travel		(\$61.83)	\$55,637.99			
55	6/27/2012	Aaron Ward	Consulting		(\$1,500.00)	\$54,137.99			
56	6/27/2012	Catherine Michelle Swallow	Consulting		(\$2,000.00)	\$52,137.99			
57	6/27/2012	Corie Chan	Consulting		(\$1,500.00)	\$50,637.99			
58	6/27/2012	Debra Huckstep	Consulting		(\$2,500.00)	\$48,137.99			
59	6/27/2012	Hartley Consulting	Consulting		(\$1,000.00)	\$47,137.99			
60	6/27/2012	Jessie Fawson	Consulting		(\$3,750.00)	\$43,387.99			
61	6/27/2012	Professional Marketing International	• 3049 N Executive Parkway, Lehi UT 84043	\$10,000.00		\$53,387.99			
62	6/27/2012	Seth Crossley	Consulting		(\$2,000.00)	\$51,387.99			
63	6/28/2012	Brian Wilkin	• PO Box 95201, South Jordan UT 84095	\$50.00		\$51,437.99			
64	6/28/2012	Catherine Michelle Swallow	Reimbursement		(\$24.75)	\$51,413.24			
65	6/28/2012	Randall Wall	• 10026 Opal Cir, Sandy UT 84094	\$20.00		\$51,433.24			
66	6/28/2012	Seth Crossley	Consulting		(\$1,000.00)	\$50,433.24			
67	6/28/2012	Seth Crossley	Reimbursement		(\$518.87)	\$49,914.37			
68	6/29/2012	SHELL SERVICE S	Travel		(\$61.18)	\$49,853.19			
69	6/29/2012	SMITHS	Supplies		(\$14.49)	\$49,838.70			
70	7/2/2012	MEGAPLEX AT THE GATEWAY	Event		(\$395.00)	\$49,443.70			
71	7/2/2012	UNIVERSITY 66	Travel		(\$60.00)	\$49,383.70			
72	7/4/2012	CHIPOTLE 1104	Travel		(\$9.06)	\$49,374.64			
73	7/6/2012	Greendot	Fees		(\$4.95)	\$49,369.69			
74	7/9/2012	Catherine Michelle Swallow	Consulting		(\$1,000.00)	\$48,369.69			
75	7/9/2012	CenturyLink	Phone		(\$31.35)	\$48,338.34			
76	7/9/2012	Debra Huckstep	Consulting		(\$1,500.00)	\$46,838.34			
77	7/9/2012	Jessie Fawson	Consulting		(\$4,000.00)	\$42,838.34			
78	7/9/2012	Jessie Fawson	Reimbursement		(\$12,576.89)	\$30,261.45			
79	7/9/2012	Karl Malone	• 11453 South Lone Peak Parkway, Draper UT 84020	\$1,086.00		\$31,347.45			
80	7/9/2012	Karl Malone	Rent		(\$1,086.00)	\$30,261.45			
81	7/9/2012	Linda Cook	• 1295 S. 350 W. , Bountiful UT 84010	\$25.00		\$30,286.45			
82	7/9/2012	RAI Services Company	• PO Box 464, Winston-Salem NC 27102	\$400.00		\$30,686.45			
83	7/9/2012	SHELL OIL 57444599609	Travel		(\$70.00)	\$30,616.45			
84	7/9/2012	SHELL SERVICE S	Travel		(\$59.80)	\$30,556.65			
85	7/9/2012	Wilson Grand	Consulting		(\$13,000.00)	\$17,556.65			
86	7/10/2012	Speak by Design	Printing		(\$1,283.33)	\$16,273.32			
87	7/10/2012	West Jordan Gateway Office Park	Rent		(\$1,000.00)	\$15,273.32			
88	7/10/2012	West Jordan Gateway Office Park .	• 9071 S. 1300 W. #200, West Jordan UT 84088	\$1,000.00		\$16,273.32			
89	7/11/2012	Debra Huckstep	Reimbursement		(\$869.44)	\$15,403.88			
90	7/12/2012	John Dahlstrom	• 299 South Main Street, Suite 2400, Salt Lake City UT 84111	\$500.00		\$15,903.88			
91	7/12/2012	TRAMONTI RISTORANTE	Travel		(\$49.01)	\$15,854.87			
92	7/13/2012	Glenda Egbert	• 360 W. Valley View Cir., Woodland Hills UT 84653	\$50.00		\$15,904.87			
