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OMB No. 1124-0006; Expires May 31, 2020

U.S. Department of Justice

Washington, DC 20530

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

INSTRUCTIONS. Furnish this exhibit for EACH foreign principal listed in an initial statement and for EACH additional foreign principal acquired subsequently. The filing of this document requires the payment of a filing fee as set forth in Rule (d)(1), 28 C.F.R. § 5.5(d)(1). Compliance is accomplished by filing an electronic Exhibit A form at https://www.fara.gov.

Privacy Act Statement. The filing of this document is required by 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 this 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 .49 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 and Address of Registrant	2. Registration No.
Capitol Counsel LLC 700 13th Street, NW, 2nd Floor Washington, DC 20005	6328

3. Name of Foreign Principal	4. Principal Address of Foreign Principal
U.S.-China Transpacific Foundation	11920 Southern Highlands Parkway, Suite 301 Las Vegas, Nevada 89141

5. Indicate whether your foreign principal is one of the following:

- ☐ Government of a foreign country [1]
- ☐ Foreign political party
- ☒ Foreign or domestic organization: If either, check one of the following:
  - ☐ Partnership
  - ☐ Corporation
  - ☐ Association
  - ☐ Committee
  - ☐ Voluntary group
  - ☒ Other *(specify)* 501(c)(3) nonprofit public organization
- ☐ Individual-State nationality _____

6. If the foreign principal is a foreign government, state:

a) Branch or agency represented by the registrant

b) Name and title of official with whom registrant deals

7. If the foreign principal is a foreign political party, state:

a) Principal address

b) Name and title of official with whom registrant deals

c) Principal aim

1 "Government of a foreign country," as defined in Section 1(e) of the Act, includes any person or group of persons exercising sovereign de facto or de jure political jurisdiction over any country, other than the United States, or over any part of such country, and includes any subdivision of any such group and any group or agency to which such sovereign de facto or de jure authority or functions are directly or indirectly delegated. Such term shall include any faction or body of insurgents within a country assuming to exercise governmental authority whether such faction or body of insurgents has or has not been recognized by the United States.

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8. If the foreign principal is not a foreign government or a foreign political party:

a) State the nature of the business or activity of this foreign principal.

The US-China Transpacific Foundation is a nonprofit public organization and classified by the IRS as a tax-exempt 501 (c)(3) organization with a MECEA status (applied by relevant departments of China's Ministry of Foreign Affairs and approved by the U.S. Department of State) to allow the Foundation to carry out US-China Transpacific Programs that comply with the requirements of Section 108A of the Mutual Educational and Cultural Exchange Act of 1961 [Public Law 87-256] and the implementing regulations set forth in 22 CFR Part 64.

b) Is this foreign principal:

Supervised by a foreign government, foreign political party, or other foreign principal	Yes ☒ No ☐
Owned by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☒
Directed by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☒
Controlled by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☒
Financed by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☒
Subsidized in part by a foreign government, foreign political party, or other foreign principal	Yes ☐ No ☒

9. Explain fully all items answered "Yes" in Item 8(b). *(If additional space is needed, a full insert page must be used.)*

The Government of the People's Republic of China, as represented by the Embassy of the People's Republic of China in the U.S., is the sponsor of the U.S.-China Transpacific Program. It will fund all activities of this program and no private funds will be used. However, no funding will be provided for expenses incurred by or for any member of the family or household of the federal employees participating in the program. The National People's Congress and the Chinese People's Institute of Foreign Affairs will be the host organizations in China. The U.S.-China Transpacific Foundation, working with the Embassy of the People's Republic of China, will coordinate and execute the program in the U.S. The program is approved by the U.S. 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.

10. If the foreign principal is an organization and is not owned or controlled by a foreign government, foreign political party or other foreign principal, state who owns and controls it.

The U.S.-China Transpacific Foundation is controlled by a board of directors.

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 A 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 A	Name and Title	Signature
September 15, 2017	Jim McCrery, Partner	/s/ Jim McCrery, Partner eSigned

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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	2. Registration No.
Capitol Counsel LLC	6328

3. Name of Foreign Principal

U.S.-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.

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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 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 China-U.S. relations. It is approved by the U.S. 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.

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
September 15, 2017	Jim McCrery, Partner	/s/ Jim McCrery, Partner 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.

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CAPITOL COUNSEL LLC

September 6, 2017

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 serve as a consultant to the U.S.-China Transpacific Foundation. I will serve as this firm's principal point of contact for the Foundation.

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

We have communicated with you the requirements of Congressional ethics rules and related laws that pertain to the role that registered lobbyists can play concerning international travel for Congressional Members and staff. As we engage with the Foundation, we will do so in a manner fully consistent with those requirements.

We understand from you that this travel will be undertaken 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 MECEA-funded. Therefore, we request you provide documentation establishing that the Government has authorized the Foundation to undertake this role. Invitees as well as the Senate and House Ethics Committees will need to have this information.

For our services, you have agreed to pay an initial fee of $50,000. We propose you render the first $10,000 no later than September 20, 2017, with the remaining $40,000 payable within fifteen days of the completion of the first staff delegation trip to China. We will invoice you for both these transactions. 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 them as part of and in addition to the second invoice.

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.

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CAPITOL COUNSEL LLC

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

Sincerely,

Martin B. Gold, Capitol Counsel

AGREED:

Winston Nyo, U.S.-China Transpacific Foundation

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UNDER SECRETARY OF STATE
FOR PUBLIC DIPLOMACY
AND PUBLIC AFFAIRS
WASHINGTON

December 21, 2015

Dear Ambassador Tiankai:

On behalf of the U.S. Department of State, I am pleased to approve the cultural exchange program proposed by the Embassy of China. The *U.S.-China Transpacific Exchange Program,* as described, 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 implementing regulations set forth in 22 CFR Part 64. The Government of China may conduct programming consistent with these provisions and the approved tenets of this program. As such, the participation of eligible U.S. Federal employees is authorized.

I wish you much success in the implementation of this program.

Sincerely,

Richard Stengel
Under Secretary of State for
Public Diplomacy and Public Affairs

His Excellency
Cui Tiankai,
The Chinese Ambassador,
3505 International Place, N.W.,
Washington, DC 20008.

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