

NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP  
Form 10-Q  
November 09, 2006

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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### Form 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-12138

### New England Realty Associates Limited Partnership

(Exact name of registrant as specified in its charter)

**Massachusetts**

(State or other jurisdiction of  
incorporation or organization)

**04-2619298**

(I.R.S. employer identification no.)

**39 Brighton Avenue,  
Allston, Massachusetts**

(Address of principal executive offices)

**02134**

(Zip code)

Registrant's telephone number, including area code: **(617) 783-0039**

**Not Applicable**

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check  whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in rule 12b-2 of the Exchange Act.)

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act.) Yes  No

The number of the Registrant's units and receipts outstanding as of November 2, 2006 was 6,730 and 1,316,476, respectively.

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INDEX

**PART I FINANCIAL INFORMATION**

<u>Item 1.</u>	<u>Financial Statements</u>  <u>Consolidated Balance Sheets as of September 30, 2006 (unaudited) and December 31, 2005 (audited)</u>  <u>Consolidated Statements of Income for the Three Months Ended September 30, 2006 and September 30, 2005, and the Nine Months Ended September 30, 2006 and September 30, 2005 (all unaudited)</u>  <u>Consolidated Statement of Changes in Partners' Capital for the Nine Months Ended September 30, 2006 and September 30, 2005 (all unaudited)</u>  <u>Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2006 and September 30, 2005 (all unaudited)</u>  <u>Notes to Unaudited Consolidated Financial Statements</u>
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>
<u>Item 4.</u>	<u>Controls and Procedures</u>

**PART II OTHER INFORMATION**

<u>Item 1.</u>	<u>Legal Proceedings</u>
<u>Item 1. A.</u>	<u>Risk Factors</u>
<u>Item 2.</u>	<u>Changes in Securities and Use of Proceeds</u>
<u>Item 3.</u>	<u>Defaults Upon Senior Securities</u>
<u>Item 4.</u>	<u>Submission of Matters to a Vote of Security Holders</u>
<u>Item 5.</u>	<u>Other Information</u>
<u>Item 6.</u>	<u>Exhibits and Reports on Form 8-K</u>

**SIGNATURES**

**NEW ENGLAND REALTY ASSOCIATES, L.P.**

**PART 1 FINANCIAL INFORMATION**

Item 1. Financial Statements

The accompanying unaudited consolidated balance sheets, statements of income, changes in partners' capital, and cash flows and related notes thereto, have been prepared in accordance with generally accepted accounting principles in the United States of America ( GAAP ) for interim financial information and in conjunction with the rules and regulations of the Securities and Exchange Commission ( SEC ). Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. The financial statements reflect all adjustments consisting only of normal, recurring adjustments, which are in the opinion of management, necessary for a fair presentation for the interim periods.

The aforementioned financial statements should be read in conjunction with the notes to the aforementioned financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto included in New England Realty Associates L.P.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

The results of operations for the nine month period ended September 30, 2006 are not necessarily indicative of the results to be expected for the entire fiscal year or any other period.

3

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## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

	September 30, 2006 (Unaudited)	December 31, 2005 (Audited)
<b>ASSETS</b>		
Rental Properties	\$ 98,990,941	\$ 102,209,561
Cash and Cash Equivalents	11,363,167	12,049,392
Rents Receivable	500,859	480,118
Real Estate Tax Escrows	831,444	758,820
Prepaid Expenses and Other Assets	2,508,514	2,649,595
Investment in Partnerships	17,154,263	16,337,832
Financing and Leasing Fees	498,415	568,622
<b>Total Assets</b>	<b>\$ 131,847,603</b>	<b>\$ 135,053,940</b>
<b>LIABILITIES AND PARTNERS CAPITAL</b>		
Mortgage Notes Payable	\$ 114,911,056	\$ 115,585,241
Accounts Payable and Accrued Expenses	1,284,530	1,443,461
Advance Rental Payments and Security Deposits	2,844,836	2,943,219
<b>Total Liabilities</b>	<b>119,040,422</b>	<b>119,971,921</b>
Commitments and Contingent Liabilities (Note 9)		
Partners Capital 173,252 units outstanding in 2006 and 2005	12,807,181	15,082,019
<b>Total Liabilities and Partners Capital</b>	<b>\$ 131,847,603</b>	<b>\$ 135,053,940</b>

See notes to consolidated financial statements.

## NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
<b>Revenue</b>				
Rental income	\$ 7,900,595	\$ 7,836,797	\$ 23,715,253	\$ 23,446,985
Laundry and sundry income	91,387	105,951	322,888	310,007
	7,991,982	7,942,748	24,038,141	23,756,992
<b>Expense</b>				
Administrative	342,895	307,881	1,018,189	967,199
Depreciation and amortization	1,769,965	1,642,148	5,127,899	4,745,603
Interest	1,945,283	1,960,195	5,792,084	5,842,077
Management fees	329,542	315,741	976,570	956,485
Operating	773,417	692,382	2,929,957	2,870,006
Renting	173,460	190,651	367,566	448,420
Repairs and maintenance	1,593,550	1,371,378	4,056,687	3,661,190
Taxes and insurance	885,277	861,060	2,639,607	2,690,951
	7,813,389	7,341,436	22,908,559	22,181,931
Income Before Other Income	178,593	601,312	1,129,582	1,575,061
<b>Other Income (Loss)</b>				
Interest income	118,909	58,907	321,686	156,815
Income (Loss) from investment in joint ventures	34,502	521,993	(83,569)	1,189,475
	153,411	580,900	238,117	1,346,290
Income from Continuing Operations	332,004	1,182,212	1,367,699	2,921,351
<b>Discontinued Operations</b>				
Income (Loss) from discontinued operations		1,727	(10,125)	6,111
Gain on sale of real estate from discontinued operations		189,670		5,960,033
		191,397	(10,125)	5,966,144
Net Income	\$ 332,004	\$ 1,373,609	\$ 1,357,574	\$ 8,887,495
<b>Income per Unit</b>				
Income before discontinued operations	1.91	6.82	7.89	16.86
Income (Loss) from discontinued operations		1.11	(.06)	34.44
	\$ 1.91	\$ 7.93	\$ 7.83	\$ 51.30
Net Income per Unit	\$ 1.91	\$ 7.93	\$ 7.83	\$ 51.30
Weighted Average Number of Units Outstanding	173,252	173,252	173,252	173,252

See notes to consolidated financial statements.



**NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES**



**CONSOLIDATED STATEMENT OF CHANGES IN PARTNERS CAPITAL**

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(UNAUDITED)

	Limited Class A	Class B	General Partnership	Total
Balance, January 1, 2005	\$ 8,372,714	\$ 1,991,972	\$ 104,870	\$ 10,469,556
Distribution to Partners	(2,905,929 )	(690,158 )	(36,324 )	(3,632,411 )
Net Income	7,109,996	1,688,624	88,875	8,887,495
Balance, September 30, 2005	\$ 12,576,781	\$ 2,990,438	\$ 157,421	\$ 15,724,640
Units authorized and Issued, net of 6,973 Treasury Units at September 30, 2005	138,602	32,918	1,732	173,252
Balance, January 1, 2006	\$ 12,062,684	\$ 2,868,340	\$ 150,995	\$ 15,082,019
Distribution to Partners	(2,905,930 )	(690,158 )	(36,324 )	(3,632,412 )
Net Income	1,086,059	257,939	13,576	1,357,574
Balance, September 30, 2006	\$ 10,242,813	\$ 2,436,121	\$ 128,247	\$ 12,807,181
Units authorized and Issued, net of 6,973 Treasury Units at September 30, 2006	138,602	32,918	1,732	173,252

See notes to consolidated financial statements

**NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(UNAUDITED)**

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	Nine Months Ended September 30,	
	2006	2005
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 1,357,574	\$ 8,887,495
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,127,899	4,764,508
(Income) Loss from investments in joint venture	83,569	(1,189,475 )
(Gain) on sale of rental properties		(5,770,363 )
Change in operating assets and liabilities		
(Increase) Decrease in rents receivable	(20,741 )	14,409
(Increase) in financing and leasing fees	(14,808 )	(44,854 )
(Decrease) in accounts payable and accrued expense	(158,931 )	(84,363 )
(Increase) Decrease in real estate tax escrow	(72,624 )	28,692
(Increase) Decrease in prepaid expenses and other assets	141,081	(301,601 )
Increase (Decrease) in advance rental payments and security deposits	(98,383 )	(364,132 )
<b>Total Adjustments</b>	<b>4,987,062</b>	<b>(2,947,179 )</b>
<b>Net cash provided by operating activities</b>	<b>6,344,636</b>	<b>5,940,316</b>
<b>Cash Flows (used in) provided by Investing Activities (Investment in) joint venture</b>		
Purchase and improvement of rental properties	(900,000 )	(2,122,653 )
Net proceeds from the sale of rental properties	(1,824,264 )	(4,827,500 )
<b>Net cash (used in) provided by investing activities</b>	<b>(2,724,264 )</b>	<b>(780,736 )</b>
<b>Cash Flows (used in) provided by Financing Activities</b>		
Proceeds of mortgage notes payable		2,000,000
Principal payments of mortgage notes payable	(674,185 )	(1,845,569 )
Distributions to partners	(3,632,412 )	(3,632,411 )
<b>Net cash (used in) financing activities</b>	<b>(4,306,597 )</b>	<b>(3,477,980 )</b>
<b>Net (Decrease) Increase in Cash and Cash Equivalents</b>	<b>(686,225 )</b>	<b>1,681,600</b>
Cash and Cash Equivalents, at beginning of period	12,049,392	9,862,810
<b>Cash and Cash Equivalents, at end of period</b>	<b>\$ 11,363,167</b>	<b>\$ 11,544,410</b>

See notes to consolidated financial statements.

**NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2006**

**NOTE 1. SIGNIFICANT ACCOUNTING POLICIES**

*Line of Business:* New England Realty Associates Limited Partnership ( NERA or the Partnership ) was organized in Massachusetts in 1977. NERA and its subsidiaries own and operate various residential apartment buildings, condominium units and commercial properties located in Massachusetts and New Hampshire. NERA has also made investments in other real estate partnerships and has participated in other real estate-related activities, primarily located in Massachusetts. In connection with the mortgages referred to in Note 5, a substantial number of NERA's properties are owned by separate subsidiaries without any change in the historical cost basis.

