

APARTMENT INVESTMENT & MANAGEMENT CO

Form S-4/A

October 28, 2010

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As filed with the Securities and Exchange Commission on October 27, 2010

Registration No. 333-169873

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**Amendment No. 1
to
Form S-4**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

APARTMENT INVESTMENT AND MANAGEMENT COMPANY

(Exact name of registrant as specified in its charter)

Maryland

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

6798

*(Primary standard industrial
classification code number)*

84-1259577

*(IRS Employer
Identification Number)*

AIMCO PROPERTIES, L.P.

(Exact name of registrant as specified in its charter)

Delaware

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

6513

*(Primary standard industrial
classification code number)*

84-1275621

*(IRS Employer
Identification Number)*

4582 South Ulster Street Parkway, Suite 1100

Denver, Colorado 80237

(303) 757-8101

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

John Bezzant

Senior Vice President

Apartment Investment and Management Company

4582 South Ulster Street Parkway, Suite 1100

Denver, Colorado 80237

(303) 757-8101

(Name, address, including zip code and telephone number, including area code of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective and all other conditions to the merger as described in the enclosed information statement/prospectus are satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants will file a further amendment which specifically states that this

Registration Statement will thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement will become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED October 27, 2010

INFORMATION STATEMENT/PROSPECTUS

SHELTER PROPERTIES II

Shelter Properties II, or SP II, plans to enter into an agreement and plan of merger with a wholly owned subsidiary of Aimco Properties, L.P., or Aimco OP. Under the proposed merger agreement, the Aimco Subsidiary, AIMCO SP II Merger Sub LLC, will be merged with and into SP II, with SP II as the surviving entity. The Aimco Subsidiary was formed for the purpose of effecting this transaction and does not have any assets or operations. In the merger, each Unit of Limited Partnership Interest of SP II, or SP Unit, will be converted into the right to receive, at the election of the holder of such SP Unit, either:

\$350.64 in cash, or

\$350.64 in partnership common units of Aimco OP, or OP Units.

The number of OP Units offered for each SP Unit will be calculated by dividing \$350.64 by the average closing price of common stock of Apartment Investment and Management Company, or Aimco, as reported on the New York Stock Exchange, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. For example, as of October 25, 2010, the average closing price of Aimco common stock over the preceding ten consecutive trading days was \$22.96, which would have resulted in 15.27 OP Units offered for each SP Unit. However, if AIMCO OP determines that the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction (or that registration or qualification in that state or jurisdiction would be prohibitively costly), then such limited partner will not be entitled to elect OP Units, and will receive cash.

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

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

In addition and separate from the merger consideration, you may elect to receive an additional cash payment of \$17.76 in exchange for executing a waiver and release of certain claims. In order to receive such additional payment, you must complete the relevant section of the election form, execute the waiver and release that is attached to the election form and return both the election form and the executed waiver and release to the information agent as described above.

Prior to entering into the proposed merger agreement, the certificate and agreement of limited partnership of SP II will be amended to provide that a majority in interest of the SP Units may approve business combination transactions involving SP II, including the merger contemplated by the proposed merger agreement.

Under South Carolina law, the amendment of SP II's certificate and agreement of limited partnership must be approved by SP II's general partners and by holders of a majority of the outstanding SP Units. Once amended, SP II's certificate and agreement of limited partnership will provide that the merger may be approved by SP II's general partners and by a majority of the outstanding SP Units. SP II's general partners have determined that the amendment and the proposed merger are advisable and in the best interests of SP II and its limited partners and have approved the amendment of SP II's certificate and agreement of limited partnership, the proposed merger agreement and the transactions contemplated thereby. As of October 25, 2010, there were issued and outstanding 27,500 SP Units, and Aimco OP and its affiliates owned 21,868.5 of those units, or approximately 79.52% of the number of units outstanding. Aimco OP and its affiliates have indicated that they intend to take action by written consent, as permitted under the partnership agreement, to approve the amendment, the proposed merger agreement and the transactions contemplated thereby on or about _____, 2010. **As a result, approval of the transactions is assured, and your consent is not required.**

**WE ARE NOT ASKING YOU FOR A PROXY AND
YOU ARE REQUESTED NOT TO SEND US A PROXY**

This information statement/prospectus contains information about the proposed amendment of SP II's certificate and agreement of limited partnership, the proposed merger agreement, the transactions contemplated thereby, and the securities offered hereby, and the reasons that SP II's corporate general partner, Shelter Realty II Corporation, or the Corporate General Partner, has decided that the transactions are in the best interests of SP II and its limited partners. The Corporate General Partner has conflicts of interest with respect to the transactions that are described in greater detail herein. Please read this information statement/prospectus carefully, including the section entitled "Risk Factors" beginning on page 14. It provides you with detailed information about the proposed amendment of SP II's certificate and agreement of limited partnership, the proposed merger agreement, the transactions contemplated thereby, and the securities offered hereby. The proposed merger agreement is attached to this information statement/prospectus as Annex A. The proposed amendment of SP II's certificate and agreement of limited partnership is attached to this information statement/prospectus as Annex E.

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

This information statement/prospectus is dated, 2010, and is first being mailed to limited partners on or about _____, 2010.

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

**CALIFORNIA
MASSACHUSETTS
NEW YORK**

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

ADDITIONAL INFORMATION

This information statement/prospectus incorporates important business and financial information about Aimco and Aimco OP from documents that they have filed with the Securities and Exchange Commission but that have not been included in or delivered with this information statement/prospectus. For a listing of documents incorporated by reference into this information statement/prospectus, please see [Where You Can Find Additional Information](#) beginning on page 90 of this information statement/prospectus.

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

ISTC Corporation
P.O. Box 2347
Greenville, South Carolina 29602
(864) 239-1029

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

ABOUT THIS INFORMATION STATEMENT/PROSPECTUS

This information statement/prospectus, which forms a part of a registration statement on Form S-4 filed with the Securities and Exchange Commission by Aimco and Aimco OP, constitutes a prospectus of Aimco OP under Section 5 of the Securities Act of 1933, as amended, or the Securities Act, with respect to the OP Units that may be issued to holders of SP Units in connection with the merger, and a prospectus of Aimco under Section 5 of the Securities Act with respect to shares of Aimco common stock that may be issued in exchange for such OP Units tendered for redemption by the holder thereof. This document also constitutes an information statement under Section 14(c) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, with respect to the action to be taken by written consent to approve the amendment of SP II's certificate and agreement of limited partnership, the proposed merger agreement, the transactions contemplated thereby.

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SUMMARY TERM SHEET

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

The Transactions:

Amendment of SP II's Certificate and Agreement of Limited Partnership. Prior to entering into the proposed merger agreement, SP II's certificate and agreement of limited partnership will be amended to provide that a majority in interest of the SP Units may approve business combination transactions involving SP II, including the merger contemplated by the proposed merger agreement. See *The Transactions Amendment of Certificate and Agreement of Limited Partnership* beginning on page 33. A copy of the proposed amendment to SP II's partnership agreement is attached as Annex F to this information statement/prospectus.

The Merger. Following the amendment of SP II's certificate and agreement of limited partnership, SP II plans to enter into a merger agreement with the Aimco Subsidiary and Aimco OP. Under the proposed merger agreement, at the effective time of the merger, the Aimco Subsidiary will be merged with and into SP II, with SP II as the surviving entity. A copy of the proposed merger agreement is attached as Annex A to this information statement/prospectus. You are encouraged to read the proposed merger agreement carefully in its entirety because it is the legal agreement that governs the mergers.

Merger Consideration: In the proposed merger, each SP Unit outstanding immediately prior to consummation of the merger will be converted into the right to receive, at the election of the holder of such SP Unit, either \$350.64 in cash or equivalent value in OP Units, except in those jurisdictions where the law prohibits the offer of OP Units (or registration would be prohibitively costly). The number of OP Units issuable with respect to each SP Unit will be calculated by dividing the \$350.64 per unit cash merger consideration by the average closing price of Aimco common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. For a full description of the determination of the merger consideration, see *The Transactions Determination of Merger Consideration* beginning on page 33.

Effects of the Transactions: After the amendment of SP II's partnership agreement and the merger, Aimco OP will be the sole limited partner in SP II, and will own all of the outstanding SP Units. As a result, after the transactions, you will cease to have any rights in SP II as a limited partner. See *Special Factors Effects of the Transactions*, beginning on page 5.

Appraisal Rights: Pursuant to the terms of the proposed merger agreement, Aimco OP will provide each limited partner with contractual dissenters' appraisal rights that are similar to the dissenters' appraisal rights available to a stockholder of a corporation in a merger under Delaware law, and which will enable a limited partner to obtain an appraisal of the value of the limited partner's SP Units in connection with the transactions. See *The Transactions Appraisal Rights*, beginning on page 36. A description of the appraisal rights being provided, and the procedures that a limited partner must follow to seek such rights, is attached to this information statement/prospectus as Annex B.

Additional Payment for Waiver and Release: In addition to the merger consideration, each limited partner unaffiliated with Aimco OP or its affiliates may elect to receive an additional cash payment of \$17.76 per SP Unit in exchange for executing a waiver and release of potential claims such unaffiliated limited partner may have had in the past, may now have or may have in the future (through and including the date of the consummation of the merger) against SP II, the Corporate General Partner, Aimco OP or its affiliates and certain other persons and entities, including but not limited to claims related to the merger agreement and the transactions contemplated thereby, but excluding claims limited partners may have under federal securities laws. See The Transactions Waiver and Release and Additional Consideration, beginning on page 34.

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Parties Involved:

Shelter Properties II, or SP II, was organized as a limited partnership under the laws of the State of South Carolina on October 10, 1980. SP II is engaged in the business of operating and holding real estate property for investment. SP II presently owns and operates two investment properties: Parktown Townhouses, a 309 unit apartment project located in Deer Park, Texas, and Signal Pointe Apartments, a 368 unit apartment project located in Winter Park, Florida. See Information About Shelter Properties II, beginning on page 26. SP II's principal address is 55 Beattie Place, P.O. Box 1089, Greenville, South Carolina 29602, and its telephone number is (864) 239-1000.

Apartment Investment and Management Company, or Aimco, is a Maryland corporation that is a self-administered and self-managed real estate investment trust, or REIT, focused on the ownership and management of quality apartment communities located in the 20 largest markets in the United States. Aimco is one of the largest owners and operators of apartment properties in the United States. Aimco's common stock is listed and traded on the NYSE under the symbol AIV. See Information about the Aimco Entities, beginning on page 25.

AIMCO Properties, L.P., or Aimco OP, is a Delaware limited partnership which, through its operating divisions and subsidiaries, holds substantially all of Aimco's assets and manages the daily operations of Aimco's business and assets. See Information about the Aimco Entities, beginning on page 25.

AIMCO SP II Merger Sub LLC, or the Aimco Subsidiary, is a Delaware limited liability company formed on September 29, 2010, for the purpose of consummating the merger with SP II. See Information about the Aimco entities, beginning on page 25.

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

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

The value of the two properties owned by SP II is not sufficient to justify its continued operation as a public company. As a public company with a significant number of unaffiliated limited partners, SP II incurs costs associated with preparing audited annual financial statements, unaudited quarterly financial statements, tax returns for partners on schedule K-1, periodic SEC reports and other expenses. The Aimco Entities estimate these costs to be approximately \$60,000 per year.

SP II has been operating at a loss for the past couple of years. During 2008 and 2009, Aimco OP made loans of approximately \$17,267,000 to SP II to help fund redevelopment of Signal Pointe Apartments as well as operating expenses at both of SP II's properties. The Aimco Entities do not believe that SP II can obtain

financing from an independent third party. If the Aimco Entities acquire 100% ownership of SP II, they will have greater flexibility in financing and operating its properties.

Fairness of the Transactions: Although the Aimco Entities have interests that may conflict with those of SP II's unaffiliated limited partners, each of the Aimco Entities believe that the merger is fair to the unaffiliated limited partners of NPI. See Special Factors Fairness of the Transactions beginning on page 6.

Conflicts of Interest: The Corporate General Partner is indirectly wholly owned by Aimco. Therefore, the Corporate General Partner has a conflict of interest with respect to the transactions. The Corporate General

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Partner has fiduciary duties to AIMCO/IPT, Inc., the Corporate General Partner's sole stockholder and an affiliate of Aimco, on the one hand, and to SP II and its limited partners, on the other hand. The duties of the Corporate General Partner to SP II and its limited partners conflict with the duties of the Corporate General Partner to AIMCO/IPT, Inc., which could result in the Corporate General Partner approving a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. See, *The Transactions Conflicts of Interest*, beginning on page 34.

Risk Factors: In evaluating the proposed amendment of SP II's certificate and agreement of limited partnership, the proposed merger agreement and the transactions contemplated thereby, SP II limited partners should carefully read this information statement/prospectus and especially consider the factors discussed in the section entitled *Risk Factors* beginning on page 14. Some of the risk factors associated with the merger are summarized below:

Aimco owns the Corporate General Partner. As a result, the Corporate General Partner has a conflict of interest in the transactions. A transaction with a third party in the absence of this conflict could result in better terms or greater consideration to SP II limited partners.

SP II limited partners who receive cash may recognize taxable gain in the transactions and that gain could exceed the merger consideration.

There are a number of significant differences between SP Units and Aimco OP Units relating to, among other things, the nature of the investment, voting rights, distributions and liquidity and transferability/redemption. For more information regarding those differences, see *Comparison of SP Units and Aimco OP Units*, beginning on page 56.

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

Material United States Federal Income Tax Consequences of the Transactions: The merger will generally be treated as a partnership merger for Federal income tax purposes. In general, any payment of cash for SP Units will be treated as a sale of such SP Units by such holder, and any exchange of SP Units for OP Units under the terms of the merger agreement will be treated, in accordance with Sections 721 and 731 of the Internal Revenue Code of 1986, as amended, or the Code, as a tax free transaction, except to the extent described in *Material United States Federal Income Tax Matters - Taxation of Aimco OP and OP Unitholders - United States Federal Income Tax Consequences Relating to the Merger*, beginning on page 62.

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

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SPECIAL FACTORS

Purposes, Alternatives and Reasons for the Merger

Aimco and Aimco OP are in the business of acquiring, owning and managing apartment properties such as those owned by SP II, and have decided to proceed with the merger as a means of acquiring the properties currently owned by SP II in a manner that they believe (i) provides fair value to limited partners, (ii) offers limited partners an opportunity to receive immediate liquidity, or defer recognition of taxable gain (except where the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of OP Units in that state or other jurisdiction, or where registration or qualification would be prohibitively costly), and (iii) relieves SP II of the expenses associated with a sale of the properties, including marketing and other transaction costs.

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

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

The value of the two properties owned by SP II is not sufficient to justify its continued operation as a public company. As a public company with a significant number of unaffiliated limited partners, SP II incurs costs associated with preparing audited annual financial statements, unaudited quarterly financial statements, tax returns for partners on schedule K-1, periodic SEC reports and other expenses. The Aimco Entities estimate these costs to be approximately \$60,000 per year.

SP II has been operating at a loss for the past couple of years. During 2008 and 2009, Aimco OP made loans of approximately \$17,267,000 to SP II to help fund redevelopment of Signal Pointe Apartments as well as operating expenses at both of SP II's properties. The Aimco Entities do not believe that SP II can obtain additional financing from an independent third party. If the Aimco Entities acquire 100% ownership of SP II, they will have greater flexibility in financing and operating its properties.

Before deciding to proceed with the merger, the Corporate General Partner and the other Aimco Entities considered the alternatives described below:

Continuation of SP II as a Public Company Operating the Properties. As discussed above, the Corporate General Partner and the other Aimco Entities did not consider this a viable alternative primarily because of the costs associated with preparing financial statements, tax returns, periodic SEC reports and other expenses, and the inability of SP II to generate sufficient funds to cover operating expenses without advances from Aimco OP which would not be available in the future.

Liquidation of SP II. The Corporate General Partner and the other Aimco Entities considered a liquidation of SP II in which SP II's properties would be marketed and sold to a third party or third parties for cash, with any net proceeds remaining, after payment of all liabilities, distributed to SP II's limited partners. The primary advantage of such a transaction would be that the sale price would reflect arm's-length negotiations and might therefore be higher than the appraised value which has been used to determine the merger consideration. The Corporate General Partner and the other Aimco Entities rejected this alternative because of: (i) the risk that a third party might not be found at a satisfactory price or at all; (ii) the costs that SP II would incur in connection with marketing and selling the properties; and (iii) the fact that limited partners would recognize taxable gain on the sales; and (iv) the prepayment penalties that

SPII would incur in repaying its mortgage debt upon a sale of the properties.

Contribution of the properties to Aimco OP. The Aimco Entities considered a transaction in which SP II's properties would be contributed to Aimco OP in exchange for OP Units. The primary advantage of such a transaction would be that SP II limited partners would not recognize taxable gain. The Aimco Entities rejected this alternative because it would not offer an opportunity for immediate liquidity to those limited partners who desire it.

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Effects of the Transactions

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

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

Option to Defer Taxable Gain. Limited partners are given a choice of merger consideration, and may elect to receive either cash or OP Units in the merger, except in those jurisdictions where the law prohibits the offer of OP Units (or registration would be prohibitively costly). Limited partners who receive OP Units in the merger may defer recognition of taxable gain.

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

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

Benefits to SP II. The merger is expected to have the following principal benefits to SP II:

Elimination of Costs Associated with SEC Reporting Requirements and Multiple Limited Partners. After the merger, the Aimco Entities will own all of the interests in SP II, and SP II will terminate its registration and cease filing periodic reports with the SEC. As a result, SP II will no longer incur costs associated with preparing audited annual financial statements, unaudited quarterly financial statements, tax returns for partners on schedule K-1, periodic SEC reports and other expenses. The Aimco Entities estimate these expenses to be approximately \$60,000 per year.

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

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

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

Taxable Gain. Limited partners who receive cash consideration may recognize taxable gain in the merger and that gain could exceed the merger consideration. Limited partners who receive OP Units in the merger could recognize taxable gain if Aimco subsequently sells the properties.

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

Conflicts of Interest; No Separate Representation of Unaffiliated Limited Partners. The Corporate General Partner is indirectly wholly owned by Aimco. Therefore, the Corporate General Partner has a conflict of interest with respect to the merger. The Corporate General Partner has fiduciary duties to AIMCO/IPT, Inc., the Corporate General Partner's

sole stockholder and an affiliate of Aimco, on the one hand, and to USRP and its limited partners, on the other hand. The duties of the Corporate General Partner to USRP and its limited partners conflict with the duties of the Corporate General Partner to AIMCO/IPT, Inc., which could result in the Corporate General Partner approving a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. In negotiating the merger agreement, no one separately represented the interests of the unaffiliated limited partners. If an independent advisor had been engaged, it is possible that such advisor could have negotiated better terms for SP II's unaffiliated limited partners.

Detriments to SP II. The merger is not expected to have any detriments to SP II.

