



U.S. Department of Justice

National Security Division

Washington, DC 20530

July 9, 2012

[addressee deleted]

Re: Request for an Advising Opinion Regarding FARA Registration

Dear [name deleted]:

This is in response to your letter of March 23, 2012. You request an opinion under Rule 2, 28 CFR § 5.2, regarding the possible registration obligation or exemption of [foreign partnership] under the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.* (FARA or the Act). On September 19, 2012, we received the FARA registration for [US company], a Delaware corporation, as agent for [foreign company], on behalf of the [foreign country]. Since both your Rule 2 request and the registration of [US company] involve [foreign partnership] and are intertwined, we address both issues below.

Your letter states that [foreign partnership], a limited partnership registered in [foreign countries], operating as [dba], was retained by the Embassy of [foreign country] in [another foreign country] to perform specific consultancy services for the Embassy in [foreign countries] “but not in the United States.” [Foreign partnership] retained [foreign company] to provide public relations services to support [foreign partnership]’s contract with the [foreign country] Embassy. The services will be performed in the [foreign countries], [continent], and the United States. In turn, [foreign company] contracted with its US subsidiary, [US company], to provide these consultancy services in the United States for the [foreign country]. In other words, the [foreign country] Embassy hired [foreign partnership], [foreign partnership] hired [foreign company], and [foreign company] contracted with [US company] to deliver public relations services for [foreign government] in the United States.

Based on the information provided in your letter, this Unit has determined that [foreign partnership] and [foreign company] are not “agents of a foreign principal” as defined in Section 611(c) of FARA in as much as neither are engaged within the United States in any of the activities enumerated in Section 611(c)(i)-(iv) of the Act. Therefore, so long as neither [foreign partnership] nor [foreign company] act within the United States on behalf of the [foreign government] and all public relations activities within the U.S. are conducted exclusively by [US company], [foreign partnership] and [foreign company] are not required to register under FARA.

Although [foreign partnership] and [foreign company] are not required to register under FARA, in order for full disclosure to be made under the Act, [US company] must amend its registration to disclose the relationship with [foreign company], and ultimately, its relationship

with [foreign partnership] and the [dba]. Except for the mention of [foreign company], as foreign principal on behalf of [foreign government], the [US company] FARA filing does not provide the necessary information about [foreign government] and [foreign company]. There is no mention in the filing of [foreign partnership], or [the dba]. The filing contains no written contract or the substance of any oral contract between [foreign partnership] and [foreign company] or any written contract or the substance of any oral contract between [foreign partnership] and the [foreign government]. The filing does not provide sufficient disclosure to protect the interests of the United States envisioned by FARA, that is, to require full public disclosure of the political and quasi-political activities of persons acting for foreign principals in the United States and the source of information and the identity of persons attempting to influence public opinions, policy and law. The filing should disclose [foreign partnership]'s part in this venture and the contractual obligations of all other contracting parties, and the identity and role of all foreign principals and agents should be clearly explained.

Please note that the question of obligation or exemption must be revised as the nature of the relationship changes from time to time. Because the question of obligation or exemption depends on your firm's relationship with any foreign principal, this opinion is limited to the facts as represented. If the facts concerning your relationship should change, you may wish to ask us to reexamine whether the entities referred to above have an obligation to register under the Act.

Sincerely,

Heather H. Hunt, Chief
Registration Unit
Counterespionage Section