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November 2015  
OFFICE OF GENERAL  
COUNSEL

Mr. Jeff S. Jordan  
Federal Election Commission  
Office of Complaints Examination and Legal Administration  
Attn: Kim Collins, Paralegal  
999 E Street, NW  
Washington D.C. 20436

Re: MMWP12 LLC, K2M, LLC, Mark Kvamme, and Paul Johannsen  
(MUR 6969)

Dear Mr. Jordan:

This office represents MMWP12 LLC, K2M, LLC, Mark Kvamme, and Paul Johannsen (collectively, the "Respondents") and is filing this response pursuant to 52 U.S.C. § 30109(a) and 11 C.F.R. § 111.6. On October 7, 2015, the Federal Election Commission ("FEC" or "Commission") notified our clients of a complaint ("Complaint") filed by the American Democracy Legal Fund. The Complaint makes two allegations: (1) that Respondents Kvamme, Johannsen, and K2M, LLC violated 52 U.S.C. § 30122 – which prohibits contributions "in the name of another person" – by giving money to a Super PAC through another organization, Respondent MMWP12 LLC; and (2) that Respondent MMWP12 LLC was required to register and report as a political committee.

These allegations have no merit. Both FEC and Montana precedent rebut the central premise underlying the Complaint's allegations – i.e., that the FEC should disregard the identity of the business entity actually making the contribution and instead consider the contribution as from some combination of the entity's members and officers. As explained further below, this legal theory ignores decades of settled FEC precedent as well as clear Montana authority confirming that funds disbursed from an LLC's bank account are funds from the LLC itself rather than its members or officers.

When viewed through the proper legal framework, this matter thus presents a fairly straightforward application of the Federal Election Campaign Act of 1971 ("FECA" or "Act"), as amended, to a business entity exercising its constitutionally-guaranteed right to contribute to a Super PAC. *See Citizens United v. FEC*, 558 U.S. 310 (2010), and *SpeechNow.org v. FEC*, 599 F.3d 686 (D.C. Cir. 2010). The FEC should find no reason to believe that Respondents violated the Act or

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Commission regulations by exercising that right. Therefore, the Commission should dismiss Respondents from this matter on the merits.<sup>1</sup>

Should the Commission desire to apply a different framework to analyze the contribution at issue here, it can only do so prospectively after dismissing this matter and initiating a rulemaking. To do otherwise would violate Respondents' Due Process rights. Given the number of LLC-related enforcement matters reportedly pending with the Commission, it is apparent that the FEC's failure to so far adopt a substantive rulemaking following *Citizens United* and *SpeechNow* has created significant legal uncertainty. The absence of clear direction from the Commission has forced the regulated community to apply rules that are outdated and embody erroneous legal standards. Rather than move forward in this and other LLC-related enforcement matters, all of which appear to be the direct result of the FEC's lack of clear guidance in this area of law, the Commission should dismiss these matters and move to open a rulemaking on this topic.

#### FACTUAL BACKGROUND

MMWP12 LLC is a Montana limited liability company whose principal place of business is in Whitefish, Montana. See Affidavit of Megan Jean Browning Kvamme ("Kvamme Aff.") at ¶5 (enclosed). The sole member of MMWP12 LLC is K2M, LLC, which is itself a Montana limited liability company. *Id.* at ¶6.

Megan Jean Browning Kvamme is MMWP12 LLC's President and Treasurer, *id.* at ¶1, and Mark Kvamme is MMWP12 LLC's Vice President and Secretary, *id.* at ¶7. MMWP12 LLC's officers have the same duties and authorities customarily possessed by such officers under Montana law, subject to any limits or expansion of such authority by the LLC's managers. *Id.* at ¶8. At the time of the contribution at issue in this matter, MMWP12 LLC was managed by its sole member, K2M, LLC. *Id.*

For tax purposes, MMWP12 LLC is treated as a disregarded entity under the Internal Revenue Code. *Id.* at ¶9. MMWP12 LLC has no set dissolution date. *Id.* at ¶10. In fact, the LLC's continued existence is integral to the ongoing Montana

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<sup>1</sup> Furthermore, Respondent Paul Johannsen had no material role in authorizing or making the contribution at issue here, nor was the contribution attributable to him, and so he should be dismissed for this reason as well.

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real estate business of K2M, LLC which, along with its affiliates, maintains approximately \$43.7 million of real estate and other assets. *Id.* at ¶¶10, 14.

MMWP12 LLC was conceived in April of 2015 as a business entity to manage the millions of dollars in Montana real estate owned by K2M, LLC and its affiliates. *Id.* at ¶¶11-16. Upon the advice of counsel, and as is typical of companies like K2M, LLC that are both holding and managing real estate assets, separating the management function from the ownership function was important for legal liability purposes. *Id.* at ¶16.

Among its management activities, MMWP12 LLC has and continues to actively seek and promote the rental of vacation cabins and homes located on the properties held by K2M, LLC and two other entities. *Id.* at ¶ 17. MMWP12 LLC performs this function through its real estate agent, PMJ LLC, which is wholly owned by Paul Johannsen. *Id.* In addition to renting out the vacation cabins and homes, MMWP12 LLC promotes and leases the properties for other purposes. *Id.* For example, earlier this year MMWP12 LLC entered into an agreement with a film production company to lease a portion of the properties as the set for a movie. *Id.* Filming ended earlier this month, and MMWP12 LLC anticipates entering into future lease agreements for other uses of the properties. *Id.*

On or about June 29, 2015, Megan Kvamme spoke with Brooke Bodney, a representative of New Day Independent Media Committee ("Committee"), concerning ways individuals and organizations could help Ohio Governor John Kasich's presidential campaign. *Id.* at ¶19. Pursuant to her authority as MMWP12 LLC's President, Megan Kvamme authorized MMWP12 LLC to make a \$500,000 contribution to the Committee. *Id.* at ¶20. Megan Kvamme's instruction to wire the funds from MMWP LLC's bank account to the Committee was carried out by Paul Johannsen, who did not otherwise participate in the making of, or the decision to make, the contribution. *Id.* at ¶21.<sup>2</sup> For accounting purposes, the contribution was attributed to MMWP12 LLC's sole member, K2M, LLC, which is treated as a partnership for tax purposes under the Internal Revenue Code, and ultimately to Megan Kvamme and Mark Kvamme who each have 50% membership interests in K2M, LLC. *Id.* at ¶22.

