

About RetailPAC

RetailPAC is the National Retail Federation's political action committee. The PAC's mission is to support congressional candidates – both incumbents and newcomers – who support a pro-business, pro-retail agenda.

RetailPAC Contacts

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Thank you RetailPAC Supporters,

Growth. Momentum. Progress. Like any other business endeavor, a political action committee lives by its metrics. Usually, PAC fundraising falls flat or recedes in a non-election year. I'm pleased to let you know that was not the case for RetailPAC in 2013. We've grown. We have great momentum. We continue to record good progress!

We began the year asking a lot of you when we initiated our Beyond the Board campaign; your response was outstanding. So strong, in fact, that 2013 marks *the fifth consecutive year of fundraising growth*. Surpassing 2012's receipts of \$176,000, the PAC raised \$194,000 this year.

Yet, that is only part of the story. There's far more to us than simply increasing revenue, as important as that may be. This year, we gathered momentum and strengthened the foundation for continued growth into 2014:

- **Board participation hit a new high of 93%**; up from 77% in 2012 and 67% in 2011.
- **Executive Committee participation reached 100%**; surpassing 81% in 2012 and 69% in 2011.
- The **number of individual contributors** grew at an incredible rate of 50% over 2012 and an astounding 152% when compared to 2011.

Beyond internal fundraising, RetailPAC hosted events with NRF members and business friends for multiple industry supporters. Those efforts – on behalf of Senators Durbin (D-IL) and Enzi (R-WY), plus Congressmen Camp (R-MI), Conyers (D-MI), and Shuster (R-PA) – raised well over \$100,000.

Direct fundraising involvement on behalf industry champions is of immeasurable value. It bolsters RetailPAC's visibility and gives NRF the ability to directly and effectively advocate for the most important issues. Our involvement demonstrates serious commitment to the political process.

On behalf of RetailPAC, I am pleased to present you the 2013 Annual Report. Inside, read more about the PAC's 2013 financial results and political activities, the 2014 election landscape, and continued evolution of the PAC, with the important addition — a PAC Board of Directors. Examine the progress RetailPAC has made and let us know what you think.

Thank you for your continued support.



Sincerely,



Stephen I. Sadove

Chairman of the Board and Chairman of the
Executive Committee, NRF



2013 Receipts & Disbursements

Total Receipts

\$194,239

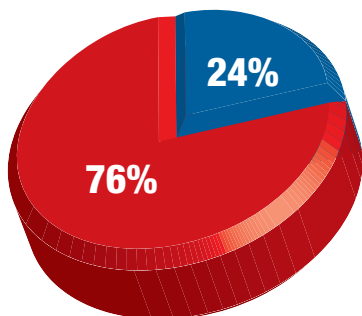
Total Disbursements

\$182,106

Democratic	\$44,606
Republican	\$137,500

Disbursements by Party

- Republican
- Democratic



U.S. Senate

STATE	CANDIDATE	PARTY	AMOUNT	STATE	CANDIDATE	PARTY	AMOUNT
TN	Alexander, Lamar	R	\$3,000	GA	Isakson, Johnny	R	\$1,000
AK	Begich, Mark	D	\$1,000	VT	Leahy, Patrick	D	\$1,000
ME	Collins, Susan	R	\$3,500	KY	McConnell, Mitch	R	\$2,500
DE	Coons, Chris	D	\$1,000	AR	Pryor, Mark	D	\$1,000
IN	Donnelly, Joseph Simon	D	\$1,000	RI	Reed, John (Jack)	D	\$1,000
IL	Durbin, Richard (Dick)	D	\$5,000	NV	Reid, Harry	D	\$3,000
WY	Enzi, Michael	R	\$10,000	SC	Scott, Tim	R	\$1,000
SC	Graham, Lindsey	R	\$2,500	OR	Wyden, Ron	D	\$1,000
IA	Grassley, Chuck	R	\$1,000	TOTAL:			\$40,500
ND	Heitkamp, Heidi	D	\$1,000				

