

Request for a confirmation

March 27, 1992

RE: Request for Confirmation of Non-Reportability Under the Hart-Scott Rodino Antitrust Improvements Act of 1976 (Section 7a of the Clayton Act, 15 U.S.C. §18a (the "Act") and the Rules Promulgated Thereunder (the "Rules"))

10 32 AM '92
FEDERAL TRADE COMMISSION
PER NOTIFICATION OFFICE

Dear Ms. Bruno:

Pursuant to our March 19, 1992 telephone conversation, I am writing this letter requesting confirmation of the non-reportability of the contemplated transaction described below.

FACTS:

We represent Company A, a [redacted] corporation, which will be entering into a joint venture with Company B, a [redacted] corporation. The joint venture will be a [redacted] general partnership [redacted] and Company A and Company B will each be 50 percent general partners. Company B owns development rights and contract rights, along with accompanying liabilities, for the development of a hotel, two golf courses, residential lots and a

connection with the formation of [redacted]

APR 1 12 31
FEDERAL TRADE COMMISSION
PERMISSIONS OFFICE

[REDACTED]

Marian Bruno, Esq.
March 27, 1992
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II. JOINT VENTURE EXCEPTION:

general partnerships

you, we believe that the proposed transaction is a non-reportable transaction under the joint venture exception rule, which the Premerger Notification Office of the Federal Trade Commission has recognized.

We request that you review the foregoing facts and analysis and respond to us by telephone to confirm our opinion that our client is not required to report the proposed transaction under the Act.

you should receive additional information or clarification, please respond to us

[REDACTED]

Thank you for your attention to this matter. We look forward to your earliest possible reply.

Very truly yours,

[REDACTED]

[REDACTED]

4-6-92-

Discussed with [REDACTED] - This is not a joint venture exemption but the ~~except~~ formation of a general [REDACTED] which is not reportable under the act + Milco.