



FEDERAL ELECTION COMMISSION  
Washington, DC

**VIA UPS - SIGNATURE REQUESTED**

April 28, 2025

Saurav Ghosh, Esq.  
Campaign Legal Center  
1101 14th Street NW, Suite 400  
Washington, DC 20005

RE: MUR 8150  
Passionforest, LLC  
SOS America PAC and Gloria  
Maggiolo in her official capacity as  
treasurer

Dear Mr. Ghosh:

This is in reference to the Complaint you filed with the Federal Election Commission on July 25, 2023, concerning Passionforest, LLC and SOS America PAC and Gloria Maggiolo in her official capacity as treasurer (the “Committee”). The Commission found that there was reason to believe that Passionforest, LLC violated 11 C.F.R. § 110.1(g)(5) of the Commission’s regulations by failing to provide required attribution information but dismissed the allegation that the Committee violated 52 U.S.C. § 30104(b) and 11 C.F.R. § 110.1(g)(4) by failing to report attribution information. The Commission also dismissed the allegations that Passionforest, LLC and the Committee knowingly made and accepted, respectively, a contribution in the name of another, in violation of 52 U.S.C. § 30122 and 11 C.F.R. § 110.4(b). The Commission further dismissed the allegations that Passionforest, LLC and the Committee made and knowingly accepted, respectively, a foreign national contribution, in violation of 52 U.S.C. § 30121 and 11 C.F.R. § 110.20(g). On March 26, 2025, a Conciliation Agreement signed by counsel for Passionforest, LLC was accepted by the Commission. Accordingly, the Commission voted to close the file in this matter effective today.

Documents related to the case will be placed on the public record today. *See* Disclosure of Certain Documents in Enforcement and Other Matters 81 Fed. Reg. 50,702 (Aug. 2, 2016). Copies of the Factual and Legal Analyses and the Conciliation Agreement are enclosed for your information, along with any applicable Statements of Reasons available at the time of this letter’s transmittal.

MUR 8150 (Passionforest, LLC, *et. al.*)

Mr. Ghosh

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If you have any questions, please contact Rachel Coll, the attorney assigned to this matter, at (202) 694-1650.

Sincerely

*Mark Shonkwiler*

BY: Mark Shonkwiler  
Assistant General Counsel

Enclosure

1 FEDERAL ELECTION COMMISSION

## 2 FACTUAL AND LEGAL ANALYSIS

3     **RESPONDENT:**     Passionforest, LLC

**MUR 8150**

## 5 I. INTRODUCTION

6 This matter arises from a Complaint alleging that Passionforest, LLC (“Passionforest”)  
7 allowed its name to be used to effect a \$500,000 contribution on October 28, 2022, to SOS  
8 America PAC and Gloria Maggiolo in her official capacity as treasurer (the “Committee”) on  
9 behalf of a true contributor or contributors in violation of the Federal Election Campaign Act of  
10 1971, as amended (the “Act”). The Complaint further alleges that Passionforest may be owned  
11 and operated by one or more persons living in China and may therefore have been used to  
12 conceal contributions from foreign nationals. The Complaint bases these allegations on public  
13 information indicating that Passionforest did not have the financial means to make a \$500,000  
14 contribution. Furthermore, the Complaint notes that Passionforest was allegedly registered as an  
15 LLC in Delaware and disclosed a Florida address in connection with the Committee’s  
16 contribution, whereas a U.S. Patent and Trademark Office application for the word  
17 “Passionforest” lists the patent applicant as a wholesaler of plastic flower arrangements at an  
18 address in Guangzhou, China.

19 Passionforest denies the allegations in its Response and states that the LLC referenced as  
20 “Passionforest” in the Complaint and the LLC that made the contribution to the Committee are  
21 two different entities and the latter has no connection to plastic flower arrangements or the city  
22 of Guangzhou. The Response states that Ivan Soto-Wright created the Passionforest entity that  
23 made the contribution in 2021 and that he funded it shortly thereafter to hold his assets.

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1 Passionforest provided a sworn declaration from Soto-Wright in which he avers that he was the  
2 sole provider of Passionforest's funds, and that none of its assets came from any foreign national.

3 The available information does not indicate that Passionforest received any funds for the  
4 purpose of making a contribution. Accordingly, the Commission dismisses the allegations that  
5 Passionforest knowingly permitted its name to be used to effect a contribution in the name of  
6 another in violation of 52 U.S.C. § 30122 and 11 C.F.R. § 110.4(b). Furthermore, the  
7 Commission dismisses the allegations that Passionforest made a foreign national contribution in  
8 violation of 52 U.S.C. § 30121 and 11 C.F.R. § 110.20(b).

9 As for the proper attribution of the Passionforest contribution to Ivan Soto-Wright,  
10 Passionforest acknowledged that it did not provide attribution information to the Committee at  
11 the time it made the contribution or in response to an initial request from the Committee, but  
12 rather did so only after a subsequent request from the Committee several months later when it  
13 received notification of the Complaint. Accordingly, the Commission finds reason to believe  
14 that Passionforest failed to provide attribution information to the Committee in violation of  
15 11 C.F.R. § 110.1(g)(5).

16 **II. FACTUAL BACKGROUND**

17 Passionforest is a limited liability company that Ivan Soto-Wright established on  
18 November 30, 2021, in Delaware, and its registered agent is Corporation Service Company.<sup>1</sup>

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<sup>1</sup> Passionforest Resp. (Sept. 20, 2023); Ivan Soto-Wright Decl. ¶ 3, Exhibit A (Sept. 19, 2023).

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1        The Committee is an independent expenditure-only political committee (“IEOPC”) that  
 2 registered with the Commission on January 20, 2022.<sup>2</sup> Its treasurer is Gloria Maggiolo.<sup>3</sup> In its  
 3 2022 Post-General Report, the Committee reported receiving a \$500,000 contribution from  
 4 “Passionforest, LLC” on October 28, 2022. The Committee initially identified Passionforest as a  
 5 “flower wholesaler” and provided no attribution information associated with the contribution but  
 6 stated in the Report that “contributor info has been requested for Passionforest LLC.”<sup>4</sup> On  
 7 July 25, 2023, the Complaint was filed in this matter and Soto-Wright became aware of the  
 8 Complaint that same day.<sup>5</sup> On July 31, 2023, in its 2023 Mid-Year Report, the Committee  
 9 attributed the Passionforest contribution to Soto-Wright and stated in a memo entry that the  
 10 “[c]ontribution was reported on Oct 28, 2022 with missing partnership attribution. . . . [R]elated  
 11 Partnership Attribution to Passionforest LLC.”<sup>6</sup>

12        The Complaint alleges that Passionforest was not the true contributor of the \$500,000  
 13 contribution to the Committee.<sup>7</sup> It bases this allegation on Passionforest’s lack of financial  
 14 information available online through databases maintained by the Better Business Bureau,  
 15 Bloomberg, the Securities and Exchange Commission, the Greater Miami Chamber of

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<sup>2</sup>        The Committee was originally named America for Everyone, *see* Am. For Everyone, Statement of Organization at 1 (Jan. 20, 2022), <https://docquery.fec.gov/pdf/701/202201209475067701/202201209475067701.pdf>. On June 2, 2023, the Committee filed an Amended Statement of Organization, changing its name to SOS America PAC, *see* SOS Am. PAC, Amended Statement of Organization at 1 (June 2, 2023), <https://docquery.fec.gov/pdf/988/202306029581699988/202306029581699988.pdf>.

