NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP
Form 10-Q
August 07, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2015

OR

o 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 001-31568

New England Realty Associates Limited Partnership

(Exact name of registrant as specified in its charter)

Massachusetts	**04-2619298**
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)
39 Brighton Avenue, Allston, Massachusetts	**02134**
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark 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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer x
Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company o

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

As of August 5, 2015, there were 100,978 of the registrant s Class A units (3,029,351 Depositary Receipts) of limited partnership issued and outstanding and 24,016 Class B units issued and outstanding.

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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 consolidated balance sheet as of December 31, 2014 has been derived from the audited consolidated balance sheet at that date but does not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements.

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, 2014.

The results of operations for the three and six month periods ended June 30, 2015 are not necessarily indicative of the results to be expected for the entire fiscal year or any other period.

NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	June 30, 2015	December 31, 2014
ASSETS	**Unaudited**	
Rental Properties	$ 146,682,696	$ 149,116,084
Cash and Cash Equivalents	15,406,249	14,015,898
Rents Receivable	526,229	474,225
Insurance Recovery Receivable	952,084	
Real Estate Tax Escrows	338,094	340,341
Prepaid Expenses and Other Assets	3,776,461	3,287,005
Investments in Unconsolidated Joint Ventures	7,866,077	8,807,868

Financing Fees		1,625,748		1,735,652
Total Assets	$	177,173,638	$	177,777,073
LIABILITIES AND PARTNERS CAPITAL				
Mortgage Notes Payable	$	196,005,736	$	196,071,540
Distribution and Loss in Excess of Investment in Unconsolidated Joint Venture		1,534,258		1,425,369
Accounts Payable and Accrued Expenses		4,298,542		3,099,117
Advance Rental Payments and Security Deposits		4,975,554		4,548,729
Total Liabilities		206,814,090		205,144,755
Commitments and Contingent Liabilities (Notes 3 and 9)				
Partners Capital 126,400 and 127,653 units outstanding in 2015 and 2014 respectively		(29,640,452)		(27,367,682)
Total Liabilities and Partners Capital	$	177,173,638	$	177,777,073

See notes to consolidated financial statements.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2015	**2014**	**2015**	**2014**
Revenues				
Rental income	$ 10,948,498	$ 10,439,568	$ 21,921,289	$ 20,954,287
Laundry and sundry income	112,920	120,967	215,649	224,177
	11,061,418	10,560,535	22,136,938	21,178,464
Expenses				
Administrative	487,233	568,915	1,020,310	1,099,482
Depreciation and amortization	2,520,264	2,747,467	5,004,557	5,471,646
Management fee	465,716	438,068	916,419	865,461
Operating	908,112	1,020,323	2,994,297	2,702,257
Renting	155,274	108,612	221,201	145,469
Repairs and maintenance	1,822,707	1,601,307	3,169,921	2,812,456
Taxes and insurance	1,450,928	1,351,043	2,913,904	2,792,153
	7,810,234	7,835,735	16,240,609	15,888,924
Income Before Other Income (Expense)	3,251,184	2,724,800	5,896,329	5,289,540
Other Income (Expense)				
Interest income	168	199	362	382
Interest expense	(2,376,481)	(2,380,896)	(4,737,395)	(4,767,062)
Income (Loss) from investments in unconsolidated joint ventures	221,586	(62,382)	346,820	(270,633)
	(2,154,727)	(2,443,079)	(4,390,213)	(5,037,313)
Net Income	$ 1,096,457	$ 281,721	$ 1,506,116	$ 252,227
Net Income per Unit	$ 8.66	$ 2.18	$ 11.87	$ 1.95
Weighted Average Number of Units Outstanding	126,646	128,988	126,859	129,149

See notes to consolidated financial statements.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN PARTNERS CAPITAL

(Unaudited)

	Units						Partners s Capital			
	Limited		General		Treasury		Limited		General	
	Class A	Class B	Partnership	Subtotal	Units	Total	Class A	Class B	Partnership	Total
Balance January 1, 2014	144,180	34,243	1,802	180,225	50,738	129,487	$ (17,485,327)	$ (4,145,076)	$ (218,160)	$ (21,848,563)
Distribution to Partners							(1,548,307)	(367,723)	(19,354)	(1,935,384)
Stock Buyback					664	(664)	(757,246)	(175,019)	(9,212)	(941,477)
Net Income							201,782	47,923	2,522	252,227
Balance June 30, 2014	144,180	34,243	1,802	180,225	51,402	$ 128,823	$ (19,589,098)	$ (4,639,895)	$ (244,204)	$ (24,473,197)
Balance January 1, 2015	144,180	34,243	1,802	180,225	52,572	127,653	$ (21,910,488)	$ (5,184,335)	$ (272,859)	$ (27,367,682)
Distribution to Partners							(1,519,908)	(360,978)	(18,999)	(1,899,885)
Stock Buyback					1,253	(1,253)	(1,505,645)	(354,688)	(18,668)	(1,879,001)
Net Income							1,204,893	286,162	15,061	1,506,116
Balance June 30, 2015	144,180	34,243	1,802	180,225	53,825	126,400	$ (23,731,148)	$ (5,613,839)	$ (295,465)	$ (29,640,452)

See notes to consolidated financial statements.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Six Months Ended June 30,	
	2015	**2014**
Cash Flows from Operating Activities		
Net income	$ 1,506,116	$ 252,227
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	5,004,557	5,471,646
(Income) Loss from investments in joint venture	(346,820)	270,633
Change in operating assets and liabilities		
(Increase) in rents receivable	(52,004)	(60,704)
Increase (Decrease) in accounts payable and accrued expense	1,199,425	(556,289)
(Increase) in insurance recovery receivable	(952,084)	
Decrease in real estate tax escrow	2,247	81,194
(Increase) in prepaid expenses and other assets	(519,096)	(434,134)
Increase in advance rental payments and security deposits	426,825	333,065
Total Adjustments	4,763,050	5,105,411
Net cash provided by operating activities	6,269,166	5,357,638
Cash Flows from Investing Activities		
Proceeds from unconsolidated joint ventures	1,254,487	867,741
Distribution in excess of investment in unconsolidated joint ventures	165,000	100,000
(Investment in) unconsolidated joint ventures	(21,987)	(117,741)
Improvement of rental properties	(2,431,625)	(1,642,788)
Net cash (used in) investing activities	(1,034,125)	(792,788)
Cash Flows from Financing Activities		
Payment of financing costs		(201,917)
Proceeds of mortgage notes payable		609,555
Principal payments and payoffs of mortgage notes payable	(65,804)	(3,495,661)
Stock buyback	(1,879,001)	(941,477)
Distributions to partners	(1,899,885)	(1,935,384)
Net cash (used in) financing activities	(3,844,690)	(5,964,884)
Net Increase (Decrease) in Cash and Cash Equivalents	1,390,351	(1,400,034)
Cash and Cash Equivalents, at beginning of period	14,015,898	14,013,380
Cash and Cash Equivalents, at end of period	$ 15,406,249	$ 12,613,346

See notes to consolidated financial statements.

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NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2015

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 24 properties which include 16 residential buildings; 4 mixed use residential, retail and office buildings; 3 commercial buildings and individual units at one condominium complex. These properties total 2,412 apartment units, 19 condominium units and 108,043 square feet of commercial space. Additionally, the Partnership also owns a 40-50% interest in 9 residential and mixed use properties consisting of 790 apartment units, 12,500 square feet of commercial space and a 50 car parking lot. The properties are located in Eastern Massachusetts and Southern New Hampshire.

Basis of Presentation: 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.

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 the nine limited liability companies (the Investment Properties or Joint Ventures) in which the Partnership has a 40 - 50% ownership interest. The consolidated group is referred to as the Partnership. 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 Investment Properties using the equity method of consolidation. (See Note 14: Investments in Unconsolidated Joint Ventures).

The Partnership accounts for its investments in joint ventures using the equity method of accounting. These investments are recorded initially at cost, as Investments in Unconsolidated Joint Ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Generally, the Partnership would discontinue applying the equity method when the investment (and any advances) is reduced to zero and would not provide for additional losses unless the Partnership has guaranteed obligations of the venture or is otherwise committed to providing further financial support for the investee. If the venture subsequently generates income, the Partnership only recognizes its share of such income to the

extent it exceeds its share of previously unrecognized losses. In 2013, the carrying value of an investment fell below zero. We intend to fund our share of the investments future operating deficits should the need arise. However, we have no legal obligation to pay for any of the liabilities of such investments nor do we have any legal obligation to fund operating deficits. (See Note 14: Investment in Unconsolidated Joint Ventures.)

The authoritative guidance on consolidation provides guidance on the identification of entities for which control is achieved through means other than voting rights (variable interest entities or VIEs) and the determination of which business enterprise, if any, should consolidate the VIE (the primary beneficiary). Generally, the consideration of whether an entity is a VIE applies when either (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest, (2) the equity investment at risk is insufficient to finance that equity s activities without additional subordinated financial support or (3) the equity investors have voting rights that are not proportionate to their economic interests and the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity s performance; and (2) the obligation to absorb losses and rights to receive the returns from VIE that would be significant to the VIE.

Impairment: On an annual basis management assesses whether there are any indicators that the value of the Partnership s rental properties or investments in unconsolidated subsidiaries may be impaired. In addition to identifying any specific circumstances which may affect a property or properties, management considers other criteria for determining which properties may require assessment for potential impairment. The criteria considered by management include reviewing low leased percentages, significant near term lease expirations, recently acquired properties, current and historical operating and/or cash flow losses, near term mortgage debt maturities or other factors that might impact the Partnership s intent and ability to hold property. A property s value is impaired only if management s estimate of the aggregate future cash flows

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(undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the property over the fair value of the property. The Partnership s estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management s assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved.

Revenue Recognition: Rental income from residential and commercial properties is recognized over the term of the related lease. For residential tenants, amounts 60 days in arrears are charged against income. The commercial tenants are evaluated on a case by case basis. 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. Contingent rent for commercial properties are received from tenants for certain costs as provided in the lease agreement. The costs generally include real estate taxes, utilities, insurance, common area maintenance and recoverable costs. Rental concessions are also accounted for on the straight-line basis.

Above-market and below-market lease values for acquired properties are initially recorded based on the present value (using a discount rate which reflects the risks associated with the leases acquired) of the differences between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management s estimate of fair market lease rates for each corresponding in-place lease, measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market fixed-rate renewal options for below-market leases. The capitalized above-market lease values for acquired properties are amortized as a reduction of base rental revenue over the remaining term of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market fixed-rate renewal options of the respective leases.

Rental Properties: Rental properties are stated at cost less accumulated depreciation. Maintenance and repairs are charged to expense as incurred; improvements and additions which improve or extend the life of the assets 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. Upon acquisition of rental property, the Partnership estimates the fair value of acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities assumed, generally consisting of the fair value of (i) above and below market leases, (ii) in-place leases and (iii) tenant relationships. The Partnership allocated the purchase price to the assets acquired and liabilities assumed based on their fair values. The Partnership records goodwill or a gain on bargain purchase (if any) if the net assets acquired/liabilities assumed exceed the purchase consideration of a transaction. In estimating the fair value of the tangible and intangible assets acquired, the Partnership considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Other intangible assets acquired include amounts for in-place lease values and tenant relationship values, which are based on management s evaluation of the specific characteristics of each tenant s lease and the Partnership s overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Partnership s existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant s credit quality and expectations of lease renewals. The value of in-place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

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.

