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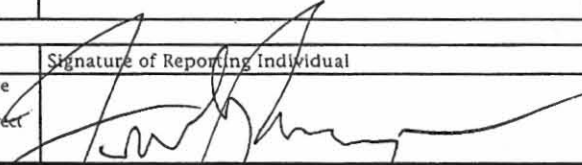
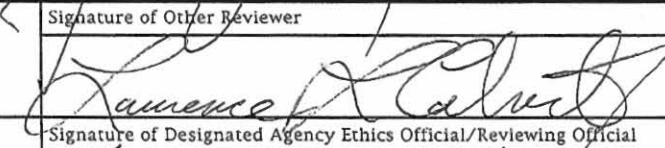
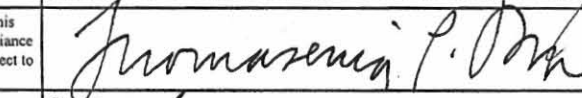
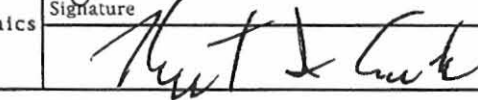
THE BLACK VAULT

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Executive Branch Personnel PUBLIC FINANCIAL DISCLOSURE REPORT

Date of Appointment, Candidacy, Election, or Nomination (Month, Day, Year) 09/06/2007		Reporting Status (Check Appropriate Boxes) <input type="checkbox"/>	Incumbent <input type="checkbox"/>	Calendar Year Covered by Report <input type="checkbox"/>	New Entrant, Nominee, or Candidate <input checked="" type="checkbox"/>	Termination Filer <input type="checkbox"/>	Termination Date (If Applicable) (Month, Day, Year) <input type="checkbox"/>	Fee for Late Filing Any individual who is required to file this report and does so more than 30 days after the date the report is required to be filed, or, if an extension is granted, more than 30 days after the last day of the filing extension period, shall be subject to a \$200 fee.
Reporting Individual's Name Last Name: Thompson First Name and Middle Initial: Fred D		Position for Which Filing Title of Position: Candidate for President Department or Agency (If Applicable):		Location of Present Office (or forwarding address) Address (Number, Street, City, State, and ZIP Code): 1760 Old Meadow Road, Suite 350, McLean, VA 22102 Telephone No. (Include Area Code): 571-730-1000		Reporting Periods Incumbents: The reporting period is the preceding calendar year except Part II of Schedule C and Part I of Schedule D where you must also include the filing year up to the date you file. Part II of Schedule D is not applicable. Termination Filers: The reporting period begins at the end of the period covered by your previous filing and ends at the date of termination. Part II of Schedule D is not applicable.		
Position(s) Held with the Federal Government During the Preceding 12 Months (If Not Same as Above)		Title of Position(s) and Date(s) Held		Presidential Nominees Subject to Senate Confirmation Name of Congressional Committee Considering Nomination: _____ Do You Intend to Create a Qualified Diversified Trust? <input type="checkbox"/> Yes <input type="checkbox"/> No		Nominees, New Entrants and Candidates for President and Vice President: Schedule A--The reporting period for income (BLOCK C) is the preceding calendar year and the current calendar year up to the date of filing. Value assets as of any date you choose that is within 31 days of the date of filing. Schedule B--Not applicable. Schedule C, Part I (Liabilities)--The reporting period is the preceding calendar year and the current calendar year up to any date you choose that is within 31 days of the date of filing. Schedule C, Part II (Agreements or Arrangements)--Show any agreements or arrangements as of the date of filing. Schedule D--The reporting period is the preceding two calendar years and the current calendar year up to the date of filing.		
Certification I CERTIFY that the statements I have made on this form and all attached schedules are true, complete and correct to the best of my knowledge.		Signature of Reporting Individual 		Date (Month, Day, Year) 11/21/07				
Other Review (If desired by agency)		Signature of Other Reviewer 		Date (Month, Day, Year) 1/7/08				
Agency Ethics Official's Opinion On the basis of information contained in this report, I conclude that the filer is in compliance with applicable laws and regulations (subject to any comments in the box below).		Signature of Designated Agency Ethics Official/Reviewing Official 		Date (Month, Day, Year) 1/9/2008				
Office of Government Ethics Use Only SDN 5/12/08		Signature 		Date (Month, Day, Year) 5/26/08				
Comments of Reviewing Officials (If additional space is required, use the reverse side of this sheet)								
* This eleven-page report (including cover page) amends and supercedes the original, which was filed with the FEC on 10/09/07. <input type="checkbox"/> (Check box if filing extension granted & indicate number of days _____)								
RECEIVED FEDERAL ELECTION COMMISSION OFFICE OF GENERAL COUNSEL 2007 NOV 26 10:44 AM (Check box if comments are continued on the reverse side) <input type="checkbox"/>								
Agency Use Only						Received by FEC on 11/26/07		
OGE Use Only						JAN 10 2008		