<sup>2</sup> Paul Johannsen once served as MMWP12 LLC's registered agent but no longer has those duties. See Kvamme Aff. at ¶18. He does assist with day-to-day administrative tasks for MMWP12 LLC, as directed by its officers. *Id.*

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Before MMWP12 LLC made the contribution, Megan Kvamme highlighted to Brooke Bodney and the Committee's counsel that an LLC would be making a contribution to the Committee. *Id.* at ¶23. Megan Kvamme also emphasized the importance of understanding how any applicable disclosure laws might apply to the contribution. *Id.* In particular, and noting her and her husband Mark Kvamme's involvement with the LLC, Megan Kvamme raised the issue of whether applicable law might require disclosure of her and her husband's names in connection with the contribution. *Id.*

### THE LEGAL FRAMEWORK

The Complaint's first allegation is that "MMWP12 was used to make contributions in the names of other persons." Compl. at 3. The FECA's prohibition on this point provides:

#### **§ 30122. Contributions in name of another prohibited**

No person shall make a contribution in the name of another person or knowingly permit his name to be used to effect such a contribution and no person shall knowingly accept a contribution made by one person in the name of another person.

52 U.S.C. § 30122. The FEC's regulations elaborate on this provision by providing the following two examples of conduct that violates this "name of another" prohibition:

- (i) Giving money or anything of value, all or part of which was provided to the contributor by another person (the true contributor) without disclosing the source of money or the thing of value to the recipient candidate or committee at the time the contribution is made, *see* 11 CFR 110.6; or
- (ii) Making a contribution of money or anything of value and attributing as the source of the money or thing of value another person when in fact the contributor is the source.

11 C.F.R. § 110.4(b)(2).

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Because the contribution at issue here was made by an LLC, the Complaint's first allegation also implicates the regulation the FEC adopted in 1999 to "govern[] the treatment of Limited Liability Companies under the [Act]." *Treatment of Limited Liability Companies under the Federal Election Campaign Act*, 64 Fed. Reg. 37,397 (July 12, 1999). Codified at 11 C.F.R. § 110.1 (g), the LLC regulation provides as follows:

**§ 110.1 Contributions by persons other than multicandidate political committees (52 U.S.C. 30116(a)(1)) . . .**

**(g) Contributions by limited liability companies ("LLC")—(1)**

*Definition.* A limited liability company is a business entity that is recognized as a limited liability company under the laws of the State in which it is established.

(2) A contribution by an LLC that elects to be treated as a partnership by the Internal Revenue Service pursuant to 26 CFR 301.7701–3, or does not elect treatment as either a partnership or a corporation pursuant to that section, shall be considered a contribution from a partnership pursuant to 11 CFR 110.1(e).

(3) An LLC that elects to be treated as a corporation by the Internal Revenue Service, pursuant to 26 CFR 301.7701–3, or an LLC with publicly traded shares, shall be considered a corporation pursuant to 11 CFR Part 114.

(4) A contribution by an LLC with a single natural person member that does not elect to be treated as a corporation by the Internal Revenue Service pursuant to 26 CFR 301.7701–3 shall be attributed only to that single member.

(5) An LLC that makes a contribution pursuant to paragraph (g)(2) or (g)(4) of this section shall, at the time it makes the contribution, provide information to the recipient committee as to how the contribution is to be attributed, and affirm to the recipient committee that it is eligible to make the contribution.

For LLCs that fall under subsection (g)(2), which would include LLCs that are disregarded entities under the Internal Revenue Code, the same attribution

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regulation that applies to partnership contributions also will apply to the LLC when it makes a contribution. This rule also is codified at 11 C.F.R. § 110.1 and states as follows:

(e) *Contributions by partnerships.* A contribution by a partnership shall be attributed to the partnership and to each partner—

- (1) In direct proportion to his or her share of the partnership profits, according to instructions which shall be provided by the partnership to the political committee or candidate; or
- (2) By agreement of the partners, as long as—
  - (i) Only the profits of the partners to whom the contribution is attributed are reduced (or losses increased), and
  - (ii) These partners' profits are reduced (or losses increased) in proportion to the contribution attributed to each of them.

A contribution by a partnership shall not exceed the limitations on contributions in 11 CFR 110.1 (b), (c), and (d). No portion of such contribution may be made from the profits of a corporation that is a partner.

11 C.F.R. § 110.1(e).

The Complaint's second allegation asserts that MMWP12 LLC itself should have registered as a federal political committee. But before an entity can become a political committee, it must satisfy both a statutory and a constitutional test. In relevant part, the FECA defines the term "political committee" as "any committee, club, association, or other group of persons which receives contributions aggregating in excess of \$1,000 during a calendar year or which makes expenditures aggregating in excess of \$1,000 during a calendar year." 52 U.S.C. § 30101(4).

Beyond these statutory requirements, however, the Supreme Court and lower federal courts have consistently "construed the words 'political committee' . . . narrowly [to] only encompass organizations that are under the control of a candidate or the major purpose of which is the nomination or election

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of a candidate.” *Buckley v. Valeo*, 424 U.S. 1, 79 (1976) (emphasis added); *see also FEC v. Mass. Citizens for Life, Inc.*, 479 U.S. 238, 252 n.6 (1986) (reaffirming *Buckley*). *Buckley* “explicitly recognized the potentially vague and overbroad character of the ‘political committee’ definition in the context of FECA’s disclosure requirements.” *FEC v. Machinists Non-partisan Political League*, 655 F.2d 380, 391 (D.C. Cir. 1981). To “avoid questions of unconstitutionality,” *Buckley*, 424 U.S. at 79 n.106, and to limit the “chilling effects worked upon” speakers, *ACLU v. Jennings*, 366 F. Supp. 1041, 1056-57 (D.D.C. 1973) (three-judge court), vacated as moot sub nom., *Staats v. ACLU*, 422 U.S. 1030 (1975), the Supreme Court incorporated the “major purpose” requirement as a sine qua non that regulators must consider when determining whether an organization qualifies as a political committee. Otherwise, Congress would subject many organizations “to an elaborate panoply of FEC regulations requiring the filing of dozens of forms [and] the disclosing of various activities” without adequate justification or concern for “First Amendment values.” *FEC v. GOPAC, Inc.*, 917 F. Supp. 851, 858 (D.D.C. 1996) (quoting *Machinists*, 655 F.2d at 392), 859 (quoting *Buckley*, 424 U.S. at 79); *see also N.C. Right to Life, Inc. v. Leake*, 525 F.3d 274, 287 (4th Cir. 2008) (noting that “designation as a political committee often entails a significant regulatory burden”).

