



FEDERAL ELECTION COMMISSION
Washington, DC

VIA ELECTRONIC MAIL

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Samuel C. Brown, Esq.

Charles E. Borden

Holland & Knight

800 17th Street, NW, Suite 1100

Washington, DC 20006

April 28, 2025

RE: MUR 8150
Passionforest, LLC

Dear Messrs. Brown and Borden:

On March 26, 2025, the Federal Election Commission accepted the signed conciliation agreement submitted by your client Passionforest, LLC in settlement of a violation of 11 C.F.R. § 110(g)(5), a provision of the Commission's regulations. Accordingly, the file has been closed 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). Information derived in connection with any conciliation attempt will not become public without the written consent of the respondent and the Commission. *See* 52 U.S.C. § 30109(a)(4)(B). Enclosed you will find a copy of the fully executed Conciliation Agreement for your files, along with any applicable Statements of Reasons available at the time of this letter's transmittal.

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

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
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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).

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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

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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.¹ 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

¹ 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.*).

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 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.²

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.³ 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.⁴ 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.⁵

² 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.

³ 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).

⁴ 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.*).

⁵ 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").

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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.⁶ 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

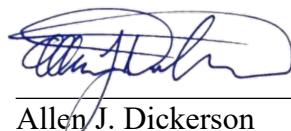
11 _____
 12 Date



Shana M. Broussard
 Commissioner

15 March 12, 2025

16 _____
 17 Date



Allen J. Dickerson
 Commissioner

⁶ 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).

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Supplemental Statement of Reasons

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1

2

3 March 12, 2025

4 Date

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7 March 12, 2025

8 Date

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Dara Lindenbaum

Commissioner



James E. "Trey" Trainor, III

Commissioner