
REAL ESTATE FINANCE BUREAU

M E M O R A N D U M

**Re: Repeal of November 16, 2015 Memo
Concerning Disclaimers of Liability
In Offering Plans**

April 8, 2016

Effective immediately, the Disclaimers of Liability in Offering Plans memo dated November 16, 2015 is repealed.

Statements made by the Sponsor or the Sponsor's representatives orally or in writing in connection with the offering and/or sale of real estate securities must conform with the representations set forth in the offering plan. Contractual provisions that purport to disclaim liability for representations that are inconsistent with the offering plan or purchase agreement will not affect the Sponsor's liability under the Martin Act. Any inconsistent representations made by the Sponsor or its representatives may subject the Sponsor to an enforcement action by the Office of the Attorney General under the Martin Act.

In addition, Purchasers are advised that if a Sponsor or its representatives make representations or offer terms that the Purchaser views as material, but which are not set forth in the purchase agreement or offering plan, the Purchaser should ensure that such representations and/or terms are set forth in a written document, *e.g.*, in an individually negotiated rider to the purchase agreement between the Purchaser and the Sponsor.