

Instruction: This is a model letter. Adapt to fit your facts and circumstances.

DATE

NAME
ADDRESS LINE 1
ADDRESS LINE 2
CITY, STATE ZIP CODE

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 provided in the Promissory Note that had the option of repaying the Promissory Note by issuing to 25% of the outstanding stock of upon incorporation in . Further, it is

my understanding that the Promissory Note was repaid by the issuance of 250 shares to [redacted], that [redacted] returned the original Promissory Note marked "paid" and that my client, to the best of his recollection, subsequently destroyed it.

Finally, enclosed herewith please find copies of the checks issued to [redacted] from [redacted] through his date of termination. Also enclosed you will find a copy of a Personal Day and Vacation Ledger regarding [redacted] which illustrates that [redacted] was absent seven days without pay from [redacted] through [redacted]. [redacted] paid [redacted] for this period even though he did not have any personal or vacation leave available. It is our position that this pay offsets any amounts which [redacted] claims to be due from [redacted]. In fact, it is my calculation that [redacted] was over paid one day and we hereby make demand that such amount be repaid to Specialty. A copy of [redacted] regarding personal days is also enclosed for your benefit.

Should you have any questions or would like to discuss this matter, please do not hesitate to call.

Sincerely,

By:

:
Enclosures
cc: