Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2010

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A This return/report is for:
- ☐ a multiemployer plan;
- ☐ a multiple-employer plan; or
- ☒ a single-employer plan;
- ☐ a DFE (specify) ____

B This return/report is:
- ☐ the first return/report;
- ☐ the final return/report;
- ☐ an amended return/report;
- ☐ a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

D Check box if filing under:
- ☐ Form 5558;
- ☐ automatic extension;
- ☐ the DFVC program;
- ☐ special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
AMLI RESIDENTIAL PROPERTIES 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1985

2a Plan sponsor's name and address (employer, if for a single-employer plan)
(Address should include room or suite no.)
AMLI MANAGEMENT COMPANY

200 WEST MONROE STREET, SUITE 2200
CHICAGO, IL 60606-5070

2b Employer Identification Number (EIN)
36-3207100

2c Sponsor's telephone number
312-283-4700

2d Business code (see instructions)
531390

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	07/18/2011	LESLIE SILVERMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
AMLI MANAGEMENT COMPANY

200 WEST MONROE STREET, SUITE 2200
CHICAGO, IL 60606-5070

3b Administrator's EIN
36-3207100

3c Administrator's telephone number
312-283-4700

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	785
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	744
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	147
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	891
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	1
f	Total. Add lines **6d** and **6e**	**6f**	892
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	749
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	42
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
2E 2F 2G 2J 2K 3D 3H 2S 2T

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2010** **This Form is Open to Public Inspection.**

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan	**B** Three-digit plan number (PN) ▶	
AMLI RESIDENTIAL PROPERTIES 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
AMLI MANAGEMENT COMPANY	36-3207100	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PNC BANK, N.A.

25-1211909

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 59 60 63	TRUSTEE	3175	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS - AMERICAN BALANCED 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS - EUROPACIFIC GROWTH 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS - THE BOND FUND OF A 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS - THE GROWTH FUND OF 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
AMERICAN FUNDS - THE INVESTMENT COM 333 SOUTH HOPE STREET LOS ANGELES, CA 90071	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BARON GROWTH FUND 767 FIFTH AVENUE, 49TH FLOOR NEW YORK, NY 10153	15 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INDEX EQUITY FUND SVC 40 EAST 52ND STREET NEW YORK, NY 10022	4 BASIS POINTS ANNUALLY-60 15 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INFLATION PROTECTED BOND 40 EAST 52ND STREET NEW YORK, NY 10022	5 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK MONEY MARKET FUND INST 40 EAST 52ND STREET NEW YORK, NY 10022	15 BASIS POINTS ANNUALLY-60

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	59 60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
DREYFUS MIDCAP INDEX FUND 200 PARK AVENUE NEW YORK, NY 10166	25 BASIS POINTS ANNUALLY-59 10 BASIS POINTS ANNUALLY-60

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
FIDELITY ADVISOR MID CAP FUND T 82 DEVONSHIRE ST. BOSTON, MA 02109	10 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	59 60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVESCO REAL ESTATE FUND A 1555 PEACHTREE STREET, N.E. ATLANTA, GA 30309	5 BASIS POINTS ANNUALLY-59 25 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO TOTAL RETURN FUND P 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	10 BASIS POINTS ANNUALLY-60

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PNC INVESTMENT CONTRACT FUND X 620 LIBERTY AVENUE PITTSBURGH, PA 15222	75 BASIS POINTS ANNUALLY-59

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
ROYCE LOW-PRICED STOCK FUND SVC 745 5TH AVENUE, 24TH FLOOR NEW YORK, NY 10151	10 BASIS POINTS ANNUALLY-60 25 BASIS POINTS ANNUALLY-63

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2010 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2020 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2030 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2040 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
PNC BANK, N.A.	60 63	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
T. ROWE PRICE RETIREMENT 2050 FUND 100 EAST PRATT STREET BALTIMORE, MD 21202	15 BASIS POINTS ANNUALLY-60 50 BASIS POINTS ANNUALLY-63

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN:
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

a	Name:	**b** EIN;
c	Position:	
d	Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
AMLI RESIDENTIAL PROPERTIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
AMLI MANAGEMENT COMPANY

D Employer Identification Number (EIN)
36-3207100

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: PNC EBT INVESTMENT CONTRACT FUND

b Name of sponsor of entity listed in (a): PNC BANK, N.A.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
25-1197336-001	C	1916937

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
AMLI RESIDENTIAL PROPERTIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AMLI MANAGEMENT COMPANY

D Employer Identification Number (EIN)
36-3207100

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	16581	
(2) Participant contributions	1b(2)	62680	
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3025326	2730097
(2) U.S. Government securities	1c(2)		34213
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	766115	930864
(9) Value of interest in common/collective trusts	1c(9)	1879221	1916937
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	11227242	13921342
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	16977165	19533453
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	16977165	19533453

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	464562	
	(B) Participants	2a(1)(B)	1464810	
	(C) Others (including rollovers)	2a(1)(C)	121489	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2050861
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	41842	
	(F) Other	2b(1)(F)	1932	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		43774
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	236217	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		236217
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	5600325	
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)	5415894	
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		184431

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	-1025	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		-1025
(6) Net investment gain (loss) from common/collective trusts	2b(6)		24446
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		1443078
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		3981782
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1422169	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1422169
f Corrective distributions (see instructions)	2f		150
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3175	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3175
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1425494
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		2556288
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: FRIEDMAN & HUEY ASSOCIATES, LLP (2) EIN: 36-3382360

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2010

This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

A Name of plan
AMLI RESIDENTIAL PROPERTIES 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
AMLI MANAGEMENT COMPANY

D Employer Identification Number (EIN)
36-3207100

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 25-1211909

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section of 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Financial Statements and Schedule

December 31, 2010 and 2009

(With Independent Auditors' Report Thereon)

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

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FRIEDMAN & HUEY ASSOCIATES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

Plan Administrators of
AMLI Residential Properties 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of AMLI Residential Properties 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 6, which was certified by PNC Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Friedman & Huey Associates LLP

Friedman Huey Associates LLP

Park Ridge, Illinois
June 22, 2011

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments, at fair value (notes 5 and 6)	$ 18,602,589	$ 16,131,789
Receivables		
Notes receivable from participants	930,864	766,115
Participant contributions receivable	—	62,680
Employer contributions receivable	—	16,581
Total receivables	930,864	845,376
Total assets	19,533,453	16,977,165
LIABILITIES	—	—
Net assets available for benefits	$ 19,533,453	$ 16,977,165

See accompanying notes to financial statements.

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2010 and 2009

	2010	2009
Investment income:		
Net appreciation in fair value of investments	$ 1,650,930	$ 2,467,742
Dividends	236,217	184,587
Interest income, participant notes receivable	41,842	37,164
Other income	1,932	1,080
Total investment gain	1,930,921	2,690,573
Contributions:		
Employer	464,562	499,564
Participant	1,464,810	1,473,305
Rollover	121,489	37,169
Total contributions	2,050,861	2,010,038
Total increase	3,981,782	4,700,611
Deductions:		
Administrative expenses	(3,175)	(4,825)
Benefits paid to participants	(1,422,319)	(1,974,767)
Total deductions	(1,425,494)	(1,979,592)
Net increase	2,556,288	2,721,019
Net assets available for benefits:		
Beginning of year	16,977,165	14,256,146
End of year	$ 19,533,453	$ 16,977,165

See accompanying notes to financial statements.

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Notes to Financial Statements

December 31, 2010 and 2009

(1) Description of Plan

The following description of the AMLI Residential Properties 401(k) Plan (the "Plan") is provided for general information purposes. Participants should refer to the plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined contribution plan covering employees of AMLI Residential Properties, L.P. and affiliates in which AMLI Residential Properties, L.P. owns a majority of the economic values (collectively referred to as the Company) who have completed six months of service and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). On June 27, 2000, the board of directors of a participating affiliate of the company appointed PNC Bank (PNC) as trustee of the Plan effective July 1, 2000.

