

APARTMENT INVESTMENT & MANAGEMENT CO
Form 10-Q/A
March 12, 2001
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Form 10-Q/A
(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2000
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
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
Incorporation or organization)

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

**2000 South Colorado Boulevard, Tower 2,
Suite 2-1000
Denver, Colorado**
(Address of principal executive offices)

80222
(Zip Code)

(303) 757-8101
(Registrant's telephone number, including area 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. Yes No

The number of shares of Class A Common Stock outstanding as of October 31, 2000: 71,267,359

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY

**CONSOLIDATED BALANCE SHEETS
(In Thousands, Except Share Data)**

September 30, 2000	December 31, 1999
<hr/>	<hr/>
(Unaudited)	

ASSETS

Real Estate, net of
accumulated depreciation of
\$650,310 and
\$416,497 \$5,471,364 \$4,096,200 Investments
in unconsolidated real estate
partnerships 798,158 891,449 Investments
in unconsolidated
subsidiaries 91,358 44,441 Notes
receivable from
unconsolidated real estate
partnerships 145,587 142,828 Notes
receivable from and advances
to unconsolidated
subsidiaries 213,991 188,754 Cash
and cash
equivalents 106,544 101,604 Restricted
cash 113,545 84,595 Other
assets 216,237 234,600

Total
assets\$7,156,784\$5,684,471

LIABILITIES AND
STOCKHOLDERS

EQUITYLiabilities:Secured
notes
payable\$2,836,097\$1,954,259Secured
tax-exempt bond
financing583,106420,830Unsecured
short-term
financing406,000209,200

Total
indebtedness3,825,2032,584,289Accounts
payable, accrued and other
liabilities243,286271,627Resident
security deposits and deferred
rental income32,89922,793

Total
liabilities4,101,3882,878,709

Commitments and
contingencies Mandatory
redeemable convertible
preferred
securities35,330149,500Minority
interest in other
entities194,006168,533Minority
interest in Operating
Partnership297,631225,381Stockholders'
equity:Preferred
Stock837,717640,770Class A
Common Stock, \$.01 par
value, 468,432,738 shares and
474,121,284 shares
authorized, 71,177,247 and
66,802,886 shares issued and
outstanding, at September 30,
2000 and December 31, 1999,
respectively712668Additional
paid-in
capital2,065,6181,885,424Notes
receivable on common stock
purchases(44,795)(51,619)Distributions
in excess of
earnings(330,823)(212,895)

Total stockholders'
equity2,528,4292,262,348

 Total liabilities and
 stockholders'
 equity\$7,156,784\$5,684,471

See notes to consolidated financial statements.

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY

CONSOLIDATED STATEMENTS OF INCOME
(In Thousands, Except Per Share Data)
(Unaudited)

	<u>Three Months Ended</u> <u>September 30,</u>		<u>Nine Months</u> <u>Ended</u> <u>September 30,</u>	
	<u>2000</u>	<u>1999</u>	<u>2000</u>	<u>1999</u>
RENTAL PROPERTY OPERATIONS:				
Rental and other property revenues	\$271,079	\$120,398	\$753,463	\$349,221
Property operating expense	(107,031)	(48,049)	(302,435)	(136,314)
Owned property management expense	(3,473)	(282)	(9,713)	(474)
Depreciation	(76,548)	(28,139)	(223,128)	(83,078)
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Income from property operations	84,027	43,928	218,187	129,355
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SERVICE COMPANY BUSINESS:				
Management fees and other income	14,430	9,310	36,865	24,145
Management and other expenses	(10,697)	(14,595)	(23,603)	(25,883)
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Income (loss) from service company business	3,733	(5,285)	13,262	(1,738)
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General and administrative expenses(4,459)(2,963)(9,609)(8,306)Interest
 expense(67,855)(31,322)(190,459)(92,386)Interest
 income18,84117,63647,35238,371Equity in earnings (losses) of unconsolidated real
 estate partnerships(8,375)1,606(4,489)5,385Equity in earnings (losses) of
 unconsolidated subsidiaries(1,934)(2,086)2,538(6,226)Minority interest in other
 entities2,4752(10,977)98Amortization of intangibles(1,898)(1,942)(4,968)(5,826)

Income from operations24,55519,57460,83758,727Net gain on disposition of
 properties8,90231514,234330

Income before minority interest in Operating
 Partnership33,45719,88975,07159,057Minority interest in Operating Partnership,
 common(1,568)(402)(2,276)(2,497)Minority interest in Operating Partnership,
 preferred(1,653)(858)(4,855)(2,574)

Net income30,23618,62967,94053,986Net income attributable to preferred
 stockholders15,72813,77844,84339,675

Net income attributable to common stockholders\$14,508\$4,851\$23,097\$14,311

Basic earnings per common share\$0.21\$0.08\$0.35\$0.23

Diluted earnings per common share\$0.20\$0.07\$0.34\$0.23

Dividends declared per common share\$0.700\$0.625\$2.100\$1.875

See notes to consolidated financial statements.

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY

**CONSOLIDATED STATEMENTS OF CASH FLOWS
(In Thousands)
(Unaudited)**

	Nine Months Ended September 30,	
	2000	1999
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$67,940	\$56,560
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of intangibles	234,238	101,066
Gain on disposition of properties	(14,234)	(330)
Minority interest in Operating Partnership	7,131	2,497
Minority interest in other entities	10,977	(98)
Equity in (earnings) losses of unconsolidated real estate partnerships	4,489	(5,385)
Equity in earnings of unconsolidated subsidiaries	(2,538)	(1,829)
Changes in operating assets and operating liabilities	(26,818)	10,248
Total adjustments	213,245	106,169
Net cash provided by operating		

activities 281,185 162,729

CASH FLOWS FROM
INVESTING

ACTIVITIES: Purchases of
and additions to real
estate (520,990) (164,238) Proceeds
from sale of property held for
sale 84,324 44,084 Cash from
newly consolidated
properties 206,115 Purchase of
notes receivable, general and
limited partnership interests
and other
assets (225,840) (124,607) Purchase
of/additions to notes
receivable (202,314) (44,718) Proceeds
from sale of notes
receivable 17,788 Proceeds
from repayment of notes
receivable 20,885 22,433 Cash
received in connection with
acquisitions 3,752 1,455 Cash
paid for merger related
costs (8,236) (17,949) Distributions
received from investments in
unconsolidated real estate
partnerships 79,278 58,297 Distributions
received from investments in
unconsolidated
subsidiaries 18,393

Net cash used in investing
activities (563,026) (189,062)

CASH FLOWS FROM
FINANCING

ACTIVITIES: Proceeds from
secured notes payable
borrowings 151,452 248,126 Principal
repayments on secured notes
payable (81,450) (24,555) Proceeds
from secured tax-exempt bond
financing 20,731 Principal
repayments on secured
tax-exempt bond
financing (24,848) (38,527) Repayments
on secured short-term
financing (4,522) Net
borrowings (paydowns) on
revolving credit
facilities 244,800 (248,600) Payment
of loan
costs (3,603) (13,360) Proceeds
from issuance of common and
preferred stock, exercise of
options/warrants 250,285 291,188 Repurchase

of Class A Common
 Stock(2,580) Principal
 repayments received on notes
 due from officers on Class A
 Common Stock
 purchases13,2834,444Payment
 of common stock
 dividends(138,622)(113,371)Payment
 of distributions to minority
 interest(77,095)(27,285)Payment
 of preferred stock
 dividends(44,841)(83,038)

Net cash provided by
 financing
 activities286,78111,231

NET INCREASE
 (DECREASE) IN CASH
 AND CASH
 EQUIVALENTS4,940(15,102)CASH
 AND CASH
 EQUIVALENTS AT
 BEGINNING OF
 PERIOD101,60471,305

CASH AND CASH
 EQUIVALENTS AT END
 OF PERIOD\$106,544\$56,203

See notes to consolidated financial statements.

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2000

(Unaudited)

NOTE 1 Organization

Apartment Investment and Management Company, a Maryland corporation incorporated on January 10, 1994 ("AIMCO" and, together with its consolidated subsidiaries and other controlled entities, the "Company"), owns a majority of the ownership interests in AIMCO Properties, L.P., (the "AIMCO Operating Partnership") through its wholly owned subsidiaries, AIMCO-GP, Inc. and AIMCO-LP, Inc. The Company held an approximate 90% interest

in the AIMCO Operating Partnership as of September 30, 2000. AIMCO-GP, Inc. is the sole general partner of the AIMCO Operating Partnership.

As of September 30, 2000, AIMCO:

owned or controlled (consolidated) 137,419 units in 500 apartment properties;
held an equity interest in (unconsolidated) 132,909 units in 769 apartment properties; and

managed 63,458 units in 487 apartment properties for third party owners and affiliates.

At September 30, 2000, AIMCO had 71,177,247 shares of Class A Common Stock outstanding and the AIMCO Operating Partnership had 7,608,097 Partnership Common Units ("Common OP Units") outstanding (excluding units held by the Company), for a combined total of 78,785,344 shares of Class A Common Stock and Common OP Units outstanding.

NOTE 2 Basis of Presentation

The accompanying unaudited consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2000 are not necessarily indicative of the results that may be expected for the year ended December 31, 2000.

The balance sheet at December 31, 1999 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

For further information, refer to the statements and notes thereto included in the AIMCO annual report on Form 10-K for the year ended December 31, 1999. Certain 1999 financial statement amounts have been reclassified to conform to the 2000 presentation.

The accompanying consolidated financial statements include the accounts of AIMCO, the AIMCO Operating Partnership, majority owned subsidiaries and controlled real estate limited partnerships. Interests held by limited partners in real estate partnerships controlled by the Company are reflected as minority interest in other entities. All significant intercompany balances and transactions have been eliminated in consolidation. Minority interest in limited partnerships represents the non-controlling partners' share of the underlying net assets of the Company's controlled limited partnerships. With regard to such partnerships, losses in excess of the minority partners' basis of \$2.9 million for the three months ended and \$18 million for the nine months ended September 30, 2000, respectively, have been charged to operations. The assets of property owning limited partnerships and limited

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liability companies owned or controlled by AIMCO or the AIMCO Operating Partnership generally are not available to pay creditors of AIMCO or the AIMCO Operating Partnership.

NOTE 3 Acquisitions

During the nine months ended September 30, 2000 the Company purchased:

for \$117.9 million limited partnership interests in 539 partnerships (which own 1,657 properties) where AIMCO serves as general partner;

six apartment communities with details below:

Date Acquired	Location	Number of Units	Purchase Price
January 2000	Falls Church, VA	159	\$12.2
September 2000	Forestville, MD	108	million
September 2000	Leesburg, VA	164	4.3
September 2000	Alexandria, VA	142	million
September 2000	Hyattsville, MD	296	9.6
September 2000	Hyattsville, MD	303	million
			9.0
			million
			18.3
			million
			14.0
			million

all the stock and other interests (not already owned by AIMCO) held by the principals, officers and directors of Oxford Realty Financial Group, Inc. ("ORFG") in entities, including ORFG, which own interests in and control the Oxford properties for \$266 million in cash and \$62 million in Common OP Units valued at \$45 per unit. In addition to the cash and securities, AIMCO assumed liabilities and transaction costs of \$861 million, for a total purchase price of \$1.189 billion. Approximately \$25 million in transaction costs were incurred. The Oxford properties are 167 apartment communities including 36,949 units, located in 18 states. AIMCO, through an affiliate, previously managed 165 of the 167 Oxford properties pursuant to long-term contracts and was previously a stockholder in certain of the entities. In addition to the Oxford properties, AIMCO acquired the entity which owns the managing general partner of Oxford Tax Exempt Fund II Limited Partnership ("OTEF") and acquired approximately a 40% interest in the non-managing general partner of OTEF. The AIMCO Operating Partnership borrowed \$279 million to pay the cash portion of the purchase price for the Oxford acquisition from Bank of America, N.A., Lehman Commercial Paper Inc. and several other lenders, pursuant to a term loan with a total availability of \$302 million.

NOTE 4 Interest Income Recognition for Notes Receivable and Investments

As of September 30, 2000 the Company holds \$91 million of par value notes, plus accrued interest, net of intercompany par value notes, plus accrued interest, of \$93 million ("general partner par value notes"), for which management believes the collectibility of such amounts is both probable and estimable. Interest income for all general partner par value notes receivable, notes receivable from officers and others as well as money market and interest bearing accounts generally is recognized as it is earned. Interest income from such notes and investments for the three and nine months ended September 30, 2000, totaled approximately \$12 million and \$25 million, respectively.

As of September 30, 2000, the Company held discounted notes, with a carrying value including accrued interest, of \$55 million, which were made by predecessors whose positions have been acquired by the Company at a discount and are carried at the acquisition amount ("discounted notes"). The total face value plus accrued interest of these notes was \$126 million. In general, interest income from the discounted notes is not recognized as it is accrued under the note instrument because the timing and amounts of cash flows are not probable and estimable. Under the cost recovery method, the discounted notes are carried at the acquisition amount, less subsequent cash collections, until such time as collectibility is probable and the timing and amounts are estimable. Based upon closed or pending transactions (including sales activity), market conditions, and improved operations of the obligor, among other

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things, certain notes and the related discounts have been determined to be collectible. Accordingly, interest income that had previously been deferred and portions of the related discounts were recognized as interest income during the period. For the three and nine months ended September 30, 2000, the Company recognized, net of minority interests, deferred interest income and discounts of approximately \$6 million (\$0.09 per basic and \$0.08 per diluted share) and \$20 million (\$0.31 per basic and \$0.31 per diluted share), respectively, compared to \$7 million (\$0.12 per basic and \$0.11 per diluted share) and \$10 million (\$0.16 per basic and \$0.15 per diluted share), respectively, for the three and nine months ended September 30, 1999.

NOTE 5 Commitments and Contingencies*Legal*

The Company is a party to various legal actions resulting from its operating activities. These actions are routine litigation and administrative proceedings arising in the ordinary course of business, some of which are covered by liability insurance, and none of which are expected to have a material adverse effect on the consolidated financial condition or results of operations of the Company and its subsidiaries taken as a whole.

Limited Partnerships

In connection with the Company's acquisitions of interests in limited partnerships that own properties, the Company and its affiliates are sometimes subject to legal actions, including allegations that such activities may involve breaches of fiduciary duties to the limited partners of such partnerships or violations of the relevant partnership agreements. The Company believes it complies with its fiduciary obligations and relevant partnership agreements, and does not expect any such legal actions to have a material adverse effect on the consolidated financial condition or results of operations of the Company and its subsidiaries taken as a whole.

Pending Investigations of HUD Management Arrangements

In July 1999, the National Housing Partnership ("NHP") received a grand jury subpoena requesting documents relating to NHP's management of HUD-assisted or HUD-insured multi-family projects and NHP's operation of a group purchasing program created by NHP, known as Buyers Access. The subpoena relates to the same subject matter as subpoenas NHP received in October and December of 1997 from the HUD Inspector General. To date, neither the HUD Inspector General nor the grand jury has initiated any action against NHP or AIMCO or, to NHP's or AIMCO's knowledge, any owner of HUD property managed by NHP. AIMCO believes that NHP's operations and programs are in compliance, in all material respects, with all laws, rules and regulations relating to HUD-assisted or HUD-insured properties. AIMCO is cooperating with the investigation and does not believe that the investigation will result in a material adverse effect on the financial condition of the Company. However, as with any similar investigation, there can be no assurance that these will not result in material fines, penalties or other costs that may impact the Company's future results of operations or cash flows.

Environmental

Various Federal, state and local laws subject property owners or operators to liability for the costs of removal or remediation of certain hazardous substances present on a property. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of the hazardous substances. The presence of, or the failure to properly remediate, hazardous substances may adversely affect occupancy at contaminated

apartment communities and our ability to sell or borrow against contaminated properties. In addition to the costs associated with investigation and remediation actions brought by governmental agencies, the presence of hazardous wastes on a property could result in personal injury or similar claims by private plaintiffs. Various laws also impose liability for the cost of removal or remediation of hazardous substances at the disposal or treatment facility. Anyone who arranges for the disposal or treatment of hazardous or toxic substances is potentially liable under such laws. 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 our properties, the Company could potentially be liable for environmental liabilities or costs associated with properties or properties it acquires or manages in the future.

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NOTE 6 Stockholders' Equity

Preferred Stock

The Company's outstanding classes of preferred stock as of September 30, 2000 and December 31, 1999, are as follows:

	<u>September 30, 2000</u>	<u>December 31, 1999</u>
Class B Cumulative Convertible Preferred Stock, \$.01 par value, 750,000 shares authorized, 419,471 and 750,000 shares issued and outstanding	\$41,947	\$ 75,000
Class C Cumulative Preferred Stock, \$.01 par value, 2,400,000 shares authorized, 2,400,000 and 2,400,000 shares issued and outstanding; dividends payable at 9.0%, per annum59,84559,845		
Class D Cumulative Preferred Stock, \$.01 par value, 4,200,000 shares authorized, 4,200,000 and 4,200,000 shares issued and outstanding; dividends payable at 8.75%, per annum105,000105,000		
Class G Cumulative Preferred Stock, \$.01 par value, 4,050,000 shares authorized, 4,050,000 and 4,050,000 shares issued and outstanding; dividends payable at 9.375%, per annum101,000101,000		
Class H Cumulative Preferred Stock, \$.01 par value, 2,000,000 shares authorized, 2,000,000 and 2,000,000 shares issued and outstanding; dividends payable at 9.5%, per annum49,92549,925		
Class K Convertible Cumulative Preferred Stock, \$.01 par value, 5,000,000 shares authorized, 5,000,000 and 5,000,000 shares issued and outstanding125,000125,000		
Class L Convertible Cumulative Preferred Stock, \$.01 par value, 5,000,000 shares authorized, 5,000,000 and 5,000,000 shares issued and outstanding125,000125,000		
Class M Convertible Cumulative Preferred Stock, \$.01 par value, 1,600,000 shares authorized, 1,200,000 and no shares issued and outstanding30,000		
Class N Convertible Cumulative Preferred Stock, \$.01 par value, 4,000,000 shares authorized, 4,000,000 and no shares issued and outstanding100,000		
Class O Cumulative Convertible Preferred Stock, \$.01 par value, 1,904,762 shares authorized, 1,904,762 and no shares issued and outstanding100,000		
	<hr/> \$837,717	<hr/> \$640,770

In January 2000, AIMCO issued 1,200,000 shares of newly created Class M Convertible Cumulative Preferred Stock, par value \$.01 per share ("Class M Preferred Stock"), in a direct placement. The proceeds of \$30.0 million were used to repay certain indebtedness and for working capital. For the period beginning January 13, 2000 through and

including January 13, 2003, the holder of the Class M Preferred Stock is entitled to receive, when and as declared by the Board of Directors, annual cash dividends in an amount per share equal to the greater of (i) \$2.125 per year (equivalent to 8.5% of the liquidation preference), or (ii) the cash dividends payable on the number of shares of Class A Common Stock into which a share of Class M Preferred Stock is convertible. Beginning with the third anniversary of the date of original issuance, the holder of Class M Preferred Stock will be entitled to receive an amount per share equal to the greater of (i) \$2.3125 per year (equivalent to 9.25% of the liquidation preference), or (ii) the cash dividends payable on the number of shares of Class A Common Stock into which a share of Class M Preferred Stock is convertible. The 1,200,000 shares Class M Preferred Stock are convertible into 681,818 shares of Class A Common Stock. The Class M Preferred Stock is senior to the Class A Common Stock as to dividends and liquidation. Upon any liquidation, dissolution or winding up of the Company, before payments or distributions by the Company are made to any holders of Class A Common Stock, the holder of the Class M Preferred Stock is entitled to receive a liquidation preference of \$25 per share, plus accumulated, accrued and unpaid dividends.

