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August 22, 2022

FOIA CONFIDENTIAL TREATMENT REQUESTED

Federal Election Commission
Office of Complaints Examination
and Legal Administration
Attn: Kathryn Ross, Paralegal
999 E Street, NW
Washington, DC 20436

Re: MUR 8019
Snow Goose, LLC

On behalf of Snow Goose, LLC (the “Respondent”), we write in response to the complaint in MUR 8019 (the “Complaint”).

SUMMARY

The Complaint, filed by the Campaign Legal Center, alleges the Respondent knowingly concealed the identity of the true contributor of a political contribution, in violation of the Federal Election Campaign Act (“FECA”), 52 U.S.C. § 30101, *et seq.* The Respondent made the contribution in question on February 10, 2022 to Wyoming Values, an independent-expenditure only political committee (“IEOPC”). While many of the facts included in the Complaint are accurate, the complaint makes a fundamental flaw in its presentation of the facts.

The Respondent did not conceal the true contributor’s identity. In fact, the Respondent identified the organization’s single-natural member by name, on the contribution form that accompanied the contribution from the Respondent to Wyoming Values on February 10, 2022. The Respondent completed the contribution form provided by Wyoming Values accurately and completely, clearly disclosing the name of the true contributor at the time of the donation. In so doing, the Respondent complied with the statute and regulations. Wyoming Values reported Snow Goose, LLC as the sole source of the contribution.

Nevertheless, in order to ensure the requisite public transparency, the Respondent is prepared to request that Wyoming Values amend its FEC contribution report with explicit instructions to

identify the single-natural member of Snow Goose, LLC as the source of the contribution, correcting what would otherwise amount to an administrative error.

Accordingly, the Commission should take no further action and close this matter.

FACTS

1. Wyoming Values is an IEOPC that registered with the Commission on September 8, 2021, and Paul Kilgore is its treasurer.¹ During the 2022 election cycle, Wyoming Values disclosed aggregate receipts of \$706,000 as of March 31, 2022.²
2. The Respondent was organized in Wyoming as a domestic limited liability company on December 10, 2021. Documents filed by Respondent with the Wyoming Secretary of State indicate that Matt Kim-Miller is Snow Goose, LLC's organizer, attorney, and agent. Respondent's mailing address and principal office address are at 5830 E. 2nd Street, Casper, WY 82609, which is the same address provided for its registered agent, Corporate Creations Network Inc.³
3. For federal tax purposes, Snow Goose, LLC, the Respondent, has not made any elections on IRS Form 8832 and is therefore taxed as a partnership.
4. The Respondent is comprised of a single partner, identified in the organization's founding charter.⁴
5. The Respondent made the contribution at issue on February 10, 2022 to Wyoming Values. *See* Exhibit A.⁵ On the accompanying contribution form, also dated February 10, 2022, the Respondent clearly identified both the name of the individual donor and the Respondent as the corporate donor. *See* Exhibit B.

RELEVANT LAW

Federal election law states that “[n]o 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.”⁶ In terms of congressional intent, the Commission's regulation implementing the straw donor ban provides the following example of contributions in the name of another:

¹ Wyoming Values, Statement of Org. (September 8, 2021).

² Wyoming Values, Receipts, https://www.fec.gov/data/receipts/?data_type=processed&committee_id=C00788877&two_year_transaction_period=2022&min_date=01%2F01%2F2021&max_date=12%2F31%2F2022 (last viewed June 21, 2022).

³ Snow Goose, LLC, Articles of Org., Wyoming Secretary of State. *See* Exhibit C.

⁴ Memorandum of Action of the Organizational Meeting of the Member of Snow Goose, LLC (December 10, 2021). *See* Exhibit D.

⁵ Please note that we have redacted the Respondent's bank account information on Exhibit A.

⁶ 52 U.S.C § 30122.

“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.”⁷ (emphasis added).

Additionally, the requirement that a contribution be made in the name of its true source promotes Congress’s objective of ensuring the complete and accurate disclosure by candidates and committees of the political contributions they receive,⁸ and ensures that the public is fully informed about the true source of political contributions and expenditures. Such transparency enables the public to have necessary information when evaluating candidates for office as well as allowing the public to “make informed decisions and give proper weight to different speakers and messages.”⁹

To ensure proper attribution of a contribution, a limited liability company (“LLC”) “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.”¹⁰ An LLC that either elects to be treated as a partnership by the Internal Revenue Service or does not elect treatment as partnership or a corporation, shall be considered a partnership.¹¹ 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.¹² Further, an LLC that has a single-natural member and is not taxed as a corporation must be attributed to the natural person member.¹³ Finally, the Commission interprets 11 C.F.R. § 110.1(g)(5) to mean that recipient committees are required to report attribution information for contributions from LLCs with a single-natural member to that single-natural member.¹⁴

DISCUSSION

The Respondent disputes the assertion in the Complaint that the Respondent purposely concealed the true contributor’s identity by intentionally funneling the contribution to evade reporting requirements. These reporting requirements relate to the manner in which the corporation elects to be treated for federal tax purposes. The Respondent is treated as a partnership for tax purposes. As a partnership, Respondent is required to provide attribution information to the recipient

⁷ 11 C.F.R. § 110.4(b)(2)(i).

