

**BEFORE THE FEDERAL ELECTION COMMISSION**

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 ) **MUR 7994**  
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**RESPONSE OF ML ORGANIZATION, LLC AND WILLIAM PULTE**

Respondents ML Organization, LLC (“ML Organization” or “the LLC”) and William Pulte (collectively, “Respondents”) hereby respond to the complaint in the above-captioned Matter Under Review. For the reasons set forth below, we respectfully request that the Commission find there is no reason to believe that a violation of the Federal Election Campaign Act (“FECA” or “the Act”) or FEC regulations has occurred, dismiss the complaint, and close the file.

**BACKGROUND**

This matter arises from a complaint filed by Campaign Legal Center (“CLC”) that raises unsubstantiated questions about a November 2021 contribution made from the assets of ML Organization to an independent expenditure-only political committee (“IEOPC”) named Make America Great Again, Again! Inc. (“the Committee”). Specifically, the complaint presumes that a contribution from an LLC to an IEOPC is inherently suspect, and it speculates, without any evidence, all sorts of ills, large and small.

The complaint first erroneously claims that ML Organization is a corporate LLC with no activities or means to contribute “absent an infusion of funds provided to it for that specific purpose,” and that it must have been used to make a straw donation. Compl. ¶¶ 5, 26, 34. ML Organization is a multimember LLC that has been in existence since 2018. The LLC, which manages investments on behalf of the Pulte family, has engaged in significant investment activities since it was established over four years ago, and it has tens of millions of dollars in

assets. ML Organization's members include, among others, Mr. Pulte, who is President of the LLC, and his wife Diana Pulte, who is the Vice President of the LLC.

The complaint next wrongly asserts that the "true contributor" of ML Organization's contribution was withheld from disclosure. *Id.* ¶ 5. In November 2021, Diana Pulte completed and signed a donor form provided by the Committee along with the contribution. *See* Exhibit A (photograph of completed Committee donor form). In the space provided on that donor form, Mrs. Pulte designated that the donation came from the assets of ML Organization—indicating that it was an "LLC" contribution—and clearly listed herself as the member to whom the donation was to be attributed, providing all the "best efforts" information the Committee needed to disclose her as the donor. *Id.* The expectation was that there would be additional contributor disclosure along with the LLC. Indeed, Diana and Bill Pulte both have made significant personal contributions reported to the FEC in recent years, including to committees authorized by Donald J. Trump, belying any allegation of an effort to avoid disclosure here. *See, e.g.,* Trump Victory Am. 2020 Post-General Report at 1082 (May 20, 2021) (disclosing \$100,000 contribution from Diana Pulte to the Trump Victory joint fundraising committee on October 30, 2020); Trump Victory Am. 2019 October Quarterly Report at 805 (May 7, 2020) (disclosing \$35,000 contribution from William Pulte to Trump Victory on September 13, 2019).

For reasons unknown to Respondents, however, the Committee reported the LLC's contribution to the FEC without listing the attribution to Mrs. Pulte as provided on her donor form. Upon receiving the complaint in this MUR, the Committee was reminded that the attribution information had been provided on the form. The Committee promptly filed an amendment attributing the contribution from ML Organization to Mrs. Pulte consistent with the

copy of the form in its records. *See* Make America Great Again, Again! Inc. Am. 2021 Year-End Report at 14 (May 20, 2022). The public record, therefore, is now clear.

Simply put, Respondents have satisfied all their legal obligations at every step and the complaint's allegations are meritless. The complaint is yet another example of CLC filing a provocative, but baseless, complaint all so it can issue a press release designed to discourage further political participation protected by the First Amendment.<sup>1</sup> The Commission should find there is no reason to believe a violation has occurred, dismiss the complaint, and close the file.

## ANALYSIS

### **I. RESPONDENTS HAVE SATISFIED THEIR OBLIGATIONS UNDER THE COMMISSION'S PREVAILING STANDARDS**

This MUR presents a simple case. Respondents have satisfied all their legal obligations under the standards governing LLC contributions to IEOPCs announced by the Commission in recent years.