Reporting Individual's Name Thompson, Fred D	SCHEDULE A continued (Use only if needed)	Page Number 3 of 12
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Assets and Income	Valuation of Assets at close of reporting period										Income: type and amount. If "None (or less than \$201)" is checked, no other entry is needed in Block C for that item.																																				
BLOCK A	BLOCK B										BLOCK C																																				
	None (or less than \$1,001)	\$1,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000	Excepted Investment Fund	Excepted Trust	Qualified Trust	Type				Amount						Other Income (Specify Type & Actual Amount)	Date (Mo., Day, Yr.) Only if Honoraria																				
																Dividends	Rent and Royalties	Interest	Capital Gains	None (or less than \$201)	\$201 - \$1,000	\$1,001 - \$2,500	\$2,501 - \$5,000	\$5,001 - \$15,000	\$15,001 - \$50,000			\$50,001 - \$100,000	\$100,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	Over \$5,000,000															
1	Northwestern Mutual Life Ins, Nashville, TN												X																X	X	X							X		Pension 37,204							
2	20th Century Fox Film, Los Angeles, CA																																												Salary 4,917		
3	Cast & Crew Talent Services, Burbank, CA																																											Salary 13,752			
4	Keystone Paying Agent ABC Radio Network, Lake Buena Vista, FL																																												Salary 752,485		
5	Radio Networks, Dallas, TX																																												Salary 2,147,567		
6	Alameda Paying Agent Walt Disney, Burbank, CA																																											Salary 841			
7	Entertainment Partners, Burbank, CA																																												Salary 3,639,013		
8	Manro Haydan Trading, London, England																																													Services 200,000	
9	Whispering Hills, LP, Nashville, TN (sold 2006)												X																																X		

* This category applies only if the asset/income is solely that of the filer's spouse or dependent children. If the asset/income is either that of the filer or jointly held by the filer with the spouse or dependent children, mark the other higher categories of value, as appropriate.

Reporting Individual's Name Thompson, Fred D	SCHEDULE C	Page Number 7 of 12
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Part I: Liabilities

Report liabilities over \$10,000 owed to any one creditor at any time during the reporting period by you, your spouse, or dependent children. Check the highest amount owed during the reporting period. Exclude

a mortgage on your personal residence unless it is rented out; loans secured by automobiles, household furniture or appliances; and liabilities owed to certain relatives listed in instructions. See instructions for revolving charge accounts.

None

			Category of Amount or Value (x)												
Creditors (Name and Address)	Type of Liability	Date Incurred	Interest Rate	Term if applicable	\$10,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000
Examples	First District Bank, Washington, DC John Jones, 123 JSt., Washington, DC	Mortgage on rental property, Delaware Promissory note	1991 1999	8% 10%	25 yrs. on demand			x							
1	Aurora Loan Services, Littleton, CO	Mortgage on rental property, Washington DC	2004	5.625%	30 yrs			X							
2															
3															
4															
5															

*This category applies only if the liability is solely that of the filer's spouse or dependent children. If the liability is that of the filer or a joint liability of the filer with the spouse or dependent children, mark the other higher categories, as appropriate.

Part II: Agreements or Arrangements

Report your agreements or arrangements for: (1) continuing participation in an employee benefit plan (e.g. pension, 401k, deferred compensation); (2) continuation of payment by a former employer (including severance payments); (3) leaves

of absence; and (4) future employment. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.

