U.S. Department of Justice

National Security Division

Counterintelligence and Export Control Section *Washington, DC 20530*

April 6, 2026

Via E-mail

[Attorneys]
[Address]

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

Dear [Attorneys]:

We write concerning your letter ("Letter") and supplement ("Supplement") requesting an advisory opinion, pursuant to 28 C.F.R. § 5.2, on whether [Public Affairs Firm] ("P.A. Firm") and [Individual] ("Individual") must register under the Foreign Agents Registration Act ("FARA") of 1938, as amended,[1] for activities they are undertaking on behalf of [Company] ("[Company]") its subsidiary [subsidiary company A] ("[Subsidiary A]"), and other [Company] subsidiaries. Based on the representations in your letter as supplemented, and for the reasons discussed below, we have determined that [Individual] and [P.A. Firm] (collectively "Requestors") are obligated to register on behalf of the foreign principals for recent activities with which they were involved. Whether that registration must be maintained for planned future activities depends on how the activities are carried out, as further explained below.

I. Background

[Company] is an international conglomerate headquartered in [Foreign City], [Foreign Country 2].[2] It has several subsidiaries which [offer certain services in one economic sector] in each respective operating country, including [Foreign Country 3] ([Subsidiary B]), [Foreign Country 4] ([Subsidiary C]), and [Foreign Country 1] ([Subsidiary A]).[3]

[Subsidiary A] was founded in [year] and as of [a certain month and year had a certain number of customers for two different products] in [Foreign Country 1].[4] [Subsidiary A] has extensive contracts to provide services to [Foreign Country 1] state-owned enterprises and authorities.[5]

[1] 22 U.S.C. §§ 611-21.

[2] Letter at 1-2.

[3] Letter at 1.

[4] [citation to Company website].

[5] Supp. at 2 (noting [Subsidiary A] has partnerships with the [government of Foreign Country 1], including [description of one major project]); *see, e.g.*, [citation to Subsidiary A website] (explaining that the public sector—

[Discussion of previous legal proceedings between Company and Foreign Country 1].[6]

Also in response to [recent developments], the [leader] of [Foreign Country 1] established . . . a government-operated fundraising platform to raise funds for rebuilding [Foreign Country 1].[7] [Subsidiary A] indicates on its website that it has [comprehensively supported the country and its people since the events creating that need], including when it [supported the initiative of the leader of [Foreign Country 1] to raise funds for the country's reconstruction].[8] Following the [legal proceedings referenced above], [Company] and [Subsidiary A] indicated publicly that they would play a greater role in not only bringing international and local investors into [Subsidiary A], but also by contributing to the country's recovery.[9] As explained in the Letter, Subsidiary A [operates as a good corporate citizen during [Foreign Country 1]'s current circumstances].[10]

In [month and year], [Individual] joined [Company] as [a leader of corporate affairs and advisor to a Company executive].[11] In that role, he [coordinated Company's and Subsidiary A's government relations activities, primarily developing Company's U.S. government relations strategy, managing outside lobbying consultants, and advising the Company executive on government affairs matters regarding U.S. policy].[12] At the time, [Company] was contracting with [previous government relations firm] to serve as its external lobbying firm.[13]

In [year], [Company] and [Subsidiary A] campaigned within the United States—while [there were developments related to the trading of their shares]—not just to encourage investment in [Subsidiary A], but also for investment in other [Foreign Country 1] companies and in the country more broadly. The slogan for the campaign was "[slogan encouraging investment in Foreign Country 1]."[14] [During a period of five years], [Company] and [Subsidiary A] disclosed plans to

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including [description of certain services] for [Foreign Country 1]—is one of the key areas of [Subsidiary A]'s business, with more than [number of thousands of] agreements every year).

[6] Letter at 1 n.1 and accompanying text; Supp. at 3 n. 2-3 and accompanying text; [citation to news story].

[7] [citation to government fundraising website].

[8] [citation to Subsidiary A website].

[9] *See, e.g.*, [citation to news story]; [citation to Subsidiary A website] (publicizing on [Subsidiary A] company website that [five economic] sectors in [Foreign Country 1] . . . are profitable for investors).

