FORM 10-Q/A

Quarterly report pursuant to sections 13 or 15(d) [amend]

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FILER

NATIONAL TAX CREDIT PARTNERS L P

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Type: **10-Q/A** | Act: **34** | File No.: **000-18541** | Film No.: **111185226**
SIC: **6510** Real estate operators (no developers) & lessors

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Business Address
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q/A
Amendment No. 1

(Mark One)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission File Number 0-18541

NATIONAL TAX CREDIT PARTNERS, L.P.
(Exact name of registrant as specified in its charter)

California	95-3906167
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

55 Beattie Place, PO Box 1089
Greenville, South Carolina 29602
(Address of principal executive offices)

(864) 239-1000
(Registrant's telephone number, including area code)

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.
[X] Yes [ ] No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). [X] Yes [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). [ ] Yes [X] No

Explanatory Note

This Form 10-Q/A amends the Quarterly Report on Form 10-Q of National Tax Credit Partners, L.P. for the quarter ended September 30, 2011 filed on November 7, 2011 (the "Form 10-Q") for the sole purpose of furnishing the Interactive Data File as Exhibit 101 in accordance with Rule 405(a)(2) of Regulation S-T.

No other changes have been made to the Form 10-Q. This Form 10-Q/A speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Form 10-Q.

Users of this data are advised that pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those Sections.

ITEM 6. EXHIBITS

See Exhibit Index.

The agreements included as exhibits to this Form 10-Q/A contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the other parties to the applicable agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to an investor; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. The Partnership acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this Form 10-Q/A not misleading. Additional information about the Partnership may be found elsewhere in this Form 10-Q/A and the Partnership's other public filings, which are available without charge through the SEC's website at http://www.sec.gov.

SIGNATURES

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

NATIONAL TAX CREDIT PARTNERS L.P.
(a California limited partnership)

By: NATIONAL PARTNERSHIP INVESTMENTS CORP.
General Partner

Date: November 7, 2011 By: /s/John McGrath
John McGrath
Senior Vice President, equivalent of the chief executive officer of the Partnership

Date: November 7, 2011 By: /s/Stephen B. Waters
Stephen B. Waters
Senior Director of Partnership Accounting, equivalent of the chief financial officer of the Partnership

NATIONAL TAX CREDIT PARTNERS, L.P.
EXHIBIT INDEX

Exhibit	Description of Exhibit
3	Partnership Agreement (herein incorporated by reference to the Partnership's Form S-11 Registration No. 33-27658).
10.1	Contract for Purchase and Sale of Partnership Interests, dated November 17, 2009, by and between National Tax Credit, Inc., a California corporation, National Tax Credit Partners, L.P., a California limited partnership, and Oswald Investments, L.C., an Iowa limited liability company, or its assign and Ted Oswald, individually or his assigns, incorporated by reference to the Current Report on Form 8-K dated November 17, 2009.
10.2	Contract for Purchase and Sale of Partnership Interests, dated November 17, 2009, by and between National Tax Credit, Inc., a California corporation, National Tax Credit Partners, L.P., a California limited partnership, and Oswald Investments, L.C., an Iowa limited liability company, or its assign and Ted Oswald, individually or his assigns, incorporated by reference to the Current Report on Form 8-K, dated November 17, 2009.
10.3	Assignment and Assumption Agreement, dated April 4, 2011, by and between National Tax Credit Partners, L.P., a California limited partnership; National Tax Credit, Inc., a California corporation; Rolling Hills, AGP LLC, a New Jersey limited liability company; RH-Michaels Investors, LLC, a New Jersey limited liability company; and Rolling Hills-Michaels, LLC, a New Jersey limited liability company, incorporated by reference to the Current Report on Form 8-K, dated May 25, 2011.
10.4	Assignment and Assumption Agreement, dated June 7, 2011, by and between National Tax Credit Partners, L.P., a California limited partnership; National Tax Credit, Inc., a California corporation; Tailored Management Services, LLC, an Idaho limited liability company and Marty D. Frantz, an individual, incorporated by reference to the Current Report on Form 8-K, dated June 7, 2011.
10.5	Assignment and Assumption Agreement, dated June 7, 2011, by and between National Tax Credit Partners, L.P., a California limited partnership; National Tax Credit, Inc., a California corporation; Tailored Management Services, LLC, an Idaho limited liability company and Marty D. Frantz, an individual, incorporated by reference to the Current Report on Form 8-K, dated June 7, 2011.
10.6	First Amendment to Amended and Restated Certificate and Agreement of Limited Partnership, dated June 15, 2011, by and between National Tax Credit Partners, L.P., a California limited partnership; National Tax Credit, Inc., a California corporation; Futura Development of Puerto Rico, Inc. a Puerto Rico corporation and Alta Helena Investment, Inc., a Puerto Rico corporation, incorporated by reference to the Current Report on Form 8-K, dated June 15, 2011.
31.1*	Certification of equivalent of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of equivalent of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1* Certification of equivalent of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101** XBRL (Extensible Business Reporting Language). The following materials from National Tax Credit Partners, L.P.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, formatted in XBRL: (i) balance sheets, (ii) statements of operations, (iii) statement of changes in partners' deficit, (iv) statements of cash flows, and (v) notes to financial statements. (1)