*Principles of Consolidation:* The consolidated financial statements include the accounts of NERA and its subsidiaries. NERA has a 99.67% to 100% ownership interest in each subsidiary except for six limited liability companies (the Investment Properties ) in which the Partnership has a 50% ownership interest. The consolidated group is referred to as the Partnerships. Minority interests are not recorded, since they are insignificant. All significant intercompany accounts and transactions are eliminated in consolidation. The Partnership accounts for its investment in the above-mentioned limited liability companies using the equity method of consolidation. (See Note 14 for information on the Investment Properties).

*Accounting Estimates:* The preparation of the financial statements, in conformity with accounting principles generally accepted in the United State of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Accordingly, actual results could differ from those estimates.

*Revenue Recognition:* Rental income from residential and commercial properties is recognized over the term of the related lease. Amounts 60 days in arrears are charged against income. Certain leases of the commercial properties provide for increasing stepped minimum rents, which are accounted for on a straight-line basis over the term of the lease.

*Rental Properties:* Rental properties are stated at cost less accumulated depreciation. Maintenance and repairs are charged to expense as incurred; improvements and additions are capitalized. When assets are retired or otherwise disposed of, the cost of the asset and related accumulated depreciation is eliminated from the accounts, and any gain or loss on such disposition is included in income. Fully depreciated assets are removed from the accounts. Rental properties are depreciated by both straight-line and accelerated methods over their estimated useful lives.

In the event that facts and circumstances indicate that the carrying value of a rental property may be impaired, an analysis of the value is prepared. The estimated future undiscounted cash flows are compared to the asset's carrying value to determine if a write-down to fair value is required.

*Financing and Leasing Fees:* Financing fees are capitalized and amortized, using the interest method, over the life of the related mortgages. Leasing fees are capitalized and amortized on a straight-line basis over the life of the related lease. Unamortized balances are expensed when the corresponding fee is no longer applicable.

*Income Taxes:* The financial statements have been prepared on the basis that NERA and its subsidiaries are entitled to tax treatment as partnerships. Accordingly, no provision for income taxes has been recorded.

*Cash Equivalents:* The Partnership considers cash equivalents to be all highly liquid instruments purchased with a maturity of three months or less.



*Segment Reporting:* Operating segments are revenue-producing components of the Partnership for which separate financial information is produced internally for management. Under the definition, NERA operated, for all periods presented, as one segment.

*Comprehensive Income:* Comprehensive income is defined as changes in partners' equity, exclusive of transactions with owners (such as capital contributions and dividends). NERA did not have any comprehensive income items in 2006 or 2005 other than net income as reported.

*Income Per Unit:* Net income per unit has been calculated based upon the weighted average number of units outstanding during each year presented. The Partnership has no dilutive units and, therefore, basic net income is the same as diluted net income per unit (see Note 7).

*Concentration of Credit Risks and Financial Instruments:* The Partnership's properties are located in New England, and the Partnership is subject to the general economic risks related thereto. No single tenant accounted for more than 5% of the Partnership's revenues in 2006 or 2005. The Partnership makes its temporary cash investments with high-credit-quality financial institutions. At September 30, 2006, substantially all of the Partnership's cash and cash equivalents were held in interest-bearing accounts at financial institutions, earning interest at rates from 0.10% to 5.16%. At September 30, 2006 and December 31, 2005, approximately \$12,000,000 of cash and cash equivalents, and cash included in prepaid expenses and other assets exceeded federally insured amounts.

*Advertising Expense:* Advertising is expensed as incurred. Advertising expense was \$85,922 and \$101,497 for the nine months ended September 30, 2006 and 2005, respectively.

*Discontinued Operations and Rental Property Held for Sale:* When assets are identified by management as held for sale, the Partnership discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the net sales price of the assets which have been identified as held for sale is less than the net book of the assets, a valuation allowance is established. Properties identified as held for sale and/or sold are presented in discontinued operations for all periods presented.

If circumstances arise that previously were considered unlikely and, as a result, the Partnership decides not to sell a property previously classified as held for sale, the property is reclassified as held and used. A property that is reclassified is measured and recorded individually at the lower of (a) its carrying amount before the property was classified as held for sale, adjusted for any depreciation (amortization) expense that would have been recognized had the property been continuously classified as held and used, or (b) the fair value at the date of the subsequent decision not to sell.

*Interest Capitalized:* The Company follows the policy of capitalizing interest as a component of the cost of rental property when the time of construction exceeds one year. During the nine months ended September 30, 2006 and the year ended December 31, 2005, there was no capitalized interest.

*Reclassifications:* Certain reclassifications have been made to prior period amounts in order to conform with current period presentation.

## **NOTE 2. RENTAL PROPERTIES**

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As of September 30, 2006, the Partnership and its Subsidiary Partnerships owned 2,378 residential apartment units in 22 residential and mixed-use complexes (collectively, the Apartment Complexes ). The Partnership also owns 24 condominium units in 2 residential condominium complexes, all of which are leased to residential tenants (collectively referred to as the Condominium Units ). The Apartment Complexes and Condominium Units are located primarily in the metropolitan Boston area of Massachusetts.

Additionally, as of September 30, 2006, the Subsidiary Partnerships owned a commercial shopping center in Framingham, Massachusetts and mixed-use properties in Boston, Brockton and Newton, Massachusetts. These properties are referred to collectively as the Commercial Properties.

9

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Additionally, as of September 30, 2006, the Partnership owned a 50% ownership interest in six residential and mixed use complexes (the Investment Properties ) with a total of 518 units, accounted for using the equity method of consolidation. See Note 14 for summary information on these investments.

On June 30, 2003, the Partnership purchased five condominium units from a group of investors who are also affiliated with the Partnership. The total purchase price for the five units was \$2,421,286, including closing costs. The Partnership obtained a \$1,600,000 mortgage on these condominiums. The original mortgage of \$1,600,000 has been extended to August 2009. The mortgage rate of 6.5% is fixed for three years. The costs associated with this financing is approximately \$8,000. The majority owner of the General Partner has agreed to indemnify the Partnership for any losses incurred from the sale of any of these units through the new or extended maturity date of the mortgage. See Note 3 for a discussion of certain related parties associated with this acquisition.

See Note 3 for a description of the sale of Middlesex to the majority shareholder of the management company.

Rental properties consist of the following:

	September 30, 2006	December 31, 2005	Useful Life
Land, improvements and parking lots	\$ 23,200,659	\$ 23,187,429	10-31 years
Buildings and improvements	105,590,888	105,416,158	15-31 years
Kitchen cabinets	4,359,732	3,821,968	5-10 years
Carpets	3,709,027	3,179,205	5-10 years
Air conditioning	840,557	734,154	7-10 years
Laundry equipment	191,235	182,855	5-7 years
Elevators	735,364	725,882	20 years
Swimming pools	147,082	142,428	10 years
Equipment	1,721,907	1,489,966	5-7 years
Motor vehicles	119,076	119,076	5 years
Fences	269,659	265,209	5-10 years
Furniture and fixtures	4,437,578	4,279,508	5-7 years
Smoke alarms	164,073	118,734	5-7 years
	145,486,837	143,662,572	
Less accumulated depreciation	46,495,896	41,453,011	
	\$ 98,990,941	\$ 102,209,561	

**NOTE 3. RELATED PARTY TRANSACTIONS**

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The Partnership's properties are managed by an entity that is owned by the majority shareholder of the General Partner. The management fee is equal to 4% of rental revenue and laundry income. Total fees paid were approximately \$977,000 and \$956,000 for the nine months ended September 2006 and 2005, respectively.

The Partnership Agreement permits the General Partner or management company to charge the costs of professional services (such as counsel, accountants and contractors) to NERA. In the nine months ended September 30, 2006 and 2005, approximately \$275,000 and \$363,000, respectively, was charged to NERA for legal, construction, maintenance, rental and architectural services and supervision of capital improvements. Of the 2006 expenses referred to above, approximately \$152,000 consisted of repairs and maintenance and \$111,000 of administrative expense. Approximately \$12,000 of expenses for construction, architectural services and supervision of capital projects was capitalized in rental properties.

Additionally in 2006, the Hamilton Company received approximately \$862,000 from the Investment Properties of which approximately \$208,000 was the management fee, \$220,000 for construction costs, \$20,000 was for construction supervision and architectural fees, \$404,000 was for maintenance services and \$9,000 was for administrative services. The Hamilton Company legal department acts as closing attorney on certain condo sales receiving approximately \$78,000 during the nine months ended September 30, 2006. As more fully described in

10

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Note 14, an entity partially owned by the majority shareholder of the General Partner is the sales agent for certain condominium sales receiving approximately \$187,000 of commissions through September 30, 2006.

On January 1, 2004, all employees were transferred to the management company's payroll. The Partnership reimburses the management company for the payroll and related expenses of the employees directly employed by the properties. Total reimbursement was approximately \$2,073,000 for the nine months ended September 30, 2006.

In 1996, prior to becoming an employee and President of the management company, the current President of the management company performed asset management consulting services to the Partnership. This individual continues to perform this service and receives an asset management fee from the Partnership, receiving \$37,500 during the nine months ended September 30, 2006, and \$50,000 for the year ended December 31, 2005.

The Partnership has invested in six limited liability companies to purchase six residential apartment complexes (the Investment Properties). The Partnership owns 50% of each entity, the majority shareholder of the General Partner owns between 43.2% and 47.5% and the President of Hamilton owns between 2.5% and 4.5%, and five other management employees of Hamilton own collectively between 0% and 2.3% respectively. See Note 14 for a description of the properties and their operations.

On June 30, 2003, the Partnership purchased five condominium units in a 42-unit building located in Brookline, Massachusetts. These were purchased from Harvard 45 Associates LLC (Harvard 45) which is owned 70% by the 75% shareholder and treasurer of the General Partner, and 5% by the President of Hamilton. The total purchase price for these condominiums was approximately \$2,416,000 and was approved both by the Partnership's Advisory Committee and the General Partner. Harvard 45 realized a gain of approximately \$648,000 from these sales. Harvard 45 also sold 16 units to unrelated parties; the prices for all 21 units sold were comparable. The majority shareholder of the general partner has guaranteed the \$1,600,000 mortgage for these five units. The original mortgage of \$1,600,000 has been extended to August 2009. The mortgage rate of 6.5% is fixed for three years and the costs associated with this extension is approximately \$8,000.