<sup>3</sup>        SOS Am. PAC Amended Statement of Organization at 1 (June 28, 2022), <https://docquery.fec.gov/pdf/730/202306289582402730/202306289582402730.pdf>.

<sup>4</sup>        Am. For Everyone, 2022 Post-General Report at 8-9 (Dec. 8, 2022), <https://docquery.fec.gov/pdf/978/202212089550114978/202212089550114978.pdf>.

<sup>5</sup>        Soto-Wright Decl. ¶13; *see also* Press Release, Campaign Legal Ctr., CLC Alleges Straw Donor Scheme Funneled \$500,000 to Pro-Suarez Super PAC (July 25, 2023), <https://campaignlegal.org/document/clc-alleges-straw-donor-scheme-funneled-500000-pro-suarez-super-pac>.

<sup>6</sup>        SOS Am. PAC, 2023 Mid-Year Report at 25-26 (July 31, 2023), <https://docquery.fec.gov/pdf/638/202307319584587638/202307319584587638.pdf>.

<sup>7</sup>        Compl. ¶ 1 (July 25, 2023).

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1 Commerce, or the Miami-Dade Chamber of Commerce, since the address disclosed in  
 2 connection with the contribution at issue was in Miami, Florida.<sup>8</sup> The Complaint concludes from  
 3 the limited publicly available information concerning Passionforest that it did not have the  
 4 financial means to make a \$500,000 contribution.<sup>9</sup> Although the Complaint notes  
 5 Passionforest’s registration as a Delaware domestic limited liability company, it alleges that the  
 6 Committee’s reporting of Passionforest as a “flower wholesaler” is evidence that the relevant  
 7 entity is an Amazon wholesaler of artificial flower arrangements with a U.S. Patent and  
 8 Trademark Office application listing an address in China.<sup>10</sup> On this basis the Complaint alleges  
 9 that Passionforest was used as a straw donor to funnel a contribution from a foreign national in  
 10 violation of the Act.<sup>11</sup>

11 Passionforest responds that its contribution to the Committee came from Soto-Wright’s  
 12 individual earnings and assets only and that its contribution was not a conduit contribution by a  
 13 straw donor.<sup>12</sup> Soto-Wright avers that the use of Passionforest to make the contribution was a  
 14 matter of financial convenience and not an effort to conceal Soto-Wright’s identity.<sup>13</sup> The  
 15 Response also denies that the contribution was made through a straw donor on behalf of a  
 16 foreign national, stating that the Complaint connecting Passionforest the contributor to the  
 17 Chinese wholesaler of plastic flower arrangements is a “clear case of mistaken identity” and that

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<sup>8</sup> *Id.* ¶ 13(c).

<sup>9</sup> *Id.*

<sup>10</sup> *Id.* ¶¶ 7, 9, 10, 13; *see also* SOS Am. PAC 2022 Post-General Report at 8 (Dec. 8, 2022), <https://docquery.fcc.gov/pdf/978/202212089550114978/202212089550114978.pdf>.

<sup>11</sup> Compl. ¶¶ 31, 32.

<sup>12</sup> Soto-Wright Decl. ¶ 5; *see also* Passionforest Resp. at 5. Passionforest filed its Certificate of Formation on November 30, 2021, establishing the LLC 10 months and 28 days before it made the contribution to the Committee. *See* Passionforest LLC, Certificate of Formation.

<sup>13</sup> Soto-Wright Decl. ¶ 14.

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1 the Passionforest entity established by Soto-Wright has no affiliation with foreign nationals as  
2 alleged in the Complaint.<sup>14</sup> The Soto-Wright Declaration also denies that Passionforest is  
3 involved in the business of selling artificial flowers and reiterates that all funds came from him, a  
4 United States citizen, and not via any foreign national.<sup>15</sup> Passionforest's Response states that  
5 Soto-Wright is "the sole ultimate owner" that "Passionforest holds a number of assets," and that  
6 "a primary purpose of establishing Passionforest is to hold these assets separate from [Soto-  
7 Wright's] interest in MoonPay, Inc., a company of which [Soto-Wright is] co-founder and Chief  
8 Executive Officer."<sup>16</sup>

9 Soto-Wright acknowledges in his declaration that the Committee sent him an attribution  
10 form in December 2022, and that he did not return it, stating:

11 In December 2022, SOS America [PAC] sent me an attribution  
12 form, asking if the contribution from Passionforest should be  
13 attributed to an individual. Being unfamiliar with this form, I  
14 forwarded the form to one of my employees, as I often do with  
15 similar forms and other requests. My employee was also  
16 unfamiliar with the form, and consulted with legal counsel, but  
17 ultimately the form was not completed. For its part, SOS America  
18 [PAC] did not follow up on the issue further (reaching out again  
19 only this summer). As such, I assumed that it was not actually  
20 necessary that I complete the form, and I did not pursue the matter  
21 further.<sup>17</sup>

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<sup>14</sup> Passionforest Resp. at 5.

<sup>15</sup> Soto-Wright Decl. ¶¶ 15, 16.

<sup>16</sup> Passionforest Resp. at 2; Soto-Wright Decl. ¶ 5.

<sup>17</sup> Soto-Wright Decl. ¶ 12.

1     **III.    LEGAL ANALYSIS**2           **A.    The Commission Dismisses the Allegation That Passionforest Allowed Its**  
3           **Name to Be Used to Make Contributions in the Name of Another in Violation**  
4           **of 52 U.S.C. § 30122 and 11 C.F.R. § 110.4(b)**

5           The Act provides that a contribution includes “any gift, subscription, loan, advance, or  
6   deposit of money or anything of value made by any person for the purpose of influencing any  
7   election for Federal office.”<sup>18</sup> The term “person” for purposes of the Act and Commission  
8   regulations includes partnerships, corporations, and “any other organization or group of  
9   persons.”<sup>19</sup> The Act prohibits a person from making a contribution in the name of another  
10   person, knowingly permitting his or her name to be used to effect such a contribution, or  
11   knowingly accepting such a contribution.<sup>20</sup> The Commission’s regulations include illustrations  
12   of activities that constitute making a contribution in the name of another:

- 13           (i)     Giving money or anything of value, all or part of which  
14                    was provided to the contributor by another person (the true  
15                    contributor) without disclosing the source of money or the  
16                    thing of value to the recipient candidate or committee at the  
17                    time the contribution is made; or
- 18           (ii)    Making a contribution of money or anything of value and  
19                    attributing as the source of the money or thing of value  
20                    another person when in fact the contributor is the source.<sup>21</sup>

22           Both the Act and the Commission’s implementing regulations provide that a person who  
23   furnishes another with funds for the purpose of contributing to a candidate or committee “makes”  
24   the resulting contribution.<sup>22</sup>

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<sup>18</sup>       52 U.S.C. § 30101(8)(A).

<sup>19</sup>       *Id.* § 30101(11); 11 C.F.R. § 100.10.