On September 13, 2000, AIMCO issued 4,000,000 shares of newly created Class N Convertible Cumulative Preferred Stock, par value \$.01 per share ("Class N Preferred Stock"), in a direct placement at a purchase price of

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\$25.00 per share. The proceeds of \$100 million were used to repay indebtedness. The terms of the Class N Preferred Stock are summarized as follows: Dividends on the Class N Preferred Stock will be paid in an amount per share equal to the greater of (i) \$2.25 per year (equivalent to 9% per annum of the \$25.00 liquidation preference), subject to increase in the event of a change in control of AIMCO or (ii) the cash dividends payable on the number of shares of Class A Common Stock (or portion thereof) into which a share of Class N Preferred Stock is convertible. Dividends will be paid on the Class N Preferred Stock quarterly, beginning on October 1, 2000 (the initial dividend payable on the Class N Preferred Stock will be \$0.10 per share). AIMCO is not allowed to redeem the Class N Preferred Stock before the third anniversary of the original date of issuance except in order to preserve its status as a real estate investment trust or upon a change of control. On and after the third anniversary of the original date of issuance, AIMCO may, at its option, redeem the Class N Preferred Stock for cash at the redemption prices set forth in the placement agreement plus accrued and unpaid dividends, if any, to the redemption date. The Class N Preferred Stock has no stated maturity and is not subject to any sinking fund or mandatory redemption. Investors in the Class N Preferred Stock generally have no voting rights, except if AIMCO fails to pay dividends for six or more quarters on the Class N Preferred Stock or if AIMCO fails to pay dividends on AIMCO Class A Common Stock of at least \$0.595 per quarter. Each share of Class N Preferred Stock will initially be convertible, at the option of the holder at any time, into one share of AIMCO Class A Common Stock, subject to adjustment in certain circumstances. Between the first and second anniversary of the date of issuance, AIMCO may require that up to 2,000,000 shares of the Class N Preferred Stock be converted into Class A Common Stock if the rate of return on the Class N Preferred Stock exceeds 20% per annum. Between the second and third anniversary of the date of issuance, AIMCO may require that all or any portion of the Class N Preferred Stock be converted into Class A Common Stock if the rate of return on the Class N Preferred Stock exceeds 20% per annum. On September 13, 2000, AIMCO also issued 1,904,762 shares of newly created Class O Cumulative Convertible Preferred Stock, par value \$.01 per share ("Class O Preferred Stock"), to an institutional investor in a sale effected under AIMCO's shelf registration statement. The proceeds of \$100 million were used to repay indebtedness. The terms of the Class O Preferred Stock are summarized as follows: Dividends on the Class O Preferred Stock will be paid in an amount per share equal to the greater of (i) \$4.725 per year (equivalent to 9% per annum of the \$52.50 liquidation preference), subject to increase in the event of a change in control of AIMCO or (ii) the cash dividends payable on the number of shares of Class A Common Stock (or portion thereof) into which a share of Class O Preferred Stock is convertible. Dividends will be paid on the Class O Preferred Stock quarterly, beginning on October 1, 2000 (the initial dividend payable on the Class O Preferred Stock will be \$0.21 per share). AIMCO is not allowed to redeem the Class O Preferred Stock before the third anniversary of the original date of

issuance except in order to preserve its status as a real estate investment trust or upon a change of control. On and after the third anniversary of the original date of issuance, AIMCO may, at its option, redeem the Class O Preferred Stock for cash at the redemption prices set forth in the placement agreement plus accrued and unpaid dividends, if any, to the redemption date. The Class O Preferred Stock has no stated maturity and is not subject to any sinking fund or mandatory redemption. Investors in the Class O Preferred Stock generally have no voting rights, except if AIMCO fails to pay dividends for six or more quarters on the Class O Preferred Stock or if AIMCO fails to pay dividends on AIMCO Class A Common Stock of at least \$0.595 per quarter. Each share of Class O Preferred Stock will initially be convertible, at the option of the holder at any time, into one share of AIMCO Class A Common Stock, subject to adjustment in certain circumstances. Between the first and second anniversary of the date of issuance, AIMCO may require that up to 952,381 shares of the Class O Preferred Stock be converted into Class A Common Stock if the rate of return on the Class O Preferred Stock exceeds 20% per annum. Between the second and third anniversary of the date of issuance, AIMCO may require that all or any portion of the Class O Preferred Stock be converted into Class A Common Stock if the rate of return on the Class O Preferred Stock exceeds 20% per annum.

In August and September 2000, the holders of trust convertible preferred securities ("TOPRS") converted a total of \$114.2 million of the \$149.5 million of TOPRS into 2,301,433 shares of AIMCO's Class A Common Stock. The convertible preferred securities were assumed by AIMCO in October 1998 in connection with its merger with Insignia Financial Group, Inc. The preferred securities have a conversion price of \$49.61 per share, which based on a liquidation amount of \$50 per security, equates to 1.0079 shares of Class A Common Stock for each preferred security.

On September 13, 2000, Security Capital Preferred Growth Incorporated converted 330,529 shares of Class B Cumulative Convertible Preferred Stock ("Class B Preferred Stock") it held into 1,085,480 shares of AIMCO Class A Common Stock.

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NOTE 7 Earnings Per Share

Earnings per share is calculated based on the weighted average number of shares of common stock, common stock equivalents and dilutive convertible securities outstanding during the period. The following tables illustrate the calculation of basic and diluted earnings per share for the three and nine months ended September 30, 2000 and 1999 (in thousands, except per share data):

	Three Months Ended September 30,	
	2000	1999
NUMERATOR:		
Net		
income	\$30,236	\$18,629
Preferred		
stock		
dividends	(15,728)	(13,778)
	<hr/>	<hr/>
	<hr/>	<hr/>
Numerator for basic and		
diluted earnings per share		
income attributable to		

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common
 stockholders\$14,508\$4,851

DENOMINATOR:Denominator
 for basic earnings per share
 weighted average number of
 shares of common stock
 outstanding67,71564,370Effect
 of dilutive securities:Dilutive
 potential common shares,
 options and
 warrants4,0181,081

Denominator for dilutive
 earnings per
 share71,73365,451

Basic earnings per common
 share:Operations\$0.08\$0.08Gain
 on disposition of
 properties0.13

Total\$0.21\$0.08

Diluted earnings per
 common
 share:Operations\$0.08\$0.07Gain
 on disposition of
 properties0.12

Total\$0.20\$0.07

**Nine Months Ended
 September 30,**

2000 1999

NUMERATOR:
 Net
 income\$67,940\$53,986Preferred
 stock
 dividends(44,843)(39,675)

Numerator for basic and
 diluted earnings per share

income attributable to
common
stockholders\$23,097\$14,311

DENOMINATOR:Denominator
for basic earnings per share
weighted average number of
shares of common stock
outstanding66,64161,054Effect
of dilutive securities:Dilutive
potential common shares,
options and
warrants1,8371,418

Denominator for dilutive
earnings per
share68,47862,472

Basic earnings per common
share:Operations\$0.14\$0.23Gain
on disposition of
properties0.21

Total\$0.35\$0.23

Diluted earnings per common
share:Operations\$0.13\$0.22Gain
on disposition of
properties0.210.01

Total\$0.34\$0.23

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NOTE 8 Industry Segments

The Company owns and operates multi-family apartment communities throughout the United States and Puerto Rico, which generate rental and other property-related income through the leasing of apartment units. The Company separately evaluates the performance of each of its apartment communities. However, because the apartment communities have similar economic characteristics, facilities, services and tenants, the apartment communities have been aggregated into a single apartment communities segment. All segment disclosures are included in or can be derived from the Company's consolidated financial statements.

All revenues are from external customers and no revenues are generated from transactions with other segments. There are no tenants who contributed 10% or more of the Company's total revenues during the three months and nine months ended September 30, 2000 or September 30, 1999.

Although the Company operates in only one segment, there are different components of the multi-family business for which management considers disclosure to be useful. The following tables present the contribution (separated between consolidated and unconsolidated activity) to the Company's Free Cash Flow for the three months and nine months ended September 30, 2000, from these components, and a reconciliation of Free Cash Flow to: Earnings Before Structural Depreciation; Net Income; Funds From Operations; and Adjusted Funds From Operations (in thousands, except equivalent units (ownership effected and period weighted) and monthly rents):

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FREE CASH FLOW FROM BUSINESS COMPONENTS

For the Three Months Ended September 30, 2000
(in thousands)

	<u>Consolidated</u>	<u>Unconsolidated</u>	<u>Total</u>	<u>%</u>
Real Estate				
Conventional Average monthly rent greater than \$800 per unit (14,427 equivalent units)	\$32,626	\$2,194	\$34,820	0.2%
Average monthly rent \$700 to \$800 per unit (8,698 equivalent units)	15,805	1,141	16,946	9.9%
Average monthly rent \$600 to \$700 per unit (27,225 equivalent units)	40,015	1,861	41,876	24.3%
Average monthly rent \$500 to \$600 per unit (40,558 equivalent units)	38,532	2,134	40,666	24.9%
Average monthly rent less than \$500 per unit (23,363 equivalent units)	14,316	837	15,153	8.8%
<hr/>				
<hr/>				
<hr/>				
<hr/>				
Subtotal conventional real estate contribution to Free Cash Flow	141,294	10,246	151,540	8.1%
Affordable (12,445 equivalent units)	6,731	7,362	14,093	8.2%
College housing (average rent of \$663 per month) (2,490 equivalent units)	3,206	1,293	4,500	2.9%
Other Properties	587	926	1,513	0.4%
Resident services	628	676	1,304	0.4%
Minority interest	(22,119)	(22,119)	(44,238)	(12.9)%

