

February 4, 2020

Marc Erik Elias
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D. +1.202.434.1609
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Attorney
Office of General Counsel
Federal Election Commission
1050 First Street, NE
Washington, DC 20463**Re: MURs 7291 and 7449**

Dear Ms. Robinson:

We write as counsel to (1) DNC Services Corporation/Democratic National Committee and William Derrough, in his official capacity as treasurer (“DNC”), and (2) Hillary for America and Elizabeth Jones, in her official capacity as treasurer (“HFA”) in response to the Federal Election Commission’s (“Commission” or “FEC”) letters dated December 6, 2019.

In your letters, you state that you have reviewed our response to the Commission’s reason to believe findings in this matter and are asking for responses to your voluntary requests for information and for documents. However, as we stated in our previous correspondence, we believe it is inappropriate to proceed with an investigation at this juncture. The FEC lacks the necessary Commissioners to set the parameters of an investigation, approve a conciliation agreement, or take any action on the issues in MURs 7291 and 7449 that were not initially addressed in the reason to believe finding. It would be exceedingly inefficient and prejudicial to attempt to resolve this matter under those circumstances. Additionally, we are confident that when the Commission has a quorum and is able to review this matter under any number of procedural options, it will become plain that there is no basis for the enforcement action to continue. As you are aware, this was the case with several enforcement matters reviewed after the last loss of a quorum.¹

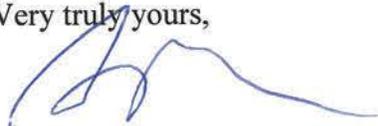
Accordingly, we have no further response to your requests for information and document at this time, nor do we think, given the circumstances, there is any basis or need for a tolling agreement.

¹ See, e.g., Matters Under Review 5957, Statement of Reasons of Petersen, Hunter and McGahn (June 24, 2009) (explaining their vote to close an enforcement matter after an initial RTB finding and noting that “[n]otwithstanding [the Commission’s] lack of quorum, the enforcement process continued to grind forward.”); see also Matter Under Review 5835 (DCCC), Statement of Reasons of Petersen, Hunter and McGahn (July 1, 2009) (explaining their vote to close a matter when a motion for reconsideration filed during the lack of quorum was not reviewed and noting that “[i]f it had [been], both DCCC and Commission resources might have been saved, for we would have supported the DCCC’s motion to end the matter.”)

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We look forward to engaging with you again to promptly resolve this matter as soon as the FEC has at least four Commissioners, which we very much hope will occur in short order.

Very truly yours,

A handwritten signature in blue ink, appearing to be 'Graham M. Wilson', written over the closing 'yours,'.

Marc E. Elias
Graham M. Wilson