

PREFERRED APARTMENT COMMUNITIES INC  
Form 10-Q  
May 11, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

For the quarterly period ended March 31, 2012

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 001-34995

**Preferred Apartment Communities, Inc.**

**(Exact name of registrant as specified in its charter)**

Maryland 27-1712193  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**3625 Cumberland Boulevard, Suite 400, Atlanta, GA 30339**

(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (770) 818-4100**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec. 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

The number of shares outstanding of the registrant's Common Stock, as of May 7, 2012 was 5,178,313.

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Preferred Apartment Communities, Inc.  
Consolidated Balance Sheets  
(Unaudited)

	March 31, 2012	December 31, 2011
Assets		
Real estate		
Land	\$ 13,052,000	\$ 13,052,000
Building and improvements	60,273,282	60,268,867
Furniture, fixtures, and equipment	8,610,633	8,392,446
Construction in progress	3,023	67,877
Gross real estate	81,938,938	81,781,190
Less: accumulated depreciation	(3,674,555 )	(2,698,305 )
Net real estate	78,264,383	79,082,885
Real estate loan	6,000,000	6,000,000
Total real estate and real estate loan, net	84,264,383	85,082,885
Cash and cash equivalents	5,237,372	4,548,020
Restricted cash	615,198	567,346
Note receivable	650,000	-
Tenant receivables, net of allowance of \$22,291 and \$15,924	26,001	23,811
Deferred loan costs, net of amortization of \$85,973 and \$64,480	530,167	551,660
Deferred offering costs	1,724,457	1,388,421
Other assets	442,539	303,397
Total assets	\$93,490,117	\$92,465,540
Liabilities and equity		
Liabilities		
Mortgage notes payable	\$55,637,000	\$55,637,000
Accounts payable and accrued expenses	928,606	1,158,530
Accrued interest payable	175,247	176,084
Dividends payable	673,899	646,916
Security deposits and prepaid rents	274,855	163,663
Deferred income	76,600	65,446
Total liabilities	57,766,207	57,847,639
Commitments and contingencies (Note 14)		
Equity		
Stockholder's equity		
Series A Redeemable Preferred Stock, \$0.01 par value per share;		

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150,000 shares authorized; 2,155 and 0 shares issued and outstanding at March 31, 2012 and December 31, 2011, respectively	22	-
Common Stock, \$0.01 par value per share; 400,066,666 shares authorized; 5,152,313 and 5,149,325 shares issued and outstanding at March 31, 2012 and December 31, 2011, respectively	51,523	51,493
Additional paid in capital	45,410,624	43,828,030
Accumulated deficit	(9,738,260 )	(9,261,623 )
Total stockholders' equity	35,723,909	34,617,900
Non-controlling interest	1	1
Total equity	35,723,910	34,617,901
Total liabilities and equity	\$93,490,117	\$92,465,540

The accompanying notes are an integral part of these consolidated financial statements.

Preferred Apartment Communities, Inc.  
Consolidated Statements of Operations  
(Unaudited)

	Three months ended	
	March 31, 2012	March 31, 2011
Revenues:		
Rental revenues	\$2,231,722	\$-
Other property revenues	264,181	-
Interest income on loan and note receivable	138,998	-
Total revenues	2,634,901	-
Operating expenses:		
Property operating and maintenance	564,754	-
Property management fees	100,013	-
Real estate taxes	182,240	-
General and administrative	44,327	-
Depreciation and amortization	977,402	-
Acquisition costs	912	219,716
Organizational costs	-	87,300
Insurance	43,945	-
Professional fees	83,182	44,511
Other	36,383	3,797
Total operating expenses	2,033,158	355,324
Operating income (loss)	601,743	(355,324)
Management fees	180,555	-
Insurance	41,377	62,000
Interest expense	538,075	15,909
Equity compensation to directors and executives	319,580	-
Other income	(1,207 )	-
Net loss	(476,637 )	(433,233 )
Less consolidated net loss attributable to non-controlling interests	-	-
Net loss attributable to the Company	(476,637 )	(433,233 )
Dividends to preferred stockholders	(718 )	-
Net loss attributable to common stockholders	\$(477,355 )	\$(433,233 )



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Net loss per share of Common Stock, basic and diluted	\$ (0.09 )	\$ (11.82 )
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Weighted average number of shares of Common Stock outstanding, basic and diluted	5,151,164	36,666
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The accompanying notes are an integral part of these consolidated financial statements.

Preferred Apartment Communities, Inc.  
Consolidated Statements of Equity and Accumulated Deficit  
For the three months ended March 31, 2012 and March 31, 2011  
(Unaudited)

	Series A Redeemable Preferred Stock	Common Stock	Additional Paid in Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)	Non Controlling Interest	Total Equity (Deficit)
Balance at December 31, 2011	\$ -	\$ 51,493	\$ 43,828,030	\$(9,261,623)	\$ 34,617,900	\$ 1	\$ 34,617,901
Issuance of stock compensation	-	30	319,550	-	319,580	-	319,580
Issuance of Units	22	-	2,154,978	-	2,155,000	-	2,155,000
Syndication and offering costs	-	-	(218,035)	-	(218,035)	-	(218,035)
Net loss	-	-	-	(476,637)	(476,637)	-	(476,637)
Dividends to preferred stockholders	-	-	(718)	-	(718)	-	(718)
Dividends to common stockholders	-	-	(673,181)	-	(673,181)	-	(673,181)
Balance at March 31, 2012	\$ 22	\$ 51,523	\$ 45,410,624	\$(9,738,260)	\$ 35,723,909	\$ 1	\$ 35,723,910
Balance at December 31, 2010	\$ -	\$ 366	\$ 109,632	\$(766,199)	\$(656,201)	\$ 1	\$(656,200)
Issuance of warrant to purchase Common Stock	-	-	462,330	-	462,330	-	462,330
Net loss	-	-	-	(433,233)	(433,233)	-	(433,233)
Balance at March 31, 2011	\$ -	\$ 366	\$ 571,962	\$(1,199,432)	\$(627,104)	\$ 1	\$(627,103)

The accompanying notes are an integral part of these consolidated financial statements.

Preferred Apartment Communities, Inc.  
Consolidated Statements of Cash Flows  
(Unaudited)

	Three months ended	
	March 31, 2012	March 31, 2011
Operating activities:		
Net loss	\$(476,637 )	\$(433,233 )
Reconciliation of net loss to net cash provided by (used in) operating activities:		
Depreciation expense	976,251	-
Amortization expense	1,151	-
Deferred fee income amortization	(5,121 )	-
Deferred loan cost amortization	21,493	-
Non-cash stock compensation	319,580	-
Changes in operating assets and liabilities:		
(Increase) in tenant accounts receivable	(2,190 )	-
(Increase) in other assets	(140,292 )	(6,746 )
(Increase) in due from related party	-	(7,278 )
Increase in accounts payable	106,529	310,920
(Decrease) increase in accrued interest	(837 )	13,651
Increase in security deposits	5,343	-
Increase in prepaid rents	105,849	-
Increase in deferred income	16,275	-
Net cash provided by (used in) operating activities	927,394	(122,686 )
Investing activities:		
Promissory note issued	(650,000 )	-
Refund of deposit on real estate investment	-	150,000
Additions to real estate assets - improvements	(156,545 )	-
Increase in cash held in escrow and restricted cash	(47,852 )	-
Net cash (used in) provided by investing activities	(854,397 )	150,000
Financing activities:		
Proceeds from sales of Units, net of offering costs	1,955,662	-
Payments on revolving lines of credit	-	(147,741 )
Proceeds from non-revolving lines of credit	-	434,102
Dividends declared and paid	(646,916 )	-
Payments for deferred offering costs, net of non cash items	(692,391 )	(333,412 )
Net cash provided by (used in) financing activities	616,355	(47,051 )
Net increase (decrease) in cash and cash equivalents	689,352	(19,737 )
Cash beginning of period	4,548,020	22,275
Cash end of period	\$5,237,372	\$2,538

Supplemental cash flow information:

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Cash paid for interest	\$514,538	\$2,259
Supplemental disclosure of non-cash activities:		
Accrued capital expenditures	\$33,623	\$-
Dividends payable - common	\$673,181	\$-
Dividends payable - preferred	\$718	\$-
Accrued and payable deferred offering costs	\$370,476	\$1,848,541
Issuance of common stock warrant	\$-	\$462,330
Reclass of offering costs from deferred asset to equity	\$25,139	\$-

The accompanying notes are an integral part of these consolidated financial statements.

Preferred Apartment Communities, Inc.

Notes to Consolidated Financial Statements

March 31, 2012

(unaudited)

## 1. Organization

Preferred Apartment Communities, Inc., or the Company, was formed as a Maryland corporation on September 18, 2009, and intends to elect and qualify as a real estate investment trust, or REIT, for U.S. federal income tax purposes, commencing with our tax year ended December 31, 2011. The Company was formed primarily to acquire and operate multifamily properties in select targeted markets throughout the United States. As part of its property acquisition strategy, the Company may enter into forward purchase contracts or purchase options for to-be-built multifamily communities and may make mezzanine loans, provide deposit arrangements, or provide performance assurances, as may be necessary or appropriate, in connection with the construction of these properties. As a secondary strategy, we also may acquire senior mortgage loans, subordinate loans or mezzanine debt secured by interests in multifamily properties, membership or partnership interests in multifamily properties and other multifamily related assets and invest not more than 10% of our total assets in other real estate related investments, as determined by our Manager (as defined below) as appropriate for us. The Company is externally managed and advised by Preferred Apartment Advisors, LLC, or our Manager, a Delaware limited liability company and related party (see Note 8).

On February 22, 2011, the Company effected a change in the designation of its issued and outstanding and authorized but unissued shares of Class A Common Stock, \$0.01 par value per share, to shares of common stock, par value \$0.01 per share, or Common Stock, and effected a change of each of its issued and outstanding shares of Class B Common Stock, \$0.01 par value per share, into one issued and outstanding share of Common Stock, \$0.01 par value per share, all pursuant to an amendment to the Company's charter. As a result of these actions, NELL Partners, Inc. held 36,666 shares of Common Stock as of February 22, 2011. The consolidated statement of equity and accumulated deficit for the three-month period ended March 31, 2011 has been retroactively restated to reflect this change.

The Company completed its initial public offering, or IPO, on April 5, 2011. The IPO resulted in the sale of 4,500,000 shares of Common Stock at a price per share of \$10.00, generating gross proceeds of \$45.0 million. The aggregate proceeds to the Company, net of underwriters' discounts and commissions and other offering costs, were approximately \$39.8 million. Concurrently with the closing of the IPO, in a separate private placement pursuant to Regulation D under the Securities Act of 1933, as amended, or Securities Act, the Company sold 500,000 shares of its Common Stock to the Williams Opportunity Fund, LLC, or WOF, at the public offering price of \$10.00 per share, for gross proceeds to the Company of \$5 million. Aggregated estimated offering expenses in connection with the private

placement were approximately \$297,700. WOF is an affiliate of the Company and its Manager.

On May 4, 2011, in conjunction with the IPO, the Company issued and sold 107,361 shares of Common Stock at \$10.00 per share pursuant to the underwriters' exercise of their over-allotment option, for gross proceeds of approximately \$1.1 million. After deducting underwriters' commissions and offering expenses, net proceeds to the Company from the over-allotment option were approximately \$1.0 million.

The consolidated financial statements include the accounts of the Company and Preferred Apartment Communities Operating Partnership, L.P., or the Operating Partnership. The Company controls the Operating Partnership through its sole general partner interest and plans to conduct substantially all of its business through the Operating Partnership.

## **2. Summary of Significant Accounting Policies**

### **Basis of Presentation**

The unaudited consolidated financial statements include all of the accounts of the Company and the Operating Partnership as of March 31, 2012, presented in accordance with accounting principles generally accepted in the United States of America, or GAAP. All significant intercompany transactions have been eliminated in consolidation. Certain adjustments have been made consisting of normal recurring accruals, which, in the opinion of management, are necessary for a fair presentation of the Company's financial condition and results of operations. This Quarterly Report on Form 10-Q should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

### **Use of Estimates**

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements - (continued)  
March 31, 2012 (unaudited)

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

### **Acquisitions and Impairments of Real Estate Assets**

The Company generally records its initial investments in income-producing real estate at fair value at the acquisition date, in accordance with ASC 805-10, *Business Combinations*. Acquisition costs, which include fees and expenses for due diligence, legal, environmental and consulting services, generally will be expensed as incurred.

The aggregate purchase price of acquired properties is apportioned to the tangible and identifiable intangible assets and liabilities acquired at their estimated fair values. The value of acquired land, buildings and improvements is estimated by formal appraisals, observed comparable sales transactions, and information gathered during pre-acquisition due diligence activities and the valuation approach considers the value of the property as if it were vacant. The values of furniture, fixtures, and equipment are estimated by calculating their replacement cost and reducing that value by factors based upon estimates of their remaining useful lives.

Intangible assets include the values of in-place leases and customer relationships. In-place lease values are estimated by calculating the estimated time to fill a hypothetically empty apartment complex to its stabilization level (estimated to be 92% occupancy) based on historical observed move-in rates for each property. Carrying costs during these hypothetical expected lease-up periods are estimated, considering current market conditions and include real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates. The intangible assets are calculated by estimating the net cash flows of the in-place leases to be realized, as compared to the net cash flows that would have occurred had the property been vacant at the time of acquisition and subject to lease-up. The acquired in-place lease values are amortized to operating expense over the average remaining non-cancelable term of the respective in-place leases. The above-market or below-market lease values are recorded as a reduction or increase, respectively, to rental income over the remaining average non-cancelable term of the respective leases. The values of customer relationships are estimated by calculating the product of the avoided hypothetical lost revenue and the average renewal probability and are likewise amortized to operating expense over the average remaining non-cancelable term of the respective in-place leases. Acquired intangible assets generally have no residual value.

The Company evaluates its tangible and identifiable intangible real estate assets for impairment annually or when events such as declines in a property's operating performance, deteriorating market conditions, or environmental or legal concerns bring recoverability of the carrying value of one or more assets into question. The total undiscounted cash flows of the asset, including proceeds from disposition, are compared to the net book value of the asset. If this test indicates that impairment exists, an impairment loss is recorded in earnings equal to the shortage of the book



value versus the discounted net cash flows of the asset.

### **Loans Held for Investment**

The Company records its investments in real estate loans at cost with assessments made for impairment in the event recoverability of the principal amount becomes doubtful. If, upon testing for impairment, the fair value result is lower than the carrying amount of the loan, a valuation allowance is recorded to lower the carrying amount to fair value, with a loss recorded in earnings. Recoveries of valuation allowances are only recognized in the event of maturity or a sale or disposition in an amount above carrying value. See the 'Revenue Recognition' section of this note for other loan-related policy disclosures required by ASC 310-10-50-6.