<sup>20</sup>       52 U.S.C. § 30122.

<sup>21</sup>       11 C.F.R. § 110.4(b)(2)(i)-(ii).

<sup>22</sup>       See 52 U.S.C. § 30122; 11 C.F.R. § 110.4.

1  
 2       Here, the available information does not indicate that Passionforest operated as a conduit  
 3 for the contribution to the Committee. Rather, the available information indicates that Soto-  
 4 Wright deposited his own assets into the LLC and there is no indication that another person  
 5 provided the funds used to make the contribution to the LLC in violation of 52 U.S.C. § 30122  
 6 and 11 C.F.R. § 110.4(b). Accordingly, the Commission dismisses the allegation that  
 7 Passionforest violated 52 U.S.C. § 30122 and 11 C.F.R. § 110.4(b) by knowingly permitting its  
 8 name to be used to effect a contribution in the name of another.

9           **B. The Commission Dismisses the Allegation That Passionforest Made a**  
 10       **Foreign National Contribution in Violation of 52 U.S.C. § 30121 and**  
 11       **11 C.F.R. § 110.20(b)**

12       The Act and Commission regulations prohibit any “foreign national” from directly or  
 13 indirectly making a contribution or donation of money or other thing of value, or an expenditure,  
 14 independent expenditure, or disbursement, in connection with a federal, state, or local election.<sup>23</sup>  
 15 The Act and Commission regulations further prohibit a person from knowingly accepting a  
 16 contribution from a foreign national.<sup>24</sup> The Act’s definition of “foreign national” includes an  
 17 individual who is not a citizen or national of the United States and who is not lawfully admitted  
 18 for permanent residence.<sup>25</sup>

19       The Complaint in this matter identified a trademark application for the word  
 20 “Passionforest” in connection with the sale of artificial flowers, whose applicant provided an  
 21 address in China.<sup>26</sup> The Complaint further notes that matching graphics on an Amazon seller

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<sup>23</sup> 52 U.S.C. § 30121(a)(1); 11 C.F.R. § 110.20(b)-(c), (e)-(f).

<sup>24</sup> 52 U.S.C. § 30121(a)(2); 11 C.F.R. § 110.20(g).

<sup>25</sup> 52 U.S.C. § 30121(b); *see also* 11 C.F.R. § 110.20(a)(3).

<sup>26</sup> Compl. ¶ 10.

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1 page display an address in Shenzhen, China and that a U.S. Patent and Trademark Office  
 2 application for the word “Passionforest” lists the patent applicant as a wholesaler of plastic  
 3 flower arrangements at an address in Guangzhou, China.<sup>27</sup> Based on this information, the  
 4 Complaint alleges that Passionforest may be owned and operated by persons living in China,  
 5 suggesting that the LLC may have been used to conceal illegal foreign national contributions.<sup>28</sup>

6 Passionforest denies any connection to “plastic flower arrangements, online commerce,  
 7 [the trademark applicant], or the city of Guangzhou,” and states that the Complaint’s allegation is  
 8 a “clear case of mistaken identity.”<sup>29</sup> In addition, Soto-Wright avers that “Passionforest is not  
 9 involved in the business of selling artificial flowers” [and that] “[a]ll of Passionforest’s funds and  
 10 other assets were provided by me, a United States citizen.”<sup>30</sup>

11 Given the information provided, the Commission dismisses the allegation that  
 12 Passionforest violated 52 U.S.C. § 30121 and 11 C.F.R. § 110.20(b) by making a foreign  
 13 national contribution.

14 **C. The Commission Finds Reason to Believe That Passionforest Violated  
 15 11 C.F.R. § 110.1(g)(5) by Failing to Provide Required Attribution  
 16 Information**

17  
 18 The treasurer of an unauthorized political committee is responsible for reporting the  
 19 identification of each person whose aggregate contributions exceed \$200 per calendar year,  
 20 together with the date and amount of any such contribution.<sup>31</sup> Commission regulations require  
 21 committees to report certain attribution information for contributions from limited liability

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<sup>27</sup> *Id.* ¶¶ 11, 12; *see also* *Passionforest*, AMAZON, <https://www.amazon.com/sp?ie=UTF8&seller=A2B0IPN9HH390U&asin=B09NN9NKT7> (last visited August 15, 2024).

<sup>28</sup> Compl. ¶ 4.

<sup>29</sup> *Passionforest* Resp. at 3, 6.

<sup>30</sup> *Soto-Wright* Decl. ¶¶ 15, 16.

<sup>31</sup> 52 U.S.C. § 30104(b)(3)(A); 11 C.F.R. § 104.3(a)(4).

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1 companies.<sup>32</sup> Contributions by an LLC that has a single natural-person member and is not taxed  
 2 as a corporation, *i.e.*, a tax-disregarded entity, must be attributed only to the LLC's single  
 3 natural-person member.<sup>33</sup> Furthermore, when an LLC makes a contribution, it must affirm to the  
 4 recipient, at the time the LLC makes the contribution, that it is eligible to make a contribution  
 5 and "provide information to the recipient committee as to how the contribution is to be  
 6 attributed."<sup>34</sup>

7       Although the Commission's regulations concerning the attribution of LLC contributions  
 8 were promulgated prior to developments in the law that led to the creation of IEOPCs (such as  
 9 the recipient committee in this matter), they apply on their face to all political committees and  
 10 neither Congress, courts nor the Commission has exempted IEOPCs from their application.<sup>35</sup>  
 11 These regulations uphold the Act's reporting framework and inhibit attempts to circumvent the  
 12 Act's contribution source prohibitions and amount limitations, including prohibitions applicable  
 13 to IEOPCs.<sup>36</sup> The Commission has recognized that LLCs must affirmatively provide attribution  
 14 information when making political contributions so that the recipient committees can accurately  
 15 disclose those contributions to the public.<sup>37</sup>

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<sup>32</sup>       See 11 C.F.R. § 110.1(g).

<sup>33</sup>       *Id.* § 110.1(g)(4).

<sup>34</sup>       *Id.* § 110.1(g)(5).

<sup>35</sup>       See Statement of Reasons of Chairman Dickerson, Vice Chair Walther and Comm'r Broussard and Weintraub at 2, MUR 7454 (Blue Magnolia, *et al.*); Factual & Legal Analysis ("F&LA") at 14-15, MUR 7464 (LZP, LLC) (citing 52 U.S.C. §§ 30116(a)(1), 30118(a)); Treatment of Limited Liability Companies Under the Federal Election Campaign Act, 64 Fed. Reg. 37,397, 37,398-99 (July 12, 1999) ("LLC E&J") (discussing role of LLC attribution rules in identifying prohibited contributions from foreign national or government contractor sources, concerns that apply to all LLC contributions, including contributions to IEOPCs).

<sup>36</sup>       See 52 U.S.C. §§ 30116(a)(1), 30118(a); LLC E&J, 64 Fed. Reg. at 37,398-99.

<sup>37</sup>       F&LA at 14-15, MUR 7464 (LZP, LLC) (citing LLC E&J, 64 Fed. Reg. at 37,399 ("The Commission further notes that the recipient committee would have no way of knowing how to attribute a contribution made by an eligible multi-member or single member LLC, unless that information was provided.")).

