

SECURITIES AND EXCHANGE COMMISSION

FORM NT 10-Q

Notice under Rule 12b25 of inability to timely file all or part of a form 10-Q or 10-QSB

Filing Date: **2004-05-18** | Period of Report: **2004-03-31**
SEC Accession No. **0001060383-04-000020**

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FILER

AMERICA FIRST REAL ESTATE INVESTMENT PARTNERS L
P

CIK: **1060383** | IRS No.: **391965590** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **NT 10-Q** | Act: **34** | File No.: **000-32227** | Film No.: **04815578**
SIC: **6513** Operators of apartment buildings

Mailing Address

1004 FARNAM STREET SUITE
400
OMAHA NE 68102

Business Address

1004 FARNAM STREET SUITE
400
OMAHA NE 68102
4024441630

SEC 1344
(10-2002)
Previous
versions

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obsolete

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 12b-25

SEC FILE NUMBER
CUSIP NUMBER

NOTIFICATION OF LATE FILING

(Check One):

Form 10-K Form 20-F Form 11-K X Form 10-Q
Form N-SAR

For Period Ended: March 31, 2004

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I -- REGISTRANT INFORMATION

America First Real Estate Investment Partners, L.P.

Full Name of Registrant

N/A

Former Name if Applicable

1004 Farnam Street, Suite 400

Address of Principal Executive Office (*Street and Number*)

Omaha, Nebraska 68102

City, State and Zip Code

PART II -- RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

X

- X
- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
 - (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
 - (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III -- NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report portion thereof, could not be filed within the prescribed time period.

Due to a technical error, the Registrant filed its' Form 10-Q for the period ended March 31, 2004, without certain exhibits included as attachments. The Registrant detected the error subsequent to the filing cutoff time.

The Registrant has since corrected the error and filed a Form 10-Q/A prior to the filing of this extension. The filing of the Form 10-Q/A occurred after the filing cutoff time but on the filing deadline date of May 17, 2004.

PART IV-- OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Mark A. Hiatt

402

444-1630

(Name)

(Area Code)

(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). X Yes No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes X No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

America First Real Estate Investment Partners, L.P.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 18, 2004 By /s/ Mark A. Hiatt

Mark A. Hiatt, Chief Financial Officer of America First Companies, L.L.C., General Partner of America First Real Estate Investment Partners, L.P.