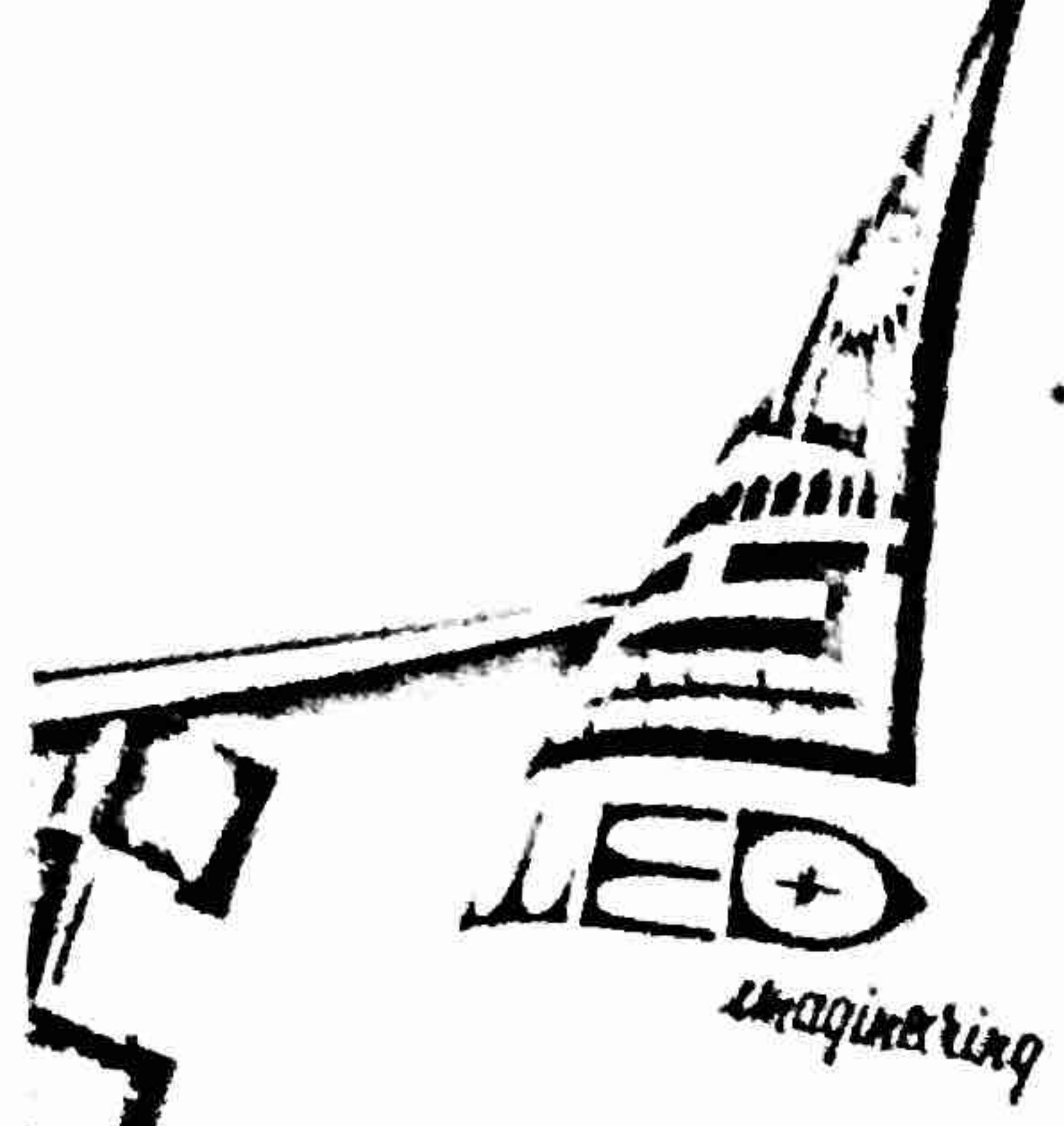


45 QUEENS BLVD. FOREST HILLS 74 • NEW YORK • IL 9-1300

RECEIVED FEB 24 1965

February 22, 1965



Mr. James Cassin
Illinois Commission on the
New York World's Fair 1964-1965
160 North La Salle Street
Chicago, Illinois 60601

