

Boston Capital Real Estate Investment Trust, Inc.

Boston Capital Real Estate Investment Trust, Inc.
is a Real Estate Investment Trust (REIT) that owns
apartment communities.

Investor Profile

Investors seeking:

- Current income that may increase over time
- Potential for long-term growth
- Total return

There is no assurance that any current income or return on investment can be achieved.

Offering Size

- Maximum Offering: \$1 billion, plus \$50 million for dividend reinvestment plan

Share Price

- \$10.00

Minimum Investment

- \$1,000 (100 shares @ \$10 share price)

May vary by state. See offering prospectus.

Suitability

- \$45,000 gross income and \$45,000 net worth; or
- \$150,000 net worth

Net worth excludes home, home furnishings and automobile.

May vary by state. See offering prospectus.

Risk Factors

- We will rely on Boston Capital REIT Advisors, LLC, our advisor and an affiliate of our company, to select properties and conduct our operations. Our advisor has no previous experience operating a REIT.
- Our advisor may face various conflicts of interest resulting from its activities with affiliated entities. Our advisor and its affiliates will receive substantial asset management, acquisition and sales fees that are not based on our performance.
- We may not have available operating cash flows from any of our current communities to pay distributions to stockholders.
- We have no limitations in our organizational documents regarding the amount of mortgage and other borrowings on our communities, provided, however, that the aggregate amount of our indebtedness outstanding at any time may not exceed 300% of our net assets. High amounts of leverage may reduce cash available for distribution to stockholders.
- We have elected to qualify as a REIT under the Internal Revenue Service Code (the “Code”). Qualification and treatment as a REIT depend on our ability to meet, on a continuing basis, various tests relating to our distribution rates, diversity of stock ownership and other qualification requirements imposed on REITs. We believe that we have been organized in a manner so as to qualify for treatment as a REIT under the Code, and we intend to remain organized and to operate in such a manner. No assurance can be given that we have so qualified or that we will so qualify for any particular year. If we fail to qualify and to remain qualified as a REIT, our distributions will not be deductible by us, and our income will be subject to taxation. This will reduce our earnings available for distribution to stockholders.
- Your shares will not be listed on a national securities exchange or market. Therefore, it will be difficult to sell your shares promptly, and if you are able to sell your shares, the sale price may reflect a loss from the price you paid.
- We anticipate that we will acquire interests in additional communities, which will be a “blind pool” that you will not have the opportunity to evaluate prior to purchasing shares in the offering.
- We will pay selling commissions to broker-dealers of 7.0% and a dealer-manager fee to Boston Capital Securities, Inc. for reimbursement of marketing expenses of 2.0% out of the offering proceeds raised. We will pay an additional approximately 5.45% of the offering proceeds in fees and expenses to our affiliates for services and as reimbursement for offering- and acquisition-related expenses incurred on our behalf. We will not have as much of the offering proceeds to invest in communities as a result of these payments, which may inhibit our efforts to achieve our investment objectives. We will invest approximately 84.55% of the offering proceeds in apartment communities.
- We expect to make distributions that include a return of capital. We may use various non-operational sources of cash in order to pay such distributions. For example, we could borrow funds on a short term basis. We could also sell additional shares of stock or we could sell some of our communities. If we do any of the foregoing, we may decrease cash available for future distributions.

We have entered into a credit facility through which we have refinanced our affiliate line of credit. For more information, please see Supplement No. 7 dated November 15, 2006, to the Prospectus dated April 14, 2006.

Objectives and Exit Strategy

Investment Objectives

Our policy is to acquire assets primarily for current income generation.

Boston Capital REIT is designed to:

- Provide cash dividends monthly as well as growth in dividends over time.
- Increase our value through increases in the cash flows and values of our apartment communities.
- Preserve and protect the value of our interest in apartment communities and achieve long-term capital appreciation.

Exit Strategy

If Boston Capital REIT is not listed on a national securities exchange by June 22, 2015, shareholders may vote to liquidate and dissolve, or continue forward.

The achievement of any or all investment objectives is not guaranteed.