None

	Status and Terms of any Agreement or Arrangement	Parties	Date
Example	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00.	Doe Jones & Smith, Hometown, State	7/85
1	100% vested interest in the Screen Actors Guild Pension Plan. Since Senator Thompson continues to receive movie		
2	residual payments, the Screen Actors Guild continues to make contributions to the Plan on his behalf. All Plan		
3	contributions are made with respect to prior years' services.	Screen Actors Guild, Burbank, CA	1/95
4	100% vested interest in the Fred D Thompson Defined Benefit Plan. The Plan was established January 1, 2003 in his		
5	Schedule C sole proprietorship. The Senator is eligible to make a contribution in 2008 against 2007 earned income.	Morgan Keegan, Nashville, TN	1/03
6			

Reporting Individual's Name Thompson, Fred D.	SCHEDULE C	Page Number 8 of 12
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Part I: Liabilities

Report liabilities over \$10,000 owed to any one creditor at any time during the reporting period by you, your spouse, or dependent children. Check the highest amount owed during the reporting period. **Exclude**

a mortgage on your personal residence unless it is rented out; loans secured by automobiles, household furniture or appliances; and liabilities owed to certain relatives listed in instructions. See instructions for revolving charge accounts.

None

Creditors (Name and Address)		Type of Liability	Date Incurred	Interest Rate	Term if applicable	Category of Amount or Value (x)													
						\$10,001 - \$15,000	\$15,001 - \$50,000	\$50,001 - \$100,000	\$100,001 - \$250,000	\$250,001 - \$500,000	\$500,001 - \$1,000,000	Over \$1,000,000*	\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000	Over \$50,000,000			
Examples	First District Bank, Washington, DC John Jones, 123 JSt., Washington, DC	Mortgage on rental property, Delaware Promissory note	1991 1999	8% 10%	25 yrs. on demand			x					x						
1																			
2																			
3																			
4																			
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*This category applies only if the liability is solely that of the filer's spouse or dependent children. If the liability is that of the filer or a joint liability of the filer with the spouse or dependent children, mark the other higher categories, as appropriate.

Part II: Agreements or Arrangements

Report your agreements or arrangements for: (1) continuing participation in an employee benefit plan (e.g. pension, 401k, deferred compensation); (2) continuation of payment by a former employer (including severance payments); (3) leaves

of absence; and (4) future employment. See instructions regarding the reporting of negotiations for any of these arrangements or benefits.

None

Status and Terms of any Agreement or Arrangement		Parties	Date
Example	Pursuant to partnership agreement, will receive lump sum payment of capital account & partnership share calculated on service performed through 1/00.	Doe Jones & Smith, Hometown, State	7/85
1	Entered into a contractual agreement with ABC Radio Network, Inc. to provide on air personality services - contract		
2	was executed January 2006 and terminated June 1, 2007.	ABC Radio Network, Inc., Lake Buena Vista, FL	1/06
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Reporting Individual's Name Thompson, Fred D	SCHEDULE D	Page Number 9 of 12
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Part I: Positions Held Outside U.S. Government

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature. None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples	Nat'l Assn. of Rock Collectors, NY, NY Doe Jones & Smith, Hometown, State	Non-profit education Law firm	President Partner	6/92 7/85	Present 1/00
1	20th Century Fox Film Corp, Los Angeles, CA	Entertainment Corporation	Employee/Collects Residuals	07/1989	Present
2	ABC Radio Network, Lake Buena Vista, FL	Entertainment Corporation	Employee	01/2006	06/2007
3	Cast & Crew Talent Services, Burbank, CA	Entertainment Corporation	Employee/Collects Residuals	07/1992	Present
4	Entertainment Partners, Burbank, CA	Entertainment Corporation	Employee/Collects Residuals	07/1992	Present
5	MGM & UA Services, Los Angeles, CA	Entertainment Corporation	Employee/Collects Residuals	07/2001	Present
6	Paramount Pictures Corp, Hollywood, CA	Entertainment Corporation	Employee/Collects Residuals	07/1989	Present

Part II: Compensation in Excess of \$5,000 Paid by One Source

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source. Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate.
None

	Source (Name and Address)	Brief Description of Duties
Examples	Doe Jones & Smith, Hometown, State Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services Legal services in connection with university construction
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Reporting Individual's Name Thompson, Fred D.	SCHEDULE D	Page Number 10 of 12
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Part I: Positions Held Outside U.S. Government