Total real estate contribution to Free Cash
Flow 130,327 17,896 148,223 86.1% **Service Businesses** Management contract (property and asset management) Controlled properties 1,740 232 1,972 1.1% Third party with terms in excess of one year 2,701 2,701 1.6% Third party cancelable in 30 days 1,142 1,142 0.7%

Subtotal management contracts contribution to Free Cash
Flow 1,740 4,075 5,815 3.4% **Buyers Access** 53 53 0.0% **Other service businesses** 978 915 1,893 1.1%

Total service businesses contribution to Free Cash
Flow 2,718 5,043 7,761 4.5% **Interest income** General partner loan interest 6,721 6,721 3.9% Notes receivable from officers 184 184 0.1% Other notes receivable 138 138 0.1% Money market and interest bearing accounts 4,638 4,638 2.7%

Subtotal interest income 11,681 11,681 6.8% Accretion of loan discount 7,160 7,160 4.2%

Total interest income contribution to Free Cash
Flow 18,841 18,841 11.0% **Fee Income** Disposition Fees 347 678 1,025 0.6% Refinancing Fees 665 665 0.4%

Total fee income contribution to Free Cash Flow
1,012,678
1,690
1.0%
General and Administrative Expense
(4,459)
(4,459)
(2.6)%
Free Cash Flow
(1)\$148,439
\$23,617
\$172,056
100.0%

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FREE CASH FLOW FROM BUSINESS COMPONENTS (Continued)

For the Three Months Ended September 30, 2000
(in thousands)

	<u>Consolidated</u>	<u>Unconsolidated</u>	<u>Total</u>
Free Cash Flow	\$ 148,439	\$ 23,617	\$ 172,056
Cost of Senior Capital			
Interest Expense: Secured debt			
Long-term, fixed rate	(58,429)	(7,544)	(65,973)
Long-term, variable rate	(281)	(433)	(714)
Lines of credit and other unsecured debt	(8,433)	(335)	(8,768)
Interest expense on convertible debt	(3,426)	(3,426)	(6,852)
Interest capitalized	2,714	2,714	5,428
Total interest expense before minority interest	(67,855)	(8,312)	(76,167)
Minority interest share of interest expense	10,687	10,687	21,374

Total interest expense after
 minority
 interest(57,168)(8,312)(65,480)Dividends
 on preferred
 securities(18,056) (18,056)

**Contribution before non-cash
 charges and ownership**

adjustments73,21515,30588,520Non-structural
 depreciation, net of capital
 replacements(3,608)(1,665)(5,273)Amortization
 of intangible
 assets(1,898)(186)(2,084)Gain
 (loss) on sales of real estate, net of
 minority
 interest5,578 5,578Deferred tax
 provision 286286

Earnings Before Structural
 Depreciation (EBSD)
 (1)73,28713,74087,027Structural
 depreciation, net of minority
 interest in other
 entities(57,504)(13,447)(70,951)

Net
 income15,78329316,076 (a)Gain
 (loss) on sales of real estate, net of
 minority
 interest(5,578) (5,578)Structural
 depreciation, net of minority
 interest in other
 entities57,50413,44770,951Non-structural
 depreciation, net of minority
 interest in other
 entities11,7363,22614,962Amortization
 of intangible
 assets1,8981862,084Deferred tax
 provision (286)(286)

Funds From Operations (FFO)
 (1)81,34316,86698,209Capital
 Replacement
 provision(8,129)(1,562)(9,691)

Adjusted Funds From Operations
 (AFFO)
 (1)\$73,214\$15,304\$88,518

- (a) Represents net income of the AIMCO Operating Partnership. AIMCO's share of this net income is approximately 90%, or \$14,508.

0,02774,022Diluted\$101,30391,615Net
 basic\$16,07674,022\$0.21Diluted\$16,07678,040\$0.20FFOBasic\$98,20974,022Diluted\$112,48591,615AFFOBasic\$88,51874,022Diluted\$102,79491,615

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FREE CASH FLOW FROM BUSINESS COMPONENTS

For the Nine Months Ended September 30, 2000
 (in thousands)

	<u>Consolidated</u>	<u>Unconsolidated</u>	<u>Total</u>	<u>%</u>
Real Estate				
Conventional Average monthly rent greater than \$800 per unit (14,396 equivalent units)	\$88,164	\$8,212	\$96,376	19.7%
Average monthly rent \$700 to \$800 per unit (8,978 equivalent units)	40,322	5,362	45,684	9.3%
Average monthly rent \$600 to \$700 per unit (27,629 equivalent units)	104,637	10,059	114,696	23.4%
Average monthly rent \$500 to \$600 per unit (39,972 equivalent units)	111,741	14,098	125,839	25.7%
Average monthly rent less than \$500 per unit (23,046 equivalent units)	45,135	4,608	49,743	10.1%
<hr/>				
<hr/>				
<hr/>				
<hr/>				
Subtotal conventional real estate contribution to Free Cash Flow	389,999	42,339	432,338	88.2%
Affordable (13,003 equivalent units)	13,772	26,390	40,162	8.2%
College housing (average rent of \$663 per				

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month) (2,691 equivalent
 units)9,75561910,3742.1%Other
 Properties1,3761,2402,6160.5%Resident
 services3,0153903,4050.7%Minority
 interest(65,134) (65,134)(13.3)%

Total real estate contribution to Free Cash

Flow352,78370,978423,76186.4%**Service**
BusinessesManagement contract
 (property and asset
 management)Controlled
 properties8,3662,58110,9472.2%Third
 party with terms in excess of one
 year 7,2267,2261.5%Third party
 cancelable in 30 days 2,5702,5700.5%

Subtotal management contracts
 contribution to Free Cash
 Flow8,36612,37720,7434.2%Buyers
 Access 4024020.1%Other service
 businesses2,1502,0754,2250.9%

Total service businesses contribution to Free Cash

Flow10,51614,85425,3705.2%**Interest**
incomeGeneral partner loan
 interest15,662 15,6623.2%Notes
 receivable from
 officers559 5590.1%Other notes
 receivable731 7310.1%Money market
 and interest bearing
 accounts9,843 9,8432.0%

Subtotal interest
 income26,795 26,7955.5%Accretion of
 loan discount20,557 20,5574.2%

Total interest income contribution to Free Cash Flow47,352 47,3529.7%**Fee**
IncomeDisposition

Fees 1,914,644 2,558 0.5% Refinancing

Fees 832,999 310.2%

Total fee income contribution to Free

Cash Flow 2,746,743 3,489 0.7% General

and Administrative

Expense (9,609) (9,609) (2.0)%

Free Cash Flow

(1) \$403,788 \$86,575 \$490,363 100.0%

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FREE CASH FLOW FROM BUSINESS COMPONENTS (Continued)

For the Nine Months Ended September 30, 2000

(in thousands)

	<u>Consolidated</u>	<u>Unconsolidated</u>	<u>Total</u>
Free Cash Flow	\$403,788	\$86,575	\$490,363
Cost of Senior Capital			
Interest Expense: Secured debt			
Long-term, fixed rate (167,040) (27,475) (194,515)			
Long-term, variable rate (742) (1,178) (1,920)			
Lines of credit and other unsecured debt (21,545) (1,168) (22,713)			
Interest expense on convertible debt (8,284) (8,284)			
Interest capitalized 7,152 1,165 8,317			
_____ _____ _____			
Total interest expense before minority interest (190,459) (28,656) (219,115)			
Minority interest share of interest expense 28,758 28,758			

Total interest expense after minority
interest(161,701)(28,656)(190,357)Dividends
on preferred
securities(51,730) (51,730)

**Contribution before non-cash
charges and ownership
adjustments**190,35757,919248,276Non-structural
depreciation, net of capital
replacements(8,372)(2,927)(11,299)Amortization
of intangible
assets(4,968)(1,203)(6,171)Gain
(loss) on sales of real estate, net of
minority interest8,883 8,883Deferred
tax provision (2,675)(2,675)

Earnings Before Structural
Depreciation (EBSD)
(1)185,90051,114237,014Structural
depreciation, net of minority interest
in other
entities(169,178)(42,463)(211,641)

Net
income16,7228,65125,373 (a)Gain
(loss) on sales of real estate, net of
minority
interest(8,883) (8,883)Structural
depreciation, net of minority interest
in other
entities169,17842,463211,641Non-structural
depreciation, net of minority interest
in other
entities31,7698,77140,540Amortization
of intangible
assets4,9681,2036,171Deferred tax
provision 2,6752,675

Funds From Operations (FFO)
(1)213,75463,763277,517Capital
Replacement
provision(23,397)(5,851)(29,248)

Adjusted Funds From Operations
(AFFO)
(1)\$190,357\$57,912\$248,269

- (a) Represents net income of the AIMCO Operating Partnership. AIMCO's share of this net income is approximately 90%, or \$23,097.

01472,969Diluted\$275,40589,396Net
sic\$25,37372,969\$0.35Diluted\$25,37374,806\$0.34FFOBasic\$277,51772,969Diluted\$315,91089,396AFFOBasic\$248,26972,969Diluted\$286,66289,396

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- (1) Free Cash Flow, Earnings Before Structural Depreciation, Funds From Operations, and Adjusted Funds From Operations are measurement standards used by the Company's management. These should not be considered alternatives to net income or net cash flow from operating activities, as determined in accordance with GAAP, as an indication of the Company's performance or as a measure of liquidity.

