

MID AMERICA APARTMENT COMMUNITIES INC  
Form 10-K  
February 24, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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FORM 10-K

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S ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 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: 1-12762

**MID-AMERICA APARTMENT COMMUNITIES, INC.**

*(Exact name of registrant as specified in its charter)*

**TENNESSEE**

(State or other jurisdiction of Incorporation or Organization)

62-1543819

(I.R.S. Employer Identification No.)

**6584 POPLAR AVENUE  
MEMPHIS, TENNESSEE**

38138  
(Zip Code)

(Address of principal executive offices)

**(901) 682-6600**

*(Registrant's telephone number, including area code)*

**Securities registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class</b>              | <b>Name of each exchange on which registered</b> |
|---|--|
| Common Stock, par value \$.01 per share | New York Stock Exchange                          |

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.  Yes  No

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 the filing requirements for the past 90 days.  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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.  x

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 definitions of "accelerated filer," "large 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

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

As of June 30, 2011, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$2,480,831,418, based on the closing sale price as reported on the New York Stock Exchange.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

| <b>Class</b>                            | <b>Outstanding at February 3, 2012</b> |
|---|--|
| Common Stock, \$.01 par value per share | 38,968,730 shares                      |

DOCUMENTS INCORPORATED BY REFERENCE

**Document**

**Parts Into Which Incorporated**

Certain portions of the Proxy Statement for the Annual Meeting of Shareholders to be held May 24, 2012 to be filed with the Securities and Exchange Commission pursuant to Regulation 14A, not later than 120 days after the end of the fiscal year covered by this Annual Report on Form 10-K.

Part III

**MID-AMERICA APARTMENT COMMUNITIES, INC.**

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## PART I

### RISKS ASSOCIATED WITH FORWARD-LOOKING STATEMENTS

Mid-America Apartment Communities, Inc. considers this and other sections of this Annual Report on Form 10-K to contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, with respect to our expectations for future periods. Forward-looking statements do not discuss historical fact, but instead include statements related to expectations, projections, intentions or other items related to the future. Such forward-looking statements include, without limitation, statements concerning property acquisitions and dispositions, joint venture activity, development and renovation activity as well as other capital expenditures, capital raising activities, rent and expense growth, occupancy, financing activities and interest rate and other economic expectations. Words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates,” and variations of such words and similar expressions are intended to identify such forward-looking statements. Such statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to be materially different from the results of operations or plans expressed or implied by such forward-looking statements. Such factors include, among other things, unanticipated adverse business developments affecting us, or our properties, adverse changes in the real estate markets and general and local economies and business conditions. Although we believe that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore such forward-looking statements included in this report may not prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that the results or conditions described in such statements or our objectives and plans will be achieved.

The following factors, among others, could cause our future results to differ materially from those expressed in the forward-looking statements:

- inability to generate sufficient cash flows due to market conditions, changes in supply and/or demand, competition, uninsured losses, changes in tax and housing laws, or other factors;
- failure of new acquisitions to achieve anticipated results or be efficiently integrated into us;
- failure of development communities to be completed, if at all, on a timely basis;
- failure of development communities to lease-up as anticipated;
- inability of a joint venture to perform as expected;
- inability to acquire additional or dispose of existing apartment units on favorable economic terms;
- unexpected capital needs;
- increasing real estate taxes and insurance costs;
- losses from catastrophes in excess of our insurance coverage;
- inability to acquire funding through the capital markets;
- the availability of credit, including mortgage financing, and the liquidity of the debt markets, including a material deterioration of the financial condition of the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation;



- inability to replace financing with the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation should their investment in the multifamily industry shrink or cease to exist;
- changes in interest rate levels, including that of variable rate debt, such as extensively used by us;
  - loss of hedge accounting treatment for interest rate swaps and interest rate caps;
  - the continuation of the good credit of our interest rate swap and cap providers;
    - inability to meet loan covenants;
- significant decline in market value of real estate serving as collateral for mortgage obligations;
- inability to pay required distributions to maintain REIT status due to required debt payments;
- significant change in the mortgage financing market that would cause single-family housing, either as an owned or rental product, to become a more significant competitive product;
- imposition of federal taxes if we fail to qualify as a REIT under the Internal Revenue Code in any taxable year or foregone opportunities to ensure REIT status;
  - inability to attract and retain qualified personnel;
  - potential liability for environmental contamination;
  - adverse legislative or regulatory tax changes; and
- litigation and compliance costs associated with laws requiring access for disabled persons.

## **ITEM 1. BUSINESS**

### **OVERVIEW**

Founded in 1994, Mid-America Apartment Communities, Inc. is a Memphis, Tennessee-based self-administered and self-managed real estate investment trust, or REIT, that focuses on acquiring, owning and operating apartment communities in the Sunbelt region of the United States. As of December 31, 2011, we owned 100% of 160 properties representing 46,872 apartment units. Three properties include retail components with approximately 93,000 square feet of gross leasable area. As of December 31, 2011, we also had 33.33% ownership interests in Mid-America Multifamily Fund I, LLC, or Fund I, and Mid-America Multifamily Fund II, LLC, or Fund II, which owned two properties containing 626 apartment units and five properties containing 1,635 apartment units, respectively. These apartment communities were located across 13 states.

Our business is conducted principally through Mid-America Apartments, L.P., which we refer to as our operating partnership. We are the sole general partner of the operating partnership, holding 36,602,619 common units of partnership interest, or common units, comprising a 95.0% general partnership interest in the operating partnership as of December 31, 2011. Unless the context otherwise requires, all references in this Annual Report on Form 10-K to “we,” “us,” “our,” “the company,” or “MAA” refer collectively to Mid-America Apartment Communities, Inc. and its subsidiaries.

Our corporate offices are located at 6584 Poplar Avenue, Memphis, Tennessee 38138 and our telephone number is (901) 682-6600. As of December 31, 2011, we had 1,399 full time employees and 67 part time employees.



## FINANCIAL INFORMATION ABOUT SEGMENTS

As of December 31, 2011, we owned or had an ownership interest in 167 multifamily apartment communities in 13 different states from which we derived all significant sources of earnings and operating cash flows. Senior management evaluates performance and determines resource allocations by reviewing apartment communities individually and in the following reportable operating segments:

Large market same store communities are generally communities in markets with a population of at least 1 million and at least 1% of the total public multifamily REIT units that we have owned and that have been stabilized for at least a full 12 months and have not been classified as held for sale. Communities are considered stabilized after achieving and maintaining at least 90% occupancy for 90 days.

Secondary market same store communities are generally communities in markets with populations of more than 1 million but less than 1% of the total public multifamily REIT units or markets with populations of less than 1 million that we have owned and that have been stabilized for at least a full 12 months and have not been classified as held for sale. Communities are considered stabilized after achieving and maintaining at least 90% occupancy for 90 days.

Non same store communities and other includes recent acquisitions, communities in development or lease-up and communities that have been classified as held for sale. Also included in non same store communities are non multifamily activities which represent less than 1% of our portfolio. .

On the first day of each calendar year, we determine the composition of our same store operating segments for that year, which allows us to evaluate full period-over-period operating comparisons. We utilize net operating income, or NOI, in evaluating the performance. Total NOI represents total property revenues less total property operating expenses, excluding depreciation and amortization, for all properties held during the period regardless of their status as held for sale. We believe NOI is a helpful tool in evaluating the operating performance of our segments because it measures the core operations of property performance by excluding corporate level expenses and other items not related to property operating performance.

A summary of segment operating results for 2011, 2010 and 2009 is included in Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements, Note 13. Additionally, segment operating performance for such years is discussed in Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in this Annual Report on Form 10-K.

## BUSINESS OBJECTIVES

Our primary business objectives are to protect and grow existing property values, to maintain a stable and increasing cash flow that will fund our dividend through all parts of the real estate investment cycle, and to create new shareholder value by growing in a disciplined manner. To achieve these objectives, we intend to continue to pursue the following goals and strategies:

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effectively and efficiently operate our existing properties with an intense property and asset management focus and a decentralized structure;

when accretive to long-term shareholder value, acquire or develop additional high-quality properties throughout the Sunbelt region of the United States;

- selectively dispose of properties that no longer meet our ownership guidelines;
- develop, renovate and reposition existing properties;

diversify investment capital across both large and secondary markets to achieve a growing and less volatile operating performance profile to better support dividend funding across the full real estate and economic market cycle;

- enter into joint ventures to acquire and reposition properties; and
- actively manage our capital structure.

## **OPERATION STRATEGY**

Our goal is to maximize our return on investment collectively and in each apartment community by increasing revenues, tightly controlling operating expenses, maintaining high occupancy levels and reinvesting as appropriate. The steps taken to meet these objectives include:

- diversifying portfolio investments across both large and secondary markets;
- providing management information and improved customer services through technology innovations;

utilizing systems to enhance property managers' ability to optimize revenue by adjusting rents in response to local market conditions and individual unit amenities;

developing new ancillary income programs aimed at offering new services to residents, including, among others, cable and internet access, on which we generate revenue;

implementing programs to control expenses through investment in cost-saving initiatives, including measuring and passing on to residents the cost of various expenses, including water and other utility costs;

- analyzing individual asset productivity performances to identify best practices and improvement areas;
- proactively maintaining the physical condition of each property through ongoing capital investments;

improving the "curb appeal" of the apartment communities through extensive landscaping and exterior improvements, and repositioning apartment communities from time-to-time to maintain market leadership positions;

aggressively managing lease expirations to align with peak leasing traffic patterns and to maximize productivity of property staffing;

allocating additional capital, including capital for selective interior and exterior improvements, where the investment will generate the highest returns;

- compensating employees through performance-based compensation and stock ownership programs;

maintaining a hands-on management style and "flat" organizational structure that emphasizes senior management's continued close contact with the market and employees;

- selling or exchanging underperforming assets;

- issuing or repurchasing shares of common or preferred stock when cost of capital and asset values permit;

acquiring and from time to time developing properties when expected returns exceed our investment hurdle rate; and

- maintaining disciplined investment and capital allocation practices.



### **Decentralized Operational Structure**

We operate in a decentralized manner. We believe that our decentralized operating structure capitalizes on specific market knowledge, provides greater personal accountability than a centralized structure and is beneficial in the acquisition and redevelopment processes. To support this decentralized operational structure, senior and executive management, along with various asset management functions, are proactively involved in supporting and reviewing property management through extensive reporting processes and frequent on-site visitations. To maximize the amount of information shared between senior and executive management and the properties on a real time basis, we utilize a web-based property management system. The system contains property and accounting modules which allow for operating efficiencies, continued expense control, provide for various expanded revenue management practices, and improve the support provided to on-site property operations. We use a “yield management” pricing program that helps our property managers optimize rental revenues, and we also utilize purchase order and accounts payable software to provide improved controls and management information. We have also implemented revised utility billing processes, rolled out new web-sites enabling on-line lease applications and improved web-based marketing programs.

### **Intensive Property and Asset Management Focus**

We have traditionally emphasized property management, and over the past several years, we have deepened our asset management functions to provide additional support in marketing, training, ancillary income and revenue management. A majority of our property managers are Certified Apartment Managers, a designation established by the National Apartment Association, which provides training for on-site manager professionals. We also provide our own in-house leadership development program consisting of an 18-month, three-module program followed by two comprehensive case studies, which was developed with the assistance of U.S. Learning, Inc.

### **ACQUISITION AND JOINT VENTURE STRATEGY**

One of our growth strategies is to acquire and redevelop apartment communities for our wholly-owned portfolio that are diversified over both large and secondary markets throughout the Sunbelt region of the United States and that meet our investment criteria of expected leveraged returns exceeding our investment hurdle rate, generally defined as our estimated cost of equity plus 20%. We have extensive experience and research-based skills in the acquisition and repositioning of multifamily communities. In addition, we will acquire newly built and developed communities that can be purchased on a favorable pricing basis. We will continue to evaluate opportunities that arise, and will utilize this strategy to increase the number of apartment communities in strong and growing markets.

Another of our growth strategies is to co-invest with partners in joint venture opportunities to the extent we believe that a joint venture will enable us to obtain a higher return on our investment through management and other fees, which leverage our skills in acquiring, repositioning, redeveloping and managing multifamily investments. In addition, the joint venture investment strategy can provide a platform for creating more capital diversification and lower investment risk for us. At present, we have focused our joint venture investment strategy on properties seven years old or older, with younger acquisitions becoming part of the wholly-owned portfolio.

As of December 31, 2011, we were partners in two joint ventures: Mid-America Multifamily Fund I, LLC, or Fund I, and Mid-America Multifamily Fund II, LLC, or Fund II.

The following apartment communities were acquired during the year ended December 31, 2011:

| Property   | Location                        | Number<br>of Units | Date Purchased     |
|--|---------------------------------|--------------------|--------------------|
| <b>100% Owned Properties:</b>                          |                                 |                    |                    |
| Village Oaks <sup>(1)</sup>                            | Temple Terrace (Tampa), FL      | 2                  | Various            |
| Alamo Ranch  | San Antonio, TX                 | 340                | January 12, 2011   |
| Magnolia Parke   | Gainesville, FL                 | 204                | April 20, 2011     |
| Atlantic Crossing                                      | Jacksonville, FL                | 200                | April 29, 2011     |
| Hamptons at Hunton Park                                | Glen Allen (Richmond), VA       | 300                | June 1, 2011       |
| Avala at Savannah Quarters                             | Pooler (Savannah), GA           | 256                | June 13, 2011      |
| Tattersall at Tapestry Park                            | Jacksonville, FL                | 279                | June 23, 2011      |
| Birchall at Ross Bridge                                | Hoover (Birmingham), AL         | 240                | August 25, 2011    |
| Legends at Lowe's Farm                                 | Mansfield (Dallas), TX          | 456                | September 19, 2011 |
| Aventura at Indian Lake                                | Hendersonville (Nashville), TN  | 300                | October 18, 2011   |
| Palisades at Chenal Valley                             | Chenal Valley (Little Rock), AR | 248                | November 30, 2011  |
| Seasons at Celebrate Virginia                          | Fredericksburg, VA              | 232                | December 8, 2011   |
|  |                                 | 3,057              |                    |
| <b>33.33% Owned Properties Through Joint Ventures:</b> |                                 |                    |                    |
| The Verandas at SouthWood                              | Tallahassee, FL                 | 300                | March 29, 2011     |

On August 27, 2008, we purchased 215 units of the 234-unit Village Oaks apartments located in Temple Terrace, Florida, a suburb of Tampa. The remaining 19 units had previously been sold as condominiums and it is our intent (1) to acquire these units if and when they become available, and operate them as apartment rentals with the rest of the community. During the remainder of 2008, we acquired four of the remaining 19 units and in 2009 we acquired an additional seven units and in 2010 we acquired an additional 3 units.

## DISPOSITION STRATEGY

At 16 years average age, we have one of the younger portfolios in the multifamily REIT sector, and strive to maintain a young portfolio of our assets in excellent condition, believing that continuous capital replacement and maintenance will lead to higher long-run returns on investment. From time-to-time, we dispose of mature assets, defined as those apartment communities that no longer meet our investment criteria and long-term strategic objectives, to ensure that

our portfolio consists primarily of high quality, well-located properties within our market area. Typically, we select assets for disposition that do not meet our present investment criteria, including estimated future return on investment, location, market, potential for growth and capital needs. From time-to-time we also may dispose of assets for which we receive an offer meeting or exceeding our return on investment criteria even though those assets may not meet the disposition criteria disclosed above. During 2011, we disposed of two properties totaling 534 units.



## **DEVELOPMENT, RENOVATION, AND REPOSITIONING STRATEGY**

Periodically, we invest in limited expansion development projects through fee based development agreements using fixed price construction contracts. These contracts can have variability to cover any project cost overruns that may occur. Some development agreements require that cost overruns are contractually shared with the developer up to a specified level, while other development agreements stipulate that cost overruns are the responsibility of the developer. In October 2010, we purchased land in Franklin (Nashville), Tennessee and entered into an agreement to develop a 428-unit apartment community on the site. Construction began in late 2010, but no units were completed by the end of the 2011. During 2011, we also began developing a phase II to the 1225 South Church apartments in Charlotte, North Carolina that were purchased in December 2010. In addition, we purchased land in Little Rock, Arkansas during 2011 and entered into a development agreement to develop a 312-unit apartment community on the site. We are also under contract to purchase 10.7 acres of land and begin construction on a new 270-unit community located in the Charleston, South Carolina metropolitan area. Closing on the land and initial construction is expected to occur in the first quarter of 2012. While we seek opportunistic new development investments offering superior locations with attractive long-term investment returns, we do not currently intend to maintain a dedicated development staff or to expand into development in a significant way. We expect our investment in new development will remain a smaller component of overall growth as compared to growth through acquiring existing properties.

Beginning in 2005, we began an initiative of upgrading a significant number of our existing apartment communities in key markets across our portfolio. We focus on both interior unit upgrades and shared exterior amenities above and beyond routine capital upkeep in markets that we believe continue to have growth potential and can support the increased rent. During the year ended December 31, 2011, we renovated 3,118 units achieving a combined 9.6% rent increase above the normal renewal rate.

## **CAPITAL STRUCTURE STRATEGY**

We use a combination of debt and equity sources to fund our portfolio of assets, focused on producing the overall lowest cost and most flexible capital structure. We focus on improving the net present value of each share of our common stock by generating cash flows from our portfolio of investments above the estimated total cost of debt and equity capital. We routinely make new investments when we believe it can add to value per share. In the past, we have sold assets to fund share repurchases when, in management's view, shareholder value would be enhanced.

At December 31, 2011, 39% of our total capitalization consisted of borrowings, including 36% for secured borrowings and 3% for unsecured borrowings. We currently intend to target our total debt to a range of approximately 45% to 55% of the undepreciated book value of our assets, although our charter and bylaws do not limit our debt levels;

however, our net-debt (total debt less excess cash on hand) to undepreciated book value is limited to 60% by our debt covenants. We may issue new equity to maintain our debt within this target range. As of December 31, 2011, our ratio of net-debt to undepreciated book value was approximately 46%. Our Board of Directors can modify this policy at any time, which could allow us to become more highly leveraged but may decrease our ability to make distributions to our shareholders.

We continuously review opportunities for lowering our cost of capital, and increasing net present value per share. Recently we received a BBB credit rating from Fitch as part of our strategy to access a broader financing market. This rating supported our issuance of \$135 million in senior unsecured notes and the opening of a \$250 million unsecured credit facility. We evaluate opportunities to repurchase stock when we believe that our stock price is below our net present value. We also look for opportunities where we can acquire or develop apartment communities, selectively funded or partially funded by stock sales, when the investment return is projected to substantially exceed our cost of capital. We will also opportunistically seek to lower our cost of capital through issuing, refinancing or redeeming preferred stock as we did in 2010.

We have entered into sales agreements with Cantor Fitzgerald & Co., Raymond James & Associates, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated to sell shares of our common stock, from time-to-time in at-the-market offerings or negotiated transactions through controlled equity offering programs, or ATMs.

The following are the issuances of common stock which have been made through these agreements through December 31, 2011:

|       | Number of<br>Shares Sold | Net<br>Proceeds | Net<br>Average<br>Sales<br>Price |
|-------|--------------------------|-----------------|----------------------------------|
| 2006  | 194,000                  | \$11,481,292    | \$ 59.18                         |
| 2007  | 323,700                  | \$18,773,485    | \$ 58.00                         |
| 2008  | 1,955,300                | \$103,588,759   | \$ 52.98                         |
| 2009  | 763,000                  | \$32,774,757    | \$ 42.96                         |
| 2010  | 5,077,201                | \$274,576,677   | \$ 54.08                         |
| 2011  | 3,303,273                | \$204,534,677   | \$ 61.92                         |
| Total | 11,616,474               | \$645,729,647   | \$ 55.59                         |

We also have a direct stock purchase plan, which allows for the optional cash purchase of common stock of at least \$250, but not more than \$5,000 in any given month, free of brokerage commissions and charges. We, in our absolute discretion, may grant waivers to allow for optional cash payments in excess of \$5,000. During the year ended December 31, 2011, we issued a total of 495,645 shares through the optional cash purchase feature of our direct stock purchase plan, resulting in net proceeds of \$30.0 million.

## SHARE REPURCHASE PROGRAM

In 1999, our Board of Directors approved an increase in the number of shares of our common stock authorized to be repurchased to 4 million shares. As of December 31, 2011, we had repurchased a total of approximately 1.86 million shares (8% of the shares of common stock and common units outstanding as of the beginning of the repurchase program). From time-to-time, we intend to repurchase shares when we believe that shareholder value is enhanced. Factors affecting this determination include, among others, the share price, financing agreements and rates of return. No shares were repurchased from 2002 through 2011 under this plan.

## COMPETITION

All of our apartment communities are located in areas that include other apartment communities. Occupancy and rental rates are affected by the number of competitive apartment communities in a particular area. The owners of competing apartment communities may have greater resources than us, and the managers of these apartment communities may have more experience than our management. Moreover, single-family rental housing, manufactured housing, condominiums and the new and existing home markets provide housing alternatives to potential residents of apartment communities.

Apartment communities compete on the basis of monthly rent, discounts and facilities offered, such as apartment size and amenities, and apartment community amenities, including recreational facilities, resident services and physical property condition. We make capital improvements to both our apartment communities and individual apartments on a regular basis in order to maintain a competitive position in each individual market.

## ENVIRONMENTAL MATTERS

As part of the acquisition process, we obtain environmental studies on all of our apartment communities from various outside environmental engineering firms. The purpose of these studies is to identify potential sources of contamination at the apartment communities and to assess the status of environmental regulatory compliance. These studies generally include historical reviews of the apartment communities, reviews of certain public records, preliminary investigations of the sites and surrounding properties, inspection for the presence of asbestos, poly-chlorinated biphenyls, or PCBs, and underground storage tanks and the preparation and issuance of written reports. Depending on the results of these studies, more invasive procedures, such as soil sampling or ground water analysis, will be performed to investigate potential sources of contamination. These studies must be satisfactorily completed before we take ownership of an acquisition community; however, no assurance can be given that the studies identify all significant environmental problems.

Under various federal, state and local laws and regulations, an owner or operator of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances on properties. Such laws often impose such liability without regard to whether the owner caused or knew of the presence of hazardous or toxic substances and whether the storage of such substances was in violation of a resident's lease. Furthermore, the cost of remediation and removal of such substances may be substantial, and the presence of such substances, or the failure to promptly remediate such substances, may adversely affect the owner's ability to sell such real estate or to borrow using such real estate as collateral.

We are aware of environmental concerns specifically relating to potential issues resulting from mold in residential properties and have in place an active management and preventive maintenance program that includes procedures specifically related to mold. We have established a policy requiring residents to sign a mold addendum to lease. We also have a \$5 million insurance policy that covers remediation and exposure to mold. Therefore, we believe that our exposure to this issue is limited and controlled.

The environmental studies we received have not revealed any material environmental liabilities. We are not aware of any existing conditions that would currently be considered a material environmental liability. Nevertheless, it is possible that the studies do not reveal all environmental liabilities or that there are material environmental liabilities of which we are not aware. Moreover, no assurance can be given concerning future laws, ordinances or regulations, or the potential introduction of hazardous or toxic substances by neighboring properties or residents.

We believe that our apartment communities are in compliance in all material respects with all applicable federal, state and local ordinances and regulations regarding hazardous or toxic substances and other environmental matters.

## **WEBSITE ACCESS TO REGISTRANT'S REPORTS**

We file annual and periodic reports with the Securities and Exchange Commission. All filings made by us with the SEC may be copied or read at the SEC's Public Reference Room at 100 F Street NE, Washington, DC 20549. Information on the operation of the Public Reference Room may be obtained by calling the SEC at 1-800-SEC-0330. The SEC also maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC as we do. The website is <http://www.sec.gov>.

Additionally, a copy of this Annual Report on Form 10-K, along with our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to the aforementioned filings, are available on our website free of charge. The filings can be found on the For Investors page under SEC Filings. Our website also contains our Corporate Governance Guidelines, Code of Business Conduct and Ethics and the charters of the committees of the Board of Directors. These items can be found on the For Investors page under Governance Documents. Our website address is <http://www.maac.com>. Reference to our website does not constitute incorporation by reference of the information contained on the site and should not be considered part of this document. All of the aforementioned materials may also be obtained free of charge by contacting the Investor Relations Department at MAA, 6584 Poplar Avenue, Memphis, TN 38138.

## **QUALIFICATION AS A REAL ESTATE INVESTMENT TRUST**

We have elected to be taxed as a REIT under the Internal Revenue Code of 1986, as amended, or the Code. To continue to qualify as a REIT, we must continue to meet certain tests which, among other things, generally require that our assets consist primarily of real estate assets, our income be derived primarily from real estate assets, and that we distribute at least 90% of our REIT taxable income (other than our net capital gain) to our shareholders annually. As a qualified REIT, we generally will not be subject to U.S. federal income taxes at the corporate level on our net income to the extent we distribute such net income to our shareholders annually. Even if we continue to qualify as a REIT, we will continue to be subject to certain federal, state and local taxes on our income and our property. In 2011, we paid total distributions of \$2.51 per common share to our shareholders, which was above the 90% REIT distribution requirement.

## **RECENT DEVELOPMENTS**

**Dispositions**

On January 12, 2012, we closed on the sale of the 320-unit Kenwood Club at the Park apartment community located in Katy (Houston), Texas, resulting in a gain of approximately \$9.6 million.

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On February 9, 2012, we closed on the sale of the 276-unit Cedar Mill apartment community located in Memphis, Tennessee, resulting in no material gain or loss.

## **ITEM 1A. RISK FACTORS**

In addition to the other information contained in this Annual Report on Form 10-K, We have identified the following additional risks and uncertainties that may have a material adverse effect on our business, financial condition or results of operations. Investors should carefully consider the risks described below before making an investment decision. Our business faces significant risks and the risks described below may not be the only risks we face. Additional risks not presently known to us or that we currently believe are immaterial may also significantly impair our business operations. If any of these risks occur, our business, results of operations or financial condition could suffer, the market price of our common stock could decline and you could lose all or part of your investment in our common stock.

### **RISKS RELATED TO OUR REAL ESTATE INVESTMENTS AND OUR OPERATIONS**

#### **Economic slowdown in the United States and downturns in the housing and real estate markets may adversely affect our financial condition and results of operations**

There have been significant declines in economic growth, both in the United States and globally. Both the real estate industry and the broader United States economy have experienced unfavorable conditions which adversely affected our revenues. Although our industry and the United States economy showed signs of improvement in 2010 and 2011, we cannot accurately predict that market conditions will continue to improve in the near future or that our financial condition and results of operations will not continue to be adversely affected. Factors such as weakened economies and related reduction in spending, falling home prices and job losses, price volatility, and/or dislocations and liquidity disruptions in the financial and credit markets could, among other things, impede the ability of our tenants and other parties with which we conduct business to perform their contractual obligations, which could lead to an increase in defaults by our tenants and other contracting parties, which could adversely affect our revenues. Furthermore, our ability to lease our properties at favorable rates, or at all, is adversely affected by increases in supply and deterioration in multifamily markets and is dependent upon the overall level of spending in the economy, which is adversely affected by, among other things, job losses and unemployment levels, recession, personal debt levels, downturns in the housing market, stock market volatility and uncertainty about the future. With regard to our ability to lease our multifamily properties, the increasing rental of excess for-sale condominiums and single family homes, which increases the supply of multifamily units and housing alternatives, may reduce our ability to lease our multifamily units and depress rental rates in certain markets. When we experience a downturn, we cannot predict how long demand and other factors in the real estate market will remain unfavorable, but if the markets remain weak over

extended periods of time or deteriorate significantly, our ability to lease our properties or our ability to increase or maintain rental rates in certain markets may weaken.

**Failure to generate sufficient cash flows could limit our ability to pay distributions to shareholders**

Our ability to generate sufficient cash flow in order to pay distributions to our shareholders depends on our ability to generate funds from operations in excess of capital expenditure requirements and/or to have access to the markets for debt and equity financing. Funds from operations and the value of our apartment communities may be insufficient because of factors which are beyond our control. Such events or conditions could include:

- competition from other apartment communities;
- overbuilding of new apartment units or oversupply of available apartment units in our markets, which might adversely affect apartment occupancy or rental rates and/or require rent concessions in order to lease apartment units;
- conversion of condominiums and single family houses to rental use;
- weakness in the overall economy which lowers job growth and the associated demand for apartment housing;
- increases in operating costs (including real estate taxes and insurance premiums) due to inflation and other factors, which may not be offset by increased rents;
- inability to initially, or subsequently after lease terminations, rent apartments on favorable economic terms;
- inability to complete or lease-up development communities on a timely basis, if at all;
- changes in governmental regulations and the related costs of compliance;
- changes in laws including, but not limited to, tax laws and housing laws including the enactment of rent control laws or other laws regulating multifamily housing;
- withdrawal of government support of apartment financing through its financial backing of the Federal National Mortgage Association, or FNMA, or the Federal Home Loan Mortgage Corporation, or Freddie Mac;
- an uninsured loss, including those resulting from a catastrophic storm, earthquake, or act of terrorism;
- changes in interest rate levels and the availability of financing, borrower credit standards, and down-payment requirements which could lead renters to purchase homes (if interest rates decrease and home loans are more readily available) or increase our acquisition and operating costs (if interest rates increase and financing is less readily available); and
- the relative illiquidity of real estate investments.

At times, we rely on external funding sources to fully fund the payment of distributions to shareholders and our capital investment program (including our existing property expansion developments). While we have sufficient liquidity to permit distributions at current rates through additional borrowings if necessary, any significant and sustained deterioration in operations could result in our financial resources being insufficient to pay distributions to shareholders at the current rate, in which event we would be required to reduce the distribution rate. Any decline in our funds from operations could adversely affect our ability to make distributions to our shareholders or to meet our loan covenants and could have a material adverse effect on our stock price.

### **We may be adversely affected by new laws and regulations**

The current United States administration and Congress have enacted, or called for consideration of, proposals relating to a variety of issues, including with respect to health care, financial regulation reform, climate control, executive compensation and others. We believe that these and other potential proposals could have varying degrees of impact on us ranging from minimal to material. At this time, we are unable to predict with certainty what level of impact specific proposals could have on us.

Certain rulemaking and administrative efforts that may have an impact on us focus principally on the areas perceived as contributing to the global financial crisis and the continuing economic downturn. These initiatives have created a degree of uncertainty regarding the basic rules governing the real estate industry and many other businesses that is unprecedented in the United States at least since the wave of lawmaking and regulatory reform that followed in the wake of the Great Depression. The federal legislative response in this area has culminated most recently in the enactment on July 21, 2010 of the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act. Many of the provisions of the Dodd-Frank Act have extended implementation periods and delayed effective dates and will require extensive rulemaking by regulatory authorities; thus, the impact on us may not be known for an extended period of time. The Dodd-Frank Act, including future rules implementing its provisions and the interpretation of those rules, along with other legislative and regulatory proposals that are proposed or pending in the United States Congress, may limit our revenues, impose fees or taxes on us, and/or intensify the regulatory framework in which we operate in ways that are not currently identifiable.

Changing laws, regulations and standards relating to corporate governance and public disclosure in particular, including certain provisions of the Dodd-Frank Act and the rules and regulations promulgated thereunder, have created uncertainty for public companies like ours and could significantly increase the costs and risks associated with accessing the United States public markets. Because we are committed to maintaining high standards of internal control over financial reporting, corporate governance and public disclosure, our management team will need to devote significant time and financial resources to comply with these evolving standards for public companies. We intend to continue to invest appropriate resources to comply with both existing and evolving standards, and this investment has resulted and will likely continue to result in increased general and administrative expenses and a diversion of management time and attention from revenue generating activities to compliance activities.

#### **We are dependent on key personnel**

Our success depends in part on our ability to attract and retain the services of executive officers and other personnel. There is substantial competition for qualified personnel in the real estate industry, and the loss of several of our key personnel could have an adverse effect on us.

#### **New acquisitions may fail to perform as expected, and failure to integrate acquired communities and new personnel could create inefficiencies**

We intend to actively acquire and improve multifamily communities for rental operations. We may underestimate the costs necessary to bring an acquired community up to standards established for our intended market position. Additionally, to grow successfully, we must be able to apply our experience in managing our existing portfolio of apartment communities to a larger number of properties. We must also be able to integrate new management and

operations personnel as our organization grows in size and complexity. Failures in either area will result in inefficiencies that could adversely affect our overall profitability.

**We may not be able to sell communities when appropriate**

Real estate investments are relatively illiquid and generally cannot be sold quickly. We may not be able to change our portfolio promptly in response to economic or other conditions. Further, we own seven communities, which are subject to restrictions on sale and are required to be exchanged through a 1031b tax-free exchange, unless we pay the tax liability of the contributing partners. This inability to respond promptly to changes in the performance of our investments could adversely affect our financial condition and ability to make distributions to our security holders.

### **Environmental problems are possible and can be costly**

Federal, state and local laws and regulations relating to the protection of the environment may require a current or previous owner or operator of real estate to investigate and clean up hazardous or toxic substances or petroleum product releases at such community. The owner or operator may have to pay a governmental entity or third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with the contamination. These laws typically impose clean-up responsibility and liability without regard to whether the owner or operator knew of or caused the presence of the contaminants. Even if more than one person may have been responsible for the contamination, each person covered by the environmental laws may be held responsible for all of the clean-up costs incurred. In addition, third parties may sue the owner or operator of a site for damages and costs resulting from environmental contamination emanating from that site. All of our communities have been the subject of environmental assessments completed by qualified independent environmental consultant companies. These environmental assessments have not revealed, nor are we aware of, any environmental liability that we believe would have a material adverse effect on our business, results of operations, financial condition or liquidity.

Over the past several years, there have been an increasing number of lawsuits against owners and managers of multifamily properties alleging personal injury and property damage caused by the presence of mold in residential real estate. Some of these lawsuits have resulted in substantial monetary judgments or settlements. We cannot be assured that existing environmental assessments of our communities reveal all environmental liabilities, that any prior owner of any of our properties did not create a material environmental condition not known to us, or that a material environmental condition does not otherwise exist.

### **Changes in the system for establishing United States accounting standards may materially and adversely affect our reported results of operations**

Accounting for public companies in the United States has historically been conducted in accordance with generally accepted accounting principles as in effect in the United States, or GAAP. GAAP is established by the Financial Accounting Standards Board, or FASB, an independent body whose standards are recognized by the SEC as authoritative for publicly held companies. The International Accounting Standards Board, or IASB, is a London-based independent board established in 2001 and charged with the development of International Financial Reporting Standards, or IFRS. IFRS generally reflects accounting practices that prevail in Europe and in developed nations around the world.

IFRS differs in material respects from GAAP. Among other things, IFRS has historically relied more on “fair value” models of accounting for assets and liabilities than GAAP. “Fair value” models are based on periodic revaluation of assets and liabilities, often resulting in fluctuations in such values as compared to GAAP, which relies more frequently

on historical cost as the basis for asset and liability valuation.

The SEC has proposed the mandatory adoption of IFRS by United States public companies possibly starting in 2015. It is unclear at this time how the SEC will propose that GAAP and IFRS be harmonized if the proposed change is adopted. In addition, switching to a new method of accounting and adopting IFRS will be a complex undertaking. We may need to develop new systems and controls based on the principles of IFRS. Since these are new endeavors, and the precise requirements of the pronouncements ultimately adopted are not now known, the magnitude of costs associated with this conversion are uncertain.

We are currently evaluating the impact of the adoption of IFRS on our financial position and results of operations. Such evaluation cannot be completed, however, without more clarity regarding the specific IFRS standards that will be adopted. Until there is more certainty with respect to the IFRS standards to be adopted, prospective investors should consider that our conversion to IFRS could have a material adverse impact on our reported results of operations.

### **Losses from catastrophes may exceed our insurance coverage**

We carry comprehensive liability and property insurance on our communities and intend to obtain similar coverage for communities we acquire in the future. Some losses, generally of a catastrophic nature, such as losses from floods, hurricanes or earthquakes, are subject to limitations, and thus may be uninsured. We exercise our discretion in determining amounts, coverage limits and deductibility provisions of insurance, with a view to maintaining appropriate insurance on our investments at a reasonable cost and on suitable terms. If we suffer a substantial loss, our insurance coverage may not be sufficient to pay the full current market value or current replacement value of our lost investment. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it infeasible to use insurance proceeds to replace a property after it has been damaged or destroyed.

### **Increasing real estate taxes and insurance costs may negatively impact financial condition**

As a result of our substantial real estate holdings, the cost of real estate taxes and insuring our apartment communities is a significant component of expense. Real estate taxes and insurance premiums are subject to significant increases and fluctuations, which can be widely outside of our control. If the costs associated with real estate taxes and insurance should significantly rise, our financial condition could be negatively impacted, and our ability to pay our dividend could be affected.

### **We may experience increased costs arising from health care reform**

In March 2010, the United States government enacted comprehensive health care reform legislation which, among other things, includes guaranteed coverage requirements, eliminates pre-existing condition exclusions and annual and lifetime maximum limits, restricts the extent to which policies can be rescinded and imposes new and significant taxes on health insurers and health care benefits. The legislation imposes implementation effective dates beginning in 2010 and extending through 2020, and many of the changes require additional guidance from government agencies or federal regulations. Several states have challenged the constitutionality of certain provisions of the health care reform legislation, and many of these challenges are still pending final adjudication in several jurisdictions, including the



United States Supreme Court. Therefore, due to the phased-in nature of the implementation, the lack of interpretive guidance, and the pending court challenges to this legislation, it is difficult to determine at this time what impact the health care reform legislation will have on our financial results. Possible adverse effects of the health reform legislation include increased costs, exposure to expanded liability and requirements for us to revise ways in which we provide healthcare and other benefits to our employees. In addition, our results of operations, financial position and cash flows could be materially adversely affected.

**Property insurance limits may be inadequate, and deductibles may be excessive in the event of a catastrophic loss or a series of major losses, which may cause a breach of loan covenants**

We have a significant proportion of our assets in areas exposed to windstorms and to the New Madrid seismic zone. A major wind or earthquake loss, or series of losses, could require that we pay significant deductibles as well as additional amounts above the per occurrence limit of our insurance for these risks. We may then be judged to have breached one or more of our loan covenants, and any of the foregoing events could have a material adverse effect on our assets, financial condition, and results of operation.

**Compliance or failure to comply with laws requiring access to our properties by disabled persons could result in substantial cost**

The Americans with Disabilities Act, the Fair Housing Act of 1988 and other federal, state and local laws generally require that public accommodations be made accessible to disabled persons. Noncompliance could result in the imposition of fines by the government or the award of damages to private litigants. These laws may require us to modify our existing communities. These laws may also restrict renovations by requiring improved access to such buildings by disabled persons or may require us to add other structural features that increase our construction costs. Legislation or regulations adopted in the future may impose further burdens or restrictions on us with respect to improved access by disabled persons. We cannot ascertain the costs of compliance with these laws, which may be substantial.

**Development and construction risks could impact our profitability**

Currently, we have two development communities and a second phase to an existing community under construction totaling 950 units as of December 31, 2011. No units for the development projects were completed as of December 31, 2011. Our development and construction activities are subject to the following risks:

we may be unable to obtain, or face delays in obtaining, necessary zoning, land-use, building, occupancy and other required governmental permits and authorizations, which could result in increased development costs, could delay initial occupancy dates for all or a portion of a development community, and could require us to abandon our activities entirely with respect to a project for which we are unable to obtain permits or authorizations;

yields may be less than anticipated as a result of delays in completing projects, costs that exceed budget and/or higher than expected concessions for lease up and lower rents than pro forma;

bankruptcy of developers in our development projects could impose delays and costs on us with respect to the development of our communities and may adversely affect our financial condition and results of operations;

we may abandon development opportunities that we have already begun to explore, and we may fail to recover expenses already incurred in connection with exploring such opportunities;

we may be unable to complete construction and lease-up of a community on schedule, or incur development or construction costs that exceed our original estimates, and we may be unable to charge rents that would compensate for any increase in such costs;

occupancy rates and rents at a newly developed community may fluctuate depending on a number of factors, including market and economic conditions, preventing us from meeting our profitability goals for that community;

and

when we sell to third parties communities or properties that we developed or renovated, we may be subject to warranty or construction defect that are uninsured or exceed the limit of our insurance.

