

# Congress of the United States

Washington, DC 20515

July 6, 2026

Barbara Humpton  
Chief Executive Officer  
USA Rare Earth, Inc.  
100 W. Airport Road  
Stillwater, OK 74075

Ms. Humpton:

We write regarding ongoing ethics and corruption concerns in light of the June 3, 2026 announcement that the U.S. Department of Commerce (Commerce) has finalized a \$1.6 billion definitive agreement with USA Rare Earth (USAR).<sup>1</sup> Given the massive investment by the American public in USAR, and USAR's fiduciary responsibility to its shareholders as a publicly traded company, it is imperative your company provide complete transparency about the substantive conflict of interest concerns raised by the circumstances of this investment.

In February of this year, we wrote to Commerce Secretary Howard Lutnick in regard to our concerns about the January 2026 announcement that USAR and Commerce had reached a tentative \$1.6 billion deal in which the federal government tentatively agreed to take a 10% stake in USAR.<sup>2</sup> To close the deal, USAR set a \$1.5 billion-dollar private offering for the company's stock and selected Secretary Lutnick's former financial firm, Cantor Fitzgerald (Cantor), as the deal's placement agent.<sup>3</sup> The deal likely benefited two of Secretary Lutnick's adult sons, who now operate the firm. Secretary Lutnick has refused to provide answers, and we are expanding our investigation to seek information regarding any knowledge you may have involving Secretary Lutnick's role or the role of Cantor Fitzgerald.

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<sup>1</sup> National Institute of Standards and Technology, U.S. Department of Commerce, "The Department of Commerce's CHIPS Program Finalizes Definitive Agreement With USA Rare Earth For Up To \$1.6 Billion To Support The Company's "Mine-to-Magnet" Strategy", June 3, 2026, <https://www.nist.gov/news-events/news/2026/06/departments-commerces-chips-program-finalizes-definitive-agreement-usa-rare>.

<sup>2</sup> Letter from U.S. Senator Elizabeth Warren, U.S. Senator Chris Van Hollen, and U.S. Senator Ron Wyden to U.S. Secretary of Commerce Howard Lutnick, February 25, 2026, [https://www.warren.senate.gov/imo/media/doc/warren\\_letter\\_to\\_secretary\\_lutnick\\_re\\_usar\\_critical\\_minerals\\_deal.pdf](https://www.warren.senate.gov/imo/media/doc/warren_letter_to_secretary_lutnick_re_usar_critical_minerals_deal.pdf); Letter from Ranking Member Zoe Lofgren to U.S. Secretary of Commerce Howard Lutnick, March 19, 2026, <https://democrats-science.house.gov/news/press-releases/ranking-member-lofgren-raises-alarm-over-terms-of-commerce-department-equity-stake-in-usa-rare-earth-condemns-lutnick-conflict-of-interest>.

<sup>3</sup> USA Rare Earth, "USA Rare Earth Announces Letter of Intent with the U.S. Government for Access to \$1.6 Billion in Funding to Accelerate the Domestic Heavy Rare Earth Value Chain. Concurrently, USA Rare Earth Raises \$1.5 Billion in Private Sector Investment," press release, January 26, 2025, <https://investors.usare.com/news-releases/news-release-details/usa-rare-earth-announces-letter-intent-us-government-access-16>; Letter from Senator Warren to Secretary of Commerce Lutnick, January 27, 2025, [https://www.warren.senate.gov/imo/media/doc/letter\\_to\\_lutnick.pdf](https://www.warren.senate.gov/imo/media/doc/letter_to_lutnick.pdf).

