

APARTMENT INVESTMENT & MANAGEMENT CO

Form 424B3

April 17, 2013

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Registration File No. 333-186965

**INFORMATION STATEMENT/PROSPECTUS**

**CENTURY PROPERTIES FUND XIX, LP**

Century Properties Fund XIX, LP, or CPF XIX, has entered into an agreement and plan of merger with a wholly owned subsidiary of Aimco Properties, L.P., or Aimco OP. Under the merger agreement, AIMCO CPF XIX Merger Sub LLC, or the Aimco Subsidiary, will be merged with and into CPF XIX, with CPF XIX as the surviving entity. The Aimco Subsidiary was formed for the purpose of effecting this transaction and does not have any assets or operations. In the merger, each limited partnership unit of CPF XIX, or Limited Partnership Unit, will be converted into the right to receive, at the election of the holder of such unit, either:

\$364.65 in cash, or

\$364.65 in partnership common units of Aimco OP, or OP Units.

The merger consideration of \$364.65 per Limited Partnership Unit was based on independent third party appraisal of CPF XIX's properties by Cogen Realty Advisors, or CRA, and KTR Real Estate Advisors LLC, or KTR, independent valuation firms.

The number of OP Units offered for each Limited Partnership Unit will be calculated by dividing \$364.65 by the average closing price of common stock of Apartment Investment and Management Company, or Aimco, as reported on the New York Stock Exchange, or the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. For example, as of April 16, 2013, the average closing price of Aimco common stock over the preceding ten consecutive trading days was \$31.49, which would have resulted in 11.58 OP Units offered for each Limited Partnership Unit. However, if Aimco OP determines that the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction (or that registration or qualification in that state or jurisdiction would be prohibitively costly), then such limited partner will not be entitled to elect OP Units, and will receive cash.

The OP Units are not listed on any securities exchange nor do they trade in an active secondary market. However, after a one-year holding period, OP Units are redeemable for shares of Aimco common stock (on a one-for-one basis) or cash equal to the value of such shares, as Aimco OP elects. As a result, the trading price of Aimco common stock is considered a reasonable estimate of the fair market value of an OP Unit. Aimco's common stock is listed and traded on the NYSE under the symbol AIV.

In the merger, Aimco OP's interest in the Aimco Subsidiary will be converted into Limited Partnership Units. As a result, after the merger, Aimco OP will be the sole limited partner of CPF XIX and will own all of the outstanding Limited Partnership Units.

Within ten days after the effective time of the merger, Aimco OP will prepare and mail to the former holders of Limited Partnership Units an election form pursuant to which they can elect to receive cash or OP Units. Former holders of Limited Partnership Units may elect their form of consideration by completing and returning the election form in accordance with its instructions. If the information agent does not receive a properly completed election form from a former holder before 5:00 p.m., New York time on the 30th day after the mailing of the election form, the former holder will be deemed to have elected to receive cash. Former holders of Limited Partnership Units may also use the election form to elect to receive, in lieu of the merger consideration, the appraised value of their Limited Partnership Units, determined through an arbitration proceeding.

Under Delaware law, the merger must be approved by CPF XIX's general partner and a majority in interest of the Limited Partnership Units. Fox Partners II, the general partner of CPF XIX, has determined that the merger is advisable, fair to and in the best interests of CPF XIX and its limited partners and has approved the merger and the merger agreement. As of April 16, 2013, there were issued and outstanding 89,233 Limited

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Partnership Units, and Aimco OP and its affiliates owned 60,711.66 of those units, or approximately 68.04% of the number of units outstanding. 25,228.66 of the Limited Partnership Units owned by an affiliate of Aimco OP are subject to a voting restriction, which requires the Limited Partnership Units to be voted in proportion to the votes cast with respect to Limited Partnership Units not subject to this voting restriction. Aimco OP and its affiliates have indicated that they will vote all of their Limited Partnership Units that are not subject to this restriction, 35,483 Limited Partnership Units or approximately 39.76% of the outstanding Limited Partnership Units, in favor of the merger agreement and the merger. As a result, affiliates of Aimco OP will vote a total of approximately 49,469 Limited Partnership Units, or approximately 55.44% of the outstanding Limited Partnership Units in favor of the merger agreement and the merger.

Aimco OP and its affiliates have indicated that they intend to take action by written consent, as permitted under the partnership agreement, to approve the merger on or about June 18, 2013. **As a result, approval of the merger is assured, and your consent to the merger is not required.**

### **WE ARE NOT ASKING YOU FOR A PROXY AND**

### **YOU ARE REQUESTED NOT TO SEND US A PROXY**

This information statement/prospectus contains information about the merger and the securities offered hereby, and the reasons that Fox Partners II, the general partner of CPF XIX, has decided that the merger is in the best interests of CPF XIX and its limited partners. CPF XIX's general partner has conflicts of interest with respect to the merger that are described in greater detail herein. Please read this information statement/prospectus carefully, including the section entitled "Risk Factors" beginning on page 16. It provides you with detailed information about the merger and the securities offered hereby. The merger agreement is attached to this information statement/prospectus as [Annex A](#).

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger, determined if this information statement/prospectus is truthful or complete, approved or disapproved of the merger, passed upon the merits or fairness of the merger, or passed upon the adequacy or accuracy of the disclosure in this information statement/prospectus. Any representation to the contrary is a criminal offense.**

*This information statement/prospectus is dated April 17, 2013, and is first being mailed to limited partners on or about April 19, 2013.*

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**WE ARE CURRENTLY SEEKING QUALIFICATION TO ALLOW ALL HOLDERS OF LIMITED PARTNERSHIP UNITS OF CPF XIX THE ABILITY TO ELECT TO RECEIVE OP UNITS IN CONNECTION WITH THE MERGER. HOWEVER, AT THE PRESENT TIME, IF YOU ARE A RESIDENT OF ONE OF THE FOLLOWING STATES, YOU ARE NOT PERMITTED TO ELECT TO RECEIVE OP UNITS IN CONNECTION WITH THE MERGER:**

**CALIFORNIA**

**THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.**

**ADDITIONAL INFORMATION**

This information statement/prospectus incorporates important business and financial information about Aimco from documents that it has filed with the Securities and Exchange Commission, or the SEC, but that have not been included in or delivered with this information statement/prospectus. For a listing of documents incorporated by reference into this information statement/prospectus, please see [Where You Can Find Additional Information](#) beginning on page 91 of this information statement/prospectus.

Aimco will provide you with copies of such documents relating to Aimco (excluding all exhibits unless Aimco has specifically incorporated by reference an exhibit in this information statement/prospectus), without charge, upon written or oral request to:

ISTC Corporation

P.O. Box 2347

Greenville, South Carolina 29602

(864) 239-1029

If you have any questions or require any assistance, please contact our information agent, Eagle Rock Proxy Advisors, LLC, by mail at 12 Commerce Drive, Cranford, New Jersey 07016; by fax at (908) 497-2349; or by telephone at (800) 217-9608.

**ABOUT THIS INFORMATION STATEMENT/PROSPECTUS**

This information statement/prospectus, which forms a part of a registration statement on Form S-4 filed with the SEC by Aimco and Aimco OP, constitutes a prospectus of Aimco OP under Section 5 of the Securities Act of 1933, as amended, or the Securities Act, with respect to the OP Units that may be issued to holders of Limited Partnership Units in connection with the merger, and a prospectus of Aimco under Section 5 of the Securities Act with respect to shares of Aimco common stock that may be issued in exchange for such OP Units tendered for redemption. This document also constitutes an information statement under Section 14(c) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, with respect to the action to be taken by written consent to approve the merger.

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**SUMMARY TERM SHEET**

*This summary term sheet highlights the material information with respect to the merger, the merger agreement and the other matters described herein. It may not contain all of the information that is important to you. You are urged to carefully read the entire information statement/prospectus and the other documents referred to in this information statement/prospectus, including the merger agreement. Aimco, Aimco OP, Fox Partners II and Aimco's subsidiaries that may be deemed to directly or indirectly beneficially own limited partnership units of CPF XIX are referred to herein, collectively, as the Aimco Entities.*

**The Merger:** CPF XIX has entered into an agreement and plan of merger with the Aimco Subsidiary and Aimco OP. Under the merger agreement, at the effective time of the merger, the Aimco Subsidiary will be merged with and into CPF XIX, with CPF XIX as the surviving entity. A copy of the merger agreement is attached as Annex A to this information statement/prospectus. You are encouraged to read the merger agreement carefully in its entirety because it is the legal agreement that governs the merger.

**Merger Consideration:** In the merger, each Limited Partnership Unit will be converted into the right to receive, at the election of the holder of such Limited Partnership Unit, either \$364.65 in cash or equivalent value in OP Units, except in those jurisdictions where the law prohibits the offer of OP Units (or registration or qualification would be prohibitively costly). The number of OP Units issuable with respect to each Limited Partnership Unit will be calculated by dividing the \$364.65 per unit cash merger consideration by the average closing price of Aimco common stock, as reported on the NYSE over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. Each holder of Limited Partnership Units must make the same election (cash or OP Units) for all of his or her Limited Partnership Units. For a full description of the determination of the merger consideration, see The Merger Determination of Merger Consideration beginning on page 37.

**Fairness of the Merger:** Although the Aimco Entities have interests that may conflict with those of CPF XIX's unaffiliated limited partners, each of the Aimco Entities believes that the merger is fair to the unaffiliated limited partners of CPF XIX. The merger consideration of \$364.65 was based on separate, independent third party appraisals of each of CPF XIX's properties by both CRA and KTR, independent valuation firms.

**Effects of the Merger:** After the merger, Aimco OP will be the sole limited partner in CPF XIX, and will own all of the outstanding Limited Partnership Units. As a result, after the merger, you will cease to have any rights in CPF XIX as a limited partner. See Special Factors Effects of the Merger, beginning on page 5.

**Appraisal Rights:** Pursuant to the terms of the merger agreement, Aimco OP will provide each limited partner with contractual dissenters' appraisal rights that are similar to the dissenters' appraisal rights available to a stockholder of a constituent corporation in a merger under Delaware law, and which will enable a limited partner to obtain an appraisal of the value of the limited partner's Limited Partnership Units in connection with the merger. See The Merger Appraisal Rights, beginning on page 39. A description of the appraisal rights being provided, and the procedures that a limited partner must follow to seek such rights, is attached to this information statement/prospectus as Annex B.

**List of Investors:** Under CPF XIX's partnership agreement and Delaware law, a limited partner has the right to obtain by mail, free of charge, a list of the names and addresses and interests owned of the limited partners. This list may be obtained by making written request to Fox Partners II, c/o Eagle Rock Proxy Advisors, LLC, 12 Commerce Drive, Cranford, New Jersey 07016, or by fax at (908) 497-2349.

**Parties Involved:**

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Century Properties Fund XIX, LP, or CPF XIX, is a Delaware limited partnership formed on October 2, 2008, following a redomestication of a predecessor California limited partnership in Delaware. CPF XIX owns and operates two investment properties, which are collectively referred to as the properties: Lakeside at Vinings Mountain, a 220 unit apartment project located in Atlanta, Georgia, or the Lakeside Property; and The Peak at Vinings Mountain, a 280 unit apartment project located in

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Atlanta, Georgia, or the Peak Property. See Information About Century Properties Fund XIX, beginning on page 29. CPF XIX's principal address is 80 International Drive, Suite 130, Greenville, South Carolina 29615, and its telephone number is (864) 239-1000.

Apartment Investment and Management Company, or Aimco, is a Maryland corporation that is a self-administered and self-managed real estate investment trust, or REIT. Aimco's principal financial objective is to provide predictable and attractive returns to its stockholders. Aimco's common stock is listed and traded on the NYSE under the symbol AIV. See Information about the Aimco Entities, beginning on page 27. Aimco's principal address is 4582 South Ulster Street, Suite 1100, Denver, Colorado 80237, and its telephone number is (303) 757-8101.

AIMCO Properties, L.P., or Aimco OP, is a Delaware limited partnership which, through its operating divisions and subsidiaries, holds substantially all of Aimco's assets and manages the daily operations of Aimco's business and assets. See Information about the Aimco Entities, beginning on page 27. Aimco OP's principal address is 4582 South Ulster Street, Suite 1100, Denver, Colorado 80237, and its telephone number is (303) 757-8101.

AIMCO CPF XIX Merger Sub LLC, or the Aimco Subsidiary, is a Delaware limited liability company formed for the purpose of consummating the merger with CPF XIX. The Aimco Subsidiary is a direct wholly-owned subsidiary of Aimco OP. See Information about the Aimco Entities, beginning on page 27.

**Reasons for the Merger:** Aimco and Aimco OP are in the business of acquiring, owning and managing apartment properties such as those owned by CPF XIX, and have decided to proceed with the merger as a means of acquiring the properties currently owned by CPF XIX in a manner that they believe (i) provides fair value to limited partners, (ii) offers limited partners an opportunity to receive immediate liquidity, or defer recognition of taxable gain (except where the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction, or where registration or qualification would be prohibitively costly, and except to the extent described in Material United States Federal Income Tax Considerations United States Federal Income Tax Consequences Relating to the Merger beginning on page 67), and (iii) relieves CPF XIX of the expenses associated with a sale of the properties, including marketing and other transaction costs. The Aimco Entities decided to proceed with the merger at this time for the following reasons:

In the absence of a transaction, CPF XIX limited partners have only limited options to liquidate their investment in CPF XIX. The Limited Partnership Units are not traded on an exchange or other reporting system, and transactions in the securities are limited and sporadic.

The value of the properties owned by CPF XIX is not sufficient to justify its continued operation as a public company. As a public company with a significant number of unaffiliated limited partners, CPF XIX incurs costs associated with preparing audited annual financial statements, unaudited quarterly financial statements, tax returns and partner Schedule K-1s, and periodic SEC reports and other expenses. The Aimco Entities estimate these costs to be approximately \$130,000 per year. The merger will eliminate a significant amount of these costs.

CPF XIX has been operating at a loss from continuing operations for the past several years, and has depended, in part, on loans from Aimco OP to fund its operations and capital improvements at its properties. At December 31, 2012, the total amount of loans owed by CPF XIX to Aimco OP was approximately \$166,000. CPF XIX may receive additional advances of funds from Aimco OP, although Aimco OP is not obligated to provide such advances. If the Aimco Entities acquire 100% of the limited partnership interests of CPF XIX, they will have greater flexibility in financing and operating its properties.

**Conflicts of Interest:** CPF XIX's general partner, Fox Partners II, is a general partnership, the managing general partner of which is wholly-owned and controlled by Aimco. Therefore, Fox Partners II has a conflict of interest with respect to the merger. Fox Partners II has fiduciary duties to its general partners and Aimco, as the beneficial owner of its managing general partner, on the one hand, and to



the limited

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partners of CPF XIX, on the other hand. The duties of Fox Partners II to the limited partners of CPF XIX conflict with the duties of Fox Partners II to its general partners, which could result in Fox Partners II approving a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. See *The Merger Conflicts of Interest*, beginning on page 38.

***Risk Factors:*** In evaluating the merger agreement and the merger, CPF XIX limited partners should carefully read this information statement/prospectus and especially consider the factors discussed in the section entitled *Risk Factors* beginning on page 16. Some of the risk factors associated with the merger are summarized below:

Aimco beneficially owns the managing general partner of Fox Partners II, the general partner of CPF XIX. As a result, Fox Partners II has a conflict of interest in the merger. A transaction with a third party in the absence of this conflict could result in better terms or greater consideration to CPF XIX limited partners.

CPF XIX limited partners who receive cash may recognize taxable gain in the merger and that gain could exceed the merger consideration. In addition, limited partners who receive OP Units in the merger could recognize taxable gain to the extent described in *Material United States Federal Income Tax Considerations United States Federal Income Tax Consequences Relating to the Merger* beginning on page 67.

There are a number of significant differences between the Limited Partnership Units and Aimco OP Units relating to, among other things, the nature of the investment, voting rights, distributions and liquidity and transferability/redemption. For more information regarding those differences, see *Comparison of CPF XIX Limited Partnership Units and Aimco OP Units*, beginning on page 61.

CPF XIX limited partners may elect to receive OP Units as merger consideration, and there are risks related to an investment in OP Units, including the fact that there are restrictions on transferability of OP Units; there is no public market for OP Units; and there is no assurance as to the value that might be realized upon a future redemption of OP Units.

***Material United States Federal Income Tax Consequences of the Merger:*** In general, any payment of cash for Limited Partnership Units will be treated as a sale of such Limited Partnership Units by the holder thereof, and any exchange of Limited Partnership Units for OP Units under the terms of the merger agreement will be treated as a tax free transaction, except to the extent described in *Material United States Federal Income Tax Considerations United States Federal Income Tax Consequences Relating to the Merger* beginning on page 67.

**The foregoing is a general discussion of the material U.S. federal income tax consequences of the merger. This summary does not discuss all aspects of U.S. federal income taxation that may be relevant to you in light of your specific circumstances or if you are subject to special treatment under the U.S. federal income tax laws. The particular tax consequences of the merger to you will depend on a number of factors related to your tax situation. You should review *Material United States Federal Income Tax Considerations*, herein and consult your tax advisors for a full understanding of the tax consequences to you of the merger.**

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**SPECIAL FACTORS**

**Purposes, Alternatives and Reasons for the Merger**

Aimco and Aimco OP are in the business of acquiring, owning and managing apartment properties such as those owned by CPF XIX, and have decided to proceed with the merger as a means of acquiring the properties currently owned by CPF XIX in a manner they and the other Aimco Entities believe (i) provides fair value to limited partners, (ii) offers limited partners an opportunity to receive immediate liquidity, or defer recognition of taxable gain (except where the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction, or where registration or qualification would be prohibitively costly, and except to the extent described in Material United States Federal Income tax Considerations United States Federal Income Tax Consequences Relating to the Merger beginning on page 67), and (iii) relieves CPF XIX of the expenses associated with a sale of the properties, including marketing and other transaction costs.

The Aimco Entities determined to proceed with the merger at this time for the following reasons:

In the absence of a transaction, CPF XIX limited partners have only limited options to liquidate their investment in CPF XIX. The Limited Partnership Units are not traded on an exchange or other reporting system, and transactions in the securities are limited and sporadic.

The value of the properties owned by CPF XIX is not sufficient to justify its continued operation as a public company. As a public company with a significant number of unaffiliated limited partners, CPF XIX incurs costs associated with preparing audited annual financial statements, unaudited quarterly financial statements, tax returns and partner Schedule K-1s, periodic SEC reports and other expenses. The Aimco Entities estimate these costs to be approximately \$130,000 per year. The merger will eliminate a significant amount of these costs.

CPF XIX has been operating at a loss from continuing operations for the past several years, and has depended, in part, on loans from Aimco OP to fund its operations and capital improvements at its properties. At December 31, 2012, the total amount of loans owed by CPF XIX to Aimco OP was approximately \$166,000. CPF XIX may receive additional advances of funds from Aimco OP, although Aimco OP is not obligated to provide such advances. If the Aimco Entities acquire 100% of the limited partnership interests of CPF XIX, they will have greater flexibility in financing and operating its properties.

Before deciding to proceed with the merger, Fox Partners II and the other Aimco Entities considered the alternatives described below:

*Continuation of CPF XIX as a Public Company Operating the Properties.* Fox Partners II and the other Aimco Entities did not consider the continuation of CPF XIX as a public company operating the properties to be a viable alternative primarily because of the costs associated with preparing financial statements, tax returns, periodic SEC reports and other expenses. If CPF XIX is unable to generate sufficient funds to cover operating expenses, advances from Aimco OP may not be available in the future as Aimco OP is not obligated to provide such advances.

*Liquidation of CPF XIX.* As discussed above, Fox Partners II and the other Aimco Entities considered a liquidation of CPF XIX in which CPF XIX's properties would be marketed and sold to third parties for cash, with any net proceeds remaining after the payment of all liabilities distributed to CPF XIX's limited partners. The primary advantage of such transactions would be that the sale prices would reflect arm's-length negotiations and might therefore be higher than the appraised values which have been used to determine the merger consideration. Fox Partners II and the other Aimco Entities elected not to pursue this alternative because of: (i) the risk that a third party purchaser might not be found that would offer a satisfactory price; (ii) the costs imposed on CPF XIX in connection with marketing and selling the properties; (iii) the fact that limited partners would recognize taxable gain on the sales without the option of deferring that gain; and (iv) the fact that in Fox Partners II's judgment, the costs imposed on CPF XIX in connection with marketing and selling its properties, as well as the fact that in such a sale limited partners would recognize taxable gain on the sale without the option of deferring that gain, would likely make the sale of the properties and dissolution of CPF XIX less advantageous to the limited partners than a merger.

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**Contribution of the Properties to Aimco OP.** Fox Partners II and the other Aimco Entities considered a transaction in which CPF XIX's properties would be contributed to Aimco OP in exchange for OP Units. The primary advantage of such a transaction would be that CPF XIX limited partners generally would not recognize taxable gain. Fox Partners II and the other Aimco Entities elected not to pursue this alternative because it would not offer limited partners an opportunity for immediate liquidity.

### **Effects of the Merger**

The Aimco Entities believe that the merger will have the following benefits and detriments to unaffiliated limited partners, CPF XIX and the Aimco Entities:

**Benefits to Unaffiliated Limited Partners.** The merger is expected to have the following principal benefits to unaffiliated limited partners:

**Liquidity.** Limited partners are given a choice of merger consideration, and may elect to receive either cash or OP Units in the merger, except in those jurisdictions where the law prohibits the offer of OP Units (or registration or qualification would be prohibitively costly). Limited partners who receive cash consideration will receive immediate liquidity with respect to their investment.

**Option to Defer Taxable Gain.** Limited partners who receive OP Units in the merger may defer recognition of taxable gain (except where the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction, or where registration or qualification would be prohibitively costly, and except to the extent described in Material United States Federal Income Tax Considerations – United States Federal Income Tax Consequences Relating to the Merger beginning on page 67).

**Diversification.** Limited partners who receive OP Units in the merger will have the opportunity to participate in Aimco OP, which has a more diversified property portfolio than CPF XIX.

**Benefits to CPF XIX.** The merger is expected to have the following principal benefits to CPF XIX:

**Elimination of Costs Associated with SEC Reporting Requirements and Multiple Limited Partners.** After the merger, the Aimco Entities will own all of the limited partner interests in CPF XIX, and CPF XIX will terminate registration and cease filing periodic reports with the SEC. As a result, CPF XIX will no longer incur costs associated with preparing audited annual financial statements, unaudited quarterly financial statements, tax returns and partner Schedule K-1s, periodic SEC reports and other expenses. The Aimco Entities estimate these expenses to be approximately \$130,000 per year. The merger will eliminate a significant amount of these costs.

**Benefits to the Aimco Entities.** The merger is expected to have the following principal benefits to the Aimco Entities:

**Increased Interest in CPF XIX.** Upon completion of the merger, Aimco OP will be the sole limited partner of CPF XIX. As a result, the Aimco Entities will receive all of the benefit from any future appreciation in value of the properties after the merger, and any future income from the properties.

**Detriments to Unaffiliated Limited Partners.** The merger is expected to have the following principal detriments to unaffiliated limited partners:

**Taxable Gain.** Limited partners who receive cash consideration may recognize taxable gain in the merger and that gain could exceed the merger consideration. In addition, limited partners who receive OP Units in the merger could recognize taxable gain to the extent described in Material United States Federal Income Tax Considerations – United States Federal Income Tax Consequences Relating to the Merger beginning on page 67.

**Risks Related to OP Units.** Limited partners who receive OP Units in the merger will be subject to the risks related to an investment in OP Units, as described in greater detail under the heading Risk Factors – Risks Related to an Investment in OP Units.

**Conflicts of Interest; No Separate Representation of Unaffiliated Limited Partners.** CPF XIX's general partner, Fox Partners II, is a general partnership, the managing general partner of which is wholly-owned and

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controlled by Aimco. Therefore, Fox Partners II has a conflict of interest with respect to the merger. Fox Partners II has fiduciary duties to its general partners and Aimco, as the beneficial owner of its managing general partner, on the one hand, and to the limited partners of CPF XIX, on the other hand. The duties of Fox Partners II to the limited partners of CPF XIX conflict with the duties of Fox Partners II to its general partners, which could result in Fox Partners II approving a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. As the general partner of CPF XIX, Fox Partners II seeks the best possible terms for CPF XIX's limited partners. This conflicts with Aimco's interest in obtaining the best possible terms for Aimco OP. In negotiating the merger agreement, no one separately represented the interests of the unaffiliated limited partners. If an independent advisor had been engaged, it is possible that such advisor could have negotiated better terms for CPF XIX's unaffiliated limited partners.

**Decreased Interest in CPF XIX.** Upon completion of the merger, unaffiliated limited partners will no longer hold an interest in CPF XIX and Aimco OP will be the sole limited partner of CPF XIX. As a result, unaffiliated limited partners will no longer benefit from any future appreciation in the value of the property after the merger, and any future income from such property.

**Detriments to CPF XIX.** The merger is not expected to have any detriments to CPF XIX.

**Detriments to the Aimco Entities.** The merger is expected to have the following principal detriments to the Aimco Entities:

**Increased Interest in CPF XIX.** Upon completion of the merger, the Aimco Entities' limited partner interest in the net book value of CPF XIX will increase from 68.04% to 100%, or from a deficit of \$5.32 million to a deficit of \$7.82 million as of December 31, 2012, and their limited partner interest in the losses from continuing operations of CPF XIX will increase from 68.04% to 100%, or from \$1.94 million to \$2.85 million for the period ended December 31, 2012.

Upon completion of the merger, Aimco OP will be the sole limited partner of CPF XIX. As a result, Aimco OP will bear the burden of all future operating or other losses, as well as any decline in the value of CPF XIX's properties.

**Burden of Capital Expenditures.** Upon completion of the merger, the Aimco Entities will have sole responsibility for providing any funds necessary to pay for capital expenditures at the properties.

## **Material United States Federal Income Tax Consequences of the Merger**

For a discussion of the material United States federal income tax consequences of the merger, see "Material United States Federal Income Tax Considerations - United States Federal Income Tax Consequences Relating to the Merger," beginning on page 67.

## **Fairness of the Transaction**

***Factors in Favor of Fairness Determination.*** The Aimco Entities (including Fox Partners II as general partner of CPF XIX) believe that the merger is advisable, fair to and in the best interests of CPF XIX and its unaffiliated limited partners. In support of such determination, the Aimco Entities considered the following factors:

The merger consideration of \$364.65 per Limited Partnership Unit was based on separate, independent third party appraisals of each of CPF XIX's two properties by both CRA and KTR, independent valuation firms. The merger consideration was calculated on the basis of the higher of the two appraisals for each of the properties.

In the case of both the Peak Property and the Lakeside Property, the appraisals upon which the merger consideration was based exceeded the appraised values obtained in connection with the refinancings of mortgages on those properties carried out in 2009 and 2011.

The merger consideration is greater than the Aimco Entities' estimate of liquidation value because there was no deduction for certain amounts that would be payable upon an immediate sale of the underlying properties, such as sales commissions or prepayment penalties that would apply (based on current interest



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rates) if the Peak Property or the Lakeside Property were sold after the expiration of the current lockout period (during which a prepayment of the mortgage debt is prohibited) in June 2013.

The merger consideration is equal to the Aimco Entities' estimate of going concern value, calculated as the aggregate appraised value of CPF XIX's properties, plus the amount of its other assets, less the amount of CPF XIX's liabilities, including the market value of mortgage debt (but without deducting any prepayment penalties thereon).

The mark-to-market adjustment to the mortgage debt encumbering the properties is less than the prepayment penalties that would be payable (based on current interest rates) upon a sale of the Peak Property and the Lakeside Property after the expiration of the current lockout period.

The merger consideration exceeds the net book value per unit (a deficit of \$87.65 per Limited Partnership Unit at December 31, 2012).

Limited partners may defer recognition of taxable gain by electing to receive OP Units in the merger, except in those jurisdictions where the law prohibits the offer of OP Units (or registration or qualification would be prohibitively costly, and except to the extent described in Material United States Federal Income Tax Considerations - United States Federal Income Tax Consequences Relating to the Merger - beginning on page 67).

The number of OP Units issuable to limited partners in the merger will be determined based on the average closing price of Aimco common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger.

Limited partners who receive cash consideration will achieve immediate liquidity with respect to their investment.

Limited partners who receive OP Units in the merger will have the opportunity to participate in Aimco OP, which has a more diversified property portfolio than CPF XIX.

Although limited partners are not entitled to dissenters' appraisal rights under Delaware law, the merger agreement provides them with contractual dissenters' appraisal rights that are similar to the dissenters' appraisal rights that are available to stockholders in a corporate merger under Delaware law.

Although the merger agreement may be terminated by either side at any time, Aimco OP and the Aimco Subsidiary are very likely to complete the merger on a timely basis.

Unlike a typical property sale agreement, the merger agreement contains no indemnification provisions, so there is no risk of subsequent reduction of the proceeds.

In contrast to a sale of the properties to a third party, which would involve marketing and other transaction costs, Aimco OP has agreed to pay all expenses associated with the merger.

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The merger consideration is greater than the prices at which Limited Partnership Units have recently sold in the secondary market (\$20.00 to \$226.78 per Limited Partnership Unit from January 1, 2012 through March 31, 2013).

The merger consideration is greater than the prices at which Limited Partnership Units have historically sold in the secondary market (\$25.00 to \$241.10 per Limited Partnership Unit from January 1, 2010 through December 31, 2011).

*Factors Not in Favor of Fairness Determination.* In addition to the foregoing factors, the Aimco Entities also considered the following countervailing factors:

Fox Partners II, the general partner of CPF XIX, has substantial conflicts of interest with respect to the merger as a result of (i) the fiduciary duties it owes to unaffiliated limited partners, who have an interest in receiving the highest possible consideration, and (ii) the fiduciary duties it owes to its general partners, one of which is an indirect subsidiary of Aimco, which has an interest in obtaining the CPF XIX properties for the lowest possible consideration.



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The terms of the merger were not approved by any independent directors.

An unaffiliated representative was not retained to act solely on behalf of the unaffiliated limited partners for purposes of negotiating the merger agreement on an independent, arm's-length basis, which might have resulted in better terms for the unaffiliated limited partners.

The merger agreement does not require the approval of any unaffiliated limited partners.

In calculating the merger consideration, the market value of the mortgage debt encumbering CPF XIX's properties was deducted, which resulted in less merger consideration than would have been the case if the aggregate amount outstanding was deducted.

Limited partners who receive cash consideration in the merger may recognize taxable gain and that gain could exceed the merger consideration.

Limited partners who receive OP Units in the merger could recognize taxable gain to the extent described in *Material United States Federal Income Tax Considerations - United States Federal Income Tax Consequences Relating to the Merger* beginning on page 67.

Limited partners who receive OP Units in the merger will be subject to the risks related to an investment in OP Units, as described in greater detail under the heading *Risk Factors - Risks Related to an Investment in OP Units*.

CRA and KTR, the valuation firm that appraised the properties, have performed work for Aimco OP and its affiliates in the past and this pre-existing relationship could negatively impact the independence of CRA and KTR.

The Aimco Entities have not engaged an independent financial advisor to prepare a fairness opinion with respect to the merger consideration. This decision was taken in light of the costs associated with such an engagement and the decision to calculate the merger consideration using the higher of the two appraisal values received from CRA and KTR for each of the CPF XIX properties.

The Aimco Entities did not assign relative weights to the above factors in reaching their decision that the merger is fair to CPF XIX and its unaffiliated limited partners. However, in determining that the benefits of the merger outweigh the costs and risks, they relied primarily on the following factors: (i) the merger consideration of \$364.65 per Limited Partnership Unit is based on the higher of the two independent third party appraisals of each of CPF XIX's properties, (ii) limited partners may defer recognition of taxable gain by electing to receive OP Units in the merger, except in certain jurisdictions where the law prohibits the offer of OP Units (or registration or qualification would be prohibitively costly, and except to the extent described in *Material United States Federal Income Tax Considerations - United States Federal Income Tax Consequences Relating to the Merger* beginning on page 67) and (iii) limited partners are entitled to contractual dissenters' appraisal rights. The Aimco Entities were aware of, but did not place much emphasis on, information regarding prices at which CPF XIX units may have sold in the secondary market because they do not view that information as a reliable measure of value. The Limited Partnership Units are not traded on an exchange or other reporting system, and transactions in the secondary market are very limited and sporadic. In addition, some of the historical prices are not comparable to current value because of intervening events, including advances from affiliates of Fox Partners II and the sale of two properties owned by CPF XIX during 2012.

*Procedural Fairness.* The Aimco Entities determined that the merger is fair from a procedural standpoint despite the absence of any customary procedural safeguards, such as the engagement of an unaffiliated representative, the approval of independent directors or approval by a majority of unaffiliated limited partners. In making this determination, the Aimco Entities relied primarily on the dissenters' appraisal rights provided to unaffiliated limited partners under the merger agreement that are similar to the dissenters' appraisal rights available to stockholders in a corporate merger under Delaware law.

## **The Appraisals**

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*Selection and Qualifications of Independent Appraiser.* The general partner of CPF XIX retained the services of both CRA and KTR to appraise the market value of each of CPF XIX's properties. CRA and KTR are

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each experienced independent valuation consulting firms that have performed appraisal services for Aimco OP and its affiliates in the past. Aimco OP believes that its relationship with CRA and KTR had no negative impact on its independence in conducting the appraisals related to the merger.

*Factors Considered.* Each of CRA and KTR performed complete appraisals of the Lakeside Property and the Peak Property. CRA and KTR have each represented that its reports were prepared in conformity with the Uniform Standards of Professional Appraisal Practice, as promulgated by the Appraisal Standards Board of the Appraisal Foundation and the Code of Professional Ethics and Standards of Professional Appraisal Practice of the Appraisal Institute. CPF XIX furnished CRA and KTR with all of the necessary information requested by them in connection with the appraisals. The appraisals were not prepared in conjunction with a request for a specific value or a value within a given range or predicated upon loan approval. In preparing its valuation of each property, CRA and KTR, among other things:

Inspected the property and its environs;

Reviewed demographic and other socioeconomic trends pertaining to the city and region where the property is located;

Examined regional apartment market conditions, with special emphasis on the property's apartment submarket;

Investigated lease and sale transactions involving comparable properties in the influencing market;

Reviewed the existing rent roll and discussed the leasing status with the building manager and leasing agent. In addition, CRA and KTR reviewed the property's recent operating history and those of competing properties;

Utilized appropriate appraisal methodology to derive estimates of value; and

Reconciled the estimates of value into a single value conclusion.

*Summary of Approaches and Methodologies Employed.* The following summary describes the approaches and analyses employed by CRA and KTR in preparing the appraisals. CRA and KTR each principally relied on two approaches to valuation: (i) the income capitalization approach and (ii) the sales comparison approach.

The income capitalization approach is based on the premise that value is derived by converting anticipated benefits into property value. Anticipated benefits include the present value of the net income and the present value of the net proceeds resulting from the re-sale of the property. CRA and KTR reported that the Lakeside Property and the Peak Property each have an adequate operations history to determine its income-producing capabilities over the near future. In addition, performance levels of competitive properties served as an adequate check as to the reasonableness of each property's actual performance. As such, the income capitalization approach was utilized in the appraisal of each property.

As part of the income capitalization approach, CRA and KTR used the direct capitalization method to estimate a value for the Lakeside Property and the Peak Property. According to CRA's and KTR's reports, the basic steps in the direct capitalization analysis are as follows: (i) calculate potential gross income from all sources that a competent owner could legally generate; (ii) estimate and deduct an appropriate vacancy and collection loss factor to arrive at effective gross income; (iii) estimate and deduct operating expenses that would be expected during a stabilized year to arrive at a probable net operating income; (iv) develop an appropriate overall capitalization rate to apply to the net operating income; and (v) estimate value by dividing the net operating income by the overall capitalization rate. In addition, any adjustments to account for differences between the current conditions and stabilized conditions are also considered. The assumptions utilized by CRA and KTR with respect to each property are set forth below. The property-specific assumptions were determined by CRA and KTR to be reasonable based on its review of historical operating and financial data for each property and comparison of said data to the operating statistics of similar properties in the influencing market areas. The capitalization rate for each property was determined to be reasonable by CRA and KTR based on their review of

applicable data ascertained within the market in which each property is located.

The sales comparison approach is an estimate of value based upon a process of comparing recent sales of similar properties in the surrounding or competing areas to the subject property. This comparative process

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involves judgment as to the similarity of the subject property and the comparable sales with respect to many value factors such as location, contract rent levels, quality of construction, reputation and prestige, age and condition, and the interest transferred, among others. The value estimated through this approach represents the probable price at which the subject property would be sold by a willing seller to a willing and knowledgeable buyer as of the date of value. The reliability of this technique is dependent upon the availability of comparable sales data, the verification of the sales data, the degree of comparability and extent of adjustment necessary for differences, and the absence of atypical conditions affecting the individual sales prices. CRA and KTR each reported that its research revealed adequate sales activity to form a reasonable estimation of each of the subject property's market value pursuant to the sales comparison approach.

For each of its appraisals, CRA and KTR conducted research in each market in an attempt to locate sales of properties similar to each of the appraised properties. In each of the appraisals, numerous sales were uncovered and the specific sales included in the appraisal reports were deemed representative of the most comparable data available at the time the appraisals were prepared. Important criteria utilized in selecting the most comparable data included: conditions under which the sale occurred (i.e. seller and buyer were typically motivated); date of sale every attempt was made to utilize recent sales transactions; sales were selected based on their physical similarity to the appraised property; transactions were selected based on the similarity of location between the comparable and appraised property; and, similarity of economic characteristics between the comparable and appraised property. Sales data that may have been uncovered during the course of research that was not included in the appraisal did not meet the described criteria and/or could not be adequately confirmed.

According to CRA's and KTR's reports, the basic steps in processing the sales comparison approach are outlined as follows: (i) research the market for recent sales transactions, listings, and offers to purchase or sell of properties similar to the subject property; (ii) select a relevant unit of comparison and develop a comparative analysis; (iii) compare comparable sale properties with the subject property using the elements of comparison and adjust the price of each comparable to the subject property; and (iv) reconcile the various value indications produced by the analysis of the comparables.

The final step in the appraisal process is the reconciliation of the value indicators into a single value estimate. CRA and KTR reviewed each approach in order to determine its appropriateness relative to each property. The accuracy of the data available and the quantity of evidence were weighted in each approach. For each of the appraisals, CRA and KTR placed primary emphasis on the income capitalization approach to valuation and the direct capitalization method was utilized in the conclusion of value under this approach. For each property, CRA and KTR relied secondarily on the sales comparison approach, and reported that the value conclusion derived pursuant to the sales comparison approach is utilized as a means to support the value conclusion rendered for the properties pursuant to the income capitalization approach.

*Summary of Independent Appraisals of the Properties.* CRA and KTR performed complete appraisals of the Lakeside Property and the Peak Property. The appraisal report by CRA of the Lakeside Property was dated October 31, 2012 and indicates that the estimated market value of the Lakeside Property was \$31.4 million as of October 24, 2012. The appraisal report was updated by CRA as reflected in CRA's supplemental letter dated January 23, 2013. The appraisal report, as updated by the supplemental letter, provides an estimated market value of the Lakeside Property of \$32.0 million as of January 18, 2013. The increase in the estimated market value of the Lakeside Property is mainly due to changes in the assumptions employed by CRA to determine the value of the Lakeside Property under the income capitalization approach (including lower loss to lease and higher other income from apartment unit rentals) as a result of receiving updated financial information, and the fact that CRA placed the greatest reliance upon the income capitalization approach to valuation. The appraisal report by KTR of the Lakeside Property was dated January 28, 2013 and indicates that the estimated market value of the Lakeside Property was \$31.0 million as of January 18, 2013. The appraisal report by CRA of the Peak Property was dated October 31, 2012 and indicates that the estimated market value of the Peak Property was \$34.6 million as of October 24, 2012. The appraisal report was updated by CRA as reflected in CRA's supplemental letter dated January 23, 2013. The appraisal report, as updated by the supplemental letter, provides an estimated market value of the Peak Property of \$35.0 million as of January 18, 2013. The increase in the estimated market value of the Peak Property is mainly due to changes in the assumptions employed by CRA to determine the value of the Peak Property under the income capitalization approach (including lower loss to lease and lower total expenses from

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apartment unit rentals) as a result of receiving updated financial information, and the fact that CRA placed the greatest reliance upon the income capitalization approach to valuation. The appraisal report by KTR of the Peak Property was dated January 28, 2013 and indicates that the estimated market value of the Peak Property was \$34.6 million as of January 18, 2013. The summaries set forth below describe the material conclusions reached by CRA and KTR based on the values determined under the valuation approaches and subject to the assumptions and limitations described below.

*The Lakeside Property The CRA Appraisal.* The following is a summary of the appraisal report by CRA of the Lakeside Property dated October 31, 2012, as updated by the supplemental letter dated January 23, 2013:

*Valuation Under Income Capitalization Approach.* Using the income capitalization approach, CRA performed a direct capitalization analysis to derive a value for the Lakeside Property. The direct capitalization analysis resulted in a valuation conclusion for the Lakeside Property of approximately \$31.4 million as of October 24, 2012 and \$32.0 million as of January 18, 2013.

The assumptions employed by CRA to determine the value of the Lakeside Property as of January 18, 2013 under the income capitalization approach using a direct capitalization analysis included:

potential gross income from apartment unit rentals of \$237,010 per month or \$2,844,120 for the appraised year;

a loss to lease allowance of 3.0% of the gross rent potential;

rent concessions of 0.5% of the gross rent potential;

a combined vacancy and credit loss allowance of 4.0%;

estimated utility recovery of \$86,900, or \$395 per unit;

other income of \$875 per unit;

estimated total expenses (including reserves) of \$1,068,431; and

capitalization rate of 5.75%.

Using a direct capitalization analysis, CRA calculated the value of the Lakeside Property by dividing the stabilized net operating income (including an allowance for reserves) by the concluded capitalization rate of 5.75%. CRA calculated the value conclusion of the Lakeside Property under the income capitalization approach of approximately \$31.4 million as of October 24, 2012 and \$32.0 million as of January 18, 2013.

*Valuation Under Sales Comparison Approach.* CRA estimated the property value of Lakeside Property under the sales comparison approach by analyzing sales from the influencing market that were most similar to the Lakeside Property in terms of age, size, tenant profile and location. CRA reported that adequate sales existed to formulate a defensible value for Lakeside Property under the sales comparison approach.

The sales comparison approach resulted in a valuation conclusion for the Lakeside Property of approximately \$29.7 million as of October 24, 2012 and \$29.7 million as of January 18, 2013.

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In reaching a valuation conclusion for the Lakeside Property, CRA examined and analyzed comparable sales of five properties in the influencing market. The sales reflected per unit unadjusted sales prices ranging from \$106,140 to \$136,290. After adjustment, the comparable sales illustrated a range from \$117,921 to \$136,290 per unit with mean and median adjusted sale prices of \$130,045 and \$133,221 per unit, respectively. CRA estimated a value of \$135,000 per unit. Applied to the Lakeside Property's 220 units, this resulted in CRA's total value estimate for the Lakeside Property of approximately \$29.7 million as of January 18, 2013.

*Reconciliation of Values and Conclusion of Appraisal.* For the appraisal of the Lakeside Property, CRA relied principally on the income capitalization approach to valuation. CRA relied secondarily on the sales comparison approach, and reported that the value conclusion derived pursuant to the sales comparison approach was supportive of the conclusion derived pursuant to the income capitalization approach. The income capitalization approach using a direct capitalization method resulted in a value of \$32.0 million, and the sales comparison approach resulted in a value of \$29.7 million. CRA concluded that the market value of the Lakeside Property as of January 18, 2013 was \$32.0 million.

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*Extraordinary Assumption.* In connection with the preparation of its October 31, 2012 appraisal report of the Lakeside Property, CRA inspected the property on October 24, 2012. CRA noted that the scope of work of the January 23, 2013 appraisal report of the Lakeside Property did not include a physical inspection of the Lakeside Property, and that the value in the report is based on the extraordinary assumption that the physical condition of the Lakeside Property has not materially changed since October 24, 2012.

*The Lakeside Property The KTR Appraisal.* The following is a summary of the appraisal report by KTR of the Lakeside Property dated January 28, 2013:

*Valuation Under Income Capitalization Approach.* Using the income capitalization approach, KTR performed a direct capitalization analysis to derive a value for the Lakeside Property. The direct capitalization analysis resulted in a valuation conclusion for the Lakeside Property of approximately \$31.5 million as of January 18, 2013.

The assumptions employed by KTR to determine the value of the Lakeside Property as of January 18, 2013 under the income capitalization approach using a direct capitalization analysis included:

potential gross income from apartment unit rentals of \$233,690 per month or \$2,804,280 for the appraised year;

a loss to lease allowance of 2.0% of the gross rent potential;

no concessions allowance of the gross rent potential;

a combined vacancy and credit loss allowance of 5.0%;

other income of \$1,349 per unit;

estimated total expenses (including reserves) of \$1,096,022; and

capitalization rate of 5.75%.

Using a direct capitalization analysis, KTR calculated the value of the Lakeside Property by dividing the stabilized net operating income (including an allowance for reserves) by the concluded capitalization rate of 5.75%. KTR calculated the value conclusion of the Lakeside Property under the income capitalization approach of approximately \$31.5 million as of January 18, 2013.

*Valuation Under Sales Comparison Approach.* KTR estimated the property value of Lakeside Property under the sales comparison approach by analyzing sales from the influencing market that were most similar to the Lakeside Property in terms of age, size, tenant profile and location. KTR reported that adequate sales existed to formulate a defensible value for Lakeside Property under the sales comparison approach.

The sales comparison approach resulted in a valuation conclusion for the Lakeside Property of approximately \$28.6 million as of January 18, 2013.

In reaching a valuation conclusion for the Lakeside Property, KTR examined and analyzed comparable sales of four properties in the influencing market. The sales reflected per unit unadjusted sales prices ranging from \$87,237 to \$136,290. After adjustment, the comparable sales illustrated a range from \$100,323 to \$136,290 per unit. KTR estimated a value of \$130,000 per unit. Applied to the Lakeside Property's 220 units, this resulted in KTR's total value estimate for the Lakeside Property of approximately \$28.6 million as of January 18, 2013.



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*Reconciliation of Values and Conclusion of Appraisal.* For the appraisal of the Lakeside Property, KTR relied principally on the income capitalization approach to valuation. KTR relied secondarily on the sales comparison approach, and reported that the value conclusion derived pursuant to the sales comparison approach was supportive of the conclusion derived pursuant to the income capitalization approach. The income capitalization approach using a direct capitalization method resulted in a value of \$31.5 million, and the sales comparison approach resulted in a value of \$28.6 million. KTR concluded that the market value of the Lakeside Property as of January 18, 2013 was \$31.0 million.

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*The Peak Property The CRA Appraisal.* The following is a summary of the appraisal report by CRA of the Peak Property dated October 31, 2012 as updated by the supplemental letter dated January 23, 2013:

*Valuation Under Income Capitalization Approach.* Using the income capitalization approach, CRA performed the direct capitalization method to estimate a value for the Peak Property. The direct capitalization method resulted in a valuation conclusion for the Peak Property of approximately \$34.6 million as of October 24, 2012 and \$35.0 million as of January 18, 2013.

The assumptions employed by CRA to determine the value of the Peak Property as of January 18, 2013 under the income capitalization approach using the direct capitalization method included:

potential gross income from apartment unit rentals of \$272,920 per month or \$3,275,040 for the appraised year;

a loss to lease allowance of 1.5% of gross rent potential;

concession allowance of 0.5% of the gross rent potential;

a combined vacancy and collection loss allowance of 4.0%;

estimated utility income of \$112,000, or \$400 per unit;

estimated other income of \$800 per unit;

estimated total expenses (including reserves) of \$1,402,876; and

capitalization rate of 5.75%.

Using the direct capitalization method, CRA calculated the value of the Peak Property by dividing the stabilized net operating income by the concluded overall capitalization rate of 5.75%. CRA calculated the value conclusion of the Peak Property under the income capitalization approach of approximately \$34.6 million as of October 24, 2012 and \$35.0 million as of January 18, 2013.

*Valuation Under Sales Comparison Approach.* CRA estimated the property value of the Peak Property under the sales comparison approach by analyzing sales from the influencing market that were most similar to the Peak Property in terms of age, size, tenant profile and location. CRA reported that the local market has been active in terms of investment sales of similar properties, and that adequate sales existed to formulate a defensible value for the Peak Property under the sales comparison approach.

The sales comparison approach resulted in a valuation conclusion for the Peak Property of approximately \$35.0 million as of October 24, 2012 and 35.0 million as of January 18, 2013.

In reaching a valuation conclusion for the Peak Property, CRA examined and analyzed comparable sales of five properties in the influencing market. The sales reflected unadjusted sales prices ranging from \$106,140 to \$136,290 per unit. After adjustment, the comparable sales illustrated a value range of \$112,561 to \$129,476 per unit, with mean and median adjusted sale prices of \$121,704 and \$123,010 per unit, respectively. CRA estimated a value of \$125,000 per unit. Applied to the Peak Property's 280 units, this resulted in CRA's total value estimate for the Peak Property of approximately \$35.0 million.

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*Reconciliation of Values and Conclusion of Appraisal.* For the appraisal of the Peak Property, CRA gave the greatest consideration to the income capitalization approach in the final conclusion of market value. CRA relied secondarily on the sales comparison approach, and reported that the value conclusion derived pursuant to the sales comparison approach is supportive of the conclusion derived pursuant to the income capitalization approach. The income capitalization approach using a direct capitalization analysis resulted in a value of \$35.0 million, and the sales comparison approach resulted in a value of \$35.0 million. CRA concluded that the market value of the Peak Property as of January 18, 2013 was \$35.0 million.

*Extraordinary Assumption.* In connection with the preparation of its October 31, 2012 appraisal report of the Peak Property, CRA inspected the property on October 24, 2012. CRA noted that the scope of work of the January 23, 2013 appraisal report of the Peak Property did not include a physical inspection of the Peak Property, and that the value in the report is based on the extraordinary assumption that the physical condition of the Peak Property has not materially changed since October 24, 2012.

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*The Peak Property The KTR Appraisal.* The following is a summary of the appraisal report by KTR of the Peak Property dated January 28, 2013:

*Valuation Under Income Capitalization Approach.* Using the income capitalization approach, KTR performed the direct capitalization method to estimate a value for the Peak Property. The direct capitalization method resulted in a valuation conclusion for the Peak Property of approximately \$34.6 million as of January 18, 2013.

The assumptions employed by KTR to determine the value of the Peak Property as of January 18, 2013 under the income capitalization approach using the direct capitalization method included:

potential gross income from apartment unit rentals of \$280,460 per month or \$3,365,520 for the appraised year;

a loss to lease allowance of 2.0% of gross rent potential;

no concession allowance of the gross rent potential;

a combined vacancy and collection loss allowance of 5.0%;

estimated other income of \$1,180 per unit;

estimated total expenses (including reserves) of \$1,468,195; and

capitalization rate of 5.75%.

Using the direct capitalization method, KTR calculated the value of the Peak Property by dividing the stabilized net operating income by the concluded overall capitalization rate of 5.75%. KTR calculated the value conclusion of the Peak Property under the income capitalization approach of approximately \$34.6 million as of January 18, 2013.

*Valuation Under Sales Comparison Approach.* KTR estimated the property value of the Peak Property under the sales comparison approach by analyzing sales from the influencing market that were most similar to the Peak Property in terms of age, size, tenant profile and location. KTR reported that the local market has been active in terms of investment sales of similar properties, and that adequate sales existed to formulate a defensible value for the Peak Property under the sales comparison approach.

The sales comparison approach resulted in a valuation conclusion for the Peak Property of approximately \$35.0 million as of January 18, 2013.

In reaching a valuation conclusion for the Peak Property, KTR examined and analyzed comparable sales of four properties in the influencing market. The sales reflected unadjusted sales prices ranging from \$87,237 to \$136,290 per unit. After adjustment, the comparable sales illustrated a value range of \$91,599 to \$129,476 per unit. KTR estimated a value of \$125,000 per unit. Applied to the Peak Property's 280 units, this resulted in KTR's total value estimate for the Peak Property of approximately \$35.0 million.

*Reconciliation of Values and Conclusion of Appraisal.* For the appraisal of the Peak Property, KTR gave the greatest consideration to the income capitalization approach in the final conclusion of market value. KTR relied secondarily on the sales comparison approach, and reported that the value conclusion derived pursuant to the sales comparison approach is supportive of the conclusion derived pursuant to the income capitalization approach. The income capitalization approach using a direct capitalization analysis resulted in a value of \$34.6 million, and the sales comparison approach resulted in a value of \$35.0 million. KTR concluded that the market value of the Peak Property as of January 18, 2013 was \$34.6 million.

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*Assumptions, Limitations and Qualifications of CRA's and KTR's Valuations.* In preparing each of the appraisals, CRA and KTR relied, without independent verification, on the information furnished by others. Each of CRA's appraisal reports and KTR's appraisal reports were subject to certain assumptions and limiting conditions including the following: no responsibility was assumed for the legal description or for matters including legal or title considerations, and title to each property was assumed to be good and marketable unless otherwise stated; each property was appraised free and clear of any or all liens or encumbrances unless otherwise

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stated; responsible ownership and competent property management were assumed; all engineering was assumed to be correct; there were no hidden or unapparent conditions of the property, subsoil, or structures that render it more or less valuable, and no responsibility was assumed for such conditions or for arranging for engineering studies that may be required to discover them; there was full compliance with all applicable federal, state, and local environmental regulations and laws unless noncompliance was stated, defined, and considered in the appraisal report; all applicable zoning and use regulations and restrictions have been complied with, unless nonconformity had been stated, defined, and considered in the appraisal report; all required licenses, certificates of occupancy, consents, or other legislative or administrative authority from any local, state, or national government or private entity or organization have been or can be obtained or renewed for any use on which the value estimate contained in each report was based; the utilization of the land and improvements is within the boundaries or property lines of the property described and that there is no encroachment or trespass unless noted in either report; the distribution, if any, of the total valuation in each report between land and improvements applies only under the respective stated program of utilization; unless otherwise stated in each report, the existence of hazardous substances, including without limitation, asbestos, polychlorinated biphenyls, petroleum leakage, or agricultural chemicals, which may or may not be present on each property, or other environmental conditions, were not called to the attention of nor did the appraiser become aware of such during the appraiser's inspection, and the appraiser had no knowledge of the existence of such materials on or in the property unless otherwise stated; the appraiser has not made a specific compliance survey and analysis of this property to determine whether or not it is in conformity with the various detailed requirements of the Americans with Disabilities Act; and former personal property items such as kitchen and bathroom appliances were, at the time of each appraisal report, either permanently affixed to the real estate or were implicitly part of the real estate in that tenants expect the use of such items in exchange for rent and never gain any of the rights of ownership, and the intention of the owners is not to remove the articles which are required under the implied or express warranty of habitability.

*Compensation of Appraiser.* CRA's fee for the appraisal of the Lakeside Property and the Peak Property was approximately \$15,900. KTR's fee for the appraisal of the Lakeside Property and the Peak Property was approximately \$9,500. Aimco OP paid for the costs of the appraisals. Neither CRA's fee nor KTR's fee for the appraisals was contingent on the approval or completion of the merger. Aimco OP also has agreed to indemnify CRA and KTR for certain liabilities that may arise out of the rendering of the appraisals. In addition to the appraisals performed in connection with the merger, during the prior two years, CRA and KTR have been paid approximately \$144,700 and \$159,700, respectively, for appraisal services by Aimco OP and its affiliates, including, in the case of CRA, fees of approximately \$13,000 for the appraisals of the Lakeside Property and Peak Property in 2011. Except as set forth above, during the prior two years, no material relationship has existed between CRA or KTR, on the one hand, and CPF XIX or Aimco OP or any of their affiliates, on the other hand. Aimco OP believes that its relationship with CRA and KTR had no negative impact on its independence in conducting the appraisals.

*Availability of Appraisal Reports.* You may obtain a full copy of CRA's appraisals and KTR's appraisals upon request, without charge, by contacting Eagle Rock Proxy Advisors, LLC, by mail at 12 Commerce Drive, Cranford, New Jersey 07016; by fax at (908) 497-2349; or by telephone at (800) 217-9608. In addition, the appraisal reports have been filed with the SEC. For more information about how to obtain a copy of the appraisal reports see [Where You Can Find Additional Information](#).

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**Table of Contents****RISK FACTORS****Risks Related to the Merger**

*Conflicts of Interest.* CPF XIX's general partner, Fox Partners II, is a general partnership, the managing general partner of which is wholly-owned and controlled by Aimco. Therefore, Fox Partners II has a conflict of interest with respect to the merger. Fox Partners II has fiduciary duties to its general partners and Aimco, as the beneficial owner of its managing general partner, on the one hand, and to the limited partners of CPF XIX, on the other hand. The duties of Fox Partners II to the limited partners of CPF XIX conflict with the duties of Fox Partners II to its general partners, which could result in Fox Partners II approving a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. As the general partner of CPF XIX, Fox Partners II seeks the best possible terms for CPF XIX's limited partners. This conflicts with Aimco's interest in obtaining the best possible terms for Aimco OP.

*No independent representative was engaged to represent the unaffiliated limited partners in negotiating the terms of the merger.* If an independent advisor had been engaged, it is possible that such advisor could have negotiated better terms for CPF XIX's unaffiliated limited partners.

*The terms of the merger have not been determined in arm's-length negotiations.* The terms of the merger, including the merger consideration, were determined through discussions between officers and directors of CPF XIX, on one hand, and officers of Aimco, on the other. All of the officers and directors of CPF XIX are also officers of Aimco. There are no independent directors of CPF XIX. If the terms of the merger had been determined through arm's-length negotiations, the terms might be more favorable to CPF XIX and its limited partners.

*The merger agreement does not require approval of the merger by a majority of the unaffiliated limited partners.* Under Delaware law, the merger must be approved by CPF XIX's general partner and a majority in interest of the limited partnership units. As of April 16, 2013, Aimco OP and its affiliates owned approximately 68.04% of the outstanding Limited Partnership Units. Of the Limited Partnership Units owned by affiliates of Aimco OP, 25,228.66 are subject to a voting restriction, which requires the such units to be voted in proportion to the votes cast with respect to Limited Partnership Units not subject to this voting restriction. Aimco OP's affiliates have indicated that they will vote all of their Limited Partnership Units that are not subject to this restriction, 35,483 Limited Partnership Units or approximately 39.76% of the outstanding Limited Partnership Units, in favor of the merger agreement and the merger. As a result, affiliates of Aimco OP will vote a total of approximately 49,469 Limited Partnership Units, or approximately 55.44% of the outstanding Limited Partnership Units in favor of the merger agreement and the merger.

*The merger consideration was determined based on the appraised value of the properties as of the date of the appraisal, and there can be no assurance that the value of the properties will not increase as of the date of the consummation of the merger.* CRA and KTR each appraised the properties as of January 18, 2013, and Fox Partners II calculated the amount of the merger consideration based on the appraised values of the properties as of such date. Fox Partners II has made no other attempt to assess, nor has Fox Partners II accounted for, any changes in the value of the properties since the date of the appraisals in its determination of the merger consideration.

*Alternative valuations of CPF XIX's properties might exceed the appraised values relied on to determine the merger consideration.* Aimco determined the merger consideration in reliance on the appraised values of CPF XIX's two properties. See Special Factors The Appraisals, beginning on page 8, for more information about the appraisals. Although independent appraisers were engaged to perform complete appraisals of the properties, valuation is not an exact science. There are a number of other methods available to value real estate, each of which may result in different valuations of a property. Also, others using the same valuation methodology could make different assumptions and judgments, and obtain different results. Mortgages on the Peak Property and the Lakeside Property were refinanced in November 2009 and May 2011. In connection with these refinancings, the Peak Property was appraised at a value of \$20,325,000 in 2009 and \$26,300,000 in 2010, and the Lakeside Property was appraised at a value of \$18,125,000 in 2009 and \$23,050,000 in 2010, all of which are lower than the appraisals upon which the merger consideration was based.

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*Actual sales prices of CPF XIX's properties could exceed the appraised values that Aimco relied on to determine the merger consideration.* No recent attempt has been made to market the properties to unaffiliated third parties. There can be no assurance that the properties could not be sold for values higher than the appraised values used to determine the merger consideration if they were marketed to third-party buyers interested in properties of this type.

*The merger consideration may not represent the price limited partners could obtain for their Limited Partnership Units in an open market.* There is no established or regular trading market for Limited Partnership Units, nor is there another reliable standard for determining the fair market value of the Limited Partnership Units. The merger consideration does not necessarily reflect the price that CPF XIX limited partners would receive in an open market for their Limited Partnership Units. Such prices could be higher than the aggregate value of the merger consideration.

*Limited partners may recognize taxable gain in the merger and that gain could exceed the merger consideration.* Limited partners who elect to receive cash in the merger will recognize gain or loss equal to the difference between their amount realized and their adjusted tax basis in the Limited Partnership Units sold. The resulting tax liability could exceed the value of the cash received in the merger.

*Limited partners in certain jurisdictions will not be able to elect OP Units.* In those states or jurisdictions where the offering of the OP Units hereby is not permitted (or where the registration or qualification of OP Units in that state or jurisdiction would be prohibitively costly), residents of those states will receive only the cash consideration in the merger.

*Limited partners who elected to receive OP Units may recognize taxable gain in the merger to the extent described in Material United States Federal Income Tax Considerations - United States Federal Income Tax Consequences Relating to the Merger (beginning on page 67).*

## **Risks Related to an Investment in Aimco or Aimco OP**

For a description of risks related to an investment in Aimco and Aimco OP, please see the information set forth under Part I Item 1A. Risk Factors in the combined Annual Report on Form 10-K for the year ended December 31, 2012 of Aimco and Aimco OP. Aimco's and Aimco OP's combined Annual Report on Form 10-K for the year ended December 31, 2012 is included as Annex F to this information statement/prospectus.

## **Risks Related to an Investment in OP Units**

*There are restrictions on the ability to transfer OP Units, and there is no public market for Aimco OP Units.* The Aimco OP partnership agreement restricts the transferability of OP Units. Until the expiration of a one-year holding period, subject to certain exceptions, investors may not transfer OP Units without the consent of Aimco OP's general partner. Thereafter, investors may transfer such OP Units subject to the satisfaction of certain conditions, including the general partner's right of first refusal. There is no public market for the OP Units. Aimco OP has no plans to list any OP Units on a securities exchange. It is unlikely that any person will make a market in the OP Units, or that an active market for the OP Units will develop. If a market for the OP Units develops and the OP Units are considered readily tradable on a secondary market (or the substantial equivalent thereof), Aimco OP would be classified as a publicly traded partnership for U.S. federal income tax purposes, which could have a material adverse effect on Aimco OP.

*Cash distributions by Aimco OP are not guaranteed and may fluctuate with partnership performance.* Aimco OP makes quarterly distributions to holders of OP Units (on a per unit basis) that generally are equal to dividends paid on the Aimco common stock (on a per share basis). However, such distributions will not necessarily continue to be equal to such dividends. Although Aimco OP makes quarterly distributions on its OP Units, there can be no assurance regarding the amounts of available cash that Aimco OP will generate or the portion that its general partner will choose to distribute. The actual amounts of available cash will depend upon numerous factors, including profitability of operations, required principal and interest payments on our debt, the cost of acquisitions (including related debt service payments), its issuance of debt and equity securities, fluctuations in working capital, capital expenditures, adjustments in reserves, prevailing



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economic conditions and financial, business and other factors, some of which may be beyond Aimco OP's control. Cash distributions depend primarily on cash flow, including from reserves, and not on profitability, which is affected by non-cash items. Therefore, cash distributions may be made during periods when Aimco OP records losses and may not be made during periods when it records profits. The Aimco OP partnership agreement gives the general partner discretion in establishing reserves for the proper conduct of the partnership's business that will affect the amount of available cash. Aimco is required to make reserves for the future payment of principal and interest under its credit facilities and other indebtedness. In addition, Aimco OP's credit facility limits its ability to distribute cash to holders of OP Units. As a result of these and other factors, there can be no assurance regarding actual levels of cash distributions on OP Units, and Aimco OP's ability to distribute cash may be limited during the existence of any events of default under any of its debt instruments.

*Holders of OP Units are limited in their ability to effect a change of control.*  The limited partners of Aimco OP are unable to remove the general partner of Aimco OP or to vote in the election of Aimco's directors unless they own shares of Aimco. In order to comply with specific REIT tax requirements, Aimco's charter has restrictions on the ownership of its equity securities. As a result, Aimco OP limited partners and Aimco stockholders are limited in their ability to effect a change of control of Aimco OP and Aimco, respectively.

*Holders of OP Units have limited voting rights.*  Aimco OP is managed and operated by its general partner. Unlike the holders of common stock in a corporation, holders of OP Units have only limited voting rights on matters affecting Aimco OP's business. Such matters relate to certain amendments of the partnership agreement and certain transactions such as the institution of bankruptcy proceedings, an assignment for the benefit of creditors and certain transfers by the general partner of its interest in Aimco OP or the admission of a successor general partner. Holders of OP Units have no right to elect the general partner on an annual or other continuing basis, or to remove the general partner. As a result, holders of OP Units have limited influence on matters affecting the operation of Aimco OP, and third parties may find it difficult to attempt to gain control over, or influence the activities of, Aimco OP.

*Holders of OP Units are subject to dilution.*  Aimco OP may issue an unlimited number of additional OP Units or other securities for such consideration and on such terms as it may establish, without the approval of the holders of OP Units. Such securities could have priority over the OP Units as to cash flow, distributions and liquidation proceeds. The effect of any such issuance may be to dilute the interests of holders of OP Units.

*Holders of OP Units may not have limited liability in specific circumstances.*  The limitations on the liability of limited partners for the obligations of a limited partnership have not been clearly established in some states. If it were determined that Aimco OP had been conducting business in any state without compliance with the applicable limited partnership statute, or that the right or the exercise of the right by the OP Unitholders as a group to make specific amendments to the agreement of limited partnership or to take other action under the agreement of limited partnership constituted participation in the control of Aimco OP's business, then a holder of OP Units could be held liable under specific circumstances for Aimco OP's obligations to the same extent as the general partner.

*Aimco may have conflicts of interest with holders of OP Units.*  Conflicts of interest have arisen and could arise in the future as a result of the relationships between the general partner of Aimco OP and its affiliates (including Aimco), on the one hand, and Aimco OP or any partner thereof, on the other. The directors and officers of the general partner have fiduciary duties to manage the general partner in a manner beneficial to Aimco, as the sole stockholder of the general partner. At the same time, as the general partner of Aimco OP, it has fiduciary duties to manage Aimco OP in a manner beneficial to Aimco OP and its limited partners. The duties of the general partner of Aimco OP to Aimco OP and its partners may therefore come into conflict with the duties of the directors and officers of the general partner to its sole stockholder, Aimco. Such conflicts of interest might arise in the following situations, among others:

Decisions of the general partner with respect to the amount and timing of cash expenditures, borrowings, issuances of additional interests and reserves in any quarter will affect whether or the extent to which there is available cash to make distributions in a given quarter.

Under the terms of the Aimco OP partnership agreement, Aimco OP will reimburse the general partner and its affiliates for costs incurred in managing and operating Aimco OP, including compensation of officers and employees.

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Whenever possible, the general partner seeks to limit Aimco OP's liability under contractual arrangements to all or particular assets of Aimco OP, with the other party thereto having no recourse against the general partner or its assets.

Any agreements between Aimco OP and the general partner and its affiliates will not grant to the OP Unitholders, separate and apart from Aimco OP, the right to enforce the obligations of the general partner and such affiliates in favor of Aimco OP. Therefore, the general partner, in its capacity as the general partner of Aimco OP, will be primarily responsible for enforcing such obligations.

Under the terms of the Aimco OP partnership agreement, the general partner is not restricted from causing Aimco OP to pay the general partner or its affiliates for any services rendered on terms that are fair and reasonable to Aimco OP or entering into additional contractual arrangements with any of such entities on behalf of Aimco OP. Neither the Aimco OP partnership agreement nor any of the other agreements, contracts and arrangements between Aimco OP, on the one hand, and the general partner of Aimco OP and its affiliates, on the other, are or will be the result of arm's-length negotiations.

*Provisions in the Aimco OP partnership agreement may limit the ability of a holder of OP Units to challenge actions taken by the general partner.* Delaware law provides that, except as provided in a partnership agreement, a general partner owes the fiduciary duties of loyalty and care to the partnership and its limited partners. The Aimco OP partnership agreement expressly authorizes the general partner to enter into, on behalf of Aimco OP, a right of first opportunity arrangement and other conflict avoidance agreements with various affiliates of Aimco OP and the general partner, on such terms as the general partner, in its sole and absolute discretion, believes are advisable. The latitude given in the Aimco OP partnership agreement to the general partner in resolving conflicts of interest may significantly limit the ability of a holder of OP Units to challenge what might otherwise be a breach of fiduciary duty. The general partner believes, however, that such latitude is necessary and appropriate to enable it to serve as the general partner of Aimco OP without undue risk of liability.

The Aimco OP partnership agreement limits the liability of the general partner for actions taken in good faith. Aimco OP's partnership agreement expressly limits the liability of the general partner by providing that the general partner, and its officers and directors, will not be liable or accountable in damages to Aimco OP, the limited partners or assignees for errors in judgment or mistakes of fact or law or of any act or omission if the general partner or such director or officer acted in good faith. In addition, Aimco OP is required to indemnify the general partner, its affiliates and their respective officers, directors, employees and agents to the fullest extent permitted by applicable law, against any and all losses, claims, damages, liabilities, joint or several, expenses, judgments, fines and other actions incurred by the general partner or such other persons, provided that Aimco OP will not indemnify for (i) willful misconduct or a knowing violation of the law or (ii) for any transaction for which such person received an improper personal benefit in violation or breach of any provision of the partnership agreement. The provisions of Delaware law that allow the common law fiduciary duties of a general partner to be modified by a partnership agreement have not been resolved in a court of law, and the general partner has not obtained an opinion of counsel covering the provisions set forth in the Aimco OP partnership agreement that purport to waive or restrict the fiduciary duties of the general partner that would be in effect under common law were it not for the partnership agreement.

### **Certain United States Tax Risks Associated with an Investment in the OP Units**

The following are among the U.S. federal income tax considerations to be taken into account in connection with an investment in OP Units. For a general discussion of material U.S. federal income tax consequences resulting from acquiring, holding, exchanging, and otherwise disposing of OP Units, see [Material United States Federal Income Tax Considerations – Taxation of Aimco OP and OP Unitholders](#).

*Aimco OP may be treated as a publicly traded partnership taxable as a corporation.* If Aimco OP were treated as a publicly traded partnership taxed as a corporation for U.S. federal income tax purposes, material adverse consequences to the partners would result. Moreover, in such case, a holder of CPF XIX Limited Partnership Units receiving OP Units in the merger would be required to recognize gain or loss on the transaction. In addition, Aimco would not qualify as a REIT for U.S. federal income tax purposes, which would have a material adverse impact on Aimco and its shareholders. Aimco believes and intends to take the position

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that Aimco OP should not be treated as a publicly traded partnership taxable as a corporation. No assurances can be given that the Internal Revenue Service, or the IRS, would not assert, or that a court would not sustain a contrary position. Accordingly, each prospective investor is urged to consult his tax advisor regarding the classification and treatment of Aimco OP as a partnership for U.S. federal income tax purposes.

*The limited partners may recognize gain on the transaction.* If a CPF XIX limited partner receives or is deemed to receive cash or consideration other than OP Units in connection with the merger, the receipt of such cash or other consideration may be taxable to the limited partner. Subject to certain exceptions, including exceptions applicable to periodic distributions of operating cash flow, any transfer or deemed transfer of cash by Aimco OP to the limited partner (or its owners) within two years before or after the merger, including cash paid at closing, will generally be treated as part of a disguised sale. The application of the disguised sale rules is complex and depends, in part, upon the facts and circumstances applicable to the limited partner, which Aimco has not undertaken to review. Accordingly, limited partners are particularly urged to consult with their tax advisors concerning the extent to which the disguised sale rules would apply.

*A contribution of appreciated or depreciated property may result in special allocations to the contributing partner.* If property is contributed to Aimco OP and the adjusted tax basis of the property differs from its fair market value, then Aimco OP tax items must be specially allocated for U.S. federal income tax purposes, in a manner chosen by Aimco OP, such that the contributing partner is charged with and recognizes the unrealized gain, or benefits from the unrealized loss, associated with the property at the time of the contribution. As a result of such special allocations, the amount of net taxable income allocated to a contributing partner may exceed the amount of cash distributions, if any, to which such contributing partner is entitled. Holders of Limited Partnership Units receiving OP Units in the merger generally will be treated as contributing partners. Limited Partnership Units exchanged for OP Units, as well as the properties, generally will both be treated as property that may result in special allocations to the holders of Limited Partnership Units receiving OP Units.

*The Aimco OP general partner could take actions that would impose tax liability on a contributing partner.* There are a variety of transactions that Aimco OP may in its sole discretion undertake following the merger that could cause the transferor (or its partners) to incur a tax liability without a corresponding receipt of cash. Such transactions include, but are not limited to, the sale or distribution of a particular property and a reduction in nonrecourse debt, or the making of certain tax elections by Aimco OP. In addition, future economic, market, legal, tax or other considerations may cause Aimco OP to dispose of the contributed property or to reduce its debt. As permitted by the Aimco OP partnership agreement, the general partner intends to make decisions in its capacity as general partner of Aimco OP so as to maximize the profitability of Aimco OP as a whole, independent of the tax effects on individual holders of OP Units.

*An investor's tax liability from OP Units could exceed the cash distributions received on such OP Units.* A holder of OP Units will be required to pay U.S. federal income tax on such holder's allocable share of Aimco OP's income, even if such holder receives no cash distributions from Aimco OP. No assurance can be given that a holder of OP Units will receive cash distributions equal to such holder's allocable share of taxable income from Aimco OP or equal to the tax liability to such holder resulting from that income. Further, upon the sale, exchange or redemption of any OP Units, a reduction in nonrecourse debt, or upon the special allocation at the liquidation of Aimco OP, an investor may incur a tax liability in excess of the amount of cash received.

*OP Unitholders may be subject to state, local or foreign taxation.* OP Unitholders may be subject to state, local or foreign taxation in various jurisdictions, including those in which Aimco OP transacts business and owns property. It should be noted that Aimco OP owns properties located in a number of states and local jurisdictions, and an OP Unitholder may be required to file income tax returns in some or all of those jurisdictions. The state, local or foreign tax treatment of OP Unitholders may not conform to the U.S. federal income tax consequences of an investment in OP Units, as described in *Material United States Federal Income Tax Considerations* beginning on page 66.

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**SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF  
APARTMENT INVESTMENT AND MANAGEMENT COMPANY**

The following table sets forth Aimco's selected summary historical financial data as of the dates and for the periods indicated. Aimco's historical consolidated statements of operations data set forth below for each of the five fiscal years in the period ended December 31, 2012 and the historical consolidated balance sheet data for each of the five fiscal year-ends in the period ended December 31, 2012, are derived from information included in Aimco's and Aimco OP's combined Annual Report on Form 10-K for the year ended December 31, 2012, or the Combined Form 10-K, which is included as [Annex F](#) to this Information Statement/Prospectus.

You should read this information together with Management's Discussion and Analysis of Financial Condition and Results of Operations and with the consolidated financial statements and notes to the consolidated financial statements included in the Combined Form 10-K for the year ended December 31, 2012, filed with the SEC on February 25, 2013, which is included as [Annex F](#) to this Information Statement/Prospectus.

	2012	For The Years Ended December 31,			2008(1)
		2011(1)	2010(1)	2009(1)	
	(dollar amounts in thousands, except per share data)				
<b>Consolidated Statements of Operations:</b>					
Total revenues	\$ 1,033,197	\$ 981,919	\$ 958,540	\$ 956,561	\$ 1,001,709
Total operating expenses(2)	(833,037)	(828,762)	(855,957)	(887,008)	(992,187)
Operating income(2)	200,160	153,157	102,583	69,553	9,522
Loss from continuing operations(2)	(14,906)	(135,603)	(160,777)	(193,610)	(118,091)
Income from discontinued operations, net(3)	210,267	77,439	71,153	148,810	745,093
Net income (loss)	195,361	(58,164)	(89,624)	(44,800)	627,002
Net (income) loss attributable to noncontrolling interests	(62,905)	1,077	17,896	(19,474)	(214,995)
Net income attributable to Aimco's preferred stockholders	(49,888)	(45,852)	(53,590)	(50,566)	(53,708)
Net income (loss) attributable to Aimco's common stockholders	82,146	(103,161)	(125,318)	(114,840)	351,314
<b>Earnings (loss) per common share – basic and diluted:</b>					
Loss from continuing operations attributable to Aimco's common stockholders	\$ (0.59)	\$ (1.22)	\$ (1.48)	\$ (1.70)	\$ (2.11)
Net income (loss) attributable to Aimco's common stockholders	\$ 0.61	\$ (0.86)	\$ (1.08)	\$ (1.00)	\$ 3.96
<b>Consolidated Balance Sheets:</b>					
Real estate (gross)	\$ 8,333,419	\$ 8,152,903	\$ 8,072,369	\$ 7,927,530	\$ 7,753,758
Total assets	6,401,380	6,871,862	7,378,566	7,906,468	9,441,870
Total indebtedness	4,688,447	4,772,774	4,776,481	4,793,777	5,108,570
Total equity	1,154,894	1,144,674	1,306,772	1,534,703	1,646,749
<b>Other Information:</b>					
Dividends declared per common share(4)	\$ 0.76	\$ 0.48	\$ 0.30	\$ 0.40	\$ 7.48
Total consolidated properties (end of period)	243	331	399	426	514
Total consolidated apartment units (end of period)	66,107	79,093	89,875	95,202	117,719
Total unconsolidated properties (end of period)	22	39	48	77	85
Total unconsolidated apartment units (end of period)	1,870	4,353	5,637	8,478	9,613

(1) Certain reclassifications have been made to conform to the current financial statement presentation, including retroactive adjustments to reflect additional properties sold during 2012 as discontinued operations (see Note 15 to the consolidated financial statements in *Item 8 Financial Statements and Supplementary Data* in the Combined Form 10-K for the year ended December 31, 2012.

(2) Total operating expenses, operating income and loss from continuing operations for the year ended December 31, 2008, include a \$91.1 million pre-tax provision for impairment losses on real estate development assets.

(3)

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Income from discontinued operations for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 includes \$234.5 million, \$108.2 million, \$94.9 million, \$221.8 million and \$800.3 million in gains on disposition of real estate, respectively. Income from discontinued operations for 2012, 2011 and 2010 is

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discussed further in Item 7 *Management's Discussion and Analysis of Financial Condition and Results of Operations* in the Combined Form 10-K for the year ended December 31, 2012.

- (4) Dividends declared per common share during the year ended December 31, 2008, included \$5.08 of per share dividends that was paid through the issuance of shares of Aimco Class A Common Stock.

**Table of Contents****SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF AIMCO PROPERTIES, L.P.**

The following table sets forth Aimco OP's selected summary historical financial data as of the dates and for the periods indicated. Aimco OP's historical consolidated statements of operations data set forth below for each of the five fiscal years in the period ended December 31, 2012 and the historical consolidated balance sheet data for each of the five fiscal year-ends in the period ended December 31, 2012, are derived from information included in the Combined Form 10-K for the year ended December 31, 2012, filed with the SEC on February 25, 2013, and which, for Aimco OP, is included as [Annex F](#) to this information statement/prospectus.

You should read this information together with Management's Discussion and Analysis of Financial Condition and Results of Operations and with the consolidated financial statements and notes to the consolidated financial statements included in the Combined Form 10-K, filed with the SEC on February 25, 2013, and which, for Aimco OP, is included as [Annex F](#) to this information statement/prospectus.

	2012	For The Years Ended December 31,			2008(1)
		2011(1)	2010(1)	2009(1)	
	(dollar amounts in thousands, except per unit data)				
<b>Consolidated Statements of Operations:</b>					
Total revenues	\$ 1,033,197	\$ 981,919	\$ 958,540	\$ 956,561	\$ 1,001,709
Total operating expenses(2)	(833,037)	(828,762)	(855,957)	(887,008)	(992,187)
Operating income(2)	200,160	153,157	102,583	69,553	9,522
Loss from continuing operations(2)	(14,906)	(134,304)	(159,918)	(192,790)	(117,305)
Income from discontinued operations, net(3)	210,267	77,439	71,153	148,810	745,093
Net income (loss)	195,361	(56,865)	(88,765)	(43,980)	627,788
Net (income) loss attributable to noncontrolling interests	(51,218)	257	13,301	(22,442)	(155,749)
Net income attributable to Aimco OP's preferred unitholders	(56,384)	(52,535)	(58,554)	(56,854)	(61,354)
Net income (loss) attributable to Aimco OP's common unitholders	87,337	(109,365)	(134,018)	(123,276)	403,700
Earnings (loss) per common unit - basic and diluted:					
Loss from continuing operations attributable to Aimco OP's common unitholders	\$ (0.59)	\$ (1.21)	\$ (1.47)	\$ (1.70)	\$ (1.96)
Net income (loss) attributable to Aimco OP's common unitholders	\$ 0.61	\$ (0.86)	\$ (1.07)	\$ (1.00)	\$ 4.11
<b>Consolidated Balance Sheets:</b>					
Real estate (gross)	\$ 8,333,419	\$ 8,152,903	\$ 8,072,369	\$ 7,927,530	\$ 7,753,758
Total assets	6,401,380	6,871,862	7,395,796	7,922,839	9,457,421
Total indebtedness	4,688,447	4,772,774	4,776,481	4,793,777	5,108,570
Total partners' capital	1,154,894	1,144,674	1,324,002	1,551,074	1,662,300
<b>Other Information:</b>					
Distributions declared per common unit(4)	\$ 0.76	\$ 0.63	\$ 0.30	\$ 0.40	\$ 7.48
Total consolidated properties (end of period)	243	331	399	426	514
Total consolidated apartment units (end of period)	66,107	79,093	89,875	95,202	117,719
Total unconsolidated properties (end of period)	22	39	48	77	85
Total unconsolidated apartment units (end of period)	1,870	4,353	5,637	8,478	9,613

(1) Certain reclassifications have been made to conform to the current financial statement presentation, including retroactive adjustments to reflect additional properties sold during 2012 as discontinued operations (see Note 15 to the consolidated financial statements in [Item 8 Financial Statements and Supplementary Data](#) in the Combined Form 10-K, for the year ended December 31, 2012).

(2) Total operating expenses, operating income and loss from continuing operations for the year ended December 31, 2008, include a \$91.1 million pre-tax provision for impairment losses on real estate development assets.

(3)

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Income from discontinued operations for the years ended December 31, 2012, 2011, 2010, 2009 and 2008 includes \$234.5 million, \$108.2 million, \$94.9 million, \$221.8 million and \$800.3 million in gains on



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disposition of real estate, respectively. Income from discontinued operations for 2012, 2011 and 2010 is discussed further in *Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations* in the Combined Form 10-K for the year ended December 31, 2012.

- (4) Distributions declared per common unit during the year ended December 31, 2011, included a \$0.15 per unit special distribution (see Note 13 to the consolidated financial statements in *Item 8 Financial Statements and Supplementary Data* in the Combined Form 10-K for the year ended December 31, 2012). Distributions declared per common unit during the year ended December 31, 2008, included \$5.08 of per unit distributions that was paid to Aimco through the issuance of common partnership units.

**Table of Contents****SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF CPF XIX**

The following table sets forth CPF XIX's selected summary historical financial data as of the dates and for the periods indicated. CPF XIX's historical statements of operations and cash flow data set forth below for each of the three fiscal years in the period ended December 31, 2012 and the historical balance sheet data as of December 31, 2012, 2011 and 2010, are derived from CPF XIX's financial statements included in CPF XIX's Annual Report on Form 10-K for the fiscal years ended December 31, 2012 and 2011.

You should read this information together with Management's Discussion and Analysis of Financial Condition and Results of Operations and with the financial statements and notes to the financial statements for the fiscal year ended December 31, 2012 included in CPF XIX's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 filed with the SEC on February 27, 2013, which is included as [Annex E](#) to this information statement/prospectus. See [Where You Can Find Additional Information](#) in this information statement/prospectus.

	For the Years Ended December 31,		
	2012	2011(1)	2010(1)
	(Dollar amounts in thousands, except per unit data)		
<b>Statements of Operations:</b>			
Total revenues	\$ 6,212	\$ 5,822	\$ 5,521
Loss from continuing operations	(3,233)	(4,738)	(4,288)
Net income (loss)	24,709	(6,492)	(6,247)
Loss from continuing operations per limited partnership unit	(31.94)	(46.81)	(42.36)
Net income (loss) per limited partnership unit	241.41	(64.14)	(61.72)
Distributions per limited partnership unit	112.58		
Deficit of earnings to fixed charges	(3,233)	(4,738)	(4,288)
<b>Balance Sheets:</b>			
Cash and Cash Equivalents	311	453	231
Real Estate, Net of Accumulated Depreciation	14,473	18,360	22,699
Assets Held for Sale(2)		11,110	13,391
Total Assets	15,286	30,650	37,024
Mortgage Notes Payable	30,183	30,607	19,299
Due to Affiliates	166	6,715	17,587
Liabilities Related to Assets Held for Sale(2)		22,559	23,085
General Partner's Deficit	(7,828)	(10,789)	(10,023)
Limited Partners' Deficit	(7,821)	(19,317)	(13,591)
Total Partners' Deficit	(15,649)	(30,106)	(23,614)
Total Distributions	10,252		
Book value per limited partnership unit	(87.65)	(216.38)	(152.24)
<b>Other Information:</b>			
Net (decrease) increase in cash and cash equivalents	(142)	222	99
Net cash provided by operating activities	644	1,398	2,627

(1) Certain reclassifications have been made to conform to the December 31, 2012 financial statement presentation, including retroactive adjustments to reflect Greenspoint at Paradise Valley, or the Greenspoint Property, which sold in March 2012, and Tamarind Bay Apartments, or the Tamarind Bay Property, which sold in September 2012, as discontinued operations. See Note F to the financial statements in [Item 8 Financial Statements and Supplementary Data](#) in CPF XIX's Annual Report on Form 10-K for the year ended December 31, 2012, included as [Annex E](#) to this information statement/prospectus.

(2) Relates to the Greenspoint Property, which sold in March 2012, and the Tamarind Bay Property, which sold in September 2012.

**Table of Contents****COMPARATIVE PER SHARE DATA**

Aimco common stock trades on the NYSE under the symbol AIV. The OP Units are not listed on any securities exchange and do not trade in an active secondary market. However, as described below, the trading price of Aimco common stock is considered a reasonable estimate of the fair market value of an OP Unit.

After a one-year holding period, OP Units are redeemable for shares of Aimco common stock (on a one-for-one basis) or cash equal to the value of such shares, as Aimco elects. As a result, the trading price of Aimco common stock is considered a reasonable estimate of the fair market value of an OP Unit. The number of OP Units offered in the merger with respect to each Limited Partnership Unit was calculated by dividing the per unit cash merger consideration by the average closing price of Aimco common stock, as reported on the NYSE over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. The closing price of Aimco common stock as reported on the NYSE on February 27, 2013, the last trading day before the merger agreement was entered into, was \$29.52.