This is not, for example, a situation involving “a ‘pop up’ LLC that was created to make a political contribution then dissolved.” MURs 7013 & 7015 (IGX, LLC), Rev'd Factual & Legal Analysis at 5. The contribution from ML Organization was made from the assets of a four-year-old LLC that generates significant investment earnings and has millions in assets. *See, e.g.*, MUR 6930 (Prakazrel “Pras” Michel), First General Counsel's Report at 9 (recognizing that an LLC “created and operated . . . for purposes other than to influence an election by making contributions . . . was not merely a ministerial conduit or vehicle for transferring [the owner's] contributions; it was an active business entity through which Michel conducted his ongoing financial affairs”). The Commission has been clear that there can be no concerns with a

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<sup>1</sup> Brendan Quinn, *CLC Complaint Alleges Shell Company Funneled Secret Money to Trump Super PAC*, Campaign Legal Center (May 2, 2022), <https://campaignlegal.org/update/clc-complaint-alleges-shell-company-funneled-secret-money-trump-super-pac>.

contribution made from the assets of an LLC like ML Organization that generates “income from assets, investment earnings, . . . or bona fide capital investments” or otherwise was not “created and operated for the sole purpose of making political contributions.” MURs 6485 (W Spann LLC), 6487 & 6488 (F8, LLC), 6711 (Specialty Investment Group, Inc.) & 6930 (SPM Holdings LLC), Statement of Reasons of Chairman Petersen and Comm’rs Hunter and Goodman at 12; *accord* Compl. ¶ 24.

This also is not a matter involving an effort to shield the contributor, as established by contemporaneous written evidence. Diana Pulte, a member of the LLC who has contributed to political committees previously, provided the Committee with the information the Committee needed to attribute the contribution to her as the donor consistent with the FEC’s regulations at 11 C.F.R. § 110.1. *See* Exhibit A. Those regulations provide that, with respect to any “contribution by an LLC that elects to be treated as a partnership . . . or does not elect treatment as either a partnership or a corporation[by the IRS], shall be considered a contribution from a partnership pursuant to 11 CFR 110.1(e).” 11 C.F.R. § 110.1(g)(2). “A contribution by a partnership,” in turn, must “be attributed to the partnership and to each partner.” 11 C.F.R. § 110.1(e). Attribution may be made to individual members, just as it was here. *Id.* § 110.1(e)(2); *see also* MUR 7454 (DefendArizona), Statement of Reasons of Chairman Dickerson and Vice Chairman Walther and Commr’s Broussard and Weintraub at 1 & n.5 (“A partnership contribution must be attributed to both the partnership and each partner, either in proportion to his or her share of the partnership profits or by agreement among the partners.” (citing 11 C.F.R. § 110.1(e))). The Commission also has long recognized that a contribution may be attributed to the spouse of a member if that spouse is also a member of the LLC, like Mrs. Pulte. Advisory Op. 1980-67 (Long), at 4.

Stripped of CLC’s hyperbole, conjecture, and other musings, ML Organization did not violate the law. In fact, it complied with the Commission’s attribution regulation—application of which in this context is unmoored from any statutory authority, as discussed below in Part II.<sup>2</sup> Accordingly, this matter should be dismissed.

## **II. THE COMMISSION’S FLAWED APPROACH TO REGULATING LLC CONTRIBUTIONS TO IEOPCs ENCOURAGES BASELESS COMPLAINTS LIKE THIS ONE**

For over a decade, LLCs, regardless of their tax status, have been expressly permitted to make contributions from their own funds to IEOPCs. *See Citizens United v. FEC*, 558 U.S. 310 (2010); *Speechnow.org v. FEC*, 599 F.3d 686 (D.C. Cir. 2010). Given that LLC contributions are permitted as a matter of clear Supreme Court case law, merely alleging that such a contribution has been made—just as CLC has done here—should not ever establish reason to believe that a violation has occurred. *See* MUR 6554 (Friends of Weiner), Factual & Legal Analysis at 5 (“The Complaint and other available information in the record do not provide information sufficient to establish [a violation].”); *see also* MUR 4960 (Hillary Rodham Clinton for U.S. Senate Exploratory Committee, Inc.), Statement of Reasons of Comm’rs Mason, Sandstrom, Smith, and Thomas at 2 (“Unwarranted legal conclusions from asserted facts . . . or mere speculation . . . will not be accepted as true.” (internal citations omitted)).

Despite the lawfulness of such contributions, the Commission has continued to discourage what has been recognized as core political speech protected by the First Amendment.