⁸ See *Doe, I v. Fed. Election Comm’n*, 920 F.3d 866, 871 (D.C. Cir. 2019) (“The provision requiring contributions to be made in the name of the source of the funding — 52 U.S.C. § 30122 — is thus plainly constitutional.”); *United States v. O’Donnell*, 608 F.3d 546, 553 (9th Cir. 2010) (“[T]he congressional purpose behind [Section 30122]—to ensure the complete and accurate disclosure of the contributors who finance federal elections—is plain.”).

⁹ *Citizens United v. FEC*, 558 U.S. 310, 369–71 (2010).

¹⁰ 11 C.F.R. § 110.1(g)(5).

¹¹ 11 C.F.R. § 110.1(g)(2).

¹² 11 C.F.R. § 110.1(e).

¹³ 11 C.F.R. § 110.1(g)(4).

¹⁴ See, e.g. Statement of Reasons of Chairman Allen Dickerson in the matter of MUR 7454, dated April 14, 2022 (explaining that “LLCs must affirmatively provide attribution information when making political contributions so that the recipient committees, including IEOPCs, can accurately disclose those contributions to the public.”).

committee of the partnership and each partner. In the Respondent's case, this is a single-natural member partnership.

In fact, consistent with the statute and the applicable regulations¹⁵, the Respondent completely and accurately identified the individual donor on the contribution form the Respondent submitted to Wyoming Values, which accompanied the contribution on February 10, 2022.¹⁶ Notwithstanding the fact that the Respondent disclosed the name of the true contributor at the time of the donation, Wyoming Values reported Snow Goose, LLC as the sole source of the contribution.

The Respondent, nevertheless, is prepared to request that Wyoming Values amend its FEC contribution report to include the name of the individual contributor so as to not obscure the true contributor. By Wyoming Values amending its FEC contribution report, the true contributor's identity would become publicly available, yielding the transparency sought by the Campaign Legal Center in the Complaint. The Respondent is prepared to implement the aforementioned action immediately, and make the exchange of correspondence between the Respondent and Wyoming Values available to the Commission.

CONCLUSION

Inasmuch as the Respondent is prepared to request that Wyoming Values amend its FEC contribution report, resulting in the disclosure of the true contributor, the Respondent respectfully requests the Commission take no further action in this matter.

For the Respondent,

Michael J. Bell
Hogan Lovells US LLP
555 Thirteenth Street, NW
Washington, D.C. 20004
Tel: (202) 637-5600
Fax: (202) 637-5910
michael.bell@hoganlovells.com

¹⁵ See 52 U.S.C. § 30122; 11 C.F.R. § 110.4(b)(2)(i); 11 C.F.R. § 110.1(e); 11 C.F.R. § 110.1(g)(2), (4)–(5).

¹⁶ See Exhibit B. Please note we have redacted the e-mail address of the individual donor.

Snow Goose LLC

5830 E 2nd Street
Casper, WY 82609713
1070

1001

DATE 2/10/2022PAY TO THE
ORDER OFWyoming Values\$ 50,000Fifty Thousand dollars and00
100

DOLLARS

Security
Features
Details on
BackWESTERN
STATES BANK

www.wsb.bank

MEMO

Contribution

1001



Security icon on this document indicates:

Security Features:
MicroPrint Signature

Security Features

Results of document alteration:
• Small type in signature line appears
as dotted line when reproduced
• Absence of "Original Document"
text on back of checkClassic City Bank #887
2022-02-15

Tirl Batch

2022-02-16

-Inst=CLASSIC CITY BANK
-BranchName=CLASSIC CITY BANKBr=1
-TirlID=2-StartTm=10:58:24 AM-BusDt=02/15/22DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
• RESERVED FOR FINANCIAL INSTITUTION USE •☐ CHECK HERE IF MOBILE DEPOSIT

ENDORSE HERE:

deposit only
Wyoming Values
6001579

**Donor Information**

First Name: Curtis Last Name: Richardson
 Address: 5830 E. 2nd Street
 City: Casper State: WY Zip Code: 82609
 Phone: N/A E-mail: [REDACTED]

Federal law requires us to use our best efforts to collect and report the name, mailing address, occupation and name of employer of individuals whose contributions exceed \$200 in a calendar year.

