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**IN AND BEFORE THE  
FEDERAL ELECTION COMMISSION**

In Re:	)	
	)	
Thom Tillis Committee,	)	MURS 7351, 7357, 7382
Collin McMichael, Treasurer, in	)	
his official capacity	)	
Respondent	)	

**RESPONSE TO COMPLAINTS AND MOTION TO DISMISS ALL COMPLAINTS  
AS AGAINST THOM TILLIS COMMITTEE AND COLLIN MCMICHAEL, IN HIS  
OFFICIAL CAPACITY AS TREASURER**

Thom Tillis Committee (“the Tillis Committee”), through Collin McMichael, in his official capacity as Treasurer of the Tillis Committee and the Tillis Majority Fund (“Treasurer”), (collectively, hereafter the “Respondent”), files this Response and its Objections to the Complaints filed with the Federal Election Commission (“Commission” or “FEC”) in the above-referenced Matters Under Review (“MUR”), to-wit: MUR 7351, 7357 and 7382. Respondent denies the allegations of facts contained in the Complaints.

The Complaints allege that Respondent violated the Federal Election Campaign Laws, Title 52 United States Code, Subtitle III, Chapter 301, Subchapter I, and the regulations promulgated thereunder by the Federal Election Commission (“the FEC” or “the Commission”), (“FECA”)

Respondent affirmatively states that neither the Tillis Committee nor its Treasurer has committed any violation of the Act. Respondent moves for a dismissal of each of the Complaints as to the Respondent for the reasons described below and for the Commission to find no reason to believe a violation occurred.

**I. MUR 7351:**

**Common Cause and Paul Ryan v. Cambridge Analytica LTD, et al**

Complainants Common Cause and Paul S. Ryan filed their Complaint in MUR 7351 alleging that several entities and individuals associated with Cambridge Analytica LTD<sup>1</sup> violated the Federal Election Campaign Laws by the involvement of foreign nationals in the expenditures by certain political committees in the United States, during the 2014 election cycle. Notably,

<sup>1</sup>Cambridge Analytica is a US corporation, incorporated in Delaware on December 31, 2013. Compl. P.3, FN 2. The entity with which the Tillis contracted was not Cambridge Analytica LTD.

Complainants did not name as Respondents the Committee or its Treasurer. The Commission, on its own, notified the Tillis Majority Committee that it must respond to the Complaint.

However, the Tillis Majority Committee is a joint fundraising committee in which the Participants are the Thom Tillis Committee and THOM PAC (“Together Holding Our Majority”), and was not established until February 2015. *See* Statement of Organization of Tillis Majority Committee. Exhibit A.

The Complaint in MUR 7351 must, therefore, be dismissed as to the Tillis Majority Committee, which appears to have been inadvertently named as a Respondent in this MUR by the Commission. However, in the interests of expediting resolution of the MUR, the Tillis Committee presumes that it was the Respondent intended by the Commission to be added to this MUR and will address the allegations, even though neither the Complainants nor the Commission have yet directed the allegations of the Complaint to it. To be clear, the Complaint in MUR 7351 should be dismissed as against the Tillis Committee, for the reasons set forth below.

### **Summary of Factual Assertions in MUR 7351 related to the Tillis Committee.**

Complainants allege that foreign national employees of Cambridge Analytica, a foreign owned company, worked and/or were “embedded” in the Tillis 2014 campaign for the US Senate, developed messages for the Tillis campaign and “instructed” the campaign on “which messages to go and to who (sic)” and claim that Cambridge Analytica employees “largely foreign” team “...crafted his (Sen. Tillis’s) messaging...” and “...targeted his messaging...” and were involved in “managing media relations, as well as fundraising, planning events and providing communications strategy and talking points, speeches and debate prep”.

### **Assertions in MUR 7351 of legal violations committed by the Tillis Committee.**

Complainants in MUR 7351 allege that the activities and facts asserted in the Complaint constitute a violation by Cambridge Analytica and its employees of 52 U.S.C. §30121(a)(1) and the Commission’s regulations at 11 C.F.R. §110.20. The Complaint does not allege that the Tillis Committee committed a violation of federal law.

### **Summary Response:**

The Tillis Committee disputes and denies the facts asserted in the Complaint in MUR 7351 and states unequivocally that it has not committed a violation of federal law as alleged in the Complaint.

## **II. MUR 7357**

### **Campaign Legal Center and Sandya Bathia v. John Bolton SuperPAC**

### **Summary of Factual Assertions of MUR 7357.**

Complainants allege that the Tillis Committee contracted with Cambridge Analytica, which also had contracts with the John Bolton SuperPAC ('Bolton PAC') and the North Carolina Republican Party, that Bolton PAC used strategic information that Cambridge Analytica derived from its contracts with the other two to make advertisements in support of Thom Tillis, that an employee of Cambridge Analytica, Mr. Tim Glistner made public statements claiming he was involved in 'creating a raft of communications across platforms that engaged voters with the issues they personally cared about and delivered victory....for Thom Tillis....'

### **Assertions in MUR 7357 of legal violations committed by Tillis Committee:**

The Complaint does not allege that the Tillis Committee committed a violation of federal law based on the facts alleged.

The Complaint alleges that the John Bolton SuperPAC violated 52 U.S.C. §30121 and the Commission's regulations at 11 C.F.R. §109.21. The Commission has added the Tillis Committee as a Respondent.

### **Summary Response:**

The Tillis Committee disputes and denies the facts asserted in the Complaint and unequivocally states that it has not committed a violation of law as alleged in MUR 7357.

