



**U.S. Department of Justice**

National Security Division

Counterintelligence and Export Control Section

Washington, DC 20530

November 15, 2018

**By E-mail and U.S. Postal Service**

[addressee deleted]

Re: Advisory Opinion pursuant to 28 C.F.R. §5.2 Concerning Application of the Foreign Agents Registration Act

Dear [name deleted]:

This is in reference to your letter received by the FARA Unit on October 30, 2018, in which you request an advisory opinion, pursuant to 28 C.F.R. § 5.2, regarding the possible obligation of your firm, [U.S. company A], to register pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.* (“FARA” or the “Act”).

The purpose of FARA is to inform the American public of the activities of foreign agents working for foreign principals to influence U.S. government officials and/or the American public with reference to the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a foreign country or foreign political party. The term “foreign principal” includes “a government of a foreign country and a foreign political party, any person outside the United States. . . , and a partnership, association, corporation, organization, or other combination of persons organized under the laws of or having its principal place of business in a foreign country.” 22 U.S.C. § 611(b). Further, a party is an “agent of a foreign principal” who must register under FARA if it acts “at the order, request, or under the direction or control of a foreign principal” and engages within the United States in one of the following activities:

- (i) political activities for or in the interests of such foreign principal;
- (ii) public relations counsel, publicity agent, information-service employee or political consultant for or in the interests of such foreign principal;
- (iii) solicits, collects, disburses, or dispenses contributions, loans, money, or other things of value for or in the interest of such foreign principal; or
- (iv) represents the interests of such foreign principal before any agency or official of the Government of the United States[.]

22 U.S.C. § 611(c).

You have provided a copy of a Consultancy Agreement through which you will provide to the Embassies of [foreign countries], the following services: the wholesale distribution of [products] to global wholesalers, distributors, and retailers; facilitating and/or providing guidance on investment opportunities in companies in the United States and/or in American Economic

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Opportunity Zones pursuant to all U.S. federal guidelines and statutes; and, through your company, [U.S. company B], buying, selling, hauling, and delivering [products] to [text deleted] companies. You further state that these activities are commercial in nature and thus do not require registration under FARA because they are private, nonpolitical activities in furtherance of bona fide trade and/or commerce. *See* Title 22, United States Code, Section 613(d)(1).

Based upon the foregoing representations in your letter describing the nature and extent of activities proposed to be undertaken by [U.S. company A] and [U.S. company B], on behalf of the Embassies of [foreign countries], we conclude that the proposed activities do not fall within the specified activities set forth in 22 U.S.C. § 611(c) that would require registration under FARA.

Please note that the question of obligation or exemption must be revisited as the nature of the activities changes. Thus, should the activities of [U.S. company A] and [U.S. company B], on behalf of the Embassies of [foreign countries], change in that they are directed by the Embassies of [foreign countries] to engage in political activities that promote the public or political interests of their respective foreign governments and/or any foreign political party, a registration under FARA would be required because your companies would be acting as agents of a foreign principal by engaging in non-exempt political activities on behalf of a foreign principal. 22 U.S.C. § 611(c)(1). In that event, [U.S. company A] and [U.S. company B], should contact this Unit immediately in order that we may reexamine whether it has an obligation to register under FARA at that time.

If you have any questions regarding this matter, please contact [name deleted] by telephone at (202) 233-0776.

Sincerely,

Heather H. Hunt, Chief  
FARA Registration Unit