The Limited Partnership Units are not listed on any securities exchange nor do they trade in an active secondary market. The per unit cash merger consideration payable to each holder of Limited Partnership Units is greater than Fox Partners II's estimate of the proceeds that would be available for distribution to limited partners of CPF XIX if the properties were sold at prices equal to their respective appraised values.

The following tables summarize the historical per share/unit information for Aimco, Aimco OP and CPF XIX for the periods indicated:

	<b>Fiscal Year Ended</b>		
	<b>December 31,</b>		
	<b>2012</b>	<b>2011</b>	<b>2010</b>
<b>Cash dividends declared per share/unit</b>			
Aimco Common Stock	\$ 0.76	\$ 0.48	\$ 0.30
Aimco OP Units	0.76	0.63	0.30
CPF XIX Limited Partnership Units	112.58		
<b>Loss per common share/unit from continuing operations</b>			
Aimco Common Stock	\$ (0.59)	\$ (1.22)	\$ (1.48)
Aimco OP Units	(0.59)	(1.21)	(1.47)
CPF XIX Limited Partnership Units	(31.94)	(46.81)	(42.36)
			<b>December 31, 2012</b>
<b>Book value per share/unit</b>			
Aimco Common Stock(1)		\$	6.29
Aimco OP Units(2)			5.75
CPF XIX Limited Partnership Units(3)			(87.65)

(1) Based on 145.6 million shares of Aimco common stock outstanding at December 31, 2012.

(2) Based on 153.6 million Aimco OP common partnership units and equivalents outstanding at December 31, 2012.

(3) Based on 89,233 Limited Partnership Units and equivalents outstanding at December 31, 2012.

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**INFORMATION ABOUT THE AIMCO ENTITIES**

Aimco is a Maryland corporation incorporated on January 10, 1994. Aimco is a self-administered and self managed real estate investment trust, or REIT. Aimco OP is a Delaware limited partnership formed on May 16, 1994, to conduct Aimco's and Aimco OP's business, which is focused on the ownership, management and redevelopment of quality apartment communities located in the largest coastal and job growth markets in the United States.

Aimco, through its wholly-owned subsidiaries, AIMCO-GP, Inc. and AIMCO-LP Trust, owns a majority of the ownership interests in Aimco OP. Aimco conducts all of its business and owns all of its assets through Aimco OP. Interests in Aimco OP that are held by limited partners other than Aimco are referred to as OP Units. OP Units include common partnership units, high performance partnership units and partnership preferred units, which we refer to as common OP Units, HPUs and preferred OP Units, respectively. We also refer to HPUs as common partnership unit equivalents. At December 31, 2012, after eliminations for units held by consolidated subsidiaries, Aimco OP had 153,569,090 common partnership units and equivalents outstanding. At December 31, 2012, Aimco owned 145,563,903 of the common partnership units (94.8% of the common partnership units and equivalents of Aimco OP) and Aimco had outstanding an equal number of shares of its Class A Common Stock.

As of December 31, 2012, Aimco and Aimco OP owned an equity interest in 175 conventional real estate properties with 55,879 units and 90 affordable real estate properties with 12,098 units.

Through its wholly owned subsidiary, AIMCO/IPT, Inc., a Delaware corporation, Aimco owns all of the outstanding common stock of Fox Capital Management Corporation, or FCMC, the managing general partner of Fox Partners II. Fox Partners II is the general partner of CPF XIX.

AIMCO/IPT, Inc. holds a 70% interest in AIMCO IPLP, L.P. as its general partner. AIMCO Properties, L.P. holds a 30% interest in AIMCO IPLP, L.P. as the limited partner. AIMCO/IPT, Inc. and AIMCO IPLP, L.P. share voting and dispositive power over 25,228.66 Limited Partnership Units, or approximately 28.27% of the outstanding Limited Partnership Units.

AIMCO IPLP L.P. is the sole member of IPLP Acquisitions I, L.L.C. IPLP Acquisitions I, L.L.C., AIMCO IPLP, L.P. and AIMCO/IPT, Inc. share voting and dispositive power over 4,892 Limited Partnership Units held by IPLP Acquisitions I, L.L.C., representing approximately 5.48% of the class. AIMCO/IPT, Inc. is the sole shareholder of FCMC. FCMC and AIMCO/IPT, Inc. share voting and dispositive power over 100 Limited Partnership Units held by FCMC, representing approximately 0.11% of the class.

AIMCO CPF XIX Merger Sub LLC, or the Aimco Subsidiary, is a Delaware limited liability company formed on July 26, 2011, for the purpose of consummating the merger with CPF XIX. The Aimco Subsidiary is a direct wholly-owned subsidiary of Aimco OP. The Aimco Subsidiary has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

The names, positions and business addresses of the directors and executive officers of Aimco, AIMCO-GP, Inc., AIMCO/IPT, Inc. and FCMC, as well as a biographical summary of the experience of such persons for the past five years or more, are set forth on [Annex C](#) attached hereto and are incorporated in this information statement/prospectus by reference. None of Aimco OP, AIMCO IPLP, L.P., IPLP Acquisitions I, L.L.C., Fox Partners II or the Aimco Subsidiary has any directors or officers. During the last five years, none of Aimco, Aimco-GP, AIMCO/IPT, Inc., AIMCO IPLP, L.P., IPLP Acquisitions I, L.L.C., Aimco OP, CPF XIX, Fox Partners II or FCMC nor, to the best of their knowledge, any of the persons listed in [Annex C](#) of this information statement/prospectus (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining further violations of or prohibiting activities subject to federal or state securities laws or finding any violation with respect to such laws. Additional information about Aimco and Aimco OP are included as [Annex F](#) to this information statement/prospectus. See [Where You Can Find Additional Information](#).

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The following chart represents the organizational structure of the Aimco Entities:

**Table of Contents****INFORMATION ABOUT CENTURY PROPERTIES FUND XIX**

CPF XIX is a Delaware limited partnership organized on October 2, 2008, in connection with a redomestication of a predecessor limited partnership from California. The predecessor was organized as a California limited partnership on August 6, 1982. On September 20, 1983, CPF XIX registered with the Securities and Exchange Commission, or the SEC, under the Securities Act (File No. 2-79007) and commenced a public offering for the sale of up to 90,000 Limited Partnership Units. The offering concluded in October 1984 and CPF XIX sold 89,292 units having an initial cost of \$89,292,000. The net proceeds of this offering were used to acquire thirteen income-producing real estate properties. Since its initial offering, CPF XIX has not received, nor have limited partners been required to make, additional capital contributions.

CPF XIX's primary business and only industry segment is real estate related operations. At December 31, 2012, CPF XIX owned the following properties:

Lakeside at Vinings Mountain, a 220 unit apartment project located in Atlanta, Georgia; and

The Peak at Vinings Mountain, a 280 unit apartment project located in Atlanta, Georgia.

The average annual rental rates for each of the five years ended December 31, 2012 for each property are as follows:

Property	Average Annual Rental Rates				
	2012	2011	2010	2009	2008
Lakeside at Vinings Mountain	\$ 12,175/unit	\$ 11,464/unit	\$ 10,935/unit	\$ 11,121/unit	\$ 10,655/unit
The Peak at Vinings Mountain	\$ 11,381/unit	\$ 10,642/unit	\$ 9,988/unit	\$ 10,106/unit	\$ 9,704/unit

The average occupancy for each of the five years ended December 31, 2012 for each property is as follows:

Property	Average Occupancy For the Years Ended December 31,				
	2012	2011	2010	2009	2008
Lakeside at Vinings Mountain	95%	97%	97%	92%	74%
The Peak at Vinings Mountain	95%	97%	97%	93%	76%

The real estate industry is highly competitive. All of the properties are subject to competition from other residential apartment complexes in the area. FCMC, the managing general partner of Fox Partners II, believes that all of the properties are adequately insured. Each property is an apartment complex which generally leases units for lease terms of one year or less. No residential tenant leases 10% or more of the available rental space. All of the properties are in good physical condition, subject to normal depreciation and deterioration as is typical for assets of this type and age.

CPF XIX regularly evaluates the capital improvement needs of the properties. During the year ended December 31, 2012, CPF XIX completed approximately \$467,000 of capital improvements at the Lakeside Property, which consisted primarily of interior improvements, structural upgrades and floor covering replacement. During the year ended December 31, 2012, CPF XIX completed approximately \$509,000 of capital improvements at the Peak Property, which consisted primarily of HVAC upgrades, interior improvements and floor covering replacement. All of these improvements were funded from operating cash flow. While CPF XIX has no material commitments for property improvements and replacements, certain routine capital expenditures are anticipated during 2013. Such capital expenditures will depend on the physical condition of the properties as well as anticipated cash flow generated by the properties.

Capital expenditures will be incurred only if cash is available from operations, partnership reserves or advances from Aimco OP, although Aimco OP does not have an obligation to fund such advances. To the extent that capital improvements are completed, CPF XIX's distributable cash flow, if any, may be adversely affected at least in the short term.



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The following table sets forth certain information relating to the mortgages encumbering CPF XIX's properties at December 31, 2012.

Property	Principal, Balance at December 31, 2012 (In thousands)	Interest Rate(1)	Period Amortized	Maturity Date	Principal Balance Due at Maturity(2) (In thousands)
Lakeside at Vinings Mountain(3)					
First mortgage	\$ 14,677	5.53%	360 months	06/01/21	\$ 12,405
The Peak at Vinings Mountain(4)					
First mortgage	15,506	5.54%	360 months	06/01/21	13,109
	\$ 30,183				\$ 25,514

- (1) Fixed rate mortgages.
- (2) See Note B Mortgage Notes Payable to the financial statements included in Item 8. *Financial Statements and Supplementary Data* in CPF XIX's Annual Report on Form 10-K for the year ended December 31, 2012, attached hereto as Annex E, for information with respect to CPF XIX's ability to prepay these mortgages and other specific details about the mortgages.
- (3) On May 2, 2011, the mortgage debt encumbering the Lakeside Property was refinanced. The refinancing replaced the existing mortgage loans with a new mortgage loan in the principal amount of \$14,982,000. The new loan bears interest at a rate of 5.53% per annum and requires monthly payments of principal and interest of approximately \$85,000 beginning on July 1, 2011, through the June 1, 2021 maturity date. The new mortgage loan has a balloon payment of approximately \$12,405,000 due at maturity. For more information regarding the new mortgage loan, see CPF XIX's Annual Report on Form 10-K filed with the SEC on February 27, 2013, attached hereto as Annex E.
- (4) On May 2, 2011, the mortgage debt encumbering the Peak Property was refinanced. The refinancing replaced the existing mortgage loans with a new mortgage loan in the principal amount of \$15,828,000. The new loan bears interest at a rate of 5.54% per annum and requires monthly payments of principal and interest of approximately \$90,000 beginning on July 1, 2011, through the June 1, 2021 maturity date. The new mortgage loan has a balloon payment of approximately \$13,109,000 due at maturity. For more information regarding the new mortgage loan, see CPF XIX's Annual Report on Form 10-K filed with the SEC on February 27, 2013, attached hereto as Annex E.

**Distributions to Limited Partners**

As of April 16, 2013, there were 89,233 Limited Partnership Units outstanding, and Aimco OP and its affiliates owned 60,711.66 of those units, or approximately 68.04% of those units. CPF XIX distributed the following amounts during the years ended December 31, 2012 and 2011:

	Year ended December 31, 2012	Per Limited Partnership Unit (In thousands, except for per unit data)	Year ended December 31, 2011	Per Limited Partnership Unit
Sale(1)	\$ 10,252	\$ 112.58	\$	\$



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(1) Proceeds from the March 2012 sale of the Greenspoint Property and the September 2012 sale of the Tamarind Bay Property. Future cash distributions will depend on the levels of net cash generated from operations, the timing of debt maturities, property sales and/or refinancings. CPF XIX's cash available for distribution is reviewed on a monthly basis. There can be no assurance, however, that CPF XIX will generate sufficient funds from operations, after planned capital expenditures, to permit any distributions to its partners in 2013 or for the foreseeable future.

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### **Certain Relationships and Related Transactions**

CPF XIX has no employees and depends on FCMC and its affiliates for the management and administration of all partnership activities. The CPF XIX partnership agreement provides for certain payments to affiliates for services and as reimbursement of certain expenses incurred by affiliates on behalf of CPF XIX.

Under the CPF XIX partnership agreement, FCMC and its affiliates receive 5% of gross receipts from the properties as compensation for providing property management services. CPF XIX paid to such affiliates approximately \$413,000 and \$528,000 for the years ended December 31, 2012 and 2011, respectively.

Affiliates of FCMC charged CPF XIX for reimbursement of accountable administrative expenses amounting to approximately \$78,000 and \$125,000 for the years ended December 31, 2012 and 2011, respectively. At December 31, 2011, approximately \$371,000 of reimbursements were due to affiliates of FCMC. There were no such amounts owed at December 31, 2012.

Under the CPF XIX partnership agreement, for managing the affairs of CPF XIX, FCMC is entitled to receive a partnership management fee equal to 10% of CPF XIX's adjusted cash from operations as distributed. During the years ended December 31, 2012 and 2011, no fee was earned as there were no distributions from operations.

Aimco OP has made available to CPF XIX a credit line of up to \$150,000 per property owned by CPF XIX. Prior to 2011, this credit line was exceeded and Aimco OP advanced CPF XIX approximately \$492,000 for the year ended December 31, 2012 to fund real estate taxes related to the Peak Property and the Lakeside Property. During the year ended December 31, 2011, Aimco OP advanced CPF XIX approximately \$1,136,000 to fund loan application deposits and mortgage refinancing commitment fees related to the Lakeside and Peak Properties, and real estate taxes at three of the properties. Aimco OP charges interest on advances under the terms permitted by CPF XIX partnership agreement. The interest rates charged on the outstanding advances made to CPF XIX range from the prime rate plus 0.5% to a variable rate based on the prime rate plus a market rate adjustment for similar type loans. Affiliates of FCMC review the market rate adjustment quarterly. The interest rates on outstanding advances at December 31, 2012 was 5.25%. Interest expense was approximately \$74,000 and \$478,000 for the years ended December 31, 2012 and 2011, respectively. During the years ended December 31, 2012 and 2011, CPF XIX repaid approximately \$6,744,000 and \$12,565,000, respectively, of advances and accrued interest with proceeds from the sale of the Greenspoint Property, proceeds from the refinancing of the mortgages encumbering the Peak Property and the Lakeside Property and cash from operations. At December 31, 2012 and 2011, the total advances and accrued interest due to Aimco OP was approximately \$166,000 and \$6,344,000, respectively. Aimco OP may advance additional funds to CPF XIX, but is not obligated to make such advances. For more information on Aimco OP, including its audited balance sheets, see [Annex F](#) to this information statement/prospectus.

CPF XIX insures its properties up to certain limits through coverage provided by Aimco, which is generally self-insured for a portion of losses and liabilities related to workers' compensation, property casualty, general liability and vehicle liability. CPF XIX insures its properties above the Aimco limits through insurance policies obtained by Aimco from insurers unaffiliated with FCMC. During the years ended December 31, 2012 and 2011, CPF XIX was charged by Aimco and its affiliates approximately \$140,000 and \$159,000, respectively, for insurance coverage and fees associated with policy claims administration.

In addition to its indirect ownership of the general partner interest in CPF XIX, Aimco and its affiliates owned 60,711.66 Limited Partnership Units representing approximately 68.04% of the outstanding Limited Partnership Units at April 16, 2013. A number of these Limited Partnership Units were acquired pursuant to tender offers made by Aimco or its affiliates. Pursuant to the CPF XIX partnership agreement, Limited Partners holding a majority of the Limited Partnership Units are entitled to take action with respect to a variety of matters that include, but are not limited to, voting on certain amendments to the CPF XIX partnership agreement and voting to remove Fox Partners II. As a result of its ownership of approximately 68.04% of the outstanding Limited Partnership Units, Aimco and its affiliates are in a position to influence all such voting decisions with respect to the Partnership. However, with respect to the 25,228.66 Limited Partnership Units acquired on January 19, 1996, AIMCO IPLP, L.P., an affiliate of FCMC and of Aimco, agreed to vote such Limited

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Partnership Units: (i) against any increase in compensation payable to FCMC or to its affiliates; and (ii) on all other matters submitted by it or its affiliates, in proportion to the vote cast by third party unitholders. Except for the foregoing, no other limitations are imposed on AIMCO IPLP, L.P. s, Aimco s or any other affiliates right to vote each Limited Partnership Unit held. Although Fox Partners II owes fiduciary duties to the limited partners of CPF XIX, Fox Partners II also owes fiduciary duties to Aimco-affiliated entities as the beneficial owners of its managing general partner. As a result, the duties of Fox Partners II, as general partner, to CPF XIX and its limited partners may come into conflict with the duties of FCMC to Aimco-affiliated entities.

### **Directors, Executive Officers and Corporate Governance**

Neither CPF XIX nor Fox Partners II has any directors or executive officers of its own. The general partners of Fox Partners II are FCMC and Fox Realty Investors. FCMC is the managing general partner of Fox Partners II. The names and ages of, as well as the positions and offices held by, the present directors and officers of FCMC, as of December 31, 2012, are set forth in Annex C to this information statement/prospectus. One or more of those persons are also directors and/or officers of a general partner (or general partner of a general partner) of limited partnerships which either have a class of securities registered pursuant to Section 12(g) of the Exchange Act, or are subject to the reporting requirements of Section 15(d) of the Exchange Act. Further, one or more of those persons are also officers of Aimco and the general partner of Aimco OP, entities that have a class of securities registered pursuant to Section 12(g) of the Exchange Act, or are subject to the reporting requirements of Section 15(d) of the Exchange Act. There are no family relationships between or among any officers or directors. None of the directors or officers of FCMC received remuneration from CPF XIX during the years ended December 31, 2012 and 2011.

The board of directors of FCMC does not have a separate audit committee. As such, the board of directors of FCMC fulfills the functions of an audit committee. The board of directors has determined that Steven D. Cordes meets the requirement of an audit committee financial expert.

The directors and officers of FCMC, who have authority over FCMC, and indirectly over Fox Partners II and CPC XIX, are all employees of subsidiaries of Aimco. Aimco has adopted a code of ethics that applies to such directors and officers that is posted on Aimco s website (www.aimco.com). Aimco s website is not incorporated by reference to this filing.

### **Security Ownership of Certain Beneficial Owners and Management**

Fox Partners II is the general partner of CPF XIX and owns all of the outstanding general partner interests in CPF XIX, which constitute 2.0% of the total interests in the partnership. CPF XIX has no directors or executive officers of its own. Fox Partners II is a California general partnership, the managing general partner of which is indirectly wholly owned by Aimco. None of Fox Partners II, FCMC, or any of the directors or executive officers of FCMC, owns any of the limited partnership interests of CPF XIX. The following table sets forth certain information as of April 16, 2013 with respect to the ownership by any person (including any group, as that term is used in Section 13(d)(3) of the Exchange Act) known to us to be the beneficial owner of more than 5% of the units of limited partnership interest of the partnership.

<b>Entity Name and Address</b>	<b>Approximate Number of Limited Partnership Units</b>	<b>Approximate Percent of Class</b>
Apartment Investment and Management Company(1) 4582 South Ulster Street,  Suite 1100  Denver, CO 80237	60,711.66(2)	68.04%
AIMCO-GP, Inc.(1) 4582 South Ulster Street,  Suite 1100  Denver, CO 80237	60,711.66(2)	68.04%



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Entity Name and Address	Approximate Number of Limited Partnership Units	Approximate Percent of Class
AIMCO Properties, L.P.(1) 4582 South Ulster Street,  Suite 1100  Denver, CO 80237	60,711.66(2)	68.04%
AIMCO IPLP, L.P.(3)(4) 4582 South Ulster Street,  Suite 1100  Denver, CO 80237	30,120.66(4)(5)	33.76%
AIMCO/IPT, Inc.(3) 4582 South Ulster Street,  Suite 1100  Denver, CO 80237	30,220.66(5)(6)	33.87%
IPLP Acquisitions I, L.L.C.(4) 4582 South Ulster Street,  Suite 1100  Denver, CO 80237	4,892	5.48%

- (1) AIMCO-GP, Inc., a Delaware corporation, is the sole general partner of AIMCO Properties, L.P., and owns approximately a 1% general partner interest in AIMCO Properties, L.P. AIMCO-GP, Inc. is wholly owned by Apartment Investment and Management Company. As of March 31, 2013, AIMCO-LP Trust, a Delaware trust wholly owned by Apartment Investment and Management Company, owns approximately a 94% interest in the OP Units and equivalents of AIMCO Properties, L.P.
- (2) AIMCO Properties, L.P., AIMCO-GP, Inc. and Apartment Investment and Management Company share voting and dispositive power over 60,711.66 Limited Partnership Units, representing approximately 68.04% of the class. AIMCO-GP, Inc. holds its Limited Partnership Units, directly or indirectly, as nominee for AIMCO Properties, L.P. and so AIMCO Properties, L.P. may be deemed the beneficial owner of the Limited Partnership Units held by AIMCO-GP, Inc. Apartment Investment and Management Company may be deemed the beneficial owner of the Limited Partnership Units held by AIMCO Properties, L.P. and AIMCO-GP, Inc. by virtue of its indirect ownership or control of these entities.
- (3) AIMCO/IPT, Inc. is wholly owned by Aimco and holds a 70% interest in AIMCO IPLP, L.P. as its general partner. AIMCO Properties, L.P. holds a 30% interest in AIMCO IPLP, L.P. as the limited partner.
- (4) IPLP Acquisitions I L.L.C. s sole member is AIMCO IPLP LP.
- (5) AIMCO IPLP, L.P. and AIMCO/IPT, Inc. share voting and dispositive power over 25,228.66 Limited Partnership Units, representing approximately 28.28% of the class.

- (6) AIMCO/IPT, Inc. owns an additional 100 Limited Partnership Units, representing approximately 0.11% of the class, through its wholly-owned subsidiary, Fox Capital Management Corporation.

**Additional Information**

For additional information about CPF XIX and its properties and operating data related to those properties, see CPF XIX's Annual Report on Form 10-K for the year ended December 31, 2012, attached hereto as Annex E.

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**THE MERGER**

**Background of the Merger**

Fox Partners II regularly evaluates CPF XIX's properties by considering various factors, such as CPF XIX's financial position and real estate and capital markets conditions. Fox Partners II monitors the properties' specific locale and sub-market conditions (including stability of the surrounding neighborhood), evaluating current trends, competition, new construction and economic changes. It oversees the operating performance of the properties and continuously evaluates the physical improvement requirements. In addition, the financing structure for the properties (including any prepayment penalties), tax implications to limited partners, availability of attractive mortgage financing to a purchaser, and the investment climate are all considered. Any of these factors, and possibly others, could potentially contribute to any decision by Fox Partners II to sell, refinance, upgrade with capital improvements or hold a partnership property.

After taking into account the foregoing considerations, in June 2008, CPF XIX sold Plantation Crossing Apartments to a third party for a gross sale price of approximately \$11.35 million.

During January 2011, officers of Fox Partners II's managing general partner, FCMC, who are also officers of Aimco, met several times to discuss strategic alternatives for CPF XIX. During these meetings, they considered the costs of maintaining CPF XIX's current ownership structure, including audit, tax and SEC reporting costs. Given Aimco OP's ownership of 68.01% of the Limited Partnership Units, the participants also noted that CPF XIX owed approximately \$17.79 million to Aimco OP as of March 31, 2011, and that CPF XIX had been operating at a loss for the past several years. In light of the amounts already then owed to Aimco OP and CPF XIX's ongoing losses, the officers concluded that additional loans from Aimco OP would be unlikely.

After considering all of these factors, the officers agreed to explore the possibility of Aimco OP either liquidating CPF XIX through a sale of its assets or acquiring the non-Aimco limited partnership units through a transaction that would provide the unaffiliated limited partners with the opportunity to defer taxable gain through an exchange of Limited Partnership Units for OP Units.

During January and February of 2011, FCMC management sought advice from outside counsel to determine whether a transaction would be feasible that would result in Aimco OP's ownership of the non-Aimco limited partnership units while also providing potential tax deferral to limited partners who are unaffiliated with Aimco OP. At the same time, they spoke with appraisers regarding the possibility of appraising the properties for purposes of evaluating a potential transaction with Aimco OP. FCMC engaged CRA on February 11, 2011 to appraise the Lakeside Property, the Greenspoint Property and the Peak Property. FCMC engaged KTR on February 11, 2011 to appraise the Tamarind Bay Property. CRA delivered its report (i) with respect to the Lakeside Property on March 14, 2011, pursuant to which it valued the property at \$26.0 million; (ii) with respect to the Greenspoint Property on March 28, 2011, pursuant to which it valued the property at \$25.8 million; and (iii) with respect to the Peak Property on March 14, 2011, pursuant to which it valued the property at \$29.6 million. KTR delivered its report with respect to the Tamarind Bay Property on March 17, 2011, pursuant to which it valued the property at \$9.5 million.

Over the following weeks, FCMC management reviewed the appraisal reports and discussed both the assumptions and each appraiser's valuation of the properties, and determined that, in each case, the appraiser's assumptions were reasonable and the valuation was appropriate. As part of their review, they considered the fiduciary duties owed by FCMC to unaffiliated limited partners, as well as each of the properties' appraised value, the amount of indebtedness secured by each of the properties, which at March 31, 2011 was approximately \$41.7 million in the aggregate, and other indebtedness of CPF XIX, which at March 31, 2011 was approximately \$19.2 million in the aggregate, including approximately \$18.1 million due to affiliates of FCMC.

In April and May 2011, Aimco OP and FCMC continued discussions regarding a possible merger transaction between CPF XIX and Aimco OP. In connection with these discussions, Aimco OP and FCMC agreed that, if they were to pursue the merger at that time, they would consider retaining an independent financial advisor to opine as to the fairness of the merger to the unaffiliated limited partners of CPF XIX. Aimco OP and FCMC, together with outside legal counsel, conducted interviews with representatives of Duff & Phelps and two other financial advisory firms.

On June 10, 2011, Aimco OP engaged Duff & Phelps to provide a fairness opinion with respect to the proposed merger transaction and ten other possible merger transactions with affiliated entities. In the following

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weeks, Duff & Phelps had due diligence calls with FCMC management and received due diligence materials in response to its due diligence requests.

In June 2011, at the request of Aimco OP and FCMC management, CRA and KTR delivered an updated appraisal for the each of the properties as of May 31, 2011, pursuant to which the Lakeside Property was valued at \$27.1 million, the Greenspoint Property was valued at \$25.8 million, the Peak Property was valued at \$30.2 million, and the Tamarind Bay Property was valued at \$9.6 million. Aimco OP and FCMC management reviewed the updated appraisal reports and calculated the equity value of the Limited Partnership Units based on these updated appraisals to be \$352.02 (the 2011 Value ).

On July 28, 2011, Duff & Phelps delivered its written opinion to the boards of directors of Aimco, the general partner of Aimco OP and FCMC to the effect that, as of July 28, 2011, and based on and subject to the various assumptions, qualifications and limitations set forth in its opinion, the cash consideration offered in the proposed merger is fair, from a financial point of view, to the unaffiliated limited partners of CPF XIX.

Also on July 28, 2011, after considering a number of possible alternatives, FCMC and the general partner of Aimco OP approved the initial merger agreement, ultimately determining, at that time, that the proposed merger was in the best interests of CPF XIX and its unaffiliated limited partners that hold Limited Partnership Units.

In October 2011, CPF XIX received a letter from Peachtree Partners informing CPF XIX of Peachtree Partners' desire to purchase up to 4.9% of the Limited Partnership Units, including units they already owned, of CPF XIX through a tender offer at a price of \$200.00 per Limited Partnership Unit. On October 7, 2011, CPF XIX mailed a letter to the limited partners, informing them of the proposed tender offer by Peachtree Partners and reminding them of the proposed merger transaction between the Aimco Entities and CPF XIX, stating that a merger agreement had been entered into, that the merger agreement could be terminated, and the merger abandoned, at any time prior to its consummation by any of the parties for any reason, and that the proposed merger transaction was at that time under review by Fox Partners II and Aimco OP. Peachtree Partners made additional tender offers in January 2012, June 2012 and March 2013, in each case for up to 4.9% of the Limited Partnership Units, including units they already owned, at prices of \$130.00, \$130.00 and \$265.00, respectively, per Limited Partnership Unit. Fox Partners II contacted the limited partners by letter in response to each of these three tender offers, on October 11, 2011, April 23, 2012, June 19, 2012 and March 27, 2013, stating in each case that it was remaining neutral with regard to the respective tender offer. Fox Partners II does not have any additional information on the results of the tender offers. The tender offers expired by their terms on November 15, 2011, April 27, 2012 and June 30, 2012 and the most recent tender offer expires on April 30, 2013.

In November 2011, discussions were held by the management of CPF XIX, FCMC, Fox Partners II and the Aimco Entities, exploring whether the consummation of the proposed merger transaction was the most economically advantageous alternative at the present time, and whether it remained in the best interests of CPF XIX and its unaffiliated limited partners. Based upon activity in the marketplace and pricing of comparable property sales in Phoenix, Arizona and St. Petersburg, Florida, the decision was made to abandon the proposed merger transaction and instead pursue the sale of the Greenspoint Property and the Tamarind Bay Property. The parties believed that the disposition of these two properties through a third party sale would result in greater returns to the limited partners than a merger transaction.

On December 29, 2011, Aimco and Aimco OP filed the required forms with the SEC to terminate the proposed merger transaction and withdraw the registration statement related to such transaction.

Beginning in January 2012, CPF XIX began marketing efforts to sell the Greenspoint Property and Tamarind Bay Property. On March 29, 2012, CPF XIX completed the sale of the Greenspoint Property to a third party for a gross sale price of \$29.75 million. Approximately \$15.35 million of the proceeds from the sale were used to repay the mortgages encumbering the property. CPF XIX used approximately \$6.4 million of the proceeds from the sale of the Greenspoint Property to repay outstanding borrowings owed to Aimco OP. CPF XIX has distributed approximately \$7.5 million of the proceeds from the sale of the Greenspoint Property to the limited partners.

On August 27, 2012, Fox Partners II became aware of an unsolicited tender offer by Mackenzie Capital Management LP ( Mackenzie ), offering to purchase up to 3.9% of the Limited Partnership Units, including the units it already owned, for a price of \$150.00 per Limited Partnership Unit. On September 5, 2012, Fox Partners II, in response to Mackenzie's tender offer, sent a letter to the limited partners disclosing the tender offer and stating



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that it continued to investigate strategic alternatives with respect to CPF XIX's properties and that such alternatives may include a sale of one or more properties as well as a renewed effort to effect a merger of CPF XIX that would result in distributions to the limited partners, and that it was remaining neutral with regard to the tender offer. MacKenzie made an additional tender offer in March 2013, again for up to 4.9% of the Limited Partnership Units, including units they already owned, at a price of \$250.00 per Limited Partnership Unit. Fox Partners II contacted the limited partners by letter in response to this tender offer stating that it was remaining neutral with regard to the respective tender offer. Fox Partners II does not have any additional information regarding the outcome of the tender offers. The tender offers expired by their terms on September 30, 2012 and April 5, 2013, respectively.

On September 28, 2012, CPF XIX completed the sale of the Tamarind Bay Property to a third party for a gross sale price of \$12.75 million. Approximately \$6.67 million of the proceeds from the sale were used to repay the mortgages encumbering the property. On October 10, 2012, CPF XIX distributed approximately \$2.5 million of the proceeds from the sale of the Tamarind Bay Property to the limited partners.

During October and November 2012, following the successful disposition of the Greenspoint and Tamarind Bay Properties, the officers of FCMC met several times to discuss the strategic alternatives for CPF XIX. During these meetings, they revisited the deliberations of January and February 2011, including the costs of maintaining CPF XIX's current ownership structure, including audit, tax and SEC reporting costs. After considering these factors, along with CPF XIX's strengthened balance sheet following the repayment of substantially all of the loaned funds due to Aimco OP, the officers agreed to re-explore the possibility of Aimco OP acquiring the properties through a transaction that would provide the unaffiliated limited partners with the opportunity to defer taxable gain through an exchange of Limited Partnership Units for OP Units.

In anticipation of renewed efforts to enter into a merger transaction, FCMC engaged CRA on October 19, 2012 to conduct new appraisals of the Lakeside Property and the Peak Property. CRA delivered its report (i) with respect to the Lakeside Property on October 31, 2012, pursuant to which it valued the property at \$31.4 million; and (ii) with respect to the Peak Property on October 31, 2012, pursuant to which it valued the property at \$34.6 million. In addition, Aimco OP and FCMC considered retaining an independent financial advisor to opine as to the fairness of the merger to the unaffiliated limited partners of CPF XIX. Representatives of Aimco OP and FCMC had discussions with Duff & Phelps regarding the preparation of such opinions.

During November 2012, the officers of FCMC held discussions regarding the possibility of filing a new Form S-4 with the SEC in late December. However, the decision was made to time the filing of the S-4 to coincide with the filing of the Annual Report on Form 10-K for CPF XIX and Aimco OP, in order to provide the limited partners with the most current audited financial information.

During November and December 2012, Aimco OP and FCMC determined that the costs and effort involved in obtaining an independent financial advisor to opine as to the fairness of the merger to the unaffiliated limited partners of CPF XIX was prohibitive. However, the parties determined that obtaining a second independent appraisal of the properties would provide a further understanding of the market value of the CPF XIX properties and enable the parties to better determine the fairness of the proposed transactions to the unaffiliated limited partners of CPF XIX. FCMC engaged KTR on December 27, 2012 to conduct new appraisals of the Lakeside Property and the Peak Property. KTR delivered its report (i) with respect to the Lakeside Property on January 31, 2013, pursuant to which it valued the property at \$31.0 million; and (ii) with respect to the Peak Property on January 31, 2013, pursuant to which it valued the property at \$34.6 million.

In January 2013, at the request of Aimco OP and FCMC management, CRA delivered an updated appraisal for each of the properties as of January 23, 2013, pursuant to which the Lakeside Property was valued at \$32.0 million and the Peak Property was valued at \$35.0 million. Aimco OP and FCMC management reviewed the updated appraisal reports and calculated the equity value of the Limited Partnership Units based on these updated appraisals.

During January and early February 2013, FCMC management reviewed the appraisal reports and discussed both the assumptions and each appraiser's valuation of the properties, and determined that, in each case, the appraiser's assumptions were reasonable and the valuation was appropriate. As part of their review, they considered the fiduciary duties owed by FCMC to unaffiliated limited partners, as well as each of the properties' appraised value, the amount of indebtedness secured by each of the properties, which at December 31, 2012 was approximately \$30.18 million, and other indebtedness of CPF XIX, which at December 31, 2012 was

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approximately \$752,000, including approximately \$166,000 due to affiliates of FCMC. The decision was made by FCMC management to base the equity value of the Limited Partnership Units on the higher of the CRA and KTR appraisals with respect to each property.

On February 28, 2013, FCMC and the general partner of Aimco OP approved the merger agreement. Before doing so, FCMC management and the Aimco Entities again considered a number of possible alternatives to the proposed transaction, as described in greater detail in this information statement/prospectus. However, FCMC and the Aimco Entities ultimately determined that the proposed merger is in the best interests of CPF XIX and its unaffiliated limited partners that hold Limited Partnership Units.

**Determination of Merger Consideration**

In the merger, each Limited Partnership Unit outstanding immediately prior to consummation of the merger will be converted into the right to receive, at the election of the holder of such Limited Partnership Unit, either \$364.65 in cash or equivalent value in Aimco OP Units, except in those jurisdictions where the law prohibits the offer of OP Units in this transaction (or registration or qualification would be prohibitively costly). Because Aimco indirectly owns FCMC, the managing general partner of Fox Partners II, which is the general partner of CPF XIX, the merger consideration has not been determined in an arm's-length negotiation. In order to arrive at a fair consideration, both CRA and KTR, independent real estate appraisal firms, were engaged to perform a complete appraisal of each of the properties. The Aimco Entities used the higher of the two appraisals for each property in determining the merger consideration. For more detailed information about the independent appraiser's determination of the estimated value of each of the properties, see Special Factors The Appraisals. The per unit cash merger consideration payable to each holder of Limited Partnership Units is greater than FCMC's estimate of the proceeds that would be available for distribution to limited partners (following the repayment of debt and other liabilities of CPF XIX) if the properties were sold at a price equal to their appraised values. FCMC did not deduct certain amounts that would be payable upon an immediate sale of the partnership's properties, such as prepayment penalties that would apply (based on current interest rates) if the Peak Property or the Lakeside Property were sold after the expiration of the current lockout period (during which a prepayment of the mortgage debt is prohibited). FCMC calculated the equity of the partnership by (i) adding to the appraised value the value of any other non-real estate assets of CPF XIX that would not be included in the appraisal; and (ii) deducting all liabilities, including the market value of mortgage debt, debt owed to Fox Partners II or its affiliates, accounts payable and accrued expenses and certain other costs. The amount of liabilities deducted includes an estimate of \$200,000 for expenses attributable to the properties that would be incurred prior to the merger but payable after the merger. This calculation, which is summarized below, resulted in per unit cash merger consideration of \$364.65.

Appraised value of the Lakeside Property	\$ 32,000,000
Appraised value of the Peak Property	35,000,000
Plus: Cash and cash equivalents	140,541
Plus: Other assets	92,835
Less: Mortgage debt, including accrued interest	(30,321,969)
Less: Mark-to-market adjustment(1)	(4,974,872)
Less: Loans from affiliates of the managing general partner	(165,952)
Less: Other amounts payable to the managing general partner and/or affiliates	(577)
Less: Accounts payable and accrued expenses owed to third parties	(93,564)
Less: Other liabilities(2)	(170,865)
Plus: Deficit restoration obligation paid by Fox Partners II(3)	1,859,405
Less: Estimated trailing payables	(200,000)
Net partnership equity	\$ 33,164,982
Percentage of net partnership equity allocable to limited partners	98.11%
Net partnership equity allocable to limited partners	\$ 32,538,870
Total number of Units	89,233
Cash consideration per unit	\$ 364.65

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(1) The mark-to-market adjustment reflects the difference between the aggregate outstanding amount of the mortgage debt and its market value. The market value was calculated as the present value of the remaining required payments under the loan through maturity, discounted at 3.16% for both the Peak Property the Lakeside Property, which we believe is an appropriate market rate based on FCMC's analysis of interest rates for selected loans of a similar type, leverage and duration.

(2) Consists primarily of security deposits paid by tenants of the properties.

(3) Contributions by Fox Partners II pursuant to the terms of CPF XIX's partnership agreement to address a deficiency in its capital account, net of partnership equity allocable to Fox Partners II.

The number of OP Units offered per Limited Partnership Unit will be calculated by dividing the per unit cash merger consideration by the average closing price of Aimco common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. Although there is no public market for OP Units, after a one-year holding period, each OP Unit is generally redeemable for cash in an amount equal to the value of one share of Aimco common stock at the time, subject to Aimco's right to acquire each OP Unit in exchange for one share of Aimco common stock (subject to anti-dilution adjustments). Therefore, Fox Partners II considers the trading price of Aimco common stock to be a reasonable estimate of the fair market value of an OP Unit. As of April 16, 2013, the average closing price of Aimco common stock over the preceding ten consecutive trading days was \$31.49, which would have resulted in OP Unit consideration of 11.58 OP Units per Limited Partnership Unit.

### **Conflicts of Interest**

CPF XIX's general partner, Fox Partners II, is a general partnership, the managing general partner of which is wholly-owned and controlled by Aimco. Therefore, Fox Partners II has a conflict of interest with respect to the merger. Fox Partners II has fiduciary duties to its general partners and Aimco, as the beneficial owner of its managing general partner, on the one hand, and to the limited partners of CPF XIX, on the other hand. The duties of Fox Partners II to the limited partners of CPF XIX conflict with the duties of Fox Partners II to its general partners, which could result in Fox Partners II approving a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. As the general partner of CPF XIX, Fox Partners II seeks the best possible terms for CPF XIX's limited partners. This conflicts with Aimco's interest in obtaining the best possible terms for Aimco OP.

### **Future Plans for the Properties**

After the merger, Aimco OP will be the sole limited partner in CPF XIX, and will own all of the outstanding Limited Partnership Units. Fox Partners II will continue to be the sole general partner of CPF XIX after the merger, and CPF XIX's partnership agreement in effect immediately prior to the merger will remain unchanged after the merger. Aimco OP intends to retain the Limited Partnership Units after the merger. After the merger, Aimco will evaluate the capital improvement needs of the properties, and anticipates making certain routine capital expenditures with respect to each property during 2013.

### **Material United States Federal Income Tax Consequences of the Merger**

For a discussion of the material U.S. federal income tax consequences of the merger, see [Material United States Federal Income Tax Considerations - United States Federal Income Tax Consequences Relating to the Merger](#).

### **Regulatory Matters**

No material federal or state regulatory requirements must be satisfied or approvals obtained in connection with the merger, except (1) filing a registration statement that includes this information statement/prospectus with the SEC and obtaining the SEC's declaration that the registration statement is effective under the Securities Act, (2) registration or qualification of the issuance of OP Units under state securities laws, and (3) filing a certificate of merger with the Secretary of State of the State of Delaware.

### **Accounting Treatment of the Merger**

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Aimco and Aimco OP will treat the merger as a purchase of noncontrolling interests for financial accounting purposes. This means that Aimco and Aimco OP will recognize any difference between the purchase price for

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these noncontrolling interests and the carrying amount of such noncontrolling interests in Aimco and Aimco OP's consolidated financial statements as an adjustment to the amounts of consolidated equity and partners' capital attributed to Aimco and Aimco OP, respectively.

### **Appraisal Rights**

Limited partners are not entitled to dissenters' appraisal rights under applicable law or CPF XIX's partnership agreement in connection with the merger. However, pursuant to the terms of the merger agreement, Aimco OP will provide each limited partner with contractual dissenters' appraisal rights that are similar to the dissenters' appraisal rights available to a stockholder of a constituent corporation in a merger under Delaware law. These contractual appraisal rights will enable a limited partner to obtain an appraisal of the value of the limited partner's Limited Partnership Units in connection with the merger. Prosecution of these contractual appraisal rights will involve an arbitration proceeding, and the consideration paid to a limited partner after the prosecution of such contractual appraisal rights, which will take a period of time that cannot be predicted with accuracy, will be a cash payment, resulting in a taxable event to such limited partner. A description of the appraisal rights being provided, and the procedures that a limited partner must follow to seek such rights, is attached to this information statement/prospectus as Annex B.

### **List of Investors**

Under CPF XIX's partnership agreement and Delaware law, a limited partner has the right to obtain by mail, free of charge, a list of the names and addresses and interests owned of the limited partners. This list may be obtained by making written request to Fox Partners II, c/o Eagle Rock Proxy Advisors, LLC, 12 Commerce Drive, Cranford, New Jersey 07016, or by fax at (908) 497-2349.

### **Expenses and Fees and Source of Funds**

The costs of planning and implementing the merger, including the cash merger consideration and the preparation of this information statement/prospectus, will be borne by Aimco OP without regard to whether the merger is effectuated. The estimated amount of these costs is approximately \$10,866,700, assuming all limited partners elect to receive the cash merger consideration. Aimco OP is paying for the costs of the merger with funds on hand or from drawings under its revolving credit facility. The revolving credit facility is pursuant to Aimco OP's Amended and Restated Senior Secured Credit Agreement, as amended, with a syndicate of financial institutions, with Bank of America, N.A. as administrative agent, swing line lender and L/C issuer. Borrowings under the revolving credit facility bear interest based on a pricing grid determined by leverage (either at LIBOR plus 4.25% with a LIBOR floor of 1.50% or, at Aimco OP's option, a base rate equal to the Prime rate plus a spread of 3.00%). The revolving credit facility matures May 1, 2013, and may be extended for one year, subject to certain conditions. Aimco OP's obligations under the Amended and Restated Senior Secured Credit Agreement are secured by its equity interests in its subsidiaries.

