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July 3, 2008  
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**VIA HAND DELIVERY**

Securities and Exchange Commission  
Attn: Filing Desk  
100 F Street, N.E.  
Washington, D.C. 20549

**Re: RMR Hospitality and Real Estate Fund v. Bulldog  
Investors General Partnership, et al.  
C.A. No. 06-04054 (Mass. Super. Ct.)**

Dear Sir or Madam:

Pursuant to Section 33 of the Investment Company Act of 1940, as amended, I hereby file on behalf of RMR Hospitality and Real Estate Fund a copy of the Agreed Motion and Order Dismissing With Prejudice, as approved by the Massachusetts Superior Court in the above matter.

Very truly yours,

*Vern D. Larkin*

Vern D. Larkin

Enclosures

cc: James M. Curtis

PROCESSED

JUL 10 2008

THOMSON REUTERS



**Commonwealth of Massachusetts  
County of Middlesex  
The Superior Court**

CIVIL DOCKET#: MICV2006-04054-A

RE: RMR Hospitality and Real Estate Fund v Bulldog Investors General Partnership et al

TO: Jane E Willis, Esquire  
Ropes & Gray  
1 International Place  
Boston, MA 02110-2624

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**CLERK'S NOTICE**

**SEE ATTACHED COPIES.**

Dated at Woburn, Massachusetts this 1st day of July,  
2008.

Michael A. Sullivan,  
Clerk of the Courts

BY: William Smith  
Assistant Clerk

Telephone: 781-939-2745

Disabled individuals who need handicap accommodations should contact the Administrative Office  
of the Superior Court at (617) 788-8130

COMMONWEALTH OF MASSACHUSETTS

MIDDLESEX, ss.

SUPERIOR COURT DEPARTMENT  
OF THE TRIAL COURT

RMR HOSPITALITY and REAL ESTATE  
FUND, ET AL.,

Plaintiffs,

v.

BULLDOG INVESTORS GENERAL  
PARTNERSHIP, ET AL.,

Defendants.

Civil Action No. 06-4054

JUN 20 2008

**AGREED MOTION AND ORDER DISMISSING WITH PREJUDICE**

All parties to this action, through undersigned counsel, hereby move to dismiss the above-captioned action with prejudice. As grounds for this motion, the parties state as follows:

1. On November 13, 2006, plaintiff RMR Hospitality and Real Estate Fund ("RHR") brought this action against defendants Bulldog Investors General Partnership, Phillip Goldstein, Opportunity Partners Limited Partnership, Full Value Partners Limited Partnership, Opportunity Income Plus Fund Limited Partnership, Kimball & Winthrop Inc., Full Value Advisors LLC, and Spar Advisors LLC.

2. After seeking leave which was granted by the Court on May 30, 2007 (McEvoy, J.), intervenor plaintiff Adrian Overstreet, in his capacity as Charitable Trustee of RHR, filed an Intervenor Complaint in this action on June 7, 2007.

3. On June 4, 2007, plaintiff RHR filed an Amended Complaint adding as defendants to this action defendants Steady Gain Partners LP; BJS Management LLC; Mercury Partners, LP; GSG Capital Advisors LLC; Calapasas Investment Partnership No. 1 LP;

*M. d. m. allowed + order signed  
Frank  
7/11/08*

Calapasas Investment Partnership No.2 LP, Klein Bogakos & Robertson, CPAs Inc., Steven Samuels, and Samuels Asset Management Inc.

4. The defendants in the above-captioned action have stated their intention to file counterclaims in this action against the plaintiffs and others, including RMR Advisors, Inc., the manager of RHR ("Advisors"), arising out of the transactions and occurrences that form the basis of the plaintiffs' claims as well as the management of RHR.

5. Advisors and Reit Management & Research LLC, an affiliate of Advisors ("Reit Management"), have stated their intention to assert claims against the defendants which to date they have forborne from filing as a part of this action. Advisors and Reit Management also have stated an intention to assert claims against non-parties, Andrew Dakos and Rajeev Das, who are affiliated with the defendants. The claims by Advisors and Reit Management arise out of the same transactions and occurrences as the claims stated in this action and may be required to be raised in this action.

6. The parties to this action desire to settle all claims and disputes between the plaintiffs and defendants and to avoid the further burden, expense, and inconvenience of the litigation and have therefore entered into a settlement agreement.

7. Advisors and Reit Management desire to settle the claims and disputes between them, on the one hand, and the defendants, Andrew Dakos, and Rajeev Das, on the other hand, and desire to avoid the burden, expense, and inconvenience of litigation and further disputes and have entered into a settlement agreement, pursuant to which general releases and a standstill agreement have been entered.

8. The parties, through undersigned counsel, have agreed to move to dismiss this action with prejudice and without attorneys' fees and costs and request that the Court order the action dismissed with prejudice and without attorneys' fees and costs by endorsing this motion below.

Respectfully submitted,



Jane E. Willis, BBO #568024  
Justin J. Wolosz, BBO #643543  
Ropes & Gray LLP  
One International Place  
Boston, MA 02110  
(617) 951-7000

*Attorneys for Plaintiff RMR Hospitality and Real Estate Fund*



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*Attorneys for Intervenor Plaintiff Adrian Overstreet*

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*Counsel for Defendants Samuels Asset Management Inc. and Steven Samuels*

8. The parties, through undersigned counsel, have agreed to move to dismiss this action with prejudice and without attorneys' fees and costs and request that the Court order the action dismissed with prejudice and without attorneys' fees and costs by endorsing this motion below.

Respectfully submitted,

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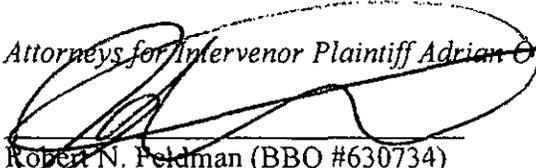
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*Attorneys for Plaintiff RMR Hospitality and Real Estate Fund*

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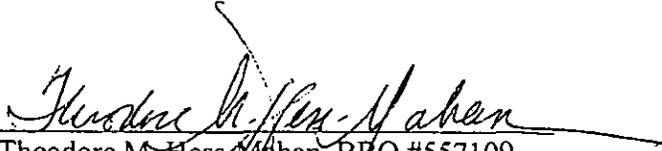


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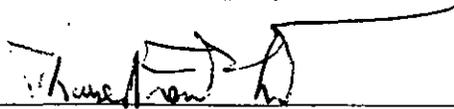
*Counsel for Defendants Samuels Asset Management Inc. and Steven Samuels*

  
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*Counsel for Defendants Bulldog Investors General Partnership, Opportunity Partners Limited Partnership, Full Value Partners Limited Partnership, Opportunity Income Plus Fund Limited Partnership, Kimball & Winthrop Inc., Full Value Advisors LLC, Spar Advisors LLC, Steady Gain Partners LP; BJS Management LLC; Mercury Partners, LP; GSG Capital Advisors LLC; Calapasas Investment Partnership No. 1 LP; Calapasas Investment Partnership No. 2 LP, Klein Bogakos & Robertson CPAs Inc., and Phillip Goldstein*

SO ORDERED, that this action be and hereby is dismissed with prejudice and without attorneys' fees or costs to any party:

  
Justice Thayer Fremont-Smith  
Justice of the Superior Court

Dated: 7/1/08