## **RISKS RELATED TO OUR INDEBTEDNESS AND FINANCING ACTIVITIES**

### **A change in United States government policy with regard to FNMA and Freddie Mac could seriously impact our financial condition**

On February 11, 2011, the Obama Administration released a report to Congress which included options, among others, to gradually shrink and eventually shut down FNMA and Freddie Mac. In August 2011, Standard & Poor's Rating Services downgraded the credit ratings of FNMA and Freddie Mac from AAA to AA+. We do not know when or if FNMA or Freddie Mac will restrict their support of lending to the multifamily industry or to us in particular. As of December 31, 2011, 69% of our outstanding debt was borrowed through credit facilities provided by or credit-enhanced by FNMA or Freddie Mac with agency rate-based maturities ranging from 2012 through 2018. While the report to Congress recognized the critically important role that FNMA and Freddie Mac play in the housing finance market and committed to ensuring they have sufficient capital to perform under any guarantees issued now or in the future and the ability to meet any of their debt obligations, should they be unable to meet their obligations it would have a material adverse effect on both us and the multifamily industry, and we would seek alternative sources of funding. This could jeopardize the effectiveness of our interest rate swaps, require us to post collateral up to the market value of the interest rate swaps, and either of these occurrences could potentially cause a breach in one or more of our loan covenants, and through reduced loan availability, impact the value of multifamily assets, which could impair the value of our properties.

### **Our financing could be impacted by negative capital market conditions**

Over the past three and a half years, domestic financial markets have experienced unusual volatility and uncertainty. Liquidity tightened in financial markets, including the investment grade debt, the CMBS, commercial paper, and equity capital markets. A large majority of apartment financing, and as of December 31, 2011, 69% of our outstanding debt, was borrowed through credit facilities provided by or credit-enhanced by FNMA and Freddie Mac, which are

now under the conservatorship of the United States government, but for which, on February 11, 2011, the Obama Administration released a report to Congress which included options to gradually shrink and eventually shut down FNMA and Freddie Mac. We have seen an increase in the volatility of short term interest rates and changes in historic relationships between LIBOR (which is the basis for the majority of the payments to us by our swap counterparties) and the actual interest rate we pay through the FNMA Discount Mortgage Backed Security, or DMBS, and the Freddie Mac Reference Bill programs. This creates a risk that our interest expense will fluctuate to a greater extent than it has in the past, and it makes forecasting more difficult. Were our credit arrangements with Prudential Mortgage Capital, credit-enhanced by FNMA, or with Financial Federal, credit-enhanced by Freddie Mac, to fail, or their ability to lend money to finance apartment communities to become impaired or cease, we would have to seek alternative sources of capital, which might not be available on terms acceptable to us, if at all. In addition, any such event would most likely cause our interest costs to rise. This could also cause our interest rate swaps and caps to become ineffective, triggering a default in one or more of our credit agreements. If any of the foregoing events were to occur, it could have a material adverse effect on our business, financial condition and prospects.

Various agency rate-based tranches of our credit facilities with FNMA and Freddie Mac mature from 2012 through 2018, and we anticipate that replacement financing, whether with FNMA, Freddie Mac, or other options in the financial markets, will be at a higher cost.

**A change in the value of our assets could cause us to experience a cash shortfall, to be in default of our loan covenants, or to incur a charge for the impairment of assets**

We borrow on a secured basis from FNMA, Freddie Mac, and on an unsecured basis from a syndicate of banks led by Key Bank. A significant reduction in the value of our assets could require us to post additional collateral. While we believe that we have significant excess collateral and capacity, future asset values are uncertain. If we were unable to meet a request to add collateral to a credit facility, this would have a material adverse effect on our liquidity and our ability to meet our loan covenants. We may determine that the value of an individual asset, or group of assets, was irrevocably impaired, and that we may need to record a charge to write-down the value of the asset to reflect its current value.

**Debt level, refinancing and loan covenant risk may adversely affect our financial condition and operating results and our ability to maintain our status as a REIT**

At December 31, 2011, we had total debt outstanding of \$1.65 billion. Payments of principal and interest on borrowings may leave us with insufficient cash resources to operate the apartment communities or to pay distributions that are required to be paid in order for us to maintain our qualification as a REIT. We currently intend to limit our total debt to a range of approximately 45% to 55% of the undepreciated book value of our assets, although our charter and bylaws do not limit our debt levels. Our net-debt to undepreciated book value is limited to 60% by our debt covenants. As of December 31, 2011, our ratio of net-debt to undepreciated book value was approximately 46%. Our Board of Directors can modify this policy at any time, which could allow us to become more highly leveraged and decrease our ability to make distributions to our shareholders. In addition, we must repay our debt upon maturity, and the inability to access debt or equity capital at attractive rates could adversely affect our financial condition and/or our funds from operations. We rely on FNMA and Freddie Mac, which we refer to as the Agencies, for the majority of our debt financing and have agreements with the Agencies and with other lenders that require us to comply with certain covenants, including maintaining adequate collateral that is subject to revaluation annually. The breach of any one of these covenants would place us in default with our lenders and may have serious consequences on our operations.

**Interest rate hedging may be ineffective**

We rely on the financial markets to refinance debt maturities, and also rely on the Agencies, which provided credit or credit enhancement for the majority of our outstanding debt as of December 31, 2011. The debt is provided under the terms of credit facilities with Prudential Mortgage Capital (credit-enhanced by FNMA) and Financial Federal (credit-enhanced by Freddie Mac). We pay fees to the credit facility providers and the Agencies plus interest which is based on the FNMA DMBS rate, and the Freddie Mac Reference Bill Rate.

The interest rate market for the FNMA DMBS rate and the Freddie Mac Reference Bill Rate, both of which have been highly correlated with LIBOR interest rates, are also an important component of our liquidity and interest rate swap and cap effectiveness. In our experience, the FNMA DMBS rate has historically averaged 16 basis points below three-month LIBOR, and the Freddie Mac Reference Bill rate has averaged 32 basis points below the associated LIBOR rate, but in the past 3 years the spreads increased significantly and have been more volatile than we have historically seen. We cannot forecast when or if the uncertainty and volatility in the market may change. Continued unusual volatility over a period of time could cause us to lose hedge accounting treatment for our interest rate swaps and caps, resulting in material changes to our consolidated statements of operations and balance sheet, and potentially cause a breach with one of our debt covenants.

Fluctuations in interest rate spreads between the DMBS and Reference Bill rates and three-month LIBOR causes ineffectiveness to flow through interest expense in the current period if we are in an overhedged position, and together with the unrecognized ineffectiveness, reduces the effectiveness of the swaps and caps.

We also rely on the credit of the counterparties that provide swaps and caps to hedge the interest rate risk on our credit facilities. We use four major banks to provide approximately 98% of our derivative fair value, all of which have investment grade ratings from Moody's and S&P. In the event that one of our derivative providers should suffer a significant downgrade of its credit rating or fail, our swaps or caps may become not effective, in which case the value of the swap or cap would be recorded in earnings, possibly causing a substantial loss sufficient to cause a breach of one of our debt covenants.

#### **One or more interest rate swap or cap counterparties could default, causing us significant financial exposure**

We enter into interest rate swap and interest rate cap agreements only with counterparties that are highly rated (A or above by Standard & Poors, or Aa3 or above by Moody's). We also try to diversify our risk amongst several counterparties. In the event one or more of these counterparties were to go into liquidation or to experience a significant rating downgrade, this could cause us to liquidate the interest rate swap or to lose the interest rate protection of an interest rate cap. Liquidation of an interest rate swap could cause us to be required to pay the swap counter party the net present value of the swap, which may represent a significant current period cash charge, possibly sufficient to cause us to breach one or more loan covenants.

#### **Variable interest rates may adversely affect funds from operations**

At December 31, 2011, effectively \$249 million of our debt bore interest at a variable rate and was not hedged by interest rate swaps or caps. We may incur additional debt in the future that also bears interest at variable rates. Variable rate debt creates higher debt service requirements if market interest rates increase, which would adversely



affect our funds from operations and the amount of cash available to pay distributions to shareholders. Our \$964 million secured credit facilities with Prudential Mortgage Capital, credit enhanced by FNMA, are predominately floating rate facilities. We also have credit facilities with Freddie Mac totaling \$200 million that are variable rate facilities. At December 31, 2011, a total of \$1.1 billion was outstanding under these facilities. These facilities represent the majority of the variable interest rates we were exposed to at December 31, 2011. Large portions of the interest rates on these facilities have been hedged by means of a number of interest rate swaps and caps. Upon the termination of these swaps and caps, we will be exposed to the risks of varying interest rates unless acceptable replacement swaps or caps are obtainable.

### **Issuances of additional debt or equity may adversely impact our financial condition**

Our capital requirements depend on numerous factors, including the occupancy and turnover rates of our apartment communities, development and capital expenditures, costs of operations and potential acquisitions. We cannot accurately predict the timing and amount of our capital requirements. If our capital requirements vary materially from our plans, we may require additional financing sooner than anticipated. Accordingly, we could become more leveraged, resulting in increased risk of default on our obligations and in an increase in our debt service requirements, both of which could adversely affect our financial condition and ability to access debt and equity capital markets in the future. If we issue additional equity securities to obtain additional financing, the interest of our existing shareholders could be diluted.

### **RISKS RELATED TO OUR ORGANIZATION AND OWNERSHIP OF OUR STOCK**

#### **Our ownership limit restricts the transferability of our capital stock**

Our charter limits ownership of our capital stock by any single shareholder to 9.9% of the value of all outstanding shares of our capital stock, both common and preferred. The charter also prohibits anyone from buying shares if the purchase would result in our losing REIT status. This could happen if a share transaction results in fewer than 100 persons owning all of our shares or in five or fewer persons, applying certain broad attribution rules of the Code, owning 50% or more of our shares. If you acquire shares in excess of the ownership limit or in violation of the ownership requirements of the Code for REITs, we:

- will consider the transfer to be null and void;
- will not reflect the transaction on our books;
- may institute legal action to enjoin the transaction;
- will not pay dividends or other distributions with respect to those shares;
- will not recognize any voting rights for those shares;
- will consider the shares held in trust for our benefit; and

will either direct you to sell the shares and turn over any profit to us, or we will redeem the shares. If we redeem the shares, you will be paid a price equal to the lesser of the price you paid for the shares; or the average of the last reported sales prices on the New York Stock Exchange on the ten trading days immediately preceding the date fixed for redemption by our Board of Directors.

If you acquire shares in violation of the limits on ownership described above:

- you may lose your power to dispose of the shares;
- you may not recognize profit from the sale of such shares if the market price of the shares increases; and
- you may be required to recognize a loss from the sale of such shares if the market price decreases.

**Provisions of our charter and Tennessee law may limit the ability of a third party to acquire control of us**

*Ownership Limit*

The 9.9% ownership limit discussed above may have the effect of precluding acquisition of control of us by a third party without the consent of our Board of Directors.

*Preferred Stock*

Our charter authorizes our Board of Directors to issue up to 20,000,000 shares of preferred stock. The Board of Directors may establish the preferences and rights of any preferred shares issued. The issuance of preferred stock could have the effect of delaying or preventing someone from taking control of us, even if a change in control were in our shareholders' best interests. As of December 31, 2011, no shares of preferred stock were issued and outstanding.

*Tennessee Anti-Takeover Statutes*

As a Tennessee corporation, we are subject to various legislative acts, which impose restrictions on and require compliance with procedures designed to protect shareholders against unfair or coercive mergers and acquisitions. These statutes may delay or prevent offers to acquire us and increase the difficulty of consummating any such offers, even if our acquisition would be in our shareholders' best interests.

**Our investments in joint ventures may involve risks**

Investments in joint ventures may involve risks that may not otherwise be present in our direct investments such as:

- the potential inability of our joint venture partner to perform;
- the joint venture partner may have economic or business interests or goals which are inconsistent with or adverse to ours;
-

the joint venture partner may take actions contrary to our requests or instructions or contrary to our objectives or policies; and

- the joint venturers may not be able to agree on matters relating to the property they jointly own.

Although each joint owner will have a right of first refusal to purchase the other owner's interest, in the event a sale is desired, the joint owner may not have sufficient resources to exercise such right of first refusal.

**Market interest rates and low trading volume may have an adverse effect on the market value of our common shares**

The market price of shares of a REIT may be affected by the distribution rate on those shares, as a percentage of the price of the shares, relative to market interest rates. If market interest rates increase, prospective purchasers of our shares may expect a higher annual distribution rate. Higher interest rates would not, however, result in more funds for us to distribute and, in fact, would likely increase our borrowing costs and potentially decrease funds available for distribution. This could cause the market price of our common shares to go down. In addition, although our common shares are listed on The New York Stock Exchange, or The NYSE, the daily trading volume of our shares may be lower than the trading volume for other industries. As a result, our investors who desire to liquidate substantial holdings may find that they are unable to dispose of their shares in the market without causing a substantial decline in the market value of the shares.

**Changes in market conditions or a failure to meet the market's expectations with regard to our earnings and cash distributions could adversely affect the market price of our common shares**

We believe that the market value of a REIT's equity securities is based primarily upon the market's perception of the REIT's growth potential and its current and potential future cash distributions, and is secondarily based upon the real estate market value of the underlying assets. For that reason, our shares may trade at prices that are higher or lower than the net asset value per share. To the extent we retain operating cash flow for investment purposes, working capital reserves or other purposes, these retained funds, while increasing the value of our underlying assets, may not correspondingly increase the market price of our common shares. In addition, we are subject to the risk that our cash flow will be insufficient to pay distributions to our shareholders. Our failure to meet the market's expectations with regard to future earnings and cash distributions would likely adversely affect the market price of our shares.

The stock markets, including The NYSE, on which we list our common shares, have experienced significant price and volume fluctuations. As a result, the market price of our common shares could be similarly volatile, and investors in our common shares may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. Among the market conditions that may affect the market price of our publicly traded securities are the following:

- our financial condition and operating performance and the performance of other similar companies;
  - actual or anticipated differences in our quarterly and annual operating results;
- changes in our revenues or earnings estimates or recommendations by securities analysts;
  - publication of research reports about us or our industry by securities analysts;
  - additions and departures of key personnel;
  - inability to access the capital markets;
- strategic decisions by us or our competitors, such as acquisitions, dispositions, spin-offs, joint ventures, strategic investments or changes in business strategy;
- the issuance of additional shares of our common stock, or the perception that such sales may occur, including under our at-the-market controlled equity offering programs;
- the reputation of REITs generally and the reputation of REITs with portfolios similar to ours;
- the attractiveness of the securities of REITs in comparison to securities issued by other entities (including securities issued by other real estate companies);
- an increase in market interest rates, which may lead prospective investors to demand a higher distribution rate in relation to the price paid for our shares;
- the passage of legislation or other regulatory developments that adversely affect us or our industry;
  - speculation in the press or investment community;

actions by institutional shareholders or hedge funds;  
changes in accounting principles;  
terrorist acts; and  
general market conditions, including factors unrelated to our performance.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources.

## **RISKS RELATED TO TAX LAWS**

### **Failure to qualify as a REIT would cause us to be taxed as a corporation**

If we failed to qualify as a REIT for federal income tax purposes, we would be taxed as a corporation. The Internal Revenue Service may challenge our qualification as a REIT for prior years, and new legislation, regulations, administrative interpretations or court decisions may change the tax laws with respect to qualification as a REIT or the federal tax consequences of such qualification. For any taxable year that we fail to qualify as a REIT, we would be subject to federal income tax on our taxable income at corporate rates, plus any applicable alternative minimum tax. In addition, unless entitled to relief under applicable statutory provisions, we would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification is lost. This treatment would reduce our net earnings available for investment or distribution to shareholders because of the additional tax liability for the year or years involved. In addition, distributions would no longer qualify for the dividends paid deduction nor be required to be made in order to preserve REIT status. We might be required to borrow funds or to liquidate some of our investments to pay any applicable tax resulting from our failure to qualify as a REIT.

### **Failure to make required distributions would subject us to income taxation**

In order to qualify as a REIT, each year we must distribute to stockholders at least 90% of our taxable income (determined without regard to the dividend paid deduction and by excluding net capital gains). To the extent that we satisfy the distribution requirement, but distribute less than 100% of taxable income, we will be subject to federal corporate income tax on the undistributed income. In addition, we would incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any year are less than the sum of:

85% of ordinary income for that year;

95% of capital gain net income for that year; and  
100% of undistributed taxable income from prior years.

Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of the taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in a particular year.



**Complying with REIT requirements may cause us to forgo otherwise attractive opportunities or engage in marginal investment opportunities**

To qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of income, the nature and diversification of assets, the amounts distributed to shareholders and the ownership of our stock. In order to meet these tests, we may be required to forgo attractive business or investment opportunities or engage in marginal investment opportunities. Thus, compliance with the REIT requirements may hinder our ability to operate solely on the basis of maximizing profits.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None.

**ITEM 2. PROPERTIES.**

We seek to acquire newer apartment communities and those with opportunities for repositioning through capital additions and management improvement located in the Sunbelt region of the United States that are primarily appealing to middle income residents with the potential for above average growth and return on investment. Approximately 75% of our apartment units are located in Georgia, Florida, Tennessee, and Texas markets. Our strategic focus is to provide our residents high quality apartment units in attractive community settings, characterized by extensive landscaping and attention to aesthetic detail. We utilize our experience and expertise in maintenance, landscaping, marketing and management to effectively reposition many of the apartment communities we acquire to raise occupancy levels and per unit average rents.

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The following table sets forth certain historical information for the apartment communities we owned at December 31, 2011:

| Year<br>Property<br>Completed   | Year<br>Management<br>Commenced | Reportable<br>Segment | Number<br>of Units | Approximate<br>Rentable<br>Area<br>(Square<br>Footage) | Average<br>Unit<br>Size<br>(Square<br>Footage) | Monthly<br>Average<br>Rent<br>per Unit<br>at<br>December<br>31,<br>2011 (19) | Average<br>Occupancy<br>Percent at<br>December<br>31,<br>2011 (20) | Monthly<br>Effective<br>Rent<br>per Unit<br>at<br>December<br>31,<br>2011 (21) | Encumb<br>Decemb<br>Mortgag<br>/Bond<br>Principa |
|---|---------------------------------|-----------------------|--------------------|--|--|--|--|--|--|
| <b>100%<br/>Owned</b><br>Birchall<br>at Birmingham,<br>Road<br>2009<br>AL | 2011                            | (24)                  | 240                | 283,680  | 1,182  | \$<br>1,190.47   | 95.83%   | \$<br>1,177.83   | \$ -   |
| Bridge<br>East Birmingham,<br>Ridge<br>1988<br>AL                         | 1998                            | (23)                  | 200                | 181,600  | 908  | \$ 714.83  | 97.50%   | \$ 709.86  | \$ -   |
| Abingdon<br>Huntsville,<br>Place<br>1987<br>AL                            | 1998                            | (23)                  | 152                | 162,792  | 1,071  | \$ 626.92  | 89.47%   | \$ 611.46  | \$ -   |
| Paddock<br>Huntsville,<br>Club<br>1989/98<br>AL                           | 1997                            | (23)                  | 392                | 441,000  | 1,125  | \$ 737.37  | 94.13%   | \$ 704.86  | \$ -   |
| Paddock<br>Montgomery,<br>Club<br>1999<br>AL                              | 1998                            | (23)                  | 208                | 246,272  | 1,184  | \$ 768.17  | 98.56%   | \$ 767.45  | \$ -   |
|   |                                 |                       | 1,192              | 1,315,344  | 1,103  | \$ 816.11  | 95.22%   | \$ 799.94  |  |
| Little<br>Calais<br>Rocks<br>Forest<br>AR                                 | 1987                            | (23)                  | 260                | 195,000  | 750  | \$ 721.15  | 97.31%   | \$ 720.38  | \$ -   |
| Little<br>Napa<br>Valley<br>AR  | 1984                            | (23)                  | 240                | 183,120  | 763  | \$ 683.61  | 95.42%   | \$ 667.36  | \$ -   |
| Palisades<br>at Little<br>Cherokee<br>Valley,<br>232<br>AR                | 2011                            | (24)                  | 248                | 292,888  | 1,181  | \$<br>1,063.30   | 95.97%   | \$<br>1,063.30   | \$ -   |
| 1984/86   | 1997                            | (23)                  | 308                | 304,612  | 989  | \$ 754.65  | 96.43%   | \$ 754.04  | \$ -   |

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|  |                                     |      |       |         |         |           |             |           |             |          |
|--|-------------------------------------|------|-------|---------|---------|-----------|-------------|-----------|-------------|----------|
| Westside<br>Creek,<br>I AR<br>&<br>II                                    |                                     |      | 1,056 | 975,620 | 924     | \$ 802.74 | 96.31%      | \$ 798.68 |             |          |
| Ta<br>Ran<br>The<br>Edge<br>at<br>Lyon's<br>Gate<br>Sky<br>View<br>Ranch | Phoenix,<br>AZ<br>2005              | 2006 | (22)  | 480     | 437,280 | 911       | \$ 713.67   | 87.29%    | \$ 701.94   | \$ -     |
|  | Phoenix,<br>AZ<br>2007              | 2008 | (22)  | 312     | 299,208 | 959       | \$ 821.68   | 97.76%    | \$ 807.96   | \$ -     |
|  | Gilbert,<br>AZ<br>2007              | 2009 | (22)  | 232     | 225,272 | 971       | \$ 818.10   | 97.41%    | \$ 812.55   | \$ -     |
|  |                                     |      |       | 1,024   | 961,760 | 939       | \$ 770.24   | 92.77%    | \$ 759.30   |          |
| Tiffany<br>Oaks  | Altamonte<br>Springs,<br>FL<br>1985 | 1996 | (22)  | 288     | 232,704 | 808       | \$ 736.90   | 97.57%    | \$ 735.60   | \$ -     |
| Atlantic<br>Marsh<br>Oaks  | Beach,<br>FL<br>1986                | 1995 | (22)  | 120     | 93,240  | 777       | \$ 664.31   | 100.00%   | \$ 660.89   | \$ -     |
| Ind<br>Paddock<br>Club<br>Brandon  | Brandon,<br>FL<br>1989              | 2000 | (23)  | 240     | 194,640 | 811       | \$ 794.71   | 92.08%    | \$ 784.21   | \$ -     |
|  | Brandon,<br>FL<br>1997/99           | 1997 | (22)  | 440     | 528,440 | 1,201     | \$ 917.18   | 96.59%    | \$ 909.64   | \$ -     |
| Preserve<br>at<br>Coral<br>Square  | Coral<br>Springs,<br>FL<br>1996     | 2004 | (23)  | 480     | 570,720 | 1,189     | \$ 1,332.05 | 94.38%    | \$ 1,328.24 | \$ -     |
| Daytona<br>Anchor  | Daytona,<br>FL<br>1986              | 1995 | (23)  | 208     | 150,384 | 723       | \$ 680.61   | 98.08%    | \$ 680.61   | \$ 7,000 |
| Paddock<br>Club<br>Gainesville   | Gainesville,<br>FL<br>1999          | 1998 | (23)  | 264     | 326,304 | 1,236     | \$ 839.58   | 95.83%    | \$ 830.26   | \$ -     |
| The<br>Retreat<br>at<br>Manolia<br>Parke,<br>204                         | Gainesville,<br>FL<br>2009          | 2011 | (24)  | 204     | 206,040 | 1,010     | \$ 958.09   | 96.57%    | \$ 950.99   | \$ -     |
| At<br>Cresting   | Jacksonville,<br>FL<br>2008         | 2011 | (24)  | 200     | 248,200 | 1,241     | \$ 1,102.23 | 94.50%    | \$ 1,097.96 | \$ -     |
| Colon<br>Hawk  | Jacksonville,<br>FL<br>1987         | 1995 | (22)  | 208     | 218,400 | 1,050     | \$ 790.50   | 97.12%    | \$ 786.94   | \$ -     |
| Hunter<br>Ridge<br>at  | Jacksonville,<br>FL<br>1987         | 1997 | (22)  | 336     | 295,008 | 878       | \$ 769.21   | 96.73%    | \$ 764.99   | \$ -     |

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|  |      |      |     |         |       |             |        |             |          |
|--|------|------|-----|---------|-------|-------------|--------|-------------|----------|
| Deerwood<br>Jacksonville,<br>Lakeside<br>FL                            | 1996 | (22) | 416 | 346,112 | 832   | \$ 716.32   | 95.67% | \$ 715.08   | \$ -     |
| Lighthouse<br>at Jacksonville,<br>Florida<br>FL                        | 2003 | (22) | 501 | 556,110 | 1,110 | \$ 876.77   | 97.41% | \$ 871.54   | \$ -     |
| Island<br>Paddock<br>Club Jacksonville,<br>FL 1989/96                  | 1997 | (22) | 440 | 478,720 | 1,088 | \$ 808.88   | 92.27% | \$ 804.36   | \$ -     |
| Jacksonville<br>Paddock<br>Club Jacksonville,<br>FL 1998               | 1998 | (22) | 288 | 334,656 | 1,162 | \$ 882.18   | 95.14% | \$ 876.64   | \$ -     |
| Mandarin<br>St. Jacksonville,<br>Augustine<br>FL                       | 1995 | (22) | 400 | 319,600 | 799   | \$ 682.41   | 95.00% | \$ 680.65   | \$ 13,23 |
| I<br>St. Jacksonville,<br>Augustine<br>FL                              | 1995 | (22) | 124 | 118,544 | 956   | \$ 908.77   | 97.58% | \$ 905.83   | \$ -     |
| II<br>Tattersall<br>at Jacksonville,<br>Tapestry<br>FL<br>Park,<br>279 | 2011 | (24) | 279 | 307,458 | 1,102 | \$ 1,215.64 | 97.13% | \$ 1,213.16 | \$ -     |
| Woodbridge<br>at Jacksonville,<br>the<br>FL                            | 1994 | (22) | 188 | 166,004 | 883   | \$ 702.99   | 95.74% | \$ 691.96   | \$ -     |
| Lake<br>Woodrow<br>FL  | 1997 | (22) | 450 | 379,350 | 843   | \$ 696.17   | 97.33% | \$ 692.33   | \$ -     |
| Paddock<br>Club Lakeland<br>FL 1988/90                                 | 1997 | (23) | 464 | 502,048 | 1,082 | \$ 724.91   | 95.26% | \$ 719.16   | \$ -     |
| Lakeland<br>Savannahs<br>at Melbourne,<br>FL 1990                      | 1995 | (23) | 256 | 243,200 | 950   | \$ 723.31   | 94.92% | \$ 718.29   | \$ -     |
| Landing<br>Paddock<br>Park Ocala<br>FL 1986/88                         | 1997 | (23) | 480 | 493,440 | 1,028 | \$ 662.67   | 92.29% | \$ 646.51   | \$ 6,805 |
| Ocala<br>The<br>Club Panama<br>at Citrus<br>FL                         | 1998 | (23) | 254 | 283,718 | 1,117 | \$ 891.06   | 98.43% | \$ 879.04   | \$ -     |
| Panama<br>Beach<br>Paddock<br>Club Tallahassee,<br>FL 1990/95          | 1997 | (23) | 304 | 329,536 | 1,084 | \$ 818.55   | 95.07% | \$ 810.17   | \$ -     |
| Tallahassee<br>Tampa<br>Belmont<br>FL 1984                             | 1994 | (22) | 210 | 202,440 | 964   | \$ 812.94   | 97.62% | \$ 810.08   | \$ -     |
| 1980   | 1998 | (22) | 230 | 213,210 | 927   | \$ 857.55   | 96.52% | \$ 848.14   | \$ -     |

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|   |      |      |       |           |       |             |        |             |          |
|---|------|------|-------|-----------|-------|-------------|--------|-------------|----------|
| Lifepark,<br>at FL<br>Carrollwood<br>Village,<br>Ocala,<br>FL<br>2005 | 2008 | (24) | 234   | 279,630   | 1,195 | \$ 1,053.31 | 97.01% | \$ 1,048.46 | \$ -     |
| Park<br>Crest<br>Hartwood,<br>at FL<br>Innisbrook                     | 2009 | (22) | 432   | 461,808   | 1,069 | \$ 939.88   | 97.22% | \$ 934.71   | \$ 30,62 |
| High<br>Ridge,<br>Atlanta,<br>GA<br>1987                              | 1997 | (23) | 160   | 186,560   | 1,166 | \$ 719.42   | 99.38% | \$ 715.89   | \$ -     |
| Sanctuary<br>at<br>Oglethorpe<br>Bridgeway,<br>Atlanta,<br>GA<br>1994 | 2008 | (22) | 250   | 287,500   | 1,150 | \$ 1,277.21 | 98.40% | \$ 1,257.74 | \$ 23,50 |
| Shenandoah<br>Ridge,<br>Atlanta,<br>GA<br>1982                        | 1994 | (23) | 272   | 222,768   | 819   | \$ 617.67   | 92.65% | \$ 599.32   | \$ -     |
| West<br>Crest,<br>Atlanta,<br>GA<br>1984                              | 1997 | (23) | 120   | 107,160   | 893   | \$ 651.56   | 95.00% | \$ 651.56   | \$ 3,480 |
| Fort<br>Laurens,<br>Atlanta,<br>GA<br>1983                            | 1997 | (23) | 113   | 129,159   | 1,143 | \$ 751.58   | 92.92% | \$ 749.81   |          |
| College<br>Park,<br>Atlanta,<br>GA<br>1985                            | 1997 | (22) | 124   | 112,716   | 909   | \$ 573.64   | 95.16% | \$ 573.64   | \$ -     |
| Whisper<br>Willow,<br>Atlanta,<br>GA<br>1984/86/98                    | 1997 | (23) | 1,008 | 1,188,432 | 1,179 | \$ 835.21   | 91.87% | \$ 810.54   | \$ -     |
| Wil<br>Crest,<br>Atlanta,<br>GA<br>1971/77                            | 1997 | (23) | 285   | 246,810   | 866   | \$ 587.31   | 97.54% | \$ 578.86   | \$ -     |
| Terraces<br>at<br>Fieldstone<br>Duluth,<br>GA<br>2001                 | 1998 | (22) | 316   | 375,092   | 1,187 | \$ 811.02   | 96.20% | \$ 807.83   | \$ -     |
| Lanier,<br>Gainesville,<br>GA<br>1998                                 | 2005 | (22) | 344   | 396,288   | 1,152 | \$ 790.60   | 90.12% | \$ 786.60   | \$ 17,02 |
| La<br>Club,<br>Gainesville,<br>GA<br>2001                             | 2005 | (22) | 313   | 359,950   | 1,150 | \$ 739.86   | 89.78% | \$ 738.30   | \$ -     |
| Whispering<br>Pines,<br>Gainesville,<br>GA<br>1982/84                 | 1997 | (23) | 216   | 222,480   | 1,030 | \$ 638.17   | 98.61% | \$ 636.57   | \$ -     |
| West<br>Springs,<br>Gainesville,<br>GA<br>1983                        | 1997 | (23) | 150   | 163,350   | 1,089 | \$ 633.84   | 98.00% | \$ 627.70   | \$ -     |
| Aurora<br>Chase,<br>Gainesville,<br>GA<br>1996                        | 1997 | (23) | 256   | 293,120   | 1,145 | \$ 754.91   | 91.41% | \$ 744.42   | \$ -     |
| The<br>Village,<br>Gainesville,<br>GA<br>1985                         | 1997 | (23) | 144   | 153,792   | 1,068 | \$ 681.03   | 90.97% | \$ 666.02   | \$ -     |
| Walden<br>Run,<br>Gainesville,<br>GA<br>1997                          | 1998 | (22) | 240   | 280,560   | 1,169 | \$ 675.69   | 97.92% | \$ 673.72   | \$ -     |
| Avalon<br>at GA   | 2011 | (24) | 256   | 244,992   | 957   | \$ 924.63   | 90.63% | \$ 910.26   | \$ -     |

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|   |      |      |       |           |       |           |        |           |          |
|---|------|------|-------|-----------|-------|-----------|--------|-----------|----------|
| Savannah<br>Quarters<br>Gessy<br>Groves<br>Oaks<br>at Savannah,<br>Wilmington<br>Island<br>Thomasville,<br>Wildwood<br>GA<br>1984 | 1998 | (23) | 220   | 239,800   | 1,090 | \$ 863.15 | 95.45% | \$ 860.12 | \$ -     |
| Union<br>Hidden<br>City<br>Lake<br>GA<br>1985/87  | 1997 | (22) | 320   | 325,120   | 1,016 | \$ 636.60 | 96.88% | \$ 635.86 | \$ -     |
| Threddesta<br>Oaks<br>GA<br>1983/84   | 1997 | (23) | 240   | 253,200   | 1,055 | \$ 685.06 | 97.08% | \$ 684.57 | \$ -     |
| Warner<br>Huntington<br>Chase<br>Roberts<br>GA  | 2000 | (23) | 200   | 221,400   | 1,107 | \$ 756.15 | 98.50% | \$ 738.98 | \$ -     |
| Warner<br>Southland<br>Station<br>Roberts<br>GA   | 1997 | (23) | 304   | 355,984   | 1,171 | \$ 729.10 | 93.75% | \$ 703.20 | \$ -     |
| Terraces<br>at Woodstock,<br>Townlake<br>GA<br>1999   | 1998 | (22) | 502   | 568,264   | 1,132 | \$ 740.43 | 92.83% | \$ 722.69 | \$ -     |
| Fallowing<br>at Greentree<br>Hiland<br>KY<br>1996   | 1997 | (23) | 240   | 251,040   | 1,046 | \$ 772.39 | 95.42% | \$ 771.56 | \$ -     |
| Paddock<br>Club<br>Florence<br>KY<br>1994   | 1997 | (23) | 200   | 231,600   | 1,158 | \$ 773.12 | 95.00% | \$ 744.76 | \$ 9,114 |
| Grand<br>Reserve<br>Lexington<br>KY<br>1999   | 1999 | (23) | 370   | 432,900   | 1,170 | \$ 882.17 | 95.41% | \$ 874.72 | \$ -     |
| Lexington,<br>Lakehome<br>KY<br>1994  | 1994 | (23) | 118   | 90,742    | 769   | \$ 629.12 | 98.31% | \$ 628.28 | \$ -     |
| Mansington,<br>ThKY<br>1989   | 1994 | (23) | 184   | 138,736   | 754   | \$ 662.78 | 96.74% | \$ 637.36 | \$ -     |
| Village<br>ThKY<br>1989   | 1994 | (23) | 252   | 182,700   | 725   | \$ 643.93 | 95.63% | \$ 643.33 | \$ -     |
| Stonemillille,<br>Village<br>KY<br>1985   | 1994 | (23) | 384   | 324,864   | 846   | \$ 686.18 | 96.09% | \$ 667.15 | \$ -     |
| Jackson<br>Crossway<br>MS<br>1990   | 1996 | (23) | 360   | 443,160   | 1,231 | \$ 781.60 | 94.17% | \$ 777.75 | \$ -     |
| Pearl<br>Orlando<br>MS<br>1985  | 1994 | (23) | 389   | 337,263   | 867   | \$ 766.93 | 95.12% | \$ 751.11 | \$ -     |
| Reflection<br>Pond<br>Jackson,<br>MS<br>1986  | 1988 | (23) | 296   | 248,344   | 839   | \$ 779.90 | 95.61% | \$ 778.42 | \$ 5,880 |
| Lake<br>Lands<br>Reclerand,<br>MS<br>1974   | 1994 | (23) | 196   | 174,244   | 889   | \$ 710.47 | 96.43% | \$ 705.17 | \$ -     |
|   |      |      | 1,748 | 1,652,582 | 945   | \$ 737.04 | 95.88% | \$ 725.11 |          |

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|  |         |      |      |       |           |       |             |        |             |          |
|--|---------|------|------|-------|-----------|-------|-------------|--------|-------------|----------|
| Southaven, MS<br>Crest<br>MS             | 1989    | 1996 | (23) | 204   | 237,252   | 1,163 | \$ 773.38   | 96.08% | \$ 773.38   | \$ -     |
| Southaven, MS<br>Plains<br>MS            | 1991    | 1996 | (23) | 253   | 268,180   | 1,060 | \$ 746.05   | 94.47% | \$ 744.40   | \$ -     |
|  |         |      |      | 1,698 | 1,708,443 | 1,006 | \$ 763.45   | 95.17% | \$ 757.89   |          |
| Hermitage at Cary, NC<br>Beechtree<br>NC | 1988    | 1997 | (22) | 194   | 169,750   | 875   | \$ 736.68   | 92.27% | \$ 730.85   | \$ -     |
| Worland<br>Forest<br>NC                  | 1996    | 2005 | (22) | 384   | 377,472   | 983   | \$ 703.91   | 94.79% | \$ 701.53   | \$ -     |
| 1225 South Church<br>Charlotte, NC       | 2009    | 2010 | (24) | 196   | 162,680   | 830   | \$ 1,992.31 | 96.43% | \$ 1,099.97 | \$ -     |
| Hue<br>Raleigh, NC                       | 2009    | 2010 | (24) | 208   | 185,744   | 893   | \$ 1,290.07 | 95.19% | \$ 1,228.32 | \$ -     |
| The Preserve at Brier<br>Raleigh, NC     | 2002/07 | 2006 | (22) | 450   | 519,300   | 1,154 | \$ 933.98   | 95.56% | \$ 933.87   | \$ -     |
| Providence at Brier<br>Raleigh, NC       | 2007    | 2008 | (22) | 313   | 297,037   | 949   | \$ 859.95   | 95.85% | \$ 857.07   | \$ -     |
| Creek<br>Winston-Salem, NC               | 1982    | 1993 | (23) | 240   | 173,520   | 723   | \$ 576.36   | 95.83% | \$ 576.22   | \$ -     |
|  |         |      |      | 1,985 | 1,885,503 | 950   | \$ 957.09   | 95.21% | \$ 860.99   |          |
| Fairways at Cincinnati<br>Oak<br>OH      | 1988    | 1994 | (23) | 214   | 214,428   | 1,002 | \$ 676.68   | 91.59% | \$ 653.55   | \$ -     |
|  |         |      |      | 214   | 214,428   | 1,002 | \$ 676.68   | 91.59% | \$ 653.55   |          |
| Colony at Aiken<br>Spartanburg, SC       | 1989/91 | 1997 | (23) | 184   | 174,800   | 950   | \$ 756.19   | 96.74% | \$ 733.79   | \$ -     |
| Aiken Woodlands<br>Aiken, SC             | 1997    | 1997 | (23) | 144   | 165,168   | 1,147 | \$ 756.47   | 97.22% | \$ 739.46   | \$ -     |
| Anderson Tanglewood<br>Anderson, SC      | 1980    | 1994 | (23) | 168   | 146,664   | 873   | \$ 615.41   | 98.81% | \$ 614.33   | \$ -     |
| Fairway<br>Columbia, SC                  | 1992    | 1994 | (23) | 240   | 213,840   | 891   | \$ 651.63   | 95.00% | \$ 646.70   | \$ 7,735 |
| Paddock Club<br>Columbia, SC             | 1989/95 | 1997 | (23) | 336   | 378,672   | 1,127 | \$ 758.57   | 95.24% | \$ 736.17   | \$ -     |
| Highland<br>Chamblee, SC                 | 1984    | 1995 | (23) | 168   | 134,904   | 803   | \$ 552.53   | 94.64% | \$ 559.06   | \$ -     |
| Howland Commons<br>Greenville, SC        | 1986/88 | 1997 | (23) | 348   | 275,616   | 792   | \$ 602.97   | 92.53% | \$ 585.30   | \$ -     |
| Paddock<br>Greenville, SC                | 1996    | 1997 | (23) | 208   | 231,504   | 1,113 | \$ 723.19   | 96.63% | \$ 717.56   | \$ -     |

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|  |            |         |      |       |           |       |             |        |             |          |
|--|------------|---------|------|-------|-----------|-------|-------------|--------|-------------|----------|
| Greenville<br>Park<br>Haywood<br>SC                          | 1983       | 1993    | (23) | 208   | 158,704   | 763   | \$ 578.85   | 96.63% | \$ 576.83   | \$ -     |
| Greenville,<br>Creek<br>SC                                   | 1985       | 1995    | (23) | 208   | 179,504   | 863   | \$ 616.66   | 99.52% | \$ 613.51   | \$ -     |
| Mt.<br>Runaway<br>Pleasant,<br>Bay<br>SC                     |            | 1995    | (23) | 208   | 177,840   | 855   | \$ 1,045.28 | 96.63% | \$ 1,038.24 | \$ 8,365 |
| Simpsonville,<br>Brookwood<br>SC                             | 2008       | 2010    | (23) | 256   | 254,464   | 994   | \$ 820.66   | 94.14% | \$ 809.11   | \$ 13,89 |
| Spartanburg,<br>Place<br>SC                                  | 1987       | 1997    | (23) | 184   | 195,224   | 1,061 | \$ 669.25   | 90.22% | \$ 649.61   | \$ -     |
| Swingtonville,<br>Village<br>SC                              | 2007       | 2007    | (23) | 280   | 309,120   | 1,104 | \$ 908.50   | 93.57% | \$ 904.29   | \$ 15,20 |
|  |            |         |      | 3,140 | 2,996,024 | 954   | \$ 722.77   | 95.29% | \$ 712.59   |          |
| Chattanooga,<br>Pointe<br>TN                                 | 1989       | 1992    | (23) | 361   | 256,310   | 710   | \$ 629.96   | 95.57% | \$ 628.97   | \$ -     |
| Chattanooga,<br>Creek<br>TN                                  | 1987       | 1988    | (23) | 300   | 260,400   | 868   | \$ 631.34   | 93.00% | \$ 628.42   | \$ -     |
| Chattanooga,<br>Steepcase<br>TN                              | 1988       | 1991    | (23) | 108   | 98,712    | 914   | \$ 733.44   | 93.52% | \$ 729.74   | \$ -     |
| Chattanooga,<br>Windridge<br>TN                              | 1987       | 1997    | (23) | 174   | 238,728   | 1,372 | \$ 932.03   | 93.68% | \$ 930.94   | \$ 5,465 |
| Bradford,<br>Chase<br>TN                                     | 1987       | 1994    | (23) | 148   | 121,360   | 820   | \$ 633.03   | 91.22% | \$ 629.78   | \$ -     |
| Oak<br>The<br>TN   | 1978       | 1993    | (23) | 100   | 87,500    | 875   | \$ 592.86   | 95.00% | \$ 589.57   | \$ -     |
| Post<br>House<br>Jackson<br>TN                               | 1987       | 1989    | (23) | 150   | 161,700   | 1,078 | \$ 669.39   | 98.00% | \$ 669.39   | \$ 5,095 |
| Post<br>House<br>North<br>Woods<br>at Jackson,<br>Post<br>TN | 1987       | 1989    | (23) | 145   | 141,375   | 975   | \$ 671.43   | 93.10% | \$ 652.30   | \$ 3,375 |
| House<br>at Jackson,<br>Post<br>TN                           | 1997       | 1995    | (23) | 122   | 118,706   | 973   | \$ 696.20   | 95.90% | \$ 696.02   | \$ 4,565 |
| Celina<br>Mill<br>TN   | 1973/86    | 1982/94 | (23) | 276   | 297,804   | 1,079 | \$ 602.49   | 94.57% | \$ 578.27   | \$ -     |
| Memphis<br>Greenbriar<br>TN                                  | 1978/83/86 | 1988    | (23) | 1,037 | 944,707   | 911   | \$ 632.34   | 96.24% | \$ 630.28   | \$ 28,91 |
| Kimball<br>Station<br>TN                                     | 1978       | 1994    | (23) | 371   | 309,043   | 833   | \$ 745.98   | 95.42% | \$ 736.36   | \$ -     |
| Lincoln<br>on<br>the<br>TN                                   | 1988/98    | 1994    | (23) | 618   | 540,132   | 874   | \$ 754.03   | 95.63% | \$ 746.85   | \$ -     |
| Green<br>Park<br>East<br>TN                                  | 1974       | 1977    | (23) | 82    | 106,764   | 1,302 | \$ 1,071.54 | 89.02% | \$ 1,066.32 | \$ -     |
| Residence<br>at TN   | 1990/01    | 1998    | (23) | 740   | 807,340   | 1,091 | \$ 879.93   | 92.84% | \$ 862.26   | \$ -     |



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|  |                  |      |      |       |           |       |             |        |           |          |
|--|------------------|------|------|-------|-----------|-------|-------------|--------|-----------|----------|
| Dexter Lake Paddock Club                     | Murfreesboro, TN | 1998 | (22) | 240   | 281,760   | 1,174 | \$ 885.68   | 92.08% | \$ 876.93 | \$ -     |
| Murfreesboro Aventura at Indian Lake Village | Nashville, TN    | 2011 | (24) | 300   | 291,000   | 970   | \$ 951.13   | 94.67% | \$ 934.55 | \$ -     |
| Avondale at Kennesaw                         | Nashville, TN    | 2010 | (22) | 288   | 283,392   | 984   | \$ 855.71   | 96.88% | \$ 852.23 | \$ 19,14 |
| Brookside Downs                              | Nashville, TN    | 1994 | (22) | 286   | 220,220   | 770   | \$ 820.32   | 98.25% | \$ 819.79 | \$ -     |
| Grand View                                   | Nashville, TN    | 1999 | (22) | 433   | 523,497   | 1,209 | \$ 933.44   | 93.07% | \$ 926.06 | \$ -     |
| Monterey Park                                | Nashville, TN    | 2004 | (22) | 456   | 427,728   | 938   | \$ 802.68   | 97.15% | \$ 799.48 | \$ -     |
| Park Hermitage                               | Nashville, TN    | 1995 | (22) | 440   | 392,480   | 892   | \$ 638.41   | 96.14% | \$ 634.19 | \$ 6,645 |
| Verandas at Safran                           | Nashville, TN    | 2010 | (22) | 336   | 391,104   | 1,164 | \$ 880.81   | 93.75% | \$ 877.37 | \$ 23,55 |
| Ridley                                       |                  |      |      | 7,511 | 7,301,762 | 972   | \$ 762.04   | 94.93% | \$ 755.16 |          |
| Northwood                                    | Arlington, TX    | 1998 | (22) | 270   | 224,100   | 830   | \$ 629.37   | 91.48% | \$ 622.07 | \$ -     |
| Balcones Woods                               | Austin, TX       | 1997 | (22) | 384   | 313,728   | 817   | \$ 782.79   | 96.09% | \$ 780.47 | \$ -     |
| Grand Reserve at Sunset Valley               | Austin, TX       | 2004 | (22) | 210   | 194,460   | 926   | \$ 991.34   | 95.71% | \$ 987.65 | \$ -     |
| Silverstone                                  | Austin, TX       | 2006 | (22) | 312   | 298,584   | 957   | \$ 891.20   | 94.55% | \$ 865.79 | \$ -     |
| Stassen Woods                                | Austin, TX       | 1995 | (22) | 288   | 248,832   | 864   | \$ 717.04   | 98.96% | \$ 707.36 | \$ 4,050 |
| Traxon                                       | Austin, TX       | 1995 | (22) | 304   | 244,720   | 805   | \$ 622.73   | 96.71% | \$ 612.96 | \$ 3,585 |
| Woodlands                                    | Austin, TX       | 1997 | (22) | 278   | 214,060   | 770   | \$ 1,013.36 | 95.68% | \$ 977.20 | \$ -     |
| Cedar Station                                | Dallas, TX       | 1994 | (22) | 410   | 374,330   | 913   | \$ 668.62   | 95.85% | \$ 661.39 | \$ -     |
| Courtyards at Campbell                       | Dallas, TX       | 1998 | (22) | 232   | 168,664   | 727   | \$ 704.81   | 94.40% | \$ 704.81 | \$ -     |
|  |                  | 1998 | (22) | 304   | 206,720   | 680   | \$ 609.42   | 94.74% | \$ 603.73 | \$ -     |

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|   |      |      |     |         |       |             |        |             |          |
|---|------|------|-----|---------|-------|-------------|--------|-------------|----------|
| Dallas, TX<br>Ruff<br>Grand<br>Columbia<br>Yard<br>Legends<br>at Dallas<br>Lofts<br>Farm  | 2006 | (22) | 390 | 343,980 | 882   | \$ 850.25   | 95.38% | \$ 848.31   | \$ -     |
| Dallas, TX<br>Watermark<br>La<br>Valencia<br>at TX<br>Starwood<br>LeBlanc<br>Park<br>Place<br>(Houston)   | 2011 | (22) | 456 | 425,904 | 934   | \$ 1,012.54 | 93.86% | \$ 1,002.04 | \$ -     |
| Dallas, TX<br>Watermark<br>La<br>Valencia<br>at TX<br>Starwood<br>LeBlanc<br>Park<br>Place<br>(Houston)   | 2004 | (22) | 240 | 205,200 | 855   | \$ 813.87   | 96.25% | \$ 791.82   | \$ -     |
| Houston, TX<br>Pinetree<br>Park<br>Place<br>(Houston)   | 2010 | (22) | 270 | 267,840 | 992   | \$ 1,100.58 | 94.81% | \$ 1,092.80 | \$ 22,35 |
| Houston, TX<br>Pinetree<br>Park<br>Place<br>(Houston)   | 2003 | (22) | 308 | 283,360 | 920   | \$ 867.15   | 96.75% | \$ 865.42   | \$ -     |
| Houston, TX<br>Pinetree<br>Park<br>Place<br>(Houston)   | 2007 | (22) | 229 | 207,016 | 904   | \$ 903.65   | 96.07% | \$ 901.43   | \$ -     |
| Houston, TX<br>Pinetree<br>Park<br>Place<br>(Houston)   | 2007 | (22) | 220 | 193,160 | 878   | \$ 846.59   | 96.36% | \$ 843.48   | \$ -     |
| Houston, TX<br>Pinetree<br>Park<br>Place<br>(Houston)   | 2006 | (22) | 328 | 316,192 | 964   | \$ 830.95   | 93.60% | \$ 822.73   | \$ 12,82 |
| Humble, TX<br>Fall<br>Creek<br>Chalet<br>at Humble,<br>Fall<br>Creek<br>Bella<br>Casita<br>at Irving,<br>TX<br>Las<br>Colinas<br>Kewood<br>Club<br>Lane<br>at Mesquite,<br>TX<br>The<br>Crossing<br>Times<br>Square<br>at McKinney,<br>TX<br>Craig<br>Ranch | 2008 | (22) | 246 | 227,796 | 926   | \$ 902.39   | 92.28% | \$ 872.03   | \$ -     |
| Humble, TX<br>Fall<br>Creek<br>Chalet<br>at Humble,<br>Fall<br>Creek<br>Bella<br>Casita<br>at Irving,<br>TX<br>Las<br>Colinas<br>Kewood<br>Club<br>Lane<br>at Mesquite,<br>TX<br>The<br>Crossing<br>Times<br>Square<br>at McKinney,<br>TX<br>Craig<br>Ranch | 2007 | (22) | 268 | 260,228 | 971   | \$ 888.24   | 94.03% | \$ 843.32   | \$ -     |
| Humble, TX<br>Fall<br>Creek<br>Chalet<br>at Humble,<br>Fall<br>Creek<br>Bella<br>Casita<br>at Irving,<br>TX<br>Las<br>Colinas<br>Kewood<br>Club<br>Lane<br>at Mesquite,<br>TX<br>The<br>Crossing<br>Times<br>Square<br>at McKinney,<br>TX<br>Craig<br>Ranch | 2010 | (22) | 268 | 258,352 | 964   | \$ 997.45   | 96.27% | \$ 971.27   | \$ -     |
| Humble, TX<br>Fall<br>Creek<br>Chalet<br>at Humble,<br>Fall<br>Creek<br>Bella<br>Casita<br>at Irving,<br>TX<br>Las<br>Colinas<br>Kewood<br>Club<br>Lane<br>at Mesquite,<br>TX<br>The<br>Crossing<br>Times<br>Square<br>at McKinney,<br>TX<br>Craig<br>Ranch | 1999 | (22) | 320 | 341,440 | 1,067 | \$ 799.58   | 93.44% | \$ 786.31   | \$ -     |
| Humble, TX<br>Fall<br>Creek<br>Chalet<br>at Humble,<br>Fall<br>Creek<br>Bella<br>Casita<br>at Irving,<br>TX<br>Las<br>Colinas<br>Kewood<br>Club<br>Lane<br>at Mesquite,<br>TX<br>The<br>Crossing<br>Times<br>Square<br>at McKinney,<br>TX<br>Craig<br>Ranch | 1994 | (22) | 384 | 277,632 | 723   | \$ 608.91   | 95.31% | \$ 593.62   | \$ -     |
| Humble, TX<br>Fall<br>Creek<br>Chalet<br>at Humble,<br>Fall<br>Creek<br>Bella<br>Casita<br>at Irving,<br>TX<br>Las<br>Colinas<br>Kewood<br>Club<br>Lane<br>at Mesquite,<br>TX<br>The<br>Crossing<br>Times<br>Square<br>at McKinney,<br>TX<br>Craig<br>Ranch | 2010 | (24) | 313 | 320,512 | 1,024 | \$ 1,056.98 | 95.85% | \$ 1,050.06 | \$ -     |
| Humble, TX<br>Fall<br>Creek<br>Chalet<br>at Humble,<br>Fall<br>Creek<br>Bella<br>Casita<br>at Irving,<br>TX<br>Las<br>Colinas<br>Kewood<br>Club<br>Lane<br>at Mesquite,<br>TX<br>The<br>Crossing<br>Times<br>Square<br>at McKinney,<br>TX<br>Craig<br>Ranch | 1998 | (22) | 196 | 156,212 | 797   | \$ 786.89   | 94.39% | \$ 783.36   | \$ -     |

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|  |                               |      |      |        |            |       |             |        |             |          |
|--|-------------------------------|------|------|--------|------------|-------|-------------|--------|-------------|----------|
| Los<br>Rios<br>Park                    | Plano<br>TX<br>2000           | 2003 | (22) | 498    | 470,112    | 944   | \$ 854.70   | 95.58% | \$ 851.20   | \$ -     |
| Bloom<br>Ridge                         | Bloom<br>TX<br>1999/2008      | 2005 | (22) | 494    | 442,624    | 896   | \$ 852.16   | 95.55% | \$ 839.40   | \$ -     |
| Co<br>Ridge                            | Bloom<br>TX<br>2007           | 2008 | (22) | 245    | 229,810    | 938   | \$ 973.68   | 93.88% | \$ 958.46   | \$ -     |
| San<br>Alamo<br>Ranch                  | San<br>Alamo<br>TX<br>2009    | 2011 | (24) | 340    | 270,640    | 796   | \$ 890.59   | 95.00% | \$ 863.67   | \$ -     |
| Stone<br>Ranch                         | San<br>Alamo<br>TX<br>2008    | 2009 | (23) | 400    | 334,400    | 836   | \$ 897.58   | 94.50% | \$ 889.74   | \$ 19,50 |
| Cypress<br>Colony                      | Spring<br>wood<br>TX<br>1984  | 1994 | (22) | 208    | 160,576    | 772   | \$ 667.80   | 95.19% | \$ 659.42   | \$ -     |
| Villages<br>at<br>Kirkwood             | Stafford,<br>TX<br>1996       | 2004 | (22) | 274    | 244,682    | 893   | \$ 873.14   | 89.05% | \$ 859.33   | \$ -     |
| Green<br>Tree<br>Place                 | Woodlands,<br>TX<br>1984      | 1994 | (22) | 200    | 152,200    | 761   | \$ 727.01   | 96.50% | \$ 725.76   | \$ -     |
| Seasons<br>at<br>Celebrate<br>Virginia | Fredericksburg,<br>VA<br>2011 | 2011 | (24) | 232    | 233,160    | 1,005 | \$ 949.91   | 96.12% | \$ 949.91   | \$ -     |
| Hamptons<br>Township                   | Hampton,<br>VA<br>1995        | 1995 | (23) | 296    | 248,048    | 838   | \$ 931.12   | 94.26% | \$ 910.12   | \$ 10,80 |
| Hamptons<br>at<br>Houston<br>Park      | Richmond,<br>TX<br>2003       | 2011 | (24) | 300    | 309,600    | 1,032 | \$ 1,184.18 | 91.00% | \$ 1,173.64 | \$ -     |
|  |                               |      |      | 828    | 790,808    | 955   | \$ 1,028.07 | 93.60% | \$ 1,016.75 |          |
| Subtotal 100%<br>Owned                 |                               |      |      | 46,872 | 45,821,355 | 978   | \$ 806.29   | 95.11% | \$ 793.46   | 331,72   |
| Joint<br>Venture<br>Properties         |                               |      |      |        |            |       |             |        |             |          |
| Mil<br>Village                         | Seawater,<br>TX<br>1998       | 2008 | (24) | 310    | 356,190    | 1,149 | \$ 885.46   | 98.39% | \$ 875.08   | \$ 21,41 |
| Green<br>Forest                        | Houston,<br>TX<br>1994        | 2008 | (24) | 316    | 310,944    | 984   | \$ 842.44   | 95.89% | \$ 838.74   | \$ 18,25 |
| Am<br>Village                          | Mayon,<br>TX<br>2007          | 2009 | (24) | 294    | 324,282    | 1,103 | \$ 784.18   | 94.90% | \$ 769.50   | \$ 12,33 |
| Legacy<br>at TX                        | Austin,<br>TX<br>2001         | 2009 | (24) | 479    | 467,504    | 976   | \$ 1,039.99 | 95.41% | \$ 1,015.37 | \$ 30,29 |

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|   |      |      |        |            |       |           |        |           |            |
|---|------|------|--------|------------|-------|-----------|--------|-----------|------------|
| Western Oaks Cypress, TX 2008                 | 2010 | (24) | 312    | 280,488    | 899   | \$ 973.51 | 96.79% | \$ 960.89 | \$ 14,18   |
| Venue at McKinney, TX 2000                    | 2010 | (24) | 250    | 214,000    | 856   | \$ 821.35 | 96.40% | \$ 815.75 | \$ 12,50   |
| Ranch Verandas at Tallahassee, FL 2003        | 2011 | (24) | 300    | 341,700    | 1,139 | \$ 910.48 | 91.67% | \$ 896.89 | \$ 22,03   |
| Southwood                                     |      |      |        |            |       |           |        |           |            |
| Subtotal Joint Venture Properties             |      |      | 2,261  | 2,295,108  | 1,015 | \$ 907.40 | 95.62% | \$ 894.17 | \$ 131,012 |
| Total 100% Owned and Joint Venture Properties |      |      | 49,133 | 48,116,463 | 979   | \$ 810.95 | 95.13% | \$ 798.10 | \$ 462,736 |

(1) Encumbered by a \$691.8 million FNMA facility, with \$691.8 million available and \$691.8 million outstanding with a variable interest rate of 0.98% on which there exists in combination with the FNMA facility mentioned in note (2) thirteen interest rate swap agreements totaling \$425 million at an average rate of 5.35% and six interest rate caps totalling \$165 million at an average rate of 4.58% at December 31, 2011.

(2) Encumbered by a \$163.2 million FNMA facility, with \$163.2 million available and \$147.1 million outstanding with a variable interest rate of 0.70% on which there exists interest rate swaps and caps as mentioned in note (1) at December 31, 2011.

(3) Phase I of Paddock Park - Ocala is encumbered by \$6.8 million in bonds on which there exists a \$6.8 million interest rate cap of 6.00% which terminates on October 24, 2012.

(4) Encumbered by a \$200 million Freddie Mac facility, with \$198.2 million available and an outstanding balance of \$198.2 million and a variable interest rate of 0.67% on which there exists eight interest rate swap agreements totaling \$134 million at an average rate of 5.18% and a \$15 million interest rate cap of 5% at December 31, 2011.

(5) Encumbered by a \$128 million loan with an outstanding balance of \$128 million and a fixed interest rate of 5.08% which matures on June 10, 2021.

(6) Encumbered by \$8.4 million in bonds on which there exists a \$8.4 million interest rate cap of 4.50% which terminates on March 1, 2014.

(7) Encumbered by \$7.0 million in bonds on which there exists a \$7.0 million interest rate swap agreement fixed at 4.42% and maturing on October 15, 2012.

(8) Encumbered by \$5.9 million in bonds on which there exists a \$5.9 million interest rate cap of 6.00% which terminates on October 31, 2012.

(9) Encumbered by \$7.7 million in bonds on which there exists a \$7.7 million interest rate cap of 6.00% which terminates on October 31, 2012.

(10) Encumbered by \$3.4 million in bonds on which there exists a \$3.4 million interest rate cap of 6.00% which terminates on October 31, 2012.

(11) Encumbered by \$10.8 million in bonds on which there exists a \$10.8 million interest rate swap agreement fixed at 4.42% and maturing on October 15, 2012.

(12) Encumbered by \$3.5 million in bonds \$0.5 million having a variable rate of 1.196% and \$3.0 million with a variable rate of 0.886% on which there exists a \$3.0 million interest rate cap of 6.00% which terminates on May 31, 2013.

(13)

Encumbered by \$5.5 million in bonds \$0.5 million having a variable rate of 1.196% and \$5.0 million with a variable rate of 0.886% on which there exists a \$5.0 million interest rate cap of 6.00% which terminates on May 31, 2013.

- (14) Encumbered by \$6.6 million in bonds on which there exists a \$6.6 million interest rate cap of 6.00% which terminates on November 15, 2016.
- (15) Encumbered by \$4.1 million in bonds on which there exists a \$4.1 million interest rate cap of 6.00% which terminates on November 15, 2016.
- (16) Encumbered by \$3.6 million in bonds on which there exists a \$3.6 million interest rate cap of 6.00% which terminates on November 15, 2016.
- (17) Phase I of St. Augustine is encumbered by \$13.2 million in bonds on which there exists a \$13.2 million interest rate cap of 4.50% which terminates on March 1, 2014.
- (18) Also encumbered by a \$17.9 million FNMA facility maturing on March 1, 2014 with a variable interest rate of 0.87% on which there exists a \$11.7 million interest rate cap of 5.00% which terminates on March 1, 2014.  
Monthly average rent per unit represents the average of gross monthly rent amounts charged for occupied units plus prevalent market rates asked for unoccupied units in the property, divided by the total number of units in the property. This information is provided to represent average pricing for the period and does not represent actual rental revenue collected per unit.
- (19) Average Occupancy is calculated by dividing the number of units occupied at each property by the total number of units at each property.  
Effective rent per unit is equal to the average of gross rent amounts after the effect of leasing concessions for occupied units plus prevalent market rates asked for unoccupied units in the property, divided by the total number of units in the property. Leasing concessions represent discounts to the current market rate. These discounts may be offered from time-to-time by a property for various reasons, including to assist with the initial lease-up of a newly developed property or as a response to a property's local market economics. Concessions are not part of our standard rent offering. Concessions for the year ended December 31, 2011 were \$3.6 million. As of December 31, 2011 approximately 11.4% of total leases were subject to concessions. Effective rent is provided to represent average pricing for the period and does not represent actual rental revenue collected per unit.
- (20) Large market same store reportable segment.
- (21) Secondary market same store reportable segment.
- (22) Non-same store reportable segment.
- (23)
- (24)

**ITEM 3. LEGAL PROCEEDINGS.**

We are not presently subject to any material litigation nor, to our knowledge, are any material litigation threatened against us. We are presently subject to routine litigation arising in the ordinary course of business, some of which is expected to be covered by liability insurance and none of which is expected to have a material adverse effect on our business, financial condition, liquidity or results of operations.

**ITEM 4. Mine Safety Disclosures.**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

Our common stock has been listed and traded on the NYSE under the symbol "MAA" since our initial public offering in February 1994. On February 3, 2012, the reported last sale price of our common stock on the NYSE was \$64.44 per share, and there were approximately 1,560 holders of record of the common stock. We believe we have a significantly larger number of beneficial owners of our common stock. The following table sets forth the quarterly high and low sales prices of our common stock and the dividends declared by us with respect to the periods indicated.

|                | Sales Prices |         | Dividends | Dividends              |
|----------------|--------------|---------|-----------|------------------------|
|                | High         | Low     | Paid      | Declared               |
| 2011:          |              |         |           |                        |
| First Quarter  | \$65.00      | \$60.41 | \$ 0.6275 | \$ 0.6275              |
| Second Quarter | \$68.62      | \$62.12 | \$ 0.6275 | \$ 0.6275              |
| Third Quarter  | \$73.36      | \$57.04 | \$ 0.6275 | \$ 0.6275              |
| Fourth Quarter | \$63.62      | \$55.10 | \$ 0.6275 | \$ 0.66 <sup>(1)</sup> |
| 2010:          |              |         |           |                        |
| First Quarter  | \$55.03      | \$45.14 | \$ 0.615  | \$ 0.615               |
| Second Quarter | \$57.34      | \$49.74 | \$ 0.615  | \$ 0.615               |
| Third Quarter  | \$60.88      | \$49.71 | \$ 0.615  | \$ 0.615               |
| Fourth Quarter | \$64.48      | \$57.96 | \$ 0.615  | \$ 0.6275              |

<sup>(1)</sup> Generally, our Board of Directors declares dividends prior to the quarter in which they are paid. The dividend of \$0.66 per share declared in the fourth quarter of 2011 was paid on January 31, 2012 to shareholders of record on January 13, 2012.

Our quarterly dividend rate is currently \$0.66 per common share. Our Board of Directors reviews and declares the dividend rate quarterly. Actual dividends made by us will be affected by a number of factors, including, but not limited to, the gross revenues received from the apartment communities, our operating expenses, the interest expense incurred on borrowings and unanticipated capital expenditures.

We expect to make future quarterly distributions to shareholders; however, future distributions by us will be at the discretion of our Board of Directors and will depend on our actual funds from operations, our financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as our Board of Directors deems relevant.

We have established the Direct Stock Purchase and Distribution Reinvestment Plan, or DRSP, under which holders of common stock, preferred stock and limited partnership interests in our operating partnership can elect to automatically reinvest their distributions in additional shares of common stock. The plan also allows for the optional purchase of common stock of at least \$250, but not more than \$5,000 in any given month, free of brokerage commissions and charges. In our absolute discretion, we may grant waivers to allow for optional cash payments in excess of \$5,000. To fulfill our obligations under the DRSP, we may either issue additional shares of common stock or repurchase common stock in the open market. We may elect to sell shares under the DRSP at up to a 5% discount.

In 2009, we issued a total of 25,406 shares through our DRSP and did not offer a discount for optional cash purchases. In 2010, we issued a total of 568,323 shares through our DRSP and offered an average discount of 2.0% for optional cash purchases. In 2011, we issued a total of 509,116 shares through our DRSP and offered an average discount of 2.0% for optional cash purchases.

The following table provides information with respect to compensation plans under which our equity securities are authorized for issuance as of December 31, 2011.

| Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights | Weighted Average Exercise Price of Outstanding Options Warrants and Rights | Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a)) |
|---|--|---|
| (a)(1)  | (b)(1)   | (c)(2)  |

Equity compensation plans approved



|  |     |      |         |
|--|-----|------|---------|
| by security holders  | -   | \$ - | 365,037 |
| Equity compensation plans not approved by security holders | N/A | N/A  | N/A     |
| Total  | -   | \$ - | 365,037 |

Columns (a) and (b) above do not include 16,379 shares of restricted stock that are subject to vesting requirements that were issued through our Fourth Amended and Restated 1994 Restricted Stock and Stock Option Plan, 42,583 shares of restricted stock that are subject to vesting requirements which were issued through our 2004 Stock Plan, or <sup>(1)</sup>82,874 shares of common stock that have been purchased by employees through the Employee Stock Purchase Plan. See Item 8. Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements, Note 2 for more information on these plans.

Column (c) above includes 297,911 shares available to be issued under our 2004 Stock Plan and 67,126 shares <sup>(2)</sup>available to be issued under our Employee Stock Purchase Plan. See Item 8. Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements, Note 2 for more information on these plans.

We have not granted any stock options since 2002.

The following graph compares the cumulative total returns of the shareholders of MAA since December 31, 2006 with the S&P 500 Index and the FTSE NAREIT Equity REIT Index prepared by the National Association of Real Estate Investment Trusts, or NAREIT. The graph assumes that the base share price for our common stock and each index is \$100 and that all dividends are reinvested. The performance graph is not necessarily indicative of future investment performance.

|                          | Dec '06  | Dec '07  | Dec '08 | Dec '09 | Dec '10  | Dec '11  |
|--------------------------|----------|----------|---------|---------|----------|----------|
| MAA                      | \$100.00 | \$77.99  | \$71.43 | \$99.51 | \$137.01 | \$140.44 |
| S&P500                   | \$100.00 | \$105.49 | \$66.46 | \$84.05 | \$96.71  | \$98.75  |
| FTSE NAREIT Equity Index | \$100.00 | \$84.31  | \$52.50 | \$67.20 | \$85.98  | \$93.11  |

**Purchases of Equity Securities**

The following chart shows our repurchases of shares for the three month period ended December 31, 2011:

**MAA Purchases of Equity Securities**

| <u>Period</u>                        | Total<br>Number<br>of Shares<br>Purchased<br>(1) | Average<br>Price<br>Paid<br>per<br>Share | Total<br>Number of<br>Shares<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Plans<br>or Programs | Maximum<br>Number of<br>Shares That<br>May Yet be<br>Purchased<br>Under<br>the Plans or<br>Programs <sup>(2)</sup> |
|--------------------------------------|--|--|--|--|
| October 1, 2011 - October 31, 2011   | 40   | \$ 59.54                                 | -  | 2,138,000  |
| November 1, 2011 - November 30, 2011 | 710  | \$ 58.68                                 | -  | 2,138,000  |
| December 1, 2011 - December 31, 2011 | 571  | \$ 57.73                                 | -  | 2,138,000  |
| Total                                | 1,321  | \$ 58.29                                 | -  | 2,138,000  |

(1) Represents shares repurchased under ESOP plan

(2) This number reflects the amount of shares that were available for purchase under our 4,000,000 share repurchase program authorized by our Board of Directors in 1999.

**ITEM 6. SELECTED FINANCIAL DATA**

The following table sets forth selected financial data on a historical basis for us. This data should be read in conjunction with the consolidated financial statements and notes thereto and "Management's Discussion and Analysis

of Financial Condition and Results of Operations” included elsewhere in this Current Report on Form 8-K.

## MAA

## Selected Financial Data

(Dollars in thousands except per share data)

|  | Year Ended December 31, |           |           |           |           |
|--|-------------------------|-----------|-----------|-----------|-----------|
|  | 2011                    | 2010      | 2009      | 2008      | 2007      |
| <b>Operating Data:</b>   |                         |           |           |           |           |
| Total operating revenues   | \$448,992               | \$398,005 | \$374,365 | \$367,999 | \$345,545 |
| <b>Expenses:</b>   |                         |           |           |           |           |
| Property operating expenses  | 191,516                 | 172,378   | 157,562   | 154,238   | 141,376   |
| Depreciation and amortization  | 115,605                 | 103,088   | 95,078    | 89,640    | 84,309    |
| Acquisition expenses   | 3,319                   | 2,512     | 950       | -         | -         |
| Property management and general and administrative expenses                            | 38,823                  | 30,389    | 28,540    | 28,636    | 28,726    |
| Income from continuing operations before non-operating items                           | 99,729                  | 89,638    | 92,235    | 95,485    | 91,134    |
| Interest and other non-property income   | 574                     | 837       | 385       | 509       | 195       |
| Interest expense   | (58,612 )               | (55,895 ) | (56,994 ) | (62,010 ) | (63,639 ) |
| Loss on debt extinguishment  | (755 )                  | -         | (140 )    | (116 )    | (123 )    |
| Amortization of deferred financing costs   | (2,902 )                | (2,627 )  | (2,374 )  | (2,307 )  | (2,407 )  |
| Incentive fees from real estate joint ventures   | -                       | -         | -         | -         | 1,019     |
| Asset impairment   | -                       | (1,914 )  | -         | -         | -         |
| Net casualty (loss) gains and other settlement proceeds                                | (619 )                  | 330       | 32        | (247 )    | 589       |
| Gains on sale of non-depreciable and non-real estate assets                            | 910                     | -         | 15        | 21        | 534       |
| Gains on properties contributed to joint ventures                                      | -                       | 752       | -         | -         | -         |
| Income from continuing operations before investments in real estate joint ventures     | 38,325                  | 31,121    | 33,159    | 31,335    | 27,302    |
| (Loss) gain from real estate joint ventures  | (593 )                  | (1,149 )  | (816 )    | (844 )    | 5,330     |
| Income from continuing operations  | 37,732                  | 29,972    | 32,343    | 30,491    | 32,632    |
| <b>Discontinued operations:</b>  |                         |           |           |           |           |
| Income from discontinued operations before gain (loss) on sale                         | 700                     | 905       | 2,229     | 1,700     | 1,660     |
| Gains (loss) on sale of discontinued operations  | 12,799                  | (2 )      | 4,649     | (120 )    | 9,164     |
| Consolidated net income  | 51,231                  | 30,875    | 39,221    | 32,071    | 43,456    |
| Net income attributable to noncontrolling interests                                    | (2,410 )                | (1,114 )  | (2,010 )  | (1,822 )  | (3,510 )  |
| Net income attributable to Mid-America Apartment Communities, Inc. (1)                 | 48,821                  | 29,761    | 37,211    | 30,249    | 39,946    |
| Preferred dividend distributions   | -                       | 6,549     | 12,865    | 12,865    | 13,688    |
| Premiums and original issuance costs associated with the redemption of preferred stock | -                       | 5,149     | -         | -         | 589       |
| Net income available for common shareholders   | \$48,821                | \$18,063  | \$24,346  | \$17,384  | \$25,669  |
| <b>Per Share Data:</b>   |                         |           |           |           |           |
| <b>Weighted average shares outstanding (in thousands):</b>                             |                         |           |           |           |           |
| Basic  | 36,995                  | 31,856    | 28,341    | 26,943    | 25,296    |

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|   |             |             |             |             |             |
|---|-------------|-------------|-------------|-------------|-------------|
| Effect of dilutive stock options and partnership units (5)                              | 2,091       | 121         | 76          | 141         | 207         |
| Diluted   | 39,086      | 31,977      | 28,417      | 27,084      | 25,503      |
| Net income available for common shareholders  | \$48,821    | \$18,063    | \$24,346    | \$17,384    | \$25,669    |
| Discontinued property operations  | (13,499 )   | (903 )      | (6,878 )    | (1,580 )    | (10,824 )   |
| Net income allocated to unvested restricted shares                                      | (35 )       | (6 )        | (143 )      | -           | -           |
| Income from continuing operations available for common shareholders                     | \$35,287    | \$17,154    | \$17,325    | \$15,804    | \$14,845    |
| Earnings per share - basic:   |             |             |             |             |             |
| Income from continuing operations available for common shareholders                     | \$0.95      | \$0.54      | \$0.61      | \$0.58      | \$0.58      |
| Discontinued property operations  | 0.37        | 0.03        | 0.24        | 0.06        | 0.43        |
| Net income available for common shareholders  | \$1.32      | \$0.57      | \$0.85      | \$0.64      | \$1.01      |
| Earnings per share - diluted:   |             |             |             |             |             |
| Income from continuing operations available for common shareholders                     | \$0.97      | \$0.54      | \$0.61      | \$0.58      | \$0.58      |
| Discontinued property operations  | 0.34        | 0.02        | 0.24        | 0.06        | 0.43        |
| Net income available for common shareholders  | \$1.31      | \$0.56      | \$0.85      | \$0.64      | \$1.01      |
| Dividends declared (1)  | \$2.5425    | \$2.4725    | \$2.4600    | \$2.4600    | \$2.4300    |
| Balance Sheet Data:   |             |             |             |             |             |
| Real estate owned, at cost  | \$3,396,934 | \$2,958,765 | \$2,707,300 | \$2,529,522 | \$2,322,455 |
| Real estate assets, net   | \$2,423,808 | \$2,084,863 | \$1,933,863 | \$1,850,175 | \$1,719,238 |
| Total assets  | \$2,530,468 | \$2,176,048 | \$1,986,826 | \$1,921,955 | \$1,783,822 |
| Total debt  | \$1,649,755 | \$1,500,193 | \$1,399,596 | \$1,323,056 | \$1,264,620 |
| Noncontrolling interest   | \$25,131    | \$22,125    | \$22,660    | \$25,648    | \$27,624    |
| Total Mid-America Apartment Communities, Inc. shareholders' equity and redeemable stock | \$722,368   | \$522,267   | \$433,368   | \$418,774   | \$404,774   |
| Other Data (at end of period):  |             |             |             |             |             |
| Market capitalization (shares and units) (2)  | \$2,558,107 | \$2,353,115 | \$1,671,036 | \$1,293,145 | \$1,358,100 |
| Ratio of total debt to total capitalization (3)   | 39.2%       | 38.9%       | 45.6%       | 50.6%       | 48.2%       |
| Number of properties, including joint venture ownership interest (4)                    | 167         | 157         | 147         | 145         | 137         |
| Number of apartment units, including joint venture ownership interest (4)               | 49,133      | 46,310      | 43,604      | 42,554      | 40,248      |

(1) Beginning in 2006, at their regularly scheduled meetings, the Board of Directors began routinely declaring dividends for payment in the following quarter. This can result in dividends declared during a calendar year being different from dividends paid during a calendar year.

(2) Market capitalization includes all series of preferred shares (value based on \$25 per share liquidation preference) and common shares, regardless of classification on balance sheet, as well as partnership units (value based on common stock equivalency).

(3) Total capitalization is market capitalization plus total debt.

(4) Property and apartment unit totals have not been adjusted to exclude properties held for sale.

(5) See EPS note in Part 8. Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements, Note 1 of this report.

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

The following discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements and the notes thereto, which have been prepared in accordance with GAAP. The preparation of these consolidated financial statements requires us to make a number of estimates and assumptions that affect the reported amounts and disclosures in the consolidated financial statements. On an ongoing basis, we evaluate our estimates and assumptions based upon historical experience and various other factors and circumstances. We believe that our estimates and assumptions are reasonable under the circumstances; however, actual results may differ from these estimates and assumptions.

We believe that the estimates and assumptions listed below are most important to the portrayal of our financial condition and results of operations because they require the greatest subjective determinations and form the basis of accounting policies deemed to be most critical. These critical accounting policies include revenue recognition, capitalization of expenditures and depreciation and amortization of assets, impairment of long-lived assets, including goodwill, acquisition of real estate assets, and fair value of derivative financial instruments.

#### **Revenue recognition**

We lease multifamily residential apartments under operating leases primarily with terms of one year or less. Rental revenues are recognized using a method that represents a straight-line basis over the term of the lease and other revenues are recorded when earned.

We record all gains and losses on real estate in accordance with accounting standards governing the sale of real estate.

#### **Capitalization of expenditures and depreciation and amortization of assets**

We carry real estate assets at depreciated cost. Depreciation and amortization is computed on a straight-line basis over the estimated useful lives of the related assets, which range from 8 to 40 years for land improvements and buildings, 5 years for furniture, fixtures, and equipment, 3 to 5 years for computers and software, and 6 months for acquired leases, all of which are subjective determinations. Repairs and maintenance costs are expensed as incurred while significant improvements, renovations and replacements are capitalized. The cost to complete any deferred repairs and



maintenance at properties acquired by us in order to elevate the condition of the property to our standards are capitalized as incurred.

Development costs are capitalized in accordance with accounting standards for costs and initial rental operations of real estate projects and standards for the capitalization of interest cost, real estate taxes and personnel expense.

### **Acquisition of Real Estate Assets**

We account for our acquisitions of investments in real estate in accordance with ASC 805-10, *Business Combinations*, which requires the fair value of the real estate acquired to be allocated to the acquired tangible assets, consisting of land, building and furniture, fixtures and equipment, and identified intangible assets, consisting of the value of in-place leases.

We allocate the purchase price to the fair value of the tangible assets of an acquired property (which includes the land, building, and furniture, fixtures, and equipment) determined by valuing the property as if it were vacant, based on management's determination of the relative fair values of these assets. Management determines the as-if-vacant fair value of a property using methods similar to those used by independent appraisers. These methods include using stabilized NOI and market specific capitalization and discount rates.

In allocating the fair value of identified intangible assets of an acquired property, the in-place leases are valued based on current rent rates and time and cost to lease a unit. Management concluded that the leases acquired on each of its property acquisitions are approximately at market rates since the lease terms generally do not extend beyond one year.

#### Impairment of long-lived assets, including goodwill

We account for long-lived assets in accordance with the provisions of accounting standards for the impairment or disposal on long-lived assets and evaluate our goodwill for impairment under accounting standards for goodwill and other intangible assets. We evaluate goodwill for impairment on at least an annual basis, or more frequently if a goodwill impairment indicator is identified. We periodically evaluate long-lived assets, including investments in real estate and goodwill, for indicators that would suggest that the carrying amount of the assets may not be recoverable. The judgments regarding the existence of such indicators are based on factors such as operating performance, market conditions and legal factors.

Long-lived assets, such as real estate assets, equipment and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are separately presented on the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale are presented separately in the appropriate asset and liability sections of the balance sheet.

Goodwill is tested annually for impairment, and is tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss for goodwill is recognized to the extent that the carrying amount exceeds the implied fair value of goodwill. This determination is made at the reporting unit level and consists of two steps. First, we determine the fair value of a reporting unit and compare it to its carrying amount. In the apartment industry, the primary method used for determining fair value is to divide annual operating cash flows by an appropriate capitalization rate. We determine the appropriate capitalization rate by reviewing the prevailing rates in a property's market or submarket. Second, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied

fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation in accordance with accounting standards for business combinations. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill.

#### Fair value of derivative financial instruments

We utilize certain derivative financial instruments, primarily interest rate swaps and interest rate caps, during the normal course of business to manage, or hedge, the interest rate risk associated with our variable rate debt or as hedges in anticipation of future debt transactions to manage well-defined interest rate risk associated with the transaction.

In order for a derivative contract to be designated as a hedging instrument, changes in the hedging instrument must be highly effective at offsetting changes in the hedged item. The historical correlation of the hedging instruments and the underlying hedged items are assessed before entering into the hedging relationship and on a quarterly basis thereafter, and have been found to be highly effective.