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1        In the instant matter, Passionforest did not attribute the contribution to Soto-Wright at the  
 2        time the contribution was made as is required by Commission regulations.<sup>38</sup> Nine months later,  
 3        after the Complaint was filed, Passionforest attributed the contribution to Soto-Wright, which is  
 4        reflected in the Committee's 2023 Mid-Year Report filed on July 31, 2023.<sup>39</sup>

5        The Passionforest Response identifies Soto-Wright as the "sole member of the LLC."<sup>40</sup>

6        In his declaration, Soto-Wright states that he is the "sole ultimate owner" of the assets held by  
 7        Passionforest,<sup>41</sup> evidencing that Passionforest did not elect to be treated as a corporation by the  
 8        Internal Revenue Service. Accordingly, pursuant to 11 C.F.R. § 110.1(g)(4), Passionforest's  
 9        contributions should have been attributed to the LLC's single member, Soto-Wright.<sup>42</sup>

10       Therefore, the Commission finds reason to believe that Passionforest violated 11 C.F.R.

11       § 110.1(g)(5) by failing to provide attribution information required by 11 C.F.R. § 110.1(g)(4) to  
 12       the recipient Committee at the time Passionforest made the contribution.

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<sup>38</sup>       See Soto-Wright Decl. ¶¶ 5, 12 (acknowledging a request from the Committee for information regarding the Passionforest contribution and admitting that he did not respond on behalf of the LLC).

<sup>39</sup>       SOS Am. PAC, 2023 Mid-Year Report at 25-26 (July 31, 2023), <https://docquery.fec.gov/pdf/638/202307319584587638/202307319584587638.pdf>

<sup>40</sup>       Passionforest Resp. at 2.

<sup>41</sup>       Soto-Wright Decl. ¶ 8.

<sup>42</sup>       Passionforest Resp. at 2; 11 C.F.R. § 110.1(g)(5) (stating that an LLC that makes a contribution pursuant to paragraph (g)(2) or (g)(4) of this section 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).

**FEDERAL ELECTION COMMISSION**  
**FACTUAL AND LEGAL ANALYSIS**

**RESPONDENT:** SOS America PAC and Gloria Maggiolo in her official capacity as treasurer **MUR 8150**

## 6 I. INTRODUCTION

7 The Complaint in this matter alleges that Passionforest, LLC (“Passionforest”) allowed  
8 its name to be used to effect a \$500,000 contribution on October 28, 2022, to SOS America PAC  
9 and Gloria Maggiolo in her official capacity as treasurer (the “Committee”) on behalf of a true  
10 contributor or contributors in violation of the Federal Election Campaign Act of 1971, as  
11 amended (the “Act”). The Complaint further alleges that Passionforest may be owned and  
12 operated by one or more persons living in China and may therefore have been used to conceal  
13 contributions from foreign nationals. The Complaint bases these allegations on public  
14 information indicating that Passionforest did not have the financial means to make a \$500,000  
15 contribution. Furthermore, the Complaint notes that Passionforest was allegedly registered as an  
16 LLC in Delaware and disclosed a Florida address in connection with the Committee’s  
17 contribution, whereas a U.S. Patent and Trademark Office application for the word  
18 “Passionforest” lists the patent applicant as a wholesaler of plastic flower arrangements at an  
19 address in Guangzhou, China.

20 In its Response, the Committee asserts that the Complaint does not allege that it  
21 knowingly accepted an unlawful contribution or otherwise violated the Act, that the foreign  
22 national contribution allegation is speculative, and that the Committee timely filed a report,  
23 subsequent to the initial report disclosing the contribution, showing that the source of the  
24 contribution was lawful.

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1        The available information does not indicate that Passionforest received any funds for the  
 2        purpose of making a contribution to the Committee. Accordingly, the Commission dismisses the  
 3        allegations that the Committee knowingly accepted a contribution in the name of another in  
 4        violation of 52 U.S.C. § 30122 and 11 C.F.R. § 110.4(b). Furthermore, the Commission  
 5        dismisses the allegations that the Committee knowingly accepted a foreign national contribution  
 6        in violation of 52 U.S.C. § 30121 and 11 C.F.R. § 110.20(g).

7        As for the proper attribution of the Passionforest contribution, because it appears that the  
 8        Committee made best efforts to attempt to clarify the information it received or otherwise obtain  
 9        attribution information, the Commission dismisses the allegation that the Committee failed to  
 10       attribute a contribution by a partnership in violation of 52 U.S.C. § 30104(b) and 11 C.F.R.  
 11       § 110.1(g)(4).

12       **II. FACTUAL BACKGROUND**

13       Passionforest is a limited liability company. The Committee is an independent  
 14       expenditure-only political committee (“IEOPC”) that registered with the Commission on  
 15       January 20, 2022.<sup>1</sup> Its treasurer is Gloria Maggiolo.<sup>2</sup> In its 2022 Post-General Report, the  
 16       Committee reported receiving a \$500,000 contribution from “Passionforest, LLC” on  
 17       October 28, 2022. The Committee initially identified Passionforest as a “flower wholesaler” and  
 18       provided no attribution information associated with the contribution but stated in the Report that

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<sup>1</sup>       The Committee was originally named America for Everyone, *see* Am. for Everyone, Statement of Organization at 1 (Jan. 20, 2022), <https://docquery.fec.gov/pdf/701/202201209475067701/202201209475067701.pdf>. On June 2, 2023, the Committee filed an Amended Statement of Organization, changing its name to SOS America PAC, *see* SOS Am. PAC, Amended Statement of Organization at 1 (June 2, 2023), <https://docquery.fec.gov/pdf/988/202306029581699988/202306029581699988.pdf>.

<sup>2</sup>       SOS Am. PAC, Amended Statement of Organization at 1, (June 28, 2022), <https://docquery.fec.gov/pdf/730/202306289582402730/202306289582402730.pdf>.

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1     “contributor info has been requested for Passionforest LLC.”<sup>3</sup> On July 25, 2023, the Complaint  
 2     was filed in this matter and on July 31, 2023, in its 2023 Mid-Year Report, the Committee  
 3     attributed the Passionforest contribution to Ivan Soto-Wright and stated in a memo entry that the  
 4     “[c]ontribution was reported on Oct 28, 2022 with missing partnership attribution . . . [R]elated  
 5     Partnership Attribution to Passionforest LLC.”<sup>4</sup>

6                 The Complaint alleges that Passionforest was not the true contributor of the \$500,000  
 7     contribution to the Committee.<sup>5</sup> It bases this allegation the lack of financial information  
 8     available online through the Better Business Bureau, Bloomberg, the Securities and Exchange  
 9     Commission, the Greater Miami Chamber of Commerce, or the Miami-Dade Chamber of  
 10   Commerce, since the address disclosed in connection with the contribution at issue was in  
 11   Miami, Florida.<sup>6</sup> The Complaint concludes from the limited publicly available information  
 12   concerning Passionforest that it did not have the financial means to make a \$500,000  
 13   contribution.<sup>7</sup> Although the Complaint notes Passionforest’s registration as a Delaware domestic  
 14   limited liability company, it alleges that the Committee’s reporting of Passionforest as a “flower  
 15   wholesaler” is evidence that the relevant entity is an Amazon wholesaler of artificial flower  
 16   arrangements with a U.S. Patent and Trademark Office application listing an address in China.<sup>8</sup>

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<sup>3</sup>                 Am. for Everyone, 2022 Post-General Report at 8-9 (Dec. 8, 2022),  
<https://docquery.fec.gov/pdf/978/202212089550114978/202212089550114978.pdf>.