## ANALYSIS

### **I. MMWP12 LLC Did Not Make a Contribution in the Name of Another.**

#### **A. MMWP12 LLC Itself Was the Source of the Contribution.**

Assuming the Commission’s existing LLC rule can and should be applied here, MMWP12 LLC followed the regulation’s requirements and, therefore, did not make a contribution in the name of another as alleged in the Complaint. Making a contribution in the name of another requires two persons – one to make the contribution and a second who is the “true contributor” on whose behalf the contribution is made. 11 C.F.R. § 110.4(b)(2)(i); *see also* Oxford Dictionary of English (3d ed. 2015) (defining “another” as an “additional” or “different person or thing from one already mentioned or known about”). Applying the LLC regulation here demonstrates that both the named contributor and the true contributor were the same person – MMWP12 LLC – therefore precluding any “name of another” violation.

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The Commission's LLC regulation states that a "contribution by an LLC that elects to be treated as a partnership by the Internal Revenue Service pursuant to 26 CFR 301.7701-3, or does not elect treatment as either a partnership or a corporation pursuant to that section, shall be considered a contribution from a partnership pursuant to 11 CFR 110.1(e)." 11 C.F.R. § 110.1(g)(2) (emphasis added). As discussed above, MMWP12 LLC is a limited liability company that is treated as a disregarded entity under Internal Revenue Service rules. *See supra* at 2; Kvamme Aff. at ¶9. Accordingly, MMWP12 LLC "is treated as a partnership under Commission regulations." FEC Adv. Op. 2004-42 (Pharmavite) (applying the LLC rule to a disregarded entity pre-*Citizens United*).

Partnerships are freestanding entities distinct from the partners themselves. While contributions made by a partnership also are attributed to the partners, *see* 11 C.F.R. § 110.1(e), both federal and state law confirm that the actual entity making the contribution is the partnership itself – in this case, MMWP12 LLC – and not any parent, subsidiary, manager or individual. The FECA specifically treats a "partnership as having an identity separate from that of all the partners." FEC Adv. Op. 1981-50, at 2 (Hansel, Post, Brandon & Dorsey). And even though the FEC's rule requires attribution to partners, the attribution process "does not convert a partnership contribution into individual contributions." MUR 5333 (Robert B. Lichfield), Factual & Legal Analysis for Robert Browning Lichfield Family Limited Partnership, at 4 (Dec. 16, 2005); *see also* MUR 5333 (Robert B. Lichfield), General Counsel's Report #3, at 9 (Oct. 31, 2005).

State law, which the FEC often relies upon to analyze such matters – *see, e.g.*, MUR 6102 (Oliver for Congress), Statement of Comm'r's Petersen, Bauerly, Hunter, and McGahn, at 5-6 (Sept. 28, 2009) (applying D.C. law); FEC Adv. Op. 1981-50, at 2 (Hansel, Post, Brandon & Dorsey) (a partnership's "legal character is determined with reference to state law") – confirms this conclusion. Montana law provides that "[p]roperty transferred to or otherwise acquired by a partnership is property of the partnership and not of the partners individually." Mont. Code Ann. § 35-10-203(1). Similarly, Montana's Limited Liability Company Act provides that "[p]roperty transferred to or otherwise acquired by a limited liability company becomes property of the limited liability company. A member has no interest in specific limited liability company property." *Id.* § 35-8-701. Furthermore, the Montana Supreme Court recognizes LLCs themselves "as legal entities distinct from their members," *White v. Longley*, 244 P.3d 753, 760 (Mont. 2010), and cautions that a "limited liability company is not merely an informal business

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association. It is a legal entity, distinct from its members, formed by signing and filing articles of organization with the secretary of state. Its obligations are separate from its members," *Ioerger v. Reiner*, 114 P.3d 1028, 1032 (Mont. 2005).<sup>3</sup>

Treating the LLC as the actual contributor here – rather than a conduit – also is consistent with how the FEC treats contributions from other entities with their own separate existence. For example, the Commission has explained that a corporation "acquires, by the act of incorporation, a legal identity separate from that of its investors, and is subject to regulation as such." MUR 3191 (Christmas Farm Inn, Inc.), General Counsel's Brief of July 14, 1993, at 7.<sup>4</sup> "[O]nce a decision is made and carried out to conduct business using the corporate form, any funds taken from the corporation's accounts are to be deemed corporate in nature, whether or not they originated as, or could be converted into, the personal funds of a shareholder, and whether or not corporate income is taxable as personal income." MUR 4313 (Lugar for President), First General Counsel's Report, at 34 (Oct. 18, 1996); *see also id.* (noting that an individual's decision to invest "his personal property in [an organization] does not mean that its funds could still be viewed as his personal funds for purposes of the Act").

Furthermore, when applying the "name of another" prohibition to LLCs and partnerships specifically, the "controlling" factor for determining whether a violation has occurred is generally whether contributions were made in the names of non-partners. MUR 5279 (Bill Bradley for President), General Counsel's

<sup>3</sup> *See also Jonas v. Waterman*, No. CV 13-16, 2013 WL 1211310, at \*1 (D. Mont. Mar. 25, 2013) ("a limited liability company [is] a legal entity distinct from its members"). For its part, the D.C. Circuit recently held that "[j]ust as the corporate shareholder is a legally distinct person with different rights and responsibilities from the corporation, . . . so too is a limited liability company legally distinct from its members." *Kay v. FCC*, USCA Case 06-1076 (D.C. Cir. Oct. 30, 2015), available at <https://www.fcc.gov/document/court-judgment-james-kay-v-fcc-usa-dc-cir>.

<sup>4</sup> *See also* MUR 3191 (Christmas Farm Inn, Inc.), General Counsel's Brief of July 14, 1993, at 8 ("Corporations retain separate legal identities from their investors no matter how they are taxed under the Internal Revenue Code. . . . [T]he fact that a candidate may have invested his or her personal property . . . does not mean that the corporation's treasury funds can be viewed as the 'personal funds' of the candidate for purposes of the Federal Election Campaign Act."); MUR 3191 (Christmas Farm Inn, Inc.), Factual and Legal Analysis, at 8 (Aug. 21, 1991) ("By choosing to incorporate their business, the Zeliffs converted personal assets into corporate ones.").