## **III. MUR 7382**

**Wayne Goodwin, Chairman of the North Carolina Democratic Party v.  
Sen. Thom Tillis, the Thom Tillis Committee and  
Collin McMichael, in his official capacity as Treasurer, and the  
North Carolina Republican Party, Jason Lemon, in his official capacity as Treasurer**

### **Summary of Factual Assertions in MUR 7382:**

The Complaint alleges that the Tillis Committee and the North Carolina GOP contracted with Cambridge Analytica to provide data targeting and media consulting services, that Cambridge Analytica's political consulting team was primarily comprised of foreign nationals, such that foreign nationals provided consulting services to the Tillis Committee, that the data modeling employees of Cambridge Analytica were foreign nationals who made strategic decisions regarding messaging, and advised both the Tillis Committee and the NC GOP regarding how and where to spend advertising dollars, candidate time, and other campaign resources.

The Complaint further alleges that Cambridge Analytica participated in expenditures and disbursements made by those committees by analyzing voter personalities and behaviors, designing communications, and participating in strategic decision-making related to how the Tillis campaign

should spend its money and resources and that Cambridge Analytica provided strategic consulting services to the Tillis Committee.

The Complaint alleges that after providing strategic consulting campaign services to the Tillis Committee and NC GOP, Cambridge Analytica appears to have used the same information in support of the Bolton SuperPAC's communications in support of Sen Tillis and that the targeting and voter analysis appears to have been used to influence the targeting of advertisements in support of Sen Tillis by the Bolton SuperPAC.

Finally, the Complaint alleges that Cambridge Analytica used the psychographic models it built to design concepts for advertisements for candidates supported by Bolton's PAC, including the Tillis campaign.

### **Assertions in MUR 7382 of legal violations committed by Tillis Committee:**

Complainant asserts that the facts alleged in the Complaint constitute a violation by the Tillis Committee of the prohibitions of 52 U.S.C. §30121(a)(1) and 11 C.F.R. §110.20(i) against foreign nationals' involvement in decisions regarding the making of ...expenditures, or disbursements....related to a federal political committee and the provisions of 11 C.F.R. §109.21 governing coordinated public communications.

### **Summary Response:**

The Tillis Committee disputes and denies the allegations of facts set forth in the Complaint and unequivocally states that it has not committed a violation of federal law as alleged in MUR 7382.

## **TILLIS COMMITTEE RESPONSE TO THE ALLEGATIONS IN THE COMPLAINTS**

The Complaints in each of the MURs base their contentions of legal violations committed by the Tillis Committee on the unsubstantiated, hyper-inflated marketing statements by Cambridge Analytica employees and news reports regarding the company's claims.

Yet, it is clear even from the news articles cited by the various Complainants that the claims were spurious at best and invited substantial skepticism. The article cited in the Complaint in MUR 7351, *Mother Jones, Cloak and Data: the Real Story Behind Cambridge Analytica's Rise and Fall*, by Andy Kroll, <https://www.motherjones.com/politics/2018/03/cloak-and-data-cambridge-analytica-robert-mercier> quoted multiple sources discussing the lies and misrepresentations from Cambridge Analytica and its employees, including this description of the company: "...In reality, Cambridge Analytica's reputation for spotty work had circulated widely among Democratic and Republican operatives, who were also put off by Nix's grandstanding and self-promotion. Mark

Jablonowski, a partner at the firm DS Political, told me that there was “basically a de facto blacklist” of the firm and “a consensus Cambridge Analytica had overhyped their supposed accomplishments.” (emphasis added).

MUR 7382 cites to an article by Sasha Isenberg in Bloomberg News, November 12, 2015, which is headlined: “... Cambridge Analytica promises a transformative new approach to identifying voters. Does it promise too much?” See <https://www.bloomberg.com/news/features/2015-11-12/is-the-republican-party-s-killer-data-app-for-real->

The Mother Jones article discussed at length the overhyped claims of SCL employees. “....According to a person who worked with him, Nix had a saying: “Marketing materials aren’t given under oath.” *Id @* <https://www.motherjones.com/politics/2018/03/cloak-and-data-cambridge-analytica-robert-mercier>

The Tillis Committee rejects the so-called ‘facts’ on which these Complaints are based, which are all based on boastful and false assertions by people who are known to misrepresent the truth.

Attached to this Response are sworn statements from persons with first-hand knowledge of the facts, which contravene the blatantly false assertions by Complainants.

The facts are these:

- The Tillis Committee contracted with SCL USA (“SCL”)<sup>2</sup>, an American company, with offices in New York, NY, to perform data services for the Tillis Committee. Cambridge Analytica was incorporated in Delaware in December 2013 and did business under the name SCL USA.
- A well known US Republican consultant, Mark Block, first approached the Tillis Committee about his company, SCL, and pitched the company’s services as a data vendor to the Tillis campaign.
- All payments to SCL were delivered to the company at its address in New York, City and the Tillis Committee had no reason to believe that SCL was anything other than a US company.
- The Tillis Committee retained SCL to perform standard data services to the Tillis campaign during the 2014 General Election.
- The Tillis Committee did not engage SCL for media consulting, nor did SCL perform any media consulting services for the Tillis Committee.

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<sup>2</sup> The Tillis Committee knew the data vendor as SCL USA, and referred to it as SCL. The invoices directed payment to Cambridge Analytica at an address in New York, NY and payments were made and reported accordingly on the Tillis Committee’s FEC reports.

