

## **Additional Disclosure for Issuers Engaged in Real Estate Activities**

If the issuer is engaged in real estate activities, the disclosure specified in this Disclosure Guide should be included in the issuer's response to the Disclosure Guidelines, in addition to items set forth in such Guidelines.

**I. Item V, new Sections C and D.** Please include responses to the following additional sections in the issuer's response to Item V of the Disclosure Guidelines:

**C. Investment Policies.** Describe the policy of the issuer with respect to each of the following types of investments. State whether there are any limitations on the percentage of assets which may be invested in any one investment, or type of investment, and indicate whether such policy may be changed without a vote of security holders. State whether it is the issuer's policy to acquire assets primarily for possible capital gain or primarily for income. If current distributions are an investment objective, state when distributions are expected to be made.

i) *Investments in real estate or interests in real estate.* Indicate the types of real estate in which the issuer may invest, for example, office or apartment buildings, shopping centers, industrial or commercial properties, special purpose buildings and undeveloped acreage, and the geographic area(s) of these properties. Briefly describe the method, or proposed method, of operating and financing these properties. Indicate any limitations on the number or amount of mortgages which may be placed on any one piece of property.

ii)  *Investments in real estate mortgages.* Indicate the types of mortgages, for example, first or second mortgages, and the types of properties subject to mortgages in which the issuer intends to invest, for example, single family dwellings, apartment buildings, office buildings, unimproved land, and the nature of any guarantees or insurance. Describe each type of mortgage activity in which the issuer intends to engage such as originating, servicing and warehousing, and the portfolio turnover policy.

iii) *Securities of or interests in persons primarily engaged in real estate activities.* Indicate the types of securities in which the issuer may invest, for example, common stock, interest in real estate investment trusts, partnership interests. Indicate the primary activities of persons in which the issuer will invest, such as mortgage sales, investments in developed or undeveloped properties and state the investment policies of such persons.

**D. Description of Real Estate and Operating Data.** This information shall be furnished separately for each property the book value of which amounts to ten percent or more of the total assets of the issuer and its consolidated subsidiaries

- i)** Describe the general character and location of all materially important properties held (whether owned, leased or otherwise) by, or intended to be acquired by or leased to, the issuer and describe the present or proposed use of such properties and their suitability and adequacy for such use. Properties not yet acquired shall be identified as such.
- ii)** State the nature of the issuer's title to, or other interest in, such properties and the nature and amount of all material mortgages, liens or encumbrances against such properties. Disclose the current principal amount of each material encumbrance, interest and amortization provisions, prepayment provisions, maturity date and the balance due at maturity assuming no prepayments.
- iii)** Outline briefly the principal terms of any lease of any of such properties or any option or contract to purchase or sell any of such properties.
- iv)** Outline briefly any proposed program for the renovation, improvement or development of such properties, including the estimated cost thereof and the method of financing to be used. If there are no present plans for the improvement or development of any unimproved or undeveloped property, so state and indicate the purpose for which the property is to be held or acquired.
- v)** Describe the general competitive conditions to which the properties are or may be subject.
- vi)** Include a statement as to whether, in the opinion of the issuer's management, the properties are adequately covered by insurance.
- vii)** With respect to each improved property which is separately described, provide the following in addition to the above:
  - a. Occupancy rate;
  - b. Number of tenants occupying ten percent or more of the rentable square footage, the principal nature of business of each such tenant and the principal provisions of each of their leases;
  - c. Principal business, occupations and professions carried on in, or from, the building;
  - d. The average effective annual rental per square foot or unit;

- e. Schedule of the lease expirations for each of the ten years starting with the current year, stating:
  - 1. the number of tenants whose leases will expire,
  - 2. the total area in square feet covered by such leases,
  - 3. the annual rental represented by such leases, and
  - 4. the percentage of gross annual rental represented by such leases;
- f. Each of the properties and components thereof upon which depreciation is taken, setting forth the:
  - 1. federal tax basis,
  - 2. rate,
  - 3. method, and
  - 4. life claimed with respect to such property or component thereof for purposes of depreciation;
- g. The realty tax rate, annual realty taxes and estimated taxes on any proposed improvements.