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<sup>2</sup> Assuming *arguendo* the validity of the Commission’s application of the attribution regulations under 11 C.F.R. § 110.1 to IEOPCs, this matter involves (at most) a failure by the Committee to report additional detail about a contribution that it otherwise properly disclosed. Respondents do not know why the Committee did not disclose the member attribution information it had been provided on the donor form. Regardless, that is not Respondents’ concern; Respondents met their obligations under the regulation, with the full expectation that an underlying owner of the LLC would be reported. The public record also has now been clarified by the Committee consistent with the attribution information provided to it in November 2021—long away from, and not in proximity to, any election.

Worse, the Commission has done so by way of its enforcement docket, where commissioners have announced various new, and at times seemingly conflicting, standards regarding contributions from LLCs to IEOPCs (none of which are available in the Federal Register, unlike duly promulgated regulations). *See, e.g.*, MURs 6485 (W Spann LLC), 6487 & 6488 (F8, LLC), 6711 (Specialty Investment Group, Inc.) & 6930 (SPM Holdings LLC), Statement of Reasons of Chairman Petersen and Comm’rs Hunter and Goodman at 9–14. This has included the Commission awkwardly applying to IEOPCs the pre-*Citizens United* partnership attribution regulations at 11 C.F.R. § 110.1(e). *See* MUR 7454 (DefendArizona), Statement of Reasons of Chairman Dickerson and Vice Chairman Walther and Comm’rs Broussard and Weintraub at 1–2; *see also* MURs 6969 & 7031 (MMWP12 LLC) & 7034 (Children of Israel, LLC), Statement of Reasons of Chair Hunter and Comm’r Petersen at 5. Yet the Commission promulgated those regulations 35 years ago solely to police the Act’s contribution amount limitations under 52 U.S.C. § 30116(a)(1), which, of course, are not applicable to IEOPCs. *See* FEC, *Contributions and Expenditure Limitations and Prohibitions; Contributions by Persons and Multicandidate Political Committees*, 52 Fed. Reg. 760, 760 (Jan. 9, 1987) (“These regulations implement the contribution limitations established by [52 U.S.C. § 30116(a)(1)].”); *see also* 11 C.F.R. § 110.1 (providing in header that regulation was promulgated pursuant to “52 U.S.C. 30116(a)(1)”).<sup>3</sup>

The Commission’s *ad hoc* approach in this core First Amendment area denies the clear dictates of the Supreme Court. The Commission’s regulation *via* MUR has resulted in real confusion amongst ordinary political speakers and donors who lack the background or assistance

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<sup>3</sup> The LLC provision at 11 C.F.R. § 110.1(g), promulgated in 1999, merely adopted by reference the Commission’s 1987 partnership attribution rule at § 110.1(e), without additional statutory authority. Because 52 U.S.C. § 30116(a)(1)’s amount limitations do not apply to IEOPCs, the attribution regulation is invalid as applied to the current situation. *See* *FEC v. Cruz*, 142 S. Ct. 1638, 1649 (2022) (“An agency’s regulation cannot ‘operate independently of’ the statute that authorized it.” (quoting *California v. Texas*, 593 U. S. ----, ----, 141 S. Ct. 2104, 2119–20 (2021))).

of experienced campaign-finance lawyers who would even know how to locate a relevant Statements of Reasons. *See Citizens United*, 558 U.S. at 323 (“The First Amendment does not permit laws that force speakers to retain a campaign finance attorney . . . before discussing the most salient political issues of our day.”). More troubling, the Commission’s approach has wrongly and unfairly shifted the burden of proof onto respondents in these matters, creating an opportunity for complainants to assert a presumption that every LLC contribution lacking member attribution is illegal on its face. *But see* MUR 4850 (Deloitte & Touche, LLP, et al), Statement of Reasons of Comm’rs Wold, Mason, and Thomas at 2 (“The burden of proof does not shift to a respondent merely because a complaint is filed.”). This plays directly into the hands of groups like CLC, which are wrongly using misguided FEC complaints like this one to intimidate potential organizational donors and cause them irreparable reputational harm, all in an effort to constructively undo *Citizens United*. The Commission must not allow this to continue.

### CONCLUSION

For all of the foregoing reasons, the Commission should find no reason to believe, dismiss the complaint, and close the file in this MUR.