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

Increased Interest in SP II. Upon completion of the merger, the Aimco Entities' interest in the net book value of SP II will increase from 79.7% to 100%, or from a deficit of \$12,069,000 to a deficit of \$15,151,000 as of December 31, 2009, and their interest in the net losses of SP II will increase from 79.7% to 100%, or from \$1,716,000 to \$2,152,000 for the period ended December 31, 2009. Upon completion of the merger, Aimco OP will be the sole limited partner of SP II. As a result, Aimco OP will bear the burden of all future operating or other losses, as well as any decline in the value of SP II's properties.

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

Material United States Federal Income Tax Consequences of the Transactions

For a discussion of the material United States federal income tax consequences of the merger, see *Material United States Federal Income Tax Matters - United States Federal Income Tax Consequences Relating to the Merger*.

Fairness of the Transactions

Factors in Favor of Fairness Determination. The Aimco Entities (including the Corporate General Partner) believe that the merger is fair and in the best interests of SP II and its unaffiliated limited partners. In support of such determination, the Aimco Entities considered the following factors:

The merger consideration of \$350.64 per SP Unit was based on an independent third party appraisal of SP II's properties by CRA, an independent valuation firm.

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

The merger consideration is greater than the Aimco Entities' estimate of liquidation value because there was no deduction for certain amounts that would be payable upon an immediate sale of the properties, such as prepayment penalties on the mortgage debt, currently estimated to be \$9,079,343.

The merger consideration exceeds the net book value per unit (a deficit of \$603.45 per SP Unit at June 30, 2010).

Limited partners may defer recognition of taxable gain by electing to receive OP Units in the merger, except in those jurisdictions where the law prohibits the offer of OP Units (or registration would be prohibitively costly).

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

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

If the merger is completed by December 31, 2010, limited partners who receive cash consideration and who recognize taxable gain in the merger will be taxed at current capital gains rates. The maximum long term federal capital gains rate, currently 15%, is expected to increase to 20% in 2011.

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

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

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

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

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

The merger consideration is greater than some of the prices at which SP Units have historically sold in the secondary market (\$150 to \$675 per SP Unit from January 1, 2008 through December 31, 2009).

The merger consideration is greater than the prices at which SP Units have recently sold in the secondary market (\$150 to \$200 per SP Unit from January 1, 2010 through October 19, 2010).

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

The Corporate General Partner has substantial conflicts of interest with respect to the merger as a result of (i) the fiduciary duties it owes to unaffiliated limited partners, who have an interest in receiving the highest possible consideration, and (ii) the fiduciary duties it owes to its sole stockholder, a subsidiary of Aimco, which has an interest in obtaining the SP II properties for the lowest possible consideration.

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

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

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

No opinion has been obtained from an independent financial advisor that the transactions are fair to the unaffiliated limited partners.

The merger consideration is less than some of the prices at which SP Units have historically sold in the secondary market (\$150 to \$675 per SP Unit from January 1, 2008 through December 31, 2009).

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

Limited partners who receive OP Units in the merger could recognize taxable gain if Aimco subsequently sells the properties.

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

CRA, the valuation firm that appraised the SP II properties, has performed work for Aimco OP and its affiliates in the past and this pre-existing relationship could negatively impact CRA's independence.

The Aimco Entities did not assign relative weights to the above factors in making their conclusion that the merger is fair to SP II and its unaffiliated limited partners. They relied primarily on their estimate of value calculated by adding the value of SP II's properties, as determined by CRA, an independent valuation firm, and the value of all of SP II's other assets, and deducting the amount of its mortgage debt (without deducting any prepayment penalties associated with that debt) and all other liabilities.

The Aimco Entities were aware of, but did not place much emphasis on, information regarding prices at which SP Units may have sold in the secondary markets because they do not view that information as a reliable measure of value. The SP Units are not traded on an exchange or other reporting system, and transactions in the securities are very limited and sporadic. In addition, some of the historical prices are not comparable to current value because of

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intervening events, including a property sale, distribution of proceeds and advances from the Corporate General Partner.

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

The Appraisals

Selection and Qualifications of Independent Appraiser. The Corporate General Partner retained the services of CRA to appraise the market value of SP II's properties. CRA is an experienced independent valuation consulting firm that has performed appraisal services for Aimco OP and its affiliates in the past. Aimco OP believes that its relationship with CRA had no negative impact on its independence in conducting the appraisals related to the merger.

Factors Considered. CRA performed complete appraisals of Parktown Townhouses and Signal Pointe Apartments. CRA has represented that its reports were prepared in conformity with the Uniform Standards of Professional Appraisal Practice, as promulgated by the Appraisal Standards Board of the Appraisal Foundation and the Code of Professional Ethics and Standards of Professional Appraisal Practice of the Appraisal Institute. SP II furnished CRA with all of the necessary information requested by CRA in connection with the appraisals. The appraisals were not prepared in conjunction with a request for a specific value or a value within a given range. In preparing its valuation of each property, CRA, among other things:

Inspected the property and its environs;

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

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

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

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

Utilized appropriate appraisal methodology to derive estimates of value; and

Reconciled the estimates of value into a single value conclusion.

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

The income capitalization approach is based on the premise that value is derived by converting anticipated benefits into property value. Anticipated benefits include the present value of the net income and the present value of the net proceeds resulting from the re-sale of the property. CRA reported that each property has an adequate operations history to determine its income-producing capabilities over the near future. In addition, performance levels of

competitive properties served as an adequate check as to the reasonableness of each property's actual performance. As such, the income capitalization approach was utilized in the appraisal of each property.

As part of the income capitalization approach, CRA used the direct capitalization method to estimate a value for Parktown Townhouses and Signal Pointe Apartments. According to CRA's reports, the basic steps in the direct capitalization analysis are as follows: (i) calculate potential gross income from all sources that a competent owner could legally generate; (ii) estimate and deduct an appropriate vacancy and collection loss factor to arrive at effective gross income; (iii) estimate and deduct operating expenses that would be expected during a stabilized year to arrive at a probable net operating income; (iv) develop an appropriate overall capitalization rate to apply to the net

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operating income; and (v) estimate value by dividing the net operating income by the overall capitalization rate. In addition, any adjustments to account for differences between the current conditions and stabilized conditions are also considered. The assumptions utilized by CRA with respect to each property are set forth below. The property-specific assumptions were determined by CRA to be reasonable based on its review of historical operating and financial data for each property and comparison of said data to the operating statistics of similar properties in the influencing market areas. The capitalization rate for each property was determined to be reasonable by CRA based on their review of applicable data ascertained within the market in which each property is located.

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

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

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

The final step in the appraisal process is the reconciliation of the value indicators into a single value estimate. CRA reviewed each approach in order to determine its appropriateness relative to each property. The accuracy of the data available and the quantity of evidence were weighted in each approach. For the appraisals of Parktown Townhouses and Signal Pointe Apartments, CRA relied principally on the income capitalization approach to valuation. For each property, CRA relied secondarily on the sales comparison approach, and reported that the value conclusion derived pursuant to the sales comparison approach is supportive of the conclusion derived pursuant to the income capitalization approach.

Parktown Townhouses

Summary of Independent Appraisal of Parktown Townhouses. CRA performed a complete appraisal of Parktown Townhouses. The appraisal report of Parktown Townhouses is dated June 7, 2010 and provides an estimate of the

property's market value as of May 25, 2010. The summary set forth below describes the material conclusions reached by CRA based on the value determined under the valuation approaches and subject to the assumptions and limitations described below. According to CRA's report, the estimated market value of Parktown

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Townhouses was \$21,600,000 as of May 25, 2010. The following is a summary of the appraisal report dated June 7, 2010:

Valuation Under Income Capitalization Approach. Using the income capitalization approach, CRA performed a direct capitalization analysis to derive a value for Parktown Townhouses.

The direct capitalization analysis resulted in a valuation conclusion for Parktown Townhouses of approximately \$21,600,000.

The assumptions employed by CRA to determine the value of Parktown Townhouses under the income capitalization approach using a direct capitalization analysis included:

potential gross income from apartment unit rentals of \$299,028 per month or \$3,588,336 for the appraised fiscal year;

a 4.0% loss to lease allowance;

rent concessions of 1.5% of the gross rent potential;

a combined vacancy and collection loss factor of 7%;

other income of \$550 per unit for the appraised fiscal year;

estimated utility recovery of \$750 per unit for the appraised fiscal year;

projected total expenses (including reserves) of \$1,810,370;

capitalization rate of 8.0%.

Using a direct capitalization analysis, CRA calculated the value of Parktown Townhouses by dividing the stabilized net operating income (including an allowance for reserves) by the concluded capitalization rate of 8.0%.

CRA calculated the market value of the fee simple interest in the Parktown Townhouses under the income capitalization approach of approximately \$21,600,000 as of May 25, 2010.

Valuation Under Sales Comparison Approach. CRA estimated the property value of Parktown Townhouses under the sales comparison approach by analyzing sales from the influencing market that were most similar to Parktown Townhouses in terms of age, size, tenant profile and location. CRA reported that, while sales volume for most types of commercial real estate have declined considerably from historical levels, an adequate number of apartments sales existed to formulate a defensible value for Parktown Townhouses under the sales comparison approach. CRA reported that the primary limitation of the sales data was the lack of truly comparable properties that featured a single-story townhouse-style design and large average floor plan size similar to Parktown Townhouses.

The sales comparison approach resulted in a valuation conclusion for Parktown Townhouses of approximately \$21,600,000.

In reaching a valuation conclusion for Parktown Townhouses, CRA examined and analyzed comparable sales of four properties in the influencing market. The sales reflected unadjusted sales prices ranging from \$49,462 to \$63,333 per unit. After adjustment, the comparable sales illustrated a value range of \$66,700 to \$76,000 per unit, with mean and

median adjusted sale prices of \$69,682 and \$68,013 per unit, respectively. CRA reported that two of the comparable sales required the least adjustment and were accorded most significance in the analysis, and that the adjusted sales prices for these properties ranged from \$66,700 to \$76,000 per unit. CRA estimated a value of \$70,000 per unit for Parktown Townhouses. Applied to Parktown Townhouses 309 units, this resulted in CRA's total value estimate for Parktown Townhouses of approximately \$21,600,000 as of May 25, 2010.

CRA also performed an effective gross income multiplier (EGIM) analysis. The EGIM is the ratio of the sale price of a property to its effective gross income at the time of sale. The EGIM is used to compare the income-producing characteristics of properties. In each of the appraisals, including the appraisal of Parktown Townhouses, the indicated EGIM for the appraised property, calculated by dividing the value concluded for the appraised property via the sale comparison approach by its projected effective gross income, was compared to the EGIMs produced by the sales data. In each of the appraisals, including the Parktown Townhouses appraisal, the appraised

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property's indicated EGIM fell within the range of EGIMs produced by the sales data under analysis. This comparison was made to check the reasonableness of the values concluded for the appraised properties via comparative analysis. The EGIM analysis resulted in an indicated EGIM of approximately 6.1 on a stabilized basis. CRA reported that that the indicated EGIM was aligned toward the middle of the range exhibited by the most recent transactions (5.2 to 6.5 with an average of 6.1), which is considered reasonable. CRA reported that the indicator suggested that the value concluded for the property via comparative analysis was reasonable based on the income-producing characteristics of Parktown Townhouses.

Reconciliation of Values and Conclusion of Appraisal. For the appraisal of Parktown Townhouses, CRA relied principally on the income capitalization approach to valuation, and the direct capitalization method was given greatest consideration in the conclusion of value under this approach. CRA relied secondarily on the sales comparison approach, and reported that the value conclusion derived pursuant to the sales comparison approach was supportive of the conclusion derived pursuant to the income capitalization approach. The income capitalization approach using a direct capitalization method resulted in a value of \$21,600,000, and the sales comparison approach resulted in a value of \$21,600,000. CRA concluded that the market value of Parktown Townhouses as of May 25, 2010 was \$21,600,000.

Signal Pointe Apartments

Summary of Independent Appraisal of Signal Pointe Apartments. CRA performed a complete appraisal of Signal Pointe Apartments. The appraisal report of Signal Pointe Apartments is dated August 30, 2010 and provides an estimate of the property's market value as of August 11, 2010. The summary set forth below describes the material conclusions reached by CRA based on the value determined under the valuation approaches and subject to the assumptions and limitations described below. According to CRA's report, the estimated aggregate market value of Signal Pointe Apartments was \$30,200,000 as of August 11, 2010. The following is a summary of the appraisal report dated August 30, 2010:

Valuation Under Income Capitalization Approach. Using the income capitalization approach, CRA performed a direct capitalization analysis to derive a value for Signal Pointe Apartments.

The direct capitalization analysis resulted in a valuation conclusion for Signal Pointe Apartments of approximately \$30,200,000.

The assumptions employed by CRA to determine the value of Signal Pointe Apartments under the income capitalization approach using a direct capitalization analysis included:

- potential gross income from apartment unit rentals of \$326,070 per month or \$3,912,840 for the appraised year;
- no loss to lease allowance;
- rent concessions of 4.5% of the gross rent potential;
- a combined vacancy and collection loss factor of 5.5%;
- estimated utility recovery of \$600 per unit for the appraised fiscal year;
- other income of \$560 per unit for the appraised fiscal year;
- projected total expenses (including reserves) of \$1,911,053;

capitalization rate of 6.75%.

Using a direct capitalization analysis, CRA calculated the value of Signal Pointe Apartments by dividing the stabilized net operating income (including an allowance for reserves) by the concluded capitalization rate of 6.75%.

CRA calculated the market value of the fee simple interest in the Signal Pointe Apartments under the income capitalization approach of approximately \$30,200,000 as of August 11, 2010.

Valuation Under Sales Comparison Approach. CRA estimated the property value of Signal Pointe Apartments under the sales comparison approach by analyzing sales from the influencing market that were most similar

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to Signal Pointe Apartments in terms of age, size, tenant profile and location. CRA reported that adequate sales existed to formulate a defensible value for Signal Pointe Apartments under the sales comparison approach.

The sales comparison approach resulted in a valuation conclusion for Signal Pointe Apartments of approximately \$30,400,000.

In reaching a valuation conclusion for Signal Pointe Apartments, CRA examined and analyzed comparable sales of five properties in the influencing market. The sales reflected unadjusted sales prices ranging from \$67,411 to \$100,116 per unit. After adjustment, the comparable sales illustrated a value range of \$77,523 to \$86,236 per unit, with mean and median adjusted sale prices of \$81,668 and \$82,245 per unit, respectively. CRA gave consideration to the improvement taking place in overall market fundamentals and the recognition that the sales comparison approach is based on trailing market indicators. CRA reported that, to account for the improvement in market conditions that is taking place at the time of the report, the most dated transactions were adjusted upward. CRA estimated a value of \$82,500 per unit for Signal Pointe Apartments. Applied to Signal Pointe Apartments 368 units, this resulted in CRA's total value estimate for Signal Pointe Apartments of approximately \$30,400,000 as of August 11, 2010.

CRA also performed an effective gross income multiplier (EGIM) analysis, which resulted in an indicated EGIM of approximately 7.7. CRA reported that the indicated EGIM was well within the range exhibited by the sales transactions (6.5 to 8.5). CRA reported that the indicator suggested that the value concluded for the property via comparative analysis was reasonable based on the income-producing characteristics of Signal Pointe Apartments.

Reconciliation of Values and Conclusion of Appraisal. For the appraisal of Signal Pointe Apartments, CRA relied principally on the income capitalization approach to valuation, and the direct capitalization method was given greatest consideration in the conclusion of value under this approach. CRA relied secondarily on the sales comparison approach, and reported that the value conclusion derived pursuant to the sales comparison approach was supportive of the conclusion derived pursuant to the income capitalization approach. The income capitalization approach using a direct capitalization method resulted in a value of \$30,200,000, and the sales comparison approach resulted in a value of \$30,400,000. CRA concluded that the market value of Signal Pointe Apartments as of August 11, 2010 was \$30,200,000.

Assumptions, Limitations and Qualifications of CRA's Valuation. In preparing each of the appraisals, CRA relied, without independent verification, on the information furnished by others. Each of CRA's appraisal reports was subject to the following assumptions and limiting conditions: no responsibility was assumed for the legal description or for matters including legal or title considerations, and title to each property was assumed to be good and marketable unless otherwise stated; each property was appraised free and clear of any or all liens or encumbrances unless otherwise stated; responsible ownership and competent property management were assumed; all engineering was assumed to be correct; there were no hidden or unapparent conditions of the property, subsoil, or structures that render it more or less valuable, and no responsibility was assumed for such conditions or for arranging for engineering studies that may be required to discover them; there was full compliance with all applicable federal, state, and local environmental regulations and laws unless noncompliance was stated, defined, and considered in the appraisal report; all applicable zoning and use regulations and restrictions have been complied with, unless nonconformity had been stated, defined, and considered in the appraisal report; all required licenses, certificates of occupancy, consents, or other legislative or administrative authority from any local, state, or national government or private entity or organization have been or can be obtained or renewed for any use on which the value estimate contained in each report was based; the utilization of the land and improvements is within the boundaries or property lines of the property described and that there is no encroachment or trespass unless noted in either report; the distribution, if any, of the total valuation in each report between land and improvements applies only under the respective stated program of utilization; unless otherwise stated in each report, the existence of hazardous substances, including without limitation, asbestos, polychlorinated biphenyls, petroleum leakage, or agricultural chemicals, which may or may not

be present on each property, or other environmental conditions, were not called to the attention of nor did the appraiser become aware of such during the appraiser's inspection, and the appraiser had no knowledge of the existence of such materials on or in the property unless otherwise stated; the appraiser has not made a specific compliance survey and analysis of this property to determine whether or not it is in conformity with

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the various detailed requirements of the Americans with Disabilities Act; and former personal property items such as kitchen and bathroom appliances were, at the time of each appraisal report, either permanently affixed to the real estate or were implicitly part of the real estate in that tenants expect the use of such items in exchange for rent and never gain any of the rights of ownership, and the intention of the owners is not to remove the articles which are required under the implied or express warranty of habitability.

Compensation of Appraiser. CRA's fees for the appraisals totaled approximately \$13,840. Aimco OP paid for the costs of the appraisals. In addition to the appraisals performed in connection with the merger, during the prior two years, CRA has been paid approximately \$99,953 for appraisal services by Aimco OP and its affiliates. Except as set forth above, during the prior two years, no material relationship has existed between CRA and SP II or Aimco OP or any of their affiliates. Aimco OP believes that its relationship with CRA had no negative impact on its independence in conducting the appraisals.

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

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RISK FACTORS

Risks Related to the Merger

Conflicts of Interest. The Corporate General Partner is indirectly wholly owned by Aimco. Therefore, it has a conflict of interest with respect to the merger. The Corporate General Partner has fiduciary duties to its sole stockholder, which is wholly owned by Aimco, on the one hand, and to SP II and its limited partners, on the other hand. The duties of the Corporate General Partner to SP II and its limited partners conflict with its duties to its sole stockholder, which could result in the Corporate General Partner approving a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. The Corporate General Partner's desire to seek the best possible terms for SP II's limited partners conflicts with Aimco's interest in obtaining the best possible terms for Aimco OP.