93	7/16/2012	Debra Huckstep	Consulting		(\$500.00)	\$15,404.87			
94	7/16/2012	Greendot	Fees		(\$5.95)	\$15,398.92			
95	7/16/2012	HARMONS - DRAPER	Supplies		(\$60.62)	\$15,338.30			
96	7/16/2012	PacifiCorp	• 825 NE Multnomah, Portland OR 97232	\$1,000.00		\$16,338.30			
97	7/16/2012	SHAKE SHACK 44TH ST	Travel		(\$4.14)	\$16,334.16			
98	7/16/2012	SLC INTERNATIONAL AIRPORT	Travel		(\$32.00)	\$16,302.16			
99	7/16/2012	T3 STARBUCKS U10431591	Travel		(\$11.81)	\$16,290.35			
100	7/16/2012	T3 STARBUCKS U10431591	Travel		(\$12.68)	\$16,277.67			
101	7/16/2012	Verdi Schill	• 228 North 2800 East, Layton UT 84040	\$1,087.49		\$17,365.16			
102	7/16/2012	Verdi Schill	Event expense		(\$1,087.49)	\$16,277.67			
103	7/16/2012	Wasatch Commercial Management	• 595 S. Riverwoods Pkwy Ste 400, Logan UT 84321	\$1,000.00		\$17,277.67			
104	7/16/2012	Wasatch Property Management	• 595 S Riverwoods Pkwy Ste 400, Logan UT 84321	\$1,000.00		\$18,277.67			
105	7/16/2012	Wilson Grand	Consulting		(\$2,750.00)	\$15,527.67			
106	7/17/2012	Aaron Ward	Reimbursement		(\$99.50)	\$15,428.17			
107	7/17/2012	Anedot	Online processing fees		(\$28.48)	\$15,399.69			
108	7/17/2012	Jessie Fawson	Consulting		(\$2,000.00)	\$13,399.69			
109	7/18/2012	"WAC" Wasatch Acquisitions & Capital	• 595 S Riverwoods Pkwy Ste 400, Logan UT 84321	\$1,000.00		\$14,399.69			
110	7/18/2012	Allison Fleming	• 575 7th Street, NW, Suite 300, Washington DC 20004	\$5,000.00		\$19,399.69			
111	7/18/2012	MMIS CAFE 65	Travel		(\$47.67)	\$19,352.02			

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50	9/17/2012	BEST WESTERN RUBYS INN	Travel			(\$78.62)	\$365,597.49			
51	9/17/2012	CHEVRON PWI 811 FIL	Travel			(\$42.63)	\$365,554.86			
52	9/17/2012	John Thackeray	• 1165 East Wilmington Ave Suite 275, Salt Lake City UT 84106		\$2,500.00		\$368,054.86			
53	9/18/2012	MAVERIK COUNTRY STORE2	Travel			(\$65.00)	\$367,989.86			
54	9/18/2012	Refund-Reagan Outdoor Advertising	• 1775 North Warm Springs Road, Salt Lake City UT 84116		\$2,238.12		\$370,227.98			
55	9/20/2012	Craig Osborne	• 1801 Century Park East #359, Los Angeles CA 90067		\$1,000.00		\$371,227.98			
56	9/20/2012	Maverik, Inc.	• PO Box 8008, 1014 South Washington, Afton WY 83110		\$2,500.00		\$373,727.98			
57	9/20/2012	Speak by Design	Collateral			(\$2,119.35)	\$371,608.63			
58	9/20/2012	Utah Association of Financial Services PAC	• 60 S. 600 E. Ste 150, Salt Lake City UT 84102		\$2,500.00		\$374,108.63			
59	9/21/2012	Betty Pettit	• 2115 N. 1450 E. , Provo UT 84604		\$35.00		\$374,143.63			
60	9/24/2012	Abbie Borovatz	Reimbursement			(\$9,028.53)	\$365,115.10			
61	9/24/2012	MAVERIK COUNTRY STORE2	Travel			(\$65.00)	\$365,050.10			
62	9/24/2012	Utah Minority Bar Foundation	Contribution			(\$600.00)	\$364,450.10			
63	9/25/2012	A. Dee Applegate	• 15 North 1000 East, Orem UT 84097		\$25.00		\$364,475.10			