**Instruction:** If the issuer has a number of properties, the information may be given in tabular form.

**II. In addition to the information required above, issuers that are real estate limited partnerships** should also respond to the following:

- A. **Item V, Section A, subsection 2. *Termination Date of Partnership.*** In addition to the information requested by this subsection of the Disclosure Guidelines, state the intended termination date of the partnership.
- B. **Item V, Section A, new subsection 12. *Partnership Agreement.*** Provide a brief summary of the material provisions of the partnership agreement.

Included in this summary should be a discussion of any provisions in the partnership agreement that allow the General Partner or its affiliates to redeem or repurchase the limited partnership interest or that allow the limited partner to seek redemption or repurchase. The conditions or formulae used, e.g., purchase price less capital returns, should also be disclosed. Be careful to appropriately describe

the investor's right — whether it be redemption, repurchase, or merely a right of presentment. The discussion should include the following factors:

- (i) That the appraisals are simply estimates of value and may not necessarily correspond to realizable value;
- (ii) The order in which redemption requests will be honored (post mark or other objective standard);
- (iii) Whether the General Partner and its affiliates will defer their redemption requests until requests for redemption by the Limited Partners have been met;
- (iv) The source and amount of funds (together with any legal or practical limitations) available for this purpose;
- (v) The circumstances under which a later request will be honored, while an earlier request is still pending;
- (vi) The period of time during which a redemption request may be pending prior to its being granted or rejected;
- (vii) Whether there is to be allocation of funds among partners requesting redemption in circumstances where redemption requests exceed funds available for this purpose. If so, state and briefly describe the allocation process;
- (viii) Whether limited partners must hold an interest in the partnership for a specified period prior to making a redemption request; and
- (ix) A detailed statement of the procedure that must be followed in order to redeem or seek repurchase of the interest, including the forms that must be presented, and whether signature guarantees will be required.

C. **Item V, Section A, new subsection 13.** *Partnership Tax Status.* This subsection should state whether an IRS ruling has been requested as to the entity's classification as a partnership for Federal income tax purposes. The contents of any ruling, including any conditions therein, should be summarized. Where a ruling or opinion of counsel as to partnership status is conditioned on the maintenance of certain net worth or other standards, there should be disclosure as to how these standards will be maintained in the future.

D. **Item V, Section D (as set forth in the beginning of this document), new subsections (viii) through (xi).**

- viii) *Leverage*. State the maximum leverage expected to be used by the partnership as a whole and on individual properties, where it may differ.
  - ix) *Investment Criteria*. Disclosure should be made of the criteria (e.g., method of depreciation, location) to be utilized in evaluating proposed investments.
  - x) *Changes in Investment Objectives*. If there is provision in the partnership agreement or otherwise for change in the investment objectives of the partnership, a description of how such change could be made should be included.
  - xi) *Property Risks*. Risks associated with specified properties, such as competitive factors, environmental regulation, rent control regulation, fuel or energy requirements and regulation should be noted.
- E. **Item XII**. Responses to Item XII of the Disclosure Guidelines shall include responses with respect to all persons making investment decisions for the partnership, in addition to the persons specified in such Item XII.
- F. **Item XII, Section A, subsection 5**. In addition to the information requested by this subsection of the Disclosure Guidelines, include the following additional information relating to the compensation and fees of the General Partner and its affiliates. *All references in this document to the General Partner and its affiliates, also referred to as sponsors, are intended to include references to the General Partner(s), promoters of the partnership, and all persons that, directly or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, such General Partner(s) or promoters.*
- A. This section should include a summary tabular presentation, itemizing by category and specifying dollar amounts where possible, of all compensation, fees, profits, and other benefits (including reimbursement of out-of-pocket expenses) that the General Partner and its affiliates may earn or receive in connection with the operation of the partnership. The presentation should identify the person, including affiliations with the General Partner, who will receive such compensation, fees, profits or benefits and the services to be performed by such person.

