

U.S. Department of Justice

Washington, DC 20530

**Exhibit B to Registration Statement  
Pursuant to the Foreign Agents Registration Act of  
1938, as amended**

**INSTRUCTIONS.** A registrant must furnish as an Exhibit B copies of each written agreement and the terms and conditions of each oral agreement with his foreign principal, including all modifications of such agreements, or, where no contract exists, a full statement of all the circumstances by reason of which the registrant is acting as an agent of a foreign principal. Compliance is accomplished by filing an electronic Exhibit B form at <https://www.fara.gov>.

**Privacy Act Statement.** The filing of this document is required for the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, for the purposes of registration under the Act and public disclosure. Provision of the information requested is mandatory, and failure to provide the information is subject to the penalty and enforcement provisions established in Section 8 of the Act. Every registration statement, short form registration statement, supplemental statement, exhibit, amendment, copy of informational materials or other document or information filed with the Attorney General under this Act is a public record open to public examination, inspection and copying during the posted business hours of the Registration Unit in Washington, DC. Statements are also available online at the Registration Unit's webpage: <https://www.fara.gov>. One copy of every such document, other than informational materials, is automatically provided to the Secretary of State pursuant to Section 6(b) of the Act, and copies of any and all documents are routinely made available to other agencies, departments and Congress pursuant to Section 6(c) of the Act. The Attorney General also transmits a semi-annual report to Congress on the administration of the Act which lists the names of all agents registered under the Act and the foreign principals they represent. This report is available to the public in print and online at: <https://www.fara.gov>.

**Public Reporting Burden.** Public reporting burden for this collection of information is estimated to average .33 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to Chief, Registration Unit, Counterintelligence and Export Control Section, National Security Division, U.S. Department of Justice, Washington, DC 20530; and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Washington, DC 20503.

1. Name of Registrant

Capitol Counsel LLC

2. Registration No.

6328

3. Name of Foreign Principal

China-United States Exchange Foundation

Check Appropriate Box:

4.  The agreement between the registrant and the above-named foreign principal is a formal written contract. If this box is checked, attach a copy of the contract to this exhibit.
5.  There is no formal written contract between the registrant and the foreign principal. The agreement with the above-named foreign principal has resulted from an exchange of correspondence. If this box is checked, attach a copy of all pertinent correspondence, including a copy of any initial proposal which has been adopted by reference in such correspondence.
6.  The agreement or understanding between the registrant and the foreign principal is the result of neither a formal written contract nor an exchange of correspondence between the parties. If this box is checked, give a complete description below of the terms and conditions of the oral agreement or understanding, its duration, the fees and expenses, if any, to be received.
7. Describe fully the nature and method of performance of the above indicated agreement or understanding.

See attached Services Agreement, signed by the Registrant and China-United States Exchange Foundation.

8. Describe fully the activities the registrant engages in or proposes to engage in on behalf of the above foreign principal.

Refer to the attached Services Agreement.

9. Will the activities on behalf of the above foreign principal include political activities as defined in Section 1(o) of the Act and in the footnote below? Yes  No

If yes, describe all such political activities indicating, among other things, the relations, interests or policies to be influenced together with the means to be employed to achieve this purpose.

Refer to the attached Services Agreement.

**EXECUTION**

In accordance with 28 U.S.C. § 1746, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this Exhibit B to the registration statement and that he/she is familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date of Exhibit B	Name and Title	Signature
January 15, 2019		/s/ John D. Raffaelli eSigned

Footnote: "Political activity," as defined in Section 1(o) of the Act, means any activity which the person engaging in believes will, or that the person intends to, in any way influence any agency or official of the Government of the United States or any section of the public within the United States with reference to formulating, adopting, or changing the domestic or foreign policies of the United States or with reference to the political or public interests, policies, or relations of a government of a foreign country or a foreign political party.



December 12, 2018

Mr. Audie Wong  
China-United States Exchange Foundation  
20/ F, Yardley Commercial Building  
No. 3 Connaught Road West, Sheung Wan  
Hong Kong

Dear Mr. Wong,

We are pleased to submit this agreement between Capitol Counsel LLC ("Capitol Counsel") and the China-United States Exchange Foundation ("CUSEF") for government affairs representation. Effective January 1, 2019, CUSEF will engage Capitol Counsel to assist in representation before Congress. Such representation will include:

- Policy and political intelligence gathering and analysis on China issues
- Substantive advice on China-related legislation
- Arranging meetings and programs on Capitol Hill
- Dissemination within Congress of materials generated or sponsored by CUSEF
- Organization of and participation in CUSEF's former Members of Congress activities
- Coalition building with the U.S. Association of Former Members of Congress
- Advocacy, as directed

At Capitol Counsel, Martin B. Gold will manage this engagement. He will involve other Capitol Counsel professionals as may in his judgment be appropriate, with your approval. He will proceed at your direction and in coordination with other CUSEF consultants based in the United States.

In consideration for such services, CUSEF will pay Capitol Counsel a monthly retainer of \$15,000, payable within thirty days of invoice. Reasonable and itemized expenses for local transportation, messenger services, research materials, meals, and out-of-town travel approved in advance will be billed separately on the monthly invoice. Any individual out-of-pocket expenses exceeding one thousand dollars (\$1,000) shall be incurred only with CUSEF's prior written approval. These expenses include but not limited to event coordination, advertising, catering and the like. Capitol Counsel does not bill separately for faxes, telephones, and secretarial costs.

This agreement shall continue until December 31, 2019, and may be continued thereafter indefinitely on a month-to-month basis, subject to cancellation on thirty days written notice. Capitol Counsel agrees all confidential information furnished by the CUSEF or otherwise developed in connection with this representation may be used by Capitol Counsel only for the purpose of

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representation under this agreement. Capitol Counsel stipulates it will not disclose such information to any third party without securing express prior consent of CUSEF.

If these terms meet with your approval, please sign and date below, return one copy to our offices and retain the other copy for your files.

Sincerely,

  
Martin B. Gold  
Partner  
Capitol Counsel

Agreed and accepted:

  
Mr. Audie Wong  
Executive Director  
China-United States Exchange Foundation

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