### **Cash and Cash Equivalents and Restricted Cash**

The Company considers all highly liquid investments with an original maturity of three months or less when purchased to be cash equivalents. Restricted cash includes cash restricted by state law or contractual requirement and, as of March 31, 2012, relates primarily to tax and insurance escrows and resident security deposits.

### **Fair Value Measurements**

Certain assets and liabilities are required to be carried at fair value, or if they are deemed impaired, to be adjusted to reflect this condition. The Company follows the guidance provided by ASC 820, *Fair Value Measurements and Disclosures*, in accounting and reporting for real estate assets where appropriate, as well as debt instruments both held for investment and as liabilities. The standard requires disclosure of fair values calculated under each level of inputs within the following hierarchy:

- Level 1 – Quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.
- Level 3 – Unobservable inputs for the asset or liability.

### **Deferred Loan Costs**



Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements - (continued)  
March 31, 2012 (unaudited)

Deferred loan costs are amortized using the straight-line method, which approximates the effective interest method, over the terms of the related indebtedness.

### **Deferred Offering Costs**

Deferred offering costs represent offering costs incurred by the Company related to, but prior to the effective date of pending equity offerings. For issuances of equity that occur on one specific date, associated offering costs are reclassified as a reduction of proceeds raised on the date of issue. Our ongoing offering of Units, consisting of one share of Series A Redeemable Preferred Stock and one warrant to purchase 20 shares of Common Stock, or Units, generally closes on a monthly basis in variable amounts. Associated offering costs are reclassified to the stockholders' equity section of the consolidated balance sheet as a reduction of proceeds raised on a pro-rata basis equal to the ratio of total Units issued to the maximum number of Units that may be issued.

### **Non-controlling Interest**

Non-controlling interest represents the equity interest of the Operating Partnership that is not owned by the Company. Non-controlling interest is adjusted for contributions, distributions and earnings (loss) attributable to the non-controlling interest in the consolidated entity in accordance with the Agreement of Limited Partnership of the Operating Partnership, as amended.

### **Redeemable Preferred Stock**

Shares of the Company's Series A redeemable preferred stock, or Preferred Stock, issued in conjunction with the Company's Unit offering (as defined in note 7) are redeemable at the option of the holder, subject to a declining redemption fee schedule. Redemptions are therefore outside the control of the Company. However, the Company retains the right to redeem any shares of Preferred Stock in either Common Stock or cash at its option. Therefore, the Company records Preferred Stock as a component of permanent stockholders' equity.

### **Revenue Recognition**

Rental revenue is recognized when earned from residents, which is over the terms of rental agreements, typically of 13 months' duration. Differences from the straight-line method, which recognize the effect of any up-front concessions and other adjustments ratably over the lease term, have not been material. The Company evaluates the collectability of amounts due from residents and maintains an allowance for doubtful accounts for estimated losses resulting from the inability of residents to make required payments then due under lease agreements. The balance of amounts due from residents are generally deemed uncollectible 30 days beyond the due date, at which point they are fully reserved.

Interest income on the real estate loan is recognized on an accrual basis over the life of the loan using the effective interest method. Direct loan origination fees and origination or acquisition costs are amortized over the life of the loan as an adjustment to interest income. The accrual of interest is stopped when there is concern as to the ultimate collection of principal or interest of the loan, which is generally a delinquency of 30 days in required payments of interest or principal. Any payments received on such non-accrual loans are recorded as interest income when the payments are received. Real estate loan investments are reclassified as accrual-basis once interest and principal payments become current.

Promotional fees received from service providers at the Company's properties are deferred and recognized on a straight-line basis over the term of the agreement.

The PAC Rewards program, implemented in the first quarter of 2012, allows residents to accumulate reward points on a monthly basis for actions such as resident referrals and making rent payments online. A resident must rent a PAC apartment for at least 14 months before reward points may be redeemed for services and upgrades to a resident's unit. The Company accrues a liability for the estimated cost of these future point redemptions, net of a 35% breakage fee, which is the Company's estimate of rewards points that will not be redeemed. In accordance with Staff Accounting Bulletin 13.A.3c, the Company deems its obligations under PAC Rewards as inconsequential to the delivery of services according to the lease terms. Therefore, the expense related to the PAC Rewards Program is included in property operating and maintenance expense on the consolidated statements of operations.

### **Stock-Based Compensation**

The Company accounts for stock-based compensation in accordance with guidance provided by ASC 505, *Equity-Based Payments to Non-Employees* and ASC 718, *Stock Compensation*. We calculate the fair value of equity compensation instruments at the date of grant based upon estimates of their expected term, the expected volatility of and dividend yield on our Common Stock over this expected term period and the market risk-free rate of return. We will also estimate forfeitures of these instruments and accrue the compensation expense, net of estimated forfeitures, over the vesting period(s). We record the fair value of restricted stock awards based upon the closing stock price on the trading day immediately preceding the date of grant.

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements - (continued)  
March 31, 2012 (unaudited)

### Acquisition Costs

The Company expenses property acquisition costs as incurred, which include costs such as due diligence, legal, environmental and consulting.

### Capitalization and Depreciation

The Company capitalizes replacements of furniture, fixtures and equipment which exceed \$500, as well as carpet, appliances, air conditioning units, certain common area items, and other assets. Significant repair and renovation costs that improve the usefulness or extend the useful life of the properties are also capitalized. These assets are then depreciated on a straight-line basis over their estimated useful lives, as follows:

·	Buildings	40 years
·	Furniture, fixtures & equipment	5 - 10 years
·	Improvements to buildings and land	5 - 10 years
·	Acquired customer intangibles	average remaining lease term

Operating expenses related to unit turnover costs, such as carpet cleaning, mini-blind replacements, and minor repairs are expensed as incurred.

### Income Taxes

The Company intends to elect and qualify as a REIT for U.S. federal income tax purposes, commencing with its tax year ended December 31, 2011. To qualify as a REIT, the Company must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of the Company's annual REIT taxable income to its stockholders (which is computed without regard to the dividends paid deduction or net capital gain which does not necessarily equal net income as calculated in accordance with GAAP). As a REIT, the Company generally will not be subject to federal income tax to the extent it distributes qualifying dividends to its stockholders. If the Company fails to qualify as a REIT in any taxable year, it will be subject to federal income tax on its taxable income at regular corporate income tax rates and generally will not be permitted to qualify for treatment as a REIT for federal income tax purposes for the four taxable years following the year during which qualification is lost unless the Internal Revenue Service grants the Company relief under certain statutory provisions. Such an event could materially

adversely affect the Company's net income and net cash available for distribution to stockholders. The Company intends to operate in such a manner as to qualify for treatment as a REIT.

Since the Company intends for its REIT election to be effective as of January 1, 2011 (See Note 13), it expects to be subject to U.S. federal and state income taxes for the period prior to that date. The provision for income taxes is based on income before taxes reported for financial statement purposes after adjustment for transactions that do not have tax consequences. Deferred tax assets and liabilities are realized according to the estimated future tax consequences attributable to differences between the carrying value of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the enacted tax rates as of the date of the balance sheet. The effect of a change in tax rates on deferred tax assets and liabilities is reflected in the period that includes the statutory enactment date. A deferred tax asset valuation allowance is recorded when it has been determined that it is more likely than not that deferred tax assets will not be realized. If a valuation allowance is needed, a subsequent change in circumstances in future periods that causes a change in judgment about the realization of the related deferred tax amount could result in the reversal of the deferred tax valuation allowance.

The Company recognizes a liability for uncertain tax positions. An uncertain tax position is defined as a position taken or expected to be taken in a tax return that is not based on clear and unambiguous tax law and which is reflected in measuring current or deferred income tax assets and liabilities for interim or annual periods. The Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The Company measures the tax benefits recognized based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate resolution. The Company recognizes interest and penalties related to unrecognized tax benefits in its provision for income taxes.

Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements - (continued)  
March 31, 2012 (unaudited)

## Loss Per Share

Basic loss per share is computed by dividing net loss available to common stockholders by the weighted average number of shares of Common Stock outstanding for the period. Diluted loss per share is computed by dividing net loss available to common stockholders by the weighted average number of shares of Common Stock outstanding plus potentially dilutive securities such as share grants or warrants. No adjustment is made for potential Common Stock equivalents that are anti-dilutive during the period.

## Recent Adoption of Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The substantive changes in this new guidance require the application of a premium or discount in valuing an instrument that is absent Level 1 inputs, when a market participant would apply such a factor in valuing an instrument. The guidance also enhances disclosure requirements: (i) for fair values of Level 3 assets, the valuation process used for those assets and the sensitivity of those calculations to changes in the amount of unobservable inputs; (ii) a reporting entity's use of a nonfinancial asset in a way that differs from the asset's highest and best use when that asset is measured at fair value in the statement of financial position; and (iii) the categorization by level within the fair value hierarchy of items that are not measured at fair value in the statement of financial position but for which the fair value is required to be disclosed. This guidance is effective for interim and annual periods beginning after December 15, 2011. Our adoption of this guidance did not have a material effect on our financial position or results of operations.

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This new guidance removes the option of presenting elements of other comprehensive income within the statements of changes to stockholders' equity. Instead, the total of comprehensive income, the components of net income, and the components of other comprehensive income may be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance is effective for interim and annual periods beginning after December 15, 2011, with retrospective application required. Our adoption of this guidance did not have a material effect on our financial position or results of operations.

In December 2011, the FASB issued ASU 2011-10, *Property, Plant and Equipment (Topic 360): Derecognition of in Substance Real Estate – a Scope Clarification*. This new standard clarifies the guidance concerning deconsolidation of a subsidiary that is in substance real estate upon the event of default of that subsidiary's nonrecourse debt. Generally, deconsolidation of a subsidiary in this circumstance is not appropriate until the collateral is legally transferred to the lender and the indebtedness is extinguished. This guidance will be effective for annual and interim periods beginning after June 15, 2012. We do not expect our adoption of this guidance to have a material effect on our financial position

or results of operations.

### **3. Real Estate Assets**

The Company acquired the following three properties which were either partly or wholly owned by parties related to the Company. The acquisition price for each property was determined pursuant to the appraisals of two independent real estate appraisers.

On April 15, 2011, the Company acquired 100% of the membership interests in Stone Rise Apartments, LLC, a Delaware limited liability company (f/k/a Oxford Rise JV LLC), the fee-simple owner of a 216-unit multifamily community located in suburban Philadelphia, Pennsylvania, or Stone Rise, for a total purchase price of \$30.15 million, exclusive of acquisition-related and financing-related transaction costs. The membership interests in Oxford Rise JV LLC were owned by WOF.

On April 21, 2011, the Company acquired 100% of the membership interests in PAC Summit Crossing, LLC, a Georgia limited liability company (f/k/a Oxford Summit Partners, LLC), the fee-simple owner of a 345-unit multifamily community located in suburban Atlanta, Georgia, or Summit Crossing, for a total purchase price of \$33.2 million, exclusive of acquisition-related and financing-related transaction costs. Williams Realty Fund I, LLC, or WRF, owned a majority of the membership interests in PAC Summit Crossing, LLC.

On April 29, 2011, the Company, through its wholly owned subsidiary Trail Creek Apartments, LLC, acquired Oxford Trail, a 204-unit multifamily community located in Hampton, Virginia, or Trail Creek, for a total purchase price of \$23.5 million, exclusive of acquisition-related and financing-related transaction costs. The Company purchased a fee-simple interest in the property from Oxford Trail JV LLC. WRF owned indirectly an approximately 10% membership interest in Oxford Trail JV LLC.

The Company allocated the purchase prices of the three properties to the acquired assets and liabilities based upon their fair values, as follows:



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	Trail Creek	Stone Rise	Summit Crossing	Total
Land	\$2,652,000	\$6,950,000	\$3,450,000	\$13,052,000
Buildings and improvements	17,257,845	18,637,356	24,112,767	60,007,968
Furniture, fixtures and equipment	1,841,990	2,819,094	3,591,881	8,252,965
Intangibles	1,748,165	1,743,550	2,045,352	5,537,067
Cash	9,301	16,101	486	25,888
Deposits	28,160	61,276	41,525	130,961
Prepays and reserves	93,967	439,041	154,744	687,752
Accounts payable and accrued expenses	(48,374 )	(81,677 )	(89,321 )	(219,372 )
Net assets acquired	\$23,583,054	\$30,584,741	\$33,307,434	\$87,475,229
Net assets excluding cash	\$23,573,753	\$30,568,640	\$33,306,948	\$87,449,341

The Company recorded depreciation and amortization of tangible and intangible assets as follows:

	Three months ended March 31, 2012
Depreciation:	
Buildings and improvements	\$411,800
Furniture, fixtures, and equipment	564,451
	976,251
Amortization:	
Website development costs	1,151
Total depreciation and amortization	\$977,402

The intangible assets recognized in conjunction with the acquisitions of the three properties were amortized in full during 2011.

#### 4. Real Estate Loan

On June 30, 2011, the Company made a mezzanine loan investment of \$6.0 million to Oxford Hampton Partners LLC, or Hampton Partners, a Georgia limited liability company and a related party, to partially finance the construction of a 96-unit multifamily community located adjacent to the Company's existing Trail Creek multifamily community in Hampton, Virginia. Hampton Partners was required to fully draw down the mezzanine loan on the closing date. Approximately 100% of the membership interest in Hampton Partners is owned by WRF.

The mezzanine loan matures on June 29, 2016, with no option to extend and pays interest at a fixed rate of 8.0% per annum. Interest will be paid monthly with principal and any accrued but unpaid interest due at maturity. Under the terms of a purchase option agreement entered into in connection with the closing of the mezzanine loan, the Company has an option (but not an obligation) to purchase the property between and including April 1, 2014 and June 30, 2014 for \$17,825,600, which is the amount of the aggregate project costs as set forth in the approved construction budget on the closing date. If the property is sold to, or refinanced by, a third party before July 1, 2014, the Company will be entitled to receive an exit fee equal to the amount required to provide it with a 14% cumulative internal rate of return on the loan. If the property is sold to, or refinanced by, a third party on or after July 1, 2014, then the Company will be entitled to receive an exit fee equal to the amount required to provide it with a 12% cumulative internal rate of return on the loan. The calculation of the cumulative internal rate of return will include the loan's fees received at closing. Since the minimum exit fee, assuming the purchase option is not exercised, is the amount needed to provide a 12% cumulative internal rate of return, the Company will accrue each period the additional exit fee earned based on the 12% rate assuming the loan was paid off at period end as the borrower cannot control whether the option is exercised. The accrued exit fee will be recorded as interest income in the consolidated statements of operations. As of March 31, 2012, the Company earned approximately \$13 thousand of additional exit fee income.

If the Company exercises the purchase option and acquires the property, any accrued and unpaid exit fee will be treated as additional basis in the acquired project.

