**COMPANY LETTERHEAD**

September \_\_, 2022

***VIA CERTIFIED MAIL***

Division of Corporations

Attn: Christina Folke

John G. Townsend Bldg.

401 Federal Street, Suite 4

Dover, DE 19901

 **Re: [Company Name]; Delaware File Number: [ ]**

Dear Ms. Folke:

 I am the Chief Executive Officer and a member of the board of directors of [ ], Inc, a corporation registered in the State of Delaware on\_\_\_\_\_\_\_\_, 20\_\_, file number [ ] (the “***Company***”).

I recently learned that the Company was blocked by the Secretary of State of the State of Delaware (the “***Delaware SOS***”) on or around\_\_\_\_\_\_\_\_\_, 2022. I understand that the Company was blocked in response to the determination pursuant to Executive Order No. 14701, issued by the Department of the Treasury’s Office of Foreign Assets Control (“***OFAC***”) on May 8, 2022 (the “***Determination***”), which took effect on June 7, 2022 (“***Effective Date***”).

 The Determination prohibits “the exportation, reexportation, sale, or supply, directly or indirectly, from the United States, or by a United States person, wherever located, of accounting, trust and corporate formation, or management consulting services to any person located in the Russian Federation.” A copy of the Determination is attached hereto as Exhibit A for your convenience.

On June 9, 2022, OFAC issued a FAQ clarifying the definition of “person located in the Russian Federation”, as follows:

“FAC interprets “person located in the Russian Federation” to include persons in the Russian Federation, individuals ordinarily resident in the Russian Federation, and entities incorporated or organized under the laws of the Russian Federation or any jurisdiction within the Russian Federation.” FAQ No. 1058. A copy of the FAQ is attached hereto as Exhibit B for your convenience.

I suspect that the Delaware SOS blocked the Company because in the annual franchise tax report for the year of 2021 the address of one of the Company’s former directors (Mr. \_\_\_\_\_\_\_\_\_\_\_) is in Russian Federation, which led the Delaware SOS to presume that the Company is owned or controlled by a person located in the Russian Federation.

However, that is not the case. The Company is not owned or controlled by person(s) located in the Russian Federation. The Company’s Board of Directors is currently comprised of the following individuals: \_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_, and \_\_\_\_\_\_\_\_\_\_\_\_. None of the members of the Board of Directors of the Company resides in the Russian Federation. \_\_\_\_\_\_\_\_\_\_\_is the citizen of the United States and resides at 20 Aspetuck Ln. Monroe, Connecticut 06468, Enoch Kimmel is the permanent resident (green card holder) of the United States and resides at [\_\_\_\_\_\_], \_\_\_\_\_\_\_\_\_\_ is the permanent resident of Armenia, and resides at [\_\_\_\_\_\_], \_\_\_\_\_\_\_\_\_ is currently waiting to receive his residence card from Cyprus and in anticipation of that event has set roots in Cyprus with his family, including entering into a one (1) year lease for an apartment in Limassol, Cyprus. Attached hereto as Exhibit C and Exhibit C-1, respectively, are true and correct copies of \_\_\_\_\_\_\_\_\_\_’s United States’ green card and of a utility bill in \_\_\_\_\_\_\_\_\_\_’s name. Attached hereto as Exhibit D and Exhibit D-1, respectively, are true and correct copies of \_\_\_\_\_\_\_\_\_\_’s Armenian residence card and of a utility bill in \_\_\_\_\_\_\_\_\_’s name. Attached hereto as Exhibit E is a true and correct copy of \_\_\_\_\_\_\_\_\_\_’s lease for the Limassol apartment. As you can see from the foregoing exhibit, the lease expires in June 2023.

The majority of the issued and outstanding shares of capital stock of the Company are owned by the persons and entities listed on the table below, each of whom resides outside of the Russian Federation.

|  |  |  |  |
| --- | --- | --- | --- |
| **Name of Stockholder** | **Number of Shares Owned** | **Ownership Percentage** | **Country of Residence** |
|  |  |  | United States |
|  |  |  | Armenia |
|  |  |  | Cyprus |
|  |  |  | British Virgin Islands |

Attached as Exhibit H is the current extract from commercial register of the British Virgin Islands evidencing that\_\_\_\_\_\_\_\_\_\_\_ is an entity formed and existing under the laws of British Virgin Islands.

I trust that the foregoing explanation and the attached evidence demonstrates that the Company is **not owned or controlled by person(s) located in the Russian Federation**. As such the Determination does not apply to the Company. I therefore respectfully ask that the Delaware SOS lift the block from the Company so that the Company may continue to transact business in the United States, otherwise the Company may sustain irreparable economic harm.

I declare under penalty of perjury that the foregoing is true and correct and that the information provided in the Exhibits to this letter is accurate and complete, and that no relevant information has been omitted.

Please direct any questions regarding the foregoing to the undersigned at [Address] and [E-mail], and [Telephone].

Thank you very much for your assistance in this matter.

 Very truly yours,

 [ ] Chief Executive Officer

**EXHIBIT A**

**DETERMINATION**

**EXHIBIT B**

**FAQ NO. 1058**

**EXHIBIT C**

**EXHIBIT C-1**

**EXHIBIT D**

**EXHIBIT D-1**

**EXHIBIT E**