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Report #2, at 11 (Nov. 5, 2003).<sup>5</sup> When the contributions are attributed to partners as was the case here, “the Commission’s partnership rules govern the remaining contributions” – not the “name of another” statute. *Id.* Thus, in MUR 5333 (John Swallow for Congress), the Office of General Counsel explained that where “each attributed contributor for the LLC[’]s contributions is a member of the LLC, [the LLC did not make] contributions in the names of persons who are not members.” General Counsel’s Report #2, at 9 (June 28, 2005). By contrast, the Commission found a violation of the “name of another” prohibition when partnership funds were used to make contributions attributed to non-partners. See MUR 5333, General Counsel’s Report #3, at 12 (Oct. 31, 2005); MUR 5333, Factual & Legal Analysis for Robert Browning Lichfield Family Limited Partnership, at 6 (Dec. 16, 2005).

Applying all of these legal principles to the facts here, it is clear that the \$500,000 contribution to the Committee came from MMWP12 LLC rather than its members, officers, or real estate agent. The contribution was authorized by MMWP12 LLC’s President, Megan Kvamme, and wired to the Committee directly from MMWP12 LLC’s bank account. *See supra* at 3. For accounting purposes, the contribution was attributed to MMWP12 LLC’s sole member, K2M, LLC, and then to Mark Kvamme and Megan Kvamme. *See id.* And as discussed below, MMWP12 LLC put the Committee on notice (1) that the contribution was from an LLC, and (2) of the identities of the individuals to whom the contribution might ultimately need to be attributed for reporting purposes. All of this information confirms, both as a matter of fact and law, that the \$500,000 contribution to the Committee was made by MMWP12 LLC and not made “in the name of” someone else.

<sup>5</sup> An earlier General Counsel’s Report suggested two other possible scenarios where the “name of another” prohibition might apply: (1) where the partners failed to actually authorize the contribution(s) at issue; and (2) where the individual partnership accounts were not charged. *See* MUR 5279 (Bill Bradley for President), First General Counsel’s Report, at 17 (May 29, 2002). Neither of these scenarios is applicable here, as the contribution was attributed to MMWP12 LLC’s sole member, K2M, LLC, and, ultimately, to Mark Kvamme and Megan Kvamme pursuant to 11 C.F.R. § 110.1(e)(1) (establishing the default attribution method). *See also* Kvamme Aff. at ¶¶ 20 (explaining that Megan Kvamme exercised her authority as MMWP12 LLC’s President to authorize the contribution), 22 (noting that the contribution was attributed to K2M, LLC and then to Mark Kvamme and Megan Kvamme).

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**B. MMWP12 LLC Provided Notice to the Committee Regarding the Attribution of Its Contribution.**

As noted above, in addition to properly identifying the actual source of the contribution, the FEC's existing LLC rule requires that contributions from LLCs like MMWP12 LLC be properly attributed to its members/partners. In particular, at the time it makes a contribution, an LLC must "provide information to the recipient committee as to how the contribution is to be attributed." 11 C.F.R. § 110.1(g)(5). *See also* 11 C.F.R. § 110.4(b)(2) (a "name of another" violation occurs where a contribution is made "without disclosing the source of money . . . to the recipient candidate or committee at the time the contribution is made").

Here, MMWP12 LLC provided the relevant information to the Committee sufficient to facilitate the proper reporting of its contribution. Before MMWP12 LLC made the contribution, Megan Kvamme highlighted to the Committee's fundraising representative and counsel that an LLC would be making the contribution, emphasizing the importance of understanding the disclosure consequences when a contribution is made by an LLC. *See supra* at 4. In particular, and noting her and her husband Mark Kvamme's involvement with the LLC, Megan Kvamme directly placed the issue of whether applicable law might require disclosure of her and her husband's names squarely before the Committee's representatives. *See id.* While the Complaint suggests appears the Committee may not have used this information to complete its reports, that is an issue for the FEC to take up with the Committee directly rather than attempting to assign liability for the Committee's potential oversight to Respondents.<sup>6</sup>

**II. MMWP12 Is Not a Political Committee.**

The Complaint's secondary allegation is that "MMWP12 has met the two-prong test for political committee status" but that it "failed to register as a political committee." Compl. at 5 (internal capitalization omitted).<sup>7</sup> In relevant part, the

<sup>6</sup> Respondents note that the foundational basis for the Complaint's allegations is not an FEC report, but rather a Form 8872 filed with the Internal Revenue Service ("IRS"). How the Committee reported this information to the IRS may be different than how the Committee ultimately reports this information to the Commission.

<sup>7</sup> The Complaint does not allege that Mark Kvamme, Paul Johannsen, or K2M, LLC were themselves part of a "political committee" but rather faults them for "failing to register the MMWP12 as a political committee." Compl. at 5.

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term “political committee” means “any committee, club, association, or other group of persons which receives contributions aggregating in excess of \$1,000 during a calendar year or which makes expenditures aggregating in excess of \$1,000 during a calendar year.” 52 U.S.C. § 30101(4) (emphasis added). In addition, as noted earlier, even if they meet this statutory test, only organizations that have the major purpose of electing or defeating candidates may be regulated as political committees as a constitutional matter. *See supra* at 6-7. MMWP12 LLC did not cross either of these thresholds.

As to the statute, the only “person” engaging in relevant activity is MMWP12 LLC. Here, MMWP12 LLC, as a single entity, made a contribution from its own bank account to a Super PAC. As discussed above, an LLC is a separate legal entity and is not a “group of persons” as would be necessary to apply the statutory definition of “political committee.” *Cf.* FEC Adv. Ops. 1981-50 (Hansel, Post, Brandon & Dorsey) (explaining that “the Commission has never characterized any partnership as a political committee”), 1984-18 (Hamel & Park) (“a partnership check drawn on the Partnership’s general account” did not convert the partnership into a political committee). The Commission cannot subject a stand-alone business organization to the panoply of political committee registration and reporting requirements when an entity does not even meet the first and most fundamental statutory requirement.

In addition, when engaging in the constitutionally-required “major purpose” evaluation, the Commission exercises the “flexibility of a case-by-case analysis of an organization’s conduct” and will perform “an analysis of public statements” to “determin[e] an organization’s major purpose.” *Political Committee Status*, 72 Fed. Reg. 5,595, 5,601 (Feb. 7, 2007) (citing *FEC v. Malenick*, 310 F. Supp. 2d 230, 234-36 (D.D.C. 2004)). *See also id.* (in making its determination, the “Commission may need to examine statements by the organization that characterize its activities and purposes”). The Commission places significant weight on this factor when dealing with entities that are “organized and operated for commercial purposes, and not for purposes of nominating or electing a candidate.” FEC Adv. Op. 2009-13, at 5 (Black Rock Group).

