



U.S. Department of Justice

National Security Division

Counterintelligence and Export Control Section

Washington, DC 20530

May 8, 2024

Via E-mail

[Lawyer]

[Address]

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

Dear [Lawyer]:

We write in response to your letter of March 1, 2024, (“March 1 Letter”)¹ received by this office on March 6, 2024, and its supporting attachments,² received on April 8, 2024, requesting an advisory opinion, pursuant to 28 C.F.R. § 5.2, regarding the possible registration obligation of your client, [[U.S. Company]], pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.* (“FARA” or “the Act”), for activities in which it expects to engage in the United States for the [Foreign Country-based NGO]³ Based on our review of your request, we have determined that [U.S. COMPANY] would be required to register under FARA for engaging in its intended activities, as described below.

I. Background

In the March 1 Letter, you inform us that [U.S. COMPANY] “provides turn-key solutions to its clients, [description of conference hosting services].”⁴ The March 1 Letter states that [U.S. COMPANY] provides such services to the [Foreign Country-based NGO] and its [U.S.-located Conferences]. You note that these [conferences] are described on [Foreign Country-based NGO]’s website as:

[REDACTED].⁵

¹ Letter from [Redacted], to FARA Unit (Mar. 1, 2024).

² The attachments consisted of a [Redacted] Agreement between the [Foreign Country-based NGO] and [U.S. COMPANY’S Foreign Country Office] (Aug. 22, 2022), and a Statement of Work applicable to the [2024 U.S. City Conference].

³ You informed us that the exact date and U.S. location for the 2025 [U.S.-based Conference] have not been finalized. You informed us that the Scope of Work for that conference will be substantially the same as the one for the conference that took place in [Redacted] 2024.

⁴ March 1 Letter at 1.

⁵ *Id.* at 1; *accord* [Conference Website].

The March 1 Letter states that the most recent [U.S.-based Conference] was held in [U.S. City] on [Date] of this year and that its theme was [REDACTED] - an interactive program designed to “[REDACTED].”⁶

The March 1 Letter discloses that [U.S.-based Conference]s are sponsored by [Foreign Country-based NGO], a global non-profit foundation with an investment arm and an agenda to [REDACTED]. The letter notes that [Foreign Country-based NGO] is headquartered in [Foreign Capital], and is governed by a Board of Trustees appointed by [the Foreign Government] to align [Foreign Country-based NGO]’s activities with [the Foreign Government’s] vision and mission. The Chairman of [Foreign Country-based NGO] is the Governor of the [Foreign Country’s Sovereign Wealth Fund], owned by the [Foreign Government]. [Foreign Official] serves as a Governor of [the Sovereign Wealth Fund] and as Chairman of [Foreign Country-based NGO]. [[U.S. COMPANY]]’s founder and chairman, [Name Redacted], also serves as the CEO of [Foreign Country-based NGO]. [Foreign Country-based NGO]’s website lists a number of investment banks and financial institutions as among its strategic partners.⁷

The March 1 Letter also states that [U.S. COMPANY] intends to provide the following services to [U.S.-based Conferences]:

[LIST OF CONFERENCE-HOSTING AND PROMOTION SERVICES]

II. FARA Analysis

FARA’s definition of a “foreign principal” includes, among other things, a “government of a foreign country.”⁸ Therefore, the [Foreign Government] is a foreign principal under FARA. FARA’s definition of a “foreign principal” also includes “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.” [Foreign Country-based NGO], headquartered in [Foreign City], is thus a foreign principal under FARA as well.⁹

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,¹⁰

⁶ *Id.*

⁷ *Strategic Partners*, [FOREIGN COUNTRY-BASED NGO Website].

⁸ 22 U.S.C. § 611(b)(1).

⁹ 22 U.S.C. § 611(b)(2).

¹⁰ See 28 C.F.R. § 5.100(b) (“As used in the Act, the term *control* or any of its variants shall be deemed to include the possession or the exercise of the power, directly or indirectly, to determine the policies or the activities of a person, whether through the ownership of voting rights, by contract, or otherwise.”).

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 activities¹¹ for or in the interests of the foreign principal;
- (ii) acts as a public relations counsel,¹² publicity agent,¹³ information-service employee¹⁴ or political consultant¹⁵ 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[.]¹⁶

The March 1 Letter and [Provided Agreement] establish that [U.S. COMPANY] has, and will

¹¹ 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).

¹² 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).

¹³ 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).

¹⁴ 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).