Under the terms of the January 2026 deal, Commerce would offer “up to \$277 million in direct funding and up to \$1.3 billion in loans” to USAR.<sup>4</sup> In conjunction with this investment agreement, the US government also took a direct 10% stake in USAR, tentatively agreeing to purchase 16.1 million shares.<sup>5</sup>

Commerce’s \$1.6 billion investment in USAR was predicated on a capital matching requirement that mandated USAR raise its own private funds.<sup>6</sup> To meet Commerce’s conditions, USAR raised \$1.5 billion in a “private investment in public equity” (PIPE) transaction, in which the company sold 69.8 million USAR shares—offering around one-third of its outstanding stock—at a discounted price to private investors through a financial broker.<sup>7</sup> USAR chose Cantor as “lead placement agent,” alongside Moelis, and the two were ultimately successful in securing the requisite investors,<sup>8</sup> including several prominent donors to President Trump.<sup>9</sup>

Secretary Lutnick appears to have played a part in facilitating USAR’s deal with Commerce. You attested to Secretary Lutnick’s decisive and personal involvement after meeting with him in November, describing how he opened doors to influential agency staff that manage billions in CHIPS Act funding and officials at the U.S. Department of Energy (DOE) and Department of Defense (DoD).<sup>10</sup> You claimed that Secretary Lutnick was especially interested in USAR, and recounted that Secretary Lutnick asked: “[w]hat would it take to go faster and scale further?”<sup>11</sup>

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<sup>4</sup> National Institute of Standards and Technology U.S. Department of Commerce, “The Department of Commerce’s CHIPS Program Announces a Letter of Intent with USA Rare Earth to Accelerate Its Domestic and Vertically Integrated “Mine-to-Magnet” Strategy,” press release, January 26, 2026, <https://www.nist.gov/news-events/news/2026/01/department-commerces-chips-program-announces-letter-intent-usa-rare-earth>.

<sup>5</sup> Reuters, “Trump admin to take 10% stake in USA Rare Earth in \$1.6 bln deal, sources say,” Ernest Scheyder, January 25, 2026, <https://www.reuters.com/business/us-inject-16-billion-into-rare-earths-miner-10-stake-ft-reports-2026-01-25/>.

<sup>6</sup> CNBC, “How the USA Rare Earth deal with the Trump administration came together,” Spencer Kimball, January 26, 2026, <https://www.cnbc.com/2026/01/26/how-the-usa-rare-earth-deal-with-the-trump-administration-came-together.html>.

<sup>7</sup> Securities and Exchange Commission, “Frequently Asked Questions about PIPEs,” Anna T. Pinedo and James R. Tanenbaum, 2006, [https://www.sec.gov/info/smallbus/gbfor25\\_2006/pinedo\\_tanenbaum\\_pipefaq.pdf](https://www.sec.gov/info/smallbus/gbfor25_2006/pinedo_tanenbaum_pipefaq.pdf); The Motley Fool, “Key Takeaways From USA Rare Earth’s Big Deal,” Scott Levine and Lee Samaha, February 10, 2026, <https://www.fool.com/investing/2026/02/10/key-takeaways-from-usa-rare-earths-big-deal/>; SEC, “Form S-1 USA RARE EARTH, INC.,” February 3, 2026 <https://www.sec.gov/Archives/edgar/data/1970622/000121390026011595/ea0269018-02.htm>.

<sup>8</sup> USA Rare Earth, “USA Rare Earth Announces Letter of Intent with the U.S. Government for Access to \$1.6 Billion in Funding to Accelerate the Domestic Heavy Rare Earth Value Chain. Concurrently, USA Rare Earth Raises \$1.5 Billion in Private Sector Investment,” press release, January 26, 2025, <https://investors.usare.com/news-releases/news-release-details/usa-rare-earth-announces-letter-intent-us-government-access-16>.

<sup>9</sup> USA Rare Earth, “USA Rare Earth Announces Letter of Intent with the U.S. Government for Access to \$1.6 Billion in Funding to Accelerate the Domestic Heavy Rare Earth Value Chain. Concurrently, USA Rare Earth Raises \$1.5 Billion in Private Sector Investment,” press release, January 26, 2025, <https://investors.usare.com/news-releases/news-release-details/usa-rare-earth-announces-letter-intent-us-government-access-16>; Letter from Senator Warren to Secretary of Commerce Lutnick, January 27, 2025, [https://www.warren.senate.gov/imo/media/doc/letter\\_to\\_lutnick.pdf](https://www.warren.senate.gov/imo/media/doc/letter_to_lutnick.pdf).

