

SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

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FILER

JMB INCOME PROPERTIES LTD XII

CIK: **765813** | IRS No.: **363337796** | State of Incorporation: **IL** | Fiscal Year End: **1231**
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the quarter ended September 30, 1996 Commission file #0-16108

JMB INCOME PROPERTIES, LTD. - XII
(Exact name of registrant as specified in its charter)

Illinois 36-3337796
(State of organization) (IRS Employer Identification No.)

900 N. Michigan Ave., Chicago, IL 60611
(Address of principal executive office) (Zip Code)

Registrant's telephone number, including area code 312/915-1987

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

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

JMB INCOME PROPERTIES, LTD. - XII
 (A LIMITED PARTNERSHIP)
 AND CONSOLIDATED VENTURES

CONSOLIDATED BALANCE SHEETS

SEPTEMBER 30, 1996 AND DECEMBER 31, 1995

(UNAUDITED)

ASSETS

<CAPTION>

	SEPTEMBER 30, 1996	DECEMBER 31, 1995
	-----	-----
<S>	<C>	<C>
Current assets:		
Cash and cash equivalents.	\$ 31,202,848	21,456,552
Rents and other receivables, net of allowance for doubtful accounts of \$260,217 at September 30, 1996 and \$784,652 at December 31, 1995	1,814,873	2,542,548
Prepaid expenses	579,361	260,164
Escrow deposits.	1,015,656	900,561
	-----	-----
Total current assets	34,612,738	25,159,825
	-----	-----
Investment properties, at cost:		
Land	13,447,734	20,494,992
Buildings and improvements	132,460,593	168,635,413
	-----	-----
	145,908,327	189,130,405
Less accumulated depreciation.	44,702,207	52,390,756
	-----	-----
Total investment properties, net of accumulated depreciation	101,206,120	136,739,649
Investment in unconsolidated ventures, at equity	4,559,675	6,412,066
Deferred expenses.	6,630,560	7,639,146
Accrued rents receivable	1,450,614	2,558,056
	-----	-----
	\$148,459,707	178,508,742
	=====	=====

LIABILITIES AND PARTNERS' CAPITAL ACCOUNTS

Current liabilities:		
Current portion of long-term debt.	\$ 447,143	746,306
Accounts payable	2,021,044	2,038,017

Accrued interest	504,191	510,622
Unearned rents	30,434	23,320
	-----	-----
Total current liabilities.	3,002,812	3,318,265
Tenant security deposits	195,990	492,214
Long-term debt, less current portion	63,749,736	88,670,160
	-----	-----
Commitments and contingencies		
Total liabilities.	66,948,538	92,480,639
Venture partners' subordinated equity in ventures.	17,050,633	22,041,429
Partners' capital accounts:		
General partners:		
Capital contributions.	11,123	11,123
Cumulative net earnings (losses)	869,677	769,195
	-----	-----
	880,800	780,318
	-----	-----
Limited partners (189,684 interests):		
Capital contributions, net of offering costs	171,306,452	171,306,452
Cumulative net earnings (losses)	(25,420,140)	(30,082,749)
Cumulative cash distributions.	(82,306,576)	(78,017,347)
	-----	-----
	63,579,736	63,206,356
	-----	-----
Total partners' capital accounts	64,460,536	63,986,674
	-----	-----
	\$148,459,707	178,508,742
	=====	=====

<FN>
See accompanying notes to consolidated financial statements.
</TABLE>

<TABLE>

JMB INCOME PROPERTIES, LTD. - XII
(A LIMITED PARTNERSHIP)
AND CONSOLIDATED VENTURES

CONSOLIDATED STATEMENTS OF OPERATIONS

THREE AND NINE MONTHS ENDED SEPTEMBER 30, 1996 AND 1995

(UNAUDITED)

<CAPTION>

	THREE MONTHS ENDED SEPTEMBER 30		NINE MONTHS ENDED SEPTEMBER 30	
	1996	1995	1996	1995
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Income:				
Rental income.	\$ 7,379,950	10,303,525	21,949,421	24,668,441
Interest income.	297,925	363,073	867,965	1,005,930
	-----	-----	-----	-----
	7,677,875	10,666,598	22,817,386	25,674,371
	-----	-----	-----	-----
Expenses:				
Mortgage and other interest.	1,870,157	2,226,549	6,150,810	6,831,569
Depreciation	1,095,958	1,496,163	3,551,435	4,304,765
Property operating expenses.	3,082,467	3,187,195	9,516,807	9,189,851
Professional services.	91,256	1,815	246,116	227,424
Amortization of deferred expenses.	269,435	332,764	887,733	1,002,752
General and administrative	102,361	151,975	358,143	323,388
Provision for value impairment	--	5,500,000	--	5,500,000
	-----	-----	-----	-----

	6,511,634	12,896,461	20,711,044	27,379,749
	-----	-----	-----	-----
Operating earnings (loss)	1,166,241	(2,229,863)	2,106,342	(1,705,378)
Partnership's share of operations of unconsolidated ventures	93,771	(161,363)	323,000	356,672
Venture partners' share of ventures' operations	(475,486)	(1,213,874)	(667,624)	(1,322,305)
	-----	-----	-----	-----
Net operating earnings (loss)	784,526	(3,605,100)	1,761,718	(2,671,011)
Partnership's share of gain on sale of investment properties of unconsolidated venture	--	--	1,412,610	--
Gain on sale of investment property, net of venture partner's share of \$1,256,668	1,588,763	--	1,588,763	--
	-----	-----	-----	-----
Net earnings (loss)	\$ 2,373,289	(3,605,100)	4,763,091	(2,671,011)
	=====	=====	=====	=====
Net earnings (loss) per limited partnership interest:				
Net operating earnings (loss) . . \$	3.97	(18.25)	8.92	(13.52)
Partnership's share of gain on sale of investment properties of unconsolidated venture	--	--	7.37	--
Gain on sale of investment property net of venture partner's share	8.29	--	8.29	--
	-----	-----	-----	-----
Net earnings (loss)	\$ 12.26	(18.25)	24.58	(13.52)
	=====	=====	=====	=====
Cash distributions per limited partnership interest	\$ --	2.50	22.50	7.50
	=====	=====	=====	=====

<FN>
See accompanying notes to consolidated financial statements.

</TABLE>

<TABLE>

JMB INCOME PROPERTIES, LTD. - XII
(A LIMITED PARTNERSHIP)
AND CONSOLIDATED VENTURES

CONSOLIDATED STATEMENTS OF CASH FLOWS

NINE MONTHS ENDED SEPTEMBER 30, 1996 AND 1995

(UNAUDITED)

<CAPTION>

1996

1995

<S>	<C>	<C>
Cash flows from operating activities:		
Net earnings (loss)	\$ 4,763,091	(2,671,011)
Items not requiring (providing) cash or cash equivalents:		
Depreciation	3,551,435	4,304,765
Amortization of deferred expenses	887,733	1,002,752
Partnership's share of operations of unconsolidated ventures	(323,000)	(356,672)
Partnership's share of gain on sale of investment properties of unconsolidated venture	(1,412,610)	--
Venture partners' share of ventures' operations and gain on sale	1,924,292	1,322,305
Total gain on sale of investment property	(2,845,431)	--
Provision for value impairment	--	5,500,000
Changes in:		
Rents and other receivables	595,451	(383,656)
Prepaid expenses	(319,197)	(434,988)
Escrow deposits	(115,095)	199,967
Casualty insurance receivable	--	853,000
Accrued rents receivable	356,012	(63,325)
Accounts payable	(16,973)	(1,033,916)
Accrued interest	(6,431)	508,869
Accrued real estate taxes	--	241,487
Unearned rents	41,312	(53,952)
Tenant security deposits	(322,499)	(9,039)
	-----	-----
Net cash provided by (used in) operating activities	6,758,090	8,926,586
	-----	-----
Cash flows from investing activities:		
Net sales and maturities (purchases) of short-term investments	--	12,223,613
Additions to investment properties, net of related payables in 1995	(1,409,730)	(1,206,974)
Cash proceeds on sale of investment property	13,017,039	--
Partnership's distributions from unconsolidated ventures	3,588,000	1,250,000
Payment of deferred expenses	(487,754)	(554,495)
	-----	-----
Net cash provided by (used in) investing activities	14,707,555	11,712,144
	-----	-----
Cash flows from financing activities:		
Principal payments on long-term debt	(515,032)	(438,726)
Advances from affiliate	--	(435,000)
Venture partners' contributions to venture	100,648	42,811
Distributions to venture partners	(7,015,736)	(1,463,400)
Distributions to limited partners	(4,289,229)	(1,429,743)
	-----	-----
Net cash provided by (used in) financing activities	(11,719,349)	(3,724,058)
	-----	-----
Net increase (decrease) in cash and cash equivalents	9,746,296	16,914,672
Cash and cash equivalents, beginning of year	21,456,552	8,222,359
	-----	-----
Cash and cash equivalents, end of period	\$ 31,202,848	25,137,031
	=====	=====
Supplemental disclosure of cash flow information:		
Cash paid for mortgage and other interest	\$ 6,157,241	6,322,700
	=====	=====
Non-cash investing and financing activities:		
Total sales proceeds from sale of investment property, net of selling expenses	\$ 37,721,594	--
Principal balance due on mortgage payable	(24,704,555)	--
	-----	-----
Cash proceeds from sale of investment property, net of selling expenses	\$ 13,017,039	--
	=====	=====