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

Neither the amendment of SP II's certificate and agreement of limited partnership nor the merger agreement requires approval by a majority of the limited partners unaffiliated with Aimco OP. Under the provisions of SP II's certificate and agreement of limited partnership and applicable South Carolina law, the amendment of SP II's certificate and agreement of limited partnership must be approved by a majority in interest of the SP Units. As of October 25, 2010, Aimco OP and its affiliates owned approximately 79.52% of the outstanding SP Units, enabling them to approve the amendment without the consent or approval of any unaffiliated limited partners. Once amended, SP II's certificate and agreement of limited partnership will provide that the merger may be approved by SP II's general partners and by holders of more than fifty percent (50%) of the outstanding SP Units.

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

Alternative valuations of SP II's properties might exceed the appraised value relied on to determine the merger consideration. Aimco determined the merger consideration in reliance on the appraised values of SP II's two properties. See, *Special Factors – The Appraisals*, beginning on page 8, for more information about the appraisals. Although an independent appraiser was engaged to perform complete appraisals of the properties, valuation is not an exact science. There are a number of other methods available to value real estate, each of which may result in different valuations of a property. Also, others using the same valuation methodology could make different assumptions and judgments, and obtain different results. For example, in connection with the refinancing of the mortgages encumbering Parktown Townhouses, the lender valued this property at \$17,580,000, an amount that is lower than the property's appraised value. As of June 30, 2010, Aimco internally valued Signal Pointe Apartments at \$33,690,000.

The actual sales price of SP II's properties could exceed the appraised value that Aimco relied on to determine the merger consideration. On September 25, 2009, SP II and eight other entities that collectively own nine apartment complexes containing an aggregate of 2,393 units entered into a purchase and sale contract with an unaffiliated third party, Standard Portfolios LLC, to sell nine apartment complexes owned by SP II and the other eight entities to Standard Portfolios LLC for a total sales price of \$156,097,000, \$18,917,000 of which was allocated to Parktown

Townhouses under the terms of the purchase and sale contract. The purchase and sale contract was terminated by Standard Porftolios LLC on November 13, 2009. No recent attempt has been made to market Signal Pointe Apartments to unaffiliated third parties. There can be no assurance that the properties could not be sold for a value higher than their respective appraised values used to determine the merger consideration if they were marketed to third-party buyers interested in properties of this type.

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

No opinion has been obtained from an independent financial advisor that the merger is fair to unaffiliated limited partners. While the Corporate General Partner and each of the other Aimco Entities believes that the terms of the merger are fair to SP II limited partners unaffiliated with the Corporate General Partner or Aimco for the reasons discussed in Special Factors Fairness of the Transactions, beginning on page 6, no opinion has been obtained as to whether the merger is fair to the limited partners of SP II unaffiliated with the Corporate General Partner or Aimco from a financial point of view.

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

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

Risks Related to an Investment in Aimco or Aimco OP

For a description of risks related to an investment in Aimco and Aimco OP, please see the information set forth under Part I Item 1A. Risk Factors in the Annual Reports on Form 10-K for the year ended December 31, 2009 of each of Aimco and Aimco OP, which documents are incorporated herein by reference and are available electronically through the SEC's website, www.sec.gov, or by request to Aimco.

Risks Related to an Investment in OP Units

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

Cash distributions by Aimco OP are not guaranteed and may fluctuate with partnership performance. Aimco OP makes quarterly distributions to holders of OP Units (on a per unit basis) that generally are equal to dividends paid on the Aimco common stock (on a per share basis). However, such distributions will not necessarily continue to be equal to such dividends. Although Aimco OP makes quarterly distributions on its OP Units, there can be no assurance regarding the amounts of available cash that Aimco OP will generate or the portion that its general partner will choose

to distribute. The actual amounts of available cash will depend upon numerous factors, including profitability of operations, required principal and interest payments on our debt, the cost of acquisitions (including related debt service payments), its issuance of debt and equity securities, fluctuations in working capital, capital expenditures, adjustments in reserves, prevailing economic conditions and financial, business and other factors, some of which may be beyond Aimco OP's control. Cash distributions depend primarily on cash flow, including from reserves, and not on profitability, which is affected by non-cash items. Therefore, cash distributions may be made during periods when Aimco OP records losses and may not be made during periods when it records profits. The Aimco OP partnership agreement gives the general partner discretion in establishing reserves for the proper

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conduct of the partnership's business that will affect the amount of available cash. Aimco is required to make reserves for the future payment of principal and interest under its credit facilities and other indebtedness. In addition, Aimco OP's credit facility limits its ability to distribute cash to holders of OP Units. As a result of these and other factors, there can be no assurance regarding actual levels of cash distributions on OP Units, and Aimco OP's ability to distribute cash may be limited during the existence of any events of default under any of its debt instruments.

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

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

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

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

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

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

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

employees.

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

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

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

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

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

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

The following are among the United States Federal income tax considerations to be taken into account in connection with an investment in OP Units. For a general discussion of certain United States Federal income tax consequences resulting from acquiring, holding, exchanging, and otherwise disposing of OP Units, see *Material United States Federal Income Tax Matters – Taxation of Aimco OP and OP Unitholders*.

Aimco OP may be treated as a publicly traded partnership taxable as a corporation. If Aimco OP were treated as a publicly traded partnership taxed as a corporation for United States Federal income tax purposes, material adverse consequences to the partners and their owners would result. In addition, Aimco would not qualify as a REIT for

United States Federal income tax purposes, which would have a material adverse impact on Aimco and its shareholders. Aimco believes and intends to take the position that Aimco OP should not be treated as a publicly traded partnership or taxable as a corporation. No assurances can be given that the Internal Revenue Service, or the IRS, would not assert, or that a court would not sustain a contrary position. Accordingly, each prospective investor is urged to consult his tax advisor regarding the classification and treatment of Aimco OP as a partnership for United States Federal income tax purposes.

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

A contribution of appreciated or depreciated property may result in special allocations to the contributing partner. If property is contributed to Aimco OP, and the adjusted tax basis of the property differs from its fair market value, then Aimco OP tax items must be specially allocated, for United States Federal income tax purposes, in a manner chosen by Aimco OP such that the contributing partner is charged with and must recognize the unrealized gain, or benefits from the unrealized loss, associated with the property at the time of the contribution. As a result of such special allocations, the amount of net taxable income allocated to a contributing partner is likely to exceed the amount of cash distributions, if any, to which such contributing partner is entitled.

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

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

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

The following tables set forth Aimco's selected summary historical financial data as of the dates and for the periods indicated. Aimco's historical consolidated statements of income data set forth below for each of the five fiscal years in the period ended December 31, 2009 and the historical consolidated balance sheet data for each of the five fiscal year-ends in the period ended December 31, 2009, are derived from information included in Aimco's Current Report on Form 8-K filed with the SEC on September 10, 2010. Aimco's historical consolidated statements of income data set forth below for each of the six months ended June 30, 2010 and 2009, and the historical consolidated balance sheet data as of June 30, 2010, are derived from Aimco's unaudited interim Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

You should read this information together with Management's Discussion and Analysis of Financial Condition and Results of Operations and with the consolidated financial statements and notes to the consolidated financial statements included in Aimco's Current Report on Form 8-K filed with the SEC on September 10, 2010 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, filed with the SEC on July 30, 2010, which are incorporated by reference in this information statement/prospectus. See Where You Can Find Additional Information in this information statement/prospectus.

	For the Six Months Ended June 30,		For the Years Ended December 31,				
	2010	2009(1)	2009(1)	2008(1)	2007(1)	2006(1)	2005(1)
	(Unaudited)						
	(Dollar amounts in thousands, except per share data)						
Consolidated							
Statements of							
Income:							
Total revenues	\$ 584,475	\$ 581,447	\$ 1,165,641	\$ 1,213,170	\$ 1,145,922	\$ 1,057,177	\$ 878,084
Total operating expenses(2)	(520,057)	(518,406)	(1,061,474)	(1,162,893)	(967,670)	(888,390)	(739,863)
Operating income(2)	64,418	63,041	104,167	50,277	178,252	168,787	138,221
Loss from continuing operations(2)	(74,296)	(79,640)	(198,765)	(120,533)	(49,071)	(44,613)	(36,797)
Income from discontinued operations, net(3)	47,366	39,440	153,965	747,535	174,577	331,635	162,149
Net (loss) income	(26,930)	(40,200)	(44,800)	627,002	125,506	287,022	125,352
Net income attributable to noncontrolling interests	(8,413)	(2,779)	(19,474)	(214,995)	(95,595)	(110,234)	(54,370)
Net income attributable to preferred stockholders	(23,050)	(24,643)	(50,566)	(53,708)	(66,016)	(81,132)	(87,948)

net (loss) income attributable to Aimco common stockholders	(58,393)	(67,622)	(114,840)	351,314	(40,586)	93,710	(21,223)
earnings (loss) per common share - basic and diluted:							
Loss from continuing operations attributable to Aimco common stockholders	\$ (0.74)	\$ (0.72)	\$ (1.74)	\$ (2.14)	\$ (1.41)	\$ (1.48)	\$ (1.33)
net (loss) income attributable to Aimco common stockholders	\$ (0.50)	\$ (0.60)	\$ (1.00)	\$ 3.96	\$ (0.43)	\$ 0.98	\$ (0.23)
Consolidated Balance Sheets:							
Real estate, net of accumulated depreciation	\$ 6,810,113		\$ 6,861,247	\$ 7,021,643	\$ 6,797,518	\$ 6,334,853	\$ 5,639,155
Total assets	7,707,801		7,906,468	9,441,870	10,617,681	10,292,587	10,019,160
Total indebtedness	5,643,911		5,602,216	5,984,016	5,599,523	4,905,622	4,243,381
Total equity	1,453,319		1,534,703	1,646,749	2,048,546	2,650,182	3,060,969
Other Information:							
Dividends declared per common share	\$ 0.10	\$ 0.10	\$ 0.40	\$ 7.48	\$ 4.31	\$ 2.40	\$ 3.00
Total consolidated properties (end of period)	427	485	426	514	657	703	619
Total consolidated apartment units (end of period)	94,506	111,054	95,202	117,719	153,758	162,432	158,548
Total unconsolidated properties (end of period)	59	82	77	85	94	102	264
Total unconsolidated apartment units (end of period)	6,943	8,915	8,478	9,613	10,878	11,791	35,269
Units managed (end of period)(4)	26,175	32,241	31,974	35,475	38,404	42,190	46,667

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- (1) Certain reclassifications have been made to conform to the June 30, 2010 financial statement presentation, including retroactive adjustments to reflect additional properties sold or classified as held for sale as of June 30, 2010, as discontinued operations (see Note 3 to the condensed consolidated financial statements in Item 1 Financial Statements in Aimco's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, and Note 13 to the consolidated financial statements in Item 8 Financial Statements and Supplementary Data in Aimco's Current Report on Form 8-K, filed with the SEC on September 10, 2010, which are incorporated by reference in this information statement/prospectus.).
- (2) Total operating expenses, operating income and loss from continuing operations for the year ended December 31, 2008, include a \$91.1 million pre-tax provision for impairment losses on real estate development assets, which is discussed further in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations in Aimco's Current Report on Form 8-K filed with the SEC on September 10, 2010, which is incorporated by reference in this information statement/prospectus.
- (3) Income from discontinued operations for the years ended December 31, 2009, 2008, 2007, 2006 and 2005 includes \$221.8 million, \$800.3 million, \$117.6 million, \$337.1 million and \$162.7 million in gains on disposition of real estate, respectively. Income from discontinued operations for 2009, 2008 and 2007 is discussed further in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations in Aimco's Current Report on Form 8-K filed with the SEC on September 10, 2010, which is incorporated by reference in this information statement/prospectus.
- (4) Units managed represents units in properties for which Aimco provides asset management services only, although in certain cases Aimco may indirectly own generally less than one percent of the economic interest in such properties through a partnership syndication or other fund.

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

The following table sets forth Aimco OP's selected summary historical financial data as of the dates and for the periods indicated. Aimco OP's historical consolidated statements of income data set forth below for each of the five fiscal years in the period ended December 31, 2009 and the historical consolidated balance sheet data for each of the five fiscal year-ends in the period ended December 31, 2009, are derived from information included in Aimco OP's Current Report on Form 8-K filed with the SEC on September 10, 2010. Aimco OP's historical consolidated statements of income data set forth below for each of the six months ended June 30, 2010 and 2009, and the historical consolidated balance sheet data as of June 30, 2010, are derived from Aimco OP's unaudited interim Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

You should read this information together with Management's Discussion and Analysis of Financial Condition and Results of Operations and with the consolidated financial statements included in Aimco OP's Current Report on Form 8-K filed with the SEC on September 10, 2010, and Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, filed with the SEC on July 30, 2010, which are incorporated by reference in this information statement/prospectus. See Where You Can Find Additional Information in this information statement/prospectus.

	For the Six Months Ended June 30,		For the Years Ended December 31,				2005(1)
	2010	2009(1)	2009(1)	2008(1)	2007(1)	2006(1)	
	(Unaudited)						
	(Dollar amounts in thousands, except per unit data)						
Consolidated Statements of Income:							
Total revenues	\$ 584,475	\$ 581,447	\$ 1,165,641	\$ 1,213,170	\$ 1,145,922	\$ 1,057,177	\$ 878,084
Total operating expenses(2)	(520,057)	(518,406)	(1,061,474)	(1,162,893)	(967,670)	(888,390)	(739,863)
Operating income(2)	64,418	63,041	104,167	50,277	178,252	168,787	138,221
Loss from continuing operations(2)	(73,870)	(79,232)	(197,945)	(119,747)	(48,322)	(41,653)	(32,339)
Income from discontinued operations, net(3)	47,366	39,440	153,965	747,535	174,577	331,635	162,149
Net (loss) income	(26,504)	(39,792)	(43,980)	627,788	126,255	289,982	129,810
Net income attributable to noncontrolling interests	(9,418)	(5,411)	(22,442)	(155,749)	(92,138)	(92,917)	(49,064)
Net income attributable to preferred unitholders	(26,426)	(27,458)	(56,854)	(61,354)	(73,144)	(90,527)	(98,946)
Net (loss) income attributable to the partnership's common	(62,348)	(72,661)	(123,276)	403,700	(43,508)	104,592	(22,458)

Unit holders										
Earnings (loss) per common unit - basic and diluted:										
Loss from continuing operations attributable to the partnership's common unit holders	\$ (0.74)	\$ (0.72)	\$ (1.75)	\$ (1.99)	\$ (1.40)	\$ (1.47)	\$ (1.32)			
Net (loss) income attributable to the partnership's common unit holders	\$ (0.50)	\$ (0.60)	\$ (1.00)	\$ 4.11	\$ (0.42)	\$ 0.99	\$ (0.21)			
Consolidated Balance Sheets:										
Real estate, net of accumulated depreciation	\$ 6,810,618		\$ 6,861,752	\$ 7,022,148	\$ 6,798,023	\$ 6,335,358	\$ 5,639,660			
Total assets	7,723,898		7,922,139	9,456,721	10,631,746	10,305,903	10,031,761			
Total indebtedness	5,643,911		5,602,216	5,984,016	5,599,523	4,905,622	4,243,381			
Total partners' capital	1,469,416		1,550,374	1,661,600	2,152,326	2,753,617	3,164,111			
Other Information:										
Distributions declared per common unit	\$ 0.10	\$ 0.10	\$ 0.40	\$ 7.48	\$ 4.31	\$ 2.40	\$ 3.00			
Total consolidated properties (end of period)	427	485	426	514	657	703	619			
Total consolidated apartment units (end of period)	94,506	111,054	95,202	117,719	153,758	162,432	158,548			
Total unconsolidated properties (end of period)	59	82	77	85	94	102	264			
Total unconsolidated apartment units (end of period)	6,943	8,915	8,478	9,613	10,878	11,791	35,269			
Units managed (end of period)(4)	26,175	32,241	31,974	35,475	38,404	42,190	46,667			

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- (1) Certain reclassifications have been made to conform to the June 30, 2010 financial statement presentation, including retroactive adjustments to reflect additional properties sold or classified as held for sale as of June 30, 2010, as discontinued operations (see Note 3 to the condensed consolidated financial statements in Item 1 Financial Statements in Aimco OP's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, and Note 13 to the consolidated financial statements in Item 8 Financial Statements and Supplementary Data in Aimco OP's Current Report on Form 8-K, filed with the SEC on September 10, 2010, which are incorporated by reference in this information statement/prospectus.).
- (2) Total operating expenses, operating income and loss from continuing operations for the year ended December 31, 2008, include a \$91.1 million pre-tax provision for impairment losses on real estate development assets, which is discussed further in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations in Aimco OP's Current Report on Form 8-K, filed with the SEC on September 10, 2010, which is incorporated by reference in this information statement/prospectus.
- (3) Income from discontinued operations for the years ended December 31, 2009, 2008, 2007, 2006 and 2005 includes \$221.8 million, \$800.3 million, \$117.6 million, \$337.1 million and \$162.7 million in gains on disposition of real estate, respectively. Income from discontinued operations for 2009, 2008 and 2007 is discussed further in Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations in Aimco OP's Current Report on Form 8-K, filed with the SEC on September 10, 2010, which is incorporated by reference in this information statement/prospectus.
- (4) Units managed represents units in properties for which Aimco OP provides asset management services only, although in certain cases Aimco OP may indirectly own generally less than one percent of the economic interest in such properties through a partnership syndication or other fund.

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**SELECTED SUMMARY HISTORICAL FINANCIAL DATA OF
SHELTER PROPERTIES II**

The following table sets forth SP II's selected summary historical financial data as of the dates and for the periods indicated. SP II's historical statements of income and cash flow data set forth below for each of the two fiscal years in the period ended December 31, 2009 and the historical balance sheet data as of December 31, 2009 and 2008, are derived from SP II's financial statements included in SP II's Annual Report on Form 10-K for the fiscal year ended December 31, 2009. SP II's historical statements of income and cash flow data set forth below for each of the six months ended June 30, 2010 and 2009, and the historical balance sheet data as of June 30, 2010, are derived from SP II's unaudited interim Quarterly Report on Form 10-Q for the quarter ended June 30, 2010.

You should read this information together with Management's Discussion and Analysis of Financial Condition and Results of Operations and with the financial statements and notes to the financial statements for the fiscal year ended December 31, 2009 included in SP II's Annual Report on Form 10-K for the fiscal year ended December 31, 2009 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2010 filed with the SEC on August 11, 2010, which are attached to this information statement/prospectus. See "Where You Can Find Additional Information" in this information statement/prospectus.