There is no assurance that the value of the communities will be sufficient to return any portion of investors' original capital.

We expect to initially make distributions that include a return of capital, and expect to pay such distributions from proceeds of the offering or from short-term borrowings, including borrowing from affiliates.

We have no present intent of applying to be on a national securities exchange or market.

Investment Considerations

Dividend Growth

Dividends may grow over time, primarily through rent increases caused by annual lease renewals, capital renovations and effective management.

Professional Management

Boston Capital REIT offers the benefit of a portfolio of properties managed by real estate professionals.

Diversification

We believe Boston Capital REIT can help to diversify a portfolio by asset class and by sponsor.

Hedge Against Inflation

Real estate investments are considered to be hedges against inflation.

Share Redemption Program

Although Boston Capital REIT should be considered a long-term investment, a share redemption program is available.*

Dividend Reinvestment Plan

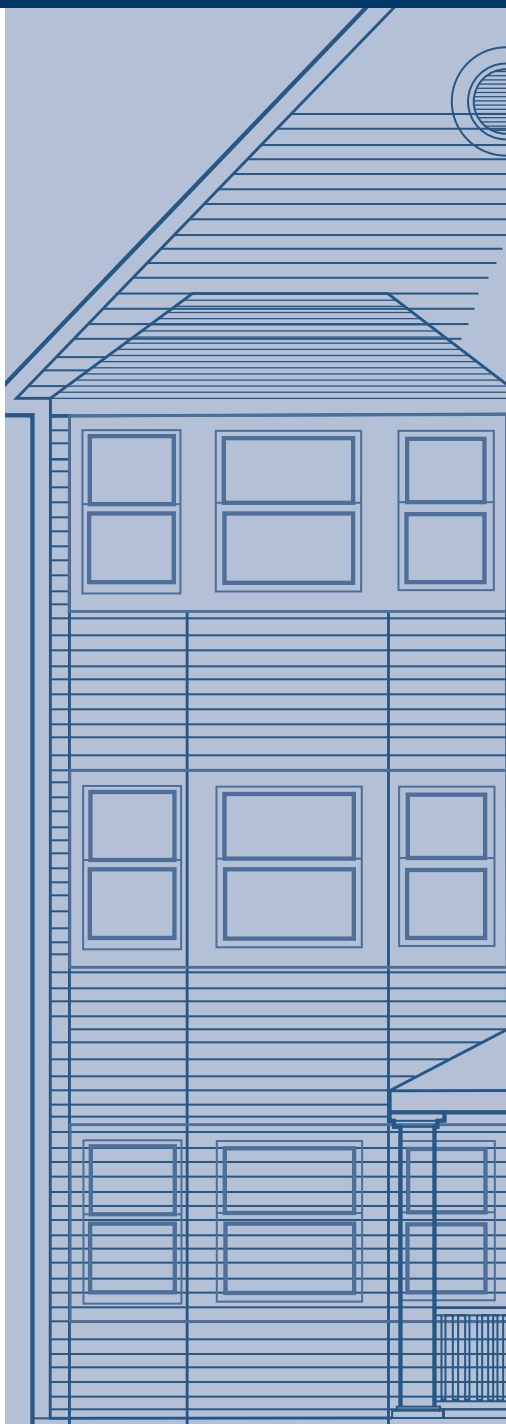
Dividends can be deposited directly into a plan which allows participants to purchase additional shares at a discount; the higher of 95% of the fair market value of one share as determined by the Company's board of directors or \$9.50 per share.*

Qualified Accounts

Boston Capital REIT may be purchased by IRAs, 401Ks, pensions, and other qualified retirement accounts.

We expect to initially make distributions that include a return of capital, and expect to pay such distributions from proceeds of the offering or from short-term borrowings, including borrowing from affiliates.

**Subject to limitations. See offering prospectus.*



Questions and Answers

Q: Why REITs?

A: Created by Congress in 1960, Real Estate Investment Trusts (REITs) enable average investors to make investments in a conglomerate of real estate. A REIT is simply a company that combines the capital of many investors to own or provide financing for real estate such as apartment complexes. Investors purchase shares in this company.

