

**BEFORE THE FEDERAL ELECTION COMMISSION**

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ROGER G. WIEAND  
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v. MUR No. \_\_\_\_\_

FREE MARKET, LLC  
221 Rele Street  
Mountain Brook, AL 35223

ANY UNKNOWN PERSON(S)  
who made a contribution to Alabama  
Conservatives Fund in the name of  
Free Market LLC

**COMPLAINT**

1. Free Market, LLC, an obscure entity with no apparent income or assets, no identifiable commercial activity, and no discernible online or physical presence — aside from a post office box — appears to have served only one purpose: Allowing unknown persons to make a \$250,000 political contribution to a super PAC in the LLC’s name, less than three months after the LLC was organized, thereby concealing the true contributors’ identities from public disclosure. This “straw donor” scheme violated federal campaign finance laws and deprived voters of information essential to a transparent political process.
2. Alabama Conservatives Fund (“ACF”), an independent-expenditure only political committee (“IEOPC”) — commonly referred to as a super PAC — reported receiving a \$250,000 contribution from Free Market, LLC (“Free Market”), on January 27, 2022. As set forth in this complaint, Free Market does not appear to have generated any income or

engaged in any activities since it was registered as an Alabama limited liability company (“LLC”) on November 8, 2021. It therefore appears that one or more unknown persons provided funds to Free Market for the purpose of making a \$250,000 contribution to ACF without disclosing the true contributors’ identities.

3. Accordingly, there is reason to believe one or more unknown person(s) violated 52 U.S.C. § 30122 by making this \$250,000 contribution in the name of Free Market, and that Free Market violated the same provision by knowingly permitting its name to be used to effect the contribution of one or more other persons in its name.
4. This complaint is filed pursuant to 52 U.S.C. § 30109(a)(1) and is based on information and belief that Free Market and any persons that created, operated, and/or made a contribution to ACF in the name of Free Market violated the Federal Election Campaign Act (“FECA”), 52 U.S.C. § 30101, *et seq.* If the Federal Election Commission (“FEC” or “Commission”), “upon receiving a complaint . . . has reason to believe that a person has committed, or is about to commit, a violation of [FECA] . . . [t]he Commission *shall make an investigation* of such alleged violation.”<sup>1</sup>

#### FACTS

5. Alabama Conservatives Fund is an IEOPC that registered with the Commission on August 2, 2021, and Kaylen Melton is its treasurer.<sup>2</sup> During the 2022 election cycle, ACF

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<sup>1</sup> 52 U.S.C. § 30109(a)(2) (emphasis added); *see also* 11 C.F.R. § 111.4(a).

<sup>2</sup> Alabama Conservatives Fund, Statement of Org. (Aug. 2, 2021).

has raised over \$2.3 million,<sup>3</sup> and spent over \$1.9 million on independent expenditures exclusively supporting Katie Britt, a candidate for U.S. Senate in Alabama.<sup>4</sup>

6. “Free Market, LLC” was organized in Alabama as a domestic limited liability company on November 8, 2021.<sup>5</sup> Documents filed by Free Market with the Alabama Secretary of State indicate that its registered agent is C.T. Fitzpatrick, its registered office street address is “221 Rele [Street], #530906, Birmingham, AL 35223,” and its registered office mailing address is “PO Box 530906, Birmingham, AL 35253,” which appears to be the same address.<sup>6</sup> “221 Rele Street” technically appears to be located in Mountain Brook, Alabama, which is a suburb of Birmingham.<sup>7</sup>
7. ACF received a \$250,000 contribution in Free Market’s name on January 27, 2022, approximately eleven weeks after the LLC was organized.<sup>8</sup> This appears to be the only federal contribution that Free Market has made.<sup>9</sup> The address disclosed in connection with the contribution — 221 Rele Street, Mountain Brook, AL 35223 — is a U.S. Post Office,<sup>10</sup> which appears to be consistent with the fact that the LLC’s registered mailing address is a post office box.

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<sup>3</sup> Alabama Conservatives Fund, Receipts, [https://www.fec.gov/data/receipts/?two\\_year\\_transaction\\_period=2022&committee\\_id=C00786152&data\\_type=processed](https://www.fec.gov/data/receipts/?two_year_transaction_period=2022&committee_id=C00786152&data_type=processed) (last viewed May 26, 2022).