Contributions

The Plan allows for both employee and employer contributions. Employees may elect to defer up to 100% of their compensation, subject to various limits established for tax-deferred contributions under the Internal Revenue Code (IRC). The Company's matching contribution is equal to 50% of the first $4,000 contributed by the employee. For the years ended December 31, 2010 and 2009, the employer matching contributions were $464,562 and $499,564, respectively. In 2009, the Board approved the elimination of the Company's discretionary contributions.

Investment Options

Participants may invest in one or more the eighteen investment funds offered by the plan. Each of the funds represents a mix of various investments. The investment mix chosen by the participant will apply to employee and Company matching contributions.

Participant Accounts

Each participant's account is credited with (a) the participant's contribution, (b) each participant's portion of the Company's contribution, and (c) an allocation of the Plan's earnings or losses based upon each participant's account balance. Forfeitures arising from the termination of participants who are not fully vested at the time of their termination are

used to reduce employer contributions. The forfeiture amounts used to reduce employer contributions were $80,933 and $32,715 in 2010 and 2009, respectively.

Vesting and Forfeited Accounts

Participants are immediately vested in their voluntary contributions and earnings thereon. Participants fully vest in their employer matching and discretionary contribution after three years of service, as defined by the Plan. At December 31, 2010 and 2009, forfeited non-vested accounts totaled $70,103 and $80,913, respectively. These accounts are be used to reduce future employer contributions.

Notes Receivable from Participants

The Plan allows for participants to borrow up to 50% of their vested account balance subject to a statutory maximum. Loan terms require periodic payments through payroll deductions over a reasonable period of time not to exceed five years except for those situations specifically stated by the Plan. The notes are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25%. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator of make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from these estimates.

Investment Valuation and Income Recognition

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the Plan's investments as the contract value for the fully benefit-responsive investment contracts, as the contract value approximates fair value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for fully benefit-responsive investment contracts.

The plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 5 for discussion of fair value measurements. The Plan's interest in the Common Trust Fund is valued based on information reported by the investment advisor using the audited statements of the fund at year-end. The average market value yield of the Common Trust Fund for 2010 and 2009 was 2.26% and 2.95%, respectively. The average yield earned by the Common Trust Fund that reflects the actual interest credited to participants for 2010 and 2009 was 2.36% and 2.19%, respectively

Purchases and sales of securities are recorded on trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Net Appreciation Fair Value of Investments

Net realized and unrealized appreciation is recorded in the accompanying Statements of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (the "FASB") issued authoritative guidance that requires additional disclosures on fair value measurements and provides clarification to existing disclosures. The requirements, which include additional disclosure of significant transfers in and out of Level 1 and Level 2 measurements, were adopted by the Plan for the year ended December 31, 2010. As this guidance only requires additional disclosures, the adoption of the guidance did not have a material impact to the Plan's financial statements.

In September 2010, the FASB issued authoritative guidance on how loans to participants should be classified and measured by defined contribution pension plans. This guidance requires that participant loans be classified as notes receivable from participants, which are segregated from Plan investments, and measured at their unpaid balance plus an accrued but unpaid interest. The Plan adopted this guidance for the year ended December 31, 2010, and retrospectively applied it to December 31, 2009. The adoption resulted in a reclassification of participant loans totaling $766,115 from investments to notes receivable on the Statement of Net Assets Available for Benefits at December 31, 2009.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

For the year-ended December 31, 2010, the Plan has evaluated subsequent events for potential recognition and disclosure through June 22, 2011, the date the financial statements were available to be issued.

(3) Administrative Expenses

The Company pays certain Plan administrative expenses, including expenses associated with the annual audit and employee education expense. Administrative expenses paid by the Plan consist primarily of distribution processing fees charged by the Plan Trustee for its services.

(4) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants become 100% vested in their accounts.

(5) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework or measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarch gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels or the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1- Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2- Inputs to the valuation methodology include

Quoted prices for similar assets or liabilities in active markets;
Quoted prices for identical or similar assets or liabilities in inactive markets;
Inputs other than quoted prices that are observable for the asset or liability;
Inputs that are derived principally form or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability

Level 3- Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs an minimize the use of unobservable inputs.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the plan at year end.
Common Trust Fund: Valued at the net asset value per unit as provided by the administrator of the fund. The net asset value of the underlying assets owned by the fund, minus any liabilities, and then divided by the number of units outstanding.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair values as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			
Description	Level 1	Level 2	Level 3	Total
Mutual Funds				
Balanced Funds	$ 5,024,702	-	-	$ 5,024,702
Growth Funds	3,704,994	-	-	3,704,994
Fixed Income Funds	3,513,412	-	-	3,513,412
Value Funds	2,706,757	-	-	2,706,757
Index Funds	1,735,787	-	-	1,735,787
Total Mutual Funds	16,685,652	-	-	16,685,652
Common Trust Fund	916,137	1,000,800	-	1,916,937
Total Assets at fair value	$ 17,601,789	$ 1,000,800	-	$ 18,602,589

	Assets at Fair Value as of December 31, 2009			
Description	Level 1	Level 2	Level 3	Total
Mutual Funds				
Balanced Funds	$ 3,755,736	-	-	$ 3,755,736
Growth Funds	3,791,882	-	-	3,791,882
Fixed Income Funds	3,675,918	-	-	3,675,918
Value Funds	2,049,848	-	-	2,049,848
Index Funds	979,184	-	-	979,184
Total Mutual Funds	14,252,568	-	-	14,252,568
Common Trust Fund	737,821	1,141,400	-	1,879,221
Total Assets at fair value	$ 14,990,389	$ 1,141,400	-	$ 16,131,789

(6) Investments

The participants have the option of directing their new investments to PNC funds, namely:

BlackRock Money Market Institutional Class (replaced the BlackRock Money Market in the 3rd Quarter of 2010)

The investment seeks a high level of current income as is consistent with maintaining liquidity and stability of principal. The fund invests in a broad range of short-term, high quality, U.S. dollar-denominated instruments, including government, bank, commercial and other obligations. It may invest at least 25% of assets in obligations of issuers in the financial services industry or in obligations. The Fund seeks to maintain a net asset value of $1.00 per share.

BlackRock Inflation Protected Fund (added in the 2nd Quarter of 2010)

The investment seeks to maximize real return. The fund invests at least 80% of assets in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies or instrumentalities, and U.S. and non-U.S. corporations. It invests up to 20% of assets in non-investment grade bonds or securities of emerging market issuers. The fund is non-diversified.

Investment Company of America Fund

The investment seeks long-term growth of capital and income. The fund invests primarily in common stocks. It may invest up to 15% of its assets, at the time of purchase, in securities of issuers domiciled outside the United States and not included in Standard & Poor's 500 Composite Index. The fund may also hold cash or money market instruments. There is no guarantee that the Funds investment objective will be met.

BlackRock Index Equity Fund

The investment seeks to match the performance of S&P 500 index. The fund invests all of its assets in the master S&P 500 index series. It will substantially invest in securities in the S&P 500, and will invest at least 80% of assets in securities or other financial instruments that are components of or correlated with the S&P 500. It will invest in the common stocks represented in the S&P 500 in roughly the same proportions as their weightings in the S&P 500. It may also invest in derivative instruments linked to the S&P 500. It is nondiversified.

EuroPacific Growth Fund

The fund normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. Growth stocks are stocks that the investment adviser believes have the potential for above-average capital appreciation.

American Balanced Fund

The investment seeks conservation of capital, current income and long-term growth of capital and income. The fund invests in a broad range of securities, including stocks, bonds and securities issued and guaranteed by the U.S. government. It normally maintains at least 50% of assets in common stocks and at least 25% of assets in debt securities, including money market securities. The fund may also hold cash or money market instruments.

Bond Fund of America (No longer available in the 2nd Quarter of 2010)

The investment seeks to provide as high a level of current income as is consistent with the preservation of capital. The fund normally invests at least 80% of assets in bonds and other debt securities. It invests a majority of its assets in debt securities rated A and above, including securities issued and guaranteed by the U.S. and other governments, and securities backed by mortgages and other assets. The fund currently does not invest more than 15% of its assets in debt securities rated Ba and BB or below or in debt securities that are unrated but determined to be of equivalent quality.

Baron Growth Fund

The investment seeks capital appreciation. The fund invests primarily in common stocks of smaller growth companies selected for their capital appreciation potential. It considers a small sized company as one having a market value of under 2.5 billion at the time of purchase. The management seeks to purchase securities that are expected to increase in value 100% in four years and then double again in the following four or five years.

T Rowe Price Retirement 2010 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual

funds representing various asset classes and sectors. It expects to invest 59.50% of assets in stock funds, 31.50% in fixed income funds and 900% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2020 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 76% of assets in stock funds, 21.50% in fixed income funds 2.5% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2030 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 88.50% of assets in stock funds and 11.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2040 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 92.50% of assets in stock funds and 7.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2050 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 92.50% of assets in stock funds and 7.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

Growth Fund of America

The investment seeks capital growth by investing in common stocks. The fund invests primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. It may also hold cash or money market instruments. The fund may invest up to 15% of its assets in securities of issuers domiciled outside the United States and Canada and not included in Standard & Poor's 500 Composite Index.

Fidelity Advisor Mid Cap Fund (No longer available in the 2nd Quarter of 2010)

The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in securities of companies with medium market capitalizations. These companies generally have market capitalizations that fall within the range of the S&P MidCap 400 index. It may potentially invest in companies with smaller or larger market capitalizations. The fund may invest in domestic and foreign issuers, as well as growth stocks, value stocks, or both.

Royce Low Priced Stock Fund

The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in low-priced equity securities with market price less than $25 per share. At least 65% of these securities will be issued by small and micro cap companies with market capitalization less than $2.5 billion. It may also invest up to 25% of assets in foreign securities.

Invesco Real Estate Fund (formerly AIM Real Estate Fund)

The investment seeks high total return. The fund normally invests at least 80% of assets in securities of real estate and real estate-related companies, including real estate investment trusts (REITs). It primarily invests in common stock, and invests up to 10% of its total assets in non-investment grade debt securities. The fund may engage in short sales transactions.

PNC Investment Contract Fund

The PNC Investment Contract Fund seeks to provide an income rate of return while attempting to maintain a stable principal value. The fund may invest in investment contracts issued by insurance companies ("GICs"), cash equivalents, and synthetic investment contracts ("Synthetic GICs"). (A Synthetic GIC is a diversified investment-grade portfolio

of fixed-income instruments that is "wrapped" by an investment contract with an insurance company.) The current duration of the fund is approximately three years.

In the 3rd quarter of 2010, the following two investment options were added:

PIMCO Total Return

The investment seeks maximum total return. The fund normally invests at least 65% of assets in diversified portfolio of Fixed-Income instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. It primarily invests in investment grade debt securities, but may invest up to 10% of total assets in high yield securities ("junk bonds"). The fund may invest all assets in derivative instruments, such as options, futures contracts, swap agreements, or in mortgage- or asset-backed securities.

Dreyfus Midcap Index

The investment seeks to match the performance of the Standard & Poor's MidCap 400 index. The fund generally invests in all 400 stocks in the S&P MidCap 400 in proportion to their weighting in the index. The S&P MidCap 400 Index is an unmanaged index of 400 common stocks of medium-size companies with market capitalizations ranging between approximately $750 million and $3.3 billion, depending on index composition. It attempts to have a correlation between its performance and that of the index of at least 0.95, before expenses.

During 2010 and 2009, the Plan's investments, (mutual funds, including gains and losses on investments bought and sold, as well as held during the year) recorded net appreciation in value of $1,650,930 and $2,467,742, respectively.

Investments of the Plan as of December 31, 2010 and 2009 are presented in the table below. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2010	2009
BlackRock Money Market	$ 2,730,097	$ 3,025,326
PNC Investment Contract Fund	1,916,937	1,879,221
T Rowe Retirement 2020	1,579,487	1,259,851
PNC - Investment Co of America	1,576,436	1,427,860
AM Growth Fund	1,549,500	1,459,185
American Balanced Funds	1,531,420	974,746
Royce Low Price	1,130,321	-
Dreyfuss Midcap Index	1,048,668	-
T Rowe Retirement 2040	1,002,743	780,825
EuroPacific Growth Fund	890,882	883,496
PNC - BlackRock Index Equity	-	759,915
Other pooled separate account	3,646,098	3,681,364
Investments held by trustee, at fair value (note 5)	$ 18,602,589	$ 16,131,789

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual Funds	$1,622,693
Common Trust Fund	28,237
Net appreciation in fair value of investments	$1,650,930

Information Provided by the Trustee

The following information included in the financial statements and supplemental schedule was provided and certified by the trustees as complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009.
- Investment gain (loss), as shown in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009.
- The Schedule of Assets (Held at End of Year) as of December 31, 2010, as shown on schedule 1.

For the years ended December 31, 2010 and 2009, the Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

(7) Transactions with Parties-In-Interest and Related Parties

Certain plan investments are shares of mutual funds managed by PNC. PNC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to PNC by the Plan during 2010 and 2009 amounted to $3,175 and $4,825, respectively. Participant loans also qualify as party-in-interest transactions.

Certain Plan investments are managed by PNC Bank, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt form the prohibition of party-in-interest transaction under ERISA.

The Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged.

(8) Tax Status

The Internal Revenue Service has determined and informed the Company by favorable tax determination letters dated November 20, 1986 and November 4, 2003 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the latest determination letter. However, the plan administrator and the Plan's tax advisor believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing

jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for the years prior to 2007.

(9) Risks and Uncertainties

The Plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

Schedule I

401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2010

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value			Current value
BlackRock Money Market Institutional Class	Cash	2,730,096.957 units	$	2,730,097
PNC Investment Contract Fund**	Mutual Fund	586,703.589 units		1,916,937
T Rowe Retirement 2020 Fund	Mutual Fund	97,199.212 units		1,579,487
Investment Company of America	Mutual Fund	55,981.384 units		1,576,436
Growth Fund of America	Mutual Fund	50,903.432 units		1,549,500
American Balanced Fund	Mutual Fund	85,411.049 units		1,531,420
Royce Low Priced Stock Fund	Mutual Fund	61,935.398 units		1,130,321
Dreyfuss Midcap Index Fund	Mutual Fund	37,613.619 units		1,048,668
T Rowe Retirement 2040 Fund	Mutual Fund	58,130.011 units		1,002,743
EuroPacific Growth Fund	Mutual Fund	21,534.493 units		890,882
Baron Growth Fund	Mutual Fund	15,215.339 units		779,482
PIMCO Total Return Fund	Mutual Fund	69,041.620 units		749,102
T Rowe Retirement 2030 Fund	Mutual Fund	42,337.844 units		723,977
BlackRock Index Equity Fund	Mutual Fund	28,629.974 units		687,119
Invesco Real Estate Fund	Mutual Fund	22,616.808 units		485,130
T Rowe Retirement 2010 Fund	Mutual Fund	10,708.900 units		162,882
Black Rock Inflation Protected Fund	Mutual Fund	3,170.777 units		34,213
T Rowe Retirement 2050 Fund	Mutual Fund	2,504.432 units		24,193
Participants' loans receivable**	Interest rates from 4.25%-9.25%			930,864
			$	19,533,453

** Party-in-interest

See accompanying independent auditors' report.

