

Partnership Distributions

We make quarterly distributions to our partners based on available cash for the quarter as defined in our Agreement of Limited Partnership. Available cash is defined generally as all cash receipts less all cash disbursements, adjusted for changes in certain reserves established as the General Partner determines in its reasonable discretion to be necessary. We paid distributions of \$144.2 million, \$36.2 million and \$55.7 million to our partners in 2007, 2006 and 2005, respectively.

We receive 99% of the available cash and 1% is distributed to its General Partner. Cash distributions from the Operating Partnership generally represent our available cash from operations. Our cash distributions are made 99.975% to Common Unitholders and 0.025% to our General Partner except when cumulative distributions of available cash exceed specified target levels above the Minimum Quarterly Distribution (“MQD”) of \$0.605 per unit. Under such circumstances, our General Partner is entitled, as an incentive, to larger percentage interests. As of December 31, 2007, the cumulative shortfall on quarterly distributions to holders of Common Units that must be paid before our General Partner receives an incentive payment was \$125.3 million, or \$6.70 per unit.

When cumulative distributions of Available Cash exceed specified target levels above the MQD, our General Partner’s percentage interest in the Partnership’s distributions of available cash at various levels follows:

	Income and Distribution Allocation					Total
	Target Limit	Target Increment	Common Units	Class B Common Units	General Partner	
Minimum Quarterly Distribution	\$0.605	0.605	98.99%	0.98%	0.03%	100.00%
First Target	0.715	0.110	98.99%	0.98%	0.03%	100.00%
Second Target	0.825	0.110	85.86%	1.01%	13.13%	100.00%
Third Target	1.045	0.220	75.76%	1.01%	23.23%	100.00%
Final Target and Beyond	\$1.045	—	50.51%	1.01%	48.48%	100.00%

On February 7, 2008, the Partnership announced a \$4.45 per unit distribution to be paid during the 2008 first quarter. As a result of this distribution, we estimate the pro forma cumulative shortfall that must be paid before the General Partner affiliate receives an incentive payment as of March 31, 2008 is anticipated to be approximately \$53.5 million, or \$2.86 per unit.