

APARTMENT INVESTMENT & MANAGEMENT CO  
Form 10-Q  
August 03, 2012  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form 10-Q

(Mark One)

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

For the quarterly period ended June 30, 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 1-13232 (Apartment Investment and Management Company)  
Commission File Number 0-24497 (AIMCO Properties, L.P.)

Apartment Investment and Management Company  
AIMCO Properties, L.P.  
(Exact name of registrant as specified in its charter)

Maryland (Apartment Investment and Management Company)  
Delaware (AIMCO Properties, L.P.)

(State or other jurisdiction of  
incorporation or organization)

84-1259577  
84-1275621  
(I.R.S. Employer  
Identification  
No.)

4582 South Ulster Street, Suite 1100  
Denver, Colorado  
(Address of principal executive offices)  
(303) 757-8101

(Registrant's telephone number, including area code)

80237  
(Zip Code)

Not Applicable

(Former name, former address, and former fiscal year, if changed since last report)

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.

Apartment Investment and Management Company: Yes  No   
AIMCO Properties, L.P.: 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).

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Apartment Investment and Management Company: Yes  No  AIMCO Properties, L.P.: Yes  No

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. (Check one):

Apartment Investment and Management Company:

Large accelerated filer  Accelerated filer

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

AIMCO Properties, L.P.:

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 Exchange Act).

Apartment Investment and Management Company: Yes  No  AIMCO Properties, L.P.: Yes  No

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The number of shares of Apartment Investment and Management Company Class A Common Stock outstanding as of August 1, 2012: 145,544,200

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EXPLANATORY NOTE

This filing combines the reports on Form 10-Q for the quarterly period ended June 30, 2012, of Apartment Investment and Management Company, or Aimco, and AIMCO Properties, L.P., or the Aimco Operating Partnership. Where it is important to distinguish between the two entities, we refer to them specifically. Otherwise, references to “we,” “us” or “our” mean collectively Aimco, the Aimco Operating Partnership and their consolidated entities.

Aimco, a Maryland corporation, is a self-administered and self-managed real estate investment trust, or REIT. Aimco, through wholly-owned subsidiaries, is the general and special limited partner of and, as of June 30, 2012, owned an approximate 94.6% ownership interest in the common partnership units of, the Aimco Operating Partnership. The remaining 5.4% interest is owned by limited partners. As the sole general partner of the Aimco Operating Partnership, Aimco has exclusive control of the Aimco Operating Partnership’s day-to-day management.

The Aimco Operating Partnership holds all of Aimco’s assets and manages the daily operations of Aimco’s business and assets. Aimco is required to contribute all proceeds from offerings of its securities to the Aimco Operating Partnership. In addition, substantially all of Aimco’s assets must be owned through the Aimco Operating Partnership; therefore, Aimco is generally required to contribute all assets acquired to the Aimco Operating Partnership. In exchange for the contribution of offering proceeds or assets, Aimco receives additional interests in the Aimco Operating Partnership with similar terms (e.g., if Aimco contributes proceeds of a stock offering, Aimco receives partnership units with terms substantially similar to the stock issued by Aimco).

We believe combining the periodic reports of Aimco and Aimco Operating Partnership into this single report provides the following benefits:

- presents our business as a whole, in the same manner our management views and operates the business;
- eliminates duplicative disclosure and provides a more streamlined and readable presentation since a substantial portion of the disclosures apply to both Aimco and the Aimco Operating Partnership; and
- saves time and cost through the preparation of a single combined report rather than two separate reports.

We operate Aimco and the Aimco Operating Partnership as one enterprise and the management of Aimco directs the management and operations of the Aimco Operating Partnership.

We believe it is important to understand the few differences between Aimco and the Aimco Operating Partnership in the context of how Aimco and the Aimco Operating Partnership operate as a consolidated company. Aimco has no assets or liabilities other than its investment in the Aimco Operating Partnership. Also, Aimco is a corporation that issues publicly traded equity from time to time, whereas the Aimco Operating Partnership is a partnership that has no publicly traded equity. Except for the net proceeds from stock offerings by Aimco, which are contributed to the Aimco Operating Partnership in exchange for additional limited partnership interests (of a similar type and in an amount equal to the shares of stock sold in the offering), the Aimco Operating Partnership generates all remaining capital required by its business. These sources include the Aimco Operating Partnership’s working capital, net cash provided by operating activities, borrowings under its revolving credit facility, the issuance of secured and unsecured debt and equity securities, including additional partnership units, and proceeds received from the disposition of certain properties and investments in real estate.

Shareholders’ equity, partners’ capital and noncontrolling interests are the main areas of difference between the consolidated financial statements of Aimco and those of the Aimco Operating Partnership. Interests in the Aimco Operating Partnership held by entities other than Aimco are classified within partners’ capital in the Aimco Operating Partnership’s financial statements and as noncontrolling interests in Aimco’s financial statements.

To help investors understand the differences between Aimco and the Aimco Operating Partnership, this report provides separate consolidated financial statements for Aimco and the Aimco Operating Partnership; a single set of consolidated notes to such financial statements that includes separate discussions of each entity’s shareholders’ equity or partners’ capital, as applicable; and a combined Management’s Discussion and Analysis of Financial Condition and Results of Operations section that includes discrete information related to each entity.

This report also includes separate Part I, Item 4. Controls and Procedures sections and separate Exhibits 31 and 32 certifications for Aimco and the Aimco Operating Partnership in order to establish that the requisite certifications have been made and that Aimco and the Aimco Operating Partnership are both compliant with Rule 13a-15 or Rule 15d-15 of the Securities Exchange Act of 1934 and 18 U.S.C. §1350.



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APARTMENT INVESTMENT AND MANAGEMENT COMPANY  
AIMCO PROPERTIES, L.P.

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## PART I. FINANCIAL INFORMATION

## ITEM 1. Financial Statements

APARTMENT INVESTMENT AND MANAGEMENT COMPANY  
 CONDENSED CONSOLIDATED BALANCE SHEETS  
 (In thousands, except share data)  
 (Unaudited)

	June 30, 2012	December 31, 2011
<b>ASSETS</b>		
Buildings and improvements	\$6,773,507	\$6,635,497
Land	2,060,115	2,028,468
Total real estate	8,833,622	8,663,965
Less accumulated depreciation	(2,888,828 )	(2,751,043 )
Net real estate (\$758,208 and \$783,817 related to VIEs)	5,944,794	5,912,922
Cash and cash equivalents (\$39,949 and \$43,286 related to VIEs)	312,964	91,066
Restricted cash (\$46,782 and \$43,985 related to VIEs)	168,864	185,811
Accounts receivable, net (\$7,353 and \$8,434 related to VIEs)	35,592	41,796
Notes receivable	102,798	111,205
Investment in unconsolidated real estate partnerships (\$23,236 and \$29,301 related to VIEs)	34,400	47,790
Other assets	338,664	344,226
Assets held for sale	9,030	137,046
Total assets	\$6,947,106	\$6,871,862
<b>LIABILITIES AND EQUITY</b>		
Non-recourse property debt (\$621,012 and \$628,307 related to VIEs)	\$5,090,443	\$5,057,296
Accounts payable	27,054	32,607
Accrued liabilities and other (\$62,083 and \$79,573 related to VIEs)	238,271	284,420
Deferred income	133,097	139,821
Liabilities related to assets held for sale	8,618	129,660
Total liabilities	5,497,483	5,643,804
Preferred noncontrolling interests in Aimco Operating Partnership	80,401	83,384
Commitments and contingencies (Note 8)	—	—
Equity:		
Perpetual Preferred Stock	366,216	657,114
Common Stock, \$0.01 par value, 480,887,260 shares authorized, 144,194,200 and 120,916,294 shares issued/outstanding at June 30, 2012 and December 31, 2011, respectively	1,442	1,209
Additional paid-in capital	3,683,764	3,098,333
Accumulated other comprehensive loss	(6,292 )	(6,860 )
Distributions in excess of earnings	(2,897,490 )	(2,841,467 )
Total Aimco equity	1,147,640	908,329
Noncontrolling interests in consolidated real estate partnerships	258,647	270,666
Common noncontrolling interests in Aimco Operating Partnership	(37,065 )	(34,321 )
Total equity	1,369,222	1,144,674
Total liabilities and equity	\$6,947,106	\$6,871,862

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
<b>REVENUES:</b>				
Rental and other property revenues	\$261,958	\$251,715	\$522,974	\$501,933
Asset management and tax credit revenues	8,914	7,651	16,985	16,887
Total revenues	270,872	259,366	539,959	518,820
<b>OPERATING EXPENSES:</b>				
Property operating expenses	105,875	106,409	212,118	219,289
Investment management expenses	3,240	2,111	6,628	5,087
Depreciation and amortization	93,052	86,964	185,380	178,881
Provision for real estate impairment losses	6,707	—	13,071	—
General and administrative expenses	13,556	12,448	25,181	23,629
Other expenses, net	427	4,922	6,689	8,787
Total operating expenses	222,857	212,854	449,067	435,673
Operating income	48,015	46,512	90,892	83,147
Interest income	2,477	1,967	5,031	3,973
Interest expense	(64,255)	) (92,911)	) (133,421)	) (164,495)
Equity in losses of unconsolidated real estate partnerships	(2,242)	) (1,798)	) (3,005)	) (3,446)
Gain on dispositions of interests in unconsolidated real estate and other	4,314	808	4,602	2,020
Loss before income taxes and discontinued operations	(11,691)	) (45,422)	) (35,901)	) (78,801)
Income tax benefit	230	1,859	468	4,020
Loss from continuing operations	(11,461)	) (43,563)	) (35,433)	) (74,781)
Income from discontinued operations, net	45,592	16,592	80,211	20,533
Net income (loss)	34,131	(26,971)	) 44,778	(54,248)
<b>Noncontrolling interests:</b>				
Net (income) loss attributable to noncontrolling interests in consolidated real estate partnerships	(9,665)	) 2,771	(17,430)	) 10,076
Net income attributable to preferred noncontrolling interests in Aimco Operating Partnership	(1,611)	) (1,671)	) (3,281)	) (3,342)
Net (income) loss attributable to common noncontrolling interests in Aimco Operating Partnership	(55)	) 2,420	682	4,803
Total noncontrolling interests	(11,331)	) 3,520	(20,029)	) 11,537
Net income (loss) attributable to Aimco	22,800	(23,451)	) 24,749	(42,711)
Net income attributable to Aimco preferred stockholders	(22,182)	) (9,672)	) (34,621)	) (22,128)
Net income attributable to participating securities	(95)	) (54)	) (214)	) (111)
Net income (loss) attributable to Aimco common stockholders	\$523	\$(33,177)	) \$(10,086)	) \$(64,950)
<b>Earnings (loss) attributable to Aimco per common share – basic and diluted (Note 9):</b>				
Loss from continuing operations attributable to Aimco common stockholders	\$(0.30)	) \$(0.36)	) \$(0.60)	) \$(0.67)



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Income from discontinued operations attributable to Aimco common stockholders	0.30	0.08	0.52	0.12
Net income (loss) attributable to Aimco common stockholders	\$—	\$(0.28	) \$(0.08	) \$(0.55
Weighted average common shares outstanding – basic and diluted	127,395	119,156	123,960	118,238
Dividends declared per common share	\$0.18	\$0.12	\$0.36	\$0.24

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In thousands)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Net income (loss)	\$34,131	\$(26,971)	) \$44,778	\$(54,248)
Other comprehensive income (loss):				
Unrealized losses on interest rate swaps	(1,640)	) (1,295)	) (1,774)	) (1,646)
Losses on interest rate swaps reclassified into earnings from accumulated other comprehensive loss	415	411	840	819
Unrealized (losses) gains on debt securities classified as available-for-sale	(1,114)	) 1,573	1,459	1,573
Other comprehensive (loss) income	(2,339)	) 689	525	746
Comprehensive income (loss)	31,792	(26,282)	) 45,303	(53,502)
Comprehensive (income) loss attributable to noncontrolling interests	(11,093)	) 3,726	(19,986)	) 11,720
Comprehensive income (loss) attributable to Aimco	\$20,699	\$(22,556)	) \$25,317	\$(41,782)

See notes to condensed consolidated financial statements.

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended June 30,	
	2012	2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$44,778	\$(54,248 )
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	185,380	178,881
Provision for real estate impairment losses	13,071	—
Equity in losses of unconsolidated real estate partnerships	3,005	3,446
Gain on dispositions of interests in unconsolidated real estate and other	(4,602 )	(2,020 )
Discontinued operations	(72,302 )	(3,151 )
Other adjustments	(8,149 )	9,808
Net changes in operating assets and operating liabilities	(9,149 )	(37,508 )
Net cash provided by operating activities	152,032	95,208
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of real estate and investments in unconsolidated real estate partnerships	(79,743 )	—
Capital expenditures	(117,431 )	(61,849 )
Proceeds from dispositions of real estate	153,869	87,313
Purchases of interests in unconsolidated real estate and corporate assets	(4,851 )	(28,714 )
Purchase of investment in debt securities	—	(51,534 )
Proceeds from sale of interests in and distributions from real estate partnerships	14,698	3,303
Other investing activities	4,120	17,943
Net cash used in investing activities	(29,338 )	(33,538 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from non-recourse property debt	115,654	662,601
Principal repayments on non-recourse property debt	(173,947 )	(746,166 )
Net borrowings on revolving credit facility	—	21,500
Proceeds from issuance of preferred stock	9,818	—
Proceeds from issuance of Common Stock	558,600	60,973
Redemptions and repurchases of preferred stock	(300,938 )	(7,000 )
Proceeds from Common Stock option exercises	48,906	1,806
Payment of dividends to holders of preferred stock	(28,999 )	(24,877 )
Payment of dividends to holders of Common Stock	(45,773 )	(28,577 )
Payment of distributions to noncontrolling interests	(26,958 )	(21,973 )
Purchases of noncontrolling interests in consolidated real estate partnerships	(48,280 )	(7,149 )
Other financing activities	(8,879 )	1,191
Net cash provided by (used in) financing activities	99,204	(87,671 )
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>221,898</b>	<b>(26,001 )</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>91,066</b>	<b>111,325</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$312,964</b>	<b>\$85,324</b>

See notes to condensed consolidated financial statements.



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## AIMCO PROPERTIES, L.P.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands)

(Unaudited)

	June 30, 2012	December 31, 2011
<b>ASSETS</b>		
Buildings and improvements	\$6,773,507	\$6,635,497
Land	2,060,115	2,028,468
Total real estate	8,833,622	8,663,965
Less accumulated depreciation	(2,888,828 )	(2,751,043 )
Net real estate (\$758,208 and \$783,817 related to VIEs)	5,944,794	5,912,922
Cash and cash equivalents (\$39,949 and \$43,286 related to VIEs)	312,964	91,066
Restricted cash (\$46,782 and \$43,985 related to VIEs)	168,864	185,811
Accounts receivable, net (\$7,353 and \$8,434 related to VIEs)	35,592	41,796
Notes receivable	102,798	111,205
Investment in unconsolidated real estate partnerships (\$23,236 and \$29,301 related to VIEs)	34,400	47,790
Other assets	338,664	344,226
Assets held for sale	9,030	137,046
Total assets	\$6,947,106	\$6,871,862
<b>LIABILITIES AND PARTNERS' CAPITAL</b>		
Non-recourse property debt (\$621,012 and \$628,307 related to VIEs)	\$5,090,443	\$5,057,296
Accounts payable	27,054	32,607
Accrued liabilities and other (\$62,083 and \$79,573 related to VIEs)	238,271	284,420
Deferred income	133,097	139,821
Liabilities related to assets held for sale	8,618	129,660
Total liabilities	5,497,483	5,643,804
Redeemable preferred units	80,401	83,384
Commitments and contingencies (Note 8)	—	—
Partners' Capital:		
Preferred units	366,216	657,114
General Partner and Special Limited Partner	781,424	251,215
Limited Partners	(37,065 )	(34,321 )
Partners' capital attributable to the Aimco Operating Partnership	1,110,575	874,008
Noncontrolling interests in consolidated real estate partnerships	258,647	270,666
Total partners' capital	1,369,222	1,144,674
Total liabilities and partners' capital	\$6,947,106	\$6,871,862

See notes to condensed consolidated financial statements.

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## AIMCO PROPERTIES, L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per unit data)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
<b>REVENUES:</b>				
Rental and other property revenues	\$261,958	\$251,715	\$522,974	\$501,933
Asset management and tax credit revenues	8,914	7,651	16,985	16,887
Total revenues	270,872	259,366	539,959	518,820
<b>OPERATING EXPENSES:</b>				
Property operating expenses	105,875	106,409	212,118	219,289
Investment management expenses	3,240	2,111	6,628	5,087
Depreciation and amortization	93,052	86,964	185,380	178,881
Provision for real estate impairment losses	6,707	—	13,071	—
General and administrative expenses	13,556	12,448	25,181	23,629
Other expenses, net	427	4,922	6,689	8,787
Total operating expenses	222,857	212,854	449,067	435,673
Operating income	48,015	46,512	90,892	83,147
Interest income	2,477	2,191	5,031	4,409
Interest expense	(64,255)	) (92,911)	) (133,421)	) (164,495)
Equity in losses of unconsolidated real estate partnerships	(2,242)	) (1,798)	) (3,005)	) (3,446)
Gain on dispositions of interests in unconsolidated real estate and other	4,314	808	4,602	2,020
Loss before income taxes and discontinued operations	(11,691)	) (45,198)	) (35,901)	) (78,365)
Income tax benefit	230	1,859	468	4,020
Loss from continuing operations	(11,461)	) (43,339)	) (35,433)	) (74,345)
Income from discontinued operations, net	45,592	16,592	80,211	20,533
Net income (loss)	34,131	(26,747)	) 44,778	(53,812)
Net (income) loss attributable to noncontrolling interests in consolidated real estate partnerships	(9,665)	) 2,771	(17,430)	) 10,076
Net income (loss) attributable to the Aimco Operating Partnership	24,466	(23,976)	) 27,348	(43,736)
Net income attributable to the Aimco Operating Partnership's preferred unitholders	(23,793)	) (11,343)	) (37,902)	) (25,470)
Net income attributable to participating securities	(95)	) (54)	) (214)	) (111)
Net income (loss) attributable to the Aimco Operating Partnership's common unitholders	\$578	\$(35,373)	) \$(10,768)	) \$(69,317)
Earnings (loss) attributable to the Aimco Operating Partnership per common unit – basic and diluted (Note 9):				
Loss from continuing operations attributable to the Aimco Operating Partnership's common unitholders	\$(0.30)	) \$(0.36)	) \$(0.60)	) \$(0.67)
Income from discontinued operations attributable to the Aimco Operating Partnership's common unitholders	0.30	0.08	0.52	0.12
Net income (loss) attributable to the Aimco Operating Partnership's common unitholders	\$—	\$(0.28)	) \$(0.08)	) \$(0.55)

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Weighted average common units outstanding – basic and diluted	135,622	127,577	132,159	126,675
Distributions declared per common unit	\$0.18	\$0.12	\$0.36	\$0.24

See notes to condensed consolidated financial statements.

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## AIMCO PROPERTIES, L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(In thousands)

(Unaudited)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Net income (loss)	\$34,131	\$(26,747)	\$44,778	\$(53,812)
Other comprehensive income (loss):				
Unrealized losses on interest rate swaps	(1,640)	(1,295)	(1,774)	(1,646)
Losses on interest rate swaps reclassified into earnings from accumulated other comprehensive loss	415	411	840	819
Unrealized (losses) gains on debt securities classified as available-for-sale	(1,114)	1,573	1,459	1,573
Other comprehensive (loss) income	(2,339)	689	525	746
Comprehensive income (loss)	31,792	(26,058)	45,303	(53,066)
Comprehensive (income) loss attributable to noncontrolling interests	(9,562)	2,897	(17,341)	10,179
Comprehensive income (loss) attributable to the Aimco Operating Partnership	\$22,230	\$(23,161)	\$27,962	\$(42,887)

See notes to condensed consolidated financial statements.



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## AIMCO PROPERTIES, L.P.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Six Months Ended June 30,	
	2012	2011
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income (loss)	\$44,778	\$(53,812 )
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	185,380	178,881
Provision for real estate impairment losses	13,071	—
Equity in losses of unconsolidated real estate partnerships	3,005	3,446
Gain on dispositions of interests in unconsolidated real estate and other	(4,602 )	(2,020 )
Discontinued operations	(72,302 )	(3,151 )
Other adjustments	(8,149 )	9,808
Net changes in operating assets and operating liabilities	(9,149 )	(37,944 )
Net cash provided by operating activities	152,032	95,208
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of real estate and investments in unconsolidated real estate partnerships	(79,743 )	—
Capital expenditures	(117,431 )	(61,849 )
Proceeds from dispositions of real estate	153,869	87,313
Purchases of interests in unconsolidated real estate and corporate assets	(4,851 )	(28,714 )
Purchase of investment in debt securities	—	(51,534 )
Proceeds from sale of interests in and distributions from real estate partnerships	14,698	3,303
Dividends received from Aimco	—	134
Other investing activities	4,120	17,943
Net cash used in investing activities	(29,338 )	(33,404 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from non-recourse property debt	115,654	662,601
Principal repayments on non-recourse property debt	(173,947 )	(746,166 )
Net borrowings on revolving credit facility	—	21,500
Proceeds from issuance of preferred units to Aimco	9,818	—
Proceeds from issuance of common OP Units to Aimco	558,600	60,973
Redemption and repurchase of preferred units from Aimco	(300,938 )	(7,000 )
Proceeds from Aimco Common Stock option exercises	48,906	1,806
Payment of distributions to preferred units	(32,280 )	(28,219 )
Payment of distributions to General Partner and Special Limited Partner	(45,773 )	(28,711 )
Payment of distributions to Limited Partners	(2,093 )	(1,461 )
Payment of distributions to High Performance Units	(842 )	(564 )
Payment of distributions to noncontrolling interests	(20,742 )	(16,606 )
Purchases of noncontrolling interests in consolidated real estate partnerships	(48,280 )	(7,149 )
Other financing activities	(8,879 )	1,191
Net cash provided by (used in) financing activities	99,204	(87,805 )
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	221,898	(26,001 )
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	91,066	111,325
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$312,964	\$85,324

See notes to condensed consolidated financial statements.



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APARTMENT INVESTMENT AND MANAGEMENT COMPANY  
AIMCO PROPERTIES, L.P.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2012

(Unaudited)

NOTE 1 — Organization

Apartment Investment and Management Company, or Aimco, is a Maryland corporation incorporated on January 10, 1994. Aimco is a self-administered and self-managed real estate investment trust, or REIT, engaged in the ownership and operation of a diversified portfolio of apartment properties. AIMCO Properties, L.P., or the Aimco Operating Partnership, is a Delaware limited partnership formed on May 16, 1994 to conduct the business of acquiring, redeveloping, leasing and managing multifamily apartment properties.

Aimco, and through its wholly-owned subsidiaries, AIMCO-GP, Inc. and AIMCO-LP Trust, owns a majority of the ownership interests in the Aimco Operating Partnership. Aimco conducts all of its business and owns all of its assets through the Aimco Operating Partnership. Interests in the Aimco Operating Partnership 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, HPU and preferred OP Units, respectively. We also refer to HPUs as common OP Unit equivalents. At June 30, 2012, after eliminations for units held by consolidated entities, the Aimco Operating Partnership had 152,377,059 common OP Units and equivalents outstanding. At June 30, 2012, Aimco owned 144,194,200 of the common OP Units (94.6% of the common OP Units and equivalents of the Aimco Operating Partnership) and Aimco had outstanding an equal number of shares of its Class A Common Stock, which we refer to as Common Stock.

Except as the context otherwise requires, “we,” “our” and “us” refer to Aimco, the Aimco Operating Partnership and their consolidated entities, collectively.

As of June 30, 2012, we owned an equity interest in 192 conventional real estate properties with 61,313 units and 152 affordable real estate properties with 18,737 units. Of these properties, we consolidated 186 conventional properties with 59,867 units and 119 affordable properties with 15,830 units. These conventional and affordable properties generated 88% and 12%, respectively, of our proportionate property net operating income (as defined in Note 11) during the six months ended June 30, 2012.

As of June 30, 2012, we also provided services for or managed 7,617 units in 111 properties, primarily pursuant to long-term asset management agreements. In certain cases, we may indirectly own generally less than one percent of the operations of such properties through a syndication or other fund. In February 2012, we entered into an agreement to transfer asset management of a portfolio comprised of substantially all of these managed properties, and to sell our interests in this portfolio to the new asset manager upon satisfaction of certain conditions and regulatory approvals.

NOTE 2 — Basis of Presentation and Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, or GAAP, have been condensed or omitted in accordance with such rules and regulations, although management believes the disclosures are adequate to prevent the information presented from being misleading. In the opinion of management, all adjustments (consisting of normal recurring items) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2012, are not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

The balance sheets of Aimco and the Aimco Operating Partnership at December 31, 2011, have been derived from their audited financial statements at that date, but do not include all of the information and disclosures required by GAAP for complete financial statements. For further information, refer to the financial statements and notes thereto included in Aimco’s and the Aimco Operating Partnership’s Annual Reports on Form 10-K for the year ended

December 31, 2011. Certain 2011 financial statement amounts have been reclassified to conform to the 2012 presentation, including adjustments for discontinued operations. Except where indicated, the footnotes refer to both Aimco and the Aimco Operating Partnership.

