



**U.S. Department of Justice**

National Security Division

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Counterintelligence and Export Control Section

Washington, DC 20530

June 24, 2024

**Via E-mail**

[Requestor's Name and Contact Information]

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

Dear [Requestor]:

We write in response to your November 2023 letter (the “November Letter”)<sup>1</sup> requesting an advisory opinion, pursuant to 28 C.F.R. § 5.2(a), which you supplemented by letters that the FARA Unit received in January and April 2024 (respectively, the “January Letter” and “April Letter”),<sup>2</sup> on whether [U.S. Law Firm] must register under the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.* (“FARA”), for certain activities it has performed and may perform in connection with proposed litigation funded by [Foreign Organization]. Based on the representations in your letters and supporting documentation, and for the reasons discussed below, we have determined that [U.S. Law Firm] must register for its activities.

**I. Factual Background**

The November Letter describes [U.S. Law Firm] as a law firm based in [U.S. Location], that “has and continues to prosecute [Redacted] actions[.]”<sup>3</sup>

According to the November Letter, [Foreign Organization] is an “[Foreign Country] public company and registered charity organized under the laws of [Foreign Country].”<sup>4</sup> [Foreign Organization’s] profile on the website for [Redacted] shows that [Foreign Organization] is located in [Foreign Country].<sup>5</sup> A copy of [Foreign Organization’s] Constitution on [Redacted] website states that [Foreign Organization’s] charitable purposes are:

[Redacted].<sup>6</sup>

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<sup>1</sup> The FARA Unit received the November Letter on December 13, 2023.

<sup>2</sup> The January and April Letters were dated January 11, 2024, and March 19, 2024, respectively.

<sup>3</sup> Nov. Letter at 1.

<sup>4</sup> *Id.*

<sup>5</sup> [Website Citation].

<sup>6</sup> [Website Citation].

Further, a copy of [Foreign Organization's] [Redacted] on [Redacted] website indicates that one of [Foreign Organization's] "charity programs" focuses on "[Redacted]" in the United States and that [Foreign Organization's] "international activities" consist of "[Redacted]."<sup>7</sup>

Legislation to [Redacted] has been introduced in the U.S. Congress and enacted at the state level in [Redacted]. In [Redacted], lawmakers in both houses of Congress introduced the [Redacted], which sought, inter alia, "[Redacted]."<sup>8</sup> The previous year, [Redacted] enacted the [Redacted], which requires "[Redacted]."<sup>9</sup> [Redacted] issued proposed regulations implementing [Redacted] in [Redacted].<sup>10</sup>

According to the November Letter, "[Foreign Organization's] first overseas project is to litigate against entities responsible for [Redacted] resulting from [Redacted]."<sup>11</sup> [Foreign Organization] has retained [U.S. Law Firm] to file "a lawsuit against companies responsible [Redacted]."<sup>12</sup> You represent that the lawsuit "would assert solely [Redacted] state law claims in either state court or a district court sitting in diversity."<sup>13</sup>

However, [Foreign Organization] would not be the plaintiff in the lawsuit. Instead, [U.S. Law Firm] and [Foreign Organization] intend to enlist as plaintiffs ("Potential Plaintiffs") [Redacted] non-profits that "have a similar mission [Foreign Organization's] of [Redacted]."<sup>14</sup> [U.S. Law Firm] and [Foreign Organization] report already having engaged in discussions with some such non-profits to assess the "nonprofit[s]' goals and to gauge [their] interest[s] in joining the contemplated litigation."<sup>15</sup> You note that each Potential Plaintiff will decide for itself whether to join the lawsuit and would have ultimate authority to determine litigation strategy, including

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<sup>7</sup> [Website Citation].

<sup>8</sup> [Citation].

<sup>9</sup> [Website Citation].

<sup>10</sup> *Id.*; [Website Citation].

<sup>11</sup> Nov. Letter at 1.

<sup>12</sup> *Id.* at 2.

