



U.S. Department of Justice

National Security Division

Counterintelligence and Export Control Section

Washington, DC 20530

November 22, 2023

Via E-mail

[Requestor Name and Address]

Re: Request for an Advisory Opinion Pursuant to 28 C.F.R. § 5.2

Dear [Requestor Name]:

We write in response to your October 11, 2023, letter (“Letter”), as supplemented by your letter of October 26, 2023 (“Supplemental Letter”), requesting an advisory opinion, pursuant to 28 C.F.R. § 5.2(a), on whether [U.S. Entity], must register under the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.* (“FARA”), for certain proposed activities it may undertake in connection with [Foreign Entity]. Based on the representations in your letters and their supporting documents, and for the reasons discussed below, we have determined that [U.S. Entity] would not be obligated to register if it engages in the proposed activities.

I. Background

According to its website, [U.S. Entity] is “[Redacted].”¹ [U.S. Entity] website states that [U.S. Entity] uses “[Redacted]” and provides “[Redacted].”²

The Letter notes that [U.S. Entity’s] parent company is [U.S. Parent Entity]. According to its website, [U.S. Parent Entity] is “[Redacted].”³ The [U.S. Parent Entity] website lists services offered by [U.S. Parent Entity], including “[Redacted].”⁴

The Supplemental Letter explains that a U.S. citizen named [Individual] owns [Redacted] of [U.S. Parent Entity] and that [U.S. Parent Entity] and [Individual] own [Redacted] of [U.S. Entity].⁵ Further, the Supplemental Letter and an organizational chart you submitted with your Letter note that [Individual] is [Redacted]. The organizational chart also indicates that [U.S. Parent Entity] has

¹ [Entity Website].

² *Id.*

³ [Entity Website].

⁴ [Entity Website].

⁵ The Supplemental Letter indicates [Redacted].

[Redacted], while [U.S. Entity] has [Redacted]. [U.S. Parent Entity] and [U.S. Entity] have the same principal place of business in [Redacted].⁶

According to the Letter, on [Date], [U.S. Parent Entity] received a Request for Information from its client, [Foreign Entity]. The [Foreign Entity] website notes that [Foreign Entity] was formed and is headquartered in [Foreign Country] and offers services and products relating to, among other things, [Redacted].⁷ The Letter explains that [Foreign Entity's] client, the [Foreign Agencies], are "[Redacted]" and "[Redacted]." The Letter further explains that the [Foreign Agencies] have asked [Foreign Entity] to help in those efforts "[Redacted]" and that the Request for Information is "[Redacted]."

[Foreign Entity's] Request for Information, a copy of which you provided to the FARA Unit,⁸ explains that [Foreign Entity] is "[Redacted]" of the [Foreign Agencies] and "[Redacted]" of [Redacted]. Among other things, the Request for Information lists a series of questions seeking specific information relating to [Redacted].⁹

The Letter indicates that [Foreign Entity] has requested [U.S. Parent Entity's] "[Redacted]" on its Request for Information and that [U.S. Parent Entity] would "[Redacted]."¹⁰ Additionally, the Supplemental Letter comments that [U.S. Entity] "[Redacted]" and that [Individual] will "[Redacted]." The Supplemental Letter states, "[Redacted]."

According to the Letter, [U.S. Entity] is seeking an advisory opinion on whether it must register under FARA if it engages in the proposed activities described above concerning [Foreign Entity's] Request for Information to [U.S. Parent Entity].

II. FARA Analysis

FARA's definition of a "foreign principal" includes, among other things, a "government of a foreign country"¹¹ and a "corporation . . . organized under the laws of or having its principal place of business in a foreign country."¹² Because the [Foreign Agencies] are agencies of the government of [Foreign Country], and [Foreign Entity] is organized under the laws of [Foreign Country] and

⁶ See [U.S. Parent Entity Website].

⁷ See [Foreign Entity Website].

⁸ The Request for Information included three attached documents from [Foreign Entity] containing information about [Redacted].

⁹ The Letter states that "[Redacted]."

¹⁰ You submitted a copy of a non-disclosure agreement between [U.S. Parent Entity] and [Foreign Entity] with your Supplemental Letter and noted in that letter that there are "[Redacted]."

¹¹ See 22 U.S.C. § 611(b)(1).

¹² See 22 U.S.C. § 611(b)(3).

has its principal place of business there, both the [Foreign Agencies and Foreign Entity] qualify as a “foreign principal” under FARA.