<sup>10</sup> CNBC, “How the USA Rare Earth deal with the Trump administration came together,” Spencer Kimball, January 26, 2026, <https://www.cnbc.com/2026/01/26/how-the-usa-rare-earth-deal-with-the-trump-administration-came-together.html>.

<sup>11</sup> *Id.*, 01:10-01:18’.

Ultimately, the deal was likely lucrative for the Lutnick family. Secretary Lutnick led Cantor for decades, before transferring his stake in the company to his sons last year.<sup>12</sup> Though no estimate of the fee Cantor collected has been released publicly, previous SEC disclosures and industry estimates indicate that fees for placement agents in PIPE transactions can range between 2.5-10%.<sup>13</sup> USAR's public filings indicate that the company incurred approximately \$50 million in PIPE financing costs.<sup>14</sup> Even a conservative estimate, therefore, indicates that USAR may have paid Cantor millions—if not tens of millions—in its quest to secure a \$1.6 billion government contract from a government agency led by Cantor's former CEO.

The circumstances around how this deal came together raise serious questions about Secretary Lutnick's exposure to federal conflicts of interest and bribery laws.

### **Secretary Lutnick's Ethics Commitments & Exposure to Federal Conflict of Interest Laws**

We and other members of Congress previously raised concerns about the conflicts of interest posed by this deal. In response, you have explained USAR's selection of Cantor by saying: “[o]ur best move was to go with the team who knew us.”<sup>15</sup>

Indeed, USAR and Cantor's relationship appears to date back to when Secretary Lutnick was still CEO and Chairman of Cantor. In August 2024, USAR announced that it would become a publicly traded company via a business combination with Inflection Point Acquisition Corp II, a special purpose acquisition company (SPAC) with ties to Cantor dating back to May 2023 when Cantor served as the representatives of the underwriters for the SPAC's initial public offering.<sup>16</sup> Since then, Mr. Lutnick became Secretary of Commerce but the relationship between Cantor and

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<sup>12</sup> Reuters, “US Commerce Secretary Lutnick transfers Cantor Fitzgerald stakes to children,” May 19, 2025, <https://www.reuters.com/world/us/us-commerce-secretary-lutnick-transfers-cantor-fitzgerald-stakes-children-2025-05-19/>.

<sup>13</sup> DuaneMorris; “Key Fundraising Issues: Placement Agents” Robert Bramnik, p. 8, [https://www.duanemorris.com/site/static/key\\_fundraising\\_issues\\_placement\\_agents.pdf](https://www.duanemorris.com/site/static/key_fundraising_issues_placement_agents.pdf); United States Securities and Exchange Commission, “FMTO | PIPE Offering | Placement Agent Agreement,” February 26, 2025, <https://www.sec.gov/Archives/edgar/data/1888151/000149315225008648/ex10-4.htm>.

<sup>14</sup> U.S. Securities and Exchange Commission, “Form 10Q,” May 14, 2026, pp. 4, 19 <https://investors.usare.com/static-files/424f81c9-e9c4-4c96-9b0c-9c0104bcda5b>; USAR's 10-Q indicates that “On January 27, 2026, the Company closed a \$1.50 billion private placement in the form of a PIPE (the “\$1.50B PIPE”) with multiple investors. The Company issued 69.8 million shares of common stock on January 28, 2026 for gross proceeds of \$1.50 billion and received net proceeds of \$1.45 billion after deducting financing costs.”

<sup>15</sup> Reuters, “USA Rare Earth CEO defends Trump administration investment as congressional questions swirl,” Ernest Scheyder, April 10, 2026, <https://www.reuters.com/legal/transactional/usa-rare-earth-ceo-defends-trump-administration-investment-congressional-2026-04-10/>; U.S. Securities and Exchange Commission, “USA Rare Earth Announces \$75 million PIPE Investment,” April 30, 2024, [https://www.sec.gov/Archives/edgar/data/1970622/000121390025037647/ea024012701ex99-1\\_usare.htm](https://www.sec.gov/Archives/edgar/data/1970622/000121390025037647/ea024012701ex99-1_usare.htm).