<sup>13</sup> *Id.*

<sup>14</sup> *Id.* at 1-2; Jan. Letter at 1. The November Letter notes that some Potential Plaintiffs have a "global presence," that a [Redacted] nonprofit called [Redacted] is expected to join the litigation, and that other similar organizations are also expected to join. Nov. Letter at 2. You further represent that none of the Potential Plaintiffs is owned, directed, or controlled by a government of a foreign country, a foreign political party, a person outside of the United States who is not a citizen of and domiciled within the United States, or an entity organized under the laws of or having its principal place of business in a foreign country. Jan Letter at 2.

<sup>15</sup> Jan. Letter at 1.

whether to evaluate, accept, or decline settlement offers.<sup>16</sup> Specifically, you represent that “[e]ach Proposed Plaintiff would separately enter into retention agreements with [U.S. Law Firm]” and that “[Foreign Organization] will not enter into any agreement with any Proposed Plaintiff.”<sup>17</sup> “Prior to retaining [U.S. Law Firm],” you state, “each Potential Plaintiff and [Foreign Organization] [will] have reviewed [U.S. Law Firm’s] conflict of interest disclosures, consented to [U.S. Law Firm’s] concurrent representation of the parties, and waived any objection to continuing to represent remaining plaintiffs should an actual conflict of interest arise among the parties.”<sup>18</sup>

In turn, [Foreign Organization] would “fund the litigation as it correlates with [its] core mission[.]”<sup>19</sup> [U.S. Law Firm] intends to send monthly billing statements to [Foreign Organization] and Potential Plaintiffs with the expectation that [Foreign Organization] will pay the amount it owes reflected in those statements directly to [U.S. Law Firm].<sup>20</sup> You state that “[U.S. Law Firm] and Potential Plaintiffs do not expect to affirmatively disclose [Foreign Organization’s] involvement in the litigation” but that [U.S. Law Firm] will disclose [Foreign Organization’s] involvement if called upon to do so.<sup>21</sup>

[U.S. Law Firm] and [Foreign Organization] have signed a retention agreement (“Fee Agreement”), a copy of which you provided with the January Letter.<sup>22</sup> The Fee Agreement includes copies of [U.S. Law Firm’s] standard hourly rates and conflict-of-interest disclosures.<sup>23</sup> According to the Fee Agreement, [Foreign Organization’s] has hired [U.S. Law Firm] to “represent [Foreign Organization] and [Potential Plaintiffs] in the investigation and prosecution of [the] lawsuit[.]”<sup>24</sup> The Fee Agreement also states that, “[w]hile [Foreign Organization] no longer anticipates being a plaintiff in the litigation, [Foreign Organization] remains an entity represented by [U.S. Law Firm] relative to [Redacted].”<sup>25</sup> Furthermore, the Fee Agreement notes that “[Foreign Organization] supports non-profit and [Redacted] efforts worldwide, and views

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<sup>16</sup> Nov. Letter at 2-3; Jan. Letter at 1-2.

<sup>17</sup> Nov. Letter at 2.

<sup>18</sup> *Id.*

<sup>19</sup> *Id.*

<sup>20</sup> Jan. Letter at 2.

<sup>21</sup> Apr. Letter at 2.

<sup>22</sup> Nov. Letter at 2; Jan. Letter at 1, Ex. 1.

<sup>23</sup> Jan. Letter, Ex. 1 at 6, Exs. A-B.

<sup>24</sup> Jan. Letter, Ex. 1 at 1.