"Free Cash Flow" is defined by the Company as net operating income minus the capital spending required to maintain the related assets. It measures profitability prior to the cost of capital.

"Earnings Before Structural Depreciation" ("EBSD") is defined by the Company as Net Income, determined in accordance with GAAP, plus "structural depreciation", i.e. depreciation of buildings and land improvements whose useful lives exceed 20 years.

"Funds From Operations" ("FFO") is defined by the Board of Governors of the National Association of Real Estate Investment Trusts ("NAREIT") as net income (loss), computed in accordance with generally accepted accounting principles ("GAAP"), excluding gains and losses from debt restructuring and sales of property, plus real estate related depreciation and amortization (excluding amortization of financing costs), and after adjustments for unconsolidated partnerships and joint ventures. The Company calculates FFO based on the NAREIT definition, as adjusted for minority interest in the AIMCO Operating Partnership, amortization, the non-cash deferred portion of the income tax provision for unconsolidated subsidiaries and less the payment of dividends on preferred stock. There can be no assurance that the Company's basis for computing FFO is comparable with that of other real estate investment trusts.

"Adjusted Funds From Operations" ("AFFO") is defined by the Company as FFO less a charge for capital replacements equal to \$300 per apartment unit.

NOTE 9 High Performance Units

In January 1998, AIMCO's Operating Partnership sold an aggregate of 15,000 of its Class I High Performance Partnership Units (the "High Performance Units") to a joint venture comprised of twelve members of AIMCO's senior management and to three of its independent directors for a total of \$2.1 million in cash. The High Performance Units

have nominal value unless the Company's total return (as defined below) over the three-year period ending December 31, 2000, is at least 30% and exceeds the industry average, as determined by a peer group index, by at least 15%. At the conclusion of the three year period, if the Company's total return satisfies these criteria, the holders of the High Performance Units will receive distributions and allocations of income and loss from the AIMCO Operating Partnership in the same amounts and at the same times as would holders of a number of Common OP Units equal to the quotient obtained by dividing (i) the product of (a) 15% of the amount by which the Company's cumulative total return over the three year period exceeds the greater of 115% of a peer group index or 30% (such excess being the "Excess Return"), multiplied by (b) the weighted average market value of the Company's outstanding Class A Common Stock and Common OP Units, by (ii) the market value of one share of Class A Common Stock at the end of the three year period. The three-year measurement period will be shortened in the event of a change of control of the Company. Unlike Common OP Units, the High Performance Units are not redeemable or convertible into Class A Common Stock unless a change of control of the Company occurs. Because there is substantial uncertainty that the High Performance Units will have more than nominal value due to the required total return over the three-year term, the Company has not recorded any value to the High Performance Units in the consolidated financial statements as of September 30, 2000. The Company includes any dilutive effect of the High Performance Units in its earnings per share calculations.

The Morgan Stanley Dean Witter REIT Index is being used as the peer group index for purposes of the High Performance Units. The Morgan Stanley Dean Witter REIT Index is a capitalization-weighted index (with dividends reinvested) of the most actively traded real estate investment trusts. The Morgan Stanley Dean Witter REIT Index is comprised of over 100 real estate investment trusts selected by Morgan Stanley Dean Witter & Co. Incorporated. The Board of Directors of the Company has selected this index because it believes that it is the real estate investment trust index most widely reported and accepted among institutional investors.

"Total return" means, for any security and for any period, the cumulative total return for such security over such period, as measured by (i) the sum of (a) the cumulative amount of dividends paid in respect of such security for such period (assuming that all cash dividends are reinvested in such security as of the payment date for such dividend based on the security price on the dividend payment date), and (b) an amount equal to (x) the security price at the end of such period, minus (y) the security price at the beginning of such period, divided by (ii) the

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security price at the beginning of the measurement period; provided, however, that if the foregoing calculation results in a negative number, the total return shall be equal to zero. For purposes of calculating the total return of the AIMCO Class A Common Stock, the security price at the end of the period will be based on an average of the volume-weighted average daily trading price of the AIMCO Class A Common Stock for the 20 trading days immediately preceding the end of the period.

The High Performance Units are not convertible into AIMCO Class A Common Stock. However, in the event of a change of control of the Company, holders of High Performance Units will have redemption rights similar to those of holders of Common OP Units. Upon the occurrence of a change of control, any holder of High Performance Units may, subject to certain restrictions, require the AIMCO Operating Partnership to redeem all or a portion of the High Performance Units held by such party in exchange for a cash payment per unit equal to the liquidation value of a unit at the time of redemption. However, in the event that any High Performance Units are tendered for redemption, the Partnership's obligation to pay the redemption price is subject to the prior right of the Company to acquire such High Performance Units in exchange for an equal number of shares of AIMCO Class A Common Stock with a market value equivalent to the liquidation value of the units.

If AIMCO's total return over the measurement period exceeds 115% of the total return of the Morgan Stanley Dean Witter REIT Index and exceeds the minimum return (30% over three years), then the holders of High Performance Units could be entitled to a significant percentage of future distributions made by the AIMCO Operating Partnership. This could have a dilutive effect on future earnings per share of AIMCO Class A Common Stock, and on AIMCO's equity ownership in the AIMCO Operating Partnership after the three-year measurement period.

The following table illustrates the value of the 15,000 High Performance Units at the end of the three-year measurement period, assuming a range of different prices for the AIMCO Class A Common Stock at the end of the measurement period. For the period from January 1, 1998 to September 30, 2000, the cumulative total return of the Morgan Stanley Dean Witter REIT Index was (3.11%) and the cumulative total return of the AIMCO Class A Common Stock was 49.49%. As a result, for purposes of the illustration, we have assumed that the cumulative total return of the AIMCO Class A Common Stock will exceed 115% of the cumulative total return of the peer group index. This implies that the High Performance Units will only have value if the cumulative total return on the AIMCO Class A Common Stock from January 1, 1998 to January 1, 2001 exceeds 30%. We have also assumed, for purposes of the illustration, that the weighted average market value of outstanding equity (AIMCO Class A Common Stock and Common OP Units) during the measurement period is \$2,531,024,164, which was the amount as of September 30, 2000.

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Please note that the table below is for illustrative purposes only and there can be no assurance that actual outcomes will be within the ranges used. Some of the factors that could affect the results set forth in the table are the total return of the AIMCO Class A Common Stock relative to the total return of the Morgan Stanley Dean Witter REIT Index, and the market value of the average outstanding equity of the Company during the measurement period. These factors may be affected by general economic conditions, local real estate conditions and the dividend policy of the Company.

\$
39.5130.58%30.00%0.58%2,531,02414,68040.0032.17%30.00%2.17%2,531,02454,92341.0035.41%30.00%5.41%2,531,024136,92842.0038.65%30.00%

[Additional columns below]

[Continued from above table, first column(s) repeated]

\$
39.512,202560.06%2,06440.008,2382060.22%2,06441.0020,5395010.55%2,06442.0032,8407820.85%2,06443.0045,1411,0501.15%2,06444.0057,4421,3

(1) Assumes that the AIMCO total return will exceed that of the peer group by at least 15%.

(2) "Excess Return" is the amount, if any, by which the total return of the AIMCO Class A Common Stock over the measurement period exceeds the minimum return.

(3) Assumes the market value of outstanding equity (AIMCO Class A Common Stock and Common OP Units) at September 30, 2000 throughout the measurement period.

(4) "Excess Shareholder Value Added" is calculated by multiplying the Excess Return by the average market capitalization.

(5) The "Value of High Performance Units" is calculated by multiplying the Excess Shareholder Value Added by 15%. If Excess

Shareholder Value Added is 0, the "Value of High Performance Units" is calculated by multiplying the stock price by 150 OP Units. The initial investment of \$2,070,000 will continue to be treated as contributed equity on the balance sheet of the AIMCO Operating Partnership.(6) The "OP Unit Dilution" is calculated by dividing the Value of High Performance Units by the stock price at the end of the period.(7) "OP Unit Dilution as a % of Total Diluted Shares Outstanding" is calculated by dividing the OP Unit Dilution by the total weighted-average diluted shares outstanding as of September 30, 2000.(8) If Excess Shareholder Value Added is \$0, the "Cash Proceeds to Company from Initial Investment" is calculated by subtracting the "Value of High

Performance Units" from \$2,070,000, which is the purchase price of 15,000 High Performance Units.

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The following table summarizes the status of the High Performance Units as of December 31, 1999 and September 30, 2000:

As of	AIMCO Total Return	Morgan Stanley Dean Witter REIT Index	Minimum Return	Excess Return	Average Market Capitalization
December 31, 1999	22.71%	-20.69%	19.11%	3.60%	\$2,327,728,992
September 30, 2000	49.49%	-3.11%	27.19%	22.30%	\$2,531,024,164

[Additional columns below]

[Continued from above table, first column(s) repeated]

As of	Excess Shareholder Value Added(1)	Value of High Performance Units (2)	OP Unit Dilution	OP Unit Dilution %
December 31, 1999	\$83,798,244	\$12,569,737	340,096(3)	0.40%
September 30, 2000	\$564,418,389	\$84,662,758	1,867,132(4)	2.04%

(1) Excess Return multiplied by average market capitalization
 (2) Excess Shareholder Value Added multiplied by 15%
 (3) OP Unit calculation

based on
trailing
20-day
average
stock price
of
\$36.96(4) OP
Unit
calculation
based on
trailing
20-day
average
stock price
of \$45.34

NOTE 10 Portfolios Held for Sale

The Company is currently marketing for sale certain real estate properties as part of its policy to sell properties in the portfolio that are inconsistent with the Company's long-term investment strategies (as determined by management from time to time). Approximately 6,400 units with an approximate carrying value of \$80 million are included with real estate in the consolidated financial statements and approximately 18,500 units with an approximate carrying value of \$101 million are included with investments in unconsolidated real estate partnerships in the consolidated financial statements. The Company does not expect to incur any material losses with respect to the sales of the properties.