<sup>4</sup> Alabama Conservatives Fund, Independent Expenditures, [https://www.fec.gov/data/independent-expenditures/?committee\\_id=C00786152&two\\_year\\_transaction\\_period=2022&cycle=2022&data\\_type=processed&is\\_notice=true](https://www.fec.gov/data/independent-expenditures/?committee_id=C00786152&two_year_transaction_period=2022&cycle=2022&data_type=processed&is_notice=true) (last viewed May 26, 2022).

<sup>5</sup> “Free Market LLC,” Business Entity Records Search, Alabama Sec’y of State (attached as Exhibit A).

<sup>6</sup> *Id.*

<sup>7</sup> Google Maps, “221 Rele Street, Mountain Brook, AL 35223,” <https://www.google.com/maps/place/221+Rele+St,+Mountain+Brook,+AL+35223/> (last viewed May 26, 2022).

<sup>8</sup> Alabama Conservatives Fund, 2022 April Quarterly Report at 6 (Apr. 15, 2022).

<sup>9</sup> Individual Contributions, “Free Market,” [https://www.fec.gov/data/receipts/individual-contributions/?contributor\\_name=Free+Market](https://www.fec.gov/data/receipts/individual-contributions/?contributor_name=Free+Market) (last viewed May 26, 2022).

<sup>10</sup> Google Maps, “221 Rele Street, Mountain Brook, AL 35223,” <https://www.google.com/maps/place/221+Rele+St,+Mountain+Brook,+AL+35223/> (last viewed May 26, 2022).

8. Free Market’s registered agent, C.T. Fitzpatrick, is the Founder, Chief Executive Officer, and Chief Investment Officer of Vulcan Value Partners (“VVP”),<sup>11</sup> a Birmingham-based investment firm located at “2801 Highway 280 South, Suite 300, Birmingham, AL 35223,”<sup>12</sup> an address that is less than two miles from Free Market’s registered address.<sup>13</sup>
9. On June 25, 2021, Fitzpatrick made three \$2,900 contributions — the prevailing statutory per-election maximum individual contribution<sup>14</sup> — to Katie Britt’s authorized campaign committee, Britt for Alabama, Inc.<sup>15</sup> That same day, his wife, Kelley Fitzpatrick,<sup>16</sup> also contributed the aggregate statutory maximum of \$8,700 to Britt’s campaign, disclosing VVP as her “employer” and her “occupation” as “Founder/CEO/CIO” — an apparent reference to her husband’s employer and occupation, as C.T. Fitzpatrick is described as VVP’s Founder, CEO, and CIO, and Kelley Fitzpatrick is not listed on VVP’s website.<sup>17</sup>
10. Free Market has no known business operations, investments, assets, or commercial ventures from which it might generate income of its own to make political contributions.

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<sup>11</sup> Vulcan Value Partners, People, <https://vulcanvaluepartners.com/strategies/> (last viewed May 26, 2022).

<sup>12</sup> Vulcan Value Partners, Contact Us, <https://vulcanvaluepartners.com/contact-us/> (last viewed May 26, 2022).

<sup>13</sup> Google Maps, “2801 Highway 280 South, Suite 300, Birmingham, AL 35223,” <https://www.google.com/maps/place/2801+US-280+%23300,+Birmingham,+AL+35223> (last viewed May 26, 2022).

<sup>14</sup> See 52 U.S.C. § 30116(a)(1)(A); Price Index Adjustments for Contribution and Expenditure Limitations and Lobbyist Bundling Disclosure Threshold, 86 Fed. Reg. 7867, 7869 (Feb. 2, 2021); “Contribution Limits in Special Elections (Mar. 7, 2022), <https://www.fec.gov/updates/tip2022-contribution-limits-in-special-elections/> (“A primary election, general election, runoff election and special election are each considered a separate election with a separate limit.”).

<sup>15</sup> Britt for Alabama, Inc., Amend. 2022 July Quarterly Report at 64, 368, and 396 (Sept. 27, 2021).

<sup>16</sup> See William Thornton, *Couple makes \$20 million gift to University of Alabama*, AL.com (Feb. 4, 2020), <https://www.al.com/business/2020/02/couple-makes-20-million-gift-to-university-of-alabama.html>.

