

AMERICAN CAMPUS COMMUNITIES INC

Form S-11

June 06, 2005

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As filed with the Securities and Exchange Commission on June 6, 2005

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-11

**FOR REGISTRATION UNDER
THE SECURITIES ACT OF 1933
OF CERTAIN REAL ESTATE COMPANIES**

American Campus Communities, Inc.

(Exact Name of Registrant as Specified in Its Governing Instruments)

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Austin, TX 78746
(512) 732-1000

(Address, Including Zip Code and Telephone Number, Including Area Code,
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement of the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, par value \$.01 per share	\$ 75,000,000	\$ 8,828

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. The prospectus is not an offer to sell the securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, Dated June 6, 2005

PROSPECTUS

**Shares
American Campus Communities, Inc.
Common Stock**

We are one of the largest owners, managers and developers of high quality student housing properties in the United States in terms of beds owned, managed and developed. This is a public offering, or Offering, of _____ shares of our common stock. We will receive all of the cash proceeds from the sale of these shares. Our common stock is listed on the New York Stock Exchange under the symbol ACC. On June 3, 2005, the last reported sales price of our common stock on the New York Stock Exchange was \$20.64 per share. We intend to elect to be taxed as a real estate investment trust, or REIT, for U.S. federal income tax purposes commencing with our tax year ended December 31, 2004.

See Risk Factors beginning on page 18 for certain risk factors relevant to an investment in our common stock, including, among others:

As of March 31, 2005, our total consolidated indebtedness was approximately \$309.4 million (excluding unamortized debt premiums). Our debt service obligations expose us to the risk of default and reduce (or eliminate) cash resources that are available to operate our business or pay distributions, including those necessary to maintain our REIT qualification. There is no limit on the amount of indebtedness that we may incur except as provided by the covenants in our revolving credit facility.

Our results of operations are subject to annual re-leasing, seasonality and other risks that are unique to the student housing industry.

We have been recently organized and have a limited operating history. Our management has limited experience in running a public company or in operating in accordance with the requirements for maintaining its qualification as a REIT.

Provisions of our organizational documents limit the ownership of our shares.

If we fail to qualify as a REIT for federal income tax purposes, our distributions will not be deductible by us, reducing our cash available for distribution to our stockholders.

We may not be able to make distributions to our stockholders in the future, and we may make distributions that include a return of capital.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds, before expenses, to us	\$	\$

To the extent the underwriters sell more than _____ shares of our common stock, they will have an overallotment option to purchase up to an additional _____ shares from us at the public offering price less the underwriting discount.

The underwriters expect to deliver the shares on or about _____, 2005.

Citigroup

Deutsche Bank Securities

The date of this prospectus is _____, 2005

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You should rely only on the information contained in this document. We have not authorized anyone to provide you with any additional or different information. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate on the date of this document.

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PROSPECTUS SUMMARY

You should read the following summary together with the more detailed information regarding us and our historical and pro forma financial statements appearing elsewhere in this prospectus, including under the caption Risk Factors. References in this prospectus to we, our, us, our Company or like terms when used in the present tense, prospectively or for historical periods since August 17, 2004 (the date of the consummation of the initial public offering, or IPO, of our common stock) refer to American Campus Communities, Inc., a Maryland corporation, together with our consolidated subsidiaries. These consolidated subsidiaries include American Campus Communities Operating Partnership LP, a Maryland limited partnership of which we are the parent of the general partner and which we sometimes refer to in this prospectus as our Operating Partnership, and American Campus Communities Services, Inc., a Delaware corporation and wholly owned subsidiary of our Operating Partnership, which is our taxable REIT subsidiary and which we sometimes refer to in this prospectus as our TRS. References to the Predecessor Entities, Predecessor owners, predecessors, we, our, us, our Company or like terms when used for historical periods prior to August 17, 2004 refer to our predecessor entities, which were a combination of real estate entities under common ownership and voting control collectively doing business as American Campus Communities, L.L.C. and Affiliated Student Housing Properties. Unless otherwise indicated, the information contained in this prospectus is as of March 31, 2005 and assumes that the underwriters' overallotment option has not been exercised and the common stock to be sold in this Offering has been sold at \$ _____ per share.

Our Company

We are one of the largest owners, managers and developers of high quality student housing properties in the United States in terms of beds owned, managed and developed. As of March 31, 2005, we owned and/or managed 43 student communities consisting of approximately 26,900 beds in approximately 9,700 units. We are a fully integrated, self-managed and self-administered equity REIT with expertise in the acquisition, design, financing, development, construction management, leasing and management of student housing properties.

As of March 31, 2005, our owned property portfolio consisted of 24 high-quality student housing properties, containing approximately 15,600 beds in approximately 5,200 units. We acquired 16 of these properties and developed the remaining eight properties. We manage all 24 of our owned properties. Nineteen of our 24 owned properties are located off-campus in close proximity to 22 colleges and universities in nine states, and five of these properties are located on-campus, where we manage and participate in their ownership and management through ground/facility leases with two university systems. We refer to these five on-campus properties as our on-campus participating properties. Our owned property portfolio contains modern housing units, offers resort-style amenities and is supported by a classic resident assistant system and other student-oriented programming.

We are also one of the nation's leaders in providing third party services to colleges and universities for the management and development of on-campus student housing. We manage 19 properties on a third party basis primarily for colleges, universities and financial institutions. These third party managed properties contain approximately 11,300 beds in approximately 4,500 units. In addition, since 1996, we have been awarded more than 30 on-campus development projects, resulting in strong relationships with some of the nation's preeminent university systems.

We have driven innovation in the student housing industry, establishing our company as a premier owner, manager and developer in the sector. In 2004, we became the first publicly traded REIT focused solely on student housing properties. Today, operating as a fully integrated, self-managed and self-administered equity REIT, our unique and singular focus has not changed: ***Student housing is our core business.***

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Our principal executive offices are located at 805 Las Cimas Parkway, Suite 400, Austin, Texas 78746. Our telephone number at that location is (512) 732-1000. Our website is located at www.studenthousing.com or www.americancampuscommunities.com. The information on our website is not part of this prospectus.

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Recent Activities

Since our IPO in August of 2004, we have had substantial growth activities in each portion of our business.

Acquisitions

We have acquired seven properties totaling 3,118 beds in 978 units for an aggregate purchase price of approximately \$120.2 million. In connection with these acquisitions, we assumed approximately \$47.2 million of mortgage debt. Each of these acquisitions is described below.

In March 2005, we acquired an off-campus student housing property (Exchange at Gainesville, to be renamed) consisting of 1,044 beds in 396 units, near the University of Florida campus in Gainesville, Florida, for a purchase price of \$47.5 million. We entered into a fixed-rate mortgage loan in the amount of \$38.8 million in connection with this acquisition.

In March 2005, we acquired an off-campus student housing property (City Parc at Fry Street) consisting of 418 beds in 136 units, located near the University of North Texas in Denton, Texas, for a purchase price of \$19.2 million. We assumed approximately \$11.8 million of fixed-rate mortgage debt in connection with this acquisition.

In February 2005, we acquired a portfolio of five off-campus student housing properties (the Proctor Portfolio) for a purchase price of approximately \$53.5 million. Four of the properties are located in Tallahassee, Florida and one property is located in Gainesville, Florida. These five communities contained 1,656 beds in 446 units. We assumed approximately \$35.4 million of fixed-rate mortgage debt in connection with this acquisition.

Owned Development Activities

With the commencement of the 2004/2005 academic year in late August and early September, we completed the development of three owned off-campus student housing properties at Temple University, Cal State Fresno and Cal State San Bernardino. These properties were placed into service with an opening occupancy of 98%. Collectively they contained 1,635 beds in 457 units. On January 5, 2005, we sold the Cal State San Bernardino community to the University upon exercise of its purchase option for \$28.3 million and recognized a gain on sale of \$5.9 million.

We are currently in the process of constructing one owned off-campus property and are in pre-development of two additional off-campus owned properties. We are also currently constructing one owned on-campus participating property. We anticipate that the total development cost relating to these activities will be approximately \$150.3 million. As of March 31, 2005, we have incurred pre-development and development costs of approximately \$26.1 million in connection with these properties, with the remaining development costs estimated at \$124.2 million. The activities are described below:

We acquired a land parcel near the State University of New York - Buffalo and commenced development of an owned off-campus property containing 828 beds in 269 units. Total development cost is estimated to be \$36.1 million. This property is currently in the final stages of construction and is pre-leased to 100% occupancy for its upcoming opening in August 2005. As of March 31, 2005, the project was approximately 68% complete, and we anticipate incurring remaining development costs of approximately \$14.8 million.

We are in the later stages of design and pre-development on two owned off-campus properties with total anticipated development costs of approximately \$97.2 million. One project is located in Newark, New Jersey near the campuses of the New Jersey Institute of Technology, Rutgers University and Essex County Community College. We anticipate development costs of this property to total approximately \$62.3 million and plan to own this property

through a joint venture that we will control with Titan Investments, a partner with whom we have previously developed four off-campus student housing properties. As of March 31, 2005, we have incurred approximately \$0.5 million of pre-development costs related to this project. The second property is located in close proximity to Texas A&M University in College Station, Texas, and we estimate the total development costs of this property to be approximately \$34.9 million. Both developments are currently progressing through their respective entitlement and

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municipal approval processes and are contingent upon receiving all necessary approvals. Depending upon the timeliness of these approvals, we plan to commence construction in Summer of 2005 for an August 2006 completion or to commence construction in Summer of 2006 for an August 2007 completion.

Our Cullen Oaks Phase II on-campus participating property, located on the campus of the University of Houston, is currently under construction with total development costs estimated to be \$17.0 million. The project is scheduled to be completed in August 2005 in connection with the 2005/2006 academic year. As of March 31, 2005, the project was approximately 23% complete, and we anticipate incurring remaining development costs of approximately \$12.7 million.

Amended Revolving Credit Facility

Although no assurance can be given, we expect to amend our three-year, \$75 million revolving credit facility and to increase the size of the facility from \$75 million to \$100 million. Key Bank National Association (an affiliate of KeyBanc Capital Markets, Inc.) will act as administrative agent under the amended facility. Citicorp North America, Inc. (an affiliate of Citigroup Global Markets Inc., which is a lead managing underwriter in this offering) and Deutsche Bank Trust Company Americas (an affiliate of Deutsche Bank Securities Inc., which is a lead managing underwriter in this offering) will be co-syndication agents under the amended facility. This amended facility, if consummated, may be expanded by up to an additional \$100 million upon the satisfaction of certain conditions. This facility is expected to be available to, among other things, fund future property development, acquisitions and other working capital needs. Our ability to borrow from time to time under the amended facility is expected to be subject to certain conditions and the satisfaction of specified financial covenants, which we expect to be more favorable to us than those contained in our current facility. The amended facility is also expected to contain covenants that restrict our ability to pay dividends or other distributions to our stockholders unless certain tests are satisfied.

Senior Management Restructuring

On April 28, 2005 we announced the following restructuring of our senior management:

James C. Hopke, Jr. rejoined our Company and was appointed as Executive Vice President and Chief Investment Officer;

Brian B. Nickel, our former Executive Vice President, Chief Investment Officer and Secretary, was appointed as Executive Vice President, Chief Financial Officer and Secretary;

Jonathan Graf, our former Vice President and Controller, was promoted to Senior Vice President, Chief Accounting Officer and Treasurer;

Greg A. Dowell, our former Senior Vice President and Chief of Operations, was promoted to Executive Vice President and Chief of Operations; and

Kim K. Voss, our former Assistant Controller, was promoted to Vice President and Controller.

In April 2005, Ronnie Macejewski resigned as Senior Vice President - Development and Construction and in May 2005, Mark J. Hager resigned as Executive Vice President, Chief Financial and Accounting Officer and Treasurer.

Competitive Strengths

We believe that we have the following competitive advantages:

Student housing is our core business. We have expertise in the unique and specialized aspects of the student housing industry and focus on student housing as our core business. We are a fully integrated organization, which is capable of conducting market analysis, administering the

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entitlement and municipal approval process, coordinating product design, securing financing, administering the development process and providing construction management, leasing and property management services. Since our inception in 1993, we have been one of the most active companies in the sector as we have been involved in the development, acquisition, ownership and/or management of more than 62 student housing properties containing more than 38,200 beds.

One of the industry's most experienced teams. Collectively throughout their individual careers, the seven members of our senior management team have been involved in the development, acquisition or management of more than 114 student housing properties containing more than 73,500 beds at 78 colleges and universities. Our corporate team of student housing professionals have participated in every functional aspect of the ownership, acquisition, development and management of student housing. Seven corporate employees at the level of Vice President or above, including our CEO, began their careers in student housing as resident assistants while in college, providing us with a comprehensive understanding of the operational aspects of the student housing business. We believe that this history of experience provides a base of knowledge that has facilitated building a company with substantial operating and development expertise in the student housing industry.

High quality student housing properties. As of March 31, 2005, our properties had an average age of only 4.7 years. Our properties are located in close proximity to, and in the case of our on-campus participating properties on the grounds of, major colleges and universities. Our typical units include private bedrooms, private or semi-private bathrooms, living rooms and full kitchens with modern appliances. Our properties typically offer extensive amenities and services, including swimming pools, basketball, sand volleyball and/or tennis courts and clubhouses with fitness centers, recreational rooms and computer labs, in an academically oriented environment that parents appreciate. Each of our properties is managed and cared for by our trained on-site staff — managers, maintenance, business personnel and resident assistants.

Extensive network of university and college relationships. This network provides us with acquisition, development and management opportunities. Our clients have included some of the nation's most prominent systems of higher education, including the State University of New York System, the University of California System, the Texas A&M University System, the Texas State University System, the University of Georgia System, the University of North Carolina System, the Purdue University System, the University of Colorado System and the Arizona State University System.

Industry innovators. With nearly \$1 billion of development completed or in progress and in excess of \$300 million of properties acquired over the last decade, we have led the industry in evolving student housing in the areas of product design concepts, site planning, unit plans and amenity offerings. We have also developed and implemented specialized student housing investment and operating systems and have created a proprietary lease administration and marketing software customized for student housing that enables us to quickly identify and respond to market changes and trends.

Summary Risk Factors

You should carefully consider the following important risks:

Our results of operations are subject to an annual leasing cycle, short lease-up period, seasonal cash flows, changing university admission and housing policies and other risks inherent in the student housing industry. We generally lease our owned properties under 12-month leases, and in certain cases, under ten-month, nine-month or shorter-term semester leases. As a result, we may experience significantly reduced cash flows during the summer months at properties leased under leases having terms shorter than 12 months. Furthermore, all of our properties must be entirely re-leased each year, exposing us to increased leasing risk. Student housing

properties are also

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typically leased during a limited leasing season that usually begins in January and ends in August of each year. We are therefore highly dependent on the effectiveness of our marketing and leasing efforts and personnel during this season.

We face significant competition from university-owned on-campus student housing, from other off-campus student housing properties and from traditional multifamily housing located within close proximity to universities. On-campus student housing has certain inherent advantages over off-campus student housing in terms of physical proximity to the university campus and integration of on-campus facilities into the academic community. Colleges and universities can generally avoid real estate taxes and borrow funds at lower interest rates than us and other private sector operators. We also compete with national and regional owner-operators of off-campus student housing in a number of markets as well as with smaller local owner-operators.

As of March 31, 2005, our total consolidated indebtedness was approximately \$309.4 million (excluding unamortized debt premiums). Our debt service obligations expose us to the risk of default and reduce (or eliminate) cash resources that are available to operate our business or pay distributions, including those necessary to maintain our REIT qualification. There is no limit on the amount of indebtedness that we may incur except as provided by the covenants in our existing revolving credit facility and we expect that our amended revolving credit facility will contain limits on the amount of indebtedness that we may incur. Although no assurance can be given, we expect to amend our existing revolving credit facility to fund future property development, acquisitions and other working capital needs. We expect that our ability to borrow from time to time under this facility will be subject to certain conditions and the satisfaction of specified financial covenants. Our level of debt and the limitations imposed on us by our debt agreements could have significant adverse consequences.

Our future growth will be dependent upon our ability to successfully develop, acquire and manage new properties. As we develop and acquire additional properties, we will be subject to risks associated with managing new properties, including lease-up and integration risks. Newly developed properties may not perform as expected and newly acquired properties may have characteristics or deficiencies unknown to us at the time of acquisition. There can be no assurance that future acquisition and development opportunities will be available to us on terms that meet our investment criteria or that we will be successful in capitalizing on such opportunities. Our ability to capitalize on such opportunities will be largely dependent upon external sources of capital that may not be available to us on favorable terms, or at all.

We have been recently organized and have a limited operating history. In addition, all of our properties have been acquired or developed by us or our predecessors within the past nine years and have limited operating histories under current management. Our management has limited experience in running a public company or in operating in accordance with the requirements for maintaining our qualification as a REIT.

Provisions of our charter limit the ownership of our shares. Our charter provides that, subject to certain exceptions, no person or entity may beneficially own, or be deemed to own by virtue of certain constructive ownership provisions, more than 9.8% (by value or by number of shares, whichever is more restrictive) of the outstanding shares of our common stock or more than 9.8% by value of all our outstanding shares, including both common and preferred stock. We refer to this restriction as our ownership limit. Our charter, however, requires exceptions to be made to this limitation if our board of directors determines that such exceptions will not jeopardize our tax status as a REIT. This ownership limit could delay, defer or prevent a change of control or other transaction that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

In order to qualify as a REIT, we are required under the Internal Revenue Code of 1986, as amended, or the Code, to distribute annually at least 90% of our REIT taxable income,

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determined without regard to the dividends paid deduction and excluding any net capital gain. Our TRS, or taxable REIT subsidiary, may, in its discretion, retain any income it generates net of any tax liability it incurs on that income without affecting the 90% distribution requirements to which we are subject as a REIT. Net income of our TRS will be included in REIT taxable income, and will increase the amount required to be distributed, only if such amounts are paid out as a dividend by our TRS. In addition, we will be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of our net taxable income, including any net capital gains. Because of these distribution requirements, we may not be able to fund future capital needs, including any necessary acquisition financing, from operating cash flow. Consequently, we will be compelled to rely on third party sources to fund our capital needs. We may not be able to obtain this financing on favorable terms or at all. Any additional indebtedness that we incur will increase our leverage. If we cannot obtain capital from third party sources, we may not be able to acquire or develop properties when strategic opportunities exist, satisfy our debt service obligations or make the cash distributions to our stockholders, including those necessary to qualify as a REIT.

To qualify as a REIT, we are required to comply with highly technical and complex provisions of the Code. Failure to qualify as a REIT would likely subject us to higher tax expenses and reduce or eliminate cash available for distribution to our stockholders.

The operations of our on-campus participating properties and our third party services are conducted through our TRS. The income from these operations is subject to regular federal income taxation and state and local income taxation where applicable, thus reducing the amount of cash available for distribution to our stockholders.

We may not be able to make distributions to our stockholders in the future, and we may make distributions that include a return of capital.

Our Business and Growth Strategies

Our primary business objectives are to maximize long-term stockholder value and cash flow available for distribution to our stockholders. We intend to achieve these objectives by:

- developing and acquiring owned off-campus student housing communities that meet our focused investment criteria;

- maximizing the profitability of our owned and third-party managed properties through proactive marketing, management and asset preservation strategies; and

- continuing to grow our third-party development and management services businesses to generate cash flow and build our national reputation among colleges and universities.

The following summarizes the key aspects of our strategies:

Follow a Disciplined Off-Campus Acquisition and Development Strategy

Our investment criteria are focused on acquiring and developing high quality, modern student housing properties that are located in close proximity to major colleges and universities. We target properties that offer pedestrian or bicycle access to their respective campuses. We acquire and develop properties that feature a differentiated product offering and are located in student housing submarkets with barriers to entry. Our focused investment criteria coupled with our superior operational capabilities provide an opportunity to increase the value and cash flow of our properties. We believe that our reputation and close relationship with colleges and universities also gives us an advantage in sourcing acquisition and development opportunities, obtaining municipal approvals and community support for our

development projects, and in creating marketing or operational advantages.

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We consider many factors when determining whether we should enter a market and, if so, whether through acquisition or development and how to position our property within the market, including the following:

Property Factors

Proximity to campus

Unit mix compared to competition

Marketability of floor plans compared to competition

Quality and marketability of amenity offering compared to competition

Total housing cost to residents compared to each direct competitor

Age of the structure

Quality of construction and impact related to ongoing capital expenditures

Quality of furniture, fixtures and equipment and impact on ongoing capital expenditures

Condition and extraordinary cost impacts related to mechanical and physical plant systems

Operational and marketing inefficiencies and identification of areas for improvement

Internet, communications and entertainment features incorporated into the structure

Reputation of the property and competitor properties among students and key university offices

University Factors

Size of college or university

Enrollment characteristics and growth projections

Percent of students housed on-campus

On-campus housing requirements and policies

On-campus housing products and pricing

Development plans for future housing

University's admission policy and expected changes to such policies

Presence of university services/programs that enable establishing formal relationships

Market Factors

Fundamentals of the overall local housing market

Fundamentals of student housing submarkets

Nature of direct competitors and their product offering

Impact of greater housing market on each student housing submarket

Barriers to entry in each student housing submarket

Student preferences related to each student housing submarket

Planned or potential future student housing development

After we identify a potential student housing acquisition or development opportunity, a due diligence team consisting of in-house personnel and third parties will conduct detailed due diligence to assess the potential opportunity.

Given our significant development and acquisition activities over the last decade, we have developed active relationships with universities, developers, owners, lenders and brokers of student housing properties that allow us to identify and capitalize on acquisition and development opportunities. As a result, we have generated a proprietary database of contacts and properties that assist us in identifying and evaluating acquisition and development opportunities. Through our experienced development staff and our relationship with certain developers with whom we have previously developed off-campus student housing properties, we will continue to identify and acquire development sites in close proximity to colleges and universities that permit us to develop unique properties that offer a competitive advantage. We will also continue to benefit from opportunities derived from our extensive network with colleges and universities.

Maximize Property-Level Profitability

We seek to maximize property-level profitability by maximizing occupancy and revenue along with the implementation of prudent cost control systems. Our experienced and trained on-site management personnel

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administer the timely execution of our marketing, management and maintenance plans with corporate support and supervision in all functional areas.

Some of our specific expense control initiatives include:

establishing internal controls and procedures for cost control consistently throughout our communities;

appropriately staffing our properties at the site-level, minimizing multiple layers of management and increasing effectiveness;

negotiating utility and service-level pricing arrangements with national and regional vendors and requiring corporate-level approval of service agreements for each community; and

conducting analysis of the costs and effectiveness of each of our marketing programs via our proprietary LAMS system.

Utilize our Proprietary Marketing Systems

We believe we have developed the industry's only specialized, fully integrated leasing administration and marketing software program, which we call LAMS. We utilize LAMS to maximize our revenue and improve the efficiency and effectiveness of our marketing and lease administration process. Through LAMS, each of our properties' ongoing marketing and leasing efforts are supervised at the corporate office on a real time basis. Among other things, LAMS provides:

a fully integrated prospect tracking and follow-up system. Prospect information from all types of inquiries walk-in, telephone, web site/email, or fax is recorded and entered into the LAMS database, and an aggressive, fully-automated follow-up and tracking program is then implemented, with LAMS generating all follow-up marketing pieces, labels and electronic communications.

a built-in marketing effectiveness program to measure the success of our marketing efforts on a real time basis. LAMS generates a weekly traffic analysis that shows the quantity of each type of inquiry received for that period as well as the marketing medium that generated each piece of traffic. In addition, LAMS generates a period-to-period comparative traffic and leasing analysis that allows us to compare the pace of the current year's traffic and leasing activity to that of previous years. This enables us to track the effectiveness of each marketing program being utilized and to respond accordingly.

a real-time monitor of lease closings and leasing terms. LAMS automatically generates closing reports allowing us to measure the staff's closing ratios. The closing ratios are calculated by LAMS on an individual basis so that we may better evaluate performance and optimize our staffing. LAMS generates application and leasing status reports that detail the current period and year-to-date status of applications and leasing broken down by type of accommodation. This enables us to quickly identify potential problems related to pricing and/or desirability of our various types of accommodations and to respond accordingly.

an automated lease generation system. Each property's lease term and rental rate information is set up in LAMS by authorized corporate staff. This enables the corporate office to maintain tight controls on pricing changes and special promotions. LAMS generates each resident lease, eliminating the potential for manual errors of our on-site staff.

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Our properties generally are modern facilities, and amenities at most of our properties include a swimming pool, basketball courts and a large community center featuring a fitness center, computer center, tanning beds, study areas, and a recreation room with billiards and other games. Some properties also have a jacuzzi/hot tub, volleyball courts, tennis courts and in-unit washers and dryers. Lease terms are generally 12 months at our off-campus properties and 9 months at our on-campus participating properties. As of March 31, 2005, the average age of our properties was 4.7 years.

The following table presents certain information about our owned property portfolio as of March 31, 2005.

Property	Year	Location	Primary University Served	Occupancy		
	Acquired/ Developed			Rates (1)	Units	Beds
Off-campus properties:						
1. Commons On Apache	1999	Tempe, AZ	Arizona State University Main Campus	100.0%	111	444
2. The Village at Blacksburg	2000	Blacksburg, VA	Virginia Polytechnic Institute and State University	98.6%	288	1,056
3. The Village on University	1999	Tempe, AZ	Arizona State University Main Campus	99.1%	288	918
4. River Club Apartments	1999	Athens, GA	The University of Georgia - Athens	95.5%	266	794
5. River Walk Townhomes	1999	Athens, GA	The University of Georgia - Athens	97.1%	100	340
6. The Callaway House (2)	2001	College Station, TX	Texas A&M University	101.3%	173	538
7. The Village at Alafaya Club	2000	Orlando, FL	The University of Central Florida	97.4%	228	840
8. The Village at Science Drive	2001	Orlando, FL	The University of Central Florida	99.3%	192	732
9. University Village at Boulder Creek	2002	Boulder, CO	The University of Colorado at Boulder	87.7%	82	309
10. University Village at Fresno	2004	Fresno, CA	California State University, Fresno	98.8%	105	406
11. University Village at TU	2004	Philadelphia, PA	Temple University	98.8%	220	749
12. University Village at Sweet Home (3)	2005	Amherst, NY	State University of New York Buffalo	-	269	828
13. University Club Tallahassee	2005	Tallahassee, FL	Florida State University	93.4%	152	608
14. The Grove at University Club	2005	Tallahassee, FL	Florida State University	98.4%	64	128
15. College Club Tallahassee	2005	Tallahassee, FL	Florida A&M University	92.4%	96	384
16. The Greens at College Club	2005	Tallahassee, FL	Florida A&M University	96.9%	40	160

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17. University Club Gainesville	2005	Gainesville, FL	University of Florida	98.9%	94	376
18. City Parc at Fry Street	2005	Denton, TX	University of North Texas	94.7%	136	418
19. Exchange at Gainesville (to be renamed)	2005	Gainesville, FL	University of Florida	95.6%	396	1,044
Total off-campus properties				97.2%	3,300	11,072
On-campus participating properties:						
20. University Village-PVAMU	1996/97/ 98	Prairie View, TX	Prairie View A&M University	93.0%	612	1,920
21. University College-PVAMU	2000/ 2003	Prairie View, TX	Prairie View A&M University	95.0%	756	1,470
22. University Village-TAMIU	1997	Laredo, TX	Texas A&M International University	70.2%	84	252
23. Cullen Oaks Phase I	2001	Houston, TX	The University of Houston	99.6%	231	525
24. Cullen Oaks Phase II (3)	2005	Houston, TX	The University of Houston	-	180	354
Total on-campus participating properties				93.1%	1,863	4,521
Total all properties				96.0%	5,163	15,593

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- (1) Occupancy rates are calculated as of March 31, 2005. Occupancy is based on the number of total occupied beds (including beds occupied by staff) divided by total beds.
- (2) Also has a food service facility.
- (3) Currently under development with a scheduled completion date of August 2005.

The following table sets forth certain comparative information as of May 27, 2005 and May 28, 2004 (the last Friday in May for each period reported) regarding the leasing status of our owned off-campus properties for the 2005/2006 and 2004/2005 academic years, respectively.

Applications and Leases	Applications and Leases as of May 27, 2005	% of Rentable Beds as of May 27, 2005	Applications and Leases as of May 28, 2004	Variance to Prior Year		Total Rentable Beds (1)	Total Design Beds
	2005	2005	2004	Beds	%	Beds (1)	Beds
Commons of Apache	444	100.0%	444	0	0.0%	444	444
The Village at Blacksburg	1,034	98.7%	1,030	4	0.4%	1,048	1,056
The Village on University	515	56.7%	656	(141)	(21.5%)	909	918
River Club Apartments	719	92.8%	543	176	32.4%	775	794
River Walk Townhomes	296	88.9%	316	(20)	(6.3%)	333	340
The Callaway House	642	121.8%	569	73	12.8%	527	538
The Village at Alafaya Club	581	70.1%	586	(5)	(0.9%)	829	840
The Village at Science Drive	717	99.3%	718	(1)	(0.1%)	722	732
University Village at Boulder Creek	168	56.2%	218	(50)	(22.9%)	299	309
University Village Fresno	336	84.8%	218	118	54.1%	396	406
University Village at TU	728	99.3%	734	(6)	(0.8%)	733	749
University Village at Sweet Home	835	102.2%	n/a	n/a	n/a	817	828
University Club Tallahassee (2)	744	102.5%	n/a	n/a	n/a	726	736
College Club Tallahassee (3)	392	73.1%	n/a	n/a	n/a	536	544
University Club Gainesville	267	71.8%	n/a	n/a	n/a	372	376
City Parc at Fry Street	196	47.6%	n/a	n/a	n/a	412	418
Exchange at Gainesville (to be renamed)	949	92.0%	n/a	n/a	n/a	1,032	1,044
Total						10,910	11,072

- (1) Rentable Beds exclude beds needed for on-site staff and/or model units.
- (2) For lease administration purposes, University Club Tallahassee and the Grove at University Club are reported combined.
- (3)

For lease administration purposes, College Club Tallahassee and the Greens at College Club are reported combined.

Third Party Services

We are one of the nation's leaders in the third party development and management of on-campus housing, which has allowed us to develop key relationships with colleges and universities. These relationships, and the corresponding national reputation that we have developed in this portion of our business, benefits us when developing and managing our owned off-campus properties. The revenues we earn from our third party services comprised approximately 13% of our 2004 revenues as compared to approximately 16% of our 2003 revenues. We believe that these services continue to provide synergies with respect to our ability to identify, acquire or develop, and successfully operate, student housing properties. These services are conducted through our TRS and are described below.

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Development Services. We provide development and construction management services to third parties that range from short-term consulting projects to longer-term full-scale development and construction management projects. We typically provide these services to colleges and universities seeking to modernize their on-campus student housing properties. They look to us to bring our student housing experience and expertise to ensure they develop marketable, functional and financially sustainable facilities. Educational institutions usually seek to build housing that will enhance their recruitment and retention of students while facilitating an academically-oriented environment. Most of these development service contracts are awarded via a competitive request for proposal, or RFP process, that qualifies developers based on their overall ability to provide specialized student housing design, development, construction management, financial structuring and property management services. As of March 31, 2005, we had five third party projects in pre-development or under construction with a total contractual fee amount of approximately \$5.9 million, of which approximately \$5.1 million is to be earned and recognized in the remainder of 2005 and 2006.

Property Management Services. We enter into third party management contracts pursuant to which we are typically responsible for all aspects of a property's operations, including marketing, leasing administration, facilities maintenance, business administration, accounts payable, accounts receivable, financial reporting, capital projects and residence life student development. As of March 31, 2005, we provided third party management services for 19 student housing properties that represented approximately 11,300 beds in approximately 4,500 units. We developed 13 of these properties. We provide these services pursuant to multi-year management agreements that generally range between two and five years.

Our Organization

The following diagram depicts our ownership structure and the ownership structure of our Operating Partnership and TRS as of the date of this prospectus:

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- (1) Includes a 0.1% interest held by American Campus Communities Holdings LLC, which is the general partner of our Operating Partnership.
- (2) Profits interest units, or PIUs, represent limited partnership interests in the Operating Partnership.

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Distribution Policy

We are required to distribute 90% of our REIT taxable income, excluding capital gains, on an annual basis to qualify as a REIT for federal income tax purposes. Accordingly, we intend to make, but are not contractually bound to make, regular quarterly distributions to common stockholders and PIU holders. All such distributions are at the discretion of our board of directors. We may be required to use borrowings under our credit facility, if necessary and to the extent permitted thereunder, to meet REIT distribution requirements and qualify as a REIT and otherwise fund the remaining amounts of any distributions. The board of directors considers market factors and our performance in addition to REIT requirements in determining distribution levels.

On May 11, 2005, we declared a distribution per share of common stock of \$0.3375, which was paid on May 31, 2005 to all common stockholders of record as of May 19, 2005. At the same time, we paid an equivalent amount per unit to holders of PIUs and restricted stock awards. These distributions equate to an annualized amount of \$1.35 per share and represent a 6.5% yield based on the June 3, 2005 closing price of \$20.64 per share.

Our Tax Status

We intend to elect to be taxed as a REIT under Sections 856 through 860 of the Code, commencing with our taxable year ended December 31, 2004. We believe that our organization and method of operation will enable us to meet the requirements for qualification and taxation as a REIT for federal income tax purposes. To maintain REIT status, we must meet a number of organizational and operational requirements, including a requirement that we annually distribute at least 90% of our REIT taxable income to our stockholders. As a REIT, we generally are not subject to federal income tax on REIT taxable income we currently distribute to our stockholders. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income tax at regular corporate rates. Even if we qualify for taxation as a REIT, we may be subject to some federal, state and local taxes on our income or property and the income of our TRS will be subject to taxation at normal corporate rates and state and local income tax where applicable. Further, unlike dividends received from a corporation that is not a REIT, our distributions to individual stockholders generally will not be eligible for the recent lower tax rate on dividends except in limited situations.

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Summary Historical and Pro Forma Selected Financial Data

The following tables set forth our summary historical selected financial and operating data on a consolidated historical basis for us and on a combined historical basis for our Predecessor Entities. Results for the year ended December 31, 2004 represent the combined historical data for our Predecessor Entities for the period from January 1, 2004 to August 16, 2004 as well as our consolidated results for the period from August 17, 2004 to December 31, 2004. Our consolidated results reflect our post-IPO structure as a REIT, including the operations of the TRS, which was not present in the operations of our Predecessor Entities. The combined historical financial information for our Predecessor Entities includes:

the development and management service operations and real estate operations of American Campus Communities, L.L.C. (one of the Predecessor Entities);

the real estate operations of RAP Student Housing Properties, L.L.C. (RAP SHP) and its subsidiaries (including The Village at Riverside, which we ceased owning after the completion of the IPO, and Coyote Village, which was transferred to Weatherford College in April 2004); and

the joint venture properties and operations of American Campus-Titan, LLC and American Campus-Titan II, LLC.

You should read the following summary financial data in conjunction with the consolidated and combined historical financial statements and the related notes and with Management's Discussion and Analysis of Financial Condition and Results of Operations, which are included elsewhere in this prospectus.

Our unaudited historical consolidated balance sheet information as of March 31, 2005 and consolidated and combined statements of operations for the three months ended March 31, 2005 and 2004 are derived from our unaudited historical combined financial statements, which we believe include all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the information set forth therein. Our results of operations for the interim period ended March 31, 2005 are not necessarily indicative of the results to be obtained for the full fiscal year.

The unaudited pro forma condensed consolidated and combined statements of operations for the three months ended March 31, 2005 and for the year ended December 31, 2004 are presented as if we had acquired Exchange at Gainesville (acquired March 2005), City Parc at Fry Street (acquired March 2005) and the five-property Proctor Portfolio (acquired February 2005) as of January 1, 2004. It was also assumed that our IPO transactions all had occurred as of January 1, 2004. The pro forma adjustments include the related repayment of certain debt and the acquisition of minority ownership of certain assets. All such transactions are reflected on our March 31, 2005 consolidated balance sheet, which is included elsewhere in this prospectus.

The following summary unaudited financial data should be read together with the pro forma condensed consolidated and combined statements of operations and our historical financial statements and related notes included elsewhere in this prospectus. The pro forma condensed consolidated and combined statements of operations are unaudited and are not necessarily indicative of what the actual results of operations would have been had we acquired the properties or consummated the IPO as of January 1, 2004, nor do they purport to represent the results of our operations for future periods. While such unaudited pro forma condensed consolidated and combined financial statements are based on adjustments that we deem appropriate and that were factually supported based on currently available data, the pro forma information may not be indicative of what actual results would have been, nor does this information present our financial results or condition for future periods.

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	Three months ended March 31,			Years ended December 31,			
	Historical 2005	Historical 2004 (Unaudited)	Pro Forma 2005	2004	Historical 2003	2002	Pro Forma 2004 (Unaudited)
<i>(in thousands, except for share and per share data)</i>							
Statements of Operations Information:							
Revenues	\$ 19,541	\$ 15,352	\$ 22,325	\$ 60,823	\$ 57,136	\$ 52,131	\$ 76,623
Income (loss) from continuing operations	2,311	1,585	2,646	(1,572)	(967)	(2,753)	(1,785)
Discontinued operations:							
(Loss) income attributable to discontinued operations	(2)	(55)		272	7	319	
Gain (loss) from disposition of real estate	5,883			(39)	16	295	
Net income (loss)	8,192	1,530		(1,339)	(944)	(2,139)	
Per Share and Distribution Data: (1)							
Income per diluted share:							
Income from continuing operations	\$ 0.19		\$ 0.21	\$ 0.10			\$ (.14)
Discontinued operations	0.46			0.05			
Net income	\$ 0.65			\$ 0.15			
Cash distributions declared per share/unit	0.3375			0.1651			
Cash distributions declared	4,277			2,104			
As of March 31, 2005 (Unaudited)							
As of December 31, 2004 2003 2002							
<i>(in thousands)</i>							
Balance Sheet Data:							
Total assets			\$ 486,487	\$ 367,628	\$ 330,566	\$ 307,658	
Debt			314,385	201,014	267,518	249,706	
Stockholders and Predecessor Entities owners equity (2)			141,380	138,229	27,658	35,526	
Selected Owned Property Information:							
Owned properties			24	18	14	14	
Units			5,163	4,317	3,567	3,459	
Beds			15,593	12,955	10,546	10,336	
Occupancy			96.0%	97.1%	91.5%	91.0%	

	Three months ended		Years ended December 31,		
	2005	2004	2004	2003	2002
	March 31,				
	(Unaudited)				
	<i>(in thousands)</i>				
Cash Flow Information:					
Net cash provided by operating activities	\$ 5,713	\$ 5,237	\$ 17,293	\$ 6,862	\$ 7,647
Net cash used in investing activities	(58,853)	(19,213)	(63,621)	(33,738)	(21,678)
Net cash provided by financing activities	55,515	13,004	45,151	21,537	11,646
Funds From Operations (FFO):					
Net income (loss)	\$ 8,192	\$ 1,530	\$ (1,339)	\$ (944)	\$ (2,139)
Minority interests	87	(21)	(100)	(16)	(30)
(Gain) loss from disposition of real estate	(5,883)		39	(16)	(295)
Real estate related depreciation and amortization	3,326	2,277	10,009	8,937	8,233
Funds from operations (3) (4)	\$ 5,722	\$ 3,786	\$ 8,609	\$ 7,961	\$ 5,769

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- (1) Represents per share information and cash distributions declared during the period from August 17, 2004 through March 31, 2005.
- (2) Information as of March 31, 2005 and December 31, 2004 reflects our stockholders' equity as a result of the IPO while previous years reflect the equity of the owners of our Predecessor Entities.
- (3) As defined by the National Association of Real Estate Investment Trusts or NAREIT, funds from operations or FFO represents income (loss) before allocation to minority interest (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus real estate related depreciation and amortization (excluding amortization of loan origination costs) and after adjustments for unconsolidated partnerships and joint ventures. We present FFO because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income.

We compute FFO in accordance with standards established by the Board of Governors of NAREIT in its March 1995 White Paper (as amended in November 1999 and April 2002), which may differ from the methodology for calculating FFO utilized by other equity REITs and, accordingly, may not be comparable to such other REITs. Further, FFO does not represent amounts available for management's discretionary use because of needed capital replacement or expansion, debt service obligations or other commitments and uncertainties. FFO should not be considered as an alternative to net income (loss) (computed in accordance with GAAP) as an indicator of our financial performance or to cash flow from operating activities (computed in accordance with GAAP) as an indicator of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions.

- (4) When considering our FFO, we believe it is also a meaningful measure of our performance to exclude certain revenues and expenses from our on-campus participating properties. See Management's Discussion and Analysis of Financial Condition and Results of Operations Funds from Operations.

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This Offering

Common stock offered by us	shares(1)
Common stock to be outstanding after this Offering	shares(1)
Common stock and Operating Partnership units to be outstanding after this Offering	shares/units(1)(2)
Use of proceeds	We intend to use the net proceeds from this offering to fund the acquisition and development of student housing properties. In the interim, we intend to use \$ million to repay the outstanding balance of our revolving credit facility and the remaining \$million for working capital and general corporate purposes.
New York Stock Exchange symbol	ACC

(1) Excludes shares issuable upon exercise of the underwriters overallotment option, 653,345 shares available for future issuance under our 2004 incentive award plan and the following shares issued under our 2004 incentive award plan:

14,375 shares underlying restricted stock units granted to non-employee directors;

53,598 restricted stock awards granted to employees;

367,682 shares underlying an outperformance bonus plan for key employees; and

121,000 PIUs described in Note 2 below.

(2) Includes 121,000 PIUs issued by us to certain of our current and former key employees. Upon the consummation of this Offering, all of the PIUs will become ordinary units exchangeable for cash or, at the option of the Operating Partnership, for shares of our common stock on a one-for-one basis.

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RISK FACTORS

Investment in our common stock involves a high degree of risk. You should therefore carefully consider the material risks of an investment in our common stock, which are discussed in this section, as well as the other information contained in this prospectus, before making your investment decision. The occurrence of any of the following risks could materially and adversely affect our financial condition, results of operations, cash flow, per share trading price and ability to satisfy our debt service obligations and pay dividends or distributions to you and could cause you to lose all or a part of your investment. Some statements in this prospectus, including statements in the following risk factors, constitute forward looking statements. Please refer to the section entitled Forward Looking Statements.

Risks Related to Our Properties and Our Business

Our results of operations are subject to an annual leasing cycle, short lease-up period, seasonal cash flows, changing university admission and housing policies and other risks inherent in the student housing industry.

We generally lease our owned properties under 12-month leases, and in certain cases, under ten-month, nine-month or shorter-term semester leases. As a result, we may experience significantly reduced cash flows during the summer months at properties leased under leases having terms shorter than 12 months. Furthermore, all of our properties must be entirely re-leased each year, exposing us to increased leasing risk. In addition, we are subject to increased leasing risk on our properties under construction and future acquired properties based on our lack of experience leasing those properties and unfamiliarity with their leasing cycles. Student housing properties are also typically leased during a limited leasing season that usually begins in January and ends in August of each year. We are therefore highly dependent on the effectiveness of our marketing and leasing efforts and personnel during this season.

Changes in university admission policies could adversely affect us. For example, if a university reduces the number of student admissions or requires that a certain class of students, such as freshman, live in a university owned facility, the demand for beds at our properties may be reduced and our occupancy rates may decline. While we may engage in marketing efforts to compensate for such change in admission policy, we may not be able to effect such marketing efforts prior to the commencement of the annual lease-up period or our additional marketing efforts may not be successful.

We rely on our relationships with colleges and universities for referrals of prospective student-tenants or for mailing lists of prospective student-tenants and their parents. Many of these colleges and universities own and operate their own competing on-campus facilities, as discussed below. Any failure to maintain good relationships with these colleges and universities could therefore have a material adverse effect on us. If colleges and universities refuse to make their lists of prospective student-tenants and their parents available to us or increase the costs of these lists, there could be a material adverse effect on us.

Federal and state laws require colleges to publish and distribute reports of on-campus crime statistics, which may result in negative publicity and media coverage associated with crimes occurring on or in the vicinity of our on-campus participating properties. Reports of crime or other negative publicity regarding the safety of the students residing on, or near, our properties may have an adverse effect on both our on-campus and off-campus business.

We face significant competition from university-owned on-campus student housing, from other off-campus student housing properties and from traditional multifamily housing located within close proximity to universities.

On-campus student housing has certain inherent advantages over off-campus student housing in terms of physical proximity to the university campus and integration of on-campus facilities into the academic community. Colleges and universities can generally avoid real estate taxes and borrow funds at lower interest rates than us and

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other private sector operators. We also compete with national and regional owner-operators of off-campus student housing in a number of markets as well as with smaller local owner-operators.

Currently, the industry is fragmented with no participant holding a significant market share. There are a number of student housing complexes that are located near or in the same general vicinity of many of our owned properties and that compete directly with us. Such competing student housing complexes may be newer than our properties, located closer to campus, charge less rent, possess more attractive amenities or offer more services or shorter term or more flexible leases.

Rental income at a particular property could also be affected by a number of other factors, including the construction of new on-campus and off-campus residences, increases or decreases in the general levels of rents for housing in competing communities, increases or decreases in the number of students enrolled at one or more of the colleges or universities in the market of the property and other general economic conditions.

We believe that a number of other large national companies with substantial financial and marketing resources may be potential entrants in the student housing business. The entry of one or more of these companies could increase competition for students and for the acquisition, development and management of other student housing properties.

We may be unable to successfully complete and operate our properties or our third party developed properties.

We intend to continue to develop and construct student housing in accordance with our growth strategies, including our one off-campus property and one on-campus participating property currently under development, as well as the two off-campus properties currently in pre-development. These activities may also include any of the following risks:

We may be unable to obtain construction financing on favorable terms or at all.

We may be unable to obtain permanent financing on favorable terms or at all if we finance development projects through construction loans.

We may not complete development projects on schedule, within budgeted amounts or in conformity with building plans and specifications, including our four current properties under development.

We may encounter delays or refusals in obtaining all necessary zoning, land use, building, occupancy and other required governmental permits and authorizations.

Occupancy and rental rates at newly developed or renovated properties may fluctuate depending on a number of factors, including market and economic conditions, and may reduce or eliminate our return on investment.

We may become liable for injuries and accidents occurring during the construction process and for environmental liabilities, including off-site disposal of construction materials.

We may decide to abandon our development efforts if we determine that continuing the project would not be in our best interests.

We may encounter strikes, weather, government regulations and other conditions beyond our control.

Our newly developed properties will be subject to risks associated with managing new properties, including lease-up and integration risks. In addition, new development activities, regardless of whether or not they are ultimately successful, typically will require a substantial portion of the time and attention of our development and management personnel. Newly developed properties may not perform as expected.

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We anticipate that we will, from time to time, elect not to proceed with ongoing development projects. If we elect not to proceed with a development project, the development costs associated therewith will ordinarily be charged against income for the then-current period. Any such charge could have a material adverse effect on our results of operations in the period in which the charge is taken.

We may in the future develop properties nationally, internationally or in geographic regions other than those in which we currently operate. We do not possess the same level of familiarity with development in these new markets, which could adversely affect our ability to develop such properties successfully or at all or to achieve expected performance. Future development opportunities may not be available to us on terms that meet our investment criteria or we may be unsuccessful in capitalizing on such opportunities. Our ability to capitalize on such opportunities will be largely dependent upon external sources of capital that may not be available to us on favorable terms or at all.

We typically provide guarantees of timely completion of projects that we develop for third parties. In certain cases, our contingent liability under these guarantees may exceed our development fee from the project. Although we seek to mitigate this risk by, among other things, obtaining similar guarantees from the project contractor, we could sustain significant losses if development of a project were to be delayed or stopped and we were unable to cover our guarantee exposure with the guarantee received from the project contractor.

We may be unable to successfully acquire properties on favorable terms.

Our future growth will be dependent upon our ability to successfully acquire new properties on favorable terms. As we acquire additional properties, we will be subject to risks associated with managing new properties, including lease-up and integration risks. Newly acquired properties may not perform as expected and may have characteristics or deficiencies unknown to us at the time of acquisition. Future acquisition opportunities may not be available to us on terms that meet our investment criteria or we may be unsuccessful in capitalizing on such opportunities. Our ability to capitalize on such opportunities will be largely dependent upon external sources of capital that may not be available to us on favorable terms or at all.

Our ability to acquire properties on favorable terms and successfully operate them involve the following significant risks:

Potential inability to acquire a desired property may be caused by competition from other real estate investors.

Competition from other potential acquirers may significantly increase the purchase price.

We may be unable to finance an acquisition on favorable terms or at all.

We may have to incur significant capital expenditures to improve or renovate acquired properties.

We may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations.

Market conditions may result in higher than expected costs and vacancy rates and lower than expected rental rates.

We may acquire properties subject to liabilities but without any recourse, or with only limited recourse, to the sellers, or with liabilities that are unknown to us, such as liabilities for clean-up of undisclosed environmental contamination, claims by tenants, vendors or other persons dealing with the former owners of our properties and claims for indemnification by members, directors, officers and others indemnified by the former owners

of our properties.

Our failure to finance property acquisitions on favorable terms, or operate acquired properties to meet our financial expectations, could adversely affect us.

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Our debt level reduces cash available for distribution and may expose us to the risk of default under our debt obligations.

As of March 31, 2005, our total consolidated indebtedness was approximately \$309.4 million (excluding unamortized debt premiums). Our debt service obligations expose us to the risk of default and reduce or eliminate cash resources that are available to operate our business or pay distributions that are necessary to maintain our REIT qualification. There is no limit on the amount of indebtedness that we may incur except as provided by the covenants in our existing revolving credit facility, and we expect that the covenants in our amended revolving credit facility will contain limits on the amount of indebtedness that we may incur. We expect to incur additional indebtedness under our revolving credit facility to fund future property development and acquisitions and other working capital needs, which may include the payment of distributions to our stockholders. The amount available to us and our ability to borrow from time to time under our existing revolving credit facility is subject to certain conditions and the satisfaction of specified financial covenants. Although no assurance can be given, we expect to amend our existing revolving credit facility. We expect that our ability to borrow from time to time under this facility will be subject to certain conditions and the satisfaction of specified financial covenants. Our level of debt and the limitations imposed on us by our debt agreements could have significant adverse consequences, including the following:

We may be unable to borrow additional funds as needed or on favorable terms.

We may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness.

We may be forced to dispose of one or more of our properties, possibly on disadvantageous terms.

We may default on our payment or other obligations as a result of insufficient cash flow or otherwise, which may result in a cross-default on our other obligations, and the lenders or mortgagees may foreclose on our properties that secure their loans and receive an assignment of rents and leases.

Foreclosures could create taxable income without accompanying cash proceeds, a circumstance that could hinder our ability to meet the REIT distribution requirements imposed by the Code.

We may not be able to recover pre-development costs for university developments.

University systems and educational institutions typically award us development services contracts on the basis of a competitive award process, but such contracts are typically executed following the formal approval of the transaction by the institution's governing body. In the intervening period, we may incur significant pre-development and other costs in the expectation that the development services contract will be executed. If an institution's governing body does not ultimately approve our selection and the terms of the pending development contract, we may not be able to recoup these costs from the institution and the resulting losses could be material.

Our awarded projects may not be successfully structured or financed and may delay our recognition of revenues.

The recognition and timing of revenues from our awarded development services projects will, among other things, be contingent upon successfully structuring and closing project financing as well as the timing of construction. The development projects that we have been awarded have at times been delayed beyond the originally scheduled construction commencement date. If such delays were to occur with our current awarded projects, our recognition of expected revenues and receipt of expected fees from these projects would be delayed.

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Two of our properties are under construction, and we may encounter delays in completion or experience cost overruns.

Two of our properties, which upon completion will comprise approximately 7.6% of our total beds, are currently under construction and are subject to the various risks relating to properties that are under construction referred to elsewhere in these risk factors, including the risks that we may encounter delays in completion and that these two projects may experience cost overruns. These properties may not be completed on time for the 2005-2006 academic year. Additionally, if we do not complete the construction of one of these properties (Cullen Oaks Phase II, an on-campus participating property) prior to such time, we are required to provide alternative housing to the students with whom we have signed leases. We have not made any arrangements for such alternative housing for this property and we would likely incur significant expenses in the event we provide such housing. If construction is not completed prior to the beginning of the 2005/2006 academic year, students may attempt to break their leases and our occupancy at this property for that academic year may suffer. Similar issues may be present in future development projects.

Our guarantees could result in liabilities in excess of our development fees.

In third party developments, we typically provide guarantees of the obligations of the developer, including development budgets and timely project completion. These guarantees include, among other things, the cost of providing alternate housing for students in the event we do not timely complete a development project. These guarantees typically exclude delays resulting from force majeure and also, in third party transactions, are typically limited in amount to the amount of our development fees from the project. In certain cases, however, our contingent liability under these guarantees has exceeded our development fee from the project and we may agree to such arrangements in the future. Our obligations under alternative housing guarantees typically expire five days after construction is complete. Project cost guarantees are normally satisfied within one year after completion of the project.

Universities have the right to terminate our participating ground leases.

The ground leases through which we own our on-campus participating properties provide that the university lessor may purchase our interest in and assume the management of the facility, with the purchase price calculated at the discounted present cash value of our leasehold interest. The exercise of any such buyout would result in a significant reduction in our portfolio.

Risks Related to the Real Estate Industry

Our performance and value are subject to risks associated with real estate assets and with the real estate industry.

Our ability to make expected distributions to our stockholders depends on our ability to generate cash revenues in excess of expenses, scheduled debt service obligations and capital expenditure requirements. Events and conditions generally applicable to owners and operators of real property that are beyond our control may decrease cash available for distribution and the value of our properties. These events include:

general economic conditions;

rising level of interest rates;

local oversupply, increased competition or reduction in demand for student housing;

inability to collect rent from tenants;

vacancies or our inability to rent space on favorable terms;

inability to finance property development and acquisitions on favorable terms;

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increased operating costs, including insurance premiums, utilities, and real estate taxes;

costs of complying with changes in governmental regulations;

the relative illiquidity of real estate investments;

decreases in student enrollment at particular colleges and universities;

changes in university policies related to admissions; and

changing student demographics.

In addition, periods of economic slowdown or recession, rising interest rates or declining demand for real estate, or the public perception that any of these events may occur, could result in a general decline in rents or an increased incidence of defaults under existing leases, which would adversely affect us.

Potential losses may not be covered by insurance.

We carry comprehensive liability, fire, earthquake, terrorism, business interruption, vandalism and malicious mischief, extended coverage perils, all physical loss perils, commercial general liability, flood (when the property is located in whole or in material part in a designated flood plain area), workers' compensation and rental loss insurance covering all of the properties in our portfolio under various policies. We believe the policy specifications and insured limits are appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. There are, however, certain types of losses, such as property damage from generally unsecured losses such as riots, wars, employment discrimination losses, punitive damage awards or acts of God, that may be either uninsurable or not economically insurable. Some of our properties are insured subject to limitations involving large deductibles or co-payments and policy limits that may not be sufficient to cover losses. In addition, we may discontinue earthquake, terrorism or other insurance on some or all of our properties in the future if the cost of premiums for any of these policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss.

If we experience a loss that is uninsured or that exceeds policy limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged and require substantial expenditures to rebuild or repair. In the event of a significant loss at one or more of our properties, the remaining insurance under our policies, if any, could be insufficient to adequately insure our other properties. In such event, securing additional insurance, if possible, could be significantly more expensive than our current policies.

Unionization or work stoppages could have an adverse effect on us.

We are at times required to use unionized construction workers or to pay the prevailing wage in a jurisdiction to such workers. Due to the highly labor intensive and price competitive nature of the construction business, the cost of unionization and/or prevailing wage requirements for new developments could be substantial. Unionization and prevailing wage requirements could adversely affect a new development's profitability. Union activity or a union workforce could increase the risk of a strike, which would adversely affect our ability to meet our construction timetables.

We could incur significant costs related to government regulation and private litigation over environmental matters.

Under various environmental laws, including the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), a current or previous owner or operator of real property may be liable for contamination resulting from the release or threatened release of hazardous or toxic substances or petroleum at that property, and an entity that arranges for the disposal or treatment of a hazardous or toxic substance or petroleum at

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another property may be held jointly and severally liable for the cost to investigate and clean up such property or other affected property. Such parties are known as potentially responsible parties (PRPs). Such environmental laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of the contaminants, and the costs of any required investigation or cleanup of these substances can be substantial. PRPs are liable to the government as well as to other PRPs who may have claims for contribution. The liability is generally not limited under such laws and could exceed the property's value and the aggregate assets of the liable party. The presence of contamination or the failure to remediate contamination at our properties may expose us to third party liability for personal injury or property damage, or adversely affect our ability to sell, lease or develop the real property or to borrow using the real property as collateral.