Dear Jim:

The background of the arrangement outlined in the enclosed letter of consent is as follows:

- A. Walt Disney Productions bought the design and engineering portion of WED Enterprises, Inc.
- B. WED Enterprises, Inc., changed its name to Retlaw Enterprises, Inc., effective February 5, 1965.
- C. A new corporation was formed on February 3, 1965, which was named WED Enterprises, Inc., and which is a wholly owned subsidiary of Walt Disney Productions.
- D. For business reasons, your contract will be assigned to the corporation named Walt Disney Productions.

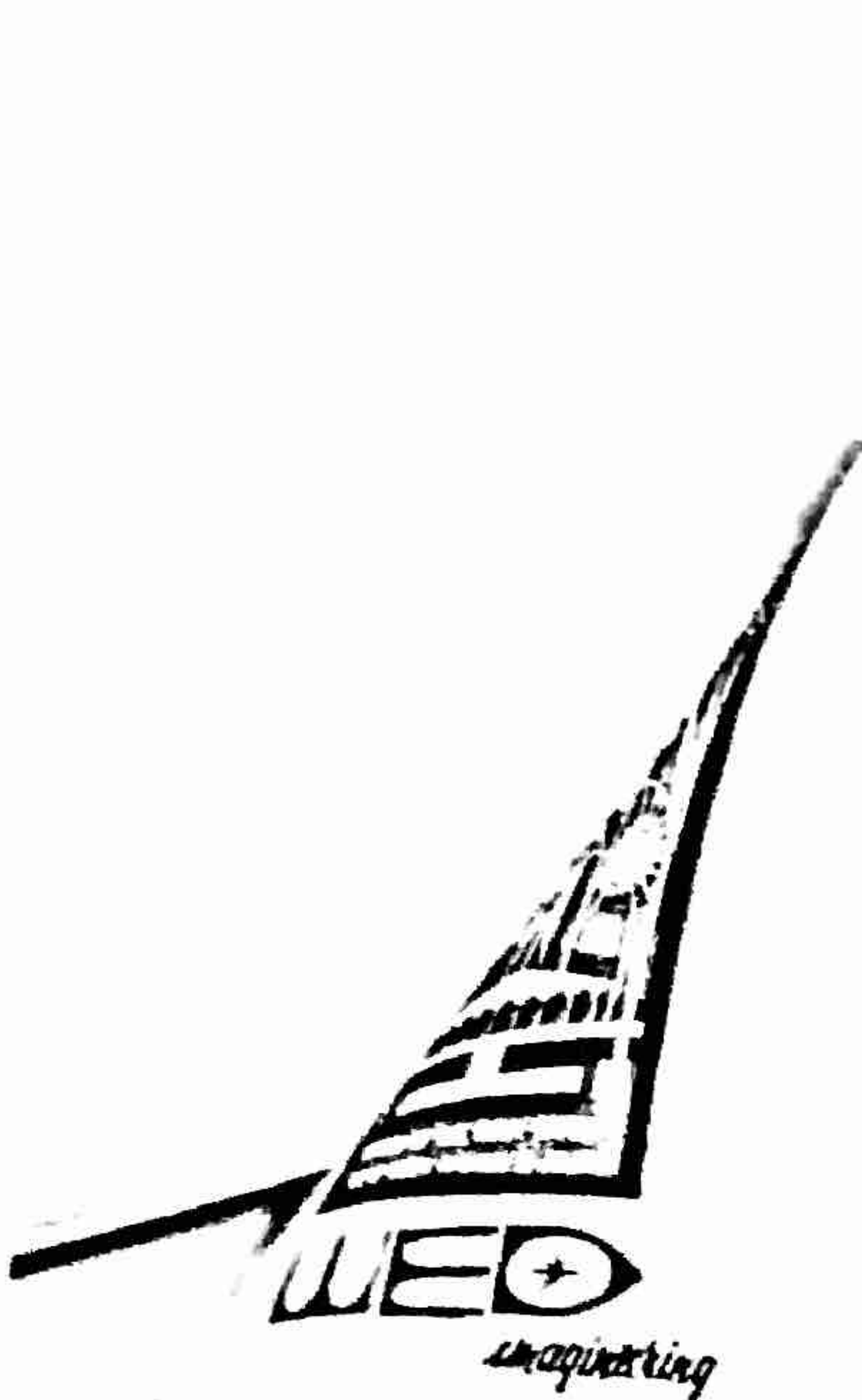
If there is any question, please call and confer with me.