<sup>4</sup>                 SOS Am. PAC, 2023 Mid-Year Report at 25-26 (July 31, 2023), <https://docquery.fec.gov/pdf/638/202307319584587638/202307319584587638.pdf>.

<sup>5</sup>                 Compl. ¶ 1 (July 25, 2023).

<sup>6</sup>                 *Id.* ¶ 13(c).

<sup>7</sup>                 *Id.*

<sup>8</sup>                 *Id.* ¶¶ 7, 9, 10, 13; *see also* SOS Am. PAC, 2022 Post-General Report at 8 (Dec. 8, 2022), <https://docquery.fec.gov/pdf/978/202212089550114978/202212089550114978.pdf>.

MUR 8150 (SOS America PAC)

Factual and Legal Analysis

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1 On this basis the Complaint alleges that Passionforest was used as a straw donor to funnel a  
2 contribution from a foreign national in violation of the Act.<sup>9</sup>

3 The available information shows that the Passionforest contribution was not a conduit  
4 contribution by a straw donor and the use of Passionforest to make the contribution was a matter  
5 of financial convenience and not an effort to conceal contributor identity. Additional  
6 information shows that the contribution was not made through a straw donor on behalf of a  
7 foreign national, and Passionforest has no affiliation with foreign nationals as alleged in the  
8 Complaint. Information also shows that the Committee sent Passionforest an attribution form in  
9 December 2022, and it was not returned timely by the LLC.

10 In its Response the Committee asserts the Complaint does not suggest that the Committee  
11 knowingly accepted an unlawful contribution or otherwise violated the Act, that the foreign  
12 national contribution allegation was speculative, and that the Committee timely filed a  
13 subsequent report disclosing that the source of the contribution was lawful.<sup>10</sup>

### 14 III. LEGAL ANALYSIS

#### 15 A. The Commission Dismisses the Allegation That SOS America PAC 16 Knowingly Accepted Contributions in the Name of Another in Violation of 17 52 U.S.C. § 30122 and 11 C.F.R. § 110.4(b)

18 The Act provides that a contribution includes “any gift, subscription, loan, advance, or  
19 deposit of money or anything of value made by any person for the purpose of influencing any  
20 election for Federal office.”<sup>11</sup> The term “person” for purposes of the Act and Commission  
21 regulations includes partnerships, corporations, and “any other organization or group of

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<sup>9</sup> Compl. ¶¶ 31, 32.

<sup>10</sup> SOS Am. PAC Resp. at 1 (Feb. 13, 2024).

<sup>11</sup> 52 U.S.C. § 30101(8)(A).

MUR 8150 (SOS America PAC)

## Factual and Legal Analysis

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1 persons.”<sup>12</sup> The Act prohibits a person from making a contribution in the name of another  
2 person, knowingly permitting his or her name to be used to effect such a contribution, or  
3 knowingly accepting such a contribution.<sup>13</sup> The Commission’s regulations include illustrations  
4 of activities that constitute making a contribution in the name of another:

(i) 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; or

(ii) Making a contribution of money or anything of value and attributing as the source of the money or thing of value another person when in fact the contributor is the source.<sup>14</sup>

15 Both the Act and the Commission's implementing regulations provide that a person who  
16 furnishes another with funds for the purpose of contributing to a candidate or committee "makes"  
17 the resulting contribution.<sup>15</sup>

18       Here, the available information does not indicate that Passionforest operated as a conduit  
19      for the contribution to the Committee. Accordingly, the Commission dismisses the allegation  
20      that SOS America PAC violated 52 U.S.C. § 30122 and 11 C.F.R. § 110.4(b) by knowingly  
21      accepting a contribution in the name of another.

**B. The Commission Dismisses the Allegation That SOS America PAC Knowingly Accepted a Foreign National Contribution in Violation of 52 U.S.C. § 30121 and 11 C.F.R. § 110.20(g)**

25 The Act and Commission regulations prohibit any “foreign national” from directly or  
26 indirectly making a contribution or donation of money or other thing of value, or an expenditure,

<sup>12</sup> *Id.* § 30101(11); 11 C.F.R. § 100.10.

<sup>13</sup> 52 U.S.C. § 30122.

<sup>14</sup> 11 C.F.R. § 110.4(b)(2)(i)-(ii).

<sup>15</sup> See 52 U.S.C. § 30122; 11 C.F.R. § 110.4.

MUR 8150 (SOS America PAC)

Factual and Legal Analysis

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1 independent expenditure, or disbursement, in connection with a federal, state, or local election.<sup>16</sup>

2 The Act and Commission regulations further prohibit a person from knowingly accepting a  
3 contribution from a foreign national.<sup>17</sup>

4 The Complaint in this matter identified a trademark application for the word  
5 “Passionforest” in connection with the sale of artificial flowers, whose applicant provided an  
6 address in China.<sup>18</sup> The Complaint further notes that matching graphics on an Amazon seller  
7 page display an address in Shenzhen, China, and that a U.S. Patent and Trademark Office  
8 application for the word “Passionforest” lists the patent applicant as a wholesaler of plastic  
9 flower arrangements at an address in Guangzhou, China.<sup>19</sup>

10 Information shows that Passionforest has no connection to plastic flower arrangements,  
11 online commerce, the trademark applicant, or the city of Guangzhou. As such, the information  
12 contained in the record does not support a finding that Passionforest served as means for a direct  
13 or indirect contribution from a foreign national.

14 Accordingly, the Commission dismisses the allegation that SOS America PAC violated  
15 52 U.S.C. § 30121 and 11 C.F.R. § 110.20(g) by knowingly accepting a foreign national  
16 contribution.

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<sup>16</sup> 52 U.S.C. § 30121(a)(1); 11 C.F.R. § 110.20(b)-(c), (e)-(f).

<sup>17</sup> 52 U.S.C. § 30121(a)(2); 11 C.F.R. § 110.20(g).

<sup>18</sup> Compl. ¶ 10.

<sup>19</sup> *Id.* ¶¶ 11, 12; *see also* *Passionforest*, AMAZON, Amazon, <https://www.amazon.com/sp?ie=UTF8&seller=A2B0IPN9HH390U&asin=B09NN9NKT7> (last visited August 15, 2024).