PNC INSTITUTIONAL INVESTMENTS
Member PNC Financial Services Group

CERTIFICATION FOR ENCLOSURE WITH FORM 5500

We certify that pursuant to Department of Labor Regulations §2520.103-9(c) the Fund Trustee will file with the Department of Labor on or before the filing due date a Form 5500 for the 2010 calendar year for the collective trusts listed below. This filing will include an annual Statement of Assets and Liabilities for the following PNC Bank Collective Investment Trust Funds held by Employee Benefits plans:

FUND	TRUST NO.	FUND EIN
PNC EBT Investment Contract Fund	1028398	25-1197336

We also certify that we will furnish, to the Administrator or Sponsor for each participating plan, a copy of the most recent Statement of Assets and Liabilities of the above funds.

PNC Bank, N.A.

I, Bonnie Fawcett, Vice President, certify the accuracy and completeness of the information provided in this certification and in the above-described Statement of Assets and Liabilities.

Sincerely,



Bonnie Fawcett
Vice President
Director, Vested Interest

The PNC Financial Services Group, Inc. ("PNC") provides investment and wealth management, fiduciary services, non-discretionary defined contribution plan services and investment options, FDIC-insured banking products and services and lending and borrowing of funds through its subsidiaries, PNC Bank, National Association, PNC Bank, Delaware and National City Bank, which are Members FDIC. PNC does not provide legal, tax or accounting advice. PNC does not provide investment advice to Vested Interest plan sponsors or participants.

Investments: Not FDIC Insured. No Bank Guarantee. May Lose Value.

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Financial Statements and Schedule

December 31, 2010 and 2009

(With Independent Auditors' Report Thereon)

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

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FRIEDMAN & HUEY ASSOCIATES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

Plan Administrators of
AMLI Residential Properties 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of AMLI Residential Properties 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 6, which was certified by PNC Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Friedman & Huey Associates LLP

Friedman Huey Associates LLP

Park Ridge, Illinois
June 22, 2011

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments, at fair value (notes 5 and 6)	$ 18,602,589	$ 16,131,789
Receivables		
Notes receivable from participants	930,864	766,115
Participant contributions receivable	—	62,680
Employer contributions receivable	—	16,581
Total receivables	930,864	845,376
Total assets	19,533,453	16,977,165
LIABILITIES	—	—
Net assets available for benefits	$ 19,533,453	$ 16,977,165

See accompanying notes to financial statements.

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2010 and 2009

	2010	2009
Investment income:		
Net appreciation in fair value of investments	$ 1,650,930	$ 2,467,742
Dividends	236,217	184,587
Interest income, participant notes receivable	41,842	37,164
Other income	1,932	1,080
Total investment gain	1,930,921	2,690,573
Contributions:		
Employer	464,562	499,564
Participant	1,464,810	1,473,305
Rollover	121,489	37,169
Total contributions	2,050,861	2,010,038
Total increase	3,981,782	4,700,611
Deductions:		
Administrative expenses	(3,175)	(4,825)
Benefits paid to participants	(1,422,319)	(1,974,767)
Total deductions	(1,425,494)	(1,979,592)
Net increase	2,556,288	2,721,019
Net assets available for benefits:		
Beginning of year	16,977,165	14,256,146
End of year	$ 19,533,453	$ 16,977,165

See accompanying notes to financial statements.

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Notes to Financial Statements

December 31, 2010 and 2009

(1) Description of Plan

The following description of the AMLI Residential Properties 401(k) Plan (the "Plan") is provided for general information purposes. Participants should refer to the plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined contribution plan covering employees of AMLI Residential Properties, L.P. and affiliates in which AMLI Residential Properties, L.P. owns a majority of the economic values (collectively referred to as the Company) who have completed six months of service and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). On June 27, 2000, the board of directors of a participating affiliate of the company appointed PNC Bank (PNC) as trustee of the Plan effective July 1, 2000.

Contributions

The Plan allows for both employee and employer contributions. Employees may elect to defer up to 100% of their compensation, subject to various limits established for tax-deferred contributions under the Internal Revenue Code (IRC). The Company's matching contribution is equal to 50% of the first $4,000 contributed by the employee. For the years ended December 31, 2010 and 2009, the employer matching contributions were $464,562 and $499,564, respectively. In 2009, the Board approved the elimination of the Company's discretionary contributions.

Investment Options

Participants may invest in one or more the eighteen investment funds offered by the plan. Each of the funds represents a mix of various investments. The investment mix chosen by the participant will apply to employee and Company matching contributions.

Participant Accounts

Each participant's account is credited with (a) the participant's contribution, (b) each participant's portion of the Company's contribution, and (c) an allocation of the Plan's earnings or losses based upon each participant's account balance. Forfeitures arising from the termination of participants who are not fully vested at the time of their termination are

used to reduce employer contributions. The forfeiture amounts used to reduce employer contributions were $80,933 and $32,715 in 2010 and 2009, respectively.

Vesting and Forfeited Accounts

Participants are immediately vested in their voluntary contributions and earnings thereon. Participants fully vest in their employer matching and discretionary contribution after three years of service, as defined by the Plan. At December 31, 2010 and 2009, forfeited non-vested accounts totaled $70,103 and $80,913, respectively. These accounts are be used to reduce future employer contributions.

Notes Receivable from Participants

The Plan allows for participants to borrow up to 50% of their vested account balance subject to a statutory maximum. Loan terms require periodic payments through payroll deductions over a reasonable period of time not to exceed five years except for those situations specifically stated by the Plan. The notes are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25%. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator of make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from these estimates.

Investment Valuation and Income Recognition

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the Plan's investments as the contract value for the fully benefit-responsive investment contracts, as the contract value approximates fair value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for fully benefit-responsive investment contracts.

The plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 5 for discussion of fair value measurements. The Plan's interest in the Common Trust Fund is valued based on information reported by the investment advisor using the audited statements of the fund at year-end. The average market value yield of the Common Trust Fund for 2010 and 2009 was 2.26% and 2.95%, respectively. The average yield earned by the Common Trust Fund that reflects the actual interest credited to participants for 2010 and 2009 was 2.36% and 2.19%, respectively

Purchases and sales of securities are recorded on trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Net Appreciation Fair Value of Investments

Net realized and unrealized appreciation is recorded in the accompanying Statements of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (the "FASB") issued authoritative guidance that requires additional disclosures on fair value measurements and provides clarification to existing disclosures. The requirements, which include additional disclosure of significant transfers in and out of Level 1 and Level 2 measurements, were adopted by the Plan for the year ended December 31, 2010. As this guidance only requires additional disclosures, the adoption of the guidance did not have a material impact to the Plan's financial statements.

In September 2010, the FASB issued authoritative guidance on how loans to participants should be classified and measured by defined contribution pension plans. This guidance requires that participant loans be classified as notes receivable from participants, which are segregated from Plan investments, and measured at their unpaid balance plus an accrued but unpaid interest. The Plan adopted this guidance for the year ended December 31, 2010, and retrospectively applied it to December 31, 2009. The adoption resulted in a reclassification of participant loans totaling $766,115 from investments to notes receivable on the Statement of Net Assets Available for Benefits at December 31, 2009.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

For the year-ended December 31, 2010, the Plan has evaluated subsequent events for potential recognition and disclosure through June 22, 2011, the date the financial statements were available to be issued.

(3) Administrative Expenses

The Company pays certain Plan administrative expenses, including expenses associated with the annual audit and employee education expense. Administrative expenses paid by the Plan consist primarily of distribution processing fees charged by the Plan Trustee for its services.

(4) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants become 100% vested in their accounts.