The above 42-unit condominium building is managed by an entity wholly owned by the 25% shareholder and President of the General Partner. That entity will receive annual management fees from the five units of approximately \$1,500, and Hamilton will reduce its management fees to approximately 2%, so that the total management fee will not exceed the 4% allowed by the Partnership's Partnership Agreement.

In March 2005, the Partnership sold the Middlesex Apartments to an entity wholly owned by the majority shareholder of the General Partner. The selling price was \$6,500,000 which resulted in a capital gain for the Partnership of approximately \$5,800,000 and an increase in the Partnership's cash reserves of approximately \$4,800,000 after payment off the existing \$1,300,000 mortgage, prepayment penalties and other selling expenses. The buyer is selling the property as condominium units. An entity 31% owned by the majority shareholder of the General Partner and 5% owned by the President of the management company is the sales agent and will receive a variable commission of 3% to 5% on each sale. Total commissions paid to date are approximately \$138,000. Although the buyer is assuming the costs and economic risks of converting and selling the condominium units, if the net gains from the sale of these units exceed \$500,000, the excess will be split equally between the buyer and the Partnership. The buyer estimated that the gain from the sale of these units would exceed \$500,000 and an additional profit of \$189,670 was recognized at December 31, 2005.

#### **NOTE 4. OTHER ASSETS**

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Included in prepaid expenses and other assets at September 30, 2006 and December 31, 2005 is approximately \$419,000 and \$313,000, respectively, held in escrow to fund future capital improvements.

Financing and leasing fees of \$498,415 and \$568,622 are net of accumulated amortization of \$493,290 and \$443,417 at September 30, 2006 and December 31, 2005, respectively.

11

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**NOTE 5. MORTGAGE NOTES PAYABLE**

At September 30, 2006 and December 31, 2005, the mortgages payable consisted of various loans, all of which were secured by first mortgages on properties referred to in Note 2. At September 30, 2006, the fixed interest rates on these loans ranged from 4.84% to 8.46%, payable in monthly installments aggregating approximately \$704,000, including interest, to various dates through 2016. The majority of the mortgages are subject to prepayment penalties. At September 30, 2006, the weighted average interest rate on the above mortgages was 6.63%. The effective rate of 6.72% includes the amortization expense of deferred financing costs. See Note 12 for fair value information.

The Partnerships have pledged tenant leases as additional collateral for certain of these loans.

Approximate annual maturities at September 30, 2006 are as follows:

2007- current maturities	\$ 1,036,000
2008	5,702,000
2009	2,770,000
2010	41,796,000
2011	3,114,000
Thereafter	60,493,000
	\$ 114,911,000

The above schedule reflects the extension to August 2009 the \$1,600,000 mortgage on the Harvard Street condominiums.

In January 2005, the Partnership obtained a mortgage on the Courtyard at Westgate for \$2,000,000 at an interest rate of 5.25%. These funds were added to cash reserves. The loan requires interest-only payments through December 2014, when the entire balance is due.

**NOTE 6. ADVANCE RENTAL PAYMENTS AND SECURITY DEPOSITS**

The Partnership's residential lease agreements may require tenants to maintain a one-month advance rental payment and/or a security deposit. At September 30, 2006, amounts received for prepaid rents of approximately \$1,471,000 are included in cash and cash equivalents; security deposits of approximately \$1,112,000 are included with other assets.

**NOTE 7. PARTNERS' CAPITAL**

The Partnership has two classes of Limited Partners (Class A and B) and one category of General Partner. Under the terms of the Partnership Agreement, Class B Units and General Partnership Units must represent 19% and 1%, respectively, of the total units outstanding. All classes have equal profit sharing and distribution rights, in proportion to their ownership interests.

In 2006, the Partnership approved quarterly distributions of \$7.00 per unit (\$.70 per receipt) payable on March 31, June 30, and September 30, 2006.

The Partnership paid quarterly distributions of \$7.00 per unit (\$.70 per receipt) in March, June, September and December 31, 2005 for a total distribution of \$28.00 per unit (\$2.80 per receipt).

The Partnership has entered into a deposit agreement with an agent to facilitate public trading of limited partners' interests in Class A Units. Under the terms of this agreement, the holders of Class A Units have the right to exchange each Class A Unit for 10 Depositary Receipts. The following is information per Depositary Receipt:

	<b>Nine months ended September 30,</b>	
	<b>2006</b>	<b>2005</b>
Income per Depositary Receipt before Discontinued Operations	\$ 0.79	\$ 1.69
Income (loss) from Discontinued Operations	(0.01 )	3.44
Net Income per Depositary Receipt after Discontinued Operations	\$ 0.78	\$ 5.13
Distributions per Depositary Receipt	\$ 2.10	\$ 2.10

#### NOTE 8. TREASURY UNITS

Treasury units at September 30, 2006 are as follows:

Class A	5,681
Class B	1,228
General Partnership	64
	6,973

#### NOTE 9. COMMITMENTS AND CONTINGENCIES

From time to time, the Partnerships are involved in various ordinary routine litigation incidental to their business. The Partnership either has insurance coverage or has provided for any uninsured claims which, in the aggregate, are not significant. The Partnerships are not involved in any material pending legal proceedings.

#### NOTE 10. RENTAL INCOME

During the nine months ended September 30, 2006, approximately 93% of rental income was related to residential apartments and condominium units with leases of one year or less. The remaining 7% was related to commercial properties, which have minimum future annual rental income on noncancellable operating leases at September 30, 2006 as follows:

	<b>Commercial Property Leases</b>
2007	\$ 1,806,000
2008	1,749,000
2009	1,606,000
2010	1,207,000
2011	1,010,000
Thereafter	3,268,000
	\$ 10,646,000

The aggregate minimum future rental income does not include contingent rentals that may be received under various leases in connection with percentage rents, common area charges and real estate taxes. Aggregate contingent rentals from continuing operations were approximately \$291,000 for the nine months ended September 30, 2006 and \$394,000 for the year ended December 31, 2005.

Rents receivable are net of allowances for doubtful accounts of \$581,856 and \$284,005 at September 30, 2006 and December 31, 2005, respectively. Included in rents receivable is approximately \$369,000 resulting from recognizing rental income from non-cancelable commercial leases with future rental increases on a straight-line basis. The majority of this amount is for a long-term lease with Staples at Staples Plaza in Framingham, Massachusetts.





**NOTE 11. CASH FLOW INFORMATION**

During the nine months ended September 30, 2006 and 2005, cash paid for interest was \$5,791,671 and \$5,851,573 respectively.

#### NOTE 12. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following methods and assumptions were used by the Partnership in estimating the fair value of its financial instruments:

- For cash and cash equivalents, other assets, investment in partnerships, accounts payable, advance rents and security deposits: fair value approximates the carrying value of such assets and liabilities.
- For mortgage notes payable: fair value is generally based on estimated future cash flows, which are discounted using the quoted market rate from an independent source for similar obligations. Refer to the table below for the carrying amount and estimated fair value of such instruments.

	Carrying Amount	Estimated Fair Value
Mortgage Notes Payable		
At September 30, 2006	\$ 114,911,056	\$ 118,127,325
At December 31, 2005	\$ 115,585,241	\$ 119,817,130

Disclosure about fair value of financial instruments is based on pertinent information available to management as of September 30, 2006 and December 31, 2005. Although management is not aware of any factors that would significantly affect the fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since December 31, 2005 and current estimates of fair value may differ significantly from the amounts presented herein.

#### NOTE 13. TAXABLE INCOME AND TAX BASIS

Taxable income reportable by the Partnership and includable in its partner's tax returns is different than financial statement income because of accelerated depreciation, different tax lives, and timing differences related to prepaid rents and allowances. Taxable income is approximately \$650,000 greater than statement income for the nine months ended September 30, 2006 and approximately \$13,000 less than statement income for the year ended December 31, 2005. The cumulative tax basis of the Partnership's real estate at September 30, 2006 is approximately \$1,060,000 greater than the statement basis. The Partnership's tax basis in its joint venture investments is approximately \$380,000 less than statement basis. The depreciation rules that generated substantial tax deductions in 2004 and 2003 expired in 2004, accordingly taxable income in future years may exceed statement income.

#### NOTE 14 INVESTMENT IN PARTNERSHIPS

Since November 2001, the Partnership has invested in six limited partnerships, each of which has invested primarily in residential apartment complexes. The Partnership has a 50% ownership interest in each investment. The other investors are Harold Brown, the President of the management company and five other employees of the management company. Harold Brown's ownership interest is between 43.2% and 47.5%, with the balance of 6.8% and 2.5% owned by others. A description of each investment is as follows:

On March 7, 2005, the Partnership invested \$2,000,000 for a 50% ownership interest in a building comprising 49 apartments, one commercial space and a 50-car surface parking lot located in Boston, Massachusetts. The purchase price was \$14,300,000, and a \$10,750,000 30-month mortgage with a floating interest rate (7.38%) of 2% over the 30 day Libor Index (5.38% at September 30, 2006) was obtained to finance this acquisition. The Partnership plans to operate the building and initiate development of the parking lot. The plan may also include disposition of selected units, as condominiums in order to reduce the above mentioned mortgage. Any profits from

the condominium sales will be taxed at ordinary rates. Mr. Brown has guaranteed 25% of this mortgage until such time as \$2,687,500 of principal has been paid. The Partnership and the other investor have, in turn agreed to indemnify Mr. Brown for their proportional share of any losses incurred by this guarantee. This investment is referred to as Essex Street.