64	9/26/2012	Alticor, Inc.	• 7575 Fulton Street East, ADA MI 49355		\$250.00		\$364,725.10			
65	9/26/2012	Paul Schwartz	• 163 Fox Hollow Road, Wyckoff NJ 07481		\$1.00		\$364,726.10			
66	9/27/2012	Lynda Roper	• 2066 W. 1730 N. , Provo UT 84604		\$10.00		\$364,736.10			
67	9/27/2012	MIMIS CAFE 73	Travel			(\$15.33)	\$364,720.77			
68	9/28/2012	Abbie Borovatz	Consulting			(\$3,000.00)	\$361,720.77			
69	9/28/2012	Corie Chan	Consulting			(\$1,500.00)	\$360,220.77			
70	9/28/2012	Debra Huckstep	Consulting			(\$2,500.00)	\$357,720.77			
71	9/28/2012	Seth Crossley	Consulting			(\$2,500.00)	\$355,220.77			
72	10/1/2012	Debra Huckstep	Reimbursement			(\$1,314.18)	\$353,906.59			
73	10/1/2012	Karl Malone	• 11453 South Lone Peak Parkway, Draper UT 84020		\$1,086.00		\$354,992.59			
74	10/1/2012	Karl Malone	Car rental			(\$1,086.00)	\$353,906.59			
75	10/1/2012	SLC INTERNATIONAL AIRPORT	Travel			(\$14.00)	\$353,892.59			
76	10/1/2012	SQ "WONDWOSEN DEBELE	Travel			(\$70.80)	\$353,821.79			
77	10/1/2012	TEMP CART 30554521	Travel			(\$13.61)	\$353,808.18			
78	10/1/2012	Thrifty Car Rental	• 15 South 2400 West, Salt Lake City UT 84116		\$1,000.00		\$354,808.18			
79	10/1/2012	Thrifty Car Rental	Car rental			(\$1,000.00)	\$353,808.18			
80	10/1/2012	West Jordan Gateway Office Park	• 9071 S. 1300 W. #200, West Jordan UT 84088		\$1,000.00		\$354,808.18			
81	10/1/2012	West Jordan Gateway Office Park	Office rent			(\$1,000.00)	\$353,808.18			
82	10/2/2012	Abbie Borovatz	Reimbursement			(\$1,676.52)	\$352,131.66			
83	10/2/2012	AT&T	• 2535 E. 40Th Ave., B1221, Denver CO 80205		\$1,000.00		\$353,131.66			
84	10/2/2012	CenturyLink	Phone			(\$51.36)	\$353,080.30			
85	10/2/2012	Hutchinson & Steffen LLC	• 10080 W. Alta Dr Ste 200, Las Vegas NV 89145		\$1,000.00		\$354,080.30			
86	10/2/2012	Parsons Behle & Latimer	• 201 South Main Street, Suite 1800, Salt Lake City UT 84111		\$1,000.00		\$355,080.30			
87	10/3/2012	HARMONS DRAPER	Travel			(\$70.00)	\$355,010.30			
88	10/4/2012	David Nelson	• 380 E Main St, Midway UT 84049		\$5,000.00		\$360,010.30			
89	10/4/2012	Guidant Strategies	Consulting			(\$9,073.04)	\$350,937.26			
90	10/4/2012	Ronald Barton	• 340 W 100 N, Kaysville UT 84037		\$100.00		\$351,037.26			
91	10/4/2012	Wilson Grand	Consulting			(\$5,000.00)	\$346,037.26			
92	10/5/2012	MARKET STREET GRILL UNIVE	Travel			(\$24.39)	\$346,012.87			
93	10/5/2012	MIMIS CAFE 65	Travel			(\$23.10)	\$345,989.77			
94	10/5/2012	PILOT 00007740	Travel			(\$64.55)	\$345,925.22			
95	10/7/2012	Stuart and Susan Waldrip	• 817 N. Double Eagle Drive, Midway UT 84049		\$50.00		\$345,975.22			
96	10/8/2012	Cuccinelli for Governor	Donation			(\$1,000.00)	\$344,975.22			
97	10/8/2012	Guidant Strategies	Consulting			(\$60,321.55)	\$284,653.67			
98	10/8/2012	Morrisey for Attorney General	Donation:Voided, not cashed			\$0.00	\$284,653.67			
