

SUPPORTING STATEMENT FOR NOTICE OF EXEMPT PRELIMINARY  
ROLL-UP COMMUNICATION

This submission, pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. Section 3501 et seq., consists of this supporting statement and the following exhibit:

- A. Statutory Authority
- B. Notice of Exempt Preliminary Roll-Up Communication

A. Justification

1. Rule 14a-2(b)(4) under the Securities Exchange Act of 1934 (“Exchange Act”) provides an exemption from Exchange Act Rules 14a-3 to 14a-6 (except 14a-6(g), 14a-8 and 14a-10 to 14a-15 for any solicitation in connection with a roll-up transaction as defined in Item 901 (c) of Regulation S-K in which the holder of a security that is the subject of a proposed roll-up transaction engages in preliminary communications with other holders of securities that are the subject of the same limited partnership roll-up transaction for the purpose of determining whether to solicit proxies, consents, or authorizations in opposition to the proposed limited partnership roll-up transaction. The exemption does not apply to a holder of proposed roll-up transaction who engages in the business of buying and selling limited partnership interests in the secondary market unless that holder discloses to the persons to whom the communications are made such ownership interest and any relations of the holder to the parties of the transaction or to the transaction itself, as required by Rule 14a-6(n)(1) and as specified in the Notice of Exempt Preliminary Roll-Up Communication (“Notice”). Whether the communication is written or oral, the Notice must be furnished to the Commission.

2. Purposes of, and Consequences of not Requiring, the Information Collection

The purpose of the Notice is to provide the public information regarding ownership interests and any potential conflicts of interest.

3. Role of Improved Information Technology and Obstacles to Reducing Burden

The Notice is filed electronically with the Commission using EDGAR.

4. Efforts to Identify Duplication

Not applicable.

5. Effect on Small Entities

Many small businesses are not subject to the proxy rule requirements because they do not have a class of securities registered under Section 12 of the Exchange Act. The Notice imposes a minimal burden on filers and must be filed only by holders of more than five percent of a class of securities.

6. Consequences of Less Frequent Collection

The Notice is only filed once in connection with a proposed limited partnership roll-up transaction. Less frequent collection could result in failure to transmit useful information to the public markets.

7. Inconsistencies with Guidelines in 5 C.F.R. 1320.5

Not applicable.

8. Consultation Outside the Agency

Before being adopted, the request for extension of the Notice of Exempt Preliminary Roll-Up Communication was proposed for public comment. No public comments were received on this request during the 60-day comment period prior to OMB's review of this submission.

9. Payment or Gift to Respondent

Not applicable.

10. Assurance of Confidentiality

The Notice is a public document.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

We estimate that four respondents file the Notice annually at an estimated .25 hours per response for a total annual burden of one hour. The estimated burden hours are made solely for the purposes of the Paperwork Reduction Act. They are not derived from a comprehensive or even a representative survey or study of the cost of Commission rules and forms.

13. Estimate of Total Annualized Cost Burden

We estimate that the filer prepares 100% of the filed information. There are no additional costs associated with the information collection.

14. Estimate Cost to the Federal Government

The estimated cost to the Commission is \$540.00.

15. Explanation of Change in Burden

Not applicable.

16. Information Collection Planned for Statistical Purposes

Not applicable.

17. Explanation as to Why Expiration Date Will Not Be Displayed

Not applicable.

18. Exception to Certification

Not applicable.

B. Collection of Information Employing Statistical Data

Not applicable.