(1) As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

* Previously filed or furnished with National Tax Credit Partners, L.P.'s Form 10-Q filed on November 7, 2011.

** In accordance with Regulation S-T, the XBRL-formatted interactive data files that comprise Exhibit 101 to this Quarterly Report on Form 10-Q/A shall be deemed "furnished" and not "filed".

Statements of Operations (Unaudited) (USD $) In Thousands, except Per Share data	3 Months Ended		9 Months Ended	
	Sep. 30, 2011	Sep. 30, 2010	Sep. 30, 2011	Sep. 30, 2010
Revenues:	$ 0	$ 0	$ 0	$ 0
Operating Expenses:				
Management fees - general partner	40	47	121	140
General and administrative	15	23	48	64
Legal and accounting	16	17	56	54
Total operating expenses	71	87	225	258
Loss from Partnership operations	(71)	(87)	(225)	(258)
Gain from sales of limited partnership interests in Local Partnerships	0	0	331	16
Distributions from Local Partnerships recognized as income	0	0	60	56
Recovery of advances to Local Partnerships previously recognized as expense	0	0	0	3
Impairment loss	0	0	0	(120)
Equity in loss of Local Partnerships and amortization of acquisition costs	0	(12)	0	(32)
Net income (loss)	(71)	(99)	166	(335)
Net income (loss) allocated to general partner (1%)	0	(1)	2	(3)
Net income (loss) allocated to limited partners (99%)	$ (71)	$ (98)	$ 164	$ (332)
Net income (loss) per limited partnership interest	$ (3.00)	$ (4.13)	$ 6.94	$ (14.00)

Statement of Shareholder Equity (Deficit) (Unaudited) (USD $) In Thousands	Total	General Partner	Limited Partner
Partners' deficit, beginning balance at Dec. 31, 2010	$ (1,160)	$ (530)	$ (630)
Net income (loss)	166	2	164
Partners' deficit, ending balance at Sep. 30, 2011	$ (994)	$ (528)	$ (466)

Document and Entity Information	9 Months Ended Sep. 30, 2011
Document and Entity Information	
Entity Registrant Name	NATIONAL TAX CREDIT PARTNERS L P
Document Type	10-Q
Document Period End Date	Sep. 30, 2011
Amendment Flag	false
Entity Central Index Key	0000847415
Current Fiscal Year End Date	--12-31
Entity Common Stock, Shares Outstanding	23,646
Entity Filer Category	Smaller Reporting Company
Entity Current Reporting Status	Yes
Entity Voluntary Filers	No
Entity Well-known Seasoned Issuer	No
Document Fiscal Year Focus	2011
Document Fiscal Period Focus	Q3

Commitment and Contingencies	9 Months Ended Sep. 30, 2011
Commitment and Contingencies	
Commitments and Contingencies Disclosure [Text Block]	**NOTE 5 - CONTINGENCIES** The General Partner is involved in various lawsuits arising from transactions in the ordinary course of business. In the opinion of management and the General Partner, the claims will not result in any material liability to the Partnership.