<sup>16</sup> U.S. Securities and Exchange Commission, “USA Rare Earth, A Domestic Rare Earth Mining & Magnet Company, To Become a Publicly Traded Company Via Business Combination with Inflection Point Acquisition Corp. II”, August 22, 2024 [https://www.sec.gov/Archives/edgar/data/1970622/000121390024071620/ea021181301ex99-1\\_inflec2.htm](https://www.sec.gov/Archives/edgar/data/1970622/000121390024071620/ea021181301ex99-1_inflec2.htm). Nasdaq, “Inflection Point Acquisition Corp. II Announces Pricing of Upsized \$220 Million Initial Public Offering,” May 24, 2025, [https://www.nasdaq.com/press-release/inflection-point-acquisition-corp.-ii-announces-pricing-of-upsized-\\$220-million](https://www.nasdaq.com/press-release/inflection-point-acquisition-corp.-ii-announces-pricing-of-upsized-$220-million).

USAR continued. You confirmed that Cantor helped USAR go public in March, and Cantor led USAR’s first post-merger PIPE in the following months.<sup>17</sup>

This history raises questions about the degree to which Secretary Lutnick was aware of the preexisting business relationship and connection between USAR and Cantor when you met in November and strengthens the arguments that Secretary Lutnick should have recused himself from any particular involvement in the USAR deal. Notably, Secretary Lutnick agreed in his federal ethics agreement that pursuant to the impartiality regulation at 5 C.F.R. § 2635.502, he would “not participate personally and substantially in any particular matter involving specific parties in which I know Cantor Fitzgerald L.P., or its subsidiaries, is a party or represents a party” for a period of one year following his resignation from the company.<sup>18</sup> If Secretary Lutnick was personally involved in negotiating or approving Commerce’s side of the deal—which included the capital matching requirement that ultimately involved and benefited Cantor—Lutnick’s involvement would likely be a textbook conflict of interest.

Accordingly, we seek clarity as to Lutnick’s direct involvement in the USAR-Cantor deal, including whether and to what degree USAR or Cantor representatives met with Secretary Lutnick with regards to the Department of Commerce’s negotiations or tentative investment agreement with USAR.

### **USAR’s Exposure to Federal Anti-Bribery Laws**

Even if Secretary Lutnick was not aware of USAR’s relationship to Cantor, the deal may implicate federal bribery and gratuity laws and regulations concerning use of public office for private gain.

Federal laws forbid bribing or rewarding federal public officials.<sup>19</sup> Anyone who “directly or indirectly, corruptly gives, offers or promises anything of value to any public official” with the intent to influence any official act or decision may be in violation of bribery laws.<sup>20</sup> Even without a direct quid pro quo, federal law also prohibits anyone who “directly or indirectly gives, offers, or promises anything of value to any public official . . . for or because of any official act performed or to be performed by such public official.”<sup>21</sup> If USAR selected Cantor as its broker as a way to induce, reward, or otherwise curry favor with the Department of Commerce, Secretary Lutnick, or other government officials, it would raise serious questions about USAR’s exposure to federal anti-bribery or gratuity laws. USAR’s reported personal engagement with Secretary Lutnick and financial arrangement with Cantor in the pursuit of the Commerce deal—

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<sup>17</sup> Reuters, “USA Rare Earth CEO defends Trump administration investment as congressional questions swirl,” Ernest Scheyder, April 10, 2026, <https://www.reuters.com/legal/transactional/usa-rare-earth-ceo-defends-trump-administration-investment-congressional-2026-04-10/>; U.S. Securities and Exchange Commission, “USA Rare Earth Announces \$75 million PIPE Investment,” April 30, 2024, [https://www.sec.gov/Archives/edgar/data/1970622/000121390025037647/ea024012701ex99-1\\_usarare.htm](https://www.sec.gov/Archives/edgar/data/1970622/000121390025037647/ea024012701ex99-1_usarare.htm).