	For the Six Months		For the Years Ended	
	Ended June 30, 2010	2009	2009	2008
	(Unaudited)			
	(Dollar amounts in thousands, except per unit data)			
Operating Data:				
Total revenues	\$ 3,813	\$ 3,338	\$ 6,985	\$ 6,511
Loss from continuing operations	(1,562)	(657)	(2,152)	(1,227)
Net loss	(1,562)	(657)	(2,152)	(1,227)
Net loss per limited partnership unit	(56.22)	(23.64)	(77.45)	(44.18)
Distributions per limited partnership unit				
Deficit of earnings to fixed charges	(1,562)	(753)	(2,265)	(1,553)
Balance Sheet Data:				
Cash and Cash Equivalents	110	566	208	111
Real Estate, Net of Accumulated Depreciation	24,812	26,097	26,441	23,144
Total Assets	26,236	27,748	27,564	25,367
Mortgage Notes Payable	29,205	24,377	24,214	24,534
Due to Affiliates	12,863	14,838	17,397	12,078
General Partners' Deficit	(118)	(87)	(102)	(80)
Limited Partners' Deficit	(16,595)	(13,569)	(15,049)	(12,919)
Total Partners' Deficit	(16,713)	(13,656)	(15,151)	(12,999)
Total Distributions				
Book value per limited partnership unit	(603.45)	(493.42)	(547.24)	(469.78)
Cash Flow Data:				
Net (decrease) increase in cash and cash equivalents	(98)	455	97	(32)

Net cash provided by operating activities	218	623	1,636	1,035
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Aimco common stock trades on the NYSE under the symbol AIV. The OP Units are not listed on any securities exchange and do not trade in an active secondary market. However, as described below, the trading price of Aimco common stock is considered a reasonable estimate of the fair market value of an OP Unit.

The OP Units are not listed on any securities exchange nor do they trade in an active secondary market. However, after a one-year holding period, OP Units are redeemable for shares of Aimco common stock (on a one-for-one basis) or cash equal to the value of such shares, as Aimco elects. As a result, the trading price of Aimco common stock is considered a reasonable estimate of the fair market value of an OP Unit. The number of OP Units offered in the merger with respect to each SP Units was calculated by dividing the per unit cash merger consideration by the average closing price of Aimco common stock, as reported on the NYSE over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. The closing price of Aimco common stock as reported on the NYSE on October 7, 2010 was \$22.38.

The SP Units are not listed on any securities exchange nor do they trade in an active secondary market. The per unit cash merger consideration payable to each holder of SP Units is greater than the Corporate General Partner's estimate of the proceeds that would be available for distribution to limited partners (following the repayment of debt and other liabilities) if Parktown Townhouses and Signal Pointe Apartments were sold at prices equal to their respective appraised values, given that the Corporate General Partner did not deduct certain amounts that would be payable upon an immediate sale of the properties, such as prepayment penalties on the mortgage debt of such properties.

The following tables summarize the historical per share information for Aimco, Aimco OP and SP II for the periods indicated:

	Six Months Ended June 30, 2010	Fiscal Year Ended December 31,		
		2009	2008	2007
Cash dividends declared per share/unit				
Aimco Common Stock	\$ 0.10	\$ 0.40	\$ 2.40	\$ 2.40
Aimco OP Units	\$ 0.10	\$ 0.40	\$ 2.40	\$ 2.40
SP Units				\$ 360.00
(Loss) Income per common share/unit continuing operations				
Aimco Common Stock	\$ (0.74)	\$ (1.74)	\$ (2.14)	\$ (1.41)
Aimco OP Units	\$ (0.74)	\$ (1.75)	\$ (1.99)	\$ (1.40)
SP Units	\$ (56.22)	\$ (77.45)	\$ (44.18)	\$ 13.71
Book value per share/unit				
Aimco Common Stock(1)		\$ 9.74	\$ 10.64	

Aimco OP Units(2)	8.99	9.88
SP Units	(603.45)	(547.24)

- (1) Based on 117.0 million and 116.5 millions shares of common stock outstanding at June 30, 2010 and December 31, 2009, respectively.
- (2) Based on 125.4 million and 124.9 million common OP Units and equivalents outstanding at June 30, 2010 and December 31, 2009, respectively.

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INFORMATION ABOUT THE AIMCO ENTITIES

Aimco is a Maryland corporation incorporated on January 10, 1994. Aimco is a self-administered and self-managed real estate investment trust, or REIT, focused on the ownership and management of quality apartment communities located in the 20 largest markets in the United States (as measured by total market capitalization, which is the total market value of institutional-grade apartment properties in a particular market). Aimco upgrades the quality of its portfolio through the sale of communities with rents below average market rents and the reinvestment of capital within these 20 target markets through redevelopment and acquisitions. Aimco's apartment properties are generally financed with property-level, non-recourse, long-dated, fixed-rate, amortizing debt. Aimco's common stock is listed and traded on the NYSE under the symbol AIV. As of June 30, 2010, Aimco owned or managed 817 apartment properties containing 129,350 units located in 43 states, the District of Columbia and Puerto Rico. Aimco is one of the largest owners and operators of apartment properties in the United States.

As of June 30, 2010, Aimco:

owned an equity interest in 232 conventional real estate properties with 71,909 units;

owned an equity interest in 254 affordable real estate properties with 29,540 units; and

provided services for or managed 27,901 units in 331 properties, primarily pursuant to long-term asset management agreements. In certain cases, Aimco may indirectly own generally less than one percent of the operations of such properties through a syndication or other fund.

Of these properties, Aimco consolidated 230 conventional properties with 70,605 units and 197 affordable properties with 23,901 units.

Through its wholly owned subsidiaries, AIMCO-GP, the general partner of Aimco OP, and AIMCO-LP Trust, Aimco owns a majority of the ownership interests in Aimco OP. As of June 30, 2010, Aimco held approximately 93% of the common partnership units and equivalents of Aimco OP. Aimco conducts substantially all of its business and owns substantially all of its assets through Aimco OP. Interests in Aimco OP that are held by limited partners other than Aimco include partnership common units or OP Units, partnership preferred units and high performance partnership units, or HPUs. Aimco OP's income is allocated to holders of OP Units and equivalents based on the weighted average number of OP Units and equivalents outstanding during the period. The holders of the OP Units receive distributions, prorated from the date of issuance, in an amount equivalent to the dividends paid to holders of Aimco common stock. Holders of OP Units may redeem such units for cash or, at Aimco OP's option, Aimco common stock. Partnership preferred units entitle the holders thereof to a preference with respect to distributions or upon liquidation. At June 30, 2010, after elimination of shares held by consolidated subsidiaries, 117,039,659 shares of Aimco common stock were outstanding and Aimco OP had 8,330,534 OP Units and equivalents outstanding for a combined total of 125,370,193 shares of Aimco common stock and Aimco OP Units outstanding (excluding partnership preferred units).

AIMCO/IPT, Inc. owns all of the outstanding common stock of the Corporate General Partner, and Aimco owns all of the outstanding common stock of AIMCO/IPT, Inc.

AIMCO/IPT, Inc. holds a 70% interest in AIMCO IPLP, L.P. as its general partner, and Aimco OP holds a 30% interest in AIMCO IPLP, L.P. as its limited partner. AIMCO/IPT, Inc. and AIMCO IPLP, L.P. share voting and dispositive power over 11,086.5 SP Units, or approximately 40.31% of the outstanding SP Units. AIMCO IPLP, L.P. also owns 100% of Cooper River Properties, L.L.C., which owns 1,958.5 SP Units, or approximately 7.12% of SP II's

outstanding SP Units.

AIMCO SP II Merger Sub LLC, or the Aimco Subsidiary, is a Delaware limited liability company formed on September 29, 2010, for the purpose of consummating the merger with SP II. The Aimco Subsidiary is a direct wholly owned subsidiary of Aimco OP. The Aimco Subsidiary has not carried on any activities to date, except for activities incidental to its formation and activities undertaken in connection with the transactions contemplated by the merger agreement.

The names, positions and business addresses of the directors and executive officers of Aimco, Aimco OP, AIMCO-GP, AIMCO/IPT, Inc., AIMCO IPLP, L.P., Cooper River Properties, L.L.C., the Corporate General Partner

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and the Aimco Subsidiary, as well as a biographical summary of the experience of such persons for the past five years or more, are set forth on Annex C attached hereto and are incorporated in this information statement/prospectus by reference. During the last five years, none of Aimco, Aimco-GP, AIMCO/IPT, Inc., AIMCO IPLP, L.P., Aimco OP, SP II, Cooper River Properties, L.L.C. or the Corporate General Partner nor, to the best of their knowledge, any of the persons listed in Annex C of this information statement/prospectus (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining further violations of or prohibiting activities subject to federal or state securities laws or finding any violation with respect to such laws. Additional information about Aimco and Aimco OP is included in documents incorporated by reference into this information statement/prospectus. See Where You Can Find Additional Information.

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

Table of Contents**INFORMATION ABOUT SHELTER PROPERTIES II**

Shelter Properties II, or SP II, was organized as a limited partnership under the law of the State of South Carolina on October 10, 1980. Commencing February 2, 1981, SP II offered, pursuant to a Registration Statement filed with the Securities and Exchange Commission, up to 27,400 SP Units at a purchase price of \$1,000 per SP Unit with a minimum purchase of 5 SP Units (\$5,000), or 1.5 SP Units (\$1,500) for an Individual Retirement Account. An additional 100 SP Units were purchased by the Corporate General Partner. Since its offering, the Partnership has not received, nor are limited partners required to make, additional capital contributions. The offering terminated on April 30, 1981. Upon termination of the offering, SP II had accepted subscriptions for 27,500 SP Units, including 100 SP Units purchased by the Corporate General Partner, for an aggregate of \$27,500,000.

SP II's certificate and agreement of limited partnership provides that the partnership is to terminate on December 31, 2020 unless terminated prior to such date. The Corporate General Partner is a wholly owned subsidiary of Aimco.

SP II is engaged in the business of operating and holding real estate properties for investment. During its acquisition phase, SP II invested approximately \$21,000,000 in five existing apartment properties. Between 1981 and 2005, SP II sold two properties and lost one property to the lender through foreclosure. At June 30, 2010, SP II continued to own and operate two properties: Parktown Townhouses, a 309 unit apartment project located in Deer Park, Texas, and Signal Pointe Apartments, a 368 unit apartment project located in Winter Park, Florida.

The average annual rental rates for each of the five years ended December 31, 2009 for each property are as follows:

Property	Average Annual Rental Rates				
	2009	2008	2007	2006	2005
Parktown Townhouses	\$ 10,968/unit	\$ 10,551/unit	\$ 10,136/unit	\$ 9,512/unit	\$ 8,978/unit
Signal Pointe Apartments	\$ 10,069/unit	\$ 9,738/unit	\$ 9,418/unit	\$ 9,365/unit	\$ 8,261/unit

The average occupancy for each of the five years ended December 31, 2009 and for the six months ended June 30, 2010 and 2009 for each property is as follows:

Property	Average Occupancy						
	For the Six Months		For the Years Ended December 31,				
	Ended June 30, 2010	2009	2009	2008	2007	2006	2005
Parktown Townhouses	96%	97%	96%	91%	87%	93%	90%
Signal Pointe Apartments	95%	72%	81%	81%	92%	93%	97%

The real estate industry is highly competitive. Both of SP II's properties are subject to competition from other residential apartment complexes in the area. The Corporate General Partner believes that each of the properties is adequately insured. Each property is an apartment complex which leases units for terms of one year or less. No residential tenant leases 10% or more of the available rental space.

SP II regularly evaluates the capital improvement needs of the properties. In August 2007, SP II began a redevelopment project at Signal Pointe Apartments in order for the property to remain competitive in the Winter Park area. The redevelopment was completed in November 2009 at a total cost of approximately \$15,433,000, of which approximately \$9,617,000 was completed prior to 2009. The redevelopment consisted of major landscaping, interior, exterior and structural improvements, the addition of detached garages and storage units, upgrades to the leasing center and the conversion of two clubhouses to a fitness center and internet café. The project was funded from operations and advances from Aimco OP. During the second half of 2010, Parktown Townhouses will begin to address siding, painting and asphalt and concrete work that have been mandated by the lender, which will cost approximately \$807,000. Parktown Townhouses will also begin addressing structural and foundation issues at one of its buildings (with four apartment units) at a total cost currently estimated to be \$385,000.

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The following table sets forth certain information relating to the mortgages encumbering SP II's properties at June 30, 2010.

Property	Principal, Balance at June 30, 2010 (In thousands)	Interest Rate(1)	Period Amortized	Maturity Date	Principal Balance Due at Maturity(2) (In thousands)
Parktown Townhouses					
1st mortgage	\$ 5,497	7.21%	240 months	01/01/21	\$
2nd mortgage	5,112	6.48%	360 months	01/01/21	4,267
Signal Pointe Apartments					
1st mortgage	7,096	7.22%	(3)	01/01/21	6,121
2nd mortgage	11,500	5.53%	(3)	01/01/19	9,993
	\$ 29,208				\$ 20,381

(1) Fixed rate mortgages.

(2) See Note B Mortgage Notes Payable to the financial statements included in Item 8. Financial Statements and Supplementary Data in SP II's Annual Report on Form 10-K for the year ended December 31, 2009, which is included as Annex D to this information statement/prospectus, for information with respect to SP II's ability to prepay these mortgages and other specific details about the mortgages.

(3) Interest-only payments until January 1, 2011. Beginning January 1, 2011, payments of principal and interest based on 360 months amortization period.

Distributions to Limited Partners

SP II presently has only SP Units issued and outstanding. The SP Units are entitled to allocations of profit and loss, and distributions, relating to SP II's interest in both properties of SP II. As of October 25, 2010, there were 27,500 SP Units outstanding, and Aimco OP and its affiliates owned 21,868.5 of those units, or approximately 79.52% of those units.

There were no distributions made by SP II during the years ended December 31, 2009 and 2008 or during the six months ended June 30, 2010. Future cash distributions will depend on the levels of net cash generated from operations, the timing of debt maturities, property sales and/or refinancings. SP II's cash available for distribution is reviewed on a monthly basis. In light of the amounts accrued and payable to affiliates at June 30, 2010, it is unlikely that SP II will generate sufficient funds from operations after planned capital expenditures to permit any distributions to its partners during 2010 or subsequent periods.

Certain Relationships and Related Transactions

SP II has no employees and depends on the Corporate General Partner and its affiliates for the management and administration of all partnership activities. The SP II certificate and agreement of limited partnership provides that the Corporate General Partner and its affiliates receive certain payments for services and reimbursement of certain expenses incurred on behalf of SP II.

The SP II certificate and agreement of limited partnership also provides that the Corporate General Partner and its affiliates receive 5% of gross receipts from both of SP II's properties as compensation for providing property management services. SP II was charged by affiliates approximately \$340,000 and \$318,000 for the years ended December 31, 2009 and 2008, respectively, and approximately \$186,000 and \$163,000 for the six months ended June 30, 2010 and 2009, respectively.

Affiliates of the Corporate General Partner charged SP II for reimbursement of accountable administrative expenses amounting to approximately \$410,000 and \$803,000 for the years ended December 31, 2009 and 2008, respectively. A portion of these reimbursements for the years ended December 31, 2009 and 2008 are for

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construction management services provided by an affiliate of the Corporate General Partner of approximately \$111,000 and \$363,000, respectively.

Affiliates of the Corporate General Partner charged SP II for reimbursement of accountable administrative expenses amounting to approximately \$58,000 and \$269,000 for the six months ended June 30, 2010 and 2009, respectively. A portion of these reimbursements for the six months ended June 30, 2010 and 2009 are for construction management services provided by an affiliate of the Corporate General Partner of approximately \$22,000 and \$89,000, respectively. At June 30, 2010, SP II owed approximately \$236,000 for accountable administrative expenses.

In connection with a redevelopment project completed in 2009 at Signal Pointe Apartments, an affiliate of the Corporate General Partner received a redevelopment planning fee of approximately \$25,000 and a redevelopment supervision fee of 4% of the actual redevelopment costs, or approximately \$614,000 in total based on the redevelopment costs of approximately \$15,400,000. SP II was charged approximately \$232,000 and \$323,000 of the total redevelopment supervision fees during the years ended December 31, 2009 and 2008, respectively.

Pursuant to SP II's certificate and agreement of limited partnership, Aimco OP advanced SP II approximately \$5,810,000 and \$11,457,000 during the years ended December 31, 2009 and 2008, respectively, to fund capital improvements at Parktown Townhouses, real estate taxes at Signal Pointe Apartments and the redevelopment and construction projects and Parktown Townhouses and Signal Pointe Apartments. The interest rates charged on the outstanding advances made to SP II range from the prime rate plus 2% to a variable rate based on the prime rate plus a market rate adjustment for similar type loans. Affiliates of the Corporate General Partner review the market rate adjustment quarterly. The interest rates on outstanding advances at December 31, 2009 ranged from 5.25% to 11.19%. Interest expense was approximately \$1,095,000 and \$395,000 for the years ended December 31, 2009 and 2008, respectively. During the year ended December 31, 2009, SP II repaid approximately \$1,660,000 of advances and accrued interest. No such payments were made during the year ended December 31, 2008.

Pursuant to SP II's certificate and agreement of limited partnership, Aimco OP advanced SP II approximately \$155,000 and \$3,501,000 during the six months ended June 30, 2010 and 2009, respectively, to fund capital improvements at Signal Pointe Apartments, operations at Parktown Townhouses and a redevelopment project at Signal Pointe Apartments. The interest rate on outstanding advances at June 30, 2010 ranged from 5.25% to 11.19%. Interest expense was approximately \$571,000 and \$470,000 for the six months ended June 30, 2010 and 2009, respectively. During the six months ended June 30, 2010 and 2009, SP II repaid approximately \$5,301,000 and \$1,250,000, respectively of advances and accrued interest. At June 30, 2010, the total advances and accrued interest owed to Aimco OP were approximately \$12,522,000. SP II may receive additional advances of funds from Aimco OP although Aimco OP is not obligated to provide such advances. For more information on Aimco OP, see [Where You Can Find Additional Information](#), beginning on page 89 of this information statement/prospectus.

In connection with the second mortgage obtained on Parktown Townhouses in March 2010, the Corporate General Partner earned and received a finance fee of 1% of the new mortgage amount, or approximately \$51,000, for its assistance in arranging the new financing.

During 1983, a payable to the general partners of approximately \$58,000 was accrued for sales commissions earned. In addition, during the year ended December 31, 2003, SP II accrued a sales commission due to the Corporate General Partner of approximately \$47,000 related to the sale of Raintree Apartments. Pursuant to SP II's certificate and agreement of limited partnership, these liabilities cannot be paid until certain levels of return are received by the limited partners. As of June 30, 2010, the level of return to the limited partners has not been met.

SP II insures its property up to certain limits through coverage provided by Aimco, which is generally self-insured for a portion of losses and liabilities related to workers' compensation, property casualty, general liability and vehicle

liability. SP II insures its property above the Aimco limits through insurance policies obtained by Aimco from insurers unaffiliated with the Corporate General Partner. During the years ended December 31, 2009 and 2008, SP II was charged by Aimco and its affiliates approximately \$154,000 and \$142,000, respectively, for insurance coverage and fees associated with policy claims administration. During the six months ended June 30, 2010, SP II was charged by Aimco and its affiliates approximately \$152,000 for insurance coverage and fees associated with

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policy claims administration. Additional charges will be incurred by SP II during 2010 as other insurance policies renew later in the year.

