

[letterhead]

_____, 20__

VIA U.S. Mail

Attorney General, Charitable Trusts Section
1300 I Street
P.O. Box 944255
Sacramento, California 94244-2550

Re: Proposed Asset Transfer and Dissolution of Client

Greetings:

On behalf of Client, a California nonprofit public benefit corporation, we are writing to:

(1) provide, in accordance with Section 5913 of the California Corporations Code, advance notice to the Attorney General regarding the proposed transfer of all of Client's assets ("Asset Transfer") to _____ ("XYZ"), a California nonprofit public benefit corporation; and

(2) request, in accordance with Section 6615(b)(2) of the California Corporations Code, that the Attorney General issue a written confirmation that Client has no assets in connection with the proposed voluntary dissolution of Client ("Dissolution") following the Asset Transfer.

In support of these requests, we enclose the supporting documents described below.

1. Asset Transfer

About the parties

Client is a _____ organization whose mission is to _____. In pursuit of that mission, Client _____.

XYZ, established in ____, has a mission to _____. In line with this mission, XYZ _____.

Factual basis for proposed transaction

Client has considered _____. The Client board of directors assessed several possible options, including maintaining the organization as an independent nonprofit, seeking out a fiscal sponsor, or dissolving Client and becoming a program of a separate nonprofit. After that time, the board continued to discuss and consider these alternatives and determined on _____, 20__ that transferring all of Client's assets to XYZ is advisable, fair, and in the best interest of Client. The factual basis for this determination included, among other things, _____.

XYZ's board of directors also determined on _____, 20__ that it would be in XYZ's best interest to accept the transfer of all of Client's assets and liabilities.

Asset Transfer Agreement

Client entered into an Asset Transfer Agreement with XYZ on _____, 20__ ("Asset Transfer Agreement"). Under the terms of the Asset Transfer Agreement, Client

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will transfer to XYZ all of its assets, and XYZ will assume all of Client's liabilities, subject to customary closing conditions and without consideration. The assets specified in the Asset Transfer Agreement include _____. Under the terms of the Asset Transfer Agreement, XYZ has committed to use the Client assets to _____ or to otherwise further Client's original mission. XYZ has also agreed to comply with any donor-imposed restrictions on the use of any transferred assets. The boards of directors of both Client and XYZ have approved the Asset Transfer transaction and the Asset Transfer Agreement unanimously. No members of either corporation's board of directors has an interest in the proposed Asset Transfer.

Enclosed documents

Enclosed are copies of the following documents in support of this notice of the proposed Asset Transfer:

- Unanimous Written Consent of the Client Board of Directors authorizing the Asset Transfer and the Asset Transfer Agreement
- Client's balance sheet dated _____, 20__, and profit and loss statement for the _____, 20__ – _____, 20__ period
- Client's Articles of Incorporation
- Client's bylaws
- XYZ's Articles of Incorporation, as amended
- Asset Transfer Agreement

Completing the transaction

Client and XYZ intend to complete the Asset Transfer as soon as practicable following expiration of the 20-day notice period contemplated by Section 5913 of the California Corporations Code, or receipt of the Attorney General's written waiver of such notice period, whichever occurs earlier.

2. Voluntary Dissolution

As soon as practicable following completion of the Asset Transfer, Client intends to complete a voluntary dissolution. As described above, Client intends to transfer all of its assets and liabilities to XYZ. As a result, following completion of the Asset Transfer, Client will have no assets remaining for distribution.

Client requests that the Attorney General provide written confirmation that the corporation has no assets, in accordance with Section 6615(b)(2) of the California Corporations Code.

Enclosed are copies of the following documents in support of this request:

- Client's Articles of Incorporation
- Signed copy of Client's Certificate of Dissolution prepared for submission to the Secretary of State
- Client's IRS Form 990 filings for the last three accounting periods
- Client's exemption letters from both the Internal Revenue Service and the Franchise Tax Board

Client intends to file a dissolution packet with the Secretary of State as promptly as practicable following receipt of the Attorney General's written confirmation, in accordance with Section 6615(c) of the California Corporations Code.

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Attorney General, Charitable Trusts Section

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Please acknowledge receipt of this letter and its enclosures by stamping the enclosed copy of this letter, "Received," and returning it in the enclosed self-addressed postage prepaid envelope.

Thank you for your consideration. Please do not hesitate to contact me at (____) ____ - ____ or ____@____ should you have any questions or need further information.

Very truly yours,

cc: [name], [title], Client (w/o enclosures)

Enclosures