On March 2, 2005, the Partnership invested \$2,352,000 for a 50% ownership interest in a 176-unit apartment complex with an additional small commercial building located in Quincy, Massachusetts. The purchase price was \$23,750,000, and a \$19,200,000 30-month mortgage with a floating interest rate (7.38%) of 2% over the 30 day Libor Index (5.38% at September 30, 2006) was obtained to finance this acquisition. The Partnership plans to sell the majority of units as condominiums and retain 48 units for long-term investment. The proceeds from the condominium sales will primarily be used to reduce the above-mentioned mortgage. Harold Brown has guaranteed 30% of this mortgage until such time as \$9,950,000 of principal has been paid. The Partnership and the other investors have, in turn agreed to indemnify Mr. Brown their proportionate share of any losses incurred by this guarantee. The Partnership is obtaining a new 10 year mortgage in the amount of \$5,000,000 on the units to be retained by the Partnership. The interest on the new loan is 5.67% fixed for the 10 year term with interest only payments for five years and amortized over a 30 year period for the balance of the loan term. The closing costs associated with the new mortgage will be approximately \$20,000 which will be amortized over the 10 year term. The loan is due in 2016 and will close in the fourth quarter of 2006. As of October 24, 2006, 106 units have been sold, and 3 units have a signed purchase and sales agreement. Gains from the sales of units (approximately \$55,000 per unit) will be taxed at ordinary income rates. This investment is referred to as 1025 Hamilton.

On October 3, 2005, the Partnership invested \$2,500,000 for a 50% ownership interest in a 168-unit apartment complex in Quincy, Massachusetts. The purchase price was \$30,875,000 and a \$26,165,127 30-month mortgage with a floating interest rate (7.38%) of 2% over the 30 day Libor Index (5.38% at September 30, 2006) was obtained to finance this acquisition. The Partnership plans to sell the majority of units as condominium and retain 48 units for long-term investment. The proceeds from the condominium sales are primarily to be used to reduce the above-mentioned mortgage. Gains from the sales of units will be taxed at ordinary income rates (approximately \$51,000 per unit). As of October 24, 2006, 44 units have been sold and an additional 9 units have a signed purchase and sales agreement. This investment is referred to as Hamilton Bay.

In September 2004, the Partnership invested approximately \$5,075,000 for a 50% ownership interest in a 42-unit apartment complex located in Lexington, Massachusetts. The purchase price was \$10,100,000. In October 2004, the Partnership obtained a mortgage on the property in the amount of \$8,025,000 and returned \$3,775,000 to the Partnership. The Partnership is obtaining a new 10 year mortgage in the amount of \$5,500,000. The interest on the new loan is 5.67% fixed for the 10 year term with interest only payments for five years and amortized over a 30 year period for the balance of the loan. This new loan will require a cash contribution by the Partnership of \$1,250,000. The closing costs associated with the new mortgage will be approximately \$20,000 which will be amortized over the 10 year term. The unamortized deferred financing costs of \$30,000 will be written off in the fourth quarter of 2006. This investment is referred to as Hamilton Minuteman.

In August 2004, the Partnership invested \$8,000,000 for a 50% ownership interest in a 280-unit apartment complex located in Watertown, Massachusetts. The total purchase price was \$56,000,000. The Partnership plans to sell, over time, three buildings with a total of 137 units as condominiums commencing in January 2005. As of October 24, 2006, 90 units have been sold and an additional 3 units were under contract. Gains from these sales will be taxed as ordinary income (approximately \$60,000 per unit.) The majority of the sales proceeds will be used to reduce the mortgage. An entity partially owned by the majority shareholder of the General Partner and the President of the management company, 31% and 5% respectively, is the sales agent and will receive a variable commission on each sale of 3% to 5%. This investment is referred to as Hamilton Place.

In 2005, Hamilton Place obtained a new 10 year mortgage on the three buildings to be retained. The new mortgage is \$16,825,000, with interest only of 5.18% for 3 years and amortizing on a 30 year schedule for the remaining 7 years when the balance is due. The net proceeds after funding escrow accounts and closing costs on the new mortgage were approximately \$16,700,000, which were used to reduce the existing mortgage. Hamilton Place paid a fee of approximately \$400,000 in connection with this early extinguishment of debt.

In November 2001, the Partnership formed a limited liability company to purchase a 40-unit apartment building in Cambridge, Massachusetts. This property has a 12-year mortgage, which is amortized on a 30-year schedule, with

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a final payment of approximately \$6,000,000 in 2014. The Partnership is a 50% owner in this investment and is referred to as Franklin Street.

Commencing in 2005, the mortgages on Hamilton Place and Hamilton Minuteman require minimum principal payments ( Curtailment Payments ) and additional investment by the Partnership will be required if the proceeds from sales cannot provide for these payments. See Note 17 Subsequent Events for additional disclosures relating to new mortgages on Hamilton Place and 1025 Hamilton.

As required by the lender for the 2004 and 2005 acquisitions, the Treasurer of the General Partner has provided a limited repayment guaranty equal to fifty percent (50%) of the outstanding balance, reducing to zero percent (0%) upon the completion of the Curtailment Payments. In the event that he is obligated to make payments to the lender as a result of this guaranty, the Partnership and other investors have, in turn, agreed to indemnify him for their proportionate share of any such payments.

**Summary financial information for the nine months ended September 30, 2006 (unaudited)**

Acquisition Date	Franklin Street November 2001	Hamilton Place August 2004	Hamilton Place August 2004	Hamilton Minuteman August 2004	Essex 81 March 2005	1025 Hamilton March 2005	Hamilton Bay October 2005	Total
Property assets net	9,676,213	26,923,317	9,527,795	9,194,086	13,986,133	9,529,866	22,771,436	101,608,846
Mortgages payable	7,738,220	16,825,000	3,279,769	7,941,811	10,750,000	4,989,861	16,683,822	68,208,483
Total Equity	1,872,658	13,376,940	3,759,650	1,323,350	3,295,934	4,685,846	5,994,148	34,308,526
NERA 50% equity	936,329	6,688,470	1,879,825	661,675	1,647,967	2,342,923	2,997,074	17,154,263
Summary income statement:								
Rental income	753,522	1,779,647	469,576	527,999	1,077,768	705,018	1,352,260	6,665,790
Operating expenses	229,665	824,214	464,770	164,858	382,916	671,543	1,220,619	3,958,585
Management fees	31,449	71,452	4,573	21,449	43,639	10,785	25,041	208,388
Interest expense	405,374	663,584	363,624	428,502	584,599	386,772	1,202,106	4,034,561
Depreciation & amortization	268,170	1,119,277	365,636	410,506	333,243	381,824	814,975	3,693,631
Financing expense								
Gain on sale of condominiums			1,493,198			1,305,886	2,263,152	5,062,236
Net profit (loss)	(181,136 )	(898,880 )	764,171	(497,316 )	(266,629 )	559,980	352,671	(167,139 )
NERA 50%	(90,568 )	(449,440 )	382,085	(248,658 )	(133,314 )	279,990	176,336	(83,569 )
Total units/ condominiums	40	146	137	42	49	176	168	758
Units to be retained	40	146	0	42	49	49	48	374
Units to be sold	0	0	137	0	0	127	120	384
Units sold through Oct. 24, 2006	0	0	90	0	0	106	44	240
Balance of unsold units	0	0	47	0	0	21	76	144
Unsold units with deposits for future sale as of Oct. 24, 2006	0	0	3	0	0	3	9	15

**Summary financial information for the three months ended September 30, 2006 (unaudited)**

	Franklin Street	Hamilton Place	Hamilton Place	Hamilton Minuteman	Essex 81	1025 Hamilton	Hamilton Bay	Total
Summary income statement:								
Rental income	250,572	592,537	127,444	178,311	351,963	243,721	412,599	2,157,147
Operating expenses	94,740	287,579	143,479	57,673	137,609	162,428	358,811	1,242,319
Management fees	11,017	24,356	1,309	7,243	16,427	3,757	5,732	69,841
Interest expense	134,594	223,619	84,812	152,164	206,506	108,174	361,085	1,270,954
Depreciation & amortization	90,011	376,096	121,878	134,847	111,889	111,693	270,732	1,217,146
Financing expense								
Gain on sale of condominiums			659,608			308,150	744,360	1,712,118
Net profit (loss)	(79,790 )	(319,113 )	435,574	(173,616 )	(120,468 )	165,819	160,599	69,005
NERA 50%	(39,895 )	(159,557 )	217,787	(86,808 )	(60,234 )	82,910	80,300	34,503



**Future annual mortgage maturities at September 30, 2006 are as follows:**

<b>Period Ended:</b>	<b>Franklin Street</b>	<b>Hamilton Place</b>	<b>Hamilton Place</b>	<b>Hamilton(1) Minuteman</b>	<b>Essex 81</b>	<b>1025(1) Hamilton</b>	<b>Hamilton Bay</b>	<b>Total</b>
June 30, 2007	117,723	0	3,279,769	2,441,811	10,750,000	0	16,683,822	33,273,125
June 30, 2008	126,108	118,587	0	0	0	0	0	244,695
June 30, 2009	135,090	246,569	0	0	0	0	0	381,659
June 30, 2010	144,711	259,649	0	0	0	0	0	404,360
June 30, 2011	155,018	273,423	0	0	0	0	0	428,441
Thereafter	7,059,570	15,926,772	0	5,500,000	0	4,989,861	0	33,476,203
	7,738,220	16,825,000	3,279,769	7,941,811	10,750,000	4,989,861	16,683,822	68,208,483

(1) The mortgage maturities for Hamilton Minuteman and 1025 Hamilton have been adjusted to reflect the refinancings to be completed in the fourth quarter of 2006. See Note 17 to the Financial Statements.

Interest rates, the majority of which are variable, range from 5.18% to 7.48% at September 30, 2006.

**NOTE 15. NEW ACCOUNTING PRONOUNCEMENTS****Recent Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. SFAS 157 defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements. SFAS 157 applies under other accounting pronouncements that require or permit fair value measurements, the FASB having previously concluded in those accounting pronouncements that fair value is the relevant measurement attribute. Accordingly, SFAS 157 does not require any new fair value measurements, but may change current practice for some entities. SFAS 157 is effective for fiscal years beginning after December 15, 2006. Our adoption of SFAS No. 157 is not expected to have a material effect on our consolidated financial position or results of operations.

In May 2005, the FASB issued FASB Statement No. 154, *Accounting Changes and Error Corrections*, a replacement of APB Opinion No. 20, *Accounting Changes*, and FASB Statement No. 3, *Reporting Accounting Changes in Interim Financial Statements*. FASB Statement No. 154 changes the requirement for the accounting for and reporting of a change in accounting principle. This Statement applies to all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement does not include specific transition provisions. When a pronouncement includes specific transition provisions, those provisions should be followed. FASB Statement No. 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005.

