

SECURITIES AND EXCHANGE COMMISSION

FORM PRER14A

Preliminary revised proxy soliciting materials

Filing Date: **1996-12-30**
SEC Accession No. **0000950124-96-005676**

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FILER

DECADE COMPANIES INCOME PROPERTIES

CIK: **775840** | IRS No.: **391518732** | State of Incorporation: **WI** | Fiscal Year End: **1231**
Type: **PRER14A** | Act: **34** | File No.: **000-21455** | Film No.: **96688433**
SIC: **6500** Real estate

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SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant (x)

Filed by a party other than the Registrant ()

Check the appropriate box:

() Preliminary Proxy Statement

() CONFIDENTIAL, FOR USE
OF THE COMMISSION ONLY
(AS PERMITTED BY RULE
14a-6(e) (2))

() Definitive Proxy Statement

() Definitive Additional Materials

(x) Soliciting Material Pursuant to Rule 14a-11(c) or
Rule 14a-12

Decade Companies Income Properties--A Limited Partnership
(Name of Registrant as Specified In Its Charter)

Filed by Registrant

(Name of Person(s) Filing Proxy Statement,
if Other than Registrant)

Decade Companies Income Properties--A Limited Partnership ("DCIP") disclaims that the letters filed herewith constitute solicitation material under Rules 14a-11(c) or 14a-12. As noted in the SEC's Disclosure Operations Proxy Rule Reference Book at page 15:

Where a transaction is undertaken and the disclosures made in connection therewith are a bona fide part of the transaction at issue, then notwithstanding the possibility that such communications could be

found to be reasonably calculated to result in the procurement, withholding or revocation of a proxy, the Division will not take the position that the communications are subject to Regulation 14A. Thus, for example, where a person has commenced a tender offer or an exchange offer and includes in such material disclosure as to shareholder action that it subsequently may seek or comments on a communication in opposition to the tender or exchange offer, such material will be treated as tender offer or exchange offer material.

*

The letters and disclosure provided as exhibits hereto were a bona fide part of the voluntary tender offer transaction. DCIP reserves its rights concerning whether these letters were solicitation material subject to Regulation 14A, based in part upon the SEC Reference Book excerpt cited above.

Exhibit Index

Exhibit

1	Letter dated November 12, 1996
2	Letter dated November 19, 1996
3	Letter dated November 20, 1996
4	Letter dated November 28, 1996
5	Letter dated December 5, 1996

* See e.g. Payless Northwest tender offer for Payless in opposition to a proposed merger of Payless with Jewel found by the Staff not to require compliance with the proxy rules.

Exhibit 1

[Decade Companies Letterhead]

November 12, 1996

RE: Decade Companies Income Properties
Form 10-Q
Offer to Purchase Limited Partnership Interests

Dear Investor:

We are enclosing with this letter the report on Form 10-Q for the quarter ended September 30, 1996.

An Offer to Purchase Limited Partnership Interests dated October 24, 1996 was recently mailed to you. Please note, the Offer by the Partnership to purchase your Limited Partnership Interests for cash will expire at 12:00 midnight, Milwaukee, Wisconsin time on Friday, November 22, 1996 (unless otherwise extended by the Partnership). If you have not already accepted the Offer, and wish to do so, you must sign and timely return the Letter of Acceptance.

Please note that our office will be open until 5:00 p.m., Milwaukee, Wisconsin time, on Friday November 22, 1996. Our fax machine (414-792-0808) will be available to receive your Letter of Acceptance after office hours through 12:00 midnight, Milwaukee, Wisconsin time.

Should you have any questions, please feel free to call me.

Very truly yours,

/s/ Michael Sweet

Michael Sweet
Partnership Manager

MS/mt
Enclosure

Exhibit 2

[Decade Companies Letterhead]

November 19, 1996

Re: Decade Companies Income Properties Tender Offer

Dear Limited Partners:

This letter is written in response to correspondence dated November 12, 1996 which you may have received recently from Arnold Leas. Since Mr. Leas mailed his letter we have had several calls from investors and feel it is important to clear up the confusion his letter may have caused. This letter is designed to answer some of the questions that limited partners have commonly asked of the Partnership Manager.