[10] Letter at 1.

[11] Letter at 1.

[12] Supp. at 2.

[13] *Id.* at 2.

[14] *See* [citation to Company website] (describing campaign launch).

[make a major investment of a certain amount] in [Foreign Country 1] themselves.[15] Through the [year] events, the companies also sought to connect [Foreign Country 1] to additional investment from U.S. and other sources.[16]

One of [Company/Subsidiary A's] events on [date], during the week [of events related to the selling of their shares], was [a business conference under the chosen slogan for investment in Foreign Country 1].[17] The concept, as explained in a [Company] press release at the time, was to [connect leading American and Foreign Country 1 businesses for a discussion of Foreign Country 1's reconstruction through public-private partnerships and international investments].[18] By doing so, [Company] and [Subsidiary A] hoped to stimulate investment in other [Foreign Country 1] companies.[19]

[Company] promotional materials after this event stated that the two companies had [hosted what they referred to as an American-Foreign Country 1 business investment conference].[20] What happened there, [Company] continued, was:

> [description of how the conference included government officials, business executives, and investors from both the United States and Foreign Country 1, thereby strengthening economic ties between the two nations and connecting U.S. capital to multiple economic sectors in Foreign Country 1].[21]

[Company] has also indicated that [the conference attendees discussed positive attributes of Foreign Country 1, current opportunities to invest in the country, and the country's potential to rebuild in the future].[22] According to [Company], [it was clear from the financial and governmental capitals of the United States and Foreign Country 1 that the current investment climate in the latter

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[15] [citation to press release on Company website] (describing [Company and Subsidiary A's plan to invest in Foreign Country 1]).

[16] *Id*. (describing event [connecting a significant amount of U.S. capital to companies in multiple economic sectors in Foreign Country 1]).

[17] [citation to press release on Company website].

[18] *Id.*

[19] *Id.* ([quoting executives of Company and Subsidiary A as stating that alongside others, including government officials, the companies were excited to connect other [Foreign Country 1] companies with the American and global business world]).

[20] [citation to Company website], *supra* note 14.

[21] *Id.*

[22] [citation to Company press release].

was attractive].[23] The campaign and event received press coverage, which included the "[slogan encouraging investment in Foreign Country 1]" messaging.[24]

[Subsidiary A]'s [public event] the following day also featured [Foreign Country 1] government officials and messaging concerning the "[slogan encouraging investment in Foreign Country 1]" campaign. According to a [Company] press release, that ceremony was attended by [three high-ranking Foreign Country 1 government officials].[25] [Company]'s press release quoted its officers as noting that its event had benefitted not just its companies, but [Foreign Country 1] itself.[26] According to your submissions, [Individual] participated in the events held in [American city] and was present at them during his time employed by Company.[27]

For his next position, [Individual] was hired on [date], as a partner by [P.A. Firm], a Washington, D.C. government affairs firm.[28] [Date] was also the date an agreement commenced for [P.A. Firm] to provide government affairs consulting to [Company] [through Law Firm ("Law Firm")].[29] Pursuant to their contract, [Company] asked [P.A. Firm] to organize U.S. events centered around its investments in [Foreign Country 1], "which would include inviting U.S. business officials, U.S. government officials and commercial industry partners to events that promote investment in [Company]'s operating markets, including [Foreign Country 1]."[30] Specifically, one of the eleven items on the nonexhaustive list of services to be provided under the agreement was to "[i]nvite administration staffers and lawmakers to events related to the '[slogan encouraging investment in Foreign Country 1]' initiative to further spread brand awareness."[31] A small portion of a company background summary that [P.A. Firm] has used to facilitate meeting requests referenced [Company]'s "spearheading [of] international investment campaigns" in Foreign Country 1 and the [slogan encouraging investment in Foreign Country 1] campaign, noting that [Company] wants "to champion [Foreign Country 1]'s investment potential."[32]

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[23] [citation to Company website], *supra* note 14.

[24] *See, e.g.*, [citation to news story].

[25] [citation to news story], *supra* note 22.