In addition to its indirect ownership of the general partner interests in SP II, Aimco and its affiliates owned 21,868.5 SP Units representing approximately 79.52% of the number of SP Units outstanding, at October 25, 2010. Pursuant to the SP II certificate and agreement of limited partnership, limited partners holding a majority of the units are entitled to take action with respect to a variety of matters that include voting on certain amendments to the SP II certificate and agreement of limited partnership and voting to remove the Corporate General Partner. As a result of its ownership of 79.52% of the outstanding SP Units, Aimco and its affiliates are in a position to control all voting decisions with respect to SP II. Although the Corporate General Partner owes fiduciary duties to SP II's limited partners, it also owes fiduciary duties to its sole stockholder, which is wholly owned by Aimco. As a result, the duties of the Corporate General Partner to SP II and its limited partners may come into conflict with the duties of the Corporate General Partner to its sole stockholder.

Directors, Executive Officers and Corporate Governance

SP II has no directors or executive officers of its own. The names and ages of, as well as the positions and offices held by, the present directors and officers of the Corporate General Partner as of June 30, 2010 are set forth in Annex C to this information statement/prospectus. One or more of those persons are also directors and/or officers of a general partner (or general partner of a general partner) of limited partnerships which either have a class of securities registered pursuant to Section 12(g) of the Exchange Act, or are subject to the reporting requirements of Section 15(d) of the Exchange Act. Further, one or more of those persons are also officers of Aimco and the general partner of Aimco OP, entities that have a class of securities registered pursuant to Section 12(g) of the Exchange Act, or are subject to the reporting requirements of Section 15(d) of the Exchange Act. There are no family relationships between or among any officers or directors. No remuneration was paid to SP II nor its directors or officers during the year ended December 31, 2009.

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

The directors and officers of the Corporate General Partner with authority over SP II are all employees of subsidiaries of Aimco. Aimco has adopted a code of ethics that applies to such directors and officers that is posted on Aimco's website (www.aimco.com). Aimco's website is not incorporated by reference to this filing.

Security Ownership of Certain Beneficial Owners and Management

The Corporate General Partner own all of the outstanding general partner interests in SP II, which constitute 1% of the total interests in the partnership. SP II has no directors or executive officers of its own. The Corporate General Partner is a South Carolina corporation, which is indirectly wholly owned by Aimco. SP II's other general partner, Aimco OP, or the Other General Partner, is an affiliate of the Corporate General Partner and Aimco. None of the Corporate General Partner or any of its directors or executive officers owns any of the SP Units. The following table sets forth certain information as of October 25, 2010 with respect to the ownership by any person (including any group, as that term is used in Section 13(d)(3) of the Exchange Act) known to us to be the beneficial owner of more than 5% of the SP Units.

Approximate Number of SP	Approximate Percent of
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Entity Name and Address	Units	Class
Apartment Investment and Management Company(1) 4582 South Ulster Street Parkway, Suite 1100 Denver, CO 80237	21,868.5(2)	79.52%
AIMCO-GP, Inc.(1) 4582 South Ulster Street Parkway, Suite 1100 Denver, CO 80237	21,868.5(2)	79.52%

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Entity Name and Address	Approximate Number of SP Units	Approximate Percent of Class
AIMCO Properties, L.P.(1) 4582 South Ulster Street Parkway, Suite 1100 Denver, CO 80237	21,868.5(2)	79.52%
AIMCO IPLP, L.P.(3) 4582 South Ulster Street Parkway, Suite 1100 Denver, CO 80237	11,086.5(4)	40.31%
AIMCO/IPT, Inc.(3) 4582 South Ulster Street Parkway, Suite 1100 Denver, CO 80237	11,086.5(4)	40.31%
Cooper River Properties, L.L.C.(5) 4582 South Ulster Street Parkway, Suite 1100 Denver, CO 80237	1,958.5	7.12%

- (1) AIMCO-GP, Inc., a Delaware corporation, is the sole general partner of AIMCO Properties, L.P., and owns approximately a 1% general partner interest in AIMCO Properties, L.P. AIMCO-GP, Inc. is wholly owned by Apartment Investment and Management Company. As of October 25, 2010, AIMCO-LP Trust, a Delaware trust wholly owned by Apartment Investment and Management Company, owns approximately a 92% interest in the OP Units and equivalents of AIMCO Properties, L.P.
- (2) AIMCO Properties, L.P., AIMCO-GP, Inc. and Apartment Investment and Management Company share voting and dispositive power over 21,868.5 Units, representing approximately 79.52% of the class. AIMCO-GP, Inc. holds its SP Units, directly or indirectly, as nominee for AIMCO Properties, L.P. and so AIMCO Properties, L.P. may be deemed the beneficial owner of the SP Units held by AIMCO-GP, Inc. Apartment Investment and Management Company may be deemed the beneficial owner of the SP Units held by AIMCO Properties, L.P. and AIMCO-GP, Inc. by virtue of its indirect ownership or control of these entities.
- (3) AIMCO/IPT, Inc. is wholly owned by Apartment Investment and Management Company and holds a 70.0% interest in AIMCO IPLP, L.P. as its general partner. AIMCO Properties, L.P. holds a 30% interest in AIMCO IPLP as the limited partner.
- (4) AIMCO IPLP, L.P. and AIMCO/IPT, Inc. share voting and dispositive power over 11,086.5 SP Units, representing approximately 40.31% of the class.
- (5) AIMCO IPLP, L.P. owns 100% of Cooper River Properties, L.L.C.

Additional Information

For additional information about SP II and its property and operating data related to this property, see SP II's Annual Report on Form 10-K for the year ended December 31, 2009, which is included as Annex D to this information

statement/prospectus, and SP II's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, which is included as Annex E to this information statement/prospectus.

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THE TRANSACTIONS

Background of the Transactions

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

In early 2010, the Corporate General Partner began to consider strategic alternatives for SP II and the two properties currently owned by SP II. The Corporate General Partner considered the costs of operating SP II, including audit, tax and SEC reporting costs. The Corporate General Partner looked at these costs, among other things, in light of Aimco's ownership percentage and property sales since the time SP II was formed. The Corporate General Partner also considered past loans that had been made by Aimco OP to SP II, including an aggregate of \$17,267,000 during 2008 and 2009, mainly consisting of advances for redevelopment at Signal Pointe Apartments and operating expenses at both properties. During 2009, SP II repaid approximately \$1,660,000 of advances and accrued interest, primarily with insurance proceeds. Thus far during 2010, SP II repaid approximately \$5,891,000 of advances and accrued interest, primarily with proceeds from a refinancing of Parktown Townhouses. Aimco OP has indicated an unwillingness to make additional advances to SP II.

On March 10, 2010, Mr. Terry Considine, Chairman and Chief Executive Officer of Aimco, and Mr. Derek McCandless, Senior Vice President, Assistant General Counsel and Assistant Secretary of Aimco and the Managing Corporate General Partner, met to discuss strategic alternatives for the two properties currently owned by SP II. Messrs. Considine and McCandless agreed to explore the possibility of Aimco OP acquiring one or both of SP II's properties through a transaction that would provide the unaffiliated limited partners with the opportunity to defer tax gain through an exchange of SP Units for OP Units.

During March and April 2010, Mr. McCandless sought advice from representatives of Skalden, Arps, Slate, Meagler of Flom, LLP, outside legal and tax counsel, to determine whether a transaction would be feasible that would result in Aimco OP's ownership of one or both of SP II's properties while also providing potential tax deferral to the unaffiliated limited partners. Because Aimco OP's interest related primarily to Parktown Townhouses, the Corporate General Partner decided to obtain an appraisal to determine the value of Parktown Townhouses and to evaluate the proceeds and tax consequences to limited partners in such a transaction.

Also during March and April 2010, Mr. McCandless spoke with different appraisers regarding the possibility of appraising Parktown Townhouses for purposes of a potential acquisition by Aimco OP. On April 13, 2010, the Corporate General Partner engaged CRA to appraise Parktown Townhouses.

On June 11, 2010, CRA informed Mr. McCandless that it had valued Parktown Townhouses at \$21,600,000. During the following two weeks, Mr. McCandless discussed CRA's assumptions and valuation with Mr. John Bezzant, Senior Vice President - Transactions of Aimco and a Director and Senior Vice President of the Managing Corporate General Partner, and Mr. Nikhil Venkatesh, Vice President - Portfolio Strategy of Aimco and Vice President of the Managing

Corporate General Partner. Mr. Bezzant reviewed the \$21,600,000 value in light of fiduciary duties owed to unaffiliated limited partners and Aimco OP's investment criteria. Aimco OP's investment criteria was to acquire the property at a price that did not significantly exceed Aimco OP's estimate of the value of the property, which it calculated by adding the appraised value of the property to other assets and deducting therefrom the amount of liabilities associated with the property, including mortgage debt (but excluding prepayment penalty). Mr. Bezzant determined that Aimco OP would pay the appraised value for Parktown Townhouses.

In July 2010, while Aimco OP was preparing to move forward with a transaction involving Parktown Townhouses based on its appraised value, Mr. Bezzant discussed with Mr. McCandless the possibility of Aimco OP

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acquiring Signal Pointe Apartments from SP II as well. Messrs. Bezzant and McCandless corresponded with Mr. Considine, and Mr. Considine agreed to move forward with obtaining an appraisal of Signal Pointe Apartments. On July 27, 2010, Mr. McCandless contacted CRA to begin work on an appraisal of Signal Pointe Apartments.

On August 30, 2010, CRA informed Mr. McCandless that it valued Signal Pointe Apartments at \$30,200,000. During the following weeks, Mr. McCandless discussed CRA's assumptions and valuation with Messrs. Bezzant and Venkatesh. Mr. Bezzant reviewed the \$30,200,000 value in light of fiduciary duties owed to unaffiliated limited partners and Aimco OP's investment criteria, which is described in more detail, above. Mr. Bezzant determined that Aimco OP would pay the appraised value for Signal Pointe Apartments.

On October 8, 2010, the Corporate General Partner's board of directors held a meeting to discuss the proposed merger. The board decided to approve and effect a transaction with Aimco OP that would give Aimco OP ownership of SP II and, indirectly, both of its properties. On October 8, 2010, the Corporate General Partner authorized and approved the transactions. The Corporate General Partner and the Aimco Entities considered a number of possible alternatives to the proposed merger with the Aimco Subsidiary, as described in greater detail above. However, the Corporate General Partner ultimately determined that the proposed merger with the Aimco Subsidiary is in the best interests of SP II and its limited partners.

Amendment of Certificate and Agreement of Limited Partnership

Prior to entering into the proposed merger agreement, SP II's certificate and agreement of limited partnership will be amended to provide that a majority in interest of the SP Units may approve business combination transactions involving SP II, including the merger contemplated by the proposed merger agreement. The proposed amendment of SP II's certificate and agreement of limited partnership is included in this information statement/prospectus as Annex F.

Determination of Merger Consideration

In the merger, each SP Unit outstanding immediately prior to consummation of the merger will be converted into the right to receive, at the election of the holder of such SP Unit, either \$350.64 in cash or equivalent value in Aimco OP Units, except in those jurisdictions where the law prohibits the offer of OP Units in this transaction (or registration would be prohibitively costly). Because Aimco indirectly wholly owns the Corporate General Partner, the merger consideration has not been determined in an arm's-length negotiation. In order to arrive at a fair consideration, CRA, an independent real estate appraisal firm, was engaged to perform a complete appraisal of SP II's properties. For more detailed information about the independent appraiser's determination of the estimated value of the properties, see Special Factors – The Appraisals. The per unit cash merger consideration payable to each holder of SP Units is greater than the Corporate General Partner's estimate of the proceeds that would be available for distribution to limited partners (following the repayment of debt and other liabilities) if Parktown Townhouses and Signal Pointe Apartments were sold at prices equal to their respective appraised values, given that the Corporate General Partner did not deduct certain amounts that would be payable upon an immediate sale of the properties, such as prepayment penalties on the mortgage debt of such properties (currently estimated to be \$9,079,343). The Corporate General Partner calculated the net proceeds available to all partners by (i) adding to the appraised value the value of any other non-real estate assets of SP II that would not be included in the appraisal; and (ii) deducting all liabilities, including mortgage debt, debt owed to the Corporate General Partner or its affiliates, accounts payable and accrued expenses and certain other costs. The amount of liabilities deducted includes an estimate of \$270,800 for expenses attributable to the properties that would be incurred prior to the merger but

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payable after the merger. This calculation, which is summarized below, resulted in per unit cash merger consideration of \$350.64.

Appraised value of Parktown Townhouses	\$ 21,600,000
Appraised value of Signal Pointe Apartments	30,200,000
Plus: Cash and cash equivalents	54,539
Plus: Other assets	481,705
Less: Mortgage debt, including accrued interest	(29,352,265)
Less: Loans from affiliates of the general partner	(12,012,014)
Less: Other amounts payable to the general partner and/or affiliates	(282,919)
Less: Accounts payable and accrued expenses owed to third parties	(569,200)
Less: Other liabilities	(241,522)
Plus: Deficit restoration obligation of the general partner	35,052
Less: Estimated trailing payables	(270,800)
Net partnership equity	\$ 9,642,577
Percentage of net partnership equity allocable to limited partners	100%
Net partnership equity allocable to limited partners	\$ 9,642,577
Total number of SP Units	27,500
Cash consideration per unit	\$ 350.64

The number of OP Units offered per SP Unit was calculated by dividing the per unit cash merger consideration by the average closing price of Aimco common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger. Although there is no public market for OP Units, after a one-year holding period, each OP Unit is generally redeemable for cash in an amount equal to the value of one share of Aimco common stock at the time, subject to Aimco's right to acquire each OP Unit in exchange for one share of Aimco common stock (subject to antidilution adjustments). Therefore, the Corporate General Partner considers the trading price of Aimco common stock to be a reasonable estimate of the fair market value of an OP Unit. As of October 25, 2010, the average closing price of Aimco common stock over the preceding ten consecutive trading days was \$22.96, which would have resulted in OP Unit consideration of 15.27 OP Units per SP Unit.

Conflicts of Interest

The Corporate General Partner is indirectly wholly owned by Aimco. Therefore, it has a conflict of interest with respect to the merger. The Corporate General Partner has fiduciary duties to its sole stockholder, which is wholly owned by Aimco, on the one hand, and to SP II and its limited partners, on the other hand. The duties of the Corporate General Partner to SP II and its limited partners conflict with its duties to its sole stockholder, which could result in the Corporate General Partner approving a transaction that is more favorable to Aimco than might be the case absent such conflict of interest. The Corporate General Partner's desire to seek the best possible terms for SP II's limited partners conflicts with Aimco's interest in obtaining the best possible terms for Aimco OP.

Waiver and Release and Additional Consideration

The parties to a going private transaction such as the proposed transaction are often subject to claims alleging that the transaction is unfair to unaffiliated security holders. Litigation in these situations can arise even if the transaction is

ultimately found to be fair to the unaffiliated security holders. In order to attempt to reduce the probability of any such claims, and the related costs of defending against any such claims, Aimco OP has decided to offer unaffiliated limited partners, in addition to the merger consideration, an additional payment of \$17.76 per SP Unit in exchange for executing a waiver and release of potential claims the limited partner may have against the Releasees (as defined below). The amount of \$17.76 per unit was determined by dividing \$100,000 by the number of outstanding SP Units held by unaffiliated limited partners. This \$100,000 amount represents Aimco OP's estimate of the value of such a release in potentially reducing its costs to defend against such claims. Unaffiliated limited partners may elect to receive the additional consideration by completing the election form, executing the waiver and release that is attached to the election form and returning the election form and the executed waiver and release in accordance with the instructions provided. In executing the waiver and release, the limited partner, on

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behalf of himself, his heirs, estate, executor, administrator, successors and assigns, will release Aimco OP and its predecessors, successors and assigns and its present and former parents, subsidiaries, affiliates, investors, insurers, reinsurers, officers, directors, employees, agents, administrators, auditors, attorneys, accountants, information and solicitation agents, investment bankers, and other representatives, including, but not limited to, Aimco and the Corporate General Partners (collectively, the Releasees), from any and all claims and causes of action, whether brought individually, on behalf of a class, or derivatively, demands, rights, or liabilities, including, but not limited to, claims for negligence, gross negligence, fraud, breach of fiduciary duty (including, but not limited to, duties of care, loyalty or candor), mismanagement, corporate waste, misrepresentation, whether intentional or negligent, misstatements and omissions to disclose, breach of contract, violations of any state or federal statutes, rules or regulations, whether known claims or unknown claims, whether past claims, present claims or future claims through and including the date of the consummation of the merger, including, but not limited to, those claims that have arisen or arise, directly or indirectly, out of or relate, directly or indirectly, to (a) the merger agreement and the transactions contemplated thereby (excluding only such unaffiliated limited partner's rights, if any, under the merger agreement), (b) any other circumstance, agreement, activity, action, omission, event or matter occurring or existing on or prior to the date of the consummation of the merger, (c) the ownership of any limited partnership interest in SP II, including, but not limited to, any and all claims related to the management of SP II or the properties owned by SP II (whether currently or previously), the payment of management fees or other monies to the Corporate General Partners and to affiliates of SP II and prior sales of properties, or (d) the purchase, acquisition, holding, sale or voting of one or more limited partnership interests in SP II (collectively, the Released Claims).

The waiver and release do not apply to claims limited partners may have under the federal securities laws.

Each unaffiliated limited partner who elects to execute the waiver and release and to receive the additional cash payment will expressly waive and relinquish, to the fullest extent permitted by law and consistent with the release, the provisions, rights and benefits of Section 1542 of the Civil Code of California, or Section 1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN ITS FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM MUST HAVE MATERIALLY AFFECTED HIS SETTLEMENT WITH THE DEBTOR.

Each unaffiliated limited partner who elects to execute the waiver and release and to receive the additional cash payment will waive any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, that is similar, comparable or equivalent to Section 1542. Each unaffiliated limited partner who elects to execute the waiver and release and to receive the additional cash payment will acknowledge and agree that he may later discover facts in addition to or different from those which he or she now knows or believes to be true with respect to the subject matter of the Released Claims, but such unaffiliated limited partner will be deemed to have fully, finally and forever settled and released any and all Released Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, that now exist or may arise in the future through and including the date of the consummation of the merger under any theory of law or equity now existing, including, but not limited to, conduct that is negligent, intentional, with malice, or a breach of any duty, law or rule, without regard to the subsequent discovery of the existence of such different or additional facts.

Each unaffiliated limited partner who elects to execute the waiver and release and to receive the additional cash payment will agree that the release is intended to include the Released Claims which such unaffiliated limited partner may have and which such unaffiliated limited partner does not know or suspect to exist in its favor against the Releasees, and that the release extinguishes those claims. Each unaffiliated limited partner who elects to execute the waiver and release and to receive the additional cash payment will represent and warrant to the Releasees that such unaffiliated limited partner has not assigned or otherwise transferred or subrogated any interest in the Released Claims.