The summary should be organized so as to indicate clearly whether the compensation relates to the offering and organizational stage, the developmental or acquisition stage, the operational stage or the termination and liquidation stage of the partnership. Separate subcaptions are recommended.

The type of compensation, fees, profits or other benefits that should be disclosed includes, but is not limited to, the following: disbursements incident to the purchase and sale of the limited partnership interests, including sales

commissions, reimbursements for expenses, and real estate commissions; finder's fees; fees for property acquisitions, marketing or leasing up of properties, financing or refinancing, management of properties, insurance and miscellaneous services; commissions and other fees to be paid upon sale of the partnership's properties; participation by the General Partner in cash flow or profits and losses or capital gains and losses arising out of the operation, refinancing or sale of properties; fees or builder's profits; overhead absorption and/or land write-ups; and all profits on the purchase of investments for the partnership from the General Partner or its affiliates. If the partnership agreement limits the losses the General Partner and its affiliates can sustain, this should be discussed.

- B. Maximum aggregate dollar front-end fees paid or to be paid during the first fiscal year of operations should be disclosed based upon the assumption that the partnership's maximum leverage is utilized, where appropriate.
  - C. Where compensation arrangements are based upon a formula or percentage, the terms of such arrangements should be disclosed and illustrated. The assumptions underlying the dollar figures should also be disclosed. Compensation based upon a given return (percentage of contributed investor capital) to investors should disclose whether such return is cumulative or non-cumulative.
  - D. Where the General Partner or an affiliate receives a disproportionate interest in the partnership in relation to its own contribution, a bar chart comparison of the various interests and contributors should be provided.
- G. Item XII, Section D.** The disclosure of conflicts of interests required by this section of the Disclosure Guidelines should reflect the following additional considerations:
- A. This section should include a summary of each type of transaction that may result in a conflict between the interests of the public investors and those of the General Partner and its affiliates, and of the proposed method of dealing with such conflict. The types of conflicts of interest which should be disclosed and discussed, if appropriate, include, but are not limited to:
    - i) Whether the General Partner is a general partner or an affiliate of the general partner in other investment entities (public and/or private) engaged in making similar investments or otherwise makes or arranges for similar investments.
    - ii) Whether the General Partner has the authority to invest the partnership's funds in other partnerships in which the General Partner or an affiliate is the general partner or has an interest.

- iii) Whether properties in which the General Partner or its affiliates have an interest are bought from, or partnership properties are sold to, the General Partner or its affiliates or entities in which they have an interest. Where appraisals are used in connection with any such transaction, it should be made clear that appraisals are only estimates of value and should not be relied on as measures of realized value. If any relationship exists between the appraiser and the General Partner or its affiliates this should be stated.
- iv) Whether the General Partner or its affiliates own or have an interest in properties adjacent to those to be purchased and developed by the partnership.
- v) Whether affiliates of the General Partner who act as underwriters, real estate brokers or managers for the partnership, act in such capacities for other partnerships or entities.
- vi) Whether an affiliate of the General Partner places mortgages for the partnership or otherwise acts as a finance broker or as insurance agent or broker receiving commissions for such services.
- viii) Whether the compensation plan for the General Partner may create a conflict between the interests of the General Partner and those of the partnership.

B. An organization chart should be included in this section showing the relationship between the various organizations managed or controlled by the General Partner or its affiliates that will do business with the partnership where the relationships are so complex that a graphic display would assist investors in understanding such relationships.

**H. Item XII, new Section E -- Prior Performance of the General Partner and Affiliates.**

The information required to be provided pursuant to Item XII of the Disclosure Guidelines should be supplemented with the following information under a new Section E entitled "Prior Performance of the General Partner and Affiliates."