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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 have been recorded (See Note 13).

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 2015 or 2014 other than net income as reported.

Income Per Depositary Receipt: Effective January 3, 2012, the Partnership authorized a 3-for-1 forward split of its Depositary Receipts listed on the NYSE Amex and a concurrent adjustment of the exchange ratio of Depositary Receipts for Class A Units of the Partnership from 10-to-1 to 30-to-1, such that each Depositary Receipt represents one-thirtieth (1/30) of a Class A Unit of the Partnership. All references to Depositary Receipts in the report are reflective of the 3- for-1 forward split.

Income Per Unit: Net income per unit has been calculated based upon the weighted average number of units outstanding during each period 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 2015 or 2014. The Partnership makes its temporary cash investments with high-credit quality financial institutions. At June 30, 2015, substantially all of the Partnership s cash and cash equivalents were held in interest-bearing accounts at financial institutions, earning interest at rates from 0.01% to 0.35%. At June 30,

2015 and December 31, 2014, respectively approximately $16,572,000 and $15,118,000 of cash and cash equivalents, and security deposits included in prepaid expenses and other assets exceeded federally insured amounts.

Advertising Expense: Advertising is expensed as incurred. Advertising expense was $73,961 and $56,662 for the six months ended June 30, 2015 and 2014, respectively.

Discontinued Operations and Rental Property Held for Sale: In April 2014, the FASB issued guidance related to the reporting of discontinued operations and disclosures of disposals of components of an entity. This guidance defines a discontinued operation as a component or group of components disposed or classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity s operations and final result; the guidance states that a strategic shift could include a disposal of a major geographical area of operations, a major line of business, a major equity method investment or other major parts of an entity. The guidance also provides for additional disclosure requirements in connection with both discontinued operations and other dispositions not qualifying as discontinued operations. The guidance will be effective for all companies for annual and interim periods beginning on or after December 15, 2014. The guidance applies prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. All entities may early adopt the guidance for new disposals (or new classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The Partnership has elected to early adopt this standard effective with the interim period beginning January 1, 2014. Prior to January 1, 2014, properties identified as held for sale and/or disposed of were presented in discontinued operations for all periods presented.

Interest Capitalized: The Partnership 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 six months ended June 30, 2015 and 2014 there was no capitalized interest.

Extinguishment of Debt: When existing mortgages are refinanced with the same lender and it is determined that the refinancing is substantially different, then they are recorded as an extinguishment of debt. However if it is determined that the refinancing is substantially the same, then they are recorded as an exchange of debt. All refinancing qualify as extinguishment of debt.

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

NOTE 2. RENTAL PROPERTIES

As of June 30, 2015, the Partnership and its Subsidiary Partnerships owned 2,412 residential apartment units in 20 residential and mixed-use complexes (collectively, the Apartment Complexes). The Partnership also owns 19 condominium units in a residential condominium complex, 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 June 30, 2015, the Partnership and Subsidiary Partnerships owned a commercial shopping center in Framingham, commercial buildings in Newton and Brookline and mixed-use properties in Boston, Brockton and Newton, all in Massachusetts. These properties are referred to collectively as the Commercial Properties.

The Partnership also owned a 40% to 50% ownership interest in nine residential and mixed use complexes (the Investment Properties) at June 30, 2015 with a total of 790 units, accounted for using the equity method of consolidation. See Note 14 for summary information on these investments.

Rental properties consist of the following:

	June 30, 2015	December 31, 2014	Useful Life
Land, improvements and parking lots	$ 44,694,293	$ 44,541,471	15 40 years
Buildings and improvements	153,905,317	153,059,430	15 40 years
Kitchen cabinets	7,406,845	6,865,348	5 10 years
Carpets	6,722,293	6,341,227	5 10 years
Air conditioning	721,937	705,116	5 10 years
Laundry equipment	236,283	147,721	5 7 years
Elevators	1,139,296	1,139,296	20 40 years
Swimming pools	444,629	444,629	10 30 years
Equipment	5,653,232	5,491,992	5 7 years
Motor vehicles	130,859	130,563	5 years
Fences	24,670	24,670	5 15 years
Furniture and fixtures	6,153,480	5,910,046	5 7 years
Smoke alarms	220,437	220,437	5 7 years
Total fixed assets	227,453,571	225,021,946	
Less: Accumulated depreciation	(80,770,875)	(75,905,862)	
	$ 146,682,696	$ 149,116,084	

NOTE 3. RELATED PARTY TRANSACTIONS

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 gross receipts rental revenue and laundry income on the majority of the Partnership s properties and 3% on Linewt. Total fees paid were approximately $916,000 and $865,000 for the six months ended June 30, 2015 and 2014, 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. During the six months ended June 30, 2015 and 2014, approximately $441,000 and $372,000, was charged to NERA for legal, accounting, construction, maintenance, rental and architectural services and supervision of capital improvements. Of the 2015 expenses referred to above, approximately $207,000 consisted of repairs and maintenance, and $172,000 of administrative expense. Approximately

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$62,000 of expenses for construction, architectural services and supervision of capital projects were capitalized in rental properties. Additionally in 2015, the Hamilton Company received approximately $426,000 from the Investment Properties of which approximately $343,000 was the management fee, approximately $63,000 was for maintenance services and approximately $13,000 was for administrative services. The management fee is equal to 4% of gross receipts rental income on the majority of investment properties and 2% on Dexter Park.

The Partnership reimburses the management company for the payroll and related expenses of the employees who work at the properties. Total reimbursement was approximately $1,383,000 and $1,565,000 for the six months ended June 30, 2015 and 2014, respectively. The Management Company maintains a 401K plan for all eligible employees whereby the employees may contribute the maximum allowed by law. The plan also provides for discretionary contributions by the employer. There were no employer contributions during 2015 and 2014.

Bookkeeping and accounting functions are provided by the Management Company s accounting staff, which consists of approximately 14 people. During the six months ended June 30, 2015 and 2014, the Management Company charged the Partnership $62,500 ($125,000 per year) for bookkeeping and accounting services included in administrative expenses above.

The President of the Management Company performs asset management consulting services and receives an asset management fee from the Partnership. The Partnership does not have a written agreement with this individual. During the six months ended June 30, 2015 and 2014 this individual received fees of $37,500.

The Partnership has invested in nine limited partnerships, which have invested in mixed use residential apartment complexes. The Partnership has a 40% to 50% ownership interest in each investment property. 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 57%. See Note 14 for a description of the properties and their operations.

See Note 8 for information regarding the repurchase of Class B and General Partnership Units.

NOTE 4. OTHER ASSETS

Approximately $2,225,000 and $2,090,000 of security deposits are included in prepaid expenses and other assets at June 30, 2015 and December 31, 2014, respectively. The security deposits and escrow accounts are restricted cash.

Included in prepaid expenses and other assets at June 30, 2015 and December 31, 2014 is approximately $292,000 and $253,000, respectively, held in escrow to fund future capital improvements.

Intangible assets on the acquisition of Hamilton Green are included in prepaid expenses and other assets. Intangible assets are approximately $33,000 net of accumulated amortization of approximately $1,719,000 and approximately $49,000 net of accumulated amortization of approximately $1,703,000 at June 30, 2015 and December 31, 2014, respectively.

Financing fees of approximately $1,626,000 and $1,736,000 are net of accumulated amortization of approximately $723,000 and $613,000 at June 30, 2015 and December 31, 2014 respectively.

NOTE 5. MORTGAGE NOTES PAYABLE

At June 30, 2015 and December 31, 2014, the mortgages payable consisted of various loans, all of which were secured by first mortgages on properties referred to in Note 2. At June 30, 2015, the interest rates on these loans ranged from 3.76% to 5.97%, payable in monthly installments aggregating approximately $808,000 including principal, to various dates through 2029. The majority of the mortgages are subject to prepayment penalties. At June 30, 2015, the weighted average interest rate on the above mortgages was 4.81%. The effective rate of 4.93% includes the amortization expense of deferred financing costs. See Note 12 for fair value information. The Partnership s mortgage debt and the mortgage debt of its unconsolidated joint ventures generally is non-recourse except for customary exceptions pertaining to misuse of funds and material misrepresentations.

The Partnership has pledged tenant leases as additional collateral for certain of these loans.

Approximate annual maturities at June 30, 2015 are as follows:

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2016	current maturities	$ 504,000
2017		1,629,000
2018		1,821,000
2019		7,900,000
2020		4,330,000
Thereafter		179,822,000
		$ 196,006,000

In February 2014, the Partnership paid off the mortgages on Linewt in the amount of approximately $1,466,000 and Linhart in the amount of approximately $1,926,000. There were no prepayment penalties. The Partnership s cash reserves were used to pay off these mortgages.

On June 11, 2014, the Partnership refinanced the property owned by NERA Dean Street Associates, LLC. The new mortgage is $5,687,000; the interest rate is 4.22%, interest only payable in 10 years. Approximately $5,077,000 of the loan proceeds were used to pay off the existing mortgage. The mortgage matures in June 2024. The costs associated with the refinancing were approximately $89,000.

On July 11, 2014, the Partnership refinanced the property owned by Westgate Apartments Burlington, LLC. The new mortgage is $2,500,000; the interest rate is 4.31%; interest only, payable in 10 years. Approximately $2,010,000 of loan proceeds were used to pay off the existing mortgage. The mortgage matures in August, 2024. The costs associated with the refinancing were approximately $75,000.

Line of Credit

On July 31, 2014, the Partnership entered into an agreement for a $25,000,000 revolving line of credit. The term of the line is three years with a floating interest rate equal to a base rate of the greater of (a) the Prime Rate (b) the Federal Funds Rate plus one-half of one percent per annum, or (c) the LIBOR Rate for a period of one month plus 1% per annum, plus an applicable margin of 2.5% to 3.5%. The costs associated with the line of credit were approximately $125,000. As of June 30, 2015, no funds have been drawn on this credit line.

The line of credit may be used for acquisition, refinancing, improvements, working capital and other needs of the Partnership. The line may not be used to pay dividends, make distributions or acquire equity interests of the Partnership.

The line of credit is collateralized by varying percentages of the Partnership s ownership interest in 23 of its subsidiary properties and joint ventures. Pledged interests range from 49% to 100% of the Partnership s ownership interest in the respective entities.

The Partnership paid fees to secure the line of credit. Any unused balance of the line of credit is subject to a fee ranging from 15 to 20 basis points per annum. The Partnership paid approximately $25,000 for the six months ended June 30, 2015.

The line of credit agreement contains several covenants including, but not limited to, providing cash flow projections and compliance certificates, as well as other financial information. Additional covenants include certain restrictions on additional encumbrances of Partnership assets, limitations on debt, maintenance of leverage ratios, minimum tangible net worth, limitations on total aggregate indebtedness, minimum ratio of net operating income to total indebtedness debt service, disposition of properties, and other items.