Mr. Leas is not an employee of Decade Companies, DCIP or any of its affiliates and, in fact, is an ex-employee. Mr. Leas recommends in his letter that limited partners not tender their Interests to DCIP. He also states that he will ask that the limited partners replace the General Partner with Mr. Leas' management company.

Mr. Leas' recommendations reflect his personal interests. We believe that each of the partners should evaluate his or her own interests. In fact, Mr. Leas' solicitation contains a number of significant misstatements of material facts and also omits to include a number of material facts as to which we are pursuing appropriate action.

We ask that you review the offer to purchase you have received as well as our past supplemental letters and make your own decision. Neither DCIP nor its general partner makes any recommendation to any limited partner as to whether to tender or refrain from tendering Interests.

Please be reminded that the tender offer is voluntary and limited partners are not required to tender their Interests to the partnership. As set forth in the offer to purchase, the tender offer was designed to provide liquidity for those limited partners who wished to liquidate their investment at this time.

If you have any questions regarding any aspect of your investment with the partnership, please contact me at your earliest convenience at 414-792-9200. Thank you.

Very truly yours,

/s/ Michael G. Sweet

Michael G. Sweet
Partnership Manager

Exhibit 3

[Decade Companies Letterhead]

November 20, 1996

Decade Companies Income Properties--A Limited Partnership
Supplemental Letter to All Limited Partners

INTRODUCTION

As we approach the tender offer expiration date and in addition to the information set forth in the Offer to Purchase limited partnership Interests, dated October 24, 1996, and the Annexes and Exhibits thereto as well as past supplemental letters, limited partners of Decade Companies Income Properties--A Limited Partnership ("Partnership") should carefully consider the following information in deciding whether to tender a limited partnership Interest ("Interest") on the terms and subject to the conditions set forth in the Offer to Purchase and the related letter of acceptance and this supplemental letter, which together constitute the Offer. The Offer, proration period and withdrawal rights have been extended and will now expire at 12:00 midnight, Milwaukee time, on Wednesday, November 27, 1996, unless further extended by the Partnership.

This letter is also designed to answer some of the questions that limited partners have commonly asked of the Partnership Manager.

TENDER AMOUNT

Please note that the Offer to Purchase is for 8,944 Interests. If more than 8,944 Interests are tendered, the Partnership will purchase up to 8,944 Interests. If the Partnership obtains financing to purchase additional Interests, the Partnership will prepare and disseminate supplemental materials and, if required, will extend the expiration date (currently set for November 27, 1996). If more than 8,944 Interests are tendered (or such higher amount as set out in supplemental material) and the Partnership determines not to, or is unable to, borrow additional funds, the Partnership will prorate the tendered Interests as described in the Offer to Purchase.

BACKGROUND OF THE OFFER

As previously noted, neither the Partnership nor its General Partner makes any recommendation as to whether a partner should tender or refrain from tendering Interests. You must make that decision after considering all facts.

Limited partners who tender their Interests will receive \$402.00 per Interest in cash subject to proration rights and will no longer share in the risks associated with achieving earnings or the potential to realize a greater value for their Interests. On the other hand, limited partners who do not tender their Interests will acquire a greater

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share of the equity, profit and losses of the Partnership. While there can be no assurances, the General Partner believes that the current value of the Partnership properties is more likely than not to increase in the future, provided the Partnership holds the property for a period of time.

No additional offers on the Partnership's properties have been received, although the Partnership has received inquiries as to the properties and continues to evaluate the status of any inquiry received concerning its properties. In addition, the Partnership received a fax from an entity suggesting it was exploring the possibility of presenting an offer higher than the current tender offer price. No further price was stated and no further information has been received.

As set forth in the offer to purchase, the General Partner believes the current value of the Partnership properties is more likely than not to increase in the future, provided the Partnership holds the property for a period of time and, therefore, does not believe that now is the optimal time to sell the property and liquidate the Partnership. There can be no assurances, however, of any profit or distribution if a limited partner decides to hold their Interest. The General Partner would favor sale of the Partnership's properties if presented with a favorable offer or upon a clear request by the limited partners. The General Partner, therefore, cannot state when the Partnership's properties will be sold.