99	10/9/2012	Tim Fox	Donation			(\$620.00)	\$284,033.67			
100	10/10/2012	Edwin Neff	• 2188 Country View Lane, Cottonwood Heights UT 84121		\$50.00		\$284,083.67			
101	10/10/2012	SHELL OIL 57444599609	Travel			(\$60.00)	\$284,023.67			
102	10/10/2012	Tribell Medical	• 1405 South Main St., Salt Lake City UT 84115		\$1,000.00		\$285,023.67			
103	10/11/2012	BAMBARA RESTAURANT SLTLK	Travel			(\$39.36)	\$284,984.31			
104	10/11/2012	Bob Safai	• 12121 Wilshire Boulevard, Suite 959, Los Angeles CA 90025		\$1,000.00		\$285,984.31			
105	10/11/2012	Guidant Strategies	Consulting			(\$750.00)	\$285,234.31			
106	10/11/2012	MONTHLY CHARGE	Travel			(\$5.95)	\$285,228.36			
107	10/11/2012	Newfield PAC	• 4 Waterway Square Place, Suite 100, The Woodlands TX 77380		\$1,000.00		\$286,228.36			
108	10/11/2012	R. Todd Neilson	• 1251 E Manfield Way, Draper UT 84020		\$5,000.00		\$291,228.36			
109	10/11/2012	Richard Pachulski	• 10100 SANTA MONICA BLVD., SUITE 1300, Los Angeles CA 90067		\$3,000.00		\$294,228.36			
110	10/11/2012	Seth Crossley	Reimbursement			(\$903.99)	\$293,324.37			
111	10/12/2012	COSTCO WHSE 0487	Travel			(\$78.44)	\$293,245.93			
112	10/15/2012	MAVERIK COUNTRY STORE3	Travel			(\$65.00)	\$293,180.93			

Amendment
Purpose : "Donation" =>
"Donation:Voided, not
cashed" on 8/28/2013
Amount : "(\$1,000.00)" =>
"\$0.00" on 8/28/2013
Inkind Comments : "" =>
"" on 8/28/2013

1585

12	10/15/2012	Performance Automotive Utah, LLC	• 2380 South Highway 89, Bountiful UT 84010	\$1,000.00		\$294,180.93			
113	10/15/2012	SHELL OIL 57444599609	Travel		(\$65.00)	\$294,115.93			
114	10/17/2012	Utah Dental PAC Hard(UDPAC)	• 1151 East 3900 South, #B-160, Salt Lake City UT 84124	\$1,000.00		\$295,115.93			
115	10/19/2012	American Express	• 2401 W Behrend Dr. Ste 55, MC 24-01-17, Phoenix AZ 85027	\$1,000.00		\$296,115.93			
116	10/19/2012	Ballard Spahr LLP	• 1735 Market Street, 51st Floor, Philadelphia PA 19103	\$1,500.00		\$297,615.93			
117	10/19/2012	Chevron Policy Govt & Publ Affairs	• PO Box 9034, Concord CA 94524	\$1,000.00		\$298,615.93			
118	10/19/2012	News America Incorporated	• 1211 Avenue of the Americas, New York NY 10036	\$1,000.00		\$299,615.93			
119	10/19/2012	Pfizer Inc.	• 6730 Lenox Center Ct, Memphis TN 38115	\$1,000.00		\$300,615.93			
120	10/19/2012	SONIC DRIVE IN #4926	Travel		(\$4.61)	\$300,611.32			
121	10/19/2012	USA GASOLINE 620	Travel		(\$50.74)	\$300,560.58			
122	10/19/2012	Utah Association of Realtors Political Action Fund	• 230 W. Towne Ridge Parkway, Suite 500, Sandy UT 84070	\$5,000.00		\$305,560.58			
123	10/19/2012	Utah Petroleum Marketers & Retailers Assoc. PAC Fund	• 175 West 200 South, Suite 2012, Salt Lake City UT 84101	\$400.00		\$305,960.58			
124	10/22/2012	ARBY'S #209 00002097	Travel		(\$5.81)	\$305,954.77			