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 June 30, 2015, amounts received for prepaid rents of approximately $1,773,000 are included in cash and cash equivalents, and security deposits of approximately $2,225,000 are included in prepaid expenses and other assets and are restricted cash.

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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, distributions to holders of 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 2015, the Partnership paid quarterly distributions of $7.50 per unit ($0.25 per receipt) on March 31 and June 30, 2015.

In 2014, the Partnership paid quarterly distributions of $7.50 per unit ($0.25 per receipt) in March, June, September, and December for a total distribution of $30.00 per unit ($1.00 per receipt) each year.

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 30 Depositary Receipts. The following is information per Depositary Receipt:

	Six Months Ended June 30,	
	2015	2014
Net Income per Depositary Receipt	$ 0.40	$ 0.07
Distributions per Depositary Receipt	$ 0.50	$ 0.50

NOTE 8. TREASURY UNITS

Treasury Units at June 30, 2015 are as follows:

Class A	43,060
Class B	10,227
General Partnership	538
	53,825

On August 20, 2007, NewReal, Inc., the General Partner authorized an equity repurchase program (Repurchase Program) under which the Partnership was permitted to purchase, over a period of twelve months, up to 300,000 Depositary Receipts (each of which is one-tenth of a Class A Unit). On January 15, 2008, the General Partner authorized an increase in the Repurchase Program from 300,000 to 600,000 Depositary Receipts. On January 30, 2008 the General Partner authorized an increase the Repurchase Program from 600,000 to 900,000 Depositary Receipts. On March 6, 2008, the General Partner authorized the increase in the total number of Depositary Receipts that could be repurchased pursuant to the Repurchase Program from 900,000 to1,500,000. On August 8, 2008, the General Partner re- authorized and renewed the Repurchase Program for an additional 12-month period ended August 19, 2009. On March 22, 2010, the General Partner re-authorized and

renewed the Repurchase Program that expired on August 19, 2009. Under the terms of the renewed Repurchase Program, the Partnership may purchase up to 1,500,000 Depositary Receipts from the start of the program in 2007 through March 31, 2015. On March 10, 2015, the General Partner authorized an increase in the Repurchase Program from 1,500,000 to 2,000,000 Depository Receipts and extended the Program for an additional five years from March 31, 2015 until March 31, 2020. The Repurchase Program requires the Partnership to repurchase a proportionate number of Class B Units and General Partner Units in connection with any repurchases of any Depositary Receipts by the Partnership based upon the 80%, 19% and 1% fixed distribution percentages of the holders of the Class A, Class B and General Partner Units under the Partnership s Second Amended and Restate Contract of Limited Partnership. Repurchases of Depositary Receipts or Partnership Units pursuant to the Repurchase Program may be made by the Partnership from time to time in its sole discretion in open market transactions or in privately negotiated transactions. From August 20, 2007 through June 30, 2015, the Partnership has repurchased 1,316,996 Depositary Receipts at an average price of $26.20 per receipt (or $786.00 per underlying Class A Unit), 2,690 Class B Units and 142 General Partnership Units, both at an average price of $833.09 per Unit, totaling approximately $37,046,000 including brokerage fees paid by the Partnership.

During the six months ended June 30, 2015, the Partnership purchased a total of 30,080 Depositary Receipts. The average price was $49.63 per receipt or $1,488.90 per unit. The total cost including commission was $1,505,645. The Partnership was required to repurchase 238 Class B Units and 13 General Partnership units at a cost of $354,688 and $18,668 respectively.

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From July 1, 2015 through August 5, 2015, the Partnership purchased a total of 4,241 Depositary Receipts. The average price was $49.23 per receipt or $1,476.99 per unit. The total cost was $215,102. The Partnership is required to repurchase 33.6 Class B Units and 1.8 General Partnership Units at a cost of $49,589 and $2,610 respectively.

NOTE 9. COMMITMENTS AND CONTINGENCIES

From time to time, the Partnership is involved in various ordinary routine litigation incidental to their business. The Partnership either has insurance coverage or provides for any uninsured claims when appropriate. The Partnership is not involved in any material pending legal proceedings.

On June 9, 2015, a fire broke out at 12 Westgate Drive apartment complex in Woburn,Ma., resulting in approximately 10 apartments being damaged which will remain unoccupied for an extended period. The Partnership has insurance coverage on both repairs and rental loss for the extended period until the apartments are available for rent. An estimated insurance recovery receivable of approximately $952,000 has been recorded at June 30, 2015.

NOTE 10. RENTAL INCOME

During the six months ended June 30, 2015, approximately 92% of rental income was related to residential apartments and condominium units with leases of one year or less. The majority of these leases expire in June, July and August. Approximately 8% was related to commercial properties, which have minimum future annual rental income on non-cancellable operating leases at June 30, 2015 as follows:

		Commercial Property Leases
2016	$	2,639,000
2017		1,877,000
2018		1,444,000
2019		1,062,000
2020		475,000
Thereafter		603,000
	$	8,100,000

The aggregate minimum future rental income does not include contingent rentals that may be received under various leases in connection with common area charges and real estate taxes. Aggregate contingent rentals from continuing operations were approximately $345,000 and $315,000 for the six months ended June 30, 2015 and 2014 respectively. Staples and Trader Joes, tenants at Staples Plaza, are approximately 30% of the total commercial rental income.

The following information is provided for commercial leases:

		Annual base rent for expiring leases	Total square feet for expiring leases	Total number of leases expiring	Percentage of annual base rent for expiring leases
Through June 30,					
2016	$	864,371	38,641	11	29%
2017		525,725	18,157	7	18%
2018		408,902	13,175	9	14%
2019		211,965	6,626	5	7%
2020		753,497	24,873	10	25%
2021		64,800	1,800	1	2%
2022		0	0	0	0%
2023		0	0	0	0%
2024		157,443	4,771	1	5%
2025		0	0	0	0%
Totals	$	2,986,703	108,043	44	100%

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Rents receivable are net of an allowance for doubtful accounts of approximately $452,000 and $366,000 at June 30, 2015 and December 31, 2014. Included in rents receivable at June 30, 2015 is approximately $168,000 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 long-term leases with Staples and Trader Joe s at Staples Plaza in Framingham, Massachusetts.

Rents receivable at June 30, 2015 also includes approximately $109,000 representing the deferral of rental concession primarily related to the residential properties.

For the six months ended June 30, 2015 rent at the commercial properties includes approximately $1,100 of amortization of deferred rents arising from the fair values assigned to in-place leases upon the purchase of Cypress Street in Brookline, Massachusetts.

NOTE 11. CASH FLOW INFORMATION

During the six months ended June 30, 2015 and 2014, cash paid for interest was approximately $4,753,000, and $4,074,000 respectively. Cash paid for state income taxes was approximately $18,000 and $49,000 during the six months ended June 30, 2015 and 2014 respectively.

NOTE 12. FAIR VALUE MEASUREMENTS

Fair Value Measurements on a Recurring Basis

At June 30, 2015 and December 31, 2014, we do not have any significant financial assets or financial liabilities that are measured at fair value on a recurring basis in our consolidated financial statements.

Financial Assets and Liabilities not Measured at Fair Value

At June 30, 2015 and December 31, 2014 the carrying amounts of certain of our financial instruments, including cash and cash equivalents, accounts receivable, and note payable, accounts payable and accrued expenses were representative of their fair values due to the short-term nature of these instruments or, the recent acquisition of these items.

At June 30, 2015 and December 31, 2014, we estimated the fair value of our mortgages payable and other notes based upon quoted market prices for the same (Level 1) or similar (Level 2) issues when current quoted market prices are available. We estimated the fair value of our secured mortgage debt that does not have current quoted market prices available by discounting the future cash flows using rates currently

available to us for debt with similar terms and maturities (Level 3). The differences in the fair value of our debt from the carrying value are the result of differences in interest rates and/or borrowing spreads that were available to us at June 30, 2015 and December 31, 2014, as compared with those in effect when the debt was issued or acquired. The secured mortgage debt contain pre-payment penalties or yield maintenance provisions that could make the cost of refinancing the debt at lower rates exceed the benefit that would be derived from doing so.

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

- For cash and cash equivalents, accounts receivable, 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.

The following table reflects the carrying amounts and estimated fair value of our debt.

	Carrying Amount	Estimated Fair Value
Mortgage Notes Payable		
Partnership Properties		
At June 30, 2015	$ 196,005,736	$ 209,943,632
At December 31, 2014	$ 196,071,540	$ 210,691,170
Investment Properties		
At June 30, 2015	$ 137,039,601	$ 146,494,182
At December 31, 2014	$ 137,910,870	$ 147,843,221

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Disclosure about fair value of financial instruments is based on pertinent information available to management as of June 30, 2015 and December 31, 2014. 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 June 30, 2015 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 partners tax returns is different than financial statement income because of tax free exchanges, accelerated depreciation, different tax lives, and timing differences related to prepaid rents, allowances and intangible assets at significant acquisitions. Taxable loss of approximately $2,100,000 was approximately $3,100,000 less than statement income for the year ended December 31, 2014. The primary reason for the decrease is due to accelerated depreciation, tax free exchange and other differences in the treatment of certain expenditures. The cumulative tax basis of the Partnership s real estate at December 31, 2014 is approximately $5,000,000 less than the statement basis. The primary reasons for the lower tax basis are tax free exchanges, and accelerated depreciation. The Partnership s tax basis in its joint venture investments is approximately $1,300,000 less than statement basis because of accelerated depreciation.

Certain entities included in the Partnership s consolidated financial statements are subject to certain state taxes. These taxes are not significant and are recorded as operating expenses in the accompanying consolidates financial statements.

Allowable accelerated depreciation deductions expired in 2014. This may result in higher taxable income in future years. Future tax law changes may significantly affect taxable income.

The Partnership adopted the amended provisions related to uncertain tax provisions of ASC 740, Income Taxes. As a result of the implementation of the guidance, The Partnership recognized no material adjustment regarding its tax accounting treatment. The Partnership expects to recognize interest and penalties related to uncertain tax positions, if any, as income tax expense, which would be included in general and administrative expense.

In the normal course of business the Partnership or one of its subsidiaries is subject to examination by federal, state and local jurisdictions in which it operates, where applicable. As of June 30, 2015, the tax years that remain subject to examination by the major tax jurisdictions under the statute of limitations are from the year 2009 forward.

NOTE 14. INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

Since November 2001, the Partnership has invested in nine limited partnerships and limited liability companies, the majority of which have invested in residential apartment complexes, with three partnerships investing in commercial property. The Partnership has between a 40%-50% ownership interests 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 57%, with the balance owned by the others. A description of each investment is as follows:

On October 28, 2009 the Partnership invested approximately $15,925,000 in a joint venture to acquire a 40% interest in a residential property located in Brookline, Massachusetts. The property, referred to as Dexter Park, is a 409 unit residential complex. The purchase price was $129,500,000. The total mortgage was $89,914,000 with an interest rate of 5.57% and it matures in 2019. The mortgage calls for interest only payments for the first two years of the loan and amortized over 30 years thereafter. The balance of this mortgage is approximately $85,575,000 at June 30, 2015. This investment, Hamilton Park Towers, LLC is referred to as Dexter Park.

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. The Partnership sold 120 units as condominiums and retained 48 units for long-term investment.. In February 2007, the Partnership refinanced the 48 units with a new mortgage in the amount of $4,750,000 with an interest rate of 5.57%, interest only for five years. The loan will be amortized over 30 years thereafter and matures in March 2017. As of June 30, 2015, the balance of the mortgage is approximately $4,539,000. This investment is referred to as Hamilton Bay Apartments, LLC. In April 2008, the Partnership refinanced an additional 20 units and obtained a new mortgage in the amount of $2,368,000 with interest at 5.75%, interest only, which matured in 2013. On October 18, 2013, the Partnership and its joint venture partner each made capital contributions to the

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entity of $660,000. The capital was used to pay off the outstanding mortgage. As of August 1, 2015, 7 units are still owned by the Partnership. This investment is referred to as Hamilton Bay, LLC.

On March 7, 2005, the Partnership invested $2,000,000 for a 50% ownership interest in a building comprising 48 apartments, one commercial space and a 50-car surface parking lot located in Boston, Massachusetts. The purchase price was $14,300,000, with a $10,750,000 mortgage. The Partnership plans to operate the building and initiate development of the parking lot. In June 2007, the Partnership separated the parcels, formed an additional limited liability company for the residential apartments and obtained a mortgage on the property. The new limited liability company formed for the residential apartments and commercial space is referred to as Hamilton Essex 81, LLC. In August 2008, the Partnership restructured the mortgages on both parcels at Essex 81 and transferred the residential apartments to Hamilton Essex 81, LLC. The mortgage balance on Hamilton Essex 81, LLC is approximately $8,042,000, at June 30, 2015, amortizing over 30 years at 5.79% due in August 2016. The mortgage on Essex Development, LLC, or the parking lot is approximately $1,961,000 with a variable interest rate of 2.25% over the daily Libor rate (0.1865%) at June 30, 2015. In September 2013, this loan was extended for an additional two years to August 2015 with the same conditions except for the increased principal payments of $4,443 per month. The costs associated with the extension were approximately $9,000. Harold Brown has issued a personal guaranty up to $1,000,000 of this mortgage. 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. The investment in the parking lot is referred to as Hamilton Essex Development, LLC; the investment in the apartments is referred to as Hamilton Essex 81, LLC. The Partnership is in the process of refinancing both loans.

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. The Partnership sold 127 of the units as condominiums and retained 49 units for long-term investment. The Partnership obtained 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 balance of this mortgage is approximately $4,770,000 at June 30, 2015. This investment is referred to as Hamilton 1025, LLC.

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 obtained a new 10- year mortgage in the amount of $5,500,000 in January 2007. The interest on the new loan is 5.67% fixed for the ten year term with interest only payments for five years and amortized over a 30 year period for the balance of the loan. This loan required a cash contribution by the Partnership of $1,250,000 in December 2006. At June 30, 2015, the balance of this mortgage is approximately $5,253,000. This investment is referred to as Hamilton Minuteman, LLC.

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 sold 137 units as condominiums. The assets were combined with Hamilton on Main Apartments. Hamilton on Main, LLC is known as Hamilton Place.

In 2005, Hamilton on Main Apartments, LLC obtained a ten year mortgage on the three buildings to be retained. The mortgage was $16,825,000, with interest only of 5.18% for three years and amortizing on a 30 year schedule for the remaining seven years when the balance is due. The net proceeds after funding escrow accounts and closing costs on the mortgage were approximately $16,700,000, which were used to reduce the existing mortgage. In August 2014, the property was refinanced with a 10 year mortgage in the amount of $16,900,000 at 4.34% interest only. The Joint Venture Partnership paid off the prior mortgage of approximately $15,205,000 with the proceeds of the new mortgage and distributed $850,000 to the Partnership. The costs associated with the refinancing were approximately $161,000.

In November 2001, the Partnership invested approximately $1,533,000 for a 50% ownership interest in a 40-unit apartment building in Cambridge, Massachusetts. In June 2013, the property was refinanced with a 15 year mortgage in the amount of $10,000,000 at 3.87%, interest only for 3 years and is amortized on a 30-year schedule for the balance of the term. The Partnership paid off the prior mortgage of approximately $6,776,000 with the proceeds of the new mortgage. After the refinancing, the property made a distribution of $1,610,000 to the Partnership. As a result of the distribution, the carrying value of the investment fell below zero. The Partnership will continue to account for this investment using the equity method of accounting. Although the Partnership has no legal obligation, the Partnership intends to fund its share of any future operating deficits if needed. This investment is referred to as 345 Franklin, LLC.

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Summary financial information as of June 30, 2015

	Hamilton Essex 81	Hamilton Essex Development	345 Franklin	Hamilton 1025	Hamilton Bay Sales	Hamilton Bay Apts	Hamilton Minuteman Apts	Hamilton on Main Apts	Dexter Park
ASSETS									
Rental Properties	$ 8,564,474	$ 2,620,081	$ 6,951,074	$ 5,039,485	$ 793,069	$ 6,288,296	$ 6,421,497	$ 19,007,097	$ 95,631,639
Cash & Cash Equivalents	29,625	33,530	116,046	6,348	8,106	829	42,200	208,411	1,274,043
Rent Receivable	25,517		4,123	5,178	1,605	2,221	152	15,289	133,921
Real Estate Tax Escrow	123,085		17,330	72,812		56,520	39,006	94,677	264,746
Prepaid Expenses & Other Assets	92,967		51,470	54,129	19,977	55,989	43,472	82,262	1,940,068
Financing & Leasing Fees	21,848	1,409	86,561	7,080		10,338	6,028	147,136	252,066
Total Assets	**$ 8,857,516**	**$ 2,655,020**	**$ 7,226,604**	**$ 5,185,032**	**$ 822,757**	**$ 6,414,193**	**$ 6,552,355**	**$ 19,554,872**	**$ 99,496,483**
LIABILITIES AND PARTNERS CAPITAL									
Mortgage Notes Payable	$ 8,042,496	$ 1,961,172	$ 10,000,000	$ 4,769,824	$	$ 4,538,605	$ 5,252,844	$ 16,900,000	$ 85,574,660
Accounts Payable & Accrued Expense	59,786	5,308	64,628	27,358	20,207	14,768	47,865	154,122	724,526
Advance Rental Pmts & Security Deposits	199,886		230,492	97,276	5,810	95,435	96,548	337,614	2,800,624
Total Liabilities	8,302,168	1,966,480	10,295,120	4,894,458	26,017	4,648,808	5,397,257	17,391,736	89,099,810
Partners Capital	555,348	688,540	(3,068,516)	290,574	796,740	1,765,385	1,155,098	2,163,136	10,396,673
Total Liabilities and Capital	**$ 8,857,516**	**$ 2,655,020**	**$ 7,226,604**	**$ 5,185,032**	**$ 822,757**	**$ 6,414,193**	**$ 6,552,355**	**$ 19,554,872**	**$ 99,496,483**
Partners Capital % - NERA	**50%**	**50%**	**50%**	**50%**	**50%**	**50%**	**50%**	**50%**	**40%**
Investment in Unconsolidated Joint Ventures	**$ 277,674**	**$ 344,270**	**$**	**$ 145,287**	**$ 398,370**	**$ 882,693**	**$ 577,549**	**$ 1,081,568**	**$ 4,158,667**
Distribution and Loss in Excess of investments in Unconsolidated Joint Ventures	**$**	**$**	**$ (1,534,258)**	**$**	**$**	**$**	**$**	**$**	**$**
Total Investment in Unconsolidated Joint Ventures (Net)									
Total units/condominiums									
Apartments	48		40	175	120	48	42	148	409
Commercial	1	1		1					
Total	49	1	40	176	120	48	42	148	409
Units to be retained	49	1	40	49		48	42	148	409

Units to be sold	127	120
Units sold through August 1, 2015	127	113
Unsold units		7
Unsold units with deposits for future sale as of August 1, 2015		

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Financial information for the six months ended June 30, 2015

	Hamilton Essex 81	Hamilton Essex Development	345 Franklin	Hamilton 1025	Hamilton Bay Sales	Hamilton Bay Apts	Hamilton Minuteman Apts	Hamilton on Main Apts	Dexter Park	Total
Revenues										
Rental Income	$ 721,908	$ 145,045	$ 678,276	$ 477,428	$ 59,468	$ 487,086	$ 467,474	$ 1,524,128	$ 7,061,280	$ 11,622,093
Laundry and Sundry Income	2,492		323					22,446	44,078	69,339
	724,400	145,045	678,599	477,428	59,468	487,086	467,474	1,546,574	7,105,358	11,691,432
Expenses										
Administrative	8,306	1,008	14,381	3,162	4,674	3,624	2,693	19,935	104,634	162,417
Depreciation and Amortization	224,448	5,644	187,586	120,062	17,974	159,291	163,494	483,116	1,631,773	2,993,388
Management Fees	31,737	5,802	29,240	18,831	2,323	19,432	19,445	61,054	155,624	343,488
Operating	58,763		51,186	348	205	708	46,482	184,893	729,806	1,072,391
Renting	6,721		9,105			2,350	4,746	3,401	33,213	59,536
Repairs and Maintenance	66,434		19,062	155,388	23,876	186,217	32,764	182,482	540,177	1,206,400
Taxes and Insurance	106,875	26,844	59,877	85,895	10,936	76,225	61,971	166,301	733,913	1,328,837
	503,284	39,298	370,437	383,686	59,988	447,847	331,595	1,101,182	3,929,140	7,166,457
Income Before Other Income	221,116	105,747	308,162	93,742	(520)	39,239	135,879	445,392	3,176,218	4,524,975
Other Income (Loss)										
Interest Expense	(237,262)	(27,172)	(195,938)	(137,440)	(214)	(129,239)	(151,557)	(373,703)	(2,429,434)	(3,681,959)
Interest Income				8						8
Other Income (Expenses)					(125)			97		(28)
	(237,262)	(27,172)	(195,938)	(137,432)	(339)	(129,239)	(151,557)	(373,606)	(2,429,434)	(3,681,979)
Net Income (Loss)	**$ (16,146)**	**$ 78,575**	**$ 112,224**	**$ (43,690)**	**$ (859)**	**$ (90,000)**	**$ (15,678)**	**$ 71,786**	**$ 746,784**	**$ 842,996**
Net Income (Loss) - NERA 50%	**$ (8,073)**	**$ 39,288**	**$ 56,112**	**$ (21,845)**	**$ (430)**	**$ (45,000)**	**$ (7,839)**	**$ 35,893**		**48,106**
Net Income (Loss) - NERA 40%									**$ 298,714**	**298,714**
										$ 346,820

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Financial information for the three months ended June 30, 2015