<FN> See accompanying notes to consolidated financial statements.
 </TABLE>

JMB INCOME PROPERTIES, LTD. - XII
 (A LIMITED PARTNERSHIP)
 AND CONSOLIDATED VENTURES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 1996 AND 1995

(UNAUDITED)

GENERAL

Readers of this quarterly report should refer to the Partnership's audited financial statements for the fiscal year ended December 31, 1995 which are included in the Partnership's 1995 Annual Report, as certain footnote disclosures which would substantially duplicate those contained in such audited financial statements have been omitted from this report.

The preparation of financial statements in accordance with GAAP requires the Partnership to make estimates and assumptions that affect the reported or disclosed amount of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Statement of Financial Accounting Standards No. 121 was adopted by the Partnership on January 1, 1996.

TRANSACTIONS WITH AFFILIATES

The Partnership, pursuant to the Partnership Agreement, is permitted to engage in various transactions involving the Managing General Partner and its affiliates, including the reimbursement for salaries and salary-related expenses of its employees, certain of its officers, and other direct expenses relating to the administration of the Partnership and the operation of the Partnership's investments. Fees, commissions and other expenses required to be paid by the Partnership to the General Partners and their affiliates as of September 30, 1996 and for the nine months ended September 30, 1996 and 1995 were as follows:

	1996	1995	Unpaid at September 30, 1996
	-----	-----	-----
Property management and leasing fees.	\$ 76,190	49,150	--
Insurance commissions. . .	33,233	70,488	--
Reimbursement (at cost) for out-of-pocket salary and salary- related expenses related to the on-site and other costs for the Partnership and its investment properties . .	98,667	177,690	83,623
	-----	-----	-----
	\$208,090	297,328	83,623

In accordance with the subordination requirements of the Partnership Agreement, the General Partners have deferred payment of their distributions of net cash flow and sales proceeds from the Partnership. The amount of such deferred distributions was approximately \$7,942,000 as of September 30, 1996. All amounts deferred or currently payable do not bear interest.

40 BROAD STREET

Occupancy of this property increased to 81%, up from 78% at the end of the previous quarter due to the move-in of two new tenants. For the remainder of the year, leases covering approximately 25,000 square feet or approximately 10% of the building's leasable square footage expire and it is expected that the tenants will vacate. The manager has signed leases with two tenants totaling approximately 22,000 square feet or approximately 9% of the building. The Lower Manhattan market remains very competitive. However, as evidenced by recent leasing at the property, leasing activity has improved. Effective rental rates achieved remain depressed. The property is expected to produce a small amount of cash flow for the Partnership and its affiliated partner in 1996.