### **Approvals Required**

Under Delaware law, the merger must be approved by Fox Partners II, as the general partner of CPF XIX, and a majority in interest of the Limited Partnership Units. Fox Partners II has determined that the merger is advisable, fair to and in the best interests of CPF XIX and its limited partners and has approved the merger and the merger agreement. As of April 16, 2013, there were issued and outstanding 89,233 Limited Partnership Units, and Aimco OP and its affiliates owned 60,711.66 of those units, or approximately 68.04% of the number outstanding units. Of the Limited Partnership Units owned by affiliates of Aimco OP, 25,228.66 are subject to a voting restriction, which requires the such units to be voted in proportion to the votes cast with respect to Limited Partnership Units not subject to this voting restriction. Aimco OP's affiliates have indicated that they will vote all of their Limited Partnership Units that are not subject to this restriction, 35,483 Limited Partnership Units or approximately 39.76% of the outstanding Limited Partnership Units, in favor of the merger agreement and the merger. As a result, affiliates of Aimco OP will vote a total of approximately 49,469 Limited Partnership Units, or approximately 55.44% of the outstanding Limited Partnership Units in favor of the merger agreement and the merger. Aimco OP and its affiliates have indicated that they intend to take action by written consent, as permitted under the partnership agreement, to approve the merger on or about June 18, 2013. **As a result, approval of the merger is assured, and your consent to the merger is not required.**

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**THE MERGER AGREEMENT**

*The following is a summary of the material terms of the merger agreement and is qualified in its entirety by reference to the merger agreement, which is attached to this information statement/prospectus as Annex A. You should read the merger agreement carefully in its entirety as it is the legal document that governs this merger.*

**The Merger**

CPF XIX has entered into an agreement and plan of merger with the Aimco Subsidiary and Aimco OP. The Aimco Subsidiary is a wholly owned subsidiary of Aimco OP, and was formed for the purpose of effecting the merger with CPF XIX. Aimco owns the managing general partner of Fox Partners II, CPF XIX's general partner, and, together with its affiliates, owns a majority of CPF XIX's outstanding limited partnership units.

Under the merger agreement, at the effective time of the merger, the Aimco Subsidiary will be merged with and into CPF XIX, with CPF XIX as the surviving entity. In the merger, each Limited Partnership Unit outstanding immediately prior to consummation of the merger will be converted into the right to receive, at the election of the holder of such Limited Partnership Unit, either \$364.65 in cash or equivalent value in Aimco OP Units (calculated by dividing \$364.65 by the average closing price of Aimco common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger); provided, however, that if Aimco OP determines that the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of Aimco OP Units in that state or other jurisdiction (or that registration or qualification in that state or jurisdiction would be prohibitively costly), then such limited partner will only be entitled to receive \$364.65 in cash for each Limited Partnership Unit. Each holder of Limited Partnership Units must make the same election (cash or OP Units) for all of his or her Limited Partnership Units. Aimco OP's interest in the Aimco Subsidiary will be converted into Limited Partnership Units. As a result, after the merger, Aimco OP will be the sole limited partner of CPF XIX and will own all of the outstanding Limited Partnership Units.

The agreement of limited partnership of CPF XIX as in effect immediately prior to the consummation of the merger will be the agreement of limited partnership of CPF XIX after the merger, until thereafter amended in accordance with the provisions thereof and applicable law.

**Treatment of Interests in the Merger**

*CPF XIX.* Under the merger agreement, each Limited Partnership Unit outstanding immediately prior to consummation of the merger will be converted into the right to receive, at the election of the holder of such Limited Partnership Unit, either \$364.65 in cash or equivalent value in Aimco OP Units (calculated by dividing \$364.65 by the average closing price of Aimco common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger), except in those jurisdictions where the law prohibits the issuance of Aimco OP Units (or registration or qualification would be prohibitively costly). Fox Partners II will continue to be the sole general partner of CPF XIX after the merger, and its current general partner interest will remain unchanged after the merger.

*Aimco Subsidiary.* All membership interests in the Aimco Subsidiary immediately prior to the effective time of the merger will be converted into Limited Partnership Units after the merger.

**Approvals Required**

Under Delaware law, the merger must be approved by Fox Partners II, as the general partner of CPF XIX, and a majority in interest of the Limited Partnership Units. Fox Partners II has determined that the merger is advisable, fair to and in the best interests of CPF XIX and its limited partners and has approved the merger and the merger agreement. As of April 16, 2013, there were issued and outstanding 89,233 Limited Partnership Units, and Aimco OP and its affiliates owned 60,711.66 of those units, or approximately 68.04% of the number outstanding units. Of the Limited Partnership Units owned by affiliates of Aimco OP, 25,228.66 are subject to a voting restriction, which requires the such units to be voted in proportion to the votes cast with respect to Limited Partnership Units not subject to this voting restriction. Aimco OP's affiliates have indicated that they will vote all

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of their Limited Partnership Units that are not subject to this restriction, 35,483 Limited Partnership Units or approximately 39.76% of the outstanding Limited Partnership Units, in favor of the merger agreement and the merger. As a result, affiliates of Aimco OP will vote a total of approximately 49,469 Limited Partnership Units, or approximately 55.44% of the outstanding Limited Partnership Units in favor of the merger agreement and the merger. Aimco OP and its affiliates have indicated that they intend to take action by written consent, as permitted under the partnership agreement, to approve the merger on or about June 18, 2013. **As a result, approval of the merger is assured, and your consent to the merger is not required.** Aimco OP has approved the merger on behalf of the Aimco Subsidiary.

### **Conditions to Obligations to Complete the Merger**

None of the parties to the merger agreement are required to consummate the merger if any third party consent, authorization or approval that any of the parties deems necessary or desirable in connection with the merger agreement, and the consummation of the transactions contemplated thereby, has not been obtained or received.

### **Termination of the Merger Agreement**

The merger agreement may be terminated and the merger may be abandoned at any time prior to consummation of the merger, without liability to any party to the merger agreement, by CPF XIX, Aimco OP or the Aimco Subsidiary, in each case, acting in its sole discretion and for any reason or for no reason, notwithstanding the approval of the merger agreement by any of the partners of CPF XIX or the member of the Aimco Subsidiary.

### **Amendment**

Subject to applicable law, the merger agreement may be amended, modified or supplemented by written agreement of the parties at any time prior to the consummation of the merger with respect to any of the terms contained therein.

### **Governing Law**

The merger agreement is governed by and construed in accordance with the laws of the State of Delaware, without reference to the conflict of law provisions thereof.

### **Appraisal Rights**

Limited partners are not entitled to dissenters' appraisal rights under applicable law or CPF XIX's partnership agreement in connection with the merger. However, pursuant to the terms of the merger agreement, Aimco OP will provide each limited partner with contractual dissenters' appraisal rights that are similar to the dissenters' appraisal rights available to a stockholder of a constituent corporation in a merger under Delaware law. These contractual appraisal rights will enable a limited partner to obtain an appraisal of the value of the limited partner's Limited Partnership Units in connection with the merger. Prosecution of these contractual appraisal rights will involve an arbitration proceeding, and the consideration paid to a limited partner after the prosecution of such contractual appraisal rights, which will take a period of time that cannot be predicted with accuracy, will be a cash payment, resulting in a taxable event to such limited partner. A description of the appraisal rights being provided, and the procedures that a limited partner must follow to seek such rights, is attached to this information statement/prospectus as [Annex B](#).

### **Election Forms**

Within 10 days after the effective time of the merger, Aimco OP will prepare and mail to the former holders of Limited Partnership Units an election form pursuant to which they can elect to receive cash or OP Units. Each holder of CPF XIX Limited Partnership Units must make the same election (cash or OP Units) for all of his or her Limited Partnership Units. Limited partners may also elect appraisal of their Limited Partnership Units pursuant to the election form. Holders of Limited Partnership Units may elect their form of consideration by

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completing and returning the election form in accordance with its instructions. If the information agent does not receive a properly completed election form from a holder before 5:00 p.m., New York time on the 30th day after the mailing of the election form, the holder will be deemed to have elected to receive the cash consideration. Former holders of Limited Partnership Units may also use the election form to elect to receive, in lieu of the merger consideration, the appraised value of their Limited Partnership Units, determined through an arbitration proceeding.



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### **DESCRIPTION OF AIMCO OP UNITS; SUMMARY OF AIMCO OP PARTNERSHIP AGREEMENT**

The following description sets forth some general terms and provisions of the Aimco OP partnership agreement. The following description of the Aimco OP partnership agreement is qualified in its entirety by the terms of the agreement.

#### **General**

Aimco OP is a limited partnership organized under the provisions of the Delaware Revised Uniform Limited Partnership Act, as amended from time to time, or any successor to such statute, or the Delaware Act, and upon the terms and subject to the conditions set forth in its agreement of limited partnership. AIMCO-GP, Inc., a Delaware corporation and wholly owned subsidiary of Aimco, is the sole general partner of Aimco OP. Another wholly owned subsidiary of Aimco, AIMCO-LP Trust, a Delaware trust, or the special limited partner, is a limited partner in Aimco OP. The term of Aimco OP commenced on May 16, 1994, and will continue in perpetuity, unless Aimco OP is dissolved sooner under the provisions of the partnership agreement or as otherwise provided by law.

#### **Purpose And Business**

The purpose and nature of Aimco OP is to conduct any business, enterprise or activity permitted by or under the Delaware Act, including, but not limited to, (i) conducting the business of ownership, construction, development and operation of multifamily rental apartment communities, (ii) entering into any partnership, joint venture, business trust arrangement, limited liability company or other similar arrangement to engage in any business permitted by or under the Delaware Act, or to own interests in any entity engaged in any business permitted by or under the Delaware Act, (iii) conducting the business of providing property and asset management and brokerage services, whether directly or through one or more partnerships, joint ventures, subsidiaries, business trusts, limited liability companies or other similar arrangements, and (iv) doing anything necessary or incidental to the foregoing; provided, however, such business and arrangements and interests may be limited to and conducted in such a manner as to permit Aimco, in the sole and absolute discretion of the general partner, at all times to be classified as a REIT.

#### **Management By The General Partner**

Except as otherwise expressly provided in the Aimco OP partnership agreement, all management powers over the business and affairs of Aimco OP are exclusively vested in the general partner. No limited partner of Aimco OP or any other person to whom one or more OP Units have been transferred (each, an assignee) may take part in the operations, management or control (within the meaning of the Delaware Act) of Aimco OP's business, transact any business in Aimco OP's name or have the power to sign documents for or otherwise bind Aimco OP. The general partner may not be removed by the limited partners with or without cause, except with the consent of the general partner. In addition to the powers granted to a general partner of a limited partnership under applicable law or that are granted to the general partner under any other provision of the Aimco OP partnership agreement, the general partner, subject to the other provisions of the Aimco OP partnership agreement, has full power and authority to do all things deemed necessary or desirable by it to conduct the business of Aimco OP, to exercise all powers of Aimco OP and to effectuate the purposes of Aimco OP. Aimco OP may incur debt or enter into other similar credit, guarantee, financing or refinancing arrangements for any purpose (including, without limitation, in connection with any acquisition of properties) upon such terms as the general partner determines to be appropriate. The general partner is authorized to execute, deliver and perform specific agreements and transactions on behalf of Aimco OP without any further act, approval or vote of the limited partners.

*Restrictions on General Partner's Authority.* The general partner may not take any action in contravention of the Aimco OP partnership agreement. The general partner may not, without the prior consent of the limited partners, undertake, on behalf of Aimco OP, any of the following actions or enter into any transaction that would have the effect of such transactions: (i) except as provided in the partnership agreement, amend, modify or terminate the partnership agreement other than to reflect the admission, substitution, termination or withdrawal of

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partners; (ii) make a general assignment for the benefit of creditors or appoint or acquiesce in the appointment of a custodian, receiver or trustee for all or any part of the assets of Aimco OP; (iii) institute any proceeding for bankruptcy on behalf of Aimco OP; or (iv) subject to specific exceptions, approve or acquiesce to the transfer of the Aimco OP general partner interest, or admit into Aimco OP any additional or successor general partners.

*Additional Limited Partners.* The general partner is authorized to admit additional limited partners to Aimco OP from time to time, on terms and conditions and for such capital contributions as may be established by the general partner in its reasonable discretion. The net capital contribution need not be equal for all partners. No action or consent by the limited partners is required in connection with the admission of any additional limited partner. The general partner is expressly authorized to cause Aimco OP to issue additional interests (i) upon the conversion, redemption or exchange of any debt, OP Units or other securities issued by Aimco OP, (ii) for less than fair market value, so long as the general partner concludes in good faith that such issuance is in the best interests of the general partner and Aimco OP, and (iii) in connection with any merger of any other entity into Aimco OP if the applicable merger agreement provides that persons are to receive interests in Aimco OP in exchange for their interests in the entity merging into Aimco OP. Subject to Delaware law, any additional partnership interests may be issued in one or more classes, or one or more series of any of such classes, with such designations, preferences and relative, participating, optional or other special rights, powers and duties as shall be determined by the general partner, in its sole and absolute discretion without the approval of any limited partner, and set forth in a written document thereafter attached to and made an exhibit to the partnership agreement. Without limiting the generality of the foregoing, the general partner has authority to specify (a) the allocations of items of partnership income, gain, loss, deduction and credit to each such class or series of partnership interests; (b) the right of each such class or series of partnership interests to share in distributions; (c) the rights of each such class or series of partnership interests upon dissolution and liquidation of Aimco OP; (d) the voting rights, if any, of each such class or series of partnership interests; and (e) the conversion, redemption or exchange rights applicable to each such class or series of partnership interests. No person may be admitted as an additional limited partner without the consent of the general partner, which consent may be given or withheld in the general partner's sole and absolute discretion.

*Indemnification.* As a part of conducting the merger described herein, the general partner has agreed not to seek indemnification from, or to be held harmless by, Aimco OP, or its affiliates, for any liability or loss suffered by the general partner related to the merger, unless (i) the general partner has determined, in good faith, that the course of conduct which caused the loss or liability was in the best interests of Aimco OP, (ii) the general partner was acting on behalf of or performing services for Aimco OP, (iii) such liability or loss was not the result of negligence or misconduct by the general partner, and (iv) such indemnification or agreement to hold harmless is recoverable only out of the assets of Aimco OP and not from the limited partners of Aimco OP. In addition, the general partner, and any of its affiliates that are performing services on behalf of Aimco OP, have agreed that they will not seek indemnification for any losses, liabilities or expenses arising from or out of an alleged violation of federal or state securities laws unless (i) there has been a successful adjudication on the merits of each count involving alleged securities law violations as to the particular indemnitee, (ii) such claims have been dismissed with prejudice on the merits by a court of competent jurisdiction as to the particular indemnitee, or (iii) a court of competent jurisdiction approves a settlement of the claims against a particular indemnitee and finds that indemnification of the settlement and related costs should be made, and, as relates to (iii), the court of law considering the request for indemnification has been advised of the position of the SEC and the position of any state securities regulatory authority in which securities of Aimco OP were offered or sold as to indemnification for violations of securities laws. Aimco OP shall not incur the cost of that portion of liability insurance, if any, which insures the general partner for any liability as to which the general partner is prohibited from being indemnified as described in this paragraph. Finally, the general partner has agreed that the provision of advancement from Aimco OP funds to the general partner or any of its affiliates for legal expenses and other costs incurred as a result of any legal action is permissible if (i) the legal action relates to acts or omissions with respect to the performance of duties or services on behalf of Aimco OP, (ii) the legal action is initiated by a third party who is not a limited partner of Aimco OP, or the legal action is initiated by a limited partner and a court of competent jurisdiction specifically approves such advancement, and (iii) the general partner or its affiliates undertake to repay the advanced funds to Aimco OP in cases in which such person is not entitled to indemnification under this paragraph.

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As of March 31, 2013, Aimco OP had issued and outstanding the following partnership interests:

Class	Units Outstanding	Quarterly Distribution per Unit	Liquidation Preference per Unit
Partnership Common Units (OP Units)	151,551,434	\$	N/A
Class Z Partnership Preferred Units	1,274,243	\$ 0.4375	\$ 25.00
Series A Community Reinvestment Act Perpetual Partnership Preferred Units(1)	74	\$ 1,950.00	\$ 500,000.00
Class One Partnership Preferred Units(2)	90,000	\$ 2.00	\$ 91.43
Class Two Partnership Preferred Units(2)	18,589	\$ 0.1150	\$ 25.00
Class Three Partnership Preferred Units(2)	1,357,091	\$ 0.4923	\$ 25.00
Class Four Partnership Preferred Units(2)	644,954	\$ 0.50	\$ 25.00
Class Six Partnership Preferred Units(2)	790,833	\$ 0.5313	\$ 25.00
Class Seven Partnership Preferred Units(2)	27,960	\$ 0.4916	\$ 25.00
Class I High Performance Partnership Units (HPUs)(3)	2,339,950	\$	N/A

- (1) The Series A Community Reinvestment Act Perpetual Partnership Preferred Units, or the CRA Preferred Units, have substantially the same terms as Aimco's Series A Community Reinvestment Act Perpetual Preferred Stock, or the CRA Preferred Stock. Holders of the CRA Preferred Units are entitled to cumulative cash dividends payable quarterly in arrears on March 31, June 30, September 30, and December 31 of each year, when and as declared, beginning on September 30, 2006. For the period from the date of original issuance through March 31, 2015, the distribution rate is a variable rate per annum equal to the Three-Month LIBOR Rate (as defined in the articles supplementary designating the CRA Preferred Stock) plus 1.25%, calculated as of the beginning of each quarterly dividend period. The rate at December 31, 2012 was 1.61%. Upon liquidation, holders of the CRA Preferred Stock are entitled to a preference of \$500,000 per share, plus an amount equal to accumulated, accrued and unpaid dividends, whether or not earned or declared. The CRA Preferred Units rank prior to Common OP Units and on the same level as Aimco OP's other Preferred OP Units, with respect to the payment of distributions and the distribution of amounts upon liquidation, dissolution or winding up. The CRA Preferred Units are redeemable for cash, in whole or from time to time in part, upon the redemption, at Aimco's option, of its CRA Preferred Stock at a price per share equal to the liquidation preference, plus accumulated, accrued and unpaid distributions, if any, to the redemption date.
- (2) The Class One, Class Two, Class Three, Class Four, Class Six and Class Seven preferred OP Units are redeemable, at the holders' option. Aimco OP, at its sole discretion, may settle such redemption requests in cash or shares of Aimco common stock in a value equal to the redemption preference. In the event Aimco OP requires Aimco to issue shares to settle a redemption request, it would issue to Aimco a corresponding number of OP Units. Aimco OP has a redemption policy that requires cash settlement of redemption requests for the redeemable preferred OP Units, subject to limited exceptions.
- (3) The holders of HPUs receive the same amount of distributions that are paid to holders of an equivalent number of Aimco OP's outstanding common partnership units.

**Distributions**

Subject to the rights of holders of any outstanding partnership preferred units, the Aimco OP partnership agreement requires the general partner to cause Aimco OP to distribute quarterly all, or such portion as the general partner may in its sole and absolute discretion determine, of Available Cash (as defined in the partnership agreement) generated by Aimco OP during such quarter to the general partner, the special limited partner, the other holders of OP Units and holders of HPUs on the record date established by the general partner with respect to such quarter, in accordance with their respective interests in Aimco OP on such record date. Holders of any partnership preferred units issued in the future may have priority over the general partner, the special limited partner, holders of OP Units and holders of HPUs with respect to distributions of Available Cash, distributions upon liquidation or other distributions.



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Distributions payable with respect to any interest in Aimco OP that was not outstanding during the entire quarterly period in respect of which any distribution is made will be prorated based on the portion of the period that such interest was outstanding. The general partner in its sole and absolute discretion may distribute to the limited partners Available Cash on a more frequent basis and provide for an appropriate record date. The partnership agreement requires the general partner to take such reasonable efforts, as determined by it in its sole and absolute discretion and consistent with the requirements for qualification as a REIT, to cause Aimco OP to distribute sufficient amounts to enable the general partner to transfer funds to Aimco and enable Aimco to pay stockholder dividends that will (i) satisfy the requirements, or the REIT Requirements, for qualifying as a REIT under the Internal Revenue Code and the applicable regulations promulgated by the U.S. Treasury Department, or the Treasury Regulations, and (ii) avoid any U.S. federal income or excise tax liability of Aimco.

While some of the debt instruments to which Aimco OP is a party, including its credit facilities, contain restrictions on the payment of distributions to OP Unitholders, the debt instruments allow Aimco OP to distribute sufficient amounts to enable the general partner and special limited partner to transfer funds to Aimco which are then used to pay stockholder dividends thereby allowing Aimco to meet the requirements for qualifications as a REIT under the Internal Revenue Code.

*Distributions in Kind.* No OP Unitholder has any right to demand or receive property other than cash as provided in the partnership agreement. The general partner may determine, in its sole and absolute discretion, to make a distribution in kind of partnership assets to the OP Unitholders, and such assets will be distributed in such a fashion as to ensure that the fair market value is distributed and allocated in accordance with the Aimco OP partnership agreement.

*Distributions Upon Liquidation.* Subject to the rights of holders of any outstanding partnership preferred units, net proceeds from the sale or other disposition of all or substantially all of its assets in a transaction that will lead to a liquidation of Aimco OP or a related series of transactions that, taken together, result in the sale or other disposition of all or substantially all of the assets of Aimco OP, or a Terminating Capital Transaction, and any other cash received or reductions in reserves made after commencement of the liquidation of Aimco OP, will be distributed to the OP Unitholders in accordance with the Aimco OP partnership agreement.

*Restricted Distributions.* The Aimco OP partnership agreement prohibits Aimco OP and the general partner, on behalf of Aimco OP, from making a distribution to any OP Unitholder on account of its interest in OP Units if such distribution would violate Section 17-607 of the Delaware Act or other applicable law.

**Allocations Of Net Income And Net Loss**

*OP Units and HPUs.* Net Income (as defined in the Aimco OP partnership agreement) and Net Loss (as defined in the Aimco OP partnership agreement) of Aimco OP will be determined and allocated with respect to each fiscal year of Aimco OP as of the end of each such year. Except as otherwise provided in the Aimco OP partnership agreement, an allocation to an OP Unitholder of a share of Net Income or Net Loss will be treated as an allocation of the same share of each item of income, gain, loss or deduction that is taken into account in computing Net Income or Net Loss. Except as otherwise provided in the Aimco OP partnership agreement and subject to the terms of any outstanding partnership preferred units, Net Income and Net Loss will be allocated to the holders of OP Units and holders of HPUs in accordance with their respective interests at the end of each fiscal year. The Aimco OP partnership agreement contains provisions for special allocations intended to comply with certain regulatory requirements, including the requirements of Treasury Regulations Sections 1.704-1(b) and 1.704-2. Except as otherwise provided in the Aimco OP partnership agreement and subject to the terms of any outstanding partnership preferred units, for U.S. federal income tax purposes under the Internal Revenue Code and the Treasury Regulations, each partnership item of income, gain, loss and deduction will be allocated among the OP Unitholders in the same manner as its correlative item of book income, gain, loss or deduction is allocated under the Aimco OP partnership agreement.

*Partnership Preferred Units.* Net income will be allocated to the holders of partnership preferred units for any fiscal year (and, if necessary, subsequent fiscal years) to the extent that the holders of partnership preferred units receive a distribution on any partnership preferred units (other than an amount included in any redemption of partnership preferred units). If any partnership preferred units are redeemed, for the fiscal year that includes

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such redemption (and, if necessary, for subsequent fiscal years) (i) gross income and gain (in such relative proportions as the general partner in its discretion will determine) will be allocated to the holders of partnership preferred units to the extent that the redemption amounts paid or payable with respect to the partnership preferred units so redeemed exceeds the aggregate capital contributions (net of liabilities assumed or taken subject to by Aimco OP) per partnership preferred units allocable to the partnership preferred units so redeemed and (ii) deductions and losses (in such relative proportions as the general partner in its discretion will determine) will be allocated to the holders of partnership preferred units to the extent that the aggregate capital contributions (net of liabilities assumed or taken subject to by Aimco OP) per partnership preferred units allocable to the partnership preferred units so redeemed exceeds the redemption amount paid or payable with respect to the partnership preferred units so redeemed.

## **Withholding**

Aimco OP is authorized to withhold from or pay on behalf of or with respect to each limited partner any amount of Federal, state, local or foreign taxes that the general partner determines that Aimco OP is required to withhold or pay with respect to any amount distributable or allocable to such limited partner under the Aimco OP partnership agreement. The Aimco OP partnership agreement also provides that any withholding tax amount paid on behalf of or with respect to a limited partner constitutes a loan by Aimco OP to such limited partner. This loan is required to be repaid within 15 days after notice to the limited partner from the general partner, and each limited partner grants a security interest in its partnership interest to secure its obligation to pay any partnership withholding tax amounts paid on its behalf or with respect to such limited partner. In addition, under the Aimco OP partnership agreement, the partnership may redeem the partnership interest of any limited partner who fails to pay partnership withholding tax amounts paid on behalf of or with respect to such limited partner. Also, the general partner has authority to withhold, from any amounts otherwise distributable, allocable or payable to a limited partner, the general partner's estimate of further taxes required to be paid by such limited partner.

## **Return Of Capital**

No partner is entitled to interest on its capital contribution or on such partner's capital account. Except (i) under the rights of redemption set forth in the Aimco OP partnership agreement, (ii) as provided by law, or (iii) under the terms of any outstanding partnership preferred units, no partner has any right to demand or receive the withdrawal or return of its capital contribution from Aimco OP, except to the extent of distributions made under the Aimco OP partnership agreement or upon termination of Aimco OP. Except to the extent otherwise expressly provided in the Aimco OP partnership agreement and subject to the terms of any outstanding partnership preferred units, no limited partner or assignee will have priority over any other limited partner or assignee either as to the return of capital contributions or as to profits, losses or distributions.

## **Redemption Rights Of Qualifying Parties**

After the first anniversary of becoming a holder of OP Units, each OP Unitholder and some assignees have the right, subject to the terms and conditions set forth in the Aimco OP partnership agreement, to require Aimco OP to redeem all or a portion of the OP Units held by such party in exchange for shares of Aimco common stock or a cash amount equal to the value of such shares, as Aimco OP may determine. On or before the close of business on the fifth business day after a holder of OP Units gives the general partner a notice of redemption, Aimco OP may, in its sole and absolute discretion but subject to the restrictions on the ownership of Aimco stock imposed under Aimco's charter and the transfer restrictions and other limitations thereof, elect to cause Aimco to acquire some or all of the tendered OP Units from the tendering party in exchange for Aimco common stock, based on an exchange ratio of one share of Aimco common stock for each OP Unit, subject to adjustment as provided in the Aimco OP partnership agreement. The Aimco OP partnership agreement does not obligate Aimco or the general partner to register, qualify or list any Aimco common stock issued in exchange for OP Units with the SEC, with any state securities commissioner, department or agency, or with any stock exchange. Aimco common stock issued in exchange for OP Units under the Aimco OP partnership agreement will contain legends regarding restrictions under the Securities Act and applicable state securities laws as Aimco in good faith determines to be necessary or advisable in order to ensure compliance with securities laws. In the event of a change of control of Aimco, holders of HPUs will have redemption rights similar to those of holders of OP Units.

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### **Partnership Right To Call Limited Partner Interests**

Notwithstanding any other provision of the Aimco OP partnership agreement, on and after the date on which the aggregate percentage interests of the limited partners, other than the special limited partner, are less than one percent (1%), Aimco OP will have the right, but not the obligation, from time to time and at any time to redeem any and all outstanding limited partner interests (other than the special limited partner's interest) by treating any limited partner as if such limited partner had tendered for redemption under the Aimco OP partnership agreement the amount of OP Units specified by the general partner, in its sole and absolute discretion, by notice to the limited partner.

### **Transfers And Withdrawals**

*Restrictions On Transfer.* The Aimco OP partnership agreement restricts the transferability of OP Units. Any transfer or purported transfer of an OP Unit not made in accordance with the Aimco OP partnership agreement will be null and void *ab initio*. Until the expiration of one year from the date on which an OP Unitholder acquired OP Units, subject to some exceptions, such OP Unitholder may not transfer all or any portion of its OP Units to any transferee without the consent of the general partner, which consent may be withheld in its sole and absolute discretion. After the expiration of one year from the date on which an OP Unitholder acquired OP Units, such OP Unitholder has the right to transfer all or any portion of its OP Units to any person, subject to the satisfaction of specific conditions specified in the Aimco OP partnership agreement, including the general partner's right of first refusal.

It is a condition to any transfer (whether or not such transfer is effected before or after the one year holding period) that the transferee assumes by operation of law or express agreement all of the obligations of the transferor limited partner under the Aimco OP partnership agreement with respect to such OP Units, and no such transfer (other than under a statutory merger or consolidation wherein all obligations and liabilities of the transferor partner are assumed by a successor corporation by operation of law) will relieve the transferor partner of its obligations under the Aimco OP partnership agreement without the approval of the general partner, in its sole and absolute discretion.

In connection with any transfer of OP Units, the general partner will have the right to receive an opinion of counsel reasonably satisfactory to it to the effect that the proposed transfer may be effected without registration under the Securities Act, and will not otherwise violate any federal or state securities laws or regulations applicable to Aimco OP or the OP Units transferred.

No transfer by a limited partner of its OP Units (including any redemption or any acquisition of OP Units by the general partner or by Aimco OP) may be made to any person if (i) in the opinion of legal counsel for Aimco OP, it would result in Aimco OP being treated as an association taxable as a corporation, or (ii) such transfer is effectuated through an established securities market or a secondary market (or the substantial equivalent thereof) within the meaning of Section 7704 of the Internal Revenue Code.

*HPUs.* HPUs are subject to different restrictions on transfer. Individuals may not transfer HPUs except to a family member (or a family-owned entity) or in the event of their death. The holders of HPUs may redeem these units commencing after December 31, 2016, on the basis of one HPU for either one share of Common Stock or cash equal to the fair value of a share of Common Stock at the time of redemption, at Aimco's option.

*Substituted Limited Partners.* No limited partner will have the right to substitute a transferee as a limited partner in its place. A transferee of the interest of a limited partner may be admitted as a substituted limited partner only with the consent of the general partner, which consent may be given or withheld by the general partner in its sole and absolute discretion. If the general partner, in its sole and absolute discretion, does not consent to the admission of any permitted transferee as a substituted limited partner, such transferee will be considered an assignee for purposes of the Aimco OP partnership agreement. An assignee will be entitled to all the rights of an assignee of a limited partnership interest under the Delaware Act, including the right to receive distributions from Aimco OP and the share of Net Income, Net Losses and other items of income, gain, loss, deduction and credit of Aimco OP attributable to the OP Units assigned to such transferee and the rights to transfer the OP Units provided in the Aimco OP partnership agreement, but will not be deemed to be a holder of OP Units for any other purpose under the Aimco OP partnership agreement, and will not be entitled to effect a

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consent or vote with respect to such OP Units on any matter presented to the limited partners for approval (such right to consent or vote, to the extent provided in the Aimco OP partnership agreement or under the Delaware Act, fully remaining with the transferor limited partner).

*Withdrawals.* No limited partner may withdraw from Aimco OP other than as a result of a permitted transfer of all of such limited partner's OP Units in accordance with the Aimco OP partnership agreement, with respect to which the transferee becomes a substituted limited partner, or under a redemption (or acquisition by Aimco) of all of such limited partner's OP Units.

*Restrictions on the general partner.* The general partner may not transfer any of its general partner interest or withdraw from Aimco OP unless (i) the limited partners consent or (ii) immediately after a merger of the general partner into another entity, substantially all of the assets of the surviving entity, other than the general partnership interest in Aimco OP held by the general partner, are contributed to Aimco OP as a capital contribution in exchange for OP Units.

## **Amendment of the Partnership Agreement**

*By the General Partner Without the Consent of the Limited Partners.* The general partner has the power, without the consent of the limited partners, to amend the Aimco OP partnership agreement as may be required to facilitate or implement any of the following purposes: (i) to add to the obligations of the general partner or surrender any right or power granted to the general partner or any affiliate of the general partner for the benefit of the limited partners; (ii) to reflect the admission, substitution or withdrawal of partners or the termination of Aimco OP in accordance with the partnership agreement; (iii) to reflect a change that is of an inconsequential nature and does not adversely affect the limited partners in any material respect, or to cure any ambiguity, correct or supplement any provision in the partnership agreement not inconsistent with law or with other provisions, or make other changes with respect to matters arising under the partnership agreement that will not be inconsistent with law or with the provisions of the partnership agreement; (iv) to satisfy any requirements, conditions or guidelines contained in any order, directive, opinion, ruling or regulation of a federal or state agency or contained in federal or state law; (v) to reflect such changes as are reasonably necessary for Aimco to maintain its status as a REIT; and (vi) to modify the manner in which capital accounts are computed (but only to the extent set forth in the definition of "Capital Account" in the Aimco OP partnership agreement or contemplated by the Internal Revenue Code or The Treasury Regulations).

*With the Consent of the Limited Partners.* Amendments to the Aimco OP partnership agreement may be proposed by the general partner or by holders of a majority of the outstanding OP Units and other classes of units that have the same voting rights as holders of OP Units, excluding the special limited partner. Following such proposal, the general partner will submit any proposed amendment to the limited partners. The general partner will seek the written consent of a majority in interest of the limited partners on the proposed amendment or will call a meeting to vote thereon and to transact any other business that the general partner may deem appropriate.

## **Procedures for Actions and Consents of Partners**

Meetings of the partners may be called by the general partner and will be called upon the receipt by the general partner of a written request by a majority in interest of the limited partners. Notice of any such meeting will be given to all partners not less than seven (7) days nor more than thirty (30) days prior to the date of such meeting. Partners may vote in person or by proxy at such meeting. Each meeting of partners will be conducted by the general partner or such other person as the general partner may appoint under such rules for the conduct of the meeting as the general partner or such other person deems appropriate in its sole and absolute discretion. Whenever the vote or consent of partners is permitted or required under the partnership agreement, such vote or consent may be given at a meeting of partners or may be given by written consent. Any action required or permitted to be taken at a meeting of the partners may be taken without a meeting if a written consent setting forth the action so taken is signed by partners holding a majority of outstanding OP Units (or such other percentage as is expressly required by the Aimco OP partnership agreement for the action in question).

## **Records and Accounting; Fiscal Year**

The Aimco OP partnership agreement requires the general partner to keep or cause to be kept at the principal office of Aimco OP those records and documents required to be maintained by the Delaware Act and



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other books and records deemed by the general partner to be appropriate with respect to Aimco OP's business. The books of Aimco OP will be maintained, for financial and tax reporting purposes, on an accrual basis in accordance with generally accepted accounting principles, or on such other basis as the general partner determines to be necessary or appropriate. To the extent permitted by sound accounting practices and principles, Aimco OP, the general partner and Aimco may operate with integrated or consolidated accounting records, operations and principles. The fiscal year of Aimco OP is the calendar year.

### **Reports**

As soon as practicable, but in no event later than one hundred and five (105) days after the close of each calendar quarter and each fiscal year, the general partner will make available to limited partners (which may be done by filing a report with the SEC) a report containing financial statements of Aimco OP, or of Aimco if such statements are prepared solely on a consolidated basis with Aimco, for such calendar quarter or fiscal year, as the case may be, presented in accordance with generally accepted accounting principles, and such other information as may be required by applicable law or regulation or as the general partner determines to be appropriate. Statements included in quarterly reports are not audited. Statements included in annual reports are audited by a nationally recognized firm of independent public accountants selected by the general partner.

### **Tax Matters Partner**

The general partner is the tax matters partner of Aimco OP for U.S. federal income tax purposes. The tax matters partner is authorized, but not required, to take certain actions on behalf of Aimco OP with respect to tax matters. In addition, the general partner will arrange for the preparation and timely filing of all returns with respect to partnership income, gains, deductions, losses and other items required of Aimco OP for U.S. federal and state income tax purposes and will use all reasonable effort to furnish, within ninety (90) days of the close of each taxable year, the tax information reasonably required by limited partners for U.S. federal and state income tax reporting purposes. The limited partners will promptly provide the general partner with such information as may be reasonably requested by the general partner from time to time.

### **Dissolution and Winding Up**

*Dissolution.* Aimco OP will dissolve, and its affairs will be wound up, upon the first to occur of any of the following (each a liquidating event): (i) an event of withdrawal, as defined in the Delaware Act (including, without limitation, bankruptcy), of the sole general partner unless, within ninety (90) days after the withdrawal, a majority in interest (as such phrase is used in Section 17-801(3) of the Delaware Act) of the remaining partners agree in writing, in their sole and absolute discretion, to continue the business of Aimco OP and to the appointment, effective as of the date of withdrawal, of a successor general partner; (ii) an election to dissolve Aimco OP made by the general partner in its sole and absolute discretion, with or without the consent of the limited partners; (iii) entry of a decree of judicial dissolution of Aimco OP under the provisions of the Delaware Act; (iv) the occurrence of a Terminating Capital Transaction; or (v) the redemption (or acquisition by Aimco, the general partner and/or the special limited partner) of all OP Units other than OP Units held by the general partner or the special limited partner.

*Winding Up.* Upon the occurrence of a liquidating event, Aimco OP will continue solely for the purposes of winding up its affairs in an orderly manner, liquidating its assets and satisfying the claims of its creditors and partners. The general partner (or, in the event that there is no remaining general partner or the general partner has dissolved, become bankrupt within the meaning of the Delaware Act or ceased to operate, any person elected by a majority in interest of the limited partners) will be responsible for overseeing the winding up and dissolution of Aimco OP and will take full account of Aimco OP's liabilities and property, and Aimco OP property will be liquidated as promptly as is consistent with obtaining the fair value thereof, and the proceeds therefrom (which may, to the extent determined by the general partner, include Aimco stock) will be applied and distributed in the following order: (i) first, to the satisfaction of all of Aimco OP's debts and liabilities to creditors other than the partners and their assignees (whether by payment or the making of reasonable provision for payment thereof); (ii) second, to the satisfaction of all Aimco OP's debts and liabilities to the general partner (whether by payment or the making of reasonable provision for payment thereof), including, but not limited to, amounts due as

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reimbursements under the partnership agreement; (ii) third, to the satisfaction of all of Aimco OP s debts and liabilities to the other partners and any assignees (whether by payment or the making of reasonable provision for payment thereof); (iv) fourth, to the satisfaction of all liquidation preferences of outstanding Partnership Preferred Units, if any; and (v) the balance, if any, to the general partner, the limited partners and any assignees in accordance with and in proportion to their positive capital account balances, after giving effect to all contributions, distributions and allocations for all periods. In the event of a liquidation, holders of HPUs will be specially allocated items of income and gain in an amount sufficient to cause the capital account of such holder to be equal to that of a holder of an equal number of OP Units.

**Table of Contents****DESCRIPTION OF AIMCO COMMON STOCK****General**

Aimco's charter authorizes the issuance of up to 510,587,500 shares of capital stock, consisting of 505,787,260 shares currently classified as common stock with a par value of \$0.01 per share and 4,800,240 shares currently classified as preferred stock with a par value of \$0.01 per share. As of March 31, 2013, 145,897,813 shares were issued and outstanding. Aimco common stock is traded on the NYSE under the symbol AIV. Computershare Limited serves as transfer agent and registrar of Aimco common stock. On April 16, 2013, the closing price of the Aimco common stock on the NYSE was \$31.40. The following table shows the high and low reported sales prices and dividends paid per share of Aimco's common stock in the periods indicated.

<b>Quarter Ended</b>	<b>High</b>	<b>Low</b>	<b>Dividends</b>
June 30, 2013 (through April 16, 2013)	\$ 31.91	\$ 30.34	\$
March 31, 2013	30.85	27.04	0.24
December 31, 2012	27.13	24.05	0.20
September 30, 2012	28.30	25.52	0.20
June 30, 2012	27.98	25.17	0.18
March 31, 2012	26.44	22.19	0.18
December 31, 2011	\$ 27.26	\$ 20.08	\$ 0.12
September 30, 2011	28.12	21.92	0.12
June 30, 2011	27.67	24.50	0.12
March 31, 2011	26.33	23.38	0.12
December 31, 2010	\$ 26.24	\$ 21.22	\$ 0.10
September 30, 2010	22.82	18.12	0.10
June 30, 2010	24.21	18.14	0.10
March 31, 2010	19.17	15.01	0.00

Aimco has a Stock Award and Incentive Plan to attract and retain officers, key employees and independent directors. Aimco's plan reserves for issuance a maximum of 4.4 million shares, which may be in the form of incentive stock options, non-qualified stock options and restricted stock, or other types of awards as authorized under Aimco's plan.

Holders of Aimco common stock are entitled to receive dividends, when and as declared by Board of Directors of Aimco, or the Aimco Board of Directors, out of funds legally available therefor. The holders of shares of common stock, upon any liquidation, dissolution or winding up of Aimco, are entitled to receive ratably any assets remaining after payment in full of all liabilities of Aimco and the liquidation preferences of preferred stock. The shares of common stock possess ordinary voting rights for the election of directors and in respect of other corporate matters, each share entitling the holder thereof to one vote. Holders of shares of common stock do not have cumulative voting rights in the election of directors, which means that holders of more than 50% of the shares of common stock voting for the election of directors can elect all of the directors if they choose to do so and the holders of the remaining shares cannot elect any directors. Holders of shares of common stock do not have preemptive rights, which means they have no right to acquire any additional shares of common stock that may be issued by Aimco at a subsequent date.

**Outstanding Classes Of Preferred Stock**

Aimco is authorized to issue shares of preferred stock in one or more classes or subclasses, with such designations, preferences, conversion and other rights, voting powers, restriction, limitations as to dividends, qualifications and terms and conditions of redemption, in each case, if any as are permitted by Maryland law and

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as the Aimco Board of Directors may determine by resolution. As of March 31, 2013, Aimco had issued and outstanding the following classes of preferred stock:

Class	Shares Authorized	Shares Outstanding	Quarterly Dividend per Share	Liquidation Preference per Share	Conversion Price
Class Z Cumulative Preferred Stock	4,800,000	1,274,243	\$ 0.4375	\$ 25.00	N/A
Series A Community Reinvestment Act Perpetual Preferred Stock(1)	240	74	\$ 1,950.00	\$ 500,000.00	N/A

- (1) For the period from the date of original issuance through March 31, 2015, the dividend rate is a variable rate per annum equal to the Three-Month LIBOR Rate (as defined in the articles supplementary designating the CRA Preferred Stock) plus 1.25%, calculated as of the beginning of each quarterly dividend period. The rate at December 31, 2012 was 1.61%. Upon liquidation, holders of the CRA Preferred Stock are entitled to a preference of \$500,000 per share, plus an amount equal to accumulated, accrued and unpaid dividends, whether or not earned or declared. The CRA Preferred Stock ranks prior to the Aimco common stock and on the same level as Aimco's outstanding shares of preferred stock with respect to the payment of dividends and the distribution of amounts upon liquidation, dissolution or winding up. The CRA Preferred Stock is redeemable for cash, in whole or from time to time in part, at Aimco's option, at a price per share equal to the liquidation preference, plus accumulated, accrued and unpaid dividends, if any, to the redemption date.

*Ranking.* Each authorized class of preferred stock ranks, with respect to dividend rights and rights upon liquidation, dissolution or winding up of Aimco, (a) prior or senior to the Aimco common stock and any other class or series of capital stock of Aimco if the holders of that class of preferred stock are entitled to the receipt of dividends or amounts distributable upon liquidation, dissolution or winding-up in preference or priority to the holders of shares of such class or series ( Junior Stock ); (b) on a parity with the other authorized classes of preferred stock and any other class or series of capital stock of Aimco if the holders of such class or series of stock and that class of preferred stock are entitled to receive dividends and amounts distributable upon liquidation, dissolution or winding-up in proportion to their respective amounts of accrued and unpaid dividends per share or liquidation preferences, without preference or priority of one over the other ( Parity Stock ); and (c) junior to any class or series of capital stock of Aimco if the holders of such class or series are entitled to receive dividends and amounts distributable upon liquidation, dissolution or winding-up in preference or priority to the holders of that class of preferred stock ( Senior Stock ).