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The mezzanine loan is secured by a pledge of 100% of the membership interests of Hampton Partners. Partial prepayment of the mezzanine loan is not permitted without the Company's consent. The mezzanine loan is subordinate to a senior loan of up to an aggregate amount of \$10 million that is held by an unrelated third party. W. Daniel Faulk, Jr. and Richard A. Denny, both unaffiliated third parties, have guaranteed the completion of the project in accordance with the plans and specifications. This guaranty is subject to the rights held by the senior lender pursuant to a standard intercreditor agreement with the senior lender.

In connection with the closing of the mezzanine loan, the Company received a loan fee of 2% of the loan amount, or \$120,000, and a loan commitment fee of \$14,333. The Company paid an acquisition fee of \$60,000 to its Manager out of these funds. The net fees received by the Company are recognized as an adjustment of yield over the term of the loan using the effective interest method. For the three-month period ended March 31, 2012, the Company recorded \$4,308 in accrued interest income from this transaction.

#### **5. Note Receivable**

On March 26, 2012, the Company made a loan in the amount of \$650,000 to Oxford Properties, LLC, a Georgia limited liability company, or Oxford, in the form of a promissory note. The loan bears interest at 15% per annum and interest only payments are due beginning May 1, 2012, and continuing on a monthly basis until the maturity date of September 30, 2012. Oxford may prepay the loan at any time, in whole or in part, without penalty. The amounts payable under the terms of the loan are backed by a personal guaranty of repayment issued by the principals of Oxford. For the three-month period ended March 31, 2012, the Company accrued interest income of \$1,603 on this note.

#### **6. Stockholders' Equity (Deficit)**

On February 22, 2011, the Company effected a change in the designation of its shares of Class A Common Stock, \$0.01 par value per share, to shares of Common Stock, par value \$0.01 per share, and effected a change of each of its issued and outstanding shares of Class B Common Stock, \$0.01 par value per share, into one issued and outstanding share of Common Stock, all pursuant to an amendment to the Company's charter. As a result of these actions, NELL Partners, Inc. held 36,666 shares of Common Stock as of February 22, 2011.

On February 25, 2011, the Company amended its prior authorization to issue up to \$75.0 million in Class A Common Stock in accordance with the change in designation of all shares of Class A Common Stock to shares of Common Stock, as described above, and, as a result, the board of directors of the Company authorized the issuance and sale of up to \$75.0 million in Common Stock in an initial public offering.

## **7. Redeemable Preferred Stock**

On November 18, 2011, the Securities and Exchange Commission declared effective our registration statement on Form S-11 (registration number 333-176604) for our offering of up to a maximum of 150,000 Units, with each Unit consisting of one share of our Series A redeemable preferred stock, or Preferred Stock, and one warrant, or Warrant, to purchase 20 shares of our Common Stock. Dividends on each share of Preferred Stock will begin accruing on the date of issuance. The Preferred Stock is redeemable at the option of the holder beginning two years following the date of issue subject to a 10% redemption fee. After year three the redemption fee decreases to 5%, after year four it decreases to 3%, and after year five there is no redemption fee. Any redeemed shares of Preferred Stock are entitled to any accrued but unpaid dividends at the time of redemption and any redemptions may be in cash or Common Stock, at the Company's discretion. The Warrant is exercisable by the holder at an exercise price of 120% of the current market price per share of the Common Stock on the date of issuance of such warrant with a minimum exercise price of \$9.00 per share. The current market price per share is determined using the volume weighted average closing market price for the 20 trading days prior to the date of issuance of the Warrant. The Warrants are not exercisable until one year following the date of issuance and expire four years following the date of issuance.

On March 30, 2012, the Company raised in excess of the minimum amount (\$2,000,000) necessary to break escrow with regard to its Unit offering. In conjunction with this event, the Company issued 2,155 Units and collected net proceeds of approximately \$2.0 million. The Preferred Stock carries a cumulative annual 6% dividend of the stated per share value of \$1,000, payable monthly as declared by the Company's board of directors. The number of Units issued was approximately 1.4% of the maximum 150,000 Units available to be issued, and consequently, at March 31, 2012, the Company recognized approximately 1.4%, or \$25,136 of the incurred offering costs related to the Unit offering of approximately \$1.7 million of total incurred offering costs as a reduction of stockholders' equity. The remainder of current and future deferred offering costs will likewise be recognized in the proportion of the number of Units issued to the maximum number of Units available to be issued, subject to a cap of 1.5% of the total proceeds from the Unit offering, which is the maximum amount of offering expenses for which our Manager will be reimbursed.

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## 8. Related Party Transactions

John A. Williams, the Company's Chief Executive Officer, President and Chairman of the Board and Leonard A. Silverstein, the Company's Executive Vice President, General Counsel, Secretary and Vice Chairman of the Board, are also executive officers and directors of NELL Partners, Inc., which controls Preferred Apartment Advisors, LLC, or PAA, the Company's external management company. Mr. Williams is the Chief Executive Officer and President and Mr. Silverstein is the Executive Vice President, General Counsel and Secretary of PAA.

Mr. Williams, Mr. Silverstein and Michael J. Cronin, the Company's Chief Accounting Officer, are executive officers of Williams Realty Advisors, LLC, or WRA, which is the manager of the day-to-day operations of WOF. WRA is also the manager of the day-to-day operations of WRF.

The third amended and restated management agreement, or Management Agreement, between the Company and its Manager entitles the Manager to receive compensation for various services it performs related to acquiring and managing properties on the Company's

behalf:

Three months ended		March
Type of Compensation	Basis of Compensation	31, 2012
Acquisition fees	1% of the gross purchase price of real estate assets acquired or loans advanced	\$-
Asset management fees	Monthly fee equal to one-twelfth of 0.50% of the total value of assets, as adjusted	127,892
Property management fees	Monthly fee equal to 4% of the monthly gross revenues of the properties managed	100,013
General and administrative expense fees	Monthly fee equal to 2% of the monthly gross revenues of the Company	52,663
		\$280,568

In addition to property management fees, the Company incurred reimbursable expenses at the properties of \$252,621 for the three-month period ended March 31, 2012. These costs consisted of on-site personnel salary and related benefits.

The Company's Manager utilizes certain personnel of its affiliates to accomplish certain tasks related to raising capital, including, but not limited to, legal, and marketing functions. As permitted under the Management Agreement, the Manager has requested reimbursement of \$45,149 for the three-month period ended March 31, 2012. These costs are recorded as deferred offering costs until such time as closings occur on the Unit offering, at which time they are reclassified on a pro-rata basis as a reduction of offering proceeds within stockholders' equity.

In addition to the fees described above, the Management Agreement also entitles the Manager to other potential fees, as follows:

Disposition fees - Based on the lesser of (A) one-half of the commission that would be reasonable and customary; and (B) 1% of the sale price of the asset

Construction, development, and landscaping fees - Customary and competitive market rates in light of the size, type and location of the asset

Special limited partnership interest in the Operating Partnership - 15% of distributions from the sale of an asset and prior operations that are remaining after the payment of (i) the capital and expenses allocable to all realized investments (including the sold asset), and (ii) a 7% priority annual return on such capital and expense; provided that all accrued and unpaid dividends on the Preferred Stock have been paid in full

The Company did not incur any of these other potential fees during the three-month period ended March 31, 2012.

## **9.Dividends**

On February 2, 2012, the Company declared a quarterly dividend on its Common Stock of \$0.13 per share. The dividend totaled \$673,181 and was paid on April 16, 2012 to all holders of Common Stock of record as of March 30, 2012.

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## **10. Lines of Credit**

On October 12, 2010, the Company entered into a \$1.0 million unsecured non-revolving line of credit arrangement with WOF, which matured on March 31, 2011. On March 25, 2011, the line of credit was increased to \$1.25 million and the maturity date was extended to April 30, 2011. The line was to be used to fund approved expenses incurred by the Company such as organization, offering and property acquisition expenses. The line had an interest rate of 4.25% per annum. For the three-month period ended March 31, 2011, the Company incurred interest on this line of credit of \$10,180. On April 5, 2011, the Company paid off and terminated this line of credit in conjunction with the closing of the IPO and the private placement with WOF.

On October 12, 2010, the Company entered into a \$1.0 million unsecured revolving line of credit arrangement with WOF, which matured on March 31, 2011. On March 25, 2011, the line of credit was reduced to \$750,000 and the maturity date was extended to April 30, 2011. The line was only to be used to fund certain approved deposits and escrows related to the acquisition of real estate projects and related financings. The line had an interest rate of 4.25% per annum. For the three-month period ended March 31, 2011, the Company incurred interest on this note of \$856. On April 5, 2011, the Company paid off and terminated this line of credit in conjunction with the closing of the IPO and the private placement with WOF.

## **11. Equity Compensation**

On February 25, 2011, the Company's board of directors adopted, and the Company's stockholders approved, the Preferred Apartment Communities, Inc. 2011 Stock Incentive Plan, or, as amended, the 2011 Plan, to incentivize, compensate and retain eligible employees, consultants, and non-employee directors. A maximum of 567,500 shares of Common Stock may be issued under the 2011 Plan. Awards may be made in the form of issuances of Common Stock, restricted stock, stock appreciation rights ("SARs"), performance shares, incentive stock options, non-qualified stock options, or other forms. Eligibility for receipt of, amounts, and all terms governing awards pursuant to the 2011 Plan, such as vesting periods and voting and dividend rights on unvested awards, are determined by the Compensation Committee of the Company's Board of Directors.

### **Restricted Stock Grant**

On April 5, 2011, the Company granted a total of 26,000 shares of restricted stock to its non-employee board members, in payment of their annual retainer fees. The Company generally recognizes the fair value per share for restricted stock grants as the closing price on the grant date. The fair value per share was deemed to be \$10.00 per share (the IPO offering price) by Board resolution. Compensation cost in the amount of \$260,000 will be recognized on a straight-line basis over the period ending on the first anniversary of the grant date.

For the three-month period ended March 31, 2012, stock compensation expense for these grants was \$64,109 and is included in other income and expense on the consolidated statement of operations. Unrecognized compensation expense for this restricted stock grant was \$2,849 and all 26,000 unvested shares were outstanding at March 31, 2012.

### **Directors' Stock Grants**

On February 2, 2012, the Company granted 2,988 shares of Common Stock to its non-employee board members, in payment of their meeting fees. The per-share fair value of this immediate-vesting award was \$6.12, which was the closing price of the Common Stock on the prior business day. The total compensation cost of \$18,287 was recorded in full at the grant date.

### **Warrant**

On March 31, 2011, as partial compensation for services rendered for the IPO, the Company issued to International Assets Advisory, LLC, or IAA, a warrant to purchase up to 150,000 shares of Common Stock. The exercise price is \$12.50 per share, which is 125% of the gross IPO price of \$10.00 per share. The warrant became exercisable as of September 28, 2011 and expires on March 31, 2015. The Company calculated the per-share fair value of the warrant using the Black-Scholes method. The underlying valuation assumptions were:

Dividend yield	5.0%
Expected volatility	62.69%
Risk-free interest rate	1.765%
Expected option term (years)	4

The expected dividend yield assumption was derived from the Company's gross IPO price per share of \$10.00 and its then-projected future quarterly dividend payments of \$0.125 per share.

Since the Company has a limited amount of operating history in the public equity market, the expected volatility assumption was derived from the observed historical volatility of the common stock prices of a select group of peer companies within the REIT industry that most closely approximate the Company's size, capitalization, leverage, line of business and geographic focus markets.



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The risk-free rate assumption was obtained from the treasury constant maturities nominal yield table obtained from the Federal Reserve, interpolated between the three-year and five-year yield percentages on U. S. Treasury securities on March 31, 2011.

The expected term assumption of 4 years was equal to the contractual term of the instrument. The fair value of the warrant was calculated to be \$462,330 (\$3.08 per share) and, since all service conditions had been met as of the date of issuance, was recorded in full at March 31, 2011 as an increase in the deferred offering costs on the consolidated balance sheet and an increase in additional paid-in capital. Subsequent to the closing of the IPO, these deferred offering costs were removed from the consolidated balance sheet and charged against stockholders' equity.

The warrant is exercisable, at IAA's option, in whole or in part, by either payment of the aggregate exercise price for the number of shares exercised, plus applicable transfer taxes, or by a cashless net share settlement. Upon exercise of the warrant, shares of Common Stock will be issued from authorized but unissued Common Stock.

### **Class B Units**

On December 30, 2011, pursuant to its Third Amended and Restated Agreement of Limited Partnership of the Partnership, the Company granted 107,164 Class B Units, representing ownership interests in the Operating Partnership, to certain of its executive officers as compensation for service in 2011. On January 3, 2012, the Company granted 106,988 Class B Units for service to be rendered during 2012.

The Class B Units become Vested Class B Units at the Initial Valuation Date, which is one year from the date of grant. For each grant, on the Initial Valuation Date, the market capitalization of the number of shares of Common Stock at the date of grant is compared to the market capitalization of the same number of shares of Common Stock at the Initial Valuation Date. If the market capitalization measure results in an increase of at least \$650,000, the Vested Class B Units become Earned Class B Units and automatically convert into Class A Units of the Operating Partnership, which are henceforth entitled to distributions from the Operating Partnership and become exchangeable for Common Stock of the Company on a one-to-one basis at the option of the holder. Vested Class B Units may become Earned Class B Units on a pro-rata basis should the result of the market capitalization test be an increase of less than \$650,000. Any Vested Class B Units that do not become Earned Class B Units on the Initial Valuation Date are subsequently remeasured on a quarterly basis until such time as all Vested Class B Units become Earned Class B Units or are forfeited due to termination of continuous service as an officer of the Company due to an event other than as a result of a qualified event, which is generally the death or disability of the holder. Continuous service through the final valuation date is required for the Vested Class B Units to qualify to become fully Earned Class B Units.

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Because of the market condition determining the transition of the Vested Class B Units to Earned Class B Units, a Monte Carlo simulation was utilized to calculate the total fair value, which will be amortized as compensation expense over the one-year period beginning on the grant date through the Initial Valuation Date. For the three-month period ended March 31, 2012, stock compensation expense for these grants was \$237,184 and is included in other expense on the consolidated statement of operations. Unrecognized compensation expense for these awards was \$718,654 and all unvested Class B Units were outstanding at March 31, 2012.

The underlying valuation assumptions and results for the Class B Unit awards were:

	2011	2012	
Grant dates	12/30/2011	1/3/2012	
Stock price	\$ 5.98	\$6.05	
Dividend yield	8.70	%	8.60 %
Expected volatility	35.29	%	35.23 %
Risk-free interest rate	2.73	%	2.83 %
Derived service period (years)	1.0	1.0	
Number of Units granted	107,164	106,988	
Calculated fair value per Unit, assuming:			
50% vesting	\$ 4.49	\$4.50	
100% vesting	\$ 4.46	\$4.47	
Total fair value of Units	\$ 479,559	\$479,841	

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The expected dividend yield assumption was derived from the Company's closing price of its Common Stock on the grant date and its projected future quarterly dividend payments of \$0.13 per share.