(5) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework or measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarch gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels or the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1- Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2- Inputs to the valuation methodology include

Quoted prices for similar assets or liabilities in active markets;
Quoted prices for identical or similar assets or liabilities in inactive markets;
Inputs other than quoted prices that are observable for the asset or liability;
Inputs that are derived principally form or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability

Level 3- Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs an minimize the use of unobservable inputs.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the plan at year end.
Common Trust Fund: Valued at the net asset value per unit as provided by the administrator of the fund. The net asset value of the underlying assets owned by the fund, minus any liabilities, and then divided by the number of units outstanding.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair values as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			
Description	Level 1	Level 2	Level 3	Total
Mutual Funds				
Balanced Funds	$ 5,024,702	-	-	$ 5,024,702
Growth Funds	3,704,994	-	-	3,704,994
Fixed Income Funds	3,513,412	-	-	3,513,412
Value Funds	2,706,757	-	-	2,706,757
Index Funds	1,735,787	-	-	1,735,787
Total Mutual Funds	16,685,652	-	-	16,685,652
Common Trust Fund	916,137	1,000,800	-	1,916,937
Total Assets at fair value	$ 17,601,789	$ 1,000,800	-	$ 18,602,589

	Assets at Fair Value as of December 31, 2009			
Description	Level 1	Level 2	Level 3	Total
Mutual Funds				
Balanced Funds	$ 3,755,736	-	-	$ 3,755,736
Growth Funds	3,791,882	-	-	3,791,882
Fixed Income Funds	3,675,918	-	-	3,675,918
Value Funds	2,049,848	-	-	2,049,848
Index Funds	979,184	-	-	979,184
Total Mutual Funds	14,252,568	-	-	14,252,568
Common Trust Fund	737,821	1,141,400	-	1,879,221
Total Assets at fair value	$ 14,990,389	$ 1,141,400	-	$ 16,131,789

(6) Investments

The participants have the option of directing their new investments to PNC funds, namely:

BlackRock Money Market Institutional Class (replaced the BlackRock Money Market in the 3rd Quarter of 2010)

The investment seeks a high level of current income as is consistent with maintaining liquidity and stability of principal. The fund invests in a broad range of short-term, high quality, U.S. dollar-denominated instruments, including government, bank, commercial and other obligations. It may invest at least 25% of assets in obligations of issuers in the financial services industry or in obligations. The Fund seeks to maintain a net asset value of $1.00 per share.

BlackRock Inflation Protected Fund (added in the 2nd Quarter of 2010)

The investment seeks to maximize real return. The fund invests at least 80% of assets in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies or instrumentalities, and U.S. and non-U.S. corporations. It invests up to 20% of assets in non-investment grade bonds or securities of emerging market issuers. The fund is non-diversified.

Investment Company of America Fund

The investment seeks long-term growth of capital and income. The fund invests primarily in common stocks. It may invest up to 15% of its assets, at the time of purchase, in securities of issuers domiciled outside the United States and not included in Standard & Poor's 500 Composite Index. The fund may also hold cash or money market instruments. There is no guarantee that the Funds investment objective will be met.

BlackRock Index Equity Fund

The investment seeks to match the performance of S&P 500 index. The fund invests all of its assets in the master S&P 500 index series. It will substantially invest in securities in the S&P 500, and will invest at least 80% of assets in securities or other financial instruments that are components of or correlated with the S&P 500. It will invest in the common stocks represented in the S&P 500 in roughly the same proportions as their weightings in the S&P 500. It may also invest in derivative instruments linked to the S&P 500. It is nondiversified.

EuroPacific Growth Fund

The fund normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. Growth stocks are stocks that the investment adviser believes have the potential for above-average capital appreciation.

American Balanced Fund

The investment seeks conservation of capital, current income and long-term growth of capital and income. The fund invests in a broad range of securities, including stocks, bonds and securities issued and guaranteed by the U.S. government. It normally maintains at least 50% of assets in common stocks and at least 25% of assets in debt securities, including money market securities. The fund may also hold cash or money market instruments.

Bond Fund of America (No longer available in the 2nd Quarter of 2010)

The investment seeks to provide as high a level of current income as is consistent with the preservation of capital. The fund normally invests at least 80% of assets in bonds and other debt securities. It invests a majority of its assets in debt securities rated A and above, including securities issued and guaranteed by the U.S. and other governments, and securities backed by mortgages and other assets. The fund currently does not invest more than 15% of its assets in debt securities rated Ba and BB or below or in debt securities that are unrated but determined to be of equivalent quality.

Baron Growth Fund

The investment seeks capital appreciation. The fund invests primarily in common stocks of smaller growth companies selected for their capital appreciation potential. It considers a small sized company as one having a market value of under 2.5 billion at the time of purchase. The management seeks to purchase securities that are expected to increase in value 100% in four years and then double again in the following four or five years.

T Rowe Price Retirement 2010 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual

funds representing various asset classes and sectors. It expects to invest 59.50% of assets in stock funds, 31.50% in fixed income funds and 900% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2020 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 76% of assets in stock funds, 21.50% in fixed income funds 2.5% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2030 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 88.50% of assets in stock funds and 11.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2040 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 92.50% of assets in stock funds and 7.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2050 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 92.50% of assets in stock funds and 7.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

Growth Fund of America

The investment seeks capital growth by investing in common stocks. The fund invests primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. It may also hold cash or money market instruments. The fund may invest up to 15% of its assets in securities of issuers domiciled outside the United States and Canada and not included in Standard & Poor's 500 Composite Index.

Fidelity Advisor Mid Cap Fund (No longer available in the 2nd Quarter of 2010)

The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in securities of companies with medium market capitalizations. These companies generally have market capitalizations that fall within the range of the S&P MidCap 400 index. It may potentially invest in companies with smaller or larger market capitalizations. The fund may invest in domestic and foreign issuers, as well as growth stocks, value stocks, or both.

Royce Low Priced Stock Fund

The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in low-priced equity securities with market price less than $25 per share. At least 65% of these securities will be issued by small and micro cap companies with market capitalization less than $2.5 billion. It may also invest up to 25% of assets in foreign securities.

Invesco Real Estate Fund (formerly AIM Real Estate Fund)

The investment seeks high total return. The fund normally invests at least 80% of assets in securities of real estate and real estate-related companies, including real estate investment trusts (REITs). It primarily invests in common stock, and invests up to 10% of its total assets in non-investment grade debt securities. The fund may engage in short sales transactions.

PNC Investment Contract Fund

The PNC Investment Contract Fund seeks to provide an income rate of return while attempting to maintain a stable principal value. The fund may invest in investment contracts issued by insurance companies ("GICs"), cash equivalents, and synthetic investment contracts ("Synthetic GICs"). (A Synthetic GIC is a diversified investment-grade portfolio

of fixed-income instruments that is "wrapped" by an investment contract with an insurance company.) The current duration of the fund is approximately three years.

In the 3rd quarter of 2010, the following two investment options were added:

PIMCO Total Return

The investment seeks maximum total return. The fund normally invests at least 65% of assets in diversified portfolio of Fixed-Income instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. It primarily invests in investment grade debt securities, but may invest up to 10% of total assets in high yield securities ("junk bonds"). The fund may invest all assets in derivative instruments, such as options, futures contracts, swap agreements, or in mortgage- or asset-backed securities.

Dreyfus Midcap Index

The investment seeks to match the performance of the Standard & Poor's MidCap 400 index. The fund generally invests in all 400 stocks in the S&P MidCap 400 in proportion to their weighting in the index. The S&P MidCap 400 Index is an unmanaged index of 400 common stocks of medium-size companies with market capitalizations ranging between approximately $750 million and $3.3 billion, depending on index composition. It attempts to have a correlation between its performance and that of the index of at least 0.95, before expenses.

During 2010 and 2009, the Plan's investments, (mutual funds, including gains and losses on investments bought and sold, as well as held during the year) recorded net appreciation in value of $1,650,930 and $2,467,742, respectively.