<sup>17</sup> Britt for Alabama, Inc., Amend. 2022 July Quarterly Report at 38, 55, and 120 (Sept. 27, 2021). Kelley Fitzgerald’s contributions appear to be misreported since she appears to have provided C.T. Fitzgerald’s occupation and employer rather than her own, as required. See 11 C.F.R. §§ 100.12, 104.3(a)(4).

Aside from Free Market’s registration document, there is no publicly available information about the LLC; it does not appear to have any discernible public footprint:

- a. Searches on Google only provide results regarding the Alabama entity named Free Market LLC that reproduce information from the LLC’s publicly filed registration documents (*e.g.*, a Bizapedia or OpenCorporates page).<sup>18</sup>
- b. Free Market does not appear to have a public website, or any account or page on Facebook, Instagram, or Twitter.
- c. There is no record of Free Market in searches with the Better Business Bureau,<sup>19</sup> EDGAR,<sup>20</sup> or the U.S. Patent & Trademark Office’s Trademark Electronic Search System.<sup>21</sup>

## SUMMARY OF THE LAW

### *Contributions in the Name of Another*

11. FECA provides that “[n]o person shall make a contribution in the name of another person or knowingly permit his name to be used to effect such a contribution and no person shall knowingly accept a contribution made by one person in the name of another person.”<sup>22</sup>
12. The Commission regulation implementing the statutory prohibition provides the following examples of contributions in the name of another:

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<sup>18</sup> Google.com, Search results for “Free Market LLC”, <https://www.google.com/search?q=%22free+market+llc%22> (last visited May 27, 2022). There appear to be entities named “Free Market, LLC” in other states that are distinct from the LLC at issue in this matter. *See, e.g.*, “Free Market LLC,” OpenCorporates.com (last visited May 27, 2022) (information regarding a “Free Market, LLC” registered in California).

<sup>19</sup> *See* Better Business Bureau, Search Businesses and Charities, <https://www.bbb.org/search/> (last visited May 27, 2022).

<sup>20</sup> U.S. Securities and Exchange Commission “EDGAR,” Search results for “Free Market LLC,” <https://www.sec.gov/edgar/search/#/q=%2522Free%2520Market%2520LLC%2522> (last visited May 27, 2022).

<sup>21</sup> *See* U.S. Patent & Trademark Office, Search Trademark Database, <https://www.uspto.gov/trademarks/search> (last visited May 27, 2022).

<sup>22</sup> 52 U.S.C. § 30122.

- a. “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.”
  - b. “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>23</sup>
13. The requirement that a contribution be made in the name of its true source promotes Congress’s objective of ensuring the complete and accurate disclosure by candidates and committees of the political contributions they receive,<sup>24</sup> and ensures that the public and complainants are fully informed about the true sources of political contributions and expenditures. Such transparency also enables voters, including complainant Wieand, to have the information necessary to evaluate candidates for office, “make informed decisions[,] and give proper weight to different speakers and messages.”<sup>25</sup>
14. FECA and Commission regulations provide that a person who furnishes another with funds for the purpose of contributing to a candidate or committee “makes” the resulting contribution, whether funds are advanced to another person to make a contribution in that person’s name or promised as reimbursement of a solicited contribution.<sup>26</sup> Moreover, the

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<sup>23</sup> 11 C.F.R. § 110.4(b)(2)(i)-(ii).

<sup>24</sup> *United States v. O’Donnell*, 608 F.3d 546, 553 (9th Cir. 2010) (“[T]he congressional purpose behind [Section 30122]—to ensure the complete and accurate disclosure of the contributors who finance federal elections—is plain.”); *Mariani v. United States*, 212 F.3d 761, 775 (3d Cir. 2000) (rejecting constitutional challenge to section 30122 in light of the compelling governmental interest in disclosure).

<sup>25</sup> *Citizens United v. FEC*, 558 U.S. 310, 369-71 (2010).

<sup>26</sup> *See United States v. Boender*, 649 F.3d 650, 660 (7th Cir. 2011) (holding that to determine who made a contribution “we consider the giver to be the source of the gift, not any intermediary who simply conveys the gift from the donor to the donee.”); *O’Donnell*, 608 F.3d at 550, 555; *Goland v. United States*, 903 F.2d 1247, 1251 (9th Cir. 1990) (“[FECA] prohibits the use of ‘conduits’ to circumvent . . . [reporting] restrictions.”).