Since the Company has a limited amount of operating history in the public equity market, the expected volatility assumption was derived from the observed historical volatility of the common stock prices of a select group of peer companies within the REIT industry that most closely approximate the Company's size, capitalization, leverage, line of business and geographic focus markets.

The risk-free rate assumption was obtained from the Federal Reserve yield table and is the interpolated rate between the 20 and 30 year yield percentages on U. S. Treasury securities on the grant dates.

Since the likelihood of attainment of the market condition for the Class B Units to become earned is believed to be high and the vesting period is one year, the forfeiture rate assumption for these Class B Units was set to 0%.

Since the Class B Units have no expiration date, a derived service period of one year was utilized, which equals the period of time from the grant date to the initial valuation date.

## **12. Debt**

### **Note Payable**

On September 2, 2010, the Company borrowed \$465,050 from WOF through the issuance of a promissory note. The note had an interest rate of 4.25% per annum and had a maturity date of April 30, 2011. The proceeds were used to reimburse for organizational, offering, acquisition and due diligence expenses. On April 5, 2011, the Company paid off this note in conjunction with the closing of the IPO and the private placement with WOF. For the three-month period ended March 31, 2011, the Company incurred interest on this note of \$4,873.

### **Mortgage Notes Payable**

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The Company partially financed the acquisitions of Stone Rise, Summit Crossing and Trail Creek with non-recourse mortgage notes collateralized only by the associated real estate assets for each community. Each mortgage requires payments of interest only from the dates of closing through May 1, 2014, then principal and interest are due on a 30-year amortization schedule through May 1, 2018, the date of maturity of each instrument.

	Acquisition date	Principal balance at March 31, 2012	Interest rate	Interest expense Three months ended March 31, 2012
Stone Rise	4/15/2011	\$ 19,500,000	1 month LIBOR + 2.77%	\$ 149,744
Summit Crossing	4/21/2011	20,862,000	Fixed 4.71%	248,380
Trail Creek	4/29/2011	15,275,000	1 month LIBOR + 2.80%	118,458
Total		\$55,637,000		\$516,582

In addition, the Company recorded amortization of deferred loan costs related to these mortgages of \$21,493 for the three-month period ended March 31, 2012.

Variable monthly interest rates are capped at 7.25% and 6.85% for Stone Rise and Trail Creek, respectively. LIBOR was 0.241% on March 31, 2012. Based upon this rate, the Company's estimated future principal payments due on its debt instruments as of March 31, 2012 were:

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Period	Future principal payments
Remainder of 2012	\$-
2013	-
2014	606,435
2015	1,069,202
2016	1,107,808
thereafter	52,853,555
Total	\$55,637,000

### 13. Income Taxes

The Company intends to elect to be taxed as a REIT effective with its tax year ended December 31, 2011, and therefore, the Company will not be subject to federal and state income taxes after this effective date. The election will be made in 2012 with the filing of the Company's December 31, 2011 federal tax return. For the period preceding this election date, the Company's operations resulted in a tax loss. As of December 31, 2010, the Company had deferred federal and state tax assets totaling approximately \$298,100, none of which were based upon tax positions deemed to be uncertain. Since these deferred tax assets will most likely not be used once the Company elects REIT status, management has determined that a 100% valuation allowance is appropriate for the period ended March 31, 2012.

### 14. Commitments and Contingencies

The Company is not currently subject to any known material commitments or contingencies from its business operations, nor any material known or threatened litigation.

### 15. Loss Per Share

The following is a reconciliation of weighted average basic and diluted shares outstanding used in the calculation of loss per share of Common Stock:

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	<b>Three months ended:</b>	
	<b>March 31,</b>	<b>March</b>
	<b>2012</b>	<b>31, 2011</b>
Numerator:		
Net loss attributable to the Company	\$(476,637 )	\$(433,233 )
Dividends on Series A Redeemable Preferred Stock (See Note A below)	718	-
Net loss attributable to non-controlling interests	-	-
Earnings attributable to unvested restricted shares (See Note B below)	(3,380 )	-
Net loss attributable to common stockholders	\$(479,299 )	\$(433,233 )
Denominator:		
Weighted average number of shares of Common Stock - basic	5,151,164	36,666
Effect of dilutive securities (See Note C below):		
Warrant	-	-
Class B Units	-	-
Weighted average number of shares of Common Stock - diluted	5,151,164	36,666
Loss per weighted average share - basic and diluted	\$(0.09 )	\$(11.82 )

(A) The Company's issuance of 2,155 shares of Series A Redeemable Preferred Stock accrues dividends at an annual rate of 6.0% of the stated value of \$1,000 per share, payable monthly. The Preferred Stock was issued on March 30, 2012 and the Company recorded an accrual of dividends for two days.

(B) The Company's unvested restricted share awards contain non-forfeitable rights to distributions or distribution equivalents. The impact of the unvested restricted share awards on earnings per share has been calculated using the two-class method whereby earnings are allocated to the unvested restricted share awards based on dividends declared and the unvested restricted shares' participation rights in undistributed earnings. Given the Company has incurred net losses to date the cumulative dividends declared as of March 31, 2012 are adjusted in determining the calculation of loss per share of Common Stock since the unvested restricted share awards are defined as participating securities.

(C) Potential dilution from 150,000 shares of Common Stock that would be outstanding due to the hypothetical exercise of a warrant issued by the Company on March 31, 2011, as well as a total of 214,152 unvested Class B Units issued on December 30, 2011 and January 3, 2012 were both excluded from the diluted shares calculation because the effect was antidilutive.

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## 16. Pro Forma Financial Information

The Company's condensed pro forma financial results, assuming the acquisitions of Stone Rise, Summit Crossing, and Trail Creek were hypothetically completed on January 1, 2011 were:

	<b>Three months ended:</b>	
	<b>March 31,</b>	<b>March 31,</b>
	<b>2012</b>	<b>2011</b>
Pro forma:		
Revenue	\$2,634,901	\$2,394,878
Amortization of intangibles	-	(2,598,604)
Depreciation expense	(872,905 )	(956,602 )
Acquisition costs	(912 )	(1,088,216)
Organization costs	-	(87,300 )
Property operating expenses	(1,053,729)	(1,055,217)
Other expenses	(1,078,380)	(736,783 )
Net loss	\$(371,025 )	\$(4,127,844)
Pro forma basic and diluted loss per share	\$(0.07 )	\$(0.86 )
Pro Forma weighted average outstanding shares, basic and diluted	5,081,631	4,814,917

Since the Company commenced operations with its IPO on April 5, 2011, pro forma adjustments have been made to corporate general and administrative expenses for the three-month period ended March 31, 2011. These pro forma results are not necessarily indicative of what historical performance would have been had these business combinations been effective January 1, 2011, nor should they be interpreted as expectations of future results.

## 17. Fair Values of Financial Instruments

Fair value is defined as the price at which an asset or liability is exchanged between market participants in an orderly transaction at the reporting date. The Company's cash equivalents, promissory note, accounts receivable and payables and accrued expenses all approximate fair value due to their short term nature. The Company does not have any assets or liabilities measured at fair value on a recurring basis.

The following table provides estimated fair values based upon unobservable (Level 3) assumption inputs of the Company's other financial instruments, which include mortgage notes collateralized only by the Company's three acquired apartment communities and its real estate loan investment:

	Carrying value	Fair Value	Fair value measurements using fair value hierarchy		
			Level 1	Level 2	Level 3
Financial Assets:					
Real estate loan investment	\$6,000,000	\$6,543,661	\$-	\$ -	\$6,543,661
Financial Liabilities:					
Mortgage notes payable	\$55,637,000	\$56,416,182	\$-	\$ -	\$56,416,182

The fair value of the real estate loan investment is comprised of an estimate of the fair value of the note, which was developed utilizing a discounted cash flow model over the remaining term of the note until its maturity and utilizing a discount rate believed to approximate the market risk factor for notes of similar type and duration. The fair value also contains a separately-calculated estimate of the fair value of the Company's purchase option on the to-be-developed property. This estimate was developed utilizing internal estimates of the property's net operating income once stabilized and internal estimates of projected capitalization rates at the midpoint of the Company's option window. These factors were used to estimate the future fair market value of the stabilized property. The difference between this result and the Company's purchase price per the option was discounted to the reporting date utilizing a discount rate believed to be appropriate for multifamily development projects.

The fair values of the Company's two variable rate mortgages are believed to approximate their carrying values, as long as market interest rates remain below the levels of the interest rate caps in place on these two notes. The fair value of the fixed rate mortgage on the Company's Summit Crossing property was developed using market quotes of the fixed rate yield index and spread for seven year notes as of the reporting date. The present value of the cash flows were calculated using the original interest rate in place on the Summit mortgage and again at the current market rate. The difference between the two results was applied as a fair market adjustment to the carrying value of the mortgage.



Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements - (continued)  
March 31, 2012 (unaudited)

## 18. Subsequent Events

On April 30, 2012, the Company issued 2,830 Units and collected net proceeds, after commissions and dealer manager fees, of \$2,568,225 in connection with the second closing of the Unit offering. Cumulatively, the Company has issued 4,985 Units for an aggregate gross value of \$4,985,000 and collected aggregate net proceeds of \$4,523,907 from the Unit offering.

As of May 7, 2012, the Company made a mezzanine loan in the amount of \$6,103,027 to Oxford Summit Apartments II LLC, or Oxford Summit II, a Georgia limited liability company, to partially finance the construction of a 140-unit multifamily community located adjacent to the Company's existing Summit Crossing multifamily community in suburban Atlanta, Georgia.

The mezzanine loan matures on May 8, 2017, with no option to extend and pays current monthly interest of 8.0% per annum. The Company will accrue an additional 6.0% interest which will be due at maturity or if the property is sold to, or refinanced by, a third party. The Company also has an option (but not an obligation) to purchase the property between and including October 1, 2014 and February 28, 2015 for a pre-negotiated purchase price of \$19,254,155. If the Company exercises the purchase option and acquires the property, the additional accrued interest will be treated as additional basis in the acquired project.

The mezzanine loan is secured by a pledge of 100% of the membership interests of Oxford Summit II. Prepayment of the mezzanine loan is permitted in whole, but not in part, without the Company's consent. The mezzanine loan is subordinate to a senior loan of up to an aggregate amount of \$12,384,000 that is held by an unrelated third party. W. Daniel Faulk, Jr. and Richard A. Denny, both unaffiliated third parties, have guaranteed the completion of the project in accordance with the plans and specifications. In addition, Messrs. Faulk and Denny have entered into joint and several repayment guaranties of the of the mezzanine loan. The repayment guaranties expire at the completion of construction of the property. All of the guaranties are subject to the rights held by the senior lender pursuant to a standard intercreditor agreement.

In connection with the closing of the mezzanine loan, the Company received a loan fee of 2% of the loan amount, or \$122,061 and paid an acquisition fee of \$61,030 to the Manager out of these funds. The net fees received by the Company will be recognized as an adjustment of yield over the term of the loan using the effective interest method.

On May 10, 2012, the Company declared a quarterly dividend on its Common Stock of \$0.13 per share, payable on July 16, 2012 to all holders of Common Stock of record as of June 29, 2012.

The Company's Preferred Stock dividend activity subsequent to March 31, 2012 was as follows:

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Preferred Apartment Communities, Inc.  
Notes to Consolidated Financial Statements - (continued)  
March 31, 2012 (unaudited)

Issue date of Preferred Stock	Shares of Preferred Stock outstanding	Declaration date	Dividend per share of Preferred Stock	Record date	Payment date	Dividends payable
3/30/2012	2,155	4/13/2012	\$5.33	(1) 4/30/2012	5/21/2012	\$11,486
		5/10/2012	\$5.00		5/31/2012	6/20/2012
4/30/2012	2,830	5/10/2012	\$5.17	(2) 5/31/2012	6/20/2012	14,631
	4,985					\$36,892

This dividend represents \$5.00 per share for the full monthly period in April 2012 and \$0.33 per share (1)prorated from the initial issuance of the Units on March 30, 2012 through the end of March 2012.

(2)This dividend

represents  
\$5.00 per  
share for  
the full  
monthly  
period in  
May 2012  
and \$0.17  
per share  
for the day  
of initial  
issuance  
of the  
Units on  
April 30,  
2012.

On May 10, 2012, the Company granted a total of 33,046 shares of restricted stock to its non-employee board members, in payment of their annual retainer fees. The Company generally recognizes the fair value per share for restricted stock grants as the closing price on the day prior to the grant date. The fair value per share was \$7.83 and compensation cost in the amount of \$258,750 will be recognized on a straight-line basis over the period ending on the first anniversary of the grant date.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

### *Significant Developments*

On February 2, 2012, we declared a quarterly dividend on our Common Stock of \$0.13 per share. The dividend totaled \$673,181 and was paid on April 16, 2012 to all holders of Common Stock of record as of March 30, 2012.

As of March 31, 2012, we had collected net proceeds of approximately \$2.0 million from the first closing of our continuous public offering of a minimum of 2,000 and a maximum of 150,000 Units, with each Unit consisting of one share of our series A redeemable preferred stock, or Preferred Stock, and one warrant, or Warrant, to purchase 20 shares of our common stock, par value \$.01 per share, or Common Stock. We issued 2,155 Units concurrent with the first closing on March 30, 2012. On April 30, 2012, we issued another 2,830 Units and collected net proceeds, after commissions and dealer manager fees, of \$2,568,225 in connection with the second closing of the Unit offering. Cumulatively, we have issued 4,985 Units for a gross value of \$4,985,000 and collected net proceeds of \$4,523,907 from the Unit offering.

The price per Unit is \$1,000. The Preferred Stock ranks senior to the Common Stock with respect to payment of dividends and distribution of amounts upon liquidation, dissolution and winding up. Holders of the Preferred Stock are entitled to receive, when and as authorized by our Board of Directors and declared by us out of legally available funds, cumulative cash dividends on each share of Preferred Stock at an annual rate of six percent (6%) of the initial stated value of \$1,000. Dividends on each share of Preferred Stock will begin accruing on the date of issuance. The Preferred Stock is redeemable at the option of the holder beginning two years following the date of issuance, subject to a 10% redemption fee. After year three the redemption fee decreases to 5%, after year four it decreases to 3%, and after year five there is no redemption fee. Any redemptions are entitled to any accrued but unpaid dividends. The Warrant is exercisable by the holder at an exercise price of 120% of the current market price per share of the Common Stock on the date of issuance of such warrant with a minimum exercise price of \$9.00 per share. The current market price per share is determined using the volume weighted average closing market price for the 20 trading days prior to the date of issuance of the Warrant. The Warrants are not exercisable until one year following the date of issuance and expire four years from the date of issuance.