While Boston Capital REIT expects to invest in apartment communities, REITs can invest in a wide variety of real estate enterprises, including apartment buildings, office buildings, hotels, warehouses, shopping malls, health care facilities, and even golf courses.

- REITs offer the benefit of a portfolio of properties managed by experienced real estate professionals.
- REITs must pay at least 90% of taxable income to shareholders in the form of dividends annually.
- REITs do not pay corporate taxes on distributions, thereby avoiding double taxation.
- REITs attract a broad range of investors including: individuals, pension funds, endowment funds and foundations, insurance companies, bank trust departments, and mutual funds.

Q: Why Boston Capital REIT?

- A:**
- Dividends paid monthly that may grow over time*
 - Long-term capital appreciation*
 - Professional management
 - Diversification

Diversification may help reduce exposure to risk by combining a variety of investments.

One way to diversify an existing portfolio of stocks and bonds is to add real estate. If you already own real estate in your portfolio, you can achieve an even greater level of diversification by investing in a variety of REIT asset classes and sponsors.

Boston Capital REIT invests exclusively in apartment communities. Furthermore, Boston Capital REIT is publicly registered and non-traded which can be a key element to a fully diversified portfolio; unlike stocks and bonds, our share price is not subject to daily market fluctuations. This can be particularly beneficial for investors who consider real estate a long-term investment.

**The achievement of any or all goals is not guaranteed. There is no assurance that the value of communities will be sufficient to return any portion of investors' original capital.*

We expect to initially make distributions that include a return of capital, and expect to pay such distributions from proceeds of the offering or from short-term borrowings, including borrowing from affiliates.

Questions and Answers

Q: How will investment decisions be made?

A: We have hired Boston Capital REIT Advisors, LLC (“Advisor”), a Boston Capital affiliate, as our advisor. The Advisor has the authority, subject to the approval of our directors, to make all of our company’s investment decisions. Our Advisor, under the supervision of our directors, will select properties and conduct our operations. It will retain experienced third-party managers to manage our properties.

Q: What is the experience of the company’s Advisor and its management?

A: Our management team and that of our Advisor have extensive previous experience managing investments in limited partnerships which own direct or indirect interests in apartment complexes financed and/or operated with one or more forms of government subsidy. Unlike this offering, the investment objectives of these affordable housing programs were to create certain tax benefits in the form of low-income housing or rehabilitation tax credits or tax losses. Our management and its affiliates have little experience investing in market rate communities and no experience operating a REIT, which may adversely affect our results of operations. See the “Management – Directors and Executive Officers” section of the prospectus for a more detailed description of the background and experience of each of our directors and officers.

Q: Is the Advisor independent of the company?

A: No. Some of our directors and all of our officers are officers of the Advisor. The conflicts of interest our company and the Advisor face are discussed in the “Conflicts of Interest” section of the prospectus.

Q: What criteria will you target when acquiring properties?

- A:
- Apartment communities with income-producing and long-term appreciation potential, some of which are believed to be undervalued mainly because of deferred maintenance and renovations by the seller. We will need to raise sufficient funds to make any such deferred maintenance or renovations.
 - Our Advisor applies minimum real property and financial factors, including that the apartment community be in what our Advisor considers to be a quality market area within locations that provide stability and upside potential.
 - Communities acquired before the minimum offering of \$2.5 million has been raised have at least 18 months of stable operations; following such period, we expect that at least 90% of the communities will meet this standard.
 - We will endeavor to maintain an aggregate mortgage indebtedness on our communities totaling between 55% and 65%, but in any event not more than 70% of our Gross Asset Value (as defined in the offering prospectus). This is not a limitation on the amount of mortgage indebtedness on any one community acquired, and we have no limitations in our organizational documents regarding the amount of mortgage and other borrowings on our communities. The aggregate amount of our indebtedness outstanding at any time, however, may not exceed 300% of our Net Assets (as defined in the offering prospectus).

Q: How was the offering price of the shares determined?