¹⁵ 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).

¹⁶ 22 U.S.C. § 611(c)(1)(i)-(iv).

continue to have, the requisite agency relationship under FARA with both the [Foreign Country-based NGO] and the [Foreign Government]. As noted in FARA's implementing regulations, "the term *control* shall be deemed to include the possession or the exercise of the power, directly or indirectly, to determine the policies or activities of a person, whether through the ownership of voting rights, by contract, or otherwise."¹⁷ By virtue of the [Provided Agreement] between [U.S. COMPANY] and [Foreign Country-based NGO], [Foreign Country-based NGO] exercises control over [U.S. COMPANY], and [U.S. COMPANY] is thus an agent of [Foreign Country-based NGO] under FARA. As noted above, the [Foreign Country-based NGO] is governed by its Board of Trustees, appointed by [Foreign Government] to align [Foreign Country-based NGO]'s activities with the [Foreign Government's] vision and mission. Further, the Chairman of [Foreign Country-based NGO] is the Governor of [the Foreign Government's Sovereign Wealth Fund], owned by the [Foreign Government]. [U.S. COMPANY]'s founder and chairman, [Redacted], is also the CEO of [Foreign Country-based NGO]. The [Foreign Government], therefore, directly controls [the Foreign Country-based NGO] and indirectly controls [U.S. COMPANY] in connection with the proposed activities.

While many of the activities to be performed by [U.S. COMPANY] can credibly be described as administrative, logistical, or ministerial, as you suggest, the Statement of Work for the March 2024 [Conference] in [U.S. City], which you attached to the March 1 Letter, describes a number of activities that would require registration under FARA.¹⁸ For instance, in the [Redacted] section of the Statement of Work, [U.S. COMPANY] agreed to engage in program development and to target and recruit speakers and moderators for the conference and to organize several meetings with the speakers prior to the conference to discuss [the content of presentations]. The [Summary Description] for the [U.S. City] conference notes some of these [Redacted] topics, at least some of which appear related to U.S. policy. For example, the section titled [Investment Topics] states, in relevant part:

[Statement Regarding U.S. Fiscal Policy].¹⁹

Similarly, under [Environmental Investments], the [Summary Description] states, in relevant part,

[Discussion of Environmental Economics]²⁰

Because this content is [targeted to business, government, and civil society interests]²¹ at the [U.S.

¹⁷ 28 C.F.R. § 5.100(b).

¹⁸ March 1 Letter at 2-3; Statement of Work at 4. You informed us in an e-mail on April 8, 2024, that the contractual terms for the 2025 [U.S.-based Conference] to be held in the United States will be substantially the same as this year's. [Redacted].

¹⁹ *Fact Sheet, [FOREIGN COUNTRY-BASED NGO] [Redacted] 2024*, [FOREIGN COUNTRY-BASED NGO].

²⁰ *Id.*

²¹ *About*, [U.S. COMPANY WEBSITE].

City] conference, it qualifies as political activities as defined in the Act.²²

Additionally, [U.S. COMPANY] describes itself on its website as “a global strategic communication firm”²³ and the Statement of Work includes a commitment by [U.S. COMPANY] to perform marketing activities. To the extent that [U.S. COMPANY] has been engaging in marketing, public relations, and audience-generation activities for the [U.S.-based Conference] for or in the interests of its foreign principals,²⁴ it qualifies as a public-relations counsel and a publicity agent under FARA and must register for those reasons as well.

Because the obligation to register under FARA is a continuing obligation, please complete [U.S. COMPANY]’s registration for all completed and planned future activities in the United States that [U.S. COMPANY] has performed for its foreign principals pursuant to the [Agreement], dated August 22, 2022, as required by the Act.²⁵ Information on how to register may be obtained on the FARA Unit’s website, located at <https://www.justice.gov/nsd-fara>. If you have any questions regarding this matter, please contact the FARA Unit by e-mail at FARA.Public@usdoj.gov or by telephone at (202) 233-0776.

Sincerely,

/s/ Evan N. Turgeon

Evan N. Turgeon
Chief, FARA Unit

²² 22 U.S.C. § 611(o).

²³ *See supra*, note 20.

²⁴ Among other things, [[U.S. COMPANY]] actively markets the [Foreign Country-based NGO] and the [U.S.-based Conference]s on its website. *See* [U.S. COMPANY] website.

²⁵ *See* 22 U.S.C. § 618(e) (failure to file registration statement and/or supplements constitutes continuing offense while such failure exists).