Environmental laws also impose ongoing compliance requirements on owners and operators of real property. Environmental laws potentially affecting us address a wide variety of matters, including, but not limited to, asbestos-containing building materials (ACBM), storage tanks, stormwater and wastewater discharges, lead-based paint, wetlands, and hazardous wastes. Failure to comply with these laws could result in fines and penalties or expose us to third party liability. Some of our properties may have conditions that are subject to these requirements and we could be liable for such fines or penalties or liable to third-parties, as described below in Business and Properties Regulation Environmental Matters.

Existing conditions at some of our properties may expose us to liability related to environmental matters.

Some of the properties in our portfolio may contain asbestos-containing building materials, or ACBMs. Environmental laws require that ACBMs be properly managed and maintained, and may impose fines and penalties on building owners or operators for failure to comply with these requirements. Also, some of the properties in our portfolio contain, or may have contained, or are adjacent to or near other properties that have contained or currently contain storage tanks for the storage of petroleum products or other hazardous or toxic substances. These operations create a potential for the release of petroleum products or other hazardous or toxic substances. Third parties may be permitted by law to seek recovery from owners or operators for personal injury associated with exposure to contaminants, including, but not limited to, petroleum products, hazardous or toxic substances, and asbestos fibers. Also, some of the properties may contain regulated wetlands that can delay or impede development or require costs to be incurred to mitigate the impact of any disturbance. Absent appropriate permits, we can be held responsible for restoring wetlands and be required to pay fines and penalties.

Some of the properties in our portfolio may contain microbial matter such as mold, mildew and viruses. The presence of microbial matter could adversely affect our results of operations. In addition, if any property in our portfolio is not properly connected to a water or sewer system, or if the integrity of such systems are breached, microbial matter or other contamination can develop. If this were to occur, we could incur significant remedial costs and we may also be subject to material private damage claims and awards, which could be material. If we become subject to claims in this regard, it could materially and adversely affect us and our insurability for such matters in the future.

From time to time, the United States Environmental Protection Agency, or EPA, designates certain sites affected by hazardous substances as Superfund sites pursuant to CERCLA. Superfund sites can cover large areas, affecting many different parcels of land. Although CERCLA imposes joint and several liability for contamination on property owners and operators regardless of fault, the EPA may choose to pursue PRPs based on their actual contribution to the contamination. PRPs are liable for the costs of responding to the hazardous substances. Commons on Apache, The Village at University and University Village at San Bernardino (which we disposed of in January 2005) are located within federal Superfund sites. EPA designated these areas as Superfund sites because groundwater beneath these areas is contaminated. We have not been named as a PRP with respect to these sites.

Independent environmental consultants conducted Phase I environmental site assessments on all of the owned properties and on-campus participating properties in our existing portfolio. Phase I environmental site assessments are intended to evaluate information regarding the environmental condition of the surveyed property and surrounding properties based generally on visual observations, interviews and certain publicly available databases. These assessments do not typically take into account all environmental issues, including, but not limited

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to, testing of soil or groundwater, comprehensive asbestos survey or an invasive inspection for the presence of mold contamination. In some cases where prior use was a concern, additional study was undertaken.

These assessments may have failed to reveal all environmental conditions, liabilities, or compliance concerns. Material environmental conditions, liabilities, or compliance concerns may have arisen after the assessments were conducted or may arise in the future. In addition, future laws, ordinances or regulations may impose material additional environmental liability. The costs of future environmental compliance may affect our ability to pay distributions to you and such costs or other remedial measures may be material to us.

We may incur environmental liabilities.

We do not carry environmental insurance on our properties. Environmental liability at any of our properties may have a material adverse effect on our financial condition, results of operations, cash flow, the trading price of our common stock or our ability to satisfy our debt service obligations and pay dividends or distributions to our stockholders.

We may incur significant costs complying with the Americans with Disabilities Act and similar laws.

Under the Americans with Disabilities Act of 1990, or the ADA, all public accommodations must meet federal requirements related to access and use by disabled persons. Additional federal, state and local laws also may require modifications to our properties, or restrict our ability to renovate our properties. For example, the Fair Housing Amendments Act of 1988, or FHAA, requires apartment properties first occupied after March 13, 1990 to be accessible to the handicapped. We have not conducted an audit or investigation of all of our properties to determine our compliance with present requirements. Noncompliance with the ADA or FHAA could result in the imposition of fines or an award or damages to private litigants and also could result in an order to correct any non-complying feature. We cannot predict the ultimate amount of the cost of compliance with the ADA, FHAA or other legislation. If we incur substantial costs to comply with the ADA, FHAA or any other legislation, we could be materially and adversely affected.

We may incur significant costs complying with other regulations.

The properties in our portfolio are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we fail to comply with these various requirements, we might incur governmental fines or private damage awards. Furthermore, existing requirements could change and require us to make significant unanticipated expenditures that would materially and adversely affect us.

Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on co-venturers financial condition and disputes between our co-venturers and us.

We have in the past co-invested, and anticipate that we will continue in the future to co-invest, with third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for managing the affairs of a property, partnership, joint venture or other entity. In connection with joint venture investment, we do not have sole decision-making control regarding the property, partnership, joint venture or other entity. Investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that our partners or co-venturers might become bankrupt or fail to fund their share of required capital contributions. Our partners or co-venturers also may have economic or other business interests or goals that are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our preferences, policies or objectives. Such investments also will have the potential risk of impasses on decisions, such as a sale, because neither we nor our partners or co-venturers would have

full control over the partnership or joint venture. Disputes between us and our partners or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our officers and/or directors from focusing their time and effort exclusively on our business. Consequently, actions by or disputes with our partners or co-venturers might result in subjecting properties owned by the partnership, joint venture or other entity to additional risk. In addition, we may in certain circumstances be liable for the actions of our partners or co-venturers.

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Risks Related to Our Organization and Structure

We are recently organized and have a limited operating history.

We were organized in March 2004 and have a limited operating history. In addition, all of our properties have been acquired or developed by us or our Predecessor Entities within the past nine years and have limited operating histories under current management. Consequently, our historical operating results and the financial data set forth in this prospectus may not be useful in assessing our likely future performance. The operating performance of the properties may decline under our management. We may not be able to generate sufficient cash from operations to make distributions to our stockholders.

We will also be subject to the risks generally associated with the operation of a relatively new business.

To qualify as a REIT, we may be forced to limit the activities of our TRS.

To qualify as a REIT, no more than 20% of the value of our total assets may consist of the securities of one or more taxable REIT subsidiaries, such as our TRS. Certain of our activities, such as our third party development, management and leasing services, must be conducted through our TRS for us to qualify as a REIT. In addition, certain non-customary services must be provided by a taxable REIT subsidiary or an independent contractor. If the revenues from such activities create a risk that the value of our TRS, based on revenues or otherwise, approaches the 20% threshold, we will be forced to curtail such activities or take other steps to remain under the 20% threshold. Since the 20% threshold is based on value, it is possible that the IRS could successfully contend that the value of our TRS exceeds the 20% threshold even if our TRS accounts for less than 20% of our consolidated revenues, income or cash flow. Our on-campus participating properties and our third party services are held by our TRS. Consequently, income earned from our on-campus participating properties and our third party services will be subject to regular federal income taxation and state and local income taxation where applicable, thus reducing the amount of cash available for distribution to our stockholders.

Our TRS is a taxable REIT subsidiary and is not permitted to directly or indirectly operate or manage a hotel, motel or other establishment more than one-half of the dwelling units in which are used on a transient basis. We believe that our method of operating our TRS will not be considered to constitute such an activity. Future Treasury Regulations or other guidance interpreting the applicable provisions might adopt a different approach, or the IRS might disagree with our conclusion. In such event we might be forced to change our method of operating our TRS, which could adversely affect us, or our TRS could fail to qualify as a taxable REIT subsidiary, which would likely cause us to fail to qualify as a REIT.

Failure to qualify as a REIT would have significant adverse consequences to us and the value of our stock.

We intend to operate in a manner that will allow us to qualify as a REIT for federal income tax purposes under the Code. If we lose our REIT status, we will face serious tax consequences that would substantially reduce or eliminate the funds available for distribution to stockholders for each of the years involved, because:

we would not be allowed a deduction for dividends to stockholders in computing our taxable income and such amounts would be subject to federal income tax at regular corporate rates;

we also could be subject to the federal alternative minimum tax and possibly increased state and local taxes; and

unless we are entitled to relief under applicable statutory provisions, we could not elect to be taxed as a REIT for four taxable years following the year during which we were disqualified.

In addition, if we fail to qualify as a REIT, we will not be required to pay dividends to stockholders, and all dividends to stockholders will be subject to tax as ordinary income to the extent of our current and accumulated

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earnings and profits. As a result of all these factors, our failure to qualify as a REIT also could impair our ability to expand our business and raise capital, and would adversely affect the value of our common stock.

Qualification as a REIT involves the application of highly technical and complex Code provisions for which there are only limited judicial and administrative interpretations. The complexity of these provisions and of the applicable Treasury Regulations that have been promulgated under the Code is greater in the case of a REIT that, like us, holds its assets through a partnership or a limited liability company. The determination of various factual matters and circumstances not entirely within our control may affect our ability to qualify as a REIT. In order to qualify as a REIT, we must satisfy a number of requirements, including requirements regarding the composition of our assets and two gross income tests : (a) at least 75% of our gross income in any year must be derived from qualified sources, such as rents from real property, mortgage interest, dividends from other REITs and gains from sale of such assets, and (b) at least 95% of our gross income must be derived from sources meeting the 75% income test above, and other passive investment sources, such as other interest and dividends and gains from sale of securities. Also, we must pay dividends to stockholders aggregating annually at least 90% of our REIT taxable income, excluding any net capital gains. In addition, legislation, new regulations, administrative interpretations or court decisions may adversely affect our investors, our ability to qualify as a REIT for federal income tax purposes or the desirability of an investment in a REIT relative to other investments.

Even if we qualify as a REIT for federal income tax purposes, we may be subject to some federal, state and local taxes on our income or property and, in certain cases, a 100% penalty tax, in the event we sell property as a dealer or if our TRS enters into agreements with us or our tenants on a basis that is determined to be other than an arm's length basis.

To qualify as a REIT, we may be forced to borrow funds on a short-term basis during unfavorable market conditions.

In order to qualify as a REIT, we are required under the Code to distribute annually at least 90% of our REIT taxable income, determined without regard to the dividends paid deduction and excluding any net capital gain. Our TRS may, in its discretion, retain any income it generates net of any tax liability it incurs on that income without affecting the 90% distribution requirements to which we are subject as a REIT. Net income of our TRS is included in REIT taxable income and increases the amount required to be distributed, only if such amounts are paid out as a dividend by our TRS. If our TRS distributes any of its after-tax income to us, that distribution will be included in our REIT taxable income. In addition, we will be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of our net taxable income, including any net capital gains. Because of these distribution requirements, we may not be able to fund future capital needs, including any necessary acquisition financing, from operating cash flow. Consequently, we will be compelled to rely on third party sources to fund our capital needs. We may not be able to obtain this financing on favorable terms or at all. Any additional indebtedness that we incur will increase our leverage. Our access to third party sources of capital depends, in part, on:

general market conditions;

our current debt levels and the number of properties subject to encumbrances;

our current performance and the market's perception of our growth potential;

our cash flow and cash dividends; and

the market price per share of our common stock.

If we cannot obtain capital from third party sources, we may not be able to acquire or develop properties when strategic opportunities exist, satisfy our debt service obligations or make the cash distributions to our stockholders, including those necessary to qualify as a REIT.

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Our charter contains restrictions on the ownership and transfer of our stock.

Our charter provides that, subject to certain exceptions, no person or entity may beneficially own, or be deemed to own by virtue of the applicable constructive ownership provisions of the Code, more than 9.8% (by value or by number of shares, whichever is more restrictive) of the outstanding shares of our common stock or more than 9.8% by value of all our outstanding shares, including both common and preferred stock. We refer to this restriction as the ownership limit. A person or entity that becomes subject to the ownership limit by virtue of a violative transfer that results in a transfer to a trust is referred to as a purported beneficial transferee if, had the violative transfer been effective, the person or entity would have been a record owner and beneficial owner or solely a beneficial owner of our stock, or is referred to as a purported record transferee if, had the violative transfer been effective, the person or entity would have been solely a record owner of our stock.

The constructive ownership rules under the Code are complex and may cause stock owned actually or constructively by a group of related individuals and/or entities to be owned constructively by one individual or entity. As a result, the acquisition of less than 9.8% of our stock (or the acquisition of an interest in an entity that owns, actually or constructively, our stock) by an individual or entity, could, nevertheless cause that individual or entity, or another individual or entity, to own constructively in excess of 9.8% of our outstanding stock and thereby subject the stock to the ownership limit. Our charter, however, requires exceptions to be made to this limitation if our board of directors determines that such exceptions will not jeopardize our tax status as a REIT. This ownership limit could delay, defer or prevent a change of control or other transaction that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

Certain tax and anti-takeover provisions of our charter and bylaws may inhibit a change of our control.

Certain provisions contained in our charter and bylaws and the Maryland General Corporation Law may discourage a third party from making a tender offer or acquisition proposal to us. If this were to happen, it could delay, deter or prevent a change in control or the removal of existing management. These provisions also may delay or prevent the stockholders from receiving a premium for their shares of common stock over then-prevailing market prices. These provisions include:

the REIT ownership limit described above;

authorization of the issuance of our preferred shares with powers, preferences or rights to be determined by our board of directors;

the right of our board of directors, without a stockholder vote, to increase our authorized shares and classify or reclassify unissued shares;

advance-notice requirements for stockholder nomination of directors and for other proposals to be presented to stockholder meetings; and

the requirement that a majority vote of the holders of common stock is needed to remove a member of our board of directors for cause.

The Maryland business statutes also impose potential restrictions on a change of control of our company.

Various Maryland laws may have the effect of discouraging offers to acquire us, even if the acquisition would be advantageous to stockholders. Our bylaws exempt us from some of those laws, such as the control share acquisition provisions, but our board of directors can change our bylaws at any time to make these provisions applicable to us.

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We have the right to change some of our policies that may be important to our stockholders without stockholder consent.

Our major policies, including our policies with respect to investments, leverage, financing, growth, debt and capitalization, are determined by our board of directors or those committees or officers to whom our board of directors has delegated that authority. Our board of directors also establishes the amount of any dividends or distributions that we pay to our stockholders. Our board of directors may amend or revise the listed policies, our dividend or distribution payment amounts and other policies from time to time without stockholder vote. Accordingly, our stockholders may not have control over changes in our policies.

Our rights and the rights of our stockholders to take action against our directors and officers are limited.

Maryland law provides that a director or officer has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believe to be in our best interests and with the care that an ordinary prudent person in a like position would use under similar circumstances. In addition, our charter eliminates our directors' and officers' liability to us and our stockholders for money damages except for liability resulting from actual receipt of an improper benefit in money, property or services or active and deliberate dishonesty established by a final judgment and which is material to the cause of action. Our bylaws require us to indemnify directors and officers for liability resulting from actions taken by them in those capacities to the maximum extent permitted by Maryland law. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist under common law. In addition, we may be obligated to fund the defense costs incurred by our directors and officers.

Our success depends on key personnel whose continued service is not guaranteed.

We are dependent upon the efforts of our key personnel, particularly William C. Bayless, Jr., our President and Chief Executive Officer, Brian B. Nickel, our Executive Vice President, Chief Financial Officer and Secretary, James C. Hopke, Jr., our Executive Vice President and Chief Investment Officer, and Greg A. Dowell, our Executive Vice President and Chief of Operations. Mr. Bayless has directed the company's key business segments since inception and possesses nearly 20 years of student housing development and management experience. Messrs. Bayless, Nickel, Hopke and Dowell all have substantial industry reputations that attract business and investment opportunities and assist us in negotiations with lenders, universities and industry personnel. Jason R. Wills, our Senior Vice President Marketing and Business Development, and Brian N. Winger, our Senior Vice President Development, both have strong industry reputations and specialized experience, which aid us in developing, acquiring and managing our properties. The loss of the services of any of such personnel could materially and adversely affect us.

The majority of our management have limited experience operating a REIT or a public company.

We have a limited operating history as a REIT or a public company. Our board of directors and executive officers will have overall responsibility for our management. While our executive and senior officers have extensive experience in real estate marketing, development, management and finance, they have limited prior experience in operating a business in accordance with the Code requirements for maintaining qualification as a REIT, operating a public company or complying with the Securities and Exchange Commission, or the SEC, regulations. Failure to qualify as a REIT would have an adverse effect on our cash available for distribution to our stockholders. Failure to properly comply with SEC regulations and requirements could impair our ability to operate as a public company.

In addition to the underwriting discounts to be received by Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., affiliates of Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. will receive benefits from this Offering.

Affiliates of Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., two of our underwriters, are joint lead arrangers under our existing revolving credit facility. As of June 3, 2005, approximately \$44.5 million of borrowings were outstanding under this facility. Although no assurance can be given, we expect to amend our

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existing revolving credit facility. Citicorp North America, Inc. (an affiliate of Citigroup Global Markets Inc., which is a lead managing underwriter in this offering) and Deutsche Bank Trust Company Americas (an affiliate of Deutsche Bank Securities Inc., which is a lead managing underwriter in this offering) will be co-syndication agents under the amended facility. We intend to repay all of the outstanding borrowings under our then existing revolving credit facility with a portion of the net proceeds of this Offering and, upon application of the net proceeds from this Offering, each lender will receive its proportionate share of the amount repaid. See Use of Proceeds.

Risks Related to this Offering

We may not be able to make distributions to our stockholders in the future.

We are required to distribute 90% of our REIT taxable income (excluding capital gains) on an annual basis in order to qualify as a REIT for federal income tax purposes. Accordingly, we intend to make, but are not contractually bound to make, regular quarterly distributions to common stockholders and PIU holders. If we do not generate revenues from our properties and third party development and management services sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow will decrease. This could have an adverse effect on our ability to pay distributions to our stockholders. We may be required to use borrowings under the credit facility, if necessary, to meet REIT distribution requirements and qualify as a REIT. However, our revolving credit facility contains covenants that restrict our ability to pay distributions or other amounts to our stockholders unless certain tests are satisfied and also contains certain provisions restricting our ability to draw funds under the facility. Although no assurance can be given, we expect to amend our existing facility and to incur additional indebtedness through borrowings under our amended revolving credit facility to fund future property development, acquisitions and other working capital needs, which may include the payment of distributions to our stockholders. We expect that our ability to pay distributions or other amounts to our stockholders under the amended facility will be subject to the satisfaction of certain tests and will also contain certain provisions restricting our ability to draw funds under the facility. All distributions are at the discretion of our board of directors. The board of directors considers market factors and our performance in addition to REIT requirements in determining distribution levels. To the extent we use our working capital or borrowings under our revolving credit facility to fund our distributions, our financial condition and our ability to access these funds for other purposes, such as the expansion of our business or future distributions, could be adversely affected. Any such distributions from working capital or borrowings may represent a return of capital for federal income tax purposes. We expect that approximately 60% of our 2005 annual distribution will represent a return of capital for federal income tax purposes.

Our distributions will not be eligible for the recent lower tax rate on dividends except in limited situations.

Unlike dividends received from a corporation that is not a REIT, our distributions to individual stockholders generally will not be eligible for the recent lower tax rate on dividends except in limited situations.

The public offering price of our common stock in this Offering may not be indicative of the market price of our common stock after this Offering and our stock price may be volatile.

The public offering price of our common stock was determined in consultation with the underwriters and may not be indicative of the market price for our common stock after this Offering. The market price of our common stock could be subject to significant fluctuations after this Offering and may decline below the public offering price. You may not be able to resell your shares at or above the public offering price or at all.

The stock market in general has experienced extreme volatility that has been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our

common stock.

Certain members of our senior management will receive an economic benefit from this Offering.

In conjunction with our IPO, our then executive officers and certain members of senior management received 121,000 profits interest units in our Operating Partnership, representing approximately a 1% limited

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partnership interest in the Operating Partnership at that time. PIUs are a special class of partnership interests in the Operating Partnership. Each PIU awarded is deemed equivalent to an award of one share of our common stock under our 2004 incentive award plan, reducing availability for other equity awards on a one-for-one basis. The consummation of this Offering will constitute a book-up event and thereby automatically convert the PIUs into an equal number of common units of the Operating Partnership.

Market interest rates may have an effect on the value of our common stock.

One of the factors that will influence the price of our common stock will be the dividend yield on our common stock (as a percentage of the price of our common stock) relative to market interest rates. An increase in market interest rates, which are currently at low levels relative to historical rates, may lead prospective purchasers of our common stock to expect a higher dividend yield in order to maintain their investment. Higher interest rates also would likely increase our borrowing costs and potentially decrease funds available for distribution to our stockholders. Thus, higher market interest rates could cause the market price of our common stock to decrease.

The number of shares available for future sale could adversely affect the market price of our common stock.

We cannot predict whether future issuances of shares of our common stock or the availability of shares for resale in the open market will decrease the market price per share of our common stock. Sales of substantial amounts of shares of our common stock or securities convertible into or exchangeable or exercisable for our common stock, such as units, or the perception that such sales might occur could adversely affect the market price of the shares of our common stock.

The exercise of the underwriters' overallotment option, the exchange of units for common stock, the exercise of any options or the vesting of any restricted stock granted to certain directors, executive officers and other employees under our incentive award plan, the issuance of our common stock or units in connection with property, portfolio or business acquisitions and other issuances of our common stock or securities convertible into or exchangeable or exercisable for our common stock could have an adverse effect on the market price of the shares of our common stock, and the existence of units, options, shares of our common stock exercisable upon conversion of, or exchange or exercise for, other securities or reserved for issuance as restricted shares of our common stock or upon exchange of units may adversely affect the terms upon which we may be able to obtain additional capital through the sale of equity securities. In addition, future sales of shares of our common stock or securities convertible into or exchangeable or exercisable for our common stock may be dilutive to existing common stockholders.

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FORWARD-LOOKING STATEMENTS

We make statements in this prospectus that are forward-looking statements. In particular, statements pertaining to our capital resources, portfolio performance and results of operations contain forward-looking statements. Likewise, all of our statements regarding anticipated growth in our funds from operations and anticipated market conditions, demographics and results of operations are forward-looking statements. Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods that may be incorrect or imprecise and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). You can identify forward-looking statements by the use of forward-looking terminology such as believes, expects, may, will, should, seeks, approximately, intends, plans, pro forma, estimates negative of these words and phrases or similar words or phrases. You can also identify forward-looking statements by discussions of strategy, plans or intentions. The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- changing university admission and housing policies;
- adverse economic or real estate developments;
- general economic conditions;
- future terrorist attacks in the U.S. or hostilities involving the U.S.;
- defaults on or non-renewal of leases by student-tenants;
- increased interest rates and operating costs;
- debt levels and property encumbrances;
- our failure to obtain necessary third party financing;
- decreased rental rates or increased vacancy rates resulting from competition or otherwise;
- difficulties in identifying properties to acquire and completing acquisitions;
- our failure to successfully operate acquired properties and operations;
- our failure to successfully develop properties in a timely manner;
- our failure to maintain our status as a REIT;
- environmental costs, uncertainties and risks, especially those related to natural disasters;
- financial market fluctuations; and
- changes in real estate and zoning laws and increases in real property tax rates.

For a further discussion of these and other factors that could impact our future results, performance or transactions, see the section above entitled Risk Factors.

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USE OF PROCEEDS

Assuming an offering price of \$ per share, which was the last reported sales price of our common stock on , 2005, we estimate we will receive gross proceeds from this Offering of \$ million and approximately \$ million if the underwriters' overallotment option is exercised in full. After deducting the underwriting discount and estimated expenses of this Offering, we expect net proceeds from this Offering of approximately \$ million and approximately \$ million if the underwriters' overallotment option is exercised in full.

We intend to use the net proceeds from this offering to fund the acquisition and development of student housing properties. In the interim, we intend to use \$ million to repay the outstanding balance of our revolving credit facility and the remaining \$ million for working capital and general corporate purposes. See Risk Factor Risks Related to Our Organization and Structure. In addition to the underwriting discounts to be received by Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., affiliates of Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. will receive benefits from this Offering.

Our existing revolving credit facility bears interest at a variable rate, at our option, based upon a base rate or one-, two-, three-, or six-month LIBOR plus, in each case, a spread based upon our total leverage. As of March 31, 2005, the balance outstanding on our existing revolving credit facility bore interest at a weighted average rate of 4.31% per annum. This facility matures in August 2007.

Although no assurance can be given, we expect to amend our existing revolving credit facility and to increase the size of the facility from \$75 million to \$100 million. We expect the amended revolving credit facility to bear interest at a variable rate, at our option, based upon a rate of (i) one-, two-, three- or six-month LIBOR or (ii) the higher of the lenders' prime rate and the federal funds rate plus 0.5%, plus, in each case, a spread based upon our total leverage. We also expect that the amended revolving credit facility will mature in August 2007.

Pending application of any portion of the net Offering proceeds, we will invest it in interest-bearing accounts and short-term, interest-bearing securities as is consistent with our intention to maintain our qualification for taxation as a REIT. Such investments may include, for example, obligations of the Government National Mortgage Association, other government and governmental agency securities, certificates of deposit and interest-bearing bank deposits.

DISTRIBUTION POLICY

We are required to distribute 90% of our REIT taxable income, excluding capital gains, on an annual basis to qualify as a REIT for federal income tax purposes. Accordingly, we intend to make, but are not contractually bound to make, regular quarterly distributions to common stockholders and PIU holders. All such distributions are at the discretion of our board of directors. We may be required to use borrowings under our credit facility, if necessary and to the extent permitted thereunder, to meet REIT distribution requirements and qualify as a REIT and otherwise fund the remaining amounts of any distributions. The board of directors considers market factors and our performance in addition to REIT requirements in determining distribution levels.

On May 11, 2005, we declared a distribution per share of common stock of \$0.3375, which was paid on May 31, 2005 to all common stockholders of record as of May 19, 2005. At the same time, we paid an equivalent amount per unit to holders of PIUs and restricted stock awards. These distributions equate to an annualized amount of \$1.35 per share and represent a 6.5% yield based on the June 3, 2005 closing share price of \$20.64 per share.

If we do not generate revenues from our properties and third party development and management services sufficient to meet our operating expenses, including debt service and capital expenditures, our cash flow will decrease.

This could have an adverse effect on our ability to pay distributions to our stockholders. We may be required to use borrowings under the credit facility, if necessary, to meet REIT distribution requirements and qualify as a REIT. However, our revolving credit facility contains covenants that restrict our ability to pay distributions or other amounts to our stockholders unless certain tests are satisfied and also contains certain provisions restricting our ability to draw funds under the facility. All distributions are at the discretion of our board of directors. The

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board of directors considers market factors and our performance in addition to REIT requirements in determining distribution levels. To the extent we use our working capital or borrowings under our revolving credit facility to fund our distributions, our financial condition and our ability to access these funds for other purposes, such as the expansion of our business or future distributions, could be adversely affected. Any such distributions from working capital or borrowings may represent a return of capital for federal income tax purposes. We expect that approximately 60% of our 2005 annual distribution will represent a return of capital for federal income tax purposes.

Availability under our revolving credit facility is limited to a borrowing base amount equal to the lesser of (i) 60% of the appraised value of the properties securing the facility and (ii) the adjusted net operating income from these properties divided by a formula amount. As of March 31, 2005, the borrowing base amount was \$65.1 million.

Our revolving credit facility contains customary affirmative and negative covenants and also contains financial covenants that, among other things, require us to maintain certain minimum ratios of EBITDA (earnings before interest, taxes, depreciation and amortization) for interest expense and fixed charges. Before December 31, 2005, we may not pay dividends greater than \$5 million in any quarter. After December 31, 2005, we will also be prohibited from making distributions that exceed 95% of our funds from operations over any four consecutive fiscal quarters. The financial covenants also include consolidated net worth and leverage ratio tests. As of March 31, 2005, we were in compliance with all such covenants.

Although no assurance can be given, we expect to amend our three-year, \$75 million revolving credit facility and to increase the size of the facility from \$75 million to \$100 million. Key Bank National Association (an affiliate of KeyBank Capital Markets, Inc.) will act as administrative agent under the amended facility. Citicorp North America, Inc. (an affiliate of Citigroup Global Markets Inc., which is a lead managing underwriter in this offering) and Deutsche Bank Trust Company Americas (an affiliate of Deutsche Bank Securities Inc., which is a lead managing underwriter in this offering) will be co-syndication agents under the amended facility. This amended facility, if consummated, may be expanded by up to an additional \$100 million upon the satisfaction of certain conditions. This facility is expected to be available to, among other things, fund future property development, acquisitions and other working capital needs. We expect that we will be prohibited under this facility from making distributions that exceed 100% of our FFO through June 30, 2006 and 95% of our FFO thereafter, in each case over four consecutive quarters. We also expect that the terms will require compliance with financial ratios relating to consolidated total indebtedness, consolidated EBITDA and consolidated net worth requirements. We further expect that we will also be subject to compliance with additional leverage restrictions. We expect that the conditions and covenants in the amended credit facility will be more favorable to us than those contained in our current facility.