Organization, Consolidation and Presentation of Financial Statements	9 Months Ended Sep. 30, 2011
Organization, Consolidation and Presentation of Financial Statements	
Organization, Consolidation and Presentation of Financial Statements Disclosure and Significant Accounting Policies [Text Block]	**NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

General

The information contained in the following notes to the unaudited financial statements is condensed from that which would appear in the annual audited financial statements. Accordingly, the unaudited financial statements included herein should be reviewed in conjunction with the audited financial statements and related notes thereto contained in the National Tax Credit Partners, L.P. (the "Partnership" or "Registrant") Annual Report for the fiscal year ended December 31, 2010. Accounting measurements at interim dates inherently involve greater reliance on estimates than at year end. The results of operations for the interim periods presented are not necessarily indicative of the results expected for the entire year.

In the opinion of the Partnership, the accompanying unaudited financial statements contain all adjustments (consisting primarily of normal recurring items) necessary to present fairly the financial position as of September 30, 2011, and the results of operations and changes in cash flows for the nine months ended September 30, 2011 and 2010, respectively. The balance sheet at December 31, 2010 has been derived from the audited financial statements at that date but does not include all of the information and disclosures required by generally accepted accounting principles for complete financial statements.

Organization

The Partnership, formed under the California Revised Limited Partnership Act, was organized on March 7, 1989. The Partnership was formed to invest primarily in other limited partnerships (the "Local Partnerships") which own or lease and operate multifamily housing complexes (“Apartment Complexes”) that are eligible for low-income housing tax credits or, in certain cases, historic rehabilitation tax credits ("Tax Credits"). The general partner of the Partnership (the "General Partner") is National Partnership Investments Corp. ("NAPICO"), a California corporation. The General Partner is a subsidiary of Apartment Investment and Management Company (“Aimco”), a publicly traded real estate investment trust.

The General Partner has a 1% interest in operating profits and losses of the Partnership. The limited partners will be allocated the remaining 99% interest in proportion to their respective investments.

At September 30, 2011 and December 31, 2010, the Partnership had outstanding 23,646 limited partnership interests.

The Partnership shall continue in full force and effect until December 31, 2029, unless terminated prior to that date, pursuant to the partnership agreement or law.

Basis of Presentation

The accompanying unaudited financial statements have been prepared in conformity with accounting principles generally accepted in the United States.

The Partnership' s management evaluated subsequent events through the time this Quarterly Report on Form 10-Q was filed.

Certain reclassifications have been made to the 2010 balances to conform to the 2011 presentation.

Impairment of Long-Lived Assets

The Partnership reviews its investments in long-lived assets to determine if there has been any impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. If the sum of the expected future cash flows is less than the carrying amount of the assets, the Partnership recognizes an impairment loss to the extent that the carrying value exceeds the estimated fair value. The Partnership recognized an impairment loss of $120,000 during the nine months ended September 30, 2010 (see Note 2). No adjustments for impairment of value were recorded during the nine months ended September 30, 2011.

Method of Accounting for Investments in Local Partnerships

The investments in Local Partnerships are accounted for using the equity method. Acquisition, selection and other costs related to the acquisition of the projects acquired are capitalized as part of the investment accounts and are being amortized by the straight line method over the estimated lives of the underlying assets, which is generally 30 years.

Net Income (Loss) Per Limited Partnership Interest

Net income (loss) per limited partnership interest was computed by dividing the limited partners' share of net income (loss) by the number of limited partnership interests outstanding at the beginning of the year. The number of limited partnership interests used was 23,646 and 23,707 for the three and nine months ended September 30, 2011 and 2010, respectively.