125	10/23/2012	Abbie Borovatz	Reimbursement		(\$10,032.75)	\$295,922.02			
126	10/23/2012	Roland Hunter	Reimbursement		(\$500.00)	\$295,422.02			
127	10/24/2012	ST GEORGE CHAMBER OF CO	Travel		(\$13.00)	\$295,409.02			
128	10/24/2012	ST GEORGE CHAMBER OF CO	Travel		(\$26.00)	\$295,383.02			
129	10/25/2012	COURTYARD BY MARRIOTT STG	Travel		(\$9.60)	\$295,373.42			
130	10/25/2012	H. Roger Boyer	• 1110 Crestview Circle, Salt Lake City UT 84108	\$500.00		\$295,873.42			
131	10/25/2012	The Jones Waldo Holbrook & McDonough State PAC	• 170 South Main, Salt Lake City UT 84101	\$500.00		\$296,373.42			
Report Totals:				\$56,506.12	(\$201,878.48)	\$296,373.42			
<div>Hide Details</div> Year End					Beginning Balance	\$296,373.42			
1	10/26/2012	Grace Sperry	Contribution		(\$500.00)	\$295,873.42			
2	10/29/2012	Anne Marie Lampropoulos	Contribution		(\$2,000.00)	\$293,873.42			
3	10/29/2012	Bette Arial	Contribution		(\$300.00)	\$293,573.42			
4	10/29/2012	Davis Chamber of Commerce	Donation		(\$1,000.00)	\$292,573.42			
5	10/29/2012	DIAMOND AIRPORT PKG U120	Travel		(\$27.00)	\$292,546.42			
6	10/29/2012	Guidant Strategies	In kind-John Dougall		(\$5,000.00)	\$287,546.42			
7	10/29/2012	Guidant Strategies	In kind to Salt Lake County Republican Party		(\$5,000.00)	\$282,546.42			
8	10/29/2012	Regan Dunn	Contribution		(\$1,800.00)	\$280,746.42			
9	10/29/2012	SUNOCO 0508653300	Travel		(\$11.39)	\$280,735.03			
10	10/29/2012	THE CREPEVINE	Travel		(\$6.13)	\$280,728.90			
11	10/30/2012	CITY TAXI INC	Travel		(\$7.50)	\$280,721.40			
12	10/30/2012	TUSCAN SUN COFFEE HOUS	Travel		(\$9.42)	\$280,711.98			
13	10/31/2012	Abbie Borovatz	Consulting		(\$3,000.00)	\$277,711.98			
14	10/31/2012	Corie Chan	Accounting services		(\$1,500.00)	\$276,211.98			
15	10/31/2012	Dana Dickson	Contribution		(\$200.00)	\$276,011.98			
16	10/31/2012	Debra Huckstep	Consulting		(\$2,500.00)	\$273,511.98			
17	10/31/2012	Seth Crossley	Consulting		(\$2,000.00)	\$271,511.98			
18	10/31/2012	Utah Republican Party	Contribution		(\$7,500.00)	\$264,011.98			
19	10/31/2012	Utah Republican Party	Contribution		(\$800.00)	\$263,211.98			
20	10/31/2012	YELLOW CAB OF TALLAHASSE	Travel		(\$30.00)	\$263,181.98			
21	11/1/2012	Abbie Borovatz	Reimbursement		(\$132.69)	\$263,049.29			
22	11/1/2012	CenturyLink	Phone		(\$51.36)	\$262,997.93			
23	11/1/2012	PARADISE BAKERY & CAFE	Travel		(\$16.49)	\$262,981.44			
24	11/1/2012	Seth Crossley	Consulting		(\$500.00)	\$262,481.44			
25	11/1/2012	Seth Crossley	Reimbursement		(\$734.15)	\$261,747.29			
26	11/1/2012	SHELL SERVICE STATION	Travel		(\$63.14)	\$261,684.15			
27	11/2/2012	SHELL SERVICE STATION	Travel		(\$71.45)	\$261,612.70			
28	11/5/2012	Abbie Borovatz	Reimbursement		(\$10,373.11)	\$251,239.59			
29	11/5/2012	Debra Huckstep	Reimbursement		(\$476.56)	\$250,763.03			
30	11/5/2012	IN N OUT BURGER #261	Travel		(\$17.26)	\$250,745.77			