- SCL did not make strategic decisions for the Tillis Committee regarding messaging, nor did it advise the Tillis Committee regarding how and where to spend advertising dollars, candidate time, or other campaign resources.
- SCL did not make expenditures or disbursements for or on behalf of the Tillis Committee, it did not design communications and it did not participate in decision-making related to how the Tillis campaign should spend its money and resources.
- No person from SCL created “communications across platforms” for the Tillis Committee
- Employees of SCL were not involved in managing the Tillis campaign, nor were they involved in or responsible for media relations, fundraising, planning events or in providing communications strategy and talking points, speeches or debate preparation for or on behalf of the Tillis campaign
- The Tillis Committee paid SCL for standard data services, which essentially involved access to SCL’s data libraries for North Carolina and use of SCL’s analytical tools
- All decisions about the use of the SCL data work product were made by the Tillis Committee
- There were no services being provided by SCL to the Tillis Committee that gave rise to ‘common vendor’ status for SCL, because SCL was not involved in the creation, production or dissemination of public communications for or on behalf of the Tillis Campaign

**LEGAL AUTHORITIES IN SUPPORT OF A FINDING  
OF NO REASON TO BELIEVE A VIOLATION OF LAW WAS COMMITTED  
BY THE TILLIS COMMITTEE**

There are *no* facts that give rise to any violation of the Federal Election Campaign Laws or the regulations of the Commission as alleged by these Complaints. The ‘facts’ asserted in all three of the Complaints are not facts at all; they are false statements based on self-aggrandizing claims of persons associated with SCL and news articles based on those claims. Inasmuch as the allegations are not true, there are no violations of the statute or the regulations as asserted in the Complaints.

**I. No Violation of 52 U.S.C. §30121(a)**

**A. The Tillis Committee Retained a US Data Firm and Believed the Company to be a US Company.** The ‘facts’ included in the Complaints are based on statements and actions by persons associated with SCL, essentially asserting that the Tillis Committee somehow knew the company with which the Tillis Committee contracted in 2014 was a foreign entity. That is incorrect. Cambridge Analytica was incorporated in Delaware on December 31, 2013. *See* Compl. In MUR 7351, p. 3, FN 2. Further, as stated in the sworn Affidavits of Collin McMichael, Treasurer of the Tillis Committee, and others with the Tillis campaign, the entity retained by the Tillis Committee to serve as its data vendor for the general election in 2014 was a US based company, all payments of invoices were delivered to New York City and there was no reason to

think that the vendor was anything but a US Company. See Affidavit of Collin McMichael, Exhibit B; Affidavit of Paul A. Shumaker, Jr., Exhibit C; and Affidavit of Jordan Paul Shaw, Exhibit D.

The person who approached the Tillis campaign about performing the data services for the campaign in 2014 was Mark Block, a well-known American political consultant. See Schumaker Affidavit. To the best of the knowledge of the Tillis campaign's key leadership, the company was a US company and its employees and representatives were thought to also be US citizens or otherwise legally allowed to be engaged for the data vendor services offered by Mr. Block when he presented his company for consideration as a data vendor. See Shumaker and Shaw Affidavits.

At no time did the Tillis Committee personnel know or have cause to think that its data vendor, SCL and its employees were anything other than a US company, whose employees were legally authorized to do business with the Tillis Committee. And, in fact, the company hired by the Tillis Committee for data services was, indeed, a US company<sup>3</sup>.

**B. A Federal Political Committee is Not Barred From Engaging a Foreign Commercial Vendor if the Entity is Paid for its Services and Products and if the Vendor is Not Involved in the Management or Strategy of the Committee.**

Even if SCL was a foreign company (which it was not), a federal political committee is not prohibited under 52 U.S.C. §30121(a) from ever doing *any* business with a foreign commercial vendor. As long as the entity is paid its normal and customary fees for the services or products it provides and as long as the foreign entity is not involved in any 'decision-making or management' role with regard to the performance of the services or the delivery of the company's products to the political committee, the Commission has found that engaging the services of a foreign company is permissible. See MUR 5998, *First General Counsel's Report*. The Commission confirmed in MUR 5998 that a foreign – owned commercial vendor is not prohibited from providing goods and services to a federal political committee, as long as the vendor is not involved in the decision-making or management of the committee<sup>4</sup>.

The sworn statements of the Tillis Committee's General Consultant Paul Shumaker and its campaign manager Jordan Shaw, reflect affirmatively that neither SCL nor any of its employees were involved in management or decision-making related to the Tillis Committee.

According to both Mr. Shumaker and Mr. Shaw, neither SCL nor anyone associated with SCL were involved in management or strategic decisions of the Tillis campaign, nor in the creation, production or dissemination of any public communications for or on behalf of the Tillis campaign, or played any role in the decisions regarding disbursements by the Tillis campaign.

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<sup>3</sup> Cambridge Analytica LLC was established as a US business in Delaware on December 31, 2013, according to the records of the Delaware Secretary of State. <https://icis.corp.delaware.gov/Ecorp/EntitySearch/NameSearch.aspx>

<sup>4</sup> There is no allegation in any of the Complaints that the Tillis Committee was provided services by SCL without payment. Indeed, the Complaint in MUR 7357 specifically references the payments made by the Tillis Committee to Cambridge Analytica. See Complaint in MUR 7357, page 4, Paragraph 11.

The Tillis Committee was and is mindful of the Commission's regulations at 11 C.F.R. §110.20 regarding the involvement of foreign nationals in US elections.

“ (f) *Expenditures, independent expenditures, or disbursements by foreign nationals in connection with elections.* A foreign national shall not, directly or indirectly, make any expenditure, independent expenditure, or disbursement in connection with any Federal, State, or local election.

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(h) *Providing Substantial Assistance.*

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(2) No person shall knowingly provide substantial assistance in the making of an expenditure, independent expenditure, or disbursement prohibited by paragraphs (e) and (f) of this section.

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(i) *Participation by foreign nationals in decisions involving election-related activities.* **A foreign national shall not direct, dictate, control, or directly or indirectly participate in the decision-making process of any person, such as a corporation, labor organization, political committee, or political organization with regard to such person's Federal or non-Federal election-related activities, such as decisions concerning the making of contributions, donations, expenditures, or disbursements in connection with elections for any Federal, State, or local office or decisions concerning the administration of a political committee.”** (emphasis added)

There was no involvement by SCL or its employees in the control, decision making or management of the Tillis campaign in 2014. The Tillis Committee was managed by its general consultant and its campaign manager and any claims by persons associated with SCL to the contrary were self-aggrandizing statements designed to procure additional clients. See Affidavits of Paul Shumaker and Jordan Shaw.

The Tillis Committee did not violate the federal statute or the Commission's regulations governing foreign nationals' involvement in the Tillis campaign.

The Commission has reviewed allegations concerning the involvement of foreign nationals in various contexts in the activities of federal political committees. In several instances, the Commission has affirmed that the mere presence or involvement in an American political campaign by an individual who is a foreign national is not dispositive of whether a violation has occurred.

As the Commission noted in MUR 6959, “The Commission regulations ... provide that a foreign national shall not “direct, dictate, control, or directly or indirectly participate in the decision-making process of any . . . political committee . . . with regard to . . . election-related



activities."<sup>5</sup> This prohibition includes decisions concerning "the making of contributions, donations, expenditures, or disbursements" and "the administration of a political committee."<sup>6</sup>

Both Mr. Shumaker and Mr. Shaw have provided their sworn testimony that no one from SCL was involved in any decisions regarding the Tillis Committee's management, its expenditures, disbursements or other strategic or administrative decisions. The boastful and exaggerated marketing claims of a former vendor bragging about its role for purposes of attracting new business cannot overcome the sworn testimony to the contrary of those who actually made the management and expenditures decisions for and on behalf of the Tillis Committee.

There is no doubt that SCL was not involved in the Tillis Committee's operations, management or disbursement decisions. SCL was a data vendor, making available to the Tillis campaign its data libraries and analytical tools, in the normal and customary manner in which data vendors serve campaigns. The company played no other role for or on behalf of the Tillis Committee and certainly did not control, directly or indirectly, decisions regarding disbursements or expenditures by the Tillis Committee.

### **C. SCL Did Not Participate in the Creation, Production or Dissemination of Public Communications by the Tillis Committee.**

The Complaints allege as statements of fact assertions that are not true. In addition to not being involved in the management, administration or control of the Tillis campaign and not having a role in the "... making of contributions, donations, expenditures, or disbursements" of the Tillis campaign, neither did SCL create, produce or disseminate any public communications for or on behalf of the Tillis campaign – or have a decision making role in the creation, production or dissemination of the campaign's communications. See Affidavits of Paul Shumaker and Jordan Shaw.

The false statements in the Complaints are derived from the utterly erroneous claims by certain individuals associated with SCL, none of which were made under oath or as part of a legal proceeding. Contrast that with the sworn statements of the Tillis campaign's general consultant and campaign manager stating the opposite: that the employees of SCL were not involved in the Tillis campaign's communications. The Tillis campaign retained a media consulting firm, but it was *not*

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<sup>5</sup> 11 C.F.R. § 110.20(i). From the findings in MUR 5969: "The Complaint in MUR 6959 described the Commission's regulation at 11 C.F.R. § 110.20(i) as prohibiting foreign nationals from "working at any meaningful capacity" or engaging in conduct that merely "*influences* the decision making process" of a political committee. Compl. at 3, 7 (emphasis added). However, the regulation does not impose such universal or near-universal restrictions on the participation of foreign nationals in a political committee's operations."

<sup>6</sup> *Id.* "The Commission has advised that foreign nationals speaking at committee events, soliciting funds and support for a committee, and attending meetings to discuss committee events or political strategy do not constitute participation in the "decision-making processes" of a committee. See Advisory Op: 2004-26 (Weller) at 3; see also F&LA at 7-9, MURs 5987, 5995, and 6015 (Hillary Clinton for President) (explaining that a foreign national recording artist's efforts to promote a campaign fundraising event did not constitute participation in the "decision-making processes" of a committee)."

SCL. The assertion by the North Carolina Democratic Party in MUR 7382 that SCL was retained by the Tillis campaign to provide “media consulting” is false.

Further, Complainant in MUR 7382 acknowledges that its alleged violations turn on whether the Tillis Campaign involved SCL in its ‘creation, production or dissemination’ of the campaign’s communications. “Though the FEC has found that use of a common vendor who is merely selling data without participating in the creation, production or distribution of communications does not constitute coordination, SCL’s services went well beyond the sale of data.” Complaint in MUR 7382, p. 4.

The involvement of SCL in the creation of communications is a key element of the Complaints’ allegations of violation of federal law by the Tillis Committee. Here, there was no such involvement and, hence, no violation.