In March 2005, the Financial Accounting Standards Board (FASB or the Board) issued final guidance that clarifies how companies should account for conditional asset retirement obligations (AROs). FASB Interpretation No. 47 *Accounting for Conditional Asset Retirement Obligations* (FIN 47 or the Interpretation), deals with obligations to perform asset retirement activities in which the timing and (or) method of settlement are conditional on a future event (e.g., legal requirements surrounding asbestos handling and disposal that are triggered by demolishing or renovating a facility). The new guidance will likely require many companies to recognize liabilities for these obligations. In implementing the new guidance, which must be adopted by calendar year enterprises by December 31, 2005, a company will need to identify its conditional AROs and determine whether it can reasonably estimate the fair value of each obligation. If the company can reasonably estimate the fair value of an obligation, it will need to recognize a liability for that obligation based on its current present value. This liability would then accrete to the ultimate liability over the service period (adjusted periodically for changes in estimates). We have reviewed tangible long-lived assets and other agreements for associated AROs in accordance with this Interpretation and have concluded that we do not have any material AROs that would require recognition as a liability or disclosure in our financial statements at December 31, 2005.

In June 2005, the FASB ratified the consensus reached by the Emerging Issues Task Force ( EITF ) regarding EITF 04-05, Investor s Accounting for an Investment in a Limited Partnership When the Investor is the Sole General Partner and the Limited Partners Have Certain Rights. The conclusion provides a framework for addressing the question of when a sole general partner, as defined in EITF 04-05, should consolidate a limited partnership. The EITF has concluded that the general partner of a limited partnership should consolidate a limited partnership, unless the limited partners have either (a) the substantive ability to dissolve the limited partnership or otherwise remove the general partner without cause, or (b) substantive participating rights. In addition, the EITF concluded that the guidance should be expanded to include all limited partnerships, including those with multiple general partners. We will adopt EITF 04-05 as of January 1, 2006. We have assessed our investments in unconsolidated real estate joint ventures and have determined that EITF 04-05 will not have an impact on our financial condition or results of operations.

**NOTE 16. DISCONTINUED OPERATIONS and SALES of REAL ESTATE**

The following tables summarize income from discontinued operations and the related realized gain on sale of rental property for the nine months ended September 30, 2006 and 2005:

	<b>Nine Months Ended September 30</b>	
	<b>2006</b>	<b>2005</b>
Total Revenues	\$	\$ 79,426
Operating and other expenses	10,125	54,409
Depreciation and amortization		18,906
	10,125	73,315
Income (loss) from discontinued operations	\$ (10,125 )	\$ 6,111

**The Partnership realized a gain on the sale of the rental property of approximately \$5,960,000 during the nine months ended September 30, 2005.**

**NOTE 17. SUBSEQUENTS EVENTS**

See Note 14 for a description of the new mortgages on Hamilton Minuteman and Hamilton 1025 to be obtained in the fourth quarter of 2006.



**Item 2 MANAGERMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

The following discussion should be read in conjunction with the financial statements and notes thereof appearing elsewhere in this Report. This Report, on Form 10-Q, contains forward-looking statements within the meaning of the securities law. Actual results or developments could differ materially from those projected in such statements as a result of certain factors set forth in the section below entitled "Factors That May Affect Future Results" and elsewhere in this Report.

Commercial and residential occupancy rates in Boston and the suburbs continue to improve. While it would appear that the supply of housing units is in equilibrium with demand and brokerage rental expenses have abated, tenants continue to trade up to alternative housing including home ownership. While modest increases in rents do appear to be on the horizon, increased turnover costs, repairs and maintenance costs and energy costs appear to outstrip gains. Management actively manages its utility costs through a third party consultant and investment in new heating equipment, however, increases experienced to date will likely keep net operating income from growing. Management expects these conditions to finish out 2006 and for 2007. It is presently unclear whether future earnings will improve in the near term.

As the pace of condominium sales slow, the Partnership has reevaluated its short term goals and is taking steps to obtain long term financing of units that are not presently on the market to be sold as condominiums (while the interest rate environment is favorable) and improve the cashflow of the joint ventures. To date, unit sales of the three converted complexes (Hamilton Bay, The Hamilton and Hamilton Place) continue to appeal to the widest audience; first time home buyers. As such, sale prices have remained steady and little erosion has occurred. Profit margins of approximately \$55,000 per unit continued to be achieved. The Partnership expects these sales to continue at a slower pace than experienced to date.

Given the low level of taxable income as compared to the current level of distributions, the Partnership will be reviewing the level of distributions in its context of current operations and current condominium sales.

The Partnership has retained The Hamilton Company ( Hamilton ) to manage and administer the Partnership's properties. Hamilton is a full-service real estate management company, which has legal, construction, maintenance, architectural, accounting and administrative departments. The Partnership's properties represent approximately 40% of the total properties and 70% of the residential properties managed by Hamilton. Substantially all of the other properties managed by Hamilton are owned - wholly or partially, directly or indirectly - by Harold Brown. The Partnership's Second Amended and Restated Contract of Limited Partnership (the Partnership Agreement ) expressly provides that the general partner may employ a management company to manage the properties, and that such management company may be paid a fee of 4% of rental receipts for administrative and management services (the Management Fee ). The Partnership annually pays Hamilton the full Management Fee, in monthly installments.

Harold Brown, his brother Ronald Brown and the President of Hamilton, Carl Valeri, collectively own approximately 22.2 % of the depositary receipts representing the Partnership Class A Units (including depositary receipts held by trusts for the benefit of such persons' family members). Harold Brown also owns 75% of the Partnership's Class B Units, 75% of the capital stock of NewReal, Inc. ( NewReal ), the Partnership's sole general partner, and all of the outstanding stock of Hamilton. Ronald Brown also owns 25% of the Partnership's Class B Units and 25% of NewReal's capital stock. In addition, Ronald Brown is the President and director of NewReal and Harold Brown is NewReal's Treasurer and also a director. Three of NewReal's other directors Thomas Raffoul, Conrad DiGregorio, and Edward Sarkesian also own immaterial amounts of the Partnership's Class A Units or receipts.

Beyond the Management Fee, the Partnership Agreement further provides for the employment of outside professionals to provide services to the Partnership and allows NewReal to charge the Partnership for the cost of employing professionals to assist with the administration of the Partnership's properties. In addition to the Management Fee, from time to time the Partnership pays Hamilton for repairs and maintenance services, legal services, construction services and accounting services. The costs charged by Hamilton for these services are at the

same hourly rate charged to all entities managed by Hamilton, and management believes such rates are competitive in the marketplace.

Hamilton accounted for approximately 4% of the repair and maintenance expenses paid for by the Partnership in the nine months ended September 30, 2006 and for the year ended December 31, 2005. Of the funds paid to Hamilton for this purpose, the great majority was to cover the cost of services provided by the Hamilton maintenance department, including plumbing, electrical, carpentry services, and snow removal for those properties close to Hamilton's headquarters. However, several of the larger Partnership properties have their own maintenance staff and use limited Hamilton services. Further, those properties that do not have their own maintenance staff but are located more than a reasonable distance from Hamilton's headquarters in Allston, Massachusetts are generally serviced by local, independent companies.

Hamilton's legal department handles most of the Partnership's eviction and collection matters. Additionally, it prepares most long-term commercial lease agreements and represents the Partnership in selected purchase and sale transactions. Overall, Hamilton provided approximately 75% of the legal services paid for by the Partnership during the nine months ended September 30, 2006 and approximately 70% for the year ended December 31, 2005.

Additionally, as described in Note 3 to the Consolidated Financial Statements, the Hamilton Company received similar fees from the Investment Properties.

R. Brown Partners, which is owned by Ronald Brown, manages the condominium complex where the five condominium units are located in Brookline, Massachusetts. That entity receives annual management fees from the five units of approximately \$1,500, and Hamilton has reduced its management fees to approximately 2%, so that the total management fee does not exceed the 4% allowed by the Partnership's Partnership Agreement.

The Partnership requires that three bids be obtained for construction contracts in excess of \$5,000. Hamilton may be one of the three bidders on a particular project and may be awarded the contract if its bid and its ability to successfully complete the project are deemed appropriate. For contracts that are not awarded to Hamilton, Hamilton charges the Partnership a construction supervision fee equal to 5% of the contract amount. Hamilton's architectural department also provides services to the Partnership on an as-needed basis. During the nine months ended September 30, 2006, Hamilton provided the Partnership approximately \$11,000 in construction and architectural services, compared to \$109,000 for the year ended December 31, 2005.

Prior to 1991, the Partnership employed an outside, unaffiliated company to perform its bookkeeping and accounting functions. Since that time, such services have been provided by the accounting staff at Hamilton which consists of approximately twelve people. Hamilton currently charges the Partnership \$80,000 (\$20,000 per quarter) per year for bookkeeping and accounting services.

For more information on related party transactions, see Note 3 to the Consolidated Financial Statements.

#### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The preparation of consolidated financial statements, in accordance with accounting principles generally accepted in the United States of America, requires the Partnership to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. The Partnership regularly and continually evaluates its estimates, including those related to acquiring, developing and assessing the carrying values of its real estate properties and its investments in and advances to joint ventures. The Partnership bases its estimates on historical experience, current market conditions, and on various other assumptions that are believed to be reasonable under the circumstances. However, because future events and their effects cannot be determined with certainty, the determination of estimates requires the exercise of judgment. The Partnership's critical accounting policies are those which require assumptions to be made about such matters that are highly uncertain. Different estimates could have a material effect on the Partnership's financial results. Judgments and uncertainties affecting the application of these policies and estimates may result in materially different amounts being reported under different conditions and circumstances. See Note 1 to the Consolidated Financial Statements, Principles of Consolidation.

Revenue Recognition: Revenues from rental properties are recognized when due from tenants. Residential leases are generally for terms of one year and commercial leases are generally for five to ten years, with renewal options at increased rents. Significant commercial leases with stepped increases over the term of the lease are recorded on the straight-line basis.

Real Estate and Depreciation: Real estate assets are stated at the lower of cost or fair value, less accumulated depreciation. Costs related to the acquisition, development, construction and improvement of properties are capitalized, including interest, internal wages and benefits, real estate taxes and insurance. Capitalization usually begins with commencement of development activity and ends when the property is ready for leasing. Replacements and improvements such as HVAC equipment, structural replacements, windows, appliances, flooring, carpeting and kitchen/bath replacements and renovations are capitalized and depreciated over their estimated useful lives as follows:

- Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets. In assessing estimated useful lives, the Partnership makes assumptions based on historical experience acquired from both within and outside the Partnership. These assumptions have a direct impact on the Partnership's net income.
- Ordinary repairs and maintenance, such as unit cleaning and painting and appliance repairs, are expensed.