31	11/5/2012	Wilson Grand	Reimbursement		(\$987.00)	\$249,758.77			
32	11/7/2012	UOFU HOSPITAL STARBUCKS	Travel		(\$3.94)	\$249,754.83			
33	11/8/2012	Abbie Borovatz	Reimbursement		(\$1,488.80)	\$248,266.03			
34	11/8/2012	Abbie Borovatz	Reimbursement		(\$61.93)	\$248,204.10			
35	11/8/2012	EINSTEIN BROS BAGELS0730	Travel		(\$24.80)	\$248,179.30			
36	11/8/2012	SIMPLY THAI	Travel		(\$22.54)	\$248,156.76			
37	11/12/2012	CHEVRON 00204564	Travel		(\$65.00)	\$248,091.76			
38	11/14/2012	Abbie Borovatz	Reimbursement		(\$2,602.27)	\$245,489.49			
39	11/14/2012	Yeso	Signs		(\$5,079.10)	\$240,410.39			
40	11/15/2012	DIAMOND AIRPORT PKG U120	Travel		(\$48.20)	\$240,362.19			
41	11/15/2012	John Swallow	Reimbursement		(\$721.23)	\$239,640.96			
42	11/15/2012	TPC SCOTTSDALE GOLF	Travel		(\$51.21)	\$239,589.75			
43	11/16/2012	T3 N STARBUCKS30031512	Travel		(\$11.59)	\$239,578.16			
44	11/19/2012	CAPPELETTIS RESTAURANT	Travel		(\$59.10)	\$239,519.06			
45	11/19/2012	Guidant Strategies	Consulting		(\$9,658.83)	\$229,860.23			
46	11/21/2012	JIM'S FAMILY RESTAURAN	Travel		(\$10.11)	\$229,850.12			
47	11/26/2012	CHEVRON 00203195	Travel		(\$70.00)	\$229,780.12			

	11/26/2012	RESTORATION HARDWARE #141	Travel			(\$117.54)	\$229,662.58			
49	11/26/2012	Seth Crossley	Reimbursement				\$228,001.03			
50	11/27/2012	Associated General Contractors, Utah AGC-PAC	• PO Box 2666, Salt Lake City UT 84110		\$500.00		\$228,501.03			
51	11/27/2012	Evans Consulting	• 1599 Big Var Way, Riverton UT 84065		\$200.00		\$228,701.03			
52	11/27/2012	Kevin Simon	• 401 Main Street, Second Floor, PO Box 1800, Park City UT 84060		\$100.00		\$228,801.03			
53	11/27/2012	KTMP 1340	Donation			(\$100.00)	\$228,701.03			
54	11/27/2012	McGuire Woods Federal PAC Fund	• 901 East Cary Street, Richmond VA 23219		\$500.00		\$229,201.03			
55	11/27/2012	Michael Spence	• 9771 Jameson Point Cove, Sandy UT 84092		\$150.00		\$229,351.03			
56	11/27/2012	Micron Technology, Inc	• 8000 S. Federal Way, PO Box 6, Boise ID 83707		\$1,000.00		\$230,351.03			
57	11/27/2012	Mutual Benefit International Group, LTD	• 450 Hillsdale Dr. Ste 222, Mesquite NV 89027		\$5,000.00		\$235,351.03			
58	11/27/2012	Pfizer PAC	• 235 East 42nd Street, New York NY 10017		\$2,500.00		\$237,851.03			
59	11/27/2012	RAI Services Company	• PO Box 464, Winston-Salem NC 27102		\$1,000.00		\$238,851.03			
60	11/27/2012	Richard & Patricia Clyde	• 776 S 600 W, Orem UT 84058		\$100.00		\$238,951.03			
61	11/27/2012	Rock Bowlby	• 567 Johns Way, Sandy UT 84070		\$100.00		\$239,051.03			
62	11/27/2012	Wells Fargo & Co. Employees PAC	• Wells Fargo Center, Sixth & Marquette, Minneapolis MN 55479		\$1,000.00		\$240,051.03			
63	11/28/2012	FEDEXOFFICE 00055327	Travel			(\$26.62)	\$240,024.41			
64	11/28/2012	Jessie Fawson	Reimbursement			(\$628.60)	\$239,395.81			