Very truly yours,

Neal E. McClure

Neal E. McClure
For RETLAW ENTERPRISES, INC.

NEM'mc
Encs.



WED ENTERPRISES, INC.

160 N. LA SALLE AVENUE • GLENDALE 1 • CALIFORNIA • CH 5-8951
224 QUEENS BLVD. • FOREST HILLS 74 • NEW YORK • IL 9-1300

RECEIVED FEB 24 1965

February 22, 1965

Illinois Commission on the
New York World's Fair 1964-1965
160 North La Salle Street
Chicago, Illinois 60601

Gentlemen:

Walt Disney Productions has purchased from Retlaw Enterprises, Inc. (formerly WED Enterprises, Inc.) the assets and business involved in the production of your World's Fair exhibit. As a result of this transaction, your contract with WED (now Retlaw) is to be assigned to Walt Disney Productions, for performance by a new corporation incorporated February 3, 1965, and named WED Enterprises, Inc. You will continue to work with the same people with whom you worked in the construction of your exhibit, and there will be no noticeable difference insofar as the performance of your contract is concerned.

In view of the preceding, we hereby formally request that you consent to the assignment to Walt Disney Productions of your agreement with WED Enterprises, Inc. (now Retlaw Enterprises, Inc.) dated November 15, 1963.

Please indicate your consent to this assignment in the space provided below on the enclosed carbon copy of this letter and return it to us.

Very truly yours,

WED ENTERPRISES, INC.
By Neal E. McClure
Neal E. McClure, Secretary

Accepted and Agreed To:

ILLINOIS COMMISSION ON THE
NEW YORK WORLD'S FAIR
By Roger A. Parnian

* im·ag·i·ner'ing, n. Imaginative concept in Design, Architecture, Engineering and Entertainment.—Syn. See DISNEYLAND.

March 12, 1965

Mr. John R. Morrow *JRM*
Office of the Attorney General
Supreme Court Building
Springfield, Illinois 62706

Dear Mr. Morrow:

As discussed, I am forwarding to you a copy of the original contract *WED Enterprises, Inc.* involved in between the Illinois Commission - New York World's Fair and WED Enterprises, Inc. Also enclosed is the letter of approval from the Attorney General and the recent request from WED Enterprises for an agreement *WED Enterprises, Inc.* by the Commission to assign our contract to a newly formed corporation *WED Enterprises, Inc.* incorporated within the Disney organization. You will continue the construction

Would you please advise me whether there is any legal or procedural reason why this Commission should not agree to the assignment of the contract? For your information, the Commissioners at their meeting on Tuesday, March 9, agreed to the principle of working with the Disney successor firm and directed me to clear the legal procedure with your office. *WED Enterprises, Inc.*

Thank you for your cooperation.

Sincerely yours,

James A. Cassin
Executive Director

JAC:imr
Enc.

Accepted

ILLINOIS



WILLIAM G. CLARK
 ATTORNEY GENERAL
 STATE OF ILLINOIS
 SPRINGFIELD

March 18, 1965

RECEIVED MAR 22 1965

Illinois Commission
 New York World's Fair 1964-1965
 Room 533 - 160 North LaSalle Street
 Chicago, Illinois 60601

Re: STATE MATTERS:
 Contracts

Attention: James A. Cassin

Dear Sir:

This will acknowledge receipt of your letter of March 12, 1965, together with a copy of a contract previously executed between you and WED Enterprises, Inc., and New York World's Fair and a photocopy of an assignment of this contract to Walt Disney Productions.

We have examined the assignment and have no objection to its form or substance.

Very truly yours,

William G. Clark
 ATTORNEY GENERAL

JRM:gf