SAN JOSE

In March 1996, the sale of one of the parking structures in the San Jose Plaza office complex to the Redevelopment Agency of the City of San Jose was consummated pursuant to a negotiated agreement to resolve an eminent domain action. Under the transfer agreement, San Jose received replacement parking spaces for its tenants in a near-by city-owned parking structure for a term of fifty-five years in addition to the purchase price of \$4,090,000. San Jose will recognize a gain of approximately \$2,036,000 and \$1,857,000, respectively, for financial reporting and Federal income tax purposes in 1996, of which approximately \$1,018,000 and \$928,000, respectively, will be allocable to the Partnership.

In March 1996, San Jose sold the 190 San Fernando Building to an independent third party. The sale price of the building was \$1,753,000, paid in cash at closing. San Jose will recognize a gain of approximately \$789,000 and \$21,000, respectively, for financial reporting purposes and Federal income tax purposes in 1996, of which approximately \$394,500 and \$10,500, respectively, will be allocable to the Partnership.

The 190 San Fernando Building and the parking structure were classified as held for sale or disposition as of January 1, 1996 and therefore have not been subject to continued depreciation. The accompanying consolidated financial statements include the Partnership's share of operations of unconsolidated ventures which include approximately \$20,000 and \$5,000 of operations of such properties for the nine months ended September 30, 1996 and 1995. Such assets had a net carrying value of approximately \$3,006,000 at December 31, 1995.

San Jose has completed a voluntary upgrade to the 130 Park Center Plaza building and the parking garage below the 100-130 buildings for seismic purposes. The cost of the structural upgrade was approximately \$1,200,000 of which the Partnership's share was approximately \$600,000.

PLAZA HERMOSA SHOPPING CENTER

Occupancy at Plaza Hermosa at September 30, 1996 was approximately 92%. However, included in the occupancy percentage is a tenant, currently in bankruptcy, whose lease had expired in 1995 (approximately 6,800 square feet or 7% of the property) but remains in the center and pays rent pursuant to its original lease terms on a month-to-month basis. In addition, new leases will likely require expenditures for lease commissions and tenant improvements prior to tenant occupancy. These anticipated costs upon re-leasing will result in a decrease in cash flow from operations over the near-term. Although the Partnership has begun marketing the property for sale, there can be no assurance any such sale will be finalized in the near-term.

FIRST FINANCIAL

On September 11, 1996, the joint venture sold the First Financial office building to an unaffiliated third-party for a sale price of \$37,900,000, before selling expenses and prorations. The joint venture received approximately \$13,000,000 of net sale proceeds (which reflected the assumption by the buyer of the mortgage loan with a current balance of approximately \$24,700,000), substantially all of which was allocable to JMB/First Financial pursuant to the Encino Venture agreement. The sale resulted in approximately \$2,845,000 of gain for financial reporting purposes in 1996, of which approximately \$1,589,000 was allocated to the Partnership.

In order to finalize the two year loan extension of the property's mortgage loan in November 1995, the Partnership and its affiliated partner loaned in late 1995 \$4.0 million (approximately \$2.5 million by the Partnership) to the joint venture to fund the required principal payment. A capital call had been made on the unaffiliated joint venture partner for its share of the total required amount; however, the unaffiliated joint venture partner indicated that it did not intend to fund its required share. The Partnership and its affiliated partner reached an agreement with the unaffiliated partner to modify the joint venture agreement. In April of 1996, the unaffiliated partner became a limited partner as a result of this modification.

The property was classified as held for sale or disposition as of April 1, 1996, and therefore, has not been subject to continued depreciation. The accompanying consolidated financial statements include approximately \$3,915,000 and \$4,676,000 of revenues and \$3,546,000 and \$4,828,000 of operating expenses with respect to the property for the nine months ended September 30, 1996 and 1995, respectively. The property had a net carrying value of \$33,604,000 at December 31, 1995.

ADJUSTMENTS

In the opinion of the Managing General Partner, all adjustments (consisting solely of normal recurring adjustments) necessary for a fair presentation have been made to the accompanying figures as of September 30, 1996 and for the three and nine months ended September 30, 1996 and 1995.

PART I. FINANCIAL INFORMATION

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Reference is made to the notes to the accompanying financial statements for additional information concerning certain of the Partnership's investments.