Federal income tax law requires that a REIT distribute annually at least 90% of its REIT taxable income determined without regard to the dividends paid deduction and excluding net capital gains, and that it pay tax at regular corporate rates to the extent that it annually distributes less than 100% of its net taxable income, including capital gains. For more information, please see Federal Income Tax Considerations. We anticipate that our estimated cash available for distribution will exceed the annual distribution requirements applicable to REITs. However, under some circumstances, we may be required to pay distributions in excess of cash available for distribution in order to meet these distribution requirements and we may need to borrow funds to pay the excess portion.

Table of Contents**PRICE RANGE OF COMMON STOCK**

Our common stock is listed and traded on the New York Stock Exchange under the symbol ACC. As of _____, 2005, there were approximately _____ holders of record of our common stock. Our common stock commenced trading on August 17, 2004. The following table sets forth, for the periods indicated, the high and low sales prices per share for our common stock:

	High	Low
2004		
Third quarter (August 17 through September 30)	\$ 19.05	\$ 17.00
Fourth quarter	23.06	18.50
2005		
First quarter	\$ 22.75	\$ 19.09
Second quarter (through June 3)	21.80	19.04

On June 3, 2005, the closing price of our common stock on the New York Stock Exchange was \$20.64 per share.

CAPITALIZATION

The following table sets forth our capitalization as of March 31, 2005 on an actual basis and on a pro forma basis to give effect to this Offering and the use of the net proceeds from this Offering as set forth in Use of Proceeds. You should read this table in conjunction with Use of Proceeds, Selected Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources and our consolidated financial statements and the notes to our financial statements appearing elsewhere in this prospectus.

	As of March 31, 2005
	Pro
	Actual
	Forma
	(in thousands)
	(unaudited)
Cash and cash equivalents	\$ 6,425
Debt:	
Revolving credit facility	\$ 33,600
Mortgage, loans and bonds payable	275,829
Unamortized debt premiums	4,956
Total debt	314,385
Minority interests	2,649
Stockholders' Equity:	
Common stock, \$.01 par value, 800,000,000 shares authorized, 12,615,000 shares issued and outstanding actual, _____ shares issued and outstanding pro forma	126
Additional paid-in capital	135,150

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Accumulated earnings and distributions	5,717
Accumulated other comprehensive income	387
Total stockholders' equity	141,380
Total capitalization	\$ 458,414

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SELECTED FINANCIAL DATA

The following tables set forth our summary selected financial and operating data on a consolidated historical basis for us and on a combined historical basis for our Predecessor Entities. Results for the year ended December 31, 2004 represent the combined historical data for our Predecessor Entities for the period from January 1, 2004 to August 16, 2004 as well as our consolidated results for the period from August 17, 2004 to December 31, 2004. Our consolidated results reflect our post-IPO structure as a REIT, including the operations of the TRS, which was not present in the operations of our Predecessor Entities. The combined historical financial information for our Predecessor Entities includes:

the development and management service operations and real estate operations of American Campus Communities, L.L.C., one of the Predecessor Entities;

the real estate operations of RAP SHP and its subsidiaries, including The Village at Riverside, which we ceased owning after the completion of the IPO, and Coyote Village, which was transferred to Weatherford College in April 2004; and

the joint venture properties and operations of American Campus Titan, LLC and American Campus Titan II, LLC.

You should read the following summary selected financial data in conjunction with the consolidated and combined historical financial statements and the related notes and with Management's Discussion and Analysis of Financial Condition and Results of Operations, which are included elsewhere in this prospectus.

Our unaudited historical consolidated balance sheet information as of March 31, 2005 and consolidated and combined statements of operations for the three months ended March 31, 2005 and 2004 are derived from our unaudited historical combined financial statements, which we believe include all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the information set forth therein. Our results of operations for the interim period ended March 31, 2005 are not necessarily indicative of the results to be obtained for the full fiscal year.

The unaudited pro forma condensed consolidated and combined statements of operations for the three months ended March 31, 2005 and for the year ended December 31, 2004 are presented as if we had acquired Exchange at Gainesville (acquired March 2005), City Parc at Fry Street (acquired March 2005) and the five-property Proctor Portfolio (acquired February 2005) as of January 1, 2004. It was also assumed that our IPO transactions all had occurred as of January 1, 2004. The pro forma adjustments include the related repayment of certain debt and the acquisition of minority ownership of certain assets. All such transactions are reflected on our March 31, 2005 consolidated balance sheet, which is included elsewhere in this prospectus.

The following summary unaudited financial data should be read together with the pro forma condensed consolidated and combined statements of operations and our historical financial statements and related notes included elsewhere in this prospectus. The pro forma condensed consolidated and combined statements of operations are unaudited and are not necessarily indicative of what the actual results of operations would have been had we acquired the properties or consummated the IPO as of January 1, 2004, nor do they purport to represent the results of our operations for future periods. While such unaudited pro forma condensed consolidated and combined financial statements are based on adjustments that we deem appropriate and that were factually supported based on currently available data, the pro forma information may not be indicative of what actual results would have been, nor does this information present our financial results or condition for future periods.

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	Three months ended March 31,			Years ended December 31,					Pro Forma 2004 (Unaudited)
	Historical 2005 (Unaudited)	2004	Pro Forma 2005	2004	2003	Historical 2002	2001	2000	
	<i>(in thousands, except share and per share data)</i>								
Statements of Operations Information:									
Revenues	\$ 19,541	\$ 15,352	\$ 22,325	\$ 60,823	\$ 57,136	\$ 52,131	\$ 40,752	\$ 25,126	\$ 76,623
Income (loss) from continuing operations	2,311	1,585	2,646	(1,572)	(967)	(2,753)	(3,300)	(1,869)	(1,785)
Discontinued operations: (Loss) income attributable to discontinued operations	(2)	(55)		272	7	319	361	(3)	
Gain (loss) from disposition of real estate	5,883			(39)	16	295			
Net income (loss)	8,192	1,530		(1,339)	(944)	(2,139)	(2,939)	(1,872)	
Per Share and Distribution Data: (1)									
Income per diluted share:									
Income from continuing operations	\$ 0.19		\$ 0.21	\$ 0.10					\$ (.14)
Discontinued operations	0.46			0.05					
Net income	\$ 0.65			\$ 0.15					
Cash distributions declared per share/unit	0.3375			0.1651					
Cash distributions declared	4,277			2,104					
		As of March 31,2005 (Unaudited)	2004	2003	As of December 31,		2001	2000	
					2002				
					<i>(in thousands)</i>				

Balance Sheet Data:

Total assets	\$ 486,487	\$ 367,628	\$ 330,566	\$ 307,658	\$ 295,637	\$ 217,151
Debt	314,385	201,014	267,518	249,706	234,449	178,442
Stockholders and Predecessor entities owners equity (2)	141,380	138,229	27,658	35,526	40,572	25,609

Selected Owned Property**Information:**

Owned properties	24	18	14	14	13	10
Units	5,163	4,317	3,567	3,459	3,377	2,781
Beds	15,593	12,955	10,546	10,336	10,027	8,232
Occupancy	96.0%	97.1%	91.5%	91.0%	93.5%	93.3%

Three months ended**March 31,****2005 2004****2004****Years ended December 31,****2003****2002****2001****2000****(Unaudited)***(in thousands)***Cash Flow Information:**

Net cash provided by operating activities	\$ 5,713	\$ 5,237	\$ 17,293	\$ 6,862	\$ 7,647	\$ 5,338	\$ 3,577
Net cash used in investing activities	(58,853)	(19,213)	(63,621)	(33,738)	(21,678)	(68,540)	(87,652)
Net cash provided by financing activities	55,515	13,004	45,151	21,537	11,646	72,832	84,215

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	Three months ended		2004	Years ended December 31,			2000
	2005	2004		2003	2002	2001	
	March 31,						
	(Unaudited)						
	<i>(in thousands)</i>						
Funds From Operations							
(FFO):							
Net income (loss)	\$ 8,192	\$ 1,530	\$ (1,339)	\$ (944)	\$ (2,139)	\$ (2,939)	\$ (1,872)
Minority interests	87	(21)	(100)	(16)	(30)	(110)	(20)
(Gain) loss from disposition of real estate	(5,883)		39	(16)	(295)		
Real estate related depreciation and amortization	3,326	2,277	10,009	8,937	8,233	6,807	4,188
Funds from operations (3) (4)	\$ 5,722	\$ 3,786	\$ 8,609	\$ 7,961	\$ 5,769	\$ 3,758	\$ 2,296

- (1) Represents per share information and cash distributions declared during the period from August 17, 2004 through March 31, 2005.
- (2) Information as of March 31, 2005 and December 31, 2004 reflects our stockholders' equity as a result of the IPO while previous years reflect the equity of the owners of our Predecessor Entities.
- (3) As defined by the National Association of Real Estate Investment Trusts or NAREIT, funds from operations or FFO represents income (loss) before allocation to minority interest (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus real estate related depreciation and amortization (excluding amortization of loan origination costs) and after adjustments for unconsolidated partnerships and joint ventures. We present FFO because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income.

We compute FFO in accordance with standards established by the Board of Governors of NAREIT in its March 1995 White Paper (as amended in November 1999 and April 2002), which may differ from the methodology for calculating FFO utilized by other equity REITs and, accordingly, may not be comparable to such other REITs. Further, FFO does not represent amounts available for management's discretionary use because of needed capital replacement or expansion, debt service obligations or other commitments and uncertainties. FFO should not be considered as an alternative to net income (loss) (computed in accordance with GAAP) as an indicator of our financial performance or to cash flow from operating activities (computed in accordance with GAAP) as an indicator of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions.

- (4) When considering our FFO, we believe it is also a meaningful measure of our performance to exclude certain revenues and expenses from our on-campus participating properties. See Management's Discussion and Analysis of Financial Condition and Results of Operations Funds from Operations.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion should be read in conjunction with our financial statements, related notes and other financial information appearing elsewhere in this prospectus.

Overview***Our Company and Our Business***

We are one of the largest owners, managers and developers of high quality student housing properties in the United States in terms of beds owned, managed and developed. As of March 31, 2005, our total owned and managed portfolio included 43 properties that represented approximately 26,900 beds in approximately 9,700 units. We are a fully integrated, self-managed and self-administered equity REIT with expertise in the acquisition, design, financing, development, construction management, leasing and management of student housing properties.

As of March 31, 2005, our property portfolio consisted of 24 high-quality student housing properties containing 15,600 beds in approximately 5,200 units consisting of 19 off-campus student housing properties within close proximity to 22 colleges and universities in nine states, and five on-campus participating properties owned through ground/facility leases with the respective university systems. These communities contain modern housing units, offer resort-style amenities and are supported by a classic resident assistant system and other student-oriented programming.

We also provide third party services to colleges and universities for the management and development of on-campus student housing. We manage 19 properties on a third party basis primarily for colleges, universities and financial institutions. These third party managed properties contain approximately 11,300 beds in approximately 4,500 units. We provided development and construction management services for 13 of these properties. Our third party management services are typically provided pursuant to multi-year management contracts that have an initial term that ranges from two to five years.

Our third party development and construction management services clients for student housing properties that include universities, charitable foundations and others. We have generally developed student housing properties for these clients and, a majority of the time, have been retained to manage these properties following their opening. As of March 31, 2005, development fees of approximately \$5.1 million remained to be earned by us with respect to contracted third party development projects. The following table provides certain information with respect to third party properties under development as of March 31, 2005:

Property	Total Contractual Fee Amount	Fees Previously Earned and Recognized (In thousands)	Balance to	Scheduled Completion
			be Earned and Recognized in 2005 and 2006	

Saint Leo University Phase II	\$ 375	\$ 199	\$ 176	Aug 2005
Vista del Campo Phase II	3,501	168	3,333	Aug 2006
West Virginia University pre development services	400(1)	370	30	Jun 2005
Fenn Tower Renovation	1,509	10	1,499	Aug 2006
Lamar University Dining Hall	110	22	88	Nov 2005
Total	\$ 5,895	\$ 769	\$ 5,126	

(1) Contractual fee amount is shown net of approximately \$0.6 million of costs anticipated to be incurred to complete the project.

In addition, as of March 31, 2005, we have been selected to perform construction administration services related to a student housing property for West Virginia University. These services provide a net construction

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administration fee of approximately \$0.3 million and are anticipated to commence in August 2005. We have also received a Notice of Intent to Award from Arizona State University indicating that we have been selected to provide design, development and management of student housing on the Tempe Campus. In addition, we have also been selected by Hope International University in Fullerton, California, to design and oversee a comprehensive redevelopment of its campus, including the development of residence halls, student apartments and faculty housing. Subject to the successful structuring and closing of the Arizona State and Hope transactions, we anticipate that the projects will commence construction during the second or third quarter of 2006.

The net operating income of our student housing communities, which is one of the financial measures that we use to evaluate community performance, is affected by the demand and supply dynamics within our markets, which drives our rental rates and occupancy levels, and is affected by our ability to control operating costs. Our overall operating performance is also impacted by the general availability and cost of capital and the performance of our newly developed and acquired student housing communities as to which there may be little or no operating history. We seek to create long-term stockholder value by accessing capital on cost effective terms, deploying that capital to develop, redevelop and acquire student housing communities and selling communities when they no longer meet our long-term investment strategy and when market conditions are favorable.

We believe that the ownership and operation of student housing communities in close proximity to selected colleges and universities present attractive investment opportunities for us due to a number of factors positively impacting the student housing market in the United States today. We intend to continue to execute our strategy of acquiring and developing high quality, modern student housing communities in close proximity to major universities, which feature a differentiated product offering, with locations in student housing sub-markets that have barriers to entry. In addition, our strategy includes identifying properties with barriers to entry that are projected to experience significant increases in enrollment and/or are under-serviced in terms of existing on and/or off-campus student housing. While fee revenue from our third party development, construction management and property management services allows us to develop strong and key relationships with colleges and universities, this area has over time become a smaller portion of our operations due to the continued focus on and growth of our owned property portfolio. Nevertheless, we believe these services continue to provide synergies with respect to our ability to identify, close and successfully operate student housing properties.

Acquisitions

In March 2005, we acquired an off-campus student housing property (Exchange at Gainesville, to be renamed) consisting of 1,044 beds in 396 units located near the University of Florida campus in Gainesville, Florida, for a purchase price of \$47.5 million. In addition, we anticipate spending approximately \$1.1 million in closing and other external transaction costs, including capital expenditures necessary to bring the property up to our operating standards. We also anticipate spending approximately \$45,000 of initial integration expenses to bring the property up to our operating standards. We entered into a fixed-rate mortgage loan in the amount of \$38.8 million in connection with this acquisition.

In March 2005, we acquired an off-campus student housing property (City Parc at Fry Street) consisting of 418 beds in 136 units located near the University of North Texas in Denton, Texas, for a purchase price of \$19.2 million. In addition, we anticipate spending \$0.4 million in closing and other external transaction costs, including capital expenditures necessary to bring the property up to our operating standards. We also anticipate spending approximately \$35,000 of initial integration expenses to bring the property up to our operating standards. We assumed approximately \$11.8 million of fixed-rate mortgage debt in connection with this acquisition.

In February 2005, we acquired a portfolio of five off-campus student housing properties (the Proctor Portfolio) for a purchase price of approximately \$53.5 million. Four of the properties are located in Tallahassee, Florida and one

property is located in Gainesville, Florida. These five communities contained 1,656 beds in 446 units. We anticipate spending approximately \$1.7 million in closing and other external transaction costs, including capital expenditures necessary to bring the property up to our operating standards. We also anticipate spending approximately \$0.1 million of initial integration expenses to bring the property up to our operating standards. We assumed approximately \$35.4 million of fixed-rate mortgage debt in connection with this acquisition.

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Disposition

In November 2004, California State University San Bernardino exercised its option to purchase the University Village at San Bernardino off-campus student housing property for an aggregate purchase price of approximately \$28.3 million. This transaction was consummated in January 2005, resulting in net proceeds of approximately \$28.1 million. The resulting gain on disposition of approximately \$5.9 million is included in discontinued operations in the accompanying consolidated statement of operations for the three months ended March 31, 2005.

Owned Development Activities

We are currently in the process of constructing one owned off-campus property and are in pre-development of two additional off-campus owned properties. We are also currently constructing one owned on-campus participating property. We anticipate that the total pre-development and development cost relating to these activities will be approximately \$150.3 million. As of March 31, 2005, we have incurred development costs of approximately \$26.1 million in connection with these properties, with the remaining development costs estimated at \$124.2 million. The activities are described below:

We acquired a land parcel near the State University of New York - Buffalo and commenced development of an owned off-campus property containing 828 beds in 269 units. Total development cost is estimated to be \$36.1 million. This property is currently in the final stages of construction and is pre-leased to 100% occupancy for its upcoming opening in August 2005. As of March 31, 2005, the project was approximately 68% complete, and we anticipate incurring remaining development costs of approximately \$14.8 million.

We are in the later stages of design and pre-development on two owned off-campus properties with total anticipated development costs of approximately \$97.2 million. One project is located in Newark, New Jersey near the campuses of the New Jersey Institute of Technology, Rutgers University and Essex County Community College. We anticipate development costs on this property to total approximately \$62.3 million and plan to own this property through a joint venture that we will control with Titan Investments, a partner with whom we have previously developed four off-campus student housing properties. As of March 31, 2005, we have incurred approximately \$0.5 million of pre-development costs related to this project. The second property is located in close proximity to Texas A&M University in College Station, Texas, and we estimate the total development costs on this property to be approximately \$34.9 million. Both developments are currently progressing through their respective entitlement and municipal approval processes and are contingent upon receiving all necessary approvals. Depending upon the timeliness of these approvals, we plan to commence construction in Summer of 2005 for an August 2006 completion or to commence construction in Summer of 2006 for an August 2007 completion.

Our Cullen Oaks Phase II on-campus participating property, located on the campus of the University of Houston, is currently under construction with total development costs estimated to be \$17.0 million. The project is scheduled to be completed in August 2005 in connection with the 2005/2006 academic year. As of March 31, 2005, the project was approximately 23% complete, and we anticipate incurring remaining development costs of approximately \$12.7 million.

Structure of On-Campus Participating Properties

At our on-campus participating properties, the subject universities own both the land and improvements. We then have a leasehold interest under a ground/facility lease. Under the lease, we receive an annual distribution representing 50% of these properties net cash available for distribution after payment of operating expenses (which includes our management fees), debt service (which includes repayment of principal) and capital expenditures. We also manage these properties under multi-year management agreements and are paid a management fee representing 5% of receipts.

We do not have access to the cash flows and working capital of these participating properties except for the annual net cash distribution described above. Additionally, a substantial portion of these properties' cash flow is dedicated to capital reserves required under the applicable property indebtedness and to the amortization of such

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indebtedness. These amounts do not increase our economic interest in these properties since our interest, including our right to share in the net cash available for distribution from the properties, terminates upon the amortization of their indebtedness. Our economic interest in these properties is therefore limited to our interest in the annual net cash distribution described above and management fees from these properties. Accordingly, when considering these properties' contribution to our operations, we focus upon our share of these properties' net cash available for distribution and the management fees that we receive from these properties, rather than upon their contribution to our gross revenues and expenses for financial reporting purposes.

The following table reflects the actual contribution to our consolidated/combined net income of our on-campus participating properties for the years ended December 31, 2004, 2003 and 2002 and the three months ended March 31, 2005 and 2004. These results include the contribution of certain on-campus participating properties that were developed by us and by pre-arrangement transferred to the university after we had secured the necessary financing:

	Three Months Ended March 31,		Year Ended December 31,		
	2005	2004	2004	2003	2002
			<i>(In thousands)</i>		
Revenues	\$ 5,491	\$ 5,608	\$ 17,730	\$ 17,002	\$ 16,670
Direct operating expenses (1)	1,722	1,785	7,621	7,517	7,273
Amortization	879	854	3,532	3,271	3,152
Amortization of deferred financing costs	46	66	240	180	160
Ground/facility lease expense	212	175	846	584	664
Net operating income	2,632	2,728	5,491	5,450	5,421
Interest income	25	6	53	30	67
Interest expense	(1,347)	(1,449)	(5,547)	(5,293)	(5,291)
Other non-operating income			234		
Net income (2)	\$ 1,310	\$ 1,285	\$ 231	\$ 187	\$ 197

(1) Excludes the property management fees described below. This expense and the corresponding fee revenue recognized by us have been eliminated in consolidation/combination. Also excludes allocation of expenses related to corporate management and oversight.

(2) Includes the results of Coyote Village, which was transferred to Weatherford College in April 2004. Operations at this property are classified as discontinued operations for all relevant periods in the consolidated and combined financial statements included elsewhere in this prospectus. Excludes income taxes associated with these properties, which are owned by our TRS subsequent to the IPO.

We earned \$0.9 million, \$0.8 million and \$0.8 million in management fees under these arrangements for the years ended December 31, 2004, 2003 and 2002, respectively, and \$0.3 for each of the three-month periods ended March 31, 2005 and 2004. Additionally, our share of the net cash flows of these properties for the years ended December 31, 2004, 2003 and 2002 was \$0.8 million, \$0.5 million and \$0.7 million, respectively, and \$0.2 million for each of the three-month periods ended March 31, 2005 and 2004.

Our Recent Formation as a REIT

We were formed to succeed the business of our predecessor entities (the Predecessor Entities), which were a combination of real estate entities under common ownership and voting control collectively doing business as American Campus Communities, L.L.C. and Affiliated Student Housing Properties, entities engaged in the student housing business since 1993. We were incorporated in Maryland on March 9, 2004. Additionally, American Campus Communities Operating Partnership, L.P., our operating partnership (the Operating Partnership), was formed and our taxable REIT subsidiary (TRS) was incorporated in Maryland on July 14, 2004 and August 17, 2004, respectively, each in anticipation of our initial public offering of common stock (the IPO). The IPO was consummated on August 17, 2004, concurrent with the consummation of various formation

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transactions, and consisted of the sale of 12,100,000 shares of our common stock at a price per share of \$17.50, generating gross proceeds of approximately \$211.8 million. The aggregate proceeds to us, net of the underwriters discount and offering costs, were approximately \$189.4 million. In connection with the exercise of the underwriters over-allotment option on September 15, 2004, we issued an additional 515,000 shares of common stock at the IPO price per share, generating an additional \$9.0 million of gross proceeds and \$8.4 million in net proceeds after the underwriters discount. Our operations commenced on August 17, 2004 after completion of the IPO and the formation transactions, and are conducted substantially through the Operating Partnership and its wholly owned subsidiaries, including the TRS.

In connection with the IPO, we completed the following formation transactions:

Redeemed 100% of the ownership interests of the Predecessor Entities in RAP Student Housing Properties L.L.C. (RAP SHP) for approximately \$80.2 million.

Acquired the minority ownership interest of Titan Investments II (Titan) in certain owned off-campus properties in exchange for approximately \$5.7 million.

Repaid certain construction and permanent indebtedness totaling approximately \$105.5 million.

Distributed The Village at Riverside and certain other non-core assets to the Predecessor Entities.

Entered into a \$75 million senior secured revolving credit facility under which our ability to borrow is subject to certain conditions and the satisfaction of specified financial covenants.

Our Predecessor Entities provided certain services to residents that we are not permitted to provide under IRS regulations relating to REITs. Therefore, in conjunction with our formation, we restructured our operations relative to the provision of these services. Subsequent to the commencement of our operations as a REIT, these resident services have been provided by our TRS, resulting in lower rental revenue and higher resident services revenue.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (GAAP) requires management to make estimates and assumptions in certain circumstances that affect amounts reported in our consolidated and combined financial statements and related notes. In preparing these financial statements, management has utilized all available information, including its past history, industry standards and the current economic environment, among other factors, in forming its estimates and judgments of certain amounts included in the consolidated and combined financial statements, giving due consideration to materiality. It is possible that the ultimate outcome anticipated by management in formulating its estimates may not be realized. Application of the critical accounting policies below involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. In addition, other companies in similar businesses may utilize different estimation policies and methodologies, which may impact the comparability of our results of operations and financial condition to those companies.

Allocation of Fair Value to Acquired Properties

The price that we pay to acquire a property is impacted by many factors, including the condition of the buildings and improvements, the occupancy of the building, favorable or unfavorable financing, and numerous other factors. Accordingly, we are required to make subjective assessments to allocate the purchase price paid to acquire investments in real estate among the assets acquired and liabilities assumed based on our estimate of the fair values of such assets and liabilities. This includes, among other items, determining the value of the buildings and

improvements, land, in-place tenant leases, and any debt assumed from the seller. Each of these estimates requires a great deal of judgment and some of the estimates involve complex calculations. Our calculation methodology is summarized in Note 2 to our consolidated and combined financial statements included elsewhere in this prospectus. These allocation assessments have a direct impact on our results of operations because if we were to allocate more

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value to land there would be no depreciation with respect to such amount or if we were to allocate more value to the buildings as opposed to allocating to the value of in-place tenant leases, this amount would be recognized as an expense over a much longer period of time, since the amounts allocated to buildings are depreciated over the estimated lives of the buildings whereas amounts allocated to in-place tenant leases are amortized over the terms of the leases (generally less than one year).

Revenue and Cost Recognition of Third Party Development and Management Services

Costs associated with the pursuit of third party development and management service contracts are expensed as incurred until such time as we have been notified of a contract award or otherwise believe that it is probable a contract will be awarded. At such time, the reimbursable portion of such costs are recorded as receivables with the remaining portion deferred and expensed in relation to the revenues earned on such contracts. Development revenues are recognized and related costs (including the costs of our development personnel involved in the project) deferred and expensed using the percentage of completion method as determined by construction costs incurred relative to the total estimated construction costs. Fees received in excess of those recognized are reflected as deferred development and construction revenue. Revenues recognized in excess of amounts received are included in other assets. Incentive fees are recognized when the project is complete and the incentive amount has been confirmed by an independent third party.

Third party management fees are generally received and recognized on a monthly basis and are computed as a percentage of property receipts, revenues or a fixed monthly amount, in accordance with the applicable management contract. Incentive management fees are recognized when the contractual criteria have been met.

Student Housing Rental Revenue Recognition and Accounts Receivable

Student housing rental revenue is recognized on a straight-line basis over the term of the contract. Ancillary and other property related income is recognized in the period earned. In estimating the collectibility of our accounts receivable, we analyze specific resident receivables, historical bad debts, and current economic trends. These estimates have a direct impact on our net income, as an increase in our allowance for doubtful accounts reduces our net income.

Long-Lived Assets-Impairment

On a periodic basis, management is required to assess whether there are any indicators that the value of our real estate properties may be impaired. A property's value is considered impaired if management's estimate of the aggregate future cash flows (undiscounted and without interest charges) to be generated by the property are less than the carrying value of the property. These estimates of cash flows consider factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount of the property over the fair value of the property, thereby reducing our net income.

Long-Lived Assets-Held For Sale

Long-lived assets to be disposed of are classified as held for sale in the period in which all of the following criteria are met:

Management, having the authority to approve the action, commits to a plan to sell the asset;

The asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets;

An active program to locate a buyer and other actions required to complete the plan to sell the asset have been initiated;

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The sale of the asset is probable, and transfer of the asset is expected to qualify for recognition as a completed sale, within one year;

The asset is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and

Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Discontinued Operations

When material, the results of operations of a property that has either been disposed of, distributed, or is classified as held for sale is reported in discontinued operations if both of the following conditions are met: (a) the operations and cash flows of the component have been (or will be) eliminated from our ongoing operations as a result of the disposal transaction and (b) we will not have any significant continuing involvement in the operations of the component after the disposal transaction.

Construction Property Savings and Fire Proceeds

A Predecessor Entity was entitled to any savings in the budgeted completion cost of three of our owned off-campus construction properties that were completed in Fall 2004. Additionally, upon completion of construction at University Village at TU, which occurred during Fall 2004, our Predecessor Entities received a construction guarantee fee, which was paid from the remaining construction budget. In November 2004, our Predecessor Entities also received insurance proceeds that we received in connection with the fire that occurred at the University Village at Fresno. These payments were accounted for as equity distributions.