<sup>18</sup> U.S. Office of Government Ethics, “Lutnick, Howard Final Ethics Agreement”, January 24, 2025, p. 2, [https://extapps2.oge.gov/201/Presiden.nsf/PAS+Index/436440318CFB67BE85258C1C003219C1/\\$FILE/Lutnick%2C%20Howard%20%20finalEA.pdf](https://extapps2.oge.gov/201/Presiden.nsf/PAS+Index/436440318CFB67BE85258C1C003219C1/$FILE/Lutnick%2C%20Howard%20%20finalEA.pdf); 5 CFR § 2635.502.

<sup>19</sup> 18 USC § 201

<sup>20</sup> 18 USC § 201 (b) (1)

<sup>21</sup> 18 U.S.C. § 201 (c)(1)(A)

an agreement that potentially resulted in a multi-million-dollar payout to a firm led by the Secretary's sons—raises glaring red flags.

Though Secretary Lutnick may no longer hold a direct stake in Cantor, the direct financial interest of his family members is a central legal consideration in this matter. Legal experts and federal courts have determined that a “thing of value need not go to the public official himself” for an action to be considered germane under bribery law.<sup>22</sup> The multi-million dollar fundraising fee Cantor may have collected on USAR's requisite private stock transaction, which was needed to secure the Commerce investment, could reasonably be considered a tangible “thing of value.” USAR should disclose at what point it notified US government officials that Cantor would be acting on its behalf in this transaction.

Your actions and the involvement of Cantor may also expose Secretary Lutnick to federal anti-bribery laws. Federal law applies equal scrutiny to those soliciting bribes as to those offering them. Any government official who “directly or indirectly, corruptly demands, seeks, receives, accepts, or agrees to receive or accept anything of value” in order to be influenced in the performance of an official act, such as approving a government contract, may also be subject to federal anti-bribery laws.<sup>23</sup>

Likewise, 5 C.F.R. § 2635.702 prohibits federal employees from using public office for their own private gain or for the private gain of relatives. Specifically, employees “may not use or permit the use of their Government position or title, or any authority associated with their public office, in a manner that is intended to coerce or induce another person . . . to provide any benefit, financial or otherwise, to the employee or to . . . relatives.” The extent of Lutnick's involvement in the USAR-Commerce deal, therefore, could raise additional red flags.

USAR should immediately report if any US government representatives, including Secretary Lutnick, Commerce employees, or other Trump administration officials, suggested that Cantor be involved or chosen as the broker in USAR's private fundraising round.

### **Questions**

In order to better inform our legislative responsibilities as they relate to rooting out corruption and securing critical minerals supply chains, we ask that you answer the following questions by July 20, 2026:

1. Was Secretary Lutnick involved in USAR's PIPE transaction in which Cantor acted as a placement agent?
  - a. What was the nature of your meeting with Secretary Lutnick in November, 2025? Please provide the date, list of attendees, and any transcripts, notes, or agendas, from your meeting with Secretary Lutnick and any correspondence between USAR and government officials related to the meeting.

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<sup>22</sup> Columbia Law School, “A Guide to Commonly Used Federal Statutes in Public Corruption Cases,” August 2017, p. 3, [https://scholarship.law.columbia.edu/cgi/viewcontent.cgi?article=1050&context=public\\_integrity#:~:text=B\)%20Analysis%20and%20Practice%20Pointers,to%20be%20a%20public%20official](https://scholarship.law.columbia.edu/cgi/viewcontent.cgi?article=1050&context=public_integrity#:~:text=B)%20Analysis%20and%20Practice%20Pointers,to%20be%20a%20public%20official).