MUR 8150 (SOS America PAC)

Factual and Legal Analysis

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1                   **C. The Commission Dismisses the Allegation That SOS America PAC Violated**  
 2                   **52 U.S.C. § 30104(b) and 11 C.F.R. § 110.1(g)(4) by Failing to Report**  
 3                   **Attribution Information**

4                   The treasurer of an unauthorized political committee is responsible for reporting the  
 5                   identification of each person whose aggregate contributions exceed \$200 per calendar year,  
 6                   together with the date and amount of any such contribution.<sup>20</sup> Commission regulations require  
 7                   committees to report certain attribution information for contributions from limited liability  
 8                   companies.<sup>21</sup> Contributions by an LLC that has a single natural-person member and is not taxed  
 9                   as a corporation, *i.e.*, a tax-disregarded entity, must be attributed only to the LLC’s single  
 10                  natural-person member.<sup>22</sup> Furthermore, when an LLC makes a contribution, it must affirm to the  
 11                  recipient, at the time the LLC makes the contribution, that it is eligible to make a contribution  
 12                  and “provide information to the recipient committee as to how the contribution is to be  
 13                  attributed.”<sup>23</sup>

14                  Although the Commission’s regulations concerning the attribution of LLC contributions  
 15                  were promulgated prior to developments in the law that led to the creation of IEOPCs (such as  
 16                  the recipient committee in this matter), they apply on their face to all political committees and  
 17                  neither Congress, courts nor the Commission has exempted IEOPCs from their application.<sup>24</sup>  
 18                  These regulations uphold the Act’s reporting framework and inhibit attempts to circumvent the

<sup>20</sup> 52 U.S.C. § 30104(b)(3)(A); 11 C.F.R. § 104.3(a)(4).

<sup>21</sup> See 11 C.F.R. § 110.1(g).

<sup>22</sup> 11 C.F.R. § 110.1(g)(4).

<sup>23</sup> *Id.* § 110.1(g)(5).

<sup>24</sup> See Statement of Reasons of Chairman Dickerson, Vice Chair Walther and Comm’rs Broussard and Weintraub at 2, MUR 7454 (Blue Magnolia, *et al.*); Factual & Legal Analysis (“F&LA”) at 14-15, MUR 7464 (LZP, LLC) (citing 52 U.S.C. §§ 30116(a)(1), 30118(a)); Treatment of Limited Liability Companies Under the Federal Election Campaign Act, 64 Fed. Reg. 37,397, 37,398-99 (July 12, 1999) (“LLC E&J”) (discussing role of LLC attribution rules in identifying prohibited contributions from foreign national or government contractor sources, concerns that apply to all LLC contributions, including contributions to IEOPCs).

MUR 8150 (SOS America PAC)

Factual and Legal Analysis

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1 Act's contribution source prohibitions and amount limitations, including prohibitions applicable  
 2 to IEOPCs.<sup>25</sup> The Commission has recognized that recipient committees must seek attribution  
 3 information so that the recipient committees can accurately disclose those contributions to the  
 4 public.<sup>26</sup>

5 When a treasurer of a political committee shows that the committee used "best efforts" to  
 6 obtain, maintain, and submit the information required by the Act, the committee's reports will be  
 7 considered in compliance with the Act.<sup>27</sup> Best efforts require, among other things, that all  
 8 written solicitations contain a clear request for the necessary information and that, "[f]or each  
 9 contribution . . . which lacks required contributor information," the recipient committee must  
 10 make at least one effort to obtain the missing information within 30 days after the receipt of the  
 11 contribution, in either a written request or a documented oral request.<sup>28</sup> If the treasurer receives  
 12 missing contributor information after submitting a report, the treasurer either files an amendment  
 13 to the report originally disclosing the contribution to provide the missing contributor information  
 14 or includes the missing contributor information on an amended memo Schedule A with the next  
 15 regularly scheduled report.<sup>29</sup> Best efforts require political committees and their treasurers to

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<sup>25</sup> See 52 U.S.C. §§ 30116(a)(1), 30118(a); LLC E&J, 64 Fed. Reg. at 37,398-99.

<sup>26</sup> LLC E&J, 64 Fed. Reg. at 37,399 ("The Commission further notes that the recipient committee would have no way of knowing how to attribute a contribution made by an eligible multi-member or single member LLC, unless that information was provided."); F&LA at 5, MUR 7454 (DefendArizona) (finding that the recipient IEOPC failed to seek attribution information so that it could accurately disclose the contribution, as required under 11 C.F.R. § 110.1(e)).

<sup>27</sup> 52 U.S.C. § 30102(i); 11 C.F.R. § 104.7(a).

<sup>28</sup> 11 C.F.R. § 104.7(b).

<sup>29</sup> *Id.* § 104.7(b)(4)(i).

MUR 8150 (SOS America PAC)

Factual and Legal Analysis

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1     “show[] that best efforts have been used to obtain, maintain, and submit the information  
 2     required. . . .”<sup>30</sup>

3                 At the time Passionforest made its contribution to the Committee, it did not provide  
 4     attribution information to the Committee. The Committee disclosed its receipt of the  
 5     contribution in its 2022 Post-General Report along with a statement that it requested contributor  
 6     information from Passionforest.<sup>31</sup> Information shows that Passionforest received, but did not  
 7     respond to the Committee’s request, and that only a second request from the Committee, after the  
 8     Complaint was filed, appears to have prompted Passionforest to disclose the attribution  
 9     information to the Committee, which the Committee disclosed in its 2023 Mid-Year Report.<sup>32</sup>

10               The Committee made attempts to obtain attribution information for Passionforest LLC’s  
 11     contribution between the October 2022 contribution and the July 2023 disclosure, and the record  
 12     is now corrected. The available information indicates that the Committee made its first request  
 13     for the Passionforest contribution attribution information between December 1, 2022 and  
 14     December 8, 2022, which, while not within the 30-day period set forth in the Commission’s  
 15     regulations, which ended on November 27, 2022, was at most only 11 days late.<sup>33</sup> After the  
 16     Committee’s second request, following notification of the Complaint, Passionforest provided the

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<sup>30</sup>                 52 U.S.C. § 30102(i); *see also* Statement of Policy Regarding Treasurers’ Best Efforts to Obtain, Maintain, and Submit Information as Required by the Federal Election Campaign Act, 72 Fed. Reg. 31,438, 31,440 (June 7, 2007).

<sup>31</sup>                 Am. For Everyone, 2022 Post-General Report at 8-9 (Dec. 8, 2022),  
<https://docquery.fec.gov/pdf/978/202212089550114978/202212089550114978.pdf>.

<sup>32</sup>                 See SOS Am. PAC, 2023 Mid-Year Report at 25-26 (July 31, 2023), <https://docquery.fec.gov/pdf/638/202307319584587638/202307319584587638.pdf>.

<sup>33</sup>                 See 11 C.F.R. § 104.7(b)(2).

MUR 8150 (SOS America PAC)

Factual and Legal Analysis

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1 attribution information to the Committee, which disclosed it on its next report consistent with the

2 Commission's regulations.<sup>34</sup>

3 Accordingly, the Commission dismisses the allegation that SOS America PAC violated

4 52 U.S.C. § 30104(b) and 11 C.F.R. § 110.1(g)(4) by failing to report attribution information.

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<sup>34</sup>

*See id.* § 104.7(b)(4)(i)(A).

## BEFORE THE FEDERAL ELECTION COMMISSION

## CONCILIATION AGREEMENT

This matter was generated by a Complaint filed with the Federal Election Commission. The Commission found reason to believe that Passionforest, LLC (“Passionforest” or “Respondent”) violated 11 C.F.R. § 110.1(g)(5) of the Commission’s regulations by failing to report attribution information.