CONDITIONS OF THE OFFER

The Partnership also amends the Offer and specifically agrees that the conditions (described in detail on pages 20 and 21 of the Offer to Purchase) shall be satisfied or waived prior to the expiration date of the Offer (currently scheduled for November 27, 1996). Therefore, after the expiration date, the Partnership will purchase up to 8,944 Interests, subject to these proration rights.

RECENT SALE PRICES

The Partnership is aware of the following secondary market transactions in the Partnership Interests from October 1994 through October 1996. Since October 1996, the General Partner is unaware of any completed transaction, although it has learned that certain limited partners in early October 1996 have considered sales below the \$402 offer price (such sales were not consummated and range from \$280 to \$350 per Interest). The General Partner or its affiliates were not a party to any of these transactions.

<TABLE>
<CAPTION>

Sale Date -----	Number of Interests -----	Purchase Price per Interest -----
<S>	<C>	<C>
10/11/94	10.00	\$301.70
12/22/94	3.00	\$368.33
12/26/94	25.00	\$380.00
2/20/95	31.40	\$127.39
7/3/95	50.00	\$410.00
7/3/95	50.00	\$410.00
9/17/95	2.50	\$450.00
9/20/95	5.00	\$360.00
11/1/95	20.00	\$400.00
11/11/95	8.00	\$700.00
12/4/95	25.00	\$380.27
12/4/95	25.00	\$380.27
12/16/95	3.00	\$383.94
12/17/95	20.00	\$345.00
12/22/95	25.00	\$355.00
3/2/96	5.00	\$338.20
3/26/96	10.00	\$360.00
3/28/96	2.26	\$271.94
2/26/96	3.00	\$311.67
3/26/96	6.06	\$344.93
3/28/96	2.50	\$300.40
3/28/96	5.00	\$340.20
6/25/96	2.00	\$400.00
8/15/96	2.04	\$280.00
8/28/96	50.00	\$350.00
9/10/96	8.80	\$300.00
9/17/96	3.00	\$339.00

</TABLE>

OTHER MATTERS

Finally, and as previously noted, an ex-employee has announced that he intends to solicit consents to remove and replace the Partnership's General Partner. As previously noted, we believe this party is acting for his own interests and has not considered significant issues, including compliance with the partnership agreement and resolution of contractual agreements between the Partnership and other parties. The Partnership is considering all of the rights and what action is appropriate. Such action could include, among others, litigation against the ex-employee and his affiliates.

If you have any questions, please contact Mr. Michael G. Sweet at Decade Companies, Suite 140, 250 Patrick Boulevard, Brookfield, Wisconsin 53045 (414-792-9200).

Thank you.

Very truly yours,

/s/ Michael Sweet
Michael G. Sweet
Partnership Manager

Exhibit 4

[Decade Companies Letterhead]

November 28, 1996

RE Decade Companies Income Properties Tender Offer

Dear Investor:

We are pleased to report that on Wednesday, November 27, the Partnership's Tender Offer was completed. We feel the Tender Offer was successful in accommodating the differing goals of the limited partners. For those who tendered their Interests, there is immediate liquidity of their investment. For those who did not tender their Interests, there is an immediate increase in their percentage ownership of the Partnership, including acquiring a greater share of the equity, profit, and losses. Because Interests were tendered at a discount to estimated net asset value, limited partners who did not tender will also proportionately benefit to the extent of the discount.

The Partnership does not intend to borrow any additional funds to purchase any Interests. Further, all Interests which have been tendered have been accepted in full, without proration. We will tabulate the results of the Tender Offer after the Thanksgiving holiday and report such results to you in a separate letter.

We believe the Tender Offer was beneficial for all limited partners by enabling them to make a choice between immediate liquidity and continued ownership. We found a way to provide liquidity to those who wanted it at a price generally above the prevailing secondary market prices, while offering the benefits of increased ownership to those partners who remained in the Partnership.