[26] *Id.* (quoting [a Company executive] . . . as stating that [the week's event had shown interest in not only in Subsidiary A, but also in the opportunity to invest and help rebuild Foreign Country 1] and [another Company executive] as stating that [Company's public events that week had been in part to aid Foreign Country 1 and help it announce from an American city that it had a growing economy]).

[27] Supp at 1.

[28] Letter at 1.

[29] *Id.*; Letter Ex. A § 4.

[30] Letter at 4; *id.*. Ex. A.

[31] Letter Ex. A § 1.10.

[32] Supp. at 13.

At [P.A. Firm], [Individual] became [Company]'s "primary lobbyist in Washington."[33] [P.A. Firm]'s contract to provide the services described above was signed by [P.A. Firm] and [Law Firm] on [date] and [date], respectively.[34] You indicate that [Individual] "began transitioning" from his in-house role at Company to his external position at [P.A. Firm] on [date].[35]

In [month and year], [Company]'s previous lobbying firm . . . had made plans for [Company] to brief [U.S. House Member] on [date].[36] You have indicated that the originally intended purpose of this meeting from [Individual]'s perspective was "[Company]'s commercial activities, including [Subsidiary A]'s recent [development regarding trading of its shares] and opportunities for U.S. investors tied to the company's expanding business opportunities in [Foreign Country 1]."[37]

According to your submissions, on [date], two days before that planned meeting with [U.S. House Member], . . . the [Company executive to whom Individual reported]. . . met with a delegation visiting the United States from [Foreign Country 1].[38] During the [date] Company-Foreign Country 1 meeting, [that Company executive] invited the [Foreign Country 1] delegation to join the [date] [Capitol Hill] meeting.[39] [The Company executive] next instructed [Individual] to contact [U.S. House Member]'s office "to confirm if the [Foreign Country 1] delegation's attendance was agreeable."[40]

On [date], [Individual] successfully did so, though in the process you indicate that he declined to adjust the planned timing of the meeting to accommodate a preference of the [Foreign Country 1] delegation.[41] This was due, you write, to his view that the [Capitol Hill] meeting was "focused on [Company]'s business activity, not the [Foreign Country 1] delegation" and that altering the meeting time "could be perceived as him acting on behalf of or at the direction of the [Foreign Country 1] government."[42] At the request of [U.S. House Member]'s office, [Individual] connected the [Foreign Country 1] Embassy with [U.S. House Member]'s staff and reconfirmed the meeting

[33] Letter at 1.

[34] Letter Ex. A (signature block).

[35] Supp. at 2.

[36] Letter at 2.

[37] *Id.*

[38] Letter at 2; Supp. at 2.

[39] Letter at 2; Supp. at 2.

[40] Letter at 2.

[41] *Id.*

[42] *Id.*

time.[43] He used his [Company] email address to do so.[44] This was the same day that [P.A. Firm] signed the contract to work for [Company] and [Subsidiary A] through [Law Firm], with Individual as the primary lobbyist.[45]

Your submissions further indicate that the meeting did take place on [date] with the participation of the [Foreign Country 1] delegation and that it lasted for 30 minutes.[46] The delegation included [a high-ranking official from Foreign Country 1] and [Foreign Country 1]'s Ambassador to the United States.[47] The meeting topics extended beyond discussion of [Company]'s business and [development regarding the trading of its shares] to include other topics such as "the relative performance and pressure points of the Foreign Country 1 versus [another country's] economies, United States sanctions on [another country], and [U.S. efforts to influence relations between Foreign Country 1 and another country]."[48] Social media posts by the [Foreign Country 1] delegation and news media reports confirm the nature of the conversation.[49] According to the Letter, [Individual]'s one comment during the meeting came after [U.S. House Member] asked for his opinion on [U.S. House Member] 's proposed legislative package regarding [Foreign Country 1].[50] [Individual] responded that he had not examined the legislation closely but that [U.S. House Member]'s description and objectives "made sense."[51]

Following that meeting, [Company] registered under FARA as an agent of [part of the government of Foreign Country 1].[52] [A Company executive] is the only individual identified in the filings as having performed services for that [registrant].[53] [Company] indicated in a subsequent FARA filing that its connection to that foreign principal had terminated as of [date].[54]

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[43] *Id.*

[44] *Id.*

[45] *See supra* notes 33-34 and accompanying text.