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## Principles of Consolidation

Aimco's accompanying condensed consolidated financial statements include the accounts of Aimco, the Aimco Operating Partnership, and their consolidated entities. The Aimco Operating Partnership's condensed consolidated financial statements include the accounts of the Aimco Operating Partnership and its consolidated subsidiaries. We consolidate all variable interest entities for which we are the primary beneficiary. Generally, we consolidate real estate partnerships and other entities that are not variable interest entities when we own, directly or indirectly, a majority voting interest in the entity or are otherwise able to control the entity. All significant intercompany balances and transactions have been eliminated in consolidation.

Interests in the Aimco Operating Partnership that are held by limited partners other than Aimco are reflected in Aimco's accompanying balance sheets as noncontrolling interests in Aimco Operating Partnership. Interests in partnerships consolidated into the Aimco Operating Partnership that are held by third parties are reflected in our accompanying balance sheets as noncontrolling interests in consolidated real estate partnerships. The assets of consolidated real estate partnerships owned or controlled by the Aimco Operating Partnership generally are not available to pay creditors of Aimco or the Aimco Operating Partnership.

As used herein, and except where the context otherwise requires, "partnership" refers to a limited partnership or a limited liability company and "partner" refers to a partner in a limited partnership or a member in a limited liability company.

## Variable Interest Entities

We consolidate all variable interest entities for which we are the primary beneficiary. Generally, a variable interest entity, or VIE, is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support; (b) as a group, the holders of the equity investment at risk lack (i) the ability to make decisions about an entity's activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity, or (iii) the right to receive the expected residual returns of the entity; or (c) the equity investors have voting rights that are not proportional to their economic interests and substantially all of the entity's activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights.

In determining whether we are the primary beneficiary of a VIE, we consider qualitative and quantitative factors, including, but not limited to: which activities most significantly impact the VIE's economic performance and which party controls such activities; the amount and characteristics of our investment; the obligation or likelihood for us or other investors to provide financial support; and the similarity with and significance to the business activities of us and the other investors. Significant judgments related to these determinations include estimates about the current and future fair values and performance of real estate held by these VIEs and general market conditions. Refer to Note 5 for further discussion of our variable interest entities.

## Temporary Equity and Partners' Capital

The following table presents a reconciliation of the Aimco Operating Partnership's Preferred OP Units, which are presented within temporary equity in Aimco's condensed consolidated balance sheets as preferred noncontrolling interests in the Aimco Operating Partnership and within temporary capital in the Aimco Operating Partnership's condensed consolidated balance sheets as redeemable preferred units from December 31, 2011 to June 30, 2012 (in thousands):

Balance, December 31, 2011	\$83,384	
Preferred distributions	(3,281	)
Redemption of preferred units	(2,983	)
Net income	3,281	
Balance, June 30, 2012	\$80,401	

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## Aimco Equity (including Noncontrolling Interests)

The following table presents a reconciliation of Aimco's consolidated permanent equity accounts from December 31, 2011 to June 30, 2012 (in thousands):

	Aimco Equity	Noncontrolling interests in consolidated real estate partnerships	Common noncontrolling interests in Aimco Operating Partnership	Total Equity
Balance, December 31, 2011	\$908,329	\$270,666	\$(34,321)	) \$1,144,674
Contributions	—	665	—	665
Issuance of Common Stock	558,600	—	—	558,600
Issuance of preferred stock	9,818	—	—	9,818
Redemptions of preferred stock	(300,938)	) —	—	(300,938)
Preferred stock dividends	(24,091)	) —	—	(24,091)
Common dividends and distributions	(45,773)	) (20,742)	) (2,935)	) (69,450)
Redemptions of common units	—	—	(3,764)	) (3,764)
Amortization of stock-based compensation cost	3,013	—	—	3,013
Stock option exercises	48,906	—	—	48,906
Effect of changes in ownership for consolidated entities (Note 4)	(35,349)	) (9,283)	) 2,400	(42,232)
Change in accumulated other comprehensive loss	568	(89)	) 46	525
Other	(192)	) —	2,191	1,999
Net income (loss)	24,749	17,430	(682)	) 41,497
Balance, June 30, 2012	\$1,147,640	\$258,647	\$(37,065)	) \$1,369,222

## Partners' Capital attributable to the Aimco Operating Partnership

The following table presents a reconciliation of the consolidated partners' capital balances in permanent capital that are attributable to the Aimco Operating Partnership from December 31, 2011 to June 30, 2012 (in thousands):

	Partners' capital attributable to the Partnership
Balance, December 31, 2011	\$874,008
Issuance of preferred units to Aimco	9,818
Issuance of common units to Aimco	558,600
Redemption of preferred units from Aimco	(300,938)
Preferred unit distributions	(24,091)
Common distributions	(48,708)
Redemption of common units	(3,764)
Amortization of Aimco stock based compensation cost	3,013
Common OP Units issued to Aimco in connection with Aimco stock option exercises	48,906
Effect of changes in ownership for consolidated entities (Note 4)	(32,949)
Change in accumulated other comprehensive loss	614
Other	1,999
Net income	24,067
Balance, June 30, 2012	\$1,110,575

A separate reconciliation of noncontrolling interests in consolidated real estate partnerships and total partners' capital for the Aimco Operating Partnership is not presented as these amounts are identical to the corresponding noncontrolling interests in consolidated real estate partnerships and total equity for Aimco, which are presented above.



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## Income Taxes

In March 2008, we were notified by the Internal Revenue Service, or the IRS, that it intended to examine the 2006 Federal tax return for the Aimco Operating Partnership. During June 2008, the IRS issued AIMCO-GP, Inc., the general partner and tax matters partner of the Aimco Operating Partnership, a summary report including the IRS's proposed adjustments to the Aimco Operating Partnership's 2006 Federal tax return. In addition, in May 2009, we were notified by the IRS that it intended to examine the 2007 Federal tax return for the Aimco Operating Partnership. During November 2009, the IRS issued AIMCO-GP, Inc. a summary report including the IRS's proposed adjustments to the Aimco Operating Partnership's 2007 Federal tax return. These matters are currently pending administratively and the IRS has made no determination. We do not expect the 2006 or 2007 proposed adjustments to have any material effect on our unrecognized tax benefits, financial condition or results of operations.

In October 2011, we were notified by the IRS that it intends to examine refund claims related to the carry back of our taxable REIT subsidiary's 2009 net operating loss. We do not anticipate that this examination will result in any material effect on our unrecognized tax benefits, financial condition or results of operations.

## Use of Estimates

The preparation of our condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts included in the financial statements and accompanying notes thereto. Actual results could differ from those estimates.

## NOTE 3 — Assets Held for Sale and Discontinued Operations

We report as discontinued operations real estate properties that meet the definition of a component of an entity and have been sold or meet the criteria to be classified as held for sale. We include all results of these discontinued operations, less applicable income taxes, in a separate component of income on the consolidated statements of operations under the heading "income from discontinued operations, net." This treatment resulted in the retrospective adjustment of the statements of operations for the three and six months ended June 30, 2011 and the balance sheet as of December 31, 2011.

We are currently marketing for sale certain real estate properties that are inconsistent with our long-term investment strategy. At the end of each reporting period, we evaluate whether such properties meet the criteria to be classified as held for sale, including whether such properties are expected to be sold within 12 months. Additionally, certain properties that do not meet all of the criteria to be classified as held for sale at the balance sheet date may nevertheless be sold and included in discontinued operations in the subsequent 12 months; thus the number of properties that may be sold during the subsequent 12 months could exceed the number classified as held for sale. At June 30, 2012 and December 31, 2011, after adjustments to classify as held for sale properties that were sold or classified as held for sale during the six months ended June 30, 2012, we had one and 29 properties with an aggregate of 192 and 4,126 units, respectively, classified as held for sale. Amounts classified as held for sale in the accompanying consolidated balance sheets as of June 30, 2012 and December 31, 2011 are as follows (in thousands):

	June 30, 2012	December 31, 2011
Real estate, net	\$8,755	\$132,025
Other assets	275	5,021
Assets held for sale	\$9,030	\$137,046
Property debt	\$8,597	\$128,036
Other liabilities	21	1,624
Liabilities related to assets held for sale	\$8,618	\$129,660

During the six months ended June 30, 2012 and 2011, we sold or disposed of 28 properties and 27 properties with an aggregate of 3,934 units and 4,040 units, respectively. During the year ended December 31, 2011, we disposed of 67 consolidated properties with an aggregate of 10,912 units. For the three and six months ended June 30, 2012 and 2011, discontinued operations includes the results of operations for the periods prior to the date of disposition for all properties disposed of and for properties classified as held for sale as of June 30, 2012.





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The following is a summary of the components of income from discontinued operations and the related amounts of income from discontinued operations attributable to Aimco, the Aimco Operating Partnership and noncontrolling interests for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Three Months Ended		Six Months Ended	
	June 30, 2012	2011	June 30, 2012	2011
Rental and other property revenues	\$2,729	\$25,687	\$10,377	\$54,768
Property operating expenses	1,598	(13,438 )	(2,479 )	(28,263 )
Depreciation and amortization	(1,534 )	(8,767 )	(4,618 )	(18,300 )
Provision for real estate impairment losses	(1,341 )	(2,452 )	(1,662 )	(6,307 )
Operating income	1,452	1,030	1,618	1,898
Interest income	54	513	108	789
Interest expense	1,180	(4,814 )	(97 )	(9,912 )
Income (loss) before gain on dispositions of real estate and income tax	2,686	(3,271 )	1,629	(7,225 )
Gain on dispositions of real estate	48,518	19,716	84,211	27,434
Income tax (expense) benefit	(5,612 )	147 )	(5,629 )	324 )
Income from discontinued operations, net	\$45,592	\$16,592	\$80,211	\$20,533
Income from discontinued operations attributable to noncontrolling interests in consolidated real estate partnerships	(4,754 )	(6,755 )	(11,623 )	(5,370 )
Income from discontinued operations attributable to the Aimco Operating Partnership	\$40,838	\$9,837	68,588	15,163
Income from discontinued operations attributable to noncontrolling interests in Aimco Operating Partnership	(2,670 )	(655 )	(4,424 )	(1,013 )
Income from discontinued operations attributable to Aimco	\$38,168	\$9,182	\$64,164	\$14,150

Gain on dispositions of real estate is reported net of incremental direct costs incurred in connection with the transactions, including any prepayment penalties incurred upon repayment of property loans collateralized by the properties being sold. Such prepayment penalties totaled \$1.2 million and \$2.5 million for the three and six months ended June 30, 2012, respectively, and \$4.8 million and \$5.0 million for the three and six months ended June 30, 2011, respectively. We classify interest expense related to property debt within discontinued operations when the related real estate asset is sold or classified as held for sale.

Property operating expenses and interest expense for the three and six months ended June 30, 2012, were reduced by accrued real estate taxes and property debt amounts that were forgiven in connection with property sales.

In connection with properties sold or classified as held for sale during the three and six months ended June 30, 2012, we allocated \$1.4 million and \$2.1 million, respectively, of goodwill related to our conventional and affordable segments to the carrying amounts of the properties sold or classified as held for sale. Of these amounts, \$1.0 million and \$1.7 million, respectively, were recognized as a reduction of gain on dispositions of real estate and \$0.4 million and \$0.4 million, respectively, were recognized as an adjustment of impairment losses during the three and six months ended June 30, 2012. In connection with properties sold or classified as held for sale during the three and six months ended June 30, 2011, we allocated \$0.9 million and \$1.7 million, respectively, of goodwill related to our conventional and affordable segments to the carrying amounts of the properties sold or classified as held for sale. Of these amounts, \$0.7 million and \$1.2 million, respectively, were recognized as a reduction of gain on dispositions of real estate and \$0.2 million and \$0.5 million, respectively, were recognized as an adjustment of impairment losses during the three and six months ended June 30, 2011. The amounts of goodwill allocated to these properties were based on the relative fair values of the properties sold or classified as held for sale and the retained portions of the reporting units to which the goodwill was allocated.

In connection with our real estate dispositions during the three and six months ended June 30, 2012, the purchasers assumed approximately \$45.1 million and \$56.3 million, respectively, of non-recourse property debt, and during the three and six months ended June 30, 2011 the purchasers assumed \$36.1 million and \$50.2 million, respectively, of non-recourse property debt.

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## NOTE 4 — Other Significant Transactions

## Investments in Real Estate Properties

During the three months ended March 31, 2012, we acquired for \$72.3 million a 488-unit property located in Phoenix, Arizona. In connection with this acquisition, we assumed non-recourse property debt with an outstanding principal balance of \$29.1 million and a fair value of \$33.3 million. During the three months ended June 30, 2012, we also acquired for \$38.9 million a 42-unit property located in Manhattan.

## Equity and Partners' Capital Transactions

During the six months ended June 30, 2012, Aimco issued 405,090 shares of its 7.00% Class Z Cumulative Preferred Stock, par value \$0.01 per share, through its preferred stock at-the-market, or ATM, offering program, for net proceeds per share of \$24.27 (reflecting an average price to the public of \$24.78 per share, less commissions and transaction costs of \$0.51 per share). The offerings generated net proceeds of \$9.8 million. Aimco contributed the net proceeds from the sale of such shares of preferred stock to the Aimco Operating Partnership in exchange for an equal number of the Aimco Operating Partnership's 7.00% Class Z Cumulative Preferred Partnership Units.