In order for any of the MURs to establish a violation of law, there must be some evidence that SCL was involved in the Tillis Campaign’s communications. The Commission articulated that required element in MUR 6888 and dismissed the complaints against a number of political committees and data companies, saying “... the “common vendor” standard is not satisfied because it appears that Data Trust and i360 sell access to their data libraries and analytical tools (and administrative service relating to such access) **and are not involved in creating, producing, or distributing communications in any way**. Access to the data is evidently tailored according to parameters the client selects, and the client may then use the pre-selected data set in a way it deems appropriate for carrying out its own strategic aims. The available information does not indicate that Data Trust and i360 are involved in helping their clients select particular data, nor do they appear to be involved in any subsequent communications”. (emphasis added).

The Commission’s descriptions in MUR 6888 mirror the relationship between the Tillis Committee and its data firm, SCL, necessitating the same outcome in finding no reason to believe a violation has occurred.

The role of SCL with the Tillis Committee was as its data vendor, selling data to campaigns in the same manner as other data companies such as i360 or Data Trust. In fact, it is against those very entities that SCL was apparently seeking to compete, and which generated the exaggerated statements by SCL personnel. Complainants offer no third party verification or validation of the SCL bare marketing claims. Even the news articles cited by Complainants evidence skepticism as to the statements and the individuals on whom Complainants rely as their sources of information for their complaints, as described above.

The Tillis Committee was careful to keep its data vendor in the data services lane and did not involve the company in the communications, messaging or media strategies of the campaign. Other vendors and consultants were retained and paid by the Tillis Committee to perform those services. See Shumaker and Shaw Affidavits.

There is no violation of law on the part of the Tillis Committee by purchasing access to data files and analytical tools from SCL. The Commission has consistently adhered to that standard and should do so in these matters.

## **II. There Is No Violation of 11 C.F.R. §109.21, the Commission's Regulations Governing Coordinated Public Communications**

**A. The Services And Products Delivered To The Tillis Committee By SCL Were Normal Data Vendor Services That Did Not Create Common Vendor Status With Any Third Party.** For SCL to have been subject to the "common vendor" regulations, its role would have been to do more than sell data to the Tillis Committee, something acknowledged by Complainants. See MUR 7382, Compl., p. 4.

The Commission affirmed that legal standard in its findings in MUR 6888, referenced above, involving two data companies like SCL:

"... The Complaint alleges that the conduct standard is satisfied because Data Trust and i360 served as a "common vendor" between the groups making the communications ... and the RNC, State Party Committee Respondents and Candidate and Authorized Committee Respondents. (citing to Complaint). The "common vendor" standard is satisfied if all of the following are true: (i) the person paying for the communication employs a commercial vendor to "create, produce, or distribute" the communication; (ii) the vendor has provided certain delineated services to the recipient of the contribution during the 120 days preceding the communication; and (iii) the vendor conveys non-public information about the campaign's "plans, projects, activities, or needs," or services previously provided to the campaign by the vendor, and that information is material to the creation, production, or distribution of the communication.

In this case, the "common vendor" standard is not satisfied because it appears that Data Trust and i360 sell access to their data libraries and analytical tools (and administrative services relating to such access) and are not involved in creating, producing, or distributing communications in any way. Access to the data is evidently tailored according to parameters the client selects, and the client may then use the pre-selected data set in a way it deems appropriate for carrying out its own strategic aims. The available information does not indicate that Data Trust and i360 are involved in helping their clients select particular data, nor do they appear to be involved in any subsequent communications. Thus, Data Trust and i360 do not appear to be commercial vendors that are being employed to "create, produce, or distribute" a communication for their clients under the first requirement of the "common vendor" standard. ... all three factors must be satisfied in order to meet the definition of a "common vendor."

The Commission rightly dismissed the Complaint against all Respondents in MUR 6888, concluding that there is no common vendor status triggered by the hiring of a data company where the services provided include the selling of data but no subsequent involvement in the 'creation, production, or development' of the campaign's communications.

That is the identical fact situation here. Absent facts demonstrating (not just alleging) SCL's involvement in the Tillis campaign's communications, the conduct standard of 11 C.F.R. §109.21 is not triggered, the independent expenditures by a third party entity (in this case the John Bolton PAC) were not coordinated public communications and the Commission must find there is no reason to believe that there was a violation of the Commission's regulations against coordinated public communications.

### CONCLUSION

There are no facts to support a finding of reason to believe a violation of federal law has been committed by Respondent with respect to the allegations in any of the three Complaints.

As result, the Respondent should be dismissed from all of the Complaints, as there is no reason to believe that a violation of law has been committed by Respondent under the allegations and the legal authority of each of the complaints.

Respectfully submitted,



Cleta Mitchell, Esq.,  
Counsel to  
Thom Tillis Committee,  
Collin McMichael, Treasurer,  
in his official capacity

Dated this 24<sup>th</sup> day of May, 2018

## **EXHIBIT A**

### **Tillis Majority Committee Statement of Organization**

FEC  
FORM 1STATEMENT OF  
ORGANIZATION

RECEIVED

2015 FEB 11 AM 11:38

Office Use Only

1. NAME OF  
COMMITTEE (in full)☐(Check if name  
is changed)Example: If typing, type  
over the lines.

12FE4M5

Tillis Majority Committee

ADDRESS (number and street)

PO Box 97275

☐(Check if address  
is changed)

Raleigh

CITY ▲

NC

STATE ▲

27624

ZIP CODE ▲

COMMITTEE'S E-MAIL ADDRESS

☐(Check if address  
is changed)

TMC@cmandco.com

Optional Second E-Mail Address

COMMITTEE'S WEB PAGE ADDRESS (URL)