A narrative summary of the "track record" or prior performance of programs sponsored by the General Partner and its affiliates ("sponsors") containing the information set forth below, as well as tables following the format set forth herein relating to historical use of proceeds of prior programs, compensation to the sponsors, operations of prior programs, and acquisitions and sales of properties by prior programs, should be included as Item XII, Section E, in the issuer's disclosure statement.

Do not include information about prior performance beyond that required by this Guide except for such further material information as may be necessary to make the required statements, in light of the circumstances under which they are made, not misleading.

*Terms used in this Guide.* "Public" programs include all offerings registered under the Securities Act of 1933, all programs required to report under Section 15(d) of the Securities Exchange Act of 1934 ("Exchange Act"), all programs with a class of equity securities registered pursuant to Section 12(g) of the Exchange Act, and all other programs with at least 300 security holders of record that initially raised at least \$1 million.

Programs with "similar investment objectives" are those with similar objectives as the issuer. Generally, the sponsor has the responsibility to determine which previous programs had "similar investment objectives."

A sponsor would be considered to have a "public track record" if it has sponsored at least three programs with investment objectives similar to those of the issuer that filed reports under Section 13(a) or Section 15(d) of the Exchange Act and at least two public programs with investment objectives similar to those of the issuer that had three years of operations after investments of 90% of the amount available for investment. In addition, at least two of the public offerings for programs with investment objectives to those of the issuer must have closed in the previous three years.

#### ***A. Narrative Summary.***

1. The narrative summary should include a description of the sponsor's experience in the last ten years with all other programs, both public and nonpublic, that have invested primarily in real estate, regardless of the investment objectives of the programs. This summary should include at least (a) the number of programs sponsored, (b) the total amount of money raised from investors, (c) the total number of investors, (d) the number of properties purchased and location by region, (e) the aggregate dollar amount of property purchased, (f) the percentage (based on purchase prices rather than on number) of properties that are commercial (broken out by shopping centers, office buildings and others) and residential, (g) the percentage (based on purchase prices) of new, used or construction properties, and (h) the number of properties sold. Aggregate figures should be presented separately for public and nonpublic programs. In addition, the narrative should indicate the approximate percentage of the overall data that represents activities of programs with investment objectives similar to those of the issuer. The summary also may cross-reference the prior performance tables.

2. The narrative summary should include a discussion of those major adverse

business developments or conditions experienced by any prior program, either public or nonpublic, that would be material to investors in the issuer. The narrative should include cross-references to the tables, as appropriate.

3. The narrative summary should include a list of all prior public programs sponsored by the General Partner and its affiliates.
3. The narrative summary should include a summary of acquisitions of properties by the sponsor's programs in the most recent three years as set forth in Table IV below. The summary should include the number of properties purchased, the type, location and method of financing.

**B. *Prior Performance Tables.*** The information required by the following tables should be included in the format shown. The instructions to the tables specify the programs and the time periods about which information is required.

*General Instructions for all Prior Performance Tables:*

1. The prior performance tables should be preceded, where appropriate, by a narrative introduction that cross-references the narrative summary in the text, explains the significance of the track record and the tables, explains where and how additional information can be obtained and includes a glossary of terms used in the tables.

This introduction also should include a discussion of the factors the sponsor considered in determining which previous programs had "similar investment objectives" to those of the issuer.

2. Each of the tables should be introduced by a brief narrative explaining the objective of the table and what it covers. There also should be set forth with or in each table any further material information that may be necessary to make the required tabular data, in light of the circumstances under which it is presented, not misleading.

**Table I.**

***Experience in Raising and Investing Funds (on a percentage basis)***

*Instructions to Table I:*

1. Include information only for programs the offering of which closed in the most recent three years.
2. Sponsors with a "public track record" should include information relating only to public programs with investment objectives similar to those of the issuer.
3. If the sponsor does not have a "public track record," information must be given for each prior program, public or nonpublic, with investment objectives similar to those of the issuer. If the sponsor has not sponsored at least five such programs, then information

must be given for each prior program, public or nonpublic, even if the investment objectives for those programs are not similar to those of the issuer. In that case, nonpublic programs with investment objectives that are not similar to those of the issuer should be grouped together according to investment objective and information about those programs presented on an aggregate basis by year. If so presented, the number of programs that have been aggregated should be disclosed. The sponsor also should indicate by note if the investment objectives of any program are not similar to those of the issuer and should briefly describe those investment objectives.