[46] *Id.*

[47] Supp. at 2.

[48] Letter at 2.

[49] [citation to social media post]; Letter at 3 (stating that a [social media post] . . . contained a photo from the meeting including [Individual] and "provided an expanded summary of the topics discussed at the meeting"); *see, e.g.*, [citation to news story].

[50] *Id.*

[51] *Id.*

[52] [citation to FARA registration stmt.].

[53] *Id.* at Appendix; [citation to short form registration stmt. for Company executive].

[54] [citation to FARA supplemental stmt.].

In [date], [P.A. Firm] registered as lobbyists under the Lobbying Disclosure Act of 1995 ("LDA") for [Company] and [Subsidiary A] through [Law Firm] and subsequently filed two amendments to that registration.[55] In the process, [P.A. Firm] alternatively listed the effective date of its registration for those companies as [date],[56] [date],[57] and [date].[58] [P.A. Firm] disclosed $[number of dollars] in income for the lobbying it undertook in the period from [three-month period].[59]

You have asked whether there are obligations to register under FARA for both [Individual] individually and [P.A. Firm], and whether any such obligations will persist in the future.[60]

II. FARA Analysis

FARA is designed "to protect the national defense, internal security, and foreign relations of the United States by requiring public disclosure by persons engaging in [certain] activities for or on behalf of foreign governments, foreign political parties, and other foreign principals so that the Government and the people of the United States may be informed of the identity of such persons and may appraise their statements and actions in light of their associations and activities."[61]

Whether a person is required to register under FARA principally involves four determinations: (1) the existence of a foreign principal; (2) whether the person is engaging in specified activities within the United States for or in the interests of such foreign principal; (3) the nature of the relationship between the foreign principal and the person engaging in such activities; and (4) whether an exemption applies. An obligation to register under FARA will arise when the first three parts of the inquiry are established, and no exemption applies in the fourth part.

"[F]oreign principal" is defined under 22 U.S.C. § 611(b)(3) of FARA to include 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." [Company] is incorporated in [territory of Foreign Country 5] and headquartered in [Foreign Country 2].[62] It accordingly qualifies as a "foreign principal." FARA's definition of "foreign principal" also includes, under

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[55] *See infra* notes 56-59.

[56][citation to Company Lobbying Registration].

[57] [citation to Company Lobbying Registration].

[58] [citation to Company Lobbying Registration].

[59] [citation to Company Lobbying Registration].

[60] Letter at 3-4.

[61] 22 U.S.C. § 611 Note on Policy and Purpose of Subchapter.

[62] Letter at 1 (describing headquarters); *see, e.g.*, [citation to Company SEC] Form 20-F (referencing registration in [territory in Foreign Country 5]).

22 U.S.C. § 611(b)(1), "a government of a foreign country." The [government of Foreign Country 1], including [the part of the government for which Company registered under FARA], is such a government and thus also qualifies as a foreign principal under FARA.[63]

As to which activities require registration, those include when a person:

> (i) engages within the United States in political activities for or in the interests of [their] foreign principal;
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> (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 [their] foreign principal; [or]
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> . . .
>
> (iv) represents the interests of such foreign principal before any agency or official of the Government of the United States.[64]

Here, [Individual] and [P.A. Firm] engaged in multiple categories of FARA-covered activities for the reasons that follow.

First, under § 611(c)(1)(i), [Individual] "engage[d] within the United States in political activities for or in the interests of [their] foreign principal."[65] FARA defines "political activities" in part as "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 the political or public interests, policies, or relations of a government of a foreign country or a foreign political party."[66]

In 2025, [Company] engaged in prominent, explicit efforts within the United States to encourage investment in [Foreign Country 1], including in other [Foreign Country 1] companies, through the "[slogan encouraging investment in Foreign Country 1]" campaign.[67] Most notably, it held the [date], [conference] with American and [Foreign Country 1] government officials to connect investors to all sectors of the [Foreign Country 1] economy, including [two specific economic sectors].[68] [Company] promoted the events in corporate press releases and obtained news coverage

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[63] 22 U.S.C. § 611(b)(1), (3).