	Hamilton Essex 81	Hamilton Essex Development	345 Franklin	Hamilton 1025	Hamilton Bay Sales	Hamilton Bay Apts	Hamilton Minuteman Apts	Hamilton on Main Apts	Dexter Park	Total
Revenues										
Rental Income	$ 362,007	$ 72,523	$ 342,800	$ 237,028	$ 30,173	$ 236,513	$ 233,578	$ 762,855	$ 3,572,475	$ 5,849,952
Laundry and Sundry Income								11,805	24,833	36,638
	362,007	72,523	342,800	237,028	30,173	236,513	233,578	774,660	3,597,308	5,886,590
Expenses										
Administrative	4,369	425	6,620	1,170	1,895	1,809	1,069	10,660	52,304	80,321
Depreciation and Amortization	112,979	2,821	93,793	60,033	8,987	79,963	81,976	242,355	816,804	1,499,711
Management Fees	16,392	2,901	15,131	9,391	1,049	9,937	9,620	30,974	80,673	176,068
Operating	21,230		11,114	223	181	44	13,935	46,638	274,150	367,515
Renting	6,221		2,760				1,003	1,636	16,920	28,540
Repairs and Maintenance	40,751		13,075	78,891	12,390	101,359	17,640	98,321	323,559	685,986
Taxes and Insurance	53,458	13,423	29,941	42,844	5,056	38,394	31,013	82,793	372,658	669,580
	255,400	19,570	172,434	192,552	29,558	231,506	156,256	513,377	1,937,068	3,507,721
Income Before Other Income	106,607	52,953	170,366	44,476	615	5,007	77,322	261,283	1,660,240	2,378,869
Other Income (Loss)										
Interest Expense	(119,029)	(13,620)	(98,002)	(68,953)	(105)	(64,775)	(76,066)	(187,893)	(1,219,133)	(1,847,576)
Interest Income				1						1
Interest Income from Note										
Gain on Sale of Real Estate								96		96
	(119,029)	(13,620)	(98,002)	(68,952)	(105)	(64,775)	(76,066)	(187,797)	(1,219,133)	(1,847,479)
Net Income (Loss)	**$ (12,422)**	**$ 39,333**	**$ 72,364**	**$ (24,476)**	**$ 510**	**$ (59,768)**	**$ 1,256**	**$ 73,486**	**$ 441,107**	**$ 531,390**
Net Income (Loss) - NERA 50%	**$ (6,211)**	**$ 19,667**	**$ 36,182**	**$ (12,238)**	**$ 255**	**$ (29,884)**	**$ 628**	**$ 36,743**		**45,142**
Net Income (Loss) - NERA 40%									**$ 176,445**	**176,445**
										$ 221,586

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Future annual mortgage maturities at June 30, 2015 are as follows:

Period End	Hamilon Essex 81	Hamilton Essex 81 Development	345 Franklin	Hamilton 1025	Hamilton Bay Apts	Hamilton Minuteman	Hamilton on Main Apts	Dexter Park	Total
6/30/2016	149,344	1,961,172		74,077	77,754	81,127		1,459,214	3,802,688
6/30/2017	7,893,152		177,340	4,695,747	4,460,851	5,171,717		1,542,599	23,941,406
6/30/2018			187,209					1,630,749	1,817,958
6/30/2019			194,584					1,723,938	1,918,522
6/30/2020			202,250					79,218,160	79,420,410
Thereafter			9,238,617				16,900,000		26,138,617
	$ 8,042,496	$ 1,961,172	$ 10,000,000	$ 4,769,824	$ 4,538,605	$ 5,252,844	$ 16,900,000	$ 85,574,660	$ 137,039,601

At June 30, 2015 the weighted average interest rate on the above mortgages was 5.27%. The effective rate was 5.36% including the amortization expense of deferred financing costs.

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Summary financial information as of June 30, 2014

	Hamilton Essex 81	Hamilton Essex Development	345 Franklin	Hamilton 1025	Hamilton Bay Sales	Hamilton Bay Apts	Hamilton Minuteman Apts	Hamilton on Main Apts	Dexter Park
ASSETS									
Rental Properties	$ 8,575,457	$ 2,622,910	$ 7,320,301	$ 5,272,805	$ 1,148,912	$ 6,533,725	$ 6,684,183	$ 19,873,809	$ 99,637,389
Cash & Cash Equivalents	76,955	104,102	107,038	6,968	57,296	1,878	66,660	23,626	968,685
Rent Receivable	32,918		15,494	2,327	3,666	6,965	5,798	11,991	141,005
Real Estate Tax Escrow	101,117		18,132	68,872		28,886	39,093	45,741	369,900
Prepaid Expenses & Other Assets	83,547	1,230	38,090	43,044	548,734	41,408	42,658	748,027	1,728,976
Financing & Leasing Fees	37,887	9,868	93,219	12,106		16,700	9,997	4,287	310,703
Total Assets	**$ 8,907,881**	**$ 2,738,110**	**$ 7,592,274**	**$ 5,406,122**	**$ 1,758,608**	**$ 6,629,562**	**$ 6,848,389**	**$ 20,707,481**	**$ 103,156,658**
LIABILITIES AND PARTNERS CAPITAL									
Mortgage Notes Payable	$ 8,171,048	$ 2,014,488	$ 10,000,000	$ 4,840,484	$	$ 4,606,316	$ 5,330,234	$ 15,188,407	$ 86,875,284
Accounts Payable & Accrued Expense	59,005	5,297	57,752	30,368	18,811	12,526	47,027	155,825	698,090
Advance Rental Pmts & Security Deposits	223,226		229,882	108,125	22,824	97,026	93,313	322,519	2,645,283
Total Liabilities	8,453,279	2,019,785	10,287,634	4,978,977	41,635	4,715,868	5,470,574	15,666,751	90,218,657
Partners Capital	454,602	718,325	(2,695,360)	427,145	1,716,973	1,913,694	1,377,815	5,040,730	12,938,001
Total Liabilities and Capital	**$ 8,907,881**	**$ 2,738,110**	**$ 7,592,274**	**$ 5,406,122**	**$ 1,758,608**	**$ 6,629,562**	**$ 6,848,389**	**$ 20,707,481**	**$ 103,156,658**
Partners Capital % - NERA	**50%**	**50%**	**50%**	**50%**	**50%**	**50%**	**50%**	**50%**	**40**
Investment in Unconsolidated Joint Ventures	**$ 227,301**	**$ 359,163**	**$**	**$ 213,573**	**$ 858,487**	**$ 956,847**	**$ 688,907**	**$ 2,520,365**	**$ 5,175,200**
Distribution and Loss in Excess of investments in Unconsolidated Joint Ventures	**$**	**$**	**$ (1,347,680)**	**$**	**$**	**$**	**$**	**$**	**$**
Total Investment in Unconsolidated Joint Ventures (Net)									
Total units/condominiums									
Apartments	48		40	175	120	48	42	148	409
Commercial	1	1		1					
Total	49	1	40	176	120	48	42	148	409
Units to be retained	49	1	40	49		48	42	148	409

Units to be sold	127	120
Units sold through August 1, 2014	127	110
Unsold units		10
Unsold units with deposits for future sale as of August 1, 2014		

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Financial information for the six months ended June 30, 2014

	Hamilton Essex 81	Hamilton Essex Development	345 Franklin	Hamilton 1025	Hamilton Bay Sales	Hamilton Bay Apts	Hamilton Minuteman Apts	Hamilton on Main Apts	Dexter Park	Total
Revenues										
Rental Income	$ 670,157	$ 146,472	$ 658,488	$ 447,481	$ 106,721	$ 462,103	$ 456,812	$ 1,440,362	$ 6,709,764	$ 11,098,360
Laundry and Sundry Income	8,120		235				168	19,148	48,593	76,264
	678,277	146,472	658,723	447,481	106,721	462,103	456,980	1,459,510	6,758,357	11,174,624
Expenses										
Administrative	17,141	830	19,861	4,161	2,674	10,577	5,443	30,762	116,993	208,442
Depreciation and Amortization	216,170	5,644	200,104	120,320	38,350	158,697	159,254	473,132	2,694,103	4,065,774
Management Fees	29,105	5,859	28,505	18,643	4,275	18,600	18,953	57,820	148,442	330,202
Operating	68,967		32,593	353	605	1,039	44,102	206,470	736,853	1,090,982
Renting	10,967		3,623	6,376	753	5,042	6,088	18,097	57,536	108,482
Repairs and Maintenance	73,827	3,150	30,932	164,511	47,651	143,741	38,434	190,403	514,184	1,206,833
Taxes and Insurance	116,996	27,640	58,200	81,374	22,665	82,005	59,235	191,586	757,325	1,397,026
	533,173	43,123	373,818	395,738	116,973	419,701	331,509	1,168,270	5,025,436	8,407,741
Income Before Other Income	145,104	103,349	284,905	51,743	(10,252)	42,402	125,471	291,240	1,732,921	2,766,883
Other Income (Loss)										
Interest Expense	(240,198)	(27,896)	(195,574)	(139,629)	(399)	(131,333)	(153,561)	(402,014)	(2,464,957)	(3,755,561)
Interest Income				10						10
Interest Income from Note					468					468
Gain on Sale of Real Estate					300,522					300,522
	(240,198)	(27,896)	(195,574)	(139,619)	300,591	(131,333)	(153,561)	(402,014)	(2,464,957)	(3,454,561)
Net Income (Loss)	**$ (95,094)**	**$ 75,453**	**$ 89,331**	**$ (87,876)**	**$ 290,339**	**$ (88,931)**	**$ (28,090)**	**$ (110,774)**	**$ (732,036)**	**$ (687,678)**
Net Income (Loss) - NERA 50%	**$ (47,547)**	**$ 37,727**	**$ 44,666**	**$ (43,938)**	**$ 145,171**	**$ (44,466)**	**$ (14,045)**	**$ (55,386)**		**22,181**
Net Income (Loss) - NERA 40%									**$ (292,814)**	**(292,814)**
										$ (270,633)

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Financial information for the three months ended June 30, 2014