“key issue . . . is the source of the funds” and, therefore, the legal status of the funds when conveyed from a conduit to the ultimate recipient is “irrelevant to a determination of who ‘made’ the contribution for the purposes of [Section 30122].”<sup>27</sup>

15. On April 1, 2016, then-Chair Petersen and then-Commissioners Hunter and Goodman issued a Statement of Reasons explaining their view regarding “the appropriate standard” to apply “in future matters” raising the allegation that an LLC was used to facilitate a contribution in the name of another.<sup>28</sup> The Commissioners explained that in their view, “the proper focus in these matters is whether the funds used to make a contribution were intentionally funneled through a closely held corporation or corporate LLC for the purpose of making a contribution that evades the Act’s reporting requirements, making the individual, not the corporation or corporate LLC, the true source of the funds.”<sup>29</sup> The relevant factors that these Commissioners indicated they would consider included:

[whether] there is evidence indicating that the corporate entity did not have income from assets, investment earnings, business revenues, or bona fide capital investments, or was created and operated for the sole purpose of making political contributions. These facts would suggest the corporate entity is a straw donor and not the true source of the contribution.<sup>30</sup>

16. An April 15, 2022, Statement of Reasons by Chairman Allen Dickerson, Vice Chair Steven T. Walther, and Commissioners Shana M. Broussard and Ellen L. Weintraub reiterated that the public is currently on notice that FECA’s straw donor ban and

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<sup>27</sup> *United States v. Whittemore*, 776 F.3d 1074, 1080 (9th Cir. 2015) (holding that defendant’s “unconditional gifts” to relatives and employees, along with the suggestion they contribute the funds to a specific political committee, violated Section 30122 because the source of the funds remained the individual who provided them to the putative contributors).

<sup>28</sup> Statement of Reasons of Chairman Matthew S. Petersen and Commissioners Caroline C. Hunter and Lee E. Goodman at 2, MURs 6485, 6487, 6488, 6711, 6930 (Apr. 1, 2016), <https://www.fec.gov/files/legal/murs/6487/16044391129.pdf>.

<sup>29</sup> *Id.*

<sup>30</sup> *Id.* at 12.

Commission regulations implementing that provision — *i.e.*, the “conduit contribution rules” — apply when LLCs purport to make contributions to IEOPCs:

[T]he Commission [previously] did not agree whether, following *Citizens United* and *SpeechNow.org v. FEC*, respondent committees had received adequate notice that the Commission’s LLC reporting rules and conduit contribution rules applied to contributions made to the newly formed IEOPCs authorized by those judicial rulings. With the passage of time, IEOPCs have become a regular part of the campaign finance landscape, and adequate notice to the public now exists. Consequently, there is *no longer a lack of clarity* concerning the application of LLC reporting rules and conduit contribution rules in these circumstances.<sup>31</sup>

Accordingly, the FEC has made clear that the public is “on notice” that the straw donor ban applies in such circumstances, and thus prohibits any person from funneling a contribution to an IEOPC through an LLC.

17. Straw donor contributions like those alleged here are serious violations of federal campaign finance law that have led to criminal indictments and convictions in recent years.<sup>32</sup> As explained in one such indictment, the straw donor ban works in tandem with other campaign finance laws to protect the integrity of our electoral system and to ensure that all candidates, campaign committees, federal regulators, and the public are informed of the true sources of money spent to influence federal elections.<sup>33</sup> Another recent

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<sup>31</sup> Statement of Reasons of Chairman Allen Dickerson, Vice Chair Steven T. Walther, Commissioner Shana M. Broussard, and Commissioner Ellen L. Weintraub at 2, MUR 7454 (Apr. 15, 2022) (emphasis added).