On April 13 and May 10, 2012, we declared our first two monthly dividends on our Preferred Stock of \$5.00 per share, prorated as necessary for partial months, which totaled approximately \$37 thousand for the two issuance tranches.

On May 7, 2012, we made a mezzanine loan of approximately \$6.1 million to Oxford Summit Apartments II LLC, or Oxford Summit, a Georgia limited liability company and a related party, to partially finance the construction of a 140-unit multifamily townhome community located adjacent to our existing Summit Crossing multifamily community

in metro Atlanta, Georgia. We also received an option to purchase the property for a period of four months following completion of construction, lease up and stabilization for \$19,254,155. The loan pays interest at a fixed rate of 8.0% per annum. If the property is sold to, or refinanced by, a third party before or after the option period, we will be entitled to receive a breakup fee equal to the amount required to provide us with a 14% simple interest return on the loan, in addition to loan fees received at closing, which totaled 2% of the loan amount.

On May 10, 2012, we declared a quarterly dividend on our Common Stock of \$0.13 per share, payable on July 16, 2012 to all holders of Common Stock of record as of June 29, 2012.

### *Forward-looking Statements*

Certain statements contained in this Quarterly Report on Form 10-Q, including, without limitation, statements containing the words "believes," "anticipates," "intends," "expects," "assumes," "trends" and similar expressions, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based upon our current plans, expectations and projections about future events. However, such statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following:

- our business and investment strategy;
- our projected operating results;
- actions and initiatives of the U.S. Government and changes to U.S. Government policies and the execution and impact of these actions, initiatives and policies;
- the state of the U.S. economy generally or in specific geographic areas;
- economic trends and economic recoveries;

our ability to obtain and maintain financing arrangements, including through the Federal National Mortgage Association, or Fannie Mae, and the Federal Home Loan Mortgage Corporation, or Freddie Mac;

- financing and advance rates for our target assets;
- our expected leverage;
- general volatility of the securities markets in which we invest;
- changes in the values of our assets;
- our expected portfolio of assets;
- our expected investments;
- interest rate mismatches between our target assets and our borrowings used to fund such investments;
- changes in interest rates and the market value of our target assets;
- changes in prepayment rates on our target assets;
- effects of hedging instruments on our target assets;
- rates of default or decreased recovery rates on our target assets;
- the degree to which our hedging strategies may or may not protect us from interest rate volatility;
- impact of and changes in governmental regulations, tax law and rates, accounting guidance and similar matters;
- our ability to maintain our qualification as a real estate investment trust, or REIT, for U.S. federal income tax purposes;
- our ability to maintain our exemption from registration under the Investment Company Act of 1940, as amended;
- availability of investment opportunities in mortgage-related and real estate-related investments and securities;
- availability of qualified personnel;
- estimates relating to our ability to make distributions to our stockholders in the future;
- our understanding of our competition; and
- market trends in our industry, interest rates, real estate values, the debt securities markets or the general economy.

Forward-looking statements are found throughout "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Quarterly Report on Form 10-Q. The reader should not place undue reliance on forward-looking statements, which speak only as of the date of this report. Except as required under the federal securities laws and the rules and regulations of the Securities and Exchange Commission, or SEC, we do not have any intention or obligation to publicly release any revisions to forward-looking statements to reflect unforeseen or other events after the date of this report. The forward-looking statements should be read in light of the risk factors indicated in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the twelve months ended December 31, 2011 that was filed with the Securities and Exchange Commission, or SEC, on March 15, 2012, and as may be supplemented by any amendments to our risk factors in our quarterly reports on Form 10-Q, which are accessible on the SEC's website at [www.sec.gov](http://www.sec.gov).

## General

The following discussion and analysis provides information that we believe is relevant to an assessment and understanding of our results of operations and financial position. This discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this quarterly report.

## Overview

We are an externally managed Maryland corporation incorporated on September 18, 2009 formed primarily to acquire and operate multifamily properties in select targeted markets throughout the United States. As a secondary strategy, we also may acquire senior mortgage loans, subordinate loans or mezzanine debt secured by interests in multifamily properties, membership or partnership interests in multifamily properties and other multifamily related assets and invest not more than 10% of our total assets in other real estate related investments, as determined by our manager as appropriate for us. We collectively refer to these asset classes as our target assets. Our Manager is Preferred Apartment Advisors, LLC, or our Manager.

In addition, while we currently do not anticipate investing in unimproved property, developing new construction properties or acquiring new construction, as part of our property acquisition strategy we plan to consider forward purchase contracts on, or options to purchase, to-be-built multifamily assets with appropriate provisions that may include minimum occupancy, income thresholds, due diligence requirements and, if necessary or appropriate, financing. In connection with entering into a forward purchase contract or purchase option, we may make mezzanine loans, provide deposit arrangements, or provide performance assurances, as may be necessary or appropriate in connection with the construction of these properties.

We expect to seek to generate returns for our stockholders by taking advantage of the current environment in the real estate market and the United States economy by acquiring multifamily assets in our targeted markets. The current economic environment still provides many challenges for new development, which provides opportunity for current multifamily product to potentially enjoy stable occupancy rates and rising rental rates as the overall economy continues to grow. As the real estate market and economy stabilize, we intend to employ efficient management techniques to grow income and create asset value.



As market conditions change over time, we intend to adjust our investment strategy to adapt to such changes as appropriate. We continue to believe there are abundant opportunities among our target assets that currently present attractive risk-return profiles. However, in order to capitalize on the investment opportunities that may be present in the various other points of an economic cycle, we may expand or change our investment strategy and target assets. We believe that the diversification of the portfolio of assets that we intend to acquire, our ability to acquire and manage our target assets, and the flexibility of our strategy will position us to generate attractive total returns for our stockholders in a variety of market conditions.

We intend to elect and qualify to be taxed as a REIT commencing with our tax year ended December 31, 2011. We also intend to operate our business in a manner that will permit us to maintain our exemption from registration under the Investment Company Act. We will conduct substantially all of our operations through Preferred Apartment Communities Operating Partnership, L.P., or our Operating Partnership.

We commenced revenue-generating operations in April 2011.

## **Industry Outlook**

We believe gradual, albeit potentially sporadic, improvement in the United States' economy will occur over the coming quarters, which should eventually translate into more stable job growth and improvements in consumer confidence. We believe a growing economy, improved job market and increased consumer confidence should help sustain the current upward momentum in the multifamily sector. We expect current occupancy rates to generally remain stable, on an annual basis, as net absorption of available unit inventory and the new product coming on-line continues over the near term. The pipeline of new multifamily construction is currently below historical levels due to a difficult construction financing environment, which, we believe, should help to keep occupancies stable.

Historically low U.S. Treasury yields and competitive lender spreads have created a favorable borrowing environment for multifamily owners. Given the uncertainty around the world's financial markets, investors have been willing to accept lower yields on U.S. Government backed securities, providing Freddie Mac and Fannie Mae with excellent access to investor capital. We expect the market to continue to remain favorable for borrowing as the equity and debt markets continue to view the U.S. multifamily sector as a desirable investment. We expect the supply of multifamily housing units to eventually grow as market rent increases overcome financing, commodity, and other cost challenges, boosting revenue projections and making more construction projects viable for builders and developers.

We believe the combination of a more sustainable current and future lending approach from the banking industry, coupled with continued hesitance and reluctance among prospective homebuyers concerning the net benefits of home ownership versus renting will continue to work in the multifamily sector's favor, resulting in gradual increases in market rents, lower concessions, and opportunities for increases in ancillary fee income. In addition, we believe immigration rates to the U.S. may be lower than in recent years, driven by fewer available jobs due to the economic downturn and legislation in place in certain states aiming to curb illegal immigration. As new residents of the U.S. are believed to be primarily renters rather than home buyers, we expect a marginal softening of market conditions due to this factor. More than offsetting this effect, we believe, will be a firming effect on market conditions by the ongoing migration of the domestic echo-boomer generation into the workforce, resulting in a net increase in demand for rental housing.

### **Critical Accounting Policies**

Below is a discussion of the accounting policies that management believes are critical. We consider these policies critical because they involve significant management judgments, assumptions, and estimates about matters that are inherently uncertain and because they are important for understanding and evaluating our reported financial results. These judgments affect the reported amounts of assets and liabilities and our disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. With different estimates or assumptions, materially different amounts could be reported in our financial statements. Additionally, other companies may utilize different estimates that may impact the comparability of our results of operations to those of companies in similar businesses.

#### *Real Estate*

Cost Capitalization. Investments in real estate properties will be carried at cost and depreciated using the straight-line method over the estimated useful lives of 40 years for buildings, 5 to 10 years for building and land improvements and 5 to 10 years for computers, furniture, fixtures and equipment. Third-party acquisition costs will generally be expensed as incurred. Repairs, maintenance and resident turnover costs will be charged to expense as incurred and significant replacements and betterments will be capitalized. Repairs, maintenance and resident turnover costs include all costs that do not extend the useful life of the real estate property. We will consider the period of future benefit of an asset to determine its appropriate useful life.

Real Estate Acquisition Valuation. We will generally record the acquisition of income-producing real estate as a business combination. All assets acquired and liabilities assumed in a business combination will be measured at their acquisition-date fair values. Acquisition costs generally will be expensed as incurred and restructuring costs that do not meet the definition of a liability at the acquisition date will be expensed in periods subsequent to the acquisition date. In addition, changes in accounting for deferred tax asset valuation allowances and acquired income tax uncertainties after the measurement period will be recorded to income tax expense.

We will assess the acquisition-date fair values of all tangible assets, identifiable intangibles and assumed liabilities using methods similar to those used by independent appraisers (e.g., discounted cash flow analysis) and that utilize appropriate discount and/or capitalization rates and available market information. Estimates of future cash flows are based on a number of factors, including historical operating results, known and anticipated trends, and market and economic conditions. The fair value of tangible assets of an acquired property considers the value of the property as if it were vacant.

We will record above-market and below-market in-place lease values for acquired properties based on the difference between (i) the contractual amounts to be paid pursuant to the in-place leases, and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining average non-cancelable term of the leases. We will amortize any recorded above-market or below-market lease values as a reduction or increase, respectively, to rental income over the remaining average non-cancelable term of the respective leases.

Intangible assets include the value of in-place leases, which represents the estimated value of the net cash flows of the in-place leases to be realized, as compared to the net cash flows that would have occurred had the property been vacant at the time of acquisition and subject to lease-up. These estimates will include estimated carrying costs, such as real estate taxes, insurance and other operating expenses and estimates of lost rentals at market rates during the hypothetical expected lease-up periods. Acquired in-place lease value will be amortized to operating expense over the average remaining non-cancelable term of the respective in-place leases.

Estimates of the fair values of the tangible assets, identifiable intangibles and assumed liabilities will require us to make significant assumptions to estimate market lease rates, property-operating expenses, carrying costs during lease-up periods, discount rates, market absorption periods, the number of years the property will be held for investment, and market interest rates. The use of inappropriate assumptions would result in an incorrect valuation of our acquired tangible assets, identifiable intangibles and assumed liabilities, which would impact the amount of our net income.

Impairment of Real Estate, Loans and Related Intangible Assets. We will monitor events and changes in circumstances that could indicate that the carrying amounts of our real estate, loans and related intangible assets may not be recoverable or realized. When conditions suggest that our tangible and intangible assets may be impaired, we will compare their carrying value to their estimated undiscounted future cash flows, including proceeds from their eventual disposition. If, based on this analysis, we do not believe that we will be able to recover the carrying value of our tangible and intangible assets, we would record an impairment loss to the extent that the carrying value exceeds the estimated fair value of the real estate and related intangible assets. Fair market value will be determined based on a discounted cash flow analysis. This analysis will require management to use future estimates of net operating income, expected hold period, capitalization rates and discount rates. The use of inappropriate assumptions would result in an incorrect valuation of the assets which would impact the amount of our net income and our assets on our balance sheet.

#### *Rents and Other Receivables*

We will periodically evaluate the collectability of amounts due from residents and will maintain an allowance for doubtful accounts for estimated losses resulting from the inability of residents to make required payments then due under lease agreements. We will write off the balance of amounts due from residents when we deem the amounts to be uncollectible.

#### *Revenue Recognition*

We expect to lease apartment units under operating leases with terms generally of thirteen months or less. Rental revenue, net of concessions, will be recognized on a straight-line basis over the term of the lease.

We will recognize gains on sales of real estate either in total or deferred for a period of time, depending on whether a sale has been consummated, the extent of the buyer's investment in the property being sold, whether our receivable, if any, is subject to future subordination, and the degree of our continuing involvement with the property after the sale, if any. If the criteria for profit recognition under the full-accrual method are not met, we will defer gain recognition and account for the continued operations of the property by applying the reduced profit, deposit, installment or cost recovery method, as appropriate, until the appropriate criteria are met.

Other income, including interest earned on our cash, will be recognized as it is earned. We will recognize interest income on real estate loans on an accrual basis over the life of the loan using the effective interest method. Direct loan origination fees and origination or acquisition costs, will be amortized over the life of the loan as an adjustment to interest income. We will stop accruing interest on loans when there is concern as to the ultimate collection of principal or interest of the loan, which is generally a delinquency of 30 days in required payments of interest or principal. Any payments received on such non-accrual loans will be recorded as interest income when the payments are received. Interest accrual on real estate loan investments is resumed once interest and principal payments become current.

Promotional fees received from service providers at the Company's properties are deferred and recognized on a straight-line basis over the term of the agreement.

#### *Income Taxes*

We intend to elect to be taxed as a REIT commencing with our tax year ended December 31, 2011. We had no taxable income prior to that date. To qualify as a REIT, we must meet certain organizational and operational requirements, including a requirement to distribute at least 90% of our annual REIT taxable income to our stockholders (which is computed without regard to the dividends paid deduction or net capital gain and which does not equal net income as calculated in accordance with United States generally accepted accounting principles, or GAAP). As a REIT, we generally will not be subject to U.S. federal income tax to the extent we distribute qualifying dividends to our stockholders. If we fail to qualify as a REIT in any taxable year, we will be subject to U.S. federal income tax on our taxable income at regular corporate income tax rates and generally will not be permitted to qualify for treatment as a REIT for the four taxable years following the year during which qualification is lost unless the Internal Revenue Service, or IRS, grants us relief under certain statutory provisions. Such an event could materially adversely affect our net income and net cash available for distribution to stockholders. However, we intend to operate in such a manner as to qualify for treatment as a REIT.

#### *Equity Compensation*

We calculate the fair value of equity compensation instruments such as warrants and stock options based upon estimates of their expected term, the expected volatility of and dividend yield on our Common Stock over this expected term period and the market risk-free rate of return. When appropriate, we will also estimate forfeitures of these instruments and accrue the compensation expense, net of estimated forfeitures, over the vesting period(s).