	Hamilton Essex 81	Hamilton Essex Development	345 Franklin	Hamilton 1025	Hamilton Bay Sales	Hamilton Bay Apts	Hamilton Minuteman Apts	Hamilton on Main Apts	Dexter Park	Total
Revenues										
Rental Income	$ 341,387	$ 73,236	$ 330,748	$ 216,294	$ 43,923	$ 223,212	$ 232,870	$ 722,682	$ 3,352,710	$ 5,537,062
Laundry and Sundry Income	4,200		657				(1)	9,692	23,213	37,761
	345,587	73,236	331,405	216,294	43,923	223,212	232,869	732,374	3,375,923	5,574,823
Expenses										
Administrative	13,963	513	13,038	2,193	1,969	5,732	2,440	21,277	62,450	123,575
Depreciation and Amortization	108,267	2,823	100,379	60,167	19,175	79,383	79,852	237,117	1,348,640	2,035,803
Management Fees	15,829	2,929	14,839	9,412	1,891	9,140	9,643	29,557	76,544	169,784
Operating	23,995		7,770	193	355	580	11,248	64,310	248,068	356,519
Renting	10,850		180	624		1,550	3,622	11,268	38,946	67,040
Repairs and Maintenance	41,549	3,150	18,595	84,068	23,827	70,304	21,547	99,885	317,690	680,615
Taxes and Insurance	58,712	14,070	28,555	40,770	10,767	41,247	29,665	95,947	376,140	695,873
	273,165	23,485	183,356	197,427	57,984	207,936	158,017	559,361	2,468,478	4,129,209
Income Before Other Income	72,422	49,751	148,049	18,867	(14,061)	15,276	74,852	173,013	907,445	1,445,614
Other Income (Loss)										
Interest Expense	(120,829)	(13,977)	(97,821)	(70,070)	(205)	(65,868)	(77,061)	(201,634)	(1,237,262)	(1,884,727)
Interest Income				5						5
Interest Income from Note					135					135
Gain on Sale of Real Estate					248,239					248,239
	(120,829)	(13,977)	(97,821)	(70,065)	248,169	(65,868)	(77,061)	(201,634)	(1,237,262)	(1,636,348)
Net Income (Loss)	**$ (48,407)**	**$ 35,774**	**$ 50,228**	**$ (51,198)**	**$ 234,108**	**$ (50,592)**	**$ (2,209)**	**$ (28,621)**	**$ (329,817)**	**$ (190,734)**
Net Income (Loss) - NERA 50%	**$ (24,203)**	**$ 17,887**	**$ 25,114**	**$ (25,598)**	**$ 117,054**	**$ (25,296)**	**$ (1,105)**	**$ (14,310)**		**69,545**
Net Income (Loss) - NERA 40%									**$ (131,927)**	**(131,927)**
										$ (62,382)

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NOTE 15. IMPACT OF RECENTLY-ISSUED ACCOUNTING STANDARDS

In 2014, the FASB issued Accounting Standards Update (ASU) 2014-09, *Revenue From Contracts With Customers* (ASU 2014-09), which outlines a comprehensive model for entities to use in accounting for revenue arising from contracts with customers. ASU 2014-09 states that an entity recognizes revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. While ASU 2014-09 specifically references contracts with customers, it may apply to certain other transactions such as the sale of real estate or equipment. ASU 2014-09 is effective for us beginning January 1, 2017, although on April 1, 2015, the FASB proposed a one-year deferral of the effective date for ASU 2014-09. We are continuing to evaluate this guidance; however, we do not expect its adoption to have a significant impact on our consolidated financial statements, as a substantial portion of our revenue consists of rental income from leasing arrangements, which are specifically excluded from ASU 2014-09.

In August 2014, the FASB issued ASU 2014-15, which requires management to evaluate whether there are conditions or events that raise substantial doubt about the entity s ability to continue as a going concern, and to provide certain disclosures when it is probable that the entity will be unable to meet its obligations as they become due within one year after the date that the financial statements are issued. ASU 2014-15 is effective for the annual period ended December 31, 2016 and for annual periods and interim periods thereafter with early adoption permitted. The adoption of ASU 2014-15 is not expected to materially impact the Partnership s consolidated financial statements.

In February 2015, the FASB issued ASU 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis* (ASU 2015-02), which makes certain changes to both the variable interest model and the voting model, including changes to (1) the identification of variable interests (fees paid to a decision maker or service provider), (2) the variable interest entity characteristics for a limited partnership or similar entity and (3) the primary beneficiary determination. ASU 2015-02 is effective for us beginning January 1, 2016. We are continuing to evaluate this guidance; however, we do not expect its adoption to have a significant impact on our consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs* (ASU 2015-03), which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected. Upon adoption, we will apply the new guidance on a retrospective basis and adjust the balance sheet of each individual period presented to reflect the period-specific effects of applying the new guidance. This guidance is effective for us beginning January 1, 2016. We are continuing to evaluate this guidance; however, we do not expect its adoption to have a significant impact on our consolidated financial statements.

NOTE 16 SUBSEQUENT EVENTS

From July 1, 2015 through August 5, 2015, the Partnership purchased a total of 4,241 Depositary Receipts. The average price was $49.23 per receipt or $1,476.99 per unit. The total cost was $215,102. The Partnership is required to repurchase 33.6 Class B Units and 1.8 General Partnership Units at a cost of $49,589 and $2,610 respectively.

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward Looking Statements

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). Forward looking statements in this report, or which management may make orally or in written form from time to time, reflect management s good faith belief when those statements are made, and are based on information currently available to management. 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 2015 and beyond. Should one or more of the risks or uncertainties mentioned below materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. We expressly disclaim any responsibility to update our forward looking statements, whether as a result of new information, future events or otherwise. Accordingly, investors should use caution in relying on past forward looking statements, which are based on results and trends at the time they are made, to anticipate future results or trends.

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. If available acquisitions do not meet the Partnership s investment criteria, the Partnership may purchase additional depositary receipts. 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.

Consistent with the 1st quarter, the 2nd quarter demonstrated continued high occupancy and continued improvement in top line growth. The majority of the top line growth for the 2nd quarter is related to revenue increases achieved during the past rental season of late 2014. However, renewal increases and new market rents have continued to grow positively and will reveal themselves in the 3rd and 4th quarters. To date, overall revenue increases have begun to outpace Management s original expectations set forth earlier in the year. Despite the extraordinary snow removal expenses of the 1st quarter, year to date operating expenses are well in check. But for modest tax, insurance and leasing expense increases, most have been offset with declines in utility and bad debt expense with the remaining operating categories experiencing anemic increases. Management expects the revenue and operating expense trends to continue for the balance of the year.

The Stock Repurchase Program that was initiated in 2007 has purchased 1,316,996 Depositary Receipts through June 30, 2015 or 31% of the outstanding Class A Depositary Receipts. During the second quarter, the Partnership repurchased 10,665 Class A Depositary Receipts, 84 Class B units, and 4 General Partnership Units at a cost of approximately $530,000, $124,000 and $7,000 respectively for a total cost of $661,000. This purchase of receipts is in line with the Partnership s trading plan. Management anticipates a steady purchase of receipts, per its trading plan, for the balance of the year.

At August 1, 2015, Harold Brown, his brother Ronald Brown and the President of Hamilton, Carl Valeri, collectively own approximately 41% 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 controls 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 a director. The 75% of the issued and outstanding Class B units of the Partnership, controlled by Harold Brown, are owned by HBC Holdings LLC, an entity of which he is the manager.

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In addition to 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. Additionally, 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.

Residential tenants sign a one year lease. During the six months ended June 30, 2015, tenant renewals were approximately 67% with an average rental increase of approximately 3.9%, new leases accounted for approximately 33% with rental rate increases of approximately 4.2%. During the six months ended June 30, 2015, leasing commissions were approximately $100,000 compared to approximately $73,000 for the six months ended June 30, 2014, an increase of approximately $27,000 (37.0%) from 2014. Tenant concessions were approximately $47,000 in for the six months ended June 30, 2015, compared to approximately $14,000 for the six months ended June 30, 2014, an increase of approximately $33,000 (235.7%). Tenant improvements were approximately $1,196,000 for the six months ended June 30, 2015, compared to approximately $1,029,000 for the six months ended June 30, 2014, an increase of approximately $167,000 (16.2%).

Hamilton accounted for approximately 6.5% of the repair and maintenance expenses paid for by the Partnership during the six months ended June 30, 2015 and 5.3% during the six months ended June 30, 2014. 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. Several of the larger Partnership properties have their own maintenance staff. Those properties that do not have their own maintenance staff and 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 $109,000 (77.6%) and approximately $99,000 (79.0%) of the legal services paid for by the Partnership during the six months ended June 30, 2015 and 2014, respectively.

Additionally, as described in Note 3 to the consolidated financial statements, The Hamilton Company receives similar fees from the Investment Properties.

The Partnership requires that three bids be obtained for construction contracts in excess of $15,000. 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 six months ended June 30, 2015, Hamilton provided the Partnership approximately $62,000 in construction and architectural services, compared to approximately $43,000 for the six months ended June 30, 2014.

Hamilton s accounting staff perform bookkeeping and accounting functions for the Partnership. During the six months ended June 30, 2015, Hamilton charged the Partnership $62,500 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 the 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.

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Revenue Recognition: Rental income from residential and commercial properties is recognized over the term of the related lease. For residential tenants, amounts 60 days in arrears are charged against income. The commercial tenants are evaluated on a case by case basis. 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. Concessions made on residential leases are also accounted for on the straight-line basis.

Discontinued Operations and Rental Property Held for Sale: In April 2014, the FASB issued guidance related to the reporting of discontinued operations and disclosures of disposals of components of an entity. This guidance defines a discontinued operation as a component or group of components disposed or classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity s operations and final result; the guidance states that a strategic shift could include a disposal of a major geographical area of operations, a major line of business, a major equity method investment or other major parts of an entity. The guidance also provides for additional disclosure requirements in connection with both discontinued operations and other dispositions not qualifying as discontinued operations. The guidance will be effective for all companies for annual and interim periods beginning on or after December 15, 2014. The guidance applies prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. All entities may early adopt the guidance for new disposals (or new classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The Partnership has elected to early adopt this standard effective with the interim period beginning January 1, 2014. Prior to January 1, 2014, properties identified as held for sale and/or disposed of were presented in discontinued operations for all periods presented.

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. Upon acquisition of rental property, the Partnership estimates the fair value of acquired tangible assets, consisting of land, building and improvements, and identified intangible assets and liabilities assumed, generally consisting of the fair value of (i) above and below market leases, (ii) in-place leases and (iii) tenant relationships. The Partnership allocated the purchase price to the assets acquired and liabilities assumed based on their fair values. The Partnership records goodwill or a gain on bargain purchase (if any) if the net assets acquired/liabilities assumed exceed the purchase consideration of a transaction. In estimating the fair value of the tangible and intangible assets acquired, the Partnership considers information obtained about each property as a result of its due diligence and marketing and leasing activities, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs net of depreciation, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Intangible assets acquired include amounts for in-place lease values above and below market leases and tenant relationship values, which are based on management s evaluation of the specific characteristics of each tenant s lease and the Partnership s overall relationship with the respective tenant. Factors to be considered by management in its analysis of in-place lease values include an estimate of carrying costs during hypothetical expected lease-up periods considering current market conditions, and costs to execute similar leases at market rates during the expected lease-up periods, depending on local market conditions. In estimating costs to execute similar leases, management considers leasing

commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Partnership s existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant s credit quality and expectations of lease renewals. The value of in-place leases are amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles are amortized to expense over the anticipated life of the relationships.

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.

Impairment: On an annual basis management assesses whether there are any indicators that the value of the Partnership s rental properties may be impaired. A property s value is impaired only if management s estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property. To the extent impairment has occurred, the loss shall be measured as the excess of the carrying amount of the property over the fair value of the property. The Partnership s estimates of aggregate future cash flows expected to be generated by each property are based on a number of assumptions that are subject to economic and market uncertainties including, among others, demand for space, competition for tenants, changes in market rental rates, and costs to operate each property. As these factors are difficult to predict and are subject to future events that may alter management s

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assumptions, the future cash flows estimated by management in its impairment analyses may not be achieved. The Partnership has not recognized an impairment loss during the first six months of 2015.