<sup>25</sup> *Id.*

litigation as a means to achieve [Redacted] objectives[.]”<sup>26</sup> The Fee Agreement additionally comments that the litigation “is designed to bring positive change to [Redacted].”<sup>27</sup>

Moreover, the Fee Agreement includes the following specifics:

- [Foreign Organization] agrees to pay “reasonable” attorneys’ fees and litigation costs incurred by [U.S. Law Firm];<sup>28</sup>
- [Foreign Organization] will not pay fees or costs with respect to matters beyond the prosecution of the litigation, including Potential Plaintiffs’ public relations in connection with the litigation;<sup>29</sup>
- [Foreign Organization] may stop paying fees and costs to [U.S. Law Firm] if it reasonably concludes that the litigation claims are not viable or aligned with [Foreign Organization’s] purposes;<sup>30</sup>
- [Foreign Organization’s] funding of the litigation will not affect [U.S. Law Firm’s] independent professional judgment;<sup>31</sup>
- Each Potential Plaintiff will make its own determination of whether a particular case outcome is acceptable;<sup>32</sup> and
- [Foreign Organization] may discharge [U.S. Law Firm] at any time, while [U.S. Law Firm] may withdraw for good cause.<sup>33</sup>

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<sup>26</sup> *Id.*

<sup>27</sup> *Id.*

<sup>28</sup> Jan. Letter, Ex. 1 at 1-2 (noting costs may include travel expenses, expert fees, data storage costs, and photocopying). As the January Letter indicates, the Fee Agreement provides that [U.S. Law Firm] will send monthly statements to [Foreign Organization] that indicate the nature and amount of the fees and costs that [U.S. Law Firm] has incurred, and that [Foreign Organization] will pay those amounts within 30 days after the date the statements are mailed. Jan. Letter at 2; Jan. Letter, Ex. 1 at 3

<sup>29</sup> Jan. Letter at 2.

<sup>30</sup> *Id.*; Jan. Letter, Ex. 1 at 2.

<sup>31</sup> Jan. Letter, Ex. 1 at 2.

<sup>32</sup> *Id.*; Jan. Letter at 1-2.

<sup>33</sup> *See supra* note 31, at 4.

You have requested our opinion on whether [U.S. Law Firm] and Potential Plaintiffs have an obligation to register under FARA.<sup>34</sup> You acknowledge that [Foreign Organization] is a “foreign principal” within the meaning of Section 611(b)(3) of FARA because it is “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.”<sup>35</sup>

With regard to [U.S. Law Firm], you conclude that “[U.S. Law Firm] would be an ‘agent of a foreign principal’” under Section 611(c)(1)(iv) of FARA because it would be “representing the interests of such foreign principal before any agency or official of the Government of the United States.”<sup>36</sup> However, you claim the exemption at Section 613(g) for “[a]ny person qualified to practice law, insofar as he engages or agrees to engage in the legal representation of a disclosed foreign principal before any court of law or agency of the Government of the United States[,]” on the basis that “[U.S. Law Firm] intends to represent [Foreign Organization] to prosecute state law claims in state court or a district court sitting in diversity.”<sup>37</sup>

With regard to Potential Plaintiffs, you assert that they would not be agents of a foreign principal under FARA because they would not be engaged in conduct requiring registration under FARA.<sup>38</sup> Alternatively, you argue, Potential Plaintiffs would be exempt under Section 613(d)(2) of FARA because Potential Plaintiffs’ proposed activities “would not be ‘predominantly’ for the promotion of [Foreign Country] political interests but would rather be to benefit [Redacted] citizens.”<sup>39</sup>

## **II. FARA Analysis**

FARA’s purpose is to require public disclosure by persons engaging in political activities and other specified activities for or on behalf foreign principals so that the government and the people of the United States may evaluate those activities in light of such persons’ function as foreign agents.<sup>40</sup>

FARA defines a “foreign principal” as, among other things, “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.”<sup>41</sup> Because [Foreign Organization] is organized

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<sup>34</sup> Nov. Letter at 1.

<sup>35</sup> *Id.* at 2.

<sup>36</sup> *Id.* at 3.

<sup>37</sup> *Id.*

<sup>38</sup> *Id.* at 2.

<sup>39</sup> *Id.* at 2-3.

<sup>40</sup> See *Meese v. Keene*, 481 U.S. 465, 469 (1987) (discussing FARA’s legislative history); About, Foreign Agents Registration Act, U.S. DEPARTMENT OF JUSTICE, <https://www.justice.gov/nsd-fara> (last visited Apr. 22, 2024).