Variable Interest Entities

The Partnership consolidates any variable interest entities in which the Partnership holds a variable interest and is the primary beneficiary. Generally, a variable interest entity, or VIE, is an entity with one or more of the following characteristics: (a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support; (b) as a group the holders of the equity investment at risk lack (i) the ability to make decisions about an entity' s activities through voting or similar rights, (ii) the obligation to absorb the expected losses of the entity, or (iii) the right to receive the expected residual returns of the entity; or (c) the equity investors have voting rights that are not proportional to their economic interests and substantially all of the entity' s activities either involve, or are conducted on behalf of, an investor that has disproportionately few voting rights. The primary beneficiary of a VIE is generally the entity that has (a) the power to direct the activities of the VIE that most significantly impact the VIE' s economic performance, and (b) the obligation to absorb losses or the right to receive benefits that could potentially be significant to the VIE.

In determining whether it is the primary beneficiary of a VIE, the Partnership considers qualitative and quantitative factors, including, but not limited to: which activities most significantly impact the VIE' s economic performance and which party controls such activities; the amount and characteristics of the Partnership' s investment; the obligation or likelihood for the Partnership or other investors to provide financial support; and the similarity with and significance to the business activities of the Partnership and the other investors. Significant judgments related to these determinations include estimates about the current and future fair values and performance of real estate held by these VIEs and general market conditions.

At September 30, 2011 and December 31, 2010, the Partnership holds variable interests in five and nine VIEs, respectively, for which the Partnership is not the primary beneficiary. The Partnership has concluded, based on its qualitative consideration of the partnership agreement, the partnership structure and the role of the general partner in each of the Local Partnerships, that the general partner of each of the Local Partnerships is the primary beneficiary of the respective Local Partnership. In making this determination, the Partnership considered the following factors:

- the general partners conduct and manage the business of the Local Partnerships;
- the general partners have the responsibility for and sole discretion over selecting a property management agent for the Local Partnerships' underlying real estate properties;
- the general partners are responsible for approving operating and capital budgets for the properties owned by the Local Partnerships;
- the general partners are obligated to fund any recourse obligations of the Local Partnerships;
- the general partners are authorized to borrow funds on behalf of the Local Partnerships; and

- the Partnership, as a limited partner in each of the Local Partnerships, does not have the ability to direct or otherwise significantly influence the activities of the Local Partnerships that most significantly impact such entities' economic performance.

The five VIEs at September 30, 2011 consist of Local Partnerships that are directly engaged in the ownership and management of five apartment properties with a total of 182 units. The Partnership is involved with those VIEs as a non-controlling limited partner equity holder. The Partnership's maximum exposure to loss as a result of its involvement with the unconsolidated VIEs is limited to the Partnership's recorded investments in and receivables from these VIEs, which was zero at September 30, 2011 and December 31, 2010. The Partnership may be subject to additional losses to the extent of any financial support that the Partnership voluntarily provides in the future.

Fair Value Measures and Disclosures	9 Months Ended Sep. 30, 2011
Fair Value Measures and Disclosures	
Fair Value Disclosures [Text Block]	**NOTE 4 ‑ FAIR VALUE OF FINANCIAL INSTRUMENTS** Financial Accounting Standards Board Accounting Standards Codification Topic 825, “Financial Instruments”, requires disclosure of fair value information about financial instruments whether or not recognized in the balance sheet, for which it is practicable to estimate fair value. Fair value is defined as the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. At September 30, 2011, the Partnership believes that the carrying amount of other assets and liabilities reported on the balance sheet that require such disclosure approximated their fair value due to the short-term maturity of these instruments.