65	11/29/2012	South Jordan Self Storage	Storage rent			(\$55.00)	\$239,340.81			
66	11/30/2012	Abbie Borovatz	Consulting			(\$3,000.00)	\$236,340.81			
67	11/30/2012	Abbie Borovatz	Reimbursement			(\$1,130.14)	\$235,210.67			
68	11/30/2012	Corie Chan	Accounting services			(\$1,500.00)	\$233,710.67			
69	11/30/2012	Debra Huckstep	Consulting			(\$2,500.00)	\$231,210.67			
70	11/30/2012	Seth Crossley	Consulting			(\$2,500.00)	\$228,710.67			
71	12/3/2012	Abbie Borovatz	Reimbursement			(\$294.12)	\$228,416.55			
72	12/5/2012	Guidant Strategies	Consulting			(\$23,014.99)	\$205,401.56			
73	12/5/2012	Morrisey for AG	Contribution			(\$1,000.00)	\$204,401.56			
74	12/18/2012	Guidant Strategies	In kind for Utah's Prosperity Foundation			(\$36,250.80)	\$168,150.76			
75	12/18/2012	Utah Young Republicans	Contribution			(\$500.00)	\$167,650.76			
76	12/19/2012	Clyde, Snow & Sessions	Legal expense			(\$17,541.45)	\$150,109.31			
77	12/31/2012	Abbie Borovatz	Consulting			(\$3,000.00)	\$147,109.31			
78	12/31/2012	South Jordan Self Storage	Storage rent:Voided, returned in mail			\$0.00	\$147,109.31			<div>Amendment</div> <div> Purpose : "Storage rent" ⇒ "Storage rent:Voided, returned in mail" on 8/28/2013 Amount : "(\$55.00)" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013 </div>
79		DELETED			\$0.00		\$147,109.31			<div>Amendment</div> <div> Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013 Name : "Associated General Contractors, Utah AGC-PAC" ⇒ "DELETED" on 8/28/2013 Address : "PO Box 2666 • Salt Lake City • UT • 84110" ⇒ "*****" on 8/28/2013 Amount : "\$500.00" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013 </div>
80		DELETED			\$0.00		\$147,109.31			<div>Amendment</div> <div> Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013 Name : "Evans Consulting, Inc." ⇒ "DELETED" on 8/28/2013 Address : "1599 Big Var Way • Riverton • UT • 84065" ⇒ "*****" on 8/28/2013 Amount : "\$200.00" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013 </div>
81		DELETED			\$0.00		\$147,109.31			<div>Amendment</div> <div> Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013 Name : "Kevin Simon" ⇒ "DELETED" on 8/28/2013 </div>

								<div>Address : "401 Main Street, Second Floor, PO Box 1800 •• Park City • UT • 84060" ⇒ "•••••" on 8/28/2013</div> <div>Amount : "\$100.00" ⇒ "\$0.00" on 8/28/2013</div> <div>Inkind Comments : "" ⇒ "" on 8/28/2013</div>
82		DELETED			\$0.00		\$147,109.31	<div>Amendment</div> <div>Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013</div> <div>Name : "McGuire Woods Federal PAC Fund" ⇒ "DELETED" on 8/28/2013</div> <div>Address : "901 East Cary Street •• Richmond • VA • 23219" ⇒ "•••••" on 8/28/2013</div> <div>Amount : "\$500.00" ⇒ "\$0.00" on 8/28/2013</div> <div>Inkind Comments : "" ⇒ "" on 8/28/2013</div>