We measure ineffectiveness using the change in the variable cash flows method for interest rate swaps and the hypothetical derivative method for interest rate caps for each reporting period through the term of the hedging instruments. Any amounts determined to be ineffective are recorded in earnings if in an overhedged position. The change in fair value of the interest rate swaps and the intrinsic value or fair value of interest rate caps designated as cash flow hedges are recorded to accumulated other comprehensive income in the statement of shareholders' equity.

The valuation of our derivative financial instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. The fair values of interest rate caps are determined using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates rise above the strike rate of the interest rate caps. The variable interest rates used in the calculation of projected receipts on the interest rate cap are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities. Additionally, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. Changes in the fair values of our derivatives are primarily the result of fluctuations in interest rates. See Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements, Notes 5 and 6 for further discussion.

#### **OVERVIEW OF THE YEAR ENDED DECEMBER 31, 2011**

We experienced an increase in income from continuing operations in 2011 as increases in revenues outpaced increases in expenses. The increases in revenues came from a 4.2% increase in our large market same store segment, a 4.6%

increase in our secondary market same store segment and a 150.6% increase in our non-same store and other segment which was primarily a result of acquisitions. The increase in expense came from a 4.0% increase in our large market same store segment, a 3.3% increase in our secondary market same store segment and a 119.4% increase in our non-same store and other segment which was primarily a result of acquisitions as well as an approximately \$5.8 million increase in general and administrative costs, the majority of which was related to a \$1.8 million out of period adjustment related to our restricted stock plans and a \$1.4 million increase in employee medical insurance. Our same store portfolio represents those communities that have been held and have been stabilized for at least 12 months. Communities excluded from the same store portfolio would include recent acquisitions, communities being developed or in lease-up, communities undergoing extensive renovations, and communities identified as discontinued operations.

We have grown externally during the past three years by following our acquisition strategy to invest in large and mid-sized growing markets in the Sunbelt region of the United States. We acquired four properties for our 100% owned portfolio in 2009, eight in 2010 and eleven in 2011. We also purchased two properties through one of our joint ventures in 2009, two in 2010 and one in 2011. Offsetting some of this increased revenue stream were three property dispositions in 2009 and two dispositions in 2011.

We continued to benefit from reduced interest rates in 2011; however because a reduction in average interest rates did not offset the impact from an increase in the average amount of debt outstanding for the year ended December 31, 2011 from the year ended December 31, 2010, interest expense increased by \$2.7 million.

As of December 31, 2011, the total number of apartment units that we owned or had an ownership interest in was 49,133 apartment units in 167 communities as compared to 46,310 in 157 communities at December 31, 2010, and 43,604 apartment units in 147 communities at December 31, 2009. For communities owned 100% by us, the average effective rent per apartment unit, excluding units in lease-up, increased to \$793.46 at December 31, 2011 from \$736.51 at December 31, 2010 and \$715 at December 31, 2009. For these same units, overall occupancy at December 31, 2011, 2010, and 2009 was 95.1%, 95.8%, 95.2%, respectively.

Average effective rent per unit is equal to the average of gross rent amounts after the effect of leasing concessions for occupied units plus prevalent market rates asked for unoccupied units, divided by the total number of units. Leasing concessions represent discounts to the current market rate. We believe average effective rent is a helpful measurement in evaluating average pricing. It does not represent actual rental revenue collected per unit.

The following is a discussion of our consolidated financial condition and results of operations for the years ended December 31, 2011, 2010, and 2009. This discussion should be read in conjunction with all of the consolidated financial statements included in this Annual Report on Form 10-K.

## **RESULTS OF OPERATIONS**

### **Comparison of the Year Ended December 31, 2011, to the Year Ended December 31, 2010**

Property revenues for the year ended December 31, 2011 were approximately \$448.0 million, an increase of \$50.7 million from the year ended December 31, 2010 due to (i) a \$8.2 million increase in property revenues from our large

market same store group primarily as a result of increased average rent per unit (ii) a \$8.2 million increase in property revenues from our secondary market same store group primarily as a result of increased average rent per unit and (iii) a \$34.3 million increase in property revenues from our non-same store and other group, mainly as a result of acquisitions. See further discussion on revenue growth in the Trends section below.

Property operating expenses include costs for property personnel, property personnel bonuses, building repairs and maintenance, real estate taxes and insurance, utilities, landscaping and depreciation and amortization. Property operating expenses, excluding depreciation and amortization, for the year ended December 31, 2011 were approximately \$191.5 million, an increase of approximately \$19.1 million from the year ended December 31, 2010 due primarily to increases in property operating expenses of (i) \$3.3 million from our large market same store group, (ii) \$2.6 million from our secondary market same store group, and (iii) \$13.2 million from our non-same store and other group, mainly as a result of acquisitions. The increases in the large and secondary market same store groups are primarily due to an additional \$1.9 million in bulk cable expense and \$0.9 million increase in expense due to our Level one call center program. Other increases are the result of normal operating costs.

Depreciation and amortization expense for the year ended December 31, 2011 was approximately \$115.6 million, an increase of approximately \$12.5 million from the year ended December 31, 2010 primarily due to the increases in depreciation and amortization expense of (i) \$0.9 million from our large market same store group, (ii) \$1.0 million from our secondary market same store group, and (iii) \$10.6 million from our non-same store and other group, mainly as a result of acquisitions. Increases in depreciation and amortization expense from our large and secondary market same store groups resulted from asset additions made during the normal course of business.

General and Administrative expense for the year ended December 31, 2011 was approximately \$18.1 million, an increase of \$5.8 million from the year ended December 31, 2010. The majority of the increase was related to a one-time charge of \$1.8 million for an out of period adjustment to our restricted stock plans and a \$1.4 million increase in employee medical insurance. For more discussion on the out of period adjustment, see Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements Note 1.

Interest expense for the year ended December 31, 2011 was approximately \$58.6 million, an increase of \$2.7 million from the year ended December 31, 2010. The increase was primarily the result of an increase in our average debt outstanding from December 31, 2010 to the year ended December 31, 2011 of approximately \$127.6 million.

During the year ended December 31, 2010, we recorded an asset impairment charge of approximately \$1.9 million related to one of our original initial public offering communities. This community was part of our secondary market same store segment. Fair value of the community was determined by an offer. No asset impairment charges were recorded during the year ended December 31, 2011.

During the year ended December 31, 2011, we recorded a gain on sale of discontinued operations of \$12.8 million. There was no material gain (loss) on sale of discontinued operation during the year ended December 31, 2010.



Primarily as a result of the foregoing and other various increases in expenses, net income attributable to Mid-America Apartment Communities, Inc. increased by approximately \$19.1 million in the year ended December 31, 2011 from the year ended December 31, 2010.

**Comparison of the Year Ended December 31, 2010, to the Year Ended December 31, 2009**

Property revenues for the year ended December 31, 2010, increased by approximately \$23.3 million from the year ended December 31, 2009, due to (i) a \$6.0 million increase in property revenues from our large market same store group and (ii) a \$8.1 million increase in property revenues from our secondary market same store group and (iii) a \$9.2 million increase in property revenues from our non-same store and other group, mainly as a result of acquisitions. The increase in our same store portfolio is largely attributable to the bulk cable program.

Property operating expenses include costs for property personnel, building repairs and maintenance, real estate taxes and insurance, utilities, landscaping and other property related costs. Property operating expenses for the year ended December 31, 2010, increased by approximately \$14.8 million from the year ended December 31, 2009, due primarily to increases of property operating expenses of (i) \$4.7 million from our large market same store group, (ii) a \$5.8 million from our secondary market same store group, and (iii) \$4.3 million from our non-same store and other group, mainly as a result of acquisitions. The increase in our large and secondary same store groups is largely attributable to accounting for the bulk cable program.

Depreciation and amortization expense increased by approximately \$8.0 million primarily due to the increases of depreciation and amortization expense of (i) \$1.1 million from our large market same store group, (ii) \$2.5 million from our secondary market same store group, and (iii) \$4.4 million from our non-same store and other group, mainly as a result of acquisitions. Increases of depreciation and amortization expense from our large and secondary market same store groups resulted from asset additions made during the normal course of business.

Interest expense decreased approximately \$1.1 million in 2010 from 2009 due primarily to the decrease in our average annual borrowing cost from 4.31% in 2009 to 3.95% in 2010. This decrease was somewhat offset by an increase in our average debt outstanding by approximately \$88.2 million from 2009 to 2010 to fund acquisitions and our development and redevelopment programs.

During the year ended December 31, 2010, we recorded an asset impairment charge of approximately \$1.9 million related to one of our original initial public offering communities. This community was part of our secondary market same store segment. Fair value of the community was determined by an offer. No asset impairment charges were recorded during the year ended December 31, 2009.

For the year ended December 31, 2009, we recorded total gains of approximately \$4.6 million from the sale of three communities. We had no property dispositions in 2010. Income from discontinued operations decreased \$1.3 million from approximately \$2.2 million during the year 2009 to \$0.9 million in 2010.

Primarily as a result of the foregoing, net income attributable to Mid-America Apartment Communities, Inc. decreased by approximately \$7.5 million in 2010 from 2009.

## **Funds from Operations**

Funds from operations, or FFO, represents net income (computed in accordance with U.S. generally accepted accounting principles, or GAAP) excluding extraordinary items, net income attributable to noncontrolling interest, asset impairment, gains or losses on disposition of real estate assets, plus depreciation and amortization of real estate, and adjustments for joint ventures to reflect FFO on the same basis. This definition of FFO is in accordance with the NAREIT definition. Disposition of real estate assets includes sales of discontinued operations as well as proceeds received from insurance and other settlements from property damage.

In response to the Securities and Exchange Commission's Staff Policy Statement relating to EITF Topic D-42 concerning the calculation of earnings per share for the redemption of preferred stock, we have included the amount charged to retire preferred stock in excess of carrying values in our FFO calculation.

Our policy is to expense the cost of interior painting, vinyl flooring, and blinds as incurred for stabilized properties. During the stabilization period for acquisition properties, these items are capitalized as part of the total repositioning program of newly acquired properties, and, thus are not deducted in calculating FFO.

FFO should not be considered as an alternative to net income or any other GAAP measurement of performance, as an indicator of operating performance or as an alternative to cash flow from operating, investing, and financing activities as a measure of liquidity. We believe that FFO is helpful to investors in understanding our operating performance in that such calculation excludes depreciation and amortization expense on real estate assets. We believe that GAAP historical cost depreciation of real estate assets is generally not correlated with changes in the value of those assets, whose value does not diminish predictably over time, as historical cost depreciation implies. Our calculation of FFO may differ from the methodology for calculating FFO utilized by other REITs and, accordingly, may not be comparable to such other REITs.

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The following table is a reconciliation of FFO to consolidated net income for the years ended December 31, 2011, 2010, and 2009 (dollars in thousands):

|  | Years ended December 31, |                     |           |
|--|--------------------------|---------------------|-----------|
|  | 2011                     | 2010 <sup>(1)</sup> | 2009      |
| Consolidated net income  | \$51,231                 | \$30,875            | \$39,221  |
| Net income attributable to noncontrolling interests                                    | (2,410 )                 | (1,114 )            | (2,010 )  |
| Net income attributable to MAA   | 48,821                   | 29,761              | 37,211    |
| Depreciation and amortization of real estate assets                                    | 113,395                  | 101,024             | 93,079    |
| Asset impairment   | -                        | 1,914               | -         |
| Net casualty (gains) loss and other settlement proceeds                                | 619                      | (330 )              | (32 )     |
| Gain on properties contributed to joint ventures                                       | -                        | (752 )              | -         |
| Net loss on insurance and other settlement proceeds of discontinued operations         | 12                       | -                   | -         |
| Depreciation and amortization of real estate assets of discontinued operations         | 822                      | 976                 | 941       |
| Loss (gains) on sales of discontinued operations                                       | (12,799 )                | 2                   | (4,649 )  |
| Depreciation and amortization of real estate assets of real estate joint ventures      | 2,262                    | 1,896               | 970       |
| Preferred dividend distribution  | -                        | (6,549 )            | (12,865 ) |
| Net income attributable to noncontrolling interests                                    | 2,410                    | 1,114               | 2,010     |
| Premiums and original issuance costs associated with the redemption of preferred stock | -                        | (5,149 )            | -         |
| Funds from operations  | \$155,542                | \$123,907           | \$116,665 |

<sup>(1)</sup> In accordance with NAREIT's current guidance, FFO has been updated to exclude asset impairment write downs.

FFO for the year ended December 31, 2011 increased approximately \$31.6 million from the year ended December 31, 2010 primarily as a result of the increase in property revenues of approximately \$50.7 million discussed above that was only partially offset by the \$19.1 million increase in property operating expenses. FFO for the year ended December 31, 2010 was impacted by a distribution in preferred dividends of \$6.5 million and by the recognition of approximately \$5.1 million on the consolidated statements of operations representing the write-off of premiums and original issuance costs for the Series H preferred stock redemption. There were no such charges for 2011.

FFO for the year ended December 31, 2010 increased approximately \$7.2 million from the year ended December 31, 2009 primarily as a result of the increase in property revenues of approximately \$23.3 million discussed above that was only partially offset by the \$14.8 million increase in property operating expenses.

Trends

During 2011, rental demand for apartments continued to improve relative to 2010. This was evident through physical occupancy that was consistent with 2010 combined with steady price increases on both new leases and renewals signed throughout the year. We have maintained this momentum with job formation, one of the primary drivers of apartment demand, continuing to be slow to return. The stagnant job market across the nation and in our markets continues to cause us to be cautious about apartment demand and pricing but optimistic about the long term prospects for apartment demand as job growth returns.

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An important part of our portfolio strategy is to maintain a broad diversity of markets across the Sunbelt region of the United States. The diversity of markets tends to mitigate exposure to economic issues in any one geographic market or area. We have found that a well diversified portfolio, including both large and select secondary markets, has tended to perform well in “up” cycles as well as weather “down” cycles better. As of December 31, 2011, with the addition of assets in Richmond, Virginia and Fredericksburg, Virginia, we were invested in over 50 separate markets, with 59% of our gross assets in large markets and 41% of our gross assets in select secondary markets.

We also continue to benefit on the supply side. New supply entering the market was low in 2011 and continues to run well below historical new supply delivery averages. Competition from condominiums reverting back to rental units, or new condominiums being converted to rental, was not a major factor in our portfolio because most of our submarkets have not been primary areas for condominium development. We have found the same to be true for rental competition from single family homes. We have avoided committing a significant amount of capital to markets where most of the excessive inflation in house prices has occurred. We saw significant rental competition from condominiums or single family houses in only a few of our submarkets. We expect this relative new supply compression to continue to be a positive factor to our business as the new supply remains limited.

Our focus throughout 2011 was on pushing pricing where possible through our revenue management system, while maintaining strong physical occupancy. Effective rent per unit for the year was higher than 2010 by 3.8%, with each individual quarter’s growth higher than the previous quarter. This pricing trend is expected to continue in 2012. As pricing continued to move forward throughout the year, our average same store physical occupancy (large market same store and secondary market same store segments combined) in 2011 remained strong at 96%.

Overall same store revenues increased 4.4% for the year ended December 31, 2011 as compared to the year ended December 31, 2010. This included an increase of \$3.1 million due to our new bulk cable program. With cable expense netted into cable revenues, same store revenues increased 4.0% over this period. As expected, more robust revenue growth resumed in 2011 as compared to 2010 as rents continued the upward trend that began in the latter part of 2010. Although some increase in development is expected, we believe the continued reduced availability of financing for new apartment construction will likely limit new apartment construction to levels well below pre-recession deliveries. Also, more sustainable credit terms for residential mortgages should work to favor rental demand at existing multi-family properties. Long term, we expect demographic trends (including the growth of prime age groups for rentals and immigration and population movement to the southeast and southwest) will continue to build apartment rental demand for our markets.

Should the economy fall into a recession, the limited new supply of apartments and the more disciplined mortgage financing for single family home buying should lessen the impact to some degree, but a weak economy and employment market would nevertheless limit rent growth prospects.

We continue to develop improved products, operating systems and procedures that enable us to capture more revenues. The continued roll-out of ancillary services (such as our cable saver and deposit saver programs), improved collections and utility reimbursements enable us to capture increased revenue dollars. We also actively work on improving processes and products to reduce expenses, such as new web-sites and internet access for our residents that enable them to transact their business with us more simply and effectively.

Throughout 2011, we continued to have the benefit of lower interest rates resulting from a continued strong market for FNMA and Federal Home Loan Mortgage Corporation debt securities. Short term interest rates continue to be at historically low levels, and as a result, we are forecasting a continuation of favorable interest rates in the near term with the expectation of rising rates as the economy improves.

### **Liquidity and Capital Resources**

Net cash flow provided by operating activities increased to \$172.3 million for the year ended December 31, 2011 from \$133.8 million for the year ended December 31, 2010. This change was a result of various items, including changes in cash flows associated with the timing of accrual payments and higher revenue as discussed above.

Net cash used in investing activities was approximately \$ 442.2 million during the year ended December 31, 2011 compared to \$254.3 million during the year ended December 31, 2010, mainly related to acquisition activity and development costs. In the year ended December 31, 2011, we had acquisition cash outflows of \$362.7 million compared to \$278.8 million for the year ended December 31, 2010. During 2011, we had cash outflows of \$38.2 million for development activities, compared to \$16.4 million for the year ended December 31, 2010. During 2011, we also had cash outflows of \$52.1 million for improvements to existing real estate assets compared to \$31.1 million for the year ended December 31, 2010. The increase in cash outflows also included a decrease in cash inflows from disposition activity. During the year ended December 31, 2011, we had cash inflows of approximately \$23.7 million, related to the sale of two properties from our same store portfolio. In the year ended December 31, 2010, we had cash inflows of \$90.3 million, mainly related to the contributions of three communities to Fund II.

Net cash provided by financing activities was approximately \$281.2 million for the year ended December 31, 2011 compared to \$152.6 million for the year ended December 31, 2010. In the year ended December 31, 2011, we had cash inflows of \$285.4 million from proceeds of notes payable compared to \$137.9 million for the year ended December 31, 2010. In the year ended December 31, 2011, we received proceeds of approximately \$235.7 million primarily from the issuance of common stock through our at-the-market program, or ATM and a waiver through our Dividend and Distribution Reinvestment and Share Purchase Plan, or DRSP. During the year ended December 31, 2010, we received proceeds of approximately \$305.5 million primarily through these same programs. We used \$155.0 million of these proceeds to fund the redemption of our 8.30% Series H Cumulative Redeemable Preferred Stock, or



Series H during 2010.

During 2011, we sold 3,303,273 shares of common stock for net proceeds of approximately \$204.5 million through our ATM. This compares to 5,077,201 shares of common stock for net proceeds of approximately \$274.6 million for 2010.

During 2011, we issued 495,645 shares at an average discount of 2% for net proceeds of \$30.0 million through the direct stock purchase feature of our DRSP. During 2010, we issued 551,895 shares at an average discount of 2% for net proceeds of \$30.0 million through the direct stock purchase feature of our DRSP. During 2009, we did not offer a discount through our DRSP and issued approximately 1,100 shares of common stock, generating approximately \$39,000 in proceeds.

On June 2, 2010, we redeemed 3,100,001 shares of the 6,200,000 shares of our Series H preferred stock for approximately \$77.5 million. On August 5, 2010 we redeemed all of the remaining and outstanding shares of Series H for approximately \$77.5 million, resulting in a combined write-off for the year ended December 31, 2010 of approximately \$5.1 million on the consolidated statements of operations related to premiums and original issuance costs. There was no redemption of preferred stock during 2011.

The weighted average interest rate at December 31, 2011 for the \$1.6 billion of debt outstanding was 3.7%, compared to the weighted average interest rate of 3.8% on \$1.5 billion of debt outstanding at December 31, 2010. We utilize both conventional and tax exempt debt to help finance our activities. Borrowings are made through individual property mortgages as well as company-wide secured and unsecured credit facilities. We utilize fixed rate borrowings, interest rate swaps and interest rate caps to manage our current and future interest rate risk. More details on our borrowings can be found in the schedules presented later in this section.

At December 31, 2011, we had secured credit facility relationships with Prudential Mortgage Capital which are credit enhanced by the FNMA, Financial Federal which are credit enhanced by the Federal Home Loan Mortgage Corporation, or Freddie Mac, and a \$250 million bank unsecured facility with a syndicate of banks. Together, these credit facilities provided a total line capacity of \$1.4 billion with all but \$2.9 million collateralized and available to borrow at December 31, 2011. We had total borrowings outstanding under these credit facilities of \$1.1 billion at December 31, 2011.

Approximately 57% of our outstanding obligations at December 31, 2011 were borrowed through credit facilities with/or credit enhanced by FNMA, also referred to as the FNMA Facilities. The FNMA Facilities have a combined line limit of \$964 million, all of which was collateralized and available to borrow at December 31, 2011. We had total borrowings outstanding under the FNMA Facilities of approximately \$948 million at December 31, 2011. Various FNMA rate tranches of the FNMA Facilities mature from 2012 through 2018. The FNMA Facilities provide for both fixed and variable rate borrowings. The interest rate on the majority of the variable portion is based on the FNMA Discount Mortgage Backed Security, or DMBS, rate which are credit-enhanced by FNMA and are typically sold every 90 days by Prudential Mortgage Capital at interest rates approximating three-month LIBOR less a spread that has averaged 0.16% over the life of the FNMA Facilities, plus a credit enhancement fee of 0.49% to 0.67%. We have seen more volatility in the spread between the DMBS and three-month LIBOR since late 2007 than was historically prevalent.

Approximately 12% of our outstanding obligations at December 31, 2011 were borrowed through a credit facility with/or credit enhanced by Freddie Mac, also referred to as the Freddie Mac Facility. The Freddie Mac Facility has a combined line limit of \$200 million, of which \$198 million was collateralized and available to borrow at December 31, 2011. We had total borrowings outstanding under the Freddie Mac Facility of approximately \$198 million at December 31, 2011. The Freddie Mac facility matures in 2014. The interest rate on the Freddie Mac Facility renews every 30 or 90 days and is based on the Freddie Mac Reference Bill Rate on the date of renewal, which has historically approximated the equivalent 30 or 90-day LIBOR, plus a credit enhancement fee of 0.65%. The Freddie

Mac Reference Bill rate has traded consistently below LIBOR, and the historical average spread was 0.32% below LIBOR at December 31, 2011.

We also maintain a \$250 million unsecured credit facility with nine banks led by Key Bank. The Key Bank Credit Line bears an interest rate of LIBOR plus a spread of 1.65% to 2.40% based on a leveraged based pricing grid. This credit line expires in November 2015 with a one year extension option. At December 31, 2011, we had \$249 million available to be borrowed under the Key Bank Credit Line agreement with \$0 million borrowed under this facility. Approximately \$1 million of the facility is used to support letters of credit.

Each of our credit facilities is subject to various covenants and conditions on usage, and the secured facilities are subject to periodic re-evaluation of collateral. If we were to fail to satisfy a condition to borrowing, the available credit under one or more of the facilities could not be drawn, which could adversely affect our liquidity. In the event of a reduction in real estate values the amount of available credit could be reduced. Moreover, if we were to fail to make a payment or violate a covenant under a credit facility, after applicable cure periods, one or more of our lenders could declare a default, accelerate the due date for repayment of all amounts outstanding and/or foreclose on properties securing such facilities. A default on an obligation to repay outstanding debt could also create a cross default on a separate piece of debt, whereby one or more of our lenders could accelerate the due date for repayment of all amounts outstanding and/or foreclose on properties securing the related facilities. Any such event could have a material adverse effect.

On July 29, 2011, we issued \$135 million of Senior Unsecured Notes. The notes were offered in a private placement with three maturity tranches: \$50.00 million 7-year maturity at 4.7%, \$72.75 million 10-year maturity at 5.4%, and \$12.25 million 12-year maturity at 5.6%. At December 31, 2011, \$135 million was outstanding with an average remaining maturity of 8.7 years and an average interest rate of 5.1%.

The following schedule details the line limits, collateralized availability and the outstanding balances of our various borrowings as of December 31, 2011 (dollars in thousands):

|                               | Line<br>Limit      | Amount<br>Collateralized | Amount<br>Borrowed | Average<br>Years to<br>Contract<br>Maturity |
|-------------------------------|--------------------|--------------------------|--------------------|---|
| Fannie Mae Credit Facilities  | \$964,429          | \$ 964,429               | \$948,300          | 4.9   |
| Freddie Mac Credit Facilities | 200,000            | 198,247                  | 198,247            | 2.5   |
| Other Secured Borrowings      | 368,208            | 368,208                  | 368,208            | 8.3   |
| Unsecured Senior Notes        | 135,000            | 135,000                  | 135,000            | 8.7   |
| Unsecured Credit Facility     | 250,000            | 248,827                  | -                  | 3.8   |
| <b>Total Debt</b>             | <b>\$1,917,637</b> | <b>\$ 1,914,711</b>      | <b>\$1,649,755</b> | <b>5.7</b>                                  |

As of December 31, 2011, we had entered into interest rate swaps totaling a notional amount of \$576.8 million. To date, these swaps have proven to be highly effective hedges. We had also entered into interest rate cap agreements totaling a notional amount of approximately \$270.7 million as of December 31, 2011.

The following schedule outlines our variable versus fixed rate debt, including the impact of interest rate swaps and caps, outstanding as of December 31, 2011 (dollars in thousands):

|  | Principal<br>Balance | Average<br>Years to<br>Rate<br>Maturity | Effective<br>Rate |
|--|----------------------|---|-------------------|
| <b>SECURED DEBT</b>                                  |                      |   |                   |
| Conventional - Fixed Rate or Swapped                 | \$962,008            | 4.3                                     | 5.1%              |
| Tax-free - Fixed Rate or Swapped                     | 17,800               | 0.8                                     | 4.4%              |
| Conventional - Variable Rate - Capped <sup>(1)</sup> | 197,936              | 4.4                                     | 0.7%              |
| Tax-free - Variable Rate - Capped <sup>(1)</sup>     | 72,715               | 2.2                                     | 0.9%              |
| Total Secured Fixed or Hedged Rate Maturity          | \$1,250,459          | 4.2                                     | 4.2%              |
| Conventional - Variable Rate <sup>(2)</sup>          | 264,296              | 0.2                                     | 0.9%              |
| Total Secured Interest Rate Maturity                 | \$1,514,755          | 3.5                                     | 3.6%              |
| <b>UNSECURED DEBT</b>                                |                      |   |                   |
| Fixed Senior Unsecured Notes                         | \$135,000            | 8.7                                     | 5.1%              |
| Variable Unsecured Facility                          | -                    | -                                       | 0.0%              |
| Total Unsecured Debt                                 | \$135,000            | 8.7                                     | 5.1%              |
| <b>TOTAL DEBT INTEREST RATE MATURITY</b>             | <b>\$1,649,755</b>   | <b>5.0</b>                              | <b>3.7%</b>       |

<sup>(1)</sup> The effective rate represents the average rate on the underlying variable debt unless the cap rates are reached, which average 4.6% of LIBOR for conventional caps and 5.4% of SIFMA for tax-free caps.

<sup>(2)</sup> Includes a \$15 million mortgage with an imbedded cap at a 7% all-in interest rate.

The following schedule outlines the contractual maturity dates of our outstanding debt as of December 31, 2011 (in thousands):

|            | Line Limit |             | Key Bank  | Other     | Other     | Total       |
|------------|------------|-------------|-----------|-----------|-----------|-------------|
|            | Fannie Mae | Freddie Mac |           |           |           |             |
|            | Secured    | Secured     | Unsecured | Secured   | Unsecured |             |
| 2012       | \$80,000   | \$-         | \$-       | \$-       | \$-       | \$80,000    |
| 2013       | 203,193    | -           | -         | -         | -         | 203,193     |
| 2014       | 229,721    | 200,000     | -         | 17,029    | -         | 446,750     |
| 2015       | 120,000    | -           | 250,000   | 51,523    | -         | 421,523     |
| 2016       | 80,000     | -           | -         | -         | -         | 80,000      |
| 2017       | 80,000     | -           | -         | 28,910    | -         | 108,910     |
| Thereafter | 171,515    | -           | -         | 270,746   | 135,000   | 577,261     |
| Total      | \$964,429  | \$200,000   | \$250,000 | \$368,208 | \$135,000 | \$1,917,637 |

The following schedule outlines the interest rate maturities of our outstanding interest rate swap agreements and fixed rate debt as of December 31, 2011 (in thousands):

|            | Swap Balances |          | Fannie Mae Facility | Fixed Rate Balances | Total Balance | Contract Rate |
|------------|---------------|----------|---------------------|---------------------|---------------|---------------|
|            | LIBOR         | SIFMA    |                     |                     |               |               |
| 2012       | \$150,000     | \$17,800 | \$-                 | \$-                 | \$167,800     | 5.1%          |
| 2013       | 190,000       | -        | -                   | -                   | 190,000       | 5.2%          |
| 2014       | 144,000       | -        | -                   | 17,029              | 161,029       | 5.7%          |
| 2015       | 75,000        | -        | -                   | 36,323              | 111,323       | 5.6%          |
| 2016       | -             | -        | -                   | -                   | -             | 0.0%          |
| 2017       | -             | -        | 50,000              | 28,910              | 78,910        | 4.5%          |
| Thereafter | -             | -        | -                   | 405,746             | 405,746       | 5.0%          |
| Total      | \$559,000     | \$17,800 | \$50,000            | \$488,008           | \$1,114,808   | 5.2%          |

We believe that we have adequate resources to fund our current operations, annual refurbishment of our properties, and incremental investment in new apartment properties. We rely on the efficient operation of the financial markets to finance debt maturities, and on FNMA and Freddie Mac, or the Agencies. The Agencies provided credit enhancement for approximately \$1.1 billion of our outstanding debt through credit facilities as of December 31, 2011.

The interest rate markets for FNMA DMBS and Freddie Mac Reference Bills, which in our experience are highly liquid and highly correlated with three-month LIBOR interest rates, are also an important component of our liquidity and interest rate swap effectiveness. Prudential Mortgage Capital, a DUS lender for Fannie Mae, markets 90-day Fannie Mae Discount Mortgage Backed Securities monthly, and is obligated to advance funds to us at DMBS rates plus a credit spread under the terms of the credit agreements between Prudential and us. Financial Federal, a Freddie Mac Program Plus Lender and Servicer, is obligated to advance funds under the terms of credit agreements between Financial Federal and us.





For the year ended December 31, 2011, our net cash provided by operating activities was in excess of covering funding improvements to existing real estate assets, distributions to unitholders, and dividends paid on common and preferred shares by approximately \$22.9 million, as compared to \$12.2 million and \$12.3 million for the same periods in 2010 and 2009, respectively. While we had sufficient liquidity to permit distributions at current rates through additional borrowings, if necessary, any significant deterioration in operations could result in our financial resources being insufficient to pay distributions to shareholders at the current rate, in which event we would be required to reduce the distribution rate.

The following table reflects our total contractual cash obligations which consist of our long-term debt and operating leases as of December 31, 2011 (dollars in thousands):

| Contractual Obligations <sup>(1)</sup>        | 2012      | 2013      | 2014      | 2015      | 2016      | Thereafter | Total       |
|---|-----------|-----------|-----------|-----------|-----------|------------|-------------|
| Long-Term Debt <sup>(2)</sup>                 | \$68,502  | \$207,103 | \$447,410 | \$172,333 | \$83,322  | \$671,085  | \$1,649,755 |
| Fixed Rate or Swapped Interest <sup>(3)</sup> | 48,894    | 41,289    | 32,016    | 25,871    | 23,282    | 82,083     | 253,435     |
| Purchase Obligations <sup>(4)</sup>           | 10,263    | 2,367     | -         | -         | -         | -          | 12,630      |
| Operating Lease                               | 13        | 4         | 3         | 1         | -         | -          | 21          |
| Total   | \$127,672 | \$250,763 | \$479,429 | \$198,205 | \$106,604 | \$753,168  | \$1,915,841 |

<sup>(1)</sup> Fixed rate and swapped interest are shown in this table. The average interest rates of variable rate debt are shown in preceding tables.

<sup>(2)</sup> Represents principal payments.

<sup>(3)</sup> Swapped interest is subject to the ineffective portion of cash flow hedges as described in Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements, Note 6.

<sup>(4)</sup> Represents development fees

#### Off-Balance Sheet Arrangements

At December 31, 2011, and 2010, we did not have any relationships with unconsolidated entities or financial partnerships established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Mid-America Multifamily Fund I, LLC, was established to acquire \$500 million of apartment communities with redevelopment upside offering value creation opportunity through capital improvements, operating enhancements and restructuring in-place financing. As of December 31, 2011, Mid-America Multifamily Fund I, LLC owned two properties but does not expect to acquire any additional communities. Mid-America Multifamily Fund II, LLC, was established to acquire \$250 million of apartment communities with redevelopment upside offering value creation opportunity through capital improvements, operating enhancements and restructuring in-place financing. As of December 31, 2011, Mid-America Multifamily Fund II, LLC owned five properties. In addition, we do not engage in trading activities involving non-exchange traded contracts. As such, we are not materially exposed to any financing, liquidity, market, or credit risk that could arise if we had engaged in such relationships. We do not have any relationships or transactions with persons or entities that derive benefits from their non-independent relationships with us or our related parties other than those disclosed in Item 8. Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements, Note 12.

Our investments in our real estate joint ventures are unconsolidated and are recorded using the equity method as we do not have a controlling interest.

## **Insurance**

We renegotiated our insurance programs effective July 1, 2011. We believe that the property and casualty insurance program in place provides appropriate insurance coverage for financial protection against insurable risks such that any insurable loss experienced that can be reasonably anticipated would not have a significant impact on our liquidity, financial position or results of operation.

## **Inflation**

Substantially all of the resident leases at the apartment communities allow, at the time of renewal, for adjustments in the rent payable there under, and thus may enable us to seek rent increases. Almost all leases are for one year or less. The short-term nature of these leases generally serves to reduce our risk to adverse effects of inflation.

## **Impact of Recently Issued Accounting Standards**

In June 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This ASU allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. The amendments do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU 2011-05 will be applied retrospectively. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, but allows for early adoption. We adopted ASU 2011-05 for the Annual Report for fiscal year 2011, and this changed the presentation of our financial statements but not our consolidated financial condition or results of operations taken as a whole.

In November 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. This ASU supersedes certain paragraphs in ASU 2011-05 addressing reclassification adjustments out of accumulated other comprehensive income. The effective dates and expected changes to our presentation are the same as noted in ASU 2011-05 above.

In May 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The amendments change the wording, mainly for clarification, used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. For many of the requirements, the Board does not intend for the amendments in this update to result in a change in the application of the requirements in Topic 820. The amendments in this ASU are to be applied prospectively. The amendments are effective during interim and annual periods beginning after December 15, 2011. We will adopt ASU 2011-04 in the interim and annual periods of fiscal year 2012. The adoption of ASU 2011-04 will not have a material impact on our consolidated financial condition or results of operations taken as a whole.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our primary market risk exposure is to changes in interest rates obtainable on our borrowings. At December 31, 2011, 39% of our total capitalization consisted of borrowings. Our interest rate risk objective is to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve this objective, we manage our exposure to fluctuations in market interest rates for borrowings through the use of fixed rate debt instruments and interest rate swaps and caps which mitigate our interest rate risk on a related financial instrument and effectively fix the interest rate on a portion of our variable debt or on future refinancings. We use our best efforts to ladder fixed rate maturities thereby limiting our exposure to interest rate changes in any one year. We do not enter into derivative instruments for trading or other speculative purposes. Approximately 84% of our outstanding debt was subject to fixed or capped rates after considering related derivative instruments at December 31, 2011. We regularly review interest rate exposure on outstanding borrowings in an effort to minimize the risk of interest rate fluctuations.

The table below provides information about our financial instruments that are sensitive to changes in interest rates. For debt obligations, the table presents principal cash flows and related weighted average interest rates by expected maturity dates. For our interest rate swaps and caps, the table presents the notional amount of the swaps and caps and the years in which they expire. Weighted average variable rates are based on rates in effect at the reporting date (dollars in 000's).

|                            | 2012      | 2013      | 2014      | 2015      | 2016     | Total<br>Thereafter | Total       | Fair<br>Value |
|----------------------------|-----------|-----------|-----------|-----------|----------|---------------------|-------------|---------------|
| <b>Long-term Debt</b>      |           |           |           |           |          |                     |             |               |
| Fixed Rate (1)             | \$4,091   | \$4,450   | \$19,441  | \$37,133  | \$3,322  | \$469,570           | \$538,008   | \$560,185     |
| Average interest rate      | 4.95%     | 4.95%     | 5.22%     | 5.99%     | 4.60%    | 4.92%               | 5.00%       |               |
| Variable Rate (1)          | \$64,411  | \$202,653 | \$427,968 | \$135,200 | \$80,000 | \$201,515           | \$1,111,747 | \$1,052,711   |
| Average interest rate      | 0.69%     | 0.69%     | 0.69%     | 1.01%     | 0.69%    | 0.80%               | 0.75%       |               |
| <b>Interest Rate Swaps</b> |           |           |           |           |          |                     |             |               |
| Variable to Fixed          | \$167,800 | \$190,000 | \$144,000 | \$75,000  | \$-      | \$-                 | \$576,800   | \$(33,095)    |
| Average Pay Rate           | 4.41%     | 4.58%     | 4.95%     | 4.41%     | 0.00%    | 0.00%               | 4.60%       |               |
| <b>Interest Rate Cap</b>   |           |           |           |           |          |                     |             |               |
| Variable to Fixed          | \$23,795  | \$7,945   | \$59,631  | \$40,000  | \$89,280 | \$50,000            | \$270,651   | \$1,018       |
| Average Pay Rate           | 6.00%     | 6.00%     | 4.72%     | 4.50%     | 4.88%    | 4.50%               | 4.85%       |               |

(1) Excluding the effect of interest rate swap and cap agreements.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The Reports of Independent Registered Public Accounting Firm, Consolidated Financial Statements and Selected Quarterly Financial Information are set forth on pages F-1 to F-49 of this Annual Report on Form 10-K.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**MANAGEMENT'S EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

Our management, with the participation of our principal executive and financial officers, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in our filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, including ensuring that such information is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive and financial officers have concluded that such disclosure controls and procedures were effective as of December 31, 2011 (the end of the period covered by this Annual Report on Form 10-K).

**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Management's report on our internal control over financial reporting is presented on page F-1 of this Annual Report on Form 10-K. The reports of Ernst & Young LLP relating to the consolidated financial statements and schedule and the effectiveness of internal control over financial reporting are presented on pages F-2 to F-4 of this Annual Report on Form 10-K.

#### **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

As of the year ended December 31, 2011, there were no significant changes in our internal control over financial reporting that materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

#### **ITEM 9B. OTHER INFORMATION**

None.

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## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information contained in our 2012 Proxy Statement in the sections entitled “Information About The Board of Directors and Its Committees”, “Proposal 1 - Election of Directors”, “Executive Officers” and “Section 16(a) Beneficial Ownership Reporting Compliance,” is incorporated herein by reference in response to this item.

Our Board of Directors has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees, which can be found on our website at <http://www.maac.com>, on the For Investors page under Governance Documents. We will provide a copy of this document to any person, without charge, upon request, by writing to the Investor Relations Department at MAA, 6584 Poplar Avenue, Memphis, TN 38138. We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of the Code of Business Conduct and Ethics by posting such information on our website at the address and the locations specified above.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information contained in our 2012 Proxy Statement in the section entitled “Executive Compensation”, “Compensation Committee Interlocks and Insider Participation” and “Compensation Discussion and Analysis” is incorporated herein by reference in response to this item.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information contained in our 2012 Proxy Statement in the sections entitled “Security Ownership of Management” and “Security Ownership of Certain Beneficial Owners,” is incorporated herein by reference in response to this item.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**



The information contained in our 2012 Proxy Statement in the sections entitled “Certain Relationships and Related Transactions” and “Information About The Board of Directors and Its Committees” is incorporated herein by reference in response to this item.

**ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information contained in our 2012 Proxy Statement in the section entitled “Proposal 5 - Ratification of Independent Registered Public Accounting Firm,” is incorporated herein by reference in response to this item.

**PART IV**

**ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Annual Report on Form 10-K:

- |  |        |
|--|--------|
| 1. Management’s Report on Internal Control Over Financial Reporting  | F – 1  |
| Reports of Independent Registered Public Accounting Firm   | F – 2  |
| Consolidated Balance Sheets as of December 31, 2011, and 2010  | F – 5  |
| Consolidated Statements of Operations for the years ended December 31, 2011, 2010, and 2009  | F – 6  |
| Consolidated Statements of Comprehensive Income for the years ended December 31, 2011, 2010, and 2009  | F – 7  |
| Consolidated Statements of Equity for the years ended December 31, 2011, 2010, and 2009  | F – 8  |
| Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010, and 2009  | F – 9  |
| Notes to Consolidated Financial Statements for the years ended December 31, 2011, 2010, and 2009   | F – 10 |
| 2. Financial Statement Schedule required to be filed by Item 8 and Paragraph (b) of this Item 15:  |        |
| Schedule III - Real Estate Investments and Accumulated Depreciation as of December 31, 2011  | F – 48 |
| 3. The exhibits required by Item 601 of Regulation S-K, except as otherwise noted, have been filed with previous reports by the registrant and are herein incorporated by reference. |        |

**Exhibit  
Number**

Exhibit Description

- |     |   |
|-----|---|
| 3.1 | Amended and Restated Charter of Mid-America Apartment Communities, Inc. dated as of January 10, 1994, as filed with the Tennessee Secretary of State on January 25, 1994 (Filed as Exhibit 3.1 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 1997 and incorporated herein by reference).  |
| 3.2 | Articles of Amendment to the Charter of Mid-America Apartment Communities, Inc. dated as of January 28, 1994, as filed with the Tennessee Secretary of State on January 28, 1994 (Filed as Exhibit 3.2 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 1996 and incorporated herein by reference).  |
| 3.3 | Mid-America Apartment Communities, Inc. Articles of Amendment to the Amended and Restated Charter Designating and Fixing the Rights and Preferences of a Series of Preferred Stock dated as of October 9, 1996, as filed with the Tennessee Secretary of State on October 10, 1996 (Filed as Exhibit 1 to the Registrant’s Registration Statement on Form 8-A filed with the Commission on October 11, 1996 and |

incorporated herein by reference).

3.4 Mid-America Apartment Communities, Inc. Articles of Amendment to the Amended and Restated Charter dated November 17, 1997, as filed with the Tennessee Secretary of State on November 18, 1997 (Filed as Exhibit 3.6 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 and incorporated herein by reference).

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Mid-America Apartment Communities, Inc. Articles of Amendment to the Amended and Restated Charter Designating and Fixing the Rights and Preferences of a Series of Shares of Preferred Stock dated as of November 17, 1997, as filed with the Tennessee Secretary of State on November 18, 1997 (Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A/A filed with the Commission on November 19, 1997 and incorporated herein by reference).

Mid-America Apartment Communities, Inc. Articles of Amendment to the Amended and Restated Charter Designating and Fixing the Rights and Preferences of a Series of Shares of Preferred Stock dated as of June 25, 1998, as filed with the Tennessee Secretary of State on June 30, 1998 (Filed as Exhibit 4.3 to the Registrant's Registration Statement on Form 8-A/A filed with the Commission on June 26, 1998 and incorporated herein by reference).

Mid-America Apartment Communities, Inc. Articles of Amendment to the Amended and Restated Charter Designating and Fixing the Rights and Preferences of a Series of Shares of Preferred Stock dated as of December 24, 1998, as filed with the Tennessee Secretary of State on December 30, 1998 (Filed as Exhibit 3.7 to the Registrant's Registration Statement on Form S-3/A (File Number 333-112469) and incorporated herein by reference).

Mid-America Apartment Communities, Inc. Articles of Amendment to the Amended and Restated Charter Designating and Fixing the Rights and Preferences of a Series of Shares of Preferred Stock dated as of October 11, 2002, as filed with the Tennessee Secretary of State on October 14, 2002 (Filed as Exhibit 4.3 to the Registrant's Registration Statement on Form 8-A/A filed with the Commission on October 11, 2002 and incorporated herein by reference).

Mid-America Apartment Communities, Inc. Articles of Amendment to the Amended and Restated Charter Designating and Fixing the Rights and Preferences of a Series of Shares of Preferred Stock dated as of October 28, 2002, as filed with the Tennessee Secretary of State on October 28, 2002 (Filed as Exhibit 3.9 to the Registrant's Registration Statement on Form S-3/A (File Number 333-112469) and incorporated herein by reference).

Mid-America Apartment Communities, Inc. Articles of Amendment to the Amended and Restated Charter Designating and Fixing the Rights and Preferences of a Series of Shares of Preferred Stock dated as of August 7, 2003, as filed with the Tennessee Secretary of State on August 7, 2003 (Filed as Exhibit 3.10 to the Registrant's Registration Statement on Form S-3/A (File Number 333-112469) and incorporated herein by reference).

Articles of Amendment to the Charter of Mid-America Apartment Communities, Inc. dated as of May 20, 2008, as filed with the Tennessee Secretary of State on June 2, 2008 (Filed as Exhibit 99.A to the Registrant's Proxy Statement filed on March 31, 2008 and incorporated herein by reference).

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3.12 Amended and Restated Bylaws of Mid-America Apartment Communities, Inc. (Filed as an Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on May 21, 2008 and incorporated herein by reference).

4.1 Form of Common Share Certificate (Filed as Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 and incorporated herein by reference).

4.2 Form of 9.5% Series A Cumulative Preferred Stock Certificate (Filed as Exhibit 2 to the Registrant's Registration Statement on Form 8-A filed with the Commission on October 11, 1996 and incorporated herein by reference).

4.3 Form of 8 7/8% Series B Cumulative Preferred Stock Certificate (Filed as Exhibit 4.3 to the Registrant's Registration Statement on Form 8-A/A filed with the Commission on November 19, 1997 and incorporated herein by reference).

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4.4 Form of 9 3/8% Series C Cumulative Preferred Stock Certificate (Filed as Exhibit 4.2 to the Registrant's Registration Statement on Form 8-A/A filed with the Commission on June 26, 1998 and incorporated herein by reference).

4.5 Form of 9.5% Series E Cumulative Preferred Stock Certificate (Filed as Exhibit 4.5 to the Registrant's Registration Statement on Form S-3/A (File Number 333-112469) and incorporated herein by reference).

4.6 Form of 9 1/4% Series F Cumulative Preferred Stock Certificate (Filed as Exhibit 4.2 to the Registrant's Registration Statement on Form 8-A/A filed with the Commission on October 11, 2002 and incorporated herein by reference).

4.7 Form of 8.30% Series G Cumulative Preferred Stock Certificate (Filed as Exhibit 4.7 to the Registrant's Registration Statement on Form S-3/A (File Number 333-112469) and incorporated herein by reference).

4.8 Form of 8.30% Series H Cumulative Preferred Stock Certificate (Filed as Exhibit 4.8 to the Registrant's Registration Statement on Form S-3/A (File Number 333-112469) and incorporated herein by reference).

10.1 Second Amended and Restated Agreement of Limited Partnership of Mid-America Apartments, L.P., a Tennessee limited partnership (Filed as Exhibit 10.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001 and incorporated herein by reference).

10.2 † Employment Agreement between the Registrant and H. Eric Bolton, Jr. dated December 5, 2008 (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 8, 2008 and incorporated herein by reference).

10.3 † Employment Agreement between the Registrant and Simon R.C. Wadsworth, dated January 1, 2010 (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on January 4, 2010 and incorporated herein by reference).

10.4 † Fourth Amended and Restated 1994 Restricted Stock and Stock Option Plan (Filed as Exhibit A to the Registrant's Proxy Statement filed on April 24, 2002 and incorporated herein by reference).

10.5 Third Amended and Restated Master Credit Facility Agreement (MAA II) among Mid-America Apartment Communities, Inc., Mid-America Apartments, LP and Prudential Multifamily Mortgage Inc. dated January 4, 2010 (Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2010 and incorporated herein by reference).

10.6 Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P., dated March 30, 2004 (Filed as Exhibit 10.20 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference).

10.7 First Amendment to Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P. dated March 31, 2004 (Filed as Exhibit 10.21 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference).

10.8 Second Amendment to the Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P. dated as of August 3, 2004 (Filed as Exhibit 10.21 to the Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2004 and incorporated herein by reference).

Third Amendment to the Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P. dated as of December 1, 2004 (Filed as Exhibit 10.22 to the 10.09 Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2004 and incorporated herein by reference).

Fourth Amendment to Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P. dated March 31, 2005 (Filed as Exhibit 10.24 to the 10.10 Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference).

Fifth Amendment to Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P. dated September 23, 2005 (Filed as Exhibit 10.25 to the Registrant's 10.11 Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference).

Sixth Amendment to Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P. dated February 22, 2006 (Filed as Exhibit 10.26 to the Registrant's 10.12 Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference).

Ninth Amendment to Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P., dated December 28, 2006 (Filed as Exhibit 10.4 to the Registrant's 10.13 Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 and incorporated herein by reference).

Thirteenth Amendment to Third Amended and Restated Master Credit Facility Agreement by and among Prudential Multifamily Mortgage, Inc., Mid-America Apartment Communities, Inc., Mid-America Apartments, L.P. and Mid-America Apartments of Texas, L.P., dated January 30, 2008 (Filed as Exhibit 10.5 to the 10.14 Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 and incorporated herein by reference).

Master Reimbursement Agreement by and among Fannie Mae, Mid-America Apartments, L.P. and Fairways-Columbia, L.P. dated June 1, 2001 (Filed as Exhibit 10.17 to the Registrant's Registration Statement on Form 10.15 S-3/A (File Number 333-112469) and incorporated herein by reference).



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Amendment No. 1 to Master Reimbursement Agreement by and among Fannie Mae, Mid-America Apartments, L.P. and Fairways-Columbia, L.P. dated December 24, 2002 (Filed as Exhibit 10.18 to the Registrant's 10.16 Registration Statement on Form S-3/A (File Number 333-112469) and incorporated herein by reference).

Amendment No. 2 to Master Reimbursement Agreement by and among Fannie Mae, Mid-America Apartments, L.P. and Fairways-Columbia, L.P. dated May 30, 2003 (Filed as Exhibit 10.19 to the Registrant's Registration 10.17 Statement on Form S-3/A (File Number 333-112469) and incorporated herein by reference).

Amendment No. 3 to Master Reimbursement Agreement by and among Fannie Mae, Mid-America Apartments, L.P., Mid-America Apartment Communities, Inc. and Mid-America Apartments of Texas, L.P. dated March 2, 10.18 2004 (Filed as Exhibit 10.30 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference).

10.19 Amendment No. 4 to Master Reimbursement Agreement by and among Fannie Mae, Mid-America Apartments, L.P., Mid-America Apartment Communities, Inc. and Mid-America Apartments of Texas, L.P. dated November 17, 2005 (Filed as Exhibit 10.31 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference).

10.20 Amendment No. 5 to Master Reimbursement Agreement by and among Fannie Mae, Mid-America Apartments, L.P., Mid-America Apartment Communities, Inc. and Mid-America Apartments of Texas, L.P. dated February 23, 2006 (Filed as Exhibit 10.32 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 and incorporated herein by reference).

10.21 Credit Agreement by and among Mid-America Apartment Communities, Inc., Mid-America Apartments L.P. and Mid-America Apartments of Texas, L.P. and Financial Federal Savings Bank dated June 29, 2004 (Filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004 and incorporated herein by reference).

10.22 Credit Agreement by and among Mid-America Apartment Communities, Inc., Mid-America Apartments, LP, Mid-America Apartments of Texas, LP and Financial Federal Savings Bank dated June 1, 2006 (Filed as Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2010 and incorporated herein by reference).

10.23 Mid-America Apartment Communities Non-Qualified Deferred Compensation Retirement Plan as Amended Effective January 1, 2005 (Filed as Exhibit 10.34 to the Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2004 and incorporated herein by reference).

10.24 Mid-America Apartment Communities 2005 Key Management Restricted Stock Plan (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 20, 2005 and incorporated herein by reference).

†

10.25 Form of Restricted Stock Agreement (Filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on May 23, 2008 and incorporated herein by reference).

10.26 Amendment for the Non-Qualified Deferred Compensation Plan for Outside Directors (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 24, 2006 and incorporated herein by reference).

10.27 Limited Liability Company Agreement of Mid-America Multifamily Fund I, dated May 9, 2007 (Filed as Exhibit 10 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 and incorporated herein by reference).

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Change of Control and Termination Agreement between the Registrant and Albert M. Campbell, III, dated December 5, 2008 (filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on December 8, 2008 and incorporated herein by reference).

Change of Control and Termination Agreement between the Registrant and Thomas L. Grimes, dated December 5, 2008 (filed as Exhibit 10.4 to the Registrant's Current Report on Form 8-K filed on December 8, 2008 and incorporated herein by reference).

Change of Control and Termination Agreement between the Registrant and James Andrew Taylor, dated December 5, 2008 (filed as Exhibit 10.5 to the Registrant's Current Report on Form 8-K filed on December 8, 2008 and incorporated herein by reference).

2008 Long Term Incentive Plan (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on May 23, 2008 and incorporated herein by reference).

10.32 † 2010 Restricted Stock Plan (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on March 24, 2010 and incorporated herein by reference).

10.33 † 2010 Executive Annual Bonus Program (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 24, 2010 and incorporated herein by reference).

10.34 † 2011 Long Term Incentive Plan (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 10, 2010 and incorporated herein by reference).

10.35 Sales Agreement between the Registrant and Cantor Fitzgerald & Co., dated August 26, 2010 (filed as Exhibit 1.1 to the Registrant's Current Report on Form 8-K filed on August 26, 2010 and incorporated herein by reference).

10.36 Sales Agreement between the Registrant and Raymond James & Associates, Inc., dated August 26, 2010 (filed as Exhibit 1.2 to the Registrant's Current Report on Form 8-K filed on August 26, 2010 and incorporated herein by reference).

10.37 Sales Agreement between the Registrant and Merrill Lynch, Pierce, Fenner & Smith Incorporated, dated August 26, 2010 (filed as Exhibit 1.3 to the Registrant's Current Report on Form 8-K filed on August 26, 2010 and incorporated herein by reference).

10.38 † 2011 Executive Annual Bonus Program (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 25, 2011 and incorporated herein by reference).

10.39 † 2012 Long Term Incentive Plan (Filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 29, 2011 and incorporated herein by reference).

10.40 Credit Agreement by and among MAA TANC, LLC and New York Life Insurance Company dated June 1, 2011 (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 2, 2011 and incorporated herein by reference).

10.41 Note Purchase Agreement, dated as of July 29, 2011, among Mid-America Apartments, L.P., Mid-America Apartment Communities, Inc. and the purchasers of the notes party thereto (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on August 1, 2011 and incorporated herein by reference).

10.42 Credit Agreement, dated as of November 1, 2011, by and among Mid-America Apartments, L.P., as Borrower, and Key Bank National Association, the other lenders which are parties to this Agreement and other lenders that may become parties to this Agreement, Key Bank National Association, as Administrative Agent, Wells Fargo Bank, National Association, as Syndication Agent, Key Banc Capital Markets and Wells Fargo Securities, LLC, as joint Lead Arrangers and Joint Book Managers and JPMorgan Chase Bank, N.A., Regions Bank and UBS Securities LLC, as Co-Documentation Agents (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 3, 2011 and incorporated herein by reference).

11 Statement re: computation of per share earnings (included within the Form 10-K).

|      |   |
|------|---|
| 21   | List of Subsidiaries  |
| 23.1 | Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP   |
| 31.1 | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 31.2 | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  |
| 32.1 | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 58   |   |

101 The following financial information from Mid-America Apartment Communities, Inc.'s Annual Report on Form 10-K for the period ended December 31, 2011, filed with the SEC on February 24, 2012, formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheet as of December 31, 2011 and December 31, 2010; (ii) the Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009; (iii) the Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010

and 2009; (iv)  
the  
Consolidated  
Statements of  
Equity for the  
years ended  
December 31,  
2011, 2010  
and 2009; and  
(v) Notes to  
Consolidated  
Financial  
Statements,  
tagged as  
blocks of text  
(Unaudited).\*

† Management contract or compensatory plan or arrangement.

\* Pursuant to Rule 406T of Regulation S-T, the XBRL related information in Exhibit 101 to this Annual Report on Form 10-K shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed part of a registration statement, prospectus or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filings.

(b) Exhibits:  
See Item 15(a)(3) above.

(c) Financial Statement Schedule:  
See Item 15(a)(2) above.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

MID-AMERICA APARTMENT  
COMMUNITIES, INC.

Date: February 24, 2012 /s/ H. Eric Bolton, Jr.  
H. Eric Bolton, Jr.  
Chairman of the Board of Directors,  
President and Chief Executive Officer  
(Principal Executive Officer)

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

Date: February 24, 2012 /s/ H. Eric Bolton, Jr.  
H. Eric Bolton, Jr.  
Chairman of the Board of  
Directors,  
President and Chief  
Executive Officer  
(Principal Executive  
Officer)

Date: February 24, 2012 /s/ Albert M. Campbell, III  
Albert M. Campbell, III  
Executive Vice President  
and Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

Date: February 24, 2012 /s/ Alan B. Graf, Jr.  
Alan B. Graf, Jr.  
Director

Date: February 24, 2012 /s/ John S. Grinalds  
John S. Grinalds  
Director

Date: February 24, 2012 /s/ Ralph Horn  
Ralph Horn



Director

Date: February 24, 2012 /s/ Philip W. Norwood  
Philip W. Norwood  
Director

Date: February 24, 2012 /s/ W. Reid Sanders  
W. Reid Sanders  
Director

Date: February 24, 2012 /s/ William B. Sansom  
William B. Sansom  
Director

Date: February 24, 2012 /s/ Simon R.C. Wadsworth  
Simon R.C. Wadsworth  
Director

## MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of MAA is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined under Rule 13a-15(f) promulgated under the Securities Exchange Act of 1934, as amended.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of MAA's consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of MAA; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of MAA are being made only in accordance with appropriate authorizations of management and directors of MAA; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of MAA's assets that could have a material effect on the consolidated financial statements.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an assessment of MAA's internal control over financial reporting as of December 31, 2011 using the framework specified in *Internal Control - Integrated Framework*, published by the Committee of Sponsoring Organizations of the Treadway Commission. Based on such assessment, management has concluded that MAA's internal control over financial reporting was effective as of December 31, 2011.

The effectiveness of MAA's internal control over financial reporting as of December 31, 2011, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is presented herein.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of  
Mid-America Apartment Communities, Inc.

We have audited the accompanying consolidated balance sheets of Mid-America Apartment Communities, Inc. as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These consolidated financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Mid-America Apartment Communities, Inc. at December 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Mid-America Apartment Communities, Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 24, 2012 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Memphis, Tennessee

February 24, 2012

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of

Mid-America Apartment Communities, Inc.

We have audited Mid-America Apartment Communities, Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Mid-America Apartment Communities, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Mid-America Apartment Communities, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

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We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Mid-America Apartment Communities, Inc. as of December 31, 2011 and 2010, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2011, of Mid-America Apartment Communities, Inc. and our report dated February 24, 2012, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Memphis, Tennessee

February 24, 2012

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## MAA

## Consolidated Balance Sheets

December 31, 2011 and 2010

(Dollars in thousands, except per share data)

|   | December<br>31, 2011 | December<br>31, 2010 |
|---|----------------------|----------------------|
| Assets:   |                      |                      |
| Real estate assets:   |                      |                      |
| Land  | \$333,846            | \$288,890            |
| Buildings and improvements  | 2,879,289            | 2,538,205            |
| Furniture, fixtures and equipment   | 92,170               | 83,251               |
| Capital improvements in progress  | 53,790               | 11,501               |
|   | 3,359,095            | 2,921,847            |
| Less accumulated depreciation   | (961,724 )           | (863,936 )           |
|   | 2,397,371            | 2,057,911            |
| Land held for future development  | 1,306                | 1,306                |
| Commercial properties, net  | 8,125                | 8,141                |
| Investments in real estate joint ventures   | 17,006               | 17,505               |
| Real estate assets, net   | 2,423,808            | 2,084,863            |
| Cash and cash equivalents   | 57,317               | 45,942               |
| Restricted cash   | 1,362                | 1,514                |
| Deferred financing costs, net   | 14,680               | 13,713               |
| Other assets  | 29,195               | 25,910               |
| Goodwill  | 4,106                | 4,106                |
| Total assets  | \$2,530,468          | \$2,176,048          |
| Liabilities and Shareholders' Equity:   |                      |                      |
| Liabilities:  |                      |                      |
| Secured notes payable   | \$1,514,755          | \$1,500,193          |
| Unsecured notes payable   | 135,000              | -                    |
| Accounts payable  | 2,091                | 1,815                |
| Fair market value of interest rate swaps  | 33,095               | 48,936               |
| Accrued expenses and other liabilities  | 91,718               | 73,999               |
| Security deposits   | 6,310                | 6,693                |
| Liabilities associated with assets held for sale  | -                    | 20                   |
| Total liabilities   | 1,782,969            | 1,631,656            |
| Redeemable stock  | 4,037                | 3,764                |
| Shareholders' equity:   |                      |                      |
| Common stock, \$0.01 par value per share, 50,000,000 shares authorized;<br>38,959,338 and 34,871,399 shares issued and outstanding at<br>December 31, 2011 and December 31, 2010, respectively <sup>(1)</sup> | 389                  | 348                  |
| Additional paid-in capital  | 1,375,623            | 1,142,023            |

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|   |             |             |
|---|-------------|-------------|
| Accumulated distributions in excess of net income | (621,833 )  | (575,021 )  |
| Accumulated other comprehensive losses            | (35,848 )   | (48,847 )   |
| Total MAA shareholders' equity                    | 718,331     | 518,503     |
| Noncontrolling interest                           | 25,131      | 22,125      |
| Total equity                                      | 743,462     | 540,628     |
| Total liabilities and equity                      | \$2,530,468 | \$2,176,048 |

Number of shares issued and outstanding represent total shares of common stock regardless of classification on the (1) consolidated balance sheet. The number of shares classified as redeemable stock on the consolidated balance sheet for December 31, 2011 and December 31, 2010 are 65,771 and 62,234, respectively.

*See accompanying notes to consolidated financial statements.*

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## MAA

## Consolidated Statements of Operations

Years ended December 31, 2011, 2010 and 2009

(Dollars in thousands, except per share data)

|  | 2011      | 2010      | 2009      |
|--|-----------|-----------|-----------|
| Operating revenues:  |           |           |           |
| Rental revenues  | \$410,581 | \$365,754 | \$353,129 |
| Other property revenues  | 37,394    | 31,571    | 20,943    |
| Total property revenues  | 447,975   | 397,325   | 374,072   |
| Management fee income  | 1,017     | 680       | 293       |
| Total operating revenues   | 448,992   | 398,005   | 374,365   |
| Property operating expenses:   |           |           |           |
| Personnel  | 54,597    | 50,723    | 47,003    |
| Building repairs and maintenance   | 15,750    | 14,922    | 13,942    |
| Real estate taxes and insurance  | 50,924    | 45,362    | 45,046    |
| Utilities  | 26,774    | 24,122    | 22,002    |
| Landscaping  | 10,807    | 10,019    | 9,441     |
| Other operating  | 32,664    | 27,230    | 20,128    |
| Depreciation and amortization  | 115,605   | 103,088   | 95,078    |
| Total property operating expenses  | 307,121   | 275,466   | 252,640   |
| Acquisition expenses   | 3,319     | 2,512     | 950       |
| Property management expenses   | 20,700    | 18,035    | 17,220    |
| General and administrative expenses  | 18,123    | 12,354    | 11,320    |
| Income from continuing operations before non-operating items               | 99,729    | 89,638    | 92,235    |
| Interest and other non-property income                                     | 574       | 837       | 385       |
| Interest expense   | (58,612 ) | (55,895 ) | (56,994 ) |
| Loss on debt extinguishment  | (755 )    | -         | (140 )    |
| Amortization of deferred financing costs                                   | (2,902 )  | (2,627 )  | (2,374 )  |
| Asset impairment   | -         | (1,914 )  | -         |
| Net casualty (loss) gains and other settlement proceeds                    | (619 )    | 330       | 32        |
| Gain on sale of non-depreciable or non-real estate assets                  | 910       | -         | 15        |
| Gain on properties contributed to joint ventures                           | -         | 752       | -         |
| Income from continuing operations before                                   |           |           |           |
| loss from real estate joint ventures                                       | 38,325    | 31,121    | 33,159    |
| Loss from real estate joint ventures                                       | (593 )    | (1,149 )  | (816 )    |
| Income from continuing operations  | 37,732    | 29,972    | 32,343    |
| Discontinued operations:   |           |           |           |
| Income from discontinued operations before gain (loss) on sale             | 712       | 905       | 2,229     |
| Net casualty loss and other settlement proceeds in discontinued operations | (12 )     | -         | -         |
| Gain (loss) on sale of discontinued operations                             | 12,799    | (2 )      | 4,649     |
| Consolidated net income  | 51,231    | 30,875    | 39,221    |
| Net income attributable to noncontrolling interests                        | 2,410     | 1,114     | 2,010     |
| Net income attributable to MAA   | 48,821    | 29,761    | 37,211    |
| Preferred dividend distributions   | -         | 6,549     | 12,865    |
| Premiums and original issuance costs associated with the                   |           |           |           |

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|  |          |          |          |
|--|----------|----------|----------|
| redemption of preferred stock  | -        | 5,149    | -        |
| Net income available for common shareholders                           | \$48,821 | \$18,063 | \$24,346 |
| Earnings per common share - basic:                                     |          |          |          |
| Income from continuing operations<br>available for common shareholders | \$0.95   | \$0.54   | \$0.61   |
| Discontinued property operations                                       | 0.37     | 0.03     | 0.24     |
| Net income available for common shareholders                           | \$1.32   | \$0.57   | \$0.85   |
| Earnings per share - diluted:  |          |          |          |
| Income from continuing operations<br>available for common shareholders | \$0.97   | \$0.54   | \$0.61   |
| Discontinued property operations                                       | 0.34     | 0.02     | 0.24     |
| Net income available for common shareholders                           | \$1.31   | \$0.56   | \$0.85   |
| Dividends declared per common share                                    | \$2.5425 | \$2.4725 | \$2.4600 |

See accompanying notes to consolidated financial statements.

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## MAA

## Consolidated Statements of Comprehensive Income

Years ended December 31, 2011, 2010 and 2009

(Dollars in thousands)

|   | 2011     | 2010     | 2009     |
|---|----------|----------|----------|
| Consolidated net income   | \$51,231 | \$30,875 | \$39,221 |
| Other Comprehensive Income:   |          |          |          |
| Unrealized losses from the effective portion of derivative instruments  | (14,012) | (35,539) | (4,929)  |
| Reclassification adjustment for losses included in net income for the effective portion of derivative instruments | 27,639   | 34,021   | 31,888   |
| Total Comprehensive Income  | 64,858   | 29,357   | 66,180   |
| Less: comprehensive income attributable to noncontrolling interests   | (3,038 ) | (1,008 ) | (3,519 ) |
| Comprehensive income attributable to MAA  | \$61,820 | \$28,349 | \$62,661 |

*See accompanying notes to consolidated financial statements.*

MAA  
Consolidated Statements of Equity  
Years Ended December 31, 2011, 2010, and 2009  
(Dollars and shares in thousands, except per share data)

|  | Mid-America Apartment Communities, Inc. Shareholders |        |              |        |                                  |  |   |                            |                 |                     |
|--|--|--------|--------------|--------|----------------------------------|--|---|----------------------------|-----------------|---------------------|
|  | Preferred Stock                                      |        | Common Stock |        | Additional<br>Paid-In<br>Capital | Accumulated<br>Distributions<br>in Excess<br>of<br>Net<br>Income | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Noncontrolling<br>Interest | Total<br>Equity | Redeemable<br>Stock |
|  | Shares   | Amount | Shares       | Amount |                                  |  |   |                            |                 |                     |
| EQUITY<br>BALANCE<br>December 31,<br>2008  | 6,200  | \$62   | 28,176       | \$282  | \$954,127                        | \$(464,617)  | \$(72,885)  | \$25,648                   | \$442,617       | \$1,348,000         |
| Comprehensive<br>income:   |  |        |              |        |                                  |  |   |                            |                 |                     |
| Net income   |  |        |              |        |                                  | 37,211   |   | 2,010                      | 39,221          |                     |
| Other<br>comprehensive<br>income -<br>derivative<br>instruments<br>(cash flow<br>hedges) |  |        |              |        |                                  |  | 25,450  | 1,509                      | 26,959          |                     |
| Issuance and<br>registration of<br>common shares   |  |        | 789          | 8      | 33,694                           |  |   |                            | 33,702          | 35,000              |
| Shares<br>repurchased<br>and retired   |  |        | (27)         | -      | (964)                            |  |   |                            | (964)           |                     |
| Exercise of<br>stock options   |  |        | 2            | -      | 54                               |  |   |                            | 54              |                     |
| Shares issued in<br>exchange for<br>units  |  |        | 97           | -      | 1,132                            |  |   | (1,132)                    | -               |                     |
| Redeemable<br>stock fair<br>market value   |  |        |              |        |                                  | (646)  |   |                            | (646)           | 646                 |
| Adjustment for<br>Noncontrolling<br>Interest<br>Ownership in<br>operating<br>partnership |  |        |              |        |                                  | (693)  |   | 693                        | -               |                     |
|  |  |        |              |        | 1,292                            |  |   |                            | 1,292           |                     |

|  |       |      |        |       |           |             |            |          |           |       |
|--|-------|------|--------|-------|-----------|-------------|------------|----------|-----------|-------|
| Amortization of unearned compensation                                  |       |      |        |       |           |             |            |          |           |       |
| Dividends on common stock (\$2.4600 per share)                         |       |      |        |       |           | (70,076 )   | -          |          | (70,076 ) |       |
| Dividends on noncontrolling interest units (\$2.4600 per unit)         |       |      |        |       |           |             | (6,068 )   |          | (6,068 )  |       |
| Dividends on preferred stock   |       |      |        |       |           | (12,865 )   |            |          | (12,865 ) |       |
| <b>EQUITY</b>  |       |      |        |       |           |             |            |          |           |       |
| <b>BALANCE DECEMBER 31, 2009</b>                                       | 6,200 | \$62 | 29,037 | \$290 | \$988,642 | \$(510,993) | \$(47,435) | \$22,660 | \$453,226 | \$2,9 |
| Comprehensive income:  |       |      |        |       |           |             |            |          |           |       |
| Net income   |       |      |        |       |           | 29,761      |            | 1,114    | 30,875    |       |
| Other comprehensive income - derivative instruments (cash flow hedges) |       |      |        |       |           |             | (1,412 )   | (106 )   | (1,518 )  |       |
| Issuance and registration of common shares                             |       |      | 5,673  | 57    | 305,287   |             |            |          | 305,344   | 38    |
| Shares repurchased and retired   |       |      | (22 )  | -     | (1,175 )  |             |            |          | (1,175 )  |       |
| Exercise of stock options  |       |      | 7      | -     | 173       |             |            |          | 173       |       |
| Shares issued in exchange for units                                    |       |      | 114    | 1     | 1,266     |             |            | (1,266 ) | 1         |       |
| Shares reclassified to liabilities                                     |       |      | -      | -     | -         |             |            |          | -         | (2    |
| Redeemable stock fair market value                                     |       |      |        |       |           | (844 )      |            |          | (844 )    | 84    |
| Adjustment for Noncontrolling Interest                                 |       |      |        |       |           | (5,364 )    |            | 5,364    | -         |       |
| Ownership in operating partnership                                     |       |      |        |       |           |             |            |          |           |       |

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|  |         |      |        |       |             |             |            |          |           |       |
|--|---------|------|--------|-------|-------------|-------------|------------|----------|-----------|-------|
| Amortization of unearned compensation                                  |         |      |        |       | 3,005       |             |            |          | 3,005     |       |
| Dividends on common stock (\$2.4725 per share)                         |         |      |        |       |             | (81,247 )   | -          |          | (81,247 ) |       |
| Dividends on noncontrolling interest units (\$2.4725 per unit)         |         |      |        |       |             |             | (5,641 )   |          | (5,641 )  |       |
| Redemption of preferred stock  | (6,200) | (62) |        |       | (149,811 )  | (5,149 )    |            |          | (155,022) |       |
| Dividends on preferred stock   |         |      |        |       |             | (6,549 )    |            |          | (6,549 )  |       |
| <b>EQUITY</b>  |         |      |        |       |             |             |            |          |           |       |
| <b>BALANCE DECEMBER 31, 2010</b>                                       | -       | \$-  | 34,809 | \$348 | \$1,142,023 | \$(575,021) | \$(48,847) | \$22,125 | \$540,628 | \$3,7 |
| <b>Comprehensive income:</b>   |         |      |        |       |             |             |            |          |           |       |
| Net income   |         |      |        |       |             | 48,821      |            | 2,410    | 51,231    |       |
| Other comprehensive income - derivative instruments (cash flow hedges) |         |      |        |       |             |             | 12,999     | 628      | 13,627    |       |
| Issuance and registration of common shares                             |         |      | 3,856  | 38    | 235,296     |             |            |          | 235,334   | 49    |
| Shares repurchased and retired   |         |      | (41 )  | -     | (2,548 )    |             |            |          | (2,548 )  |       |
| Exercise of stock options  |         |      | 16     | -     | 407         |             |            |          | 407       |       |
| Shares issued in exchange for units                                    |         |      | 254    | 3     | 3,066       |             |            | (3,069 ) | -         |       |
| Shares reclassified to liabilities                                     |         |      | -      | -     | -           |             |            |          | -         | (1    |
| Redeemable stock fair market value                                     |         |      |        |       |             | 71          |            |          | 71        | (7    |
| Adjustment for Noncontrolling Interest Ownership in                    |         |      |        |       |             | (8,140 )    |            | 8,140    | -         |       |



|  |   |     |        |       |             |             |            |          |           |             |
|--|---|-----|--------|-------|-------------|-------------|------------|----------|-----------|-------------|
| operating partnership  |   |     |        |       |             |             |            |          |           |             |
| Amortization of unearned compensation                          |   |     |        | 5,519 |             |             |            |          | 5,519     |             |
| Dividends on common stock (\$2.5425 per share)                 |   |     |        |       | (95,704 )   |             | -          |          | (95,704 ) |             |
| Dividends on noncontrolling interest units (\$2.5425 per unit) |   |     |        |       |             |             | (5,103 )   |          | (5,103 )  |             |
| EQUITY   |   |     |        |       |             |             |            |          |           |             |
| BALANCE DECEMBER 31, 2011                                      | - | \$- | 38,894 | \$389 | \$1,375,623 | \$(621,833) | \$(35,848) | \$25,131 | \$743,462 | \$4,000,000 |

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## MAA

## Consolidated Statements of Cash Flows

Twelve Months Ended December 31, 2011, 2010 and 2009

(Dollars in thousands)

|   | 2011      | 2010      | 2009      |
|---|-----------|-----------|-----------|
| Cash flows from operating activities:   |           |           |           |
| Consolidated net income   | \$51,231  | \$30,875  | \$39,221  |
| Adjustments to reconcile net income to net cash provided by operating activities: |           |           |           |
| Depreciation and amortization   | 119,329   | 106,692   | 98,393    |
| Stock compensation expense  | 5,519     | 3,013     | 1,328     |
| Redeemable stock issued   | 494       | 387       | 351       |
| Amortization of debt premium  | (360 )    | (360 )    | (360 )    |
| Loss from investments in real estate joint ventures                               | 593       | 1,149     | 816       |
| Loss on debt extinguishment   | 755       | -         | 140       |
| Derivative interest expense   | 543       | 321       | 780       |
| Gain on sale of non-depreciable and non-real estate assets                        | (910 )    | -         | (15 )     |
| Loss (gain) on sale of discontinued operations                                    | (12,799 ) | 2         | (4,649 )  |
| Asset impairment  | -         | 1,914     | -         |
| Net casualty loss (gains) and other settlement proceeds                           | 619       | (330 )    | (32 )     |
| Gain on properties contributed to joint ventures                                  | -         | (752 )    | -         |
| Changes in assets and liabilities:  |           |           |           |
| Restricted cash   | 152       | (953 )    | (86 )     |
| Other assets  | (1,356 )  | (5,529 )  | 177       |
| Accounts payable  | 265       | 109       | 473       |
| Accrued expenses and other  | 8,596     | (649 )    | 3,861     |
| Security deposits   | (383 )    | (2,095 )  | (113 )    |
| Net cash provided by operating activities   | 172,288   | 133,794   | 140,285   |
| Cash flows from investing activities:   |           |           |           |
| Purchases of real estate and other assets   | (362,745) | (278,810) | (125,299) |
| Improvements to existing real estate assets                                       | (52,137 ) | (31,117 ) | (39,513 ) |
| Renovations to existing real estate assets  | (12,680 ) | (7,890 )  | (9,657 )  |
| Development   | (38,153 ) | (16,394 ) | (6,813 )  |
| Distributions from real estate joint ventures                                     | 1,402     | 1,735     | 120       |
| Contributions to real estate joint ventures                                       | (1,510 )  | (12,130 ) | (2,731 )  |
| Proceeds from disposition of real estate assets                                   | 23,663    | 90,335    | 29,932    |
| Net cash used in investing activities   | (442,160) | (254,271) | (153,961) |
| Cash flows from financing activities:   |           |           |           |
| Net change in credit lines  | (121,533) | (35,000 ) | 121,657   |
| Proceeds from notes payable   | 285,350   | 137,881   | -         |
| Principal payments on notes payable   | (13,895 ) | (1,924 )  | (44,757 ) |
| Payment of deferred financing costs   | (4,641 )  | (7,245 )  | (3,123 )  |
| Repurchase of common stock  | (2,548 )  | (1,175 )  | (964 )    |
| Proceeds from issuances of common shares  | 235,741   | 305,526   | 33,754    |
| Distributions to noncontrolling interests   | (5,199 )  | (5,684 )  | (6,128 )  |
| Dividends paid on common shares   | (92,028 ) | (77,135 ) | (69,505 ) |

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|  |          |            |           |
|--|----------|------------|-----------|
| Dividends paid on preferred shares                                     | -        | (7,622 )   | (12,865 ) |
| Redemption of preferred stock  | -        | (155,022)  | -         |
| Net cash provided by financing activities                              | 281,247  | 152,600    | 18,069    |
| Net increase in cash and cash equivalents                              | 11,375   | 32,123     | 4,393     |
| Cash and cash equivalents, beginning of period                         | 45,942   | 13,819     | 9,426     |
| Cash and cash equivalents, end of period                               | \$57,317 | \$45,942   | \$13,819  |
| Supplemental disclosure of cash flow information:                      |          |            |           |
| Interest paid  | \$59,655 | \$56,596   | \$55,579  |
| Supplemental disclosure of noncash investing and financing activities: |          |            |           |
| Conversion of units to shares of common stock                          | \$3,069  | \$1,266    | \$1,132   |
| Accrued construction in progress                                       | \$8,599  | \$3,139    | \$1,209   |
| Interest capitalized   | \$1,156  | \$66       | \$252     |
| Marked-to-market adjustment on derivative instruments                  | \$13,084 | \$(1,839 ) | \$26,179  |
| Reclassification of redeemable stock to liabilities                    | \$152    | \$272      | \$-       |

*See accompanying notes to consolidated financial statements.*

**MAA**

**Notes to Consolidated Financial Statements**

**Years ended December 31, 2011, 2010, and 2009**

**1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Organization and Formation of Mid-America Apartment Communities, Inc.**

Mid-America Apartment Communities, Inc., or MAA, is a self-administrated and self-managed real estate investment trust which owns, acquires and operates multifamily apartment communities mainly in the Sunbelt region of the United States. We owned and operated 160 apartment communities principally through our majority owned subsidiary, Mid-America Apartments, L.P., or the Operating Partnership, as of December 31, 2011. MAA also owned a 33.33% interest in two real estate joint ventures, Mid-America Multifamily Fund I, LLC, or Fund I, and Mid-America Multifamily Fund II, LLC, or Fund II, at December 31, 2011. Through these joint ventures MAA owned interest in an additional 7 communities as of December 31, 2011.

**Basis of Presentation and Principles of Consolidation**

The consolidated financial statements presented herein include the accounts of MAA, the Operating Partnership, and all other subsidiaries. MAA owns approximately 95% to 100% of all consolidated subsidiaries.

MAA uses the equity method of accounting for its investments in entities for which we exercise significant influence, but do not have the ability to exercise control. These entities are not variable interest entities. The factors considered in determining that MAA does not have the ability to exercise control included ownership of voting interests and participatory rights of investors.

All significant intercompany accounts and transactions have been eliminated in consolidation.

**Use of Estimates**

Management of MAA has made a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses to prepare these financial statements and notes in conformity with U.S. generally accepted accounting principles. Actual results could differ from those estimates.

### **Revenue Recognition**

MAA leases multifamily residential apartments under operating leases primarily with terms of one year or less. Rental revenues are recognized using a method that represents a straight-line basis over the term of the lease and other revenues are recorded when earned.

MAA records gains and losses on real estate sales in accordance with accounting standards governing the sale of real estate. For properties contributed to joint ventures, MAA records gains on the partial sale related to the outside partners' interest in the venture.

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## Rental Costs

Costs associated with rental activities, including advertising costs, are expensed as incurred. Advertising expenses were approximately \$8.7 million, \$7.2 million, and \$7.0 million for the years ended December 31, 2011, 2010, and 2009, respectively. Certain costs associated with the lease-up of development projects, including cost of model units, their furnishings, signs, and “grand openings” are capitalized and amortized over their respective estimated useful lives. All other costs relating to renting development projects are expensed as incurred.

## Earnings Per Share

In accordance with the provisions of accounting standards for earnings per share, basic earnings per share is computed by dividing net income attributable to common stockholders by the weighted average number of shares outstanding during the period. All outstanding unvested restricted share awards, which contain rights to non-forfeitable dividends, participate in undistributed earnings with common shareholders and, accordingly, are considered participating securities that are included in the two-class method of computing basic earnings per share. Both the unvested restricted shares and other potentially dilutive common shares, and the related impact to earnings, are considered when calculating earnings per share on a diluted basis with our diluted earnings per share being the more dilutive of the treasury stock or two class methods. Operating partnership units are included in dilutive earnings per share calculations when they are dilutive to earnings per share. For periods where we report a net loss available for common shareholders, the effect of dilutive shares is excluded from earnings per share calculations because including such shares would be anti-dilutive.

A reconciliation of the numerators and denominators of the basic and diluted earnings per share computations for the years ended December 31, 2011, 2010, and 2009 is presented below:

|  | For the twelve months ended |          |          |
|--|-----------------------------|----------|----------|
|  | December 31,                |          |          |
|  | 2011                        | 2010     | 2009     |
| <b>Shares Outstanding</b>  |                             |          |          |
| Weighted average common shares - basic   | 36,995                      | 31,856   | 28,341   |
| Weighted average partnership units outstanding                                   | 1,992                       | -        | (1)      |
| Effect of dilutive securities  | 99                          | 121      | 76       |
| Weighted average common shares - diluted   | 39,086                      | 31,977   | 28,417   |
| <b>Calculation of Earnings per Share - basic</b>                                 |                             |          |          |
| Net income available for common shareholders                                     | \$48,821                    | \$18,063 | \$24,346 |
| Net income allocated to unvested restricted shares                               | (58 )                       | (6 )     | (143 )   |
| Net income attributable to discontinued operations                               | (13,499)                    | (903 )   | (6,878 ) |
| Adjusted net income from continuing operations available for common shareholders | \$35,264                    | \$17,154 | \$17,325 |
| Weighted average common shares - basic   | 36,995                      | 31,856   | 28,341   |
| <b>Earnings per share - basic:</b>   |                             |          |          |
| Income from continuing operations available for common shareholders              | \$0.95                      | \$0.54   | \$0.61   |
| Discontinued property operations   | 0.37                        | 0.03     | 0.24     |
| Net income available for common shareholders                                     | \$1.32                      | \$0.57   | \$0.85   |
| <b>Calculation of Earnings per Share - diluted</b>                               |                             |          |          |
| Net income available for common shareholders                                     | \$48,821                    | \$18,063 | \$24,346 |
| Net income attributable to noncontrolling interests                              | 2,410                       | -        | (1)      |
| Net income allocated to unvested restricted shares                               | (58 )                       | (6 )     | (143 )   |
| Net income attributable to discontinued operations                               | (13,499)                    | (903 )   | (6,878 ) |
| Adjusted net income from continuing operations available for common shareholders | \$37,674                    | \$17,154 | \$17,325 |
| Weighted average common shares - diluted   | 39,086                      | 31,977   | 28,417   |
| <b>Earnings per share - diluted</b>  |                             |          |          |
| Income from continuing operations available for common shareholders              | \$0.97                      | \$0.54   | \$0.61   |
| Discontinued property operations   | 0.34                        | 0.02     | 0.24     |
| Net income available for common shareholders                                     | \$1.31                      | \$0.56   | \$0.85   |

(1) Operating partnership units are not included in dilutive earnings per share calculations for the twelve month periods ended December 31, 2010 and 2009, as they were not dilutive.

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### **Cash and Cash Equivalents**

MAA considers cash, investments in money market accounts, and certificates of deposit with original maturities of three months or less to be cash equivalents.

### **Restricted Cash**

Restricted cash consists of escrow deposits held by lenders for property taxes, insurance, debt service and replacement reserves.

### **Real Estate Assets and Depreciation and Amortization**

Real estate assets are carried at depreciated cost. Repairs and maintenance costs are expensed as incurred while significant improvements, renovations, and recurring capital replacements are capitalized. Recurring capital replacements typically include scheduled carpet replacement, new roofs, HVAC units, plumbing, concrete, masonry and other paving, pools and various exterior building improvements. In addition to these costs, we also capitalize salary costs directly identifiable with renovation work. These expenditures extend the useful life of the property and increase the property's fair market value. The cost of interior painting, vinyl flooring and blinds are expensed as incurred.

In conjunction with acquisitions of properties, MAA's policy is to provide in its acquisition budgets adequate funds to complete any deferred capital improvement items to bring the properties to the required standard, including the cost of replacement appliances, carpet, interior painting, vinyl flooring and blinds. These costs are capitalized.

Development projects and the related carrying costs, including interest, property taxes, insurance and allocated direct development salary cost during the construction period, are capitalized and reported in the accompanying balance sheets as "construction in progress" during the construction period. Interest is capitalized in accordance with accounting standards governing the capitalization of interest. Upon completion and certification for occupancy of individual units within a development, amounts representing the completed unit's portion of total estimated development costs for the project are transferred to land, buildings, and furniture, fixtures and equipment as real estate held for investment. Capitalization of interest, property taxes, insurance and allocated direct development salary costs cease upon the transfer. The assets are depreciated over their estimated useful lives. Total interest capitalized during 2011, 2010 and 2009 was approximately \$1,156,000, \$66,000, and \$252,000, respectively.

Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets which range from 8 to 40 years for land improvements and buildings and 5 years for furniture, fixtures and equipment and 3 to 5 years for computers and software.

### **Acquisition of Real Estate Assets**

In accordance with accounting standards for business combinations, the fair value of the real estate acquired is allocated to the acquired tangible assets, consisting of land, building, furniture, fixtures and equipment, and identified intangible assets, consisting of the value of in-place leases.

MAA allocates the purchase price to the fair value of the tangible assets of an acquired property (which includes the land, building, and furniture, fixtures, and equipment) determined by valuing the property as if it were vacant, based on management's determination of the relative fair values of these assets. Management determines the as-if-vacant fair value of a property using methods similar to those used by independent appraisers. These methods include using stabilized net operating income, or NOI, and market specific capitalization and discount rates.

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In allocating the fair value of identified intangible assets of an acquired property, the in-place leases are valued based on current rent rates and time and cost to lease a unit. Management concluded that the leases acquired on each of its property acquisitions are approximately at market rates since the lease terms generally do not extend beyond one year.

The fair value of the in-place leases and resident relationships is then amortized over six months, the estimated remaining term of the resident leases. The amount of these resident lease intangibles included in Other assets totaled \$1.8 million, \$1.8 million, and \$1.7 million as of December 31, 2011, 2010, and 2009, respectively. The amortization recorded as depreciation and amortization expense was \$3.5 million, \$3.0 million, and \$1.7 million for the years ended December 31, 2011, 2010, and 2009, respectively, with accumulated amortization totaling \$0.7 million, \$1.0 million, and \$0.3 million as of December 31, 2011, 2010 and 2009, respectively.

#### Impairment of Long-lived Assets, including Goodwill

MAA accounts for long-lived assets in accordance with the provisions of accounting standards for the impairment or disposal of long-lived assets and evaluates goodwill for impairment under accounting standards for goodwill and other intangible assets. MAA makes these evaluations for impairment on at least an annual basis, or more frequently if an impairment indicator is identified. MAA periodically evaluates its long-lived assets, including its investments in real estate and goodwill, for indicators that would suggest that the carrying amount of the assets may not be recoverable. The judgments regarding the existence of such indicators are based on factors such as operating performance, market conditions, and legal factors.

Long-lived assets, such as real estate assets, and equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of are separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale are presented separately in the appropriate asset and liability sections of the balance sheet.

During the year ended December 31, 2010, we received an offer to purchase our 276-unit Cedar Mill apartment community. As a result of the offer received and management's reconsideration of its long-term intentions related to this property, MAA determined that an impairment indicator existed. As the estimated undiscounted future cash flows were no longer sufficient to recover the asset carrying amount, we recorded an impairment charge of \$1,914,000 during the year ended December 31, 2010 to adjust the asset carrying value to estimated fair value. The operations of

the Cedar Mill community are included in our secondary market same store operating segment.

Goodwill is tested annually for impairment, and is tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount exceeds the implied fair value of the goodwill. This determination is made at the reporting unit level and consists of two steps. First, MAA determines the fair value of a reporting unit and compares it to its carrying amount. In the apartment industry, the primary method used for determining fair value is to divide annual operating cash flows by an appropriate capitalization rate. MAA determines the appropriate capitalization rate by reviewing the prevailing rates in a property's market or submarket. Second, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation, in accordance with accounting standards for business combinations. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill. There has been no impairment of goodwill in the three year period ended December 31, 2011.

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### **Land Held for Future Development**

Real estate held for future development are sites intended for future multifamily developments and are carried at the lower of cost or fair value in accordance with GAAP.

### **Investment in Real Estate Joint Ventures**

MAA's investments in our unconsolidated real estate joint ventures are recorded using the equity method as we are able to exert significant influence, but do not have a controlling interest in the joint venture.

### **Deferred Financing Costs**

Deferred financing costs are amortized over the terms of the related debt using a method which approximates the interest method.

### **Other Assets**

Other assets consist of deferred rental concessions which are recognized on a straight line basis over the life of the leases, receivables and deposits from residents, value of derivative contracts and other prepaid expenses including prepaid insurance and prepaid interest.

### **Accrued Expenses and Other Liabilities**

Accrued expenses consist of accrued dividend payable, accrued real estate taxes, accrued interest payable, other accrued expenses payable, and unearned income. Significant accruals included accrued dividend payable of \$27.0 million and \$23.4 million at December 31, 2011 and 2010, respectively and accrued real estate taxes of \$25.4 million and \$19.9 million at December 31, 2011 and 2010, respectively.

### **Out of Period Adjustment**

In the twelve months ended December 31, 2011, we recorded a \$1.8 million non-cash adjustment to general and administrative expenses related to restricted stock grants issued to certain employees. This adjustment was made during the second quarter of 2011. This error correction represents a cumulative adjustment for the 3.5 year period ended June 30, 2011, required by Accounting Standards Codification, or ASC, 718 to record expense under certain of our restricted stock grant based incentive plans using liability accounting rather than treating these grants as equity awards. We deemed the out of period portion of this adjustment to be immaterial to all periods presented. Liability accounting was required as a result of a past practice by MAA which allowed participants to sell shares of vested restricted stock back to MAA in excess of the amount required to cover the participant's taxes upon vesting of the shares. This practice was discontinued after the end of the second quarter.

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## Reclassifications

In order to present comparative financial statements, certain reclassifications have been made. These classifications are the result of presenting the fair market value of leases and related accumulated amortization from buildings and improvements into intangible assets, which are recorded in Other Assets on the balance sheets.

## Recent Accounting Pronouncements

In June 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*. This ASU allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of equity. The amendments do not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. ASU 2011-05 will be applied retrospectively. The amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, but allows for early adoption. We adopted ASU 2011-05 for the Annual Report for fiscal year 2011, and this changes the presentation of our financial statements but not our consolidated financial condition or results of operations taken as a whole.

In November 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-12, *Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05*. This ASU supersedes certain paragraphs in ASU 2011-05 addressing reclassification adjustments out of accumulated other comprehensive income. The effective dates and expected changes to our presentation are the same as noted in ASU 2011-05 above.

In May 2011, the FASB issued Accounting Standards Update (ASU) No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The amendments change the wording, mainly for clarification, used to describe many of the requirements in U.S. GAAP for measuring fair value and for disclosing information about fair value measurements. For many of the requirements, the Board does not intend for the amendments in this update to result in a change in the application of the requirements in Topic 820. The amendments in this ASU are to be applied prospectively. The amendments are effective during interim and annual periods beginning after December 15, 2011. We will adopt ASU 2011-04 in the interim and annual periods of fiscal year 2012. The adoption of ASU 2011-04 will not have a material impact on our

consolidated financial condition or results of operations taken as a whole.

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## 2. STOCK BASED COMPENSATION

In accordance with accounting standards governing stock based compensation MAA measures the amount of compensation cost based on the grant-date fair value of the equity or the liability instruments issued, and remeasures liability awards at each reporting period. Compensation cost is recognized over the period that an employee provides service in exchange for the award.

### Incentive Plans Overview and Summary

MAA's stock compensation plans consist of an employee stock purchase plan and a number of incentives provided to attract and retain independent directors, executive officers and key employees. Incentives are currently granted under the 2004 Stock Plan which was approved at the May 24, 2004 Annual Meeting of Shareholders. This plan replaced the 1994 Restricted Stock and Stock Option Plan (collectively, the "Plans") under which no further awards may be granted as of January 31, 2004. The 1994 Restricted Stock and Stock Option Plan allowed for the grant of restricted stock and stock options up to a total of 2.4 million shares. The 2004 Stock Plan allows for the grant of restricted stock and stock options up to a total of 500,000 shares. MAA believes that such awards better align the interests of our employees with those of our shareholders.

In general, restricted stock is earned based on either a service condition, performance condition, or a market condition, or a combination thereof, and vest ratably over multiple periods. Service based awards are earned when the employee remains employed over the requisite service period. Service based awards are expensed over the vesting period on a straight line basis adjusted for expected and actual forfeitures. If a market condition affects a service based vesting period, the award is expensed using the accelerated amortization method. Performance based awards are earned when MAA reaches certain operational goals such as EPS or FFO targets. Performance based awards are expensed over the requisite service period on a graded basis based on grant date fair value and a probability analysis on the likelihood of reaching stated targets. It is also adjusted for expected forfeitures, actual forfeitures, and assessment of the probability of reaching performance targets each reporting period. Market based awards are earned when MAA reaches a specified stock price or specified return on the stock price (price appreciation plus dividends). Market based awards are expensed over the vesting period on a graded basis calculated with a Monte Carlo simulation adjusted for forfeitures. Awards that allow employees to sell shares of vested restricted stock back to MAA in excess of the amount required to cover the participant's taxes upon vesting of the shares require liability accounting and are marked to market each reporting period. Awards that do not allow for share repurchases are classified as equity and are generally valued based on grant date fair value and are not adjusted to market each reporting period.

Total compensation costs under the Plans were approximately \$5,522,000, \$3,033,000 and \$1,314,000 for the years ended December 31, 2011, 2010 and 2009, respectively. As of December 31, 2011, the total unrecognized compensation cost related to the Plans was approximately \$1,557,000. This cost is expected to be recognized over the

remaining weighted average period of 0.6 years. Total cash paid for the settlement of plan shares totaled \$1,604,000, \$321,000, \$466,000 for the years ended December 31, 2011, 2010, and 2009 respectively. Information concerning specific grants under the Plans is listed below.

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## Employee Stock Purchase Plan

The Mid-America Apartment Communities, Inc. Employee Stock Purchase Plan, or ESPP, provides a means for employees to purchase common stock of MAA at a discounted price. The Board of Directors has authorized the issuance of 150,000 shares for the plan. The ESPP is administered by the Compensation Committee of the Board of Directors who may annually grant options to employees to purchase up to an aggregate of 15,000 shares of common stock at a price equal to 85% of the market price of the common stock. Shares are purchased semi-annually on June 30 and December 31. The plan determines the purchase price using one of three measurement formulas based on the market activity during the measurement period. The variability caused by the combination of varying number of participants, market price fluctuations and potential changes in formula used each measurement period makes it not possible to reasonably estimate fair value at the grant date. During the years ended December 31, 2011, 2010 and 2009, 5,732 shares, 5,279 shares and 6,427 shares, respectively, were purchased through the ESPP. The plan does not meet the criteria to be a noncompensatory plan and therefore compensation cost of approximately \$59,000, \$44,000, and \$38,000 was recognized for the years ended December 31, 2011, 2010 and 2009, respectively.

## Options

All option awards made under the Plans have been granted with the exercise price equal to the market price on the date of grant. The options vest over five years of continuous service at a rate of 10%, 10%, 20%, 30% and 30%, and expire 10 years from grant date. MAA issues new shares when options are exercised. Dividends are not paid on unexercised options.

The fair value of each option award is estimated on the grant date using the Black-Scholes method. Volatility is based on the historical volatility of MAA's common stock. Expected life of the option is estimated using historical data to estimate option exercise and employee termination. MAA uses a U.S. constant-maturity Treasury close to the same expected life of the option to represent the risk-free rate. Turnover is based on the historical rate at which options are exercised. MAA uses its current dividend yield at the time of grant to estimate the dividend yield over the life of the option. No options were granted during 2011, 2010 or 2009.

A summary of option activity under the Plans as of December 31, 2011, and the changes during the year then ended follows:

Weighted-  
Average  
Exercise

| Options                          | Shares   | Price    |
|----------------------------------|----------|----------|
| Outstanding at January 1, 2011   | 15,957   | \$ 25.49 |
| Granted                          | -        | -        |
| Exercised                        | (15,957) | 25.49    |
| Forfeited/Expired                | -        | -        |
| Outstanding at December 31, 2011 | -        | \$ -     |
| Exercisable at December 31, 2011 | -        | \$ -     |

The total intrinsic value of options exercised during the year ended December 31, 2011, was approximately \$714,000. Cash received from the exercise of options for the year ended December 31, 2011, was approximately \$407,000.

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**Executive 2000 Restricted Stock Plan**

In 2000, MAA issued 10,750 restricted shares of common stock to executive officers with a grant date fair value of \$22.1875 per share. The grant date fair value was determined by the closing trading price of MAA's shares on the day prior to the date of the grant. These shares vested 10% each over ten years through 2010.

There were no changes in nonvested shares for the year ended December 31, 2011. As of December 31, 2011, there were no nonvested shares granted and no unrecognized compensation cost. The total fair value of shares vesting during the years ended December 31, 2011, 2010 and 2009, was approximately \$0, \$24,000 and \$24,000, respectively.

**Key Management 2002 Restricted Stock Plan**

In 2002, MAA issued 97,881 restricted shares of common stock to key managers and executive officers with a grant date fair value of \$25.65 per share. The grant date fair value was determined by the closing trading price of MAA's shares on the day prior to the date of the grant. As a result of three managers leaving the employment of MAA, as of December 31, 2011, only 81,916 shares remain issued. These shares vest 20% on March 31 of each year for five consecutive years beginning in 2008. Recipients receive dividend payments on the shares of restricted stock prior to vesting. This plan was modified on August 2, 2011 recategorizing 7,316 of the shares previously categorized as a liability to equity due to the discontinuation of a practice allowing participants to sell shares of vested restricted stock back to MAA in excess of the amount required to cover the participant's taxes upon vesting of the shares. No other plan terms were changed. The new grant date fair value for these shares is \$69.37 per share. The grant date fair value was determined by the closing trading price of MAA's shares on the modification date. All remaining shares were earned and issued by the modification date and therefore the valuation was calculated on issued plan shares adjusted for forfeitures based on the historical experience for turnover by the key managers and executive officers. No additional compensation cost was recognized as a result of this modification.

A summary of the status of the Key Management 2002 Restricted Stock nonvested shares as of December 31, 2011, and the changes for the year ended December 31, 2011, is presented below:

|                              | Shares   | Weighted<br>Average<br><b>Fair<br/>Value</b> <sup>(1)</sup> |
|------------------------------|----------|---|
| Nonvested Shares             |          |   |
| Nonvested at January 1, 2011 | 32,760   | \$ 42.55  |
| Granted                      | -        |   |
| Vested                       | (16,381) | 42.86   |

|                                |        |          |
|--------------------------------|--------|----------|
| Forfeited                      | -      |          |
| Nonvested at December 31, 2011 | 16,379 | \$ 45.17 |

<sup>(1)</sup> Grant date fair value for equity shares and closing trading price on respective dates for liability shares.

As of December 31, 2011, there was approximately \$36,000 of total unrecognized compensation cost related to nonvested shares granted. This cost is expected to be recognized over the remaining weighted average period of 0.1 year. The total fair value of equity shares vesting plus the settlement of liabilities during the years ended December 31, 2011, 2010 and 2009 was approximately \$702,000, \$611,000 and \$458,000, respectively.

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### Director Restricted Stock Plan

Non-employee Directors elected to the Board of Directors receive an annual grant of restricted shares of common stock. The annual grants were equivalent to \$30,000 per non-employee Director in 2009, \$40,000 per non-employee Director in 2010 and \$50,000 per non-employee Director in 2011. Directors have the right to receive their grants either in restricted shares of common stock of MAA that will vest after one year of service on the Board of Directors or have them issued into a deferred compensation plan.

A summary of the status of the Director Restricted Stock nonvested restricted shares of common stock as of December 31, 2011, and the changes for the year ended December 31, 2011, are presented below:

|                                |         | Weighted<br>Average<br>Grant-Date<br>Fair Value |
|--------------------------------|---------|---|
| Nonvested Shares               | Shares  |   |
| Nonvested at January 1, 2011   | 3,590   | \$ 55.67  |
| Granted                        | 2,976   | 67.16   |
| Vested                         | (3,590) | 55.67   |
| Forfeited                      | -       | -   |
| Nonvested at December 31, 2011 | 2,976   | \$ 67.16  |

As of December 31, 2011, there was approximately \$80,000 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted. This cost is expected to be recognized over the remaining weighted average period of 0.2 years. The total fair value of shares vesting during the years ended December 31, 2011, 2010 and 2009, was approximately \$200,000, \$120,000 and \$140,000, respectively.

### Key Management 2005 Restricted Stock Plan

In 2005, the Board of Directors adopted the 2005 Key Management Restricted Stock Plan, or the 2005 Plan, a long-term market based incentive program for key managers and executive officers. The 2005 Plan granted shares of restricted stock based on a sliding scale of total shareholder return over three 12-month periods ending in 2006, 2007 and 2008. Any restricted stock earned vested 100% three years after the date of the restricted stock issuance. There was no automatic vesting of the shares. Based on MAA's performance from July 1, 2005, through June 30, 2006, 25,034 restricted shares of common stock were issued to key managers and executive officers on June 30, 2006. No shares of restricted stock were issued in 2007 or 2008. As of January 1, 2011, all remaining shares were issued and

vested under this plan.

The fair value of the stock award was estimated on the grant date using a Monte Carlo simulation with the assumptions noted in the following table. Volatility is based on the historical volatility of MAA's common stock. The expected term of the 2005 Plan was based on the criteria for the plan and the expected life of the awards. MAA uses a U.S. constant-maturity Treasury with the same term as the expected term of the 2005 Plan to represent the risk-free rate. Turnover is based on the historical experience for the key managers and executive officers. MAA used its current dividend yield at the time of grant to estimate the dividend yield over the life of the plan.

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|                        |        |
|------------------------|--------|
| Volatility             | 17.10% |
| Expected life in years | 3      |
| Risk-free rate         | 3.77%  |
| Dividend yield         | 5.20%  |

As of December 31, 2011, there was no unrecognized compensation cost related to nonvested share-based compensation arrangements granted. No shares vested or settled during the years ended December 31, 2011 or 2010 under this plan. The total fair value of the settlement of liabilities during the year ended December 31, 2009 was approximately \$996,000.

#### **Long-Term Market Based Incentive Plan for Executive Officers**

The Compensation Committee, by authorization of the Board of Directors of MAA, submitted the Long-Term Market Based Incentive Plan for Executive Officers, or Long-Term Plan, which was approved by shareholders on June 2, 2003. The Long-Term Plan allowed executive management to earn market performance units that converted into restricted shares of common stock based on achieving defined total shareholder investment performance levels. Based on MAA's performance from January 1, 2003, through December 31, 2005, 74,895 restricted shares of common stock were issued to executive management on March 14, 2006. While these restricted shares of common stock were entitled to dividend payments, they were not transferable and did not have voting privileges until they vested. Dependent upon the executive officer's continued employment with MAA, these restricted shares of common stock vested 20% annually from 2006 through 2010.

The fair value of the stock award was estimated on the grant date using a Monte Carlo simulation with the assumptions noted in the following table. Volatility was based on the historical volatility of MAA's common stock. The expected term of the Long-Term Plan was based on the criteria for the plan and the expected life of the awards. MAA uses a U.S. constant-maturity Treasury for the same term as the expected term of the Long-Term Plan to represent the risk-free rate. Turnover is based on the historical experience for executive officers. MAA uses its current dividend yield at the time of grant to estimate the dividend yield over the life of the plan.

|                        |       |
|------------------------|-------|
| Volatility             | 6.38% |
| Expected life in years | 3     |
| Risk-free rate         | 1.99% |
| Dividend yield         | 9.60% |

There was no compensation cost related to the Long-Term Plan for the year ended December 31, 2011. As of December 31, 2011, there were no nonvested share-based compensation arrangements granted and no unrecognized compensation cost. The total fair value of shares vesting during the years ended December 31, 2011, 2010 and 2009, was approximately \$0, \$66,000 and \$66,000, respectively.

### **Key Management 2008 Restricted Stock Plan**

In 2008, the Board of Directors adopted the 2008 Key Management Restricted Stock Plan, or the 2008 Plan, a long-term incentive program for key managers and executive officers. The 2008 Plan consists of both an annual and three year program. Under the annual program participants can earn both service and market based shares of restricted stock. The service based shares are awarded at the beginning of the 2008 Plan with the timing of vesting dependent on employment and total shareholder return performance. The earning of restricted shares under the market based program is based on employment and total shareholder return performance. No shares were earned through the annual market program. Participation in the three year program is limited to the executive officers and awards shares of restricted stock based upon both MAA's total shareholder return performance over a three year period and that performance in relation to that of MAA's peers. Any shares earned through the three year program will be issued on January 3, 2012 and will vest 25% annually beginning on January 1, 2013. Recipients will receive dividend payments on any restricted shares of common stock earned and issued during the restriction periods. On July 1, 2008, MAA issued 15,920 restricted shares of common stock under the annual service based program of the 2008 Plan. As a result of three managers leaving the employment of MAA, as of December 31, 2011, 523 shares have been forfeited and 473 shares early vested. On January 3, 2012, MAA issued 17,343 restricted shares of common stock under the three year program of the 2008 Plan.

The fair value of the stock award was estimated on the grant date using a multifactor Monte Carlo simulation. The valuation used an interest rate term structure as of July 1, 2008 based on a zero coupon risk-free rate to represent the risk-free rate for the simulation which varied between 1.95% for 0.25 years to 3.24% for 4.00 years. The dividend yield assumption was 4.669% and was based on the closing stock price of \$52.69 on July 1, 2008. Volatility for MAA and our peers was obtained by using a blend of both historical and implied volatility calculations. Historical volatility was based on the standard deviation of daily total continuous returns and implied volatility was based on the trailing month average of interpolating between the volatilities implied by stock call option contracts that were closest to the terms and closest to the money. Volatility for MAA was 34.87% for year 1, 30.92% for year 2, 29.63% for year 3, and 28.61% for year 4. Volatilities for our peers ranged from 25.05% to 49.94%. The requisite service period of the 2008 Plan is based on the criteria for the separate programs and is 5.5 years for the annual service based program, 2.5 years for the annual market based program and 7.5 years for the three-year program. Turnover is based on the historical experience for the key managers and executive officers.

This plan was modified on August 2, 2011 recategorizing 6,374 of the shares previously categorized as a liability to equity due to the discontinuation of a practice allowing participants to sell shares of vested restricted stock back to MAA in excess of the amount required to cover the participant's taxes upon vesting of the shares. No other plan terms were changed. The new grant date fair value for these shares is \$69.37 per share. The grant date fair value was determined by the closing trading price of MAA's shares on the modification date as all market conditions had been determined at such time. The measurement period was completed and all earned shares were issued by the modification date and the valuation was calculated on issued plan shares adjusted for forfeitures based on the historical experience for turnover by the key managers and executive officers. No additional compensation cost was recognized as a result of this modification.



|                                |          | Weighted<br>Average<br><b>Fair<br/>Value</b> <sup>(1)</sup> |
|--------------------------------|----------|---|
| Nonvested Shares               | Shares   |   |
| Nonvested at January 1, 2011   | 15,298   | \$ 59.62  |
| Granted                        | -        |   |
| Vested                         | (3,835 ) | 59.93   |
| Forfeited                      | (374 )   | 62.24   |
| Nonvested at December 31, 2011 | 11,089   | \$ 63.20  |

<sup>(1)</sup> Grant date fair value for equity shares and closing trading price on respective dates for liability shares.

As of December 31, 2011, there was approximately \$505,000 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted. The \$505,000 unrecognized cost will be recognized accordingly over the remaining weighted average period of 1.1 years. The total fair value of equity shares vesting plus the settlement of liabilities during the year ended December 31, 2011 was approximately \$230,000. No shares vested or were settled during the years ended December 31, 2010 or 2009.

### **Key Management 2010 Restricted Stock Plan**

In 2010, the Board of Directors adopted the 2010 Key Management Restricted Stock Plan, or the 2010 Plan, a long-term incentive program for key managers and executive officers. Under the 2010 Plan participants can earn both service and market based shares of restricted stock. The service based shares are awarded at the beginning of the 2010 Plan with the timing of vesting dependent on employment and total shareholder return performance. The earning of restricted shares under the market program is based on employment and total shareholder return performance. Recipients will receive dividend payments on any shares of restricted stock earned and issued during the restriction periods. On March 23, 2010, MAA issued 18,171 shares of restricted stock under the service based program of the 2010 Plan. As a result of a manager leaving the employment of MAA, as of December 31, 2011, only 17,885 shares remain issued. On January 3, 2011, MAA issued 37,002 shares of restricted stock under the market program of the 2010 Plan. All shares, including service shares, vest 50% annually beginning on January 1, 2011. As a result of a manager leaving the employment of MAA, as of December 31, 2011, only 36,430 shares remain issued.

The fair value of the stock award was estimated on the grant date using a Monte Carlo simulation. The valuation used an interest rate term structure as of March 23, 2010 based on a zero coupon risk-free rate to represent the risk-free rate for the simulation which varied between 0.14% for 0.25 years to 0.41% for 1.00 year. The dividend yield assumption was 4.52% and was based on the closing stock price of \$54.38 on March 23, 2010. Volatility for MAA was obtained by using a blend of both historical and implied volatility calculations. Historical volatility was based on the standard deviation of daily total continuous returns and implied volatility was based on the trailing month average of interpolating between the volatilities implied by stock call option contracts that were closest to the terms and closest to

the money. Volatility for MAA was 24.12% for 0.50 years, 27.14% for 0.75 years and 35.65% for 1.00 year. The requisite service period of the 2010 Plan is based on the criteria for the separate programs and is 1.79 years for the service and market based programs. Turnover is based on the historical experience for the key managers and executive officers.

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This plan was modified on August 2, 2011 recategorizing 18,720 of the shares previously categorized as a liability to equity due to the discontinuation of a practice allowing participants to sell shares of vested restricted stock back to MAA in excess of the amount required to cover the participant's taxes upon vesting of the shares. No other plan terms were changed. The new grant date fair value of these shares is \$69.37 per share. The grant date fair value was determined by the closing trading price of MAA's shares on the modification date. The measurement period was completed and all earned shares were issued by the modification date and the valuation was calculated on issued plan shares adjusted for forfeitures based on the historical experience for turnover by the key managers and executive officers. No additional compensation cost was recognized as a result of this modification.

| Nonvested Shares               | Shares   | Weighted<br>Average<br><b>Fair<br/>Value</b> <sup>(1)</sup> |
|--------------------------------|----------|---|
| Nonvested at January 1, 2011   | 18,171   | \$ 60.82  |
| Granted                        | 37,002   | 61.20   |
| Vested                         | (27,603) | 61.18   |
| Forfeited                      | (858 )   | 62.24   |
| Nonvested at December 31, 2011 | 26,712   | \$ 64.88  |

<sup>(1)</sup> Grant date fair value for equity shares and closing trading price on respective dates for liability shares.

As of December 31, 2011, there was no unrecognized compensation cost related to nonvested share-based compensation arrangements granted. The total fair value of equity shares vesting plus the settlement of liabilities during the year ended December 31, 2011 was approximately \$1,689,000. No shares vested during the years ended December 31, 2010 or 2009.

### **2010 Executive Restricted Stock Plan**

In 2010, The Board of Directors of MAA approved a restricted stock grant for certain members of executive management. On March 23, 2010, MAA issued 2,710 shares of restricted common stock to those executive officers with a grant date fair value of \$54.38 per share. The grant date fair value was determined by the closing trading price of MAA's shares on the date of the grant. These shares vest 1/3<sup>d</sup> annually beginning on March 23, 2011. Recipients receive dividend payments on the shares of restricted stock prior to vesting.

A summary of the status of the 2010 Executive Restricted Stock nonvested shares as of December 31, 2011, and the changes for the year ended December 31, 2011, is presented below:

| Nonvested Shares               | Shares | Weighted<br>Average<br>Grant-Date<br>Fair Value |
|--------------------------------|--------|---|
| Nonvested at January 1, 2011   | 2,710  | \$ 54.38  |
| Granted                        | -      |   |
| Vested                         | (904 ) | 54.38   |
| Forfeited                      | -      |   |
| Nonvested at December 31, 2011 | 1,806  | \$ 54.38  |

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As of December 31, 2011, there was approximately \$42,000 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted. This cost is expected to be recognized over the remaining weighted average period of 0.6 years. The total fair value of shares vesting during the year ended December 31, 2011 was approximately \$49,000. No shares vested during the year ended December 31, 2010.

### **Key Management 2011 Restricted Stock Plan**

In 2011, the Board of Directors adopted the 2011 Key Management Restricted Stock Plan, or the 2011 Plan, a long-term incentive program for key managers and executive officers. Under the 2011 Plan participants can earn both performance and market based shares of restricted stock. The earning of restricted shares under the performance program is based on employment and relative FFO per share performance. Any performance shares earned will be issued on March 1, 2012 and will vest 50% annually beginning on March 1, 2012. The earning of restricted shares under the market program is based on employment and both absolute and relative total shareholder return performance. Any market shares earned will be issued on March 1, 2012 and will vest 50% annually beginning on March 1, 2012. Recipients will receive dividend payments on any shares of restricted stock earned and issued during the restriction periods.

The fair value of the performance based stock award was estimated using the grant date stock price of \$63.96 and the probability of MAA reaching the plan's FFO targets. The fair value of the market based stock award was estimated on the grant date using a Monte Carlo simulation. The valuation used an interest rate term structure as of January 3, 2011 based on a zero coupon risk-free rate to represent the risk-free rate for the simulation which varied between 0.13% for 0.25 years to 0.28% for 1.00 year. The dividend yield assumption was 3.92% for MAA and was based on the closing stock price of \$63.96 on January 3, 2011. Volatility for MAA was obtained by using a blend of both historical and implied volatility calculations. Historical volatility was based on the standard deviation of daily total continuous returns and implied volatility was based on the trailing month average of interpolating between the volatilities implied by stock call option contracts that were closest to the terms and closest to the money. Volatility for MAA was 22.56% for six months, 24.14% for nine months and 23.46% for twelve months. The requisite service period of the 2011 Plan is based on the criteria for the separate programs and is 2.2 years. Turnover is based on the historical experience for the key managers and executive officers.

This plan was modified on August 2, 2011 recategorizing shares for 52 participants previously categorized as a liability to equity due to the discontinuation of a practice allowing participants to sell shares of vested restricted stock back to MAA in excess of the amount required to cover the participant's taxes upon vesting of the shares. No other plan terms were changed. The new grant date fair value is \$69.37 per share. The grant date fair value was determined by the closing trading price of MAA's shares on the modification date. The fair value of the modified performance based award was estimated using the grant date stock price of \$69.37 and the probability of MAA reaching the plan's FFO targets. The fair value of the modified market based award was estimated on the grant date using a Monte Carlo simulation. The valuation used an interest rate term structure as of August 2, 2011 based on a zero coupon risk-free

rate to represent the risk-free rate for the simulation which varied between 0.06% for 0.25 years to 0.16% for 1.00 year. The dividend yield assumption was 3.618% for MAA and was based on the closing stock price of \$69.37 on August 2, 2011. Volatility for MAA was obtained by using a blend of both historical and implied volatility calculations. Historical volatility was based on the standard deviation of daily total continuous returns and implied volatility was based on the trailing month average of interpolating between the volatilities implied by stock call option contracts that were closest to the terms and closest to the money. Volatility for MAA was 18.47% for six months, 18.16% for nine months and 18.71% for twelve months. The requisite service period of the modified 2011 Plan is based on the criteria for the separate programs and is 1.6 years. Turnover is based on the historical experience for the key managers and executive officers. No additional compensation cost was recognized as a result of this modification.

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As of December 31, 2011, there was approximately \$891,000 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted. MAA's policy is to recognize compensation cost over the requisite service period for each portion of an award which contains a market or performance condition. The \$891,000 unrecognized cost will be recognized accordingly over the remaining weighted average period of 0.4 years. No equity shares vested and no liabilities settled during the year ended December 31, 2011.

### **3. REAL ESTATE JOINT VENTURES**

In 2007, MAA entered into a joint venture, Mid-America Multifamily Fund I, LLC, or Fund I, with institutional capital in which we own a 33.33% interest. In 2008, Fund I acquired two properties with a combined total of 626 units. MAA does not expect to make further investments through Fund I.

In 2009, MAA entered into a joint venture, Mid-America Multifamily Fund II, LLC, or Fund II, with institutional capital in which we also own a 33.33% interest. As of December 31, 2011, Fund II had acquired five properties with a combined total of 1,635 units.

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The income, contributions, distributions and ending investment balances related to MAA's joint ventures consisted of the following for the years ended December 31, 2011, 2010, and 2009 (dollars in thousands):

|   | 2011     |          |            |
|---|----------|----------|------------|
|   | Fund I   | Fund II  | Total      |
| Joint venture loss                              | \$(419 ) | \$(188 ) | \$(607 )   |
| Gain on joint venture asset dispositions        |          | 14       | 14         |
| Management fee income                           | 275      | 742      | 1,017      |
| Asset and acquisition fees                      | 231      | 322      | 553        |
| Incentive fee income                            | -        | -        | -          |
|   |          |          | -          |
| Contributions to joint venture                  | (85 )    | (1,425 ) | (1,510 )   |
| Distributions from joint venture                | 164      | 1,238    | 1,402      |
|   |          |          | -          |
| Investment in at December 31                    | 5,249    | 11,757   | 17,006     |
| Advances to at December 31                      | -        | -        | -          |
|   |          |          |            |
|   | 2010     |          |            |
|   | Fund I   | Fund II  | Total      |
| Joint venture loss                              | \$(555 ) | \$(594 ) | \$(1,149 ) |
| Gain (loss) on joint venture asset dispositions | 1        | (359 )   | (358 )     |
| Management fee income                           | 259      | 421      | 680        |
| Asset and acquisition fees                      | 235      | 573      | 808        |
| Incentive fee income                            | -        | -        | -          |
|   |          |          | -          |
| Contributions to joint venture                  | (88 )    | (12,042) | (12,130)   |
| Distributions from joint venture                | 93       | 1,642    | 1,735      |
|   |          |          | -          |
| Investment in at December 31                    | 5,747    | 11,758   | 17,505     |
| Advances to at December 31                      | -        | -        | -          |
|   |          |          |            |
|   | 2009     |          |            |
|   | Fund I   | Fund II  | Total      |
| Joint venture loss                              | \$(649 ) | \$(167 ) | \$(816 )   |
| Gain on joint venture asset dispositions        | -        | -        | -          |
| Management fee income                           | 252      | 41       | 293        |
| Asset and acquisition fees                      | 246      | 99       | 345        |
| Incentive fee income                            | -        | -        | -          |
|   |          |          | -          |
| Contributions to joint venture                  | (251 )   | (2,480)  | (2,731)    |
| Distributions from joint venture                | 120      | -        | 120        |
|   |          |          | -          |
| Investment in at December 31                    | 6,306    | 2,313    | 8,619      |
| Advances to at December 31                      | -        | -        | -          |

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#### 4. BORROWINGS

MAA maintains a total of \$964 million of secured credit facilities with Prudential Mortgage Capital, credit enhanced by FNMA, or FNMA Facilities. The FNMA Facilities provide for both fixed and variable rate borrowings and have FNMA rate tranches with maturities from 2012 through 2018. The interest rate on the majority of the variable portion renews every 90 days and is based on the FNMA discount mortgage backed security rate on the date of renewal, which, for MAA, has historically approximated three-month LIBOR less an average of 0.16% over the life of the FNMA Facilities, plus a fee of 0.49% to 0.67%. Borrowings under the FNMA Facilities totaled \$948 million at December 31, 2011, consisting of \$50 million under a fixed portion at a rate of 4.7%, and the remaining \$898 million under the variable rate portion of the facility at an average rate of 0.7%. The available borrowing base capacity at December 31, 2011, was \$964 million. Commitment fees related to our unused FNMA Facilities totaled \$151 thousand for the year ended December 31, 2011. MAA has 13 interest rate swap agreements, totaling a notional amount of \$425 million designed to fix the interest rate on a portion of the variable rate borrowings outstanding under the FNMA Facilities at approximately 4.5%. The interest rate swaps have maturities between 2012 and 2015. The swaps are highly effective and are designed as cash flow hedges. MAA has also entered into 20 interest rate caps totaling a notional amount of \$256 million which are designed to cap a portion of the FNMA Facilities. These interest rate caps have maturities between 2012 and 2018 and nine are set at 6.0%, nine set at 4.5%, and two set at 5.0%. The FNMA Facilities are subject to certain borrowing base calculations that can effectively reduce the amount that may be borrowed.

