

SECURITIES AND EXCHANGE COMMISSION

FORM SC 14D1/A

Tender offer statement. [amend]

Filing Date: **1997-12-18**  
SEC Accession No. **0000950136-97-001836**

(HTML Version on [secdatabase.com](http://secdatabase.com))

SUBJECT COMPANY

**CENTURY PROPERTIES FUND XIV**

CIK: **278128** | IRS No.: **942535195** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **SC 13D/A** | Act: **34** | File No.: **005-44267** | Film No.: **97740603**  
SIC: **6500** Real estate

Mailing Address  
*POST & HEYMANN  
5665 NORTHSIDE DRIVE NW  
ATLANTA GA 30328*

Business Address  
*ONE INSIGNIA FINANCIAL PLZ  
PO BOX 1089 C/O INSIGNIA  
FINANCIAL GROUP  
GREENVILLE SC 29602  
8032391000*

**CENTURY PROPERTIES FUND XIV**

CIK: **278128** | IRS No.: **942535195** | State of Incorporation: **CA** | Fiscal Year End: **1231**  
Type: **SC 14D1/A** | Act: **34** | File No.: **005-44267** | Film No.: **97740604**  
SIC: **6500** Real estate

Mailing Address  
*POST & HEYMANN  
5665 NORTHSIDE DRIVE NW  
ATLANTA GA 30328*

Business Address  
*ONE INSIGNIA FINANCIAL PLZ  
PO BOX 1089 C/O INSIGNIA  
FINANCIAL GROUP  
GREENVILLE SC 29602  
8032391000*

FILED BY

**MADISON RIVER PROPERTIES LLC**

CIK: **1051506**  
Type: **SC 14D1/A**

Mailing Address  
*ONE INSIGNIA FINANCIAL  
PLAZA  
GREENVILLE SC 29602*

Business Address  
*ONE INSIGNIA FINANCIAL  
PLAZA  
GREENVILLE SC 29602*

**MADISON RIVER PROPERTIES LLC**

CIK: **1051506**  
Type: **SC 14D1/A**

Mailing Address  
*ONE INSIGNIA FINANCIAL  
PLAZA  
GREENVILLE SC 29602*

Business Address  
*ONE INSIGNIA FINANCIAL  
PLAZA  
GREENVILLE SC 29602*

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

---

SCHEDULE 14D-1/A  
TENDER OFFER STATEMENT PURSUANT TO SECTION 14(D) (1)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)

AND

SCHEDULE 13D/A  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 5)

---

CENTURY PROPERTIES FUND XIV  
(Name of Subject Company)

MADISON RIVER PROPERTIES, L.L.C.  
INSIGNIA PROPERTIES, L.P.  
INSIGNIA PROPERTIES TRUST  
INSIGNIA FINANCIAL GROUP, INC.  
(Bidders)

UNITS OF LIMITED PARTNERSHIP INTEREST  
(Title of Class of Securities)

NONE  
(Cusip Number of Class of Securities)

---

JEFFREY P. COHEN  
SENIOR VICE PRESIDENT  
INSIGNIA FINANCIAL GROUP, INC.  
375 PARK AVENUE, SUITE 3401

NEW YORK, NEW YORK 10152  
(212) 750-6070

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

COPY TO:  
JOHN A. HEALY, ESQ.  
ROGERS & WELLS  
200 PARK AVENUE  
NEW YORK, NEW YORK 10166  
(212) 878-8000

-----

AMENDMENT NO. 1 TO 14D-1/AMENDMENT NO. 5 TO SCHEDULE 13D

This Amendment No. 1, which amends and supplements the Tender Offer Statement on Schedule 14D-1 originally filed with the Commission on December 17, 1997 (the "Schedule 14D-1") by Madison River Properties, L.L.C. (the "Purchaser"), Insignia Properties, L.P. ("IPLP"), Insignia Properties Trust ("IPT") and Insignia Financial Group, Inc. ("Insignia"), also constitutes Amendment No. 5 to the Statement on Schedule 13D of the Purchaser, IPLP, IPT, Insignia and Andrew L. Farkas, originally filed with the Commission on August 30, 1995, as amended by Amendment No. 1 filed with the Commission on January 31, 1996, Amendment No. 2 filed with the Commission on February 26, 1996, Amendment No. 3 filed with the Commission on January 16, 1997 and Amendment No. 4 filed with the Commission on December 17, 1997 (and together with the Schedule 14D-1, the "Schedules"). The Schedules relate to the tender offer of the Purchaser to purchase up to 20,000 of the outstanding units of limited partnership interest ("Units") of Century Properties Fund XIV, at a purchase price of \$150 per Unit, net to the seller in cash, upon the terms and subject to the conditions set forth in the Offer to Purchase dated December 17, 1997 (the "Offer to Purchase") and the related Assignment of Partnership Interest (which, together with any supplements or amendments, collectively constitute the "Offer"). Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-1 and the Offer to Purchase.

ITEM 10. ADDITIONAL INFORMATION.

(f) The Offer has been extended to 12:00 midnight, New York time, on Friday, January 16, 1998. On December 18, 1997, the Purchaser issued a press release announcing such extension and reporting that no Units had been tendered pursuant to the Offer. A copy of the press release has been filed as Exhibit (a)(5) to this Amendment No. 1 and is incorporated herein by reference in its entirety.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(5) Text of press release issued by the Purchaser on December 18, 1997.

SIGNATURE

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: December 18, 1997

MADISON RIVER PROPERTIES, L.L.C.

By: /s/ JEFFREY P. COHEN

-----  
Jeffrey P. Cohen  
Manager

INSIGNIA PROPERTIES, L.P.

By: Insignia Properties Trust,  
its General Partner

By: /s/ JEFFREY P. COHEN

-----  
Jeffrey P. Cohen

INSIGNIA PROPERTIES TRUST

By: /s/ JEFFREY P. COHEN

-----  
Jeffrey P. Cohen  
Senior Vice President

INSIGNIA FINANCIAL GROUP, INC.

By: /s/ FRANK M. GARRISON

-----  
Frank M. Garrison  
Executive Managing Director

SOLELY FOR PURPOSES OF, AND  
INSOFAR AS THIS FILING  
CONSTITUTES, AMENDMENT NO. 5 TO  
THE STATEMENT ON SCHEDULE 13D

/s/ ANDREW L. FARKAS

-----  
By: Jeffrey P. Cohen, Attorney-in-Fact

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| (a) (5)     | Text of press release issued by the Purchaser on December 18, 1997. |



MADISON RIVER PROPERTIES, L.L.C.  
P.O. Box 19059  
Greenville, SC 29602

CONTACT: Edward McCarthy of Beacon Hill Partners, Inc.  
(212) 843-8500

FOR IMMEDIATE RELEASE

GREENVILLE, SOUTH CAROLINA, December 18, 1997--Madison River Properties, L.L.C. today announced that, due to an Executive Order declaring December 26th a federal holiday, it has extended the expiration date of its outstanding tender offers for limited partnership interests in Century Properties Fund XIV, Century Properties Fund XV, Century Properties Fund XVIII and Shelter Properties VII Limited Partnership by one day to 12:00 midnight on January 16, 1998. The offers were previously scheduled to expire at 12:00 midnight on Thursday, January 15, 1998. Because the offers were commenced only yesterday, no interests have yet been tendered.

For further information, please contact Beacon Hill Partners at (800) 854-9486, which is acting as the Information Agent for the offers.

# # #