NOTE 11 Recent Accounting Developments

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133, *Accounting for Derivative Instruments and Hedging Activities* ("Statement 133"). Statement 133 requires recording all derivative instruments as assets or liabilities, measured at fair value. Statement 133 is effective beginning after 2000. The Company has elected not to adopt early the provisions of Statement 133 as of December 31, 1999 and when Statement 133 is adopted, the Company does not expect the Statement to have a significant impact on its financial position and results of operations.

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NOTE 12 Pro Forma Financial Statements

The unaudited pro forma condensed consolidated statements of operations for the nine months ended September 30, 2000 and the nine months ended September 30, 1999 have been prepared as if each of the following transactions had occurred on January 1, 1999: (i) the Oxford acquisition (Note 3); (ii) the acquisition of the Regency Windsor Apartment Communities, which include fourteen separate residential apartment communities located in Indiana, Michigan and North Carolina; and (iii) the acquisition of the Dreyfuss Apartment Communities, which include nine separate residential apartment communities located in Virginia and Maryland.

The pro forma financial statements are not necessarily indicative of what the Company's results of operations would have been assuming the completion of the described transactions at the beginning of the periods indicated, nor does it purport to project the Company's results of operations for any future period. The allocations of purchase costs are subject to final determination based upon estimates and other evaluations of fair market value.

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PRO FORMA CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands except per share data)
(unaudited)

	For the Nine Months Ended September 30,	
	2000	1999
Income from property operations	\$ 228,207	\$ 142,287
Company's share of income from service company business	13,069	2,695
Income before minority interest in Operating Partnership	39,353	30,644
Net income	\$34,741	\$27,457
<hr/>		
Net income attributable to preferred stockholders	\$44,843	\$42,249
<hr/>		
Net loss attributable to common stockholders	(\$10,102)	(\$14,792)
<hr/>		
Diluted loss per share	(\$0.15)	(\$0.24)
<hr/>		
Weighted average number of common shares and common share equivalents outstanding	68,478	62,472
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ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

AIMCO is a real estate investment trust with headquarters in Denver, Colorado and 25 regional operating centers, which holds a geographically diversified portfolio of apartment communities. As of September 30, 2000, the Company owned or managed 333,786 apartment units, comprised of 137,419 units in 500 apartment communities owned or controlled by the Company (the "Owned Properties"), 132,909 units in 769 apartment communities in which the Company has an equity interest (the "Equity Properties") and 63,458 units in 487 apartment communities which the Company manages for third parties and affiliates (the "Managed Properties" and together with the Owned Properties and the Equity Properties, the "AIMCO Properties"). The apartment communities are located in 48 states, the District of Columbia and Puerto Rico.

In the three months ended September 30, 2000, AIMCO completed \$1.5 billion in acquisitions, dispositions, and mortgage financing transactions. AIMCO acquired all of the stock and other interests held by the principals, officers and directors of Oxford Realty Financial Group, Inc. in entities which own and control 167 properties with 36,949 apartment units as well as control of the managing general partner of Oxford Tax Exempt Fund II, an Amex listed partnership, for \$1.189 billion. Additionally, AIMCO acquired five properties in the Dreyfuss portfolio from affiliates of Dreyfuss Brothers, Inc. for \$55 million. AIMCO purchased \$56 million of limited partnership interests. AIMCO sold 21 apartment communities and 4 land parcels for a total of \$168 million of which AIMCO's share of the dispositions was \$89 million with a GAAP gain of \$9 million. Third quarter refinancing activity included the closing of \$63 million of new mortgages at a weighted average interest rate of 7.86%.

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, including, without limitation, statements regarding the effect of acquisitions, the Company's future financial performance and the effect of government regulations. Actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors including, without limitation, national and local economic conditions: the general level of interest rates; the terms of governmental regulations that affect the Company and interpretations of those regulations; the competitive environment in which the Company operates; financing risks, including the risk that the Company's cash flows from operations may be insufficient to meet required payments of principal and interest; real estate risks, including variations of real estate values and the general economic climate in local markets and competition for tenants in such markets; acquisition and development risks, including failure of such acquisitions to perform in accordance with projections; and possible environmental liabilities, including costs which may be incurred due to necessary remediation of contamination of properties presently owned or previously owned by the Company. In addition, the Company's 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 its ability to meet the various requirements imposed by the Internal Revenue Code, through actual operating results, distributions levels and diversity of stock ownership. Readers should carefully review the Company's financial statements and the notes thereto, as well as the risk factors described in documents the Company files from time to time with the Securities and Exchange Commission.

Results of Operations

Comparison of the Three Months Ended September 30, 2000 to the Three Months Ended September 30, 1999

Net Income

The Company recognized net income of \$30.2 million for the three months ended September 30, 2000, compared with \$18.6 million for the three months ended September 30, 1999. The increase in net income of \$11.6 million, or 62.4%, was the result of an increase in net "same store" property results, the acquisition of 28 properties during 1999 and six properties during 2000, and the acquisition of controlling interests in partnerships owning 246 properties with the subsequent consolidation of the purchased and newly controlled entities. The effect of the foregoing was partly offset by the sale of 46 properties.

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Consolidated Rental Property Operations

Rental and other property revenues from the consolidated Owned Properties totaled \$271.1 million for the three months ended September 30, 2000, compared with \$120.4 million for the three months ended September 30, 1999, an

increase of \$150.7 million, or 125.2%. The increase in rental and other property revenues reflects an increase in "same store" sales revenue of 5.5%; the purchase of 28 properties during 1999 and six properties in 2000; the acquisition of controlling interests in partnerships owning 246 properties; and the subsequent consolidation of the purchased and newly controlled entities. The effect of the foregoing was partly offset by the sale of 46 properties.

Property operating expenses for the consolidated Owned Properties, consisting of on-site payroll costs, utilities (net of reimbursements received from tenants), contract services, turnover costs, repairs and maintenance, advertising and marketing, property taxes and insurance, totaled \$107.0 million for the three months ended September 30, 2000, compared with \$48.0 million for the three months ended September 30, 1999, an increase of \$59.0 million or 122.9%. The increase in property operating expenses primarily was due to an increase in "same store" expenses of 1.5%, the purchase of 28 properties in 1999 and 6 properties in 2000, the acquisition of controlling interests in partnerships owning 246 properties, and the subsequent consolidation of the purchased and newly controlled entities; partly offset by the sale of 46 properties.

Service Company Business

The Company's share of income from the service company business totaled \$3.7 million for the three months ended September 30, 2000, compared with a loss of \$5.3 million for the three months ended September 30, 1999, an increase of \$9 million or 169.8%. The increase was primarily due to the establishment of the new Corporate Housing program and other product enhancements, and a reduction in the use of third party information technology consultants.

General and Administrative Expenses

General and administrative expenses were \$4.5 million for the three months ended September 30, 2000 compared to \$3.0 million for the three months ended September 30, 1999 an increase of \$1.5 million, or 50.0%. This increase is primarily due to legal and accounting fees for operational initiatives and information technology enhancements.

Interest Expense

Interest expense, which includes the amortization of deferred financing costs, totaled \$67.9 million for the three months ended September 30, 2000, compared with \$31.3 million for the three months ended September 30, 1999, an increase of \$36.6 million, or 116.9%. The increase primarily was due to the Company acquiring controlling interests in partnerships owning 246 properties and the subsequent consolidation of these properties as well as the conversion costs associated with the TOPRS. The Company had also drawn \$175 million on its credit facility with Bank of America, N.A. as of September 30, 2000 compared with \$111.7 million at September 30, 1999. The cost of such borrowing was at a weighted average interest rate of 9.19% and 7.95% at September 30, 2000 and September 30, 1999, respectively.

Interest Income

Interest income remained relatively unchanged, although interest accretion on discounted acquisition notes decreased, with \$18.8 million for the three months ended September 30, 2000, and \$17.6 million for the three months ended September 30, 1999.

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Comparison of the Nine Months Ended September 30, 2000 to the Nine Months Ended September 30, 1999

Net Income

The Company recognized net income of \$67.9 million for the nine months ended September 30, 2000, compared with \$54.0 million for the nine months ended September 30, 1999. The increase in net income of \$13.9 million, or 25.7%, was the result of an increase in net "same store" property results, the acquisition of 28 properties during 1999 and six properties during 2000, the completion of the merger of Insignia Properties Trust into AIMCO, the purchase of \$271 million in limited partnership interests from unaffiliated third parties in 1999, and an increase in interest income on notes receivable from unconsolidated real estate partnerships in 2000. The effect of the foregoing on net income was partially offset by \$18 million charged to operations for partnership losses on distributions in excess of the minority partners' basis and the sale of 8 properties during 1999 and forty-six properties in 2000. These factors are discussed in more detail in the following paragraphs.

Consolidated Rental Property Operations

Rental and other property revenues from the consolidated Owned Properties totaled \$753.5 million for the nine months ended September 30, 2000, compared with \$349.2 million for the nine months ended September 30, 1999, an increase of \$404.3 million, or 115.8%. The increase in rental and other property revenues primarily was due to an increase in "same store" sales revenue of 4.9%, the purchase of 28 properties in 1999 and six properties in 2000, the acquisition of controlling interests in partnerships owning 246 properties, and the subsequent consolidation of the purchased and newly controlled entities. The effect of the foregoing was partly offset by the sale of 46 properties.