	<u>Program X</u>	<u>Program Y</u>
Dollar amount offered		
Dollar amount raised (100%)		
Less offering expenses:		
Selling commissions and discounts retained by affiliates		
Organizational expenses		
Other (explain)		
Reserves		
Percent available for investment		
Acquisition costs:		
Prepaid items and fees related to purchase of property		
Cash down payment		
Acquisition fees		
Other (explain)		
Total acquisition cost		
Percent leverage (mortgage financing divided by total acquisition cost)		
Date offering began		
Length of offering (in months)		
Months to invest 90% of amount available for investment (measured from beginning of offering)		

**Table II.**  
*Compensation to Sponsor*

*Instructions to Table II:*

1. Include in a separate column for each program aggregated payments made to the sponsor only by real estate programs the offering of which closed in the most recent three years. Include in another separate column aggregate payments to the sponsor in the most recent three years from all other programs and indicate the number of programs involved.
2. Sponsors with a "public track record" should include information relating only to public programs with investment objectives similar to those of the issuer.

3. If the sponsor does not have a "public track record," information must be given for each prior program, public or nonpublic, with investment objectives similar to those of the issuer. If the sponsor has not sponsored at least five such programs, then information must be given for each prior program, public or nonpublic, even if the investment objectives for those programs are not similar to those of the issuer. In that case, nonpublic programs with investment objectives that are not similar to those of the issuer should be grouped together according to investment objective and information about those programs presented on an aggregate basis by year. If so presented, the number of programs that have been aggregated should be disclosed. The sponsor also should indicate by note if the investment objectives of any program are not similar to those of the issuer and should briefly describe those investment objectives.

4. The table should include any real estate commissions and other fees paid to the sponsor in connection with the acquisition or disposition of any properties by the program by entities other than the program itself.

<u>Type of Compensation</u>	<u>Program X</u>	<u>Program Y</u>	<u>Other Programs</u>
Date offering commenced			
Dollar amount raised			
Amount paid to sponsor from proceeds of offering:			
Underwriting fees			
Acquisition fees			
— real estate commissions			
— advisory fees			
— other (identify and quantify)			
Other			
Dollar amount of cash generated from operations before deducting payments to sponsor			
Amount paid to sponsor from operations:			
Property management fees			
Partnership management fees			
Reimbursements			
Leasing commissions			
Other (identify and quantify)			
Dollar amount of property sales and refinancing before deducting payments to sponsor			
— cash			
— notes			
Amount paid to sponsor from property sales and refinancing:			
Real estate commissions			
Incentive fees <sup>1</sup>			

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<sup>1</sup> Explain subordinated commissions in a note.

Other (identify and quantify)

**Table III.**  
***Operating Results of Prior Programs***

*Instructions to Table III:*

1. Include information only for programs the offerings of which closed in the most recent five years. Financial data for each program should be presented separately for each year.
2. Sponsors with a "public track record" should include information relating only to public programs with investment objectives similar to those of the issuer.
3. If the sponsor does not have a "public track record," information must be given for each program, public or nonpublic, with investment objectives similar to those of the issuer. If the sponsor has not sponsored at least five such programs, then information must be given for each prior program, public or nonpublic, even if the investment objectives for those programs are not similar to those of the issuer. In that case, nonpublic programs with investment objectives that are not similar to those of the issuer should be grouped together according to investment objective and information about those programs presented on an aggregate basis by year. If so presented, the number of programs that have been aggregated should be disclosed. The sponsor also should indicate by note if the investment objectives of any program are not similar to those of the issuer and should briefly describe those investment objectives.
4. Information should be presented on the basis of generally accepted accounting principles ("GAAP") where indicated. However, where information about nonpublic programs is required to be included, such information may be presented on a tax basis if the program's books have not been kept on a GAAP basis. If there are any significant differences in operating results between accounting on a tax and GAAP basis, they should be explained. This explanation should provide any additional information about the particular programs presented that may be necessary to make the information contained in the Table not materially misleading in light of the circumstances under which the information is given.

