

Brookfield, Conn.

June 24, 1938

Dear Mr. Stokes;

I hope you will overlook my seeming discourtesy in not sooner answering your letter of May 19th, in respect of Agni Press, Inc. I had not been feeling well and found it necessary to go away for a short rest, but before leaving, I referred your letter, together with the notice from the State Tax Commission, to Mr. Stern's office and I am now enclosing a copy of a letter from Mr. Starkman sent to me during my absence and which has just come to my attention.

It is my understanding that while there may be a personal liability on the part of the directors and officers of corporations for failure to file reports, there is no personal liability on their part if the corporation fails to pay the taxes which under such reports are disclosed to be payable, and if taxes remain unpaid for a few years, the State of New York proceeds to dissolve the corporation by proclamation. That being so, until the corporation is dissolved, it is necessary that we, as directors, see to it that reports are filed, but there is no personal liability beyond that.

The only alternative is to proceed to dissolve the corporation legally and to accomplish that, all taxes must be paid.

If, after further consideration, you still feel that the corporation should be dissolved, I will ask Mr. Stern's office to conduct the necessary proceedings to that end. From the enclosed letter, it would appear that in that event, it would be necessary for us to pay approximately \$43.50 and I suppose we can collect that sum among the directors.

I will be guided, as will I am sure all other parties interested, by your judgment as to what course we ought to pursue, and will be glad to have you advise me of your feeling in the matter.

Very sincerely yours

KATHERINE S. CAMPBELL

To: Mr. J.G. Phelps Stokes  
33 Madison Ave, New York

McLaughlin and Stern  
Counselor at Law

No. 70 Pine Street  
New York

June 8, 1939.

Leo C. Stern  
Martine Lippman  
William M. Smith

Mrs. Henry G. Campbell  
34 Gramercy Park  
New York City

Dear Mrs. Campbell;

Agni Press, Inc. can be dissolved by paying the current franchise tax of \$25. plus a possible penalty of \$5., and in addition, the fees for filing the Certificate of Dissolution and publication amounting to \$13.50. The certificate of Dissolution will have to be signed by yourself, Mr. Stokes, Henry J. Forman, Frances R. Grant, Sina Lichtman, M.M. Lichtman, Ingeborg Fritschi and Dudley Fosdick.

On the other hand, there is no penalty for failure to dissolve the corporation, nor for failure to pay the franchise tax so long as reports are filed from year to year. The individual directors and subscribers to the certificate of Incorporation are not liable for debts of the corporation, and the only thing that will happen is that after three years or more the Secretary of State will issue a proclamation dissolving the corporation for failure to pay its taxes. It must only be borne in mind that until that does happen, it will be necessary to file the tax report each year.

Very truly yours,

P.J. Starkman