During the six months ended June 30, 2012, Aimco completed two public offerings resulting in the sale of in aggregate 20,794,200 shares of its Common Stock, generating net proceeds of \$558.6 million, or net proceeds per share of \$26.86. During July 2012, as part of these offerings Aimco sold an additional 1,350,000 shares of Common Stock for net proceeds of \$36.1 million, or net proceeds per share of \$26.74. In addition, during the six months ended June 30, 2012, the holders of near-term expiring stock options exercised 2,041,934 stock options with a weighted average exercise price of \$23.01 per option for proceeds to Aimco of \$47.0 million. The shares received upon exercise of the options were then sold by the stockholders as part of one of the public offerings discussed above. Aimco contributed the net proceeds from the sale of shares of Common Stock and exercise of the stock options to the Aimco Operating Partnership in exchange for a number of common OP Units equal to the number of shares issued and sold. During the six months ended June 30, 2012, using primarily the proceeds from these Common Stock issuances, Aimco redeemed all of its outstanding shares of Class T, Class V and Class Y Cumulative Preferred Stock. Additionally, during July 2012, also using proceeds from these Common Stock issuances, Aimco redeemed all of its outstanding shares of Class U Cumulative Preferred Stock. The following table summarizes these preferred stock redemptions (in thousands, except share amounts):

Class of preferred stock redeemed	Six months ended June 30, 2012			July 2012
	Class T	Class V	Class Y	Class U
Shares of preferred stock redeemed	6,000,000	2,587,500	3,450,000	12,000,000
Redemption value of preferred stock redeemed	\$150,000	\$64,688	\$86,250	\$300,000
Accrued and unpaid dividends paid at redemption	\$2,067	\$891	\$1,166	\$775
Previously deferred issuance costs recognized as an adjustment of net income attributable to Aimco preferred stockholders	\$5,193	\$2,350	\$2,987	\$10,137

In connection with these redemptions by Aimco, the Aimco Operating Partnership redeemed from Aimco all of the outstanding units of its Class T, Class U, Class V and Class Y Partnership Preferred Units.

## Acquisitions of Noncontrolling Partnership Interests

During the six months ended June 30, 2012, we acquired the remaining noncontrolling limited partnership interests in seven consolidated real estate partnerships that own 13 properties and for which our affiliates serve as general partner, for a total cost of \$40.1 million. The Aimco Operating Partnership recognized the \$32.9 million excess of the consideration paid over the carrying amount of the noncontrolling interests acquired as an adjustment of additional paid-in capital within partners' capital (which is included in effects of changes in ownership for consolidated entities in the reconciliation of partners' capital included in Note 2). This amount is allocated between Aimco and noncontrolling interests in the Aimco Operating Partnership within Aimco's consolidated financial statements.

## NOTE 5 — Variable Interest Entities

As of June 30, 2012, we were the primary beneficiary of, and therefore consolidated, 117 VIEs, which owned 79 apartment properties with 12,607 units. Real estate with a carrying value of \$758.2 million collateralized \$621.0 million of debt of those



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VIEs. Any significant amounts of assets and liabilities related to our consolidated VIEs are identified parenthetically on our accompanying condensed consolidated balance sheets. The creditors of the consolidated VIEs do not have recourse to our general credit.

As of June 30, 2012, we also held variable interests in 162 VIEs for which we were not the primary beneficiary. Those VIEs consist primarily of partnerships that are engaged, directly or indirectly, in the ownership and management of 215 apartment properties with 11,343 units. We are involved with those VIEs as an equity holder, lender, management agent, or through other contractual relationships. Approximately \$18.2 million of our investment in unconsolidated VIEs at June 30, 2012, are held through consolidated partnerships that are VIEs and in which we generally hold a 1% or less general partner or equivalent interest. Accordingly, substantially all of the investment balances related to these unconsolidated VIEs are attributed to the noncontrolling interests in the consolidated investment partnerships that hold the investments in these unconsolidated VIEs. Our maximum risk of loss related to our investment in these VIEs is generally limited to our equity interest in the consolidated investment partnerships, which is insignificant. The remainder of our investment in unconsolidated VIEs, or approximately \$5.0 million at June 30, 2012, is held through consolidated investment partnerships that are VIEs and in which we hold substantially all of the economic interests. Our maximum risk of loss related to our investment in these VIEs is limited to our \$5.0 million recorded investment in such entities.

As discussed in Note 1, we have entered into an agreement to sell our interests in a portfolio of properties upon satisfaction of certain conditions and regulatory approvals. As of June 30, 2012, this portfolio included 42 consolidated VIEs that owned 18 properties and 114 unconsolidated VIEs that owned 114 properties.

In addition to our investments in unconsolidated VIEs discussed above, at June 30, 2012, we had in aggregate \$97.1 million of receivables from unconsolidated VIEs (primarily notes receivable collateralized by second mortgages on real estate properties as further discussed in Note 10) and we had a contractual obligation to advance funds to certain unconsolidated VIEs totaling \$2.7 million. Our maximum risk of loss associated with our lending and management activities related to these unconsolidated VIEs is limited to these amounts. We may be subject to additional losses to the extent of any receivables relating to future provision of services to these entities or financial support that we voluntarily provide.

As discussed in Note 8, noncompliance with applicable requirements related to our consolidated and unconsolidated tax credit partnerships, substantially all of which are VIEs, could result in projected tax credits not being realized and require a refund of investor contributions already received or a reduction of future investor contributions. We have not historically had, nor do we anticipate, any material refunds or reductions of investor capital contributions in connection with these arrangements.

**NOTE 6 — Derivative Financial Instruments**

We have limited exposure to derivative financial instruments. We primarily use long-term, fixed-rate and self-amortizing non-recourse debt to avoid, among other things, risk related to fluctuating interest rates. For our variable rate debt, we are sometimes required by our lenders to limit our exposure to interest rate fluctuations by entering into interest rate swap agreements, which moderate our exposure to interest rate risk by effectively converting the interest on variable rate debt to a fixed rate. The fair values of the interest rate swaps are reflected as assets or liabilities in the balance sheet, and periodic changes in fair value are included in interest expense or equity and partners' capital, as appropriate.

As of June 30, 2012 and December 31, 2011, we had interest rate swaps with aggregate notional amounts of \$52.3 million, and recorded fair values of \$8.0 million and \$7.0 million, respectively, reflected in accrued liabilities and other in our condensed consolidated balance sheets. At June 30, 2012, these interest rate swaps had a weighted average term of 8.7 years. We have designated these interest rate swaps as cash flow hedges and recognize any changes in their fair value as an adjustment of accumulated other comprehensive loss within equity to the extent of their effectiveness. Changes in the fair value of these instruments and the related amounts of such changes that were reflected as an adjustment of accumulated other comprehensive loss within equity and as an adjustment of earnings (ineffectiveness) are discussed in Note 7.

If the forward rates at June 30, 2012 remain constant, we estimate that during the next 12 months, we would reclassify into earnings approximately \$1.7 million of the unrealized losses in accumulated other comprehensive loss. If market

interest rates increase above the 3.43% weighted average fixed rate under these interest rate swaps we will benefit from net cash payments due to us from our counterparty to the interest rate swaps.

At June 30, 2012 and December 31, 2011, we had borrowings payable subject to total rate of return swaps with aggregate outstanding principal balances of \$74.5 million and \$75.0 million, respectively, that were collateralized by four properties. We use total rate of return swaps to convert fixed-rate property debt obligations to a variable rate to lower our cost of borrowing. In exchange for our receipt of a fixed rate equal to the underlying borrowing's interest rate, the total rate of return swaps require that

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we pay a variable rate plus a risk spread. The underlying borrowings are callable at our option, with no prepayment penalty. We have designated the total rate of return swaps as hedges of the risk of overall changes in the fair value of the underlying borrowings. At each reporting period, we estimate the fair value of these borrowings and the total rate of return swaps and recognize any changes therein as an adjustment of interest expense. During the periods presented, we determined these hedges were fully effective and accordingly we made no adjustments to interest expense for ineffectiveness.

At June 30, 2012, the weighted average fixed receive rate under the total return swaps was 5.8% and the weighted average variable pay rate was 2.7%, based on the applicable index rate effective as of that date. The debt subject to these total rate of return swaps matures in 2036 whereas the corresponding swaps mature in May 2014.

The total rate of return swaps require specified loan-to-value ratios which may require us to pay down the debt or provide additional collateral. At June 30, 2012 and December 31, 2011, we had provided \$20.0 million of cash collateral pursuant to the swap agreements, which is included in restricted cash in our condensed consolidated balance sheets.

**NOTE 7 — Fair Value Measurements**

In accordance with GAAP, we are required to measure certain assets and liabilities in our consolidated financial statements at fair value. Certain assets, such as our investment in the first loss and mezzanine positions in a securitization trust that holds certain of our property debt, our interest rate swaps (IR swaps), total rate of return swaps (TRR swaps), and the debt subject to TRR swaps (TRR debt) are required to be measured at fair value on a quarterly basis. Other assets, such as real estate, are required to be measured at fair value when we determine that that a held for use asset's carrying amount is no longer recoverable, or to be measured at fair value less estimated costs to sell when we determine that the carrying amount of an asset classified as held for sale is no longer recoverable.

We are required to classify these fair value measurements into one of three categories, based on the nature of the inputs used in the fair value measurement. Level 1 of the hierarchy includes fair value measurements based on unadjusted quoted prices in active markets for identical assets or liabilities we can access at the measurement date. Level 2 includes fair value measurements based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 includes fair value measurements based on unobservable inputs. The classification of fair value measurements is subjective and GAAP requires us to disclose more detailed information regarding those fair value measurements classified within the lower levels of the hierarchy.

**Recurring Fair Value Measurements**

The table below presents information regarding significant items measured in our condensed consolidated financial statements at fair value on a recurring basis, consisting of investments in the securitization trust discussed above, which we classify as available for sale (AFS), IR swaps, TRR swaps and TRR debt (in thousands):

	Level 2		Level 3		
	AFS (1)	IR swaps (2)	TRR swaps (3)	TRR debt (4)	Total
Fair value at December 31, 2010	\$—	\$(2,746 )	\$(19,542 )	\$19,542	\$(2,746 )
Purchases	51,534	—	—	—	51,534
Investment accretion	269	—	—	—	269
Unrealized gains (losses) included in earnings (5)	—	(24 )	8,547	(8,547 )	(24 )
Realized gains (losses) included in earnings	—	—	—	—	—
Unrealized gains (losses) included in equity and partners' capital	1,573	(827 )	—	—	746
Fair value at June 30, 2011	\$53,376	\$(3,597 )	\$(10,995 )	\$10,995	\$49,779
Fair value at December 31, 2011	\$51,693	\$(7,012 )	\$(5,841 )	\$5,841	\$44,681
Investment accretion	1,516	—	—	—	1,516
Unrealized gains (losses) included in earnings (5)	—	(24 )	2,554	(2,554 )	(24 )



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Realized gains (losses) included in earnings	—	—	—	—	—
Unrealized gains (losses) included in equity and partners' capital	1,459	(934	) —	—	525
Fair value at June 30, 2012	\$54,668	\$(7,970	) \$(3,287	) \$3,287	\$46,698

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We estimate the fair value of our investments classified as AFS using an income and market approach with primarily observable inputs, including yields and other information regarding similar types of investments, and adjusted for certain unobservable inputs specific to these investments. We are accreting the discount to the \$100.9 million face value of the investments into interest income over the remaining expected term of the investments, which, as of June 30, 2012, was approximately nine years. Our amortized cost basis for these investments, which represents the original cost adjusted for interest accretion less interest payments received, was \$54.7 million and \$53.2 million at June 30, 2012 and December 31, 2011, respectively.

The fair value of IR swaps is estimated using an income approach with primarily observable inputs including information regarding the hedged variable cash flows and forward yield curves relating to the variable interest rates on which the hedged cash flows are based.

TRR swaps have contractually-defined termination values generally equal to the difference between the fair value and the counterparty's purchased value of the underlying borrowings. We calculate the termination value, which we believe is representative of the fair value, of total rate of return swaps using a market approach by reference to estimates of the fair value of the underlying borrowings, which are discussed below, and an evaluation of potential changes in the credit quality of the counterparties to these arrangements.

This represents changes in fair value of debt subject to TRR swaps. We estimate the fair value of debt instruments using an income and market approach, including comparison of the contractual terms to observable and unobservable inputs such as market interest rate risk spreads, contractual interest rates, remaining periods to maturity, collateral quality and loan-to-value ratios on similarly encumbered assets within our portfolio. We handle a large volume of financing transactions annually and use pricing information obtained during the financing process to evaluate market pricing information for reasonableness.