[64] 22 U.S.C. § 611(c)(1)(i)-(ii), (iv).

[65] 22 U.S.C. § 611(c)(1)(i).

[66] 22 U.S.C. § 611(o).

[67] *See supra* notes 14-26 and accompanying text.

[68] *See supra* notes 14-23 and accompanying text.

carrying its message encouraging investment in [Foreign Country 1].[69] For example, [a media outlet's] story quoted [Subsidiary A]'s president as commenting on [the potential of Foreign Country 1 and Subsidiary A's interest in helping other Foreign Country 1 companies connect with the American and international business world].[70] These are activities that [Company] intended to influence sections of the American public and federal officials with reference to public interests of [Foreign Country 1].[71] As such, they are "political activities" under FARA.[72] As the coordinator of [Company] and [Subsidiary A]'s government relations, [Individual] participated in and was present at the [American city] events.[73]

[P.A. Firm] agreed to carry on the "[slogan encouraging investment in Foreign Country 1]" campaign and shortly thereafter its new employee, [Individual], facilitated and participated in the meeting between high-ranking [Foreign Country 1] officials and a Member of Congress.[74] In complying with the direction from [the executive of Company], to arrange for [Foreign Country 1]'s inclusion, the government affairs firm was engaging in activity with reference to the public interests and policies of [Foreign Country 1].[75] Arranging for an Ambassador and [another high-ranking official] to meet with a Member of Congress indicates an intent to advance that country's interests in some way.[76] In addition to [Individual], [P.A. Firm] thus also engaged in "political activities."[77]

For the second category, under § 611(c)(1)(ii), multiple types of roles are at issue here.[78] "[P]ublic-relations counsel" under FARA 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."[79] By advising [Company] about public events with U.S. government officials that promote investments in [Company]'s

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[69] *See, e.g.*, [news story], *supra* note 24.

[70] *Id.*

[71] 22 U.S.C. § 611(o).

[72] *Id.*

[73] Supp. at 1.

[74] *See supra* notes 43-51 and accompanying text.

[75] 22 U.S.C. § 611(o).

[76] *Id.* (defining "political activities" in part to include activity that a person believes will "*in any way* influence any . . . official of the Government of the United States" with reference to a foreign country's public interests) (emphasis added).

[77] *Id.*

[78] 22 U.S.C. § 611(c)(1)(ii).

[79] 22 U.S.C. § 611(g).

operating markets, including [Foreign Country 1], [Individual] and [P.A. Firm] served as public-relations counsel under the statute.[80] In addition, "political consultant" under FARA is defined, as relevant here, as "any person who engages in informing or advising any other person with reference to the domestic or foreign policies of the United States."[81] By advising [Company] regarding U.S. policy while an in-house employee, [Individual] served as a "political consultant" within its meaning under FARA.[82] [P.A. Firm]'s contract calls for it to provide similar services to [Company].[83] Moreover, [Individual]'s involvement with [Foreign Country 1] investment promotion and both [Individual]'s and [P.A. Firm]'s facilitation of the [Foreign Country 1] officials' [Capitol Hill] meeting also qualify them as "information-service employee[s]," which is defined in relevant part to include "any person who is engaged in furnishing, disseminating, or publishing accounts, descriptions, information, or data with respect to the benefits, advantages, facts, or conditions any government of a foreign country."[84] [Individual] and [P.A. Firm] each have accordingly played multiple roles under the § 611(c)(1)(ii) category of registrable activities.

