

**SEC-REPLY-1:**

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

June 16, 1980

Mr. Jeffrey Igoe Botz  
135 West 50th Street  
New York, New York 10020

Re: GET BACK!

Dear Mr. Botz:

This is in response to your letter of June 3, 1980 and previous correspondence regarding your proposal to offer limited partnership units, designed to fund the planning and staging of a musical concert, without compliance with the registration requirements of the Securities Act of 1933 (the "Act").

We understand the materials facts to be as follows. You plan to offer to the public 76,500 limited partnership units for \$65.35 per unit. Sales would be limited to one undivided unit per person. These units are non-negotiable and non-transferable. The principal raised from the sale of the units would be used to plan and stage one musical concert. The limited partners would not receive any interest in the production or in the profits therefrom. Each limited partner would only be entitled to a single reserved seat at the concert performance. In the event that the concert was not performed, each limited partner would each receive a refund of his \$65.35 unit purchase price, without interest.

Based on the facts presented, as more fully set forth in your letter and the exhibit thereto, this Division will not recommend any enforcement action to the Commission if the limited partnership units are sold as proposed without compliance with the registration requirements of the Act.

Because this position is based upon representations made to the Division in your letter, it should be noted that any different facts or conditions might require a different conclusion. Further, this letter only expresses the Division's position on enforcement action and does not purport to express any legal conclusion on the questions presented.

Sincerely,

Michael R. Kargula  
Attorney Adviser

**INQUIRY-1:**

135 West 50th Street  
New York, New York 10020

June 3, 1980

Re: 1933 Act (Title I) Sec. 2(1)

Securities and Exchange Commission  
Office of the Chief Counsel  
Division of Corporate Finance  
500 North Capitol Street  
Washington, D.C. 20549

Sirs;

Please be advised that this letter and accompanying material supercedes material submitted to your office originally on -- March 1980. The enclosed is the Introduction to a prospectus submitted to The Office of The Attorney General, New York State,

in compliance with The New York State Theatrical Financing Syndication Law. During review of my preliminary submission to the Attorney Generals Office. it was brought to my attention that because of the number of participants and the total contribution projected. This plan may come under the registration requirements of The SEC. Irequest a waiver of the registration requirement on the basis that I feel the Limited Partnership Units, as described in the Prospectus do not qualify as securitiesunder the definitions set fourth in The Securities Act 1933 Section 2(1). In my telephone conversation of February 5 with Mr. Hamilton of your office, the prime requisite for establishing security status was the expectation on the part of the participants of gain or profit or interest resulting solely from the efforts of others. This expectation is unequivocally and repeatedly denied in the Prospectus and in the Introduction. Beside this unprofitability aspect, the ad hoc

nature of the offering, and its short duration (the holding period for the Principle is only six months) do not justify the expense of full registration. The only purpose for the collection of money at all is simply

to to make this offer to The Beatles a bona fide

offer Worthy of their careful consideration. Empty offers get empty responses. Your expeditious consideration of this inquiry is appreciated in advance.

Respectfully,

Jeffrey Igoe Botz

P.S. Attached is a list of persons familiar with the Offering.

**INQUIRY-2:**

135 West 50

Street

New York, New York 10020

March 4, 1980

REQUEST FOR CONFIDENTIAL TREATMENT

Securities and Exchange Commission

Office of The Chief Counsel

Division of Corporate Finance

500 North Capitol Street

Washington, D.C. 20549

Sirs;

Confidential treatment of the proposed GET BACK!

offering is requested because ideas, though having value, are non-proprietary, non-patentable, and non-copyrightable. Further, if this offer somehow reaches the media it may trigger an uncontrollable response and a false start that may permanently invalidate this approach at my primary goal of seeing The Beatles playing together again. Finally, the offer to the public may only be made by a full Prospectus of which only the Introduction is included herewith.

Your cooperation and confidence is much appreciated.

Respectfully,

Jeffrey Igoe Botz

**INQUIRY-3:**

135 West 50t

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Street  
New York, New York 10020  
March 4, 1980  
Re: 1933 Act (Title I) Sec. 2(1)

Securities and Exchange Commission  
Office of the Chief Counsel  
Division of Corporate Finance  
500 North Capitol Street  
Washington, D.C. 20549

Sirs;

Please locate enclosed Introduction to a prospectus submitted to The office of The Attorney General, New York State, in compliance with The New York State Theatrical Financing Syndication Law. During review of my preliminary submission to The Attorney General's Office, it was brought to my attention that because of the number of participants and the total contribution projected, this plan may come under the registration on the basis that I feel that the Limited Partnership Units, as described in the Prospectus, do not clearly qualify under the definitions set fourth in 1933 Act Sec. 2(1). In my telephone conversation of 2/5 with Mr. Hamilton of your office, the prime requisite of establishing security status was the expectation on the part of the participants of gain or profit or interest resulting solely from the efforts of others. This expectation is unequivocally and repeatedly denied in the Prospectus and the Introduction. Beside this

unprofitability aspect, the ad hoc

nature of the offering, and its short duration (the "holding period" for the Principle is six months) do not justify the expense of full registration. The only purpose for the collection of money at all is simply to make this offer to The Beatles a bona fide

offer worthy of their careful consideration. Empty offers get empty responses. Your expeditious consideration of this inquiry is appreciated in advance.

Respectfully,

Jeffrey Igoe Botz

P.S. Attached hereto find list of persons and companies familiar with the issues of the proposal. I will be ready to supply any further information you may require.

cc:list