Other than its one political contribution, all of MMWP12 LLC’s activities are commercial in nature and relate to its management of Montana real estate that is among \$43.7 million of assets held by associated business entities. This is evidenced by MMWP12 LLC’s “public statements” about its real estate

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management business like the promotional materials distributed by MMWP12 LLC's real estate agent and the commercial contracts MMWP12 LLC enters into with its customers. Thus, MMWP12 LLC's "major purpose" is to operate an ongoing and active commercial business rather than to act as a political committee. Accordingly, there is no reason to believe that MMWP12 LLC is a political committee.

**III. The FEC's Regulations Fail to Provide Sufficient Clarity Regarding How LLC Contributions Are Treated Post-*Citizens United*.**

The above legal analysis applies the FEC's existing legal framework for LLCs and political committees to conclusively demonstrate that MMWP12 LLC's contribution was made and accounted for in complete conformity with the law. The fact is, however, that this framework does not match the legal realities of the post-*Citizens United* era. If the Commission intends to move beyond the analytical framework described above and apply its existing LLC and political committee regulations to business organizations in other ways not previously articulated by the Commission, it must do so through a rulemaking, not this enforcement proceeding.

The FEC's regulatory framework for LLCs was adopted over a decade before the *Citizens United* and *SpeechNow* decisions, at a time when many business organizations – including some LLCs – were prohibited from making contributions. See *Treatment of Limited Liability Companies under the Federal Election Campaign Act*, 64 Fed. Reg. 37,397 (July 12, 1999). At the time of the original rulemaking, much of the Commission's attention focused on narrow issues like what kinds of LLCs could make contributions subject to existing amount limits, as well as on preventing individuals from "circumvent[ing] . . . contribution limits by channeling contributions through LLC's" that were treated as partnerships. *Treatment of Limited Liability Companies under the Federal Election Campaign Act*, 63 Fed. Reg. 70,065, 70,066-67 (Dec. 18, 1998); see also 64 Fed. Reg. at 37,398.

Times have changed. These concerns cannot apply in the Super PAC context now that *Citizens United* and *SpeechNow* have recognized the right of corporations and LLCs to make unlimited contributions to Super PACs.<sup>8</sup> Most

<sup>8</sup> Corporations and LLCs that are foreign nationals or federal government contractors may not be permitted to contribute to Super PACs given the prohibitions at 52 U.S.C. §§ 30119 and 30121.

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notably, the very regulation governing contributions by the majority of LLCs – including MMWP12 LLC – states that no portion of a political contribution from an LLC treated as a partnership for FEC purposes “may be made from the profits of a corporation.” 11 C.F.R. § 110.1(e), (g)(2); *see also* FEC, *Congressional Candidates and Committees*, at 134 (June 2014), available at <http://www.fec.gov/pdf/candgui.pdf> (a “partnership or LLC composed solely of corporate partners or members may not make any contributions”).<sup>9</sup>

Of course, *Citizens United* and *SpeechNow* nullified this restriction by permitting unlimited corporate contributions to Super PACs. Thus, the entire rationale for attributing contributions to individual LLC members – to ensure that funds are attributed to non-corporate members and to avoid circumvention of contribution limits – does not apply here. So how can the FEC require an LLC to assume the additional and unjustified regulatory burden of attributing a Super PAC contribution to the LLC’s members? It cannot, but the FEC has not amended its regulation which says otherwise.

Given the lack of regulatory clarity from the Commission on even this most fundamental of points, it is not surprising that LLCs as a whole are experiencing great uncertainty when dealing with attribution and reporting, as evidenced by the number of LLC-related complaints reportedly filed with the Commission.<sup>10</sup> The

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though at least one federal district court has suggested otherwise. *See Wagner v. FEC*, 901 F. Supp. 2d 101, 107 (D.D.C. 2012), vacated on other grounds by 717 F.3d 1007 (D.C. Cir. 2013) (*Citizens United* “creates substantial doubt about the constitutionality of any limits on Super PAC contributions—including § [30119’s] ban on contributions by federal contractors.”).

<sup>9</sup> Several advisory opinions use similar language when addressing related situations. *See, e.g.*, FEC Adv. Ops. 2014-17, at 3 (Berkadia Commercial Mortgage LLC) (observing, in the context of a proposed trade association solicitation, that an “LLC treated as [a] partnership and wholly owned by corporations may not contribute to [a] nonconnected political committee”), 2010-16, at 3 (EmblemHealth Services Company LLC) (stating, in an opinion involving an LLC’s payment of administrative and solicitation expenses, that “LLCs treated as partnerships . . . owned entirely by corporations may not make contributions”).

<sup>10</sup> *See* Press Release, Campaign Legal Ctr., *FEC: Complaint Filed Against Apparent “Straw Company” that Gave \$1 million to Romney-linked “Super PAC”* (Aug. 5, 2011), available at <http://www.campaignlegalcenter.org/news/press-releases/fec-complaint-filed-against-apparent-straw-company-gave-1-million-romney-linked>; Press Release, Campaign Legal Ctr., *FEC and DOJ: FEC & DOJ Asked to Investigate More “Straw Companies” Making Million Dollar Contributions to Romney-linked “Super PAC”* (Aug. 11, 2011), available at



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FEC has promised to undertake a rulemaking that may address these issues, but it has yet to do so. *See Independent Expenditures and Electioneering Communications by Corporations and Labor Organizations*, 79 Fed. Reg. 62,797, 62,800 (Oct. 21, 2014) (stating that the “Commission intends to engage in a separate rulemaking in response to the *SpeechNow*” decision). In the interim, LLCs must guess as to which contribution and reporting framework most appropriately governs their contributions to Super PACs.

The Commission should not use this enforcement proceeding as an opportunity to conduct a *de facto* rulemaking to remedy an acknowledged regulatory ambiguity. Rather than violate Respondents’ Due Process rights in such a way, the Commission should dismiss this matter and open a rulemaking in which it can consider public comment on the proper regulatory approach.<sup>11</sup> Only then will Respondents in this matter and others who are similarly situated have full and fair notice of what rules actually govern these types of contributions.