*Dividends.* Holders of each authorized class of preferred stock are entitled to receive, when and as declared by The Aimco Board of Directors, out of funds legally available for payment, quarterly cash dividends in the amount per share set forth in the table above under the heading,

Quarterly Dividend Per Share. The dividends are cumulative from the date of original issue, whether or not in any dividend period or periods Aimco declares any dividends or have funds legally available for the payment of such dividend. Holders of preferred stock are not entitled to receive any dividends in excess of cumulative dividends on the preferred stock. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on the preferred stock that may be in arrears.

When dividends are not paid in full upon any class of preferred stock, or a sum sufficient for such payment is not set apart, all dividends declared upon that class of preferred stock and any shares of Parity Stock will be declared ratably in proportion to the respective amounts of dividends accumulated, accrued and unpaid on that class of preferred stock and accumulated, accrued and unpaid on such Parity Stock. Except as set forth in the preceding sentence, unless dividends on each class of preferred stock equal to the full amount of accumulated, accrued and unpaid dividends have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof has been or contemporaneously is set apart for such payment, for all past dividend periods, no dividends may be declared or paid or set apart for payment by Aimco and no other distribution of cash or other property may be declared or made, directly or indirectly, by Aimco with respect to any shares of Parity Stock. Unless dividends equal to the full amount of all accumulated, accrued and unpaid dividends on each class of preferred stock have been declared and paid, or declared and a sum sufficient for the payment thereof has been set apart for such payment, for all past dividend periods, no dividends (other than

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dividends or distributions paid in shares of Junior Stock or options, warrants or rights to subscribe for or purchase shares of Junior Stock) may be declared or paid or set apart for payment by Aimco and no other distribution of cash or other property may be declared or made, directly or indirectly, by Aimco with respect to any shares of Junior Stock, nor may any shares of Junior Stock be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of common stock made for purposes of an employee incentive or benefit plan of Aimco or any subsidiary) for any consideration (or any monies be paid to or made available for a sinking fund for the redemption of any shares of any such stock), directly or indirectly, by Aimco (except by conversion into or exchange for shares of Junior Stock, or options, warrants or rights to subscribe for or purchase shares of Junior Stock), nor shall any other cash or other property be paid or distributed to or for the benefit of holders of shares of Junior Stock. Notwithstanding the foregoing provisions of this paragraph, Aimco is not prohibited from (i) declaring or paying or setting apart for payment any dividend or distribution on any shares of Parity Stock or (ii) redeeming, purchasing or otherwise acquiring any Parity Stock, in each case, if such declaration, payment, redemption, purchase or other acquisition is necessary to maintain Aimco's qualification as a REIT.

**Liquidation Preference.** Upon any voluntary or involuntary liquidation, dissolution or winding up of Aimco, before it makes or sets apart any payment or distribution for the holders of any shares of Junior Stock, the holders of each class of preferred stock are entitled to receive a liquidation preference per share in the amount set forth above under the heading, **Liquidation Preference Per Share**, plus an amount equal to all accumulated, accrued and unpaid dividends (whether or not formed or declared) to the date of final distribution to such holders. Holders of each class of preferred stock are not entitled to any further payment. Until the holders of each class of preferred stock have been paid their respective liquidation preferences in full, plus an amount equal to all accumulated, accrued and unpaid dividends (whether or not earned or declared) to the date of final distribution to such holders, no payment may be made to any holder of Junior Stock upon the liquidation, dissolution or winding up of Aimco. If, upon any liquidation, dissolution or winding up of Aimco, its assets, or proceeds thereof, distributable among the holders of preferred stock are insufficient to pay in full the preference described above for any class of preferred stock and any liquidating payments on any other shares of any class or series of Parity Stock, then such proceeds shall be distributed among the holders of such class of preferred stock and holders of all other shares of any class or series of Parity Stock ratably in the same proportion as the respective amounts that would be payable on such class of preferred stock and any such Parity Stock if all amounts payable thereon were paid in full. A voluntary or involuntary liquidation, dissolution or winding up of Aimco does not include its consolidation or merger with one or more corporations, a sale or transfer of all or substantially all of its assets, or a statutory share exchange. Upon any liquidation, dissolution or winding up of Aimco, after payment shall have been made in full to the holders of preferred stock, any other series or class or classes of Junior Stock shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of each class of preferred stock and any Parity Stock shall not be entitled to share therein.

**Redemption.** Except as described below and in certain limited circumstances, including circumstances relating to maintaining Aimco's ability to qualify as a REIT, Aimco may not redeem the shares of preferred stock. On or after the dates set forth in the table below, Aimco may, at its option, redeem shares of the classes of preferred stock set forth below, in whole or from time to time in part, at a cash redemption price equal to the percentage of the liquidation preference for that class of preferred stock indicated under the heading, **Price**, plus all accumulated, accrued and unpaid dividends, if any, to the date fixed for redemption. The redemption price for each class of non-convertible preferred stock (other than any portion thereof consisting of accumulated, accrued and unpaid dividends) is payable solely with the proceeds from the sale of equity securities by Aimco or Aimco OP (whether or not such sale occurs concurrently with such redemption). For purposes of the preceding sentence, **capital shares** means any common stock, preferred stock, depository shares, partnership or other interests, participations or other ownership interests (however designated) and any rights (other than debt securities convertible into or exchangeable at the option of the holder for equity securities (unless and to the extent such debt securities are subsequently converted into capital stock)) or options to purchase any of the foregoing securities issued by Aimco or Aimco OP.

<b>Class</b>	<b>Date</b>	<b>Price</b>
Class Z Cumulative Preferred Stock	July 29, 2016	100%
Series A Community Reinvestment Act Perpetual Preferred Stock	June 30, 2011	100%

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Except as otherwise described in this information statement/prospectus, none of the authorized classes of preferred stock have any stated maturity or are subject to any sinking fund or mandatory redemption provisions.

*Conversion.* The shares of convertible preferred stock are convertible at any time, at the option of the holder, into a number of shares of Aimco common stock obtained by dividing its liquidation preference (excluding any accumulated, accrued and unpaid dividends) by the conversion price set forth in the table above. In the case of shares called for redemption, conversion rights will terminate at the close of business on the date fixed for such redemption, unless Aimco defaults in making such redemption payment. Each conversion will be deemed to have been effected immediately prior to the close of business on the date on which the holder surrenders certificates representing shares of preferred stock and Aimco receives notice and any applicable instruments of transfer and any required taxes. The conversion will be at the conversion price in effect at such time and on such date unless the stock transfer books of Aimco are closed on that date, in which event such person or persons will be deemed to have become such holder or holders of record at the close of business on the next succeeding day on which such stock transfer books are open, but such conversion will be at the conversion price in effect on the date on which such shares were surrendered and such notice received by Aimco. No fractional shares of Aimco common stock or scrip representing fractions of a share of Aimco common stock will be issued upon conversion of shares of preferred stock. Instead of any fractional interest in a share of Aimco common stock that would otherwise be deliverable upon the conversion of any share of preferred stock, Aimco will pay to the holder of such shares an amount in cash based upon the closing price of the Aimco common stock on the trading day immediately preceding the date of conversion. If more than one share of preferred stock is surrendered for conversion at one time by the same holder, the number of full shares of Aimco common stock issuable upon conversion thereof will be computed on the basis of the aggregate number of shares of preferred stock so converted. Except as otherwise required, Aimco will make no payment or allowance for unpaid dividends, whether or not in arrears, on converted shares or for dividends (other than dividends on the Aimco common stock the record date for which is after the conversion date and which Aimco shall pay in the ordinary course to the record holder as of the record date) on the Aimco common stock issued upon such conversion. Holders of preferred stock at the close of business on a record date for the payment of dividends on the preferred stock will be entitled to receive an amount equal to the dividend payable on such shares on the corresponding dividend payment date notwithstanding the conversion of such shares following such record date.

Each conversion price is subject to adjustment upon the occurrence of certain events, including: (i) if Aimco (A) pays a dividend or makes a distribution on its capital stock in shares of Aimco common stock, (B) subdivides its outstanding common stock into a greater number of shares, (C) combines its outstanding Aimco common stock into a smaller number of shares or (D) issues any shares of capital stock by reclassification of its outstanding common stock; (ii) if Aimco issues rights, options or warrants to holders of common stock entitling them to subscribe for or purchase common stock at a price per share less than the fair market value thereof; and (iii) if Aimco makes a distribution on its common stock other than in cash or shares of common stock.

Conversion of preferred stock will be permitted only to the extent that such conversion would not result in a violation of the ownership restrictions set forth in Aimco's charter.

*Voting Rights.* Holders of shares of the authorized classes of preferred stock do not have any voting rights, except as set forth below and except as otherwise required by applicable law.

If and whenever dividends on any shares of any class of preferred stock or any series or class of Parity Stock are in arrears for six or more quarterly periods, whether or not consecutive, the number of directors then constituting the Aimco Board of Directors will be increased by two, if not already increased by reason of similar types of provisions with respect to shares of Parity Stock of any other class or series which is entitled to similar voting rights (the Voting Preferred Stock), and the holders of shares of that class of preferred stock, together with the holders of shares of all other Voting Preferred Stock then entitled to exercise similar voting rights, voting as a single class regardless of series, will be entitled to vote for the election of the two additional directors of Aimco at any annual meeting of stockholders or at a special meeting of the holders of that class of preferred stock and of the Voting Preferred Stock called for that purpose. Whenever dividends in arrears on outstanding shares of Voting Preferred Stock shall have been paid and dividends thereon for the current quarterly dividend period have been paid or declared and set apart for payment, then the right of the holders of the Voting Preferred Stock to elect the additional two directors shall cease and the terms of office of the directors shall terminate and

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the number of directors constituting the Aimco Board of Directors shall be reduced accordingly. Holders of Class W Cumulative Convertible Preferred Stock, voting as a single class, are also entitled to elect one director of Aimco if and whenever (i) for two consecutive quarterly dividend periods, Aimco fails to pay at least \$0.45 per share in dividends on the Aimco common stock or (ii) Aimco fails to pay a quarterly dividend on that class of preferred stock, whether or not earned or declared.

The affirmative vote or consent of at least  $66\frac{2}{3}\%$  of the votes entitled to be cast by the holders of the outstanding shares of each class of preferred stock and the holders of all other classes or series of Parity Stock entitled to vote on such matters, voting as a single class, will be required to (i) authorize, create, increase the authorized amount of, or issue any shares of any class of Senior Stock or any security convertible into shares of any class of Senior Stock, or (ii) amend, alter or repeal any provision of, or add any provision to, Aimco's charter or by-laws, if such action would materially adversely affect the voting powers, rights or preferences of the holders of that class of preferred stock or, with respect to the Class W Cumulative Convertible Preferred Stock, would convert such preferred stock into cash or any other security other than Preferred Stock with terms and provisions equivalent to those set forth in the articles supplementary for such class of preferred stock (including any amendment, alteration or repeal effected pursuant to a merger, consolidation, or similar transaction); provided, however, that no such vote of the holders of that class of preferred stock shall be required if, at or prior to the time such amendment, alteration or repeal is to take effect or the issuance of any such Senior Stock or convertible security is to be made, as the case may be, provisions are made for the redemption of all outstanding shares of that class of preferred stock. The amendment of or supplement to Aimco's charter to authorize, create, increase or decrease the authorized amount of or to issue Junior Stock, or any shares of any class of Parity Stock shall not be deemed to materially adversely affect the voting powers, rights or preferences of any class of preferred stock.

*Transfer.* For Aimco to qualify as a REIT under the Internal Revenue Code, not more than 50% in value of its outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities) during the last half of a taxable year and the shares of Aimco common stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year. Because the Aimco board of directors believes that it is essential for Aimco to meet the REIT Requirements, the Aimco Board of Directors has adopted, and the stockholders have approved, provisions of Aimco's charter restricting the acquisition of shares of common stock.

Subject to specific exceptions specified in Aimco's charter, no holder may own, or be deemed to own by virtue of various attribution and constructive ownership provisions of the Internal Revenue Code and Rule 13d-3 under the Exchange Act, more than 8.7% (or 15% in the case of specific pension trusts described in the Internal Revenue Code, investment companies registered under the Investment Company Act of 1940, as amended, and Mr. Considine) of the outstanding shares of Aimco common stock (the Ownership Limit). The Aimco Board of Directors may waive the Ownership Limit if evidence satisfactory to the Aimco Board of Directors and Aimco's tax counsel is presented that such ownership will not then or in the future jeopardize Aimco's status as a REIT. However, in no event may such holder's direct or indirect ownership of Aimco common stock exceed 12% of the total outstanding shares of Aimco common stock. As a condition of such waiver, the Aimco Board of Directors may require opinions of counsel satisfactory to it and/or an undertaking from the applicant with respect to preserving the REIT status of Aimco. The foregoing restrictions on transferability and ownership will not apply if the Aimco Board of Directors determines that it is no longer in the best interests of Aimco to attempt to qualify, or to continue to qualify as a REIT and a resolution terminating Aimco's status as a REIT and amending Aimco's charter to remove the foregoing restrictions is duly adopted by the Aimco Board of Directors and a majority of Aimco's stockholders. If shares of Aimco common stock in excess of the Ownership Limit, or shares of Aimco common stock which would cause the REIT to be beneficially owned by fewer than 100 persons, or which would result in Aimco being closely held, within the meaning of Section 856(h) of the Internal Revenue Code, or which would otherwise result in Aimco failing to qualify as a REIT, are issued or transferred to any person, such issuance or transfer shall be null and void to the intended transferee, and the intended transferee would acquire no rights to the stock. Shares of Aimco common stock transferred in excess of the Ownership Limit or other applicable limitations will automatically be transferred to a trust for the exclusive benefit of one or more qualifying charitable organizations to be designated by Aimco. Shares transferred to such trust will remain outstanding, and the trustee of the trust will have all voting and dividend rights pertaining to such shares. The

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trustee of such trust may transfer such shares to a person whose ownership of such shares does not violate the Ownership Limit or other applicable limitation. Upon a sale of such shares by the trustee, the interest of the charitable beneficiary will terminate, and the sales proceeds would be paid, first, to the original intended transferee, to the extent of the lesser of (a) such transferee's original purchase price (or the original market value of such shares if purportedly acquired by gift or devise) and (b) the price received by the trustee, and, second, any remainder to the charitable beneficiary. In addition, shares of stock held in such trust are purchasable by Aimco for a 90 day period at a price equal to the lesser of the price paid for the stock by the original intended transferee (or the original market value of such shares if purportedly acquired by gift or devise) and the market price for the stock on the date that Aimco determines to purchase the stock. The 90 day period commences on the date of the violative transfer or the date that the Aimco Board of Directors determines in good faith that a violative transfer has occurred, whichever is later. All certificates representing shares of Aimco common stock bear a legend referring to the restrictions described above.

All persons who own, directly or by virtue of the attribution provisions of the Internal Revenue Code and Rule 13d-3 under the Exchange Act, more than a specified percentage of the outstanding shares of Aimco common stock must file an affidavit with Aimco containing the information specified in Aimco's charter within 30 days after January 1 of each year. In addition, each stockholder shall upon demand be required to disclose to Aimco in writing such information with respect to the direct, indirect and constructive ownership of shares as the Aimco Board of Directors deems necessary to comply with the provisions of the Internal Revenue Code applicable to a REIT or to comply with the requirements of any taxing authority or governmental agency.

The ownership limitations may have the effect of precluding acquisition of control of Aimco by specific parties unless the Aimco Board of Directors determines that maintenance of REIT status is no longer in the best interests of Aimco.



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**COMPARISON OF AIMCO OP UNITS AND AIMCO COMMON STOCK**

Set forth below is a comparison of the OP Units to the Aimco common stock.

<b>OP Units</b>	<b>Common Stock</b>
<b>Nature of Investment</b>	
The OP Units constitute equity interests entitling each holder to his or her pro rata share of cash distributions made from Available Cash (as such term is defined in the Aimco OP partnership agreement) to the partners of Aimco OP, a Delaware limited partnership.	The Aimco common stock constitutes equity interests in Aimco, a Maryland corporation.
<b>Voting Rights</b>	
Under the Aimco OP partnership agreement, limited partners have voting rights only with respect to certain limited matters such as certain amendments of the partnership agreement and certain transactions such as the institution of bankruptcy proceedings, an assignment for the benefit of creditors and certain transfers by the general partner of its interest in Aimco OP or the admission of a successor general partner.	Each outstanding share of Aimco common stock entitles the holder thereof to one vote on all matters submitted to stockholders for a vote, including the election of directors. Holders of Aimco common stock have the right to vote on, among other things, a merger of Aimco, amendments to the Aimco charter and the dissolution of Aimco. Certain amendments to the Aimco charter require the affirmative vote of not less than two-thirds of votes entitled to be cast on the matter. The Aimco charter permits the Aimco Board of Directors to classify and issue capital stock in one or more series having voting power which may differ from that of the common stock. Under Maryland law, a consolidation, merger, share exchange or transfer of all or substantially all of the assets of Aimco requires the affirmative vote of not less than two-thirds of all of the votes entitled to be cast on the matter. With respect to each of these transactions, only the holders of common stock are entitled to vote on the matters. No approval of the stockholders is required for the sale of less than all or substantially all of Aimco's assets. Maryland law provides that the Aimco Board of Directors must obtain the affirmative vote of at least two-thirds of the votes entitled to be cast on the matter in order to dissolve Aimco. Only the holders of Aimco common stock are entitled to vote on Aimco's dissolution.
<b>Distributions/Dividends</b>	
Subject to the rights of holders of any outstanding partnership preferred units, the Aimco OP partnership agreement requires the general partner to cause Aimco OP to distribute quarterly all, or such portion as the general partner may in its sole and absolute discretion determine, of Available Cash (as such term is defined in the partnership agreement) generated by Aimco OP during such quarter to the general partner, the Special Limited Partner and the holders of OP Units and HPUs on the record date established by the general partner with respect to such quarter, in accordance with their respective interests in Aimco OP on such record date. Holders of any Partnership Preferred Units currently	Holders of Aimco common stock are entitled to receive dividends when and as declared by the Aimco Board of Directors, out of funds legally available therefor. Under the REIT rules, Aimco is required to distribute dividends (other than capital gain dividends) to its stockholders in an amount at least equal to (A) the sum of (i) 90% of Aimco's REIT taxable income (computed without regard to the dividends paid deduction and Aimco's net capital gain) and (ii) 90% of the net income (after tax), if any, from foreclosure property, minus (B) the sum of certain items of noncash income. See Material United States Federal Income Tax Considerations.

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**OP Units**

issued and which may be issued in the future may have priority over the general partner, the special limited partner and holders of OP Units and HPUs with respect to distributions of Available Cash, distributions upon liquidation or other distributions. See Description of Aimco OP Units; Summary of Aimco OP Partnership Agreement Distributions. The general partner in its sole and absolute discretion may distribute to the holders of OP Units and HPUs Available Cash on a more frequent basis and provide for an appropriate record date. The partnership agreement requires the general partner to take such reasonable efforts, as determined by it in its sole and absolute discretion and consistent with the REIT Requirements, to cause Aimco OP to distribute sufficient amounts to enable the general partner to transfer funds to Aimco and enable Aimco to pay stockholder dividends that will (i) satisfy the requirements for qualifying as a REIT under the Internal Revenue Code, and the Treasury Regulations and (ii) avoid any U.S. federal income or excise tax liability of Aimco. See Description of Aimco OP Units; Summary of Aimco OP Partnership Agreement Distributions.

**Common Stock**

**Liquidity and Transferability/Redemption**

There is no public market for the OP Units and the OP Units are not listed on any securities exchange.

The Aimco common stock is transferable subject to the Ownership Limit set forth in the Aimco charter. The Aimco common stock is listed on the NYSE.

Under the Aimco OP partnership agreement, until the expiration of one year from the date on which a holder acquired OP Units, subject to certain exceptions, such OP Unitholder may not transfer all or any portion of its OP Units to any transferee without the consent of the general partner, which consent may be withheld in its sole and absolute discretion. After the expiration of one year, such OP Unitholder has the right to transfer all or any portion of its OP Units to any person, subject to the satisfaction of certain conditions specified in the partnership agreement, including the general partner's right of first refusal. See Description of Aimco OP Units; Summary of Aimco OP Partnership Agreement Transfers and Withdrawals. After the first anniversary of becoming a holder of OP Units, a holder has the right, subject to the terms and conditions of the partnership agreement, to require Aimco OP to redeem all or a portion of such holder's OP Units in exchange for shares of common stock or a cash amount equal to the value of such shares, as Aimco OP may elect. See Description of Aimco OP Units; Summary of Aimco OP Partnership Agreement Redemption Rights of Qualifying Parties. Upon receipt of a notice of redemption, Aimco OP may, in its sole and absolute discretion but subject to the restrictions on the ownership

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**OP Units**

of common stock imposed under the Aimco charter and the transfer restrictions and other limitations thereof, elect to cause Aimco to acquire some or all of the tendered OP Units in exchange for common stock, based on an exchange ratio of one share of Aimco common stock for each OP Unit, subject to adjustment as provided in the partnership agreement.

**Common Stock**

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**COMPARISON OF CPF XIX LIMITED PARTNERSHIP UNITS AND AIMCO OP UNITS**

The rights of CPF XIX limited partners are currently governed by the Delaware Act and the CPF XIX partnership agreement. The rights of the limited partners of Aimco OP are currently governed by the Delaware Act and the Aimco OP partnership agreement.

The information below highlights a number of the significant differences between CPF XIX Limited Partnership Units and Aimco OP Units. These comparisons are intended to assist CPF XIX limited partners in understanding how their investment will be changed after completion of the merger, if they elect to receive OP Units in lieu of cash with respect to the merger.

**Limited Partnership Units**

**OP Units**

**Nature of Investment**

The Limited Partnership Units constitute equity interests entitling each partner to its pro rata share of distributions to be made to the partners of CPF XIX.

The OP Units constitute equity interests entitling each holder to his or her pro rata share of cash distributions made from Available Cash (as such term is defined in the Aimco OP partnership agreement) to the partners of Aimco OP.

**Voting Rights**

With limited exceptions, under the CPF XIX partnership agreement, upon the vote of a majority of all Limited Partnership Units, the limited partners may (i) remove the general partner, (ii) elect a successor general partner and approve the appointment of a general partner, (iii) vote to dissolve and terminate the partnership, (iv) make amendments to CPF XIX's partnership agreement, (v) extend the term of CPF XIX's partnership agreement, and (vi) vote on certain proposals to enter into a transaction entailing the sale of all or substantially all of CPF XIX's assets. An affiliate of the general partner of CPF XIX currently owns a majority of CPF XIX's limited partnership units. The general partner of CPF XIX may serialize interests without the consent of the limited partners.

Under the Aimco OP partnership agreement, limited partners have voting rights only with respect to certain limited matters such as certain amendments of the partnership agreement and certain transactions such as the institution of bankruptcy proceedings, an assignment for the benefit of creditors and certain transfers by the general partner of its interest in Aimco OP or the admission of a successor general partner. Under the Aimco OP partnership agreement, the general partner has the power to effect the acquisition, sale, transfer, exchange or other disposition of any assets of Aimco OP (including, but not limited to, the exercise or grant of any conversion, option, privilege or subscription right or any other right available in connection with any assets at any time held by Aimco OP) or the merger, consolidation, reorganization or other combination of Aimco OP with or into another entity, all without the consent of the OP Unitholders.

The general partner may cause the dissolution of Aimco OP by an event of withdrawal, as defined in the Delaware Act (including, without limitation, bankruptcy), unless, within 90 days after the withdrawal, holders of a majority in interest, as defined in the Delaware Act, agree in writing, in their sole and absolute discretion, to continue the business of Aimco OP and to the appointment of a successor general partner. The general partner may elect to dissolve Aimco OP in its sole and absolute discretion, with or without the consent of the OP Unitholders. OP Unitholders cannot remove the general partner of Aimco OP with or without cause.

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**Limited Partnership Units**

**OP Units**

**Distributions**

Distributions from operations will be made to the extent deemed available by the general partner. The distributions payable to the partners are not fixed in amount and depend upon the operating results and net sales or refinancing proceeds available from the disposition of CPF XIX's assets.

Subject to the rights of holders of any outstanding partnership preferred units, the Aimco OP partnership agreement requires the general partner to cause Aimco OP to distribute quarterly all, or such portion as the general partner may in its sole and absolute discretion determine, of Available Cash (as such term is defined in the partnership agreement) generated by Aimco OP during such quarter to the general partner, the special limited partner and the holders of OP Units and HPUs on the record date established by the general partner with respect to such quarter, in accordance with their respective interests in Aimco OP on such record date. Holders of any Partnership Preferred Units currently issued and which may be issued in the future may have priority over the general partner, the special limited partner and holders of OP Units and HPUs with respect to distributions of Available Cash, distributions upon liquidation or other distributions. See Description of Aimco OP Units; Summary of Aimco OP Partnership Agreement Distributions. The general partner in its sole and absolute discretion may distribute to the holders of OP Units and HPUs Available Cash on a more frequent basis and provide for an appropriate record date. The partnership agreement requires the general partner to take such reasonable efforts, as determined by it in its sole and absolute discretion and consistent with the REIT requirements, to cause Aimco OP to distribute sufficient amounts to enable the general partner to transfer funds to Aimco and enable Aimco to pay stockholder dividends that will (i) satisfy the requirements for qualifying as a REIT under the Internal Revenue Code, and the Treasury Regulations and (ii) avoid any U.S. federal income or excise tax liability of Aimco. See Description of Aimco OP Units; Summary of Aimco OP Partnership Agreement Distributions.

**Liquidity and Transferability/Redemption**

There is a limited market for the Limited Partnership Units and the Limited Partnership Units are not listed on any securities exchange.

There is no public market for the OP Units and the OP Units are not listed on any securities exchange.

**Table of Contents****Limited Partnership Units**

Under the CPF XIX partnership agreement, holders of Limited Partnership Units may assign one or more whole Limited Partnership Units by a written instrument that is not contrary to any terms of the partnership agreement and that has been executed by the assignor of the Limited Partnership Unit. No assignee of a limited partner's interest may become a substituted limited partner unless (a) a written instrument of assignment covering no less than five Limited Partnership Units, or no less than two Limited Partnership Units if the assignor is an IRA or Keogh Plan, shall have been filed with the partnership, specifying the number of Limited Partnership Units being assigned and setting forth the intention of the assignor that the assignee succeed to assignor's interest as a substituted limited partner, (b) the assignor and assignee execute and acknowledge other instruments that the general partner deems necessary or desirable to effect admission, (c) the written consent of the general partner is obtained, which consent may be withheld in the general partner's sole discretion, and (d) a transfer fee is paid to the partnership sufficient to cover all reasonable expenses, if the general partner has established a policy requiring payment of a fee.

The CPF XIX partnership agreement contains no redemption rights.

Delaware law provides that, except as provided in a partnership agreement, a general partner owes the fiduciary duties of loyalty and care to the partnership and its limited partners. The CPF XIX partnership agreement provides that Fox Partners II, as the general partner, has a fiduciary responsibility for the safekeeping and use of all funds of the partnership, whether or not in Fox Partners II's immediate possession or control, and shall not employ or permit another to employ such funds or assets in any manner except for the exclusive benefit of the partnership. Fox Partners II and its affiliates may acquire units for resale or for investment, for any reason deemed appropriate by Fox Partners II. The CPF XIX partnership agreement limits the liability of Fox Partners II and its affiliates by providing that, except in the case of

**OP Units**

Under the Aimco OP partnership agreement, until the expiration of one year from the date on which a holder acquired OP Units, subject to certain exceptions, such OP Unitholder may not transfer all or any portion of its OP Units to any transferee without the consent of the general partner, which consent may be withheld in its sole and absolute discretion. After the expiration of one year, such OP Unitholder has the right to transfer all or any portion of its OP Units to any person, subject to the satisfaction of certain conditions specified in the partnership agreement, including the general partner's right of first refusal. See Description of Aimco OP Units; Summary of Aimco OP Partnership Agreement Transfers and Withdrawals. After the first anniversary of becoming a holder of OP Units, a holder has the right, subject to the terms and conditions of the partnership agreement, to require Aimco OP to redeem all or a portion of such holder's OP Units in exchange for shares of common stock or a cash amount equal to the value of such shares, as Aimco OP may elect. See Description of Aimco OP Units; Summary of Aimco OP Partnership Agreement Redemption Rights of Qualifying Parties. Upon receipt of a notice of redemption, Aimco OP may, in its sole and absolute discretion but subject to the restrictions on the ownership of common stock imposed under the Aimco charter and the transfer restrictions and other limitations thereof, elect to cause Aimco to acquire some or all of the tendered OP Units in exchange for common stock, based on an exchange ratio of one share of Aimco common stock for each OP Unit, subject to adjustment as provided in the partnership agreement.

**Fiduciary Duty**

Delaware law provides that, except as provided in a partnership agreement, a general partner owes the fiduciary duties of loyalty and care to the partnership and its limited partners. The Aimco OP partnership agreement expressly authorizes the general partner to enter into, on behalf of Aimco OP, a right of first opportunity arrangement and other conflict avoidance agreements with various affiliates of Aimco OP and the general partner, on such terms as the general partner, in its sole and absolute discretion, believes are advisable. The Aimco OP partnership agreement expressly limits the liability of the general partner by providing that the general partner, and its officers and directors, will not be liable or accountable in damages to Aimco OP, the limited partners or assignees for errors in judgment or mistakes of fact or law or of any

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**Limited Partnership Units**

negligence or misconduct, Fox Partners II and its affiliates or agents acting on their behalf will not be liable, responsible or accountable in damages or otherwise to CPF XIX or to any of the limited partners for the doing of any act or the failure to do any act, the effect of which may cause or result in loss or damage to CPF XIX, if done in good faith to promote the best interests of CPF XIX.

CPF XIX is engaged in the business of operating and holding real estate properties for investment. In general, Fox Partners II, as the general partner, regularly evaluates CPF XIX's properties by considering various factors, such as the partnership's financial position and real estate and capital markets conditions. Fox Partners II monitors a property's specific locale and sub-market conditions (including stability of the surrounding neighborhood), evaluating current trends, competition, new construction and economic changes. It oversees the operating performance of the property and evaluates the physical improvement requirements. In addition, the financing structure for the property (including any prepayment penalties), tax implications, availability of attractive mortgage financing to a purchaser, and the investment climate are all considered. Any of these factors, and possibly others, could potentially contribute to any decision by Fox Partners II to sell, refinance, upgrade with capital improvements or hold a partnership property.

**Investment Policy**

Aimco OP was formed to engage in the acquisition, ownership, management and redevelopment of apartment properties. Although it holds all of its properties for investment, Aimco OP may sell properties when they do not meet its investment criteria or are located in areas that it believes do not justify a continued investment when compared to alternative uses for capital. Its portfolio management strategy includes property acquisitions and dispositions to concentrate its portfolio in its target markets. It may market for sale certain properties that are inconsistent with this long-term investment strategy. Additionally, from time to time, Aimco OP may market certain properties that are consistent with this strategy but offer attractive returns. Aimco OP may use its share of the net proceeds from such dispositions to, among other things, reduce debt, fund capital expenditures on existing assets, fund acquisitions, and for other operating needs and corporate purposes.

**OP Units**

act or omission if the general partner or such director or officer acted in good faith.

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### **Compensation and Distributions**

*CPF XIX.* CPF XIX has no employees and depends on Fox Partners II, CPF XIX's general partner, and its affiliates for the management and administration of all partnership activities. Pursuant to the CPF XIX partnership agreement, Fox Partners II and its affiliates receive 5% of gross receipts from all of CPF XIX's properties as compensation for providing property management services, and Fox Partners II and its affiliates receive certain payments for other services and reimbursement of certain expenses incurred on behalf of CPF XIX.

In addition, under the CPF XIX partnership agreement, Cash Available for Distribution (as defined in the CPF XIX partnership agreement), to the extent deemed available by Fox Partners II for distribution, is distributed as follows: ninety-eight percent to the limited partners and two percent to Fox Partners II, as the general partner.

A description of the compensation paid to Fox Partners II, as CPF XIX's general partner, and its affiliates during the years ended December 31, 2012 and 2011 can be found under the heading "Information About Century Properties Fund XIX - Certain Relationships and Related Transactions" in this information statement/prospectus. In addition, for more information, see "Note D - Transactions with Affiliated Parties" in the notes to the consolidated financial statements appearing in CPF XIX's Annual Report on Form 10-K for the year ended December 31, 2012, which is included as Annex E to this information statement/prospectus.

*Aimco OP.* The Aimco OP partnership agreement provides that Aimco OP's general partner shall not be compensated for its services as a general partner, other than the compensation it receives with respect to distributions and allocations in accordance with the partnership agreement. Subject to certain provisions of the partnership agreement, Aimco OP will reimburse the general partner for all sums expended in connection with the partnership's business.

In addition, subject to the rights of holders of any outstanding preferred OP Units, the Aimco OP partnership agreement requires the general partner to cause Aimco OP to distribute quarterly all, or such portion of, as the general partner may in its sole and absolute discretion determine, Available Cash (as such term is defined in the partnership agreement) generated by Aimco OP during such quarter to the general partner, the special limited partner and the holders of common OP Units and HPUs on the record date established by the general partner with respect to such quarter, in accordance with their respective interests in Aimco OP on such record date. The partnership agreement requires the general partner to take such reasonable efforts, as determined by it in its sole and absolute discretion and consistent with the REIT Requirements, to cause Aimco OP to distribute sufficient amounts to enable the general partner to transfer funds to Aimco and enable Aimco to pay stockholder dividends that will (i) satisfy the requirements for qualifying as a REIT under the Internal Revenue Code and the Treasury Regulations and (ii) avoid any U.S. federal income or excise tax liability of Aimco.



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**MATERIAL UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS**

The following is a summary of the material U.S. federal income tax consequences of the merger and the material U.S. federal income tax considerations related to an investment in Aimco OP Units and Aimco stock. This discussion is based upon the Internal Revenue Code, Treasury Regulations, rulings issued by the IRS, and judicial decisions, all in effect as of the date of this information statement/prospectus and all of which are subject to change or differing interpretations, possibly with retroactive effect. This summary is also based on the assumption that the operation of Aimco, Aimco OP and the limited liability companies and limited partnerships in which they own controlling interests (collectively, the Subsidiary Partnerships ) and any affiliated entities will be in accordance with their respective organizational documents and partnership agreements. This summary is for general information only and does not purport to discuss all aspects of U.S. federal income taxation which may be important to a particular investor.

This summary assumes that investors will hold their OP Units and Aimco stock as capital assets (generally, property held for investment). Except to the extent provided below, this summary is not directed to investors subject to special tax rules, such as:

banks or other financial institutions;

broker-dealers;

regulated investment companies;

holders that receive Aimco stock through the exercise of stock options or otherwise as compensation;

insurance companies;

persons holding Aimco stock as part of a straddle, hedge, conversion transaction, synthetic security or other integrated investment; and, except to the extent discussed below:

tax-exempt organizations;

and foreign investors.

No advance ruling from the IRS has been or will be sought regarding the tax status of Aimco or Aimco OP, or the tax consequences relating to Aimco or Aimco OP of an investment in OP Units or Aimco stock. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax consequences set forth below.

THE U.S. FEDERAL INCOME TAX TREATMENT OF A PARTICULAR HOLDER DEPENDS UPON DETERMINATIONS OF FACT AND INTERPRETATIONS OF COMPLEX PROVISIONS OF UNITED STATES FEDERAL INCOME TAX LAW FOR WHICH NO CLEAR PRECEDENT OR AUTHORITY MAY BE AVAILABLE. ACCORDINGLY, EACH HOLDER IS URGED TO CONSULT ITS TAX ADVISOR REGARDING THE FEDERAL, STATE, LOCAL, AND FOREIGN TAX CONSEQUENCES OF THE MERGER, OF ACQUIRING, HOLDING, EXCHANGING, OR OTHERWISE DISPOSING OF OP UNITS AND AIMCO STOCK, AND OF AIMCO'S ELECTION TO BE SUBJECT TO TAX, FOR U.S. FEDERAL INCOME TAX PURPOSES, AS A REAL ESTATE INVESTMENT TRUST.

**Federal Income Tax Opinion**

## Edgar Filing: APARTMENT INVESTMENT & MANAGEMENT CO - Form 424B3

Alston & Bird LLP has acted as Aimco and Aimco OP's counsel in connection with the merger. Alston & Bird LLP has also issued an opinion regarding the material U.S. federal income tax consequences of the merger summarized below under United States Federal Income Tax Consequences Relating to the Merger. The opinion is expressed as of the date issued. Alston & Bird LLP will have no obligation to advise Aimco, Aimco OP or the limited partners of any subsequent change in the matters stated, represented or assumed, or of any subsequent change in the applicable law. Each investor should be aware that opinions of counsel are not binding on the IRS, and no assurance can be given that the IRS will not challenge the conclusions set forth in such opinions.

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The opinion is not included as an appendix to this information statement/prospectus, but has been filed as an exhibit to the registration statement filed with the SEC. Aimco will provide a copy of the opinion, without charge, if an investor (or an investor's representative who has been so designated in writing) makes a written request at the address set forth herein under "Where You Can Find Additional Information."

### **United States Federal Income Tax Consequences Relating to the Merger**

#### ***Tax Consequences of Exchanging Limited Partnership Units Solely for Cash***

For U.S. federal income tax purposes, any payment of cash for Limited Partnership Units will be treated as a sale of such Limited Partnership Units by such holder.

If a holder of Limited Partnership Units exchanges such units for cash, such holder will recognize gain or loss on the exchange of his units equal to the difference between (i) such holder's amount realized on the exchange and (ii) such holder's adjusted tax basis in the Limited Partnership Units exchanged. The amount realized with respect to a Limited Partnership Unit will be equal to the sum of the amount of cash such holder receives for his units plus the amount of liabilities of CPF XIX allocable to such Limited Partnership Units as determined under section 752 of the Internal Revenue Code.

#### ***Tax Consequences of Exchanging Limited Partnership Units Solely for OP Units***

For U.S. federal income tax purposes, a holder of Limited Partnership Units receiving OP Units in the merger will be treated as receiving the OP Units pursuant to a contribution of such units to Aimco OP. Except to the extent described below, a holder receiving OP Units in the merger will not recognize gain or loss on the transaction.

If a holder of Limited Partnership Units receives solely OP Units in the merger, such holder generally will not recognize gain or loss. If, immediately prior to the merger, the amount of liabilities of CPF XIX allocable to such holder's Limited Partnership Units exceeds the amount of the Aimco OP partnership liabilities allocable to such holder immediately after the merger, the excess will be treated as a deemed distribution of cash to such holder. This deemed cash distribution will be treated as a return of capital to the extent of such holder's adjusted tax basis in his CPF XIX Limited Partnership Units exchanged, which is not subject to tax, and thereafter as taxable gain. If such holder exercises his redemption rights with respect to the OP Units within the two year period beginning on the date of the merger, please see the discussion below under "Taxation of Aimco OP and OP Unitholders - Disguised Sale Rules."

### **Taxation of Aimco OP and OP Unitholders**

#### ***Partnership Status***

Aimco believes that Aimco OP is classified as a partnership, and not as an association or a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes. If Aimco OP were treated as an association or a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes, material adverse consequences to the partners would result. Moreover, in such case, a holder of CPF XIX Limited Partnership Units receiving OP Units in the merger would be required to recognize gain or loss on the transaction. In addition, classification of Aimco OP as an association or publicly traded partnership taxable as a corporation would also result in the termination of Aimco's status as a REIT for U.S. federal income tax purposes, which would have a material adverse impact on Aimco and its shareholders. See

"Taxation of Aimco and Aimco Stockholders - Tax Aspects of Aimco's Investments in Partnerships." This discussion assumes that Aimco OP is, and will continue to be, classified and taxed as a partnership for U.S. federal income tax purposes.

#### ***Taxation of OP Unitholders***

In general, a partnership is treated as a pass-through entity for U.S. federal income tax purposes and is not itself subject to U.S. federal income taxation. Each partner of a partnership, however, is subject to tax on his allocable share of partnership tax items, including partnership income, gains, losses, deductions, and expenses

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( Partnership Tax Items ) for each taxable year of the partnership ending within or with such taxable year of the partner, regardless of whether he receives any actual distributions from the partnership during the taxable year. Generally, the characterization of any particular Partnership Tax Item is determined at the partnership, rather than at the partner level, and the amount of a partner's allocable share of such item is governed by the terms of the partnership agreement. An OP unitholder's allocable share of Aimco OP's taxable income may exceed the cash distributions to the OP unitholder for any year if Aimco OP retains its profits rather than distributing them.

***Allocations of Aimco OP Profits and Losses***

For U.S. federal income tax purposes, an OP unitholder's allocable share of Aimco OP's Partnership Tax Items will be determined by Aimco OP's partnership agreement, provided such allocations either have substantial economic effect or are determined to be in accordance with the OP unitholder's interests in Aimco OP. If the allocations provided by Aimco OP's partnership agreement were successfully challenged by the IRS, the redetermination of the allocations to a particular OP unitholder for U.S. federal income tax purposes may be less favorable than the allocation set forth in Aimco OP's partnership agreement.

***Tax Basis of a Partnership Interest***

A partner's adjusted tax basis in his partnership interest is relevant, among other things, for determining (i) gain or loss upon a taxable disposition of his partnership interest, (ii) gain upon the receipt of partnership distributions, and (iii) the limitations imposed on the use of partnership deductions and losses allocable to such partner. Generally, the adjusted tax basis of an OP unitholder's interest in Aimco OP is equal to the sum of the adjusted tax basis of the property contributed by the OP unitholder to Aimco OP in exchange for an interest in Aimco OP and the amount of cash, if any, contributed by the OP unitholder to Aimco OP, increased by the OP unitholder's allocable share of Aimco OP (a) partnership income and gains and (B) partnership liabilities. The OP unitholder's adjusted tax basis will be reduced, but not below zero, by (a) the OP unitholder's allocable share of Aimco OP partnership distributions, deductions, and losses, and (b) the OP unitholder's liabilities assumed by Aimco OP and the OP unitholder's allocable share of any reduction in Aimco OP partnership liabilities.

***Cash Distributions***

Cash distributions received from a partnership do not necessarily correlate with income earned by the partnership as determined for U.S. federal income tax purposes. Thus, an OP unitholder's U.S. federal income tax liability in respect of his allocable share of Aimco OP taxable income for a particular taxable year may exceed the amount of cash, if any, received by the OP unitholder from Aimco OP during such year.

If cash distributions, including a deemed cash distribution as discussed below, received by an OP Unitholder in any taxable year exceed his allocable share of Aimco OP taxable income for the year, the excess will generally constitute, for U.S. federal income tax purposes, a return of capital to the extent of such OP Unitholder's adjusted tax basis in his Aimco OP interest. Such return of capital will not be includible in the taxable income of the OP Unitholder, for U.S. federal income tax purposes, but it will reduce, but not below zero, the adjusted tax basis of Aimco OP interests held by the OP Unitholder. If an OP Unitholder's tax basis in his Aimco OP interest is reduced to zero, a subsequent cash distribution received by the OP Unitholder will be subject to tax as capital gain and/or ordinary income, but only if, and to the extent that, such distribution exceeds the subsequent positive adjustments, if any, to the tax basis of the OP Unitholder's Aimco OP interest as determined at the end of the taxable year during which such distribution is received. A decrease in an OP Unitholder's allocable share of Aimco OP liabilities resulting from the payment or other settlement, or reallocation of such liabilities is generally treated, for U.S. federal income tax purposes, as a deemed cash distribution. A decrease in an OP Unitholder's percentage interest in Aimco OP because of the issuance by Aimco OP of additional OP Units or otherwise, may decrease an OP Unitholder's share of nonrecourse liabilities of Aimco OP and thus, may result in a corresponding deemed distribution of cash. A deemed distribution of cash resulting from the payment, settlement, or other reduction or reallocation of Aimco OP liabilities formerly allocated to an OP Unitholder will result in taxable gain to such OP Unitholder to the extent such deemed distribution of cash exceeds the OP Unitholder's basis in his OP Units.

