

April  
22nd  
1983

HAND DELIVERED

Sandra Vides, Esq.  
Premier Notification Office

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FEDERAL BUREAU OF  
INVESTIGATION  
MEMPHIS OFFICE

The facts are as follows. Corporation X plans to sell assets worth  
approximately \$43 million (the "Assets") to Partnership No. 1,  
in which individuals A and C are equal partners. Partnership  
No. 1 and will finance the proposed

from Partnership No. 1.

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Re: Sandra Vides, Esq. - April 22, 1983

Corporation X is not a partnership because Partnership No. 2 does not have the status of a partnership.

Further, the possible subsequent acquisition of the Assets by Partnership No. 2 would not be a taxable event.

If, however, Corporation X sold the Assets directly to Partnership No. 2, a premerger notification report would be required unless an exemption were available, since the requirements and time of notification would be satisfied.