

NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP
Form SC 13D/A
December 28, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
under the Securities Exchange Act of 1934
(Amendment No. 3)

NEW ENGLAND REALTY ASSOCIATES LIMITED PARTNERSHIP

(Name of Issuer)

Depository Receipts

(Title of Class of Securities)

644206104

(CUSIP Number of Class
of Securities)

Charles L. Frischer
30 West 63rd Street
Apt 12
New York, NY 10023

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 21, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(continued on next page(s))

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 1 NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Steven A. Berger
 I.R.S. I.D. No.

 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |X|
 (b) |_|

 3 SEC USE ONLY

 4 SOURCE OF FUNDS*

PF

 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEMS 2 (e) OF 2 (f) |_|

 6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

 NUMBER OF 7 SOLE VOTING POWER
 SHARES 44,487
 BENEFICIALLY 8 SHARED VOTING POWER
 OWNED BY - 0 -
 EACH 9 SOLE DISPOSITIVE POWER
 REPORTING 44,487
 PERSON WITH
 10 SHARED DISPOSITIVE POWER
 - 0 -

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

44,487

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |_|

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.4%

 14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Charles Frischer
I.R.S. I.D. No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(e) OF 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

65,993

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

65,993

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,993

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jon Goodman
I.R.S. I.D. No.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |
(b) |

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(e) OF 2(f) |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7 SOLE VOTING POWER

1,000

NUMBER OF 8 SHARED VOTING POWER
SHARES

BENEFICIALLY OWNED BY - 0 -
EACH

9 SOLE DISPOSITIVE POWER
REPORTING PERSON

1,000

WITH

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* |_|

 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

 14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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This Amendment No. 3 amends certain information contained in the Schedule 13D filed jointly by Steven Berger, Charles Frischer and Jon Goodman with respect to its ownership interest New England Realty Associates Limited Partnership, a Massachusetts limited partnership (the "Issuer"), on June 14, 2007, as amended (the "13D"). Capitalized terms used but not defined herein have the meanings ascribed to them in the 13D.

Item 3. Source and Amount of Funds of Other Consideration.

Item 3 is amended by adding the following:

Steven Berger purchased 9,240 Depositary Receipts from October 22, 2007 through December 21, 2007 for an aggregate purchase price of \$481,267.40. Mr. Berger used his personal funds to acquire these Depositary Receipts.

Charles Frischer purchased 4,123 Depositary Receipts from November 17, 2007 through December 5, 2007 for an aggregate purchase price of \$442,071. Mr. Frischer used his personal funds to acquire these Depositary Receipts. Mr. Frischer also sold 1,900 Depositary Receipts from October 26, 2007 through November 7, 2007 for an aggregate purchase price of \$150,798.

Item 5. Interest of Securities of the Issuer.

Item 5 is amended as follows:

(a) and (b) Beneficial ownership

As of the date of this Amendment No. 3 to Schedule 13D, the Reporting Persons beneficially owned the respective numbers of Depositary Receipts set forth below. The percentages set forth below and on the cover pages hereto represent percentages of the outstanding Depositary Receipts based on a total of 1,314,666 Depositary Receipts outstanding at September 30, 2007 as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2007.

Reporting Person	Number of Depositary Receipts	Percentage
-----	-----	-----
Steven A. Berger	44,487	3.4%
Charles Frischer	65,993	5.0%
Jon Goodman	1,000	0.1%
All Members of the Group	111,480	8.5%

By virtue of their status as a "group" for purposes of Rule 13d-5, each of the Reporting Persons may be deemed to have shared voting and dispositive power over the Depositary Receipts owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of the Depositary Receipts owned by the other Reporting Persons.

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Steven A. Berger has sole voting power and sole investment power with respect to all of the 44,487 Depositary Receipts he beneficially owns.

Charles Frischer has sole voting power and sole investment power with respect to all of the 65,993 Depositary Receipts he beneficially owns.

Jon Goodman has sole voting power and sole investment power with respect to all of the 1,000 Depositary Receipts he beneficially owns.

(c) Transactions during the past sixty days

Information with respect to each of the Reporting Persons transactions effected during the past 60 days are set forth on Annex A hereto.

(d) Right to receive dividends or proceeds

Not applicable.

(e) Beneficial ownership of less than five percent

Not applicable.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Pursuant to Rule 13d-1(k), this Schedule 13D is filed jointly on behalf of each of the Reporting Persons.

Dated as of: December 27, 2007

/s/ Steven A. Berger

Steven A. Berger

/s/ Charles Frischer

Charles Frischer

/s/ Jon Goodman

Jon Goodman

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

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ANNEX A

Schedule of Transactions in Depositary Receipts of the Issuer
During the Past 60 DaysSteven A. Berger

Date of Transaction -----	Quantity(1) -----	Purchase (P) or Sale (S) -----	Price per Depositary Receipt (2) -----
10/22/07	100	P	\$78.08
10/29/07	140	P	\$77.56
11/19/07	900	P	\$76.96
11/20/07	400	P	\$74.52
11/21/07	500	P	\$73.92
11/28/07	600	P	\$73.01
12/3/07	500	P	\$72.75
12/5/07	3,000	P	\$72.83
12/21/07	400	P	\$69.75

Charles Frischer

Date of Transaction -----	Quantity(1) -----	Purchase (P) or Sale (S) -----	Price per Depositary Receipt (2) -----
10/26/07	600	S	\$77.90
10/31/07	300	S	\$80.30
11/5/07	400	S	\$80.70
11/7/07	600	S	\$79.48
11/17/07	723	P	\$77.00
12/4/07	300	P	\$73.00
12/5/07	5,000	P	\$72.90

- (1) All purchases and sales were effected through open market or privately negotiated transactions.
- (2) Inclusive of brokerage commissions