Report any positions held during the applicable reporting period, whether compensated or not. Positions include but are not limited to those of an officer, director, trustee, general partner, proprietor, representative, employee, or consultant of any corporation, firm, partnership, or other business enterprise or any non-profit organization or educational institution. Exclude positions with religious, social, fraternal, or political entities and those solely of an honorary nature. None

	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples	Nat'l Assn. of Rock Collectors, NY, NY ----- Doe Jones & Smith, Hometown, State	Non-profit education ----- Law firm	President ----- Partner	6/92 ----- 7/85	Present ----- 1/00
1	SPE Corporate Services, Culver City, CA	Entertainment Corporation	Employee/Collects Residuals	07/1992	Present
2	Talent Partners, Chicago, IL	Entertainment Corporation	Employee	03/2006	03/2006
3	Universal City Studios, New York, NY	Entertainment Corporation	Employee/Collects Residuals	07/1992	Present
4	Walt Disney Pictures, Burbank, CA	Entertainment Corporation	Employee/Collects Residuals	07/1992	Present
5	Warner Bros., Burbank, CA	Entertainment Corporation	Employee/Collects Residuals	07/1989	Present
6	Equitas, London, England	Foreign Corporation	Consultant	03/2004	01/2007

Part II: Compensation in Excess of \$5,000 Paid by One Source

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source. Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate.
None

	Source (Name and Address)	Brief Description of Duties
Examples	Doe Jones & Smith, Hometown, State ----- Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services ----- Legal services in connection with university construction
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Reporting Individual's Name Thompson, Fred D.	SCHEDULE D	Page Number 11 of 12
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Part I: Positions Held Outside U.S. Government

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	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples	Nat'l Assn. of Rock Collectors, NY, NY Doe Jones & Smith, Hometown, State	Non-profit education Law firm	President Partner	6/92 7/85	Present 1/00
1	Guggenheim Management, New York, NY	Investment Corporation	Member Advisory Board	05/2003	06/2007
2	Whispering Hills, L.P.	Real Estate Limited Partnership	Limited Partner	03/2003	06/2007
3	NASDAQ, New York, NY	Stock Exchange	Director	05/2004	11/2005
4	National Film Preservation Board, Washington, D.C.	Charitable Organization	Foundation's Governing Board	10/2005	Present
5	Wings of Liberty, Clarksville, TN	Military Museum	Chairman	05/2003	Present
6	Manro Haydan Trading, London, England	Commodity Broker	Speaker	06/2007	06/2007

Part II: Compensation in Excess of \$5,000 Paid by One Source

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source. Do not complete this part if you are an Incumbent, Termination Filer, or Vice Presidential or Presidential Candidate.
None

	Source (Name and Address)	Brief Description of Duties
Examples	Doe Jones & Smith, Hometown, State Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services Legal services in connection with university construction
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Reporting Individual's Name Thompson, Fred D.	SCHEDULE D	Page Number 12 of 12
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Part I: Positions Held Outside U.S. Government

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	Organization (Name and Address)	Type of Organization	Position Held	From (Mo., Yr.)	To (Mo., Yr.)
Examples	Nat'l Assn. of Rock Collectors, NY, NY Doe Jones & Smith, Hometown, State	Non-profit education Law firm	President Partner	6/92 7/85	Present 1/00
1	Washington Speaker's Bureau	Speech Coordinators	Speaker	03/2003	06/2007
2	Radio Networks, Dallas, TX	Entertainment Corporation	Employee	01/2007	06/2007
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4					
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Part II: Compensation in Excess of \$5,000 Paid by One Source

Report sources of more than \$5,000 compensation received by you or your business affiliation for services provided directly by you during any one year of the reporting period. This includes the names of clients and customers of any corporation, firm, partnership, or other business enterprise, or any other non-profit organization when you directly provided the services generating a fee or payment of more than \$5,000. You need not report the U.S. Government as a source. None

	Source (Name and Address)	Brief Description of Duties
Examples	Doe Jones & Smith, Hometown, State Metro University (client of Doe Jones & Smith), Moneytown, State	Legal services Legal services in connection with university construction
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