Investments in Joint Ventures: The Partnership accounts for its investments in joint ventures using the equity method of accounting. These investments are recorded initially at cost, as Investments in Unconsolidated Joint Ventures, and subsequently adjusted for equity in earnings and cash contributions and distributions. Generally, the Partnership would discontinue applying the equity method when the investment (and any advances) is reduced to zero and would not provide for additional losses unless the Partnership has guaranteed obligations of the venture or is otherwise committed to providing further financial support for the investee. If the venture subsequently generates income, the Partnership only recognizes its share of such income to the extent it exceeds its share of previously unrecognized losses. In 2013, the carrying value of an investment fell below zero. We intend to fund our share of the investments future operating deficits should the need arise. However, we have no legal obligation to pay for any of the liabilities of such investments nor do we have any legal obligation to fund operating deficits. (See Note 14: Investment in Unconsolidated Joint Ventures.)

The authoritative guidance on consolidation provides guidance on the identification of entities for which control is achieved through means other than voting rights (variable interest entities or VIEs) and the determination of which business enterprise, if any, should consolidate the VIE (the primary beneficiary). Generally, the consideration of whether an entity is a VIE applies when either (1) the equity investors (if any) lack one or more of the essential characteristics of a controlling financial interest, (2) the equity investment at risk is insufficient to finance that equity s activities without additional subordinated financial support or (3) the equity investors have voting rights that are not proportionate to their economic interests and the activities of the entity involve or are conducted on behalf of an investor with a disproportionately small voting interest. The primary beneficiary is defined by the entity having both of the following characteristics: (1) the power to direct the activities that, when taken together, most significantly impact the variable interest entity s performance; and (2) the obligation to absorb losses and rights to receive the returns from VIE that would be significant to the VIE.

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 management s estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property is less than the carrying value of the property.

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.

RESULTS OF OPERATIONS

Three Months Ended June 30, 2015 and June 30, 2014

The Partnership and its Subsidiary Partnerships earned income before interest expense, income (loss) from investments in unconsolidated joint ventures and other income and expense of approximately $3,251,000 during the three months ended June 30, 2015, compared to approximately $2,725,000 for the three months ended June 30, 2014, an increase of approximately $526,000 (19.3%).

The rental activity is summarized as follows:

	Occupancy Date	
	August 1, 2015	**August 1, 2014**
Residential		
Units	2,431	2,431
Vacancies	84	97
Vacancy rate	3.5%	4.0%
Commercial		
Total square feet	108,043	108,043
Vacancy	0	0
Vacancy rate	0%	0%

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	Rental Income (in thousands) Three Months Ended June 30,			
	2015		2014	
	Total Operations	Continuing Operations	Total Operations	Continuing Operations
Total rents	$ 10,948	$ 10,948	$ 10,440	$ 10,440
Residential percentage	92%	92%	92%	92%
Commercial percentage	8%	8%	8%	8%
Contingent rentals	$ 163	$ 163	$ 162	$ 162

Three Months Ended June 30, 2015 Compared to Three Months Ended June 30, 2014:

	Three Months Ended June 30,		Dollar Change	Percent Change
	2015	2014		
Revenues				
Rental income	$ 10,948,498	$ 10,439,568	$ 508,930	4.9%
Laundry and sundry income	112,920	120,967	(8,047)	(6.7)%
	11,061,418	10,560,535	500,883	4.7%
Expenses				
Administrative	487,233	568,915	(81,682)	(14.4)%
Depreciation and amortization	2,520,264	2,747,467	(227,203)	(8.3)%
Management fee	465,716	438,068	27,648	6.3%
Operating	908,112	1,020,323	(112,211)	(11.0)%
Renting	155,274	108,612	46,662	43.0%
Repairs and maintenance	1,822,707	1,601,307	221,400	13.8%
Taxes and insurance	1,450,928	1,351,043	99,885	7.4%
	7,810,234	7,835,735	(25,501)	(0.3)%
Income before Other Income (Expenses)	3,251,184	2,724,800	526,384	19.3%
Other Income (expense)				
Interest income	168	199	(31)	(15.6)%
Interest expense	(2,376,481)	(2,380,896)	4,415	(0.2)%
Income (Loss) from investments in unconsolidated joint ventures	221,586	(62,382)	283,968	(455.2)%
	(2,154,727)	(2,443,079)	288,352	(11.8)%
Net Income	$ 1,096,457	$ 281,721	$ 814,736	289.2%

Rental income from continuing operations for the three months ended June 30, 2015 was approximately $10,948,000, compared to approximately $10,440,000 for the three months ended June 30, 2014, an increase of approximately $509,000 (4.9%). Rental income has increased at a number of properties due to increased demand and increases in rental rates. The Partnership Properties with the most significant increases in rental income include, 62 Boylston Street, 1144 Commonwealth Avenue, Westgate Woburn, Hamilton Green, School Street and 140 North Beacon Street with increases of approximately $88,000, $85,000, $56,000, $39,000, $31,000, and $28,000 respectively. Included in rental income is contingent rentals collected on commercial properties. Contingent rentals include such charges as bill backs of common area maintenance charges, real estate taxes, and utility charges.

Operating expenses from continuing operations for the three months ended June 30, 2015 were approximately $7,810,000 compared to approximately $7,835,000 for the three months ended June 30, 2014, a decrease of approximately $25,000 (0.3%). The factors contributing to this net decrease are a decrease in administrative expenses of approximately $82,000 (14.4%) due primarily to a decrease in professional fees and office expense; a decrease in operating expenses of approximately $ 112,000 (11.0%) due to a decrease in snow removal and utility costs; a decrease in depreciation and amortization of approximately $227,000 (8.3%), primarily due to the full amortization of in-place leases at

Hamilton Green in 2014. These decreases are partially offset by an increase in repairs and maintenance expenses of approximately $221,000 (13.8%), due to an increase in demand for repairs to the properties , and an increase in taxes and insurance of approximately $100,000 (7.4%) due to increases in insurance costs.

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Interest expense for the three months ended June 30, 2015 was approximately $2,376,000 compared to approximately $2,381,000 for the three months ended June 30, 2014, a decrease of approximately $4,000 (0.2%). This was primarily due to the Partnership paying off two mortgages during 2014, (Linhart and Linewt), and refinancing Dean Street Associates, resulting in lower interest expense for the quarter ended June 30, 2015.

At June 30, 2015, the Partnership has between a 40% and 50% ownership interests in nine different Investment Properties. See a description of these properties included in the section titled Investment Properties as well as Note 14 to the Consolidated Financial Statements for a detail of the financial information of each Investment Property.

As described in Note 14 to the Consolidated Financial Statements, the Partnership s share of the net income from the Investment Properties was approximately $222,000 for the three months ended June 30, 2015, compared to a loss of approximately $62,000 for the three months ended June 30, 2014, a decrease in the loss of approximately $284,000 (455.2%). This increase is primarily due to an increase in rental revenue of approximately $314,000, and a decrease in depreciation and amortization expense of approximately $536,000, partially offset by a gain of approximately $248,000 on the sale of four units at Hamilton Bay LLC for the three months ended June 30, 2014. Included in the income for the three months ended June 30, 2015 is depreciation and amortization expense of approximately $1,500,000. The allocable income for the three months ended June 30, 2015 from the investment in Dexter Park is approximately $176,000.

As a result of the changes discussed above, net income for the three months ended June 30, 2015 was approximately $1,096,000 compared to income of approximately $281,000 for the three months ended June 30, 2014, an increase in income of approximately $815,000 (289.2 %).

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Six Months Ended June 30, 2015 Compared to Six Months Ended June 30, 2014

The Partnership and its Subsidiary Partnerships earned income before interest expense, income (loss) from investments in unconsolidated joint ventures and other income and expense of approximately $5,896,000 for the six months ended June 30, 2015, compared to approximately $5,289,000 for the six months ended June 30, 2014, an increase of approximately $607,000 (11.5 %). The following is a summary of the Partnership s operations for the six months ended June 30, 2015 and 2014:

	Six Months Ended June 30, 2015	2014	Dollar Change	Percent Change
Revenues				
Rental income	$ 21,921,289	$ 20,954,287	$ 967,002	4.6%
Laundry and sundry income	215,649	224,177	(8,528)	(3.8)%
	22,136,938	21,178,464	958,474	4.5%
Expenses				
Administrative	1,020,310	1,099,482	(79,172)	(7.2)%
Depreciation and amortization	5,004,557	5,471,646	(467,089)	(8.5)%
Management fee	916,419	865,461	50,958	5.9%
Operating	2,994,297	2,702,257	292,040	10.8%
Renting	221,201	145,469	75,732	52.1%
Repairs and maintenance	3,169,921	2,812,456	357,465	12.7%
Taxes and insurance	2,913,904	2,792,153	121,751	4.4%
	16,240,609	15,888,924	351,685	2.2%
Income before Other Income (Expenses)	5,896,329	5,289,540	606,789	11.5%
Other Income (expense)				
Interest income	362	382	(20)	(5.2)%
Interest expense	(4,737,395)	(4,767,062)	29,667	(0.6)%
Income (Loss) from investments in unconsolidated joint ventures	346,820	(270,633)	617,453	(228.2)%
	(4,390,213)	(5,037,313)	647,100	(12.8)%
Net Income	$ 1,506,116	$ 252,227	$ 1,253,889	497.1%

Rental income from continuing operations for the six months ended June 30, 2015 was approximately $21,921,000 compared to approximately $20,954,000 for the six months ended June 30, 2014, an increase of approximately $967,000 (4.6%). Rental income has increased at a number of properties due to increased demand and increases in rental rates. The following properties experienced rental income increases: 1144 Commonwealth Avenue, 62 Boylston Street, Westgate Apartments, 9 School Street, 140 North Beacon Street and Westside Colonial, with increases of approximately $146,000, $141,000, $117,000, $57,000, $47,000, and $43,000 respectively.

Expenses from continuing operations for the six months ended June 30, 2015 were approximately $16,241,000 compared to approximately $15,889,000 for the six months ended June 30, 2014, an increase of approximately $352,000 (2.2%).The factors contributing to this increase are : an increase in operating expenses of approximately $292,000 (10.8%), primarily due to an increase in snow removal expense of approximately $424,000 due to the severe winter snowstorms experienced in the first quarter of 2015 , partially offset by a decrease in utility costs of approximately $154,000 (17.6%); an increase in repairs and maintenance expenses of approximately $357,000 (12.7%), due to an increase in demand for repairs to the properties, and an increase in taxes and insurance of approximately $122,000 (4.4%) primarily due to increases in insurance costs, partially offset by a decrease in depreciation and amortization of approximately $468,000 (8.5%), primarily due to the full amortization of in-place leases at Hamilton Green in 2014.

Interest expense for the six months ended June 30, 2015 was approximately $4,737,000 compared to approximately $4,767,000 for the six months ended June 30, 2014, a decrease of approximately $30,000 (0.6%). This was primarily due to the Partnership paying off two mortgages during 2014, (Linhart and Linewt), and refinancing Dean Street Associates, resulting in lower interest expense for the quarter ended June 30, 2015.