<sup>23</sup> 18 USC § 201 (b) (2)


- i. Did you discuss any role for Cantor Fitzgerald in the USAR transaction at that meeting?
  - b. Have you met or spoken with Secretary Lutnick since November, 2025?
  - c. Was USAR in any way pressured or solicited to choose Cantor as its placement agent by officials at the Department of Commerce?
2. Did the Department of Commerce have any involvement in USAR's PIPE transaction?
  - a. Did USAR notify the Department of Commerce about its intention to proceed with a PIPE transaction to raise matching funds during its negotiations with the Department?
  - b. Did USAR notify the Department of Commerce that Cantor Fitzgerald would represent USAR as its lead placement agent in the PIPE transaction? If so, when? Please provide all correspondence between USAR and Commerce officials related to the PIPE transaction.
  - c. Did representatives of Cantor meet with Commerce officials in relation to the PIPE transaction?
3. What was the nature of the interagency meeting between USAR and the Departments of Defense, Commerce, and Energy at the Pentagon?<sup>24</sup>
  - a. Please provide the date, list of attendees, and any transcripts, notes, or agendas, from the meeting and any correspondence between USAR and government officials related to the meeting.
4. Please provide a copy of USAR's negotiated agreement with the Department of Commerce, including any negotiated milestones, cost-sharing agreements, and reporting requirements for the duration of the contract.
  - a. Please provide a copy of the negotiated agreement between USAR and the U.S. Department of Energy's National Energy Technology Laboratory.
5. Please describe the history between USAR and Cantor Fitzgerald.
  - a. Identify the date on which USAR first engaged, retained, or otherwise entered into any business relationship with Cantor Fitzgerald & Co. or any Cantor Fitzgerald affiliate, including any relationship or role in connection with the August 2024 business combination agreement with Inflection Point & Acquisition Corp. II.
  - b. Describe the process by which USAR selected Cantor as lead placement agent for both the April-May 2025 \$75 million PIPE and the January 2026 \$1.5 billion PIPE, including whether competing proposals from other entities were solicited, reviewed, or considered for the transactions.
6. Have you or anyone else at USAR communicated with Brandon Lutnick or Kyle Lutnick regarding the \$1.5 billion PIPE anchored by Cantor?


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<sup>24</sup> CNBC, "How the USA Rare Earth deal with the Trump administration came together," Spencer Kimball, January 26, 2026, <https://www.cnbc.com/2026/01/26/how-the-usa-rare-earth-deal-with-the-trump-administration-came-together.html>.


- a. Please provide a copy of any and all correspondence between Brandon and Kyle Lutnick, and USAR with regards to the January 2026 PIPE transaction.
7. USAR’s Form 10-Q for the quarterly period ending March 31, 2026 states that the financing costs for the January 2026 PIPE reached approximately \$50 million.<sup>25</sup> Please provide a breakdown of that \$50 million.
    - a. How did USAR compensate Cantor for its role as the lead placement agent in the \$1.5 billion PIPE transaction? What was the negotiated fee between Cantor and USAR for Cantor’s role in the PIPE transaction?
      - i. How much was Cantor compensated for its services in the PIPE transaction?
    - b. How much did USAR pay—in fees, commissions or other compensation—to other agents involved in the USAR-Commerce deal and PIPE, including Moelis & Company.
  8. What internal policies, trainings, and procedures, does USAR have, if any, as they relate to engagement with federal employees and compliance with federal bribery laws?
    - a. What processes does USAR have in place to address potential breaches of such ethics policies?

Sincerely,

  
Elizabeth Warren  
United States Senator

  
Zoe Lofgren  
Ranking Member  
Committee on Science,  
Space, and Technology

  
Ron Wyden  
United States Senator  
Ranking Member, Committee  
on Finance

  
Chris Van Hollen  
United States Senator

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<sup>25</sup> U.S. Securities and Exchange Commission, “Form 10Q,” May 14, 2026, pp. 4, 19  
<https://investors.usare.com/static-files/424f81c9-e9c4-4c96-9b0c-9c0104bcda5b>;