## CONCLUSION

MMPW12 LLC’s contribution was lawfully made and accounted for in full compliance with existing FEC regulations. Respondents should, therefore, be dismissed from this matter on that basis alone. Furthermore, the regulations are

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<http://www.campaignlegalcenter.org/news/press-releases/sec-and-doj-sec-doj-asked-investigate-more-straw-companies-making-million-dollar>; Press Release, Campaign Legal Ctr., *FEC: Complaint Filed Against Pras Michel and Super PAC Black Men Vote for Apparent “Straw Donor” Contributions of \$875,000* (Apr. 13, 2015), available at <http://www.campaignlegalcenter.org/news/press-releases/sec-complaint-filed-against-pras-michel-and-super-pac-black-men-vote-apparent>.

<sup>11</sup> Some have already begun advocating that the “name of another” prohibition should be applied if an LLC contribution is made using funds provided in some way by its members. *See, e.g.*, Letter from Gerald Hebert and Fred Wertheimer to Attorney General Eric Holder (Apr. 13, 2015), available at <http://www.campaignlegalcenter.org/sites/default/files/DOJ%20Letter%20%23%20FEC%20Complaint%20v.%20Pras%20Michel%204.13.15.pdf>. Another proposal is to permit such contributions, but subject them to one of several different reporting regimes (e.g., under the earmarking/conduit rules, by the LLC registering and reporting as a political committee, etc.). *See, e.g.*, Letter from Gerald Hebert and Fred Wertheimer to Attorney General Eric Holder (Aug. 5, 2011), available at [http://www.campaignlegalcenter.org/sites/default/files/W\\_Spann\\_LLC DOJ Cover Letter with FEC Complaint Attached 8.5.11.pdf](http://www.campaignlegalcenter.org/sites/default/files/W_Spann_LLC DOJ Cover Letter with FEC Complaint Attached 8.5.11.pdf). A rulemaking proceeding would permit for orderly and fair consideration of these and other regulatory or de-regulatory proposals.

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outdated and regulate activity that may no longer be restricted as a result of *Citizens United*. To nonetheless conclude that Respondents acted contrary to those regulations would violate Respondents' Due Process rights. For this reason too, Respondents should be dismissed from this matter.

Respectfully submitted,



Caleb P. Burns

Enclosure

RECEIVED  
FEDERAL ELECTION  
COMMISSION  
**BEFORE THE FEDERAL ELECTION COMMISSION**

2015 NOV 24 PM 12:04

In the Matter of )  
MMPW12 LLC, K2M LLC, )  
Mark Kvamme, Paul Johannsen, ) OFFICE OF GENERAL  
and New Day Independent Media Cmte. and ) Matter Under Review 6969  
Susan Jones, Treasurer )

**AFFIDAVIT OF MEGAN JEAN BROWNING KVAMME**

MEGAN JEAN BROWNING KVAMME, first being duly sworn, deposes and says:

1. I am Megan Jean Browning Kvamme, President and Treasurer of MMWP12 LLC.
2. My principal responsibilities on behalf of MMWP12 LLC are to serve as chief executive officer of the limited liability company. As such, my duties include, without limitation, overseeing and directing the day to day business of the company, supervising its employees, agents and consultants, interfacing with attorneys, negotiating and approving contracts with rental customers and vendors, directing the marketing and advertising of the company's managed properties, and overseeing the financial affairs of the company.
3. On October 7, 2015, MMWP12 LLC received notification that Brad Woodhouse of the American Democracy Legal Fund filed a complaint with the Federal Election Commission. I have read the complaint and am familiar with its contents.
4. My understanding of the complaint is that it alleges Respondent MMWP12 LLC made a contribution in the name of other persons (namely, Respondents Mark Kvamme, Paul Johannsen, and/or K2M, LLC) to a Super PAC supporting John Kasich's presidential campaign, and that Respondent MMWP12 LLC was required to register and report as a political committee.

**Factual Background About MMWP12 LLC**

5. MMWP12 LLC is a Montana limited liability company whose mailing address is 704C East 13th Street #520; Whitefish, Montana 59937.
6. The sole member of MMWP12 LLC is K2M, LLC, which is itself a Montana limited liability company.

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7. Mark Kvamme, my husband, is Vice President and Secretary of MMWP12 LLC. Other than Mark Kvamme and myself, the LLC had no other officers at the time MMWP12 LLC made the contribution at issue in this matter.

8. MMWP12 LLC's officers have all the same duties and authorities that are customarily possessed by such officers under Montana law, subject to any limits or expansion of such authority by the LLC's managers. At the time of the contribution at issue, MMWP12 LLC was managed by its sole member, K2M, LLC.

9. For tax purposes, MMWP12 LLC is treated as a disregarded entity under the Internal Revenue Code.

10. MMWP12 LLC has no set dissolution date. In fact, as discussed further below, the LLC's continued existence is integral to the ongoing Montana real estate business of K2M, LLC.

**Factual Background Concerning MMWP12 LLC's Formation and Activities**

11. On March 31, 2014, an investment company called "The Homestead at Whitefish LLC" (the "Debtor") filed for Chapter 11 Bankruptcy protection in Montana. This LLC was originally formed to acquire and develop a subdivided private community in Montana.

12. On November 7, 2014, a Plan of Reorganization was approved by the bankruptcy court wherein a new legal entity in Montana, GFY87, LLC, would purchase the existing real estate interests of the Debtor and those properties that had already been sold to homeowners in the planned private community.

13. All of the parcels in the community (the "Properties") were ultimately acquired by GFY87, LLC, K2M, LLC, and one other company called HSH LLC which became title holders to the parcels shown in Exhibit A.

14. GFY87, LLC is wholly owned by its parent, Great Northern Ventures LLC ("GNV"), which also is a Montana limited liability company. After approval of the Plan of Reorganization by the bankruptcy court, GNV's ownership interests were modified through an assignment, so that one-hundred percent of GNV is currently owned by K2M, LLC, a Montana limited liability company, and a sister corporation called PAA87, Inc. The total value of the Properties and related assets held by K2M, LLC and its affiliates is approximately \$43.7 million.

15. After the approval of the Plan of Reorganization, GFY87, LLC decided that, in order not to have the real estate it acquired be idle, GFY87, LLC would rent the cabins and homes that were on the Properties to third parties and lease additional portions of the properties for other uses.