	<b><i>Program X</i></b>		
	<b>YEAR 1</b>	<b>YEAR 2</b>	<b>YEAR 3</b>
<b>Gross Revenues</b>			
<b>Profit on Sale of Properties</b>			
Less: Operating Expenses			
Interest Expense			
Depreciation			

<b>Net Income – GAAP Basis</b>			
<b>Taxable Income</b>			
- From Operations			
- From Gain on Sale			
<b>Cash Generated from Operations<sup>2</sup></b>			
<b>Cash Generated from Sales</b>			
<b>Cash Generated from Refinancing</b>			
<b>Cash Generated from Operations, Sales and Refinancing</b>			
Less: Cash Distributions to Investors			
- From Operating Cash Flow			
- From Sales and Refinancing			
- From other			
<b>Cash Generated (deficiency) after Cash Distributions</b>			
Less: Special Items (not including sales and refinancing) (identify and quantify)			
<b>Cash Generated (deficiency) after Cash Distributions and Special Items</b>			
<i>Tax and Distribution Data Per \$1000 Invested</i>			
<b>Federal Income Tax Results:</b>			
<b>Ordinary Income (loss)</b>			
- From Operations			
- From Recapture			
Capital Gain (loss)			
<b>Cash Distributions to Investors Source (on a GAAP basis)</b>			
- Investment Income			
- Return of Capital			
<b>Source (on cash basis)</b>			
- Sales			
- Refinancing			
- Operations			
- Other			
<b>Amount (in percentage terms) remaining invested in program properties at the end of the last year reported in the Table (original total acquisition cost of properties)</b>			

<sup>2</sup> Indicate in a note what amount of from sources other than operations, such as guaranteed rents or interest.

retained, divided by original total acquisition cost of all properties in the program).			
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**Table IV.**  
***Results of Completed Programs***

*Instructions to Table IV:*

- 1) Include programs that have completed operations (no longer hold properties) in the most recent five years, even if they still hold notes.
- 2) Sponsors with a "public track record" should include information relating only to public programs with investment objectives similar to those of the issuer.
- 3) If the sponsor does not have a "public track record," information must be given for each prior program, public or nonpublic, with investment objectives similar to those of the issuer. If the sponsor has not sponsored at least five such programs, then information must be given for each prior program, public or nonpublic, even if the investment objectives for that program are not similar to those of the issuer. In that case, nonpublic programs with investment objectives that are not similar to those of the issuer should be grouped together according to investment objective and information about those programs presented on an aggregate basis by year. If so presented, the number of programs that have been aggregated should be disclosed. The sponsor also should indicate by note if the investment objectives of any program are not similar to those of the issuer and should briefly describe those investment objectives.

Program Name	
Dollar Amount Raised	
Number of Properties Purchased	
Date of Closing of Offering	
Date of First Sale of Property	
Date of Final Sale of Property	

Tax and Distribution Data Per \$1000 Investment Through:

Federal Income Tax Results:	
Ordinary Income (loss)	
- From Operations	
- From Recapture	
Capital Gain (loss) <sup>3</sup>	

<sup>3</sup> Note 60% capital gain exclusion.