Related Party Disclosures

9 Months Ended
Sep. 30, 2011

Related Party Disclosures

Related Party Transactions Disclosure [Text Block]

NOTE 3 – TRANSACTIONS WITH AFFILIATED PARTIES

Under the terms of the Amended and Restated Agreement of the Limited Partnership, the Partnership is obligated to the General Partner for the following fees:

(a) An annual Partnership management fee in an amount equal to 0.5 percent of invested assets (as defined in the Partnership Agreement) as of the beginning of the year is payable to the General Partner. For the nine months ended September 30, 2011 and 2010, approximately $121,000 and $140,000, respectively, has been expensed. During the nine months ended September 30, 2011, approximately $130,000 of partnership management fees were paid from the proceeds received from the Partnership' s sale of its limited partnership interest in Rolling Hills. There were no payments made during the nine months ended September 30, 2010. At September 30, 2011 and December 31, 2010, approximately $1,098,000 and $1,107,000, respectively, is owed to the General Partner and is included in accrued fees due to affiliates.

(b) A property disposition fee is payable to the General Partner in an amount equal to the lesser of (i) one-half of the competitive real estate commission that would have been charged by unaffiliated third parties providing comparable services in the area where the apartment complex is located, or (ii) 3 percent of the sales price received in connection with the sale or disposition of the apartment complex or local partnership interest, but in no event will the property disposition fee and all amounts payable to unaffiliated real estate brokers in connection with any such sale exceed in the aggregate, the lesser of the competitive rate (as described above) or 6 percent of such sale price. Receipt of the property disposition fee will be subordinated to the distribution of sale or refinancing proceeds by the Partnership until the limited partners have received distributions of sale or refinancing proceeds in an aggregate amount equal to (i) their 10 percent priority return for any year not theretofore satisfied (as defined in the Partnership Agreement) and (ii) an amount equal to the aggregate adjusted investment (as defined in the Partnership Agreement) of the limited partners. No disposition fees have been paid.

(c) The Partnership reimburses NAPICO for certain expenses. The reimbursement to NAPICO was approximately $31,000 and $45,000 for the nine months ended September 30, 2011 and 2010, respectively, and is included in general and administrative expenses. During the nine months ended September 30, 2011, the Partnership paid all outstanding reimbursements of approximately $184,000 from the proceeds received from sale of its limited partnership interest in Rolling Hills, Torres del Plata I, Apple Tree and Kimberly Court. During the nine months ended September 30, 2010, approximately $40,000 of reimbursements were paid to NAPICO from a distribution received from the sale of the investment property owned by Tyrone Elderly. At December 31, 2010, approximately $153,000 was owed to NAPICO and was included in accrued fees due to affiliates. There were no such fees owed at September 30, 2011.

As of September 30, 2011, the fees due to the General Partner exceeded the Partnership’ s cash. The Partnership Agreement provides that the fees due to the General Partner may only be paid from the Partnership’ s available cash, however, the Partnership still remains liable for all such amounts.

NTC, or another affiliate of the General Partner, is the Local Operating General Partner in three of the Partnership's five Local Partnerships. In addition, NTC is either a special limited partner or an administrative general partner in each Local Partnership.

An affiliate of the General Partner managed one property owned by a Local Partnership, Tyrone Elderly, during the nine months ended September 30, 2010. The Local Partnership paid the affiliate property management fees in the amount of 5 percent of their gross rental revenues. The amount paid was approximately $26,000 for the nine months ended September 30, 2010. Tyrone Elderly sold its investment property on August 25, 2010.

The General Partner is not obligated to advance funds to the Partnership for operations or to fund Partnership advances to Local Partnerships, but may voluntarily do so from time to time. Accordingly during the nine months ended September 30, 2010, an affiliate of the General Partner advanced the Partnership approximately $63,000 to fund partnership operating expenses. The advances bore interest at prime plus 2% and incurred interest expense of approximately $3,000 for the nine months ended September 30, 2010, which is included in general and administrative expenses. During the nine months ended September 30, 2010 the Partnership repaid all outstanding advances and associated accrued interest of approximately $90,000 from a distribution received from the sale of the investment property owned by Tyrone Elderly. There were no advances during the nine months ended September 30, 2011. The Partnership may receive additional advances of funds from AIMCO Properties, L.P., although AIMCO Properties, L.P. is not obligated to provide such advances. For more information on AIMCO Properties, L.P., including copies of its audited balance sheet, please see its reports filed with the Securities and Exchange Commission.