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16. To that end, MMWP12 LLC was formed to act as a management company to manage the real estate. This distinct management company was formed primarily to separate the management activities and undertakings – for liability reasons – from the companies that were the fee title owners of the real estate (per the advice of outside counsel and as is typical of companies like K2M, LLC that both hold and manage real estate assets). The creation of MMWP12 LLC was conceived in April of 2015. It was always contemplated, from its inception eight months ago, that MMWP12 LLC would act as the property management company for this Montana real estate.

17. MMWP12 LLC has and continues to actively seek and promote its rental properties through its real estate agent, PMJ LLC, which is wholly owned by Mr. Paul Johannsen. I have included a copy of MMWP12 LLC's short-term rental agreement for the vacation cabins and homes as Exhibit B. In addition, MMWP12 LLC leases other portions of the Properties for commercial use. For example, earlier this year MMWP12 LLC entered into an agreement with a film production company to lease a portion of the Properties to shoot a movie. Filming ended earlier this month, and MMWP12 LLC anticipates entering into lease agreements for other uses of the Properties in the future.

18. Mr. Johannsen once served as MMWP12's registered agent – which is now CT Corporation – and, through his company PMJ LLC, has assisted MMWP12 LLC with its business transactions. As necessary, Mr. Johannsen also assists with day-to-day administrative tasks for MMWP12 LLC as directed by its officers.

**Factual Background About the Contribution at Issue**

19. On or about June 29, 2015, I spoke with Brooke Bodney, a representative of New Day Independent Media Committee ("Committee"), concerning ways individuals and organizations could help Ohio Governor John Kasich's presidential campaign.

20. Pursuant to my authority as MMWP12 LLC's President, I authorized MMWP12 LLC to make a \$500,000 contribution to the Committee.

21. Mr. Johannsen executed my instruction to wire the funds out of MMWP12 LLC's bank account to the Committee, but other than this ministerial act, he did not participate in the making of, or the decision to make, the contribution.

22. For accounting purposes, the contribution was attributed to MMWP12 LLC's sole member, K2M, LLC, which is treated as a partnership for tax purposes under the Internal Revenue Code. The contribution was then, ultimately,

attributed to me and my husband – through living trusts – which each have a 50% membership interest in K2M, LLC.

23. Before MMWP12 LLC made the contribution, I highlighted to Brooke Bodney and the Committee's counsel that an LLC would be making a contribution to the Committee. Before contributing, I also emphasized the importance of understanding how any applicable disclosure laws might apply to the contribution. In particular, and noting our involvement with MMWP12 LLC, I raised the issue of whether applicable law might require disclosure of my and my husband's names in connection with the contribution. At the time of the contribution, as noted above, my husband and I each had a 50% membership interest in K2M, LLC which was the sole member of MMWP12 LLC.

24. The above information is true and correct to the best of my knowledge, information, and belief.

Megan Jean Kvamme  
Megan Jean Browning Kvamme

Columbus Ohio  
CITY STATE

Subscribed to and sworn before me this 20th day of November, 2015

Cynthia A. Romano  
Notary Public

My Commission Expires: 18 September 2019

CYNTHIA A. ROMANO  
NOTARY PUBLIC, STATE OF OHIO  
My Commission Expires 9/18/2019

GFY 87 LLC  
Property Holding Summary  
Apr-15

Lot #	Legal Description	Acres	Address	Title Holder
2	Lot 2 of the Plat of The Homestead At Whitefish Phase I	20.010	74 Wagon Trail Road	GFY87 LLC
3	Lot 3 of the Plat of The Homestead At Whitefish Phase I	20.010	130 Wagon Trail Road	GFY87 LLC
4	Tract 4 of Certificate of Survey 16496, sections 14, 15, 21, 22 and 23, T31N R23W	20.010	1297 Mountain Home Road	HSH LLC
5	Lot 4 of the Plat of The Homestead At Whitefish Phase I	20.010	374 Wagon Trail Road	GFY87 LLC
6	Lot 5 A of the Amended Plat of Lots 5, 6, 7 & 8, The Homestead At Whitefish, Phase 1	20.012	375 Wagon Trail Road	GFY87 LLC
7	Lot 6A of the Amended Plat of Lots 5, 6, 7 & 8, The Homestead At Whitefish, Phase 1	20.416	649 Wagon Trail Road	GFY87 LLC
8	Lot 7A of the Amended Plat of Lots 5, 6, 7 & 8, The Homestead At Whitefish, Phase 1	24.323	79 Settlers Way	GFY87 LLC
9	Lot 8A of the Amended Plat of Lots 5, 6, 7 & 8, The Homestead At Whitefish, Phase 1	20.114	228 Settlers Way	GFY87 LLC
10	Tract 8 of Certificate of Survey 16496, sections 14, 15, 21, 22 and 23, T31N R23W	22.576	2265 Mountain Home Road	GFY87 LLC
11	Tract 7 of Certificate of Survey 16496, sections 14, 15, 21, 22 and 23, T31N R23W	21.016	36 Forest Path Drive	GFY87 LLC
12	Tract 6 of Certificate of Survey 16496, sections 14, 15, 21, 22 and 23, T31N R23W	20.001	31 Forest Path Drive	GFY87 LLC
13	Tract 5 of Certificate of Survey 16496, sections 14, 15, 21, 22 and 23, T31N R23W	20.520	27 Forest Path Drive	GFY87 LLC
14	Tract 3 of Certificate of Survey 16496, sections 14, 15, 21, 22 and 23, T31N R23W	20.010	279 Brandy Hill Drive	K2M LLC
15	Tract 1 of Certificate of Survey 16496, sections 14, 15, 21, 22 and 23, T31N R23W	20.010	212 Brandy Hill Drive	HSH LLC
16	Tract 2 of Certificate of Survey 16496, sections 14, 15, 21, 22 and 23, T31N R23W	20.010	223 Brandy Hill Drive	GFY87 LLC
17	Lot 13 of the Plat of The Homestead At Whitefish Phase II	20.010	300 Satish Mountains Drive	GFY87 LLC
18	Lot 12 of the Plat of The Homestead At Whitefish Phase II	20.010	334 Satish Mountains Drive	K2M LLC
19.	Lot 11 of the Plat of The Homestead At Whitefish Phase II	20.010	358 Satish Mountains Drive	GFY87 LLC
20	Lot 10 of the Plat of The Homestead At Whitefish Phase II	28.576	15 Forest Path Drive	GFY87 LLC
21	Lot 9 of the Plat of The Homestead At Whitefish Phase II	20.169	24 Forest Path Drive	GFY87 LLC
22	Lot 14 of the Plat of The Homestead At Whitefish Phase II	21.166	2290 Mountain Home Road	GFY87 LLC
23	Lot 15 of the Plat of The Homestead At Whitefish Phase II	20.790	2440 Mountain Home Road	GFY87 LLC
24	Lot 16 of the Plat of The Homestead At Whitefish Phase II	20.469	2600 Mountain Home Road	GFY87 LLC
		480.25	<b>TOTAL PLATTED LOTS ONLY</b>	
<b>UNPLOTTED LAND</b>				
	Tract 1 in N2 & S2 Section 22 Township 31 Range 23	210.34	N/A	GFY87 LLC
	Tract 1 in E2W2 & E2 Section 21 Township 31 Range 23	442.69	N/A	GFY87 LLC
	Tract 4 in SE4SW4 & S2SE4 Section 22 Township 31 Range 23	22.58	N/A	GFY87 LLC
	Tract 1D in SE4 Section 22 Township 31 Range 23	21.02	N/A	GFY87 LLC
		<b>696.63</b>		
	Open Space A of the Plat of The Homestead At Whitefish Phase I	25	N/A	GFY87 LLC
	Open Space B of the Plat of The Homestead At Whitefish Phase I	58.44	N/A	GFY87 LLC
	Open Space C of the Plat of The Homestead At Whitefish Phase I	9.03	N/A	GFY87 LLC
		<b>92.47</b>		
Little Bootjack	Tracts 1 & 2 of Certificate of Survey No 17615	139.53	200 Little Bootjack Road	GFY87 LLC
Highland Meadows	Tract 18 of Certificate of Survey No. 11930	20.00	130 Highland Meadows Road	GFY87 LLC
		<b>TOTAL</b>	<b>1,428.88</b>	