Results of Operations

For a discussion of pro forma results of operations for the three months ended March 31, 2005 and for the year ended December 31, 2004, see Notes (A) through (G) to our unaudited pro forma condensed consolidated and combined statements of operations included elsewhere in this prospectus.

Comparison of the Three Months Ended March 31, 2005 and March 31, 2004

The following table presents our results of operations for the three months ended March 31, 2005 and 2004, including the amount (in thousands) and percentage change in these results between the two periods:

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	Three Months Ended March 31,		Change (\$)	Change (%)
	2005	2004		
Revenues:				
Owned off-campus properties	\$ 12,489	\$ 7,989	\$ 4,500	56.3%
On-campus participating properties	5,493	5,293	200	3.8%
Third party development and management services	1,355	2,070	(715)	(34.5)%
Resident services	204		204	100.0%
Total revenues	19,541	15,352	4,189	27.3%
Operating Expenses:				
Owned off-campus properties	5,136	3,459	1,677	48.5%
On-campus participating properties	1,875	1,800	75	4.2%
Third party development and management services	1,464	1,264	200	15.8%
General and administrative	1,364	453	911	201.1%
Depreciation and amortization	3,424	2,259	1,165	51.6%
Ground/facility leases	212	141	71	50.4%
Total operating expenses	13,475	9,376	4,099	43.7%
Operating income	6,066	5,976	90	1.5%
Nonoperating income and (expenses):				
Interest income	58	13	45	346.2%
Interest expense	(3,808)	(4,281)	473	(11.0)%
Amortization of deferred financing costs	(246)	(144)	(102)	70.8%
Other nonoperating income	430		430	100.0%
Total nonoperating expenses	(3,566)	(4,412)	846	(19.2)%
Income before income tax provision, minority interests, and discontinued operations	2,500	1,564	936	59.8%
Income tax provision	(102)		(102)	(100.0)%
Minority interests	(87)	21	(108)	(514.3)%
Income from continuing operations	2,311	1,585	726	45.8%
Discontinued operations:				
Loss attributable to discontinued operations	(2)	(55)	53	(96.4)%
Gain from disposition of real estate	5,883		5,883	100.0%
Total discontinued operations	5,881	(55)	5,936	10,792.7%

Net income	\$ 8,192	\$ 1,530	\$ 6,662	435.4%
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Owned Off-Campus Properties Operations

Revenues from our owned off-campus properties for the three months ended March 31, 2005 compared with the same period in 2004 increased by \$4.5 million primarily due to the completion of construction and opening of two properties in August 2004, the acquisition of seven properties during the first quarter of 2005 and higher first quarter occupancy at a majority of the same store properties operated during both periods, as described below. Operating expenses increased approximately \$1.7 million for the three months ended March 31, 2005 compared with the same period in 2004. University Village at San Bernardino, which also opened in August of 2004, was sold in January 2005 and is therefore not reflected in operating revenues and expenses but is included in discontinued operations for the relevant periods.

New Property Operations. In August 2004, we completed construction of and opened a 406-bed property serving California State University, Fresno and a 749-bed property serving Temple University. Additionally, we acquired seven properties containing 3,118 beds at various times during the first quarter of 2005, located in Florida (Gainesville and Tallahassee) and Denton, Texas. These new properties contributed \$3.8 million of additional

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revenues and \$1.6 million of additional operating expenses in the first quarter of 2005 as compared to the first quarter of 2004.

Same Store Property Operations (Excluding New Property Operations). We had nine properties containing 5,971 beds which were operating during both the three-month periods ended March 31, 2005 and 2004, and which had average occupancy rates during these periods of 97.9% and 88.8%, respectively. These properties produced revenues of \$8.7 million and \$8.0 million during the three-month periods ended March 31, 2005 and 2004, respectively. This increase of \$0.7 million was the result of the improved Fall 2004 lease up and was offset by certain non-rental revenues previously reflected as property revenues by the Predecessor Entities, which are now reflected as resident services revenues in our TRS. Future revenues will be dependent on our ability to maintain our current leases in effect for the 2004/2005 academic year and our ability to obtain appropriate rental rates and desired occupancy for the 2005/2006 academic year at our various properties during our leasing period, which typically begins in January and ends in August.

At these existing properties, operating expenses remained relatively constant at \$3.6 million for the three months ended March 31, 2005 compared to \$3.5 million for the three months ended March 31, 2004. This slight increase was the result of increases in operating expenses such as marketing, maintenance, employee benefits, utilities and taxes. These increases were due to a combination of increases in inflation and overall higher occupancy rates. We anticipate that operating expenses in 2005 will continue to increase slightly as compared with 2004 as a result of expected increases in utility costs, property taxes and general inflation.

On-Campus Participating Properties (OCPP) Operations

Same Store OCPP Operations. We had four participating properties containing 4,167 beds (including the additional 210 beds at our Prairie View A&M property that opened in August 2003) which were operating during both the three-month periods ended March 31, 2005 and 2004. The Cullen Oaks Phase II property is currently under construction and is scheduled to commence operations in August 2005. Revenues from our on-campus participating properties increased to \$5.5 million for the three months ended March 31, 2005 from \$5.3 million for the three months ended March 31, 2004, an increase of \$0.2 million. This increase was primarily due to an increase in rental rates, which was slightly offset by a decrease in average occupancy from 96.2% for the three months ended March 31, 2004 to 94.4% for the three months ended March 31, 2005. Coyote Village, formerly an on-campus participating property that commenced operations in August 2003, had its ground lease transferred to Weatherford College in April 2004; therefore, it is not reflected in operating revenues and expenses but is included in discontinued operations for the three months ended March 31, 2004.

Operating expenses for our on-campus participating properties remained relatively constant at \$1.9 million for the three months ended March 31, 2005 compared to \$1.8 million for the three months ended March 31, 2004. We anticipate that operating expenses during 2005 will increase slightly as compared with 2004 as a result of expected increases in utility costs and general inflation.

Ground/facility lease expense remained relatively constant at \$0.2 million for the three months ended March 31, 2005 as compared to \$0.1 million for the three months ended March 31, 2004.

Third Party Development and Management Services

Third party development and management services revenue decreased \$0.7 million from \$2.1 million for the three months ended March 31, 2004 to \$1.4 million in 2005, primarily due to the factors discussed in the paragraphs below. Third party development and management services operating expenses increased \$0.2 million for the three months ended March 31, 2005 compared with the same period in 2004, primarily due to expenses incurred in 2005 in relation

to the pre-development and design services provided under the West Virginia University project.

Development Services. Third party development services revenue for the three months ended March 31, 2005 decreased \$1.1 million compared with the same period in 2004. This decrease was primarily due to the UCI Phase I development project being completed in Fall 2004 and therefore earning no revenue during the three months ended March 31, 2005 as compared to earning approximately \$0.8 million of revenue during the three months ended

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March 31, 2004. We also recognized \$0.2 million in construction savings on a previously completed third party development project during the three months ended March 31, 2004. In addition, this decrease was due to a combination of fewer projects, a lower average project development cost and corresponding contractual fee per project and the percentage of the contractual fee recognized during the respective periods. We had four projects in progress during the three months ended March 31, 2005 with an average contractual fee of \$1.2 million compared to the five projects in progress with an average contractual fee of \$1.4 million for the three months ended March 31, 2004. In addition, due to the differences in the percentage of construction completed during the periods, of the total contractual fees of the projects in progress during the respective periods, 12.3% was recognized (on a percentage of completion basis) during the three months ended March 31, 2005 compared with 20.4% for the same period in 2004. Development services revenues are dependent on our ability to successfully be awarded such projects, the amount of the contractual fee related to the project and the timing and completion of the construction of the project. In addition, to the extent projects are completed under budget, we may be entitled to a portion of such savings, which are recognized as revenue upon third party verification of the project costs. It is possible that projects for which we have expended pre-development costs will not close and that we will not be reimbursed for such costs. The pre-development costs associated therewith will ordinarily be charged against income for the then-current period.

Management Services. Third party management revenues increased \$0.3 million for the three months ended March 31, 2005 compared with the same period in 2004. The increase was due to five new contracts that commenced in Fall 2004. We expect third party property management revenues to continue to increase during 2005 as compared with 2004, primarily as a result of a full year of fees on the new contracts that commenced in Fall 2004.

Resident Services

Concurrent with our commencement of operations and our designation as a REIT, certain services previously provided to residents by our Predecessor Entities are now provided by our TRS. These services generally consist of food service and housekeeping (at Callaway House), and certain resident programming activities. These services are provided to the residents at market rates and, under an agreement between our TRS and our Operating Partnership, payments from residents at the properties are collected on behalf of our TRS in conjunction with their collection of rents. Revenue from resident services for the three months ended March 31, 2005 approximated \$0.2 million. As a business strategy, our level of services provided to residents by the TRS is only incidental to that which is necessary to maintain or increase occupancy. As a result of the timing of the formation of the TRS in 2004, we expect revenue from resident services in 2005 to be significantly higher than in 2004.

General and Administrative

General and administrative expenses (relating primarily to corporate operations) increased \$0.9 million for the three months ended March 31, 2005 compared with the same period in 2004. The increase was primarily a result of expenses incurred as a public company which were not present in the Predecessor Entities operations such as directors compensation, investor relations, increased professional services fees, Sarbanes-Oxley Section 404 compliance costs and director and officer liability insurance. As a result of being a public company and a separation agreement entered into with an executive officer in April 2005, we anticipate our future general and administrative expenses will exceed those of our Predecessor Entities.

Depreciation and Amortization

Depreciation and amortization increased \$1.2 million for the three months ended March 31, 2005 compared with the same period in 2004 primarily due to the opening of the two owned off-campus properties in August 2004 and the acquisition of seven properties for \$120.2 million during the first quarter of 2005, as described above. In conjunction with the acquisition of the seven properties, a valuation was assigned to in-place leases which are amortized over the

average remaining lease terms of the acquired leases (generally less than one year). This contributed \$0.2 million of additional depreciation and amortization expense for the three months ended March 31, 2005. We expect depreciation and amortization in 2005 to increase significantly from 2004 primarily due to a full year's depreciation on the two owned off-campus properties that opened in August 2004 and the acquisition of seven properties during the first quarter of 2005.

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Amortization of deferred financing costs increased \$0.1 million for the three months ended March 31, 2005 compared with the same period in 2004 primarily due to debt assumed or incurred in connection with the property acquisitions closed during the first quarter of 2005 as well as additional finance costs incurred in 2004 related to our revolving credit facility obtained in connection with the IPO. These increases were offset by a decrease in amortization related to two mortgage loans that were paid off in connection with our IPO.

Interest Expense

Interest expense for the three months ended March 31, 2005 decreased \$0.5 million compared to the same period in 2004 primarily due to the retirement of two mortgage loans in connection with the IPO. This was partially offset by \$0.5 million of additional interest expense from the debt assumed or incurred in relation to the acquisition of the seven properties in the first quarter 2005, as well as increased interest expense in 2005 related to our revolving credit facility. We anticipate that interest expense in 2005 will increase from 2004 levels due to the debt assumed or incurred in connection with our 2005 property acquisitions and to increases in borrowing rates that may impact the floating rate on our revolving credit facility.

Other Income

Other income increased \$0.4 million for the three months ended March 31, 2005 compared with the same period in 2004 due to a gain recognized related to a property insurance settlement.

Income Tax

Subsequent to our IPO formation transactions, our TRS manages our non-REIT activities. The TRS is subject to federal, state and local income taxes and is required to recognize the future tax benefits attributable to deductible temporary differences between book and tax basis, to the extent that the asset will be realized. For the three months ended March 31, 2005, the TRS recorded \$0.1 million of income tax expense.

Unlike our Predecessor Entities, we are subject to federal, state and local income taxes as a result of the services provided by our TRS, which include our third party services revenues, resident services revenues and the operations of our on-campus participating properties. As a result, the income earned by our TRS, unlike our Predecessor Entities and our results from our owned off-campus properties, is subject to a new level of taxation. The amount of income taxes to be recognized in the future will be dependent on the operating results of the TRS.

Minority Interests

Minority interests during the three months ended March 31, 2004 represented a minority partner's share of the net loss of four owned off-campus properties. We redeemed this minority partner's interest in connection with our IPO. Minority interests for the three months ended March 31, 2005 represented the 1.0% interest in the net equity of our Operating Partnership held by recipients of PIUs. See Management Executive Officer Compensation Profits Interest Units for a description of PIUs.

Discontinued Operations

Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, requires, among other items, that the operating results of real estate properties sold or classified as held for sale be included in discontinued operations in the statements of operations for all periods presented. Discontinued operations for the three months ended March 31, 2005 includes The Village at San Bernardino, which was sold to Cal State University San Bernardino in January 2005. The properties included in discontinued operations

for the three months ended March 31, 2004 include the Village at Riverside and other non-core assets that were distributed to our Predecessor Entities as part of the IPO as well as an on-campus participating property whose ground lease was transferred to the Weatherford College in April 2004.

Table of Contents**Comparison of the Years Ended December 31, 2004 and December 31, 2003**

The results for the year ended December 31, 2004 presented below represent the combined financial results of our Predecessor Entities for the period from January 1, 2004 to August 16, 2004, and our consolidated financial results for the period from August 17, 2004 to December 31, 2004. The presentation of results for the year ended December 31, 2004 below is not in accordance with GAAP and is presented only for comparison purposes. The following table presents our results of operations for the years ended December 31, 2004 and 2003, including the amount (in thousands) and percentage change in these results between the two periods:

	Year Ended December 31,		Change (\$)	Change (%)
	2004	2003		
Revenues:				
Owned off-campus properties	\$ 35,115	\$ 31,514	\$ 3,601	11.4%
On-campus participating properties	17,418	16,482	936	5.7%
Third party development and management services	7,908	9,128	(1,220)	(13.4)%
Resident services	382	12	370	3,083.3%
Total revenues	60,823	57,136	3,687	6.5%
Operating Expenses:				
Owned off-campus properties	16,861	15,272	1,589	10.4%
On-campus participating properties	7,900	7,925	(25)	(0.3)%
Third party development and management services	5,543	5,389	154	2.9%
General and administrative	5,234	2,749	2,485	90.4%
Depreciation and amortization	9,973	8,868	1,105	12.5%
Ground/facility leases	812	489	323	66.1%
Total operating expenses	46,323	40,692	5,631	13.8%
Operating income	14,500	16,444	(1,944)	(11.8)%
Nonoperating income and (expenses):				
Interest income	82	71	11	15.5%
Interest expense	(16,698)	(16,940)	242	(1.4)%
Amortization of deferred financing costs	(1,211)	(558)	(653)	117.0%
Other nonoperating income	927		927	100.0%
Total nonoperating expenses	(16,900)	(17,427)	527	(3.0)%
Loss before income tax benefit, minority interests, and discontinued operations	(2,400)	(983)	(1,417)	144.2%
Income tax benefit	728		728	100.0%
Minority interests	100	16	84	525.0%

Loss from continuing operations	(1,572)	(967)	(605)	62.6%
Discontinued operations:				
Income attributable to discontinued operations	272	7	265	3,785.7%
(Loss) gain from disposition of real estate	(39)	16	(55)	(343.8)%
Total discontinued operations	233	23	210	913.0%
Net loss	\$ (1,339)	\$ (944)	\$ (395)	41.8%

Owned Off-Campus Properties Operations

Revenues from our owned off-campus properties increased by \$3.6 million in 2004 as compared to 2003 primarily due to the completion of construction and opening of two properties in August 2004 and higher fourth quarter occupancy at a majority of the same store properties operated during both years, as described below. Operating expenses increased \$1.6 million in 2004 as compared to 2003 primarily due to the new property operations described below. University Village at San Bernardino, which also opened in August of 2004, was sold

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in January 2005 and is therefore not reflected in operating revenues and expenses but is included in discontinued operations for the relevant periods.

New Property Operations. In August of 2004 we completed construction of and opened a 406-bed property serving California State University, Fresno and a 749-bed property serving Temple University. These new properties contributed \$3.2 million of additional revenues and \$1.3 million of additional operating expenses during 2004 as compared with 2003.

Same Store Property Operations (Excluding New Property Operations). We had nine properties containing 5,971 beds which were operating during both 2004 and 2003, and which had weighted average occupancy rates during these periods of 89.7% and 86.9%, respectively. These properties produced revenues of \$31.9 million and \$31.5 million during 2004 and 2003, respectively. This increase of approximately \$0.4 million or 1.3% was the result of the improved Fall 2004 lease up and was offset by certain non-rental revenues previously reflected as property revenues by the Predecessor Entities, which are now reflected as resident services revenues in our TRS. Revenues in 2005 will be dependent on our ability to maintain our current leases in effect for the 2004/2005 academic year and our ability to obtain appropriate rental rates and desired occupancy for the 2005/2006 academic year at our various properties during our leasing period, which typically begins in January and ends in August.

At these existing properties, operating expenses increased \$0.3 million or 2.0% in 2004 compared with 2003. This increase was the result of increases in operating expenses such as bad debt, maintenance, employee benefits, and taxes. These increases were due to a combination of increases in inflation, overall higher occupancy rates and decreased collection prospects at certain properties. We anticipate that operating expenses in 2005 will increase slightly as compared with 2004 as a result of expected increases in utility costs, property taxes and general inflation.

OCPP Operations

Revenues from our on-campus participating properties increased \$0.9 million in 2004 compared to 2003 primarily due to the opening of 210 additional beds at the University College-Prairie View A&M University property in August 2003, and an increase in both average occupancy and rental rates for properties which were operating during both 2004 and 2003. Operating expenses for our on-campus participating properties remained relatively constant in 2004 as compared to 2003. Coyote Village, an on-campus participating property that commenced operations in August 2003, had its ground lease transferred to Weatherford College in April 2004; therefore, it is not reflected in operating revenues and expenses but is included in discontinued operations for the relevant periods.

New Property Operations. As discussed above, in August 2003 we opened a 210-bed phase of University College-Prairie View A&M University. The opening of this on-campus property contributed \$0.8 million and \$0.4 million of revenues for 2004 and 2003, respectively, an increase of \$0.4 million. This property also contributed a \$0.3 million increase in operating expenses from \$0.1 million in 2003 to \$0.4 million in 2004.

Same Store OCPP Operations (Excluding New Property Operations). We had four properties containing 3,957 beds which were operating during both 2004 and 2003, and which had average occupancy rates during these periods of 82.9% and 78.9% respectively. These properties produced revenues of \$16.6 million and \$16.1 million during 2004 and 2003, respectively.

Operating expenses for our same store OCPPs decreased to \$7.5 million in 2004 from \$7.8 million in 2003, a decrease of \$0.3 million. This decrease is primarily due to reduced utility rates and improved collection prospects. We anticipate that operating expenses in 2005 will increase slightly as compared with 2004 as a result of expected increases in utility costs and general inflation.

Ground/facility lease expense increased by \$0.3 million in 2004 compared with 2003. Ground/facility lease payments reflect the Universities 50% share of the related facilities cash flows, which have increased in 2004 as compared to 2003. The increased cash flows primarily relate to improvements in operations resulting from increased occupancy and rates as well as reductions in turn costs and bad debt expense.

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Third Party Development and Management Services

Third party development and management services revenue decreased \$1.2 million from \$9.1 million in 2003 to \$7.9 million in 2004.

Development Services. Third party development services revenue for 2004 decreased \$2.1 million compared to 2003. This decrease was due to a combination of a lower average contractual fee per project and the percentage of the contractual fee recognized during the respective periods. We had 13 projects in progress during 2004 with an average contractual fee of \$1.0 million, as compared to 2003 in which we had ten projects in progress with an average contractual fee of \$1.2 million. In addition, due to differences in the percentage of construction completed during the periods, of the total contractual fees of the projects in progress during the respective periods, 36.0% was recognized (on a percentage of completion basis) during 2004 compared to 60.4% in 2003. Development services revenues are dependent on our ability to successfully be awarded such projects, the amount of the contractual fee related to the project and the timing and completion of the construction of the project. It is possible that projects for which we have expended pre-development costs will not close and that we will not be reimbursed for such costs. The pre-development costs associated therewith will ordinarily be charged against income for the then-current period. Any such charge could have a material effect on our results of operations in the period in which the charge is taken.

Third party development services revenue from on-campus participating properties increased primarily due to the recognition of \$0.4 million of deferred development fees on an on-campus participating property that was transferred to Weatherford College in April 2004.

We continue to see a very active market for third party development and construction management services with active request for proposals, or RFP, process consistent with prior years. The market has begun to expand, with colleges and universities seeking new levels of service ranging from long-range planning, predevelopment consulting, and campus planning, to the more traditional historic full development and construction management services. We pursue these projects based on relative profitability, long-term relationship opportunities and geographical asset growth synergies.

Management Services. Third party management revenues increased by \$0.9 million in 2004 compared with 2003. The increase was due to five new contracts that commenced in Fall 2004 as well as a full year of fees from contracts that began in Fall 2003. We expect third party property management revenues to increase in 2005 from 2004, primarily as a result of the timing of the new contracts that commenced in Fall 2004.

Resident Services

Concurrent with our commencement of operations and our designation as a REIT, certain services previously provided to residents by our Predecessor Entities are now provided by our TRS. These services generally consist of food service and housekeeping (at Callaway House), and certain resident programming activities. These services are provided to the residents at market rates and, under an agreement between our TRS and our Operating Partnership, payments from residents at the properties are collected on behalf of our TRS in conjunction with their collection of rents. Revenue from resident services for the year ended December 31, 2004 approximated \$0.4 million. As a business strategy, our level of services provided to residents by the TRS is only incidental to that which is necessary to maintain or increase occupancy. As a result of the timing of the formation of the TRS in 2004, we expect revenue from resident services in 2005 to be significantly higher than in 2004.

General And Administrative

General and administrative expenses (consisting primarily of corporate expenses) of \$5.2 million for 2004 included \$2.2 million of expenses related to the IPO and formation transactions. Excluding these expenses, general and administrative expenses increased \$0.3 million in 2004 compared to 2003. The IPO and formation transactions consisted of the recognition of compensation expense of \$2.1 million and \$0.1 million in connection with the issuance of PIUs and restricted stock units, respectively. The remaining increase was primarily a result of expenses incurred as a public company which were not present in the Predecessor Entities' operations such as directors

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compensation, investor relations and director and officer liability insurance. As a result of being a public company, we anticipate our future general and administrative expenses will exceed those of our Predecessor Entities.

Depreciation And Amortization

Depreciation and amortization increased \$1.1 million in 2004 compared to 2003. The increase was primarily due to \$0.8 million of additional depreciation and amortization from the opening of the two owned off-campus properties in August 2004 and the opening of the on-campus participating property in August 2003, as described above. We expect depreciation and amortization in 2005 to increase significantly from 2004 primarily due to a full year's depreciation on the two owned off-campus properties opened in August 2004 and the \$120.2 million of announced 2005 acquisitions already closed or pending closure. Amortization of deferred financing costs increased \$0.7 million in 2004 compared to 2003 primarily due to the write-off of \$0.6 million of unamortized deferred financing costs associated with the repayment of debt in connection with the IPO.

Interest Expense

Interest expense of \$16.7 million for 2004 represented a decrease of \$0.2 million from \$16.9 million in 2003. Interest expense decreased due to the retirement of certain debt in connection with the IPO, which was partially offset by loan prepayment penalties incurred in connection with such debt repayment and an increase in interest expense recognized on the opening of the on-campus participating property in August 2003. We anticipate that interest expense in 2005 will increase from 2004 levels due to interest expense on debt assumed or incurred in connection with potential property acquisitions and to increases in borrowing rates that may impact our floating rate on our revolving credit facility, which would be slightly offset by a reduction in interest expense due to the repayment of \$46.0 million in mortgage loans in connection with the IPO.

Other Income

Other income increased \$0.9 million in 2004 as compared with 2003 primarily due to gains related to two property insurance settlements.

Discontinued Operations

Statement of Financial Accounting Standards (SFAS) No. 144 *Accounting for the Impairment or Disposal of Long-Lived Assets* requires, among other items, that the operating results of real estate properties sold or classified as held for sale be included in discontinued operations in the statements of operations for all periods presented. The properties included in discontinued operations for the years ended December 31, 2004 and/or December 31, 2003 include (i) the Village at Riverside and other non-core assets that were distributed to our Predecessor Entities as part of the IPO, (ii) an on-campus participating property whose ground lease was transferred to the Weatherford College in April 2004, and (iii) University Village at San Bernardino, which was sold to California State University - San Bernardino in January 2005 and is classified as Owned Off-Campus Property - Held for Sale as of December 31, 2004.

Please refer to Note 15 in the accompanying notes to consolidated and combined financial statements contained elsewhere in this prospectus summarizing the results of operations of the properties sold, distributed, or classified as held for sale during the years ended December 31, 2004 and 2003.

Comparison of Years Ended December 31, 2003 and December 31, 2002

The following table presents our results of operations for the years ended December 31, 2003 and 2002, including the amount (in thousands) and percentage change in these results between the two periods:

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	Year Ended December 31,			
	2003	2002	Change (\$)	Change (%)
Revenues:				
Owned off-campus properties	\$ 31,514	\$ 29,997	\$ 1,517	5.1%
On-campus participating properties	16,482	16,055	427	2.7%
Third party development and management services	9,128	6,019	3,109	51.7%
Resident services	12	60	(48)	(80.0)%
Total revenues	57,136	52,131	5,005	9.6%
Operating Expenses:				
Owned off-campus properties	15,272	14,856	416	2.8%
On-campus participating properties	7,925	8,101	(176)	(2.2)%
Third party development and management services	5,389	4,441	948	21.3%
General and administrative	2,749	1,995	754	37.8%
Depreciation and amortization	8,868	8,077	791	9.8%
Ground/facility leases	489	643	(154)	(24.0)%
Total operating expenses	40,692	38,113	2,579	6.8%
Operating income	16,444	14,018	2,426	17.3%
Nonoperating income and (expenses):				
Interest income	71	166	(95)	(57.2)%
Interest expense	(16,940)	(16,421)	(519)	3.2%
Amortization of deferred financing costs	(558)	(546)	(12)	2.2%
Total nonoperating expenses	(17,427)	(16,801)	(626)	3.7%
Loss before minority interests and discontinued operations	(983)	(2,783)	1,800	(64.7)%
Minority interests	16	30	(14)	(46.7)%
Loss from continuing operations	(967)	(2,753)	1,786	(64.9)%
Discontinued operations:				
Income attributable to discontinued operations	7	319	(312)	(97.8)%
Gain from disposition of real estate	16	295	(279)	(94.6)%
Total discontinued operations	23	614	(591)	(96.3)%
Net loss	\$ (944)	\$ (2,139)	\$ 1,195	(55.9)%

Owned Off-Campus Properties Operations

Revenues from our owned off-campus properties increased in 2003 by \$1.5 million as compared to 2002, primarily from a full year of operations at a property we developed and opened in 2002, as discussed below.

New Property Operations. In August 2002, we completed construction of a 309-bed property (University Village at Boulder Creek) and opened the property at 100% occupancy for the 2002/2003 academic year. This property contributed revenues of \$2.6 million and operating expenses of \$0.8 million in 2003, its first full calendar year of operations, an increase of approximately \$1.6 million and \$0.5 million, respectively, from its partial first year of operation in 2002.

Same Store Property Operations (Excluding New Property Operations). We had eight properties containing 5,662 beds in 2003 and 2002 which produced revenues of \$28.9 million and \$29.0 million in those years, respectively. Our weighted average occupancy of 86.4% for 2003 decreased slightly from 86.7% in 2002. The decrease in both revenue and occupancy from 2002 to 2003 was primarily due to a softening of the overall multifamily submarket primarily impacting two properties.

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At these existing properties, operating expenses remained relatively constant and decreased by \$0.1 million in 2003 as compared to 2002.

OCPP Operations

Revenues from our on-campus participating properties increased \$0.4 million in 2003 compared to 2002 primarily due to the opening of 210 additional beds at the University College PVAMU property in August 2003, as discussed below. Coyote Village, formerly an on-campus participating property that commenced operations in August 2003, had its ground leases transferred to Weatherford College in April 2004; therefore, it is not reflected in operating revenues and expenses but is included in discontinued operations. In addition, Lamar, an on-campus participating property that commenced operations in August 2002, had its ground lease transferred to Lamar University in December 2002; therefore, it is not reflected in operating revenues and expenses but is included in discontinued operations for the year ended December 31, 2003.

New Property Operations. In August 2003 we opened a 210-bed phase of University College-Prairie View A&M University. The opening of this on-campus property contributed \$0.4 million of revenue and \$0.1 million of operating expenses in 2003.