NOW, THEREFORE, the Commission and Respondent, having participated in informal methods of conciliation prior to a finding of probable cause to believe, agree as follows:

I. The Commission has jurisdiction over Respondent and the subject matter of this proceeding, and this Agreement has the effect of an agreement entered pursuant to 52 U.S.C. § 30109(a)(4)(A)(i).

II. Respondent has had a reasonable opportunity to demonstrate that no action should be taken in this matter.

III. Respondent enters voluntarily into this Agreement with the Commission.

IV. The pertinent facts and law in this matter are as follows:

1. Passionforest is a Delaware company that incorporated on November 30, 2021. It is a single-member LLC that has not elected to be taxed as a corporation whose sole member is Ivan Soto-Wright.

MUR 8150 (Passionforest, LLC)  
Conciliation Agreement  
Page 2 of 4

2. SOS America is an independent expenditure-only political committee (“IEOPC”) that first registered with the Commission on January 20, 2022; Gloria Maggiolo is its treasurer.

3. Passionforest made a \$500,000 contribution to SOS America on October 28, 2022, and did not provide information to the Committee at that time regarding how its contribution should be attributed nor did Passionforest do so in response to an initial request from SOS America. The contribution should have been attributed to Ivan Soto-Wright because he was Passionforest’s single member. Passionforest provided attribution information to the Committee after a subsequent request from the Committee in July 2023 when the Complaint in this matter was filed. SOS America amended its 2022 Post-General Report to attribute the full amount of the contribution reportedly made by Passionforest to Ivan Soto-Wright.

4. The treasurer of an unauthorized political committee is responsible for reporting the identification of each person whose aggregate contributions exceed \$200 per calendar year, together with the date and amount of any such contribution. 52 U.S.C. § 30104(b)(3)(A); 11 C.F.R. § 104.3(a)(4). Commission regulations require committees to report certain attribution information for contributions from limited liability companies. *See* 11 C.F.R. § 110.1(g). Contributions by an LLC that has a single natural-person member and is not taxed as a corporation, *i.e.*, a tax-disregarded entity, must be attributed only to the LLC’s single natural-person member. *Id.* § 110.1(g)(4). Furthermore, when an LLC makes a contribution, it must affirm to the recipient, at the time the LLC makes the contribution, that it is eligible to make a contribution and “provide information to the recipient committee as to how the contribution is to be attributed.” *Id.* § 110.1(g)(5).

MUR 8150 (Passionforest, LLC)  
Conciliation Agreement  
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V. Respondent violated 11 C.F.R. § 110.1(g)(5) by failing to provide attribution information to the recipient Committee at the time the contribution was made.

VI. Respondent will take the following actions:

1. Under ordinary circumstances, the Commission would seek a civil penalty based on the violation outlined in this Agreement. While the Commission is not seeking a civil penalty in this matter, it reserves its right to seek a monetary penalty in future matters concerning this violation.

2. Respondent will cease and desist from committing further violations of 11 C.F.R. § 110.1(g)(5).

VII. The Commission, on request of anyone filing a complaint under 52 U.S.C. § 30109(a)(1) concerning the matters at issue herein or on its own motion, may review compliance with this Agreement. If the Commission believes that this Agreement or any requirement thereof has been violated, it may institute a civil action for relief in the United States District Court for the District of Columbia.

VIII. This Agreement shall become effective as of the date that all parties hereto have executed the same and the Commission has approved the entire Agreement.

IX. Respondent shall have no more than 30 days from the date this Agreement becomes effective to comply with and implement the requirements contained in this Agreement and to so notify the Commission.

X. This Conciliation Agreement constitutes the entire agreement between the Commission and Respondent and constitutes a final settlement as to Respondent concerning the facts and violation described in Paragraphs IV and V of this Conciliation Agreement. No other

MUR 8150 (Passionforest, LLC)  
Conciliation Agreement  
Page 4 of 4

statement, promise, or agreement, either written or oral, made by either party or by agents of either party, that is not contained in this written Agreement shall be enforceable.

FOR THE COMMISSION:

BY:   
Lisa Jane Stevenson  
Digitally signed by Lisa  
Jane Stevenson  
Date: 2025.04.21  
11:16:17 -04'00'

Lisa J. Stevenson  
Acting General Counsel

Date

FOR RESPONDENT:

  
(Name) *Samuel C. Brown*  
(Position) *Partner, Holland & Knight  
LLP*

2/25/2025

Date



FEDERAL ELECTION COMMISSION  
WASHINGTON, D.C. 20463

## BEFORE THE FEDERAL ELECTION COMMISSION

3	In the Matters of	)	
4		)	
5	The Freedom Forward Fund, <i>et al.</i>	)	MUR 7981
6	Make America Great Again, Again! Inc., <i>et al.</i>	)	MUR 7994
7	Tread Standard, LLC, <i>et al.</i>	)	MUR 8002
8	Ala. Conservatives Fund, <i>et al.</i>	)	MUR 8008
9	Snow Goose, LLC, <i>et al.</i>	)	MUR 8019
10	Passionforest, LLC, <i>et al.</i>	)	MUR 8150

**SUPPLEMENTAL STATEMENT OF REASONS OF COMMISSIONERS  
SHANA M. BROUSSARD, ALLEN J. DICKERSON, DARA LINDENBAUM, AND  
JAMES E. "TREY" TRAINOR**

17 On February 27, 2024, the Commission considered several matters with complaints that  
18 generally alleged the making of conduit contributions to various committees through limited  
19 liability companies (“LLCs”), in violation of the Federal Election Campaign Act’s prohibition on  
20 the making of contributions in the name of another.<sup>1</sup> We rejected the premise that the  
21 contributions were made in the name of another and instead identified the issue as whether the  
22 respondents correctly attributed the contributions made by LLCs. Specifically, we voted to find  
23 reason to believe as to some of the LLCs for failing to provide, and as to some of the recipient  
24 committees for failing to report, the required attribution information, and directed the Office of

<sup>1</sup> Certification (“Cert.”) (Feb. 27, 2024), MUR 7981 (The Freedom Forward Fund, *et al.*); Cert. (Feb. 27, 2024), MUR 7994 (Make America Great Again, Again!, *et al.*); Amended Cert. (Feb. 27, 2024), MUR 8002 (Tread Standard, LLC, *et al.*); Second Amended Cert. (Feb. 27, 2024), MUR 8008 (Ala. Conservatives Fund, *et al.*); Amended Cert. (Feb. 27, 2024), MUR 8019 (Snow Goose, LLC, *et al.*).