If there is an event or change in circumstances that indicates an impairment in the value of a property, the Partnership's policy is to assess the impairment by making a comparison of the current and projected operating cash flows of the property over its remaining useful life, on an undiscounted basis, to the carrying amount of the property. If the carrying value is in excess of the estimated projected operating cash flows of the property, the Partnership would recognize an impairment loss equivalent to the amount required to adjust the carrying amount to its estimated fair value. The Partnership has not recognized an impairment loss since 1995.

Rental Property Held for Sale and Discontinued Operations: When assets are identified by management as held for sale, the Partnership discontinues depreciating the assets and estimates the sales price, net of selling costs, of such assets. If, in management's opinion, the net sales price of the assets which have been identified as held for sale is less than the net book value of the assets, a valuation allowance is established. Properties identified as held for sale and/or sold are presented in discontinued operations for all periods presented.

Investments in Partnerships: The Partnership accounts for its 50% ownership in the Investment Properties under the equity method of accounting, as it exercises significant influence over, but does not control these entities. These investments are recorded initially at cost, as Investments in Partnerships, and subsequently adjusted for the Partnership's share in earnings, cash contributions and distributions. Under the equity method of accounting, our net equity is reflected on the consolidated balance sheets, and our share of net income or loss from the Partnership is included on the consolidated statements of income.

With respect to investments in and advances to the Investment Properties, the Partnership looks to the underlying properties to assess performance and the recoverability of carrying amounts for those investments in a manner similar to direct investments in real estate properties. An impairment charge is recorded if the carrying value of the investment exceeds its fair value.

Legal Proceedings: The Partnership is subject to various legal proceedings and claims that arise, from time to time, in the ordinary course of business. These matters are frequently covered by insurance. If it is determined that a loss is likely to occur, the estimated amount of the loss is recorded in the financial statements. Both the amount of the loss and the point at which its occurrence is considered likely can be difficult to determine.

Off Balance Sheet Arrangements: The Partnership has no off balance sheet arrangements including special purpose entities.

**RESULTS OF OPERATIONS**

**Comparison of the three months ended September 30, 2006 to the three months ended September 30, 2005** (as adjusted for discontinued operations):

The Partnership and its Subsidiary Partnerships earned income before other income and discontinued operations of approximately \$178,593 during the three months ended September 30, 2006 compared to approximately \$601,312 for the three months ended September 30, 2005, a decrease of \$422,719 (70%). The rental activity is summarized as follows:

	Occupancy Date		July 24,		November 8,	
	October 24,		2006		2005	
	2006					
<b>Residential</b>						
Units	2,402		2,402		2,402	
Vacancies	39		42		34	
Vacancy rate	1.6	%	1.7	%	1.4	%
<b>Commercial</b>						
Total square feet	84,998		84,998		85,275	
Vacancy	6,075		6,075		0	
Vacancy rate	7.1	%	7.1	%	0	%

	Rental Income (in thousands)			
	Three Months Ended September 30, 2006		2005	
	Total Operations	Continuing Operations	Total Operations	Continuing Operations
Total rents	\$ 7,901	\$ 7,901	\$ 7,837	\$ 7,837
Residential percentage	93	% 93	% 93	% 93
Commercial percentage	7	% 7	% 7	% 7
Contingent rentals	\$ 89	\$ 89	\$ 103	\$ 103

*Three Months Ended September 30, 2006 Compared to Three Months Ended September 30, 2005*

	September 30, 2006	September 30, 2005	Dollar Change	Percent Change	
<b>Revenues:</b>					
Rental income	\$ 7,900,595	\$ 7,836,797	63,798	0.08	%
Laundry and sundry income	91,387	105,951	(14,564 )	(13.75	)%
	7,991,982	7,942,748	49,234	0.06	%
<b>Expenses:</b>					
Administrative	342,895	307,881	35,014	11.37	%
Depreciation and amortization	1,769,965	1,642,148	127,817	7.78	%
Interest	1,945,283	1,960,195	(14,912 )	(0.07	)%
Management fees	329,542	315,741	13,801	4.37	%
Operating	773,417	692,382	81,035	11.70	%
Renting	173,460	190,651	(17,191 )	(9.01	)%
Repairs and maintenance	1,593,550	1,371,378	222,172	16.20	%
Taxes and insurance	885,277	861,060	24,217	2.81	%
	7,813,389	7,341,436	471,953	6.40	%
Income Before Other Income and Discontinued Operations	178,593	601,312	(422,719 )	(70.30	)%
<b>Other Income (Loss)</b>					
Interest income	118,909	58,907	60,002	101.86	%
(Loss) from investment in joint ventures	34,502	521,993	(487,491 )	(93.39	)%
	153,411	580,900	(427,489 )	(73.59	)%
Income from Continuing Operations	332,004	1,182,212	(850,208 )	(71.90	)%
<b>Discontinued Operations:</b>					
Income (loss) from discontinued operations		1,727	(1,727 )	(100.00	)%
Gain (loss) on the sale of real estate from discontinued operations		189,670	(189,670 )	(100.00	)%
		191,397	(191,397 )	(100.00	)%
Net Income	\$ 332,004	\$ 1,373,609	(1,041,605 )	(75.83	)%

Rental income for the three months ended September 30, 2006 was approximately \$7,901,000 compared to approximately \$7,837,000 for the three months ended September 2005, an increase of approximately \$64,000 (1%). There were minimal fluctuations at the majority of Partnership properties with no significant change at any one property for the three months ended September 30, 2006.

Total expenses for the three months ended September 30, 2006 were approximately \$7,813,000 compared to approximately \$7,341,000 for the three months ended September 30, 2005, an increase of approximately \$472,000. The most significant increase was in repairs and maintenance of approximately \$222,000 due to continued efforts to maintain occupancy levels. Operating expenses increased approximately \$81,000 due to increased utility costs. Depreciation and amortization expense increased approximately \$128,000 due to continued capital improvements to Partnership properties. These increases are offset by a decrease in interest of approximately \$15,000 due to a lower level of debt and a decrease in renting expenses of approximately \$17,000 due to a decrease in rental commissions.

At September 30, 2006, the Partnership has a 50% ownership interest in six different investment properties. The net income on these investments is \$34,502 for the three months ended September 30, 2006 compared to income of

\$521,993 for the three months ended September 30, 2005, a decrease of \$487,491. This decrease in income from the investment properties is due to a gain of approximately \$1,712,000 in 2006 compared to a gain of \$2,431,341 in 2005 as well as vacancies at the properties while preparing them for resale. Additionally, expenses such as depreciation and amortization increased due to ongoing capital improvements, and professional fees were incurred in connection with converting the properties into condominium units. See Note 14 to the Consolidated Financial Statements for financial information of these investment properties. The summaries are as follows:

**Franklin Street, Cambridge, Massachusetts**

The Partnership invested in a 40-unit property in 2001. The Partnership's share of loss on this investment is \$39,895 and \$45,230 for the three months ended September 30, 2006 and 2005, respectively. The Partnership's share of loss on this investment is \$90,568 and \$107,557 for the nine months ended September 30, 2006 and 2005, respectively. There were no units vacant at October 24, 2006.

**Hamilton Place, Watertown, Massachusetts**

The Partnership invested in 283 units in six buildings in August 2004. The Partnership plans to sell 137 of the units as condominiums located in three buildings. At October 24, 2006, 90 units have been sold and three additional units have reservation agreements. The Partnership's share of loss on the investment held as a rental property is approximately \$160,000 and \$192,000 for the three months ended September 30, 2006 and 2005 respectively, and a loss of approximately \$449,000 and \$880,000 for the nine months ended September 30, 2006 and 2005 respectively. The Partnership's share of income on the building with the units held for sale is approximately \$218,000 and \$381,000 for the three months ended September 30, 2006 and 2005 respectively. The Partnership's share of income includes a gain on units sales of approximately \$330,000 and \$62,000 for the three months ended September 30, 2006 and 2005 respectively. The Partnership's share of income on the buildings with units held for sale is approximately \$382,000 and \$1,282,000 for the nine months ended September 30, 2006 and 2005 respectively. The Partnership's share of income includes a gain on the sale of units of approximately \$747,000 and \$1,701,000 for the nine months ended September 30, 2006 and 2005 respectively. There were 5 units vacant in the buildings with units held for sale at October 24, 2006.

**Hamilton Minuteman, Lexington, Massachusetts**

The Partnership invested in a 42-unit residential complex in September 2004. The Partnership's share of loss on this investment is approximately \$87,000 and \$62,000 for the three months ended September 30, 2006 and 2005, respectively. The Partnership's share of loss is approximately \$249,000 and \$190,000 for the nine months ended September 30, 2006 and 2005 respectively. The increase in loss is due to the fees associated with preparing the building as condominium units and ultimately ready for resale. It had been the Partnership's plan to sell this property as condominiums, however due to the current real estate market the Partnership has decided to keep this property as rental units. The Partnership is obtaining a new 10 year mortgage on this property in the amount of \$5,500,000. The interest on the new loans is 5.67% fixed for the 10 year term with interest only payments for five years and amortized over 30 years for the balance of the loan term. The new loan requires a cash contribution by the Partnership of \$1,250,000. The new loan will close during the fourth quarter of 2006. There were no vacant units at October 24, 2006.

**Essex 81, Boston, Massachusetts**

The Partnership invested in this property in March 2005. The property consists of 49 residential units, one commercial space, and a 50 car surface parking lot. The Partnership's share of loss on this investment is approximately \$60,000 and \$51,000 for the three months ended September 30, 2006 and 2005, respectively. The Partnership's share of loss on this investment is approximately \$133,000 and \$122,000 for the nine months ended September 30, 2006 and 2005 respectively. There were no vacant units at October 24, 2006.