<sup>41</sup> 22 U.S.C. § 611(b)(3).

under the laws of [Foreign Country] and has its principal place of business there, it is, as you concede, a “foreign principal” within the meaning of FARA.<sup>42</sup>

The term “agent of a foreign principal” under FARA, in relevant part, means:

- (1) [A]ny person<sup>43</sup> 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 directly or through any other person –
  - (i) engages within the United States in political activities for or in the interests of such foreign principal;
  - (ii) acts within the United States as a public relations counsel, publicity agent, *information-service employee* or political consultant for or in the interests of such foreign principal;  
[or]
  - (iii) within the United States solicits, collects, disburses, or dispenses contributions, loans, money, or other things of value for or in the interest of such foreign principal[.]<sup>44</sup>

FARA’s implementing regulations explain that the meaning of “control” as used in FARA includes “*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.*”<sup>45</sup>

FARA defines the term “political activities” to include:

[A]ny activity that the person engaging in believes will, or that the person intends to, in any way influence . . . 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[.]<sup>46</sup>

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<sup>42</sup> *Id.*; Nov. Letter at 2.

<sup>43</sup> FARA defines a “person” to include partnerships, associations, corporations, organizations, or other combinations of individuals. *See* 22 U.S.C. § 611(a).

<sup>44</sup> 22 U.S.C. § 611(c)(1)(i)-(iii) (emphasis added).

<sup>45</sup> 28 C.F.R. § 5.100(b) (emphasis added).

<sup>46</sup> 22 U.S.C. § 611(o).

FARA’s “agency” determination is thus a two-part inquiry that considers both the *relationship* between the agent and the foreign principal and the *activities* the agent performs in the principal’s interests.

**A. [U.S. Law Firm’s] Agency and Registrable Conduct Under FARA**

[U.S. Law Firm’s] relationship with [Foreign Organization] qualifies as agency under FARA. Pursuant to the Fee Agreement,<sup>47</sup> [U.S. Law Firm] has agreed to initiate and prosecute the proposed lawsuit under the direction and control of [Foreign Organization] that is intended to further [Foreign Organization’s] interests. This conduct qualifies as registrable activities under FARA for multiple reasons. First, by disbursing funds within the United States to investigate and prosecute a lawsuit proposed by [Foreign Organization] “to achieve [Redacted] objectives” for [Foreign Organization], as the Fee Agreement indicates, [U.S. Law Firm] would collecting, disbursing, and dispensing “money . . . for or in the interests of [a] foreign principal” under FARA.<sup>48</sup>

Second, [U.S. Law Firm] would be engaging in “political activities” for or in the interests of [Foreign Organization]. As your advisory opinion request indicates, [Foreign Organization] intends the lawsuit to serve as a vehicle to “achieve [its] [Redacted] objectives” and “bring positive change to [Redacted]” not to redress a cognizable legal harm as a named party to the lawsuit.<sup>49</sup> As described above, the issue of [Redacted] implicates both federal and state policy.<sup>50</sup> [U.S. Law Firm’s] proposed lawsuit serves to highlight those policy implications, spur legislative and rulemaking actions desired by [Foreign Organization], and conform industry practices to [Foreign Organization’s] preferences, thereby negating industry opposition to policies codifying those preferences. Moreover, [U.S. Law Firm] intends to influence Potential Plaintiffs to pursue their and [Foreign Organization’s] shared policy objectives through litigation.<sup>51</sup> [U.S. Law Firm] thus seeks to “influence . . . [a] section of the public within the United States . . . with reference to formulating, adopting, or changing the domestic . . . policies of the United States[.]”<sup>52</sup>

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<sup>47</sup> See 22 U.S.C. § 611(c)(1); 28 C.F.R. § 5.100(b) (defining “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”).

<sup>48</sup> See 22 U.S.C. § 611(c)(1)(iii).

<sup>49</sup> See *supra* notes 11-13, 25-27 and accompanying text.