Statements of Cash Flows (Unaudited) (USD $) In Thousands	9 Months Ended Sep. 30, 2011	Sep. 30, 2010
Cash flows from operating activities:		
Net income (loss)	$ 166	$ (335)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Equity in loss of Local Partnerships and amortization of acquisitions costs	0	32
Distributions from Local Partnerships recognized as a return on investment	0	15
Impairment loss	0	120
Recovery of advances to Local Partnerships previously recognized as expense	0	(3)
Gain from sales of limited partnership interests in Local Partnerships	(331)	(16)
Changes in accounts:		
Accounts payable and accrued expenses	(3)	(46)
Accrued fees due to affiliates	(162)	145
Due to affiliate	0	(1)
Net cash used in operating activities	(330)	(89)
Cash flows from investing activities:		
Distribution received from sale of Local Partnership property	0	201
Proceeds from sales of limited partnership interests in Local Partnerships	331	16
Recovery of advances to Local Partnerships	0	3
Net cash provided by investing activities	331	220
Cash flows provided by financing activities:		
Advances from affiliate	0	63
Repayment of advances from affiliate	0	(86)
Net cash used in financing ativities	0	(23)
Net increase in cash and cash equivalents	1	108
Cash and cash equivalents, beginning of period	135	1
Cash and cash equivalents, end of period	$ 136	$ 109

Investments, Equity Method and Joint Ventures	9 Months Ended Sep. 30, 2011
Investments, Equity Method and Joint Ventures	
Equity Method Investments Disclosure [Text Block]	**NOTE 2 - INVESTMENTS IN AND ADVANCES TO LOCAL PARTNERSHIPS**

At September 30, 2011, the Partnership holds limited partnership interests in five Local Partnerships, located in three states, that own residential projects consisting of 182 apartment units. At December 31, 2010 the Partnership held limited partnership interests in nine Local Partnerships, located in five states and Puerto Rico, that owned residential projects consisting of 534 apartment units. The general partners responsible for management of the Local Partnerships (the "Local Operating General Partners") are not affiliated with the General Partner of the Partnership, except as discussed below.

National Tax Credit, Inc. ("NTC"), an affiliate of the General Partner, typically serves either as a special limited partner or non-managing administrative general partner in which case it receives 0.01 percent of operating profits and losses of the Local Partnerships. NTC or another affiliate of the general partner may serve as the Local Operating General Partner of the Local Partnership in which case it is typically entitled to 0.09 percent of operating profits and losses of the respective Local Partnership. The Partnership is also generally entitled to receive 50 percent of the net cash flow generated by the Apartment Complexes, subject to repayment of any loans made to the Local Partnerships (including loans provided by NTC or an affiliate), repayment for funding of development deficit and operating deficit guarantees by the Local Operating General Partners or their affiliates (excluding NTC and its affiliates), and certain priority payments to the Local Operating General Partners other than NTC or its affiliates.

The Partnership, as a limited partner, does not have a contractual relationship with the Local Partnerships or exercise control over the activities and operations, including refinancing or selling decisions, of the Local Partnerships that would require or allow for consolidation. Accordingly, the Partnership accounts for its investments in the Local Partnerships using the equity method. The Partnership is allocated profits and losses of the Local Partnerships based upon its respective ownership percentage (between 5% and 99%). The Partnership is allocated profits and losses and receives distributions from refinancings and sales in accordance with the Local Partnerships' partnership agreements. These agreements usually limit the Partnership' s distributions to an amount substantially less than its ownership percentage in the Local Partnership.