Property operating expenses for the consolidated Owned Properties, consisting of on-site payroll costs, utilities (net of reimbursements received from tenants), contract services, turnover costs, repairs and maintenance, advertising and marketing, property taxes and insurance, totaled \$302.4 million for the nine months ended September 30, 2000, compared with \$136.3 million for the nine months ended September 30, 1999, an increase of \$166.1 million or 121.9%. The increase in property operating expenses primarily was due to an increase in "same store" expenses of 2.6%, the purchase of 28 properties in 1999 and six properties in 2000, the acquisition of controlling interests in partnerships owning 246 properties, and the subsequent consolidation of the purchased and newly controlled entities. The effect of the foregoing was partly offset by the sale of 46 properties.

Service Company Business

The Company's share of income from the service company business was \$13.3 million for the nine months ended September 30, 2000, compared with a loss of \$1.7 million for the nine months ended September 30, 1999. The increase in service company business income of \$15.0 million was primarily due to the establishment of the new Corporate Housing program and other product enhancements, and a reduction in the use of third party information technology consultants.

General and Administrative Expenses

General and administrative expenses totaled \$9.6 million for the nine months ended September 30, 2000 compared with \$8.3 million for the nine months ended September 30, 1999. The increase of \$1.3 million or 15.7% is due to legal and accounting fees for operational initiatives and information technology enhancements.

Interest Expense

Interest expense, which includes the amortization of deferred financing costs, totaled \$190.5 million for the nine months ended September 30, 2000, compared with \$92.4 million for the nine months ended September 30, 1999, an increase of \$98.1 million, or 106.1%. The increase was due to the Company acquiring controlling interests in partnerships owning 246 properties and the subsequent consolidation of these properties as well as the conversion costs associated with the TOPRS. The Company had also drawn \$175.0 million on its credit facility with Bank of America, N.A. as of September 30, 2000 compared with \$111.7 million at September 30, 1999. The cost of such borrowing was at a weighted average interest rate of 9.19% and 7.95% at September 30, 2000 and September 30, 1999, respectively.

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Interest Income

Interest income totaled \$47.4 million for the nine months ended September 30, 2000, compared with \$38.4 million for the nine months ended September 30, 1999. The increase of \$9.0 million, or 23.4%, primarily is due to the recognition of interest accretion on discounted acquisition notes.

Funds From Operations

For the three months and nine months ended September 30, 2000 and 1999, the Company's Funds From Operations ("FFO") on a fully diluted basis were as follows (dollars in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2000	1999	2000	1999
Income before minority interest in Operating Partnership	\$ 33,457	\$ 19,889	\$ 75,071	\$ 59,057
Real estate depreciation, net of minority interest	72,564	27,152	206,298	79,565
Real estate depreciation related to unconsolidated entities	16,672	29,204	51,235	73,960
Amortization of intangibles	2,084	2,455	5,237	3,366
Amortization of recoverable amount of management contracts	11,330	6,483	2,126	
Deferred tax (benefit) provision	(286)	1,305	2,675	3,102
Preferred stock dividends and distributions	(6,530)	(7,208)	(19,590)	(26,735)
TOPRS interest expense	3,426	2,429	8,284	4,429
Dilutive Funds From Operations before gain on disposition of properties	121,387	86,556	330,144	230,870
Gain on disposition of properties	(8,902)	(315)	(14,234)	(330)

**Dilutive Funds From Operations
(FFO) available to common shares and
OP**

Units \$112,485 \$86,241 \$315,910 \$230,540

**Weighted average number of common
shares, common share equivalents and
Common OP Units outstanding:** Common
share and common share
equivalents 85,308 77,691 83,068 70,159 Common
OP Units 6,307 5,556 6,328 6,494

91,615 83,246 89,396 76,653

FFO increased to \$112.5 million and \$315.9 million for the three and nine months ended September 30, 2000, respectively, compared with \$86.2 million and \$230.5 million, respectively, for the same periods in 1999 primarily due to: increases in "same store" property operations; the acquisition and subsequent consolidation of newly controlled entities and controlling interests in partnerships owning 246 properties; and the purchase of 28 properties in 1999 and six properties in 2000; partly offset by the sale of 46 properties.

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Same Store Property Operating Results

The Company defines "same store" properties as apartment communities owned in the comparable periods of 2000 and 1999. The following table summarizes the unaudited consolidated rental property operations on a "same store" basis (dollars in thousands):

	Three Months Ended September 30,	Nine Months Ended September 30,
--	---------------------------------------------------------	--------------------------------------------------------

	2000	1999	2000	1999
Properties	556	556	556	556
Apartment Units	152,195	152,195	152,195	152,195
Average Physical Occupancy	95.1%	95.9%	95.0%	95.0%
Average Rent Collected/Unit/Month	\$642	\$612	\$645	\$621
Revenues	\$211,338	\$200,246	\$621,450	\$592,695
Expenses	\$81,078	\$79,858	\$235,373	\$229,487
Net Operating Income	\$130,260	\$120,388	\$386,077	\$363,208

Liquidity and Capital Resources

For the nine months ended September 30, 2000 and 1999, net cash flows were as follows (dollars in thousands):

	2000	1999
Cash flow provided by operating activities	\$281,185	\$162,729
Cash flow used in investing activities	(563,026)	(189,062)
Cash flow provided by financing activities	286,781	111,231

During the nine months ended September 30, 2000, the Company closed \$270.3 million of long-term, fixed-rate, fully amortizing notes payable with a weighted average interest rate of 7.99%. Each of the notes is individually secured by one of nineteen properties with no cross-collateralization. The Company used the net proceeds totaling \$265.5 million after transaction costs to repay existing debt and for working capital. During the nine months ended September 30, 2000, the Company has also assumed \$38.2 million in long-term, fixed-rate, fully amortizing notes payable with an interest rate of 7.70% in connection with the acquisition of six properties. The notes are secured by the acquired properties.

In August 1999, the Company closed a \$300 million revolving credit facility arranged by Bank of America, N.A., Fleet National Bank (successor in interest to BankBoston, N.A.) and First Union National Bank with a syndicate comprised of a total of nine lender participants. Effective March 15, 2000 the credit facility was expanded by \$45 million with the potential to expand it by another \$55 million to a total of \$400 million. On April 14, 2000, the credit facility was expanded by \$5 million to \$350 million. In September 2000, the credit facility was amended and restated. The obligations under the credit facility are secured by a first priority pledge of certain non-real estate assets of the Company and a second priority pledge of the stock ownership of the AIMCO Operating Partnership, NHP Management Company, AIMCO/Bethesda Holdings, Inc., and AIMCO Holdings, L.P. in certain subsidiaries of AIMCO and certain options to purchase Beneficial Assignee Interests ("BACs") in OTEF. Borrowings under the credit facility, including the \$50 million expansion, are available for general corporate purposes. The credit facility matures in July 2002. The annual interest rate under the credit facility is based either on LIBOR or a base rate which is the higher of Bank of America's reference rate or 0.5% over the federal funds rate, plus, in either case, an applicable margin. The margin ranges between 2.05% and 2.55%, in the case of LIBOR-based loans, and between 0.55% and 1.05%, in the case of base rate loans, based upon a fixed charge coverage ratio. The weighted average interest rate at September 30, 2000 was 9.19%. The amount available under different credit facilities at September 30, 2000 and 1999 was \$175 million and \$188.3 million, respectively.

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On September 20, 2000 AIMCO completed the purchase of all the stock and other interests (not already owned by AIMCO) held by the principals, officers and directors of Oxford Realty Financial Group, Inc. ("ORFG") in entities, including ORFG, which own interests in and control the Oxford properties for \$266 million in cash and \$62 million in Common OP Units. The Company borrowed \$279 million to pay the cash portion of the purchase price and transactions costs for the Oxford acquisition from Bank of America, N.A., Lehman Commercial Paper Inc. and several other lenders, pursuant to a term loan with a total availability of \$302 million. The borrowers under the term loan are the AIMCO Operating Partnership, NHP Management Company and AIMCO/Bethesda Holdings, Inc., and all obligations thereunder are guaranteed by AIMCO and certain of its subsidiaries. The obligations under the term loan are secured by a first priority pledge of the stock ownership of the AIMCO Operating Partnership, NHP Management Company, AIMCO/Bethesda Holdings, Inc., and AIMCO Holdings, L.P. in certain subsidiaries of AIMCO and certain options to purchase BACs in OTEF and a second priority pledge of certain non-real estate assets of the Company. The annual interest rate under the term loan is based either on LIBOR or a base rate which is the higher of Bank of America's reference rate or 0.5% over the federal funds rate, plus, in either case, an applicable margin. The margin ranges between 4.0% and 5.0% in the case of LIBOR-based loans, and between 1.0% and 2.0% in the case of base rate loans, based upon the number of months the loan is outstanding. The term loan expires in July 2002. The financial covenants contained in the term loan require the AIMCO Operating Partnership to maintain a ratio of debt to gross asset value of no more than 0.55 to 1.0, and an interest coverage ratio of 2.25 to 1.0, and a fixed charge coverage ratio of at least 1.50 to 1.0. In addition, the term loan limits AIMCO from distributing more than 80% of its Funds From Operations (as defined) (or such amounts as may be necessary for AIMCO to maintain its status as a REIT). The term loan imposes minimum net worth requirements and provides other financial covenants related to certain of AIMCO's assets and obligations.

At September 30, 2000, the Company had \$106.5 million in cash and cash equivalents. In addition, the Company had \$113.5 million of restricted cash, primarily consisting of reserves and impounds held by lenders for capital expenditures, property taxes and insurance. The Company's principal demands for liquidity include normal operating activities, payments of principal and interest on outstanding debt, capital improvements, acquisitions of or investments in properties, dividends paid to its stockholders and distributions paid to limited partners. The Company considers its cash provided by operating activities, and funds available under its credit facilities, to be adequate to meet short-term liquidity demands. The Company utilizes its revolving credit facility for general corporate purposes and to fund investments on an interim basis.

The Company expects to fund its requirements for property acquisitions, tender offers and refinancing of short-term debt with: long-term, fixed rate, fully amortizing debt; secured or unsecured short-term debt; the issuance of debt or equity securities in public offerings or private placements; and cash generated from operations.

