

802.2

April 20, 2006

Facsimile: 202-326-2624

Mr. James Ferkingstad
Premerger Notification Office
Bureau of Competition
Room 303
Federal Trade Commission
600 Pennsylvania Avenue, N.W.
Washington, DC 20580

Re: *Confirmation of Advice Regarding Exemption for Acquisition of Apartment Buildings*

Dear Mr. Ferkingstad:

On Friday, April 7, 2006 you and I spoke regarding a proposed transaction that is the purchase of numerous apartment buildings or 100% of the outstanding partnership interests of a limited partnership that controls, directly or indirectly, separate, single purpose limited liability companies and limited partnerships whose sole asset in each case is an apartment building. I am writing to confirm your advice with respect to whether that transaction is reportable under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended and the rules (the "Rules") promulgated thereunder.

The proposed transaction involves the purchase of approximately 58 apartment buildings, each owned by a separate, single purpose limited partnership or limited liability company. Each limited partnership and limited liability company is controlled by a single parent limited partnership that holds, either directly or in certain cases indirectly, 100% of the outstanding partnership interests or limited liability company interests. The parent limited partnership does not hold the voting securities or non-corporate interests of any entity other than these separate, single purpose limited partnerships and limited liability companies, or any other assets. Each separate, single purpose limited partnership and limited liability company owns the land on which the apartment building is situated as well as the improvements. The apartment building is the only asset held by each separate, single purpose limited partnership and limited liability company, other than cash held in the form of deposits from residents. The apartments are leased to unrelated third parties for residential purposes. Neither the parent limited partnership nor any of the single purpose entities conducts any business other than leasing of the units for residential

Mr. James Ferkingstad
April 20, 2006
Page 2

purposes and does not lease to any third party any of the apartment building for conducting other businesses, e.g. retail or industrial.

The acquiring person proposes to either acquire the apartment buildings directly, or acquire 100% of the partnership interest of the parent limited partnership. The size of the transaction and the size of the parties exceed the notification threshold requirements.

You advised me that it is the Federal Trade Commission's policy not to require pre-merger notification of the acquisition of apartment buildings because the acquisition comes within the exemption from reporting contained at Rule 802.2(d). In addition, under Rule 802.4, the acquisition of 100% of the partnership interests of the parent limited partnership would also be exempt because the parent limited partnership's assets consists only of 100% of the outstanding interest in the entities that directly own the apartment buildings.

If my understanding is not correct, please call me at [REDACTED] to clarify this matter. Thank you again for your assistance.

Very truly yours,

[REDACTED]

4/24/06 Agree JF
MJ concurs

[REDACTED]
Enclosure

[REDACTED]