<sup>32</sup> See Colin Moynihan, *Lev Parnas, Ex-Giuliani Ally, Is Convicted of Campaign Finance Charges*, N.Y. Times (Oct. 22, 2021), <https://www.nytimes.com/2021/10/22/nyregion/lev-parnas-guilty-giuliani.html>; Dep’t of Justice, *Lev Parnas and Igor Fruman Charged with Conspiring to Violate Straw and Foreign Donor Bans* (Oct. 10, 2019), <https://www.justice.gov/usao-sdny/pr/lev-parnas-and-igor-fruman-charged-conspiring-violate-straw-and-foreign-donor-bans>; Dep’t of Justice, *Entertainer/Businessman and Malaysian Financier Indicted for Conspiring to Make and Conceal Foreign and Conduit Contributions During 2012 U.S. Presidential Election* (May 10, 2019), <https://www.justice.gov/opa/pr/entertainerbusinessman-and-malaysian-financier-indicted-conspiring-make-and-conceal-foreign>.

<sup>33</sup> Grand Jury Indictment, *United States v. Lev Parnas, et al.*, Cr. No. 19-725 (S.D.N.Y. Oct. 10, 2019), <https://www.justice.gov/usao-sdny/press-release/file/1208281/download>.



indictment highlighted how straw donor schemes have been used to skirt FECA's source prohibitions, such as the ban on contributions by government contractors.<sup>34</sup>

18. Even for contributions that would otherwise be legal — *i.e.*, contributions that would not be prohibited or excessive, if made in the true contributor's own name — the prohibition of contributions in the name of another serves FECA's core transparency purposes by ensuring that voters have access to complete and accurate information regarding the sources of electoral contributions.

### CAUSE OF ACTION

#### **COUNT I:**

#### **FREE MARKET, LLC AND THE UNKNOWN PERSON(S) WHO CONTRIBUTED TO ALABAMA CONSERVATIVES FUND IN THE NAME OF FREE MARKET, LLC VIOLATED 52 U.S.C. § 30122**

19. The available information supports finding reason to believe that Free Market was not the true source of the \$250,000 contributed in its name to ACF. Indeed, the available information indicates that Free Market served as a straw donor for this contribution, merely transmitting the funds of the true contributor — which could be the LLC's registered agent, C.T. Fitzpatrick, his wife Kelley Fitzpatrick, VVP, or another as-yet unidentified person — thus concealing the true contributor's identity.
20. Free Market was formed on November 8, 2021, less than three months before the six-figure contribution made in its name, and it has no documented activities or verifiable presence: it has no website, social media account, or substantive online presence aside

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<sup>34</sup> Dep't of Justice, *Former Government Contractor Executives Indicted for Unlawful Campaign Contributions* (Feb. 10, 2022), <https://www.justice.gov/opa/pr/former-government-contractor-executives-indicted-unlawful-campaign-contributions>.

from news articles and reports regarding its political contributions.<sup>35</sup> Its registered office and mailing address is a post office box in a suburb of Birmingham, Alabama.<sup>36</sup>

21. This lack of any apparent activity or presence indicates that Free Market neither conducted any real business nor had sufficient income from capital assets, investment earnings, or revenues from which it could have made a \$250,000 contribution to an IEOPC, absent an infusion of funds given to it for that specific purpose.
22. Free Market's registered agent, C.T. Fitzpatrick, is the only known person associated with the LLC, and he or another unidentified individual could be the true contributor — *i.e.*, Fitzpatrick or another person provided Free Market with sufficient funds for it to transmit \$250,000 to ACF without disclosing the true contributor's identity, which FECA explicitly prohibits.
23. The available facts indicate that C.T. Fitzpatrick and Kelley Fitzpatrick each gave \$8,700, the statutory maximum amount for individual contributions, to Katie Britt's authorized campaign committee on June 25, 2021.<sup>37</sup>
24. Approximately four months later, Free Market was organized on November 8, 2021, and C.T. Fitzpatrick, its registered agent, is the only person publicly linked to the LLC.
25. Less than three months after Free Market was organized, ACF — an IEOPC that spent over \$1.9 million on independent expenditures exclusively supporting Britt during the weeks leading up to the 2022 Alabama primary election — received a \$250,000 contribution in Free Market's name, despite the LLC engaging in no known activity (to that point or afterward).

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<sup>35</sup> See *supra* notes 18-21 and related text.

<sup>36</sup> See *supra* notes 5, 7 and related text.

<sup>37</sup> See *supra* notes 15, 17.