Respectfully submitted,




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*Counsel to ML Organization, LLC and William Pulte*

# EXHIBIT A



**MAGA, AGAIN! DONOR FORM**\$1,000,000\$250,000☒ \$500,000\$100,000\$50,000Other Amount: \$**CONTRIBUTOR INFORMATION (Please fill out every field. It is required to contribute)**Check one for contribution type: ☐ Individual ☐ Corporation ☒ LLC ☐ Partnership ☐ TrustFirst Name: DIANACity: BOCA RATONLast Name: PULTEState: FLEmployer: ML Organization LLCZip: 33432Occupation: Vice PresidentEmail: N/AAddress: 2305 Dixie HighwayPhone: N/A

By making this contribution, you affirm that the following statements are true and accurate: I am a United States citizen or permanent resident (e.g., greencard holder) or I am a representative of a corporation that is chartered and operating in the U.S., the funds are derived from U.S. revenues, and no foreign national has participated in the decision to make this contribution; This contribution is made from the funds of the above-listed contributor, will not be reimbursed by another, and, if this contribution is made via credit card, it is being made with a card for which the contributor has a legal obligation to pay and will not be made on the card of another; This contribution is not made from the treasury of an entity that is a federal government contractor.

Contributor Signature Diana PulteDate 11/8/2021Name Printed Diana Pulte**JOINT CONTRIBUTOR INFORMATION (Please fill out every field if you are giving from a joint account.)**Check one for contribution type: ☐ Individual ☐ Corporation ☐ LLC ☐ Partnership ☐ Trust

First Name: \_\_\_\_\_

Occupation: \_\_\_\_\_

Last Name: \_\_\_\_\_

Email: \_\_\_\_\_

Employer: \_\_\_\_\_

Phone: \_\_\_\_\_

By making this contribution, you affirm that the following statements are true and accurate: I am a United States citizen or permanent resident (e.g., greencard holder) or I am a representative of a corporation that is chartered and operating in the U.S., the funds are derived from U.S. revenues, and no foreign national has participated in the decision to make this contribution; This contribution is made from the funds of the above-listed contributor, will not be reimbursed by another, and, if this contribution is made via credit card, it is being made with a card for which the contributor has a legal obligation to pay and will not be made on the card of another; This contribution is not made from the treasury of an entity that is a federal government contractor.

Contributor Signature \_\_\_\_\_

Date \_\_\_\_\_

Name(s) Printed \_\_\_\_\_

**PAYMENT INFORMATION**☐ Pay by check. Please make personal checks payable to **MAGA, Again!**☐ Pay by credit card (check one). ☐ Visa ☐ MasterCard ☐ American Express ☐ Discover☐ Pay by Wire Transfer. Instructions provided upon request.

Name on personal credit card: \_\_\_\_\_

Contribution Amount: \$ \_\_\_\_\_

Card Number: \_\_\_\_\_

Security Code: \_\_\_\_\_

Expiration Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Contributions to Make America Great Again, Again! are not tax deductible. Make America Great Again, Again! is a political action committee registered with the federal election commission that makes independent expenditures in connection with elections for public office. We accept unlimited contributions from individuals (U.S. Citizens and permanent resident aliens), corporations and other organizations. We are prohibited by law from accepting contributions from foreign citizens, foreign corporations, federal government contractors, entities established by congress, and national banks. Federal law requires us to use our best efforts to collect and report the name, mailing address, occupation and name of employer of each individual whose contributions exceed \$200 in a calendar year. FEC Committee ID C00790477.



FEDERAL ELECTION COMMISSION  
1050 First Street, N.E.  
Washington, D.C. 20463

**STATEMENT OF DESIGNATION OF COUNSEL**

**FAX 202-219-3923**

MUR # 7994

Name of Counsel: Donald F. McGahn II  
Stewart Crosland

Firm/Organization: Jones Day

Telephone: (202) 879-3939

Fax: N/A

Email: dmcgahn@jonesday.com  
scrosland@jonesday.com

The above-named individual and/or firm are hereby designated as my counsel and is authorized to receive any notifications and other communications from the Commission and to act on my behalf before the Commission.

06/01/2022

Date

A handwritten signature in black ink, appearing to read "Donald F. McGahn II", is written over a horizontal line.

Signature (Respondent/Agent)

Vice President

Title

**RESPONDENT:** ML Organization, LLC

Address: 2377 E. Silver Palm Road  
Boca Raton, FL 33432

This form relates to a Federal Election commission matter that is subject to the confidentiality provisions of 52 U.S.C. § 30109(a)(12)(A). This section prohibits making public any notification or investigation conducted by the Federal Election commission without the express written consent of the person under investigation.





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