

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

US-China Transpacific 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 contract.

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

Capitol Counsel LLC will assist the U.S.-China Transpacific Foundation with the planning and implementation of its congressional travel program, the "U.S.-China Transpacific Exchange Program," to the People's Republic of China. The program is intended to provide the Members of Congress and/or the congressional staff the opportunity to enhance their understanding on the cultural, economic, political and social developments of the People's Republic of China, thus helping strengthen U.S.-China relations. It is approved by the Department of State and complies with the requirements of section 108A of the Mutual Educational and Cultural Exchange Act of 1961, as amended [Public Law 87-256] and the regulations at 22 CFR Part 64.

In addition, there may be other mechanisms, such as international conferences, which serve the purpose of enhancing U.S.-China dialogue. If the registrant is called upon to assist with those, it timely disclose it.

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.

See response to question 8.

**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
March 20, 2019	John D. Raffaelli, Founding Partner	/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.

**CAPITOL COUNSEL LLC**

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WASHINGTON, DC 20005

(202) 861-3200

March 4, 2019

Mr. Winston Nyo  
Vice President  
U.S.-China Transpacific Foundation  
11920 Southern Highlands Parkway  
Suite 301  
Las Vegas, Nevada 89141

Dear Winston:

On behalf of Capitol Counsel, LLC, I am pleased to present this letter agreement by which our firm will extend its service as a consultant to the U.S.-China Transpacific Foundation. I will continue to serve as this firm's principal point of contact for the Foundation.

We understand that the Foundation will engage in cultural exchange programs and related activities to strengthen U.S.-China relations. This is an important mission, which we are pleased to assist consistent with the U.S. statutes and internal Congressional ethics rules.

We understand from you that staff delegation travel will occur under the Mutual Education and Cultural Exchange Act. We further understand that the Foundation will act on behalf of the Chinese Government in facilitating such travel. As you know, ethics rules prohibit us from interacting with staff and assisting in trip arrangements unless travel is MFCEA-funded.

For our services, you have agreed to pay an annual \$10,000 per month, for the period February 1, 2019 to January 31, 2020. We will invoice you on a quarterly basis. If there are expenses incurred concerning travel for us outside of the Washington, DC area, we will secure from you separate authorization for them and will bill for them as part of the subsequent monthly invoice. In addition, the Foundation may use our address as its Washington address.

This letter represents our agreement in full. If these terms are acceptable to you, please sign and date a copy and return it to me by email.

We look forward to enhancing the Foundation's vital mission and purposes.

Sincerely,

AGREED:

  
Martin B. Gold, Capitol Counsel

  
Winston Nyo, U.S.-China Transpacific Foundation