Unrealized gains (losses) for the TRR swaps and TRR debt relate to periodic revaluations of fair value, including revaluations resulting from repayment of the debt at par, and have not resulted from the settlement of a swap position as we have not historically incurred any termination payments upon settlement. These unrealized gains (losses) are included in interest expense in the accompanying condensed consolidated statements of operations. Due to their subjectivity, GAAP requires us to disclose additional quantitative and qualitative information about the unobservable inputs significant to our Level 3 fair value measurements. The unobservable inputs significant to our estimation of the fair value of TRR debt classified within Level 3 includes information about the property debt, such as the payment schedule, contractual interest rate and loan-to-value ratio (computed using real estate values estimated as described below). Based on the impracticality of providing payment schedules for our nonrecourse property debt measured at fair value, we believe the disclosure of the weighted average maturity date is meaningful in the context of the related valuation input. Information regarding the weighted average unobservable inputs for TRR debt measured at fair value during the six months ended June 30, 2012 and 2011 is as follows:

	2012	2011		
Number of properties encumbered by nonrecourse property debt measured at fair value during period	4	8		
Weighted average interest rate	5.8	% 6.4		%
Weighted average maturity in years	24.4	22.7		
Weighted average loan-to-value ratio	78.5	% 77.3		%

Of these unobservable inputs significant to the TRR debt fair value measurement, the loan-to-value ratio is the only input to which the fair value measurement is sensitive to changes, as the property debt interest rates and maturities are not subject to adjustment. Holding constant the other observable inputs which may also be significant to the fair value measurement, such as market interest rates for similar types of debt, we believe any increase in the loan-to-value ratios for the TRR debt would result in a decrease in the fair value of the TRR debt and any decrease in the loan-to-value ratios would result in an increase in the fair value of the TRR debt. Based on the relationship of the fair value of the TRR debt to that of the TRR swaps, we believe any increase or decrease in the fair value of the TRR debt would have an equal and offsetting decrease or increase in the fair value of the TRR swaps, and therefore would have no effect on our financial position, results of operations or liquidity.

Nonrecurring Fair Value Measurements

During the six months ended June 30, 2012, we reduced the aggregate carrying amounts of six assets classified as held for use from \$72.7 million to their estimated fair values of \$59.6 million, resulting in an impairment loss of \$13.1 million. During the six

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months ended June 30, 2011, we reduced the aggregate carrying amounts of three assets classified as held for sale from \$56.5 million to their estimated fair values of \$49.1 million, resulting in an impairment loss of \$7.4 million. The fair values for the properties we impaired during these periods were based primarily on contract prices for pending sales or expected sales values of the properties. The contract prices were based in part on unobservable inputs classified within Level 3 of the fair value hierarchy, but were also based on observable inputs that can be validated to observable external sources, such as pricing information about widely marketed real estate properties for sale. The unobservable inputs significant to our estimation of the fair value of real estate impaired during the periods include, among other things, information such as the properties' net operating income, or NOI, free cash flow, or FCF, which represents the property's NOI less capital spending required to maintain the condition of the property, and assumptions about NOI and FCF growth rates and exit values. A FCF internal rate of return, which represents the rate of return generated by discounting the expected FCF from the property and the proceeds from its eventual sale, is a common benchmark used in the real estate industry for relative comparison of real estate valuations. The projected cash flows, including the expected sales prices, on which the impairment losses were based translated to weighted average implied FCF internal rates of return of 6.24% and 2.48% for the properties impaired during the six months ended June 30, 2012 and 2011, respectively.

**Fair Value Disclosures**

We believe that the aggregate fair value of our cash and cash equivalents, receivables and payables approximates their aggregate carrying amounts at June 30, 2012 and December 31, 2011, due to their relatively short-term nature and high probability of realization. The estimated aggregate fair value of our notes receivable (including notes receivable from unconsolidated real estate partnerships, which we classify within other assets in our consolidated balance sheets) was approximately \$99.3 million and \$107.9 million at June 30, 2012 and December 31, 2011, respectively, as compared to their carrying amounts of \$108.2 million and \$117.9 million, respectively. The estimated aggregate fair value of our consolidated debt (including amounts reported in liabilities related to assets held for sale) was approximately \$5.4 billion and \$5.4 billion at June 30, 2012 and December 31, 2011, respectively, as compared to aggregate carrying amounts of \$5.1 billion and \$5.2 billion, respectively. We classify within Level 3 of the valuation hierarchy the fair values of our notes receivable and consolidated debt disclosed above, based on the significance of certain of the unobservable inputs used to estimate their fair values. The fair value of our notes receivable and consolidated debt is estimated using a methodology consistent with that described above for the property debt we measure at fair value on a recurring and nonrecurring basis.

**NOTE 8 — Commitments and Contingencies****Commitments**

In connection with our redevelopment and capital improvement activities, we have commitments of approximately \$53.2 million related to construction projects, most of which we expect to incur during 2012. Pursuant to financing arrangements on two of our conventional redevelopment properties, we are contractually obligated to complete the planned projects. Additionally, we enter into certain commitments for future purchases of goods and services in connection with the operations of our properties. Those commitments generally have terms of one year or less and reflect expenditure levels comparable to our historical expenditures.

As discussed in Note 5, we have committed to fund an additional \$2.7 million to increase loans secured by certain properties in West Harlem in New York City. In certain circumstances, the obligor on these notes has the right to put these properties to us, which would result in a cash payment by us of approximately \$30.9 million and our assumption of approximately \$118.3 million in property debt. The exercise of the put is conditioned on the achievement of specified rent levels at the properties.

**Tax Credit Arrangements**

We are required to manage certain consolidated real estate partnerships in compliance with various laws, regulations and contractual provisions that apply to our historic and low-income housing tax credit syndication arrangements. In some instances, noncompliance with applicable requirements could result in projected tax benefits not being realized and require a refund or reduction of investor capital contributions, which are reported as deferred income in our consolidated balance sheet, until such time as our obligation to deliver tax benefits is relieved. The remaining compliance periods for our tax credit syndication arrangements range from less than one year to 14 years. We do not

anticipate that any material refunds or reductions of investor capital contributions will be required in connection with these arrangements.

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Legal Matters

In addition to the matters described below, we are a party to various legal actions and administrative proceedings arising in the ordinary course of business, some of which are covered by our general liability insurance program, and none of which we expect to have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

Limited Partnerships

In connection with our acquisitions of interests in real estate partnerships, we are sometimes subject to legal actions, including allegations that such activities may involve breaches of fiduciary duties to the partners of such real estate partnerships or violations of the relevant partnership agreements. We may incur costs in connection with the defense or settlement of such litigation. We believe that we comply with our fiduciary obligations and relevant partnership agreements. Although the outcome of any litigation is uncertain, we do not expect any such legal actions to have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

During 2011, we mediated a previously disclosed dispute with respect to mergers completed early in 2011 in which we acquired the remaining noncontrolling interests in six consolidated real estate partnerships. As a result of the mediation we agreed to pay the limited partners additional consideration of \$7.5 million for their partnership units, which we included in the total consideration paid for the noncontrolling interests we acquired. Claims and stipulations of settlement were filed in Colorado State Court, District of Denver and with the American Arbitration Association during 2011. Final approval of the settlement was granted by the arbitrator in the action before the American Arbitration Association in February 2012. Final approval of the settlement in Colorado State Court was granted in May 2012. We paid the additional consideration during the three months ended June 30, 2012.

Environmental

Various Federal, state and local laws subject property owners or operators to liability for management, and the costs of removal or remediation, of certain potentially hazardous materials present on a property, including lead-based paint, asbestos, polychlorinated biphenyls, petroleum-based fuels, and other miscellaneous materials. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release or presence of such materials. The presence of, or the failure to manage or remedy properly, these materials may adversely affect occupancy at affected apartment communities and the ability to sell or finance affected properties. In addition to the costs associated with investigation and remediation actions brought by government agencies, and potential fines or penalties imposed by such agencies in connection therewith, the improper management of these materials on a property could result in claims by private plaintiffs for personal injury, disease, disability or other infirmities. Various laws also impose liability for the cost of removal, remediation or disposal of these materials through a licensed disposal or treatment facility. Anyone who arranges for the disposal or treatment of these materials is potentially liable under such laws for the proper operation of the disposal facility. These laws often impose liability whether or not the person arranging for the disposal ever owned or operated the disposal facility. In connection with the ownership, operation and management of properties, we could potentially be responsible for environmental liabilities or costs associated with our properties or properties we acquire or manage in the future.

We have determined that our legal obligations to remove or remediate certain potentially hazardous materials may be conditional asset retirement obligations, as defined in GAAP. Except in limited circumstances where the asset retirement activities are expected to be performed in connection with a planned construction project or property casualty, we believe that the fair value of our asset retirement obligations cannot be reasonably estimated due to significant uncertainties in the timing and manner of settlement of those obligations. Asset retirement obligations that are reasonably estimable as of June 30, 2012, are immaterial to our consolidated financial condition, results of operations and cash flows.

NOTE 9 — Earnings (Loss) per Share/Unit

Aimco

Aimco calculates earnings (loss) per share based on the weighted average number of shares of Common Stock, participating securities, common stock equivalents and dilutive convertible securities outstanding during the period. The following table illustrates Aimco's calculation of basic and diluted earnings (loss) per share for the three and six months ended June 30, 2012 and 2011 (in thousands, except per share data):



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	Three Months Ended		Six Months Ended	
	June 30,	2011	June 30,	2011
	2012		2012	
Numerator:				
Loss from continuing operations	\$(11,461 )	\$(43,563 )	\$(35,433 )	\$(74,781 )
(Income) loss from continuing operations attributable to noncontrolling interests	(3,907 )	10,930	(3,982 )	17,920
Income attributable to preferred stockholders	(22,182 )	(9,672 )	(34,621 )	(22,128 )
Income attributable to participating securities	(95 )	(54 )	(214 )	(111 )
Loss from continuing operations attributable to Aimco common stockholders	\$(37,645 )	\$(42,359 )	\$(74,250 )	\$(79,100 )
Income from discontinued operations	\$45,592	\$16,592	\$80,211	\$20,533
Income from discontinued operations attributable to noncontrolling interests	(7,424 )	(7,410 )	(16,047 )	(6,383 )
Income from discontinued operations attributable to Aimco common stockholders	\$38,168	\$9,182	\$64,164	\$14,150
Net income (loss)	\$34,131	\$(26,971 )	\$44,778	\$(54,248 )
Net (income) loss attributable to noncontrolling interests	(11,331 )	3,520	(20,029 )	11,537
Income attributable to preferred stockholders	(22,182 )	(9,672 )	(34,621 )	(22,128 )
Income attributable to participating securities	(95 )	(54 )	(214 )	(111 )
Net income (loss) attributable to Aimco common stockholders	\$523	\$(33,177 )	\$(10,086 )	\$(64,950 )
Denominator:				
Denominator for basic earnings per share — weighted average number of shares of Common Stock outstanding	127,395	119,156	123,960	118,238
Effect of dilutive securities:				
Dilutive potential common shares	—	—	—	—
Denominator for diluted earnings per share	127,395	119,156	123,960	118,238
Earnings (loss) per common share – basic and diluted:				
Loss from continuing operations attributable to Aimco common stockholders	\$(0.30 )	\$(0.36 )	\$(0.60 )	\$(0.67 )
Income from discontinued operations attributable to Aimco common stockholders	0.30	0.08	0.52	0.12
Net income (loss) attributable to Aimco common stockholders	\$—	\$(0.28 )	\$(0.08 )	\$(0.55 )

## The Aimco Operating Partnership

The Aimco Operating Partnership calculates earnings (loss) per unit based on the weighted average number of common OP Units and equivalents, participating securities and dilutive convertible securities outstanding during the period. The Aimco Operating Partnership considers both common OP Units and HPUs, which have identical rights to distributions and undistributed earnings, to be common units for purposes of the earnings per unit data presented below. The following table illustrates the Aimco Operating Partnership's calculation of basic and diluted earnings (loss) per unit for the three and six months ended June 30, 2012 and 2011 (in thousands, except per unit data):