U.S. House of Representatives

ST-DIST	CANDIDATE	PARTY	AMOUNT	ST-DIST	CANDIDATE	PARTY	AMOUNT
PA-11	Barletta, Louis	R	\$1,000	MN-02	Kline, John Paul	R	\$4,000
OH-03	Beatty, Joyce	D	\$2,000	MI-09	Levin, Sander (Sandy)	D	\$1,000
TN-07	Blackburn, Marsha	R	\$1,000	TX-24	Marchant, Kenny	R	\$1,000
OH-08	Boehner, John	R	\$7,500	IN-06	Messer, Luke	R	\$1,000
LA-03	Boustany, Charles W.	R	\$1,000	CA-31	Miller, Gary	R	\$1,000
FL-16	Buchanan, Vernon	R	\$1,000	MA-01	Neal, Richard	D	\$2,500
AL-01	Byrne, Bradley	R	\$2,500	MN-03	Paulsen, Erik	R	\$1,000
MI-04	Camp, Dave	R	\$7,500	FL-15	Ross, Dennis	R	\$1,000
VA-07	Cantor, Eric I.	R	\$5,000	WI-01	Ryan, Paul	R	\$2,500
SC-06	Clyburn, Jim E.	D	\$1,000	CA-38	Sanchez, Linda	D	\$1,000
MI-13	Conyers, John	D	\$2,500	GA-08	Scott, Austin	R	\$1,000
NY-14	Crowley, Joseph	D	\$1,000	PA-09	Shuster, William (Bill)	R	\$3,500
TX-28	Cuellar, Henry	D	\$1,000	ID-02	Simpson, Michael	R	\$2,500
FL-06	DeSantis, Ron	R	\$1,000	OH-15	Stivers, Steve	R	\$2,500
TN-02	Duncan, John	R	\$1,000	NE-02	Terry, Lee R	R	\$5,000
NC-02	Ellmers, Renee	R	\$2,000	CA-05	Thompson, Mike	D	\$1,000
FL-26	Garcia, Joe	D	\$106	OH-12	Tiberi, Pat	R	\$2,000
PA-06	Gerlach, Jim	R	\$1,000	NY-07	Velazquez, Nydia	D	\$2,000
VA-06	Goodlatte, Bob	R	\$3,500	MO-02	Wagner, Ann	R	\$1,000
SC-04	Gowdy, Harold (Trey)	R	\$1,000	VT-AL	Welch, Peter	D	\$3,500
AR-02	Griffin, Tim	R	\$2,000	KY-01	Whitfield, Ed	R	\$2,000
KY-02	Guthrie, Brett	R	\$1,000	AR-03	Womack, Steve	R	\$1,000
NC-13	Holding, George	R	\$1,000	TOTAL:			\$91,606
CA-49	Issa, Darrell	R	\$1,000				

Leadership PACs & National Party Committees

COMMITTEE	PARTY	AMOUNT
ERICPAC (Every Republican is Crucial PAC) (Cantor, Eric-VA)	R	\$5,000
Freedom Project (Boehner, John-OH)	R	\$5,000
Pioneer PAC (Tiberi, Pat-OH)	R	\$5,000
The Good Fund (Goodlatte, Bob-VA)	R	\$5,000
Democratic Senatorial Campaign Cmte (DSCC)	D	\$10,000
National Republican Congressional Cmte (NRCC)	R	\$5,000
National Republican Senatorial Cmte (NRSC)	R	\$15,000
TOTAL:		\$50,000

Account Summary

Beginning Balance (1/1/2013) \$16,717

Personal Contributions	\$169,239
PAC-to-PAC Contributions	\$25,000
Refunds from Federal Committees	\$0

Total Receipts \$194,239

Federal Committees	\$182,106
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Total Disbursements \$182,106

Ending Balance (12/31/2013) \$28,850

THANK YOU! 2013 RetailPAC Contributors through December 31

Chairman's Council: \$5,000

Robert Beall *	Roger Farah *	David Jaffe *	Stephen Sadove *	Matthew Shay *
Thomas Belk *	David French	Karen Katz *	Ravi Saligram *	Edward Stack *
Peter Bewley **	Julie Greiner Weiser	Karen Lowe *	Gregory Sandfort **	Bill Thorne
Brian Devine *	Mindy Grossman *	Terry Lundgren *	Laura Sen *	Kip Tindell *
				James Wright * **

President's Circle : \$2,500 - \$4,999

Michael Cys	Brendan Hoffman *	Elliot Jaffe	Ben Parrish	Gordon Segal *
Mallory Duncan Esq.	Karen Hoguet	Mitchell Modell **	Dave Ratner *	Lary Sinewitz
			Lisa Rice	Myron Ullman

