

RSJ Construction llc Arizona General Contractor

From: Alan Schmitt <alan@JESMKOD.COM>
Sent: Thursday, October 25, 2007 3:08 PM
To: rsimeonoff@hotmail.com
Subject: RE: Document9
Attachments: ANCAJV~1.DOC

It was good to speak with you. The settlement agreement is attached.

>>> Richard simeonoff <rsimeonoff@hotmail.com> 10/25/07 01:03PM >>>

Allan, thanks for the prompt response. yes I would like a copy of the settelment agreement. I would like to stay on the board at least until all these problems are resolved.I am trying to work with Ellen,but am having a hard time getting any information from her. I would rather have shareholder consensus on everything. I know this may not be feesable.thanks
Richard Simeonoff JrPresident: RSJ Construction & Designwww.azbuild.com(480) 982-9419Fax: (480) 323-2408

> Date: Thu, 25 Oct 2007 12:39:36 -0800> From: alan@JESMKOD.COM> To:
> rsimeonoff@hotmail.com> Subject: Re: Document9> > Hello,> > The word
> file did not come with you e-mail but I received it via fax. Here are
> my replies:> > 1. I consider my client to be the corporation - not any
> individual director or shareholder. In this context, I have been
> working to assemble and get in order the basic corporate documents.
> These documents start with the articles of incorporation - which are
> on file with the state of Alaska (you can access them at this URL:
> <https://myalaska.state.ak.us/business/soskb/Filings.asp?240499>> >
> Then, a corporation is required to have bylaws. Unfortunately, no one
> has been able to get to me an executed copy. The best I have seen is
> what I sent to you last week. However, they were not signed. So, a
> critical issue to resolve is getting an approved set of the bylaws. If
> you have something other than what was sent last week, please let me
> know.> > Likewise, it is critical to have an accurate list of
> shareholders. From the various pieces of information given to me the
> list which was sent to you last week was prepared. In the interest of
> making it as accurate as possible, I would like to discuss it with
> you.> > 2. I agree that the shareholders should have a say. However,
> to get to the point of a shareholder meeting, it is first necessary to
> get a functional board of directors. Under the bylaws, the existing
> board (which, based on the last filed biennial report, just consists
> of you, your father and Ellen) has the authority to fill vacancies on
> the board. Other than recommending that prospective board members have
> both the time and willingness to serve, I have no role in selecting
> the persons to fill the vacancies. > > 3. I was asked to help the
> corporation primarily regarding the AJV withdrawal. The withdrawal
> process was actually started many years ago and is at the point where
> the shareholders of Uganik Natives Inc. "UNI" need to act on the
> proposed settlement agreement. Originally the AJV put a deadline of
> September of this year for this to occur. The AJV has the option of
> "forcing" the settlement by means of going back to arbitration.
> Because that would take more time and expense (for both sides) the AJV
> has been encouraging and supporting UNI to get the matter to a

> shareholder vote. Because we were making some progress in getting UNI
> to the point of scheduling a shareholder vote, the AJV agreed to move
> the deadline back to the end of the year.> > As part of this process,
> it will be necessary for each of the board members to read and
> understand the settlement agreement. If you have not already seen it,
> and are willing to stay on the board, I can get to you a copy of it.
> (Ultimately, as part of the proxy statement for a special meeting of
> the shareholders, each shareholder will get a copy of the document).>
> > 4. I agree that there are a variety of other issues which UNI needs
> to address. The list includes an annual meeting - which would include
> having the shareholders actually electing the board of directors and
> an audit (which would address the 7i distributions and other
> accounting issues) - amending the articles of incorporation relative
> to the 1991 amendment to ANCSA which created some income tax
> advantages for Native corporations and other matters - and having the
> corporation get into compliance with its own income tax return filing
> requirements. However, it takes time and effort by a functioning board
> to get familiar with what is required and then to make recommendations
> to the shareholders on the various issues. > > So, in conclusion, it
> is my opinion that the most effective way for UNI to move forward is
> as outlined in my October 18 memo (copy attached - please let me know
> if you need any of the other items). I also agree that it makes good
> sense for UNI to come up with a plan whereby it can continue to exist
> with minimal attorney involvement.> > Alan L. Schmitt> Jamin Schmitt
> St. John, P.C.> > NOTICE: This electronic message transmission
> contains information belonging to Jamin Schmitt St.John. It is solely
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> me by telephone at (907) 486-6024 or by electronic mail
> (alan@jesmkod.com) immediately. Thank you.> > >>> Richard simeonoff
> <rsimeonoff@hotmail.com> 10/25/07 09:48AM >>>> There is a word file
> also of the fax I had sent> Richard Simeonoff JrPresident: RSJ
> Construction & Designwww.azbuild.com(480) 982-9419Fax: (480) 323-2408