

Mr. Scott Green
New York, NY

November 23, 1982

Mr. David B. H. Martin, Jr.
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
500 North Capitol Street
Washington, DC 20549

Dear Mr. Martin:

I am planning to raise money for the production of an off-Broadway musical, but before I get involved with the selection and expense of an attorney, I want to be familiar with what I'm required to do on the federal as well as state level.

I have a copy of Release No. 33-6389 ("Revision of Certain Exemptions From Registration for Transactions Involving Limited Offers and Sales") and think I understand most of it, but I have a few questions about Regulation D.

This is the way I understand it:

(1) I must file according to the New York State Attorney General's regulations.

(2) Since the total offering (Capitalization) will be around \$300,000, Rule 504 applies.

(3) On the Federal level:

(a) I can have an unlimited number of investors.

(b) There are no special qualifications for investors.

(c) The only form required is Form D of which 5 copies must be sent within 15 days after the first sale, every 6 months after the first sale and 30 days after the last sale.

My questions:

(1) Since I will be filing in New York State and I understand a disclosure document is required, are there limitations on method of solicitation?

(2) Can I seek financing from other states, specifically California, New Jersey, Connecticut, Massachusetts, Virginia and Texas?

Thank you for your time and help. If you can think of any other information that would help me, it will be much appreciated.

I look forward to hearing from you.

Sincerely,

Scott Green