☐(Check if address  
is changed)

NONE

2. DATE

02

04

2015

3. FEC IDENTIFICATION NUMBER ►

C

4. IS THIS STATEMENT

☒

NEW (N)

OR

☐

AMENDED (A)

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer Collin McMichael

Signature of Treasurer



Date

02

04

2015

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g.  
ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.Office  
Use  
OnlyFor further information contact:  
Federal Election Commission  
Toll Free 800-424-9530  
Local 202-694-1100FEC FORM 1  
(Revised 06/2012)

## 5. TYPE OF COMMITTEE

**Candidate Committee:**

- (a) ☐ This committee is a principal campaign committee. (Complete the candidate information below.)
- (b) ☐ This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)

Name of Candidate \_\_\_\_\_

Candidate Party Affiliation ☐ Office Sought: ☐ House ☐ Senate ☐ President State ☐ District ☐

- (c) ☐ This committee supports/opposes only one candidate, and is NOT an authorized committee.

Name of Candidate \_\_\_\_\_

**Party Committee:**

- (d) ☐ This committee is a ☐ (National, State or subordinate) committee of the ☐ (Democratic, Republican, etc.) Party.

**Political Action Committee (PAC):**

- (e) ☐ This committee is a separate segregated fund. (Identify connected organization on line 6.) Its connected organization is a:
- ☐ Corporation ☐ Corporation w/o Capital Stock ☐ Labor Organization
- ☐ Membership Organization ☐ Trade Association ☐ Cooperative
- ☐ In addition, this committee is a Lobbyist/Registrant PAC.
- (f) ☐ This committee supports/opposes more than one Federal candidate, and is NOT a separate segregated fund or party committee. (i.e., nonconnected committee)
- ☐ In addition, this committee is a Lobbyist/Registrant PAC.
- ☐ In addition, this committee is a Leadership PAC. (Identify sponsor on line 6.)

**Joint Fundraising Representative:**

- (g) ☒ This committee collects contributions, pays fundraising expenses and disburses net proceeds for two or more political committees/organizations, at least one of which is an authorized committee of a federal candidate.
- (h) ☐ This committee collects contributions, pays fundraising expenses and disburses net proceeds for two or more political committees/organizations, none of which is an authorized committee of a federal candidate.

**Committees Participating in Joint Fundraiser**

1.	THOM TILLIS COMMITTEE	FEC ID number	C00545772
2.	TOGETHER HOLDING OUR MAJORITY - THOMPAC	FEC ID number	C00571323
3.		FEC ID number	C
4.		FEC ID number	C

20100111 11:01:11 AM

Write or Type Committee Name

**Tillis Majority Committee****6. Name of Any Connected Organization, Affiliated Committee, Joint Fundraising Representative, or Leadership PAC Sponsor**

NONE

Mailing Address

CITY

STATE

ZIP CODE

Relationship: ☐ Connected Organization ☐ Affiliated Committee ☐ Joint Fundraising Representative ☐ Leadership PAC Sponsor**7. Custodian of Records:** Identify by name, address (phone number -- optional) and position of the person in possession of committee books and records.

Full Name

Collin McMichael

Mailing Address

PO Box 97275

Raleigh

NC

27624

Title or Position

CITY

STATE

ZIP CODE

Treasurer

Telephone number

919

889

1817

**8. Treasurer:** List the name and address (phone number -- optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).Full Name  
of Treasurer

Collin McMichael

Mailing Address

PO Box 97275

Raleigh

NC

27624

Title or Position

Treasurer

CITY

STATE

ZIP CODE

Telephone number

919

889

1817



Full Name of  
Designated  
Agent

Mailing Address

CITY

STATE

ZIP CODE

Title or Position

Telephone number

9. **Banks or Other Depositories:** List all banks or other depositories in which the committee deposits funds, holds accounts, rents safety deposit boxes or maintains funds.

Name of Bank, Depository, etc.

BB&T

Mailing Address

6659 Falls of Neuse Road

Raleigh

NC

27615

CITY

STATE

ZIP CODE

Name of Bank, Depository, etc.

Mailing Address

CITY

STATE

ZIP CODE

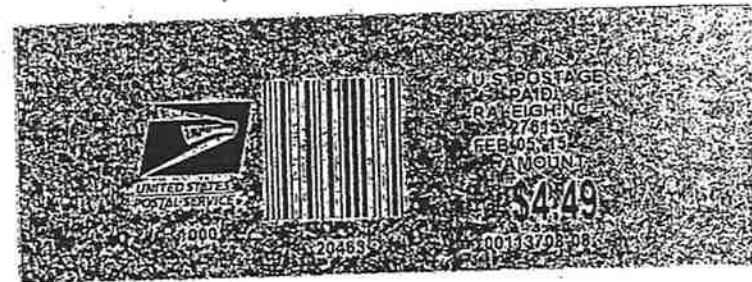
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UNODS | DWT | WOUT

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT  
OF THE RETURN ADDRESS. FOLD AT DOTTED LINE

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<input type="checkbox"/> Received from Electronic Filing Office	Date of Receipt
<input type="checkbox"/> Other (Specify):	Date of Receipt or Postmarked
 PREPARER (8/2013)	2/11/15 DATE PREPARED

2015-02-11 14:00:00

## **EXHIBIT B**

**Affidavit of Collin McMichael, Treasurer**

## IN AND BEFORE THE FEDERAL ELECTION COMMISSION

State of North Carolina  
Wake County

**AFFIDAVIT OF COLLIN MCMICHAEL**

I, Collin McMichael, a resident of the State of North Carolina and being of lawful age, do hereby affirm and state:

1. I serve as the Treasurer of the Thom Tillis Committee and the Tillis Majority Committee.
2. The Thom Tillis Committee is the principal authorized campaign committee of Thom Tillis, Republican Senator from North Carolina ("Tillis Committee").
3. I served as the treasurer of the Tillis Committee during the 2013-14 election cycle.
4. I serve also as the Treasurer of the Tillis Majority Committee, a joint fundraising representative of the Tillis Committee and Together Holding Our Majority (THOM) PAC.
5. The Tillis Majority Committee was formed in February, 2015 and did not exist during the time period covered by the Complaint filed with the FEC in Matter Under Review 7351 and the Tillis Majority Committee has made no payments at any time to Cambridge Analytica or SLC USA.
6. Accordingly, the Complaint against the Tillis Majority Committee must be dismissed.
7. I have reviewed the contents of MUR 7351, as well as the complaints filed in Matter Under Review 7357 and 7382.
8. I have reviewed the payments from the Tillis Committee to Cambridge Analytica d.b.a. SLC USA.
9. All payments from the Tillis Committee to Cambridge Analytica were sent to an office address in New York City, NY.
10. As the treasurer of the Tillis Committee, I believed that this vendor was a US company, whose offices were located in New York City, New York.
11. I had no reason to believe that this vendor was foreign owned or operated.
12. I understand that these statements are made under penalty of perjury and I swear and affirm that the statements contained herein are made of my personal knowledge and are true and correct to the best of my knowledge and belief.

Further Affiant Sayeth Not.

  
Collin McMichael

Before me this 24 day of May 2018, appeared Collin McMichael, who affirmed and stated under penalty of perjury that the above and foregoing is true and correct to the best of his knowledge and belief.

  
NOTARY PUBLIC

My Commission Expires: Aug. 10, 2021

SEAL



## **EXHIBIT C**

**Affidavit Of Paul A. Shumaker, Jr.**

## IN AND BEFORE THE FEDERAL ELECTION COMMISSION

State of North Carolina  
Wake County

**AFFIDAVIT OF PAUL SHUMAKER**

I, Paul A. Shumaker, Jr. a resident of the State of North Carolina and being of lawful age, do hereby affirm and state:

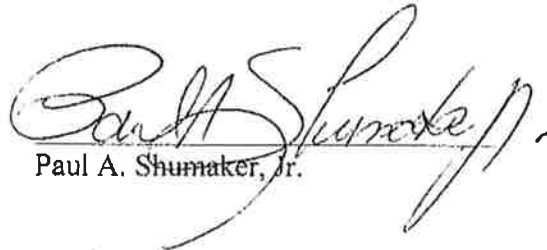
1. During the 2013-14 election cycle, I served as the general consultant to the Thom Tillis Committee, the campaign committee to elect Thom Tillis to the U.S. Senate ("the Tillis Campaign").
2. In my capacity as general consultant, I was approached by Mark Block during the spring of 2014 to consider a company named SCL USA, ("SCL USA"), as a possible data vendor for the Tillis Campaign.
3. After Senator Tillis won the North Carolina Republican nomination for the US Senate, Mark Block contacted me again and asked to be able to make a presentation about his company and their services.
4. I met with Mr. Block and others from SCL USA and they made a short presentation describing their company and services. The description of the services was fairly standard for a data vendor.
5. The Tillis Campaign ultimately decided not to engage SCL USA for the full services it offered but did engage SCL USA to serve as a data vendor.
6. As the Tillis Campaign's data vendor, SCL USA gave us access to its data library and analytical tools.
7. The Tillis Campaign engaged Targeted Victory, Inc. to perform online fundraising and engaged Stoneridge, Inc. to assist with social media. SCL USA had no involvement in the online fundraising program or the social media efforts of the Tillis Campaign.
8. SCL USA played no role in the development or decisions about the Tillis Campaign messaging or communications. All messaging, communications, and campaign strategy decisions were made by our strategy team that included our media consultant, our pollster, the campaign manager and me.
9. No one from SCL was present, physically or through any electronic or other means, when such matters were discussed and decisions made.



10. The Tillis Committee's use of information for which the campaign paid SCL USA was in keeping with the use of data from any data vendor.
11. SCL USA had no involvement in the strategy decisions of the Tillis Campaign and no involvement in any decision regarding the expenditure of funds by the Tillis Campaign.
12. No person from SCL USA took part in or was allowed on calls discussing Tillis Campaign communications, messaging or campaign strategy.
13. It was important to me to keep SCL USA doing what we had retained it to do, which was to develop turnout models and vote goal projections based on its data library and analytical tools.
14. The information developed by SCL USA for the Tillis Campaign was basic voter data, which SCL USA sold to the Tillis Campaign.
15. SCL USA played no role in the Tillis Campaign's use of the SCL USA work product, nor was SCL USA involved in any decisions related to the Tillis Campaign strategies.
16. Any assertion by SCL USA employees that they / SCL USA prepared "communications" and messages targeted to specific voters on behalf of the Tillis Committee is false.
17. The Tillis Campaign spent zero money on such targeted messaging as all our communications dollars were spent on television ads that reached mass audiences and not specific or targeted voters.
18. All of the Tillis Campaign ads and communications were created, produced and disseminated by our strategy team that did not include SCL USA or anyone from SCL USA.
19. All payments from the Tillis Campaign went to the SCL USA offices in New York City.
20. I had no reason to believe that SCL USA was anything other than a US Company. Mark Block, who I knew to be a Republican consultant from Wisconsin, and who had managed the Herman Cain presidential campaign in the 2012 cycle, first approached me about SCL USA. Upon information and belief, Mark Block is a U.S. citizen.
21. I have received and reviewed the complaints filed with the Federal Election Commission and styled as Matter Under Review 7351, Matter Under Review 7357, and Matter Under Review 7382 ("2018 FEC Complaints").
22. The allegations in the 2018 FEC Complaints regarding the Tillis Campaign are false and the complaints should be dismissed.