### **Recent Adoption of Accounting Pronouncements**

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The substantive changes in this new guidance require the application of a premium or discount in valuing an instrument that is absent Level 1 inputs, when a market participant would apply such a factor in valuing an instrument. The guidance also enhances disclosure requirements: (i) for fair values of Level 3 assets, the valuation process used for those assets and the sensitivity of those calculations to changes in the amount of unobservable inputs; (ii) a reporting entity's use of a nonfinancial asset in a way that differs from the asset's highest and best use when that asset is measured at fair value in the statement of financial position; and (iii) the categorization by level within the fair value hierarchy of items that are not measured at fair value in the statement of financial position but for which the fair value is required to be disclosed. This guidance is effective for interim and annual periods beginning after December 15, 2011. Our adoption of this guidance did not have a material effect on our financial position or results of operations.

In June 2011, the FASB issued ASU 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This new guidance removes the option of presenting elements of other comprehensive income within the statements of changes to stockholders' equity. Instead, the total of comprehensive income, the components of net income, and the components of other comprehensive income may be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. This guidance is effective for interim and annual periods beginning after December 15, 2011, with retrospective application required. Our adoption of this guidance did not have a material effect on our financial position or results of operations.

In December 2011, the FASB issued ASU 2011-10, *Property, Plant and Equipment (Topic 360): Derecognition of in Substance Real Estate – a Scope Clarification*. This new standard clarifies the guidance concerning deconsolidation of a subsidiary that is in substance real estate upon the event of default of that subsidiary's nonrecourse debt. Generally, deconsolidation of a subsidiary in this circumstance is not appropriate until the collateral is legally transferred to the lender and the indebtedness is extinguished. This guidance will be effective for annual and interim periods beginning after June 15, 2012. We do not expect our adoption of this guidance to have a material effect on our financial position or results of operations.

## Results of Operations

### *Overview*

We commenced business operations in the second quarter of 2011 with the acquisitions of the Stone Rise, Summit Crossing, and Trail Creek multifamily communities (each as defined below) on April 15, 21 and 29, 2011, respectively. The sources of financing were approximately \$34.0 million (including approximately \$2.3 million of closing costs) from the proceeds of our initial public offering, which closed on April 5, 2011, and secured first mortgage financing of approximately \$55.6 million. On June 30, 2011, we made a mezzanine loan investment of \$6.0 million to partially finance the construction of a 96-unit multifamily community that is located adjacent to our existing Trail Creek multifamily community in Hampton, Virginia and, in connection therewith, received an option to purchase the community.

We recorded net losses attributable to common stockholders of approximately \$477,000 and \$433,000 for the three-month periods ended March 31, 2012, and 2011, respectively. The highlights of our first quarter 2012 operating results include:

We continue to hold no debt at the Company or Operating Partnership levels, have no cross-collateralization of our real estate assets, and have no contingent liabilities at the Company or Operating Partnership levels with regard to our secured mortgage debt on our communities or otherwise.

We issued 2,155 Units and collected net proceeds of approximately \$2.0 million from the first closing on March 30, 2012 of our continuous public offering of up to a maximum of 150,000 Units.

Declared a quarterly dividend of \$673,181, or \$0.13 per share of Common Stock, which was paid on April 16, 2012 to all common stockholders of record as of March 30, 2012. We currently expect to continue our quarterly dividend

distributions at the \$0.13 per share level for 2012. This guidance excludes any forecasted deployment of capital proceeds from our Unit offering and potential dividends to be paid on our Preferred Stock.

Recorded cash from operating activities of \$927,394, which was more than sufficient to fund our first quarter Common Stock dividend.

Adjusted Funds from Operations Attributable to Common Stockholders, or AFFO, for the three-month period ended March 31, 2012 was \$772,321. See the Adjusted Funds From Operations Attributable to Common Stockholders section within this Management's Discussion and Analysis of Financial Condition and Results of Operations for the definition of this non-GAAP measure and a reconciliation to net loss attributable to the Company, which we believe is the most comparable GAAP measure.

#### *Acquired properties*

On April 15, 2011, we acquired 100% of the membership interests in Stone Rise Apartments, LLC, a Delaware limited liability company (f/k/a Oxford Rise JV LLC), or Stone Rise, the fee-simple owner of a multifamily community located in suburban Philadelphia, Pennsylvania. Williams Opportunity Fund, LLC, or WOF, owned the membership interests in Stone Rise Apartments, LLC. The Stone Rise Apartments membership interests were acquired from Oxford Rise Partners LLC, a Georgia limited liability company, and WOF. As of April 15, 2011, WOF owned approximately 19.75% of our outstanding Common Stock. In addition, John A. Williams, our President, Chief Executive Officer and Chairman of the Board, indirectly owns an approximate 1.0% membership interest in WOF. In connection with the acquisition, we paid an acquisition fee of \$301,500, or 1.0% of the contract purchase price, to our Manager, of which WOF received \$3,015 through its special limited liability company interest in our Manager which entitles WOF to receive 1% of our Manager's gross revenues.



On April 21, 2011, we acquired 100% of the membership interests in PAC Summit Crossing, LLC, a Georgia limited liability company (f/k/a Oxford Summit Partners, LLC), or Summit Crossing, the fee-simple owner of a multifamily community located in suburban Atlanta, Georgia. The PAC Summit Crossing membership interests were acquired from Oxford Summit Development LLC, a Georgia limited liability company, and Williams Realty Fund I, LLC, or WRF. As of April 21, 2011, WRF owned approximately 13.62% of our outstanding Common Stock. In addition, Mr. Williams indirectly owns an approximate 7.0% membership interest in WRF. In connection with the acquisition, we paid an acquisition fee of \$332,000, or 1.0% of the contract purchase price, to our Manager, of which WOF received \$3,220 through its special limited liability company interest in our Manager.

On April 29, 2011, we acquired Oxford Trail, a multifamily community located in Hampton, Virginia from Oxford Trail JV LLC, or Trail Creek. WRF owned an approximately 10% membership interest in Oxford Trail JV LLC. Separate from Mr. Williams' membership interest in WRF, Mr. Williams received approximately \$62,600 from Oxford Trail JV as a promoted interest in connection with the sale of Oxford Trail. Leonard A. Silverstein, the Company's Executive Vice President, General Counsel, Secretary and Vice Chairman of the Board received approximately \$20,375 from Oxford Trail JV as a promoted interest in connection with the sale of Oxford Trail. In connection with the acquisition, we paid an acquisition fee of \$235,000, or 1.0% of the contract purchase price, to our Manager of which WOF received \$2,350 through its special limited liability company interest in our Manager.

Community	Purchase Price (millions)	Mortgage Amount (millions)	Debt / Purchase Price	
Summit Crossing	\$ 33.20	\$ 20.86	62.8	%
Trail Creek	23.50	15.28	65.0	%
Stone Rise	30.15	19.50	64.7	%
Total	\$ 86.85	\$ 55.64	64.1	%

Property	Year Completed	Number of Units	Average Unit Size (sq. ft.)	At March 31, 2012 Physical Occupancy (1)	
Summit Crossing	2007	345	1,034	95.4	%
Trail Creek	2006	204	988	91.2	%

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Stone Rise	2008	216	1,078	89.8	%
Total		765	1,033	92.7	%

(1) Count of occupied units (including models) divided by total units at reporting date.

*Real estate loan investment*

On June 30, 2011, we made a mezzanine loan investment of \$6.0 million to Oxford Hampton Partners LLC, or Hampton Partners, a Georgia limited liability company and a related party, to partially finance the construction of a 96-unit multifamily community located adjacent to our existing Trail Creek multifamily community in Hampton, Virginia. Hampton Partners was required to fully draw down the mezzanine loan on the closing date. Hampton Partners paid approximately \$302,300 to WRF from the proceeds of the mezzanine loan to retire an outstanding short term loan that matured on the closing date of the mezzanine loan investment.

The mezzanine loan matures on June 29, 2016, with no option to extend and pays interest at a fixed rate of 8.0% per annum. Interest will be paid monthly with principal and any accrued but unpaid interest (including the exit fee) due at maturity. Under the terms of a purchase option agreement entered into in connection with the closing of the mezzanine loan, we have an option (but not an obligation) to purchase the property between and including April 1, 2014 and June 30, 2014 for \$17,825,600, which is the amount of the aggregate project costs as set forth in the approved construction budget on the closing date. If the property is sold to, or refinanced by, a third party before July 1, 2014, we will be entitled to receive an exit fee equal to the amount required to provide it with a 14% cumulative internal rate of return on the loan. If the property is sold to, or refinanced by, a third party on or after July 1, 2014, then we will be entitled to receive an exit fee equal to the amount required to provide us with a 12% cumulative internal rate of return on the loan. The calculation of the cumulative internal rate of return will include the loan's fees received at closing. Since the minimum exit fee, assuming the purchase option is not exercised, is the amount needed to provide a 12% cumulative internal rate of return, we will accrue each period the additional exit fee earned based on the 12% rate assuming the loan was paid off at period end. The accrued exit fee will be recorded as interest income in the consolidated statements of operations. As of March 31, 2012, the Company earned approximately \$13,000 of additional exit fee income.

If we exercise the purchase option and acquire the property, any accrued and unpaid exit fee will be treated as additional basis in the acquired project.

The mezzanine loan is secured by a pledge of 100% of the membership interests of Hampton Partners, of which WRF is an approximately 100% indirect owner. Partial prepayment of the mezzanine loan is not permitted without our consent. The mezzanine loan is subordinate to a senior loan of up to an aggregate amount of \$10 million that is held by an unrelated third party. W. Daniel Faulk, Jr. and Richard A. Denny, both unaffiliated third parties, have guaranteed to us the completion of the project in accordance with the plans and specifications. This guaranty is subject to the rights held by the senior lender pursuant to a standard intercreditor agreement with the senior lender.

In connection with the closing of the mezzanine loan, we received a loan fee of 2% of the loan amount, or \$120,000, and a loan commitment fee of \$14,333. We paid an acquisition fee of \$60,000 to PAA out of these funds, of which WOF received \$600 through its special limited liability company interest in our Manager. The net fees received by us will be recognized as an adjustment of yield over the term of the loan using the effective interest method.

### *Revenues*

We recorded total rental revenue of approximately \$2.2 million, or 84.7% of total revenues for the three-month period ended March 31, 2012. We had no revenues for the three-month period ended March 31, 2011 as we had not yet begun operations at that date. Occupancy rates and rent growth are the primary drivers of increases in rental revenue from acquired multifamily communities. At March 31, 2012, the combined properties had physical occupancy rates, including model units, of 92.7% of the total units available for rent, including model units.

Factors which we believe affect market rents include vacant unit inventory in local markets, local and national economic growth and resultant employment stability, income levels and growth, the ease of obtaining credit for home purchases, and changes in demand due to consumer confidence in the above factors.

We also collect revenue from residents for items such as utilities, application fees, lease termination fees, and late charges. Other property revenues were approximately 10.0% of total revenues for the three-month period ended March 31, 2012.

Interest income from the real estate loan investment which closed on June 30, 2011 was \$137,395, or 5.2% of total revenues for the three-month period ended March 31, 2012. The \$6.0 million loan accrues interest at the stated rate of 8.0% per annum plus amortized loan fee revenue. Included in this amount is an accrued exit fee of approximately \$13 thousand for the three-month period ended March 31, 2012, to bring our minimum cumulative internal rate of return on the loan to 12%, as per the loan agreement.

On March 26, 2012, we extended a loan of \$650,000 to Oxford Properties LLC, which bears interest at 15% per annum and matures on September 30, 2012. The loan is secured by a personal guaranty issued by the principals of the borrower. Accrued interest income from this loan was \$1,603 for the three-month period ended March 31, 2012.

*Property operating and maintenance expense*

We recorded expenses for the operations and maintenance of our multifamily communities of approximately \$565 thousand, or 27.8% of total operating expenses for the three-month period ended March 31, 2012. The primary components of operating and maintenance expense are salary and benefits expense of property personnel, utilities, property repairs, and landscaping costs. The number of employees assigned by our property Manager to our three multifamily communities at March 31, 2012 is not expected to change materially over the foreseeable future. The expenses incurred for property repairs and, to a lesser extent, utilities could generally be expected to increase gradually over time as the buildings and properties age. Utility costs may generally be expected to increase in future periods as rate increases from providing carriers are passed on to our residents.

*Management fees*

We pay a fee for property management services to our Manager in an amount of 4% of gross property revenues as compensation for services such as rental, leasing, operation and management of our communities and the supervision of any subcontractors. These costs were approximately \$100 thousand for the three-month period ended March 31, 2012. We also paid general and administrative expense fees and asset management fees to our Manager which totaled approximately \$53 thousand and \$128 thousand respectively for the three-month period ended March 31, 2012. The sum of these two fees was approximately \$181 thousand, which is included in the “management fees” line on the consolidated statement of operations for the three-month period ended March 31, 2012. General and administrative expense fees are calculated as 2% of gross property revenues and asset management fees are calculated as one-twelfth of 0.5% of the total value of assets per month, as adjusted. The percentage of these costs charged is governed by the Third Amended and Restated Management Agreement with our Manager.

*Real estate taxes*

We are liable for property taxes due to the various counties and municipalities that levy such taxes on real property for each of our three multifamily communities. The current assessed values of our communities, the estimated annual effective tax rates and expected total property taxes for 2012, as of March 31, 2012 were:

Property	Assessed Value	Expected Property Tax Rate	Expected Property Taxes, FYE 2012
Stone Rise	\$11,130,000	3.22	% \$358,581
Summit Crossing	5,763,576	2.66	% 153,449
Trail Creek	20,795,600	1.09	% 227,399
Total	\$37,689,176	1.96	% \$739,429

We generally expect the assessed values of our multifamily properties to rise over time, owing to our expectation of improving market conditions, pressure on municipalities to raise revenues and increased activity in the transactional market. However, we have some insurance against any potential rise in assessments at Stone Rise because its assessed value is frozen for the years 2011-2015, unless there is a county wide reassessment.

*Depreciation and amortization*

We recorded expenses for depreciation and amortization of tangible and identifiable intangible assets of approximately \$977 thousand, or 48.1% of total operating expenses, for the three-month period ended March 31, 2012.

*Acquisition costs*

We recorded acquisition costs for our three multifamily communities of approximately \$900 and \$220 thousand for the three-month periods ended March 31, 2012 and 2011, respectively. The substantial decrease in these costs from the corresponding 2011 period was driven by the incurrence in 2011 of expenditures related to due diligence, purchase negotiation, appraisals, and other costs related to the three acquired multifamily communities, which were all acquired in April 2011.