Same Store OCPP Operations (Excluding New Property Operations). We had four properties containing 3,957 beds which were operating during both 2003 and 2002, and which had average occupancy rates during these periods of 78.9% and 78.7%, respectively. These properties produced revenues of \$16.1 million in both 2003 and 2002.

Operating expenses for our same store OCPP properties were \$7.8 million and \$8.1 million in 2003 and 2002, respectively, a decrease of \$0.3 million. This decline was the result of a reduction in insurance premiums and reductions in expenses related to corporate management and oversight.

Ground/facility lease expense decreased by \$0.2 million in 2003 compared with 2002. Ground/facility lease payments reflect the Universities 50% share of the related facilities cash flows, which decreased in 2003 as compared to 2002.

Third Party Development and Management Services

Third party development and management services revenues increased from \$6.0 million in 2002 to \$9.1 million in 2003, an increase of \$3.1 million.

Development Services. Third party development services revenues of \$7.9 million in 2003 represented an increase of \$2.8 million from \$5.1 million in 2002. This increase resulted primarily from an increase in the number of development projects in progress (twelve in 2003 compared to nine in 2002, a 33% increase). Incentive fees based on cost savings were \$0.2 million for 2002 and 2003.

Management Services. Third party property management revenues of \$1.2 million in 2003 represented an increase of \$0.2 million from \$1.0 million in 2002. The increase consisted of \$0.2 million from a full year of fees from contracts beginning in 2002 and an increase of \$0.2 million from five contracts that commenced in Fall 2003, offset, in part, by the final amortization in 2002 of a deferred cancellation fee in the amount of \$0.2 million.

The increase in the volume of our third party service business required us to correspondingly increase the resources and related costs dedicated to the pursuit and delivery of third party services. Consequently, our compensation and benefits, insurance and pursuit costs increased by \$1.0 million from \$4.4 million in 2002 to \$5.4 million in 2003. In part, these increased expenses reflect our increased staffing needs in this area.

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General and Administrative

General and administrative expenses (consisting primarily of corporate expenses) of \$2.8 million in 2003 represented an increase of \$0.8 million from \$2.0 million in 2002. The increase was primarily a result of a severance accrual for our Predecessor Entities' former chief executive officer.

Depreciation and Amortization

Depreciation and amortization of \$8.9 million for 2003 represented an increase of \$0.8 million due to a full year's depreciation of one owned off-campus property placed in service during 2002 and depreciation of an on-campus participating property placed in service in August 2003. Amortization of deferred financing costs remained relatively constant at \$0.6 million for both 2003 and 2002.

Interest Expense

Interest expense of \$16.9 million in 2003 represented an increase of \$0.5 million from \$16.4 million in 2002. The increase consisted primarily of a full year's interest expense in 2003 relating to a developed property that opened in Fall 2002 and a partial year's interest expense on a developed on-campus participating property that opened in Fall 2003, partially offset by a decrease in interest expense resulting from principal payments.

Discontinued Operations

SFAS No. 144 requires, among other items, that the operating results of real estate properties sold or classified as held for sale be included in discontinued operations in the statements of operations for all periods presented. The properties included in discontinued operations for the years ended December 31, 2003 and/or December 31, 2002 include (i) the Village at Riverside and other non-core assets that were distributed to our Predecessor Entities' owners as part of the IPO, (ii) an on-campus participating property whose ground lease was transferred to the Weatherford College in April 2004, and (iii) an on-campus participating property whose ground lease was transferred to Lamar University in December 2002.

Please refer to Note 15 to the accompanying notes to consolidated and combined financial statements included elsewhere in this prospectus for a table summarizing the results of operations of the properties sold, distributed, or classified as held for sale during the years ended December 31, 2003 and 2002.

Cash Flows

Comparison of the Three Months Ended March 31, 2005 and March 31, 2004

Operating Activities

For the three months ended March 31, 2005, net cash provided by operating activities before changes in working capital accounts provided approximately \$6.1 million, as compared to \$4.0 million for the three months ended March 31, 2004, an increase of \$2.1 million. This increase was primarily due to an increase in net income of approximately \$6.7 million, resulting primarily from a gain on disposition of approximately \$5.9 million. Additionally, operations for the three months ended March 31, 2005 were impacted by a \$1.1 million increase in depreciation and amortization resulting from the seven new properties that we acquired during the first quarter of 2005 as well as a full quarter of depreciation from two owned off-campus properties that completed construction in the third quarter 2004.

Changes in working capital accounts utilized approximately \$0.4 million for the three months ended March 31, 2005 while approximately \$1.2 million was provided by working capital for the three months ended March 31, 2004, a decrease of \$1.6 million. This change was primarily due to an increase in accrued expenses during the three months ended March 31, 2004 related to our IPO and a decrease in restricted cash during the same period that was used to fund the rebuild of an off-campus property that was destroyed by a fire in 2003. These items were offset by

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the release of restricted cash to our Predecessor Entities in the first quarter 2005 in relation to the completion of three owned off-campus properties in the third quarter 2004.

Investing Activities

Investing activities utilized \$58.9 million and \$19.2 million for the three months ended March 31, 2005 and 2004, respectively. The increase in 2005 related primarily to the acquisition of the seven properties in the first quarter of 2005. This increase was offset by proceeds received from the sale of University Village at San Bernardino in January 2005 as well as a decrease in cash used to fund three owned off-campus development properties that were completed in the third quarter 2004. For the three months ended March 31, 2005 and 2004, our cash used in investing activities was comprised of the following (in thousands):

	Three Months Ended March	
	2005	2004
Property acquisitions	\$ (72,763)	\$
Property dispositions	28,023	
Capital expenditures for on-campus participating properties	(28)	(124)
Capital expenditures for owned off-campus properties	(852)	(168)
Investments in on-campus participating properties under development	(3,027)	
Investment in owned off-campus properties under development	(10,120)	(18,866)
Purchase of corporate furniture, fixtures and equipment	(86)	(55)
Total	\$ (58,853)	\$ (19,213)

Financing Activities

Cash provided by financing activities totaled \$55.5 million and \$13.0 million for the three months ended March 31, 2005 and 2004, respectively. The increase was primarily due to draws under our revolving credit facility in 2005 as well as a bridge loan we obtained in connection with the March 2005 acquisition of Exchange at Gainesville (to be renamed). These increases were offset by a decrease in proceeds from construction loans due to the completion of three owned off-campus development projects in the third quarter 2004, as well as distributions paid to our stockholders in 2005 as a result of our new public ownership structure.

Comparison of Years Ended December 31, 2004 and December 31, 2003***Operating Activities***

For the year ended December 31, 2004, net cash provided by operating activities before changes in working capital accounts provided approximately \$11.9 million, as compared to \$8.9 million for the year ended December 31, 2003, an increase of \$3.0 million. Despite a \$0.4 million increase in net loss from 2003 to 2004, operations for 2004 were impacted by \$3.4 million of non-cash expenses which primarily consisted of compensation related to the issuance of PIUs and restricted stock units in connection with our IPO and increased depreciation and amortization primarily due to the timing of various student housing property additions.

Changes in working capital accounts provided approximately \$5.4 million for the year ended December 31, 2004 while \$2.0 million was utilized by working capital for the year ended December 31, 2003, an increase of \$7.4 million.

This change was primarily the result of a receivable for insurance proceeds in 2003 related to a fire that occurred at one of our owned off-campus properties under development in Fresno, California the subsequent receipt and use of those proceeds in 2004 to fund the related rebuild costs, as well as higher payables associated with three development projects under construction as of December 31, 2003. Additionally, in connection with the pay down of three construction loans as part of our IPO formation transactions, certain restricted funds were released by the lender in the third quarter 2004.

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Investing activities used \$63.6 million and \$33.7 million for the years ended December 31, 2004 and 2003, respectively. The increase in the cash used in investing activities during the year ended December 31, 2004 related primarily to the use of cash to fund the development costs at University Village at Fresno, University Village at San Bernardino and University Village at TU owned off-campus construction projects, which were completed in Fall 2004. Additionally, in 2004, we purchased land and funded development costs for University Village at Sweet Home and commenced construction of a new on-campus facility (Cullen Oaks Phase II), both of which are scheduled to be completed in August 2005. For the years ended December 31, 2004 and 2003, our cash used in investing activities was comprised of the following (in thousands):

	Year ended December 31,	
	2004	2003
Property dispositions / transfers to University	\$	\$ (7,976)
Capital expenditures for on-campus participating properties	(1,045)	(406)
Capital expenditures for owned off-campus properties	(7,674)	(3,775)
Investments in on-campus participating properties under development	(836)	(3,382)
Investments in owned off-campus properties under development	(53,446)	(18,002)
Purchase of corporate furniture, fixtures, and equipment	(620)	(197)
Total	\$ (63,621)	\$ (33,738)

Financing Activities

Cash provided by financing activities totaled \$45.2 million and \$21.5 million for the years ended December 31, 2004 and 2003, respectively. In connection with our IPO and our subsequent issuance of additional shares under the exercise of the underwriters' over-allotment option, we generated gross proceeds of approximately \$220.8 million. Approximately \$23.0 million of the gross proceeds were used for the underwriters' discount, offering costs and financing costs, leaving us with net proceeds of approximately \$197.8 million. Approximately \$85.9 million of our gross proceeds were used to purchase the equity interests of our Predecessor Entities. In addition, during 2004, we borrowed approximately \$41.2 million to fund the three development projects described above. In connection with our IPO, we paid off the then-outstanding loan balance (including approximately \$18.3 million of outstanding loan draws from 2003) using approximately \$59.5 million from our IPO proceeds. We also used our IPO proceeds to pay off \$46.0 million of mortgage debt and the \$1.7 million balance on our Predecessor Entities' line of credit. In connection with the IPO, we also entered into a \$75 million revolving credit facility, of which \$11.8 million was outstanding at December 31, 2004. Also, a \$2.1 million partial-quarter distribution for the third quarter 2004 was paid in November 2004.

Comparison of Years Ended December 31, 2003 and December 31, 2002***Operating Activities***

Net cash provided by operating activities before changes in working capital accounts totaled \$8.9 million and \$6.8 million for 2003 and 2002, respectively, an increase of \$2.1 million. This increase resulted from a corresponding decrease in net loss of \$1.2 million and an increase in depreciation and amortization of \$0.8 million. Changes in working capital accounts used \$2.0 million in 2003 while \$0.8 million was provided by changes in working capital accounts in 2002, a decrease of \$2.8 million. The change is primarily due to an increase in restricted cash in 2003

related to the receipt of insurance proceeds from a fire that occurred at one of our owned off-campus properties under development in Fresno, California, as well as certain restricted funds that were set aside as required under construction loan agreements.

Investing Activities

Net cash used in investing activities totaled \$33.7 million and \$21.7 million for 2003 and 2002, respectively, an increase of \$12.0 million. The increase related to the construction of two on-campus participating properties that opened in 2003 and three owned off-campus owned properties under construction during 2003 that

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opened in Fall 2004. For the years ended December 31, 2003 and 2002, our cash used in investing activities was comprised of the following (in thousands):

	Year ended December 31,	
	2003	2002
Property dispositions / transfers to University	\$ (7,976)	\$
Capital expenditures for on-campus participating properties	(406)	(396)
Capital expenditures for owned off-campus properties	(3,775)	(2,024)
Investments in on-campus participating properties under development	(3,382)	
Investments in owned off-campus properties under development	(18,002)	(18,877)
Purchase of corporate furniture, fixtures, and equipment	(197)	(381)
Total	\$ (33,738)	\$ (21,678)

Financing Activities

Net cash provided by financing activities totaled \$21.5 million and \$11.6 million for 2003 and 2002, respectively, an increase of \$9.9 million. This increase was due primarily to borrowings and contributions to fund the construction of two on-campus participating properties and three owned off-campus owned properties under construction during 2003, offset by an increase in distributions to our Predecessor Entities of \$2.1 million.

Liquidity and Capital Resources***Cash Balances and Liquidity***

As of March 31, 2005, excluding our on-campus participating properties, we had \$6.7 million in cash and cash equivalents, restricted cash and short-term investments, as compared to \$7.0 million and \$7.8 million in cash and cash equivalents, restricted cash and short-term investments as of December 31, 2004 and 2003, respectively. Restricted cash primarily consists of escrow accounts held by lenders and resident security deposits, as required by law in certain states. Additionally, restricted cash as of December 31, 2004 also included \$0.8 million of funds held in escrow that were paid to the owners of our Predecessor Entities in February 2005 in accordance with the terms of the Contribution Agreement executed in conjunction with the IPO.

As of March 31, 2005, our short-term liquidity needs included, but were not limited to, the following: (i) anticipated distribution payments to our stockholders and unitholders for 2005 totaling approximately \$17.2 million based on an anticipated annual distribution of \$1.35 per share or unit, including those required to qualify as a REIT and satisfy our current distribution policy, (ii) remaining development costs on our University Village at Sweet Home development project, estimated to be approximately \$14.8 million, and (iii) funds for other potential future development projects. We expect to meet our short-term liquidity requirements generally through net cash provided by operations, borrowings under our revolving credit facility and permanent property level debt.

We may seek additional funds to undertake initiatives not contemplated by our business plan or obtain additional cushion against possible shortfalls. We also may pursue additional financing as opportunities arise. Future financings may include a range of different sizes or types of financing, including the sale of additional debt or equity securities. While we believe we will be able to obtain such funds, these funds may not be available on favorable terms or at all. Our ability to obtain additional financing depends on several factors, including future market conditions, our success

or lack of success in penetrating our markets, our future creditworthiness and restrictions contained in agreements with our investors or lenders, including the restrictions contained in the agreements governing our revolving credit facility. These financings could increase our level of indebtedness or result in dilution to our equity holders.

Revolving Credit Facility

Our Operating Partnership has a senior secured revolving credit facility with a term of 36 months that provides a maximum capacity of \$75 million, subject to certain conditions as contained in the credit agreement. The maximum capacity may be increased by up to an additional \$25 million, subject to certain borrowing base

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requirements, as outlined in the credit agreement. The facility bears interest at a variable rate, at our option, based upon a base rate or one-, two-, three-, or six-month LIBOR plus, in each case, a spread based upon our total leverage. Additionally, we are required to pay an unused commitment fee ranging from 0.20% to 0.25% per annum, depending on the aggregate unused balance. The credit facility is secured by our ownership interests in a minimum of four unlevered owned off-campus properties. We guarantee the Operating Partnership's obligations under the credit facility. As of March 31, 2005, the balance outstanding on the revolving credit facility totaled \$33.6 million, bearing interest at a weighted average rate of 4.31% per annum, with remaining availability (subject to certain financial covenants) totaling \$31.5 million.

The terms of the credit facility include certain restrictions and covenants that limit, among other things, the payment of distributions, the incurrence of additional indebtedness, liens and the disposition of assets. The terms also require compliance with financial ratios relating to consolidated net worth and leverage requirements. We are also subject to compliance with additional fixed charge and debt coverage ratios. The distribution restriction provides that, except to enable us to continue to qualify as a REIT for federal income tax purposes, before December 31, 2005, we may not pay distributions greater than \$5 million in any given quarter. Subsequent to December 31, 2005, we will be prohibited from making distributions that exceed 95% of our funds from operations, as defined, over any four consecutive fiscal quarters. As of March 31, 2005, we were in compliance with all such covenants.

Although no assurance can be given, we expect to amend our three-year, \$75 million revolving credit facility and to increase the size of the facility from \$75 million to \$100 million. Key Bank National Association (an affiliate of KeyBanc Capital Markets, Inc.) will act as administrative agent under the amended facility. Citicorp North America, Inc. (an affiliate of Citigroup Global Markets Inc., which is a lead managing underwriter in this offering) and Deutsche Bank Trust Company Americas (an affiliate of Deutsche Bank Securities Inc., which is a lead managing underwriter in this offering) will be co-syndication agents under the amended facility. This amended facility, if consummated, may be expanded by up to an additional \$100 million upon the satisfaction of certain conditions. This facility is expected to be available to, among other things, fund future property development, acquisitions and other working capital needs. This facility is also expected to contain covenants that restrict our ability to pay dividends or other distributions to our stockholders unless certain tests are satisfied. We expect that we will be prohibited under this facility from making distributions that exceed 100% of our FFO through June 30, 2006 and 95% of our FFO thereafter, in each case over four consecutive quarters. We also expect that the terms will require compliance with financial ratios relating to consolidated total indebtedness, consolidated EBITDA and consolidated net worth requirements. We further expect that we will also be subject to compliance with additional leverage restrictions. We expect that the conditions and covenants in the amended credit facility will be more favorable to us than those contained in our current facility.

Distributions

We are required to distribute 90% of our REIT taxable income (excluding capital gains) on an annual basis in order to qualify as a REIT for federal income tax purposes. Accordingly, we intend to make, but are not contractually bound to make, regular quarterly distributions to common stockholders and PIU holders. All such distributions are at the discretion of our board of directors. We may be required to use borrowings under the credit facility, if necessary and to the extent permitted thereunder, to meet REIT distribution requirements and qualify as a REIT. The board of directors considers market factors and our performance in addition to REIT requirements in determining distribution levels.

On May 11, 2005, we declared a distribution per share of common stock of \$0.3375, which was paid on May 31, 2005 to all common stockholders of record as of May 19, 2005. At the same time, we paid an equivalent amount per unit to holders of PIUs and restricted stock awards.

Distributions to Owners of the Predecessor Entities

An entity newly formed by the owners of our Predecessor Entities was entitled to any savings in the budgeted completion cost of three of our owned off-campus construction properties that were completed in Fall 2004. Accordingly, in February 2005, we distributed approximately \$0.4 million of designated unspent funds to an entity affiliated with the owners of our Predecessor Entities and accounted for the payment as an equity distribution. The \$0.8 million in escrowed funds described above were also released to an entity affiliated with the owners of our

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Predecessor Entities. We do not have any ownership interest in either such entity and neither entity has any ownership interest in us.

Additionally, upon completion of construction at University Village at TU, which occurred Fall 2004, the owners of our Predecessor Entities received \$0.5 million relating to a construction guarantee fee, which was paid from the remaining construction budget. In November 2004, the owners of our Predecessor Entities also received \$0.9 million relating to insurance proceeds we received in connection with the fire that occurred at the University Village at Fresno. These payments were also accounted for as equity distributions. Subsequent to December 31, 2004, other than the completion funds described above, the only payments that the owners of our Predecessor Entities are entitled to relate to potential additional insurance proceeds received in connection with the fire at the University Village at Fresno.

Recurring Capital Expenditures

Our properties require periodic investments of capital for general capital expenditures and improvements. Our policy is to capitalize costs related to the acquisition, development, rehabilitation, construction and improvement of properties, including interest and certain internal personnel costs related to the communities under rehabilitation and construction. Capital improvements are costs that increase the value and extend the useful life of an asset. Ordinary repair and maintenance costs that do not extend the useful life of the asset are expensed as incurred. Recurring capital expenditures represent non-incremental building improvements required to maintain current revenues and typically include: appliances, carpeting and flooring, HVAC equipment, kitchen/bath cabinets, new roofs, site improvements and various exterior building improvements. Non-recurring capital expenditures include expenditures that were taken into consideration when underwriting the purchase of a property which were considered necessary to bring the property up to operating standard, and incremental improvements that include, among other items, community centers, new windows and kitchen/bath apartment upgrades. Additionally, we are required by certain of our lenders to contribute amounts to reserves for capital repairs and improvements at their mortgaged properties. These annual contributions may exceed the amount of capital expenditures actually incurred in such year at such properties.

Pre-Development Expenditures

Our third party development activities have historically required us to fund pre-development expenditures such as architectural fees, permits and deposits. Because the closing of a development project's financing is often subject to third party delay, we cannot always predict accurately the liquidity needs of these activities. We frequently incur these predevelopment expenditures before a financing commitment has been obtained and, accordingly, bear the risk of the loss of these predevelopment expenditures if financing cannot ultimately be arranged on acceptable terms. Historically, the development projects that we have been awarded have been successfully structured and financed; however, their development has at times been delayed beyond the period initially scheduled, causing revenue to be recognized in later periods.

Indebtedness

As of March 31, 2005, we had approximately \$309.4 million of outstanding consolidated indebtedness (excluding unamortized debt premiums of approximately \$5.0 million), comprised of a \$33.6 million balance on our revolving credit facility secured by four of our owned off-campus properties, \$196.1 million in mortgage and bridge loan indebtedness secured by 13 of our owned off-campus properties, \$20.0 million in mortgage and construction loans secured by two on-campus participating properties and \$59.7 million in bond issuances secured by three of our on-campus participating properties. The weighted average interest rate on our consolidated indebtedness as of March 31, 2005 was 6.6% per annum. All of our outstanding indebtedness is fixed rate except for our revolving credit facility and the Cullen Oaks Phase II construction loan discussed below. As of March 31, 2005, approximately 11.9%

of our total consolidated indebtedness was variable rate debt.

Owned Off-Campus Properties. The following table contains certain summary information concerning the mortgage and bridge loan indebtedness that encumbers our owned off-campus properties, excluding unamortized debt premiums, as of March 31, 2005:

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Properties	Per Annum			Balance as of
	Original Date	Interest Rate	Maturity Date	March 31, 2005
University Village at Boulder Creek	12/01/2002	5.71%	Nov 2012	\$ 16,479
River Club Apartments	07/28/2000	8.18%	Aug 2010	18,482
River Walk Townhomes	08/31/1999	8.00%	Sep 2009	7,660
Village at Alafaya Club	07/11/2000	8.16%	Aug 2010(1)	20,418
Village at Blacksburg	12/15/2000	7.50%	Jan 2011	21,287
Commons on Apache	05/14/1999	7.66%	Jun 2009	7,635
Callaway House	03/30/2001	7.10%	Apr 2011	19,661
University Club Tallahassee	11/01/2002	7.99%	Oct 2010	13,537
The Grove at University Club	04/01/2003	5.75%	Mar 2013	4,389
College Club Tallahassee	01/01/2003	6.74%	Dec 2011	8,885
University Club Gainesville	11/01/1999	7.88%	Nov 2009	8,518
City Parc at Fry Street	10/05/2004	5.96%	Sep 2014	11,776
Exchange at Gainesville (to be renamed)	03/29/2005	5.13%	Sep 2005 (2)	37,400
Total				\$ 196,127

(1) Represents the Anticipated Repayment Date, as defined in the loan agreement. If the loan is not repaid on the Anticipated Repayment Date, then certain monthly payments, including excess cash flow, as defined, become due during the remaining term of the loan until the maturity date of August 2030.

(2) This bridge loan was refinanced in May 2005 by entering into a permanent mortgage loan in the amount of \$38.8 million at a fixed rate of 5.2% per annum.

The weighted average interest rate of such indebtedness was 6.9% per annum as of March 31, 2005. Each of these mortgages is a non-recourse obligation subject to customary exceptions and has a 30 year amortization schedule. None of the indebtedness is cross-defaulted or cross-collateralized to any other indebtedness. The loans generally may not be prepaid prior to maturity; in certain cases, prepayment is allowed, subject to prepayment penalties.

On-Campus Participating Properties. Three of our on-campus participating properties are 100% financed with project-based taxable bonds, as listed below. Under the terms of these financings, one of our special purpose subsidiaries publicly issued three series of taxable bonds and loaned the proceeds to three special purpose subsidiaries that each hold a separate leasehold interest. Although a default in payment by these special purpose subsidiaries could result in a default under one or more series of bonds, the indebtedness of any of these special purpose subsidiaries is not cross-defaulted or cross-collateralized with our indebtedness or the indebtedness of our Operating Partnership or other special purpose subsidiaries. Repayment of principal and interest on these bonds is insured by MBIA, Inc. The loans encumbering the leasehold interests are non-recourse, subject to customary exceptions.

The following table sets forth certain information concerning these bond financings:

Properties	Balance as of March 31, 2005
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	Original Date	Original Term	Maturity Date	(In thousands)
University Village-PVAMU (1)	Sep 1999	24 years	Sep 2023	\$ 30,851
University Village-TAMIU (1)	Sep 1999	24 years	Sep 2023	4,719
University College-PVAMU (Phase I) (2)	May 2001	22 years	Aug 2025	19,855
University College-PVAMU (Phase II) (2)	Jul 2003	25 years	Aug 2028	4,230
Total				\$ 59,655

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- (1) Part of combined bond issuance. Separate loan agreements are not cross-collateralized or cross-defaulted.
- (2) Two financings of the University College-PVAMU facility. The two phases of this property were placed in service in 2000 and 2003.

Table of Contents**Contractual Obligations**

The following table summarizes our contractual obligations (in thousands) as of December 31, 2004:

	Total	2005	2006	2007	2008	2009	Thereafter
Long-term debt (1)	\$ 345,771	\$ 30,368	\$ 17,795	\$ 28,867	\$ 32,626	\$ 29,362	\$ 206,753
Operating leases (2)	9,810	527	509	482	478	480	7,334
Capital leases	715	275	182	135	95	28	
Owned off-campus development project (3)	24,977	24,977					
Severance agreement	625	455	170				
	\$ 381,898	\$ 56,602	\$ 18,656	\$ 29,484	\$ 33,199	\$ 29,870	\$ 214,087

- (1) Long-term debt obligations reflect the payment of both principal and interest. For long-term obligations with a variable interest rate, the rate in effect at December 31, 2004 was assumed to remain constant over all periods presented.
- (2) Includes minimum annual lease payments of \$0.1 million required through 2079 under the ground lease for University Village at TU.
- (3) Consists of the completion costs related to University Village at Sweet Home, which is scheduled to be completed in August 2005. We have entered into a contract with a general contractor for certain phases of the construction of this project. However, this contract does not generally cover all of the costs that are necessary to place the property into service, including the cost of furniture and marketing and leasing costs. The unfunded commitments presented include all such costs, not only those costs that we are obligated to fund under the construction contract. This amount does not include completion costs related to Cullen Oaks Phase II, which is funded through the construction loan described above.

Off Balance Sheet Items

We do not have any off-balance sheet items.

Funds From Operations

As defined by NAREIT, FFO represents income (loss) before allocation to minority interests (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus real estate related depreciation and amortization (excluding amortization of loan origination costs) and after adjustments for unconsolidated partnerships and joint ventures. We present FFO because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities and interest costs, providing perspective not immediately apparent from net income.

We compute FFO in accordance with standards established by the Board of Governors of NAREIT in its March 1995 White Paper (as amended in November 1999 and April 2002), which may differ from the methodology for calculating FFO utilized by other equity REITs and, accordingly, may not be comparable to such other REITs. Further, FFO does not represent amounts available for management's discretionary use because of needed capital replacement or expansion, debt service obligations or other commitments and uncertainties. FFO should not be considered as an alternative to net income (loss) (computed in accordance with GAAP) as an indicator of our financial performance or to cash flow from operating activities (computed in accordance with GAAP) as an

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indicator of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay distributions.

The following table presents a reconciliation of our historical FFO to our net income (loss):

	Three Months Ended		Period	Period	Year Ended	
	March 31,		From	From	December 31,	
	2005	2004	8/17/04 to	1/1/04 to	2003	2002
			12/31/04	8/16/04		
	<i>(In thousands, except share and per share information)</i>					
Net income (loss)	\$ 8,192	\$ 1,530	\$ 1,802	\$ (3,141)	\$ (944)	\$ (2,139)
Minority interests	87	(21)	29	(129)	(16)	(30)
(Gain) loss from dispositions of real estate	(5,883)			39	(16)	(295)
Real estate related depreciation and amortization:						
Total depreciation and amortization	3,424	2,259	4,158	5,815	8,868	8,077
Discontinued operations depreciation and amortization		87	152	219	346	334
Furniture, fixtures and equipment depreciation	(98)	(69)	(154)	(181)	(277)	(178)
Funds from operations (FFO)	\$ 5,722	\$ 3,786	\$ 5,987	\$ 2,622	\$ 7,961	\$ 5,769
FFO per share basic	\$ 0.45		\$ 0.48			
FFO per share-diluted	\$ 0.45		\$ 0.47			
Weighted average common shares outstanding:						
Basic	12,622,145		12,513,130			
Diluted	12,769,939		12,634,130			

Our FFO for the year ended December 31, 2004 was impacted by a series of charges totaling approximately \$2.6 million related to our recent IPO and related formation transactions. The primary components of the charges include: (i) PIU grants of approximately \$2.1 million, (ii) restricted stock unit grants of \$0.1 million, and (iii) the write-off of loan origination costs and exit fees associated with the repayment of indebtedness of approximately \$1.2 million. These items were partially offset by the recognition of a deferred tax asset associated with a step up in the tax basis of the on-campus participating properties owned by our TRS, resulting in an income tax benefit of \$0.8 million.