**Exhibit A**

## SHORT TERM VACATION RENTAL AGREEMENT

MMWP12 LLC ("Owner") and \_\_\_\_\_ ("Occupant") agree as follows:

### 1. PROPERTY:

A. Owner rents to Occupant and Occupant rents from Owner, the real property and improvements described as:  
\_\_\_\_\_  
("Premises").

B. The Premises are for the sole use as a short term vacation rental by the following named person(s) only:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

TERM: The term begins on (date) \_\_\_\_\_ and ends on \_\_\_\_\_

### 2. RENT: "Rent" shall mean all monetary obligations of Occupant to Owner under the terms of the Agreement, except security deposit.

A. Occupant agrees to pay \$ \_\_\_\_\_ per day for the term of the Agreement

B. Rent is payable in advance 10 days prior to occupancy.

C. PAYMENT: Rent shall be paid by personal check, money order, cashier's check, or wire transfer to MMWP12 LLC at PO Box 1748, Whitefish, MT 59937 (or at any other location subsequently specified by Owner in writing to Occupant)

### 3. SECURITY DEPOSIT:

A. Occupant agrees to pay \$1,500.00 as a security deposit..

B. All or any portion of the security deposit may be used, as reasonably necessary, to: (i) repair damage, excluding ordinary wear and tear, caused by Occupant or by a guest or licensee of Occupant; (ii) clean Premises, if necessary, and (iii) replace or return personal property or appurtenances. Within 21 days after Occupant vacates the Premises, Owner shall: (1) furnish Occupant an itemized statement indicating the amount of any security deposit received and the basis for its disposition and supporting documentation; and (2) return any remaining portion of the security deposit to Occupant.

C. Security deposit will not be returned until all Occupants have vacated the Premises and all keys returned. Any security deposit returned by check shall be made out to all Occupants named on this Agreement, or as subsequently modified.

D. No interest will be paid on security deposit unless required by local law.

**4. MAINTENANCE:**

A. Occupant shall properly use, operate and safeguard Premises, including if applicable, any landscaping, furniture, furnishings and appliances, and all mechanical, electrical, gas and plumbing fixtures, and keep them and the Premises clean, sanitary and well ventilated. Occupant shall be responsible for checking and maintaining all smoke detectors and any additional phone lines beyond the one line and jack that Owner shall provide and maintain. Occupant shall immediately notify Owner, in writing, of any problem, malfunction or damage. Occupant shall be charged for all repairs or replacements caused by Occupant, pets, guests or licensees of Occupant, excluding ordinary wear and tear. Occupant shall be charged for all damage to Premises as a result of failure to report a problem in a timely manner.

**5. PETS: NO PETS.**

**6. RULES/REGULATIONS:**

A. Occupant agrees to comply with all Owner rules and regulations that are at any time posted on the Premises or delivered to Occupant. Occupant shall not, and shall ensure that guests and licensees of Occupant shall not, disturb, annoy, endanger or interfere with other Occupants of the building or neighbors, or use the Premises for any unlawful purposes, including, but not limited to, using, manufacturing, selling, storing or transporting illicit drugs or other contraband, or violate any law or ordinance, or commit a waste or nuisance on or about the Premises.

**7. TIME OF ESSENCE; ENTIRE CONTRACT; CHANGES:** Time is of the essence. All understandings between the parties incorporated in this Agreement, its terms are intended by the parties as a final, complete and exclusive expression of their Agreement with respect to its subject matter, and may not be contradicted by evidence of any prior agreement or contemporaneous oral agreement. If any provision of this Agreement is held to be ineffective or invalid, the remaining provisions will nevertheless be given full force and effect. Neither this Agreement nor any provision in it may be extended, amended, modified, altered or changed except in writing. This Agreement is subject to MONTANA law and shall incorporate all changes required by amendment or successors to such law. This Agreement and any supplement, addendum, or modification, including any copy, may be signed in two or more counterparts, all of which shall constitute one and the same writing.

**Occupant agrees to rent the premises on the above terms and conditions.**

Occupant \_\_\_\_\_ Date \_\_\_\_\_  
Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_ Email \_\_\_\_\_

Occupant \_\_\_\_\_ Date \_\_\_\_\_

Address \_\_\_\_\_ City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

Telephone \_\_\_\_\_ Fax \_\_\_\_\_ Email \_\_\_\_\_

**Owner agrees to rent the premises on the above terms and conditions.**

MMWP12 LLC: \_\_\_\_\_ Telephone (406)212-4678 Email homestead@mm87.com