Under FARA, an “agent of a foreign principal” is defined to include:

(1) any person who acts . . . at the order, request, or under the direction or control, of a foreign principal or of a person any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign principal,” and who, within the United States, directly or through any other person:

(i) engages in political activities¹³ for or in the interests of the foreign principal;

(ii) acts as a public relations counsel,¹⁴ publicity agent,¹⁵ information-service employee¹⁶ or political consultant¹⁷ 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

¹³ The term “political activities” means “any activity that the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.” 22 U.S.C. § 611(o).

¹⁴ The term “public-relations counsel” includes “any person who engages directly or indirectly in informing, advising, or in any way representing a principal in any public relations matter pertaining to political or public interests, policies, or relations of such principal.” 22 U.S.C. § 611(g).

¹⁵ The term “publicity agent” includes “any person who engages directly or indirectly in the publication or dissemination of oral, visual, graphic, written, or pictorial information or matter of any kind, including publication by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or otherwise.” 22 U.S.C. § 611(h).

¹⁶ The term “information-service employee” includes “any person who is engaged in furnishing, disseminating, or publishing accounts, descriptions, information, or data with respect to the political, industrial, employment, economic, social, cultural, or other benefits, advantages, facts, or conditions of any country other than the United States or of any government of a foreign country or of a foreign political party or of a partnership, association, corporation, organization, or other combination of individuals organized under the laws of, or having its principal place of business in, a foreign country.” 22 U.S.C. § 611(i).

¹⁷ The term “political consultant” means “any person who engages in informing or advising any other person with reference to the domestic or foreign policies of the United States or the political or public interest, policies, or relations of a foreign country or of a foreign political party.” 22 U.S.C. § 611(p).

(iv) represents the interests of such foreign principal before any agency or official of the Government of the United States[.]¹⁸

FARA defines a “person” to include corporations.¹⁹ In addition, FARA’s regulations define “control” and its variants to include “the possession or the exercise of the power, directly or indirectly, to determine the policies or the activities of a person, whether . . . by contract, or otherwise.”²⁰

Here, [U.S. Entity] would be performing work as a subcontractor under the direction and control of [U.S. Parent Entity], whose activities would be “directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by” the foreign principals, [Foreign Entity] and the [Foreign Agencies]. However, based on the representations in your Letter and Supplemental Letter, it does not appear that [U.S. Entity] would be engaging in any of the above-referenced registrable activities enumerated in FARA.²¹ As you have described them, the [Redacted] activities that [U.S. Entity] proposes to undertake would not meet FARA’s definition of “political activities” because, while those activities may concern the political or public interests of the government of [Foreign Country], they do not appear intended to influence any U.S. agency or official or any section of the U.S. public with reference to those interests.²² Moreover, by engaging in the proposed activities, [U.S. Entity] would not be acting as a “public relations counsel,” “publicity agent,” “information-service employee,” or “political consultant” for or in [Foreign Principal’s] interests, as those terms are defined in FARA.²³ There is also no indication that those activities would involve soliciting, receiving, or providing things of value for or in [Foreign Principal’s] interest, or representing [Foreign Principal’s] interests before U.S. government officials or agencies. Consequently, [U.S. Entity] would not be acting as an “agent of a foreign principal” under FARA.

Because [U.S. Entity] would not be acting as an “agent of a foreign principal” if it engages in its proposed activities concerning [Foreign Entity’s] Request for Information to [U.S. Parent Entity], it will not have to register under FARA as long as [U.S. Entity’s] activities are limited to those described in your advisory opinion request.

This advisory opinion is expressly limited to the facts, conditions, and conclusions stated herein, and the requirements of FARA and its regulations. If there are any changes in the facts and

¹⁸ 22 U.S.C. § 611(c)(1)(i)-(iv).

¹⁹ 22 U.S.C. § 611(a).

²⁰ 28 C.F.R. § 5.100(b).

²¹ It also does not appear from your representations that [U.S. Entity] has agreed, consented, assumed, or purported to act as, or hold itself out to be, an agent of a foreign principal under FARA. *See* 22 U.S.C. § 611(c)(2).

²² *See* 22 U.S.C. § 611(c)(1)(i) and 611(o).

²³ *See* 22 U.S.C. § 611(c)(1)(ii), 611(g), 611(h), 611(i), and 611(p).

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circumstances you related to us, you should contact us immediately.

We will treat your submission in accordance with 28 C.F.R. § 5.2(m). Please contact this office by e-mail to FARA.Public@usdoj.gov or by telephone at (202) 233-0776, if you have any questions.

Sincerely,

/s/ Evan N. Turgeon

Evan N. Turgeon
Chief, FARA Unit