While our on-campus participating properties contributed \$17.4 million, \$16.5 million and \$16.1 million to our revenues for the years ended December 31, 2004, 2003 and 2002, and \$5.5 million and \$5.3 million to our revenues for the three months ended March 31, 2005 and 2004, respectively, under our participating ground leases, we and the

participating university systems each receive 50% of the properties' net cash available for distribution after payment of operating expenses, debt service (which includes significant amounts towards repayment of principal) and capital expenditures. A substantial portion of our revenues attributable to these properties is reflective of cash that is required to be used for capital expenditures and for the amortization of applicable property indebtedness. These amounts do not increase our economic interest in these properties or otherwise benefit us since our interest in the properties terminates upon the repayment of the applicable property indebtedness.

As noted above, FFO excludes GAAP historical cost depreciation and amortization of real estate and related assets because these GAAP items assume that the value of real estate diminishes over time. However, unlike the ownership of our owned off-campus properties, the unique features of our ownership interest in our on-campus participating properties cause the value of these properties to diminish over time. For example, since the

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ground/facility leases under which we operate the participating properties require the reinvestment from operations of specified amounts for capital expenditures and for the repayment of debt while our interest in these properties terminates upon the repayment of the debt, such capital expenditures do not increase the value of the property to us and mortgage debt amortization only increases the equity of the ground lessor. Accordingly, when considering our FFO, we believe it is also a meaningful measure of our performance to modify FFO to exclude the operations of our on-campus participating properties and to consider their impact on performance by including only that portion of our revenues from those properties that are reflective of our share of net cash flow and the management fees that we receive, both of which increase and decrease with the operating measure of the properties, a measure referred to herein as FFOM.

	Three Months Ended		Period	Period	Year Ended	
	March 31,		From	From	December 31,	
	2005	2004	8/17/04 to	to	2003	2002
			12/31/04	8/16/04		
	<i>(In thousands, except share and per share information)</i>					
Funds from operations	\$ 5,722	\$ 3,786	\$ 5,987	\$ 2,622	\$ 7,961	\$ 5,769
Elimination of operations of on-campus participating properties:						
Net (income) loss from on-campus participating properties	(1,310)	(1,285)	(1,023)	753	(187)	(197)
Amortization of investment in on-campus participating properties	(879)	(854)	(1,309)	(2,222)	(3,270)	(3,158)
	3,533	1,647	3,655	1,153	4,504	2,414
Modifications to reflect operational performance of on-campus participating properties:						
Our share of net cash flow(1)	212	175	214	583	471	651
Management fees	263	273	371	489	809	796
On-campus participating properties development fees (2)	230		15			
Impact of on-campus participating properties	705	448	600	1,072	1,280	1,447
Funds from operations-modified for operational performance of on-campus participating properties (FFOM)	\$ 4,238	\$ 2,095	\$ 4,255	\$ 2,225	\$ 5,784	\$ 3,861
FFOM per share basic	\$ 0.34		\$ 0.34			
FFOM per share-diluted	\$ 0.33		\$ 0.34			

Weighted average common shares
outstanding:

Basic	12,622,145	12,513,130
Diluted	12,769,939	12,634,130

-
- (1) 50% of the properties net cash available for distribution after payment of operating expenses, debt service (including repayment of principal) and capital expenditures. Amounts represent actual cash received for the year-to-date periods and amounts accrued for the interim periods. As a result of using accrual-based results in interim periods and cash-based results for year-to-date periods, the sum of reported interim results may not agree to annual cash received.
- (2) Development and construction management fees related to the Cullen Oaks Phase II on-campus participating property.

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This narrower measure of performance measures our profitability for these properties in a manner that is similar to the measure of our profitability from our services business where we similarly incur no initial or ongoing capital investment in a property and derive only consequential benefits from capital expenditures and debt amortization. We believe, however, that this narrower measure of performance is inappropriate in traditional real estate ownership structures where debt amortization and capital expenditures enhance the property owner's long-term profitability from its investment.

Our FFOM may have limitations as an analytical tool because it reflects the unique contractual calculation of net cash flow from our on-campus participating properties, which is different from that of our off-campus owned properties. Additionally, FFOM reflects features of our ownership interests in our on-campus participating properties that are unique to us. Companies that are considered to be in our industry may not have similar ownership structures; therefore, those companies may not calculate FFOM in the same manner that we do, or at all, limiting its usefulness as a comparative measure. We compensate for these limitations by relying primarily on our GAAP and FFO results and using our FFOM only supplementally.

Inflation

Our leases do not typically provide for rent escalations. However, they typically do not have terms that extend beyond 12 months. Accordingly, although on a short term basis we would be required to bear the impact of rising costs resulting from inflation, we have the opportunity to raise rental rates at least annually to offset such rising costs. However, a weak economic environment or declining student enrollment at our principal universities may limit our ability to raise rental rates.

Quantitative and Qualitative Disclosure About Market Risk

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. The fair value of our fixed rate debt is impacted by changes in interest rates, as an example, a 1% increase in interest rates (100 basis points) would cause a \$13.7 million and \$16.3 million decline in the fair value of our fixed rate debt as of December 31, 2004 and 2003, respectively. Conversely, a 1% decrease in interest rates would cause a \$15.9 million and \$18.9 million increase in the fair value of our fixed rate debt as of December 31, 2004 and 2003, respectively. Due to the structure of our floating rate debt and interest rate protection instruments, the impact of a 1% increase or decrease in interest rates on our cash flows would not be significant at December 31, 2004 or 2003.

All of our outstanding indebtedness is fixed rate except for our revolving credit facility and the Cullen Oaks Phase II construction loan. Our revolving credit facility had an outstanding balance of \$33.6 million at March 31, 2005 and bears interest at the lender's Prime rate or LIBOR plus, in each case, a spread based on our total leverage. The Cullen Oaks Phase II construction loan had an outstanding balance of \$3.1 million at March 31, 2005 and bears interest at the lender's Prime rate or LIBOR plus 2.0%, at our election. We have in place an interest rate swap agreement, designated as a cash flow hedge, which effectively fixes the interest rate on the outstanding balance of the Cullen Oaks Phase I mortgage loan at 5.5% per annum through maturity in 2008. We anticipate incurring additional variable rate indebtedness in the future, including draws under our revolving credit facility. We may in the future use derivative financial instruments to manage, or hedge, interest rate risks related to such variable rate borrowings. We do not, and do not expect to, use derivatives for trading or speculative purposes, and we expect to enter into contracts only with major financial institutions.

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OUR BUSINESS AND PROPERTIES

Our Company

We are one of the largest owners, managers and developers of high quality student housing properties in the United States in terms of beds owned, managed and developed. As of March 31, 2005, we owned and/or managed 43 student communities consisting of approximately 26,900 beds in approximately 9,700 units. We are a fully integrated, self-managed and self-administered equity REIT with expertise in the acquisition, design, financing, development, construction management, leasing and management of student housing properties.

As of March 31, 2005, our owned property portfolio consisted of 24 high-quality student housing properties, containing 15,600 beds in approximately 5,200 units. We acquired 16 of these properties and developed the remaining eight properties. We manage all 24 of our owned properties. Nineteen of our 24 owned properties are located off-campus in close proximity to 22 colleges and universities in nine states, and five of these properties are located on-campus, where we manage and participate in their ownership and management through ground/facility leases with two university systems. We refer to these five on-campus properties as our on-campus participating properties. Our owned property portfolio contains modern housing units, offers resort-style amenities and is supported by a classic resident assistant system and other student-oriented programming.

We are also one of the nation's leaders in providing third party services to colleges and universities for the management and development of on-campus student housing. We manage 19 properties on a third party basis primarily for colleges, universities and financial institutions. These third party managed properties contain approximately 11,300 beds in approximately 4,500 units. In addition, since 1996, we have been awarded more than 30 on-campus development projects, resulting in strong relationships with some of the nation's preeminent university systems.

We have driven innovation in the student housing industry, establishing our company as a premier owner, manager and developer in the sector. In 2004, we became the first publicly traded REIT focused solely on student housing properties. Today, operating as a fully integrated, self-managed and self-administered equity REIT, our unique and singular focus has not changed: *Student housing is our core business.*

Recent Activities

Since our IPO in August of 2004, we have had substantial growth activities in each portion of our business.

Acquisitions

We have acquired seven properties totaling 3,118 beds in 978 units for an aggregate purchase price of approximately \$120.2 million. In connection with these acquisitions, we assumed approximately \$47.2 million of mortgage debt. Each of these acquisitions is described below.

In March 2005, we acquired an off-campus student housing property (Exchange at Gainesville, to be renamed) consisting of 1,044 beds in 396 units, near the University of Florida campus in Gainesville, Florida, for a purchase price of \$47.5 million. We entered into a fixed-rate mortgage loan in the amount of \$38.8 million in connection with this acquisition.

In March 2005, we acquired an off-campus student housing property (City Parc at Fry Street) consisting of 418 beds in 136 units, located near the University of North Texas in Denton, Texas, for a purchase price of \$19.2 million.

We assumed approximately \$11.8 million of fixed-rate mortgage debt in connection with this acquisition.

In February 2005, we acquired a portfolio of five off-campus student housing properties (the Proctor Portfolio) for a purchase price of approximately \$53.5 million. Four of the properties are located in Tallahassee, Florida and one property is located in Gainesville, Florida. These five communities contained 1,656 beds in 446 units. We assumed approximately \$35.4 million of fixed-rate mortgage debt in connection with this acquisition.

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Owned Development Activities

With the commencement of the 2004/2005 academic year in late August and early September, we completed the development of three owned off-campus student housing properties at Temple University, Cal State Fresno and Cal State San Bernardino. These properties were placed into service with an opening occupancy of 98%. Collectively they contained 1,635 beds in 457 units. On January 5, 2005, we sold the Cal State San Bernardino community to the University upon exercise of its purchase option for \$28.3 million and recognized a gain on sale of \$5.9 million.

We are currently in the process of constructing one owned off-campus property and are in pre-development of two additional off-campus owned properties. We are also currently constructing one owned on-campus participating property. We anticipate that the total development cost relating to these activities will be approximately \$150.3 million. As of March 31, 2005, we have incurred pre-development and development costs of approximately \$26.1 million in connection with these properties, with the remaining development costs estimated at \$124.2 million. The activities are described below:

We acquired a land parcel near the State University of New York Buffalo and commenced development of an owned off-campus property containing 828 beds in 269 units. Total development cost is estimated to be \$36.1 million. This property is currently in the final stages of construction and is pre-leased to 100% occupancy for its upcoming opening in August 2005. As of March 31, 2005, the project was approximately 68% complete, and we anticipate incurring remaining development costs of approximately \$14.8 million.

We are in the later stages of design and pre-development on two owned off-campus properties with total anticipated development costs of approximately \$97.2 million. One project is located in Newark, New Jersey near the campuses of the New Jersey Institute of Technology, Rutgers University and Essex County Community College. We anticipate development costs of this property to total approximately \$62.3 million and plan to own this property through a joint venture that we will control with Titan Investments, a partner with whom we have previously developed four off-campus student housing properties. As of March 31, 2005, we have incurred approximately \$0.5 million of pre-development costs related to this project. The second property is located in close proximity to Texas A&M University in College Station, Texas, and we estimate the total development costs of this property to be approximately \$34.9 million. Both developments are currently progressing through their respective entitlement and municipal approval processes and are contingent upon receiving all necessary approvals. Depending upon the timeliness of these approvals, we plan to commence construction in Summer of 2005 for an August 2006 completion or to commence construction in Summer of 2006 for an August 2007 completion.

Our Cullen Oaks Phase II on-campus participating property, located on the campus of the University of Houston, is currently under construction with total development costs estimated to be \$17.0 million. The project is scheduled to be completed in August 2005 in connection with the 2005/2006 academic year. As of March 31, 2005, the project was approximately 23% complete, and we anticipate incurring remaining development costs of approximately \$12.7 million.

Senior Management Restructuring

On April 28, 2005 we announced the following restructuring of our senior management:

James C. Hopke, Jr. rejoined our Company and was appointed as Executive Vice President and Chief Investment Officer;

Brian B. Nickel, our former Executive Vice President, Chief Investment Officer and Secretary, was appointed as Executive Vice President, Chief Financial Officer and Secretary;

Jonathan Graf, our former Vice President and Controller, was promoted to Senior Vice President, Chief Accounting Officer and Treasurer;

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Greg A. Dowell, our former Senior Vice President and Chief of Operations, was promoted to Executive Vice President and Chief of Operations; and

Kim K. Voss, our former Assistant Controller, was promoted to Vice President and Controller.

In April 2005, Ronnie Macejewski resigned as Senior Vice President Development and Construction and in May 2005, Mark J. Hager resigned as Executive Vice President, Chief Financial and Accounting Officer and Treasurer.

Industry Outlook

We believe there will be a surge in college enrollment in the United States, fueling demand for student housing, and that markets in which we currently operate will experience among the largest increases in enrollment, largely as a result of favorable demographic trends. The major catalyst for enrollment increases and subsequently student housing demand in the coming decade will be the growth in the college-aged population represented by the Echo Boom and the increase in the percentage of graduating high school students attending college.

The Echo Boom generation are the children of the Baby Boomers who represent a demographic group as large as the Baby Boom generation that was born between 1946 and 1964. While the Baby Boom generation is nearing retirement, much of the Echo Boom generation, which was born between 1977 and 1997, is entering or has yet to enter adulthood. In 2003, 4.0 million Americans turned 18; by 2010, that number will peak at 4.4 million and remain above 4.0 million annually through 2020.

Additionally, the percentage of high school graduates attending college has been increasing. According to the 2002 report of the U.S. Census Bureau, the share of high school graduates choosing to attend college increased from 45% in 1997 to 65% in 2002. As such, the pool of future college students has been expanding and is poised to increase to record numbers in the coming decade.

During 2003, an estimated 16.4 million students were enrolled in colleges and universities, representing an increase of 14.6% from ten years earlier and adding 2.1 million more students to the college rolls. The Department of Education projects that nationally, enrollments will climb to 18.2 million students by 2013 for an increase of 1.8 million from 2003.

College Enrollment: 1988-2013

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The impact of demographic changes on college enrollment levels will not be felt equally across all states. During the past decade, the fastest growth of post-secondary enrollment has primarily been concentrated in the Mountain States and the Sunbelt (Southeast and Southwest). The Sunbelt, the Pacific and the Northeast are projected to be the fastest growing regions in college enrollment between 2000 and 2010, fueled by above average growth projections in the young adult population in these regions, according to the U.S. Census Bureau.

Among individual states, California, Texas, New York and Florida are projected to have the four largest populations of 18 to 24 year olds during the next decade, according to the U.S. Census Bureau. The fact that these states are major immigration gateways will also bolster future demographic and accompanying college enrollment growth.

The following table provides information with respect to the states projected to experience the most significant changes in population growth between 2000 and 2010. The states in which we currently own student housing properties are indicated in bold face type:

**Population Growth Projections
(Age 18-24)**

Rank	State	Change (2000-2010)	% Change (2000-2010)
1	California	1,196,012	38.2%
2	Texas	395,320	18.6%
3	New York	302,794	18.6%
4	Florida	274,826	21.9%
5	Massachusetts	142,520	26.0%
6	Georgia	134,177	16.9%
7	North Carolina	131,863	18.2%
8	Virginia	122,361	18.5%
9	New Jersey	105,659	15.1%
10	Illinois	97,118	8.3%
11	Arizona	96,911	20.8%
12	Maryland	94,938	20.3%
13	Pennsylvania	85,846	8.1%
14	Washington	73,766	13.2%
15	Tennessee	55,653	10.2%
16	Connecticut	53,506	19.4%
17	South Carolina	49,999	13.6%
18	Colorado	49,826	12.0%
19	Michigan	38,027	4.1%
20	Alabama	35,155	8.1%
	National Average	70,067	14.8%

Source: U.S. Census Bureau

Competitive Strengths

We believe that we have the following competitive advantages:

Student housing is our core business. We have expertise in the unique and specialized aspects of the student housing industry and focus on student housing as our core business. We are a fully integrated organization, which is capable of conducting market analysis, administering the entitlement and municipal approval process, coordinating product design, securing financing, administering the development process and providing construction management, leasing and property management services. Since our inception in 1993, we have been one of the most active

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companies in the sector as we have been involved in the development, acquisition, ownership and/or management of more than 62 student housing properties containing more than 38,200 beds.

One of the industry's most experienced teams. Collectively throughout their individual careers, the seven members of our senior management team have been involved in the development, acquisition or management of more than 114 student housing properties containing more than 73,500 beds at 78 colleges and universities. Our corporate team of student housing professionals have participated in every functional aspect of the ownership, acquisition, development and management of student housing. Seven corporate employees at the level of Vice President or above, including our CEO, began their careers in student housing as resident assistants while in college, providing us with a comprehensive understanding of the operational aspects of the student housing business. We believe that this history of experience provides a base of knowledge that has facilitated building a company with substantial operating and development expertise in the student housing industry.

High quality student housing properties. As of March 31, 2005, our properties had an average age of only 4.7 years. Our properties are located in close proximity to, and in the case of our on-campus participating properties on the grounds of, major colleges and universities. Our typical units include private bedrooms, private or semi-private bathrooms, living rooms and full kitchens with modern appliances. Our properties typically offer extensive amenities and services, including swimming pools, basketball, sand volleyball and/or tennis courts and clubhouses with fitness centers, recreational rooms and computer labs, in an academically oriented environment that parents appreciate. Each of our properties is managed and cared for by our trained on-site staff—managers, maintenance, business personnel and resident assistants.

Extensive network of university and college relationships. This network provides us with acquisition, development and management opportunities. Our clients have included some of the nation's most prominent systems of higher education, including the State University of New York System, the University of California System, the Texas A&M University System, the Texas State University System, the University of Georgia System, the University of North Carolina System, the Purdue University System, the University of Colorado System and the Arizona State University System.

Industry innovators. With nearly \$1 billion of development completed or in progress and in excess of \$300 million of properties acquired over the last decade, we have led the industry in evolving student housing in the areas of product design concepts, site planning, unit plans and amenity offerings. We have also developed and implemented specialized student housing investment and operating systems and have created a proprietary lease administration and marketing software customized for student housing that enables us to quickly identify and respond to market changes and trends.

Our Business and Growth Strategies

Our primary business objectives are to maximize long-term stockholder value and cash flow available for distribution to our stockholders. We intend to achieve these objectives by:

developing and acquiring owned off-campus student housing communities that meet our focused investment criteria;

maximizing the profitability of our owned and third-party managed properties through proactive marketing, management and asset preservation strategies; and

continuing to grow our third-party development and management services businesses to generate cash flow and build our national reputation among colleges and universities.

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The following summarizes the key aspects of our strategies:

Follow a Disciplined Off-Campus Acquisition and Development Strategy

Our investment criteria are focused on acquiring and developing high quality, modern student housing properties that are located in close proximity to major colleges and universities. We target properties that offer pedestrian or bicycle access to their respective campuses. We acquire and develop properties that feature a differentiated product offering and are located in student housing submarkets with barriers to entry. Our focused investment criteria coupled with our superior operational capabilities provide an opportunity to increase the value and cash flow of our properties. We believe that our reputation and close relationship with colleges and universities also gives us an advantage in sourcing acquisition and development opportunities, obtaining municipal approvals and community support for our development projects, and in creating marketing or operational advantages.

We consider many factors when determining whether we should enter a market and, if so, whether through acquisition or development and how to position our property within the market, including the following:

Property Factors

Proximity to campus

Unit mix compared to competition

Marketability of floor plans compared to competition

Quality and marketability of amenity offering compared to competition

Total housing cost to residents compared to each direct competitor

Age of the structure

Quality of construction and impact related to ongoing capital expenditures

Quality of furniture, fixtures and equipment and impact on ongoing capital expenditures

Condition and extraordinary cost impacts related to mechanical and physical plant systems

Operational and marketing inefficiencies and identification of areas for improvement

Internet, communications and entertainment features incorporated into the structure

Reputation of the property and competitor properties among students and key university offices

University Factors

Size of college or university

Enrollment characteristics and growth projections

Percent of students housed on-campus

On-campus housing requirements and policies

On-campus housing products and pricing

Development plans for future housing

University's admission policy and expected changes to such policies

Presence of university services/programs that enable establishing formal relationships

Market Factors

Fundamentals of the overall local housing market

Fundamentals of student housing submarkets

Nature of direct competitors and their product offering

Impact of greater housing market on each student housing submarket

Barriers to entry in each student housing submarket

Student preferences related to each student housing submarket

Planned or potential future student housing development

After we identify a potential student housing acquisition or development opportunity, a due diligence team consisting of in-house personnel and third parties will conduct detailed due diligence to assess the potential opportunity.

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Given our significant development and acquisition activities over the last decade, we have developed active relationships with universities, developers, owners, lenders and brokers of student housing properties that allow us to identify and capitalize on acquisition and development opportunities. As a result, we have generated a proprietary database of contacts and properties that assist us in identifying and evaluating acquisition and development opportunities. Through our experienced development staff and our relationship with certain developers with whom we have previously developed off-campus student housing properties, we will continue to identify and acquire development sites in close proximity to colleges and universities that permit us to develop unique properties that offer a competitive advantage. We will also continue to benefit from opportunities derived from our extensive network with colleges and universities.

Maximize Property-Level Profitability

We seek to maximize property-level profitability by maximizing occupancy and revenue along with the implementation of prudent cost control systems. Our experienced and trained on-site management personnel administer the timely execution of our marketing, management and maintenance plans with corporate support and supervision in all functional areas.

Some of our specific expense control initiatives include:

establishing internal controls and procedures for cost control consistently throughout our communities;

appropriately staffing our properties at the site-level, minimizing multiple layers of management and increasing effectiveness;

negotiating utility and service-level pricing arrangements with national and regional vendors and requiring corporate-level approval of service agreements for each community; and

conducting analysis of the costs and effectiveness of each of our marketing programs via our proprietary LAMS system.

Utilize our Proprietary Marketing Systems

We believe we have developed the industry's only specialized, fully integrated leasing administration and marketing software program, which we call LAMS. We utilize LAMS to maximize our revenue and improve the efficiency and effectiveness of our marketing and lease administration process. Through LAMS, each of our properties' ongoing marketing and leasing efforts are supervised at the corporate office on a real time basis. Among other things, LAMS provides:

a fully integrated prospect tracking and follow-up system. Prospect information from all types of inquiries walk-in, telephone, web site/email, or fax is recorded and entered into the LAMS database, and an aggressive, fully-automated follow-up and tracking program is then implemented, with LAMS generating all follow-up marketing pieces, labels and electronic communications.

a built-in marketing effectiveness program to measure the success of our marketing efforts on a real time basis. LAMS generates a weekly traffic analysis that shows the quantity of each type of inquiry received for that period as well as the marketing medium that generated each piece of traffic. In addition, LAMS generates a period-to-period comparative traffic and leasing analysis that allows us to compare the pace of the current year's traffic and leasing activity to that of previous years. This enables us to track the effectiveness of each marketing program being utilized and to respond accordingly.

a real-time monitor of lease closings and leasing terms. LAMS automatically generates closing reports allowing us to measure the staff's closing ratios. The closing ratios are calculated by LAMS on an individual basis so that we may better evaluate performance and optimize our

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staffing. LAMS generates application and leasing status reports that detail the current period and year-to-date status of applications and leasing broken down by type of accommodation. This enables us to quickly identify potential problems related to pricing and/or desirability of our various types of accommodations and to respond accordingly.

an automated lease generation system. Each property's lease term and rental rate information is set up in LAMS by authorized corporate staff. This enables the corporate office to maintain tight controls on pricing changes and special promotions. LAMS generates each resident lease, eliminating the potential for manual errors of our on-site staff.

Capitalize on our Unique Understanding of Student Housing

Student housing has undergone a dramatic evolution over the past two decades. Today, students and parents factor in the quality of housing when selecting a college. Many of the members of our corporate staff have spent the majority of their careers in student housing. We witnessed, and at times have driven, this evolution. Our grass roots understanding of the business gives us a unique perspective in how we analyze student markets, design and construct our developments, underwrite our investments and lease and operate our communities.

Build Products that Meet Students' Expectations

Many teenagers now leaving for college grew up with their own bedrooms, bathrooms and all the luxuries of the modern home. The traditional dormitory featuring double occupancy bedrooms, community bathrooms and low budget food service is no longer an acceptable product. That's why our units typically feature private bedrooms, private bathrooms, large living rooms and conveniences like high-speed internet. We provide the privacy and conveniences today's student expects.

Build a Sense of Community Through Design

Our projects are designed to facilitate resident interaction and management supervision. Unlike multifamily housing, we do not site plan our properties around the "park at your door" concept. Our buildings are typically located around spacious courtyards with parking located on the perimeters. Within the core of the community are resort-style amenities and large community centers with fitness centers, recreation/game rooms, social lounges and computer labs.

Proactively Manage Leasing Cycles and Annual Turnover

Each market has its own distinctive leasing cycle. Leasing windows can be very short and may differ among targeted student groups. If you miss a market's cycle, recovery may not occur until the following academic year. Our LAMS proprietary leasing administration and marketing software program enables us to proactively manage this process to maximize results.

Most of our owned, off-campus properties have 12-month leases that provide for 11.5 months of occupancy. This typically leaves only two weeks to move students out at the end of one academic year, prepare units and move students in for the next academic year, a process most traditional real estate operators are ill equipped to manage. We've spent a decade refining our annual turnover program to achieve maximum efficiency.

Manage Individual Lease Liability and Accounts Receivables

We lease by the bed on an individual liability basis, as opposed to joint and several unit leases used in multifamily. We require a parent or guardian to sign as a guarantor unless a student provides proof of financial capability. Parents and students find comfort, and are willing to pay a premium, in knowing they are not responsible for a roommate's

rent. With mom and dad being a party to the lease, it enables us to involve them directly whenever the need may arise.

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There is a misperception that delinquent rents are very high in student housing. We consider students to be a minimal credit risk, as parents are typically the true credit behind most leases. For students with inadequate parental support, substantial financial aid is available in the form of student loans, grants and scholarships. Historically, our reserve for uncollectible rent is less than 1% of rental revenue for our owned, off-campus assets.

Dispel the Animal House Myth

Owners and managers once considered students undesirable tenants whose lack of respect for the community resulted in excessive damage. For the absentee landlord who doesn't proactively maintain their student properties, this can be a self-fulfilling expectation.

We provide students with high-quality, well-amenitized product that we maintain impeccably. We then communicate to our residents the expectation that they will respect and care for the community. Students appreciate our approach and respond favorably when management is truly proactive in caring for the community. If students do not respect this philosophy, and malicious damage does occur, we demonstrate low tolerance and generally move to evict those students as an example to others.

Maintain Communities Conducive to Academic Achievement

Each of our communities is staffed to foster an academically oriented environment. Our general managers or assistant general managers live on-site. We also have on-site resident assistants who organize an array of educational, recreational and social programs. This approach assists us in gaining the respect of the subject university, which, in many cases, provides us with a competitive advantage.

Develop and Retain Personnel

We strive to develop staff from within via extensive training in each functional area and via our formal management training program, which we refer to as Inside Track. Each year we identify 1 to 20 management candidates from our student and professional field staff, who are invited to partake in a three-day kick-off training program to prepare them to become property managers. They then return to their respective properties where they undergo a one-year mentoring program, under the tutelage of their general manager and regional manager, where they are trained in the each functional aspect of our business. To aid in retaining field employees, we have also developed an incentive-based compensation structure for our on-site personnel.

Maintain and Develop Strategic Relationships

We seek to maintain and establish relationships with universities. We believe that establishing and maintaining relationships with universities is important to the ongoing success of our business. These relationships should continue to provide us with favored referrals to enhance our leasing efforts, opportunities for additional acquisitions of student housing communities and contracts for third-party services.

Efficiently Manage the Unique Structure of our Leases

Student housing properties are typically leased by the bed on an individual lease liability basis, unlike multifamily housing where leasing is by the unit. Individual lease liability limits each resident's liability for his or her own rent without liability for a roommate's rent. A parent or guardian is required to execute each lease as a guarantor unless the resident provides adequate proof of income. The number of lease contracts that we administer are therefore equivalent to the number of beds occupied and not the number of units. Unlike traditional multifamily housing, most of our leases commence and terminate on the same dates and may have terms of 9, 10, or 12 months. As an example, in the

case of our typical 12-month leases, these dates coincide with the commencement of the universities' fall academic term and typically terminate at the completion of the last subsequent summer school session. As such, we must re-lease each property in its entirety each year. We have developed an annual turnover program to efficiently manage this process.