*Professional fees*

We recorded professional fee expenses of approximately \$83 thousand and \$45 thousand for the three-month periods ended March 31, 2012 and 2011, respectively. These costs consist principally of fees for audit, tax and legal work performed and the approximate increase of \$38 thousand was due to increases in these costs as we commenced our business operations subsequent to our IPO.

*Management Fees*

We recorded management fees of approximately \$181 thousand for the three-month period ended March 31, 2012, which consisted of an asset management fee and a general & administrative expense management fee paid to our Manager, generated by the management costs and operating expenses related to our three multifamily communities. Since we had no real estate assets or revenues at March 31, 2011, these fees were not payable to our Manager for three-month period ended March 31, 2011.

*Interest expense*

We recorded interest expense of approximately \$538 thousand and \$16 thousand for the three-month periods ended March 31, 2012 and 2011, respectively. Interest expense on mortgage indebtedness from the three acquired properties was approximately \$517 thousand and amortization of deferred loan costs on the mortgage indebtedness was approximately \$21 thousand for the three-month period ended March 31, 2012. Interest expense for the prior year period consisted of interest accrued on the note payable of approximately \$5 thousand and on the two lines of credit due to WOF of approximately \$11 thousand. The note and both lines of credit were paid and retired in April 2011 with proceeds from the private placement transaction.

*Equity compensation to directors and executives*

We recorded amortization expense related to equity compensation to our directors and executives of approximately \$320 thousand for the three-month period ended March 31, 2012. The 2012 period consisted of amortization of the 2012 and 2011 Class B Unit awards to our four principal executives of approximately \$237 thousand, amortization of our 2011 annual restricted stock award to our independent directors of approximately \$64 thousand, and compensation to board members for committee participation at our February 2012 board meeting of approximately \$18 thousand. No equity compensation awards were issued prior to March 31, 2011.

***Funds From Operations Attributable to Common Stockholders (“FFO”)***

Analysts, managers, and investors have, since the first real estate investment trusts were created, made certain adjustments to reported net income amounts under U.S. GAAP in order to better assess these vehicles' liquidity and cash flows. FFO is one of the most commonly utilized Non-GAAP measures currently in practice. In its 2002 “*White Paper on Funds From Operations*”, which was revised in 2004, the National Association of Real Estate Investment

Trusts, or NAREIT, standardized the definition of how Net income/loss should be adjusted to arrive at FFO, in the interests of uniformity and comparability. The NAREIT definition of FFO (and the one we report) is:

Net income/loss:

- Excluding impairment charges on and gains/losses from sales of depreciable property;
- Plus depreciation and amortization of real estate assets; and
- After adjustments for unconsolidated partnerships and joint ventures

Not all companies necessarily utilize the standardized NAREIT definition of FFO, and so caution should be taken in comparing our reported FFO results to those of other companies. Our FFO results are comparable to the FFO results of other companies that follow the NAREIT definition of FFO and report these figures on that basis. We believe FFO is useful to investors as a supplemental gauge of our operating results. FFO is a non-GAAP measure that is reconciled to its most comparable GAAP measure, which the Company believes to be net income/loss available to common stockholders.

***Adjusted Funds From Operations Attributable to Common Stockholders (“AFFO”)***

AFFO makes further adjustments to FFO results in order to arrive at a more refined measure of operating and financial performance. There is no industry standard definition of AFFO and practice is divergent across the industry. We calculate AFFO as:

FFO, plus:

- Acquisition costs;
- Organization costs;
- Equity compensation to directors and executives;
- Amortization of loan closing costs;
- REIT establishment costs;
- Depreciation and amortization of non-real estate assets; and
- Net loan origination fees received;



Less:

Non-cash mezzanine loan interest income; and  
Normally recurring capital expenditures

AFFO figures reported by us are not generally comparable to those reported by other companies. Investors are cautioned that AFFO excludes acquisition costs which are generally recorded in the periods in which the properties are acquired (and often preceding periods). We utilize AFFO to gauge the results of the operating performance of our portfolio of real estate assets. We believe AFFO is useful to investors as a supplemental gauge of our operating performance and is useful in comparing our operating performance with other real estate companies that are not as involved in ongoing acquisition activities. AFFO is a useful supplement to, but not a substitute for, its closest GAAP-compliant measure, which we believe to be net income/loss available to common stockholders.

Reconciliation of Funds From Operations Attributable to Common Stockholders and  
Adjusted Funds From Operations Attributable to Common Stockholders  
to Net Loss Attributable to Common Stockholders

	<b>Three months ended: 3/31/2012</b>
Net loss attributable to common stockholders	\$ (477,355)
Add: Depreciation of real estate assets	971,518
Funds from operations attributable to common stockholders	494,163
Add: Acquisition costs	912
Non-cash equity compensation to directors and executives	319,580
Amortization of loan closing costs	21,493
Depreciation/amortization on non-real estate assets	5,884
Less: Non-cash mezzanine loan interest income	(17,378)
Normally recurring capital expenditures	(52,333)
Adjusted funds from operations attributable to common stockholders	\$ 772,321
Common Stock dividends:	
Declared	\$ \$673,181
Per share	\$ 0.130
Weighted average shares outstanding - basic and diluted <sup>(1)</sup>	5,151,164

Actual shares outstanding at March 31, 2012, including 26,000 unvested shares of restricted Common Stock	5,178,313
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<sup>(1)</sup> The dilutive effect of potential common stock equivalents was excluded from the calculation of weighted average shares outstanding because the Company recorded a net loss for the three-month period ended March 31, 2012.

## Liquidity and Capital Resources

### *Short-Term Liquidity*

We believe our principal short-term liquidity needs are to fund:

operating expenses directly related to our portfolio of multifamily communities (including regular maintenance items);

- capital expenditures incurred to lease our multifamily communities;
- interest expense on our outstanding property level debt;
- monthly distributions that we pay to preferred stockholders; and
- quarterly distributions that we pay to our common stockholders.

Our net cash provided by operating activities for the three-month period ended March 31, 2012 was approximately \$927 thousand and net cash used in operating activities for the three-month period ended March 31, 2011 was approximately \$123 thousand. We had net cash used in operating activities in the prior comparable period, rather than net cash provided by operating activities, since we commenced business operations following our IPO in the second quarter of 2011. The net cash provided by operating activities in 2012 reflects a full period of operational results from our multifamily communities and interest income from our mezzanine loan investment.

The majority of our revenue is derived from residents under existing leases at our multifamily communities. Therefore, our operating cash flow is principally dependent on: (1) the number of multifamily communities in our portfolio; (2) rental rates; (3) occupancy rates; (4) operating expenses associated with these multifamily communities; and (5) the ability of our residents to make their rental payments. We believe we are well positioned to take advantage of the recent improvements in multifamily fundamentals, such as higher occupancy rates, positive new and renewal rates over expiring leases, a declining home ownership rate and a decline in turnover, which we believe are all positive developments in the multifamily industry.

Our net cash used in investing activities for the three-month period ended March 31, 2012 was approximately \$854 thousand and net cash provided by investing activities for the three-month period ended March 31, 2011 was \$150,000. On March 26, 2012, we extended a loan of \$650,000 to Oxford Properties, LLC, a Georgia limited liability company, or Oxford, in the form of a promissory note. The loan bears interest at 15% per annum and interest only payments are due beginning May 1, 2012, and continuing on a monthly basis until the maturity date of September 30, 2012. Additionally, we invested approximately \$157 thousand in capital expenditures in our three multifamily communities during the 2012 period. Cash proceeds for the 2011 period consisted of the receipt of a refunded deposit on a real estate investment we chose not to pursue.

Cash used in or provided by investing activities is primarily driven by acquisitions and dispositions of multifamily properties and other income producing real estate investments, and secondarily by capital expenditures related to our owned properties. We have no current plans to dispose of any of our properties and will seek to acquire more properties at costs that we expect will be accretive to our financial results. Capital expenditures may be nonrecurring and discretionary, as part of a strategic plan intended to increase a property's value and corresponding revenue-generating power, or may be normally recurring and necessary to maintain the income streams and present value of a property. Certain capital expenditures may be budgeted and reserved for upon acquiring a property as initial expenditures necessary to bring a property up to our standards or to add features or amenities that we believe make the property a compelling value to prospective residents in its individual market. These budgeted nonrecurring capital expenditures in connection with an acquisition are funded from the capital source(s) for the acquisition and are not dependent upon subsequent property operational cash flows for funding.

For the three-month period ended March 31, 2012, our capital expenditures were:

	Summit	Trail	Rise	Total
Nonrecurring capital expenditures:				
Budgeted at property acquisition	\$4,993	\$160,552	\$4,788	\$170,333
Other nonrecurring capital expenditures	-	-	-	-
Total nonrecurring capital expenditures	4,993	160,552	4,788	170,333
Normally recurring capital expenditures	16,567	22,779	12,987	52,333
Total capital expenditures	\$21,560	\$183,331	\$17,775	\$222,666

Net cash provided by financing activities was approximately \$616 thousand for the three-month period ended March 31, 2012 and net cash used in financing activities for the three-month period ended March 31, 2011 was approximately \$47 thousand. During the 2012 period, we received net proceeds of approximately \$2.0 million from the issuance of 2,155 Units. Partially offsetting this cash inflow was the payment of our Common Stock dividend on January 17, 2012, of approximately \$647 thousand. The 2011 period's net cash outflows for financing activities of approximately \$47 thousand was driven by payments of approximately \$333 thousand for deferred offering costs in anticipation of our IPO, partially offset by net cash inflows of approximately \$286 thousand from related party lines of credit.

*Distributions*

In order to obtain and maintain our status as a REIT for U.S. federal income tax purposes, we must comply with a number of organizational and operating requirements, including a requirement to distribute 90% of our annual REIT taxable income to our stockholders. As a REIT, we generally will not be subject to federal income taxes on the taxable income we distribute to our stockholders. Generally, our objective is to meet our short-term liquidity requirement of funding the payment of our quarterly Common Stock dividends to stockholders, as well as monthly dividends to holders of our Preferred Stock, through net cash generated from operating results.

For the three-month periods ended March 31, 2011 and 2012, our Common Stock dividend and cash-generating activity was:

Three-month period ended	Dividend per share of Common Stock	Dividends paid	Cash flow from operations
3/31/2011	\$ -	\$-	\$(122,686 )
3/31/2012	\$ 0.13	\$646,916	\$927,394

We commenced business operations on April 5, 2011 and acquired three multifamily communities and a real estate loan during the second quarter of 2011. As shown above, our cash flow used in operations for the three-month period ended March 31, 2011 was \$122,686, as we had no business operations for that period. Our cash flow from operations for the three-month period ended March 31, 2012 was \$927,394, which was sufficient to cover our quarterly Common Stock dividend as we recorded a full period of business operations and financial results.

On February 2, 2012, our board of directors approved, and we declared, a quarterly Common Stock dividend of \$0.13 per share, a 4% increase from the previous quarter, which was paid on April 16, 2012 to stockholders of record on March 30, 2012. For the remainder of 2012, we currently expect to maintain a quarterly dividend payment to holders of our Common Stock of \$0.13 per share. On April 13, 2012, our board of directors approved, and we declared, a dividend of \$5.33 per share of Preferred Stock, comprised of \$5.00 per share for the full month of April 2012 and \$0.33 per share prorated from the initial issuance of the Units on March 30, 2012 through the end of March 2012. Our board of directors will review the Common Stock dividend quarterly, and there can be no assurance that the current dividend level will be maintained. Our board of directors will review the Preferred Stock dividend monthly to determine whether we have funds legally available for payment of such dividends in cash, and there can be no assurance that the Preferred Stock dividends will consistently be paid in cash. Dividends may be paid as a combination of cash and stock in order to satisfy the annual distribution requirements applicable to REITs.

*Long-Term Liquidity Needs*

We believe our principal long-term liquidity needs are to fund:

- the principal amount of our long-term debt as it becomes due or matures;
- capital expenditures needed for our multifamily communities;
- costs associated with future capital raising activities; and
- costs to acquire additional multifamily communities and enter into lending opportunities.

We intend to finance our future investments with the net proceeds from additional issuances of our securities, including our Series A Redeemable Preferred Stock and Warrant Unit offering (described below), Common Stock, preferred stock, units of limited partnership interest in our Operating Partnership, and/or borrowings. The success of our acquisition strategy may depend, in part, on our ability to access further capital through issuances of additional securities, especially our Unit offering during 2012 and beyond. If we are unsuccessful in raising additional funds, we may not be able to obtain any assets in addition to those we have acquired.

On November 18, 2011, the SEC declared effective our registration statement on Form S-11 (registration number 333-176604), or the Registration Statement, for our offering of up to a maximum of 150,000 Units, with each Unit consisting of one share of our Preferred Stock and one Warrant to purchase 20 shares of our Common Stock and are immediately separable and will be issued separately. The price per Unit is \$1,000. The Preferred Stock will rank senior to the Common Stock with respect to payment of dividends and distribution of amounts upon liquidation, dissolution and winding up. Holders of the Preferred Stock are entitled to receive, when and as authorized by our board of directors and declared by us out of legally available funds, cumulative cash dividends on each share of Preferred Stock at an annual rate of six percent (6%) of the Stated Value, which is \$1,000. Dividends on each share of Preferred Stock will begin accruing on the date of issuance. The Warrant is exercisable by the holder at an exercise price of 120% of the current market price per share of the Common Stock on the date of issuance of such Warrant with a minimum exercise price of \$9.00 per share. The current market price per share is determined using the volume weighted average closing market price for the 20 trading days prior to the date of issuance of the Warrant. The Warrants are not exercisable until one year following the date of issuance and expire four years following the date of issuance.

Our ability to raise funds through the issuance of our securities is dependent on, among other things, general market conditions for REIT's, market perceptions about us, and the current trading price of our Common Stock. We will continue to analyze which source of capital is most advantageous to us at any particular point in time, but the equity and credit markets may not consistently be available on terms that are attractive to us or at all.

The sources to fulfill our long-term liquidity in the future may include borrowings from a number of sources, including repurchase agreements, securitizations, resecuritizations, warehouse facilities and credit facilities (including term loans and revolving facilities), although we had no such programs in place and committed to us at March 31, 2012. We have utilized, and we intend to continue to utilize, leverage in making our investments in multifamily communities. The number of different multifamily communities we will acquire will be affected by numerous factors, including the amount of funds available to us. By operating on a leveraged basis, we will have more funds available for our investments. This will allow us to make more investments than would otherwise be possible, resulting in a larger and more diversified portfolio. See the section entitled "Risk Factors" in Item 1.A of our Annual Report on Form 10-K for more information about the risks related to operating on a leveraged basis.