<sup>50</sup> See *supra* notes 8-10 and accompanying text.

<sup>51</sup> See *supra* notes 14-15 and accompanying text. In addition, to the extent [U.S. Law Firm] is furnishing or disseminating “accounts, descriptions, information, or data with respect to the political, industrial, employment, economic, social, cultural, or other benefits, advantages, facts, or conditions” of [Foreign Organization] during its discussions with Potential Plaintiffs, [U.S. Law Firm] may qualify as an “information-service employee” under FARA. See 22 U.S.C. § 611(c)(1)(ii), (i).

<sup>52</sup> See 22 U.S.C. § 611(c)(1)(i), (o).

Therefore, for the foregoing reasons, [U.S. Law Firm] is acting as an “agent of a foreign principal” under FARA, as you concede,<sup>53</sup> and must register under FARA unless it is exempt from doing so.

**B. Potential Plaintiffs’ Agency Under FARA**

In addition to seeking a determination as to whether [U.S. Law Firm] is required to register under FARA, your submission asks whether Potential Plaintiffs have a registration obligation. Based on the information provided, however, we are not able to make the blanket determination you request. As a threshold matter, your submission suggests that the class of Potential Plaintiffs has not yet been finalized, but requests for FARA advisory opinions may not be hypothetical and must “involve disclosed, as opposed to anonymous, agents and principals.”<sup>54</sup> In addition, “requests must be submitted by a party to the transaction or the party’s attorney[,]”<sup>55</sup> but [U.S. Law Firm] does not appear to represent all Potential Plaintiffs at this time. Moreover, whether a given plaintiff has an agency relationship with [Foreign Organization] for FARA purposes would depend on whether the plaintiff acted or agreed to act “at the order, request, or under the direction or control” of [Foreign Organization] and whether the plaintiff engaged in activities requiring registration, both of which are individualized, fact-dependent inquiries. We are therefore unable to render an opinion on whether all Potential Plaintiffs would be required to register under FARA.

**C. [U.S. Law Firm] Does Not Qualify for the Legal Representation Exemption**

The exemption for legal representation at Section 613(g) of FARA exempts from registration:

Any person qualified to practice law, insofar as he engages or agrees to engage in the legal representation of a disclosed foreign principal before any court of law or any agency of the Government of the United States: Provided, That for the purposes of this subsection legal representation does not include attempts to influence or persuade agency personnel or officials other than in the course of judicial proceedings, criminal or civil law enforcement inquiries, investigations, or proceedings, or agency proceedings required by statute or regulation to be conducted on the record.<sup>56</sup>

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<sup>53</sup> See Nov. Letter at 3. Contrary to your suggestion, it does not appear that [U.S. Law Firm] would be representing the interests of a foreign principal before an agency or official of the U.S. government under Section 611(c)(1)(iv) of FARA, based on the representations in the November, January, and April Letters and their supporting documentation. See 28 C.F.R. § 5.100(b) (defining the term “agency” as “every unit in the *executive and legislative* branches of the Government of the United States) (emphasis added); 28 C.F.R. § 5.100(c) (defining the term “official” to include “Member and officers of *both Houses of Congress* [and] officials in the *executive branch* of the Government of the United States”) (emphasis added).

<sup>54</sup> 28 C.F.R. § 5.2(b).

<sup>55</sup> *Id.*

<sup>56</sup> 22 U.S.C. § 613(g).



According to FARA’s implementing regulations, “[t]he burden of establishing the availability of an exemption . . . shall rest upon the person whose benefit the exemption is claimed.”<sup>57</sup>

Here, while [U.S. Law Firm] is qualified to practice law, it has not met its burden of establishing that the legal representation exemption applies in this matter. First, for FARA purposes, [U.S. Law Firm] would not be engaging in “legal representation of a disclosed foreign principal before any court of law” because [Foreign Organization] would not be a named party in the proposed lawsuit.<sup>58</sup> And second, [U.S. Law Firm] is engaging in “political activities” under FARA, as discussed above, which exceed the scope of the legal representation exemption.<sup>59</sup> Accordingly, the legal representation exemption is inapplicable to [U.S. Law Firm], and the firm thus must register under FARA.<sup>60</sup>

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<sup>57</sup> 28 C.F.R. § 5.300.

