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November 21, 1997

Mr. Richard E. Baltz
Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004-1202

RE: Atlanta Marriott Marquis II Limited Partnership

Dear Mr. Baltz:

This is in response to your letter dated October 14, 1997, and received by this Agency on October 15, 1997.

Your letter was submitted on behalf of Atlanta Marriott Marquis II Limited Partnership ("AMMLP-II"), a Delaware limited partnership, in connection with the proposed merger of Atlanta Marriott Marquis Limited Partnership ("AMMLP"), a Delaware limited partnership, with and into AMMLP-II (the "Merger"). You stated that, in connection with the Merger, AMMLP-II will transfer limited partnership interests to the existing AMMLP limited partners and that AMMLP-II believes that it may rely upon the transactional exemption provided by Section 5.G of the Texas Securities Act (the "Act").

Section 5.G of the Act provides a transactional exemption for the issue or sale of securities by one corporation to another corporation or the security holders thereof, in connection with a merger, consolidation, or sale of corporate assets. Since AMMLP and AMMLP-II are limited partnerships, the exemption is unavailable. Further, the Staff of the State Securities Board respectfully declines to recommend no action to require registration of the limited partnership interests of AMMLP-II. Accordingly, it will be necessary for the AMMLP-II limited partnership interests to be registered with this Agency prior to the offering to Texas residents who are limited partners of AMMLP, unless another exemption is found.

I trust this answers your inquiry. Please feel free to write or call us if you need further information.

Very truly yours,

DENISE VOIGT CRAWFORD
Securities Commissioner

David Weaver
General Counsel

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