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A non-pro rata distribution (or deemed distribution) of money or property may result in ordinary income to an OP Unitholder, regardless of such OP Unitholder's tax basis in his OP Units, if the distribution reduces such OP Unitholder's share of Aimco OP's unrealized receivables. Unrealized receivables include amounts attributable to previously claimed depreciation deductions on certain types of property. To the extent that such a reduction in an OP Unitholder's share of unrealized receivables occurs, Aimco OP will be deemed to have distributed a proportionate share of the unrealized receivables to the OP Unitholder followed by a deemed exchange of such assets with Aimco OP in return for the non-pro rata portion of the actual distribution made to such OP Unitholder. This deemed exchange will generally result in the realization of ordinary income by the OP Unitholder. Such income will equal the excess of (i) the non-pro rata portion of such distribution over (ii) the OP Unitholder's tax basis in such OP Unitholder's share of such unrealized receivables deemed relinquished in the exchange.

***Tax Consequences Relating To Contributed Assets***

If an investor contributes property to Aimco OP in exchange for OP Units, and the adjusted tax basis of such property differs from its fair market value, Partnership Tax Items must be allocated in a manner such that the contributing partner, over the life of Aimco OP, is charged with, or benefits from, the unrealized gain or unrealized loss associated with such property at the time of the contribution. This may result in a tax liability without a corresponding receipt of cash. Where a partner contributes cash to a partnership that holds appreciated property, Treasury Regulations provide for a similar allocation of such items to the other partners. For example, these rules may apply to a contribution by Aimco to Aimco OP of cash proceeds received by Aimco from the offering of its stock. Such allocations are solely for U.S. federal income tax purposes and do not affect the book capital accounts or other economic or legal arrangements among the OP Unitholders. The general purpose underlying this provision is to specially allocate certain Partnership Tax Items in order to place both the noncontributing and contributing partners in the same tax position that they would have been in had the contributing partner contributed property with an adjusted tax basis equal to its fair market value. Treasury Regulations provide Aimco OP with several alternative methods and allow Aimco OP to adopt any other reasonable method to make allocations to reduce or eliminate these book-tax differences. The general partner, in its sole and absolute discretion and in a manner consistent with Treasury Regulations, will select and adopt a method of allocating Partnership Tax Items for purposes of eliminating such disparities. The method selected by Aimco OP in its sole discretion could cause those CPF XIX limited partners that receive OP Units in connection with the merger to incur a tax liability without a corresponding receipt of cash. Each prospective investor is urged to consult his tax advisor regarding the tax consequences of any special allocations of Partnership Tax Items resulting from the contribution of property to Aimco OP.

***Disguised Sale Rules***

Generally, section 721 of the Internal Revenue Code provides that neither the contributing partner nor Aimco OP will recognize a gain or loss, for U.S. federal income tax purposes, upon a contribution of property to Aimco OP solely in exchange for OP Units. If, however, in connection with such a contribution of property, the investor receives, or is deemed to receive, cash or other consideration in addition to OP Units, the receipt or deemed receipt of such cash or other consideration may be treated as part of a disguised sale. In that case, the investor would be treated as having sold, in a taxable transaction, a portion of the contributed property to Aimco OP in exchange for such cash or other consideration; the balance of the contributed property would, however, remain subject to the tax-free contribution treatment described above.

The disguised sale rules further provide that, unless certain exceptions apply (including exceptions that apply to distributions of operating cash flow), transfers of money or other property between a partnership and a partner that are made within two years of each other must be reported to the IRS and are presumed to be a disguised sale unless the facts and circumstances clearly establish that the transfers do not constitute a sale. The disguised sale rules may also apply, and give rise to taxable income without a corresponding receipt of cash where, for example, a partner contributes property to Aimco OP subject to one or more liabilities or where liabilities are assumed or paid by Aimco OP. If the disguised sale rules apply, all or a portion of the liabilities associated with the contributed property may be treated as consideration received by the contributing partner in a sale of the property to Aimco OP. The disguised sale rules also may apply if, for example, the issuance of

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OP Units to CPF XIX limited partners in connection with the merger is integrated with any other acquisition between Aimco and any OP unitholder or any related party. For example, the IRS may assert that any redemption or exchange for several years between Aimco OP and any OP unitholder who receives OP Units in the merger constitutes an integrated disguised sale that may result in taxation (without receipt of cash) for such OP unitholders. No assurances can be given that the IRS would not be successful in such an assertion. Each prospective investor is urged to consult his tax advisor regarding the application of the disguised sale rules.

***Limitations On Deductibility Of Losses***

***Basis Limitation.*** To the extent that an OP Unitholder's allocable share of Aimco OP partnership deductions and losses exceeds his adjusted tax basis in his Aimco OP interest at the end of the taxable year in which the losses and deductions flow through, the excess losses and deductions cannot be utilized, for U.S. federal income tax purposes, by the OP Unitholder in such year. The excess losses and deductions may, however, be utilized in the first succeeding taxable year in which, and to the extent that, there is an increase in the tax basis of the Aimco OP interest held by such OP Unitholder, but only to the extent permitted under the at risk and passive activity loss rules discussed below.

***At Risk Limitation.*** Under the at risk rules of section 465 of the Internal Revenue Code, a noncorporate taxpayer and a closely held corporate taxpayer are generally not permitted to claim a deduction, for U.S. federal income tax purposes, in respect of a loss from an activity, whether conducted directly by the taxpayer or through an investment in a partnership, to the extent that the loss exceeds the aggregate dollar amount which the taxpayer has at risk in such activity at the close of the taxable year. To the extent that losses are not permitted to be used in any taxable year, such losses may be carried over to subsequent taxable years and may be claimed as a deduction by the taxpayer if, and to the extent that, the amount which the taxpayer has at risk is increased. Provided certain requirements are met, a taxpayer is considered at risk for the taxpayer's share of any nonrecourse financing secured by real property where the real property is used in the taxpayer's activity of holding real property; the holding of an OP Unit generally would constitute such an activity.

***Passive Activity Loss Limitation.*** The passive activity loss rules of section 469 of the Internal Revenue Code limit the use of losses derived from passive activities, which generally includes an investment in limited partnership interests such as the OP Units. If an investment in an OP Unit is treated as a passive activity, an OP Unitholder who is an individual investor, as well as certain other types of investors, would not be able to use losses from Aimco OP to offset nonpassive activity income, including salary, business income, and portfolio income (e.g., dividends, interest, royalties, and gain on the disposition of portfolio investments) received during the taxable year. Passive activity losses that are disallowed for a particular taxable year may, however, be carried forward to offset passive activity income earned by the OP Unitholder in future taxable years. In addition, such disallowed losses may be claimed as a deduction, subject to the basis and at risk limitations discussed above, upon a taxable disposition of an OP Unitholder's entire interest in Aimco OP, regardless of whether such OP Unitholder has received any passive activity income during the year of disposition.

If Aimco OP were characterized as a publicly traded partnership, each OP Unitholder would be required to treat any loss derived from Aimco OP separately from any income or loss derived from any other publicly traded partnership, as well as from income or loss derived from other passive activities. In such case, any net losses or credits attributable to Aimco OP which are carried forward may only be offset against future income of Aimco OP. Moreover, unlike other passive activity losses, suspended losses attributable to Aimco OP would only be allowed upon the complete disposition of the OP Unitholder's entire interest in Aimco OP.

***Section 754 Election***

Aimco OP has made the election permitted by section 754 of the Internal Revenue Code. Such election is irrevocable without the consent of the IRS. The election will generally permit a purchaser of OP Units, such as Aimco when it acquires OP Units from OP Unitholders, to adjust its share of the basis in Aimco OP's properties pursuant to section 743(b) of the Internal Revenue Code to fair market value (as reflected by the value of consideration paid for the OP Units), as if such purchaser had acquired a direct interest in Aimco OP's assets. The section 743(b) adjustment is attributed solely to a purchaser of OP Units and is not added to the bases of Aimco OP's assets associated with all of the OP Unitholders in Aimco OP.

**Table of Contents*****Depreciation***

Section 168(i)(7) of the Internal Revenue Code provides that in the case of property transferred to a partnership in a section 721 transaction, the transferee shall be treated as the transferor for purposes of computing the depreciation deduction with respect to so much of the basis in the hands of the transferee as does not exceed the adjusted basis in the hands of the transferor. The effect of this rule would be to continue the historic basis, placed in service dates and methods with respect to the depreciation of any properties contributed to Aimco OP in exchange for OP Units. However, an acquirer of OP Units that obtains a section 743(b) adjustment by reason of such acquisition (see Section 754 Election, above) generally will be allowed depreciation with respect to such adjustment beginning as of the date of the exchange as if it were new property placed in service as of that date.

***Sale, Redemption, Exchange or Abandonment of OP Units***

An OP Unitholder will recognize a gain or loss upon a sale of an OP Unit, a redemption of an OP Unit for cash, an exchange of an OP Unit for shares of common stock or other taxable disposition of an OP Unit. Gain or loss recognized upon a sale or exchange of an OP Unit will be equal to the difference between (i) the amount realized in the transaction (i.e., the sum of the cash and the fair market value of any property received for the OP Unit plus the amount of Aimco OP liabilities allocable to the OP Unit at such time) and (ii) the OP Unitholder's tax basis in the OP Unit disposed of, which tax basis will be adjusted for the OP Unitholder's allocable share of Aimco OP's income or loss for the taxable year of the disposition. The tax liability resulting from the gain recognized on a disposition of an OP Unit could exceed the amount of cash and the fair market value of property received.

If Aimco OP redeems less than all of an OP Unitholder's OP Units, the OP Unitholder would recognize taxable gain only to the extent that the cash, plus the amount of Aimco OP liabilities allocable to the redeemed OP Units, exceeded the OP Unitholder's adjusted tax basis in all of such OP Unitholder's OP Units immediately before the redemption.

Capital gains recognized by individuals and certain other noncorporate taxpayers upon the sale or disposition of an OP Unit will be subject to taxation at long-term capital gains rates if the OP Unit is held for more than 12 months and will be taxed at ordinary income tax rates if the OP Unit is held for 12 months or less. Generally, gain or loss recognized by an OP Unitholder on the sale or other taxable disposition of an OP Unit will be taxable as capital gain or loss. However, to the extent that the amount realized upon the sale or other taxable disposition of an OP Unit attributable to an OP Unitholder's share of unrealized receivables of Aimco OP exceeds the basis attributable to those assets, such excess will be treated as ordinary income. In addition, the maximum U.S. federal income tax rate for net capital gains attributable to the sale of depreciable real property (which may be determined to include an interest in a partnership such as Aimco OP) held for more than 12 months is currently 25% (rather than 20%) to the extent of previously claimed depreciation deductions that would not be treated as unrealized receivables. See also Disguised Sale Rules above for sales integrated with the contribution of property for OP Units.

The law is currently uncertain regarding the treatment of an abandoned interest in a partnership, and whether an abandonment gives rise to a deductible loss is a question of fact. Prospective investors are urged to consult their tax advisors regarding the application, effect and method of abandoning an interest in an OP Unit.

***Alternative Minimum Tax***

The Internal Revenue Code contains different sets of minimum tax rules applicable to corporate and noncorporate investors. The discussion below relates only to the alternative minimum tax applicable to noncorporate taxpayers. Accordingly, corporate investors should consult with their tax advisors with respect to the effect of the corporate minimum tax provisions that may be applicable to them. Noncorporate taxpayers are subject to an alternative minimum tax to the extent the tentative minimum tax exceeds the regular income tax otherwise payable. In general, alternative minimum taxable income (AMTI) consists of the taxpayer's taxable income, determined with certain adjustments, plus his items of tax preference. For example, alternative minimum taxable income is calculated using an alternative cost recovery (depreciation) system that is not as favorable as

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the methods provided for under section 168 of the Internal Revenue Code which Aimco OP will use in computing its income for regular U.S. federal income tax purposes. Accordingly, an OP Unitholder's AMTI derived from Aimco OP may be higher than such OP Unitholder's share of Aimco OP's net taxable income. Prospective investors should consult their tax advisors as to the impact of an investment in OP Units on their liability for the alternative minimum tax.

### ***Information Returns and Audit Procedures***

Aimco OP will use all reasonable efforts to furnish to each OP Unitholder as soon as possible after the close of each taxable year of Aimco OP, certain tax information, including a Schedule K-1, which sets forth each OP Unitholder's allocable share of Aimco OP's Partnership Tax Items. In preparing this information the general partner will use various accounting and reporting conventions to determine the respective OP Unitholder's allocable share of Partnership Tax Items. The general partner cannot assure a current or prospective OP Unitholder that the IRS will not successfully contend in court that such accounting and reporting conventions are impermissible.

No assurance can be given that Aimco OP will not be audited by the IRS or that tax adjustments will not be made. Further, any adjustments in Aimco OP's tax returns will lead to adjustments in OP Unitholders' tax returns and may lead to audits of their returns and adjustments of items unrelated to Aimco OP. Each OP Unitholder would bear the cost of any expenses incurred in connection with an examination of such OP Unitholder's personal tax return.

The tax treatment of Partnership Tax Items generally is determined at the partnership level in a unified partnership proceeding rather than in separate proceedings with the partners. The Internal Revenue Code provides for one partner to be designated as the Tax Matters Partner for these purposes.

The Tax Matters Partner is authorized, but not required, to take certain actions on behalf of Aimco OP and the OP Unitholders and can extend the statute of limitations for assessment of tax deficiencies against OP Unitholders with respect to Aimco OP Partnership Tax Items. The Tax Matters Partner may bind an OP Unitholder with less than a 1% profits interest in Aimco OP to a settlement with the IRS, unless such OP Unitholder elects, by filing a statement with the IRS, not to give such authority to the Tax Matters Partner. The Tax Matters Partner may seek judicial review (to which all the OP Unitholders are bound) of a final partnership administrative adjustment; if the Tax Matters Partner fails to seek judicial review, such review may be sought by any OP Unitholder having at least a 1% interest in the profits of Aimco OP or by OP Unitholders having in the aggregate at least a 5% profits interest. However, only one action for judicial review will go forward, and each OP Unitholder with an interest in the outcome may participate.

### ***Taxation of Foreign OP Unitholders***

A Non-U.S. OP unitholder (see the definition of Non-U.S. stockholder below under **Taxation of Aimco and Aimco Stockholders** **Taxation of Stockholders** **Taxation of Foreign Stockholders** ) will generally be considered to be engaged in a U.S. trade or business on account of its ownership of an OP Unit. As a result, a Non-U.S. OP Unitholder will be required to file U.S. federal income tax returns with respect to its allocable share of Aimco OP's income. A Non-U.S. OP unitholder that is a corporation may also be subject to U.S. branch profit tax at a rate of 30%, in addition to regular U.S. federal income tax, on its allocable share of such income. Such a tax may be reduced or eliminated by an income tax treaty between the U.S. and the country with respect to which the Non-U.S. OP unitholder is resident for tax purposes. Non-U.S. OP unitholders are advised to consult their tax advisors regarding the effects an investment in Aimco OP may have on information return requirements and other United States and non-United States tax matters, including the tax consequences of an investment in Aimco OP for the country or other jurisdiction of which such Non-U.S. OP unitholder is a citizen or in which such Non-U.S. OP unitholder resides or is otherwise located.

### **Taxation of Aimco and Aimco Stockholders**

#### ***Taxation of Aimco***

The REIT provisions of the Internal Revenue Code are highly technical and complex. The following summary sets forth certain aspects of the provisions of the Internal Revenue Code that govern the U.S. federal



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income tax treatment of a REIT and its stockholders. This summary is qualified in its entirety by the applicable Internal Revenue Code provisions, Treasury Regulations, and administrative and judicial interpretations thereof, all of which are subject to change, possibly with retroactive effect.

Aimco has elected to be taxed as a REIT under the Internal Revenue Code commencing with its taxable year ended December 31, 1994, and Aimco intends to continue such election. Although Aimco believes that, commencing with Aimco's initial taxable year ended December 31, 1994, Aimco was organized in conformity with the requirements for qualification as a REIT, and its actual method of operation has enabled, and its proposed method of operation will enable, it to meet the requirements for qualification and taxation as a REIT under the Internal Revenue Code, no assurance can be given that Aimco has been or will remain so qualified. Such qualification and taxation as a REIT depends upon Aimco's ability to meet, on a continuing basis, through actual annual operating results, asset ownership, distribution levels, and diversity of stock ownership, the various qualification tests imposed under the Internal Revenue Code as discussed below. No assurance can be given that the actual results of Aimco's operation for any one taxable year will satisfy such requirements. See *Taxation of REITs in General* Failure to Qualify. No assurance can be given that the IRS will not challenge Aimco's eligibility for taxation as a REIT.

### ***Taxation of REITs in General***

Provided Aimco qualifies as a REIT, it will generally be entitled to a deduction for dividends that it pays and therefore will not be subject to U.S. federal corporate income tax on its net income that is currently distributed to its stockholders. This deduction for dividends paid substantially eliminates the double taxation of corporate income (i.e., taxation at both the corporate and stockholder levels) that generally results from investment in a corporation. Rather, income generated by a REIT is generally taxed only at the stockholder level upon a distribution of dividends by the REIT.

Most domestic stockholders that are individuals, trusts or estates are taxed on corporate dividends at a maximum rate of 20% (the same as long-term capital gains). With limited exceptions, however, dividends received by stockholders from Aimco or from other entities that are taxed as REITs are generally not eligible for this rate, and will continue to be taxed at rates applicable to ordinary income. See *Taxation of Stockholders* Taxable Domestic Stockholders Distributions.

Net operating losses, foreign tax credits and other tax attributes of a REIT generally do not pass through to the stockholders of the REIT, subject to special rules for certain items such as capital gains recognized by REITs. See *Taxation of Stockholders*.

If Aimco qualifies as a REIT, it will nonetheless be subject to U.S. federal income tax in the following circumstances:

Aimco will be taxed at regular corporate rates on any undistributed REIT taxable income, including undistributed net capital gains.

A 100% excise tax may be imposed on some items of income and expense that are directly or constructively paid between Aimco and its taxable REIT subsidiaries (as described below) if and to the extent that the IRS successfully asserts that the economic arrangements between Aimco and its taxable REIT subsidiaries are not comparable to similar arrangements between unrelated parties.

If Aimco has net income from prohibited transactions, which are, in general, sales or other dispositions of property held primarily for sale to customers in the ordinary course of business, other than foreclosure property, such income will be subject to a 100% tax.

If we elect to treat property that we acquire in connection with a foreclosure of a mortgage loan or certain leasehold terminations as foreclosure property, we may thereby avoid the 100% prohibited transactions tax on gain from a resale of that property (if the sale would otherwise constitute a prohibited transaction), but the income from the sale or operation of the property may be subject to corporate income tax at the highest applicable rate. We do not anticipate receiving any income from foreclosure property.

If Aimco should fail to satisfy the 75% gross income test or the 95% gross income test (as discussed below), but nonetheless maintains its qualification as a REIT because certain other requirements have



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been met, it will be subject to a 100% tax on an amount based on the magnitude of the failure adjusted to reflect the profit margin associated with Aimco's gross income.

Similarly, if Aimco should fail to satisfy the asset test or other requirements applicable to REITs, as described below, yet nonetheless maintain its qualification as a REIT because there is reasonable cause for the failure and other applicable requirements are met, it may be subject to an excise tax. In that case, the amount of the tax will be at least \$50,000 per failure, and, in the case of certain asset test failures, will be determined as the amount of net income generated by the assets in question multiplied by the highest corporate tax rate if that amount exceeds \$50,000 per failure.

If Aimco should fail to distribute during each calendar year at least the sum of (i) 85% of its REIT ordinary income for such year, (ii) 95% of its REIT capital gain net income for such year, and (iii) any undistributed taxable income from prior periods, Aimco will be required to pay a 4% excise tax on the excess of the required distribution over the sum of (a) the amounts actually distributed, plus (b) retained amounts on which income tax is paid at the corporate level.

Aimco may be required to pay monetary penalties to the IRS in certain circumstances, including if it fails to meet the record keeping requirements intended to monitor its compliance with rules relating to the composition of a REIT's stockholders, as described below in Requirements for Qualification.

If Aimco acquires appreciated assets from a corporation that is not a REIT (i.e., a subchapter C corporation) in a transaction in which the adjusted tax basis of the assets in the hands of Aimco is determined by reference to the adjusted tax basis of the assets in the hands of the subchapter C corporation, Aimco may be subject to tax on such appreciation at the highest corporate income tax rate then applicable if Aimco subsequently recognizes gain on the disposition of any such asset during the ten-year period following its acquisition from the subchapter C corporation.

Certain of Aimco's subsidiaries are subchapter C corporations, the earnings of which could be subject to U.S. federal corporate income tax.

Aimco may be subject to the alternative minimum tax on its items of tax preference, including any deductions of net operating losses.

Aimco and its subsidiaries may be subject to a variety of taxes, including state, local and foreign income taxes, property taxes and other taxes on their assets and operations. Aimco could also be subject to tax in situations and on transactions not presently contemplated.

### *Requirements for Qualification*

The Internal Revenue Code defines a REIT as a corporation, trust or association:

1. that is managed by one or more trustees or directors;
2. the beneficial ownership of which is evidenced by transferable shares, or by transferable certificates of beneficial interest;
3. that would be taxable as a domestic corporation, but for the special Internal Revenue Code provisions applicable to REITs;
4. that is neither a financial institution nor an insurance company subject to certain provisions of the Internal Revenue Code;
5. the beneficial ownership of which is held by 100 or more persons;
6. in which, during the last half of each taxable year, not more than 50% in value of the outstanding stock is owned, directly or indirectly, by five or fewer individuals (as defined in the Internal Revenue Code to include certain entities and as determined by applying certain attribution

rules); and

7. that meets other tests described below (including with respect to the nature of its income and assets).

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The Internal Revenue Code provides that conditions (1) through (4) must be met during the entire taxable year, and that the condition (5) must be met during at least 335 days of a taxable year of 12 months, or during a proportionate part of a shorter taxable year.

Aimco believes that it has been organized, has operated and has issued sufficient shares of stock to satisfy conditions (1) through (7) inclusive. Aimco's articles of incorporation provide certain restrictions regarding transfers of its shares, which are intended to assist Aimco in satisfying the share ownership requirements described in conditions (5) and (6) above. These restrictions, however, may not ensure that Aimco will, in all cases, be able to satisfy the share ownership requirements described in (5) and (6) above.

To monitor Aimco's compliance with the share ownership requirements, Aimco is generally required to maintain records regarding the actual ownership of its shares. To do so, Aimco must demand written statements each year from the record holders of certain percentages of its stock in which the record holders are to disclose the actual owners of the shares (i.e., the persons required to include in gross income the dividends paid by Aimco). A list of those persons failing or refusing to comply with this demand must be maintained as part of Aimco's records. Failure by Aimco to comply with these record keeping requirements could subject it to monetary penalties. A stockholder who fails or refuses to comply with the demand is required by the Treasury Regulations to submit a statement with its tax return disclosing the actual ownership of the shares and certain other information.

In addition, a corporation generally may not elect to become a REIT unless its taxable year is the calendar year. Aimco satisfies this requirement.

*Effect of Subsidiary Entities*

*Ownership of Partnership Interests.* In the case of a REIT that is a partner in a partnership, the Treasury Regulations provide that the REIT is deemed to own its proportionate share of the partnership's assets and to earn its proportionate share of the partnership's income for purposes of the asset and gross income tests applicable to REITs as described below. Similarly, the assets and gross income of the partnership are deemed to retain the same character in the hands of the REIT. Thus, Aimco's proportionate share of the assets, liabilities and items of income of Aimco OP and the Subsidiary Partnerships will be treated as assets, liabilities and items of income of Aimco for purposes of applying the REIT requirements described below. A summary of certain rules governing the Federal income taxation of partnerships and their partners is provided below in Tax Aspects of Aimco's Investments in Partnerships.

*Disregarded Subsidiaries.* Aimco's indirect interests in Aimco OP and the Subsidiary Partnerships are held through wholly owned corporate subsidiaries of Aimco organized and operated as qualified REIT subsidiaries within the meaning of the Internal Revenue Code. A qualified REIT subsidiary is any corporation, other than a taxable REIT subsidiary as described below, that is wholly-owned by a REIT, or by other disregarded subsidiaries, or by a combination of the two. If a REIT owns a qualified REIT subsidiary, that subsidiary is disregarded for U.S. federal income tax purposes, and all assets, liabilities and items of income, deduction and credit of the subsidiary are treated as assets, liabilities and items of income, deduction and credit of the REIT itself, including for purposes of the gross income and asset tests applicable to REITs as summarized below. Each qualified REIT subsidiary, therefore, is not subject to U.S. federal corporate income taxation, although it may be subject to state or local taxation. Other entities that are wholly-owned by a REIT, including single member limited liability companies, are also generally disregarded as separate entities for U.S. federal income tax purposes, including for purposes of the REIT income and asset tests. Disregarded subsidiaries, along with partnerships in which Aimco holds an equity interest, are sometimes referred to herein as pass-through subsidiaries. In the event that a disregarded subsidiary of Aimco ceases to be wholly-owned—for example, if any equity interest in the subsidiary is acquired by a person other than Aimco or another disregarded subsidiary of Aimco—the subsidiary's separate existence would no longer be disregarded for U.S. federal income tax purposes. Instead, it would have multiple owners and would be treated as either a partnership or a taxable corporation. Such an event could, depending on the circumstances, adversely affect Aimco's ability to satisfy the various asset and gross income requirements applicable to REITs, including the requirement that REITs generally may not own, directly or indirectly, more than 10% of the securities of another corporation. See Asset Tests and Income Tests.

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*Taxable Subsidiaries.* A REIT, in general, may jointly elect with a subsidiary corporation, whether or not wholly-owned, to treat the subsidiary corporation as a taxable REIT subsidiary ( TRS ). A TRS also includes any corporation, other than a REIT, with respect to which a TRS in which a REIT owns an interest, owns securities possessing 35% of the total voting power or total value of the outstanding securities of such corporation. The separate existence of a TRS or other taxable corporation, unlike a disregarded subsidiary as discussed above, is not ignored for U.S. federal income tax purposes. As a result, a parent REIT is not treated as holding the assets of a TRS or as receiving any income that the TRS earns. Rather, the stock issued by the TRS is an asset in the hands of the parent REIT, and the REIT recognizes as income the dividends, if any, that it receives from the subsidiary. This treatment can affect the income and asset test calculations that apply to the REIT, as described below. Because a parent REIT does not include the assets and income of such subsidiary corporations in determining the parent's compliance with the REIT requirements, such entities may be used by the parent REIT to indirectly undertake activities that the REIT rules might otherwise preclude it from doing directly or through pass-through subsidiaries (for example, activities that give rise to certain categories of income such as management fees or foreign currency gains). As a taxable corporation, a TRS is required to pay regular U.S. federal income tax, and state and local income tax where applicable.

Certain of Aimco's operations (including certain of its property management, asset management, risk management, etc.) are conducted through its TRSs. Because Aimco is not required to include the assets and income of such TRSs in determining Aimco's compliance with the REIT requirements, Aimco uses its TRSs to facilitate its ability to offer services and activities to its residents that are not generally considered as qualifying REIT services and activities. If Aimco fails to properly structure and provide such nonqualifying services and activities through its TRSs, its ability to satisfy the REIT gross income requirement, and also its REIT status, may be jeopardized.

A TRS may generally engage in any business except the operation or management of a lodging or health care facility. The operation or management of a health care or lodging facility precludes a corporation from qualifying as a TRS. If any of Aimco's TRSs were deemed to operate or manage a health care or lodging facility, such TRSs would fail to qualify as taxable REIT subsidiaries, and Aimco would fail to qualify as a REIT. Aimco believes that none of its TRSs operate or manage any health care or lodging facilities. However, the statute provides little guidance as to the definition of a health care or lodging facility. Accordingly, there can be no assurance that the IRS will not contend that an Aimco TRS operates or manages a health care or lodging facility, disqualifying it from treatment as a TRS, thereby resulting in the disqualification of Aimco as a REIT.

Several provisions of the Internal Revenue Code regarding arrangements between a REIT and a TRS seek to ensure that a TRS will be subject to an appropriate level of U.S. federal income taxation. For example, a TRS is limited in its ability to deduct interest payments made to its REIT owner. In addition, Aimco would be obligated to pay a 100% penalty tax on certain payments that it receives from, or on certain expenses deducted by, a TRS if the IRS were to successfully assert that the economic arrangements between Aimco and the TRS were not comparable to similar arrangements among unrelated parties.

A portion of the amounts to be used to fund distributions to stockholders may come from distributions made by Aimco's TRSs to Aimco OP, and interest paid by the TRSs on certain notes held by Aimco OP. In general, TRSs pay Federal, state and local income taxes on their taxable income at normal corporate rates. Any Federal, state or local income taxes that Aimco's TRSs are required to pay will reduce Aimco's cash flow from operating activities and its ability to make payments to holders of its securities.

*Income Tests*

In order to maintain qualification as a REIT, Aimco annually must satisfy two gross income requirements:

First, at least 75% of Aimco's gross income for each taxable year, excluding gross income from sales of inventory or dealer property in prohibited transactions, must be derived from investments relating to real property or mortgages on real property, including rents from real property, dividends received from other REITs, interest income derived from mortgage loans secured by real property, and gains from the sale of real estate assets, as well as certain types of temporary investments.

Second, at least 95% of Aimco's gross income for each taxable year, excluding gross income from prohibited transactions, must be derived from some combination of such income from investments in real

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property (i.e., income that qualifies under the 75% income test described above), as well as other dividends, interest and gains from the sale or disposition of stock or securities, which need not have any relation to real property.

Rents received by Aimco directly or through Aimco OP or the Subsidiary Partnerships will qualify as rents from real property in satisfying the gross income requirements described above, only if several conditions are met. If rent is partly attributable to personal property leased in connection with a lease of real property, the portion of the total rent attributable to the personal property will not qualify as rents from real property unless it constitutes 15% or less of the total rent received under the lease. Moreover, the REIT generally must not operate or manage the property (subject to certain exceptions) or furnish or render services to the tenants of such property, other than through an independent contractor from which the REIT derives no revenue. Aimco and its affiliates are permitted, however, to directly perform services that are usually or customarily rendered in connection with the rental of space for occupancy only and are not otherwise considered rendered to the occupant of the property. In addition, Aimco and its affiliates may directly or indirectly provide non-customary services to tenants of its properties without disqualifying all of the rent from the property if the payment for such services does not exceed 1% of the total gross income from the property. For purposes of this test, the income received from such non-customary services is deemed to be at least 150% of the direct cost of providing the services. Moreover, Aimco is generally permitted to provide services to tenants or others through a TRS without disqualifying the rental income received from tenants for purposes of the REIT income requirements.

Aimco manages apartment properties for third parties and affiliates through its TRSs. These TRSs receive management fees and other income. A portion of such fees and other income accrue to Aimco through distributions from the TRSs that are classified as dividend income to the extent of the earnings and profits of the TRSs. Such distributions will generally qualify for purposes of the 95% gross income test but not for purposes of the 75% gross income test. Any dividend Aimco receives from a REIT, however, will be qualifying income in Aimco's hands for purposes of both the 95% and 75% income tests.

Any income or gain derived by Aimco directly or through Aimco OP or the Subsidiary Partnerships from instruments that hedge certain risks, such as the risk of changes in interest rates, will not constitute gross income for purposes of the 75% or 95% gross income tests, provided that specified requirements are met. Such requirements include that the instrument hedge risks associated with indebtedness issued by Aimco, Aimco OP or the Subsidiary Partnerships that is incurred to acquire or carry real estate assets (as described below under *Asset Tests*), and the instrument is properly identified as a hedge, along with the risk that it hedges, within prescribed time periods.

If Aimco fails to satisfy one or both of the 75% or 95% gross income tests for any taxable year, it may nevertheless qualify as a REIT for the year if it is entitled to relief under certain provisions of the Internal Revenue Code. These relief provisions will be generally available if Aimco's failure to meet these tests was due to reasonable cause and not due to willful neglect, and Aimco attaches a schedule of the sources of its income to its tax return. It is not possible to state whether Aimco would be entitled to the benefit of these relief provisions in all circumstances. If these relief provisions are inapplicable to a particular set of circumstances involving Aimco, Aimco will not qualify as a REIT. Even where these relief provisions apply, the Internal Revenue Code imposes a tax based upon the amount by which Aimco fails to satisfy the particular gross income test.

*Asset Tests*

Aimco, at the close of each calendar quarter of its taxable year, must also satisfy four tests relating to the nature of its assets:

First, at least 75% of the value of the total assets of Aimco must be represented by some combination of real estate assets, cash, cash items, U.S. government securities, and under some circumstances, stock or debt instruments purchased with new capital. For this purpose, real estate assets include interests in real property, such as land, buildings, leasehold interests in real property, stock of other corporations that qualify as REITs, and some kinds of mortgage backed securities and mortgage loans. Assets that do not qualify for purposes of the 75% test are subject to the additional asset tests described below.

Second, not more than 25% of Aimco's total assets may be represented by securities other than those in the 75% asset class.

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Third, of the investments included in the 25% asset class, the value of any one issuer's securities owned by Aimco may not exceed 5% of the value of Aimco's total assets, Aimco may not own more than 10% of any one issuer's outstanding voting securities, and, subject to certain exceptions, Aimco may not own more than 10% of the total value of the outstanding securities of any one issuer. The 5% and 10% asset tests do not apply to securities of TRSs.

Fourth, the aggregate value of all securities of TRSs held by Aimco may not exceed 25% of the value of Aimco's total assets. Aimco believes that the value of the securities held by Aimco in its TRSs will not exceed, in the aggregate, 25% of the value of Aimco's total assets and that Aimco's ownership interests in its TRSs qualify under the asset tests set forth above.

Notwithstanding the general rule that a REIT is treated as owning its share of the underlying assets of a subsidiary partnership for purposes of the REIT income and asset tests, if a REIT holds indebtedness issued by a partnership, the indebtedness will be subject to, and may cause a violation of, the asset tests, resulting in loss of REIT status, unless it is a qualifying mortgage asset satisfying the rules for straight debt, or is sufficiently small so as not to otherwise cause an asset test violation. Similarly, although stock of another REIT is a qualifying asset for purposes of the REIT asset tests, non-mortgage debt held by Aimco that is issued by another REIT may not so qualify.

Certain securities will not cause a violation of the 10% value test described above. Such securities include instruments that constitute straight debt, which includes, among other things, securities having certain contingency features. A security does not qualify as straight debt where a REIT (or a controlled TRS of the REIT) owns other securities of the same issuer which do not qualify as straight debt, unless the value of those other securities constitute, in the aggregate, 1% or less of the total value of that issuer's outstanding securities. In addition to straight debt, the Internal Revenue Code provides that certain other securities will not violate the 10% value test. Such securities include (a) any loan made to an individual or an estate, (b) certain rental agreements in which one or more payments are to be made in subsequent years (other than agreements between a REIT and certain persons related to the REIT), (c) any obligation to pay rents from real property, (d) securities issued by governmental entities that are not dependent in whole or in part on the profits of (or payments made by) a non-governmental entity, (e) any security issued by another REIT, and (f) any debt instrument issued by a partnership if the partnership's income is of a nature that it would satisfy the 75% gross income test described above under Income Tests. In applying the 10% value test, a debt security issued by a partnership is not taken into account to the extent, if any, of the REIT's proportionate equity interest in that partnership.

Aimco believes that its holdings of securities and other assets comply, and will continue to comply, with the foregoing REIT asset requirements, and it intends to monitor compliance on an ongoing basis. No independent appraisals have been obtained, however, to support Aimco's conclusions as to the value of its assets, including Aimco OP's total assets and the value of Aimco OP's interest in its TRSs. Moreover, values of some assets may not be susceptible to a precise determination, and values are subject to change in the future. Furthermore, the proper classification of an instrument as debt or equity for U.S. federal income tax purposes may be uncertain in some circumstances, which could affect the application of the REIT asset requirements. Accordingly, there can be no assurance that the IRS will not contend that Aimco's interests in its subsidiaries or in the securities of other issuers will cause a violation of the REIT asset requirements and loss of REIT status.

Certain relief provisions are available to allow REITs to satisfy the asset requirements or to maintain REIT qualification notwithstanding certain violations of the asset and other requirements. One such provision allows a REIT which fails one or more of the asset tests to nevertheless maintain its REIT qualification if (a) it provides the IRS with a description of each asset causing the failure, (b) the failure is due to reasonable cause and not willful neglect, (c) the REIT pays a tax equal to the greater of (i) \$50,000 per failure, and (ii) the product of the net income generated by the assets that caused the failure multiplied by the highest applicable corporate tax rate, and (d) the REIT either disposes of the assets causing the failure within 6 months after the last day of the quarter in which it identifies the failure, or otherwise satisfies the relevant asset tests within that time frame.

A second relief provision contained in the Internal Revenue Code applies to de minimis violations of the 10% and 5% asset tests. A REIT may maintain its qualification despite a violation of such requirements if (a) the



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value of the assets causing the violation do not exceed the lesser of 1% of the REIT's total assets, and \$10,000,000, and (b) the REIT either disposes of the assets causing the failure within 6 months after the last day of the quarter in which it identifies the failure, or the relevant tests are otherwise satisfied within that time frame.

If we should fail to satisfy the asset tests at the end of a calendar quarter, such a failure would not cause us to lose our REIT status if we (i) satisfied the asset tests at the close of the preceding calendar quarter and (ii) the discrepancy between the value of our assets and the asset test requirements was not wholly or partly caused by an acquisition of non-qualifying assets, but instead arose from changes in the market value of our assets. If the condition described in (ii) were not satisfied, we still could avoid disqualification by eliminating any discrepancy within 30 days after the close of the calendar quarter in which it arose.

*Annual Distribution Requirements*

In order for Aimco to qualify as a REIT, Aimco is required to distribute dividends, other than capital gain dividends, to its stockholders in an amount at least equal to:

- the sum of
- (a) 90% of Aimco's REIT taxable income, computed without regard to the deduction for dividends paid and net capital gain of Aimco, and
  - (b) 90% of the net income, if any, from foreclosure property (as described below), minus

the sum of certain items of noncash income. These distributions must be paid in the taxable year to which they relate, or in the following taxable year if they are declared in October, November, or December of the taxable year, are payable to stockholders of record on a specified date in any such month, and are actually paid before the end of January of the following year. In order for distributions to be counted for this purpose, and to give rise to a tax deduction by Aimco, they must not be preferential dividends. A dividend is not a preferential dividend if it is pro rata among all outstanding shares of stock within a particular class, and is in accordance with the preferences among different classes of stock as set forth in Aimco's organizational documents.

To the extent that Aimco distributes at least 90%, but less than 100%, of its REIT taxable income, as adjusted, it will be subject to tax thereon at ordinary corporate tax rates. In any year, Aimco may elect to retain, rather than distribute, its net capital gain and pay tax on such gain. In such a case, Aimco's stockholders would include their proportionate share of such undistributed long-term capital gain in income and receive a corresponding credit for their share of the tax paid by Aimco. Aimco's stockholders would then increase the adjusted basis of their Aimco shares by the difference between the designated amounts included in their long-term capital gains and the tax deemed paid with respect to their shares.

To the extent that a REIT has available net operating losses carried forward from prior tax years, such losses may reduce the amount of distributions that it must make in order to comply with the REIT distribution requirements. Such losses, however, will generally not affect the character, in the hands of stockholders, of any distributions that are actually made by the REIT, which are generally taxable to stockholders to the extent that the REIT has current or accumulated earnings and profits. See Taxation of Stockholders Taxable Domestic Stockholders Distributions.

If Aimco should fail to distribute during each calendar year at least the sum of:

85% of its REIT ordinary income for such year,

95% of its REIT capital gain net income for such year (excluding retained net capital gain), and

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any undistributed taxable income from prior periods, Aimco would be subject to a 4% excise tax on the excess of such required distribution over the sum of (x) the amounts actually distributed, and (y) the amounts of income retained on which it has paid corporate income tax.

It is possible that Aimco, from time to time, may not have sufficient cash to meet the 90% distribution requirement due to timing differences between (i) the actual receipt of cash (including receipt of distributions

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from Aimco OP) and (ii) the inclusion of certain items in income by Aimco for U.S. Federal income tax purposes. In the event that such timing differences occur, in order to meet the distribution requirements, Aimco may find it necessary to arrange for short-term, or possibly long-term, borrowings, or to pay dividends in the form of taxable in-kind distributions of property.

Under certain circumstances, Aimco may be able to rectify a failure to meet the distribution requirement for a year by paying deficiency dividends to stockholders in a later year, which may be included in Aimco's deduction for dividends paid for the earlier year. In this case, Aimco may be able to avoid losing its REIT status or being taxed on amounts distributed as deficiency dividends; however, Aimco will be required to pay interest and a penalty based on the amount of any deduction taken for deficiency dividends.

### *Prohibited Transactions*

Net income derived by a REIT from a prohibited transaction is subject to a 100% excise tax. The term prohibited transaction generally includes a sale or other disposition of property (other than foreclosure property) that is held primarily for sale to customers in the ordinary course of a trade or business. Aimco intends to conduct its operations so that no asset owned by Aimco or its pass-through subsidiaries will be held for sale to customers, and that a sale of any such asset will not be in the ordinary course of Aimco's business. Whether property is held primarily for sale to customers in the ordinary course of a trade or business depends, however, on the particular facts and circumstances. No assurance can be given that no property sold by Aimco will be treated as property held for sale to customers, or that Aimco can comply with certain safe-harbor provisions of the Internal Revenue Code that would prevent the imposition of the 100% excise tax. The 100% tax does not apply to gains from the sale of property that is held through a TRS or other taxable corporation, although such income will be subject to tax in the hands of the corporation at regular corporate rates.

### *Penalty Tax*

Aimco will be subject to a 100% penalty tax on the amount of certain non-arm's length payments received from, or certain expenses deducted by, a TRS if the IRS were to successfully assert that the economic arrangements between Aimco and such TRS are not comparable to similar transaction between unrelated parties. Such amounts may include rents from real property that are overstated as a result of services furnished by a TRS to tenants of Aimco and amounts that are deducted by a TRS for payments made to Aimco that are in excess of the amounts that would have been charged by an unrelated party.

Aimco believes that the fees paid to its TRSs for tenant services are comparable to the fees that would be paid to an unrelated third party negotiating at arm's-length. This determination, however, is inherently factual, and the IRS may assert that the fees paid by Aimco do not represent arm's-length amounts. If the IRS successfully made such an assertion, Aimco would be required to pay a 100% penalty tax on the excess of an arm's-length fee for tenant services over the amount actually paid.

### *Failure to Qualify*

If Aimco fails to qualify for taxation as a REIT in any taxable year, and the relief provisions do not apply, Aimco will be subject to tax, including any applicable alternative minimum tax, on its taxable income at regular corporate rates. Distributions to stockholders in any year in which Aimco fails to qualify will not be deductible by Aimco nor will they be required to be made. In such event, to the extent of current and accumulated earnings and profits, all distributions to stockholders that are individuals will generally be taxable at the preferential income tax rates (i.e., the 20% maximum federal rate) for qualified dividends. In addition, subject to the limitations of the Internal Revenue Code, corporate distributees may be eligible for the dividends received deduction. Unless Aimco is entitled to relief under specific statutory provisions, Aimco would also be disqualified from re-electing to be taxed as a REIT for the four taxable years following the year during which qualification was lost. It is not possible to state whether, in all circumstances, Aimco would be entitled to this statutory relief.