The individual investments are carried at cost plus the Partnership' s share of the Local Partnership' s profits less the Partnership' s share of the Local Partnership' s losses, distributions and impairment charges. The Partnership is not legally liable for the obligations of the Local Partnerships and is not otherwise committed to provide additional support to them. Therefore, it does not recognize losses once its investment in each of the Local Partnerships reaches zero. Distributions from the Local Partnerships are accounted for as a reduction of the investment balance until the investment balance is reduced to zero. When the investment balance has been reduced to zero, subsequent distributions received are recognized as income. During the nine months ended September 30, 2011 the Partnership received operating distributions of approximately $60,000 from four Local Partnerships in which it does not have an investment balance, which were recognized as income. During the nine months ended September 30, 2010 the Partnership received operating distributions of approximately $56,000 from three Local Partnerships in which it does not have an investment balance, which were recognized as income. During the nine months ended September 30, 2010, the Partnership received an operating distribution of approximately $15,000 from one Local Partnership in which it did have an investment balance, which was recognized as a reduction of the Partnership' s investment balance. The Partnership also received a distribution of approximately $201,000 from the same Local Partnership during the three and nine months ended September 30, 2010, from the sale of the Local Partnership' s investment property in August 2010, which was recognized as a reduction of the Partnership' s investment balance.

At times, advances are made to Local Partnerships. Advances made by the Partnership to the individual Local Partnerships are considered part of the Partnership's investment in limited partnerships. Advances made to Local Partnerships for which the investment has been reduced to zero are charged to expense. There were no advances from the Partnership to Local Partnerships during the nine months ended September 30, 2011 and 2010. While not obligated to make any advances to any of the Local Partnerships, the Partnership may make advances in order to protect its economic investment in the Local Partnerships. During the nine months ended September 30, 2010, the Partnership received repayment of an advance of approximately $3,000 from one Local Partnership, Tyrone Elderly. The repayment of advance was recognized as income on the accompanying statements of operations. No advances were repaid by Local Partnerships during the nine months ended September 30, 2011.

For those investments where the Partnership has determined that the carrying value of its investments approximates the estimated fair value of those investments, the Partnership' s policy is to recognize equity in income of the Local Partnerships only to
the extent of distributions received and amortization of acquisition costs from those Local Partnerships. Therefore, the Partnership limits its recognition of equity earnings to the amount it expects to ultimately realize.

As of September 30, 2011 and December 31, 2010, the investment balance in the five and nine Local Partnerships, respectively, had been reduced to zero.

The following are estimated unaudited condensed statements of operations for the three and nine months ended September 30, 2011 and 2010 for Grand Meadows, the only remaining investment in Local Partnership for which information is available (2010 amounts exclude the operations of Tyrone Elderly due to the sale of its investment property in August 2010, Grinnell Park and North Liberty for which the Partnership sold its interests in January 2010 and in addition both 2011 and 2010 amounts exclude the operations of Rolling Hills for which the Partnership sold its interest in May 2011, Apple Tree, Kimberly Court and Torres de Plata I for which the Partnership sold its interests in June 2011 and Summit I, II and III and Glenark Landing, for which no information is available) (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenues:				
Rental and other income	$ 125	$ 122	$ 353	$ 346
Expenses:				
Depreciation and amortization	24	26	72	77
Interest	40	41	121	124
Operating	62	52	199	200
Total expenses	126	119	392	401
Income (loss) from continuing operations	$ (1)	$ 3	$ (39)	$ (55)

Blue Lake

In 2003, the property owned by Blue Lake was sold without the consent or knowledge of the Partnership and without the requisite recapture bond. The Partnership filed an action against the Local Operating General Partner of the Local Partnership in 2003. Trial was scheduled for May 2008, however, the matter was settled prior to the trial date. The terms of the settlement agreement include a payment of $300,000 to be paid in quarterly installments. The first installment of $100,000 was received in July 2008 and was recognized as other income during the year ended December 31, 2008. The remaining installments of $50,000 each were due on a quarterly basis beginning September 30, 2008. On October 23, 2008, the Partnership obtained a judgment for approximately $1,000,000 against the Local Operating General Partner of the Local Partnership as a result of the unpaid September 30, 2008 installment. The Partnership is taking action to collect the judgment. The Partnership had no investment in the Blue Lake Local Partnership at September 30, 2011 and December 31, 2010. Under the terms of the Partnership Agreement, neither the Partnership nor the General Partner is subject to a liability to the limited partners of the Partnership for the amounts of Tax Credits at risk of recapture as a result of the recapture bond not being obtained at the time of the sale of the property. The limited partners will be responsible for any tax credit recapture liability on their respective income tax returns.