Future Plans for the Properties

After the merger, Aimco OP will be the sole limited partner in SP II, and will own all of the outstanding SP Units. The Corporate General Partner, the Other General Partner and SP II's certificate and agreement of limited partnership in effect immediately prior to the merger will remain unchanged after the merger. Aimco OP intends to retain the SP Units after the merger. After the merger, Aimco will evaluate the capital improvement needs of the

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property, and anticipates making certain routine capital expenditures with respect to the properties during the remainder of 2010.

Material United States Federal Income Tax Consequences of the Merger

For a discussion of the material United States federal income tax consequences of the merger, see **Material United States Federal Income Tax Matters** **United States Federal Income Tax Consequences Relating to the Merger**.

Regulatory Matters

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

Accounting Treatment of the Merger

Aimco and Aimco OP will treat the merger as a purchase of noncontrolling interests for financial accounting purposes. This means that Aimco and Aimco OP will recognize any difference between the purchase price for these noncontrolling interests and the carrying amount of such noncontrolling interests in Aimco and Aimco OP's consolidated financial statements as an adjustment to the amounts of consolidated equity and partners' capital attributed to Aimco and Aimco OP, respectively.

Appraisal Rights

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

Expenses and Fees and Source of Funds

The costs of planning and implementing the merger, including the cash merger consideration and the preparation of this information statement/prospectus, will be borne by Aimco OP without regard to whether the merger is effectuated. The estimated amount of these costs is approximately \$2,236,245 (assuming all limited partners elect to receive the cash merger consideration and all limited partners unaffiliated with Aimco OP elect to receive an additional cash payment in exchange for executing a waiver and release). Aimco OP is paying for the costs of the merger with funds on hand or from drawings under its revolving credit facility. The revolving credit facility is pursuant to Aimco OP's Amended and Restated Senior Secured Credit Agreement, as amended, with a syndicate of financial institutions, with Bank of America, N.A. as administrative agent, swing line lender and L/C issuer. As of September 30, 2010, the Credit Agreement consisted of \$300.0 million of revolving loan commitments. Borrowings under the revolving credit facility bear interest based on a pricing grid determined by leverage (either at LIBOR plus

4.25% with a LIBOR floor of 1.50% or, at Aimco OP's option, a base rate equal to the Prime rate plus a spread of 3.00%). The revolving credit facility matures May 1, 2013, and may be extended for an additional year, subject to certain conditions, including payment of a 35.0 basis point fee on the total revolving commitments. The amount available under the revolving credit facility at September 30, 2010, was \$258.7 million (after giving effect to \$41.3 million outstanding for undrawn letters of credit issued under the revolving credit

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facility). The proceeds of revolving loans are generally permitted to be used to fund working capital and for other corporate purposes.

Approvals Required

Under South Carolina law, the amendment of SP II's certificate and agreement of limited partnership must be approved by SP II's general partners and by holders of a majority of the outstanding SP Units. Once amended, SP II's certificate and agreement of limited partnership will provide that the merger may be approved by SP II's general partners and by a majority of the outstanding SP Units. SP II's general partners have determined that the amendment and the proposed merger are advisable and in the best interests of SP II and its limited partners and have approved the amendment of SP II's certificate and agreement of limited partnership, the proposed merger agreement and the transactions contemplated thereby. As of October 25, 2010, there were issued and outstanding 27,500 SP Units, and Aimco OP and its affiliates owned 21,868.5 of those units, or approximately 79.52% of the number of units outstanding. Aimco OP and its affiliates have indicated that they intend to take action by written consent, as permitted under the partnership agreement, to approve the amendment, the proposed merger agreement and the transactions contemplated thereby on or about _____, 2010. As a result, approval of the transactions is assured, and your consent is not required. Aimco OP has approved the merger on behalf of the Aimco Subsidiary.

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THE MERGER AGREEMENT

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

The Merger

Following the amendment of SP II's certificate and agreement of limited partnership, SP II plans to enter into the merger agreement. Under the merger agreement, at the effective time of the merger, the Aimco Subsidiary will be merged with and into SP II, with SP II as the surviving entity. The Aimco Subsidiary is a wholly owned subsidiary of Aimco OP and was formed for the purpose of effecting the merger with SP II. Aimco indirectly wholly owns the Corporate General Partner and, together with its affiliates, owns a majority of SP II's outstanding SP Units. In the merger, each SP Unit outstanding immediately prior to consummation of the merger will be converted into the right to receive, at the election of the holder of such SP Unit, either \$350.64 in cash or equivalent value in Aimco OP Units (calculated by dividing \$350.64 by the average closing price of Aimco common stock, as reported on the NYSE, over the ten consecutive trading days ending on the second trading day immediately prior to the consummation of the merger); *provided, however*, that if Aimco OP determines that the law of the state or other jurisdiction in which a limited partner resides would prohibit the issuance of Aimco OP Units in that state or other jurisdiction (or that registration or qualification in that state or jurisdiction would be prohibitively costly), then such limited partner will only be entitled to receive \$350.64 in cash for each SP Unit. Aimco OP's interest in the Aimco Subsidiary will be converted into SP Units. As a result, after the merger, Aimco OP will be the sole limited partner of SP II and will own all of the outstanding SP Units.

The Corporate General Partner's and the Other General Partner's general partner interest in SP II will remain unchanged after the merger, and the certificate and agreement of limited partnership of SP II as in effect immediately prior to the consummation of the merger will be the certificate and agreement of limited partnership of SP II after the merger, until thereafter amended in accordance with the provisions thereof and applicable law.

Conditions to Obligations to Complete the Merger

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

Termination of the Merger Agreement

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

Amendment

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

Governing Law

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

Appraisal Rights

Limited partners are not entitled to dissenters' appraisal rights under applicable law or SP II's certificate and agreement of limited partnership in connection with the merger. However, pursuant to the terms of the merger

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

Election Forms

Within ten (10) days after the effective time of the merger, Aimco OP will prepare and mail to the former holders of SP Units an election form pursuant to which such holders can elect to receive cash or OP Units. Limited partners may also elect appraisal of their SP Units pursuant to the election form. Holders of SP Units may elect their form of consideration by completing and returning the election form in accordance with its instructions. If the information agent does not receive a properly completed election form from a holder before 5:00 p.m., New York time on the 30th day after the merger, the holder will be deemed to have elected to receive the cash consideration. Former holders of SP Units may also use the election form to elect to receive, in lieu of the merger consideration, the appraised value of their SP Units, determined through an arbitration proceeding.

In addition, limited partners who are not affiliated with Aimco OP may elect to receive an additional cash payment of \$17.76 per SP Unit in exchange for executing a waiver and release of certain claims. In order to receive such additional consideration, limited partners must complete the election form, execute the waiver and release that is attached to the election form and return both the election form and the executed waiver and release to the information agent as described above.

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

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

General

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

Purpose And Business

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

Management By The General Partner

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

Restrictions on General Partner's Authority. The general partner may not take any action in contravention of the Aimco OP partnership agreement. The general partner may not, without the prior consent of the limited partners, undertake, on behalf of Aimco OP, any of the following actions or enter into any transaction that would have the effect of such transactions: (i) except as provided in the partnership agreement, amend, modify or terminate the partnership agreement other than to reflect the admission, substitution, termination or withdrawal of partners; (ii) make a general assignment for the benefit of creditors or appoint or acquiesce in the appointment of a custodian, receiver or trustee for all or any part of the assets of Aimco OP; (iii) institute any proceeding for bankruptcy on

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behalf of Aimco OP; or (iv) subject to specific exceptions, approve or acquiesce to the transfer of Aimco OP interest of the general partner, or admit into Aimco OP any additional or successor general partners.

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

Outstanding Classes Of Units

As of June 30, 2010, Aimco OP had issued and outstanding the following partnership interests:

Class	Units Outstanding	Quarterly Distribution per Unit	Liquidation Preference (per Unit)
Partnership Common Units (OP Units)	123,030,243	\$	N/A
Class G Partnership Preferred Units(1)	4,050,000	\$ 0.586	\$ 25.00
Class T Partnership Preferred Units	6,000,000	\$ 0.50	\$ 25.00
Class U Partnership Preferred Units	8,000,000	\$ 0.484	\$ 25.00
Class V Partnership Preferred Units	3,450,000	\$ 0.50	\$ 25.00
Class Y Partnership Preferred Units	3,450,000	\$ 0.492	\$ 25.00
Series A CRA Perpetual Partnership Preferred Units(2)	114	\$ 4,274.17(3)	\$ 500,000.00
Class One Partnership Preferred Units(4)	90,000	\$ 2.00	\$ 91.43
Class Two Partnership Preferred Units(4)	23,700	\$ 0.115	\$ 25.00
Class Three Partnership Preferred Units(4)	1,366,771	\$ 0.4923	\$ 25.00
Class Four Partnership Preferred Units(4)	755,999	\$ 0.50	\$ 25.00
Class Five Partnership Preferred Units(5)	68,671	\$	N/A
Class Six Partnership Preferred Units(4)	796,668	\$ 0.53125	\$ 25.00

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Class Seven Partnership Preferred Units(4)	27,960	\$ 0.5938	\$ 25.00
Class Eight Partnership Preferred Units(5)	6,250	\$	N/A
Class I High Performance Partnership Units (HPUs)(5)	2,339,950	\$	N/A

(1) Includes 10,000 units held by a consolidated subsidiary that are eliminated in consolidation.

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- (2) During 2006, Aimco sold 200 shares of its Series A Community Reinvestment Act Perpetual Preferred Stock, \$0.01 par value per share, or the CRA Preferred Stock, with a liquidation preference of \$500,000 per share, for net proceeds of \$97.5 million. The Series A Community Reinvestment Act Perpetual Partnership Preferred Units, or the CRA Preferred Units, have substantially the same terms as the CRA Preferred Stock. Holders of the CRA Preferred Units are entitled to cumulative cash dividends payable quarterly in arrears on March 31, June 30, September 30, and December 31 of each year, when and as declared, beginning on September 30, 2006. For the period from the date of original issuance through March 31, 2015, the distribution rate is a variable rate per annum equal to the Three-Month LIBOR Rate (as defined in the articles supplementary designating the CRA Preferred Stock) plus 1.25%, calculated as of the beginning of each quarterly dividend period. The rate at June 30, 2010 was 1.54%. Upon liquidation, holders of the CRA Preferred Stock are entitled to a preference of \$500,000 per share, plus an amount equal to accumulated, accrued and unpaid dividends, whether or not earned or declared. The CRA Preferred Units rank prior to Common OP Units and on the same level as Aimco OP's other Preferred OP Units, with respect to the payment of distributions and the distribution of amounts upon liquidation, dissolution or winding up. The CRA Preferred Units are not redeemable prior to June 30, 2011, except in limited circumstances related to Aimco's REIT qualification. On and after June 30, 2011, the CRA Preferred Units are redeemable for cash, in whole or from time to time in part, upon the redemption, at Aimco's option, of its CRA Preferred Stock at a price per share equal to the liquidation preference, plus accumulated, accrued and unpaid distributions, if any, to the redemption date.
- (3) Amount per unit based on 114 units outstanding for the entire period. 20 units were repurchased in May 2010 and received \$1,980 in dividends through the date of purchase.
- (4) The Class One, Class Two, Class Three, Class Four, Class Six and Class Seven preferred OP Units are redeemable, at the holders' option. Aimco OP, at its sole discretion, may settle such redemption requests in cash or shares of Aimco's Class A Common Stock in a value equal to the redemption preference. In the event Aimco OP requires Aimco to issue shares to settle a redemption request, it would issue to Aimco a corresponding number of common OP Units. Aimco OP has a redemption policy that requires cash settlement of redemption requests for the redeemable preferred OP Units, subject to limited exceptions.
- (5) The holders of Class Five preferred OP Units, Class Eight preferred OP Units and HPUs receive the same amount of distributions that are paid to holders of an equivalent number of Aimco OP's outstanding common OP Units.

Distributions

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

Distributions payable with respect to any interest in Aimco OP that was not outstanding during the entire quarterly period in respect of which any distribution is made will be prorated based on the portion of the period that such interest was outstanding. The general partner in its sole and absolute discretion may distribute to the limited partners Available Cash on a more frequent basis and provide for an appropriate record date. The partnership agreement

requires the general partner to take such reasonable efforts, as determined by it in its sole and absolute discretion and consistent with the requirements for qualification as a REIT, to cause Aimco OP to distribute sufficient amounts to enable the general partner to transfer funds to Aimco and enable Aimco to pay stockholder dividends that will (i) satisfy the requirements, or the REIT Requirements, for qualifying as a REIT under the Code and the applicable Treasury Regulations and (ii) avoid any United States Federal income or excise tax liability of Aimco.

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

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

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

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

Allocations Of Net Income And Net Loss

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

Partnership Preferred Units. Net income will be allocated to the holders of partnership preferred units for any fiscal year (and, if necessary, subsequent fiscal years) to the extent that the holders of partnership preferred units receive a distribution on any partnership preferred units (other than an amount included in any redemption of partnership preferred units). If any partnership preferred units are redeemed, for the fiscal year that includes such redemption (and, if necessary, for subsequent fiscal years) (i) gross income and gain (in such relative proportions as the general partner in its discretion will determine) will be allocated to the holders of partnership preferred units to the extent that the redemption amounts paid or payable with respect to the partnership preferred units so redeemed exceeds the aggregate capital contributions (net of liabilities assumed or taken subject to by Aimco OP) per partnership preferred units allocable to the partnership preferred units so redeemed and (ii) deductions and losses (in such relative proportions as the general partner in its discretion will determine) will be allocated to the holders of partnership preferred units to the

extent that the aggregate capital contributions (net of liabilities assumed or taken subject to by Aimco OP) per partnership preferred units allocable to the partnership preferred units so redeemed exceeds the redemption amount paid or payable with respect to the partnership preferred units so redeemed.

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Withholding

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

Return Of Capital

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

Redemption Rights Of Qualifying Parties

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

Partnership Right To Call Limited Partner Interests

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

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Transfers And Withdrawals

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

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

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

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

HPUs. HPUs are subject to different restrictions on transfer. Individuals may not transfer HPUs except to a family member (or a family-owned entity) or in the event of their death.

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

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

Restrictions on the general partner. The general partner may not transfer any of its general partner interest or withdraw from Aimco OP unless (i) the limited partners consent or (ii) immediately after a merger of the general partner into another entity, substantially all of the assets of the surviving entity, other than the general partnership

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interest in Aimco OP held by the general partner, are contributed to Aimco OP as a capital contribution in exchange for OP Units.

Amendment of the Partnership Agreement

By the General Partner Without the Consent of the Limited Partners. The general partner has the power, without the consent of the limited partners, to amend the Aimco OP partnership agreement as may be required to facilitate or implement any of the following purposes: (1) to add to the obligations of the general partner or surrender any right or power granted to the general partner or any affiliate of the general partner for the benefit of the limited partners; (2) to reflect the admission, substitution or withdrawal of partners or the termination of Aimco OP in accordance with the partnership agreement; (3) to reflect a change that is of an inconsequential nature and does not adversely affect the limited partners in any material respect, or to cure any ambiguity, correct or supplement any provision in the partnership agreement not inconsistent with law or with other provisions, or make other changes with respect to matters arising under the partnership agreement that will not be inconsistent with law or with the provisions of the partnership agreement; (4) to satisfy any requirements, conditions or guidelines contained in any order, directive, opinion, ruling or regulation of a federal or state agency or contained in federal or state law; (5) to reflect such changes as are reasonably necessary for Aimco to maintain its status as a REIT; and (6) to modify the manner in which capital accounts are computed (but only to the extent set forth in the definition of *Capital Account* in the Aimco OP partnership agreement or contemplated by the Code or the Regulations).

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

Procedures for Actions and Consents of Partners

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

Records and Accounting; Fiscal Year

The Aimco OP partnership agreement requires the general partner to keep or cause to be kept at the principal office of Aimco OP those records and documents required to be maintained by the Delaware Act and other books and records deemed by the general partner to be appropriate with respect to Aimco OP's business. The books of Aimco OP will be maintained, for financial and tax reporting purposes, on an accrual basis in accordance with generally accepted accounting principles, or on such other basis as the general partner determines to be necessary or appropriate. To the extent permitted by sound accounting practices and principles, Aimco OP, the general partner and Aimco may operate

with integrated or consolidated accounting records, operations and principles. The fiscal year of Aimco OP is the calendar year.

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Reports

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

Tax Matters Partner

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

Dissolution and Winding Up

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

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

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

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

Aimco's charter authorizes the issuance of up to 422,157,736 shares of common stock. As of October 20, 2010, 117,033,718 shares were issued and outstanding. The Aimco common stock is traded on the NYSE under the symbol AIV. Computershare Limited serves as transfer agent and registrar of the Aimco common stock. On October 25, 2010, the closing price of the Aimco common stock on the NYSE was \$23.84. The following table shows the high and low reported sales prices and dividends paid per share of Aimco's common stock in the periods indicated.

Quarter Ended	High	Low	Dividends
December 31, 2010 (through October 25, 2010)	\$ 24.15	\$ 21.22	\$ 0.00
September 30, 2010	22.82	18.12	0.10
June 30, 2010	24.21	18.14	0.10
March 31, 2010	19.17	15.01	0.00
December 31, 2009	17.09	11.80	0.20
September 30, 2009	15.91	7.36	0.10
June 30, 2009	11.10	5.18	0.10
March 31, 2009	12.89	4.57	0.00
December 31, 2008(1)	43.67	7.01	3.88
September 30, 2008(1)	42.28	29.25	3.00
June 30, 2008	41.24	33.33	0.60
March 31, 2008	41.11	29.91	0.00

- (1) During 2008, Aimco's Board of Directors declared special dividends which were paid part in cash and part in shares of Common Stock as further discussed in Note 11 to the consolidated financial statements in Item 8 of Aimco's Current Report on Form 8-K, dated September 10, 2010 and filed with the SEC on September 10, 2010, which is incorporated herein by reference. Aimco's Board of Directors declared the dividends to address taxable gains from 2008 property sales.

Aimco adopted the Apartment Investment and Management Company 1997 Stock Award and Incentive Plan, or the 1997 Plan, to attract and retain officers, key employees and independent directors. The 1997 Plan reserved for issuance a maximum of 20 million shares, which may be in the form of incentive stock options, non-qualified stock options and restricted stock, or other types of awards as authorized under the 1997 Plan. The 1997 Plan expired on April 24, 2007. On April 30, 2007, the 2007 Stock Award and Incentive Plan, or the 2007 Plan, was approved as successor to the 1997 Plan. The 2007 Plan reserves for issuance a maximum of 4.1 million shares, which may be in the form of incentive stock options, non-qualified stock options and restricted stock, or other types of awards as authorized under the 2007 Plan.