**Table of Contents*****Tax Aspects of Aimco's Investments in Partnerships****General*

Substantially all of Aimco's investments are held indirectly through Aimco OP. In general, partnerships are pass-through entities that are not subject to U.S. federal income tax. Rather, partners are allocated their proportionate shares of the items of income, gain, loss, deduction and credit of a partnership, and are potentially subject to tax on these items, without regard to whether the partners receive a distribution from the partnership. Aimco will include in its income its proportionate share of the foregoing partnership items for purposes of the various REIT income tests and in the computation of its REIT taxable income. Moreover, for purposes of the REIT asset tests, Aimco will include its proportionate share of assets held by Aimco OP and the Subsidiary Partnerships. See *Taxation of REITs in General Effect of Subsidiary Entities Ownership of Partnership Interests*.

*Entity Classification.*

Aimco's direct and indirect investment in partnerships involves special tax considerations, including the possibility of a challenge by the IRS of the tax status of Aimco OP or any of the Subsidiary Partnerships as a partnership for U.S. federal income tax purposes. If any of these entities were treated as an association or a publicly traded partnership taxable as a corporation for U.S. federal income tax purposes, it would be subject to an entity-level tax on its income. In such a situation, the character of Aimco's assets and items of gross income would change and could preclude Aimco from satisfying the REIT asset tests and gross income tests (see *Taxation of REITs in General Asset Tests and Income Tests*), and in turn could prevent Aimco from qualifying as a REIT unless Aimco is eligible for relief from the violation pursuant to relief provisions described above. See *Taxation of REITs in General Failure to Qualify* above for a summary of the effect of Aimco's failure to satisfy the REIT tests for a taxable year, and of the relief provisions. In addition, any change in the status of any of the Subsidiary Partnerships for tax purposes might be treated as a taxable event, in which case Aimco might incur a tax liability without any related cash distributions.

*Tax Allocations With Respect To Contributed Properties.*

Under the Internal Revenue Code and the Treasury Regulations, income, gain, loss and deduction attributable to appreciated or depreciated property that is contributed to a partnership in exchange for an interest in the partnership must be allocated for tax purposes in a manner such that the contributing partner is charged with, or benefits from the unrealized gain or unrealized loss associated with the property at the time of the contribution. The amount of the unrealized gain or unrealized loss is generally equal to the difference between the fair market value of the contributed property at the time of contribution, and the adjusted tax basis of such property at the time of contribution (a *Book-Tax Difference*). Such allocations are solely for U.S. federal income tax purposes and do not affect the book capital accounts or other economic or legal arrangements among the partners. Aimco OP was formed by way of contributions of appreciated property. Consequently, allocations must be made in a manner consistent with these requirements. Where a partner contributes cash to a partnership at a time that the partnership holds appreciated (or depreciated) property, the Treasury Regulations provide for a similar allocation of these items to the other (i.e., non-contributing) partners. These rules apply to the contribution by Aimco to Aimco OP of the cash proceeds received in any offerings of its stock.

In general, certain unitholders will be allocated lower amounts of depreciation deductions for tax purposes and increased taxable income and gain on the sale by Aimco OP or other Subsidiary Partnerships of contributed properties. This will tend to eliminate the *Book-Tax Difference* over the life of these partnerships. However, the special allocations do not always entirely rectify the *Book-Tax Difference* on an annual basis or with respect to a specific taxable transaction such as a sale. Thus, the carryover basis of the contributed properties in the hands of Aimco OP or Subsidiary Partnerships may cause Aimco to be allocated lower depreciation and other deductions, and possibly greater amounts of taxable income in the event of a sale of such contributed assets in excess of the economic or book income allocated to it as a result of such sale. This may cause Aimco to recognize, over time, taxable income in excess of cash proceeds, which might adversely affect Aimco's ability to comply with the REIT distribution requirements. See *Taxation of Aimco Annual Distribution Requirements*.

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With respect to any property purchased or to be purchased by any of the Subsidiary Partnerships (other than through the issuance of units) subsequent to the formation of Aimco, such property will initially have a tax basis equal to its fair market value and the special allocation provisions described above will not apply.

### *Sale Of Properties*

Aimco's share of any gain realized by Aimco OP or any other Subsidiary Partnership on the sale of any property held as inventory or primarily for sale to customers in the ordinary course of business will be treated as income from a prohibited transaction that is subject to a 100% penalty tax. See "Taxation of REITs in General - Prohibited Transactions." Under existing law, whether property is held as inventory or primarily for sale to customers in the ordinary course of a partnership's trade or business is a question of fact that depends on all the facts and circumstances with respect to the particular transaction. Aimco OP and the other Subsidiary Partnerships intend to hold their properties for investment with a view to long-term appreciation, to engage in the business of acquiring, developing, owning and operating the properties and to make such occasional sales of the properties, including peripheral land, as are consistent with Aimco's investment objectives.

### *Taxation of Stockholders*

#### *Taxable Domestic Stockholders*

**Distributions.** Provided that Aimco qualifies as a REIT, distributions made to Aimco's taxable domestic stockholders out of current or accumulated earnings and profits (and not designated as capital gain dividends) will generally be taken into account by them as ordinary income and will not be eligible for the dividends received deduction for corporations. With limited exceptions, dividends received from REITs are not eligible for taxation at the preferential income tax rates for qualified dividends received by individuals from taxable C corporations. Stockholders that are individuals, however, are taxed at the preferential rates on dividends designated by and received from REITs to the extent that the dividends are attributable to (i) income retained by the REIT in the prior taxable year on which the REIT was subject to corporate level income tax (less the amount of tax), (ii) dividends received by the REIT from TRSs or other taxable C corporations, or (iii) income in the prior taxable year from the sales of built-in gain property acquired by the REIT from C corporations in carryover basis transactions (less the amount of corporate tax on such income).

Distributions (and retained net capital gains) that are designated as capital gain dividends will generally be taxed to stockholders as long-term capital gains, to the extent that they do not exceed Aimco's actual net capital gain for the taxable year, without regard to the period for which the stockholder has held its stock. However, corporate stockholders may be required to treat up to 20% of certain capital gain dividends as ordinary income. Long-term capital gains are generally taxable at maximum Federal rates of 20% in the case of stockholders who are individuals, and 35% in the case of stockholders that are corporations. Capital gains attributable to the sale of depreciable real property held for more than 12 months are subject to a 25% maximum U.S. federal income tax rate for taxpayers who are individuals, to the extent of previously claimed depreciation deductions.

Aimco may elect to retain and pay taxes on some or all of its net long term capital gain, in which case U.S. stockholders will be treated as having received, solely for U.S. federal income tax purposes, Aimco's undistributed capital gain as well as a corresponding credit or refund, as the case may be, for taxes that Aimco paid on such undistributed capital gain. See "Taxation of REITs in General - Annual Distribution Requirements."

In determining the extent to which a distribution constitutes a dividend for tax purposes, Aimco's earnings and profits generally will be allocated first to distributions with respect to preferred stock prior to allocating any remaining earnings and profits to distributions on Aimco's common stock. If Aimco has net capital gains and designates some or all of its distributions as capital gain dividends to that extent, the capital gain dividends will be allocated among different classes of stock in proportion to the allocation of earnings and profits as described above.

Distributions in excess of current and accumulated earnings and profits will not be taxable to a stockholder to the extent that they do not exceed the adjusted basis of the stockholder's shares in respect of which the

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distributions were made, but rather will reduce the adjusted basis of such shares. To the extent that such distributions exceed the adjusted basis of a stockholder's shares, they will be included in income as long-term capital gain, or short-term capital gain if the shares have been held for one year or less. In addition, any dividend declared by Aimco in October, November or December of any year and payable to a stockholder of record on a specified date in any such month will be treated as both paid by Aimco and received by the stockholder on December 31 of such year, *provided* that the dividend is actually paid by Aimco before the end of January of the following calendar year.

To the extent that a REIT has available net operating losses and capital losses carried forward from prior tax years, such losses may reduce the amount of distributions that must be made in order to comply with the REIT distribution requirements. See Taxation of REITs in General Annual Distribution Requirements. Such losses, however, are not passed through to stockholders and do not offset income of stockholders from other sources, nor would they affect the character of any distributions that are actually made by a REIT, which are generally subject to tax in the hands of stockholders to the extent that the REIT has current or accumulated earnings and profits.

*Dispositions of Aimco Stock.* A stockholder will realize gain or loss upon the sale, redemption or other taxable disposition of stock in an amount equal to the difference between the sum of the fair market value of any property and cash received in such disposition, and the stockholder's adjusted tax basis in the stock at the time of the disposition. In general, a stockholder's tax basis will equal the stockholder's acquisition cost, increased by the excess of net capital gains deemed distributed to the stockholder (as discussed above), less tax deemed paid on such net capital gains, and reduced by returns of capital. In general, capital gains recognized by individuals upon the sale or disposition of shares of Aimco stock will be subject to taxation at long-term capital gains rates if the Aimco stock is held for more than 12 months, and will be taxed at ordinary income rates if the Aimco stock is held for 12 months or less. Gains recognized by stockholders that are corporations are currently subject to U.S. federal income tax at a maximum rate of 35%, whether or not classified as long-term capital gains. Capital losses recognized by a stockholder upon the disposition of Aimco stock held for more than one year at the time of disposition will be considered long-term capital losses, and are generally available only to offset capital gain income of the stockholder but not ordinary income (except in the case of individuals, who may offset up to \$3,000 of ordinary income each year). In addition, any loss upon a sale or exchange of shares of Aimco stock by a stockholder who has held the shares for six months or less, after applying holding period rules, will be treated as a long-term capital loss to the extent of distributions received from Aimco that are required to be treated by the stockholder as long-term capital gain.

A redemption of Aimco stock (including preferred stock or equity stock) will be treated under Section 302 of the Internal Revenue Code as a dividend subject to tax at ordinary income tax rates (to the extent of Aimco's current or accumulated earnings and profits), unless the redemption satisfies certain tests set forth in Section 302(b) of the Internal Revenue Code enabling the redemption to be treated as a sale or exchange of the stock. The redemption will satisfy such test if it (i) is substantially disproportionate with respect to the holder (which will not be the case if only the preferred stock is redeemed, since it generally does not have voting rights), (ii) results in a complete termination of the holder's stock interest in Aimco, or (iii) is not essentially equivalent to a dividend with respect to the holder, all within the meaning of Section 302(b) of the Internal Revenue Code. In determining whether any of these tests have been met, shares considered to be owned by the holder by reason of certain constructive ownership rules set forth in the Internal Revenue Code, as well as shares actually owned, must generally be taken into account. Because the determination as to whether any of the alternative tests of Section 302(b) of the Internal Revenue Code is satisfied with respect to any particular holder of the stock will depend upon the facts and circumstances as of the time the determination is made, prospective investors are advised to consult their own tax advisors to determine such tax treatment. If a redemption of the stock is treated as a distribution that is taxable as a dividend, the amount of the distribution would be measured by the amount of cash and the fair market value of any property received by the stockholders. The stockholder's adjusted tax basis in such redeemed stock would be transferred to the holder's remaining stockholdings in Aimco. If, however, the stockholder has no remaining stockholdings in Aimco, such basis may, under certain circumstances, be transferred to a related person or it may be lost entirely.

If an investor recognizes a loss upon a subsequent disposition of stock or other securities of Aimco in an amount that exceeds a prescribed threshold, it is possible that the provisions of the Treasury Regulations

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involving reportable transactions could apply, with a resulting requirement to separately disclose the loss generating transaction to the IRS. While these Treasury Regulations are directed towards tax shelters, they are written quite broadly, and apply to transactions that would not typically be considered tax shelters. In addition, the Internal Revenue Code imposes penalties for failure to comply with these requirements. Prospective investors should consult their tax advisors concerning any possible disclosure obligation with respect to the receipt or disposition of stock or securities of Aimco, or transactions that might be undertaken directly or indirectly by Aimco. Moreover, prospective investors should be aware that Aimco and other participants in the transactions involving Aimco (including their advisors) might be subject to disclosure or other requirements pursuant to these Treasury Regulations.

*Taxation of Foreign Stockholders*

The following is a summary of certain anticipated U.S. federal income and estate tax consequences of the ownership and disposition of Aimco stock applicable to Non-U.S. stockholders. A Non-U.S. stockholder is generally any person other than (i) a citizen or resident of the United States, (ii) a corporation or partnership created or organized in the United States or under the laws of the United States or of any state thereof or the District of Columbia, (iii) an estate whose income is includable in gross income for U.S. Federal income tax purposes regardless of its source or (iv) a trust if a United States court is able to exercise primary supervision over the administration of such trust and one or more United States fiduciaries have the authority to control all substantial decisions of such trust. The discussion is based on current law and is for general information only. The discussion addresses only certain and not all aspects of U.S. Federal income and estate taxation.

*Ordinary Dividends.* The portion of dividends received by Non-U.S. stockholders payable out of Aimco's earnings and profits which are not attributable to capital gains of Aimco and which are not effectively connected with a U.S. trade or business of the Non-U.S. stockholder will be subject to U.S. withholding tax at the rate of 30% (unless reduced by treaty and the Non-U.S. stockholder provides appropriate documentation regarding its eligibility for treaty benefits). In general, Non-U.S. stockholders will not be considered engaged in a U.S. trade or business solely as a result of their ownership of Aimco stock. In cases where the dividend income from a Non-U.S. stockholder's investment in Aimco stock is, or is treated as, effectively connected with the Non-U.S. stockholder's conduct of a U.S. trade or business, the Non-U.S. stockholder generally will be subject to U.S. tax at graduated rates, in the same manner as domestic stockholders are taxed with respect to such dividends, such income must generally be reported on a U.S. income tax return filed by or on behalf of the non-U.S. stockholder, and the income may also be subject to the 30% branch profits tax in the case of a Non-U.S. stockholder that is a corporation.

*Non-Dividend Distributions.* Unless Aimco stock constitutes a United States real property interest (a *USRPI*) within the meaning of the Foreign Investment in Real Property Tax Act of 1980 (*FIRPTA*), distributions by Aimco which are not dividends out of the earnings and profits of Aimco will not be subject to U.S. income tax. If it cannot be determined at the time at which a distribution is made whether or not the distribution will exceed current and accumulated earnings and profits, the distribution will be subject to withholding at the rate applicable to dividends. However, the Non-U.S. stockholder may seek a refund from the IRS of any amounts withheld if it is subsequently determined that the distribution was, in fact, in excess of current and accumulated earnings and profits of Aimco. If Aimco stock constitutes a *USRPI*, distributions by Aimco in excess of the sum of its earnings and profits plus the stockholder's basis in its Aimco stock will be taxed under *FIRPTA* at the rate of tax, including any applicable capital gains rates, that would apply to a domestic stockholder of the same type (e.g., an individual or a corporation, as the case may be), and the collection of the tax will be enforced by a refundable withholding at a rate of 10% of the amount by which the distribution exceeds the stockholder's share of Aimco's earnings and profits.

*Capital Gain Dividends.* Under *FIRPTA*, a distribution made by Aimco to a Non-U.S. stockholder, to the extent attributable to gains from dispositions of *USRPIs* held by Aimco directly or through pass-through subsidiaries (*USRPI Capital Gains*), will, except as described below, be considered effectively connected with a U.S. trade or business of the Non-U.S. stockholder and will be subject to U.S. income tax at the rates applicable to U.S. individuals or corporations, without regard to whether the distribution is designated as a capital gain dividend. In addition, Aimco will be required to withhold tax equal to 35% of the amount of the distribution to

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the extent such distribution constitutes USRPI Capital Gains. Distributions subject to FIRPTA may also be subject to a 30% branch profits tax in the hands of a Non-U.S. stockholder that is a corporation. A distribution is not a USRPI capital gain if Aimco held the underlying asset solely as a creditor. Capital gain dividends received by a non-U.S. stockholder from a REIT that are attributable to dispositions by that REIT of assets other than USRPIs are generally not subject to U.S. income or withholding tax.

A capital gain dividend by Aimco that would otherwise have been treated as a USRPI capital gain will not be so treated or be subject to FIRPTA, will generally not be treated as income that is effectively connected with a U.S. trade or business, and will instead be treated the same as an ordinary dividend from Aimco (see *Ordinary Dividends*), provided that (i) the capital gain dividend is received with respect to a class of stock that is regularly traded on an established securities market located in the United States, and (ii) the recipient non-U.S. stockholder does not own more than 5% of that class of stock at any time during the one year period ending on the date on which the capital gain dividend is received.

*Dispositions of Aimco Stock.* Unless Aimco stock constitutes a USRPI, a sale of Aimco stock by a Non-U.S. stockholder generally will not be subject to U.S. taxation. The stock will be treated as a USRPI if 50% or more of Aimco's assets throughout a prescribed testing period consist of interests in real property located within the United States, excluding, for this purpose, interests in real property solely in a capacity as a creditor. Even if the foregoing test is met, Aimco stock nonetheless will not constitute a USRPI if Aimco is a domestically controlled qualified investment entity. A domestically controlled qualified investment entity is a REIT in which, at all times during a specified testing period, less than 50% in value of its shares is held directly or indirectly by Non-U.S. stockholders. Aimco believes that it is, and it expects to continue to be, a domestically controlled qualified investment entity. If Aimco is, and continues to be, a domestically controlled qualified investment entity, the sale of Aimco stock should not be subject to U.S. taxation. Because most classes of stock of Aimco are publicly traded, however, no assurance can be given that Aimco is or will continue to be a domestically controlled qualified investment entity.

Even if Aimco does not constitute a domestically controlled qualified investment entity, a Non-U.S. stockholder's sale of stock nonetheless generally will not be subject to tax under FIRPTA as a sale of a USRPI provided that:

the stock is of a class that is regularly traded (as defined by applicable Treasury Regulations) on an established securities market (e.g., the NYSE, on which Aimco stock is listed), and

the selling Non-U.S. stockholder held 5% or less of such class of Aimco's outstanding stock at all times during a specified testing period.

If gain on the sale of stock of Aimco were subject to taxation under FIRPTA, the Non-U.S. stockholder would be subject to the same treatment as a U.S. stockholder with respect to such gain (subject to applicable alternative minimum tax and a special alternative minimum tax in the case of nonresident alien individuals) and the purchaser of the stock could be required to withhold 10% of the purchase price and remit such amount to the IRS.

Gain from the sale of Aimco stock that would not otherwise be subject to taxation under FIRPTA will nonetheless be taxable in the United States to a Non-U.S. stockholder in two cases. First, if the Non-U.S. stockholder's investment in the Aimco stock is effectively connected with a U.S. trade or business conducted by such Non-U.S. stockholder, the Non-U.S. stockholder will be subject to the same treatment as a U.S. stockholder with respect to such gain. Second, if the Non-U.S. stockholder is a nonresident alien individual who was present in the United States for 183 days or more during the taxable year and has a tax home in the United States, the nonresident alien individual will be subject to a 30% tax on the individual's capital gain.

*Estate Tax*

Aimco stock owned or treated as owned by an individual who is not a citizen or resident (as specially defined for U.S. Federal estate tax purposes) of the United States at the time of death will be includible in the individual's gross estate for U.S. Federal estate tax purposes, unless an applicable estate tax treaty provides otherwise. Such individual's estate may be subject to U.S. Federal estate tax on the property includible in the estate for U.S. Federal estate tax purposes.



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### ***Taxation of Tax-Exempt Stockholders***

Tax-exempt entities, including qualified employee pension and profit sharing trusts and individual retirement accounts, generally are exempt from U.S. federal income taxation. However, they are subject to taxation on their unrelated business taxable income (UBTI). While many investments in real estate may generate UBTI, the IRS has ruled that dividend distributions from a REIT to a tax-exempt entity do not constitute UBTI. Based on that ruling, and provided that (i) a tax-exempt stockholder has not held its Aimco stock as debt financed property within the meaning of the Internal Revenue Code (i.e., where the acquisition or holding of the property is financed through a borrowing by the tax-exempt stockholder), and (ii) the Aimco stock is not otherwise used in an unrelated trade or business, Aimco believes that distributions from Aimco and income from the sale of the Aimco stock should not give rise to UBTI to a tax-exempt stockholder.

Tax-exempt stockholders that are social clubs, voluntary employee benefit associations, supplemental unemployment benefit trusts, and qualified group legal services plans that are exempt from taxation under paragraphs (7), (9), (17) and (20), respectively, of Section 501(c) of the Internal Revenue Code are subject to different UBTI rules, which generally will require them to characterize distributions from Aimco as UBTI.

In certain circumstances, a pension trust that owns more than 10% of our stock could be required to treat a percentage of the dividends as UBTI if we are a pension-held REIT. We will not be a pension-held REIT unless (i) we are required to look through one or more of our pension trust stockholders in order to satisfy the REIT closely-held test, and (ii) either (a) one pension trust owns more than 25% of the value of our stock or (b) one or more pension trusts, each individually holding more than 10% of the value of our stock, collectively owns more than 50% of the value of our stock.

Certain restrictions on ownership and transfer of Aimco's stock generally should prevent a tax-exempt entity from owning more than 10% of the value of our stock and generally should prevent us from becoming a pension-held REIT.

### **Other Tax Consequences**

#### ***Legislative or Other Actions Affecting REITs***

The present federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time. The REIT rules are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Treasury Department, which may result in statutory changes as well as revisions to regulations and interpretations. Changes to the federal tax laws and interpretations thereof could adversely affect an investment in our common stock.

Under recently enacted legislation, for taxable years beginning after December 31, 2012, certain U.S. holders who are individuals, estates or trusts and whose income exceeds certain thresholds will be required to pay a 3.8% Medicare tax on dividend and other income, including capital gains from the sale or other disposition of Aimco common stock.

Recently enacted legislation will require, after December 31, 2013, withholding at a rate of 30% on dividends in respect of, and, after December 31, 2014, gross proceeds from the sale of, Aimco common stock held by or through certain foreign financial institutions (including investment funds), unless such institution enters into an agreement with the Secretary of the Treasury to report, on an annual basis, information with respect to shares in the institution held by certain U.S. persons and by certain non-U.S. entities that are wholly or partially owned by U.S. persons. Accordingly, the entity through which Aimco common stock is held will affect the determination of whether such withholding is required. Similarly, dividends in respect of, and gross proceeds from the sale of, Aimco common stock held by an investor that is a non-financial non-U.S. entity will be subject to withholding at a rate of 30%, unless such entity either (i) certifies to Aimco that such entity does not have any substantial United States owners or (ii) provides certain information regarding the entity's substantial United States owners, which Aimco will in turn provide to the Secretary of the Treasury. Non-U.S. stockholders are encouraged to consult with their tax advisors regarding the possible implications of the legislation on their investment in Aimco common stock.

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*State, Local And Foreign Taxes*

Aimco, Aimco OP, Aimco stockholders and OP Unitholders may be subject to state, local or foreign taxation in various jurisdictions, including those in which it or they transact business, own property or reside. It should be noted that Aimco OP owns properties located in a number of states and local jurisdictions, and OP Unitholders may be required to file income tax returns in some or all of those jurisdictions. The state, local or foreign tax treatment of Aimco OP, Aimco, Aimco stockholders and OP Unitholders may not conform to the U.S. federal income tax consequences discussed above. Consequently, prospective investors are urged to consult their tax advisors regarding the application and effect of state, local and foreign tax laws on an investment in Aimco.

**Table of Contents****FEES AND EXPENSES**

The costs of planning and implementing the merger, including the preparation of this information statement/prospectus, will be borne by Aimco OP without regard to whether the merger is effectuated. Except as set forth in this information statement/prospectus, Aimco OP will not pay any fees or commissions to any broker, dealer or other person in connection with the merger. Fox Partners II has retained Eagle Rock Proxy Advisors, LLC, or the Information Agent, to act as the information agent in connection with the merger. The Information Agent may contact holders of Limited Partnership Units by mail, e-mail, telephone, telex, telegraph and in person and may request brokers, dealers and other nominee limited partners to forward materials relating to the merger to beneficial owners of the Limited Partnership Units. Aimco OP will pay the Information Agent reasonable and customary compensation for its services in connection with the merger, plus reimbursement for out-of-pocket expenses, and will indemnify it against certain liabilities and expenses in connection therewith, including liabilities under the U.S. federal securities laws. Aimco OP will also pay all costs and expenses of filing, printing and mailing the information statement/prospectus as well as any related legal fees and expenses.

Below is an itemized list of the estimated expenses incurred and to be incurred in connection with preparing and delivering this information statement/prospectus:

Information Agent Fees	\$ 7,500
Printing Fees	212,100
Postage Fees	20,700
Tax and Accounting Fees	50,000
Appraisal Fees	26,100
Legal Fees	150,000
<b>Total</b>	<b>\$ 466,400</b>

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**LEGAL MATTERS**

The validity of the Aimco Class A Common Stock issuable upon redemption of the OP Units will be passed upon by DLA Piper LLP (US). The validity of the OP Units offered by this information statement/prospectus will be passed upon by Alston & Bird LLP.

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**EXPERTS**

The consolidated financial statements of Aimco appearing in Aimco's Annual Report (Form 10-K) for the year ended December 31, 2012 (including the schedule appearing therein), and the effectiveness of Aimco's internal control over financial reporting as of December 31, 2012 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference, and included in Annex F to this information statement/prospectus. Such consolidated financial statements and Aimco management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2012 are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements of Aimco OP appearing in Aimco OP's Annual Report (Form 10-K) for the year ended December 31, 2012 (including the schedule appearing therein) and the effectiveness of Aimco OP's internal control over financial reporting as of December 31, 2012 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and included in Annex F to this information statement/prospectus. Such consolidated financial statements and Aimco OP management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2012 are included herein in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The financial statements of CPF XIX appearing in CPF XIX's Annual Report on Form 10-K for the year ended December 31, 2012 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon, included therein, and included in Annex E of this information statement/prospectus. Such financial statements included herein in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

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**WHERE YOU CAN FIND ADDITIONAL INFORMATION**

***Information Incorporated by Reference***

Aimco, Aimco OP and CPF XIX are subject to the informational requirements of the Exchange Act, and, in accordance therewith, file reports, proxy statements and other information with the SEC. You may read and copy any document so filed at the SEC's public reference rooms in Washington, D.C., New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. Aimco, Aimco OP and CPF XIX's filings are also available to the public at the SEC's web site at <http://www.sec.gov>.

The information that Aimco files with the SEC is incorporated by reference, which means that important information is being disclosed to you by referring you to those documents. The information incorporated by reference is considered to be part of this information statement/prospectus. The documents listed below are incorporated by reference along with all documents filed by us with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (i) after the date of the initial registration statement and prior to effectiveness of the registration statement and (ii) after the date of this prospectus and before the completion of the offering of the shares described in this prospectus.

Proxy Statement for the 2013 Annual Meeting of Stockholders of Aimco (filed March 4, 2013);

Aimco's and Aimco OP's combined Annual Report on Form 10-K for the year ended December 31, 2012 (filed February 25, 2013); and Aimco's Current Report on Form 8-K, dated February 21, 2013 (filed February 21, 2013).

You may request a copy of these filings, at no cost, by writing or calling Aimco at the following address and telephone number:

ISTC Corporation

P.O. Box 2347

Greenville, South Carolina 29602

(864) 239-1029

You should rely only on the information included or incorporated by reference in this information statement/prospectus. No person is authorized to provide you with different information. You should not assume that the information in this information statement/prospectus is accurate as of any date other than the date on the front of the document.

***Information Included in the Annexes to this Information Statement/Prospectus***

Important information is also included in the Annexes attached hereto, including the following:

Annex A Agreement and Plan of Merger;

Annex B Appraisal Rights of Limited Partners;

Annex C Officers and Directors;

Annex D Summary of Appraisals Table;

Annex E CPF XIX's Annual Report on Form 10-K for the year ended December 31, 2012; and

Annex F Aimco's and Aimco OP's combined Annual Report on Form 10-K for the year ended December 31, 2012.

References to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995 are included in CPF XIX's Annual Report on Form 10-K for the year ended December 31, 2012, which is included as [Annex E](#) to this information statement/prospectus; and in Aimco's and Aimco OP's combined Annual Report on Form 10-K for the year ended December 31, 2012 which is included in [Annex F](#) to this information statement/prospectus; and in Aimco's Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference in this information statement/prospectus. However, because the merger constitutes a going private transaction, those safe-harbor provisions do not apply to any forward-looking statements CPF XIX, Aimco OP or Aimco make in connection with the merger.

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**ANNEX A**

**Agreement and Plan of Merger**

AGREEMENT AND PLAN OF MERGER (this **Agreement** ), dated as of February 28, 2013, by and among CENTURY PROPERTIES FUND XIX, LP, a Delaware limited partnership ( **CPF XIX** ), AIMCO CPF XIX MERGER SUB LLC, a Delaware limited liability company (the **Aimco Subsidiary** ), and AIMCO PROPERTIES, L.P., a Delaware limited partnership ( **Aimco OP** ).

WHEREAS, Fox Partners II, the general partner of CPF XIX ( **CPF XIX GP** ), has determined that the Merger (as defined below) of the Aimco Subsidiary with and into CPF XIX, with CPF XIX as the surviving entity, is advisable and in the best interests of CPF XIX and its partners;

WHEREAS, Aimco OP, the sole member of the Aimco Subsidiary, has determined that the Merger of the Aimco Subsidiary with and into CPF XIX, with CPF XIX as the surviving entity, is advisable and in the best interests of the Aimco Subsidiary and its member;

WHEREAS, the Board of Directors of AIMCO-GP, Inc., the general partner of Aimco OP ( **AIMCO-GP** ), has determined that the Merger of the Aimco Subsidiary with and into CPF XIX, with CPF XIX as the surviving entity, is advisable and in the best interests of Aimco OP and its partners; and

WHEREAS, the parties desire to enter this Agreement to evidence the terms, provisions, representations, warranties, covenants and conditions upon which the Merger will be consummated.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, and for other good and valuable consideration, the adequacy, sufficiency, and receipt of which are hereby acknowledged, CPF XIX, the Aimco Subsidiary and Aimco OP hereby agree as follows:

SECTION 1. *The Merger.* Subject to the terms and conditions set forth herein, the Aimco Subsidiary shall be merged with and into CPF XIX (the **Merger** ), and CPF XIX shall be the surviving entity of the Merger (the **Surviving Entity** ). The Merger will have the effects specified in this Agreement, section 17-211 of the Delaware Revised Uniform Limited Partnership Act, as amended (the **DRULPA** ), and section 18-209 of the Delaware Limited Liability Company Act, as amended (the **DLLCA** ).

SECTION 2. *General Partner.* CPF XIX GP will be the sole general partner of the Surviving Entity.

SECTION 3. *Certificate.* As soon as practicable after the approval of this Agreement by a majority in interest of limited partners of CPF XIX, CPF XIX shall cause to be filed a certificate of merger with respect to the Merger (the **Certificate of Merger** ) with the Office of the Secretary of State of the State of Delaware pursuant to 17-211 of the DRULPA and section 18-209 of the DLLCA. The Merger shall become effective at such time as the Certificate of Merger has been accepted for record by the Secretary of State of the State of Delaware (the **Effective Time** ).

SECTION 4. *Limited Partnership Agreement.* The agreement of limited partnership of CPF XIX as in effect immediately prior to the consummation of the Merger (the **Partnership Agreement** ), shall be the agreement of limited partnership of the Surviving Entity until thereafter amended in accordance with the provisions thereof and applicable law. The general partner and each limited partner of the Surviving Entity shall have the rights under, be bound by and be subject to the terms and conditions of, the Partnership Agreement, as a general partner or limited partner, as applicable.

SECTION 5. *Treatment of Interests in CPF XIX.*

(a) *Limited Partners Interests.*

(i) In connection with the Merger and in accordance with the procedures set forth in Section 5(a)(iii) of this Agreement, each limited partnership unit of CPF XIX outstanding immediately prior to the Effective Time and held by limited partners of CPF XIX, except limited partnership units held by limited partners who have perfected their appraisal rights pursuant to Exhibit A hereto, shall be converted into the right to receive, at the



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election of the limited partner, either (x) \$364.65 in cash (the **Cash Consideration** ) or (y) a number of partnership common units of Aimco OP calculated by dividing \$364.65 by the average closing price of Apartment Investment and Management Company common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the Effective Time (the **OP Unit Consideration**, and, together with the Cash Consideration, the **Merger Consideration** ).

(ii) Notwithstanding Section 5(a)(i) of this Agreement, if Aimco OP determines that the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of partnership common units of Aimco OP in that state or jurisdiction (or that the registration in that state or other jurisdiction would be prohibitively costly), then such limited partner will only be entitled to receive the Cash Consideration for each limited partnership unit.

(iii) Aimco OP shall prepare a form of election (the **Election Form** ) describing the Merger and pursuant to which each limited partner of CPF XIX will have the right to elect to receive either the Cash Consideration or the OP Unit Consideration (subject to Section 5(a)(ii)). Aimco OP shall mail or cause to be mailed an Election Form to each limited partner, together with any other materials that Aimco OP determines to be necessary or prudent, no later than ten (10) days after the Effective Time. An election to receive the Cash Consideration or the OP Unit Consideration shall be effective only if a properly executed Election Form is received by Aimco OP or its designees prior to 5:00 p.m., Eastern Time on the day that is thirty (30) days after the mailing of such Election Form by Aimco OP. If a limited partner fails to return a duly completed Election Form within the time period specified in the Election Form, such holder shall be deemed to have elected to receive the Cash Consideration. In addition, each limited partner that resides in a state or other jurisdiction that Aimco OP determines would prohibit the issuance of partnership common units of Aimco OP (or in which registration or qualification would be prohibitively costly) will be deemed to have elected the Cash Consideration. CPF XIX, the Aimco Subsidiary and Aimco OP agree that limited partners shall have the right to revoke any election made in connection with the Merger at any time prior to the expiration of the time period stated in the Election Form. Aimco OP and CPF XIX GP, by mutual agreement, shall have the right to make rules, not inconsistent with the terms of this Agreement, governing the validity of Election Forms and the issuance and delivery of the Merger Consideration, as applicable.

(b) General Partner's Interests. Each general partnership interest of CPF XIX outstanding immediately prior to consummation of the Merger shall remain outstanding and unchanged, with all of the rights set forth in the Partnership Agreement.

SECTION 6. *Treatment of Interests in Aimco Subsidiary.* The entire membership interest in the Aimco Subsidiary immediately prior to the Effective Time shall be converted into 1,000 limited partnership units of the Surviving Entity.

SECTION 7. *Appraisal Rights.* In connection with the Merger, the holders of limited partnership units of CPF XIX immediately prior to the Merger shall have the appraisal rights set forth in Exhibit A hereto.

SECTION 8. *Covenants.* Aimco OP agrees to pay for, or reimburse CPF XIX for, all expenses incurred by CPF XIX in connection with the Merger. Aimco OP agrees to pay cash or issue and deliver common units of Aimco OP to the former holders of CPF XIX limited partnership units, in accordance with section 5(a) of this Agreement.

SECTION 9. *Conditions to the Merger.*

(a) The Merger shall not occur unless and until the Merger has been approved or consented to by a majority in interest of limited partners of CPF XIX.

(b) Notwithstanding any provisions of this Agreement to the contrary, none of the parties hereto shall be required to consummate the transactions contemplated hereby if any third-party consent, authorization or approval that any of the parties hereto deem necessary or desirable in connection with this Agreement, or the consummation of the transactions contemplated hereby, has not been obtained or received.

SECTION 10. *Tax Treatment.* The parties hereto intend and agree that, for Federal income tax purposes, (i) any payment of cash for limited partnership units of CPF XIX shall be treated as a sale of such limited

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partnership units by such holder and a purchase of such limited partnership units by Aimco OP for the cash so paid under the terms of this Agreement, and (ii) each such holder of limited partnership units who accepts cash explicitly agrees and consents to such treatment. Furthermore, the parties hereto intend and agree that, for Federal income tax purposes, (i) any exchange of limited partnership units of CPF XIX for partnership common units of Aimco OP under the terms of this Agreement shall be treated in accordance with Sections 721 and 731 of the Internal Revenue Code of 1986, as amended, and (ii) each such holder of limited partnership units of CPF XIX who accepts partnership common units of Aimco OP explicitly agrees and consents to such treatment. Any cash and/or partnership common units of Aimco OP to which a holder of limited partnership units of CPF XIX is entitled pursuant to this Agreement shall be paid only after the receipt of a consent from such holder that, for Federal income tax purposes, the receipt of cash and/or partnership common units of Aimco OP shall be treated as described in this Section 10.

SECTION 11. *Further Assurances.* From time to time, as and when required by the Surviving Entity or by its successors and assigns, there shall be executed and delivered on behalf of the Aimco Subsidiary such deeds and other instruments, and there shall be taken or caused to be taken by the Aimco Subsidiary all such further actions, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Entity the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Aimco Subsidiary, and otherwise to carry out the purposes of this Agreement, and the officers and directors of CPF XIX GP are fully authorized in the name and on behalf of Aimco Subsidiary or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

SECTION 12. *Amendment.* Subject to applicable law, this Agreement may be amended, modified or supplemented by written agreement of the parties hereto at any time prior to the consummation of the Merger with respect to any of the terms contained herein.

SECTION 13. *Abandonment.* At any time prior to consummation of the Merger, this Agreement may be terminated and the Merger may be abandoned without liability to any party hereto by any of the Aimco Subsidiary, Aimco OP or CPF XIX, in each case, acting in its sole discretion and for any reason or for no reason, notwithstanding approval of this Agreement by any of the members of the Aimco Subsidiary, the partners of CPF XIX or the general partner of Aimco OP.

SECTION 14. *Governing Law.* This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without reference to the conflict of law provisions thereof.

SECTION 15. *No Third-Party Beneficiaries.* No provision of this Agreement is intended to confer upon any person, entity, or organization other than the parties hereto any rights or remedies hereunder, other than the appraisal rights given to holders of limited partnership units of CPF XIX pursuant to Section 7 of this Agreement.

*[Signatures appear on following page.]*

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**IN WITNESS WHEREOF**, CPF XIX, the Aimco Subsidiary and Aimco OP have caused this Agreement to be signed by their respective duly authorized officers as of the date first written above.

**CENTURY PROPERTIES FUND XIX, LP**

By: Fox Partners II,  
its General Partner

By: Fox Capital Management Corporation,  
its Managing General Partner

By: /s/ John Bezzant  
Name: John Bezzant  
Title: Executive Vice President

**AIMCO CPF XIX MERGER SUB LLC**

By: Aimco Properties, L.P.,  
its sole Member

By: AIMCO-GP, Inc.  
its General Partner

By: /s/ John Bezzant  
Name: John Bezzant  
Title: Executive Vice President

**AIMCO PROPERTIES, L.P.**

By: AIMCO-GP, Inc.,  
its General Partner

By: /s/ John Bezzant  
Name: John Bezzant  
Title: Executive Vice President

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**EXHIBIT A**

**Appraisal Rights of Limited Partners**

Capitalized terms used but not defined herein shall have the respective meanings ascribed thereto in the Agreement and Plan of Merger, dated as of February 28, 2013 (the **Merger Agreement** ), by and among Century Properties Fund XIX, a Delaware limited partnership ( **CPF XIX** ), AIMCO CPF XIX Merger Sub LLC, a Delaware limited liability company (the **Aimco Subsidiary** ), and AIMCO Properties, L.P., a Delaware limited partnership ( **Aimco OP** ). In connection with the Merger, limited partners of CPF XIX shall have the following appraisal rights:

- (a) Any limited partner who holds limited partnership units on the effective date of the Merger who has not consented to the merger (the **Nonconsenting Limited Partners** ) and who has otherwise complied with paragraph (b) hereof shall be entitled to an appraisal by arbitration of the fair value of the Nonconsenting Limited Partner's limited partnership units. This arbitration shall be conducted in Denver, Colorado, in accordance with the Commercial Arbitration Rules of the American Arbitration Association ( **AAA** ), excluding the Procedures for Large, Complex Commercial Disputes, by a single arbitrator selected by Aimco OP from a panel of AAA arbitrators who are qualified to value investment interests in commercial real estate. Any action for judicial review or enforcement of the arbitration award shall be brought in a court of competent jurisdiction located in Denver, Colorado.
- (b) Within 10 days after the effective date of the Merger, Aimco OP shall notify each of the Nonconsenting Limited Partners of the consummation of the Merger, the effective date of the Merger and that appraisal rights are available for any or all limited partnership units held by Nonconsenting Limited Partners, and shall include in such notice a copy of this Exhibit A. Such notice shall include an Election Form pursuant to which Nonconsenting Limited Partners may elect an appraisal by arbitration of the fair value of their limited partnership units pursuant to paragraph (a) hereof. Any limited partner who holds limited partnership units on the effective date of the Merger and who has not consented to the Merger shall be entitled to receive such notice and may, within 30 days after the date of mailing of such notice (such 30th day being the **Election Deadline** ), demand from Aimco OP the appraisal of his or her limited partnership units by making the appropriate election in the Election Form in accordance with the instructions thereto. Each completed Election Form must be delivered to the address, and within the time period, specified in the instructions to the Election Form. If a Nonconsenting Limited Partner fails to properly complete an Election Form or return it to the correct address within the specified time period, such Nonconsenting Limited Partner shall be deemed to have elected not to seek an appraisal of his or her limited partnership units, and will be deemed to have elected the Cash Consideration.
- (c) At any time prior to the Election Deadline, any Nonconsenting Limited Partner who has made a demand for appraisal of his or her limited partnership units shall have the right to withdraw his or her demand for appraisal and to accept the Cash Consideration payable pursuant to the Merger Agreement. Nonconsenting Limited Partners who wish to withdraw their demands must do so in writing delivered to Aimco Properties, L.P., c/o Eagle Rock Proxy Advisors, LLC, by mail at 12 Commerce Drive, Cranford, New Jersey 07016, or by fax at (908) 497-2349. At any time within 20 days after the Election Deadline, any Nonconsenting Limited Partner who has complied with the requirements of subsections (a) and (b) hereof, upon written request, shall be entitled to receive from Aimco OP a statement setting forth the aggregate number of limited partnership units with respect to which Nonconsenting Limited Partners have made demands for appraisal and the aggregate number of holders of such limited partnership units. Such written statement shall be mailed to the Nonconsenting Limited Partner within 10 days after such Nonconsenting Limited Partner's written request for such a statement is received by Aimco OP or within 20 days after the Election Deadline, whichever is later.
- (d) Upon the submission of any such demand by a Nonconsenting Limited Partner, Aimco OP shall, within 40 days after the Election Deadline, submit to the arbitrator a duly verified list containing the names and addresses of all Nonconsenting Limited Partners who have demanded payment for their limited partnership units and with whom agreements as to the value of their limited partnership units have not been

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reached with Aimco OP. The arbitrator shall give notice of the time and place fixed for the hearing of such demand by registered or certified mail to Aimco OP and to the Nonconsenting Limited Partners shown on the list at the addresses therein stated. The forms of the notices shall be approved by the arbitrator, and the costs of the preparation and mailing thereof shall be borne by Aimco OP.

(e) At the hearing on such demand, the arbitrator shall determine as to each of the Nonconsenting Limited Partners whether the Nonconsenting Limited Partner is entitled to appraisal rights hereunder.

(f) After determining the Nonconsenting Limited Partners entitled to an appraisal, the arbitrator shall appraise such Nonconsenting Limited Partners' limited partnership units, determining their fair value, as of the date of the Merger, exclusive of any element of value arising from the accomplishment or expectation of the Merger, together with interest, if any, to be paid upon the amount determined to be the fair value. In determining such fair value, the arbitrator shall take into account all factors relevant to the issue of fair value of the limited partnership units, using the legal standard of fair value that would apply if the Nonconsenting Limited Partner were a stockholder in a corporation entitled to appraisal rights as a result of a corporate merger under the corporation laws of the state of Delaware. Unless the arbitrator in his or her discretion determines otherwise for good cause shown, interest from the effective date of the Merger through the date of payment of the judgment shall be compounded quarterly and shall accrue at 5% over the Federal Reserve discount rate (including any surcharge), as established from time to time during the period between the effective date of the Merger and the date of payment of the judgment. Upon application by Aimco OP or by any Nonconsenting Limited Partner entitled to participate in the appraisal proceeding, the arbitrator may, in his or her discretion, proceed with the appraisal prior to the final determination of the Nonconsenting Limited Partners' entitlement to appraisal rights hereunder. Any Nonconsenting Limited Partner whose name appears on the list submitted by Aimco OP pursuant to paragraph (d) hereof may participate fully in all proceedings until it is finally determined that such Nonconsenting Limited Partner is not entitled to appraisal rights hereunder.

