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BY HAND

Patricia Thomas, Esq.

Federal Trade Commission  
Room 301

1000 ...  
the confidentially ...

Apr 1 1984  
F.T.C.  
COMMUNICATIONS SECTION

On March 30, 1984, I wrote you requesting an informal in-

formation letter to you and [redacted] together with [redacted]

which has since been merged into Company B entered into a  
General Agreement to jointly construct, own and operate an

percentage interest in the unincorporated venture and shares

it is pursuant to this right of first refusal that Company B  
intends to purchase Company A's minority interest in the joint

interest in the assets of the joint venture, the substance of  
the transaction is that of one party to an unincorporated joint

entity described. If you need any additional information on

BERGSON, BURKLAND, MARGOLIS & ADLER

acquisition of an unincorporated  
entity would be treated

since B is acquiring all of the  
all of the assets

already holds 10% of the unincorporated

entity and acquires

a filing may be required

minority share is such that  
is reportable as an asset acquisition

FIN comments will be applicable

Tom: Patrick  
Re: Comments on memo dated April 5, 1984  
stockholders held

3  
4 15 8 17.9

the value of # 15, 2010 2010  
17 11 11 11 11 11

assumption of liabilities)  
116 116  
23.2 480

For stockholders 2-7. Consequently

should be required for stock