1025 Hamilton, Quincy, Massachusetts

The Partnership invested in a 176-unit property in March 2005. The Partnership plans to sell 127 units as condominiums. As of October 24, 2006, 106 units have been sold, and 3 units have been reserved. The Partnership's share of income is approximately \$83,000 and \$491,000 for the three months ended September 30, 2006 and 2005 respectively. The Partnership's share of income includes gains on unit sales of \$154,000 and \$654,000 during the three months ended September 30, 2006 and 2005 respectively. The Partnership's share of income is approximately \$280,000 and \$1,208,000 for the nine months ended September 30, 2006 and 2005 respectively. The Partnership's share of income includes gains on unit sales of approximately \$653,000 and \$1,579,000 for the nine months ended September 30, 2006 and 2005, respectively. There were 4 vacant units at October 24, 2006.

**Hamilton Bay, Quincy, Massachusetts**

The Partnership invested \$2,500,000 in a 168 unit apartment complex in Quincy, Massachusetts in October 2005. The Partnership plans to sell the majority of units as condominiums and retain 48 units for long-term investment. The proceeds from the condominium sales will be used primarily to reduce the outstanding mortgage. Gains from the sales of units will be taxed at ordinary income tax rates. The Partnership's share of income on this investment is approximately \$80,000 and \$176,000 for the three and nine months ended September 30, 2006 respectively. The Partnership's share of income includes a gain on the sale of units of \$372,000 and \$1,132,000 for the three and nine months ended September 30, 2006 respectively. As of October 24, 2006, 44 units have been sold and an additional nine units have a signed purchase and sales agreement. There were 12 vacant units at October 24, 2006.

Interest income was approximately \$119,000 for the three months ended September 30, 2006 compared to approximately \$59,000 for the three months ended September 30, 2005, an increase of approximately \$60,000. This increase reflects an increase in interest rates.

As a result of the changes discussed above, net income for the three months ended September 30, 2006 was \$332,004 compared to \$1,373,609 for the three months ended September 30, 2005, a decrease of \$1,041,605.

25

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**Comparison of the nine months ended September 30, 2006 to the nine months ended September 30, 2005**

The Partnership and its Subsidiary Partnerships earned income before other income of \$1,129,582 for the nine months ended September 30, 2006 compared to \$1,575,061 for the nine months ended September 30, 2005, a decrease of \$445,479 (28%). The following is a summary of the Partnership's rental income and operating expenses for the nine months ended September 30, 2006 and 2005. As more fully described in the schedules below, the decrease in income from operations is due to an increase in operating expenses specifically depreciation and amortization as well as repairs and maintenance expenses. This increase in expenses are offset by decreases in interest expense, renting expense and taxes and insurance.

*Nine Months Ended September 30, 2006 Compared to Nine Months Ended September 30, 2005*

	September 30, 2006	September 30, 2005	Dollar Change	Percent Change	
<b>Revenues:</b>					
Rental income	\$ 23,715,253	\$ 23,446,985	\$ 268,268	1.14	%
Laundry and sundry income	322,888	310,007	12,881	4.15	%
	24,038,141	23,756,992	281,149	1.18	%
<b>Expenses:</b>					
Administrative	1,018,189	967,199	50,990	5.27	%
Depreciation and amortization	5,127,899	4,745,603	382,292	8.06	%
Interest	5,792,084	5,842,077	(49,993)	(0.08)	%
Management fees	976,570	956,485	20,085	2.10	%
Operating	2,929,957	2,870,006	59,951	2.09	%
Renting	367,566	448,420	(80,854)	(18.03)	%
Repairs and maintenance	4,056,687	3,661,190	395,497	10.78	%
Taxes and insurance	2,639,607	2,690,951	(51,344)	(1.90)	%
	22,908,559	22,181,931	726,628	3.28	%
Income before other income	1,129,582	1,575,061	(445,479)	(28.28)	%
<b>Other Income (Loss)</b>					
Interest income	321,686	156,815	164,871	105.14	%
(Loss) from investment in partnerships	(83,569)	1,189,475	(1,273,044)	(107.03)	%
	238,117	1,346,290	(1,108,173)	(82.31)	%
Income from continuing operations	1,367,699	2,921,351	(1,553,652)	(53.18)	%
<b>Discontinued Operations:</b>					
Income (loss) from discontinued operations	(10,125)	6,111	(16,236)	265.68	%
Gain on the sale of real estate from discontinued operations		5,960,033	(5,960,033)	100.00	%
	(10,125)	5,966,144	(5,976,269)	(100.02)	%
Net Income	\$ 1,357,574	\$ 8,887,495	\$ (7,529,921)	(84.72)	%

Rental income from continuing operations for the nine months ended September 30, 2006 was approximately \$23,715,000 compared to approximately \$23,447,000 for the nine months ended September 30, 2005, an increase of approximately \$270,000. The properties with the most significant rental income increases include 62 Boylston Street in the amount of approximately \$207,000, Westgate Apartments of approximately \$70,000, Hamilton Oaks of approximately \$66,000 and 1144 Commonwealth Avenue of approximately \$30,000. These increases are offset by decreases of approximately \$32,000 at Executive Apartments and decreases of approximately \$18,000 each at Dean





Street and Riverside Condo. The Middlesex Apartments sold in March 2005 collected rental income of approximately \$79,000 in 2005.

Total expenses from continuing operations for the nine months ended September 30, 2006 were approximately \$22,909,000 compared to approximately \$22,182,000 for the nine months ended September 30, 2005, an increase of approximately \$727,000. The most significant increases were in depreciation and amortization of approximately \$382,000, repairs and maintenance expenses of approximately \$395,000 due to ongoing repairs to properties in an effort to maintain occupancy levels, an increase of approximately \$60,000 in operating expenses due to higher utility costs and an increase in administrative expenses of approximately \$51,000 due to increased professional fees. The Partnership also had decreases in expenses such as renting expenses of approximately \$81,000 due to decreases in advertising and rental commissions, taxes and insurance of approximately \$51,000 due to decreases in real estate taxes and insurance premiums, and a decrease in interest expense of approximately \$50,000 due to a lower level of debt.

Interest income was approximately \$332,000 for the nine month ended September 30, 2006, compared to approximately \$157,000 for the nine months ended September 30, 2005, an increase of approximately \$165,000. This increase is due primarily to an increase in interest rates.

As discussed previously, the Partnership has a 50% ownership interest in six investment properties. The net loss from these investments is approximately \$84,000 for the nine months ended September 30, 2006 compared to income of approximately \$1,189,000 for the nine months ended September 30, 2005. The Partnership's share of income includes a gain on the sale of units of \$2,531,000 and \$3,280,000 for the nine months ended September 30, 2006 and 2005, respectively. (See Note 14 to the financial statements for additional information.)

On March 22, 2005, the Partnership sold the Middlesex Apartments located in Newton, Massachusetts. The selling price was \$6,500,000. The loss on discontinued operation for the nine months ended September 30, 2006 was \$10,125 which represents state taxes paid. The operating profit for the nine months ended September 30, 2005 was \$6,111 and the gain of \$5,960,033, net of mortgage prepayment penalties of approximately \$382,000 and selling expenses are included in income from discontinued operations. See Note 3 to the Consolidated Financial Statements.

As a result of the changes discussed above, net income for the nine months ended September 30, 2006 was \$1,357,574 compared to \$8,887,495 for the nine months ended September 30, 2005, a decrease of \$7,529,921.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Partnership's principal sources of cash during 2006 and 2005 were the collection of rents, sale of a Partnership property and the refinancing of a Partnership property in 2005.

The majority of cash and cash equivalents of \$11,363,167 at September 30, 2006 and \$12,049,392 at December 31, 2005 was held in interest bearing accounts at creditworthy financial institutions.

This decrease in cash for the nine months ended September 30, 2006 is summarized as follows:

	Nine Months Ended September 30,	
	2006	2005
Cash provided by operating activities	\$ 6,344,636	\$ 5,940,316
Cash provided by (used in) investing activities	(2,724,264 )	(780,736 )
Cash provided by (used in) financing activities	(674,185 )	154,431
Distributions paid	(3,632,412 )	(3,632,411 )
Net increase (decrease) in cash and cash equivalents	\$ (686,225 )	\$ 1,681,600

27

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The cash provided by operating activities is calculated primarily by adding depreciation expense to the net income. The decrease in cash provided by investing activities is due to the following (i) the sale in March 2005 of a Partnership property resulting in proceeds of approximately \$6,000,000 in 2005 (ii) continued capital improvements to Partnership properties in 2006 and (iii) capital contributions to the Partnership's investment in the joint venture. The increase in cash used in financing activities is due to the refinancing of a Partnership property in 2005 resulting in an increase in cash of \$2,000,000 in 2005.

The Partnership is refinancing two properties held by the investment properties, Hamilton Minuteman and Hamilton 1025. In connection with the refinancing of Hamilton Minuteman, the Partnership is required to contribute \$1,250,000 to pay down the present mortgage. This contribution will be funded from the Partnership's cash reserves. These loans will close during the fourth quarter of 2006.

During the nine months ended September 30, 2006 the Partnership invested an additional \$600,000 in Hamilton Bay and \$300,000 in Hamilton on Main for a total investment of \$900,000. As discussed in Notes 14 to the Consolidated Financial Statements, the lender requires minimum principal payments as units are sold. The principal pay downs due to unit sales as well as the continued capital improvements to the investment properties during the nine months ended September 30, 2006 resulted in the need for an additional cash investment by the Partnership. See Note 14 of the Consolidated Financial Statements for additional information on the investments and the related loss on these investments.

The Partnership paid quarterly distributions of \$7.00 per unit (\$0.70 per depositary receipts) in March, June, and September 2006 for a total distribution in 2006 of \$3,632,412. Management anticipates that similar quarterly distributions will continue to be made during 2006.

The portfolio encumbered by debt is comprised of 58% nonamortizing (interest only) debt. The present level of distribution is 56% of the net income plus depreciation. Management continues to be comfortable with the percentages due to the low debt to equity levels and pace of condominium sales. Management will continue to review this on a regular basis.

As discussed in Note 3 to the Consolidated Financial Statements, the Partnership purchased five condominiums in a 42-unit building located in Brookline, Massachusetts. The original mortgage of \$1,600,000 due in August 2006 has been extended to August 2009. The interest rate on the new loan is 6.5% fixed for three years.