A: The price of the shares was established at \$10 per share by our board of directors after consultation with the Dealer-Manager based on prevailing market conditions and other factors, such as the prospects for our company and the industry in which we compete. The price of the shares does not necessarily reflect the value of the communities to be purchased by us.

Q: What will you do with the proceeds from the offering?

A: We anticipate that approximately 84.55% of the proceeds raised will be invested in apartment communities. We will pay selling commissions to broker-dealers of 7.0% and a dealer-manager fee for reimbursement of marketing expenses of 2.0% out of the proceeds raised. Additionally, we will pay approximately 5.45% of the proceeds to affiliates for their services and as reimbursement of offering- and acquisition-related expenses incurred and paid to third parties, where appropriate. The payment of these fees will not reduce your invested capital. Your initial invested capital amount will be \$10 per share, with approximately \$8.46 per share invested in apartment communities and \$.10 retained by the REIT as working capital reserves.

Q: After subscribing for shares, can investors change their mind and withdraw their money?

A: Once investors have subscribed for shares and we have deposited the subscription price with Boston Private Bank & Trust Company, subscriptions are irrevocable.

Q: Are the dividends investors receive taxable?

A: Yes. Generally, dividends that investors receive will be considered ordinary income to the extent they are from current and accumulated earnings and profits. In addition, because depreciation expense reduces taxable income, but does not reduce cash available for distribution, we expect a portion of the dividends will be considered return of capital for tax purposes. These amounts will not be subject to tax immediately, but will instead reduce the tax basis of the investment. This, in effect, defers a portion of an investor's tax until the investment is sold or the company is liquidated. However, because each investor's tax implications are different, we suggest consulting with a tax advisor.

Q: What communications can investors expect to receive?

- A:
- Annual 1099-DIV
 - Annual Report
 - Quarterly Account Statements
 - Property Acquisition Updates

Boston Capital Real Estate Investment Trust, Inc.

Boston Capital

For more than thirty years, Boston Capital has been at the forefront of development, management and financing of affordable housing apartment complexes throughout the country and is using this extensive experience to expand and include market rate rental properties in its real estate investments. A Boston Capital affiliate, Boston Capital REIT Advisors, LLC (“Advisor”) and its staff will apply its years of combined experience in multifamily rental real estate to select properties and manage operations for the Boston Capital REIT.

Although our management has extensive experience in investing in apartment complexes financed and/or operated with one or more forms of government subsidy, the investment objectives of these affordable housing programs were to create certain tax benefits in the form of low-income or rehabilitation tax credits or tax losses, which are different from our investment objectives. Our management and our Advisor and its affiliates have little experience investing in market rate communities and no experience operating a REIT, which may adversely affect our results of operations.

- 32-year history
- 4th largest owner of apartments in U.S.*
- 2,642 properties in 48 states
- 147,000 apartment units
- \$11.3 billion in original development and acquisition costs
- \$4.6 billion of equity raised
- 87,700 individual investors

Of the properties acquired, 152 were apartment complexes that included 3,801 market rate units out of a total of 18,464 units located in 35 states and representing \$422,603,781 of investor equity.

As of December 31, 2005. *Source: National Multi Housing Council, January 1, 2006.

This material is neither an offer to sell nor a solicitation of an offer to buy any security. Such an offer can only be made by the prospectus, which contains complete information including risks such as potential conflicts of interest, lack of liquidity, lack of experience in operating a REIT, risks associated with leveraging the investment, failure to qualify and remain qualified as a REIT, historical operating losses, potential adverse economics, and regulatory changes. An investment in the REIT is not suitable for all investors, and such an investment is limited to qualified investors. The REIT is subject to higher fees and charges than some traditional investments.

The use of this material is authorized only when preceded or accompanied by a Boston Capital Real Estate Investment Trust, Inc. prospectus. An investment in the Boston Capital Real Estate Investment Trust, Inc. should be made only after a careful review of the prospectus.

Boston Capital Securities, Inc.

Member NASD, SIPC

One Boston Place Boston, MA 02108 800-445-1622 www.bostoncapital.com

Boston Capital

REIT

Summ Sheet 01-07