<sup>58</sup> See *supra* note 56.

<sup>59</sup> See S. REP. NO. 89-143, at 13 (explaining the exemption does not apply to political activities); *supra* notes 49-53 and accompanying text; Frequently Asked Questions, Foreign Agents Registration Act, U.S. DEPARTMENT OF JUSTICE, <https://www.justice.gov/nsd-fara/frequently-asked-questions> (last visited Apr. 22, 2024) (discussing the legal representation exemption).

<sup>60</sup> The exemptions at Sections 613(d)(1) and (d)(2) of FARA are also unavailable to [U.S. Law Firm].

Section 613(d)(1) exempts from registration “[a]ny person engaging or agreeing to engage *only* . . . in private *and nonpolitical activities* in furtherance of the bona fide trade or commerce of [a] foreign principal[.]” 22 U.S.C. § 613(d)(1) (emphasis added). Here, [U.S. Law Firm] could not claim this exemption because, as explained above, it is engaging in “political activities” under FARA on behalf of [Foreign Organization], and [U.S. Law Firm’s] activities are not in furtherance of bona fide trade or commerce but rather [Foreign Organization’s] “[Redacted] objectives.” See 28 C.F.R. § 5.304 (“[T]he term *trade or commerce* shall include the exchange, transfer, purchase, or sale of commodities, services, or property of any kind.”); *supra* notes 26-27, 49-53 and accompanying text.

Section 613(d)(2) exempts from registration “[a]ny person engaging or agreeing to engage *only* . . . in other activities *not serving predominantly* a foreign interest[.]” 22 U.S.C. § 613(d)(2) (emphasis added). In this case, [U.S. Law Firm’s] activities predominantly serve a foreign interest because: (1) the activities are in furtherance of litigation proposed and substantially funded by [Foreign Organization] to achieve [Foreign Organization’s] objectives; (2) [Foreign Organization] can stop funding the litigation if the plaintiffs’ claims are not viable or aligned with [Foreign Organization’s] purposes; (3) [Foreign Organization] has participated in [U.S. Law Firm’s] efforts to inform some Potential Plaintiffs about the litigation so they can determine whether to join it; (4) [Foreign Organization] has authority to consent to [U.S. Law Firm’s] concurrent representation of [Foreign Organization] and Potential Plaintiffs and to discharge [U.S. Law Firm] at any time; (5) [Foreign Organization] intends to provide its “[Redacted] expertise” during the litigation; and (6) [Foreign Organization’s] involvement in the litigation is not expected to be disclosed publicly by [U.S. Law Firm] and Potential Plaintiffs. See *supra* notes 11-12, 14-15, 18-22, 24-28, 30, 33 and accompanying text; Jan. Letter at 2. [U.S. Law Firm] therefore could not claim this exemption.

[Requestor]  
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Please complete [U.S. Law Firm's] registration within 10 days of the date of this letter. 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](mailto: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



**U.S. Department of Justice**

National Security Division

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Counterintelligence and Export Control Section

Washington, DC 20530

September 30, 2024

**By E-mail**

[Requestor's Name and Contact Information]

Re: Request for Reconsideration of June 24, 2024, Advisory Opinion

Dear [Requestor]:

We write in response to your letter dated July 5, 2024 (the "July Letter"), asking the FARA Unit to reconsider its June 24, 2024, Advisory Opinion issued to [U.S. Law Firm] regarding [U.S. Law Firm's] activities in connection with proposed litigation on behalf of [Foreign Organization]. For the reasons discussed below, we respectfully decline to alter our Advisory Opinion.