From time to time, the Company has offered to acquire and, in the future, may offer to acquire the interests held by third party investors in certain limited partnerships for which the Company acts as general partner. Any such acquisitions will require funds to pay the cash purchase price for such interests. During the nine months ended September 30, 2000, the Company made separate offers to the limited partners of 539 partnerships to acquire their limited partnership interests, and purchased approximately \$117.9 million (including transaction costs) of limited partnership interests.

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Return on Assets and Return on Equity

The Company's Return On Assets and Return On Equity for the nine months ended September 30, 2000 and 1999 are as follows:

	Based on AFFO		Based on FFO	
	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2000	1999	2000	1999
Return on Assets (a)	9.9%	10.0%	10.4%	10.5%
Return on Equity-Basic	14.7%	15.3%	15.9%	16.4%
(b) Diluted	13.2%	13.0%	14.2%	14.0%
(c)				

(a) The Company defines Return on Assets (AFFO) as (i) annualized Free Cash Flow, divided by (ii) Average Assets. Average Assets are computed by averaging the sum of Assets, as defined below, at the beginning and the end of the period. Assets are total assets, plus accumulated depreciation, less accumulated Capital Replacements of \$77,863, for the nine months ended September 30, 2000, and less all non-indebtedness liabilities. The Company defines Return on Assets (FFO) as (i) annualized Free Cash Flow plus Capital Replacements, divided by (ii) Average Assets plus accumulated Capital Replacements.

(b) The Company defines Return on Equity-Basic (AFFO) as (i) annualized AFFO-Basic, divided by (ii) Average Equity. Average Equity is computed by averaging the sum of Equity, as defined below, at the beginning and the end of the period. Equity is total stockholders' equity, plus accumulated depreciation,

less accumulated
Capital
Replacements of
\$77,863 for the
nine months
ended
September 30,
2000, less
preferred stock,
plus minority
interest in the
AIMCO
Operating
Partnership, net
of preferred OP
unit interests
(\$105,440). The
Company
defines Return
on Equity-Basic
(FFO) as
(i) annualized
AFFO-Basic
plus Capital
Replacements;
divided by (ii)
Average Equity
plus
accumulated
Capital
Replacements.(c) The
Company
defines Return
on
Equity-Diluted
(AFFO) and
Return on
Equity-Diluted
(FFO) assuming
conversion of
debt and
preferred
securities whose
conversion is
dilutive.

Litigation

The Company is a party to various legal actions resulting from its operating activities. These actions are routine litigation and administrative proceedings arising in the ordinary course of business, some of which are covered by liability insurance, and none of which are expected to have a material adverse effect on the consolidated financial condition or results of operations of the Company and its subsidiaries taken as a whole.

In connection with the Company's acquisitions of interests in limited partnerships that own properties, the Company and its affiliates are sometimes subject to legal actions, including allegations that such activities may involve breaches of fiduciary duties to the limited partners of such partnerships or violations of the relevant partnership agreements. The Company believes it complies with its fiduciary obligations and relevant partnership agreements, and does not expect any such legal actions to have a material adverse effect on the consolidated financial condition or results of operations of the Company and its subsidiaries taken as a whole.

Contingencies

Pending Investigations of HUD Management Arrangements

In July 1999, the National Housing Partnership ("NHP") received a grand jury subpoena requesting documents relating to NHP's management of HUD-assisted or HUD-insured multi-family projects and NHP's operation of a group purchasing program created by NHP, known as Buyers Access. The subpoena relates to the same subject matter as subpoenas NHP received in October and December of 1997 from the HUD Inspector General. To date, neither the HUD Inspector General nor the grand jury has initiated any action against NHP or AIMCO or, to NHP's

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or AIMCO's knowledge, any owner of HUD property managed by NHP. AIMCO believes that NHP's operations and programs are in compliance, in all material respects, with all laws, rules and regulations relating to HUD-assisted or HUD-insured properties. AIMCO is cooperating with the investigation and does not believe that the investigation will result in a material adverse effect on the financial condition of the Company. However, as with any similar investigation, there can be no assurance that these will not result in material fines, penalties or other costs that may impact the Company's future results of operations or cash flows.

Environmental

Various Federal, state and local laws subject property owners or operators to liability for the costs of removal or remediation of certain hazardous substances present on a property. Such laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of the hazardous substances. The presence of, or the failure to properly remediate, hazardous substances may adversely affect occupancy at contaminated apartment communities and our ability to sell or borrow against contaminated properties. In addition to the costs associated with investigation and remediation actions brought by governmental agencies, the presence of hazardous wastes on a property could result in personal injury or similar claims by private plaintiffs. Various laws also impose liability for the cost of removal or remediation of hazardous substances at the disposal or treatment facility. Anyone who arranges for the disposal or treatment of hazardous or toxic substances is potentially liable under such laws. 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 our properties, the Company could potentially be liable for environmental liabilities or costs associated with properties or properties it acquires or manages in the future.

ITEM 3. *Quantitative and Qualitative Disclosures about Market Risk*

The Company's primary market risk exposure relates to changes in interest rates. The Company is not subject to any foreign currency exchange rate risk or commodity price risk, or any other material market rate or price risks. The Company uses predominantly long-term, fixed-rate and self-amortizing non-recourse debt in order to avoid the

refunding or repricing risks of short-term borrowings. The Company uses short-term debt financing and working capital primarily to fund acquisitions and generally expects to refinance such borrowings with proceeds from equity offerings or long-term debt financings.

The Company had \$552.9 million of variable rate debt outstanding at September 30, 2000, which represents 14.5% of the Company's total outstanding debt. Based on this level of debt, an increase in interest rates of 1% would result in the Company's income and cash flows being reduced by \$5.5 million on an annual basis.

The estimated aggregate fair value of the Company's cash and cash equivalents, receivables, payables and short-term secured and unsecured debt as of September 30, 2000 is assumed to approximate their carrying value due to their relatively short terms. Management further believes that, after consideration of interest rate agreements, the fair market value of the Company's secured tax-exempt bond debt and secured long-term debt approximates their carrying value, based on market comparisons to similar types of debt instruments having similar maturities.

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PART II. OTHER INFORMATION

ITEM 1. *Legal Proceedings*

None.

ITEM 2. *Changes in Securities and Use of Proceeds*

From time to time during the quarter, AIMCO issued shares of Class A Common Stock in exchange for Common OP Units tendered to the AIMCO Operating Partnership for redemption in accordance with the terms and provisions of the agreement of limited partnership of the AIMCO Operating Partnership. Such shares are issued based on an exchange ratio of one share for each Common OP Unit. The shares are issued in exchange for Common OP Units in private transactions exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Section 4(2) thereof. During the nine months ended September 30, 2000, 173,938 shares of Class A Common Stock were issued in exchange for Common OP Units.

On September 13, 2000 AIMCO sold 4,000,000 shares of Class N Convertible Cumulative Preferred Stock to an institutional investor for \$100 million. The shares were issued in a private placement transaction exempt from registration under the Securities Act pursuant to Section 4 (2) thereof.

In August and September 2000, the holders of trust convertible preferred securities ("TOPRS") converted a total of \$114.2 million of the \$149.5 million of TOPRS into 2,301,433 shares of AIMCO's Class A Common Stock. The convertible preferred securities were assumed by AIMCO in October 1998 in connection with its merger with Insignia Financial Group, Inc. The preferred securities have a conversion price of \$49.61 per share, which based on a liquidation amount of \$50 per security, equates to 1.0079 shares of Class A Common Stock for each preferred security.

On September 13, 2000, Security Capital Preferred Growth Incorporated converted 330,529 shares of Class B Cumulative Convertible Preferred Stock into 1,085,480 shares of AIMCO Class A Common Stock.

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Submission of Matters to a Vote of Security Holders

None.

ITEM 5. Other Information

None.

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ITEM 6. Exhibits and Reports on Form 8-K

(a) Exhibits. The following exhibits are filed with this report (1):

Exhibit Number	Description
3.1 3.2 Bylaws (Exhibit 3.2 to AIMCO's Annual Report on Form 10-K for the fiscal year 1999 is incorporated herein by this reference) 27.1 Financial Data Schedule (previously filed) 99.1 Agreement re: disclosure of long-term debt instruments (previously filed)	Charter (previously filed)

(1) Schedule and supplemental materials to the exhibits have been omitted but will be provided to the Securities and Exchange Commission upon request.

(b) Reports on Form 8-K for the three months ended September 30, 2000:

During the quarter for which this report is filed, Apartment Investment and Management Company filed its Current Report on Form 8-K, dated September 20, 2000, relating to the acquisition by Apartment Investment and Management Company and AIMCO Properties, L.P. of all the stock of certain affiliates of Oxford Realty Financial Group, Inc. which own and control 167 apartment communities.

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APARTMENT INVESTMENT AND MANAGEMENT COMPANY

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

APARTMENT INVESTMENT AND
MANAGEMENT COMPANY

By: /s/ PAUL J. McAULIFFE
Paul J. McAuliffe
*Executive Vice President,
Chief Financial Officer
(duly authorized officer and
principal financial officer)*

By: /s/ THOMAS C. NOVOSEL
Thomas C. Novosel
*Senior Vice President,
Chief Accounting Officer*

Date: March 12, 2000

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EXHIBIT INDEX(1)

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3.2	Bylaws
(Exhibit 3.2 to AIMCO's Annual Report on Form 10-K for the fiscal	

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incorporated
herein by
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reference)27.1Financial
Data
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(Previously
filed)99.1Agreement
re: disclosure
of long-term
debt
instruments
(Previously
filed)

-
- (1) Schedule and supplemental materials to the exhibits have been omitted but will be provided to the Securities and Exchange Commission upon request.