MURs 7981, 7994, 8002, 8008, 8019, 8150

Supplemental Statement of Reasons

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1 General Counsel to draft appropriate Factual and Legal Analyses and Conciliation Agreements  
 2 reflecting those findings.<sup>2</sup>

3 Additionally, in a September 14, 2024 Statement of Reasons by the four Commissioners  
 4 that currently comprise the Commission, we outlined our approach to these matters and how we  
 5 planned to proceed in similar matters going forward.<sup>3</sup> On January 14, 2025, the Commission  
 6 adopted Factual and Legal Analyses and Conciliation Agreements explaining how our approach  
 7 applied to the facts of these matters.<sup>4</sup> And finally, at the Commission's January 30, 2025 Open  
 8 Meeting, we adopted a sample donor response form as an example of how a recipient committee  
 9 that receives contributions from LLC may exercise best efforts in collecting and correctly  
 10 reporting LLC attribution information.<sup>5</sup>

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<sup>2</sup> Cert. ¶¶ 3-4 (Feb. 27, 2024), MUR 7981 (The Freedom Forward Fund, *et al.*) (finding RTB against both the LLC and recipient committee); Cert. ¶ 2 (Feb. 27, 2024), MUR 7994 (Make America Great Again, Again!, *et al.*) (finding RTB against recipient committee); Amended Cert. ¶¶ 2-3 (Feb. 27, 2024), MUR 8002 (Tread Standard, LLC, *et al.*) (finding RTB against both recipient committees and the LLC); Second Amended Cert. ¶¶ 4-6 (Feb. 27, 2024), MUR 8008 (Ala. Conservatives Fund, *et al.*) (finding RTB against the recipient committee but dismissing the LLC); Amended Cert. ¶¶ 2-3 (Feb. 27, 2024), MUR 8019 (Snow Goose, LLC, *et al.*) (dismissing the LLC but finding RTB against the recipient committee). For one of the above-captioned matters, the Commission found reason to believe simultaneous with its adoption of Factual and Legal Analyses and Conciliation Agreement on January 14, 2025. Cert. ¶ 1, MUR 8150 (Passionforest, LLC, *et al.*) (finding RTB against the LLC); *infra* note 4 and accompanying text.

<sup>3</sup> Statement of Reasons ("SOR"), Comm'r Shana M. Broussard, Allen J. Dickerson, Dara Lindenbaum, and James E. "Trey" Trainor, III (Sept. 13, 2024), MURs 7981 (Freedom Forward Fund, *et al.*), 8002 (Tread Standard, LLC, *et al.*), 8008 (Ala. Conservatives Fund, *et al.*), and 8019 (Snow Goose, LLC, *et al.*) (stating that in these and future matters concerning single-member and partnership LLCs, the Commission will proceed against the LLC if it failed to provide correct attribution information; excuse the contributor if the LLC provided correct attribution information within 30 days; dismiss where a recipient committee demonstrates best efforts to obtain attribution information; or pursue a committee that neither exercises best efforts nor accurately reports LLC contributions).

<sup>4</sup> Cert. ¶¶ 1-2 (Jan. 14, 2025), MUR 7981 (Freedom Forward Fund, *et al.*); Cert. ¶¶ 1-2, MUR 7994 (Make America Great Again, Again!, *et al.*); Cert. ¶¶ 1-2 (Jan. 14, 2025), MUR 8002 (Tread Standard, LLC, *et al.*); Amended Cert. ¶¶ 1-2 (Jan. 14, 2025), MUR 8008 (Ala. Conservatives Fund, *et al.*); Amended Cert. ¶¶ 1-2 (Jan. 14, 2025), MUR 8019 (Snow Goose, LLC, *et al.*); Cert. ¶¶ 1.i, 2, MUR 8150 (Passionforest, LLC, *et al.*).

<sup>5</sup> Memorandum to the Commission Regarding Sample Donor Response Form for Contributions by LLCs, Agenda Doc.24-53-A (Nov. 21, 2024), <https://www.fec.gov/resources/cms-content/documents/mtgdoc-24-53-A.pdf> (describing the attached sample donor response form to be "used as an example for committees that seek and accept contributions from LLCs," which "will satisfy the recipient committee's 'best efforts' obligations").

MURs 7981, 7994, 8002, 8008, 8019, 8150

Supplemental Statement of Reasons

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1        However, we declined to assess a civil penalty in these matters out of concern that the  
 2        public lacked sufficient notice regarding this approach and in the interest of fairness by treating  
 3        matters that the Commission was considering simultaneously in a consistent manner.<sup>6</sup> With the  
 4        conclusion of these matters, we no longer consider there to be a risk of insufficient notice or  
 5        inconsistent treatment. Accordingly, we intend to pursue civil penalties in future matters  
 6        presented where single-member or partnership LLCs fail to provide attribution information when  
 7        making contributions, and where those recipient committees fail to exercise best efforts and  
 8        inaccurately attribute an LLC contribution.

9

10        March 12, 2025

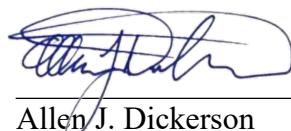
11        \_\_\_\_\_  
 12        Date



Shana M. Broussard  
 Commissioner

15        March 12, 2025

16        \_\_\_\_\_  
 17        Date



Allen J. Dickerson  
 Commissioner

<sup>6</sup> Cert. ¶ 2 (Jan. 14, 2025), MUR 7981 (Freedom Forward Fund, *et al.*); Cert. ¶ 2, MUR 7994 (Make America Great Again, Again!, *et al.*); Cert. ¶ 2 (Jan. 14, 2025), MUR 8002 (Tread Standard, LLC, *et al.*); Amended Cert. ¶ 2 (Jan. 14, 2025), MUR 8008 (Ala. Conservatives Fund, *et al.*); Amended Cert. ¶ 2 (Jan. 14, 2025), MUR 8019 (Snow Goose LLC, *et al.*); Cert. ¶ 2, MUR 8150 (Passionforest, LLC, *et al.*). Arguably, the regulated community was on sufficient notice that the Commission would pursue civil penalties for these types of violations, at latest, as of April 2022 when the four-Commissioner Statement of Reasons in MUR 7454 (Blue Magnolia Investments, LLC, *et al.*) was released. *See* SOR at 2-3, Chairman Allen Dickerson, Vice Chair Steven T. Walther, Comm'r Shana M. Broussard, and Comm'r Ellen L. Weintraub (Apr. 15, 2022), MUR 7454 (Blue Magnolia Investments, LLC, *et al.*) (clarifying that “there is no longer a lack of clarity concerning the application of LLC reporting rules and conduit contribution rules in these circumstances” and that “going forward” the Commission would apply its understanding that “contributions from LLCs to committees must be attributed pursuant to Commission regulations, and those regulations apply to all committees, including IEOPCs” and “seek civil penalties in appropriate future cases”). However, these matters almost exclusively involved contributions made prior to April 2022, which informed our concerns about sufficient notice and consistent treatment. Factual & Legal Analysis (“F&LA”) at 2, MUR 7981 (Teeter Jay, LLC, *et al.*) (May 2021 contributions); F&LA at 2, MUR 7994 (Make America Great Again, Again! Inc.) (November 2021 contribution); F&LA at 2, MUR 8002 (Tread Standard, LLC) (November 2022 and March 2022 contributions); F&LA at 2, MUR 8008 (Ala. Conservatives Fund) (January 2022 contribution); F&LA at 2, MUR 8019 (Wyoming Values) (February 2022 contribution). *But see* F&LA at 3, MUR 8150 (Passionforest, LLC) (October 2022 contribution).

MURs 7981, 7994, 8002, 8008, 8019, 8150

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7 March 12, 2025

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Dara Lindenbaum

Commissioner



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James E. "Trey" Trainor, III

Commissioner