Employer: N/A Occupation: N/A

Corporate Donor Information

Name of Corporation: Snow Goose, LLC
 Address: 5830 E. 2nd Street
 City: Casper State: WY Zip Code: 82609
 Primary Contact Phone: N/A Primary Contact Email: [REDACTED]
 Signature of Corporate Representative: [Signature] Date: 2/10/2022

Contribution Amount

Please input your contribution amount. There is no maximum contribution limit. \$ 50,000

Payment Information

☒ Please find my contribution enclosed.

Please make your check payable to **Wyoming Values** and return it addressed to:
 824 S Milledge Ave, Ste 101, Athens, GA 30605

Wiring Instructions for Wyoming Values

Routing Number: 061121481 Account Number: 6001574 Account Type: Checking

Beneficiary: Wyoming Values

Please note that Classic City Bank is directly on-line with the Federal Reserve Bank.

Confirm Your Eligibility

☒ Please check this line to confirm the following statements are true:

I am a United States citizen or an individual admitted with permanent residence status (e.g. a "green card holder") and the funds for this contribution are from domestic (American) sources. In addition, this contribution, whether personal or corporate, will not be reimbursed by another person or entity.

Contributions to Wyoming Values are not deductible as charitable contributions for federal income tax purposes. Contributions from foreign nationals are prohibited. Federal government contractors should consult counsel prior to making a contribution to Wyoming Values. Wyoming Values is registered with the Federal Election Commission as an independent expenditure-only committee and may accept unlimited contributions from individuals, corporations, and other organizations. Your contribution is not subject to FEC contribution limits. Wyoming Values's spending is independent, and it does not make contributions to, or coordinate its spending with, any candidates or political parties.

Paid for by Wyoming Values
 Not Authorized by any Candidate or Candidate's Committee.
 824 S Milledge Ave, Ste 101, Athens, GA 30605



Wyoming Secretary of State
Herschler Bldg East, Ste.100 & 101
Cheyenne, WY 82002-0020
Ph. 307-777-7311

For Office Use Only
WY Secretary of State
FILED: Dec 10 2021 10:53AM
Original ID: 2021-001059510

Limited Liability Company Articles of Organization

- I. The name of the limited liability company is:**
Snow Goose, LLC
- II. The name and physical address of the registered agent of the limited liability company is:**
Corporate Creations Network Inc.
5830 E 2nd St
Casper, WY 82609
- III. The mailing address of the limited liability company is:**
5830 E. 2nd Street
Casper, WY 82609
- IV. The principal office address of the limited liability company is:**
5830 E. 2nd Street
Casper, WY 82609
- V. The organizer of the limited liability company is:**
Matt Kim-Miller
P.O. Box 68, Jackson, WY 83001

Signature: ***Matt Kim-Miller***

Date: 12/10/2021

Print Name: **Matt Kim-Miller**

Title: **Attorney and agent**

Email: **mwkimmiller@hollandhart.com**

Daytime Phone #: **(307) 734-4504**



Wyoming Secretary of State
Herschler Bldg East, Ste.100 & 101

Cheyenne, WY 82002-0020
Ph. 307-777-7311

- ☒ I am the person whose signature appears on the filing; that I am authorized to file these documents on behalf of the business entity to which they pertain; and that the information I am submitting is true and correct to the best of my knowledge.
- ☒ I am filing in accordance with the provisions of the Wyoming Limited Liability Company Act, (W.S. 17-29-101 through 17-29-1105) and Registered Offices and Agents Act (W.S. 17-28-101 through 17-28-111).
- ☒ I understand that the information submitted electronically by me will be used to generate Articles of Organization that will be filed with the Wyoming Secretary of State.
- ☒ I intend and agree that the electronic submission of the information set forth herein constitutes my signature for this filing.
- ☒ I have conducted the appropriate name searches to ensure compliance with W.S. 17-16-401.
- ☒ I consent on behalf of the business entity to accept electronic service of process at the email address provided with Article IV, Principal Office Address, under the circumstances specified in W.S. 17-28-104(e).

Notice Regarding False Filings: Filing a false document could result in criminal penalty and prosecution pursuant to W.S. 6-5-308.

W.S. 6-5-308. Penalty for filing false document.

(a) A person commits a felony punishable by imprisonment for not more than two (2) years, a fine of not more than two thousand dollars (\$2,000.00), or both, if he files with the secretary of state and willfully or knowingly:

(i) Falsifies, conceals or covers up by any trick, scheme or device a material fact;

(ii) Makes any materially false, fictitious or fraudulent statement or representation; or

(iii) Makes or uses any false writing or document knowing the same to contain any materially false, fictitious or fraudulent statement or entry.