During the second quarter some of the Limited Partners in the Partnership received from an unaffiliated third party an unsolicited tender offer to purchase up to 9,169 Interests in the Partnership at between \$150 and \$170 per Interest. The Partnership recommended against acceptance of this offer on the basis that, among other things, the offer price was inadequate. In June such offer expired with approximately 2,009 Interests being purchased by such unaffiliated third party pursuant to such offer. In addition, the Partnership has, from time to time, received inquiries from other third parties that may consider making offers for Interests, including requests for the list of Limited Partners in the Partnership. These inquiries are generally preliminary in nature. There is no assurance that any other third party will commence an offer for Interests, the terms of any such offer or whether any such offer, if made, will be consummated, amended or withdrawn. The board of directors of JMB Realty Corporation ("JMB") the managing general partner of the Partnership, has established a special committee (the "Special Committee") consisting of certain directors of JMB to deal with all matters relating to tender offers for Interests in

the Partnership, including any and all responses to such tender offers. The Special Committee has retained independent counsel to advise it in connection with any potential tender offers for Interests and has retained Lehman Brothers Inc. as financial advisor to assist the Special Committee in evaluating and responding to any additional potential tender offers for Interests.

As of September 30, 1996, the Partnership had consolidated cash and cash equivalents of approximately \$31,203,000, of which approximately \$27,654,000 is held by the Partnership. Of the remaining \$3,549,000 (held by the Partnership's consolidated joint ventures) approximately \$2,117,000 represents the Partnership's share of undistributed cash. These funds and the Partnership's cash are available for distributions to partners, tenant improvements, leasing commissions, and other expenditures including its share of the costs for a possible expansion and mall enhancement at Topanga Plaza Shopping Center and/or to reduce the letter of credit enhancing the \$6,400,000 loan at Plaza Hermosa Shopping Center as such letter of credit will require renegotiation or reissuance upon its expiration in December 1997. The Partnership anticipates making a distribution of sale proceeds of \$42 per Interest from the sale of the First Financial Plaza office building in November 1996.

In an effort to reduce Partnership operating expenses, the Partnership will make semi-annual rather than quarterly distributions of available operating cash flow commencing with the 1996 distributions. After reviewing the remaining properties and the marketplaces in which they operate, the General Partners of the Partnership expect to be able to conduct an orderly liquidation of its remaining investment portfolio as quickly as practicable. Therefore, the affairs of the Partnership are expected to be wound up no later than December 31, 1999 (sooner if the properties are sold in the near-term), barring unforeseen economic developments.

RESULTS OF OPERATIONS

The increase in cash and cash equivalents at September 30, 1996 as compared to December 31, 1995 is primarily due to the temporary investment of approximately \$8,100,000 of sales proceeds received by the Partnership as a result of the sale of the First Financial office building in September 1996.

The decreases in rents and other receivables, land, buildings and improvements, accumulated depreciation, deferred expenses, accrued rents receivable, current portion of long-term debt, tenant security deposits, long-term debt less current portion and venture partners' subordinated equity in ventures at September 30, 1996 as compared to December 31, 1995 are primarily due to the sale of the First Financial office building in September 1996. The decrease in buildings and improvements was partially offset by approximately \$823,000 of tenant improvements at the 40 Broad Street and Topanga Plaza investment properties.

The increase in prepaid expenses at September 30, 1996 as compared to December 31, 1995 is primarily due to the prepayment of real estate tax and insurance expenses at the 40 Broad Street and Topanga Plaza investment properties.

The decrease in investment in unconsolidated ventures, at equity at September 30, 1996 as compared to December 31, 1995 is due to the receipt of approximately \$3,600,000 in distributions from the Partnership's unconsolidated venture, partially offset by approximately \$1,700,000 representing the Partnership's share of income from such unconsolidated venture.

The decreases in rental income and venture partners' share of ventures' operations for the three and nine months ended September 30, 1996 as compared to the three and nine months ended September 30, 1995 are primarily due to the receipt of insurance proceeds of approximately \$2,800,000, in the third quarter of 1995, relating to business interruption at the Topanga Plaza investment property following the earthquake in early 1994.

The decrease in interest income for the three and nine months ended

September 30, 1996 as compared to the three and nine months ended September 30, 1995 is primarily due to higher average invested balances in U.S. Government obligations and higher effective yields earned on such investments in 1995.

