



STATE OF DELAWARE
DEPARTMENT OF FINANCE
UNCLAIMED PROPERTY
CARVEL STATE BUILDING
820 N. FRENCH STREET
P.O. Box 8749
WILMINGTON, DELAWARE 19899-8749

November 12, 2020

[REDACTED]

Dear [REDACTED]

Pursuant to § 1171 of Title 12 of the Delaware Code, you are hereby notified that the State of Delaware intends to examine the books and records of [REDACTED] to determine compliance with the Delaware Escheats Law, Title 12, Chapter 11, of the Delaware Code (the "Law"). The examination will relate to all property that may be subject to escheat pursuant to the Law. Abandoned and unclaimed property is reported to the State of Delaware pursuant to the Law, as well as the priority rules and other provisions set forth in the United States Supreme Court case *Texas v. New Jersey*, 379 U.S. 674 and 380 U.S.518 (1965) and reaffirmed by *Delaware v. New York*, 507 U.S.490 (1993).

The review will be conducted by [REDACTED] on the behalf of the State of Delaware (the "State"). [REDACTED] will contact you within the next three weeks to arrange a mutually agreed upon date to commence the examination. It is the State's expectation that an opening conference will be held within ninety days of this notice. In advance of the opening conference, [REDACTED] will send you an initial document request seeking routine but necessary material which you are expected to produce at or before the opening conference. If [REDACTED] desires [REDACTED] to execute a confidentiality agreement, [REDACTED] shall be promptly notified. The execution of a standard confidentiality agreement is permitted by Delaware regulations, but not required, and it shall not delay the opening conference. If [REDACTED] believes that it cannot accommodate an opening conference within this timeframe, you should contact me immediately. The scope of the examination will be for the period of 10 years prior to when property is presumed abandoned under this chapter as of the date of this letter through the most recent reportable year due at the conclusion of the examination, or as otherwise agreed to by the State Escheator and the Holder. See *12 Del. C. § 1172(h)*.

The State is hereby requesting that you issue a hold notice so that all records are retained including, but not limited to, bank statements, bank reconciliations, outstanding check lists, detail general ledgers, aged accounts receivable reports, aged accounts payable reports and if applicable, information surrounding gift certificate issuances and redemptions. The State requests that all records will be retained, notwithstanding any [REDACTED] record retention policies to the contrary, until the examination is completed. See *12 Del. C. § 1145*. Your cooperation in making necessary records available for both past and present years for the purposes of determining [REDACTED] compliance with the Law will facilitate the completion of the examination. In addition to specific document requests that will be forthcoming, please have available all of [REDACTED] prior years' reports of unclaimed property and supporting documentation for all states, including Delaware. You will be advised throughout the course of the examination of what records will be required to complete the review.

If [REDACTED] is presently working with or intends to retain a third-party consultant to assist [REDACTED] in the conduct of this examination, please provide me with the name and contact information of the third-party consultant. As expressly stated in the Delaware regulations, the retention of a third party is no basis to delay the examination or the production of records.

In closing, you are specifically requested to have the appropriate individual in your organization contact [REDACTED] within three weeks of receipt of this notice in order to facilitate the exchange of prefatory information and to discuss scheduling of an opening conference.

If you have any questions about this notice, you may contact me at [REDACTED]. Please be assured that, although [REDACTED] is performing the examination as the State's agent, I am the final arbiter of any disputes that may arise during the course of the examination. I look forward to resolving this examination in an expeditious and cooperative manner.

Sincerely yours,
[REDACTED]

cc: [REDACTED]

Certified Mail: [REDACTED]




STATE OF DELAWARE
DEPARTMENT OF STATE

August 21, 2020



RE: Secretary of State's Abandoned or Unclaimed Property Voluntary Disclosure Agreement Program

Dear 


This letter is being sent because  and its subsidiaries and related entities (hereinafter referred to collectively as "the Company") have been identified as likely being out of compliance with Delaware law, 12 *Del. C.* ch. 11, as it relates to reporting dormant, abandoned, or unclaimed property. I am inviting the Company to participate in the Delaware Secretary of State's Abandoned or Unclaimed Property Voluntary Disclosure Agreement Program ("SOS VDA Program") to avoid being sent an audit notice by the Delaware Department of Finance. I strongly encourage the Company to enroll in the SOS VDA program as soon as possible. An audit notice will be issued by the Delaware Department of Finance 60 days after the date of the mailing of this letter.

Since the Delaware VDA program was created in 2012, more than 1,250 companies have enrolled in this business-friendly process whereby companies may "catch up" on past due abandoned or unclaimed property obligations, avoid the time and expense of an audit, and may significantly reduce their liability. Under the laws of all 50 states, companies holding dormant, abandoned, or unclaimed property have an annual reporting responsibility to remit such property to the appropriate state.

Pursuant to our state laws, Delaware cannot initiate new abandoned or unclaimed property examinations (audits) unless a company has first been notified in writing by the Secretary of State that it may enter into the SOS VDA Program. This letter serves as such notice to the Company of its unclaimed property reporting obligations.

Please be advised that the Delaware Department of Finance, a separate state agency, is charged with conducting unclaimed property examinations. Companies that do not enroll in the SOS VDA Program within 60 days of the receipt of this letter will be referred to the State Escheator for examination. Once an examination notice is mailed by the Department of Finance, a company becomes ineligible to enter into the Secretary of State's VDA Program, and the Secretary of State is statutorily prohibited from permitting the company to enroll.

To enroll in the SOS VDA Program, please visit www.VDA.Delaware.gov and complete Form VDA-1, which can be found under the "Forms and Guidelines" tab at the top of the website. Submission instructions are included in Form VDA-1.

More information about the program can be found under the "Information" tab at the top of the website, including a webinar that was held on March 27th, 2020. Any questions may be directed to  Thank you for your time and attention to this matter.

Sincerely,



CC: 
Via Certified Mail: