

**DELAWARE SECRETARY OF STATE  
ALERT REGARDING DECEPTIVE SOLICITATIONS**

**PLEASE REPORT DECEPTIVE SOLICITATIONS:**

The Secretary of State's Office works closely with the Attorney General's Office to investigate deceptive solicitations. If a Delaware corporation received a deceptive solicitation and sent payment, please immediately contact the Consumer Protection Unit of the Attorney General's Office at (302) 577-8600 or 1-800-220-5424.

Please contact the Delaware Division of Corporations at (302) 739-3073 if you have any questions or concerns regarding a solicitation.

**SAMPLE DECEPTIVE SOLICITATIONS REPORTED TO THE SECRETARY**

**REGISTER DELAWARE**

October 23, 2015

A business called Register Delaware recently mailed a deceptive solicitation to numerous Delaware legal entities. These solicitations include a form titled "Annual Invoice for Statutory Representation – PAST DUE NOTICE" and urged companies to pay a \$175.00 for "Delaware – Domestic Representation" for the period of 2015 – 2016.

The address of Register Delaware on the solicitation is 1120 L Street, NW, Washington, DC 20005 which is the address of a UPS Store in Washington, DC. The form includes the illegal and unauthorized use of the Great Seal of Delaware to give the form the look of official correspondence from the State. The form requests the company to provide contact information and recommends that company pay for expedited service ranging from \$100 to \$500.

All Delaware registered agents must have a street address in Delaware. Register Delaware is not a Delaware registered agent nor is it a Delaware business entity. The form provided by Register Delaware is not an official annual report and is not prescribed or recognized by the Delaware Division of Corporations. Most of the information contained in the form regarding various statutory requirements in Delaware is false.

**CORPORATE RECORDS SERVICE**

August 5, 2013

A company called Corporate Records Service mailed a deceptive solicitation to numerous Delaware legal entities. These solicitations included a form titled "2013 – Annual Corporate Records Form – Shareholders, Directors and Officers," and urged corporations to file information naming shareholders, corporate directors, and corporate officers and

send payment in the amount of \$125.00 by a certain date in order to satisfy the annual records requirement for a corporation.

This deceptive solicitation followed a similar deceptive solicitation mailed in February 2013 urging legal entities to file their company minutes with Corporate Record Services. These solicitations include statutory citations regarding corporate records and annual meetings and are designed to look official. The most recent solicitation stated that Corporate Records Service is not a government agency; however, the form includes a “respond by” date and the solicitations suggest the requested information is required and create the appearance that the form is an official government communication.

The form provided by Corporate Records Service is not an official annual report and is not prescribed or recognized by the Delaware Division of Corporations. Delaware corporations are required to file an annual corporation franchise tax report to the Delaware Division of Corporations that includes the name of all directors. However, Delaware corporations are NOT required to provide in their annual report filed with the Division of Corporations the names of shareholders and all officers. The annual report is due to the State on March 1st of each year. LLC’s are not required to file an annual report and LLC tax payments are due to the State on June 1st of each year. Businesses and consumers should independently evaluate their need for services before paying any vendor to provide a service.

We want to alert all entities of these deceptive solicitations to prevent entities from completing the form and sending funds or forms to Corporate Records Service for a service that is not required by Delaware law. Any official notice from the Delaware Division of Corporations will contain the Delaware Coat of Arms and contact information for the Division of Corporations