Leadership Committee: \$1,000-\$2,499

Beth Aberg *	Dan Butler	Stuart Goldblatt	Craig Levra *	Ron Sacino *
William Allen	Victoria Cantrell	Rob Green	Keith Lipert *	Jim Sluzewski
Rachelle Bernstein	Joe Flannery *	Carleen Kohut	Bob Myers *	Neil Trautwein
Jack Bingleman **	Mike Gatti	Michael Krauter	Alison Paul *	

Capitol Team: Up to \$999

Robert Alexander	Roger Collier	Muriel Gonzalez	Dennis Lewellyn	Mary Perkins	Hugh Smith
Monica Anderson	Moira Corcoran-Giles	Jason Green	John Logan	James Pickett	Hazel Stroupe
Richard Arnstein	Kay Covert	Steven Halliday	Darren Lucas	Laura Pnewski	Martin Terselic
Erik Autor	Lynn Craig	Eric Hastings	William Luster	Elizabeth Provenzano	Clay Teter
John Babich	William Denbo	Linda Heasley	Emily Mattingly	Michael Rayden	Stevan Townsend
Kurt Barton	John DeOliveira	Carol Hite	Joseph Matzel	Alice Reitmaier	Robert Walls
Harold Bender	Michael England	Corey Hollis	Katie McBreen	Frank Remillard	Jeffrey Ward
Scott Bennett	Brian Evans	Adam Hunter	Richard Medina	Gerald Robinson Jr.	Justin Waters
Troy Blair	Brantley Felintin	Vivekananda Joshi	Rich Mellor	Jose Sanchez Zuniga	Timothy Wickmark
David Boso	Darin Finkelstein	David Keck	Michael Miller	Randy Scalise	Ronald Wilber
Rodney Bounds	Harold Fowlkes	Daniel Kirtley	Michael Montemayor	Stephen Schatz, Sr.	Kenneth Wilmes
Eric Brandl	Jon Gardner	Kelly Knott	Jerry Moore	James Schindley	Krystle Windsor
Karen Browne	Matthew Gerig	Sammy Lampson	Susan Newman	Ryan Scott	
Brian Butler	Jonathan Gold	Libby Landen	Patti Ongman	Timothy Shoe	
Thomas Butler	George Goldfarb	Lynn Leiterman	Laverl Pearce	Carol Short	

PAC-to-PAC Contributions

Beall's PAC USA	Fund for Retail Growth (Saks PAC)	Limited Brands PAC	Safeway PAC	WAL-PAC (Wal-Mart Stores Inc.)
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* NRF Board of Directors

** Tractor Supply Company Board of Directors

Meet the RetailPAC Board of Directors

In an effort to streamline RetailPAC and grow it to one that reflects the size and strength in the political arena that NRF and the retail industry have already achieved in the marketplace, we have established a RetailPAC Board of Directors.



Stephen I. Sadove, Chairman RetailPAC
Chairman of the Board and
Chairman of the Executive Committee,
National Retail Federation



Matthew R. Shay, Ex Officio
President and CEO,
National Retail Federation



Brendan Hoffman,
President and CEO
The Bon-Ton Stores, Inc.



David French, Treasurer RetailPAC,
SVP, Government Relations,
National Retail Federation



David R. Jaffe,
President and CEO
Ascena Retail Group Inc.



Brian K. Devine,
Chairman
PETCO Animal Supplies



David Ratner,
President
Dave's Soda & Pet City



Mindy F. Grossman,
CEO
HSNi



Kip Tindell,
Chairman and CEO
The Container Store Inc.

The purpose of creating the RetailPAC Board is to have a governing structure with clearly defined roles and responsibilities for NRF board members and staff and to unite, educate their peers, raise funds, and show accountability.

The roles and responsibilities of serving on the RetailPAC Board are to:

- become a member of RetailPAC;
- serve on the RetailPAC Board for one year;
- raise funds from eligible peers for RetailPAC;
- support prior approval;
- participate in RetailPAC Board meetings and calls; and
- approve the overall budget for RetailPAC disbursements during each election cycle.

If you would like to learn more about serving on the RetailPAC Board of Directors, please contact Lisa Rice (RiceL@nrf.com).

Trending 2014

► Let's set the 2014 political playing field. In the Senate, Democrats have a 55-45 majority, but have to defend 21 of the 35 contested seats. Republicans must convert a minimum of six Democratic seats to claim control of the body, provided that they hold two vulnerable seats in Georgia and Kentucky.

Right now, the GOP assumes the favorite's position in three open Democratic states: Montana (Sen. Max Baucus), South Dakota (Sen. Tim Johnson), and West Virginia (Sen. Jay Rockefeller). The trio of retirements put the Republican candidates in preferred position from places that historically, or at least during the recent past, trend toward their party.

If the GOP wins these campaigns, an additional three are then required to attain majority status, but securing these is a more difficult task. Pertaining to Alaska (Sen. Mark Begich), Arkansas (Sen. Mark Pryor), Louisiana (Sen. Mary Landrieu), Michigan (open seat - Sen. Carl Levin retiring), and North Carolina (Sen. Kay Hagan), Republicans would have to win three of these five competitive situations just to obtain the slimmest of majorities.

To re-claim the US House, Democrats must convert 17 Republican seats. Thanks, in large part, to a redistricting plan that clearly favors one party over the other in an overwhelming number of districts, the Republican majority appears secure. Democrats are attempting to expand the political playing field - something they must do to have any chance



of winning majority control - but the number of competitive opportunities remains small. Republicans are fielding several strong challenger candidates themselves, thus making the Democratic road to success all the bumpier.

At this time, it appears that only a wave election could bring about a change in House or Senate control. At this early point in the campaign cycle, it is too soon to tell whether such currents are beginning to form, seeing how quickly the political tide changes when overlaying the ramifications from the government shutdown and healthcare implementation. The former obviously improved the Democrats' standing while the latter has given the GOP a startling rebound boost.

National Retail Federation®
Save the Date!
Retail Advocates Summit
July 29-30, 2014
 Mandarin Oriental Hotel, Washington, DC
www.nrf.com/retailadvocates

The Hot Races: Senate

Top campaigns likely to make the difference for both the Democrats and Republicans in 2014:

ALASKA:



Sen. Mark Begich
(AK-D)



Lt. Gov. Mead
Treadwell (AK-R)

Sen. Mark Begich (D) stands for a second term in what is generally a Republican state. Expect the healthcare issue to dominate the campaign agenda, as the Senator

was a key supporter of the Affordable Care Act. Lt. Gov. Mead Treadwell is the likely Republican nominee, but former Governor and Vice Presidential nominee Sarah Palin remains in the background. Her making a last minute entry into this race is not necessarily beyond the realm of possibility.

ARKANSAS:



Sen. Mark Pryor
(AR-D)



Rep. Tom Cotton
(AR-R)

This may be the power race of the cycle. Two-term Sen. Mark Pryor (D) runs for a third term in an increasingly Republican state. He will face Rep Tom Cotton (R),

in what will be the most competitive campaign of the Senator's career. Both men are already advertising on television, and that will likely continue throughout 2014. Cotton will attack Pryor based upon the latter supporting the healthcare law. Pryor will continue to build his case that the Congressman is outside the political mainstream.

KENTUCKY:



Sen. Mitch McConnell
(KY-R)



Sec. of St. Allison
Lundergan Grimes
(KY-D)

Senate Minority Leader Mitch McConnell (R) faces both a primary and general election challenge in his bid for a sixth term. At war with the Tea Party

because he believes the groups are undermining his ability to unite the Republicans, McConnell is on a mission to score a landslide primary win. Doing so will give him needed momentum going into the November election against Secretary of State Alison Lundergan Grimes (D). The Senator is again favored to win, but this race will be highly competitive.

LOUISIANA:



Sen. Mary Landrieu
(LA-D)



Rep. Bill Cassidy
(LA-R)

Sen. Mary Landrieu (D) is on the political hot seat in Cajun Country, as she strives to win a fourth term next year. Her chief opponent is Baton Rouge

Congressman Bill Cassidy (R). In Louisiana, all candidates appear together on the November ballot. If no one secures a majority, the top two, irrespective of political party affiliation, advance to a December run-off. Therefore, if the Senate majority comes down to this one race, it is likely we will venture into political overtime with a deciding match in the last month of 2014.