26. In sum, shortly after Fitzpatrick and his wife contributed the statutory maximum amount to Britt's campaign, an obscure LLC with no public footprint or apparent source of income — for which Fitzpatrick is the only publicly-linked individual — gave \$250,000 to an IEOPC exclusively supporting Britt's campaign. This sequence of events raises the possibility that Fitzpatrick, or other as-yet-unidentified persons associated with him, made the \$250,000 contribution in Free Market's name to provide additional support for Britt's candidacy without publicly disclosing their identities as the source of that substantial contribution.
27. The available facts, viewed as a whole, therefore support finding reason to believe that Free Market served as a straw donor for a \$250,000 contribution to ACF, and that unknown persons were, in fact, the true contributor.
28. Accordingly, there is reason to believe that the unknown person(s) who created, operated, and/or contributed through Free Market violated 52 U.S.C. § 30122 by making contributions in the name of another. Furthermore, there is reason to believe that Free Market violated 52 U.S.C. § 30122 when it knowingly permitted its name to be used to effect contributions of one or more other persons in its name.

### **PRAYER FOR RELIEF**

29. Wherefore, the Commission should find reason to believe that Free Market, LLC, and any person(s) who created, operated, and made contributions to or in the name of this entity have violated 52 U.S.C. § 30101 *et seq.*, and conduct an immediate investigation under 52 U.S.C. § 30109(a)(2).
30. Further, the Commission should seek appropriate sanctions for any and all violations, including civil penalties sufficient to deter future violations, injunctive relief to remedy these violations and prohibit any and all future violations, and such additional remedies as are necessary and appropriate to ensure compliance with FECA.

Respectfully submitted,

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Roger G. Wieand

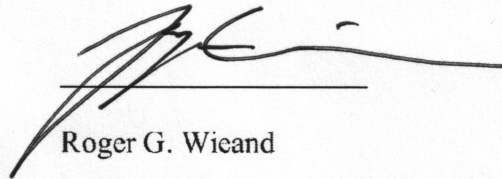
June 2, 2022

# VERIFICATION

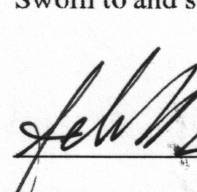
The complainants listed below hereby verify that the statements made in the attached Complaint are, upon their information and belief, true.

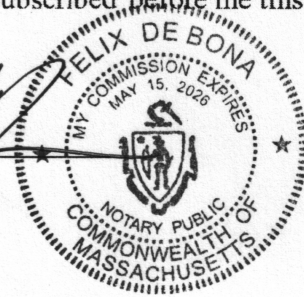
Sworn pursuant to 18 U.S.C. § 1001.

For Complainant Roger G. Wieand

  
Roger G. Wieand

Sworn to and subscribed before me this 2 day of June 2022.

  
Notary Public



## VERIFICATION

The complainants listed below hereby verify that the statements made in the attached Complaint are, upon their information and belief, true.

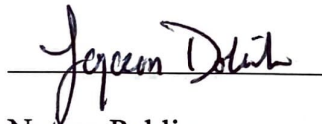
Sworn pursuant to 18 U.S.C. § 1001.

For Complainant Campaign Legal Center

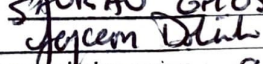


Saurav Ghosh, Esq.

Sworn to and subscribed before me this 2 day of June 2022.



Notary Public

City/County of FAIRFAX  
Commonwealth of Virginia  
The foregoing instrument was acknowledged before me  
this 2<sup>nd</sup> day of JUNE, 2022  
by SAURAV GHOSH  
 Notary Public  
My commission expires 9/30/25



# EXHIBIT A



# Alabama Secretary of State



Free Market, LLC	
Entity ID Number	000 - 951 - 755
Entity Type	Domestic Limited Liability Company
Principal Address	Not Provided
Principal Mailing Address	Not Provided
Status	Exists
Place of Formation	Alabama
Formation Date	11/08/2021
Registered Agent Name	Fitzpatrick, C.T.
Registered Office Street Address	221 Rele Streat #530906 Birmingham, AL 35223
Registered Office Mailing Address	PO Box 530906 Birmingham, AL 35253
Nature of Business	
Scanned Documents	
Purchase Document Copies	
Document Date / Type / Pages	11/08/2021 Certificate of Formation 3 pgs.

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