If you have any questions whatsoever regarding this or any aspect of your investment in this program, please do not hesitate to contact me at your earliest convenience.

Very truly yours,

/s/ Michael Sweet

Michael G. Sweet
Partnership Manager

Exhibit 5

[Decade Companies Letterhead]

December 5, 1996

RE: Decade Companies Income Properties

Dear Limited Partners:

On behalf of Decade Companies Income Properties ("DCIP"), we are pleased to report that DCIP has purchased approximately 4,000 limited partnership interests (or 23% of the outstanding amount) in its recent tender offer.

The tender offer was successful in that it achieved two purposes. First, it provided immediate liquidity to those investors who wanted to cash out from DCIP at a price that was greater than that which was generally available in the secondary market. Second, as a result of the buy-out of 23% of the limited partnership Interests, the tender offer enhanced the value for Limited Partners that remainder partners of DCIP. Those of you who chose not to tender your Interests have increased your percentage ownership of the pro rata capital of DCIP. Consequently, while DCIP still owns the same number of properties it did before the tender offer, upon liquidation each remaining partner will receive a larger slice of the pie.

Now that the tender offer is completed and because there are sufficient cash reserves, cash distributions will resume this quarter. The next scheduled distribution will be mailed around January 24, 1997.

As we noted in the tender offer material, and although we cannot provide any assurances, Decade Companies believes that the value of DCIP's properties will likely increase over time. We have come through tough times in the real estate industry in the late 1980's and early 1990's including the collapse of the savings and loans industry, the wholesale selling of billions of dollars of real estate (which depressed prices) and difficulties in arranging financing for potential purchasers. Since that time, things have improved in the real estate industry and with the improved environment we believe the value of DCIP's real estate will increase. Even under the past difficult conditions, DCIP has distributed in excess of \$11 million to its Limited Partners. Depending upon when you invested, you have already received between 55% and 70% of your original investment through these cash distributions and you still own your partnership Interests.

In addition, DCIP has passed through to its Limited Partners approximately \$4

million in tax deductions arising from depreciation and other expenses, which you have used (or can use in the future) to offset taxable income, subject to provisions of the tax law.

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As general partner for DCIP, Decade Companies will continue to evaluate the real estate market and believes that DCIP's current portfolio contains solid performing properties, including:

- . Pelican Sound Apartments, which was purchased for \$12.55 million and was appraised in August 1996 for \$14.25 million.
- . Town Place Apartments which was purchased for \$7.61 million and was appraised in April 1996 for \$9.2 million.
- . The Meadows Apartments which was purchased for \$10.05 million and was appraised in September 1996 at \$11.1 million.

We are proud that these properties have appreciated in value since DCIP's purchase and it is because of these and past purchases that DCIP has been able to distribute more than \$11 million in cash over the years.

While we cannot provide assurances of future performance, we believe that the economy and the current state of the real estate market makes it likely that the value of the DCIP's properties will continue to increase. For example, if a capital gains tax reduction is enacted (as is being discussed), we believe the real estate market will continue to improve.

As a DCIP investor, you may receive a proposal from Mr. Arnold Leas and Wellington Management Corp. We believe that Mr. Leas' proposal would primarily benefit Mr. Leas and his company, but would not be in your best interest. He has, in the past, and may in the future, distribute materials that we believe are materially misleading and inaccurate. For example, he has failed to disclose that removal of Decade Companies as general partner could cause DCIP's property mortgages to be declared in default by banks; that his actions could cost DCIP hundreds of thousands of dollars in additional costs as well as the loss of millions of dollars in financing at favorable rates; or that his actions could trigger the payment of approximately \$225,000 due to the seller of one of DCIP's properties, as well as other costs. We are taking steps to enjoin these misleading actions. Do not be fooled.

We appreciate and value your past confidence and look forward to the eventual sale of the partnership's properties at prices that justify the wait.

Please call me at (414) 792-9200 with any questions or concerns you have. We look forward to hearing from you.

Very truly yours,

/s/ Michael Sweet

Michael Sweet
Partnership Manager

MS/mt