



LEDGEWOOD

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September 12, 2012

On behalf of Resource Real Estate Investors 6, L.P. and Resource Real Estate Investors 7, L. P. (the "Funds"), we are writing in support of the comments submitted by Michael J. LaCascia, Esquire of WilmerHale in connection with the JOBS Act and the SEC's rulemaking thereunder.

Each of the Funds is a limited partnership owning real properties that issued its units of limited partnership interest ("Units") to accredited investors (as defined in Rule 501 of Regulation D under the Securities Act of 1933, as amended). The Units of each Fund are registered under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Each Fund is relatively small, one having gross assets of \$59.5 million and earnings before interest, taxes, depreciation and amortization ("EBITDA"), on an annualized basis, of \$3.2 million and the other having gross assets of \$69.4 million and EBITDA, on an annualized basis, of \$1.4 million, each as of June 30, 2012. The Funds are required under their respective partnership agreements to provide quarterly unaudited and annual audited financial statements to their respective limited partners. The Units do not trade nor have there been a material number of Unit transfers since each Fund's inception.

As with the REITs referred to in Mr. LaCascia's comments, compliance with Exchange Act reporting requirements imposes a burden on the Funds. The Funds, which are externally managed, are required to assume additional managerial and professional fee expense in preparing the required filings, which substantially exceed the expense of preparing the financial reports required by their respective partnership agreements. During the past three years, these expenses have reduced the amount of cash available for distribution to the partners of each of the Funds by approximately \$80,000 annually. The Funds do not believe that this expense has any corresponding regulatory or other benefits since, in view of the lack of a trading market, there are no investors using the information contained in the Funds' Exchange Act filings to make investment decisions. The Funds, therefore, support the request made in Mr. LaCascia's letter for the SEC to use its exemptive authority under Sections 12(h) and 36 of the Exchange Act to permit termination of Section 12(g) registration and suspension of Section 15(d) reporting for non-bank issuers on the same terms provided to bank issuers under the JOBS Act, or to permit such termination and suspension for non-bank issuers with few or no non-accredited investors. Alternatively, the Funds would support such a termination and suspension for small issuers, such as the Funds, whose securities do not have a trading market and whose investors are principally accredited investors.

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If you have any questions or would like further information, please contact J. Baur Whittlesey at (215) 731-9450.

Very truly yours,

/s/ J. Baur Whittlesey
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