Investments of the Plan as of December 31, 2010 and 2009 are presented in the table below. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2010	2009
BlackRock Money Market	$ 2,730,097	$ 3,025,326
PNC Investment Contract Fund	1,916,937	1,879,221
T Rowe Retirement 2020	1,579,487	1,259,851
PNC - Investment Co of America	1,576,436	1,427,860
AM Growth Fund	1,549,500	1,459,185
American Balanced Funds	1,531,420	974,746
Royce Low Price	1,130,321	-
Dreyfuss Midcap Index	1,048,668	-
T Rowe Retirement 2040	1,002,743	780,825
EuroPacific Growth Fund	890,882	883,496
PNC - BlackRock Index Equity	-	759,915
Other pooled separate account	3,646,098	3,681,364
Investments held by trustee, at fair value (note 5)	$ 18,602,589	$ 16,131,789

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual Funds	$1,622,693
Common Trust Fund	28,237
Net appreciation in fair value of investments	$1,650,930

Information Provided by the Trustee

The following information included in the financial statements and supplemental schedule was provided and certified by the trustees as complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009.
- Investment gain (loss), as shown in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009.
- The Schedule of Assets (Held at End of Year) as of December 31, 2010, as shown on schedule 1.

For the years ended December 31, 2010 and 2009, the Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

(7) Transactions with Parties-In-Interest and Related Parties

Certain plan investments are shares of mutual funds managed by PNC. PNC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to PNC by the Plan during 2010 and 2009 amounted to $3,175 and $4,825, respectively. Participant loans also qualify as party-in-interest transactions.

Certain Plan investments are managed by PNC Bank, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt form the prohibition of party-in-interest transaction under ERISA.

The Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged.

(8) Tax Status

The Internal Revenue Service has determined and informed the Company by favorable tax determination letters dated November 20, 1986 and November 4, 2003 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the latest determination letter. However, the plan administrator and the Plan's tax advisor believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing

jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for the years prior to 2007.

(9) Risks and Uncertainties

The Plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

Schedule I

401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2010

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value			Current value
BlackRock Money Market Institutional Class	Cash	2,730,096.957 units	$	2,730,097
PNC Investment Contract Fund**	Mutual Fund	586,703.589 units		1,916,937
T Rowe Retirement 2020 Fund	Mutual Fund	97,199.212 units		1,579,487
Investment Company of America	Mutual Fund	55,981.384 units		1,576,436
Growth Fund of America	Mutual Fund	50,903.432 units		1,549,500
American Balanced Fund	Mutual Fund	85,411.049 units		1,531,420
Royce Low Priced Stock Fund	Mutual Fund	61,935.398 units		1,130,321
Dreyfuss Midcap Index Fund	Mutual Fund	37,613.619 units		1,048,668
T Rowe Retirement 2040 Fund	Mutual Fund	58,130.011 units		1,002,743
EuroPacific Growth Fund	Mutual Fund	21,534.493 units		890,882
Baron Growth Fund	Mutual Fund	15,215.339 units		779,482
PIMCO Total Return Fund	Mutual Fund	69,041.620 units		749,102
T Rowe Retirement 2030 Fund	Mutual Fund	42,337.844 units		723,977
BlackRock Index Equity Fund	Mutual Fund	28,629.974 units		687,119
Invesco Real Estate Fund	Mutual Fund	22,616.808 units		485,130
T Rowe Retirement 2010 Fund	Mutual Fund	10,708.900 units		162,882
Black Rock Inflation Protected Fund	Mutual Fund	3,170.777 units		34,213
T Rowe Retirement 2050 Fund	Mutual Fund	2,504.432 units		24,193
Participants' loans receivable**	Interest rates from 4.25%-9.25%			930,864
			$	19,533,453

** Party-in-interest

See accompanying independent auditors' report.

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Financial Statements and Schedule

December 31, 2010 and 2009

(With Independent Auditors' Report Thereon)

AMLI RESIDENTIAL PROPERTIES
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FRIEDMAN & HUEY ASSOCIATES LLP
CERTIFIED PUBLIC ACCOUNTANTS

Independent Auditor's Report

Plan Administrators of
AMLI Residential Properties 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of AMLI Residential Properties 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule as of and for the year ended December 31, 2010, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 6, which was certified by PNC Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and schedule taken as a whole. The form and content of the information included in the financial statements and schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Friedman & Huey Associates LLP

Friedman Huey Associates LLP

Park Ridge, Illinois
June 22, 2011

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Statements of Net Assets Available for Benefits

December 31, 2010 and 2009

	2010	2009
ASSETS		
Investments, at fair value (notes 5 and 6)	$ 18,602,589	$ 16,131,789
Receivables		
Notes receivable from participants	930,864	766,115
Participant contributions receivable	—	62,680
Employer contributions receivable	—	16,581
Total receivables	930,864	845,376
Total assets	19,533,453	16,977,165
LIABILITIES	—	—
Net assets available for benefits	$ 19,533,453	$ 16,977,165

See accompanying notes to financial statements.

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2010 and 2009

	2010	2009
Investment income:		
Net appreciation in fair value of investments	$ 1,650,930	$ 2,467,742
Dividends	236,217	184,587
Interest income, participant notes receivable	41,842	37,164
Other income	1,932	1,080
Total investment gain	1,930,921	2,690,573
Contributions:		
Employer	464,562	499,564
Participant	1,464,810	1,473,305
Rollover	121,489	37,169
Total contributions	2,050,861	2,010,038
Total increase	3,981,782	4,700,611
Deductions:		
Administrative expenses	(3,175)	(4,825)
Benefits paid to participants	(1,422,319)	(1,974,767)
Total deductions	(1,425,494)	(1,979,592)
Net increase	2,556,288	2,721,019
Net assets available for benefits:		
Beginning of year	16,977,165	14,256,146
End of year	$ 19,533,453	$ 16,977,165

See accompanying notes to financial statements.

AMLI RESIDENTIAL PROPERTIES
401(k) PLAN

Notes to Financial Statements

December 31, 2010 and 2009

(1) Description of Plan

The following description of the AMLI Residential Properties 401(k) Plan (the "Plan") is provided for general information purposes. Participants should refer to the plan agreement for a more comprehensive description of the Plan's provisions.

General

The Plan is a defined contribution plan covering employees of AMLI Residential Properties, L.P. and affiliates in which AMLI Residential Properties, L.P. owns a majority of the economic values (collectively referred to as the Company) who have completed six months of service and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). On June 27, 2000, the board of directors of a participating affiliate of the company appointed PNC Bank (PNC) as trustee of the Plan effective July 1, 2000.

Contributions

The Plan allows for both employee and employer contributions. Employees may elect to defer up to 100% of their compensation, subject to various limits established for tax-deferred contributions under the Internal Revenue Code (IRC). The Company's matching contribution is equal to 50% of the first $4,000 contributed by the employee. For the years ended December 31, 2010 and 2009, the employer matching contributions were $464,562 and $499,564, respectively. In 2009, the Board approved the elimination of the Company's discretionary contributions.

Investment Options

Participants may invest in one or more the eighteen investment funds offered by the plan. Each of the funds represents a mix of various investments. The investment mix chosen by the participant will apply to employee and Company matching contributions.

Participant Accounts

Each participant's account is credited with (a) the participant's contribution, (b) each participant's portion of the Company's contribution, and (c) an allocation of the Plan's earnings or losses based upon each participant's account balance. Forfeitures arising from the termination of participants who are not fully vested at the time of their termination are

used to reduce employer contributions. The forfeiture amounts used to reduce employer contributions were $80,933 and $32,715 in 2010 and 2009, respectively.

Vesting and Forfeited Accounts

Participants are immediately vested in their voluntary contributions and earnings thereon. Participants fully vest in their employer matching and discretionary contribution after three years of service, as defined by the Plan. At December 31, 2010 and 2009, forfeited non-vested accounts totaled $70,103 and $80,913, respectively. These accounts are be used to reduce future employer contributions.

Notes Receivable from Participants

The Plan allows for participants to borrow up to 50% of their vested account balance subject to a statutory maximum. Loan terms require periodic payments through payroll deductions over a reasonable period of time not to exceed five years except for those situations specifically stated by the Plan. The notes are secured by the balance in the participant's account and bear interest at rates ranging from 4.25% to 9.25%. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payment of Benefits

On termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments over a ten year period. For termination of service due to other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution.

(2) Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the plan are prepared on the accrual basis of accounting.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator of make estimates and assumptions that affect certain reported amounts and disclosures. Actual results may differ from these estimates.