As you know, the Advisory Opinion concluded that [U.S. Law Firm] would be obligated to register under FARA because it has an agency relationship with [Foreign Organization] and would be collecting, disbursing, and dispensing money and engaging in "political activities" for or in the interests of [Foreign Organization].<sup>1</sup> The Advisory Opinion additionally concluded that the legal exemption at Section 613(g) of FARA would not apply to [U.S. Law Firm] because (1) it would not be providing legal representation to [Foreign Organization] as a named party in the proposed litigation and (2) it would be engaging in "political activities" that exceed the scope of the legal exemption.<sup>2</sup>

You explain in the July Letter, however, that [U.S. Law Firm] maintains that the legal exemption would apply to its activities and believes that the Advisory Opinion "contains errors that are not reflective of [Foreign Organization's] prior actions and future intentions."<sup>3</sup> Specifically, you assert that [Foreign Organization] does intend the proposed lawsuit to redress a cognizable legal harm and that [U.S. Law Firm] and [Foreign Organization] will not "enlist" nonprofits as plaintiffs.<sup>4</sup> You also argue that the Advisory Opinion "appears to conflate" [Foreign Organization's] proposed litigation with [Foreign Organization's] other overseas activities of "[Redacted]" and that [Foreign Organization] and [U.S. Law Firm] have not and will not engage in any "political actions" described in the Advisory Opinion.<sup>5</sup> In addition, you suggest that the Advisory Opinion failed to acknowledge that [U.S. Law Firm] would disclose [Foreign Organization's] involvement in the

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<sup>1</sup> FARA Advisory Op. at 8-9.

<sup>2</sup> *Id.* at 9-10.

<sup>3</sup> July Letter at 1-2.

<sup>4</sup> *Id.* at 1.

<sup>5</sup> *Id.* at 2.

[Requestor]  
September 30, 2024

proposed litigation if called upon to do so, offering, “If required, [Foreign Organization] is prepared to disclose its identity as an interested party when the complaint is first filed.”<sup>6</sup>

Despite [U.S. Law Firm’s] protests, altering our Advisory Opinion is unwarranted. The Advisory Opinion reasoned that [U.S. Law Firm] would be engaging in “political activities” under FARA because, among other things, [Foreign Organization] would not be seeking to redress a cognizable legal harm *that it suffered* or *as a named party* in the proposed litigation. In addition, we concluded that *the proposed litigation*, not [Foreign Organization’s] other overseas activities, would “serve as a vehicle to ‘achieve [Foreign Organization’s] [Redacted] objectives’ and ‘bring positive change to [Redacted][,]’ . . . highlight [federal and state] policy implications [regarding [Redacted]], [and] spur legislative and rulemaking actions desired by [Foreign Organization][.]”<sup>7</sup> These conclusions were drawn from all of the facts that [U.S. Law Firm] presented in the July Letter. While [U.S. Law Firm] may disagree with how the Advisory Opinion characterized [U.S. Law Firm’s] and [Foreign Organization’s] efforts to identify plaintiffs and that [U.S. Law Firm’s] and [Foreign Organization’s] activities qualify as “political activities” as defined by FARA, the July Letter does not state facts that would cause us to revisit these conclusions. Furthermore, even if [Foreign Organization] were to disclose its identity as an interested party when the proposed litigation is filed, the legal exemption at Section 613(g) of FARA would still not apply to [U.S. Law Firm] because, as the Advisory Opinion explained, [U.S. Law Firm] would not be providing legal representation to [Foreign Organization] *as a named party* in the proposed litigation and would be engaging in political activities that exceed the scope of the legal representation exemption.<sup>8</sup>

Thus, for the foregoing reasons, we respectfully decline to alter our Advisory Opinion and reiterate that [U.S. Law Firm] must register for its activities on behalf of [Foreign Organization].

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

Sincerely,

*/s/ Evan N. Turgeon*

Evan N. Turgeon  
Chief, FARA Unit

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<sup>6</sup> *Id.*

<sup>7</sup> FARA Advisory Op. at 8.

<sup>8</sup> *Id.* at 11.