MAA has a \$200 million credit facility with Freddie MAC, or Freddie Mac Facility. At December 31, 2011, MAA had \$198 million borrowed against the Freddie Mac Facility at an interest rate of 0.7%. Commitment fees related to our Freddie Mac Facility totaled \$3 thousand for the year ended December 31, 2011. MAA has 8 interest rate swap agreements, totaling a notional amount of \$134 million designed to fix the interest rate on a portion of the variable rate borrowings outstanding under the Freddie Mac Facility at approximately 4.4%. The interest rate swaps expire in 2013 and 2014. MAA has also entered into one interest rate cap totaling a notional amount of \$15 million which is designated against the Freddie Mac Facility. This interest rate cap has a 2014 maturity and is set at 5.0%.

MAA also maintains a \$250 million unsecured credit facility with nine banks led by Key Bank. The Key Bank Credit Line bears an interest rate of LIBOR plus a spread of 1.65% to 2.40% based on a leveraged based pricing grid. This credit line expires in November 2015 with a one year extension option. At December 31, 2011, MAA had \$249 million available to be borrowed under the Key Bank Line agreement with nothing borrowed under this facility. Approximately \$1 million of the facility is used to support letters of credit. Commitment fees related to this facility totaled \$63 thousand for the year ended December 31, 2011.

Each of MAA's credit facilities is subject to various covenants and conditions on usage. If MAA were to fail to satisfy a condition to borrowing, the available credit under one or more of the facilities could not be drawn, which could adversely affect MAA's liquidity. Moreover, if MAA were to fail to make a payment or violate a covenant under a credit facility, after applicable cure periods, one or more of its lenders could declare a default, accelerate the due date for repayment of all amounts outstanding and/or foreclose on properties securing such facilities. Any such event could have a material adverse effect on MAA. MAA believes it was in compliance with these covenants and conditions on usage at December 31, 2011.



At December 31, 2011, MAA had \$353 million of fixed rate conventional property mortgages with an average interest rate of 5.0% and an average maturity of 2020 and a \$15 million variable rate mortgage with an embedded cap rate of 7% at an interest rate of 3.5% with a maturity in 2015.

At December 31, 2011, MAA had \$264 million (after considering the impact of interest rate swap and cap agreements in effect) of conventional variable rate debt outstanding at an average interest rate of 0.9%, \$198 million of capped conventional variable rate debt at an average interest rate of 0.7%, and \$73 million of capped tax-free variable rate debt at an average rate of 0.9%. The interest rate on all other secured debt, totaling \$980 million, was hedged or fixed at an average interest rate of 5.1%. Additionally, MAA had \$135 million of senior unsecured notes fixed at an interest rate of 5.1%.

As of December 31, 2011, MAA estimated that the weighted average interest rate on MAA's debt was 3.7%.

The following table summarizes MAA's indebtedness at December 31, 2011, (dollars in thousands):

|                                       | Borrowed<br>Balance | Effective<br>Rate | Contract<br>Maturity |
|---------------------------------------|---------------------|-------------------|----------------------|
| <b>Fixed Rate Secured Debt</b>        |                     |                   |                      |
| Individual property mortgages         | \$353,008           | 5.0%              | 7/5/2020             |
| FNMA conventional credit facilities   | 50,000              | 4.7%              | 3/31/2017            |
| Facility balances with:               |                     |                   |                      |
| LIBOR-based interest rate swaps       | 559,000             | 5.3%              | 8/9/2013             |
| SIFMA-based interest rate swaps       | 17,800              | 4.4%              | 10/15/2012           |
| Total fixed rate secured debt         | 979,808             | 5.1%              | 4/6/2016             |
| <b>Variable Rate Secured Debt (1)</b> |                     |                   |                      |
| FNMA conventional credit facilities   | 382,785             | 0.7%              | 4/14/2015            |
| FNMA tax-free credit facilities       | 72,715              | 0.9%              | 7/23/2031            |
| Freddie Mac credit facilities         | 64,247              | 0.7%              | 7/1/2014             |
| Freddie Mac mortgage                  | 15,200              | 3.5%              | 12/10/2015           |
| Total variable rate secured debt      | 534,947             | 0.8%              | 6/2/2017             |
| <b>Total Secured Debt</b>             | <b>\$1,514,755</b>  | <b>3.6%</b>       | <b>9/2/2016</b>      |
| <b>Unsecured Debt</b>                 |                     |                   |                      |
| Fixed Senior Unsecured Notes          | 135,000             | 5.1%              | 8/23/2020            |
| Total Unsecured Debt                  | \$135,000           | 5.1%              | 8/23/2020            |



Total Outstanding Debt                      \$1,649,755    3.7%    12/30/2016

(1) Includes capped balances

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The following table summarizes interest rate ranges and maturity of MAA's indebtedness at December 31, 2011 and the balance of MAA's indebtedness at December 31, 2010 (dollars in millions):

|                          | At December 31, 2011        |                             |           | Balance   | Balance<br>at<br>December<br>31,<br>2010 |
|--------------------------|-----------------------------|-----------------------------|-----------|-----------|--|
|                          | Actual<br>Interest<br>Rates | Average<br>Interest<br>Rate | Maturity  |           |  |
| <b>Fixed Rate:</b>       |                             |                             |           |           |  |
| Taxable Secured          | 4.11 - 6.21%                | 4.95%                       | 2014-2044 | \$403.0   | \$256.0                                  |
| Tax-exempt Secured       | 0.00%                       | 0.00%                       | -         | 0.0       | 10.9                                     |
| Unsecured                | 4.68 - 5.57%                | 5.15%                       | 2018-2023 | 135.0     | 0.0                                      |
| Interest rate swaps      | 4.38 - 6.42%                | 5.24%                       | 2012-2015 | 576.8     | 734.8                                    |
|                          |                             |                             |           | \$1,114.8 | \$1,001.7                                |
| <b>Variable Rate:(1)</b> |                             |                             |           |           |  |
| Taxable                  | 0.65 - 1.20%                | 0.85%                       | 2012-2033 | 264.3     | 227.8                                    |
| Interest rate caps       | 0.67 - 0.92%                | 0.77%                       | 2012-2033 | 270.7     | 270.7                                    |
|                          |                             |                             |           | 534.9     | 498.5                                    |
|                          |                             |                             |           | \$1,649.8 | \$1,500.2                                |

Amounts are adjusted to reflect interest rate swap and cap agreements in effect at December 31, 2011, and 2010, (1)respectively which results in MAA paying fixed interest payments over the terms of the interest rate swaps and on changes in interest rates above the strike rate of the cap.

The following table includes scheduled principal repayments on the borrowings at December 31, 2011, as well as the amortization of the fair market value of debt assumed (dollars in thousands):

| <u>Year</u> | Amortization | Maturities  | Total       |
|-------------|--------------|-------------|-------------|
| 2012        | \$ 4,091     | \$64,411    | \$68,502    |
| 2013        | 4,450        | 202,653     | 207,103     |
| 2014        | 4,007        | 443,403     | 447,410     |
| 2015        | 3,615        | 168,718     | 172,333     |
| 2016        | 3,322        | 80,000      | 83,322      |
| Thereafter  | 32,117       | 638,968     | 671,085     |
|             | \$ 51,602    | \$1,598,153 | \$1,649,755 |

## 5. DERIVATIVES AND HEDGING ACTIVITIES

### Risk Management Objective of Using Derivatives

We are exposed to certain risk arising from both our business operations and economic conditions. We principally manage our exposures to a wide variety of business and operational risks through management of our core business activities. We manage economic risks, including interest rate, liquidity and credit risk, primarily by managing the amount, sources and duration of our debt funding and the use of derivative financial instruments. Specifically, we enter into derivative financial instruments to manage exposures that arise from business activities that result in the payment of future contractual and forecasted cash amounts, principally related to our borrowings, the value of which are determined by changing interest rates.

### Cash Flow Hedges of Interest Rate Risk

Our objectives in using interest rate derivatives are to add stability to interest expense and to manage our exposure to interest rate movements. To accomplish this objective, we use interest rate swaps and interest rate caps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount. Interest rate caps designated as cash flow hedges involve the receipt of variable amounts from a counterparty if interest rates rise above the strike rate on the contract in exchange for an up front premium.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. During the years ended December 31, 2011, 2010 and 2009, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the years ended December 31, 2011, 2010 and 2009, we recorded ineffectiveness of \$188,000, \$235,000 and \$724,000, respectively, as an increase to interest expense attributable to a mismatch in the underlying indices of the derivatives and the hedged interest payments made on our variable-rate debt.

During the year ended December 31, 2011, we also had eight interest rate caps with a total notional amount of \$51.2 million, (two of these caps with a collective notional of \$19.5 million matured during the first quarter of 2011), where only the changes in intrinsic value are recorded in accumulated other comprehensive income. Changes in fair value of these interest rate caps due to changes in time value (e.g. volatility, passage of time, etc.) are excluded from effectiveness testing and are recognized directly in earnings. During the years ended December 31, 2011, 2010 and 2009, we recorded losses of \$7,000, \$34,000 and \$4,000, respectively, due to changes in the time value of these interest rate caps.

Amounts reported in accumulated other comprehensive income related to derivatives designated in qualifying cash flow hedges will be reclassified to interest expense as interest payments are made on our variable-rate debt. During the next twelve months, we estimate that an additional \$18.2 million will be reclassified to earnings as an increase to interest expense, which primarily represents the difference between our fixed interest rate swap payments and the projected variable interest rate swap payments.

As of December 31, 2011 we had the following outstanding interest rate derivatives that were designated as cash flow hedges of interest rate risk:

| <b>Interest Rate Derivative</b> | <b>Number of Instruments</b> | <b>Notional</b> |
|---------------------------------|------------------------------|-----------------|
| Interest Rate Caps              | 18                           | \$256,371,000   |
| Interest Rate Swaps             | 23                           | \$576,800,000   |

#### **Non-designated Hedges**

Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements of FASB ASC 815, Derivatives and Hedging. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings and resulted in a loss of \$24,000 for the year ended December 31, 2011. We did not have any derivatives not designated as hedges for the years ended December 31, 2010 and 2009.

As of December 31, 2011 we had the following outstanding interest rate derivatives that were not designated as hedges:

| <b>Interest Rate Derivative</b> | <b>Number of Instruments</b> | <b>Notional</b> |
|---------------------------------|------------------------------|-----------------|
| Interest Rate Caps              | 3                            | \$14,280,000    |

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**Tabular Disclosure of Fair Values of Derivative Instruments on the Balance Sheet**

The table below presents the fair value of our derivative financial instruments as well as their classification on the Consolidated Balance Sheet as of December 31, 2011 and December 31, 2010, respectively:

| Derivatives designated as hedging instruments           | Asset Derivatives      |                      | Liability Derivatives |  | 31-Dec-11 Fair Value | 31-Dec-10 Fair Value |
|---|------------------------|----------------------|-----------------------|--|----------------------|----------------------|
|   | Balance Sheet Location | 31-Dec-11 Fair Value | 31-Dec-10 Fair Value  | Balance Sheet Location                   |                      |                      |
| Interest rate contracts                                 | Other assets           | \$ 975               | \$ 3,641              | Fair market value of interest rate swaps | \$ 33,095            | \$ 48,936            |
| Total derivatives designated as hedging instruments     |                        | \$ 975               | \$ 3,641              |  | \$ 33,095            | \$ 48,936            |
| Derivatives not designated as hedging instruments       |                        |                      |                       |  |                      |                      |
| Interest rate contracts                                 | Other assets           | \$ 43                | \$ -                  |  | \$ -                 | \$ -                 |
| Total derivatives not designated as hedging instruments |                        | \$ 43                | \$ -                  |  | \$ -                 | \$ -                 |

**Tabular Disclosure of the Effect of Derivative Instruments on the Statement of Operations**

The tables below present the effect of our derivative financial instruments on the Consolidated Statement of Operations for the years ended December 31, 2011, 2010 and 2009, respectively (dollars in thousands).

| Derivatives in<br>Cash Flow<br>Hedging<br>Relationships | Amount of Gain or (Loss)<br>Recognized in OCI on<br>Derivative (Effective<br>Portion) |            |           | Location of<br>Gain or<br>(Loss)<br>Reclassified<br>from<br>Accumulated<br>OCI into<br>Income<br>(Effective<br>Portion) | Amount of Gain or (Loss)<br>Reclassified from<br>Accumulated<br>OCI into Income (Effective<br>Portion) |            |            | Location of<br>Gain or (Loss)<br>Recognized<br>in Income on<br>Derivative<br>(Ineffective<br>Portion and<br>Amount<br>Excluded<br>from<br>Effectiveness<br>Testing) | Amount of Gain<br>(Loss)<br>Recognized in<br>Income on<br>Derivative<br>(Ineffective Portion<br>and<br>Amount Excluded<br>from Effectiveness<br>Testing) |         |
|---|---|------------|-----------|---|--|------------|------------|---|--|---------|
|   | 2011  | 2010       | 2009      |   | 2011   | 2010       | 2009       |   | 2011   | 2010    |
| Interest rate contracts                                 | \$(14,012)  | \$(35,539) | \$(4,929) | Interest expense  | \$(27,639)   | \$(34,021) | \$(31,888) | Interest expense  | \$(195)  | \$(269) |
| Total derivatives in cash flow hedging relationships    | \$(14,012)  | \$(35,539) | \$(4,929) |   | \$(27,639)   | \$(34,021) | \$(31,888) |   | \$(195)  | \$(269) |

| Derivatives Not Designated as<br>Hedging Instruments | Location of Gain or (Loss) Recognized<br>in Income on Derivative | Amount of Gain<br>or (Loss)<br>Recognized in<br>Income on<br>Derivative |      |      |
|--|--|---|------|------|
|  |  | 2011  | 2010 | 2009 |
| For the year ended December 31,                      |  |   |      |      |
| Interest rate products                               | Interest income/(expense)  | \$(24)  | \$ - | \$ - |



Total \$(24) \$ - \$ -

**Credit-risk-related Contingent Features**

As of December 31, 2011, derivatives that were in a net liability position and subject to credit-risk-related contingent features had a termination value of \$36.4 million, which includes accrued interest but excludes any adjustment for nonperformance risk. These derivatives had a fair value, gross of asset positions, of \$33.1 million at December 31, 2011.

Certain of our derivative contracts contain a provision where if we default on any of our indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then we could also be declared in default on our derivative obligations. As of December 31, 2011, we had not breached the provisions of these agreements. If we had breached these provisions, we could have been required to settle our obligations under the agreements at their termination value of \$17.6 million.

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Certain of our derivative contracts are credit enhanced by either FNMA or Freddie Mac. These derivative contracts require that our credit enhancing party maintain credit ratings above a certain level. If our credit support providers were downgraded below Baa1 by Moody's or BBB+ by Standard & Poor's, or S&P, we may be required to either post 100 percent collateral or settle the obligations at their termination value of \$36.4 million as of December 31, 2011. Both FNMA and Freddie Mac are currently rated Aaa by Moody's and AA+ by S&P, and therefore, the provisions of this agreement have not been breached and no collateral has been posted related to these agreements as of December 31, 2011.

Although our derivative contracts are subject to master netting arrangements, which serve as credit mitigants to both us and our counterparties under certain situations, we do not net our derivative fair values or any existing rights or obligations to cash collateral on the consolidated balance sheet.

See also discussions in Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements, Note 6.

## **6. Fair Value Disclosure of Financial Instruments**

Cash and cash equivalents, restricted cash, accounts payable, accrued expenses and other liabilities and security deposits are carried at amounts that reasonably approximate their fair value due to their short term nature.

Fixed rate notes payable at December 30, 2011 and December 31, 2010, totaled \$538 million and \$267 million, respectively, and had estimated fair values of \$560 million and \$238 million (excluding prepayment penalties), respectively, based upon interest rates available for the issuance of debt with similar terms and remaining maturities as of December 31, 2011 and December 31, 2010. The carrying value of variable rate notes payable (excluding the effect of interest rate swap and cap agreements) at December 31, 2011 and December 31, 2010, totaled \$1,112 million and \$1,233 million, respectively, and had estimated fair values of \$1,053 million and \$1,151 million (excluding prepayment penalties), respectively, based upon interest rates available for the issuance of debt with similar terms and remaining maturities as of December 31, 2011 and December 31, 2010.

On January 1, 2008, we adopted FASB ASC 820 *Fair Value Measurements and Disclosures*, or ASC 820. ASC 820 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. ASC 820 applies to reported balances that are required or permitted to be measured at fair value under existing accounting pronouncements; accordingly, the standard does not require any new fair value measurements of

reported balances.

ASC 820 emphasizes that fair value is a market-based measurement, not an entity-specific measurement. Therefore, a fair value measurement should be determined based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, ASC 820 establishes a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates, and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liability, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

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*Derivative financial instruments*

Currently, we use interest rate swaps and interest rate caps (options) to manage our interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

The fair values of interest rate options are determined using the market standard methodology of discounting the future expected cash receipts that would occur if variable interest rates rise above the strike rate of the caps. The variable interest rates used in the calculation of projected receipts on the cap are based on an expectation of future interest rates derived from observable market interest rate curves and volatilities.

To comply with the provisions of ASC 820, we incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by our self and our counterparties. In prior periods, we classified our derivative valuations within the Level 3 fair value hierarchy because those valuations contain certain Level 3 inputs (e.g. credit spreads). Commencing with the year ended December 31, 2010, we determined that the significance of the impact of the credit valuation adjustments made to our derivative contracts, which determination was based on the fair value of each individual contract, was not significant to the overall valuation. As a result, all of our derivatives held as of December 31, 2011 and December 31, 2010 were classified as Level 2 of the fair value hierarchy.

The table below presents our assets and liabilities measured at fair value on a recurring basis as of December 31, 2011 and December 31, 2010, aggregated by the level in the fair value hierarchy within which those measurements fall.

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**Assets and Liabilities Measured at Fair Value on a Recurring Basis at December 31, 2011****(dollars in thousands)**

|                                  | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets and<br>Liabilities<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Balance at<br>December<br>31,<br>2011 |
|----------------------------------|---|---|--|---------------------------------------|
| Assets                           |   |   |  |                                       |
| Derivative financial instruments | \$ —  | \$ 1,018  | \$ —   | \$ 1,018                              |
| Liabilities                      |   |   |  |                                       |
| Derivative financial instruments | \$ —  | \$ 33,095   | \$ —   | \$ 33,095                             |

**Assets and Liabilities Measured at Fair Value on a Recurring Basis at December 31, 2010****(dollars in thousands)**

|                                  | Quoted Prices in<br>Active Markets<br>for Identical<br>Assets and<br>Liabilities<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Balance at<br>December<br>31,<br>2010 |
|----------------------------------|---|---|--|---------------------------------------|
| Assets                           |   |   |  |                                       |
| Derivative financial instruments | \$ —  | \$ 3,641  | \$ —   | \$ 3,641                              |
| Liabilities                      |   |   |  |                                       |
| Derivative financial instruments | \$ —  | \$ 48,936   | \$ —   | \$ 48,936                             |

The fair value estimates presented herein are based on information available to management as of December 31, 2011 and December 31, 2010. These estimates are not necessarily indicative of the amounts we could ultimately realize. See also Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements, Note 5.

## 7. COMMITMENTS AND CONTINGENCIES

Mid-America is not presently subject to any material litigation nor, to MAA's knowledge, with advice of legal counsel, is any material litigation threatened against us. We are subject to routine litigation arising in the ordinary course of business, some of which is expected to be covered by liability insurance and none of which is expected to have a material adverse effect on our consolidated financial statements.

MAA had operating lease expense of approximately \$18,000, \$18,000, and \$18,000 for the years ended December 31, 2011, 2010 and 2009, respectively. MAA has commitments of approximately \$13,000 in 2012, \$4,000 in 2013, and \$4,000 thereafter under operating lease agreements outstanding at December 31, 2011. MAA also has commitments of \$10.3 million in 2012 and \$2.4 million in 2013 under development contract agreements outstanding at December 31, 2011.

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## 8. INCOME TAXES

No provision for federal income taxes has been made in the accompanying consolidated financial statements. MAA has made an election to be taxed as a Real Estate Investment Trust, or REIT, under Sections 856 through 860 of the Internal Revenue Code. As a REIT, MAA is generally not subject to federal income tax to the extent that we distribute 100% of our taxable income to our shareholders. We must meet certain requirements, including the requirement to distribute at least 90% of our taxable income, to maintain REIT status. If we fail to qualify as a REIT in any taxable year, MAA will be subject to the federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Even though we qualify for taxation as a REIT, MAA may be subject to certain federal, state and local taxes on our income and property and to federal income and excise tax on our undistributed income.

Earnings and profits, which determine the taxability of dividends to shareholders, differ from net income reported for financial reporting purposes primarily because of differences in depreciable lives, bases of certain assets and liabilities and in the timing of recognition of earnings upon disposition of properties. For federal income tax purposes, the following summarizes the taxability of cash distributions paid on the common shares in 2010 and 2009 and the estimated taxability for 2011:

|                   | 2011   | 2010   | 2009   |
|-------------------|--------|--------|--------|
| Per common share  |        |        |        |
| Ordinary income   | \$1.90 | \$1.64 | \$1.61 |
| Capital gains     | 0.33   | -      | 0.17   |
| Return of capital | 0.28   | 0.82   | 0.68   |
| Total             | \$2.51 | \$2.46 | \$2.46 |

ASC 740-10-50 prescribes a recognition threshold and measurement attribute for the recognition and measurement of tax positions taken in tax returns. MAA has identified and examined our tax positions, including our status as a real estate investment trust, for all open tax years through December 31, 2006, and concluded that the full benefit of each tax position taken should be recognized in the financial statements. There have been no significant changes in unrecognized tax benefits following the adoption date.

ASC 740-10-50 requires that an enterprise must calculate interest and penalties related to unrecognized tax benefits. The decision regarding where to classify interest and penalties on the income statement is an accounting policy decision that should be consistently applied. Interest and penalties calculated on any future uncertain tax positions will be presented as a component of income tax expense. No interest and penalties are accrued on our balance sheet as of December 31, 2011 and 2010.



MAA's tax years that remain subject to examination for U.S. federal purposes range from 2008 through 2010. Our tax years that remain open for state examination vary but range from 2007 through 2010.

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## 9. SHAREHOLDER'S EQUITY

### Noncontrolling Interest

Noncontrolling interest in the accompanying consolidated financial statements relates to the ownership interest in the Operating Partnership by the holders of Class A Common Units of the Operating Partnership, or Operating Partnership Units. Mid-America Apartment Communities, Inc. is the sole general partner of the Operating Partnership. Net income is allocated to the noncontrolling interest based on their respective ownership percentage of the Operating Partnership. Issuance of additional common shares or Operating Partnership Units changes the ownership of both the noncontrolling interest and Mid-America Apartment Communities, Inc. Such transactions and the related proceeds are treated as capital transactions and result in an allocation between shareholders' equity and noncontrolling interest to account for the change in the respective percentage ownership of the underlying equity of the Operating Partnership.

MAA's Board of Directors established economic rights in respect to each Operating Partnership Unit that were equivalent to the economic rights in respect to each share of common stock. The holder of each unit may redeem their units in exchange for one share of common stock or cash, at the option of MAA. At December 31, 2011, a total of 1,937,669 units were outstanding and redeemable to MAA by the holders of the units for 1,937,669 shares of common stock or approximately \$121,201,000, based on the closing price of MAA's common stock on December 31, 2011 of \$62.55 per share, at MAA's option. At December 31, 2010, a total of 2,191,361 units were outstanding and redeemable to MAA by the holders of the units for 2,191,361 shares of common stock or approximately \$139,130,000, based on the closing price of MAA's common stock on December 31, 2010 of \$63.49 per share, at MAA's option.

The Operating Partnership has followed the policy of paying the same per unit distribution in respect to the units as the per share distribution in respect to the common stock. Operating Partnership net income for 2011, 2010 and 2009 was allocated approximately 5.3%, 6.9% and 8.2%, respectively, to holders of Operating Partnership Units and 94.7%, 93.1% and 91.8%, respectively, to MAA.

### Series H Preferred Stock

In 2003, MAA issued the Series H Preferred Stock with a \$25.00 per share liquidation preference and a preferential cumulative annual distribution of \$2.075 per share, payable quarterly. MAA issued 6,200,000 shares of Series H Preferred Stock for which it received net proceeds of \$150.1 million. On and after August 11, 2008, the Series H Preferred Stock shares became redeemable for cash at the option of MAA, in whole or in part, at a redemption price equal to the liquidation preference plus dividends owed and unpaid to the redemption date.

On June 2, 2010, MAA redeemed 3,100,001 shares of the 6,200,000 shares of the Series H Preferred Stock. On August 5, 2010 MAA redeemed all of the remaining and outstanding shares of the Series H Preferred Stock, resulting in a combined write-off for the year ended December 31, 2010 of approximately \$5.1 million on the consolidated statements of operations related to premiums and original issuance costs.

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### **Direct Stock Purchase and Distribution Reinvestment Plan**

MAA has a Dividend and Distribution Reinvestment and Share Purchase Plan, or DRSP, pursuant to which MAA's shareholders have the ability to reinvest all or part of their distributions from MAA's common stock, preferred stock or limited partnership interests in Mid-America Apartments, L.P. into MAA's common stock. The plan also provides the opportunity to make optional cash investments in common shares of at least \$250, but not more than \$5,000 in any given month, free of brokerage commissions and charges. MAA, in our absolute discretion, may grant waivers to allow for optional cash payments in excess of \$5,000. To fulfill our obligations under the DRSP, we may either issue additional shares of common stock or repurchase common stock in the open market. We have registered with the Securities and Exchange Commission the offer and sale of up to 7,600,000 shares of common stock pursuant to the DRSP. We may elect to sell shares under the DRSP at up to a 5% discount.

Common stock shares totaling 509,116 in 2011, 568,323 in 2010 and 25,406 in 2009 were acquired by shareholders under the DRSP. MAA offered an average discount of 2.0% for optional cash purchases in 2011 and 2010. No discount was offered for optional cash purchases through the DRSP in 2009.

### **Controlled Equity Offering**

On July 3, 2008, MAA entered into a sales agreement with Cantor Fitzgerald & Co. to sell up to 1,350,000 shares of our common stock, from time to time in at-the-market offerings or negotiated transactions through a controlled equity offering program, or ATM. On November 5, 2009, we entered into another ATM arrangement with Cantor Fitzgerald & Co. with materially the same terms for an additional 4,000,000 shares.

On August 26, 2010, MAA entered into sales agreements with Cantor Fitzgerald & Co., Raymond James & Associates, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated to sell up to a combined total of 6,000,000 shares of our common stock, from time to time in at-the-market offerings or negotiated transactions through a controlled equity offering program. These agreements had materially similar terms to our previous ATM agreements.

During the years ended December 31, 2011, 2010 and 2009, MAA sold 3,303,273 shares, 5,077,201 shares and 763,000 shares, respectively of common stock for net proceeds of \$204.5 million, \$274.6 million and \$32.8 million, respectively through our ATM programs.

### **Stock Repurchase Plan**

In 1999, MAA's Board of Directors approved a stock repurchase plan to acquire up to a total of 4.0 million shares of MAA's common stock. Through December 31, 2011, MAA has repurchased and retired approximately 1.9 million shares of common stock for a cost of approximately \$42 million at an average price per common share of \$22.54. No shares were repurchased in 2002 through 2011 under the plan.

## **10. EMPLOYEE BENEFIT PLANS**

Following are details of employee benefit plans not previously discussed in Item 8. Financial Statements and Supplementary Data - Notes to Consolidated Financial Statements, Note 2.

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### **401(k) Savings Plan**

The Mid-America Apartment Communities, Inc. 401(k) Savings Plan, or 401(k) Plan, is a defined contribution plan that satisfies the requirements of Section 401(a) and 401(k) of the Code. MAA's Board of Directors has the discretion to approve matching contributions. MAA's contribution to this plan was approximately \$597,000, \$507,000 and \$161,000 in 2011, 2010 and 2009, respectively.

### **Non-Qualified Deferred Compensation Retirement Plan**

MAA has adopted a non-qualified deferred compensation retirement plan for key employees who are not qualified for participation in MAA's 401(k) Plan. Under the terms of the plan, employees may elect to defer a percentage of their compensation and MAA may, but is not obligated to, match a portion of their salary deferral. The plan is designed so that the employees' investment earnings under the non-qualified plan should be the same as the earning assets in MAA's 401(k) Plan. MAA's match to this plan in 2011, 2010 and 2009 was approximately \$51,000, \$57,000 and \$4,000, respectively.

### **Non-Qualified Deferred Compensation Plan for Outside Company Directors**

In 1998, MAA established the Non-Qualified Deferred Compensation Plan for Outside Company Directors, or the Directors Deferred Compensation Plan, which allows non-employee directors to defer their director fees by having the fees held by MAA as shares of MAA common stock. Directors can also choose to have their annual restricted stock grants issued into the Directors Deferred Compensation Plan. Amounts deferred through the Directors Deferred Compensation Plan are distributed to the directors in two annual installments beginning in the first 90 days of the year following the director's departure from the board. Participating directors may choose to have the amount issued to them in shares of MAA common stock or paid to them as cash at the market value as of the end of the year the director ceases to serve on the board.

During 2011, 2010 and 2009, directors deferred 5,328 shares, 4,422 shares and 6,100 shares of common stock, respectively, with weighted-average grant date fair values of \$64.55, \$56.90 and \$37.26, respectively, into the Directors Deferred Compensation Plan.

The shares of common stock held in the Directors Deferred Compensation Plan are classified outside of permanent equity in redeemable stock with changes in redemption amount recorded immediately in earnings because the

directors have redemption rights not solely within the control of MAA. Additionally, any shares that become mandatorily redeemable because a departed director has elected to receive a cash payout are recorded as a liability. Accordingly, approximately \$78,000 and \$143,000 was recorded in accrued expenses and other liabilities at December 31, 2011 and 2010, respectively. There were no accrued expenses related to these shares at December 31, 2009.

### **Employee Stock Ownership Plan**

The Mid-America Apartment Communities, Inc. Employee Stock Ownership Plan, or ESOP, is a non-contributory stock bonus plan that satisfies the requirements of Section 401(a) of the Internal Revenue Code. Each employee of MAA is eligible to participate in the ESOP after completing one year of service with MAA. Participants' ESOP accounts will be 100% vested after three years of continuous service, with no vesting prior to that time. MAA contributed 22,500 shares of common stock to the ESOP upon conclusion of the initial offering. MAA did not contribute to the ESOP during 2011, 2010 or 2009. As of December 31, 2011, there were 222,010 shares outstanding with a fair value of \$13.9 million.

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### **Restricted Stock and Stock Option Plan**

MAA adopted the 1994 Restricted Stock and Stock Option Plan, or the 1994 Plan, to provide incentives to attract and retain independent directors, executive officers and key employees. As of January 31, 2004, no further awards may be granted under this plan. The 1994 Restricted Stock and Stock Option Plan was replaced by the 2004 Stock Plan, collectively the Plans, by shareholder approval at the May 24, 2004, Annual Meeting of Shareholders. The Plans provide(d) for the granting of options to purchase a specified number of shares of common stock, or Options, or grants of restricted shares of common stock, or Restricted Stock. The Plans also allow(ed) MAA to grant options to purchase Operating Partnership Units at the price of the common stock on the New York Stock Exchange on the day prior to issuance of the units, or the LESOP Provision. The 1994 Plan authorized the issuance of 2,400,000 common shares or options to acquire shares. The 2004 Stock Plan authorizes the issuance of 500,000 common shares or options to acquire shares. Under the terms of the 1994 Plan, MAA could advance directors, executive officers, and key employees a portion of the cost of the common stock or units. The employee advances mature five years from the date of issuance and accrue interest, payable in arrears, at a rate established at the date of issuance. MAA has also entered into supplemental bonus agreements with the employees which are intended to fund the payment of a portion of the advances over a five year period. Under the terms of the supplemental bonus agreements, MAA will pay bonuses to these employees equal to 3% of the original note balance on each anniversary date of the advance, limited to 15% of the aggregate purchase price of the shares and units. In March of 2002, MAA entered into duplicate supplemental bonus agreements on the then existing options to executive officers, effectively doubling their advances. The advances become due and payable and the bonus agreement will terminate if the employees voluntarily terminate their employment with MAA. MAA also agreed to pay a bonus to certain executive officers in an amount equal to the debt service on the advances for as long as they remain employed by MAA.

In May 2010, the last outstanding advance for \$35,000 matured. As of December 31, 2011, MAA had no advances outstanding relating to the LESOP Provision of the Plans.



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**11. EARNINGS FROM DISCONTINUED OPERATIONS**

The three communities that MAA sold in 2009 as well as the two properties sold by MAA during 2011 have been classified as discontinued operations in the Consolidated Statements of Operations. All properties sold during 2011 were previously included in our large market same-store portfolio. The following is a summary of earnings from discontinued operations for the years ended December 31, 2011, 2010 and 2009 (dollars in thousands):

|   | 2011     | 2010    | 2009    |
|---|----------|---------|---------|
| Revenues:   |          |         |         |
| Rental revenues   | \$3,139  | \$3,793 | \$6,976 |
| Other revenues  | 411      | 431     | 430     |
| Total revenues  | 3,550    | 4,224   | 7,406   |
| Expenses:   |          |         |         |
| Property operating expenses   | 1,972    | 2,242   | 4,063   |
| Depreciation and amortization   | 822      | 976     | 941     |
| Interest expense  | 44       | 101     | 173     |
| Total expenses  | 2,838    | 3,319   | 5,177   |
| Earnings from discontinued operations before gain on sale and settlement proceeds | 712      | 905     | 2,229   |
| Gain (loss) on sale and settlement proceeds                                       | 12,787   | (2 )    | 4,649   |
| (Loss) earnings from discontinued operations                                      | \$13,499 | \$903   | \$6,878 |

**12. RELATED PARTY TRANSACTIONS**

Pursuant to management contracts with MAA's joint ventures, MAA manages the operations of the joint venture apartment communities for a fee of 4.00% to 4.25% of the revenues of the joint venture. MAA received approximately \$1,017,000, \$680,000, and \$293,000 as management fees from the joint ventures in 2011, 2010, and 2009, respectively. MAA also received approximately \$124,000, \$442,000, and \$83,000 of acquisition fees in 2011, 2010 and 2009, respectively, \$426,000, \$360,000, and \$245,000 in asset management fees in 2011, 2010 and 2009, respectively and \$3,000, \$6,000, and \$17,000 in construction management fees in 2011, 2010 and 2009, respectively from our joint ventures.

**13. SEGMENT INFORMATION**

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As of December 31, 2011, MAA owned or had an ownership interest in 167 multifamily apartment communities in 13 different states from which we derived all significant sources of earnings and operating cash flows. Senior management evaluates performance and determines resource allocations by reviewing apartment communities individually and in the following reportable operating segments:

Large market same store communities are generally communities in markets with a population of at least 1 million and at least 1% of the total public multifamily REIT units that we have owned and have been stabilized for at least a full 12 months and have not been classified as held for sale.

Secondary market same store communities are generally communities in markets with populations of more than 1 million but less than 1% of the total public multifamily REIT units or markets with populations of less than 1 million that we have owned and have been stabilized for at least a full 12 months and have not been classified as held for sale.

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Non same store communities and other includes recent acquisitions, communities in development or lease-up and communities that have been classified as held for sale. Also included in non same store communities are non multifamily activities which represent less than 1% of our portfolio.

On the first day of each calendar year, we determine the composition of our same store operating segments for that year, which allows us to evaluate full period-over-period operating comparisons. We utilize NOI, in evaluating the performance. Total NOI represents total property revenues less total property operating expenses, excluding depreciation and amortization, for all properties held during the period regardless of their status as held for sale. We believe NOI is a helpful tool in evaluating the operating performance of our segments because it measures the core operations of property performance by excluding corporate level expenses and other items not related to property operating performance.

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Revenues and NOI for each reportable segment for the years ended December 31, 2011, 2010 and 2009, were as follows (dollars in thousands):

|   | 2011      | 2010      | 2009 <sup>(1)</sup> |
|---|-----------|-----------|---------------------|
| Revenues  |           |           |                     |
| Large Market Same Store   | \$203,132 | \$194,912 | \$179,531           |
| Secondary Market Same Store   | 187,900   | 179,692   | 170,088             |
| Non-Same Store and Other  | 56,943    | 22,721    | 28,632              |
| Total property revenues   | 447,975   | 397,325   | 378,251             |
| Management fee income   | 1,017     | 680       | 293                 |
| Total operating revenues  | \$448,992 | \$398,005 | \$378,544           |
| NOI   |           |           |                     |
| Large Market Same Store   | \$115,425 | \$110,548 | \$103,389           |
| Secondary Market Same Store   | 108,430   | 102,771   | 99,208              |
| Non-Same Store and Other  | 34,182    | 13,610    | 17,256              |
| Total NOI   | 258,037   | 226,929   | 219,853             |
| Discontinued operations NOI included above                            | (1,578 )  | (1,982 )  | (1,307 )            |
| Management fee income   | 1,017     | 680       | 293                 |
| Depreciation  | (115,605) | (103,088) | (96,019)            |
| Acquisition expense   | (3,319 )  | (2,512 )  | (950 )              |
| Property management expense   | (20,700 ) | (18,035 ) | (17,220)            |
| General and administrative expense                                    | (18,123 ) | (12,354 ) | (11,320)            |
| Interest and other non-property income                                | 574       | 837       | 385                 |
| Interest expense  | (58,612 ) | (55,895 ) | (57,094 )           |
| Loss on debt extinguishment   | (755 )    | -         | (140 )              |
| Amortization of deferred financing costs                              | (2,902 )  | (2,627 )  | (2,374 )            |
| Asset impairment  | -         | (1,914 )  | -                   |
| Net casualty gains (loss) and other settlement proceeds               | (619 )    | 330       | 32                  |
| Gain (loss) on sale of non-depreciable assets                         | 910       | -         | 15                  |
| Gain on properties contributed to joint ventures                      | -         | 752       | -                   |
| Loss from real estate joint ventures                                  | (593 )    | (1,149 )  | (816 )              |
| Discontinued operations   | 13,499    | 903       | 5,883               |
| Net income attributable to noncontrolling interests                   | (2,410 )  | (1,114 )  | (2,010 )            |
| Net income attributable to<br>Mid-America Apartment Communities, Inc. | \$48,821  | \$29,761  | \$37,211            |

<sup>(1)</sup> The 2009 column shows the segment break down based on 2010 same store portfolios. A comparison using the 2011 same store portfolio would not be comparative due to the nature of the classifications.

Assets for each reportable segment as of December 31, 2011 and 2010 were as follows (dollars in thousands):

|                             | December<br>31,<br>2011 | December<br>31,<br>2010 |
|-----------------------------|-------------------------|-------------------------|
| Assets                      |                         |                         |
| Large Market Same Store     | \$1,017,015             | \$1,044,321             |
| Secondary Market Same Store | 668,109                 | 683,389                 |
| Non-Same Store and Other    | 760,132                 | 359,606                 |
| Corporate assets            | 85,212                  | 88,732                  |
| Total assets                | \$2,530,468             | \$2,176,048             |

#### 14. BUSINESS COMBINATIONS

During 2011 we acquired properties totaling 3,057 units for a total purchase price of \$362.7 million, paid in cash, which does not include land acquired for future development or the property acquired by our joint venture. These acquisitions account for \$17.0 million of consolidated revenue as reported and \$3.5 million included in the total consolidated net income for 2011. The unaudited pro forma information set forth below is based on MAA's historical Consolidated Statements of Operations for the years ended December 31, 2011 and 2010, adjusted to give effect to these transactions at the beginning of the earliest year presented. Pro forma results are not necessarily indicative of future results.

|  | Pro forma<br>(Unaudited)<br>Period Ended<br>December 31,<br>(in thousands, except<br>per share data) |           |
|--|--|-----------|
|  | 2011   | 2010      |
| Total Revenue <sup>(1)</sup>                               | \$468,437  | \$429,592 |
| Net Income available to common shareholders <sup>(1)</sup> | 53,999   | 17,448    |
| Earnings per share, diluted <sup>(1)</sup>                 | \$1.36   | \$0.49    |

<sup>(1)</sup> Pro forma adjustments for certain acquisitions are excluded as they had no pre-acquisition operating activity in 2010 or 2011. This includes the land purchase of Chenal Valley. Seasons at Celebrate Virginia is excluded in 2010 as the property was not built until 2011.