At June 30, 2015, the Partnership has between a 40 - 50% ownership interest in nine Investment Properties. See a description of these properties included in Note 14 to the Consolidated Financial Statements for a detail of the financial information of each Investment Property.

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As described in Note 14 to the Consolidated Financial Statements, the Partnership s share of income from these Investment Properties was approximately $347,000 for the six months ended June 30, 2015 compared to a loss of approximately $270,000 for the six months ended June 30, 2014, an increase of approximately $617,000 (228.2%). This increase is primarily due to an increase in rental revenue of approximately $524,000, and a decrease in depreciation and amortization expense of approximately $1,072,000, partially offset by a gain of approximately $301,000 on the sale of five rental units at Hamilton Bay LLC for the six months ended June 30,2014. Included in the income for the six months ended June 30, 2015 is depreciation and amortization expense of approximately $2,993,000. The allocable income for the six months ended June 30, 2015 from the investment in Dexter Park is approximately $299,000.

As a result of the changes discussed above, the Partnership s net income for the six months ended June 30, 2015 was approximately $1,506,000 compared to net income of $252,000 an increase of approximately $1,254,000 (497.1%).

LIQUIDITY AND CAPITAL RESOURCES

The Partnership s principal source of cash during the first six months of 2015 was the collection of rents. The Partnership s principal source of cash in 2014 was the collection of rents and proceeds from the refinancing of real estate. The majority of cash and cash equivalents of $15,406,249 at June 30, 2015 and $14,015,898 at December 31, 2014 were held in interest bearing accounts at creditworthy financial institutions.

The increase in cash of $1,390,351 for the six months ended June 30, 2015 is summarized as follows:

	Six Months Ended June 30,	
	2015	2014
Cash provided by operating activities	$ 6,269,166	$ 5,357,638
Cash (used in) investing activities	(1,034,125)	(792,788)
Cash (used in) financing activities	(65,804)	(3,088,023)
Repurchase of Depositary Receipts, Class B and General Partner Units	(1,879,001)	(941,477)
Distributions paid	(1,899,885)	(1,935,384)
Net increase (decrease) in cash and cash equivalents	$ 1,390,351	(1,400,034)

The increase in cash provided by operating activities is primarily due to an increase in rent collections and a decrease in cash operating expenses. The increase in cash used in investing activities is due to an increase in the improvements to rental properties in 2015 compared to the same period in 2014. The change in cash used in financing activities is due to the refinancing of several mortgages in 2014 and the payment of mortgage notes payable in 2015. During the six months ended June 30, 2015, the Partnership purchased 30,080 Depositary Receipts for an average price of $ 49.63 for a total cost of $1,505,645; 238 Class B Units for a cost of $354,688 and 13 General Partnership Units for a cost of $ 18,668, for a total cost of $1,879,001.

During 2015, the Partnership and its Subsidiary Partnerships completed improvements to certain of the Properties at a total cost of approximately $2,432,000. These improvements were funded from cash reserves. Cash reserves have been adequate to fully fund improvements.

The most significant improvements were made at Westgate Woburn, 62 Boylston Street, Westside Colonial, Redwood Hills, Hamilton Oaks, and North Beacon Street, at a cost of approximately $621,000, $380,000, $217,000, $186,000, $185,000, and $142,000 respectively. The Partnership plans to invest approximately $1,503,000 in additional capital improvements in 2015.

On June 11, 2014, the Partnership refinanced the property owned by NERA Dean Street Associates, LLC. The new mortgage was $5,687,000; the interest rate was 4.22%, interest only, payable in 10 years. Approximately $5,077,000 of the loan proceeds were used to pay off the existing mortgage. The mortgage matures in June 2024. The costs associated with the refinancing were approximately $99,000. Approximately $610,000 in cash was received from this refinancing.

In February 2014, the Partnership paid off the mortgages on Linewt in the amount of approximately $1,466,000 and Linhart in the amount of approximately $1,926,000.

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During the six months ended June 30, 2015 and 2014 the Partnership received distributions of approximately $1,419,000 and $968,000 from the investment properties respectively. Included in these distributions is the amount from Dexter Park of $780,000 and $530,000 for the six months ended June 30, 2015 and 2014 respectively.

The Partnership anticipates that cash from operations and interest bearing accounts will be sufficient to fund its current operations, pay distributions, make required debt payments and to finance current improvements to its properties. The Partnership may also sell or refinance properties. The Partnership s net income and cash flow may fluctuate dramatically from year to year as a result of the sale or refinancing of properties, increases or decreases in rental income or expenses, or the loss of significant tenants.

Off-Balance Sheet Arrangements Joint Venture Indebtedness

As of June 30, 2015, the Partnership had a 40%-50% ownership interest in nine 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 June 30, 2015, our proportionate share of the non-recourse debt related to these investments was approximately $59,962,000. See Note 14 to the Consolidated Financial Statements.

Contractual Obligations

See Notes 5 and 14 to the Consolidated Financial Statements for a description of mortgage notes payable. The Partnerships has no other material contractual obligations to be disclosed.

Factors That May Affect Future Results

Along with risks detailed in Item 1A and 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 tenants financial condition, the need to enter into new leases or renew leases on terms favorable to tenants in order

to generate rental revenues and our ability to collect rents from our tenants.

- 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.

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- 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, lead, 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 market prices for Class A Partnership Units and Depositary Receipts as well as performance and cash flow.

- Changes in income 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.

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

- Competition for acquisitions may result in increased prices for properties.

- Any weakness identified in the Partnership s internal controls as part of the evaluation being undertaken could have an adverse effect on the Partnership s business.

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in interest rates and equity prices. In pursuing its business plan, the primary market risk to which the Partnership is exposed is interest rate risk. Changes in the general level of interest rates prevailing in the financial markets may affect the spread between the Partnership s yield on invested assets and cost of funds and, in turn, its ability to make distributions or payments to its investors.

As of June 30, 2015, the Partnership, its Subsidiary Partnerships and the Investment Properties collectively have approximately $333,045,000 in long-term debt, substantially all of which require payment of interest at fixed rates. Accordingly, the fair value of these debt instruments is affected by changes in market interest rates. This long term debt matures through 2029. For information regarding the fair value and maturity dates of these debt obligations, See Note 5 to the Consolidated Financial Statements Mortgage Notes Payable, Note 12 to the Consolidated Financial Statements Fair Value Measurements and Note 14 to the Consolidated Financial Statements Investment in Unconsolidated Joint Ventures.

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

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ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures. The Partnership s management, with the participation of the Partnership s principal executive officer and principal 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 Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, the Partnership s principal executive officer and principal financial officer have concluded that, as of the end of such period, the Partnership s disclosure controls and procedures were 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.

Changes in Internal Control over Financial Reporting. There were no changes in our internal control over financial reporting during the second quarter of 2015 that materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

There are no material legal proceedings, other than ordinary routine litigation incidental to its business, to which the Partnership is a party to or to which any of the Properties is subject**.**

Item 1A. Risk Factors

There were no material changes to the risk factors disclosed in our annual report on Form 10K for the year ended December 31, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) None

(b) None

(c) Issuer Purchase of Equity Securities during the second quarter of 2015:

Period		Average Price Paid	Depositary Receipts Purchased as Part of Publicly Announced Plan	Remaining number of Depositary Receipts that may be purchased Under the Plan (as Amended)
April 1-30, 2015	$	0.00	0	693,669
May 1-31, 2015	$	48.92	8,881	684,788
June 1-30, 2015	$	49.07	1,784	683,004
Total			10,665	

On August 20, 2007, NewReal, Inc., the General Partner authorized an equity repurchase program (Repurchase Program) under which the Partnership was permitted to purchase, over a period of twelve months, up to 300,000 Depositary Receipts (each of which is one-tenth of a Class A Unit). On January 15, 2008, the General Partner authorized an increase in the Repurchase Program from 300,000 to 600,000 Depositary Receipts. On January 30, 2008 the General Partner authorized an increase the Repurchase Program from 600,000 to 900,000 Depositary Receipts. On March 6, 2008, the General Partner authorized the increase in the total number of Depositary Receipts that could be repurchased pursuant to the Repurchase Program from 900,000 to1, 500,000. On August 8, 2008, the General Partner re- authorized and renewed the Repurchase Program for an additional 12-month period ended August 19, 2009. On March 22, 2010, the General Partner re-authorized and renewed the Repurchase Program that expired on August 19, 2009. Under the terms of the renewed Repurchase Program, the Partnership may purchase up to 1,500,000 Depositary Receipts from the start of the program in 2007 through March 31, 2015. On March 10, 2015, the General Partner authorized an increase in the Repurchase Program from 1,500,000 to 2,000,000 Depository Receipts and extended the Program for an additional five years from March 31, 2015 until March 31, 2020.

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The Repurchase Program requires the Partnership to repurchase a proportionate number of Class B Units and General Partner Units in connection with any repurchases of any Depositary Receipts by the Partnership based upon the 80%, 19% and 1% fixed distribution percentages of the holders of the Class A, Class B and General Partner Units under the Partnership s Second Amended and Restate Contract of Limited Partnership. Repurchases of Depositary Receipts or Partnership Units pursuant to the Repurchase Program may be made by the Partnership from time to time in its sole discretion in open market transactions or in privately negotiated transactions. From August 20, 2007 through June 30, 2015, the Partnership has repurchased 1,316,996 Depositary Receipts at an average price of $26.20 per receipt (or $786.00 per underlying Class A Unit), 2,690 Class B Units and 142 General Partnership Units, both at an average price of $833.09 per Unit, totaling approximately $37,046,000 including brokerage fees paid by the Partnership.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosure

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

See the exhibit index below.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP
By: /s/ NEWREAL, INC.

Its General Partner

By: /s/ RONALD BROWN
Ronald Brown, *President*

Dated: August 7, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ RONALD BROWN Ronald Brown	President and Director of the General Partner (Principal Executive Officer)	August 7, 2015
/s/ HAROLD BROWN Harold Brown	Treasurer and Director of the General Partner (Principal Financial Officer and Principal Accounting Officer)	August 7, 2015
/s/ GUILLIAEM AERTSEN Guilliaem Aertsen	Director of the General Partner	August 7, 2015
/s/ DAVID ALOISE David Aloise	Director of the General Partner	August 7, 2015
/s/ EUNICE HARPS Eunice Harps	Director of the General Partner	August 7, 2015

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EXHIBIT INDEX

Exhibit No.	Description of Exhibit
(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 Brown, 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) and Harold Brown, Principal Financial Officer of the Partnership (Treasurer and a Director of NewReal, Inc., sole General Partner of the Partnership).
(101.1)	The following financial statements from New England Realty Associates Limited Partnership Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, formatted in XBRL: (i) Consolidated Balance Sheets, (unaudited) (ii) Consolidated Statements of Income, (unaudited) (iii) Consolidated Statements of Changes in Partners Capital, (unaudited) (iv) Consolidated Statements of Cash Flows, (unaudited) and (v) Notes to Consolidated Financial Statements, (unaudited).