August ____, 2013

Via Certified Mail
Return Receipt Requested

Internal Revenue Service
Philadelphia, PA  19255-0633

Re:  Taxpayer Name: University of St. Thomas
     Notice Number: 
     BOD Code: 
     Date of Notice: 08/19/2013
     EIN: 
     Form CVL PEN
     Tax Period: 201112
     Penalty Reference Code: 502

Dear Madam or Sir:

Our client, University of St. Thomas (the "University"), received the Notice Number 972CG dated August 19, 2013, a copy of which is attached as Exhibit A, proposing a penalty in the amount of $12,900 for missing or incorrect Taxpayer Identification Numbers ("TINS"). The Notice provides that a completed response be received within forty-five (45) days of the date of the Notice. Therefore, the response deadline is on or before October 3, 2013.

The response to the proposed penalty is attached as Exhibit B. The University does not agree with the proposed penalty and requests a waiver of the penalty pursuant to Treas. Reg. § 301.6724-1 because any failure is due to reasonable cause and is not due to willful neglect. The following statement is our explanation for the requested waiver.

Reasonable cause exists because there are significant mitigating factors with respect to the failure. The University has an established history of complying with the information reporting requirement with respect to which the failure occurred. Further, the University has not incurred any penalty under Treas. Reg. §§ 301.6721-1, 301.6722-1, or 301.6723-1 in prior years for missing or incorrect TINs.

The University had received no previous notice from the Internal Revenue Service (the "Service") or anyone else that there was anything incorrect about their information returns.

For the information returns which show missing TINS, the University did as requested under Treas. Reg. §§ 301.6724-1(d)(2), (e), but received no response from the taxpayers in question. The University submitted those returns with the best information it had.
For the information returns which show on your list as "not currently issued" or "incorrect," the University has information in its files which show these as correct. The University can re-solicit if that would be helpful to the Service.

Consequently, the University acted in a responsible manner and in compliance with Treas. Reg. §§ 301.6721-1(d) and (e). The University's policy is to request a Form W-9, Request for Taxpayer Identification Number and Certification, from each payee. If the payee fails to respond or fails to provide a completed Form W-9, their accounts are marked and notices are sent annually, requesting the information.

A declaration by the University is attached as Exhibit C and a Form 2848, Power of Attorney and Declaration of Representative, authorizing the undersigned and others to represent the University in this matter is attached as Exhibit D.

If you require any additional supporting documentation, please let us know. Thank you for your consideration in this matter.

Sincerely yours,

Enclosures
RESPONSE TO PROPOSED PENALTY FOR YOUR TAX YEAR 2011 INFORMATION RETURNS

PLEASE CHECK THE BOX THAT APPLIES TO YOU AND RETURN THIS PAGE IN THE ENCLOSED ENVELOPE. PLEASE REMEMBER TO INCLUDE THE APPROPRIATE MAILING STUB AND INSERT IT IN THE ENCLOSED ENVELOPE SO THE ADDRESS APPEARS IN THE ENVELOPE WINDOW.

PLEASE CHECK ONLY ONE BOX:

( ) (A) TOTAL AGREEMENT WITH THE PROPOSED PENALTY - I CONSENT TO THE IMMEDIATE ASSESSMENT AND COLLECTION OF THE PENALTY AMOUNT SHOWN IN THIS NOTICE, PLUS ANY APPLICABLE INTEREST.
I HAVE ( ) HAVE NOT ( ) ENCLOSED A PAYMENT.

SIGNATURE ___________________________ DATE ___________________________

( ) (B) PARTIAL AGREEMENT WITH THE PROPOSED PENALTY - I AGREE WITH PART OF THE PROPOSED PENALTY SHOWN IN THIS NOTICE. I HAVE ATTACHED A SIGNED STATEMENT AND SUPPORTING DOCUMENTS EXPLAINING WHICH ITEMS I DISAGREE WITH AND WHY I DISAGREE, OR WHY I FEEL YOU SHOULDN'T CHARGE PART OF THE PROPOSED PENALTY.
I HAVE ( ) HAVE NOT ( ) ENCLOSED A PAYMENT.

( ) (C) TOTAL DISAGREEMENT WITH THE PROPOSED PENALTY - I DISAGREE WITH THE ENTIRE PROPOSED PENALTY SHOWN IN THIS NOTICE. I'VE ATTACHED A SIGNED STATEMENT AND SUPPORTING DOCUMENTS EXPLAINING WHY THE PROPOSED PENALTY IS INCORRECT, OR AN ACCEPTABLE REASON WHY YOU SHOULDN'T CHARGE THIS PROPOSED PENALTY.

TELEPHONE NUMBER: (713 ) ___________________________ BEST HOURS TO CALL: ______________
(INCLUDE AREA CODE)

PLEASE DO NOT DETACH

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EXHIBIT C

DECLARATION

Under penalty of perjury, I declare that I have examined this request, including accompanying documents, and, to the best of my knowledge and belief, the request or the modification contains all the relevant facts relating to the request, and such facts are true, correct, and complete.

By: _____________________________

Name: ___________________________

Title: _____________________________