We intend to target leverage levels (secured and unsecured) between 50% and 65% of the value of our tangible assets (including our real estate assets, real estate loan investments, accounts receivable and cash and cash equivalents) on a portfolio basis based on fair market value. As of March 31, 2012, our outstanding debt (all of which is secured) was approximately 50.1% of the value of our tangible assets on a portfolio basis based on our current estimate of fair market value. Neither our charter nor our by-laws contain any limitation on the amount of leverage we may use. Our investment guidelines, which can be amended by our board without stockholder approval, limit our borrowings (secured and unsecured) to 75% of the cost of our tangible assets at the time of any new borrowing. These targets, however, will not apply to individual real estate assets or investments. At the date of acquisition of each asset, we anticipate that the cost of investment for such asset will be substantially similar to its fair market value. However, subsequent events, including changes in the fair market value of our assets, could result in our exceeding these limits. In addition, we have acquired, and we intend to acquire, all of our multifamily communities through separate single purpose entities and we have financed, and we intend to finance, each of these multifamily communities using financing techniques for that property alone without any cross-collateralization to our other multifamily communities or guarantees by us or our Operating Partnership. We intend to have no long-term unsecured debt at the Company or Operating Partnership levels.

Our secured and unsecured aggregate borrowings are intended by us to be reasonable in relation to our tangible assets and will be reviewed by our board of directors at least quarterly. In determining whether our borrowings are reasonable in relation to our tangible assets, we expect that our board of directors will consider many factors, including without limitation the lending standards of government-sponsored enterprises, such as Fannie Mae and Freddie Mac, for loans in connection with the financing of multifamily properties, the leverage ratios of publicly traded and non-traded REITs with similar investment strategies, and general market conditions. There is no limitation on the amount that we may borrow for any single investment.

Our ability to incur additional debt is dependent on a number of factors, including our credit ratings (if any), the value of our assets, our degree of leverage and borrowing restrictions imposed by lenders. We will continue to monitor the debt markets, including Fannie Mae and/or Freddie Mac (from both of whom we have obtained single asset secured financing on all of our multifamily communities in 2011), and as market conditions permit, access borrowings that are advantageous to us.

If we are unable to obtain financing on favorable terms or at all, we may have to curtail our investment activities, including acquisitions and improvements to real properties, which could limit our growth prospects. This, in turn, could reduce cash available for distribution to our stockholders and may hinder our ability to raise capital by issuing more securities or borrowing more money. We may be forced to dispose of assets at inopportune times in order to maintain our REIT qualification and Investment Company Act exemption. Our ability to generate cash from asset sales is limited by market conditions and certain rules applicable to REITs. We may not be able to sell a property or properties as quickly as we would like or on terms as favorable as we would like.



Furthermore, if interest rates or other factors at the time of financing result in higher interest rates upon financing, then the interest expense relating to that financed indebtedness would be higher. Higher interest rates on newly incurred debt may negatively impact us as well. If interest rates increase, our interest costs and overall costs of capital will increase, which could adversely affect our transaction and development activity, financial condition, results of operations, cash flow, our ability to pay principal and interest on our debt and our ability to pay distributions to our stockholders. Finally, sellers may be less inclined to offer to sell to us if they believe we may be unable to obtain financing.

As of March 31, 2012, we had outstanding borrowings of approximately \$55.6 million, all of which was incurred by us in connection with the acquisition of our three multifamily communities in 2011. The outstanding balance includes fixed-rate debt of approximately \$20.9 million, or 37.5% of the total debt balance, and floating-rate debt of approximately \$34.8 million, or 62.5% of the total debt balance.

As of March 31, 2012, we had approximately \$5.2 million in unrestricted cash and cash equivalents available to meet our short-term and long-term liquidity needs. As of March 31, 2012, we held approximately \$1.9 million of cash and cash equivalents as a working capital and dividend reserve and approximately \$223,000 for planned capital expenditures that were identified at acquisition for our acquired multifamily communities.

### **Off-Balance Sheet Arrangements**

As of March 31, 2012, we had an outstanding warrant to purchase up to 150,000 shares of our Common Stock, or the IPO Warrant, to International Assets Advisory, LLC for financial advisory services performed in connection with our IPO. The IPO Warrant was issued on March 31, 2011. If International Assets Advisory, LLC exercises the IPO Warrant, the purchase price for each share is \$12.50 per share and expires on March 31, 2015. Neither the IPO Warrant nor the underlying shares of Common Stock to be issued upon the exercise of the IPO Warrant were or will be registered. Under certain circumstances, the IPO Warrant also may be exercised on a “cashless” basis, which allows International Assets Advisory, LLC to elect to pay the exercise price by surrendering the IPO Warrant for that number of shares of our Common Stock equal to the quotient obtained by dividing (x) the product of the number of shares of our Common Stock underlying the IPO Warrant, multiplied by the difference between the exercise price of the IPO Warrant and the “fair market value” (defined below) of the Common Stock by (y) the fair market value of the Common Stock. The “fair market value” shall mean the average reported last sale price of our Common Stock for the five trading days immediately preceding the date as of which the fair market value is being determined.

### **Contractual Obligations**

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As of March 31, 2012, our contractual obligations consisted of the three mortgage notes secured by our three acquired properties. Based on the 1 Month London Interbank Offered Rate, or LIBOR, at March 31, 2012 of 0.241%, our estimated future required payments on these instruments were:

	Total	Less than one year (1)	1-3 years	3-5 years	More than five years
Long-term debt obligations:					
Interest	\$12,245,058	\$1,531,259	\$4,057,126	\$3,952,360	\$2,704,312
Principal	55,637,000	-	606,435	2,177,010	52,853,555
Total	\$67,882,058	\$1,531,259	\$4,663,561	\$6,129,370	\$55,557,867

(1) Represents obligations due for the remainder of 2012

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Our primary market risk exposure is interest rate risk. Our floating-rate debt is tied to the 30-day LIBOR. \$19.5 million of our floating-rate debt has LIBOR effectively capped at 4.48% (all-in rate of 7.25%) and approximately \$15.3 million of our floating rate debt has LIBOR effectively capped at 4.05% (all-in rate of 6.85%), both through caps on the maximum interest rate on our debt under Freddie Mac's capped adjustable-rate mortgage program. We have limited market risk associated with debt maturity as all of our debt was incurred in April 2011 and does not mature until May 2018. We have no business operations which subject us to trading risk.

We have and will continue to manage interest rate risk as follows:

• maintain a reasonable ratio of fixed-rate, long-term debt to total debt so that floating-rate exposure is kept at an acceptable level;

- place interest rate caps on floating-rate debt; and
- take advantage of favorable market conditions for long-term debt and/or equity.

We use various financial models and advisors to achieve our objectives.

If interest rates under our floating-rate LIBOR-based indebtedness fluctuated by 100 basis points, our interest costs, based on outstanding borrowings at March 31, 2012, would increase by approximately \$348,000 on an annualized basis, or decrease by approximately \$84,000 on an annualized basis. The difference between the interest expense amounts related to an increase or decrease in our floating-rate interest cost is because LIBOR was 0.241% at March 31, 2012, therefore we have limited the estimate of how much our interest costs may decrease because we use a floor of 0% for LIBOR.

### **Item 4. Controls and Procedures**

#### *Evaluation of disclosure controls and procedures*

Our Chief Executive Officer and Chief Accounting Officer have evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in the Securities Exchange Act of 1934, or Exchange Act, Rule 13a-15(e)) as of the March 31, 2012. Based on that evaluation, our Chief Executive Officer and Chief Accounting Officer have concluded that our disclosure controls and procedures are effective as of the end of such

period to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

*Changes in internal control over financial reporting*

As required by Exchange Act Rule 13a-15(d), our Chief Executive Officer and Chief Accounting Officer evaluated our internal controls over financial reporting to determine whether any change occurred during the quarter ended March 31, 2012 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting. Based on that evaluation, there has been no such change during such quarter.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We and our subsidiaries are not currently subject to any legal proceedings that we consider material.

### **Item 1A. Risk Factors**

Our potential risks and uncertainties are presented in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the twelve months ended December 31, 2011 that was filed with the SEC on March 15, 2012.

The following risk factors should also be considered regarding our potential risks and uncertainties:

*If any of our public communications are held to be in violation of federal securities laws relating to public communications, we could be subject to potential liability. Investors in the offering of up to a maximum of 150,000 Units, with each Unit consisting of one share of Preferred Stock and one Warrant, to purchase 20 shares of our Common Stock, or the Units Offering, should rely only on the statements made in the prospectus forming a part of the Registration Statement, or Prospectus, as supplemented to date, in determining whether to purchase shares of our Units.*

From time to time, we or our representatives make public statements relating to our business and its prospects. Such communications are subject to federal securities laws. If any of our public communications are held by a court to be in violation of Section 5 of the Securities Act of 1933, as amended, or the Securities Act, and a claim for damages is

brought against us in connection therewith by one or more of our stockholders that purchased shares of our Common Stock on the basis of such communications before receiving a copy of the Prospectus as supplemented to date, and potentially other stockholders, we could be subject to liability in connection with the shares we sold such persons during such period. Such stockholders would have a period of 12 months following the date of any violation determined by a court to have occurred to bring a Section 5 claim. Our liability in a Section 5 claim could include statutory interest from the date of such stockholder's purchase, in addition to possibly other damages determined by a court. In the event that any of our communications are claimed to have been made in violation of Section 5 of the Securities Act, we expect that we would vigorously contest such claim. Nevertheless, we could not give any assurance as to any court's ultimate determination with respect to any such claim. Accordingly, there is a risk that we could be subject to potential liability with respect to any Section 5 claim brought against us, and such liability may adversely affect our operating results or financial position.

***Distributions paid from sources other than our cash flow from operations, particularly from proceeds of the Units offering, will result in us having fewer funds available for the acquisition of properties and other real estate-related investments and may dilute your interests in us, which may adversely affect our ability to fund future distributions with cash flow from operations and may adversely affect your overall return.***

Holders of Preferred Stock are entitled to receive, when, and as authorized by our board of directors and declared by us out of legally available funds, cumulative cash dividends on each share of Preferred Stock at an annual rate of six percent (6%) of the Stated Value. Dividends on shares of the Preferred Stock will begin accruing on the date of their issuance. On April 13, 2012, we declared a dividend of \$5.33 per share of Preferred Stock payable to stockholders of record on April 30, 2012, comprised of \$5.00 per share for the month of April 2012 and \$0.33 per share prorated from the initial issuance of shares of Preferred Stock on March 30, 2012 through the end of March 2012. We expect to continue to authorize and declare dividends on the shares of Preferred Stock on a monthly basis, unless our results of operations, our general financing conditions, general economic conditions, applicable provisions of Maryland law or other factors make it imprudent to do so. Dividends will generally be payable on or around the 20th day of the month following the month for which the dividend was declared. The timing and amount of such dividends will be determined by our board of directors, in its sole discretion, and may vary from time to time.

On May 5, 2011, we declared a quarterly cash dividend to our common stockholders of record as of June 30, 2011, that was paid on July 15, 2011, in the amount of \$0.125 per share of common stock, totaling approximately \$646,487. On August 4, 2011, we declared a quarterly cash dividend of \$0.125 per share, which was paid on October 17, 2011 to all common stockholders of record as of September 30, 2011, totaling \$646,675. On November 10, 2011, we declared a quarterly cash dividend of \$0.125 per share, which was paid on January 17, 2012 to all common stockholders of record as of December 30, 2011, totaling \$646,916. On February 2, 2012, we declared a quarterly cash dividend to our common stockholders of record as of March 30, 2012, that was paid on April 16, 2012, in the amount of \$0.13 per share of common stock, totaling \$673,181.

For the twelve-month period ended December 31, 2011, our cash flow from operations of approximately \$528,000 was a shortfall of approximately \$1.4 million, or 72.8%, to our dividends paid of \$1,940,078 paid during such period. The shortfall of cash flow from operations to dividends declared and paid was substantially due to the incurrence of approximately \$1.7 million in acquisition costs related to the three multifamily communities that we acquired.

As mentioned above, we have paid distributions from sources other than from our cash flow from operations. Until we acquire additional properties or other real estate-related investments, we may not generate sufficient cash flow from operations to pay distributions. Our inability to acquire additional properties or other real estate-related investments may result in a lower return on your investment than you expect. If we have not generated sufficient cash flow from our operations and other sources, such as from borrowings, the sale of additional securities, advances from our manager, our manager's deferral, suspension and/or waiver of its fees and expense reimbursements, to fund distributions, we may use the proceeds from the Units Offering. Moreover, our board of directors may change our distribution policy, in its sole discretion, at any time. Distributions made from offering proceeds are a return of capital

to stockholders, from which we will have already paid offering expenses in connection with the Units Offering. We have not established any limit on the amount of proceeds from this offering that may be used to fund distributions, except that, in accordance with our organizational documents and Maryland law, we may not make distributions that would: (1) cause us to be unable to pay our debts as they become due in the usual course of business; (2) cause our total assets to be less than the sum of our total liabilities plus senior liquidation preferences, if any; or (3) jeopardize our ability to qualify as a REIT.

If we fund distributions from the proceeds of the Units Offering, we will have less funds available for acquiring properties or real estate-related investments. As a result, the return you realize on your investment may be reduced. Funding distributions from borrowings could restrict the amount we can borrow for investments, which may affect our profitability. Funding distributions with the sale of assets or the proceeds of the Units Offering may affect our ability to generate cash flows. Funding distributions from the sale of additional securities could dilute your interest in us if we sell shares of our common stock or securities convertible or exercisable into shares of our common stock to third party investors. Payment of distributions from the mentioned sources could restrict our ability to generate sufficient cash flow from operations, affect our profitability and/or affect the distributions payable to you upon a liquidity event, any or all of which may have an adverse effect on your investment.

## **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

### *Unregistered Sales of Equity Securities*

On February 2, 2012, the Company issued 2,988 shares of Common Stock to its independent directors in lieu of paying cash as compensation for attendance at Board committee meetings pursuant to its 2011 Stock Incentive Plan. These shares were issued pursuant to the exemption provided under Section 4(2) of the Securities Act.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

See the Exhibit Index.



**SIGNATURES**

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

PREFERRED APARTMENT COMMUNITIES, INC.

(Registrant)

/s/ John A. Williams

Date: May 11, 2012

John A. Williams  
President and Chief Executive Officer

/s/ Michael J. Cronin

Date: May 11, 2012

Michael J. Cronin  
Chief Accounting Officer and Treasurer

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
31.1	Certification of John A. Williams, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Michael J. Cronin, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	XBRL (eXtensible Business Reporting Language). The following materials from Preferred Apartment Communities, Inc.'s Quarterly Report on Form 10-Q for the period ended March 31, 2012, formatted in XBRL: (i) Consolidated balance sheets at March 31, 2012 and December 31, 2011, (ii) consolidated statements of operations for the three months ended March 31, 2012 and 2011, (iii) consolidated statement of equity and accumulated deficit, (iv) consolidated statement of cash flows and (v) notes to consolidated financial statements. As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purpose of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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