The Hot Races: House

Top campaigns likely to make the difference for both the Democrats and Republicans in 2014:

AZ-2:



Rep. Ron Barber
(AZ-D)



Martha McSally
(AZ-R)

When Rep. Gabrielle Giffords (D) was tragically shot at the beginning of 2011 while performing constituent duties, her former staff aide, who

himself was a victim of the same Tucson shooting, succeeded his former boss in a special election. Ron Barber then won the regular election later in 2012, but in a much closer than expected result. Former Air Force officer Martha McSally (R) came within one percentage point of already unseating Barber last November. She now returns for a re-match. A different turnout model could provide Ms. McSally a discernible boost in the mid-term election.

CA-31:



Rep. Gary Miller
(CA-R)



Rep. Joe Baca
(CA-D)

In 2011, redistricting drew Orange County Rep. Gary Miller (R) into a brand new San Bernardino County seat. He still managed to win a substantial

victory, but sits in President Obama's strongest Republican-held district (57%) in the country. Former Rep. Joe Baca (D), who lost last year in a different adjoining district, attempts a comeback against Rep. Miller. Redlands Mayor Pete Aguilar (D), who unexpectedly stumbled in the June 2012 primary, also returns for a second try.

CO-6:



Rep. Mike Coffman
(CO-R)



Andrew Romanoff
(CO-D)

The Colorado re-districting plan was not kind to three-term Rep. Mike Coffman (R), as his safe Republican Denver suburban seat became much more

Democratic. Though he defied the odds and won a close 2012 victory in spite of President Obama establishing long Colorado political coattails, Mr. Coffman faces a much tougher individual opponent in 2014. Former state House Speaker Andrew Romanoff (D), who ran for the Senate in 2010 but lost the Democratic primary, is already running hard. Both men have already raised more than \$1.5 million meaning this could be one of the most expensive congressional races in the country. The contest is rated as a must-win for the Democrats.

FL-13:



Alex Sink
(FL-D)



Undetermined
(FL-R)

The death of America's longest serving Republican House member, the late Rep. Bill Young (R) who was first elected in 1970, sends

this Tampa Bay western peninsula congressional district into a January/March special election cycle. The seat appears primed to flip to the Democrats, as former state Chief Financial Officer Alex Sink who, as her party's gubernatorial nominee in 2010 lost by just one percentage point, has announced that she will now run for Congress. Early polling makes her a prohibitive favorite against any eventual Republican nominee.

NC-7:



Rep. Mike McIntyre
(NC-D)



Sen. David Rouzer
(NC-R)

2012's closest campaign was found in southeast North Carolina. The result allowed Rep. Mike McIntyre (D) to win re-election by just 654 votes from more than 336,000 ballots cast. We're likely to see a re-match here, as former state Sen. David Rouzer (R) is already gearing up a campaign. The lower mid-term turnout model should play strongly to Rouzer's favor. This is a prime Republican conversion opportunity.

2013 Year in Review



Senators **Mazie Hirono** (D-HI) and **Chuck Schumer** (D-NY) share a laugh with **Karen Katz**, President & CEO, The Neiman Marcus Group, Inc., **Stephen Sadove**, Chairman of the Board and Chairman of the Executive Committee, NRF, and **Rachelle Bernstein**, VP, Tax Counsel, NRF.



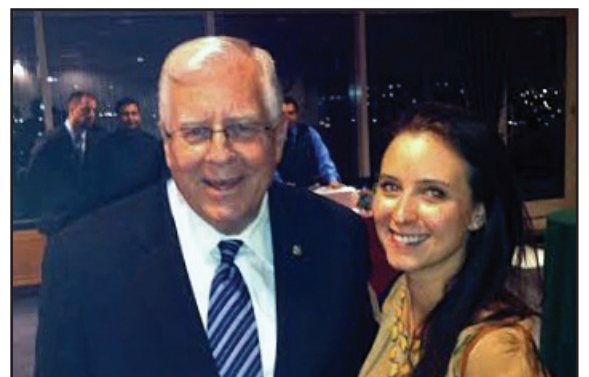
Mindy Grossman, CEO of HSNi, makes a point during the NRF Board Meeting at the 2013 Washington Leadership Conference.



Dave Ratner, President of Dave's Soda & Pet City and **Brian Devine**, Chairman of PETCO Animal Supplies Inc., discuss tax reform with Representative **Peter Roskam** (IL-06).



Senator **Richard Durbin** (D-IL) talks policy shop with NRF staff and members at a fundraiser hosted by NRF.



RetailPAC hosted a number of fundraising events, including one for retail champion Senator **Mike Enzi**, pictured here with NRF staffer **Bethany Aronhalt**.