Holders of Aimco common stock are entitled to receive dividends, when and as declared by Aimco's board of directors, out of funds legally available therefor. The holders of shares of common stock, upon any liquidation, dissolution or winding up of Aimco, are entitled to receive ratably any assets remaining after payment in full of all liabilities of Aimco and the liquidation preferences of preferred stock. The shares of common stock possess ordinary voting rights for the election of directors and in respect of other corporate matters, each share entitling the holder

thereof to one vote. Holders of shares of common stock do not have cumulative voting rights in the election of directors, which means that holders of more than 50% of the shares of common stock voting for the election of directors can elect all of the directors if they choose to do so and the holders of the remaining shares cannot elect any directors. Holders of shares of common stock do not have preemptive rights, which means they have no right to acquire any additional shares of common stock that may be issued by Aimco at a subsequent date.

Table of Contents**Outstanding Classes Of Preferred Stock**

Aimco's charter authorizes 84,429,764 shares of preferred stock with a par value of \$0.01 per share. Aimco is authorized to issue shares of preferred stock in one or more classes or subclasses, with such designations, preferences, conversion and other rights, voting powers, restriction, limitations as to dividends, qualifications and terms and conditions of redemption, in each case, if any as are permitted by Maryland law and as the Aimco Board of Directors may determine by resolution. As of June 30, 2010, Aimco had issued and outstanding the following classes of preferred stock:

Class	Shares Authorized	Shares Outstanding	Quarterly Dividend per Share	Liquidation Preference per Share	Conversion Price
Class G Cumulative Preferred Stock(1)	4,050,000	4,050,000	\$ 0.586	\$ 25	NA
Class T Cumulative Preferred Stock	6,000,000	6,000,000	\$ 0.50	\$ 25	NA
Class U Cumulative Preferred Stock	8,000,000	8,000,000	\$ 0.484	\$ 25	NA
Class V Cumulative Preferred Stock	3,450,000	3,450,000	\$ 0.50	\$ 25	NA
Class Y Cumulative Preferred Stock	3,450,000	3,450,000	\$ 0.492	\$ 25	NA
Series A CRA Perpetual Preferred Stock(2)	240	114	\$ 4,274.17(3)	\$ 500,000	NA

(1) Includes 10,000 shares held by a consolidated subsidiary that are eliminated in consolidation.

(2) During 2006, Aimco sold 200 shares of Series A Community Reinvestment Act Perpetual Preferred Stock, \$0.01 par value per share, or the CRA Preferred Stock, with a liquidation preference of \$500,000 per share, for net proceeds of \$97.5 million. For the period from the date of original issuance through March 31, 2015, the dividend rate is a variable rate per annum equal to the Three-Month LIBOR Rate (as defined in the articles supplementary designating the CRA Preferred Stock) plus 1.25%, calculated as of the beginning of each quarterly dividend period. The rate at June 30, 2010 was 1.54%. Upon liquidation, holders of the CRA Preferred Stock are entitled to a preference of \$500,000 per share, plus an amount equal to accumulated, accrued and unpaid dividends, whether or not earned or declared. The CRA Preferred Stock ranks prior to the Aimco common stock and on the same level as Aimco's outstanding shares of preferred stock with respect to the payment of dividends and the distribution of amounts upon liquidation, dissolution or winding up. The CRA Preferred Stock is not redeemable prior to June 30, 2011, except in limited circumstances related to REIT qualification. On and after June 30, 2011, the CRA Preferred Stock is redeemable for cash, in whole or from time to time in part, at Aimco's option, at a price per share equal to the liquidation preference, plus accumulated, accrued and unpaid dividends, if any, to the redemption date.

(3) Amount per share is based on 114 shares outstanding for the entire period. 20 shares were repurchased in May 2010 and received \$1,980 in dividends through the date of purchase.

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

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

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

When dividends are not paid in full upon any class of preferred stock, or a sum sufficient for such payment is not set apart, all dividends declared upon that class of preferred stock and any shares of Parity Stock will be declared ratably in proportion to the respective amounts of dividends accumulated, accrued and unpaid on that class of preferred stock and accumulated, accrued and unpaid on such Parity Stock. Except as set forth in the preceding sentence, unless dividends on each class of preferred stock equal to the full amount of accumulated, accrued and unpaid dividends have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof has been or contemporaneously is set apart for such payment, for all past dividend periods, no dividends may be declared or paid or set apart for payment by Aimco and no other distribution of cash or other property may be declared or made, directly or indirectly, by Aimco with respect to any shares of Parity Stock. Unless dividends equal to the full amount of all accumulated, accrued and unpaid dividends on each class of preferred stock have been declared and paid, or declared and a sum sufficient for the payment thereof has been set apart for such payment, for all past dividend periods, no dividends (other than dividends or distributions paid in shares of Junior Stock or options, warrants or rights to subscribe for or purchase shares of Junior Stock) may be declared or paid or set apart for payment by Aimco and no other distribution of cash or other property may be declared or made, directly or indirectly, by Aimco with respect to any shares of Junior Stock, nor may any shares of Junior Stock be redeemed, purchased or otherwise acquired (other than a redemption, purchase or other acquisition of common stock made for purposes of an employee incentive or benefit plan of Aimco or any subsidiary) for any consideration (or any monies be paid to or made available for a sinking fund for the redemption of any shares of any such stock), directly or indirectly, by Aimco (except by conversion into or exchange for shares of Junior Stock, or options, warrants or rights to subscribe for or purchase shares of Junior Stock), nor shall any other cash or other property be paid or distributed to or for the benefit of holders of shares of Junior Stock. Notwithstanding the foregoing provisions of this paragraph, Aimco is not prohibited from (1) declaring or paying or setting apart for payment any dividend or distribution on any shares of Parity Stock or (2) redeeming, purchasing or otherwise acquiring any Parity Stock, in each case, if such declaration, payment, redemption, purchase or other acquisition is necessary to maintain Aimco's qualification as a REIT.

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

Junior Stock shall be entitled to receive any and all assets remaining to be paid or distributed, and the holders of each class of preferred stock and any Parity Stock shall not be entitled to share therein.

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

Class	Date	Price
Class G Cumulative Preferred Stock	July 15, 2008	100%
Class T Cumulative Preferred Stock	July 31, 2008	100%
Class U Cumulative Preferred Stock	March 24, 2009	100%
Class V Cumulative Preferred Stock	September 29, 2009	100%
Class Y Cumulative Preferred Stock	December 21, 2009	100%
Series A CRA Perpetual Preferred Stock	June 30, 2011	100%

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

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

the payment of dividends on the preferred stock will be entitled to receive an amount equal to the dividend payable on such shares on the corresponding dividend payment date notwithstanding the conversion of such shares following such record date.

Each conversion price is subject to adjustment upon the occurrence of certain events, including: (i) if Aimco (A) pays a dividend or makes a distribution on its capital stock in shares of common stock, (B) subdivides its outstanding common stock into a greater number of shares, (C) combines its outstanding common stock into a

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smaller number of shares or (D) issues any shares of capital stock by reclassification of its outstanding common stock; (ii) if Aimco issues rights, options or warrants to holders of common stock entitling them to subscribe for or purchase common stock at a price per share less than the fair market value thereof; and (iii) if Aimco makes a distribution on its common stock other than in cash or shares of common stock.

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

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

If and whenever dividends on any shares of any class of preferred stock or any series or class of Parity Stock are in arrears for six or more quarterly periods, whether or not consecutive, the number of directors then constituting Aimco's board of directors will be increased by two, if not already increased by reason of similar types of provisions with respect to shares of Parity Stock of any other class or series which is entitled to similar voting rights (the Voting Preferred Stock), and the holders of shares of that class of preferred stock, together with the holders of shares of all other Voting Preferred Stock then entitled to exercise similar voting rights, voting as a single class regardless of series, will be entitled to vote for the election of the two additional directors of Aimco at any annual meeting of stockholders or at a special meeting of the holders of that class of preferred stock and of the Voting Preferred Stock called for that purpose. Whenever dividends in arrears on outstanding shares of Voting Preferred Stock shall have been paid and dividends thereon for the current quarterly dividend period have been paid or declared and set apart for payment, then the right of the holders of the Voting Preferred Stock to elect the additional two directors shall cease and the terms of office of the directors shall terminate and the number of directors constituting Aimco's board of directors shall be reduced accordingly. Holders of Class W Cumulative Convertible Preferred Stock, voting as a single class, are also entitled to elect one director of Aimco if and whenever (i) for two consecutive quarterly dividend periods, Aimco fails to pay at least \$0.45 per share in dividends on the common stock or (ii) Aimco fails to pay a quarterly dividend on that class of preferred stock, whether or not earned or declared.

The affirmative vote or consent of at least 66 $\frac{2}{3}$ % of the votes entitled to be cast by the holders of the outstanding shares of each class of preferred stock and the holders of all other classes or series of Parity Stock entitled to vote on such matters, voting as a single class, will be required to (1) authorize, create, increase the authorized amount of, or issue any shares of any class of Senior Stock or any security convertible into shares of any class of Senior Stock, or (2) amend, alter or repeal any provision of, or add any provision to, Aimco's charter or by-laws, if such action would materially adversely affect the voting powers, rights or preferences of the holders of that class of preferred stock or, with respect to the Class W Cumulative Convertible Preferred Stock, would convert such preferred stock into cash or any other security other than Preferred Stock with terms and provisions equivalent to those set forth in the articles supplementary for such class of preferred stock (including any amendment, alteration or repeal effected pursuant to a merger, consolidation, or similar transaction); provided, however, that no such vote of the holders of that class of preferred stock shall be required if, at or prior to the time such amendment, alteration or repeal is to take effect or the issuance of any such Senior Stock or convertible security is to be made, as the case may be, provisions are made for the redemption of all outstanding shares of that class of preferred stock. The amendment of or supplement to Aimco's charter to authorize, create, increase or decrease the authorized amount of or to issue Junior Stock, or any shares of any class of Parity Stock shall not be deemed to materially adversely affect the voting powers, rights or preferences of any class of preferred stock.

Transfer. For Aimco to qualify as a REIT under the Code, not more than 50% in value of its outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) during the last half of a taxable year and the shares of common stock must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year.

Because the Aimco board of directors believes that it is essential for Aimco to meet the REIT Requirements, the board of directors has adopted, and the stockholders have approved, provisions of Aimco's charter restricting the acquisition of shares of common stock.

Subject to specific exceptions specified in Aimco's charter, no holder may own, or be deemed to own by virtue of various attribution and constructive ownership provisions of the Code and Rule 13d-3 under the Exchange Act,

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more than 8.7% (or 15% in the case of specific pension trusts described in the Code, investment companies registered under the Investment Company Act of 1940, as amended, and Mr. Considine) of the outstanding shares of common stock (the Ownership Limit). The board of directors may waive the Ownership Limit if evidence satisfactory to the board of directors and Aimco's tax counsel is presented that such ownership will not then or in the future jeopardize Aimco's status as a REIT. However, in no event may such holder's direct or indirect ownership of common stock exceed 9.8% of the total outstanding shares of common stock. As a condition of such waiver, the board of directors may require opinions of counsel satisfactory to it and/or an undertaking from the applicant with respect to preserving the REIT status of Aimco. The foregoing restrictions on transferability and ownership will not apply if the board of directors determines that it is no longer in the best interests of Aimco to attempt to qualify, or to continue to qualify as a REIT and a resolution terminating Aimco's status as a REIT and amending Aimco's charter to remove the foregoing restrictions is duly adopted by the board of directors and a majority of Aimco's stockholders. If shares of common stock in excess of the Ownership Limit, or shares of common stock which would cause the REIT to be beneficially owned by fewer than 100 persons, or which would result in Aimco being closely held, within the meaning of Section 856(h) of the Code, or which would otherwise result in Aimco failing to qualify as a REIT, are issued or transferred to any person, such issuance or transfer shall be null and void to the intended transferee, and the intended transferee would acquire no rights to the stock. Shares of common stock transferred in excess of the Ownership Limit or other applicable limitations will automatically be transferred to a trust for the exclusive benefit of one or more qualifying charitable organizations to be designated by Aimco. Shares transferred to such trust will remain outstanding, and the trustee of the trust will have all voting and dividend rights pertaining to such shares. The trustee of such trust may transfer such shares to a person whose ownership of such shares does not violate the Ownership Limit or other applicable limitation. Upon a sale of such shares by the trustee, the interest of the charitable beneficiary will terminate, and the sales proceeds would be paid, first, to the original intended transferee, to the extent of the lesser of (a) such transferee's original purchase price (or the original market value of such shares if purportedly acquired by gift or devise) and (b) the price received by the trustee, and, second, any remainder to the charitable beneficiary. In addition, shares of stock held in such trust are purchasable by Aimco for a 90 day period at a price equal to the lesser of the price paid for the stock by the original intended transferee (or the original market value of such shares if purportedly acquired by gift or devise) and the market price for the stock on the date that Aimco determines to purchase the stock. The 90 day period commences on the date of the violative transfer or the date that the board of directors determines in good faith that a violative transfer has occurred, whichever is later. All certificates representing shares of common stock bear a legend referring to the restrictions described above.

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

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

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COMPARISON OF AIMCO OP UNITS AND AIMCO COMMON STOCK

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

OP Units

Common Stock

Nature of Investment

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

The common stock constitutes equity interests in Aimco, a Maryland corporation.

Voting Rights

Under the Aimco OP partnership agreement, limited partners have voting rights only with respect to certain limited matters such as certain amendments of the partnership agreement and certain transactions such as the institution of bankruptcy proceedings, an assignment for the benefit of creditors and certain transfers by the general partner of its interest in Aimco OP or the admission of a successor general partner.

Each outstanding share of common stock entitles the holder thereof to one vote on all matters submitted to stockholders for a vote, including the election of directors. Holders of common stock have the right to vote on, among other things, a merger of Aimco, amendments to the Aimco charter and the dissolution of Aimco. Certain amendments to the Aimco charter require the affirmative vote of not less than two-thirds of votes entitled to be cast on the matter. The Aimco charter permits the Aimco Board of Directors to classify and issue capital stock in one or more series having voting power which may differ from that of the common stock.

Under Maryland law, a consolidation, merger, share exchange or transfer of all or substantially all of the assets of Aimco requires the affirmative vote of not less than two-thirds of all of the votes entitled to be cast on the matter. With respect to each of these transactions, only the holders of common stock are entitled to vote on the matters. No approval of the stockholders is required for the sale of less than all or substantially all of Aimco's assets.

Maryland law provides that the Aimco Board of Directors must obtain the affirmative vote of at least two-thirds of the votes entitled to be cast on the matter in order to dissolve Aimco. Only the holders of common stock are entitled to vote on Aimco's dissolution.

Distributions/Dividends

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

Holders of the common stock are entitled to receive dividends when and as declared by the Aimco Board of Directors, out of funds legally available therefor. Under the REIT rules, Aimco is required to distribute dividends (other than capital gain dividends) to its stockholders in an amount at least equal to (A) the sum of (i) 90% of Aimco's REIT taxable income (computed without regard to the dividends paid deduction and Aimco's net capital gain) and (ii) 90% of the net income (after tax), if any, from foreclosure property, minus (B) the sum of certain items of noncash income. See Material United States Federal Income Tax Matters.

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OP Units

Common Stock

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

Liquidity and Transferability/Redemption

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

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

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

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

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COMPARISON OF SP UNITS AND AIMCO OP UNITS

The rights of SP II limited partners are currently governed by the South Carolina Uniform Limited Partnership Act, as amended, and the SP II certificate and agreement of limited partnership. The rights of the limited partners of Aimco OP are currently governed by the Delaware Act and the Aimco OP partnership agreement.

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

SP Units

OP Units

Nature of Investment

The SP Units constitute equity interests entitling each partner to its pro rata share of distributions to be made to the partners of SP II.

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

Voting Rights

The SP II certificate and agreement of limited partnership may be amended upon the vote of limited partners holding more than fifty percent of the outstanding SP Units. Upon the vote of limited partners owning more than fifty percent of the SP Units, a General Partner may be expelled as general partner of SP II. Upon the removal or bankruptcy of a General Partner, or the dissolution or other cessation to exist as a legal entity of a Corporate General Partner, SP II will be dissolved, unless (a) the remaining general partner elects to continue SP II's business within 90 days of the date of such event, or (b) all of the partners of SP II elect to continue the business of SP II. An affiliate of the general partner of SP II currently owns a majority of SP II's SP Units.

Under the Aimco OP partnership agreement, limited partners have voting rights only with respect to certain limited matters such as certain amendments of the partnership agreement and certain transactions such as the institution of bankruptcy proceedings, an assignment for the benefit of creditors and certain transfers by the general partner of its interest in Aimco OP or the admission of a successor general partner.

Under the Aimco OP partnership agreement, the general partner has the power to effect the acquisition, sale, transfer, exchange or other disposition of any assets of Aimco OP (including, but not limited to, the exercise or grant of any conversion, option, privilege or subscription right or any other right available in connection with any assets at any time held by Aimco OP) or the merger, consolidation, reorganization or other combination of Aimco OP with or into another entity, all without the consent of the OP Unitholders.

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

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SP Units

OP Units

Distributions

All Net Cash from Operations (as such term is defined in the SP II certificate and agreement of limited partnership) of SP II for each fiscal year will be paid or distributed quarterly within 60 days after the close of each fiscal quarter in the manner specified in the SP II certificate and agreement of limited partnership. All Distributable Net Proceeds (as such term is defined in the SP II certificate and agreement of limited partnership) of any sale or refinancing of any of the partnership's properties will be distributed in the manner specified in the SP II certificate and agreement of limited partnership.

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

Liquidity and Transferability/Redemption

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

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

Table of Contents**SP Units**

Under the SP II certificate and agreement of limited partnership, a limited partner may assign his entire interest in any or all of the SP Units owned by him, provided that (a) such assignment, in the case of an individual assignor, is not with respect to any fractional SP Unit and, if such assignment is of less than all of the SP Units held by a limited partner, an individual limited partner and his assignee will immediately thereafter hold at least five (5) SP Units, and a tax-exempt limited partner and its assignee shall immediately thereafter hold at least one and one-half (1 1/2) SP Units (two and one half (2 1/2) SP Units for Arkansas, Iowa, Texas and Virginia residents and two (2) SP Units for California residents), and (b) there has been filed with SP II a duly executed and acknowledged counterpart of the instruments making such assignment signed by both the assignor and the assignee and such instrument evidences the written acceptance by the assignee of all of the terms and provisions of SP II's certificate and agreement of limited partnership and represents that such assignment was made in accordance with all applicable law and regulations. The General Partners will use reasonable care to ascertain that transfers are in accordance with applicable laws and regulations. No assignee of a SP Unit will become a substitute limited partner unless such assignee has satisfied the requirements set forth in the foregoing clause (b). The SP II certificate and agreement of limited partnership contains no redemption rights.

