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DATE

NAME
ADDRESS LINE 1
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VIA HAND DELIVERY

Re:

Dear :

I apologize for the delay in responding to your letter of . I appreciate your patience.

With regard to Request No. 1 and 2, it is my understanding that no such documents exist. I assume that you are asking for these documents because they are referenced in the organizational minutes of the corporation. However, as I explained to you previously, , and apparently used the standard minutes provided with their corporate kit and did not specifically include this language because any such assignment of subscription rights or proposal existed. I would note, however, that the corporate documents do reflect that was transferring all of the assets and liabilities of his sole proprietorship as of to the corporation in exchange for the stock issued to him and his wife.

As to Request No. 3, it is my client's position that you are not entitled to any financial statements of the corporation from through . During this period, the business was a sole proprietorship and owned no interest whatsoever therein. As a result, we do not believe that this request is proper or relevant to the issues between the parties. We are agreeable to providing you the financial statement for because this statement reflects the assets and liabilities of the sole proprietorship that were transferred to in exchange for the stock issued to and .

As you requested, a copy of the deposit slip showing a check from in the amount of \$ is enclosed herewith. It is our position that this \$ represents a loan from which was evidenced by a Promissory Note. It is my understanding that the parties had agreed and

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