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	Three Months Ended		Six Months Ended	
	June 30,	2011	June 30,	2011
	2012		2012	
Numerator:				
Loss from continuing operations	\$(11,461	) \$(43,339	) \$(35,433	) \$(74,345
(Income) loss from continuing operations attributable to noncontrolling interests	(4,911	) 9,526	(5,807	) 15,446
Income attributable to the Partnership's preferred unitholders	(23,793	) (11,343	) (37,902	) (25,470
Income attributable to participating securities	(95	) (54	) (214	) (111
Loss from continuing operations attributable to the Partnership's common unitholders	\$(40,260	) \$(45,210	) \$(79,356	) \$(84,480
Income from discontinued operations	\$45,592	\$16,592	\$80,211	\$20,533
Income from discontinued operations attributable to noncontrolling interests	(4,754	) (6,755	) (11,623	) (5,370
Income from discontinued operations attributable to the Partnership's common unitholders	\$40,838	\$9,837	\$68,588	\$15,163
Net income (loss)	\$34,131	\$ (26,747	) \$44,778	\$ (53,812
(Income) loss attributable to noncontrolling interests	(9,665	) 2,771	(17,430	) 10,076
Income attributable to the Partnership's preferred unitholders	(23,793	) (11,343	) (37,902	) (25,470
Income attributable to participating securities	(95	) (54	) (214	) (111
Net income (loss) attributable to the Partnership's common unitholders	\$578	\$ (35,373	) \$ (10,768	) \$ (69,317
Denominator:				
Denominator for basic earnings per unit — weighted average number of common units outstanding	135,622	127,577	132,159	126,675
Effect of dilutive securities:				
Dilutive potential common units	—	—	—	—
Denominator for diluted earnings per unit	135,622	127,577	132,159	126,675
Earnings (loss) per common unit – basic and diluted:				
Loss from continuing operations attributable to the Partnership's common unitholders	\$(0.30	) \$(0.36	) \$(0.60	) \$(0.67
Income from discontinued operations attributable to the Partnership's common unitholders	0.30	0.08	0.52	0.12
Net income (loss) attributable to the Partnership's common unitholders	\$—	\$ (0.28	) \$ (0.08	) \$ (0.55

## Aimco and the Aimco Operating Partnership

As of June 30, 2012 and 2011, the common share or unit equivalents that could potentially dilute basic earnings per share or unit in future periods totaled 3.1 million and 7.1 million, respectively. These securities represent options to purchase shares of Common Stock, which, if exercised, would result in Aimco's issuance of additional shares and the Aimco Operating Partnership's issuance to Aimco of additional common OP Units equal to the number of shares purchased under the options. These securities have been excluded from the earnings (loss) per share or unit computations for the three and six months ended June 30, 2012 and 2011, because their effect would have been anti-dilutive. Participating securities, consisting primarily of unvested restricted shares of Common Stock, receive dividends similar to shares of Common Stock and common OP Units and totaled 0.5 million and 0.5 million at June 30, 2012 and 2011, respectively. The effect of participating securities is included in basic and diluted earnings (loss) per share and unit computations for the periods presented above using the two-class method of allocating distributed and undistributed earnings.

Various classes of preferred OP Units of the Aimco Operating Partnership are outstanding. Depending on the terms of each class, these preferred OP Units are convertible into common OP Units or redeemable for cash or, at the Aimco Operating Partnership's option, Common Stock, and are paid distributions varying from 1.8% to 8.8% per annum per unit, or equal to the dividends paid on Common Stock based on the conversion terms. As of June 30, 2012, a total of 2.9 million preferred OP Units were outstanding with an aggregate redemption value of \$79.6 million and were potentially redeemable for approximately 2.9 million shares of Common Stock (based on the period end market price), or cash at the Aimco Operating Partnership's option. The Aimco Operating Partnership has a redemption policy that requires cash settlement of redemption requests for the preferred OP Units, subject to limited exceptions. The potential dilutive effect of these securities would have been antidilutive in the periods

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presented. Additionally, based on the Aimco Operating Partnership's cash redemption policy, they may also be excluded from future earnings (loss) per share or unit computations in periods during which their effect is dilutive.

**NOTE 10 — Notes Receivable**

Our notes receivable generally have stated maturity dates and may require current payments of principal and interest. Repayment of these notes is subject to a number of variables, including the performance and value of the underlying real estate properties and the claims of unaffiliated mortgage lenders, which are generally senior to our claims. Our notes receivable consist of two classes: loans extended by us that we carry at the face amount plus accrued interest, which we refer to as "par value notes," and loans extended by us that were discounted at origination, which we refer to as "discounted notes."

We recognize interest income on par value notes as earned in accordance with the terms of the related loan agreements. We recognize interest income on discounted notes that we originated using the effective interest method. We assess the collectability of notes receivable on a periodic basis, which assessment consists primarily of an evaluation of the projected cash flow of the borrower to determine whether estimated cash flows are sufficient to repay principal and interest in accordance with the contractual terms of the note. We update our projections of the cash flow of such borrowers annually, and more frequently for certain loans depending on facts and circumstances. We recognize impairments on notes receivable when it is probable that principal and interest will not be received in accordance with the contractual terms of the loan. Factors that affect this assessment include the fair value of the partnership's real estate, pending transactions to refinance the partnership's senior obligations or sell the partnership's real estate, and market conditions (current and forecasted) related to a particular asset. In certain instances where other sources of cash flow are available to repay the loan, the impairment is measured by discounting the estimated cash flows at the loan's original effective interest rate.

The following table summarizes our notes receivable as of June 30, 2012 and December 31, 2011 (in thousands):

	June 30, 2012	December 31, 2011
Par value notes	\$6,275	\$15,695
Discounted notes	96,523	95,510
Total notes receivable	\$102,798	\$111,205
Face value of discounted notes	\$103,801	\$103,471

Notes receivable have various annual interest rates ranging between 2.2% and 8.8% and averaging 4.1%. Included in the notes receivable at June 30, 2012 and December 31, 2011 are \$100.2 million and \$99.3 million, respectively, in notes that were secured by interests in real estate or interests in real estate partnerships.

As of June 30, 2012, substantially all of our par value notes outstanding had stated maturity dates and the remainder had no stated maturity dates and were governed by the terms of the partnership agreements pursuant to which the loans were extended. At June 30, 2012, none of the par value notes with stated maturity dates were past due. All of our discounted notes have stated maturity dates and none are past due. All of the notes receivable shown above are estimated to be collectible and have not been impaired for the periods presented.

**NOTE 11 — Business Segments**

We have two reportable segments: conventional real estate operations and affordable real estate operations. Our conventional real estate operations consist of market-rate apartments with rents paid by the residents and included 192 properties with 61,313 units at June 30, 2012. Our affordable real estate operations consisted of 152 properties with 18,737 units at June 30, 2012, with rents that are generally paid, in whole or part, by a government agency.

Our chief executive officer, who is our chief operating decision maker, uses various generally accepted industry financial measures to assess the performance and financial condition of the business, including: Net Asset Value, which is the estimated fair value of our assets, net of liabilities and preferred equity; Funds From Operations, which represents net income or loss computed in accordance with GAAP, excluding gains from sales of, and impairment losses recognized with respect to, depreciable property, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures; Pro forma Funds From Operations, which is Funds From Operations excluding preferred equity redemption related amounts; Adjusted Funds From Operations, which is Pro forma Funds From Operations less spending for capital replacements, which represents our estimation of the capital additions

required to maintain the value of our portfolio during our ownership period; property net operating income,

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which is rental and other property revenues less direct property operating expenses, including real estate taxes; proportionate property net operating income, which reflects our share of property net operating income of our consolidated and unconsolidated properties that we manage; same store property operating results; Free Cash Flow, which is net operating income less spending for Capital Replacements; Free Cash Flow internal rate of return; financial coverage ratios; and leverage as shown on our balance sheet. Our chief operating decision maker emphasizes proportionate property net operating income as a key measurement of segment profit or loss.

The following tables present the revenues, net operating income (loss) and income (loss) from continuing operations of our conventional and affordable real estate operations segments on a proportionate basis for the three and six months ended June 30, 2012 and 2011 (in thousands):

	Conventional Real Estate Operations	Affordable Real Estate Operations	Proportionate Adjustments (1)	Corporate and Amounts Not Allocated to Segments	Consolidated
Three Months Ended June 30, 2012:					
Rental and other property revenues (2)	\$ 209,619	\$ 30,244	\$ 21,979	\$ 116	\$ 261,958
Asset management and tax credit revenues	—	—	—	8,914	8,914
Total revenues	209,619	30,244	21,979	9,030	270,872
Property operating expenses (2)	75,935	11,927	9,218	8,795	105,875
Investment management expenses	—	—	—	3,240	3,240
Depreciation and amortization (2)	—	—	—	93,052	93,052
Provision for real estate impairment losses (2)	—	—	—	6,707	6,707
General and administrative expenses	—	—	—	13,556	13,556
Other expenses, net	—	—	—	427	427
Total operating expenses	75,935	11,927	9,218	125,777	222,857
Net operating income (loss)	133,684	18,317	12,761	(116,747 )	48,015
Other items included in continuing operations	—	—	—	(59,476 )	(59,476 )
Income (loss) from continuing operations	\$ 133,684	\$ 18,317	\$ 12,761	\$(176,223 )	\$(11,461 )
	Conventional Real Estate Operations	Affordable Real Estate Operations	Proportionate Adjustments (1)	Corporate and Amounts Not Allocated to Segments	Consolidated
Three Months Ended June 30, 2011:					
Rental and other property revenues (2)	\$ 200,031	\$ 28,986	\$ 22,421	\$ 277	\$ 251,715
Asset management and tax credit revenues	—	—	—	7,651	7,651
Total revenues	200,031	28,986	22,421	7,928	259,366
Property operating expenses (2)	73,422	11,860	9,319	11,808	106,409
Investment management expenses	—	—	—	2,111	2,111
Depreciation and amortization (2)	—	—	—	86,964	86,964
General and administrative expenses	—	—	—	12,448	12,448
Other expenses, net	—	—	—	4,922	4,922
Total operating expenses	73,422	11,860	9,319	118,253	212,854
Net operating income (loss)	126,609	17,126	13,102	(110,325 )	46,512
Other items included in continuing operations (3)	—	—	—	(90,075 )	(90,075 )
Income (loss) from continuing operations	\$ 126,609	\$ 17,126	\$ 13,102	\$(200,400 )	\$(43,563 )



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	Conventional Real Estate Operations	Affordable Real Estate Operations	Proportionate Adjustments (1)	Corporate and Amounts Not Allocated to Segments	Consolidated
Six Months Ended June 30, 2012:					
Rental and other property revenues (2)	\$ 415,583	\$ 60,234	\$ 46,906	\$ 251	\$ 522,974
Asset management and tax credit revenues—	—	—	—	16,985	16,985
Total revenues	415,583	60,234	46,906	17,236	539,959
Property operating expenses (2)	151,510	24,345	18,378	17,885	212,118
Investment management expenses	—	—	—	6,628	6,628
Depreciation and amortization (2)	—	—	—	185,380	185,380
Provision for real estate impairment losses (2)	—	—	—	13,071	13,071
General and administrative expenses	—	—	—	25,181	25,181
Other expenses, net	—	—	—	6,689	6,689
Total operating expenses	151,510	24,345	18,378	254,834	449,067
Net operating income (loss)	264,073	35,889	28,528	(237,598 )	90,892
Other items included in continuing operations	—	—	—	(126,325 )	(126,325 )
Income (loss) from continuing operations	\$ 264,073	\$ 35,889	\$ 28,528	\$ (363,923 )	\$ (35,433 )
	Conventional Real Estate Operations	Affordable Real Estate Operations	Proportionate Adjustments (1)	Corporate and Amounts Not Allocated to Segments	Consolidated
Six Months Ended June 30, 2011:					
Rental and other property revenues (2)	\$ 398,621	\$ 58,078	\$ 44,380	\$ 854	\$ 501,933
Asset management and tax credit revenues	—	—	—	16,887	16,887
Total revenues	398,621	58,078	44,380	17,741	518,820
Property operating expenses (2)	148,930	23,696	18,979	27,684	219,289
Investment management expenses	—	—	—	5,087	5,087
Depreciation and amortization (2)	—	—	—	178,881	178,881
General and administrative expenses	—	—	—	23,629	23,629
Other expenses, net	—	—	—	8,787	8,787
Total operating expenses	148,930	23,696	18,979	244,068	435,673
Net operating income (loss)	249,691	34,382	25,401	(226,327 )	83,147
Other items included in continuing operations (3)	—	—	—	(157,928 )	(157,928 )
Income (loss) from continuing operations	\$ 249,691	\$ 34,382	\$ 25,401	\$ (384,255 )	\$ (74,781 )
<p>Represents adjustments for the noncontrolling interests in consolidated real estate partnerships' share of the results of our consolidated properties and the results of consolidated properties that we do not manage, which are excluded (1) from our measurement of segment performance but included in the related consolidated amounts, and our share of the results of operations of our unconsolidated real estate partnerships that we manage, which are included in our measurement of segment performance but excluded from the related consolidated amounts.</p> <p>Proportionate property net operating income, our key measurement of segment profit or loss, excludes provision for operating real estate impairment losses, property management revenues (which are included in rental and other (2) property revenues), property management expenses and casualty gains and losses (which are included in property operating expenses) and depreciation and amortization. Accordingly, we do not allocate these amounts to our segments.</p> <p>(3)</p>					

In addition to the other items included in continuing operations presented in the table for the three and six months ending June 30, 2011, the Aimco Operating Partnership recognized \$0.2 million and \$0.4 million, respectively, of interest income on its notes receivable from Aimco. These notes were repaid by Aimco during the three months ended December 31, 2011.