OP Units

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

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SP Units

OP Units

Fiduciary Duty

South Carolina law provides that, except as provided in a partnership agreement, a general partner owes the fiduciary duties of loyalty and care to the partnership and its limited partners. The SP II certificate and agreement of limited partnership provides that the Corporate General Partner has a fiduciary responsibility for the safekeeping and use of all funds of the partnership, whether or not in its immediate possession or control, and shall not employ or permit another to employ such funds or assets in any manner except for the exclusive benefit of the partnership. The General Partners may purchase SP Units for their own account from SP II or from limited partners or other holders of SP Units and become limited partners in respect of such SP Units. The SP II certificate and agreement of limited partnership expressly limits the liability of the General Partners by providing that the General Partners will have not liability to SP II or the limited partners in respect of any act or failure to act so long as such act or failure to act was performed in a manner determined by the General Partners in good faith to be within the scope of their authority and to be in the best interest of SP II, and so long as the General Partners were not guilty of negligence, misconduct or a breach of their fiduciary obligations in such act or failure to act..

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

Investment Policy

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

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

decision by the Corporate General Partner to sell,
refinance, upgrade with capital improvements or hold a
property.

acquisitions, and for other operating needs and corporate
purposes.

Table of Contents**Compensation and Distributions**

SP II. SP II has no employees and depends on the Corporate General Partner and its affiliates for the management and administration of all partnership activities. The SP II certificate and agreement of limited partnership provides that the Corporate General Partner and its affiliates receive 5% of gross receipts from both of SP II's properties as compensation for providing property management services, and also provides that the Corporate General Partner and its affiliates receive certain payments for other services and reimbursement of certain expenses incurred on behalf of SP II.

In addition, under the SP II certificate and agreement of limited partnership, (a) Net Cash from Operations (as defined in the SP II certificate and agreement of limited partnership) of SP II for each fiscal year is paid or distributed quarterly within 60 days after the close of each fiscal quarter in the following order of priority: (i) first, Net Cash from Operations for a fiscal year will be distributed 99% to the limited partners and 1% to the General Partners until each limited partner has received cumulative distributions for such fiscal year equal to 7% of his Adjusted Capital Value (as defined in the SP II certificate and agreement of limited partnership) for such fiscal quarter and each preceding quarter of such fiscal year; (ii) second, the remaining Net Cash from Operations will be distributed to the General Partners until the General Partners have received distributions for such fiscal year equal pursuant to the foregoing clause (i) and this clause (ii) equal to 10% of the aggregate Net Cash from Operations distributed to the partners for such fiscal year; and (iii) third, the remaining Net Cash from Operations will be distributed 90% to the limited partners and 10% to the General Partners, and (b) Distributable Net Proceeds (as defined in the SP II certificate and agreement of limited partnership) of any sale or refinancing of any of the partnership's properties is distributed in the following order of priority: (i) first, to the limited partners until each limited partner has received an amount equal to 7% per annum of the average of his Adjusted Capital Value from the first day of the first fiscal quarter following termination of the offering of SP Units and continuing through the date of such distribution, which amount will be reduced by certain amounts specified in SP II's certificate and agreement of limited partnership; (ii) second, to the limited partners until each limited partner has received an amount equal to his Adjusted Capital Value; (iii) third, to the General Partners until the General Partners have received an amount equal to the lesser of 1% of the Selling Price (as defined in the SP II certificate and agreement of limited partnership) of, or the Distributable Net Proceeds resulting from, the sale of each property sold on or before the date of such distribution with respect to which the General Partners acted as a broker in connection with such sale, reduced by the aggregate of any prior distributions of Distributable Net Proceeds; and (iv) fourth, the balance 85% to the limited partners and 15% to the General Partners.

A description of the compensation paid to the Corporate General Partner and its affiliates during the years ended December 31, 2009 and 2008, and during the six months ended June 30, 2010 and 2009, can be found under the heading *Certain Relationships and Related Transactions* in this information statement/prospectus. In addition, for more information, see *Note D Transactions with Affiliated Parties* in the notes to the financial statements appearing in SP II's Annual Report on Form 10-K for the year ended December 31, 2009, which is included as Annex D to this information statement/prospectus, and *Note B Transactions with Affiliated Parties* in the notes to the financial statements appearing in SP II's Quarterly Report on Form 10-Q for the quarter ended June 30, 2010, which is included as Annex E to this information statement/prospectus.

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

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

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MATERIAL UNITED STATES FEDERAL INCOME TAX MATTERS

The following is a summary of the material United States Federal income tax consequences of the merger, and an investment in Aimco OP Units and Aimco stock. This discussion is based upon the Internal Revenue Code of 1986, as amended (the Internal Revenue Code), regulations promulgated by the U.S. Treasury Department (the Treasury Regulations), rulings issued by the IRS, and judicial decisions, all in effect as of the date of this information statement/prospectus and all of which are subject to change or differing interpretations, possibly with retroactive effect. This summary is also based on the assumptions that the operation of Aimco, Aimco OP and the limited liability companies and limited partnerships in which they own controlling interests (collectively, the Subsidiary Partnerships) and any affiliated entities will be in accordance with their respective organizational documents and partnership agreements. This summary is for general information only and does not purport to discuss all aspects of United States Federal income taxation which may be important to a particular investor, or to certain types of investors subject to special tax rules (including financial institutions, broker-dealers, regulated investment companies, holders that receive Aimco stock through the exercise of stock options or otherwise as compensation, insurance companies, persons holding Aimco stock as part of a straddle, hedge, conversion transaction, synthetic security or other integrated investment, and, except to the extent discussed below, tax-exempt organizations and foreign investors, as determined for United States Federal income tax purposes). This summary assumes that investors will hold their OP Units and Aimco stock as capital assets (generally, property held for investment). No opinion of counsel or advance ruling from the IRS has been or will be sought regarding the tax status of Aimco or Aimco OP, or the tax consequences relating to Aimco or Aimco OP or an investment in OP Units or Aimco stock. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax aspects set forth below.

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

United States Federal Income Tax Consequences Relating to the Merger

Tax Consequences of the Transaction to SP II and Aimco OP

When the assets or operations of two partnerships such as SP II and Aimco OP are combined in a transaction pursuant to which one of the partnerships ceases to exist as a partnership (the terminated partnership) for Federal income tax purposes, and the members of the terminated partnership become members of the surviving partnership (the resulting partnership), that combined transaction is generally treated as a partnership merger.

In general, SP II would be treated as contributing all of its assets, and assigning all of its liabilities, to Aimco OP in exchange for interests in Aimco OP and any other consideration issued by Aimco OP in connection with the transaction, including cash or an assumption of liability, which may result in gain recognition under the rules described below. Immediately thereafter, SP II is treated as distributing all of its assets to its partners in complete liquidation.

Tax Consequences of the Transaction to Aimco and the Aimco Entities

Aimco and the Aimco Entities (other than Aimco OP, which is discussed separately, above) are not expected to recognize any gain or loss on the transaction.

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Tax Consequences of Exchanging SP Units Solely for Cash

For Federal income tax purposes, any payment of cash for SP Units will be treated as a sale of such SP Units by such holder. Each such holder of SP Units who accepts cash must explicitly agree and consent to treat the payment of cash for SP Units as a sale of such units, in accordance with the terms of the merger agreement.

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

Tax Consequences of Exchanging SP Units Solely for OP Units

Generally, section 721 of the Internal Revenue Code provides that neither a contributing partner nor the partnership will recognize a gain or loss, for United States Federal income tax purposes, upon a contribution of property to such partnership in exchange for solely OP Units, except to the extent described below. Each such holder of SP Units who accepts OP Units must explicitly agree and consent to such treatment, in accordance with the terms of the merger agreement.

If a holder of SP Units contributes such units to Aimco OP in exchange for solely OP Units, such holder may recognize gain upon such exchange if, immediately prior to such exchange, the amount of liabilities of SP II allocable to the SP Units transferred exceeds the amount of the Aimco OP partnership liabilities allocable to such holder immediately after such exchange. In that case the excess would be treated as a deemed distribution of cash to such holder from Aimco OP. This deemed cash distribution would be treated as a nontaxable return of capital to the extent such holder's adjusted tax basis in his OP Units and thereafter as taxable gain.

Tax Consequences of Receipt of Cash Payment for Waiver and Release

As discussed in The Merger Waiver and Additional Consideration, each limited partner unaffiliated with Aimco OP may elect to receive an additional cash payment in exchange for executing a waiver and release of certain claims. The United States Federal income tax treatment of such additional cash payment is uncertain. Aimco OP intends to treat the additional cash payment as a payment made for the waiver and release of certain claims, and not as additional Merger Consideration, and intends to report the additional cash payment accordingly. No assurance can be given that the IRS would not assert that the additional cash payment should be treated as part of the Merger Consideration. Holders that elect to receive the additional cash payment in exchange for executing a waiver and release should consult their tax advisors concerning the tax treatment of such payment.

Information Reporting Requirements And Backup Withholding

United States Holders

In general, backup withholding and information reporting will apply to all payments made to a United States Holder pursuant to the Merger. A United States Holder will generally be subject to backup withholding (at a rate of 28%, through 2010) with respect to payments made pursuant to the Merger unless such holder, among other conditions, provides a correct taxpayer identification number, certifies as to no loss of exemption from backup withholding, and otherwise complies with the applicable requirements of the backup withholding rules, or otherwise establishes a basis for exemption from backup withholding. Exempt United States Holders (including, among others, all corporations) are not subject to these backup withholding and information reporting requirements. A holder who does not provide

Aimco OP with his correct taxpayer identification number also may be subject to penalties imposed by the IRS. Any amount paid as backup withholding will be creditable against the holder's income tax liability.

Non-United States Holders

Information reporting may apply to payments made to a Non-United States Holder pursuant to the Merger. Copies of information returns reporting such amounts and any withholding also may be made available by the IRS

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to the tax authorities in the country in which a Non-United States Holder is resident under the provision of an applicable income tax treaty or other agreement. Non-United States Holders that receive OP Units as Merger Consideration should see [Taxation of Aimco OP and OP Unitholders](#) [Taxation of Foreign OP Unitholders](#), below.

In general, backup withholding will not apply to payments made a Non-United States Holder pursuant to the Merger, if, among other conditions, such Non-United States Holder certifies as to its non-United States status under penalties of perjury or otherwise establishes an exemption, provided that neither Aimco OP nor our withholding agent has actual knowledge, or reason to know, that the Non-United States Holder is a United States person or that the conditions of any other exemption are not in fact satisfied. In order to claim an exemption from or reduction of withholding tax, the Non-United States Holder must deliver a properly executed IRS Form W-8ECI, as applicable, claiming such exemption or reduction. Any amounts withheld under the backup withholding rules generally will be allowed as a refund or credit against such Non-United States Holder's United States Federal income tax liability if the Non-United States Holder follows the required procedures.

Because the tax treatment of the receipt of an additional cash payment in exchange for executing a waiver and release of certain claims is unclear under United States Federal income tax law, Aimco OP intends to withhold United States Federal income tax at a rate of 30% from any additional cash payment paid to a Non-U.S. Holder, unless an exemption from or reduction of withholding tax is applicable. In order to claim an exemption from or reduction of withholding tax, the Non-United States Holder must deliver a properly executed IRS Form W-8ECI, as applicable, claiming such exemption or reduction. Non-U.S. Holders are urged to consult their tax advisors regarding the possibility of claiming a refund with respect to the receipt of an additional cash payment in exchange for executing a waiver and release.

Taxation of Aimco OP and OP Unitholders

Partnership Status

Aimco believes that Aimco OP is classified as a partnership, and not as an association taxable as a corporation or as a publicly traded partnership taxable as a corporation for United States Federal income tax purposes. If Aimco OP were treated as a publicly traded partnership taxed as a corporation for United States Federal income tax purposes, material adverse consequences to the Transferor and its owners would result. In addition, classification of Aimco OP as an association or publicly traded partnership taxable as a corporation would also result in the termination of Aimco's status as a REIT for United States Federal income tax purposes, which would have a material adverse impact on Aimco. See [Material United States Federal Income Tax Matters](#) [Taxation of Aimco and Aimco Stockholders](#) [Tax Aspects of Aimco's Investments in Partnerships](#). The following discussion assumes that Aimco OP is, and will continue to be, classified and taxed as a partnership (and not as a publicly traded partnership) for United States Federal income tax purposes.

Taxation Of OP Unitholders

In general, a partnership is treated as a pass-through entity for United States Federal income tax purposes and is not itself subject to United States Federal income taxation. Each partner of a partnership, however, is subject to tax on his allocable share of partnership tax items, including partnership income, gains, losses, deductions, and expenses (Partnership Tax Items) for each taxable year of the partnership ending within or with such taxable year of the partner, regardless of whether he receives any actual distributions from the partnership during the taxable year. Generally, the characterization of any particular Partnership Tax Item is determined at the partnership, rather than at the partner level, and the amount of a partner's allocable share of such item is governed by the terms of the partnership agreement. An OP Unitholder's allocable share of Aimco OP's taxable income may exceed the cash distributions to the OP Unitholder for any year if Aimco OP retains its profits rather than distributing them.

Allocations Of Aimco OP Profits And Losses

For United States Federal income tax purposes, an OP Unitholder's allocable share of Aimco OP's Partnership Tax Items will be determined by Aimco OP's partnership agreement if such allocations either have substantial economic effect or are determined to be in accordance with the OP Unitholder's interests in Aimco OP. If the

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allocations provided by Aimco OP's agreement of limited partnership were successfully challenged by the IRS, the redetermination of the allocations to a particular OP Unitholder for United States Federal income tax purposes may be less favorable than the allocation set forth in Aimco OP's agreement of limited partnership.

Tax Basis Of A Partnership Interest

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

Cash Distributions

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

If cash distributions, including a deemed cash distribution as discussed below, received by an OP Unitholder in any taxable year exceed his allocable share of Aimco OP taxable income for the year, the excess will generally constitute, for United States Federal income tax purposes, a return of capital to the extent of such OP Unitholder's adjusted tax basis in his Aimco OP interest. Such return of capital will not be includible in the taxable income of the OP Unitholder, for United States Federal income tax purposes, but it will reduce, but not below zero, the adjusted tax basis of Aimco OP interests held by the OP Unitholder. If an OP Unitholder's tax basis in his Aimco OP interest is reduced to zero, a subsequent cash distribution received by the OP Unitholder will be subject to tax as capital gain and/or ordinary income, but only if, and to the extent that, such distribution exceeds the subsequent positive adjustments, if any, to the tax basis of the OP Unitholder's Aimco OP interest as determined at the end of the taxable year during which such distribution is received. A decrease in an OP Unitholder's share of Aimco OP liabilities resulting from the payment or other settlement, or reallocation of such liabilities is generally treated, for United States Federal income tax purposes, as a deemed cash distribution. The Transaction documents permit Aimco to make such debt payments. A decrease in an OP Unitholder's percentage interest in Aimco OP because of the issuance by Aimco OP of additional OP Units or otherwise, may decrease an OP Unitholder's share of nonrecourse liabilities of Aimco OP and thus, may result in a corresponding deemed distribution of cash. A deemed distribution of cash resulting from the payment, settlement, or other reduction or reallocation of Aimco OP liabilities formerly allocated to an OP Unitholder will result in taxable gain to such OP Unitholder to the extent such deemed distribution of cash exceeds the OP Unitholder's basis in his OP Units. A non-pro rata distribution (or deemed distribution) of money or property may result in ordinary income to an OP Unitholder, regardless of such OP Unitholder's tax basis in his OP Units, if the distribution reduces such OP Unitholder's share of Aimco OP's Section 751 Assets. Section 751 Assets are defined by the Internal Revenue Code to include unrealized receivables or inventory items. Among other things, unrealized receivables include amounts attributable to previously claimed depreciation deductions on certain types of property. To the extent that such a reduction in an OP Unitholder's share of Section 751 Assets occurs, Aimco OP will be deemed to have distributed a proportionate share of the Section 751 Assets to the OP Unitholder followed by a deemed exchange of such assets with Aimco OP in return for the non-pro rata portion of the actual distribution made to such OP Unitholder. This deemed exchange will generally result in the realization of ordinary income by the

OP Unitholder. Such income will equal the excess of (1) the non-pro rata portion of such distribution over (2) the OP Unitholder's tax basis in such OP Unitholder's share of such Section 751 Assets deemed relinquished in the exchange.

Table of Contents***Tax Consequences Relating To Contributed Assets and Transferred Liabilities***

Generally, section 721 of the Internal Revenue Code provides that neither the contributing partner nor Aimco OP will recognize a gain or loss, for United States Federal income tax purposes, upon a contribution of property to Aimco OP solely in exchange for OP Units. If, however, in connection with such a contribution of property, the investor receives, or is deemed to receive, cash or other consideration in addition to OP Units, the receipt or deemed receipt of such cash or other consideration may be treated as part of a disguised sale. In that case, the investor would be treated as having sold, in a taxable transaction, a portion of the contributed property to Aimco OP in exchange for such cash or other consideration; the balance of the contributed property would, however, remain subject to the tax-free contribution treatment described above. Subject to certain exceptions, including exceptions that apply to distributions of operating cash flow, any transfer or deemed transfer (such as a debt pay down which is permitted under the transaction documents), of cash by Aimco OP to the contributing partner within two years before or after such contribution, including cash paid at closing, will be treated as part of a taxable disguised sale. In addition, the IRS may assert that any redemption or exchange transaction involving the OP Units issued in connection with the Transaction that occurs within several years after such transaction constitutes an integrated disguised sale that may result in taxation (without the receipt of cash) for OP Unitholders who do not dispose of their OP Units.

The disguised sale rules may also apply, and give rise to taxable income without a corresponding receipt of cash where, for example, the holder of SP Units contributes property to Aimco OP subject to one or more liabilities, where liabilities are assumed or paid by Aimco OP or where a redemption or exchange involving the OP Units issued in connection with the Transaction occurs within several years after the Transaction. The application of the disguised sale rules is complex and depends, in part, upon the facts and circumstances applicable to the holders of SP Units, which Aimco has not undertaken to review. Accordingly, investors are particularly urged with their tax advisors concerning the extent to which the disguised sale rules would apply.

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

Disguised Sales Rules

As described above, if a contributing partner receives or is deemed to receive for United States Federal income tax purposes, cash or other consideration in addition to OP Units upon the contribution of property to Aimco OP or within two years before or after such consideration (other than certain safe harbor distributions), the transaction will likely be

treated as part contribution of property and part sale of property under the disguised sale rules. The disguised sale rules may also apply where property is transferred to Aimco OP subject to certain liabilities. In such event, the contributing partner will recognize gain or loss with respect to the portion of the property that is deemed to be sold to Aimco OP. If the disguised sale rules apply, all or a portion of the liabilities associated with

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the contributed property may be treated as consideration received by the contributing partner in a sale of the property to Aimco OP. The disguised sale rules may apply if, for example, the issuance of OP Units to SP II limited partners in connection with the merger is integrated with any other acquisition between Aimco and any OP Unitholder or any related party. For example, the IRS may assert that any redemption or exchange for several years between Aimco OP and any OP Unitholder who receives OP Units in the current transaction constitutes an integrated disguised sale that may result in taxation (without receipt of cash) for OP Unitholders who do not dispose of their OP Units. No assurances can be given that the IRS would not be successful in such an assertion. Each prospective investor is urged to consult his tax advisor regarding the application of the disguised sale rules.

Limitations On Deductibility Of Losses

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

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

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