Mortgage and other interest decreased for the three and nine months ended September 30, 1996 as compared to the three and nine months ended September 30, 1995 primarily due to the sale of the First Financial office building in September 1996 and the \$4,000,000 loan paydown at First Financial in 1995.

Depreciation expense and amortization of deferred expenses decreased for the three and nine months ended September 30, 1996 as compared to the three and nine months ended September 30, 1995 primarily due to First Financial being classified as held for sale as of April 1, 1996 and the provision for value impairment recorded at the Plaza Hermosa investment property at September 30, 1995.

The increase in professional services for the three and nine months ended September 30, 1996 as compared to the three and nine months ended September 30, 1995 is primarily due to expenses incurred in connection with tender offer matters as discussed above.

The decreases in general and administrative expenses for the three months ended September 30, 1996 as compared to the three months ended September 30, 1995 are attributable primarily to the timing of the recognition of costs for certain outsourcing services, the recognition of certain prior year reimbursable costs to affiliates of the General Partners and the timing of the recognition of certain printing costs in 1996.

The provision for value impairment of \$5,500,000 in 1995 is due to the Partnership recording a provision for value impairment at the Plaza Hermosa investment property at September 30, 1995.

The increase in Partnership's share of operations of unconsolidated ventures for the three months ended September 30, 1996 as compared to the three months ended September 30, 1995 is primarily due to the write-off of receivables in 1995 related to a certain tenant at the San Jose investment property.

The Partnership's share of gain on sale of investment properties from unconsolidated venture of \$1,412,610 in 1996 is due to the gain recognized on the sale of the 190 San Fernando building and one of the parking structures at the San Jose investment property.

The gain on sale of investment property of \$1,588,763 in 1996 is due to the gain on the sale of the First Financial investment property in September 1996.

<TABLE>
PART II. OTHER INFORMATION

ITEM 5. OTHER INFORMATION

OCCUPANCY

The following is a listing of approximate occupancy levels by quarter for the Partnership's investment properties.

<CAPTION>

	1995				1996			
	At 3/31	At 6/30	At 9/30	At 12/31	At 3/31	At 6/30	At 9/30	At 12/31
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

1. Park Center Financial

Plaza					(2)	(2)	(2)
San Jose, California . . .	74%	77%	76%	77%	85%	85%	87%
2. Topanga Plaza							
Los Angeles, California. .	95%	96%	96%	98%	98%	94%	98%
3. 40 Broad Street							
New York, New York	76%	77%	77%	77%	75%	78%	81%
4. Plaza Hermosa							
Shopping Center				(1)	(1)	(1)	(1)
Hermosa Beach, California.	93%	93%	95%	93%	95%	93%	92%
5. First Financial Plaza							
Encino (Los Angeles),							
California	89%	86%	88%	89%	82%	83%	N/A

<FN>

An "N/A" indicates that the property was sold and not owned by the Partnership at the end of the quarter.

(1) The percentage represents physical occupancy. Approximately 6,800 square feet is occupied by a tenant, now in bankruptcy, whose lease expired during 1995 but continues to operate and occupy its space pursuant to its original lease terms.

(2) Occupancy is now based on 410,000 square feet rather than 432,000 square feet due to the sale of the 190 San Fernando building in March 1996.

</TABLE>

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

3-A. The Prospectus of the Partnership dated August 23, 1985 as supplemented December 9, 1985 and January 10, pursuant to Rules 424 (b) and 424 (c), as filed with the Commission is hereby incorporated herein by reference to Exhibit 3-A to the Partnership's report for December 31, 1992 on Form 10-K (File No. 0-16108) dated March 19, 1993.

3-B. Amended and Restated Agreement of Limited Partnership set forth as Exhibit A to the Prospectus, which agreement is hereby incorporated herein by reference to Exhibit 3-B to the Partnership's report for December 31, 1992 on Form 10-K (File No. 0-16108) dated March 19, 1993.