Third, efforts by [Individual] and [P.A. Firm] constituted "represent[ing] the interests of [their] foreign principal[s] before any agency or official of the Government of the United States" under 22 § 611(c)(1)(iv). In addition to constituting "political activities" under § 611(c)(1)(i) as explained above, [Individual]'s promotion of [Company] to U.S. officials and participation in the promotion efforts for [Foreign Country 1] also require registration under § 611(c)(1)(iv).[85] [P.A. Firm]'s facilitation of the Hill meeting with the [Foreign Country 1] delegation likewise qualifies as § 611(c)(1)(iv) activity.[86]

The next step in the FARA analysis concerns the nature of the relationship, namely whether [Individual] and [P.A. Firm] had the requisite agency relationships with the foreign principals [Company] and [Foreign Country 1] when engaging in the categories of registrable activities identified above. Agency can arise within the meaning of FARA under 22 U.S.C. § 611(c)(1) when a person acts "as an agent, representative, employee," or otherwise "at the order, request, or under

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[80] 22 U.S.C. § 611(c)(1)(ii), (g). Indeed, shortly before most of the [year] events described above, [Company]'s in-house [public affairs personnel] received an annual award from [a national public relations organization] for its earlier efforts, an entry [with a title that included a reference to assisting Foreign Country 1]. Supp. at 7; [citation to public relations organization website].

[81] 22 U.S.C. § 611(p).

[82] *Id.*

[83] Letter Ex. A §§ 1.4, 1.8, 13 (providing a scope of engagement including [political and policy guidance] and [monitoring political or policy issues and offering insights and strategic guidance]).

[84] 22 U.S.C. § 611(i).

[85] *See supra* notes 11-12, 17-24 and accompanying text.

[86] *See supra* notes 38-51 and accompanying text.

the direction or control, of a foreign principal" in covered activities.[87] Similarly, agency can arise under 22 U.S.C. § 611(c)(2) when a person "agrees, consents, assumes, or purports to act as, or who is or holds himself out to be, whether or not pursuant to a contractual relationship" such an agent of a foreign principal.

For purposes of [Individual]'s in-house work for [Company], he was an "employee" and accordingly was an agent of that foreign company.[88]

As to [P.A. Firm] and [Individual]'s work for it, [P.A. Firm]'s contract for [Company] (through [Law Firm]) specifies that the agreement began on [date].[89] As of that date, [P.A. Firm] had an agreement to continue work on the "[slogan encouraging investment in Foreign Country 1]" campaign and other work for [Company], and accordingly was an agent for that company and its subsidiaries.[90] Though the execution date for the contract came later, the agreement date establishes that the contractual obligations had already commenced as of [date].[91] The parties apparently began operating pursuant to the understanding that was later formalized and signed. Consistent with that arrangement, the Letter reflects that [Individual] was considered hired by [P.A. Firm] for his position as [Company]'s primary external lobbyist as of [date].[92] [Individual] was then in a transition period, working as both an employee of [Company] and an external lobbyist at [P.A. Firm] working on the contract for [Company].[93] In the latter capacity, both [Individual] and [P.A. Firm] were operating under the control of [Company] for purposes of FARA by virtue of the contract as of October 1, 2025.[94]

The assent by [Company]'s [executive] to have the [Foreign Country 1] delegation join [Company] at the planned meeting with [U.S. House Member] raises the question of whether [Individual] and [P.A. Firm] (through [Law Firm]) additionally had a FARA agency relationship with the [government of Foreign Country 1]. When [Individual] facilitated that meeting while employed by both [Company] and [P.A. Firm], he and [P.A. Firm] were acting as "agent[s]" or

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[87] 22 U.S.C. § 611(c)(1). Agency also arises when a person is so directed by an intermediary, *i.e.* by 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." *Id.* "[C]ontrol" under FARA includes "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." 28 C.F.R. § 5.100(b).

[88] 22 U.S.C. § 611(c)(1).

[89] *See supra* notes 28-29 and accompanying text.

[90] *See supra* notes 28-31 and accompanying text.

[91] *Id.*

[92] *See supra* notes 28, 33-35 and accompanying text.

[93] *Id.*

[94] 22 U.S.C. § 611(c)(1); 28 C.F.R. § 5.100(b).

"representative[s]" of [Foreign Country 1][95] and "agree[ing]" or "consent[ing]" to being such an agent.[96] Though [Individual] indicates that he made some effort to focus the contacts with [U.S. House Member and their] office on [Company]'s business interests, [Company's executive]—his manager and client at that point—had expanded the scope of the activities.[97] [Company's executive] did so by directing that [Company] and its agents would serve as a liaison between [Foreign Country 1] and American government officials.[98] Indeed, following the meeting, [Company] registered as an agent of the government of [Foreign Country 1].[99] Though not determinative with respect to the obligations of others, that registration is a further indication that [Individual] and [P.A. Firm] were operating as agents of [Foreign Country 1] through [Company].[100] [Individual] and [P.A. Firm] accordingly had an agency relationship with [Foreign Country 1] in connection with facilitating and participating in the[date], meeting.[101]

Accordingly, each of these above-described registrable activities was in the interest of and pursuant to an agency relationship with one or more foreign principals. Because the three elements that make [Individual] and [P.A. Firm] "agent[s] of a foreign principal"[102] are present, they must register unless a FARA exemption applies.[103] "The burden of establishing the availability of an exemption under the Act shall rest upon the person whose benefit the exemption is claimed."[104] Based on the facts, three exemptions warrant analysis here.

One exemption from FARA's registration requirements is for certain commercial activity. Under § 613(d)(1), an agent of a foreign principal may be exempt if it engages "*only* . . . in private and nonpolitical activities in furtherance of the bona fide trade or commerce" of the foreign principal.[105] FARA's implementing regulations further provide that:

> [the] activities of an agent of a foreign principal . . . in furtherance of the bona fide trade or commerce of such foreign principal shall be considered

[95] 22 U.S.C. § 611(c)(1).

[96] 22 U.S.C. § 611(c)(2).

[97] *See supra* notes 39-51 and accompanying text.

[98] *Id.*

[99] *See supra* note 52 and accompanying text.

[100] *Id.*

[101] 22 U.S.C. § 611(c)(1).

[102] 22 U.S.C. § 611(c).

[103] 22 U.S.C. § 613.

[104] 28 C.F.R. § 5.300.

[105] 22 U.S.C. § 613(d) (emphasis added).

> "private," even though the foreign principal is owned or controlled by a foreign government, so long as the activities do not directly promote the public or political interests of the foreign government.[106]

To qualify for this commercial exemption, the activities at issue thus must be nonpolitical, private, and not directly in promotion of the public interests of a foreign government.

[Individual]'s and [P.A. Firm]'s activities were not, however, solely private and nonpolitical. As explained above, their work constituted "political activities" as defined by FARA,[107] and accordingly are ineligible for the commercial exemption under the "nonpolitical" requirement.[108] The activities were also—at least in part—on behalf of a foreign government and thus were also not "only" private.[109] Moreover, even if not considered to be acting as agents of [Foreign Country 1], the outreach by [Individual] and [P.A. Firm] would still not be "considered 'private'" under the governing regulation[110] because, as discussed previously, the activities directly promoted public interests of [Foreign Country 1].[111] As a result, even though the efforts may have been in part "in furtherance of the bona fide trade or commerce" of [Company], the outreach would not be "considered 'private'" under 28 C.F.R. § 5.304(b). Since the activities were neither solely private nor nonpolitical as defined, they are not eligible for the § 613(d)(1) exemption.

A second exemption from registration appears in § 613(d)(2) and exempts "[a]ny person engaging or agreeing to engage only . . . in other activities not serving predominantly a foreign interest."[112] An implementing regulation further specifies that "a person engaged in political activities on behalf of a foreign corporation . . . will not be serving predominantly a foreign interest where the political activities are directly in furtherance of the bona fide commercial, industrial, or financial operations of the foreign corporation, so long as the political activities are not directed by a foreign government . . . and the political activities do not directly promote the public or political interests of a foreign government."[113] Again, as discussed above, some of the political activities were directed by a foreign government and directly promoted the public interests of [Foreign Country 1].[114] Applying the implementing regulation, Requestors would be serving predominantly a foreign

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[106] 28 C.F.R. § 5.304(b).

[107] *See supra* notes 65-77 and accompanying text.

[108] 22 U.S.C. § 613(d).

[109] 22 U.S.C. § 613(d).

[110] 28 C.F.R. § 5.304(b).

[111] *See supra* notes 67-71 and accompanying text.

[112] 22 U.S.C. § 613(d)(2).

[113] 28 C.F.R. § 5.304(c).

[114] *See supra* notes 67-77 and accompanying text.

interest when engaging in the political activities at issue.[115] Accordingly, they have not met their burden of establishing that the exemption at § 613(d)(2) applies to their recent activities.

A third exemption appears in § 613(h) and exempts agents of private foreign principals "engaged in lobbying activities and . . . registered under the Lobbying Disclosure Act of 1995 [("LDA")] in connection with the agent's representation of such person or entity."[116] FARA regulations further specify that the exemption is not recognized "where a foreign government or foreign political party is the principal beneficiary."[117] [P.A. Firm] and [Individual] registered in [month and year] and at this point claim that the registration was effective on [date].[118] The exemption is accordingly unavailable for conduct preceding that date. This exemption is also unavailable here because one of the foreign principals was a foreign government[119] and because the [government of Foreign Country 1] was the "principal beneficiary" of the investment promotion activity and facilitation of the meeting with Congress.[120]

Because [Individual] and [P.A. Firm] qualify as "agent[s] of a foreign principal" and are not exempt from registration, they are obligated to register for their recent activities. Because [Company] previously registered under FARA, [Individual]'s registration obligation in connection with his former employment at [Company] can be satisfied through a short-form registration statement.[121]

Whether [P.A. Firm]'s registration (as well as [Individual]'s in association with [their] employment there) could be terminated or would need to continue would depend on the nature of its activities moving forward.[122] [Company] has "commercial initiatives" "centered around [its dollar-amount] investment commitment in [Foreign Country 1]," and [P.A. Firm] has been asked to continue to "organize U.S. events around these initiatives," including inviting "U.S. government officials" to "events that promote investment in [Company]'s operating markets, including

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[115] 28 C.F.R. § 5.304(c).

[116] 22 U.S.C. § 613(h).

[117] 28 C.F.R. § 5.307.

[118] *See supra* notes 55-59 and accompanying text.

[119] 22 U.S.C. § 613(h) (exempting agents of persons described in 22 U.S.C. § 611(b)(2) (persons outside the United States) or 22 U.S.C. § 611(b)(3) (certain artificial entities outside the United States), but not agents of persons described in 22 U.S.C. § 611(b)(1) (foreign governments and political parties)).

[120] 28 C.F.R. § 5.307.

[121] 28 C.F.R. § 5.202. Because [Company]'s filings indicate that it has already terminated its agency with [Foreign Country 1], [Individual]'s filing at this late juncture would be an amendment to that registration. *See* 28 C.F.R. § 5.204.

[122] 28 C.F.R. § 5.205 (prescribing procedures for terminating registrations).

[Foreign Country 1]."[123] [Individual] and [P.A. Firm] indicate, however, that their activities will be less connected to broad investment promotion in [Foreign Country 1] and other countries moving forward. For example, [P.A. Firm] client [Company] will no longer be taking actions on behalf of, or perceived to be on behalf of, the [Foreign Country 1] government.[124] Future events for [Company] will focus more on *that company's* investment commitment in [Foreign Country 1] or similar initiatives in other countries, not investment in other companies, and do not reference the inclusion of foreign government officials.[125] Furthermore, [P.A. Firm] is now registered under the LDA in connection with its representation of [Company].[126] So long as the planned future activities will not principally benefit the [government of Foreign Country 1], it would be permissible for [P.A. Firm] to terminate after registering and complying with its FARA reporting and disclosure obligations related to earlier activities. The background materials that [P.A. Firm] has been using to initiate meetings, for example, are consistent with a primary benefit to [P.A. Firm]'s private-sector clients.[127]

More immediately, useful information and forms may be obtained in connection with the required registration on the FARA Unit's website, located at https://www.justice.gov/nsd-fara. This advisory opinion is expressly limited to the facts, conditions, and conclusions stated herein.

We will treat your submission as confidential 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

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[123] Letter at 4.

[124] Letter at 3.

[125] Letter at 4.

[126] *See supra* notes 55-59 and accompanying text.

[127] Supp. at 7-19.