Deferred Gain <sup>4</sup>	
Capital	
Ordinary	
Cash Distributions to Investors	
Source (on GAAP basis)	
- Investment Income	
- Return of Capital	
Source (on cash basis)	
- Sales	
- Refinancing	
- Operations	
- Other	
Receivable on Net Purchase Money Financing <sup>5</sup>	

**Table V.**  
***Sales or Disposals of Properties***

*Instructions to Table V:*

- 1) Include all sales or disposals of property by programs with similar investment objectives within the most recent three years.
- 2) Sponsors with a "public track record" should only include information relating to public programs. If the sponsor does not have a "public track record," then information should be given about sales or disposals of properties by public and nonpublic programs. Where properties held by nonpublic programs are included, information should be on a GAAP basis where feasible without undue effort or expense.

Note: The table below is split into two sections solely for formatting purposes.

Property <sup>6</sup>	Date Acquired	Date of Sale <sup>7</sup>	Selling Price, Net of Closing	Cost of Properties Including	Excess (Deficiency) of Property	Cash Received Net of
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<sup>4</sup> Explain in a note deferred capital gain.

<sup>5</sup> Explain in a note the terms of notes taken back and annual payments, and the fact that the amounts are face amounts and do not represent discounted current value.

<sup>6</sup> Do not include amounts otherwise included under "Selling Price, Net of Closing Costs and GAAP Adjustments" or "Cost of Properties including Closing and Soft Costs." Costs incurred in the administration of the partnership not related to the operation of properties need not be included if so indicated in a note to the Table.

			Costs and GAAP Adjustments	Closing and Soft Costs	Operating Cash Receipts Over Cash Expenditures	Closing Costs

Mortgage Balance at Time of Sale	Purchase Money Mortgage Taken Back by Program <sup>8</sup>	Adjustments Resulting from Application of GAAP <sup>9</sup>	Total <sup>10</sup>	Original Mortgage Financing	Total Acquisition Cost, Capital Improvement, Closing and Soft Costs <sup>11</sup>	Total

**Table VI.**  
***Acquisitions of Properties by Programs***

*Instructions to Table VI:*

- 1) Include all properties acquired by any prior programs with similar investment objectives in the most recent three years.
- 2) Sponsors with a "public track record" should only include information relating to public programs. If the sponsor does not have a "public track record," then information should be given about properties acquired by public and nonpublic programs.

*Name of Program*

Name, location and type of property
Gross leasable space (square feet) or number of units and total square feet of units
Date of purchase Mortgage financing at date of purchase

<sup>7</sup> Note if sales of properties are to related parties.

<sup>8</sup> Indicate in a note that the amounts shown are face amounts and do not represent discounted current value. In addition, describe the terms of purchase money mortgages taken by the partnership, including the interest rate, any balloon payments requirements and other special provisions. Also, describe those sales made with a leaseback or any other guarantees that require continued seller involvement.

<sup>9</sup> Include an explanation of any GAAP adjustments.

<sup>10</sup> Note the allocation of the taxable gain between ordinary and capital, and identify those sales that are being reported for tax purposes on the installment basis.

<sup>11</sup> Identify real estate commissions carried but not taken. Indicate that the amounts shown do not include a pro rata share of original offering costs.

Cash down payment Contract purchase price plus acquisition fee
Other cash expenditures expensed
Other cash expenditures capitalized
Total acquisition cost

**I. Item XII, new Section F – Other Management Issues.** The information required to be provided pursuant to Item XII of the Disclosure Guidelines should be supplemented with the following information under a new Section F entitled “Other Management Issues”:

1. *Nonaffiliate Partnership Management.* Any substantial reliance on a nonaffiliate in running the operations of the partnership should be disclosed and any relevant prior experience should be discussed. If material amounts of compensation or fees are to be paid to nonaffiliates, a separate heading should be provided entitled, "Fees and Compensation Arrangements with Nonaffiliates" and a tabular presentation describing such fees should be provided.
2. *Changes in Management.* If there is provision in the partnership agreement or otherwise for a change in the management of the partnership, a description of how such change could be accomplished should be included.
3. *Prior Contingent Liabilities.* The amount of, and reason for, any contingent liabilities of the General Partner and its affiliates with regard to prior programs now in existence should be disclosed.