



June 11, 2007

John A. Sebert  
Executive Director  
National Conference of Commissioners  
on Uniform State Laws  
211 E. Ontario, Suite 1300  
Chicago, IL 60611

Re: Request for NCCUSL to amend Uniform Business Entity Laws

Dear Mr. Sebert:

The members of the National Association of Secretaries of State (NASS) formed a task force in February 2007 to consider issues regarding the company formation process and the gathering of information regarding the owners of record. In November 2006, the Senate Permanent Subcommittee on Investigations held a hearing on the topic and several state corporate division directors testified about current practices. At the time of the hearing, then Ranking Member Levin (D-MI) now Chairman, stated that he found many of the current filing practices unsatisfactory and that states needed to address the issue or Congress would consider federal legislation. The NASS Company Formation Task Force was formed to develop recommendations to address those concerns. The Task Force is finalizing their recommendations for consideration by the full NASS membership at our annual summer conference this July.

The NASS Task Force believes that the best approach to the issues raised by Senator Levin may be to amend the various uniform and model entity laws to make clear that (1) every entity, regardless of its type, must keep a list of its record owners, and (2) every entity must file periodic reports with the Secretary of State (or appropriate state agency) in the jurisdiction in which it is organized that provide the name and business address of an individual with access to the list of its record owners.

The NASS Task Force requests that the National Conference of Commissioners on Uniform State Laws (NCCUSL) consider amending the Uniform Business Entity Laws so that they include those two provisions. We also request that you take into consideration any legislation passed or proposed by any state when formulating the model(s). In addition, we would also ask that NCCUSL include a historic reference as to the confidential nature of ownership information, how it came to be the practice and why it exists.

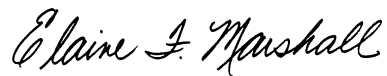
Hall of States, 444 N. Capitol Street, N.W., Suite 401, Washington, DC 20001  
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[www.nass.org](http://www.nass.org)

As stated above, the Task Force will be submitting a final report to the full NASS membership for adoption at its annual meeting recommending the foregoing approach to this issue.

We thought it would be useful to alert you to the current thinking of the Task Force in case you wished to offer your input on this issue before the final report is submitted to NASS.

We look forward to working with you and appreciate your consideration of this request. If you have any questions or need any assistance, please contact Leslie Reynolds at 202-624-3525.

Sincerely,



Hon. Elaine Marshall, NC Secretary of State  
Hon. John Gale, NE Secretary of State  
NASS Company Formation Task Force Co-Chairs

cc: Hon. Deb Markowitz, VT Secretary of State, NASS President  
NASS Company Formation Task Force Members  
Leslie Reynolds, NASS Executive Director