



**U.S. Department of Justice**

National Security Division

Counterintelligence and Export Control Section

Washington, DC 20530

December 6, 2017

[addressee deleted]

Re: [text deleted]  
Request for Advisory Opinion

Dear [name deleted]:

We write in response to your letter of November 3, 2017, in which you request an opinion pursuant to 28 C.F.R. § 5.2(a), with respect to the registration status of your client, [US company], pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.* (“FARA” or the “Act”). Based upon your representations and the contracts provided with the letter, we have determined that [US company] does not have an obligation to register under FARA.

According to your submission, [US company], entered into agreements with [US firm 1] and [US firm 2] on [date], and [date], respectively, to provide specified services to each organization in connection with the two firms’ representation of [foreign government]. Both [US firm 1] and [US firm 2] are currently registered under FARA and have made disclosures of their activities on behalf of [foreign government]. According to the contracts and your representations, we understand [US company]’s, work to be limited to providing meeting coordination, relationship facilitation, and cross-cultural communications clarification. Both contracts contain limitations on the role of [US company], with respect to the work being conducted by [US firm 1] and [US firm 2] on behalf of [foreign government]. Specifically, [US company], may not make any strategic decisions, advise or represent either firm with respect to public relations matters, publish or distribute any written material on behalf of the firms or the [foreign government], make any appearance before U.S. Government officials on behalf of the firms or the [foreign government], or engage in any efforts to influence any U.S. Government official or any section of the public with respect to the domestic or foreign policy of the United States. Both contracts between [US firm 1] and [US firm 2] with [US company], specifically state that the activities of [US company], are intended not to constitute “political activity,” as that term is defined in Section 1(o) of FARA. Additionally, both contracts compensate [US company], for brokering and securing [US firm 1]’s and [US firm 2]’s representation of the [foreign government] in the form of monthly payments based upon a percentage of the firms’ receipts from the [foreign government], to include the ongoing work of [US company], for the two firms.

Generally speaking, a party is an “agent of a foreign principal” who must register under FARA if it acts directly or indirectly “at the order, request, or under the direction or control of a foreign principal” and engages in one of the following activities:

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

22 U.S.C. § 611(c).

First, we must consider whether there is a foreign principal from whom the potential registerable foreign agent is accepting orders, requests, or direction or control. The term “foreign principal” would include the [foreign government], since it is the government of a foreign country. 22 U.S.C. § 611(b)(2). We note, however, that [US company]’s, contracts are with [US firm 1] and [US firm 2], not the [foreign government]. [US company]’s interactions with the [foreign government] officials is limited to scheduling, coordinating, and facilitating communications. The contracts specifically prohibit [US company] from undertaking any substantive work on behalf of the [foreign government], either directly or indirectly, limiting [US company]’s, obligations to the service of [US firm 1] and [US firm 2]. Because of these limitations, we agree that there does not appear to be an agency relationship with a foreign principal.

Further, you have represented, and the contracts specifically state, that notwithstanding the issue of whether the [foreign government] is a foreign principal on whose behalf [US company] is acting, [US company] is specifically prohibited from engaging in any of the activities either outlined or enumerated in Section 1(c) of the Act that would cause it to be considered an “agent of a foreign principal” and subject to a registration obligation. Namely, [US company] is prohibited under the contracts from (1) engaging in political activities; (2) acting as public relations counsel, publicity agent, information service employee or political consultant for the [foreign government]; (3) soliciting collecting, or disbursing funds or other things of value on behalf of the [foreign government]; or (4) representing the interests of the [foreign government] before an official or agency of the United States.

Accordingly, we agree with your assessment that [US company] does not have an obligation to register under FARA. Our determination is limited to the particular facts you have represented in your November 3, 2017, letter and the two contractual agreements attached thereto. Therefore, if any of the facts with respect to activities undertaken by [US company] depart in any way from those described in your November 3, 2017, letter and the contractual agreements, please notify this office, as the registration status of [US company], may change.

We also note that you contemplate that [US company] might enter into future agreements that would be similar in nature to the two agreements you provided to us with your November 3, 2017, letter and your representations of [US company]'s, activities. We therefore, advise that you contact this office if the terms of future agreements and the activities of [US company] differ in any material way from those discussed in our exchange of letters.

We will treat your submission in accordance with 28 C.F.R. § 5.2(m). Please contact [name deleted] or me by telephone at 202-233-0776, if you have any questions.

Sincerely,

Heather H. Hunt, Chief  
FARA Registration Unit