For the six months ended June 30, 2012 and 2011, capital additions related to our conventional segment totaled \$103.7 million and \$59.0 million, respectively, and capital additions related to our affordable segment totaled \$7.8 million and \$8.3 million, respectively.



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ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

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 Report contains or may contain information that is forward-looking, within the meaning of the federal securities laws, including, without limitation, statements regarding our ability to maintain current or meet projected occupancy, rental rates and property operating results, the effect of acquisitions, dispositions and redevelopments and our ability to comply with debt covenants, including financial coverage ratios. 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 our control, including, without limitation: financing risks, including the availability and cost of financing and the risk that our cash flows from operations may be insufficient to meet required payments of principal and interest; earnings may not be sufficient to maintain compliance with debt covenants; real estate risks, including fluctuations in real estate values and the general economic climate in the markets in which we operate and competition for residents in such markets; national and local economic conditions, including the pace of job growth and the level of unemployment; the terms of governmental regulations that affect us and interpretations of those regulations; the competitive environment in which we operate; the timing of acquisitions, dispositions and redevelopments; insurance risk, including the cost of insurance; natural disasters and severe weather such as hurricanes; litigation, including costs associated with prosecuting or defending claims and any adverse outcomes; energy costs; 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 us. In addition, our current and continuing qualification as a real estate investment trust involves the application of highly technical and complex provisions of the Internal Revenue Code and depends on our ability to meet the various requirements imposed by the Internal Revenue Code, through actual operating results, distribution levels and diversity of stock ownership. Readers should carefully review our financial statements and the notes thereto, as well as the section entitled “Risk Factors” described in Item 1A of Apartment Investment and Management Company’s and AIMCO Properties, L.P.’s Annual Reports on Form 10-K for the year ended December 31, 2011, and the other documents we file from time to time with the Securities and Exchange Commission. As used herein and except as the context otherwise requires, “we,” “our” and “us” refer to Apartment Investment and Management Company (which we refer to as Aimco), AIMCO Properties, L.P. (which we refer to as the Aimco Operating Partnership) and their consolidated entities, collectively.

Executive Overview

Aimco is a self-administered and self-managed real estate investment trust, or REIT. The Aimco Operating Partnership is the operating partnership for Aimco and conducts our business, which is acquiring, redeveloping, leasing and managing multifamily apartment properties. Our business activities are defined by a commitment to our core values of integrity, respect, collaboration, a focus on our customers and a performance culture. These values and our corporate mission, to consistently provide quality apartment homes in a respectful environment delivered by a team of people who care, continually shape our culture. In all our dealings with residents, team members, business partners and equity holders, we aim to be the best owner and operator of apartment communities and an outstanding corporate citizen.

Our principal financial objective is to provide predictable and attractive returns to our equity holders. Our business plan to achieve this objective is to:

- operate our nationwide portfolio of desirable apartment homes with valued amenities and extraordinary customer service in an efficient manner that realizes the benefits of our local management expertise;
- improve our diversified portfolio of apartments with rents averaging 100% to 125% of local market averages, which we classify as “B/B+” in quality, and with properties concentrated in the largest markets in the United States by selling properties with lower projected returns and reinvesting those proceeds through the purchase of other properties or additional investment in properties already in our portfolio, including redevelopment; and
- provide financial leverage primarily by the use of non-recourse, long-dated, fixed-rate property debt and perpetual preferred equity, a combination which helps to limit our refunding and re-pricing risk and provides a hedge against increases in interest rates, capitalization rates and inflation.

Our owned real estate portfolio consists primarily of conventional real estate properties. Our conventional property operations consist of market-rate apartments with rents paid by the residents and included 192 properties with 61,313 units in which we held an average ownership of 95% as of June 30, 2012. We also operate a portfolio of affordable properties. Our affordable property operations consist of apartments with rents that are generally paid, in whole or part, by a government agency and consisted of 152 properties with 18,737 units in which we held an average ownership of 61% as of June 30, 2012. Our conventional and affordable property operations comprise our reportable segments and generated 88% and 12%, respectively, of our proportionate property net operating income (defined below under “Results of Operations – Real Estate Operations”) during the six months ended June

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30, 2012. Over the next four to five years, we expect to sell essentially all of our affordable properties and reinvest this capital into our conventional portfolio.

For the three months ended June 30, 2012, our conventional portfolio revenues averaged \$1,290 per effective unit and provided 64% operating margins. The average revenue per effective unit increased 8.1% from average revenues of \$1,193 for the three months ended June 30, 2011, as a result of year-over-year revenue growth of 4.8% and the sale of conventional properties during 2011 and 2012 with average revenues per unit substantially lower than those of the retained portfolio. During the three months ended June 30, 2012, on average, combined conventional new and renewal lease rates were 5.0% higher than expiring lease rates. During the three months ended June 30, 2012, the net operating income of our total same store properties and total real estate operations increased by 6.1% and 5.8%, respectively, as compared to the three months ended June 30, 2011.

We upgrade the quality of our portfolio through the sale of properties with lower projected returns, which are often in markets we deem less desirable than our target markets, and reinvest these proceeds through the purchase of other properties or additional investment in properties already in our portfolio, including increased ownership or redevelopment. Increasing our ownership in properties in our portfolio is attractive as we already operate these properties and know them well, and these acquisitions are especially accretive where we can eliminate overhead costs associated with these partnerships. During the first half of 2012, we used proceeds from property sales, the assumption property debt and new property debt to fund \$40.2 million of redevelopment spending on our conventional properties, the acquisition for \$40.1 million of the noncontrolling interests in seven consolidated real estate partnerships that own 13 conventional properties with average revenues per unit of \$975, the acquisition for \$72.3 million of a conventional property located in Phoenix, Arizona and the acquisition for \$38.9 million of a conventional property located in Manhattan. Revenues per effective unit at the Phoenix and Manhattan properties averaged approximately \$1,100 and \$4,000, respectively, and the properties' average rents per unit were approximately 47% and 38%, respectively, greater than the local market averages. We expect to invest \$125 to \$150 million in redevelopment projects at a total of ten properties during 2012 and construction is currently underway at five of these properties. Over the next few years, we expect to invest approximately \$400 million in these ten projects and, based on current market rents, generate average initial cash returns greater than 7% and average free cash flow internal rates of return in excess of 10%.

Our leverage strategy seeks to balance our desire to increase financial returns with the inherent risks. During the three months ended June 30, 2012, we issued an aggregate of 20,794,200 shares of Common Stock in two public offerings, generating net proceeds of \$558.6 million. During July 2012, as part of one of the offerings we issued an additional 1,350,000 shares of Common Stock for net proceeds of \$36.1 million. In addition, during the three months ended June 30, 2012, the holders of near-term expiring stock options exercised 2,041,934 stock options with a weighted average exercise price of \$23.01 per option for proceeds to Aimco of \$47.0 million. The shares received upon exercise of the options were then sold by the stockholders as part of one of the public offerings. We used these proceeds to redeem \$600.9 million of preferred stock, of which \$300.9 million was redeemed in June 2012 and \$300.0 million was redeemed in July 2012. At June 30, 2012, approximately 91% of our leverage consisted of property-level, non-recourse, long-dated, fixed-rate, amortizing debt and approximately 9% consisted of perpetual preferred equity, a combination which helps to limit our refunding and re-pricing risk. On a pro forma basis, assuming the July redemption was completed during June, approximately 97% of our leverage at June 30, 2012 would have consisted of property-level, non-recourse, long-dated, fixed-rate, amortizing debt and approximately 3% would have consisted of perpetual preferred equity. At June 30, 2012, we had no outstanding borrowings on our revolving credit facility.

Our leverage strategy limits refunding risk on our property-level debt. At June 30, 2012, the weighted average maturity of our property-level debt was 7.6 years, with less than 1.0% of our unpaid principal balance maturing during the remainder of 2012 and an average of 6.0% of our unpaid principal balance maturing per year from 2013 through 2016. Long duration, fixed-rate liabilities provide a hedge against increases in interest rates, capitalization rates and inflation. At June 30, 2012, approximately 96% of our property-level debt was fixed-rate.

We measure our leverage using, four key metrics: 1) the ratio of Debt to EBITDA; 2) Debt and Preferred Equity to EBITDA; 3) EBITDA Coverage of Interest; and 4) EBITDA Coverage of Interest and Preferred Dividends.

Debt, as used in these ratios, represents our proportionate share of debt, net of our proportionate share of cash and restricted cash and our investment in the subordinate tranches of a securitization that holds certain of our property

loans, and Preferred Equity represents Aimco's preferred stock and the Preferred OP Units of the Aimco Operating Partnership. EBITDA is calculated by adding to our Pro forma FFO (defined below) our proportionate share of interest expense, taxes, depreciation and amortization related to non-real estate assets, non-cash stock-based compensation, and dividends and distributions on our preferred equity instruments. Interest, as used in these ratios, represents our proportionate share of interest expense, excluding debt prepayment penalties and amortization of deferred financing costs, and reduced by interest income we receive on our investment in the subordinate tranches of a securitization that holds certain of our property loans.

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Our leverage targets are a ratio of Debt and Preferred Equity to EBITDA of less than 7.0x and a ratio of EBITDA Coverage of Interest and Preferred Dividends of greater than 2.5x. Our leverage ratios for the trailing twelve month periods ended June 30, 2012 and 2011 and for the annualized three month periods ended June 30, 2012 and 2011, are presented below, along with our leverage ratios based on our expected annualized results for the three months ending December 31, 2012.

	Trailing twelve months ended June 30,		Annualized three months ended June 30,		Expected annualized three months ending December 31,
	2012	2011	2012	2011	2012
Debt to EBITDA	8.2x	8.4x	7.9x	8.3x	7.5x
Debt and Preferred Equity to EBITDA	8.5x	9.8x	8.2x	9.7x	7.7x
EBITDA Coverage of Interest	2.2x	2.1x	2.3x	2.2x	2.5x
EBITDA Coverage of Interest and Preferred Dividends	2.1x	1.7x	2.2x	1.8x	2.3x

The 2012 ratios presented above are on a pro forma basis, taking into account the effect of our common stock issuances and preferred stock redemptions that occurred during the three months ended June 30, 2012 and July 2012. As a result of these preferred stock redemptions, we now expect to achieve our leverage targets by early 2014, almost two years earlier than anticipated at the beginning of 2012. Future leverage reduction is expected from earnings growth generated by the current portfolio and by regularly scheduled property debt amortization from retained earnings.

Although our primary sources of leverage are property-level, non-recourse, long-dated, fixed-rate, amortizing debt and perpetual preferred equity, we also have a \$500.0 million revolving credit facility to meet our short-term liquidity needs. As of June 30, 2012, we had the capacity to borrow \$473.0 million pursuant to our revolving credit facility, net of \$27.0 million for undrawn letters of credit backed by the revolving credit facility. The revolving credit facility matures in December 2014, and may be extended for two additional one-year periods, subject to certain conditions. Under our revolving credit facility, we have agreed to Debt Service and Fixed Charge Coverage covenants. For the twelve months ended June 30, 2012, our Debt Service and Fixed Charge Coverage ratios were 1.61x and 1.38x, compared to covenants of 1.50x and 1.30x, respectively, and ratios of 1.59x and 1.35x, respectively, for the twelve months ended June 30, 2011.

**Key Financial Indicators**

The key financial indicators that we use in managing our business and in evaluating our financial condition and operating performance are: Net Asset Value; Funds From Operations; Pro forma Funds From Operations; Adjusted Funds From Operations; property net operating income, which is rental and other property revenues less direct property operating expenses, including real estate taxes; proportionate property net operating income; same store property operating results; Free Cash Flow, which is net operating income less spending for Capital Replacements; Free Cash Flow internal rate of return; financial coverage ratios; and leverage as shown on our balance sheet. Funds From Operations, Pro forma Funds From Operations and Adjusted Funds From Operations are defined and further described in "Funds From Operations," and proportionate property net operating income is defined and further described in "Results of Operations – Real Estate Operations." The key macro-economic factors and non-financial indicators that affect our financial condition and operating performance are: household formations; rates of job growth; single-family and multifamily housing starts; interest rates; and availability and cost of financing.

**Results of Operations**

Because our operating results depend primarily on income from our properties, the supply and demand for apartments influences our operating results. Additionally, the level of expenses required to operate and maintain our properties and the pace and price at which we redevelop, acquire and dispose of our apartment properties affect our operating results.

The following discussion and analysis of the results of our operations and financial condition should be read in conjunction with the accompanying consolidated financial statements in Item 1.

**Overview**

Highlights of our results of operations for the three months ended June 30, 2012, are summarized below:  
Conventional Same Store revenues and expenses for the three months ended June 30, 2012, increased by 4.6% and 2.4%, respectively, resulting in a 5.9% increase in net operating income as compared to the three months ended June 30, 2011;

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Average daily occupancy for our Conventional Same Store properties was 95.5% for the three months ended June 30, 2012, as compared to 95.9% for the three months ended June 30, 2011;

Total Same Store revenues and expenses for the three months ended June 30, 2012, increased by 4.6% and 2.1%, respectively, resulting in a 6.1% increase in net operating income as compared to the three months ended June 30, 2011; and

Net operating income for our real estate portfolio (continuing operations) for the three months ended June 30, 2012, increased 5.8% as compared to the three months ended June 30, 2011.