- ☒ I acknowledge having read W.S. 6-5-308.

Filer is: ☒ An Individual ☐ An Organization

Filer Information:

By submitting this form I agree and accept this electronic filing as legal submission of my Articles of Organization.

Signature: **Matt Kim-Miller**

Date: 12/10/2021

Print Name: **Matt Kim-Miller**

Title: **Attorney and agent**

Email: **mwkimmiller@hollandhart.com**

Daytime Phone #: **(307) 734-4504**



Wyoming Secretary of State
Herschler Bldg East, Ste.100 & 101

Cheyenne, WY 82002-0020
Ph. 307-777-7311

Consent to Appointment by Registered Agent

Corporate Creations Network Inc., whose registered office is located at **5830 E 2nd St, Casper, WY 82609**, voluntarily consented to serve as the registered agent for **Snow Goose, LLC** and has certified they are in compliance with the requirements of W.S. 17-28-101 through W.S. 17-28-111.

I have obtained a signed and dated statement by the registered agent in which they voluntarily consent to appointment for this entity.

Signature: **Matt Kim-Miller**

Date: **12/10/2021**

Print Name: **Matt Kim-Miller**

Title: **Attorney and agent**

Email: **mwkimmiller@hollandhart.com**

Daytime Phone #: **(307) 734-4504**

STATE OF WYOMING
Office of the Secretary of State

I, EDWARD A. BUCHANAN, Secretary of State of the State of Wyoming, do hereby certify that the filing requirements for the issuance of this certificate have been fulfilled.

CERTIFICATE OF ORGANIZATION

Snow Goose, LLC

I have affixed hereto the Great Seal of the State of Wyoming and duly executed this official certificate at Cheyenne, Wyoming on this **10th** day of **December, 2021** at **10:53 AM**.

Remainder intentionally left blank.



Filed Date: 12/10/2021

Edward A. Buchanan

Secretary of State

Filed Online By:

Matt Kim-Miller

on 12/10/2021

**MEMORANDUM OF ACTION
OF THE ORGANIZATIONAL MEETING
OF THE MEMBER OF
SNOW GOOSE, LLC**

The undersigned, being sole member (“**Member**”) of Snow Goose, LLC, a Wyoming limited liability company (“**Company**”), takes the following actions, by consent and without a meeting, as if by unanimous vote, and waives all notice of such meeting:

1. Articles of Organization. The Articles of Organization of Company as filed in the office of the Secretary of State of Wyoming on December 10, 2021, are hereby adopted, ratified and approved, and said Articles of Organization shall be placed in the records of Company.

2. Operating Agreement. The Operating Agreement of Snow Goose, LLC, dated December 10, 2021 (the “**Operating Agreement**”) is hereby adopted, ratified and approved as the operating agreement of Company. A copy of the Operating Agreement shall be placed in the records of Company.

3. Certificates. The manager of Company, in its sole discretion, may, but shall not be required to, issue physical certificates to represent Company’s issuance of Membership Units.

4. Membership Contributions. Member hereby acknowledges the contribution by Member to Company, as set forth in the Operating Agreement, as follows:

Curtis R. Richardson

1,000 Membership Units

5. Payment of Organizational Expenses. Company is hereby authorized and directed to pay all fees and expenses reasonably necessary for the organization of Company and to reimburse those persons who have advanced said fees and expenses on behalf of Company.

6. Managers. As defined in the Operating Agreement, the initial manager of Company shall be Curtis R. Richardson, who shall act as manager until removed by Member. Manager shall have all rights and authority granted to “the Manager” set forth in the Operating Agreement.

7. Ratification. Any and all actions taken or contracts entered into by an organizer, promoter, manager, officer or Member for Company, either as an organizer, promoter, manager, officer or Member, as well as any and all actions taken or contracts entered into by said persons as individuals, acting for Company are hereby ratified, approved and confirmed, and all such contracts adopted as though said individual had at such time full power and authority to act for Company and in the same manner as if each and every act had been done pursuant to the specific authorization of Company.

8. Discharge of Organizer. The organizer of Company is hereby forever discharged and relieved from all further responsibility and liability for any and all matters relating to or arising from Company.

This consent of the sole Member when signed by the sole Member shall have the same effect as having been unanimously adopted by vote of the sole Member of Company effective as of December 10, 2021.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK –
SIGNATURE PAGE TO FOLLOW]**

IN WITNESS WHEREOF, the undersigned sole Member has evidenced its approval of the above proceedings as of the date set forth above.

APPROVED:

MEMBER:

DocuSigned by:

C0684E6A8B43422...
Curtis R. Richardson