#### 15. SUBSEQUENT EVENTS

**Dispositions**

On January 12, 2012, MAA closed on the sale of the 320-unit Kenwood Club at the Park apartment community located in Katy (Houston), Texas, resulting in a gain of approximately \$9.6 million.

On February 9, 2012, MAA closed on the sale of the 276-unit Cedar Mill apartment community located in Memphis, Tennessee resulting in no material gain or loss.

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**16. SELECTED QUARTERLY FINANCIAL INFORMATION (UNAUDITED)**

(Dollars in thousands except per share data)

|  | Year Ended December 31, 2011 |            |            |            |
|--|------------------------------|------------|------------|------------|
|  | First                        | Second     | Third      | Fourth     |
| Total operating revenues   | \$106,278                    | \$109,902  | \$115,237  | \$117,575  |
| Income from continuing operations before non-operating items       | \$23,799                     | \$22,733   | \$25,883   | \$27,314   |
| Interest expense   | \$(13,965)                   | \$(14,138) | \$(15,487) | \$(15,022) |
| (Loss) from real estate joint ventures                             | \$(245)                      | \$(178)    | \$(107)    | \$(63)     |
| Discontinued operations:   |                              |            |            |            |
| Income from discontinued operations before gain on sale            | \$193                        | \$169      | \$200      | \$138      |
| Gain on sale of discontinued operations                            | \$-                          | \$-        | \$4,927    | \$7,872    |
| Consolidated net income  | \$9,155                      | \$7,680    | \$14,451   | \$19,945   |
| Net income attributable to noncontrolling interest                 | \$311                        | \$252      | \$660      | \$1,187    |
| Net income attributable to Mid-America Apartment Communities, Inc. | \$8,844                      | \$7,428    | \$13,791   | \$18,758   |
| Net income available for common shareholders                       | \$8,844                      | \$7,428    | \$13,791   | \$18,758   |
| Per share:   |                              |            |            |            |
| Net income available per common share - basic                      | \$0.25                       | \$0.20     | \$0.37     | \$0.49     |
| Net income available per common share - diluted                    | \$0.24                       | \$0.20     | \$0.37     | \$0.49     |
| Dividend paid  | \$0.6275                     | \$0.6275   | \$0.6275   | \$0.6275   |
|  |                              |            |            |            |
|  | Year Ended December 31, 2010 |            |            |            |
|  | First                        | Second     | Third      | Fourth     |
| Total operating revenues   | \$96,421                     | \$97,832   | \$100,321  | \$103,431  |
| Income from continuing operations before non-operating items       | \$23,521                     | \$22,958   | \$21,036   | \$22,123   |
| Interest expense   | \$(13,867)                   | \$(13,968) | \$(13,572) | \$(14,488) |
| Loss from real estate joint ventures                               | \$(276)                      | \$(298)    | \$(282)    | \$(293)    |
| Discontinued operations:   |                              |            |            |            |
| Income from discontinued operations before loss on sale            | \$224                        | \$248      | \$223      | \$210      |
| Loss on sale of discontinued operations                            | \$-                          | \$(2)      | \$-        | \$-        |
| Consolidated net income  | \$9,849                      | \$6,888    | \$6,973    | \$7,165    |
| Net income attributable to noncontrolling interest                 | \$437                        | \$228      | \$224      | \$225      |
| Net income attributable to Mid-America Apartment Communities, Inc. | \$9,412                      | \$6,660    | \$6,749    | \$6,940    |
| Net income available for common shareholders                       | \$6,196                      | \$1,383    | \$3,544    | \$6,940    |
| Per share:   |                              |            |            |            |
| Net income available per common share - basic                      | \$0.21                       | \$0.04     | \$0.11     | \$0.20     |
| Net income available per common share - diluted                    | \$0.21                       | \$0.04     | \$0.11     | \$0.20     |



|               |         |         |         |         |
|---------------|---------|---------|---------|---------|
| Dividend paid | \$0.615 | \$0.615 | \$0.615 | \$0.615 |
|---------------|---------|---------|---------|---------|

Some of the financial data in the tables above differ from the values as originally reported in their respective Form 10-Qs or Form 10-Ks due to the reclassification of certain properties into discontinued operations.

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MAA  
 Schedule III  
 Real Estate and Accumulated Depreciation  
 December 31, 2011  
 (Dollars in thousands)

| Property                        | Location              | Encumbrances | Initial Cost |                        | Cost Capitalized subsequent to Acquisition |                        | Gross Amount carried at December 31, 2011 (19) |                        | Total     |           |
|---------------------------------|-----------------------|--------------|--------------|------------------------|--|------------------------|--|------------------------|-----------|-----------|
|                                 |                       |              | Land         | Buildings and Fixtures | Land                                       | Buildings and Fixtures | Land   | Buildings and Fixtures |           |           |
| Eagle Ridge                     | Birmingham, AL        | -            | (1)          | \$ 851                 | \$ 7,667                                   | \$ -                   | \$ 3,178                                       | \$ 851                 | \$ 10,845 | \$ 11,696 |
| Birchall at Ross Bridge         | Birmingham, AL        | -            |              | 2,640                  | 28,842                                     | -                      | 90   | 2,640                  | 28,932    | 31,572    |
| Abbingtion Place                | Huntsville, AL        | -            | (1)          | 524                    | 4,724                                      | -                      | 2,236  | 524                    | 6,960     | 7,484     |
| Paddock Club                    | Huntsville, AL        | -            | (1)          | 909                    | 10,152                                     | 830                    | 12,076   | 1,739                  | 22,228    | 23,967    |
| Huntsville Paddock Club         | Montgomery, AL        | -            | (1)          | 965                    | 13,190                                     | -                      | 1,468  | 965                    | 14,658    | 15,623    |
| Montgomery Calais Forest        | Little Rock, AR       | -            | (1)          | 1,026                  | 9,244                                      | -                      | 6,322  | 1,026                  | 15,566    | 16,592    |
| Napa Valley                     | Little Rock, AR       | -            | (1)          | 960                    | 8,642                                      | -                      | 3,475  | 960                    | 12,117    | 13,077    |
| Palisades at Chenal Valley, 232 | Little Rock, AR       | -            |              | 2,560                  | 25,234                                     | -                      | 11   | 2,560                  | 25,245    | 27,805    |
| Westside Creek I & II           | Little Rock, AR       | -            | (1)          | 1,271                  | 11,463                                     | -                      | 4,618  | 1,271                  | 16,081    | 17,352    |
| Edge at Lyon's Gate             | Phoenix, AZ           | -            |              | 7,901                  | 27,182                                     | -                      | 509  | 7,901                  | 27,691    | 35,592    |
| Talus Ranch                     | Phoenix, AZ           | -            |              | 12,741                 | 47,701                                     | -                      | 1,040  | 12,741                 | 48,741    | 61,482    |
| Sky View Ranch                  | Gilbert, AZ           | -            |              | 2,668                  | 14,577                                     | -                      | 390  | 2,668                  | 14,967    | 17,635    |
| Tiffany Oaks                    | Altamonte Springs, FL | -            | (1)          | 1,024                  | 9,219                                      | -                      | 5,106  | 1,024                  | 14,325    | 15,349    |
| Marsh Oaks                      | Atlantic Beach, FL    | -            | (1)          | 244                    | 2,829                                      | -                      | 1,701  | 244                    | 4,530     | 4,774     |

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|                                     |                   |        |              |       |        |         |        |       |        |        |
|-------------------------------------|-------------------|--------|--------------|-------|--------|---------|--------|-------|--------|--------|
| Indigo Point Paddock Club           | Brandon, FL       | -      |              | 1,167 | 10,500 | -       | 2,927  | 1,167 | 13,427 | 14,594 |
| Brandon Preserve at Coral Square    | Brandon, FL       | -      | (2)          | 2,896 | 26,111 | -       | 2,640  | 2,896 | 28,751 | 31,647 |
| Anatole                             | Coral Springs, FL | -      | (4)          | 9,600 | 40,004 | -       | 4,716  | 9,600 | 44,720 | 54,320 |
| Paddock Club Gainesville            | Daytona Beach, FL | 7,000  | (7)          | 1,227 | 5,879  | -       | 2,907  | 1,227 | 8,786  | 10,013 |
| The Retreat at Magnolia Parke, 204  | Gainesville, FL   | -      | (2)          | 1,800 | 15,879 | -       | 2,200  | 1,800 | 18,079 | 19,879 |
| Atlantic Crossing                   | Gainesville, FL   | -      |              | 2,040 | 16,338 | -       | 51     | 2,040 | 16,389 | 18,429 |
| Cooper's Hawk                       | Jacksonville, FL  | -      |              | 4,000 | 19,495 | -       | 679    | 4,000 | 20,174 | 24,174 |
| Hunter's Ridge at Deerwood          | Jacksonville, FL  | -      | (2)          | 854   | 7,500  | -       | 2,933  | 854   | 10,433 | 11,287 |
| Lakeside                            | Jacksonville, FL  | -      |              | 1,533 | 13,835 | -       | 5,495  | 1,533 | 19,330 | 20,863 |
| Lighthouse at Fleming Island        | Jacksonville, FL  | -      | (1)          | 1,430 | 12,883 | -       | 8,064  | 1,430 | 20,947 | 22,377 |
| Paddock Club Jacksonville           | Jacksonville, FL  | -      | (1)          | 4,047 | 35,052 | -       | 2,510  | 4,047 | 37,562 | 41,609 |
| Paddock Club Mandarin               | Jacksonville, FL  | -      | (1)          | 2,292 | 20,750 | -       | 3,280  | 2,292 | 24,030 | 26,322 |
| Tattersall at Tapestry Park, 279    | Jacksonville, FL  | -      | (2)          | 1,411 | 14,967 | -       | 1,977  | 1,411 | 16,944 | 18,355 |
| St. Augustine                       | Jacksonville, FL  | -      |              | 6,417 | 36,069 | -       | 107    | 6,417 | 36,176 | 42,593 |
| Woodbridge at the Lake              | Jacksonville, FL  | 13,235 | (17)<br>(18) | 2,857 | 6,475  | -       | 19,255 | 2,857 | 25,730 | 28,587 |
| Woodhollow                          | Jacksonville, FL  | -      | (2)          | 645   | 5,804  | -       | 4,163  | 645   | 9,967  | 10,612 |
| Paddock Club Lakeland Savannahs     | Jacksonville, FL  | -      | (1)          | 1,686 | 15,179 | (8)     | 7,573  | 1,678 | 22,752 | 24,430 |
| Lakeland Savannahs at James Landing | Lakeland, FL      | -      | (1)          | 2,254 | 20,452 | (1,033) | 6,533  | 1,221 | 26,985 | 28,206 |
|                                     | Melbourne, FL     | -      | (2)          | 582   | 7,868  | -       | 4,603  | 582   | 12,471 | 13,053 |
|                                     | Ocala, FL         | 6,805  |              | 2,284 | 21,970 | -       | 3,954  | 2,284 | 25,924 | 28,208 |

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|                                  |                     |        |      |       |        |     |         |       |        |        |
|----------------------------------|---------------------|--------|------|-------|--------|-----|---------|-------|--------|--------|
| Paddock                          |                     |        | (2)  |       |        |     |         |       |        |        |
| Park Ocala                       |                     |        | (3)  |       |        |     |         |       |        |        |
| Park Crest<br>at<br>Innisbrook   | Palm Harbor,<br>FL  | 30,627 |      | 6,900 | 26,613 | -   | (1,420) | 6,900 | 25,193 | 32,093 |
| The Club at<br>Panama<br>Beach   | Panama City,<br>FL  | -      | (2)  | 898   | 14,276 | (5) | 2,437   | 893   | 16,713 | 17,606 |
| Paddock<br>Club                  | Tallahassee, FL     | -      | (2)  | 530   | 4,805  | 950 | 12,538  | 1,480 | 17,343 | 18,823 |
| Tallahassee<br>Belmere           | Tampa, FL           | -      | (1)  | 852   | 7,667  | -   | 4,707   | 852   | 12,374 | 13,226 |
| Links at<br>Carrollwood          | Tampa, FL           | -      | (1)  | 817   | 7,355  | 110 | 4,461   | 927   | 11,816 | 12,743 |
| Village<br>Oaks                  | Tampa, FL           | -      |      | 2,729 | 19,014 | 84  | 1,098   | 2,813 | 20,112 | 22,925 |
| High Ridge<br>Sanctuary<br>at    | Athens, GA          | -      | (1)  | 884   | 7,958  | -   | 2,100   | 884   | 10,058 | 10,942 |
| Oglethorpe<br>Bradford<br>Pointe | Atlanta, GA         | 23,500 |      | 6,875 | 31,441 | -   | 1,903   | 6,875 | 33,344 | 40,219 |
| Shenandoah<br>Ridge              | Augusta, GA         | -      |      | 772   | 6,949  | -   | 2,695   | 772   | 9,644  | 10,416 |
| Westbury<br>Creek                | Augusta, GA         | -      | (1)  | 650   | 5,850  | 8   | 4,308   | 658   | 10,158 | 10,816 |
| Fountain<br>Lake                 | Augusta, GA         | 3,480  | (12) | 400   | 3,626  | -   | 1,560   | 400   | 5,186  | 5,586  |
| Park Walk                        | Brunswick, GA       | -      |      | 502   | 4,551  | -   | 2,588   | 502   | 7,139  | 7,641  |
| Whisperwood                      | College Park,<br>GA | -      | (1)  | 536   | 4,859  | -   | 1,329   | 536   | 6,188  | 6,724  |
| Willow<br>Creek                  | Columbus, GA        | -      | (1)  | 4,286 | 42,722 | -   | 15,430  | 4,286 | 58,152 | 62,438 |
| Terraces at<br>Fieldstone        | Columbus, GA        | -      | (1)  | 614   | 5,523  | -   | 4,475   | 614   | 9,998  | 10,612 |
| Prescott                         | Conyers, GA         | -      | (1)  | 1,284 | 15,819 | -   | 1,561   | 1,284 | 17,380 | 18,664 |
| Lanier                           | Duluth, GA          | -      | (5)  | 3,840 | 24,011 | -   | 1,276   | 3,840 | 25,287 | 29,127 |
| Lake Club                        | Gainesville,<br>GA  | 17,029 |      | 3,560 | 22,611 | -   | 1,753   | 3,560 | 24,364 | 27,924 |
| Whispering<br>Pines              | Gainesville,<br>GA  | -      | (5)  | 3,150 | 18,383 | -   | 900     | 3,150 | 19,283 | 22,433 |
| Westbury<br>Springs              | LaGrange, GA        | -      |      | 823   | 7,470  | (2) | 2,486   | 821   | 9,956  | 10,777 |
| Austin<br>Chase                  | Lilburn, GA         | -      | (1)  | 665   | 6,038  | -   | 1,911   | 665   | 7,949  | 8,614  |
| The Vistas<br>Walden<br>Run      | Macon, GA           | -      |      | 1,409 | 12,687 | -   | 2,119   | 1,409 | 14,806 | 16,215 |
| Avala at<br>Savannah             | Macon, GA           | -      | (1)  | 595   | 5,403  | -   | 1,575   | 595   | 6,978  | 7,573  |
|                                  | McDonough,<br>GA    | -      | (1)  | 1,281 | 11,565 | -   | 1,470   | 1,281 | 13,035 | 14,316 |
|                                  | Savannah, GA        | -      |      | 1,500 | 24,862 | -   | 197     | 1,500 | 25,059 | 26,559 |

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|                                   |                   |       |     |       |        |       |        |       |        |        |
|-----------------------------------|-------------------|-------|-----|-------|--------|-------|--------|-------|--------|--------|
| Quarters                          |                   |       |     |       |        |       |        |       |        |        |
| Georgetown Grove                  | Savannah, GA      | -     |     | 1,288 | 11,579 | -     | 2,067  | 1,288 | 13,646 | 14,934 |
| Oaks at Wilmington Island         | Savannah, GA      | -     | (4) | 2,910 | 25,315 | -     | 1,447  | 2,910 | 26,762 | 29,672 |
| Wildwood                          | Thomasville, GA   | -     | (1) | 438   | 3,971  | 371   | 5,738  | 809   | 9,709  | 10,518 |
| Hidden Lake                       | Union City, GA    | -     | (1) | 1,296 | 11,715 | -     | 4,068  | 1,296 | 15,783 | 17,079 |
| Three Oaks                        | Valdosta, GA      | -     | (1) | 462   | 4,188  | 459   | 6,913  | 921   | 11,101 | 12,022 |
| Huntington Chase                  | Warner Robins, GA | -     | (4) | 1,160 | 10,437 | -     | 1,823  | 1,160 | 12,260 | 13,420 |
| Southland Station                 | Warner Robins, GA | -     | (1) | 1,470 | 13,284 | -     | 3,005  | 1,470 | 16,289 | 17,759 |
| Terraces at Townelake             | Woodstock, GA     | -     | (1) | 1,331 | 11,918 | 1,688 | 19,754 | 3,019 | 31,672 | 34,691 |
| Fairways at Hartland Paddock Club | Bowling Green, KY | -     | (1) | 1,038 | 9,342  | -     | 2,874  | 1,038 | 12,216 | 13,254 |
| Florence Grand Reserve            | Florence, KY      | 9,114 |     | 1,209 | 10,969 | -     | 2,847  | 1,209 | 13,816 | 15,025 |
| Lexington Lakepointe              | Lexington, KY     | -     | (1) | 2,024 | 31,525 | -     | 917    | 2,024 | 32,442 | 34,466 |
| Mansion, The                      | Lexington, KY     | -     | (1) | 411   | 3,699  | -     | 2,013  | 411   | 5,712  | 6,123  |
| Village, The                      | Lexington, KY     | -     | (1) | 694   | 6,242  | -     | 2,662  | 694   | 8,904  | 9,598  |
| Stonemill Village                 | Lexington, KY     | -     | (1) | 900   | 8,097  | -     | 3,794  | 900   | 11,891 | 12,791 |
| Crosswinds                        | Louisville, KY    | -     | (1) | 1,169 | 10,518 | -     | 7,735  | 1,169 | 18,253 | 19,422 |
| Pear Orchard                      | Jackson, MS       | -     | (1) | 1,535 | 13,826 | -     | 4,196  | 1,535 | 18,022 | 19,557 |
| Reflection Pointe                 | Jackson, MS       | -     | (1) | 1,351 | 12,168 | -     | 6,825  | 1,351 | 18,993 | 20,344 |
| Lakeshore Landing                 | Jackson, MS       | 5,880 | (8) | 710   | 8,770  | 138   | 6,311  | 848   | 15,081 | 15,929 |
| Savannah Creek                    | Ridgeland, MS     | -     | (1) | 676   | 6,284  | -     | 1,421  | 676   | 7,705  | 8,381  |
| Sutton Place                      | Southaven, MS     | -     | (1) | 778   | 7,013  | -     | 2,707  | 778   | 9,720  | 10,498 |
| Hermitage at Beechtree            | Southaven, MS     | -     | (1) | 894   | 8,053  | -     | 3,313  | 894   | 11,366 | 12,260 |
| Waterford Forest                  | Cary, NC          | -     | (1) | 900   | 8,099  | -     | 3,957  | 900   | 12,056 | 12,956 |
| 1225 South Church I               | Cary, NC          | -     | (5) | 4,000 | 20,250 | -     | 1,687  | 4,000 | 21,937 | 25,937 |
| Hue                               | Charlotte, NC     | -     |     | 4,780 | 22,342 | -     | 239    | 4,780 | 22,581 | 27,361 |
|                                   | Raleigh, NC       | -     |     | 3,690 | 29,910 | -     | 1,135  | 3,690 | 31,045 | 34,735 |

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|                           |                   |        |      |       |        |      |        |       |        |        |
|---------------------------|-------------------|--------|------|-------|--------|------|--------|-------|--------|--------|
| Preserve at Brier Creek   | Raleigh, NC       | -      | (1)  | 5,850 | 21,980 | (19) | 22,011 | 5,831 | 43,991 | 49,822 |
| Providence at Brier Creek | Raleigh, NC       | -      |      | 4,695 | 29,007 | -    | 379    | 4,695 | 29,386 | 34,081 |
| Corners, The              | Winston-Salem, NC | -      | (2)  | 685   | 6,165  | -    | 2,640  | 685   | 8,805  | 9,490  |
| Fairways at Royal Oak     | Cincinnati, OH    | -      | (1)  | 814   | 7,335  | (12) | 2,763  | 802   | 10,098 | 10,900 |
| Colony at South Park      | Aiken, SC         | -      | (1)  | 862   | 7,867  | -    | 1,311  | 862   | 9,178  | 10,040 |
| Woodwinds                 | Aiken, SC         | -      | (1)  | 503   | 4,540  | -    | 1,991  | 503   | 6,531  | 7,034  |
| Tanglewood                | Anderson, SC      | -      | (1)  | 427   | 3,853  | -    | 2,655  | 427   | 6,508  | 6,935  |
| Fairways, The             | Columbia, SC      | 7,735  | (9)  | 910   | 8,207  | -    | 2,301  | 910   | 10,508 | 11,418 |
| Paddock Club              | Columbia, SC      | -      | (1)  | 1,840 | 16,560 | -    | 3,440  | 1,840 | 20,000 | 21,840 |
| Columbia Highland Ridge   | Greenville, SC    | -      | (1)  | 482   | 4,337  | -    | 2,085  | 482   | 6,422  | 6,904  |
| Howell Commons            | Greenville, SC    | -      | (1)  | 1,304 | 11,740 | -    | 3,372  | 1,304 | 15,112 | 16,416 |
| Paddock Club              | Greenville, SC    | -      | (1)  | 1,200 | 10,800 | -    | 1,696  | 1,200 | 12,496 | 13,696 |
| Greenville Park           | Greenville, SC    | -      | (1)  | 325   | 2,925  | 35   | 4,378  | 360   | 7,303  | 7,663  |
| Haywood                   | Greenville, SC    | -      | (1)  | 597   | 5,374  | (14) | 2,626  | 583   | 8,000  | 8,583  |
| Spring Creek              | Greenville, SC    | -      | (1)  | 597   | 5,374  | (14) | 2,626  | 583   | 8,000  | 8,583  |
| Runaway Bay               | Mt. Pleasant, SC  | 8,365  | (6)  | 1,085 | 7,269  | (2)  | 5,515  | 1,083 | 12,784 | 13,867 |
| 535 Brookwood             | Simpsonville, SC  | 13,890 |      | 1,216 | 18,666 | -    | 332    | 1,216 | 18,998 | 20,214 |
| Park Place                | Spartanburg, SC   | -      | (1)  | 723   | 6,504  | -    | 2,519  | 723   | 9,023  | 9,746  |
| Farmington Village        | Summerville, SC   | 15,200 |      | 2,800 | 26,295 | -    | 394    | 2,800 | 26,689 | 29,489 |
| Hamilton Pointe           | Chattanooga, TN   | -      | (1)  | 1,131 | 10,632 | -    | 1,887  | 1,131 | 12,519 | 13,650 |
| Hidden Creek              | Chattanooga, TN   | -      | (1)  | 972   | 8,954  | -    | 1,753  | 972   | 10,707 | 11,679 |
| Steeplechase              | Chattanooga, TN   | -      | (1)  | 217   | 1,957  | -    | 2,868  | 217   | 4,825  | 5,042  |
| Windridge                 | Chattanooga, TN   | 5,465  | (13) | 817   | 7,416  | -    | 3,240  | 817   | 10,656 | 11,473 |
| Oaks, The                 | Jackson, TN       | -      | (1)  | 177   | 1,594  | 12   | 1,969  | 189   | 3,563  | 3,752  |
| Post House Jackson        | Jackson, TN       | 5,095  |      | 443   | 5,078  | -    | 3,792  | 443   | 8,870  | 9,313  |
| Post House North          | Jackson, TN       | 3,375  | (10) | 381   | 4,299  | (57) | 2,431  | 324   | 6,730  | 7,054  |
|                           | Jackson, TN       | -      | (1)  | 523   | 4,711  | -    | 1,743  | 523   | 6,454  | 6,977  |

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|   |                  |        |              |       |        |       |        |       |        |        |
|---|------------------|--------|--------------|-------|--------|-------|--------|-------|--------|--------|
| Bradford Chase Woods at Post House                      | Jackson, TN      | 4,565  |              | 240   | 6,839  | -     | 2,243  | 240   | 9,082  | 9,322  |
| Cedar Mill  | Memphis, TN      | -      | (1)          | 824   | 8,023  | -     | 2,148  | 824   | 10,171 | 10,995 |
| Greenbrook  | Memphis, TN      | 28,910 |              | 2,100 | 24,468 | 25    | 24,130 | 2,125 | 48,598 | 50,723 |
| Kirby Station   | Memphis, TN      | -      | (1)          | 1,148 | 10,337 | -     | 8,193  | 1,148 | 18,530 | 19,678 |
| Lincoln on the Green                                    | Memphis, TN      | -      | (1)          | 1,498 | 20,483 | -     | 12,877 | 1,498 | 33,360 | 34,858 |
| Park Estate Reserve at Dexter                           | Memphis, TN      | -      |              | 178   | 1,141  | -     | 4,323  | 178   | 5,464  | 5,642  |
| Lake Paddock Club Murfreesboro                          | Memphis, TN      | -      |              | 1,260 | 16,043 | 2,147 | 35,663 | 3,407 | 51,706 | 55,113 |
| Aventura at Indian Lake Village                         | Murfreesboro, TN | -      | (1)          | 915   | 14,774 | -     | 1,783  | 915   | 16,557 | 17,472 |
| Avondale at Kennesaw                                    | Nashville, TN    |        |              | 4,950 | 28,053 | -     | 66     | 4,950 | 28,119 | 33,069 |
| Brentwood Downs Grand View                              | Nashville, TN    | 19,142 |              | 3,456 | 22,443 | -     | 299    | 3,456 | 22,742 | 26,198 |
| Nashville Monthaven Park                                | Nashville, TN    | -      | (1)          | 1,193 | 10,739 | (2)   | 6,335  | 1,191 | 17,074 | 18,265 |
| Park at Hermitage Verandas at Sam Ridley                | Nashville, TN    | -      | (1)          | 2,963 | 33,673 | -     | 3,028  | 2,963 | 36,701 | 39,664 |
| Northwood Balcones Woods Grand Reserve at Sunset Valley | Nashville, TN    | 6,645  | (14)<br>(18) | 1,524 | 14,800 | -     | 6,304  | 1,524 | 21,104 | 22,628 |
| Silverado Stassney Woods                                | Nashville, TN    | 23,559 |              | 3,350 | 28,308 | -     | 346    | 3,350 | 28,654 | 32,004 |
| Travis Station Woods, The                               | Arlington, TX    | -      | (2)          | 886   | 8,051  | -     | 1,490  | 886   | 9,541  | 10,427 |
|   | Austin, TX       | -      | (2)          | 1,598 | 14,398 | -     | 9,426  | 1,598 | 23,824 | 25,422 |
|   | Austin, TX       | -      | (4)          | 3,150 | 11,393 | -     | 2,150  | 3,150 | 13,543 | 16,693 |
|   | Austin, TX       | -      | (4)          | 2,900 | 24,009 | -     | 1,121  | 2,900 | 25,130 | 28,030 |
|   | Austin, TX       | 4,050  | (15)<br>(18) | 1,621 | 7,501  | -     | 5,168  | 1,621 | 12,669 | 14,290 |
|   | Austin, TX       | 3,585  | (16)<br>(18) | 2,281 | 6,169  | -     | 5,623  | 2,281 | 11,792 | 14,073 |
|   | Austin, TX       | -      | (2)          | 1,405 | 12,769 | -     | 4,263  | 1,405 | 17,032 | 18,437 |
|   | Dallas, TX       | -      | (5)          | 1,462 | 13,165 | -     | 6,818  | 1,462 | 19,983 | 21,445 |

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|  |                 |        |     |       |        |      |        |       |        |        |
|--|-----------------|--------|-----|-------|--------|------|--------|-------|--------|--------|
| Celery Stalk Courtyards at Campbell    | Dallas, TX      | -      | (2) | 988   | 8,893  | -    | 2,932  | 988   | 11,825 | 12,813 |
| Deer Run Grand Courtyard               | Dallas, TX      | -      | (2) | 1,252 | 11,271 | -    | 3,705  | 1,252 | 14,976 | 16,228 |
| Legends at Lowe's Farm                 | Dallas, TX      | -      | (4) | 2,730 | 22,240 | -    | 1,421  | 2,730 | 23,661 | 26,391 |
| Watermark La                           | Dallas, TX      | -      | (5) | 960   | 14,438 | -    | 1,034  | 960   | 15,472 | 16,432 |
| Valencia at Starwood                   | Frisco, TX      | 22,350 |     | 3,240 | 26,069 | -    | 339    | 3,240 | 26,408 | 29,648 |
| Legacy Pines Reserve at Woodwind Lakes | Houston, TX     | -      | (2) | 2,157 | 19,066 | (15) | 2,798  | 2,142 | 21,864 | 24,006 |
| Park Place (Houston)                   | Houston, TX     | 12,823 |     | 1,968 | 19,928 | -    | 2,392  | 1,968 | 22,320 | 24,288 |
| Ranchstone Cascade at Fall Creek       | Houston, TX     | -      | (4) | 1,480 | 14,807 | -    | 1,621  | 1,480 | 16,428 | 17,908 |
| Chalet at Fall Creek                   | Humble, TX      | -      |     | 3,230 | 19,926 | -    | 483    | 3,230 | 20,409 | 23,639 |
| Bella Casita at Las Colinas            | Humble, TX      | -      | (4) | 2,755 | 20,085 | -    | 477    | 2,755 | 20,562 | 23,317 |
| Kenwood Club Lane at Towne Crossing    | Irving, TX      | -      | (5) | 2,521 | 26,432 | -    | 455    | 2,521 | 26,887 | 29,408 |
| Times Square at Craig Ranch            | Katy, TX        | -      | (2) | 1,002 | 17,288 | -    | 1,383  | 1,002 | 18,671 | 19,673 |
| Highwood Los Rios Park                 | Mesquite, TX    | -      | (2) | 1,311 | 11,867 | (8)  | 1,981  | 1,303 | 13,848 | 15,151 |
| Boulder Ridge                          | McKinney, TX    | -      |     | 1,130 | 28,058 | -    | 1,582  | 1,130 | 29,640 | 30,770 |
| Copper Ridge                           | Plano, TX       | -      |     | 864   | 7,783  | -    | 3,349  | 864   | 11,132 | 11,996 |
| Alamo Ranch                            | Plano, TX       | -      | (2) | 3,273 | 28,823 | -    | 2,827  | 3,273 | 31,650 | 34,923 |
| Stone Ranch at                         | Roanoke, TX     | -      | (2) | 3,382 | 26,930 | -    | 3,701  | 3,382 | 30,631 | 34,013 |
|  | Roanoke, TX     | -      |     | 4,166 | -      | -    | 20,943 | 4,166 | 20,943 | 25,109 |
|  | San Antonio, TX | -      |     | 2,380 | 26,982 | -    | 677    | 2,380 | 27,659 | 30,039 |
|  | San Antonio, TX | 19,500 |     | 4,000 | 24,992 | -    | 754    | 4,000 | 25,746 | 29,746 |



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|                                    |                    |            |      |         |           |       |         |         |           |           |
|------------------------------------|--------------------|------------|------|---------|-----------|-------|---------|---------|-----------|-----------|
| Westover Hills                     |                    |            |      |         |           |       |         |         |           |           |
| Cypresswood Court                  | Spring, TX         | -          | (5)  | 576     | 5,190     | -     | 2,839   | 576     | 8,029     | 8,605     |
| Villages at Kirkwood               | Stafford, TX       | -          | (4)  | 1,918   | 15,846    | -     | 1,696   | 1,918   | 17,542    | 19,460    |
| Green Tree Place                   | Woodlands, TX      | -          | (5)  | 539     | 4,850     | -     | 2,631   | 539     | 7,481     | 8,020     |
| Seasons at Celebrate Virginia      | Fredericksburg, VA |            |      | 6,960   | 32,083    | -     | 15      | 6,960   | 32,098    | 39,058    |
| Township                           | Hampton, VA        | 10,800     | (11) | 1,509   | 8,189     | -     | 8,084   | 1,509   | 16,273    | 17,782    |
| Hamptons at Hunton Park            | Richmond, VA       |            |      | 4,930   | 35,598    | -     | 422     | 4,930   | 36,020    | 40,950    |
| Total Residential Properties       |                    | \$ 331,724 |      | 313,687 | 2,370,349 | 5,680 | 606,076 | 319,367 | 2,976,425 | 3,295,791 |
| Times Square at Craig Ranch        |                    |            |      | 253     | 1,310     | -     | 8       | 253     | 1,318     | 1,571     |
| Bella Casita at Las Colinas        |                    |            |      | 46      | 186       | -     | 4       | 46      | 190       | 236       |
| 1225 South Church                  |                    |            |      | 43      | 199       | 9     | (6)     | 52      | 193       | 245       |
| Retail Properties                  | Various            |            |      | 342     | 1,695     | 9     | 6       | 351     | 1,701     | 2,052     |
| Circle at Cool Springs-Development |                    |            |      | 6,670   | -         | -     | 29,800  | 6,670   | 29,800    | 36,470    |
| South Church Phase II Development  |                    |            |      | 4,832   | -         | -     | 5,795   | 4,832   | 5,795     | 10,627    |
| Ridge at Chenal Valley Development |                    |            |      | 2,626   | -         | -     | 11,528  | 2,626   | 11,528    | 14,154    |
| Development Properties             |                    |            |      | 14,128  | -         | -     | 47,123  | 14,128  | 47,123    | 61,251    |
| Total Properties                   |                    |            |      | 328,157 | 2,372,044 | 5,689 | 653,205 | 333,846 | 3,025,249 | 3,359,095 |
| Land Held for Future Developments  | Various            |            |      | 1,306   | -         | -     | -       | 1,306   | -         | 1,306     |
|                                    | Various            |            |      | -       | -         | -     | 19,527  | -       | 19,527    | 19,527    |

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Commercial  
Properties

|  |               |                 |             |               |               |                 |             |
|--|---------------|-----------------|-------------|---------------|---------------|-----------------|-------------|
| Total  | 1,306         | -               | -           | 19,527        | 1,306         | 19,527          | 20,833      |
| Other  |               |                 |             |               |               |                 |             |
| Total Real Estate Assets, net of<br>Joint Ventures | \$<br>329,463 | \$<br>2,372,044 | \$<br>5,689 | \$<br>672,732 | \$<br>335,152 | \$<br>3,044,776 | \$<br>3,379 |

- (1) Encumbered by a \$691.8 million FNMA facility, with \$691.8 million available and \$691.8 million outstanding with a variable interest rate of 0.98% on which there exists in combination with the FNMA facility mentioned in note (2) thirteen interest rate swap agreements totaling \$425 million at an average rate of 5.35% and six interest rate caps totalling \$165 million at an average rate of 4.58% at December 31, 2011.
- (2) Encumbered by a \$163.2 million FNMA facility, with \$163.2 million available and \$147.1 million outstanding with a variable interest rate of 0.70% on which there exists interest rate swaps and caps as mentioned in note (1) at December 31, 2011.
- (3) Phase I of Paddock Park - Ocala is encumbered by \$6.8 million in bonds on which there exists a \$6.8 million interest rate cap of 6.00% which terminates on October 24, 2012.
- (4) Encumbered by a \$200 million Freddie Mac facility, with \$198.2 million available and an outstanding balance of \$198.2 million and a variable interest rate of 0.67% on which there exists eight interest rate swap agreements totaling \$134 million at an average rate of 5.18% and a \$15 million interest rate cap of 5% at December 31, 2011.
- (5) Encumbered by a \$128 million loan with an outstanding balance of \$128 million and a fixed interest rate of 5.08% which matures on June 10, 2021.
- (6) Encumbered by \$8.4 million in bonds on which there exists a \$8.4 million interest rate cap of 4.50% which terminates on March 1, 2014.
- (7) Encumbered by \$7.0 million in bonds on which there exists a \$7.0 million interest rate swap agreement fixed at 4.42% and maturing on October 15, 2012.
- (8) Encumbered by \$5.9 million in bonds on which there exists a \$5.9 million interest rate cap of 6.00% which terminates on October 31, 2012.
- (9) Encumbered by \$7.7 million in bonds on which there exists a \$7.7 million interest rate cap of 6.00% which terminates on October 31, 2012.
- (10) Encumbered by \$3.4 million in bonds on which there exists a \$3.4 million interest rate cap of 6.00% which terminates on October 31, 2012.
- (11) Encumbered by \$10.8 million in bonds on which there exists a \$10.8 million interest rate swap agreement fixed at 4.42% and maturing on October 15, 2012.
- (12) Encumbered by \$3.5 million in bonds \$0.5 million having a variable rate of 1.196% and \$3.0 million with a variable rate of 0.886% on which there exists a \$3.0 million interest rate cap of 6.00% which terminates on May 31, 2013.
- (13) Encumbered by \$5.5 million in bonds \$0.5 million having a variable rate of 1.196% and \$5.0 million with a variable rate of 0.886% on which there exists a \$5.0 million interest rate cap of 6.00% which terminates on May 31, 2013.
- (14) Encumbered by \$6.6 million in bonds on which there exists a \$6.6 million interest rate cap of 6.00% which terminates on November 15, 2016.
- (15) Encumbered by \$4.1 million in bonds on which there exists a \$4.1 million interest rate cap of 6.00% which terminates on November 15, 2016.
- (16) Encumbered by \$3.6 million in bonds on which there exists a \$3.6 million interest rate cap of 6.00% which terminates on November 15, 2016.
- (17) Phase I of St. Augustine is encumbered by \$13.2 million in bonds on which there exists a \$13.2 million interest rate cap of 4.50% which terminates on March 1, 2014.
- (18) Also encumbered by a \$17.9 million FNMA facility maturing on March 1, 2014 with a variable interest rate of 0.87% on which there exists a \$11.7 million interest rate cap of 5.00% which terminates on March 1, 2014.

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(19) The aggregate cost for Federal income tax purposes was approximately \$3.3 million at December 31, 2011. The aggregate cost for book purposes exceeds the total gross amount of real estate assets for Federal income tax purposes, principally due to purchase accounting adjustments recorded under accounting principles generally accepted in the United States of America.

(20) Depreciation is on a straight line basis over the estimated useful asset life which ranges from 8 to 40 years for land improvements and buildings, 5 years for furniture, fixtures and equipment, and 6 months for fair market value of leases.

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MAA  
 Schedule III  
 Real Estate Investments and Accumulated Depreciation

A summary of activity for real estate investments and accumulated depreciation is as follows (dollars in thousands):

|  | Year Ended December 31, |             |             |
|--|-------------------------|-------------|-------------|
|  | 2011                    | 2010        | 2009        |
| Real estate investments:                         |                         |             |             |
| Balance at beginning of year                     | \$2,941,261             | \$2,698,682 | \$2,522,698 |
| Acquisitions                                     | 362,745                 | 278,810     | 125,299     |
| Less: FMV of Leases included in Acquisitions     | (3,829 )                | (1,764 )    | (1,633 )    |
| Improvement and development                      | 104,705                 | 57,331      | 53,785      |
| Disposition of real estate assets <sup>(1)</sup> | (24,953 )               | (91,798 )   | (1,467 )    |
| Balance at end of year                           | \$3,379,929             | \$2,941,261 | \$2,698,682 |
| Accumulated depreciation:                        |                         |             |             |
| Balance at beginning of year                     | \$873,903               | \$773,438   | \$701,477   |
| Depreciation                                     | 112,726                 | 101,454     | 72,196      |
| Disposition of real estate assets <sup>(1)</sup> | (13,503 )               | (989 )      | (235 )      |
| Balance at end of year                           | \$973,126               | \$873,903   | \$773,438   |

MAA's consolidated balance sheet at December 31, 2011, 2010, and 2009, includes accumulated depreciation of \$11,402, \$9,967, and \$8,738, respectively, in the caption "Commercial properties, net".

<sup>(1)</sup> Includes assets sold, casualty losses, and removal of certain fully depreciated assets.

See accompanying reports of independent registered public accounting firms.