During the nine months ended September 30, 2006, the Partnership and its Subsidiary Partnerships completed certain improvements to their properties at a total cost of approximately \$1,824,000. The most significant improvements were made at the following properties: approximately \$300,000 at Westgate Woburn in Woburn, Massachusetts; approximately \$272,000 at Hamilton Oaks in Brockton, Massachusetts; approximately \$214,000 at Westside Colonial in Brockton, Massachusetts; approximately \$120,000 at 62 Boylston Street in Boston, Massachusetts; approximately \$119,000 at School Street in Framingham, Massachusetts and approximately \$94,000 at Executive Apartments in Framingham, Massachusetts. All such improvements were funded from the Partnership's cash reserves and escrow accounts established in connection with the financing of applicable properties.

In addition to the improvements made to date in 2006, the Partnership and its Subsidiary Partnerships plan to invest an additional \$164,000 in capital improvements during the balance of 2006, the majority of which will be spent at 1144 Commonwealth Avenue, Clovelly, Westside Colonial, 62 Boylston, and North Beacon Street. These improvements will be funded from escrow accounts established in connection with the financing of applicable properties, as well as from the Partnership's cash reserves.

As of September 30, 2006, the Partnership had a 50% ownership in six joint ventures, all of which have mortgage indebtedness. We do not have control of these partnerships and therefore we account for them using the equity method of consolidation. At September 30, 2006, our proportionate share of the limited recourse debt related to these investments was approximately \$34,104,000. See Note 14 to the Consolidated Financial Statements for details of the investment properties including results of operations, equity and units sales.

The Partnership anticipates that cash from operations and interest-bearing investments will be sufficient to fund its current operations, finance current improvements to its properties and meet bank obligations on current mortgages. The Partnership's net income and cash flow may fluctuate dramatically from year to year as a result of the sale of properties, mortgage financings, unanticipated increases in expenses, or the loss of significant tenants.

#### **Contractual Obligations**

Please see Note 5 to the Consolidated Financial Statements for a description of mortgage notes payable. The Partnerships have no other contractual obligation to be disclosed.

#### **Factors That May Affect Future Results**

Certain information contained herein includes forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Liquidation Reform Act of 1995 (the "Act"). While forward looking statements reflect management's good faith beliefs when those statements are made, caution should be exercised in interpreting and relying on such forward looking statements, the realization of which may be impacted by known and unknown risks and uncertainties, events that may occur subsequent to the forward-looking statements, and other factors which may be beyond the Partnership's control and which can materially affect the Partnership's actual results, performance or achievements for 2006 and beyond.

Along with risks detailed from time to time in the Partnership's filings with the Securities and Exchange Commission, some factors that could cause the Partnership's actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include but are not limited to the following:

The Partnership depends on the real estate markets where its properties are located, primarily in Eastern Massachusetts and these markets may be adversely affected by local economic market conditions, which are beyond the Partnership's control.

The Partnership is subject to the general economic risks affecting the real estate industry, such as dependence on tenant's financial condition and the need to enter into new leases or renew leases on terms favorable to tenants in order to generate rental revenues. The Partnership is also impacted by changing economic conditions making alternative housing arrangements more or less attractive to the Partnership's tenants, such as the interest rates on single family home mortgages and the availability and purchase price of single-family homes in the Greater Boston metropolitan area.

The Partnership is subject to significant expenditures associated with each investment, such as debt service payments, real estate taxes, insurance and maintenance costs, which are generally not reduced when circumstances cause a reduction in revenues from a property.

The Partnership is subject to increases in heating and utility costs that may arise as a result of economic and market conditions and fluctuations in seasonal weather conditions.

Civil disturbances, earthquakes and other natural disasters may result in uninsured or underinsured losses.

Actual or threatened terrorist attacks may adversely affect our ability to generate revenues and the value of our properties.

Financing or refinancing of Partnership properties may not be available to the extent necessary or desirable, or may not be available on favorable terms.

The Partnership properties face competition from similar properties in the same market. This competition may affect the Partnership's ability to attract and retain tenants and may reduce the rents that can be charged.

Given the nature of the real estate business, the Partnership is subject to potential environmental liabilities. These include environmental contamination in the soil at the Partnership's or neighboring real estate, whether caused by the Partnership, previous owners of the subject property or neighbors of the subject property, and the presence of hazardous materials in the Partnership's buildings, such as asbestos, mold and radon gas. Management is not aware of any material environmental liabilities at this time.

Insurance coverage for and relating to commercial properties is increasingly costly and difficult to obtain. In addition, insurance carriers have excluded certain specific items from standard insurance policies, which have resulted in increased risk exposure for the Partnership. These include insurance coverage for acts of terrorism and war, and coverage for mold and other environmental conditions. Coverage for these items is either unavailable, or prohibitively expensive.

Market interest rates could adversely affect the market prices for Class A Partnership Units and Depositary Receipts as well as performance and cash flow.

Changes in the tax laws and regulations may affect the income taxable to owners of the Partnership. These changes may affect the after-tax value of future distributions.

The Partnership may fail to identify, acquire, construct, or develop additional properties; may develop or acquire properties that do not produce a desired or expected yield on invested capital; may be unable to sell poorly-performing or otherwise undesirable properties quickly; or may fail to effectively integrate acquisitions of properties or portfolios of properties.

Risks associated with the use of debt to fund acquisitions and developments.

Competition for acquisitions may result in increased prices for properties.

The sale of condominium units may not generate enough net proceeds to pay the minimum curtailment payments required at the Investment Properties. The Partnership may be required to fund any deficiencies.

Any weakness identified in the Partnership's internal controls as part of the evaluation being undertaken by the Company and its independent public accountants pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 could have an adverse effect on the Company's business.

Ongoing compliance with Sarbanes-Oxley Act of 2002 may require additional personnel or system changes.

The foregoing factors should not be construed as exhaustive or as an admission regarding the adequacy of disclosures made by the Partnership prior to the date hereof or the effectiveness of said Act. The Partnership expressly disclaims any obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

The residential real estate market in the Greater Boston area continues to be competitive and the Partnership anticipates the climate will remain the same in the foreseeable future. This may result in increases in vacancy rates and/or a reduction in rents. The Partnership believes its present cash reserves as well as anticipated rental revenue will be sufficient to fund its current operations, and to finance current planned improvements to its properties and continue dividend payments in the foreseeable future.

Since the Partnership's long-term goals include the acquisition of additional properties, a portion of the proceeds from the refinancing and sale of properties is reserved for this purpose. The Partnership will consider refinancing existing properties if the Partnership's cash reserves are insufficient to repay existing mortgages or if the Partnership needs additional funds for future acquisitions.

**Item 3 QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

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As of September 30, 2006, the Partnership and its subsidiary Partnerships collectively have approximately \$114,911,000 in long-term debt, all of which have fixed interest rates. Accordingly, the fair value of these debt instruments is affected by changes in market interest rates. For information regarding the fair value and maturity dates of these debt obligations, see Notes 5 and 12 to the Consolidated Financial Statements.

For additional disclosures about market risk, see Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations Factors that May Affect Future Results.

### **Item 4 CONTROLS AND PROCEDURES**

*Disclosure Controls and Procedures.* The Partnership's management, with the participation of the Partnership's chief executive officer and chief financial officer, has evaluated the effectiveness of the Partnership's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on such evaluation, the Partnership's chief executive officer and chief financial officer have concluded that, as of the end of such period, the Partnership's disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Partnership in the reports that it files or submits under the Exchange Act.

*Internal Control Over Financial Reporting.* There have not been any changes in the Partnership's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Partnership's internal control over financial reporting.



**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

**Item 1A Risk Factors**

See Risk Factors in Part I, Item 1A of our report on Form 10-K for the year ended December 31, 2005.

**Item 2. Unregistered Sale of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.

**Item 5. Other Information**

We received a comment letter from the SEC on April 24, 2006 regarding our Annual Report on Form 10-K for the year ended December 31, 2005. There was also additional letters of comment on June 30 and August 31, 2006 in response to the Partnership's response to the aforementioned letter. The ultimate resolution of an unresolved item will not result in a change in financial position or results of operations and cash flow for 2005 and what we expect to file with the SEC will adequately address the issue raised by the SEC. We can give no assurance, however, that the SEC upon review of this and future filings will not take a contrary view or raise more issues.

**Item 6. Exhibits**

(a) See the exhibit index below.

32

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 9, 2006

NEW ENGLAND REALTY ASSOCIATES  
LIMITED PARTNERSHIP

By: NEWREAL, INC.,  
its General Partner\*

By: /s/ Ronald Brown  
Ronald Brown, President

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\* Functional equivalent of Chief Executive Officer, Principal  
Financial Officer and Principal Accounting Officer

**EXHIBIT INDEX**

Exhibit

Exhibit No.	Description of Exhibit
(3)	Second Amended and Restated Contract of Limited Partnership (1)
(4)	(a) Specimen certificate representing Depositary Receipts. (2) (b) Description of rights of holders of Partnership securities. (2) (c) Deposit Agreement, dated August 12, 1987, between the General Partner and the First National Bank of Boston. (3)
(10)	Purchase and Sale Agreement by and between Sally A. Starr and Lisa Brown, Trustees of Omnibus Realty Trust, a nominee trust. (4)
(31.1)	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Ronald Brown, Principal Executive Officer of the Partnership (President and a Director of NewReal, Inc., sole General Partner of the Partnership).
(31.2)	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Harold, Principal Financial Officer of the Partnership (Treasurer and a Director of NewReal, Inc., sole General Partner of the Partnership).
(32.1)	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Ronald Brown, Principal Executive Officer of the Partnership (President and a Director of NewReal, Inc., sole General Partner of the Partnership).
(32.2)	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of Harold Brown, Principal Financial Officer of the Partnership (Treasurer and a Director of NewReal, Inc., sole General Partner of the Partnership).

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(1) Incorporated by reference to Exhibit A to the Partnership's Statement Furnished in Connection with the Solicitation of Consents filed under the Securities Exchange Act of 1934 on October 14, 1986.

(2) Incorporated herein by reference to Exhibit A to Exhibit 2(b) to the Partnership's Registration Statement on Form 8-A, filed under the Securities Exchange Act of 1934 on August 17, 1987.

(3) Incorporated herein by reference to Exhibit 2(b) to the Partnership's Registration Statement on Form 8-A, filed under the Securities Exchange Act of 1934 on August 17, 1987.

(4) Incorporated by reference to Exhibit 2.1 to the Partnership's Current Report on Form 8-K dated June 30, 1995.

34

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