23. I understand that these statements are made under penalty of perjury and I swear and affirm that the statements contained herein are made of my personal knowledge and are true and correct to the best of my knowledge and belief.

Further Affiant Sayeth Not.

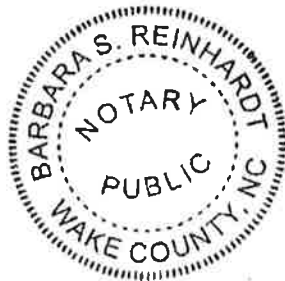
  
Paul A. Shumaker, Jr.

Before me this 21<sup>st</sup> day of May 2018, appeared Paul A. Shumaker, Jr. who affirmed and stated under penalty of perjury that the above and foregoing is true and correct to the best of his knowledge and belief.

  
NOTARY PUBLIC

My Commission Expires: 9/29/18

SEAL



## **EXHIBIT D**

### **Affidavit of Jordon Paul Shaw**

## IN AND BEFORE THE FEDERAL ELECTION COMMISSION

State of North Carolina  
Union County

**AFFIDAVIT OF JORDAN SHAW**

I, Jordan Paul Shaw, a resident of the State of North Carolina and being of lawful age, do hereby affirm and state:

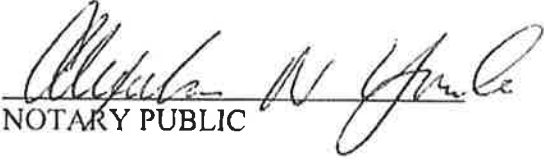
1. During the 2013-14 election cycle, I served as Campaign Manager of the Thom Tillis Committee, the campaign committee to elect Thom Tillis to the U.S. Senate ("the Tillis Campaign" or the "campaign.").
2. In my capacity as Campaign Manager, I was responsible for the management of the campaign, and developing and implementing the plans and activities in support of Sen. Tillis's candidacy for the US Senate, including overseeing and managing the staff and consultants for the Tillis Campaign.
3. I have received and reviewed the complaints filed with the Federal Election Commission and styled as Matter Under Review 7351, Matter Under Review 7357, and Matter Under Review 7382 ("2018 FEC Complaints").
4. The allegations in the 2018 FEC Complaints regarding the Tillis Campaign are false and the complaints should be dismissed.
5. During preparations for the 2014 general election, the Tillis Campaign general consultant and I were approached by SCL USA, Inc. ("SCL") to be considered as a Tillis Campaign data vendor.
6. SCL was retained by the Tillis Campaign for data vendor services.
7. I was advised that the person who first approached the Tillis Campaign about SCL was Mark Block, an individual who had been involved in the 2012 Herman Cain presidential campaign and was known to be a US Citizen and a Republican political consultant. Mr. Block represented himself as an owner, employee or agent of SCL.
8. The services performed by SCL for the Tillis Campaign were to provide access to the SCL's data libraries and access to its data analytics tools, which is similar to the services other commercial data vendors provide to campaigns.
9. There were no unique, novel, or ground breaking products developed by SCL for or delivered to the Tillis Campaign, despite the marketing claims of SCL to the contrary.

10. The Tillis Campaign retained separate vendors for online fundraising and social media efforts for the campaign, neither of which were involved with or included SCL.
11. The Tillis Campaign online fundraising and social media messaging did not rely on any data or information obtained by the campaign from SCL.
12. A separate third party vendor developed the direct mail fundraising communications for the Tillis Campaign with no input from or involvement with SCL.
13. The public communications and advertisements for the Tillis Campaign were created, produced, and disseminated by the Tillis Campaign's media firm, and the campaign's strategy team that consisted of our general consultant, our media consultant, our pollster, and me.
14. SCL had no involvement in the decision making or management of the 2014 Tillis Campaign.
15. At no time did SCL or any of its employees make any decisions or have any decision-making role or authority regarding the Tillis Campaign, its expenditures or disbursements, nor was SCL involved in the strategies of the Tillis Campaign.
16. SCL had no decision making role or involvement in the development, creation, production or dissemination of communications by the Tillis Campaign.
17. The polling data and focus groups paid for by the Tillis campaign formed the basis of the campaign's strategy for public communications and advertising, and SCL was not involved in the polling, the focus groups, or the analysis of the opinion research conducted and developed by the Tillis Campaign.
18. SCL's role with the Tillis Campaign was to provide us the access to its data files and to provide analytics and research tools.
19. To the best of my knowledge, SCL was a US company with offices in the United States.
20. I understand that these statements are made under penalty of perjury and I swear and affirm that the statements contained herein are made of my personal knowledge and are true and correct to the best of my knowledge and belief.

Further Affiant Sayeth Not.

  
Jordan Paul Shaw

Before me this 23 day of May 2018, appeared Jordan Paul Shaw who affirmed and stated under penalty of perjury that the above and foregoing is true and correct to the best of his knowledge and belief.

  
NOTARY PUBLIC

My Commission Expires: 03/22/2023

SEAL