83		DELETED			\$0.00		\$147,109.31	<div>Amendment</div> <div>Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013</div> <div>Name : "Michael Spence" ⇒ "DELETED" on 8/28/2013</div> <div>Address : "9771 Jameson Point Cove •• Sandy • UT • 84092" ⇒ "•••••" on 8/28/2013</div> <div>Amount : "\$150.00" ⇒ "\$0.00" on 8/28/2013</div> <div>Inkind Comments : "" ⇒ "" on 8/28/2013</div>
84		DELETED			\$0.00		\$147,109.31	<div>Amendment</div> <div>Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013</div> <div>Name : "Micron Technology, Inc." ⇒ "DELETED" on 8/28/2013</div> <div>Address : "8000 S. Federal Way, PO Box 6 •• Boise • ID • 83707" ⇒ "•••••" on 8/28/2013</div> <div>Amount : "\$1,000.00" ⇒ "\$0.00" on 8/28/2013</div> <div>Inkind Comments : "" ⇒ "" on 8/28/2013</div>
85		DELETED			\$0.00		\$147,109.31	<div>Amendment</div> <div>Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013</div> <div>Name : "Mutual Benefit International Group, LTD" ⇒ "DELETED" on 8/28/2013</div> <div>Address : "450 Hillsdale Dr., Ste 222 •• Mesquite • NV • 89027" ⇒ "••~•••••" on 8/28/2013</div> <div>Amount : "\$5,000.00" ⇒ "\$0.00" on 8/28/2013</div> <div>Inkind Comments : "" ⇒ "" on 8/28/2013</div>
86		DELETED			\$0.00		\$147,109.31	<div>Amendment</div> <div>Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013</div> <div>Name : "Pfizer PAC" ⇒ "DELETED" on 8/28/2013</div> <div>Address : "235 East 42nd Street •• New York • NY •</div>

								10017" ⇒ "*****" on 8/28/2013 Amount : "\$2,500.00" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013
87		DELETED			\$0.00		\$147,109.31	Amendment Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013 Name : "RAI Services Company" ⇒ "DELETED" on 8/28/2013 Address : "PO Box 464 • • Winston-Salem • NC • 27102" ⇒ "*****" on 8/28/2013 Amount : "\$1,000.00" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013
88		DELETED			\$0.00		\$147,109.31	Amendment Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013 Name : "Richard & Patricia Clyde" ⇒ "DELETED" on 8/28/2013 Address : "776 S 600 W • • Orem • UT • 84058" ⇒ " • • " on 8/28/2013 Amount : "\$100.00" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013
89		DELETED			\$0.00		\$147,109.31	Amendment Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013 Name : "Rocky Bowlby" ⇒ "DELETED" on 8/28/2013 Address : "567 Johns Way • • Sandy • UT • 84070" ⇒ "*****" on 8/28/2013 Amount : "\$100.00" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013
90		DELETED			\$0.00		\$147,109.31	Amendment Date : "11/27/2012" ⇒ "DELETED" on 8/28/2013 Name : "Wells Fargo & Co. Employees PAC" ⇒ "DELETED" on 8/28/2013 Address : "Wells Fargo Center, Sixth & Marquette • • Minneapolis • MN • 55479" ⇒ "*****" on 8/28/2013 Amount : "\$1,000.00" ⇒ "\$0.00" on 8/28/2013 Inkind Comments : "" ⇒ "" on 8/28/2013
Report Totals:					\$12,150.00	(\$161,414.11)	\$147,109.31	
Year-end Totals:					\$1,282,853.90	(\$1,135,744.59)	\$147,109.31	