(g) The arbitrator shall direct the payment of the fair value of the limited partnership units (which will be paid only in cash), together with interest, if any, by Aimco OP to the Nonconsenting Limited Partners entitled thereto. Payment shall be so made to each such Nonconsenting Limited Partner upon the receipt by Aimco OP of the written consent from such Nonconsenting Limited Partner that, for federal income tax purposes, the issuance of cash for the limited partnership units shall be treated as a sale of the limited partnership units by the owner and a purchase of such limited partnership units by Aimco OP for the cash consideration so paid under the terms of the Merger Agreement.

(h) The costs of the proceeding may be determined by the arbitrator and taxed upon the parties as the arbitrator deems equitable in the circumstances. Upon application of a Nonconsenting Limited Partner, the arbitrator may order all or a portion of the expenses incurred by any Nonconsenting Limited Partner in connection with the appraisal proceeding, including, without limitation, reasonable attorney's fees and the fees and expenses of experts, to be charged pro rata against the value of all the interests entitled to an appraisal.

(i) Any Nonconsenting Limited Partner who has made a demand for appraisal of his or her limited partnership units and who has not withdrawn the demand before the Election Deadline shall be deemed to have entered into a binding contract with Aimco OP to accept the fair value awarded by the arbitrator in exchange for his or her limited partnership units, plus any interest as provided herein. The award of fair value, plus any interest, to the Nonconsenting Limited Partners shall be exclusive of and in lieu of any other right, claim or remedy under state or federal law that the Nonconsenting Limited Partner may have with respect to his or her limited partnership units whether under the Merger Agreement or otherwise and whether against CPF XIX, CPF XIX GP, Aimco-GP, Apartment Investment and Management Company, Aimco OP, or any other person or entity, and the Nonconsenting Limited Partner shall execute and deliver a release of all other such rights, claims and remedies in exchange for payment of the award.

(j) From and after the effective date of the Merger, no Nonconsenting Limited Partner who has demanded appraisal rights as provided in paragraph (b) hereof shall be entitled to vote his or her limited

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partnership units for any purpose or to receive payment of distributions on such interests (except distributions payable as of a record date prior to the effective date of the Merger); provided, however, that if such Nonconsenting Limited Partner shall deliver to Aimco Properties, L.P., c/o Eagle Rock Proxy Advisors, LLC, by mail at 12 Commerce Drive, Cranford, New Jersey 07016, or by fax at (908) 497-2349, a written withdrawal of such Nonconsenting Limited Partner's demand for an appraisal and an acceptance of the Cash Consideration payable pursuant to the Merger Agreement, either as provided in paragraph (c) hereof or thereafter with the written approval of Aimco OP, then the right of such Nonconsenting Limited Partner to an appraisal shall cease. The appraisal proceeding may also be dismissed as to any Nonconsenting Limited Partner with the agreement or consent of Aimco OP upon such terms as the two parties may agree. Except as provided in the two foregoing sentences, no appraisal proceeding before the arbitrator shall be dismissed as to any Nonconsenting Limited Partner without the approval of the arbitrator, and such approval may be conditioned upon such terms as the arbitrator deems just.

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**Table of Contents****ANNEX B****Appraisal Rights of Limited Partners**

Capitalized terms used but not defined herein shall have the respective meanings ascribed thereto in the Agreement and Plan of Merger, dated as of February 28, 2013 (the **Merger Agreement** ), by and among Century Properties Fund XIX, a Delaware limited partnership ( **CPF XIX** ), AIMCO CPF XIX Merger Sub LLC, a Delaware limited liability company (the **Aimco Subsidiary** ), and AIMCO Properties, L.P., a Delaware limited partnership ( **Aimco OP** ). In connection with the Merger, limited partners of CPF XIX shall have the following appraisal rights:

- (a) Any limited partner who holds limited partnership units on the effective date of the Merger who has not consented to the merger (the **Nonconsenting Limited Partners** ) and who has otherwise complied with paragraph (b) hereof shall be entitled to an appraisal by arbitration of the fair value of the Nonconsenting Limited Partner's limited partnership units. This arbitration shall be conducted in Denver, Colorado, in accordance with the Commercial Arbitration Rules of the American Arbitration Association ( **AAA** ), excluding the Procedures for Large, Complex Commercial Disputes, by a single arbitrator selected by Aimco OP from a panel of AAA arbitrators who are qualified to value investment interests in commercial real estate. Any action for judicial review or enforcement of the arbitration award shall be brought in a court of competent jurisdiction located in Denver, Colorado.
- (b) Within 10 days after the effective date of the Merger, Aimco OP shall notify each of the Nonconsenting Limited Partners of the consummation of the Merger, the effective date of the Merger and that appraisal rights are available for any or all limited partnership units held by Nonconsenting Limited Partners, and shall include in such notice a copy of this Exhibit A. Such notice shall include an Election Form pursuant to which Nonconsenting Limited Partners may elect an appraisal by arbitration of the fair value of their limited partnership units pursuant to paragraph (a) hereof. Any limited partner who holds limited partnership units on the effective date of the Merger and who has not consented to the Merger shall be entitled to receive such notice and may, within 30 days after the date of mailing of such notice (such 30th day being the **Election Deadline** ), demand from Aimco OP the appraisal of his or her limited partnership units by making the appropriate election in the Election Form in accordance with the instructions thereto. Each completed Election Form must be delivered to the address, and within the time period, specified in the instructions to the Election Form. If a Nonconsenting Limited Partner fails to properly complete an Election Form or return it to the correct address within the specified time period, such Nonconsenting Limited Partner shall be deemed to have elected not to seek an appraisal of his or her limited partnership units, and will be deemed to have elected the Cash Consideration.
- (c) At any time prior to the Election Deadline, any Nonconsenting Limited Partner who has made a demand for appraisal of his or her limited partnership units shall have the right to withdraw his or her demand for appraisal and to accept the Cash Consideration payable pursuant to the Merger Agreement. Nonconsenting Limited Partners who wish to withdraw their demands must do so in writing delivered to Aimco Properties, L.P., c/o Eagle Rock Proxy Advisors, LLC, by mail at 12 Commerce Drive, Cranford, New Jersey 07016, or by fax at (908) 497-2349. At any time within 20 days after the Election Deadline, any Nonconsenting Limited Partner who has complied with the requirements of subsections (a) and (b) hereof, upon written request, shall be entitled to receive from Aimco OP a statement setting forth the aggregate number of limited partnership units with respect to which Nonconsenting Limited Partners have made demands for appraisal and the aggregate number of holders of such limited partnership units. Such written statement shall be mailed to the Nonconsenting Limited Partner within 10 days after such Nonconsenting Limited Partner's written request for such a statement is received by Aimco OP or within 20 days after the Election Deadline, whichever is later.
- (d) Upon the submission of any such demand by a Nonconsenting Limited Partner, Aimco OP shall, within 40 days after the Election Deadline, submit to the arbitrator a duly verified list containing the names and addresses of all Nonconsenting Limited Partners who have demanded payment for their limited partnership units and with whom agreements as to the value of their limited partnership units have not been

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reached with Aimco OP. The arbitrator shall give notice of the time and place fixed for the hearing of such demand by registered or certified mail to Aimco OP and to the Nonconsenting Limited Partners shown on the list at the addresses therein stated. The forms of the notices shall be approved by the arbitrator, and the costs of the preparation and mailing thereof shall be borne by Aimco OP.

(e) At the hearing on such demand, the arbitrator shall determine as to each of the Nonconsenting Limited Partners whether the Nonconsenting Limited Partner is entitled to appraisal rights hereunder.

(f) After determining the Nonconsenting Limited Partners entitled to an appraisal, the arbitrator shall appraise such Nonconsenting Limited Partners' limited partnership units, determining their fair value, as of the date of the Merger, exclusive of any element of value arising from the accomplishment or expectation of the Merger, together with interest, if any, to be paid upon the amount determined to be the fair value. In determining such fair value, the arbitrator shall take into account all factors relevant to the issue of fair value of the limited partnership units, using the legal standard of fair value that would apply if the Nonconsenting Limited Partner were a stockholder in a corporation entitled to appraisal rights as a result of a corporate merger under the corporation laws of the state of Delaware. Unless the arbitrator in his or her discretion determines otherwise for good cause shown, interest from the effective date of the Merger through the date of payment of the judgment shall be compounded quarterly and shall accrue at 5% over the Federal Reserve discount rate (including any surcharge), as established from time to time during the period between the effective date of the Merger and the date of payment of the judgment. Upon application by Aimco OP or by any Nonconsenting Limited Partner entitled to participate in the appraisal proceeding, the arbitrator may, in his or her discretion, proceed with the appraisal prior to the final determination of the Nonconsenting Limited Partners' entitlement to appraisal rights hereunder. Any Nonconsenting Limited Partner whose name appears on the list submitted by Aimco OP pursuant to paragraph (d) hereof may participate fully in all proceedings until it is finally determined that such Nonconsenting Limited Partner is not entitled to appraisal rights hereunder.

(g) The arbitrator shall direct the payment of the fair value of the limited partnership units (which will be paid only in cash), together with interest, if any, by Aimco OP to the Nonconsenting Limited Partners entitled thereto. Payment shall be so made to each such Nonconsenting Limited Partner upon the receipt by Aimco OP of the written consent from such Nonconsenting Limited Partner that, for federal income tax purposes, the issuance of cash for the limited partnership units shall be treated as a sale of the limited partnership units by the owner and a purchase of such limited partnership units by Aimco OP for the cash consideration so paid under the terms of the Merger Agreement.

(h) The costs of the proceeding may be determined by the arbitrator and taxed upon the parties as the arbitrator deems equitable in the circumstances. Upon application of a Nonconsenting Limited Partner, the arbitrator may order all or a portion of the expenses incurred by any Nonconsenting Limited Partner in connection with the appraisal proceeding, including, without limitation, reasonable attorney's fees and the fees and expenses of experts, to be charged pro rata against the value of all the interests entitled to an appraisal.

(i) Any Nonconsenting Limited Partner who has made a demand for appraisal of his or her limited partnership units and who has not withdrawn the demand before the Election Deadline shall be deemed to have entered into a binding contract with Aimco OP to accept the fair value awarded by the arbitrator in exchange for his or her limited partnership units, plus any interest as provided herein. The award of fair value, plus any interest, to the Nonconsenting Limited Partners shall be exclusive of and in lieu of any other right, claim or remedy under state or federal law that the Nonconsenting Limited Partner may have with respect to his or her limited partnership units whether under the Merger Agreement or otherwise and whether against CPF XIX, CPF XIX GP, Aimco-GP, Apartment Investment and Management Company, Aimco OP, or any other person or entity, and the Nonconsenting Limited Partner shall execute and deliver a release of all other such rights, claims and remedies in exchange for payment of the award.

(j) From and after the effective date of the Merger, no Nonconsenting Limited Partner who has demanded appraisal rights as provided in paragraph (b) hereof shall be entitled to vote his or her limited partnership units for any purpose or to receive payment of distributions on such interests (except



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distributions payable as of a record date prior to the effective date of the Merger); provided, however, that if such Nonconsenting Limited Partner shall deliver to Aimco Properties, L.P., c/o Eagle Rock Proxy Advisors, LLC, by mail at 12 Commerce Drive, Cranford, New Jersey 07016, or by fax at (908) 497-2349, a written withdrawal of such Nonconsenting Limited Partner's demand for an appraisal and an acceptance of the Cash Consideration payable pursuant to the Merger Agreement, either as provided in paragraph (c) hereof or thereafter with the written approval of Aimco OP, then the right of such Nonconsenting Limited Partner to an appraisal shall cease. The appraisal proceeding may also be dismissed as to any Nonconsenting Limited Partner with the agreement or consent of Aimco OP upon such terms as the two parties may agree. Except as provided in the two foregoing sentences, no appraisal proceeding before the arbitrator shall be dismissed as to any Nonconsenting Limited Partner without the approval of the arbitrator, and such approval may be conditioned upon such terms as the arbitrator deems just.

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**Table of Contents****ANNEX C****OFFICERS AND DIRECTORS**

None of CPF XIX, Fox Partners II, Aimco OP or the Aimco Subsidiary has directors, officers or significant employees of its own. The names and positions of the executive officers and directors of Aimco, AIMCO-GP, AIMCO/IPT and FCMC are set forth below. The business address of each executive officer and director is 4582 South Ulster Street, Suite 1100, Denver, Colorado 80237. Each executive officer and director is a citizen of the United States of America.

<b>Name (Age)</b>	<b>Position</b>
Terry Considine(65)	Chairman of the Board of Directors and Chief Executive Officer of Aimco; Director, Chief Executive Officer and President of AIMCO-GP and AIMCO/IPT.
John Bezzant(50)	Executive Vice President Transactions of Aimco, AIMCO-GP, AIMCO/IPT and FCMC; Director of FCMC and AIMCO/IPT.
Lisa R. Cohn(44)	Executive Vice President, General Counsel and Secretary of Aimco, AIMCO-GP, AIMCO/IPT and FCMC.
Miles Cortez(69)	Executive Vice President and Chief Administrative Officer of Aimco, AIMCO-GP and AIMCO/IPT.
Patti K. Fielding(49)	Executive Vice President Securities and Debt and Treasurer of Aimco, AIMCO-GP, AIMCO/IPT and FCMC.
Ernest M. Freedman(42)	Executive Vice President and Chief Financial Officer of Aimco, AIMCO-GP, AIMCO/IPT and FCMC.
Keith M. Kimmel(41)	Executive Vice President of Property Operations of Aimco, AIMCO-GP, AIMCO/IPT and FCMC.
Daniel S. Matula(47)	Executive Vice President Redevelopment and Construction Services of Aimco, AIMCO-GP, AIMCO/IPT and FCMC.
Steven D. Cordes(41)	Senior Vice President Affordable Asset Management of Aimco, AIMCO-GP, AIMCO/IPT and FCMC; Director of FCMC.
Paul Beldin(39)	Senior Vice President and Chief Accounting Officer of Aimco, AIMCO-GP, AIMCO/IPT and FCMC.
Stephen B. Waters(51)	Senior Director of Partnership Accounting of Aimco, AIMCO-GP, AIMCO/IPT and FCMC.
James N. Bailey(66)	Director of Aimco and AIMCO-GP.
Thomas L. Keltner(66)	Director of Aimco and AIMCO-GP.
J. Landis Martin(67)	Director of Aimco and AIMCO-GP.
Robert A. Miller(67)	Director of Aimco and AIMCO-GP.
Kathleen M. Nelson(67)	Director of Aimco and AIMCO-GP.
Michael A. Stein(63)	Director of Aimco and AIMCO-GP.

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<b>Name</b>	<b>Biographical Summary of Current Directors and Officers</b>
Terry Considine	Mr. Considine has been Chairman of the Board of Directors and Chief Executive Officer of Aimco and AIMCO-GP, Inc. since July 1994, and has been a director, Chief Executive Officer and President of AIMCO/IPT since February 1999. Mr. Considine also serves on the board of directors of Intrepid Potash, Inc. a publicly held producer of potash, and, until its acquisition in early 2009, Mr. Considine served as Chairman of the Board and Chief Executive Officer of American Land Lease, Inc. Mr. Considine has over 40 years of experience in the real estate and other industries. Among other real estate ventures, in 1975, Mr. Considine founded and managed the predecessor companies that became Aimco at its initial public offering in 1994.
John Bezzant	Mr. Bezzant was appointed as a Director of FCMC effective December 16, 2009. Mr. Bezzant currently serves as an Executive Vice President of Aimco, AIMCO-GP, AIMCO/IPT and FCMC. Mr. Bezzant chairs Aimco's investment committee, oversees capital investments, and is responsible for portfolio management, and disposition of and acquisition activities. Mr. Bezzant joined Aimco in June 2006 as Senior Vice President - Development and was appointed as Executive Vice President, Transactions in January 2011. Prior to joining Aimco, from 2005 to June 2006, Mr. Bezzant was a First Vice President at Prologis and from 1986 to 2005, Mr. Bezzant served as Vice President, Asset Management at Catellus Development Corporation.
Lisa R. Cohn	Ms. Cohn was appointed Executive Vice President, General Counsel and Secretary of Aimco, AIMCO-GP, AIMCO/IPT and FCMC in December 2007. In addition to serving as general counsel, Ms. Cohn has executive responsibility for insurance and risk management as well as human resources. From January 2004 to December 2007, Ms. Cohn served as Senior Vice President and Assistant General Counsel. She joined Aimco in July 2002 as Vice President and Assistant General Counsel. Prior to joining Aimco, Ms. Cohn was in private practice with the law firm of Hogan & Hartson LLP with a focus on public and private mergers and acquisitions, venture capital financing, securities and corporate governance.
Miles Cortez	Mr. Cortez was appointed Executive Vice President and Chief Administrative Officer in December 2007. He is responsible for administration, government relations, communications and special projects. Mr. Cortez joined Aimco in August 2001 as Executive Vice President, General Counsel and Secretary. Prior to joining Aimco, Mr. Cortez was the senior partner of Cortez Macaulay Bernhardt & Schuetze LLC, a Denver, Colorado law firm, from December 1997 through September 2001. He served as president of the Colorado Bar Association from 1996 to 1997 and the Denver Bar Association from 1982 to 1983.
Patti K. Fielding	Ms. Fielding was appointed Executive Vice President of Aimco, AIMCO-GP, AIMCO/IPT and FCMC, in February 2003 and Treasurer in January 2005, responsible for debt financing and the treasury department. From January 2000 to February 2003, Ms. Fielding served as Senior Vice President - Securities and Debt. Ms. Fielding joined the Company as a Vice President in February 1997. Prior to joining the Company, Ms. Fielding was with Hanover Capital from 1996 to 1997, and from 1993 to 1995 she was Vice Chairman, Senior Vice President and Co-Founder of

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<b>Name</b>	<b>Biographical Summary of Current Directors and Officers</b>
	CapSource Funding Corp. She was also a Group Vice President with Duff & Phelps Rating Company from 1987 to 1993 and a commercial real estate appraiser with American Appraisal for three years.
Ernest M. Freedman	Mr. Freedman was appointed Executive Vice President and Chief Financial Officer of Aimco, AIMCO-GP, AIMCO/IPT and FCMC effective November 1, 2009. Mr. Freedman joined Aimco in 2007 as Senior Vice President of Financial Planning and Analysis and has served as Senior Vice President of Finance since February 2009, responsible for financial planning, tax, accounting and related areas. From 2004 to 2007, Mr. Freedman served as Chief Financial Officer of HEI Hotels and Resorts. From 2000 to 2004, Mr. Freedman was at GE Real Estate in a number of capacities, including operations controller and finance manager for investments and acquisitions. From 1993 to 2000, Mr. Freedman was with Ernst & Young, LLP, including one year as a senior manager in the real estate practice. Mr. Freedman is a certified public accountant.
Keith M. Kimmel	Mr. Kimmel was appointed Executive Vice President of Property Operations of Aimco in January 2011. He also serves as Executive Vice President of AIMCO-GP, AIMCO/IPT and FCMC. From September 2008 to January 2011, Mr. Kimmel served as the Area Vice President of property operations for the western region. Prior to that, from March 2006 to September 2008, he served as the Regional Vice President of property operations for California. He joined Aimco in March of 2002 as a Regional Property Manager. Prior to joining Aimco, Mr. Kimmel was with Casden Properties from 1998 through 2002, and was responsible for the operation of the new construction and high-end product line. Mr. Kimmel began his career in the multi-family real estate business in 1992 as a leasing consultant and on-site manager.
Daniel S. Matula	Mr. Matula was appointed Executive Vice President of Redevelopment and Construction for Aimco in January 2011. He also serves as Executive Vice President of AIMCO-GP, AIMCO/IPT and FCMC. He joined Aimco as Senior Vice President of Redevelopment in January 2006. Mr. Matula oversees redevelopment and construction services. Prior to joining Aimco, from 2005 to 2006, Mr. Matula served as Senior Vice President of Development for Triad Partners, a private medical office development company headquartered in Irvine, CA. From 2000 to 2005, Mr. Matula served as Senior Vice President of Construction Services for Catellus Development Corporation.
Steven D. Cordes	Mr. Cordes was appointed as a Director of FCMC effective March 2, 2009. Mr. Cordes has been a Senior Vice President of Aimco, AIMCO-GP, AIMCO/IPT and FCMC since May 2007. Mr. Cordes was appointed Senior Vice President Structured Equity in May 2007. Mr. Cordes joined Aimco in 2001 as a Vice President of Capital Markets with responsibility for Aimco's joint ventures and equity capital markets activity. Prior to joining Aimco, Mr. Cordes was a manager in the financial consulting practice of PricewaterhouseCoopers. Effective March 2009, Mr. Cordes was appointed to serve as the equivalent of the chief executive officer of the Partnership.
Paul Beldin	Mr. Beldin was appointed Senior Vice President and Chief Accounting Officer of Aimco and FCMC in May 2008. Mr. Beldin joined Aimco in May 2008. Prior to that, Mr. Beldin served as controller and then as chief financial officer of America First Apartment Investors, Inc., a publicly traded multifamily real estate investment trust, from May 2005 to September 2007 when the company was acquired by Sentinel Real Estate Corporation. Prior to joining America First Apartment Investors,

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<b>Name</b>	<b>Biographical Summary of Current Directors and Officers</b>
Stephen B. Waters	<p>Inc., Mr. Beldin was a senior manager at Deloitte and Touche LLP, where he was employed from August 1996 to May 2005, including two years as an audit manager in SEC services at Deloitte's national office.</p> <p>Mr. Waters was appointed Senior Director of Partnership Accounting of Aimco and FCMC in June 2009. Mr. Waters has responsibility for partnership accounting with Aimco and serves as the principal financial officer of FCMC. Mr. Waters joined Aimco as a Director of Real Estate Accounting in September 1999 and was appointed Vice President of FCMC and Aimco in April 2004. Prior to joining Aimco, Mr. Waters was a senior manager at Ernst &amp; Young LLP.</p>
James N. Bailey	<p>Mr. Bailey was first elected as a director of Aimco in June 2000 and is currently Chairman of the Nominating and Corporate Governance Committee and a member of the Audit, Compensation and Human Resources and Redevelopment and Construction Committees. Mr. Bailey co-founded Cambridge Associates, LLC, an investment consulting firm, in 1973 and currently serves as its Senior Managing Director and Treasurer. He is also a co-founder, director and treasurer of The Plymouth Rock Company, and a director of SRB Corporation, Inc. and Homeowners Direct Company, all three of which are insurance companies and insurance company affiliates. Mr. Bailey also serves as Chairman of the Board and Manager of Knights Bridge Vineyards LLC and Chairman of the Board of Knights Bridge Winery LLC. He also serves as an Overseer for the New England Aquarium, and is on its audit and investment committees. Mr. Bailey is a member of the Massachusetts Bar and the American Bar Associations. Mr. Bailey, a long-time entrepreneur, brings particular expertise to the board in the areas of investment and financial planning, capital markets, evaluation of institutional real estate markets and managers of all property types.</p>
Thomas L. Keltner	<p>Mr. Keltner was first elected as a director of Aimco in April 2007 and is currently Chairman of the Compensation and Human Resources Committee. He is also a member of the Audit, Nominating and Corporate Governance, and Redevelopment and Construction Committees. Mr. Keltner served as Executive Vice President and Chief Executive Officer Americas and Global Brands for Hilton Hotels Corporation from March 2007 through March 2008, which concluded the transition period following Hilton's acquisition by The Blackstone Group. Mr. Keltner joined Hilton Hotels Corporation in 1999 and served in various roles. Mr. Keltner has more than 20 years of experience in the areas of hotel development, acquisition, disposition, franchising and management. Prior to joining Hilton Hotels Corporation, from 1993 to 1999, Mr. Keltner served in several positions with Promus Hotel Corporation, including President, Brand Performance and Development. Before joining Promus Hotel Corporation, he served in various capacities with Holiday Inn Worldwide, Holiday Inns International and Holiday Inns, Inc. In addition, Mr. Keltner was President of Saudi Marriott Company, a division of Marriott Corporation, and was a management consultant with Cresap, McCormick and Paget, Inc. Mr. Keltner brings particular expertise to the board in the areas of property operations, marketing, branding, development and customer service.</p>

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Name	<b>Biographical Summary of Current Directors and Officers</b>
J. Landis Martin	<p>Mr. Martin was first elected as a director of Aimco in July 1994 and serves as the Lead Independent Director. Mr. Martin is also a member of the Audit, Nominating and Corporate Governance, Compensation and Human Resources, and Redevelopment and Construction Committees. Mr. Martin is the Founder and Managing Director of Platte River Ventures LLC, a private equity firm. In November 2005, Mr. Martin retired as Chairman and CEO of Titanium Metals Corporation, a publicly held integrated producer of titanium metals, where he served since January 1994. Mr. Martin served as President and CEO of NL Industries, Inc., a publicly held manufacturer of titanium dioxide chemicals, from 1987 to 2003. Mr. Martin is also a director of Crown Castle International Corporation, a publicly held wireless communications company, Halliburton Company, a publicly held provider of products and services to the energy industry, and Intrepid Potash, Inc., a publicly held producer of potash. As a former chief executive of four NYSE-listed companies, Mr. Martin brings particular expertise to the board in the areas of operations, finance and governance.</p>
Robert A. Miller	<p>Mr. Miller was first elected as a director of Aimco in April 2007 and is currently Chairman of the Redevelopment and Construction Committee. Mr. Miller is also a member of the Audit, Compensation and Human Resources, and Nominating and Corporate Governance Committees. Mr. Miller served as Executive Vice President and Chief Operating Officer, International of Marriott Vacations Worldwide Corporation ( MVWC ) from 2011 to 2012 when he retired from this position and serves as President of RAMCO Advisors LLC, an investment advisory and business consulting firm. Mr. Miller served as the President of Marriott Leisure from 1997 to November 2011 when Marriott International elected to spin-off its subsidiary entity, Marriott Ownership Resorts, Inc. by forming a new parent entity, MVWC, as a new publicly held company. Prior to his role as President of Marriott Leisure, from 1984 to 1988, Mr. Miller served as Executive Vice President &amp; General Manager of Marriott Vacation Club International and then as its President from 1988 to 1997. In 1984, Mr. Miller and a partner sold their company, American Resorts, Inc., to Marriott. Mr. Miller co-founded American Resorts, Inc. in 1978, and it was the first business model to encompass all aspects of timeshare resort development, sales, management and operations. Prior to founding American Resorts, Inc., from 1972 to 1978, Mr. Miller was Chief Financial Officer of Fleetwing Corporation, a regional retail and wholesale petroleum company. Prior to joining Fleetwing, Mr. Miller served for five years as a staff accountant for Arthur Young &amp; Company. Mr. Miller is past Chairman and currently a director of the American Resort Development Association ( ARDA ) and currently serves as Chairman and director of the ARDA International Foundation. As a successful real estate entrepreneur, Mr. Miller brings particular expertise to the board in the areas of operations, management, marketing, sales, and development, as well as finance and accounting.</p>

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<b>Name</b>	<b>Biographical Summary of Current Directors and Officers</b>
Kathleen M. Nelson	<p>Ms. Nelson was first elected as a director of Aimco in April 2010, and currently serves on the Audit, Compensation and Human Resources, Nominating and Corporate Governance, and Redevelopment and Construction Committees. Ms. Nelson has an extensive background in commercial real estate and financial services with over 40 years of experience including 36 years at TIAA-CREF. She held the position of Managing Director/Group Leader and Chief Administrative Officer for TIAA-CREF's mortgage and real estate division. Ms. Nelson developed and staffed TIAA's real estate research department. She retired from this position in December 2004 and founded and serves as president of KMN Associates LLC, a commercial real estate investment advisory and consulting firm. In 2009, Ms. Nelson co-founded and serves as Managing Principal of Bay Hollow Associates, LLC, a commercial real estate consulting firm, which provides counsel to institutional investors. Ms. Nelson served as the International Council of Shopping Centers' chairman for the 2003-04 term and has been an ICSC Trustee since 1991. She also is the chairman of the ICSC Audit Committee and is a member of various other committees. Ms. Nelson serves on the Board of Directors of CBL &amp; Associates Properties, Inc., which is a publicly held REIT that develops and manages retail shopping properties. She is a member of Castagna Realty Company Advisory Board and has served as an advisor to the Rand Institute Center for Terrorism Risk Management Policy and on the board of the Greater Jamaica Development Corporation. Ms. Nelson serves on the Advisory Board of the Beverly Willis Architectural Foundation and is a member of the Anglo American Real Property Institute. Ms. Nelson brings to the board particular expertise in the areas of real estate finance and investment.</p>
Michael A. Stein	<p>Mr. Stein was first elected as a director of Aimco in October 2004 and is currently the Chairman of the Audit Committee. Mr. Stein is also a member of the Compensation and Human Resources, Nominating and Corporate Governance, and Redevelopment and Construction Committees. From January 2001 until its acquisition by Eli Lilly in January 2007, Mr. Stein served as Senior Vice President and Chief Financial Officer of ICOS Corporation, a biotechnology company based in Bothell, Washington. From October 1998 to September 2000, Mr. Stein was Executive Vice President and Chief Financial Officer of Nordstrom, Inc. From 1989 to September 1998, Mr. Stein served in various capacities with Marriott International, Inc., including Executive Vice President and Chief Financial Officer from 1993 to 1998. Mr. Stein serves on the Board of Directors of Nautilus, Inc., which is a publicly held fitness company, and the Board of Directors of Providence Health &amp; Services, a not-for-profit health system operating hospitals and other health care facilities across Alaska, Washington, Montana, Oregon and California. As the former chief financial officer of two NYSE-listed companies and a former partner at Arthur Andersen, Mr. Stein brings particular expertise to the board in the areas of corporate and real estate finance, and accounting and auditing for large and complex business operations.</p>

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**ANNEX D**

**SUMMARY OF APPRAISALS TABLE**

**The Lakeside Property CRA Appraisal**

Valuation Methodology	Appraised Value (as of January 18, 2013)	Material Assumptions and Analyses
<b>Income Capitalization Approach</b>	\$32,000,000	<p>potential gross income from apartment unit rentals of \$237,010 per month or \$2,844,120 for the appraised year;</p> <p>a loss to lease allowance of 3.0% of the gross rent potential;</p> <p>rent concessions of 0.5% of the gross rent potential;</p> <p>a combined vacancy and credit loss allowance of 4.0%;</p> <p>estimated utility recovery of \$395 per unit;</p> <p>other income of \$875 per unit;</p> <p>estimated total expenses (including reserves) of \$1,068,431; and</p> <p>capitalization rate of 5.75%.</p>
<b>Direct Capitalization Analysis</b>		
<b>Sales Comparison Approach</b>	\$29,700,000	<p>CRA examined and analyzed comparable sales of five properties in the influencing market.</p> <p>The sales reflected per unit unadjusted sales prices ranging from \$106,140 to \$136,290.</p> <p>After adjustment for factors such as differences in location, building size, quality of construction, building materials, age, condition, functional utility, appearance and average unit size, the comparable sales illustrated a range from \$117,921 to \$136,290 per unit.</p> <p>Based on this range, CRA concluded that a value of \$135,000 per unit for the property was reasonable.</p> <p>The per unit value of \$135,000 was multiplied by the property's 220 units.</p>



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Valuation Methodology	Appraised Value (as of January 18, 2013)	Material Assumptions and Analyses <u>Extraordinary Assumption</u>
<b>The Peak Property CRA Appraisal</b>		In connection with the preparation of the October 2012 appraisal report of the Lakeside Property, CRA inspected the property. CRA noted that the scope of work of the January 2013 appraisal report did not include a physical inspection of the Lakeside Property, and that the value derived in the report is based on the extraordinary assumption that the physical condition of the property has not materially changed since it was previously inspected in connection with the October 2012 appraisal.

Valuation Methodology	Appraised Value (as of January 18, 2013)	Material Assumptions and Analyses
<b>Income Capitalization Approach Direct Capitalization Analysis</b>	\$ 35,000,000	potential gross income from apartment unit rentals of \$272,920 per month or \$3,275,040 for the appraised year; a loss to lease allowance of 1.5% of the gross rent potential; rent concessions of 0.5% of the gross rent potential; a combined vacancy and credit loss allowance of 4.0%; estimated utility recovery of \$400 per unit; other income of \$800 per unit; estimated total expenses (including reserves) of \$1,402,876; and capitalization rate of 5.75%.
<b>Sales Comparison Approach</b>	\$35,000,000	CRA examined and analyzed comparable sales of five properties in the influencing market. The sales reflected per unit unadjusted sales prices ranging from \$106,140 to \$136,290.

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Valuation Methodology	Appraised Value (as of January 18, 2013)	Material Assumptions and Analyses
		<p>After adjustment for factors such as differences in location, building size, quality of construction, building materials, age, condition, functional utility, appearance and average unit size, the comparable sales illustrated a range from \$112,561 to \$129,476 per unit.</p> <p>Based on this range, CRA concluded that a value of \$125,000 per unit for the property was reasonable.</p>
		<p>The per unit value of \$125,000 was multiplied by the property's 280 units.</p>
		<p><b>Extraordinary Assumption</b></p> <p>In connection with the preparation of the October 2012 appraisal report of the Peak Property, CRA inspected the property. CRA noted that the scope of work of the January 2013 appraisal report did not include a physical inspection of the property, and that the value derived in the report is based on the extraordinary assumption that the physical condition of the property has not materially changed since it was previously inspected in connection with the October 2012 appraisal.</p>
<p><b>The Lakeside Property KTR Appraisal</b></p>		

Valuation Methodology	Appraised Value (as of January 18, 2013)	Material Assumptions and Analyses
<p><b>Income Capitalization Approach Direct Capitalization Analysis</b></p>	<p>\$31,500,000</p>	<p>potential gross income from apartment unit rentals of \$233,690 per month or \$2,804,280 for the appraised year;</p> <p>a loss to lease allowance of 2.0% of the gross rent potential;</p>

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Valuation Methodology	Appraised Value (as of January 18, 2013)	Material Assumptions and Analyses
		No concession allowance of the gross rent potential;
		a combined vacancy and credit loss allowance of 5.0%;
		other income of \$1,349 per unit;
		estimated total expenses (including reserves) of \$1,096,022; and
<b>Sales Comparison Approach</b>	\$28,600,000	capitalization rate of 5.75%. KTR examined and analyzed comparable sales of four properties in the influencing market.
		The sales reflected per unit unadjusted sales prices ranging from \$87,237 to \$136,290.
		After adjustment for factors such as differences in location, building size, quality of construction, building materials, age, condition, functional utility, appearance and average unit size, the comparable

sales illustrated a range from \$100,323 to \$136,290 per unit.

Based on this range, KTR concluded that a value of \$130,000 per unit for the property was reasonable.

The per unit value of \$130,000 was multiplied by the property's 220 units.

**The Peak Property KTR Appraisal**

Valuation Methodology	Appraised Value (as of January 18, 2013)	Material Assumptions and Analyses
<b>Income Capitalization Approach Direct Capitalization Analysis</b>	\$ 34,600,000	potential gross income from apartment unit rentals of \$280,460 per month or \$3,365,520 for the appraised year; a loss to lease allowance of 2.0% of gross rent potential;

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Valuation Methodology	Appraised Value (as of January 18, 2013)	Material Assumptions and Analyses
		<p>No concession allowance of the gross rent potential;                      a combined vacancy and credit loss allowance of 5.0%;                      estimated other income of \$1,180 per unit;                      estimated total expenses (including reserves) of \$1,468,195; and                      capitalization rate of 5.75%.</p>
<p><b>Sales Comparison Approach</b></p>	<p>\$ 35,000,000</p>	<p>KTR examined and analyzed comparable sales of four properties in the influencing market.                      The sales reflected per unit unadjusted sales prices ranging from \$87,237 to \$136,290.                      After adjustment for factors such as differences in location, building size, quality of construction, building materials, age, condition, functional utility, appearance and average unit size, the comparable sales illustrated a range from \$91,599 to \$129,476 per unit.                      Based on this range, KTR concluded that a value of \$125,000 per unit for the property was reasonable.                      The per unit value of \$125,000 was multiplied by the property's 280 units.</p>

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ANNEX E

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**Form 10-K**

(Mark One)

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

**For the fiscal year ended December 31, 2012**

**or**

**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 0-11935**

# CENTURY PROPERTIES FUND XIX, LP

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-2887133**  
(I.R.S. Employer  
Identification No.)

**80 International Drive, PO Box 1089**

**Greenville, South Carolina 29602**

(Address of principal executive offices)

**Registrant's telephone number, including area code (864) 239-1000**

**Securities registered pursuant to Section 12(b) of the Act:**

**None**

**Securities registered pursuant to Section 12(g) of the Act:**

**Units of Limited Partnership Interest**

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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  No

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  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

State the aggregate market value of the voting and non-voting partnership interests held by non-affiliates computed by reference to the price at which the partnership interests were last sold, or the average bid and asked price of such partnership interests as of the last business day of the registrant's most recently completed second fiscal quarter. No market exists for the limited partnership interests of the Registrant, and, therefore, no aggregate market value can be determined.

## **DOCUMENTS INCORPORATED BY REFERENCE**

**None**

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**Table of Contents****FORWARD-LOOKING STATEMENTS**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements in certain circumstances. Certain information included in this Annual Report contains or may contain information that is forward-looking within the meaning of the federal securities laws, including, without limitation, statements regarding the Partnership's ability to maintain current or meet projected occupancy, rental rates and property operating results and the effect of redevelopments. Actual results may differ materially from those described in these forward-looking statements and, in addition, will be affected by a variety of risks and factors, some of which are beyond the Partnership's control, including, without limitation: financing risks, including the availability and cost of financing and the risk that the Partnership's cash flows from operations may be insufficient to meet required payments of principal and interest; natural disasters and severe weather such as hurricanes; national and local economic conditions, including the pace of job growth and the level of unemployment; energy costs; the terms of governmental regulations that affect the Partnership's properties and interpretations of those regulations; the competitive environment in which the Partnership operates; real estate risks, including fluctuations in real estate values and the general economic climate in local markets and competition for residents in such markets; insurance risk, including the cost of insurance; litigation, including costs associated with prosecuting or defending claims and any adverse outcomes; and possible environmental liabilities, including costs, fines or penalties that may be incurred due to necessary remediation of contamination of properties presently owned or previously owned by the Partnership. Readers should carefully review the Partnership's financial statements and the notes thereto, as well as the other documents the Partnership files from time to time with the Securities and Exchange Commission.

**PART I****Item 1. Business**

Century Properties Fund XIX, LP (the Partnership or Registrant) was organized in August 1982, as a California limited partnership under the Uniform Limited Partnership Act of the California Corporations Code. Fox Partners II, a California general partnership, is the general partner of the Partnership. The general partners of Fox Partners II are Fox Capital Management Corporation (FCMC or the Managing General Partner), a California corporation, and Fox Realty Investors (FRI), a California general partnership. The Managing General Partner is a subsidiary of Apartment Investment and Management Company (Aimco), a publicly traded real estate investment trust. The term of the Partnership is scheduled to expire on December 31, 2024.

The Partnership's Registration Statement, filed pursuant to the Securities Act of 1933 (No. 2-79007), was declared effective by the Securities and Exchange Commission on September 20, 1983. Beginning in September 1983 through October 1984, the Partnership offered 90,000 Limited Partnership Units and sold 89,292 units having an initial cost of \$89,292,000. The net proceeds of this offering were used to acquire thirteen income-producing real estate properties. Since its initial offering, the Partnership has not received, nor have limited partners been required to make, additional capital contributions. The Partnership's original property portfolio was geographically diversified with properties acquired in seven states. The Partnership's acquisition activities were completed in June 1985 and since then the principal activity of the Partnership has been managing its portfolio. One property was sold in each of the years 1988, 1992, 1993, 1994, 2003, 2005, 2006 and 2008 and two properties were sold in 2012. In addition, one property was foreclosed on in 1993. See Item 2. Properties for a description of the Partnership's remaining two properties.

The Partnership is engaged in the business of operating and holding real estate properties.

The Partnership has no employees and depends on the Managing General Partner and its affiliates for property management services and administration of all Partnership activities. The Partnership Agreement provides for certain payments to affiliates for services and as reimbursement of certain expenses incurred by affiliates on behalf of the Partnership.

**Table of Contents**

A further description of the Partnership's business is included in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in this Form 10-K.

**Item 1A. Risk Factors**

Not applicable.

**Item 2. Properties**

The following table sets forth the Partnership's investment in properties:

Property	Date of Purchase	Type of Ownership	Use
Lakeside at Vinings Mountain Atlanta, Georgia	12/83	Fee ownership subject to first mortgage	Apartment 220 units
The Peak at Vinings Mountain Atlanta, Georgia	04/84	Fee ownership subject to first mortgage	Apartment 280 units

On March 29, 2012, the Partnership sold Greenspoint at Paradise Valley to a third party for a gross sale price of \$29,750,000. The net proceeds realized by the Partnership were approximately \$29,432,000 after payment of closing costs. The Partnership used approximately \$15,349,000 of the net proceeds to repay the mortgages encumbering the property. As a result of the sale, the Partnership recorded a gain of approximately \$22,329,000. In addition, the Partnership recorded a loss on the early extinguishment of debt of approximately \$4,000 due to the write off of unamortized loan costs.

On September 28, 2012, the Partnership sold Tamarind Bay Apartments to a third party for a gross sale price of \$12,750,000. The net proceeds realized by the Partnership were approximately \$12,073,000 after payment of closing costs and a credit for approximately \$381,000 to the purchaser for capital improvements. The Partnership used approximately \$6,670,000 of the net proceeds to repay the mortgages encumbering the property. As a result of the sale, the Partnership recorded a gain of approximately \$9,106,000. In addition, the Partnership recorded a loss on the early extinguishment of debt of approximately \$2,697,000 due to the write off of unamortized loan costs of approximately \$144,000 and the payment of a prepayment penalty of approximately \$2,553,000.

**Schedule of Properties**

Set forth below for each of the Partnership's properties is the gross carrying value, accumulated depreciation, depreciable life, method of depreciation and Federal tax basis.

Property	Gross Carrying Value (in thousands)	Accumulated Depreciation (in thousands)	Depreciable Life	Method of Depreciation	Federal Tax Basis (in thousands)
Lakeside at Vinings Mountain	\$ 26,560	\$ 20,257	5-30 yrs	S/L	\$ 6,605
The Peak at Vinings Mountain	30,977	22,807	5-30 yrs	S/L	8,421
	\$ 57,537	\$ 43,064			\$ 15,026

See Note A Organization and Summary of Significant Accounting Policies to the financial statements included in Item 8. Financial Statements and Supplementary Data for a description of the Partnership's depreciation and capitalization policies.



**Table of Contents****Schedule of Property Indebtedness**

The following table sets forth certain information relating to the loans encumbering the Partnership's properties.

Property	Principal Balance At December 31, 2012 (in thousands)	Interest Rate (1)	Period Amortized	Maturity Date	Principal Balance Due At Maturity (2) (in thousands)
Lakeside at Vinings Mountain 1 <sup>st</sup> mortgage	\$ 14,677	5.53%	30 yrs	06/01/21	\$ 12,405
The Peak at Vinings Mountain 1 <sup>st</sup> mortgage	15,506	5.54%	30 yrs	06/01/21	13,109
	\$ 30,183				\$ 25,514

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