

VIA FAX - (202) 326-2050

Richard Smith, Staff Attorney Premerger Notification Office Room 301 Federal Trade Commission Washington, D.C. 20580

Re: Duty of Real Estate Investment Trust to Make Premerger Notification and Report

Dear Mr. Smith:

opinion as to whether a certain transaction described below involving two real estate investment trusts would require filing of the premerger notification and report under the Hart-Scott-Rodino Act

REIT A and REIT B are both California business trusts formed in compliance with Section 23000 et seq. of the California Corporations Code. Each REIT operates in a manner so as to qualify as a real estate investment trust under Section 856 et seq. of the Internal Revenue Code of 1986, as

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REIT A proposes to acquire all of the assets of REIT B in exchange for newly issued shares of REIT A (the "New Shares"). REIT B will dissolve and distribute the New Shares

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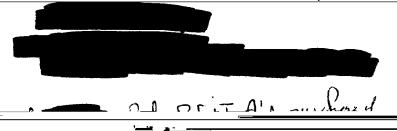
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to its shareholders at an exchange ratio of 1.5 New Shares for

about \$2,000,000. REIT B will receive in exchange 6,266,585 New Shares, which are worth around \$13,500,000 based on the trading price of REIT A Shares immediately prior to public announcement of the proposed transaction. REIT B will hold

CONVENLENCE.

Very truly yours,



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