Investment Valuation and Income Recognition

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statement of Net Assets Available for Benefits presents the fair value of the Plan's investments as the contract value for the fully benefit-responsive investment contracts, as the contract value approximates fair value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis for fully benefit-responsive investment contracts.

The plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 5 for discussion of fair value measurements. The Plan's interest in the Common Trust Fund is valued based on information reported by the investment advisor using the audited statements of the fund at year-end. The average market value yield of the Common Trust Fund for 2010 and 2009 was 2.26% and 2.95%, respectively. The average yield earned by the Common Trust Fund that reflects the actual interest credited to participants for 2010 and 2009 was 2.36% and 2.19%, respectively

Purchases and sales of securities are recorded on trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the plan's gains and losses on investments bought and sold as well as held during the year.

Net Appreciation Fair Value of Investments

Net realized and unrealized appreciation is recorded in the accompanying Statements of Changes in Net Assets Available for Benefits as net appreciation in fair value of investments.

New Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (the "FASB") issued authoritative guidance that requires additional disclosures on fair value measurements and provides clarification to existing disclosures. The requirements, which include additional disclosure of significant transfers in and out of Level 1 and Level 2 measurements, were adopted by the Plan for the year ended December 31, 2010. As this guidance only requires additional disclosures, the adoption of the guidance did not have a material impact to the Plan's financial statements.

In September 2010, the FASB issued authoritative guidance on how loans to participants should be classified and measured by defined contribution pension plans. This guidance requires that participant loans be classified as notes receivable from participants, which are segregated from Plan investments, and measured at their unpaid balance plus an accrued but unpaid interest. The Plan adopted this guidance for the year ended December 31, 2010, and retrospectively applied it to December 31, 2009. The adoption resulted in a reclassification of participant loans totaling $766,115 from investments to notes receivable on the Statement of Net Assets Available for Benefits at December 31, 2009.

Payment of Benefits

Benefits are recorded when paid.

Subsequent Events

For the year-ended December 31, 2010, the Plan has evaluated subsequent events for potential recognition and disclosure through June 22, 2011, the date the financial statements were available to be issued.

(3) Administrative Expenses

The Company pays certain Plan administrative expenses, including expenses associated with the annual audit and employee education expense. Administrative expenses paid by the Plan consist primarily of distribution processing fees charged by the Plan Trustee for its services.

(4) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of plan termination, participants become 100% vested in their accounts.

(5) Fair Value Measurements

Financial Accounting Standards Board (FASB) *Accounting Standards Codification* (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework or measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarch gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels or the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1- Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2- Inputs to the valuation methodology include

Quoted prices for similar assets or liabilities in active markets;
Quoted prices for identical or similar assets or liabilities in inactive markets;
Inputs other than quoted prices that are observable for the asset or liability;
Inputs that are derived principally form or corroborated by observable market data by correlation or other means

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability

Level 3- Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs an minimize the use of unobservable inputs.

Mutual Funds: Valued at the net asset value (NAV) of shares held by the plan at year end.
Common Trust Fund: Valued at the net asset value per unit as provided by the administrator of the fund. The net asset value of the underlying assets owned by the fund, minus any liabilities, and then divided by the number of units outstanding.

The following table sets forth by level, within the fair value hierarchy, the plan's assets at fair values as of December 31, 2010 and 2009:

	Assets at Fair Value as of December 31, 2010			
Description	Level 1	Level 2	Level 3	Total
Mutual Funds				
Balanced Funds	$ 5,024,702	-	-	$ 5,024,702
Growth Funds	3,704,994	-	-	3,704,994
Fixed Income Funds	3,513,412	-	-	3,513,412
Value Funds	2,706,757	-	-	2,706,757
Index Funds	1,735,787	-	-	1,735,787
Total Mutual Funds	16,685,652	-	-	16,685,652
Common Trust Fund	916,137	1,000,800	-	1,916,937
Total Assets at fair value	$ 17,601,789	$ 1,000,800	-	$ 18,602,589

	Assets at Fair Value as of December 31, 2009			
Description	Level 1	Level 2	Level 3	Total
Mutual Funds				
Balanced Funds	$ 3,755,736	-	-	$ 3,755,736
Growth Funds	3,791,882	-	-	3,791,882
Fixed Income Funds	3,675,918	-	-	3,675,918
Value Funds	2,049,848	-	-	2,049,848
Index Funds	979,184	-	-	979,184
Total Mutual Funds	14,252,568	-	-	14,252,568
Common Trust Fund	737,821	1,141,400	-	1,879,221
Total Assets at fair value	$ 14,990,389	$ 1,141,400	-	$ 16,131,789

(6) Investments

The participants have the option of directing their new investments to PNC funds, namely:

BlackRock Money Market Institutional Class (replaced the BlackRock Money Market in the 3rd Quarter of 2010)

The investment seeks a high level of current income as is consistent with maintaining liquidity and stability of principal. The fund invests in a broad range of short-term, high quality, U.S. dollar-denominated instruments, including government, bank, commercial and other obligations. It may invest at least 25% of assets in obligations of issuers in the financial services industry or in obligations. The Fund seeks to maintain a net asset value of $1.00 per share.

BlackRock Inflation Protected Fund (added in the 2nd Quarter of 2010)

The investment seeks to maximize real return. The fund invests at least 80% of assets in inflation-indexed bonds of varying maturities issued by the U.S. and non-U.S. governments, their agencies or instrumentalities, and U.S. and non-U.S. corporations. It invests up to 20% of assets in non-investment grade bonds or securities of emerging market issuers. The fund is non-diversified.

Investment Company of America Fund

The investment seeks long-term growth of capital and income. The fund invests primarily in common stocks. It may invest up to 15% of its assets, at the time of purchase, in securities of issuers domiciled outside the United States and not included in Standard & Poor's 500 Composite Index. The fund may also hold cash or money market instruments. There is no guarantee that the Funds investment objective will be met.

BlackRock Index Equity Fund

The investment seeks to match the performance of S&P 500 index. The fund invests all of its assets in the master S&P 500 index series. It will substantially invest in securities in the S&P 500, and will invest at least 80% of assets in securities or other financial instruments that are components of or correlated with the S&P 500. It will invest in the common stocks represented in the S&P 500 in roughly the same proportions as their weightings in the S&P 500. It may also invest in derivative instruments linked to the S&P 500. It is nondiversified.

EuroPacific Growth Fund

The fund normally invests at least 80% of net assets in securities of issuers in Europe and the Pacific Basin that the investment adviser believes have the potential for growth. Growth stocks are stocks that the investment adviser believes have the potential for above-average capital appreciation.

American Balanced Fund

The investment seeks conservation of capital, current income and long-term growth of capital and income. The fund invests in a broad range of securities, including stocks, bonds and securities issued and guaranteed by the U.S. government. It normally maintains at least 50% of assets in common stocks and at least 25% of assets in debt securities, including money market securities. The fund may also hold cash or money market instruments.

Bond Fund of America (No longer available in the 2nd Quarter of 2010)

The investment seeks to provide as high a level of current income as is consistent with the preservation of capital. The fund normally invests at least 80% of assets in bonds and other debt securities. It invests a majority of its assets in debt securities rated A and above, including securities issued and guaranteed by the U.S. and other governments, and securities backed by mortgages and other assets. The fund currently does not invest more than 15% of its assets in debt securities rated Ba and BB or below or in debt securities that are unrated but determined to be of equivalent quality.

Baron Growth Fund

The investment seeks capital appreciation. The fund invests primarily in common stocks of smaller growth companies selected for their capital appreciation potential. It considers a small sized company as one having a market value of under 2.5 billion at the time of purchase. The management seeks to purchase securities that are expected to increase in value 100% in four years and then double again in the following four or five years.