Grinnell Park and North Liberty

On January 22, 2010 the Partnership sold its limited partnership interests in two Local Partnerships, Grinnell Park Apartments and North Liberty Park, LP Apartments ("Grinnell Park" and "North Liberty", respectively) for a total sales price of $16,000, which was recognized as gain from sales of limited partnership interests in Local Partnerships during the nine months ended September 30, 2010. The Partnership' s investment balance in both Grinnell Park and North Liberty was zero at September 30, 2011 and December 31, 2010.

Tyrone Elderly

On August 25, 2010, a Local Partnership, Tyrone Elderly Limited Partnership ("Tyrone Elderly"), sold its investment property to a third party for a total sales price of approximately $2,800,000. The mortgage was assumed by the buyer. The Partnership received distributions of approximately $247,000 from the sale proceeds, of which approximately $201,000 was recognized as a reduction of investment balance during the three and nine months ended September 30, 2010, and approximately $46,000 was recognized as income during the fourth quarter of 2010. Prior to the sale, the Partnership determined that the carrying amount of its limited partnership investment in Tyrone Elderly exceeded the estimated distribution the Partnership expected to receive from the sale and recognized an impairment loss of $120,000 during the nine months ended September 30, 2010. The Partnership also recognized equity in loss and amortization of acquisition costs of approximately $12,000 and $32,000 from Tyrone Elderly during the three and nine months ended September 30, 2010, respectively. The Partnership' s investment balance in Tyrone Elderly was zero at September 30, 2011 and December 31, 2010.

Rolling Hills

On May 25, 2011, the Partnership sold its limited partnership interest in Rolling Hills Apartments, LP, a Local Partnership, for a sales price of $300,000, which was recognized as gain from sales of limited partnership interests in Local Partnerships during the nine months ended September 30, 2011. The Partnership' s investment balance in Rolling Hills was zero at September 30, 2011 and December 31, 2010.

Apple Tree and Kimberly Court

On June 7, 2011, the Partnership sold its limited partnership interest in two Local Partnerships, Apple Tree Associates and Kimberly Court Associates ("Apple Tree" and "Kimberly Court", respectively) for a total sales price of $6,000, which was recognized as gain from sales of limited partnership interests in Local Partnerships during the nine months ended September 30, 2011. The Partnership' s investment balance in both Apple Tree and Kimberly Court was zero at September 30, 2011 and December 31, 2010.

Torres del Plata I

On June 15, 2011, the Partnership sold its limited partnership interest in Torres del Plata I LP, a Local Partnership, for a sales price of approximately $25,000, which was recognized as gain from sales of limited partnership interests in Local Partnerships during the nine months ended September 30, 2011. The Partnership' s investment balance in Torres del Plata I was zero at September 30, 2011 and December 31, 2010.

Balance Sheets (Unaudited) (USD $) In Thousands	Sep. 30, 2011	Dec. 31, 2010
Assets		
Investments in and advances to Local Partnerships	$ 0	$ 0
Cash and cash equivalents	136	135
Total assets	136	135
Liabilities		
Accounts payable and accrued expenses	32	35
Accrued fees due to affiliates	1,098	1,260
Total liabilities	1,130	1,295
Partners' Deficit		
General partner	(528)	(530)
Limited partners	(466)	(630)
Total partners' deficit	(994)	(1,160)
Total liabilities and partners' deficit	$ 136	$ 135