

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1999-09-10**  
SEC Accession No. **0000950131-99-005276**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **ANGELES PARTNERS XII**

CIK: **720392** | IRS No.: **953903623** | State of Incorpor.: **CA** | Fiscal Year End: **1231**  
Type: **SC 14D1/A** | Act: **34** | File No.: **005-50745** | Film No.: **99709144**  
SIC: **6500** Real estate

Mailing Address  
*55 BEATTIE PLACE  
POST OFFICE BOX 1089  
GREENVILLE SC 29602*

Business Address  
*55 BEATTIE PLACE  
POST OFFICE BOX 1089  
GREENVILLE SC 29602  
3037578101*

### FILED BY

#### **ERP OPERATING LTD PARTNERSHIP**

CIK: **931182** | IRS No.: **363894853** | State of Incorpor.: **IL** | Fiscal Year End: **1231**  
Type: **SC 14D1/A**  
SIC: **6798** Real estate investment trusts

Mailing Address  
*TWO N RIVERSIDE PLAZA  
SUITE 450  
CHICAGO IL 60606*

Business Address  
*TWO N RIVERSIDE PLZ  
STE 400  
CHICAGO IL 60606  
3124741300*

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 14D-1  
Tender Offer Statement Pursuant to Section 14(d) (1)  
of the Securities Exchange Act of 1934  
(Amendment No. 1)  
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ANGELES PARTNERS XII  
(Name of Subject Company)

ERP OPERATING LIMITED PARTNERSHIP  
(Bidder)

LIMITED PARTNERSHIP INTERESTS  
(Title of Class of Securities)

NONE  
(CUSIP Number of Class of Securities)

-----  
Copy to:

Bruce C. Strohm, Esq.  
Equity Residential Properties Trust  
Two North Riverside Plaza  
Chicago, Illinois 60606  
(312) 474-1300

Don S. Hershman, Esq.  
Holleb & Coff  
55 East Monroe Street  
Chicago, Illinois 60606  
(312) 807-4600

(Name, Address and Telephone Number of  
Person Authorized to Receive Notices and  
Communications on Behalf of Bidder)

Calculation of Filing Fee

Transaction Valuation\*: \$16,434,000      Amount of Filing Fee: \$3,287

\* For purposes of calculating the filing fee only. Assumes the purchase of 21,912 Units at a purchase price equal to \$750 per Unit in cash.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

<TABLE>

<S>

Amount Previously Paid:	\$2,849	Filing Party:	ERP Operating Limited Partnership
Form or Registration Number:	Schedule 14D-1	Date Filed:	September 2, 1999

</TABLE>

AMENDMENT NO. 1 TO SCHEDULE 14D-1

This statement (the "Statement") constitutes Amendment No. 1 to the initial Schedule 14D-1 of ERP Operating Limited Partnership ("ERP") relating to ERP's

offer to purchase limited partnership interests (the "Units") of Angeles Partners XII (the "Partnership"). The item numbers and responses thereto are set forth below in accordance with the requirements of Schedule 14D-1.

Items 1-10.

Incorporated by reference from ERP's Offer to Purchase, Letter of Transmittal and Form of Letter to Unitholders, each dated September 2, 1999. Any references to the offer price of \$650 per Unit should now be \$750 per Unit.

Item 11. Material to be Filed as Exhibits.

- (a) (1) Offer to Purchase, dated September 2, 1999 (previously filed).
- (a) (2) Letter of Transmittal (previously filed).
- (a) (3) Form of Letter to Unitholders dated September 2, 1999 (previously filed).
- (a) (4) Letter, dated September 10, 1999, from ERP Operating Limited Partnership to the Unitholders of the Partnership.
- (b)-(f) Not Applicable.

#### SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 10, 1999

ERP OPERATING LIMITED PARTNERSHIP  
By: EQUITY RESIDENTIAL PROPERTIES  
TRUST, General Partner

By: /s/ Bruce C. Strohm  
-----  
Its: Executive Vice President, General  
-----  
Counsel and Secretary  
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#### EXHIBIT INDEX

Exhibit No. -----	Description -----
(a) (1)	Offer to Purchase dated September 2, 1999 (previously filed).
(a) (2)	Letter of Transmittal (previously filed).
(a) (3)	Form of Letter to Unitholders dated September 2, 1999 (previously filed).
(a) (4)	Letter, dated September 10, 1999, from ERP Operating Limited Partnership to the Unitholders of the Partnership.
(b)-(f)	Not Applicable.

EX-99.4

## LETTER TO UNITHOLDERS

September 10, 1999

TO: UNITHOLDERS OF ANGELES PARTNERS XII  
SUBJECT: OFFER TO PURCHASE UNITS

Dear Unitholder:

We are increasing our offer price for your limited partnership interests (the "Units") in Angeles Partners XII (the "Partnership") from \$650 per Unit to \$750 per Unit.

We are offering to acquire up to 21,912 Units (the "Offer"). The Offer is not subject to any minimum number of Units being tendered. We understand that you may have received an offer from Everest Investors 12, LLC to purchase up to 1,699 Units at \$554 per Unit. We also understand that Angeles Realty Corporation II, the Partnership's general partner, previously offered to purchase up to 12,098.01 Units at \$570 per Unit and may be in the process of increasing its offer price to \$700 per Unit. Of the offers that we understand that you may have received, our new offer price of \$750 per Unit is the highest price per Unit.

As we are increasing the offer price from \$650 to \$750 before the expiration of the Offer, October 7, 1999, unless extended, this increased offer price will be paid with respect to all Units that are purchased by us pursuant to the Offer, whether or not such Units were tendered prior to or after this increase in consideration.

If more Units are tendered than we are offering to acquire, we will prorate the purchase so that the same approximate percentage of Units tendered by each unitholder will be purchased. Our offer price of \$750 per Unit will be decreased by the amount of any distributions declared or made with respect to the Units between August 20, 1999 and October 7, 1999, or such other date to which the Offer may be extended. YOU WILL NOT BE REQUIRED TO PAY ANY COMMISSIONS OR FEES IN CONNECTION WITH ANY DISPOSITION OF YOUR UNITS PURSUANT TO THE OFFER.

Please refer to our Tender Offer documents, dated September 2, 1999, for additional information about the Offer.

If you would like to tender your Units to be purchased by us for \$750 per Unit, please complete the pink transmittal letter we sent to you to and deliver it to MMS Escrow and Transfer Agency, Inc. (the "Depository") at the address listed on the pink transmittal letter in the gold envelope sent to you with the pink transmittal letter.

If you have any questions or need assistance, please call the Depositary at (888) 292-4264.

The Offer expires (unless extended) October 7, 1999.