Three Months Ended June 30, 2012 compared to June 30, 2011

We reported net income attributable to Aimco of \$22.8 million and net income attributable to Aimco common stockholders of \$0.5 million for the three months ended June 30, 2012, as compared to net loss attributable to Aimco of \$23.5 million and net loss attributable to Aimco common stockholders of \$33.2 million for the three months ended June 30, 2011, increases in income of \$46.3 million and \$33.7 million, respectively.

We reported net income attributable to the Aimco Operating Partnership of \$24.5 million and net income attributable to the Aimco Operating Partnership's common unitholders of \$0.6 million for the three months ended June 30, 2012, as compared to net loss attributable to the Aimco Operating Partnership of \$24.0 million and net loss attributable to the Aimco Operating Partnership's common unitholders of \$35.4 million for the three months ended June 30, 2011, increases in income of \$48.4 million and \$36.0 million, respectively.

Six Months Ended June 30, 2012 compared to June 30, 2011

We reported net income attributable to Aimco of \$24.7 million and net loss attributable to Aimco common stockholders of \$10.1 million for the six months ended June 30, 2012, as compared to net loss attributable to Aimco of \$42.7 million and net loss attributable to Aimco common stockholders of \$65.0 million for the six months ended June 30, 2011, an increase in income of \$67.5 million and a decrease in losses of \$54.9 million, respectively.

We reported net income attributable to the Aimco Operating Partnership of \$27.3 million and net loss attributable to the Aimco Operating Partnership's common unitholders of \$10.8 million for the six months ended June 30, 2012, as compared to net loss attributable to the Aimco Operating Partnership of \$43.7 million and net loss attributable to the Aimco Operating Partnership's common unitholders of \$69.3 million for the six months ended June 30, 2011, an increase in income of \$71.1 million and a decrease in losses of \$58.5 million, respectively.

These increases in income and decreases in losses for Aimco and the Aimco Operating Partnership during the three and six months ended June 30, 2012, as compared to the three and six months ended June 30, 2011, were principally due to an increase in gain on dispositions of real estate in 2012 compared to 2011 and decreases in interest expense, primarily due to prepayment penalties incurred during 2011 in connection with a series of refinancing transactions. The following paragraphs discuss these and other items affecting the results of operations of Aimco and the Aimco Operating Partnership in more detail.

Real Estate Operations

Our owned real estate portfolio consists primarily of conventional real estate properties. Our conventional property operations consist of market-rate apartments with rents paid by the resident and included 192 properties with 61,313 units in which we held an average ownership of 95% as of June 30, 2012. We also operate a portfolio of affordable properties. Our affordable property operations consist of apartments with rents that are generally paid, in whole or part, by a government agency and consisted of 152 properties with 18,737 units in which we held an average ownership of 61% as of June 30, 2012. Our conventional and affordable property operations comprise our reportable segments and generated 88% and 12%, respectively, of our proportionate property net operating income (defined below) during the three and six months ended June 30, 2012.

In accordance with accounting principles generally accepted in the United States of America, or GAAP, we consolidate certain properties in which we hold an insignificant economic interest and in some cases we do not consolidate other properties in which we have a significant economic interest. Due to the diversity of our economic ownership interests in our properties, our chief operating decision maker emphasizes as a key measurement of segment profit or loss proportionate property net operating income,





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which represents our share of the property net operating income of our consolidated and unconsolidated properties. Accordingly, the results of operations of our conventional and affordable segments discussed below are presented on a proportionate basis.

We do not include property management revenues, offsite costs associated with property management or casualty related amounts in our assessment of segment performance. Accordingly, these items are not allocated to our segment results discussed below.

The tables and discussions below reflect the proportionate results of our conventional and affordable segments and the consolidated results related to our real estate operations not allocated to segments for the three and six months ended June 30, 2012 and 2011 (in thousands). The tables and discussions below exclude the results of operations for properties included in discontinued operations as of June 30, 2012. Refer to Note 11 in the condensed consolidated financial statements in Item 1 for further discussion regarding our reporting segments, including a reconciliation of these proportionate amounts to consolidated rental and other property revenues and property operating expenses.

**Total Same Store Portfolio**

Our conventional and affordable segments each include properties we classify as same store. Same store properties are properties we manage and that have reached and maintained a stabilized level of occupancy (greater than 90%) during the current and prior year-to-date comparable periods. We consider total same store results as a meaningful measure of the performance of the results of operations of the properties we own and operate. For the three and six months ended June 30, 2012, our total same store portfolio comprised 94% of our total proportionate property net operating income. For the three months ended June 30, 2012, as compared to the three months ended June 30, 2011, our total same store portfolio's proportionate property revenues and expenses increased by 4.6% and 2.1%, respectively, resulting in a 6.1% increase in net operating income, and our total same store operating margin increased by approximately 90 basis points, from 63.2% during the three months ended June 30, 2011, to 64.1% during the three months ended June 30, 2012. For the six months ended June 30, 2012, as compared to the six months ended June 30, 2011, our total same store portfolio's proportionate property revenues and expenses increased by 4.3% and 1.3%, respectively, resulting in a 6.1% increase in net operating income, and our total same store operating margin increased by approximately 110 basis points, from 62.8% during the six months ended June 30, 2011, to 63.9% during the six months ended June 30, 2012.

The results of operations of our conventional and affordable same store properties are discussed further in the discussion of segment results below.

**Conventional Real Estate Operations**

Our conventional segment consists of conventional properties we classify as same store, redevelopment and other conventional properties. Same store properties are defined above. Redevelopment properties are those in which a substantial number of available units have been vacated for major renovations or have not been stabilized in occupancy for at least one year as of the earliest period presented, or for which other significant non-unit renovations are underway or have been complete for less than one year. Other conventional properties may include conventional properties that have significant rent control restrictions, casualty properties, acquisition properties and properties that are not multifamily, such as commercial properties or fitness centers.

For the three and six months ended June 30, 2012 and 2011, as presented below, our conventional same store portfolio and our other conventional portfolio consisted of 152 and 39 properties with 54,645 and 6,476 units, respectively. During the three and six months ended June 30, 2012, our conventional same store portfolio decreased on a net basis by four properties with 967 units and eight properties with 1,951 units, respectively, for properties that were sold or classified as held for sale through June 30, 2012 and for which the results have been reclassified into discontinued operations. Additionally, during the three and six months ended June 30, 2012, we reclassified one property with 135 units from our conventional same store portfolio to our other conventional portfolio based on a casualty loss incurred at the property.

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	Three Months Ended June 30,				
	2012	2011	\$ Change	% Change	
Rental and other property revenues:					
Conventional same store	\$ 192,157	\$ 183,622	\$ 8,535	4.6	%
Other Conventional	17,462	16,409	1,053	6.4	%
Total	209,619	200,031	9,588	4.8	%
Property operating expenses:					
Conventional same store	67,964	66,372	1,592	2.4	%
Other Conventional	7,971	7,050	921	13.1	%
Total	75,935	73,422	2,513	3.4	%
Property net operating income:					
Conventional same store	124,193	117,250	6,943	5.9	%
Other Conventional	9,491	9,359	132	1.4	%
Total	\$ 133,684	\$ 126,609	\$ 7,075	5.6	%

For the three months ended June 30, 2012, as compared to the three months ended June 30, 2011, our conventional segment's proportionate property net operating income increased \$7.1 million, or 5.6%.

For the three months ended June 30, 2012, as compared to the three months ended June 30, 2011, conventional same store proportionate property net operating income increased by \$6.9 million, or 5.9%. This increase was primarily attributable to an \$8.5 million, or 4.6%, increase in rental and other property revenues due to higher average revenues (approximately \$62 per effective unit), comprised of increases in rental rates, fee income and utility reimbursements, partially offset by a 46 basis point decrease in average daily occupancy. Rental rates on new leases transacted during the three months ended June 30, 2012, as compared to the three months ended June 30, 2011, were 4.3% higher than expiring lease rates, and renewal rates were 5.7% higher than expiring lease rates. The increase in conventional same store rental and other property revenues was partially offset by a \$1.6 million, or 2.4%, increase in property operating expenses, primarily due to increases in insurance and real estate taxes, partially offset by a decrease in personnel and related costs.

Our other conventional proportionate property net operating income increased by \$0.1 million, or 1.4%, during the three months ended June 30, 2012, as compared to the three months ended June 30, 2011, due to a \$0.9 million increase in net operating income resulting from conventional properties we acquired in mid-2011 and 2012, substantially offset by a \$0.8 million decrease in revenues resulting from the non-payment of rents by a former corporate tenant in Manhattan.

	Six Months Ended June 30,				
	2012	2011	\$ Change	% Change	
Rental and other property revenues:					
Conventional same store	\$ 382,397	\$ 366,323	\$ 16,074	4.4	%
Other Conventional	33,186	32,298	888	2.7	%
Total	415,583	398,621	16,962	4.3	%
Property operating expenses:					
Conventional same store	135,504	134,161	1,343	1.0	%
Other Conventional	16,006	14,769	1,237	8.4	%
Total	151,510	148,930	2,580	1.7	%
Property net operating income:					
Conventional same store	246,893	232,162	14,731	6.3	%
Other Conventional	17,180	17,529	(349)	(2.0)	)%
Total	\$ 264,073	\$ 249,691	\$ 14,382	5.8	%

For the six months ended June 30, 2012, as compared to the six months ended June 30, 2011, our conventional segment's proportionate property net operating income increased \$14.4 million, or 5.8%.

For the six months ended June 30, 2012, as compared to the six months ended June 30, 2011, conventional same store proportionate property net operating income increased by \$14.7 million, or 6.3%. This increase was primarily

attributable to a

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\$16.1 million, or 4.4%, increase in rental and other property revenues due to higher average revenues (approximately \$58 per effective unit), comprised of increases in rental rates and fee income, partially offset by a 41 basis point decrease in average daily occupancy. Rental rates on new leases transacted during the six months ended June 30, 2012, as compared to the six months ended June 30, 2011, were 3.4% higher than expiring lease rates, and renewal rates were 5.4% higher than expiring lease rates. The increase in conventional same store rental and other property revenues was partially offset by a \$1.3 million, or 1.0%, increase in property operating expenses, primarily due to increases in insurance, real estate taxes, repairs and maintenance, and turnover costs, partially offset by decreases in personnel and related costs.

Our other conventional proportionate property net operating income decreased by \$0.3 million, or 2.0%, during the six months ended June 30, 2012, as compared to the six months ended June 30, 2011, partially due to a \$1.7 million decrease in revenues resulting from the non-payment of rents by a former corporate tenant in Manhattan, partially offset by a \$1.4 million increase in net operating income resulting from conventional properties we acquired in mid-2011 and 2012.

Affordable Real Estate Operations

Our affordable segment consists of properties we classify as same store or other, which are defined in the preceding total same store and conventional discussions. For the three and six months ended June 30, 2012 and 2011, as presented below, our affordable same store portfolio and other affordable portfolio consisted of 102 and 50 properties with 13,712 and 5,025 units, respectively. During the three and six months ended June 30, 2012, our affordable same store portfolio decreased on a net basis by 13 properties with 1,210 units and 19 properties with 1,755 units, respectively, for properties that were sold or classified as held for sale through June 30, 2012 and for which the results have been reclassified into discontinued operations. Additionally, during the three and six months ended June 30, 2012, we reclassified one property with 172 units from our affordable same store portfolio to our other affordable portfolio based on a casualty loss incurred at the property.

We did not have a significant economic ownership in any of the properties classified as other affordable properties and/or did not manage the properties during the three and six months ended June 30, 2012 and 2011. Accordingly, based on our basis for assessing segment performance, this portfolio is excluded from the discussion of proportionate results for the periods shown below.

	Three Months Ended June 30,				
	2012	2011	\$ Change	% Change	
Affordable same store:					
Rental and other property revenues	\$30,244	\$28,986	\$1,258	4.3	%
Property operating expenses	11,927	11,860	67	0.6	%
Property net operating income	\$18,317	\$17,126	\$1,191	7.0	%

For the three months ended June 30, 2012, as compared to the three months ended June 30, 2011, the proportionate property net operating income of our affordable same store properties increased \$1.2 million, or 7.0%. This increase in net operating income consisted of a \$1.3 million, or 4.3%, increase in revenue, partially offset by a \$0.1 million, or 0.6%, increase in expense. Affordable same store revenue increased partially due to higher average rent (\$32 per effective unit) and higher average physical occupancy (91 basis points). Affordable same store expenses increased primarily due to an increase in insurance costs, substantially offset by a decrease in personnel and related costs.

	Six Months Ended June 30,				
	2012	2011	\$ Change	% Change	
Affordable same store:					