T Rowe Price Retirement 2010 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual

funds representing various asset classes and sectors. It expects to invest 59.50% of assets in stock funds, 31.50% in fixed income funds and 900% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2020 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 76% of assets in stock funds, 21.50% in fixed income funds 2.5% in short-term income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2030 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 88.50% of assets in stock funds and 11.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2040 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 92.50% of assets in stock funds and 7.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

T Rowe Price Retirement 2050 Fund

The investment seeks the highest total return over time consistent with an emphasis on both capital growth and income. The fund invests in a set of underlying T. Rowe Price mutual funds representing various asset classes and sectors. It expects to invest 92.50% of assets in stock funds and 7.50% in fixed income funds. While the fund is nondiversified, it invests in diversified underlying funds.

Growth Fund of America

The investment seeks capital growth by investing in common stocks. The fund invests primarily in common stocks and seeks to invest in companies that appear to offer superior opportunities for growth of capital. It may also hold cash or money market instruments. The fund may invest up to 15% of its assets in securities of issuers domiciled outside the United States and Canada and not included in Standard & Poor's 500 Composite Index.

Fidelity Advisor Mid Cap Fund (No longer available in the 2nd Quarter of 2010)

The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in securities of companies with medium market capitalizations. These companies generally have market capitalizations that fall within the range of the S&P MidCap 400 index. It may potentially invest in companies with smaller or larger market capitalizations. The fund may invest in domestic and foreign issuers, as well as growth stocks, value stocks, or both.

Royce Low Priced Stock Fund

The investment seeks long-term growth of capital. The fund normally invests at least 80% of assets in low-priced equity securities with market price less than $25 per share. At least 65% of these securities will be issued by small and micro cap companies with market capitalization less than $2.5 billion. It may also invest up to 25% of assets in foreign securities.

Invesco Real Estate Fund (formerly AIM Real Estate Fund)

The investment seeks high total return. The fund normally invests at least 80% of assets in securities of real estate and real estate-related companies, including real estate investment trusts (REITs). It primarily invests in common stock, and invests up to 10% of its total assets in non-investment grade debt securities. The fund may engage in short sales transactions.

PNC Investment Contract Fund

The PNC Investment Contract Fund seeks to provide an income rate of return while attempting to maintain a stable principal value. The fund may invest in investment contracts issued by insurance companies ("GICs"), cash equivalents, and synthetic investment contracts ("Synthetic GICs"). (A Synthetic GIC is a diversified investment-grade portfolio

of fixed-income instruments that is "wrapped" by an investment contract with an insurance company.) The current duration of the fund is approximately three years.

In the 3rd quarter of 2010, the following two investment options were added:

PIMCO Total Return

The investment seeks maximum total return. The fund normally invests at least 65% of assets in diversified portfolio of Fixed-Income instruments of varying maturities, which may be represented by forwards or derivatives such as options, futures contracts, or swap agreements. It primarily invests in investment grade debt securities, but may invest up to 10% of total assets in high yield securities ("junk bonds"). The fund may invest all assets in derivative instruments, such as options, futures contracts, swap agreements, or in mortgage- or asset-backed securities.

Dreyfus Midcap Index

The investment seeks to match the performance of the Standard & Poor's MidCap 400 index. The fund generally invests in all 400 stocks in the S&P MidCap 400 in proportion to their weighting in the index. The S&P MidCap 400 Index is an unmanaged index of 400 common stocks of medium-size companies with market capitalizations ranging between approximately $750 million and $3.3 billion, depending on index composition. It attempts to have a correlation between its performance and that of the index of at least 0.95, before expenses.

During 2010 and 2009, the Plan's investments, (mutual funds, including gains and losses on investments bought and sold, as well as held during the year) recorded net appreciation in value of $1,650,930 and $2,467,742, respectively.

Investments of the Plan as of December 31, 2010 and 2009 are presented in the table below. Investments that represent 5% or more of the Plan's net assets are separately identified.

	2010	2009
BlackRock Money Market	$ 2,730,097	$ 3,025,326
PNC Investment Contract Fund	1,916,937	1,879,221
T Rowe Retirement 2020	1,579,487	1,259,851
PNC - Investment Co of America	1,576,436	1,427,860
AM Growth Fund	1,549,500	1,459,185
American Balanced Funds	1,531,420	974,746
Royce Low Price	1,130,321	-
Dreyfuss Midcap Index	1,048,668	-
T Rowe Retirement 2040	1,002,743	780,825
EuroPacific Growth Fund	890,882	883,496
PNC - BlackRock Index Equity	-	759,915
Other pooled separate account	3,646,098	3,681,364
Investments held by trustee, at fair value (note 5)	$ 18,602,589	$ 16,131,789

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual Funds	$1,622,693
Common Trust Fund	28,237
Net appreciation in fair value of investments	$1,650,930

Information Provided by the Trustee

The following information included in the financial statements and supplemental schedule was provided and certified by the trustees as complete and accurate:

- Investments, as shown in the Statements of Net Assets Available for Benefits as of December 31, 2010 and 2009.
- Investment gain (loss), as shown in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2010 and 2009.
- The Schedule of Assets (Held at End of Year) as of December 31, 2010, as shown on schedule 1.

For the years ended December 31, 2010 and 2009, the Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

(7) Transactions with Parties-In-Interest and Related Parties

Certain plan investments are shares of mutual funds managed by PNC. PNC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. Fees paid to PNC by the Plan during 2010 and 2009 amounted to $3,175 and $4,825, respectively. Participant loans also qualify as party-in-interest transactions.

Certain Plan investments are managed by PNC Bank, the trustee of the Plan. Any purchases and sales of these funds are performed in the open market at fair value. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt form the prohibition of party-in-interest transaction under ERISA.

The Company provides certain accounting, administrative, and investment management services to the Plan for which no fees are charged.

(8) Tax Status

The Internal Revenue Service has determined and informed the Company by favorable tax determination letters dated November 20, 1986 and November 4, 2003 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the latest determination letter. However, the plan administrator and the Plan's tax advisor believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and therefore believe that the plan is qualified and the related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The plan is subject to routine audits by taxing

jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for the years prior to 2007.

(9) Risks and Uncertainties

The Plan invests in a variety of investment funds. Investments in general are exposed to various risks, such as interest rate, credit, and overall volatility risk. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

SUPPLEMENTAL SCHEDULE

Schedule I

401(k) PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2010

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value			Current value
BlackRock Money Market Institutional Class	Cash	2,730,096.957 units	$	2,730,097
PNC Investment Contract Fund**	Mutual Fund	586,703.589 units		1,916,937
T Rowe Retirement 2020 Fund	Mutual Fund	97,199.212 units		1,579,487
Investment Company of America	Mutual Fund	55,981.384 units		1,576,436
Growth Fund of America	Mutual Fund	50,903.432 units		1,549,500
American Balanced Fund	Mutual Fund	85,411.049 units		1,531,420
Royce Low Priced Stock Fund	Mutual Fund	61,935.398 units		1,130,321
Dreyfuss Midcap Index Fund	Mutual Fund	37,613.619 units		1,048,668
T Rowe Retirement 2040 Fund	Mutual Fund	58,130.011 units		1,002,743
EuroPacific Growth Fund	Mutual Fund	21,534.493 units		890,882
Baron Growth Fund	Mutual Fund	15,215.339 units		779,482
PIMCO Total Return Fund	Mutual Fund	69,041.620 units		749,102
T Rowe Retirement 2030 Fund	Mutual Fund	42,337.844 units		723,977
BlackRock Index Equity Fund	Mutual Fund	28,629.974 units		687,119
Invesco Real Estate Fund	Mutual Fund	22,616.808 units		485,130
T Rowe Retirement 2010 Fund	Mutual Fund	10,708.900 units		162,882
Black Rock Inflation Protected Fund	Mutual Fund	3,170.777 units		34,213
T Rowe Retirement 2050 Fund	Mutual Fund	2,504.432 units		24,193
Participants' loans receivable**	Interest rates from 4.25%-9.25%			930,864
			$	19,533,453

** Party-in-interest

See accompanying independent auditors' report.