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CLIENT/MATTER NUMBER
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May 22, 2019

Mr. Jeff Jordan, Esq.
Assistant General Counsel
Complaints Examination & Legal Administration
Federal Election Commission
1050 First Street, NE
Washington, DC 20463

Re: RR-19L-09 – Rebuilding America Now

Dear Mr. Jordan:

The undersigned serves as counsel to Rebuilding America Now, an independent expenditures only committee (“the Committee”). We are in receipt of the Commission’s notice of the above-referenced referral.

The Committee is interested in entering into pre-probable cause conciliation negotiations to resolve the issues identified in the notice. You may reach me at (202) 295-4081 or email me at cmitchell@foley.com to advise as to next steps.

Please consider this the Committee’s response to the Notice of Referral. I will look forward to hearing from you in order that we may resolve this matter at the earliest possible date.

Thank you.

Sincerely,

Cleta Mitchell

Cleta Mitchell, Esq., Counsel
Rebuilding America Now

cc: Ryan Call, Treasurer

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July 8, 2019

Via Electronic Mail to jjordan@fec.gov

Mr. Jeff Jordan, Esq.
Assistant General Counsel
Complaints Examination & Legal
Administration
Federal Election Commission
1050 First Street, NE
Washington, DC 20463

Re: RR-19L-09 – Rebuilding America Now – Supplemental
Response to Notice of Referral

Dear Mr. Jordan:

The undersigned serves as counsel to Rebuilding America Now (“the Committee”) which received a Notice of Referral (RR-19L-09) from the Federal Election Commission (“the Commission” or “the FEC”) on May 1, 2019, which was then corrected and re-sent on May 15, 2019 (“the Referral”). The Committee filed a response on May 22, 2019, advising of the Committee’s willingness to enter into discussions regarding pre-probable cause conciliation of the issues related to the Referral.

This is a Supplemental Response to the Notice of Referral in order to fully apprise the Commission of information relevant to the Committee and the underlying facts giving rise to the Referral.

Background related to the Committee.

When the Committee was formed in the May/June 2016 time period as an independent expenditures only committee supporting the nomination and election of Donald J. Trump as President in the November 2016 general election, the undersigned, as counsel, took steps to establish proper internal controls and segregation of duties, in accordance with the Commission’s policy on internal controls.

To achieve that purpose, two FEC compliance experts were retained:

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FOLEY & LARDNER LLP

July 8, 2019

Page 2

- Mr. Ryan Call, Esq, an attorney in Colorado with seemingly excellent experience and credentials in FEC compliance, was retained and appointed as treasurer of the PAC, to be responsible for disbursements and reporting.
- Mr. Chris Marston, also an expert FEC Compliance vendor, was retained as assistant treasurer to manage and oversee the contributions to the PAC.

Both Mr. Call and Mr. Marston had access to the Committee's bank accounts and online account information. It was Mr. Call's responsibility to reconcile the bank account information to the FEC reporting in order to ensure the accuracy of the Committee's reports.

The system of segregating the duties of the contributions manager and the disbursements / reporting / banking manager worked well during the summer and fall of 2016, during the period of the Committee's greatest activity.

Issue Related to Erroneous 2016 Thirty Day Post General Report.

After the election, in preparation for the filing of the 2016 post-general report, Mr. Call sent an email to Mr. Marston, to the consultants who oversaw and managed the Committee and to me as counsel, with a representation that he had reconciled the bank account to the 30 Day Post General Report, and there was cash on hand of \$47,136.31 as of the close of the reporting period.

The email is incorporated below:

"From: **Ryan Call** <rcall@halewestfall.com>
 Date: Thu, Dec 8, 2016 at 2:25 PM
 Subject: draft post-general election FEC report
 To: Chris Marston <cmarston@nrreports.net>, Chris Marston <chris@electioncfo.com>
 Cc: Cleta Mitchell <cmitchell@foley.com>, Laurance "Laury" Gay < >, Ken McKay < >, Ryan Call <rcall@halewestfall.com>

Chris and Cleta,

Attached please find a draft of the post-general election report for Rebuilding America Now consisting of 36 pages, covering the filing period of October 20 - November 28, 2016 as required.

I incorporated the itemized expenses submitted by Laury and George earlier this morning as well as the itemized expenses submitted by Christina that are reflected in the memo entries, and did a full line-by-line reconciliation with our bank account, all invoices paid and on file, and the CMDI filing software through today.



FOLEY & LARDNER LLP

July 8, 2019

Page 3

Everything appears to be matching up just fine, and the FEC filing software is coming back with no error messages on an preliminary check.

Please take a moment to review this draft, and if it meets with your approval or if you have no objections, I will file this post-general election FEC report later this afternoon in advance of today's filing deadline."

However, we now know that Mr. Call's representations were not correct. A \$1 million contribution was received just prior to the election, which should have been reported on the 2016 Thirty Day Post General Report. Had an actual reconciliation of the bank account been performed as represented by Mr. Call, the account clearly would have reflected an additional \$1 million – minus any expenditures during the period. The Post General Report reflected one contribution of \$1 million from Geoffrey Palmer when, apparently, there were two such \$1 million contributions during the reporting period. Apparently, this contribution was not deposited in the same manner as other contributions, which should have involved Mr. Marston as contributions manager. However, apparently the contribution was a wire transfer (we are attempting to confirm this information) about which Mr. Call may have been notified, but Mr. Marston, the contributions manager, was not. Mr. Call has stated that he believed it was the same contribution and did not 'realize' it was actually a second contribution from the same donor in the same amount.

Despite at least one RFAI to the Committee inquiring about anomalies in the Committee's reporting at the end of 2016, Mr. Call failed to remedy the situation, continuing to file reports during 2017 and 2018 that did not account for the second \$1 million contribution received from Mr. Palmer just before the 2016 General Election.

Then, Mr. Call suddenly amended the 2016 Thirty Day Post General report, to finally report the second \$1 million contribution. That amendment was filed by Mr. Call on November 2, 2018, and generated the RFAI and subsequently the Referral. Mr. Call's explanation is contained in his response to the RFAI filed in March of this year.



FOLEY & LARDNER LLP

July 8, 2019

Page 4



FOLEY & LARDNER LLP

July 8, 2019

Page 5



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July 8, 2019

Page 6

Please contact me at (202) 295-4081 or cmitchell@foley.com if there are additional questions.

Thank you.

Sincerely,

A handwritten signature in blue ink that reads 'Cleta Mitchell'.

Cleta Mitchell, Esq.

cc: Chris Marston, Treasurer
Rebuilding America Now