3-C. Acknowledgement of rights and duties of the General Partners of the Partnership between ABPP Associates, L.P. (a successor Associated General Partner of the Partnership) and JMB Realty Corporation as of December 31, 1995 is hereby incorporated herein by reference to the Partnership's report for June 30, 1996 on Form 10-Q (File No. 0-16108) dated August 9, 1996.

4-A. Mortgage loan agreement between Topanga and Connecticut General Life Insurance Company dated January 31, 1992 relating to Topanga Plaza in Los Angeles, California is hereby incorporated herein by reference to Exhibit 4-A to the Partnership's report for December 31, 1992 on Form 10-K (File No. 0-16108) dated March 19, 1993.

4-B. Amended and restated mortgage loan agreement between First Financial and The Prudential Insurance Company of America dated November 21, 1995 relating to First Financial Plaza in Encino, California is hereby incorporated herein by reference to the Partnership's report for December 31, 1995 on Form 10-K (File No. 0-16108) dated March 25, 1996.

4-C. Mortgage loan modification agreement between Topanga and Connecticut General Life Insurance dated January 31, 1993 relating to Topanga Plaza in Los Angeles, California is hereby incorporated herein by reference to Exhibit 4 of the Partnership's report for September

30, 1993 on Form 10-Q (File No. 0-16108) dated November 11, 1993.

4-D. Letter of credit agreement between JMB Income Properties, Ltd-XII and Dresdner Bank AG dated November 15, 1994 relating to the letter of credit extension at Plaza Hermosa is hereby incorporated herein by reference to the Partnership's report on Form 10-K (File No. 0-16108) dated March 27, 1995.

4-E. Mortgage loan agreement, Amended and Restated Deed of Trust, Security Agreement with assignment of Rents and Fixture Filing and Real Estate tax escrow and Security Agreement between San Jose and Connecticut General Life Insurance Co. dated November 30, 1994 is hereby incorporated herein by reference to the Partnership's report on Form 10-K (File No. 0-16108) dated March 27, 1995.

10-A. Acquisition documents including the venture agreement relating to the purchase by the Partnership of Topanga Plaza in Los Angeles, California, are hereby incorporated by reference to the Partnership's report on Form 8-K (File No. 0-16108) dated December 31, 1985.

10-B. Acquisition documents including the venture agreement relating to the purchase by the Partnership of First Financial Plaza in Encino, California are hereby incorporated by reference to the Partnership's report on Form 8-K (File No. 0-16108) dated June 3, 1987.

10-C. Acquisition documents including the venture agreement relating to the purchase by the Partnership of 40 Broad Street in New York, New York, are hereby incorporated by reference to the Partnership's report on Form 8-K (File No. 0-16108) dated December 31, 1985.

10-D. Third Amendment to amended and restated partnership agreement of JMB Encino Partnership L.P. dated April 24, 1996 between JMB First Financial Associates and JMB Encino Partnership are hereby incorporated by reference to the Partnership's report on Form 10-Q (File No. 0-16108) dated May 10, 1996.

10-E. Purchase Agreement and Amendments thereto dated August 9, 1996 relating to the sale of First Financial Plaza by JMB Encino Partnership, L.P. are hereby incorporated herein by reference to the Partnership's report for September 11, 1996 on Form 8-K (File No. 0-16108) dated September 26, 1996.

27. Financial Data Schedule

(b) The following report on Form 8-K has been filed during the last quarter of the period covered by this report:

(i) The Partnership's report on Form 8-K (File No. 0-01618) for September 11, 1996 (describing the sale of the First Financial Plaza in Encino (Los Angeles), California), was filed. This report was dated September 26, 1996.

SIGNATURES

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

JMB INCOME PROPERTIES, LTD. - XII

BY: JMB Realty Corporation
(Managing General Partner)

By: GAILEN J. HULL
Gailen J. Hull, Senior Vice President
Date:November 8, 1996

Pursuant to the requirements of the Securities Exchange Act of 1934,
this report has been signed below by the following person in the capacity
and on the date indicated.

GAILEN J. HULL
Gailen J. Hull, Principal Accounting Officer
Date:November 8, 1996

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE REGISTRANT'S FORM 10-Q FOR THE NINE MONTHS ENDED SEPTEMBER 30, 1996 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS INCLUDED IN SUCH REPORT.

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