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Operating Segments

We define business segments by their distinct customer base and service provided. We have identified the following reportable segments: Owned Off-Campus Properties, On-Campus Participating Properties and Third Party Services, which consists of Development Services and Property Management Services.

Owned Off-Campus Properties

As of March 31, 2005, our Owned Off-Campus Properties segment consisted of 19 owned off-campus properties that are in close proximity to 22 public colleges and universities in nine states. Off-campus properties are generally located in close proximity to the school campus, generally with pedestrian, bicycle, or University shuttle access. We tend to offer more relaxed rules and regulations than on-campus housing that are more appealing to upper-classmen. We believe that the support of colleges and universities can be beneficial to the success of our off-campus properties. We actively seek to have these institutions recommend our off-campus facilities to their students or to provide us with mailing lists so that we may directly market to students and parents. In some cases, the institutions actually promote our off-campus facilities in their recruiting and admissions literature. In cases where the educational institutions do not offer recommendations for off-campus housing or mailing lists, most nonetheless provide lists of suitable properties to their students, and we continually work to ensure that our properties are on these lists in each of the markets that we serve.

Due to the unique structure of our leases, as discussed above, we may experience reduced cash flows during the summer months. Additionally, changes in university admission policies could adversely affect this segment. For example, if a university reduces the number of student admissions or requires that a certain class of students (e.g., freshmen) live in a university owned facility, the demand for beds at our properties may be reduced and our occupancy rates may decline. While we may engage in marketing efforts to compensate for such changes in admission policies, we may not be able to affect such marketing efforts prior to the commencement of the annual lease-up period or our additional marketing efforts may not be successful.

This segment is subject to competition for tenants with on-campus housing owned by colleges and universities. Colleges and universities can generally avoid real estate taxes and borrow funds at lower interest rates than us (and other private sector operators), thereby decreasing their operating costs. Residence halls owned and operated by the primary colleges and universities in the markets of our owned properties typically charge lower rental rates, but offer fewer amenities than those charged by our properties. Additionally, most universities are only able to house a small percentage of their overall enrollment, and are therefore highly dependant upon the off-campus market to provide housing for their students. High-quality, well run off-campus student housing can be a critical component to an institution's ability to attract and retain students. Therefore, developing and maintaining good relationships with educational institutions can result in a privately owned off-campus facility becoming, in effect, an extension of the institution's housing program, with the institution providing highly valued references and recommendations to students and parents.

This segment also competes with national and regional owner-operators of off-campus student housing in a number of markets as well as with smaller local owner-operators. Therefore, the performance of this segment could be affected by the construction of new off-campus residences in close proximity to our existing properties, increases or decreases in the general levels of rents for housing in competing communities, increases or decreases in the number of students enrolled at one or more of the colleges or universities in the market of a property, and other general economic conditions.

On-Campus Participating Properties

Our On-Campus Participating Properties segment includes on-campus leaseholds owned by our TRS that are operated under ground/facility leases with the related university systems. We participate with two university systems in the operations and cash flows of five on-campus participating properties (one of which is currently under construction) under long-term ground/facility leases. The subject universities hold title to both the land and improvements on these properties.

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Under our ground/facility leases, we receive an annual distribution representing 50% of these properties' net cash available for distribution after payment of operating expenses (which includes our management fees), debt service (which includes repayment of principal) and capital expenditures. We also manage these properties under multi-year management agreements and are paid a management fee representing 5% of receipts.

While the terms of each specific ground/facility lease agreement tend to vary in certain respects, the following terms are generally common to all:

a term of 30-40 years, subject to early termination upon repayment of the mortgage financing, which generally has a 25-year amortization;

ground/facility lease rent of a nominal amount (e.g., \$100 per annum over the lease term) plus 50% of net cash available for distribution;

the right of first refusal by the educational institution to purchase our leasehold interest in the event we propose to sell it to any third party;

an obligation by the educational institution to promote the project, include information relative to the project in brochures and mailings and to permit us to advertise the project;

the requirement to receive the educational institution's consent to increase rental rates by a percentage greater than the percentage increase in our property operating expenses plus the amount of any increases in debt service; and

the option of the educational institution to purchase our interest in and assume management of the facility, with the purchase price calculated at the discounted present cash value of our leasehold interest.

We do not have access to the cash flows and working capital of these on-campus participating properties except for the annual net cash distribution. Additionally, a substantial portion of these properties' cash flow is dedicated to capital reserves required under the applicable property indebtedness and to the amortization of such indebtedness. These amounts do not increase our economic interest in these properties since our interest, including our right to share in the net cash available for distribution from the properties, terminates upon the amortization of their indebtedness. Our economic interest in these properties is therefore limited to our interest in the net cash flow and management fees from these properties. Accordingly, when considering these properties' contribution to our operations, we focus upon our share of these properties' net cash available for distribution and the management fees that we receive from these properties rather than upon their contribution to our gross revenues and expenses for financial reporting purposes.

Third Party Services

We are one of the nation's leaders in the third party development and management of on-campus housing, which has allowed us to develop key relationships with colleges and universities. These relationships, and the corresponding national reputation that we have developed in this portion of our business, benefits us when developing and managing our owned off-campus properties. The revenues we earn from our third party services comprised approximately 13% of our 2004 revenues as compared to approximately 16% of our 2003 revenues. We believe that these services continue to provide synergies with respect to our ability to identify, acquire or develop, and successfully operate, student housing properties. These services are conducted through our TRS and are described below.

While management evaluates the operational performance of our third party services based on the distinct segments identified below, at times, we also evaluate these segments on a combined basis. These services are described below.

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Development Services. Our Third Party Development Services segment consists of development and construction management services that we provide for third parties that range from short-term consulting projects to long-term full-scale development and construction projects. Revenues earned on such contracts are recognized as deliverables are provided or, in the case of long-term full-scale development and construction projects, based on the percentage-of-completion method. We typically provide these services to colleges and universities seeking to modernize their on-campus student housing properties. They look to us to bring our student housing experience and expertise to ensure they develop marketable, functional and financially sustainable facilities. Educational institutions usually seek to build housing that will enhance their recruitment and retention of students while facilitating their academic objectives. Most of these development service contracts are awarded via a competitive request for proposal, or RFP, process that qualifies developers based on their overall ability to provide specialized student housing design, development, construction management, financial structuring and property management services. Our development services typically include pre-development, design and financial structuring services. Our pre-development services typically include feasibility studies for third party owners and design services. Feasibility studies include (i) initial feasibility analysis, (ii) review of conceptual design and (iii) assistance with master planning. Some of the documents produced in this process include the conceptual design documents, preliminary development and operating budgets, cash flow projections and a preliminary market assessment. Our design services include (i) coordination with the architect and other members of the design team, (ii) review of construction plans and (iii) assistance with project due diligence and project budgets.

Construction management services typically consist of coordinating and supervising the construction, equipping and furnishing process on behalf of the project owner, including site visits, hiring of a general contractor and project professionals and full coordination and administration of all activities necessary for project completion in accordance with plans and specifications and with verification of adequate insurance.

Our development services activities benefit our primary goal of owning and operating student housing properties in a number of ways. By providing these services to others, we are able to expand and refine our unit plan and community design, the operational efficiency of our material specifications and our ability to determine market acceptance of unit and community amenities. Our development and construction management personnel enable us to establish relationships with general contractors, architects and project professionals throughout the nation. Through these services, we gain experience and expertise in residential and commercial construction methodologies under various labor conditions, including right-to-work labor markets, markets subject to prevailing wage requirements and fully unionized environments.

With regard to our third party development services for colleges and universities, our clients have included some of the nation's most prominent systems of higher education, including the State University of New York System, the University of California System, the Texas A&M University System, the Texas State University System, the University of Georgia System, the University of North Carolina System, the Purdue University System and the University of Colorado System. We have developed student housing properties for these clients and a majority of the time have been retained to manage these properties following their opening. As of March 31, 2005, development fees of approximately \$5.1 million remained to be earned by us with respect to third party development projects. The following table provides certain information with respect to third party properties under development as of March 31, 2005:

			Balance to be	
	Total	Fees	Earned and	
	Contractual	Previously	Recognized in	
	Fee	Earned and	2005	Scheduled

Property	Amount	Recognized	and 2006	Completion
Saint Leo University Phase II	\$ 375	\$ 199	\$ 176	Aug 2005
Vista del Campo Phase II	3,501	168	3,333	Aug 2006
West Virginia University pre-development services	400(1)	370	30	Jun 2005
Fenn Tower Renovation	1,509	10	1,499	Aug 2006
Lamar University Dining Hall	110	22	88	Nov 2005
Total	\$ 5,895	\$ 769	\$ 5,126	

(1) Net of approximately \$0.6 million of costs anticipated to be incurred to complete the project.

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In addition, as of March 31, 2005, we have been selected to perform construction administration services related to a student housing property for West Virginia University. These services provide a net construction administration fee of approximately \$0.3 million and are anticipated to commence in August 2005. We have also received a Notice of Intent to Award from Arizona State University indicating that we have been selected to provide design, development and management of student housing on the Tempe Campus. In addition, we have also been selected by Hope International University in Fullerton, California to design and oversee a comprehensive redevelopment of its campus, including the development of residence halls, student apartments and faculty housing. Subject to the successful structuring and closing of the Arizona State and Hope transactions, we anticipate that the projects will commence construction during the second or third quarter of 2006.

Property Management Services. Our Third Party Property Management Services segment includes revenues generated from third party management contracts in which we are typically responsible for all aspects of a property's operations, including marketing, leasing administration, facilities maintenance, business administration, accounts payable, accounts receivable, financial reporting, capital projects and residence life student development. As of March 31, 2005, we provided third party management services for 19 student housing properties that represented approximately 11,300 beds in approximately 4,500 units, 13 of which we developed. We provide these services pursuant to multi-year management agreements (generally ranging between two to five years).

Competition

Competition from Universities and Colleges

We are subject to competition for student-tenants from on-campus housing operated by educational institutions, charitable foundations and others. On-campus student housing has certain inherent advantages over off-campus student housing in terms of physical proximity to the university campus, captive student body, perception of a more secure environment and the fuller integration of on-campus facilities into the academic community. Colleges and universities can generally avoid real estate taxes and borrow funds at lower interest rates than us (and other private sector operators), thereby decreasing their costs of operating new on-campus student housing. Residence halls owned and operated by the primary colleges and universities in the markets of our owned properties typically charge lower rental rates, but offer fewer amenities than those charged by our properties.

On the other hand, most universities are able to house only a small percentage of their overall enrollment, and are therefore highly dependant upon the off-campus market to provide housing for their students. High-quality, well run off-campus student housing can be a critical component to an institution's ability to attract and retain students. Accordingly, a university or college, rather than being a competitor, may actually become a potential customer of off-campus student housing. Developing and maintaining a good relationship with an educational institution can result in a privately owned off-campus facility becoming, in effect, an extension of the institution's housing program, with the institution providing highly valued references and recommendations to students and parents.

Competition from Public and Private Owners

We compete with several regional and national owner-operators of off-campus student housing in a number of markets, including GMH Communities Trust and Education Realty Trust, Inc., each of which has recently completed an initial public offering of its common stock and, in connection therewith, has publicly disclosed its intention to grow its student housing business. We also compete with smaller local or regional owner-operators. Currently, the industry is fragmented with no participant holding a significant market share. There are a number of student housing complexes that are located near to or in the same general vicinity of many of our owned properties and that compete directly with us. We believe that a number of other large national companies with substantial financial resources may

be potential entrants in the student housing business. The entry of one or more of these companies could increase competition for students and for the acquisition or development of other student housing properties.

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Our properties generally are modern facilities, and amenities at most of our properties include a swimming pool, basketball courts and a large community center featuring a fitness center, computer center, tanning beds, study areas and a recreation room with billiards and other games. Some properties also have a jacuzzi/hot tub, volleyball courts, tennis courts and in-unit washers and dryers. Two of our off-campus properties completed development and opened in Fall 2004, one owned off-campus property is currently under construction with a scheduled completion date of August 2005, and one on-campus participating property is currently under construction with a scheduled completion date of August 2005. Lease terms are generally 12 months at our off-campus properties and 9 months at our on-campus participating properties. The average age of our properties is 4.7 years.

We own fee title to all of these properties except for:

The Callaway House, in which we own an 80% partnership interest and are entitled to significant preferred distributions;

University Village at TU, which is subject to a 75-year ground lease from Temple University (with four additional six-year extensions); and

Five on-campus participating properties held under ground/facility leases with two university systems. The following table presents certain information about our owned property portfolio as of March 31, 2005.

Property	Year Acquired/ Developed	Location	Primary University Served	Occupancy	Units	Beds
				Rates (1)		
Off-campus properties:						
1. Commons On Apache	1999	Tempe, AZ	Arizona State University Main Campus	100.0%	111	444
2. The Village at Blacksburg	2000	Blacksburg, VA	Virginia Polytechnic Institute and State University	98.6%	288	1,056
3. The Village on University	1999	Tempe, AZ	Arizona State University Main Campus	99.1%	288	918
4. River Club Apartments	1999	Athens, GA	The University of Georgia Athens	95.5%	266	794
5. River Walk Townhomes	1999	Athens, GA	The University of Georgia Athens	97.1%	100	340
6. The Callaway House (2)	2001	College Station, TX	Texas A&M University	101.3%	173	538
7. The Village at Alafaya Club	2000	Orlando, FL	The University of Central Florida	97.4%	228	840
8. The Village at Science Drive	2001	Orlando, FL	The University of Central Florida	99.3%	192	732
9. University Village at Boulder Creek	2002	Boulder, CO	The University of Colorado at Boulder	87.7%	82	309
10. University Village at Fresno	2004	Fresno, CA	California State University, Fresno	98.8%	105	406

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11.	University Village at TU	2004	Philadelphia, PA	Temple University	98.8%	220	749
12.	University Village at Sweet Home (3)	2005	Amherst, NY	State University of New York Buffalo		269	828
13.	University Club Tallahassee	2005	Tallahassee, FL	Florida State University	93.4%	152	608
14.	The Grove at University Club	2005	Tallahassee, FL	Florida State University	98.4%	64	128
15.	College Club Tallahassee	2005	Tallahassee, FL	Florida A&M University	92.4%	96	384
16.	The Greens at College Club	2005	Tallahassee, FL	Florida A&M University	96.9%	40	160
17.	University Club Gainesville	2005	Gainesville, FL	University of Florida	98.9%	94	376
18.	City Parc at Fry Street	2005	Denton, TX	University of North Texas	94.7%	136	418
19.	Exchange at Gainesville (to be renamed)	2005	Gainesville, FL	University of Florida	95.6%	396	1,044
Total off-campus properties					97.2%	3,300	11,072

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Property	Year Acquired/ Developed	Location	Primary University Served	Occupancy Rates		Units	Beds
				(1)			
On-campus participating properties:							
20. University Village PVAMU	1996/97/ 98	Prairie View, TX	Prairie View A&M University	93.0%		612	1,920
21. University College PVAMU	2000/2003	Prairie View, TX	Prairie View A&M University	95.0%		756	1,470
22. University Village TAMIU	1997	Laredo, TX	Texas A&M International University	70.2%		84	252
23. Cullen Oaks Phase I	2001	Houston, TX	The University of Houston	99.6%		231	525
24. Cullen Oaks Phase II (3)	2005	Houston, TX	The University of Houston			180	354
Total on-campus participating properties				93.1%		1,863	4,521
Total all properties				96.0%		5,163	15,593

(1) Occupancy rates are calculated as of March 31, 2005. Occupancy is based on the number of total occupied beds (including beds occupied by staff) divided by total beds.

(2) Also has a food service facility.

(3) Currently under development with a scheduled completion date of August 2005.

The following table sets forth certain comparative information as of May 27, 2005 and May 28, 2004 (the last Friday in May for each period reported) regarding the leasing status of our owned off-campus properties for the 2005/2006 and 2004/2005 academic years, respectively.

Applications and Leases	Applications and Leases as of May 27, 2005	% of Rentable Beds as of May 27, 2005	Applications and Leases as of May 28, 2004	Variance to Prior Year		Total Rentable Beds (1)	Total Design Beds
				Beds	%		
Commons of Apache	444	100.0%	444	0	0.0%	444	444
The Village at Blacksburg	1,034	98.7%	1,030	4	0.4%	1,048	1,056
The Village on University	515	56.7%	656	(141)	(21.5%)	909	918
River Club Apartments	719	92.8%	543	176	32.4%	775	794
River Walk Townhomes	296	88.9%	316	(20)	(6.3%)	333	340

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The Callaway House	642	121.8%	569	73	12.8%	527	538
The Village at Alafaya Club	581	70.1%	586	(5)	(0.9%)	829	840
The Village at Science Drive	717	99.3%	718	(1)	(0.1%)	722	732
University Village at Boulder Creek	168	56.2%	218	(50)	(22.9%)	299	309
University Village Fresno	336	84.8%	218	118	54.1%	396	406
University Village at TU	728	99.3%	734	(6)	(0.8%)	733	749
University Village at Sweet Home	835	102.2%	n/a	n/a	n/a	817	828
University Club Tallahassee (2)	744	102.5%	n/a	n/a	n/a	726	736
College Club Tallahassee (3)	392	73.1%	n/a	n/a	n/a	536	544
University Club Gainesville	267	71.8%	n/a	n/a	n/a	372	376
City Parc at Fry Street	196	47.6%	n/a	n/a	n/a	412	418
Exchange at Gainesville (to be renamed)	949	92.0%	n/a	n/a	n/a	1,032	1,044
Total						10,910	11,072

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- (1) Rentable Beds exclude beds needed for on-site staff and/or model units.
- (2) For lease administration purposes, University Club Tallahassee and the Grove at University Club are reported combined.
- (3) For lease administration purposes, College Club Tallahassee and the Greens at College Club are reported combined.

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The following describes certain of our material properties:

University Village at TU, Philadelphia, Pennsylvania. University Village at TU is located in Philadelphia, Pennsylvania less than one-quarter mile east of the Temple University campus. The University had a Fall 2004 student enrollment of approximately 34,000.

The University's current on-campus housing can accommodate approximately 4,400 students, and these facilities are 100% occupied with a significant wait list. The University also leases approximately 1,200 sponsored beds in various off-campus apartment complexes. The majority of on-campus housing is either residence hall style or residence suites. The University does not currently have a residence requirement.

There currently are over 800 beds of dedicated student housing in the area, which includes the Kardon Building, a converted loft building located one block east of the campus, and Oxford House, a new student housing development one block west of the campus that opened in Fall 2004. In addition to dedicated and sponsored student housing, there is a significant amount of conventional multi-family housing throughout the city (estimated to be over 140,000 units). This includes a significant concentration of multi-family housing in Center City, the Philadelphia downtown area that is located approximately three miles south of the University's main campus.

We completed the construction of this property in August 2004. The property is built on a 2.3-acre site and consists of three buildings that are three, four and six stories. Construction is of steel and concrete with a brick, stucco and metal exterior. The property totals approximately 182,000 rentable square feet (rsf) with 220 apartment units and 749 beds, offered in a Two Bedroom/One Bathroom, Three Bedroom/Three Bathroom, Two Bedroom/Two Bathroom (double occupancy), or a Four Bedroom/Four Bathroom unit configuration. Units range in size from approximately 448 rsf to approximately 1,125 rsf, and all feature private or semi-private baths, full kitchen appliances (including microwave), nine-foot ceilings and high-speed network, cable and telephone hook-ups in each bedroom. All units are fully furnished. Community amenities include laundry center, business center with computers connected to the Internet, fitness center, social lounge with big-screen televisions and a game room.

Residents are required to sign-up for a communications package that includes cable television and Internet access. The unit mix is as follows:

Unit Type	No. Units	Beds/		Unit SF	Total RSF	Monthly Asking Rent/Bed*
		Unit	Beds			
Four Bedroom/Four Bath	105	4	420	1,125	118,125	\$ 645-675
Two Bedroom/Two Bath (Double Occ.)	49	4	196	682	33,418	\$ 500
Three Bedroom/Three Bath	1	3	3	905	905	\$ 660-690
Two Bedroom/One Bath	65	2	130	448	29,120	\$ 625
Total	220		749		181,568	

* Asking prices for 2005-2006 academic year.

The property is rented primarily on full-year leases running from mid-August to mid-August. Rent is collected in 12 equal consecutive installments paid July through June. The occupancy rate was 98.8% as of March 31, 2005. As of May 27, 2005, we have received applications with refundable deposits for the upcoming 2005-2006 academic year for 99.3% of the 733 rentable beds and executed leases for 95.9% of the 733 rentable beds.

For the approximately seven and one-half months that the property was operating during the 12 months ended March 31, 2005, the total revenue of the property was approximately \$3.8 million. Approximately 100% of the units are estimated to be leased as fully furnished in Fall 2005. With the property being fully leased and receiving full utility revenue from each resident for the upcoming 2005-2006 academic year, contracted revenue is projected to increase by approximately \$0.1 million over the 2004-2005 academic year.

We hold a leasehold interest in the property pursuant to a 75-year ground lease (with four six-year options, which may be unilaterally denied by the University) with Temple University that requires us to pay annual minimum

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rent of \$0.1 million, plus (i) an annual Preferred Return (defined as the amount by which Net Revenues exceed \$150,000, not to exceed \$50,000), and (ii) 1% of the amount by which Net Revenues exceed the sum of the Preferred Return plus \$150,000. In addition, we must pay the University (a) 1% of the amount, if any, of the refinancing net proceeds and (b) 1% of the amount, if any, of the Sale Net Proceeds from any sale of our leasehold interest, excluding sales to an affiliate or the University. We may not transfer the lease without the University's consent, which consent may not be unreasonably withheld. Any proposed transfer of our rights to the property must first be offered to the University. The University has the option at any time, commencing on the 40th anniversary of the rent commencement date (such option vesting date estimated to be no later than September 1, 2044), to purchase our interest in the lease. The purchase price for our leasehold interest is the fair market value of the lease as determined by an appraisal process set forth in the lease. The closing of such transaction will occur within 60 days following the determination of the purchase price. The University also has a right of first offer with respect to any third party receiving or purchasing our leasehold interest.

The property (and our leasehold interest) is part of our unencumbered pool of properties under our revolving credit facility. We have budgeted approximately \$25,000 in capital expenditures for 2005 mostly for recurring capital items such as carpet and furniture replacement. Real estate taxes with a rate of 8.3% at this property are estimated to be approximately \$9,700 for the year ended December 31, 2005. The property benefits from a 10-year tax abatement on all improvements, with only the land being taxable. The tax abatement is in place until 2014. For federal income tax purposes, this property has a basis of \$45.6 million and is depreciated using the straight-line method and rate over a depreciable life of 27.5 years.

Exchange at Gainesville, Gainesville, Florida. We acquired The Exchange at Gainesville (the Exchange) on March 29, 2005. The community is located one-quarter mile west of the University of Florida campus in Gainesville, Florida on a 25.9 acre site. With approximately 49,000 students, the University of Florida is now one of the five largest universities in the nation, and the largest in the state of Florida.

The University's current on-campus housing can accommodate approximately 10,000 students. There are no on-campus housing requirements. The on-campus facilities are currently over 100% occupied and have remained full for the past five years. The majority of on-campus housing was built between 1906 and 1967 and offer predominantly double occupancy dorm rooms or suite-style accommodations with semi-private baths. Limited private bedroom and private bathroom accommodations are available in on-campus housing. There is only one known on-campus housing development currently planned. The university plans to build a 676-bed apartment-style facility to cater to graduate students by 2007.

In 2004, approximately 39,700 students (81%) lived off campus. We believe the off-campus housing market includes nine direct competitive communities that are new, modern student housing that offer one, two, three and four-bedroom accommodations, as well as single family rental homes and older traditional multi-family communities in close proximity to campus. The direct competitive communities are located between 0.25 and 3.0 miles from campus. Seven of these nine properties have a more inferior location to the campus than the Exchange. For the 2004 academic year, the competitive off-campus student housing set of nine properties was approximately 90% occupied, while the Exchange averaged approximately 96% occupancy.

The property was completed in August 2002 and consists of 20 three-story garden-style residential buildings. The residential buildings and club house are wood frame construction with an exterior sheathing consisting of hardboard siding with architectural accents. The project also includes 1,112 parking spaces with bus service to campus. The property totals approximately 383,000 rsf with 396 apartment units and 1,044 beds. Units feature fully carpeted common and bedroom areas with ceramic tile in the entry foyers and vinyl flooring in the bathrooms and kitchens. The units also feature ceiling fans in each bedroom, full size washers and dryers, white GE appliances (including microwave) and spacious patios/balconies. Each bedroom is hard wired for high-speed Internet, telephone and cable

television as well as each unit is pre-wired for a monitored intrusion alarm. The community features two pools: a large resort-style swimming pool with a large sun deck and a smaller community pool with swim lanes. The clubhouse contains a fully-equipped fitness center, game room with billiards, computer lab and business center, tanning bed and a large clubroom with big-screen TV and service bar. Additional on-site amenities include barbeque grills, basketball court and sand volleyball court.

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Rental rates include water/sewer, trash, basic cable television, Internet access and electric. The unit mix is as follows:

Unit Type	No. Units	Beds/		Unit SF	Total RSF	Monthly Asking
		Unit	Beds			Rent/Bed*
Four Bedroom/Four Bath	36	4	144	1,355	48,780	\$ 501
Four Bedroom/Four Bath	48	4	192	1,313	63,024	\$ 486
Three Bedroom/Three Bath	24	3	72	1,083	25,992	\$ 516
Three Bedroom/Three Bath	108	3	324	1,040	112,320	\$ 499
Two Bedroom/Two Bath	132	2	264	807	106,524	\$ 532
One Bedroom/One Bath	48	1	48	554	26,592	\$ 801
Total	396		1,044		383,232	

* Asking prices for 2005-2006 academic year.

The property is rented primarily on full-year leases running from mid-August to mid-August. Rent is currently collected in 11 equal installments with the first and last months of occupancy prorated based on the date of occupancy and the date of termination of the applicable lease, respectively. The occupancy rate was 95.6% as of March 31, 2005. As of May 27, 2005, we have received applications with refundable deposits for the upcoming 2005-2006 academic year for 92.0% of the 1,044 beds and executed leases for 91.6% of the 1,044 beds.

Approximately 100% of the units are estimated to be leased as fully furnished in Fall 2005.

The purchase price for the property was approximately \$47.5 million. In addition, we anticipate spending approximately \$1.1 million in closing and other external transactions costs, including capital expenditures necessary to bring the property up to our operating standards. We also anticipate spending approximately \$45,000 of initial integration expenses to bring the property up to our operating standards. We entered into a 5.2% fixed-rate mortgage loan of \$38.8 million in connection with the acquisition of this property, which requires monthly debt service payments sufficient to amortize the debt over a 30-year period. The indebtedness matures on June 1, 2015 at which time it is scheduled to have an outstanding principal balance of approximately \$32.1 million. Voluntary prepayment is prohibited except during the last ninety days of the term, when prepayment may be made in whole but not in part.

We have budgeted approximately \$0.1 million for capital expenditures at this property in 2005, mostly for recurring capital items such as carpet and furniture replacement. Real estate taxes with a rate of 2.4% at this property totaled approximately \$0.5 million for the year ended December 31, 2004. For federal income tax purposes, this property has a basis of \$47.5 million and is depreciated using the straight-line method and rate over a depreciable life of 27.5 years.

Regulation*General*

Student housing properties are subject to various laws, ordinances and regulations, including regulations relating to common areas. We believe that each of the existing properties has the necessary permits and approvals to operate its

business. Apartment community properties are subject to various laws, ordinances and regulations, including regulations relating to recreational facilities such as swimming pools, activity centers and other common areas.

Americans With Disabilities Act and Federal Fair Housing Act

Many laws and governmental regulations are applicable to our properties and changes in the laws and regulations, or their interpretation by agencies and the courts, occur frequently. Our properties must comply with

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Title III of the Americans with Disabilities Act, or ADA, to the extent that such properties are public accommodations as defined by the ADA. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. We believe that the existing properties are in substantial compliance with the ADA and that we will not be required to make substantial capital expenditures to address the requirements of the ADA. However, noncompliance with the ADA could result in imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our properties and to make alterations as appropriate in this respect.

Under the Federal Fair Housing Act and state fair housing laws, discrimination on the basis of certain protected classes is prohibited. Violation of these laws can result in significant damage awards to victims. We have a strong policy against any kind of discriminatory behavior and train our employees to avoid discrimination or the appearance of discrimination. There is no assurance, however, that an employee will not violate our policy against discrimination and thus violate fair housing laws. This could subject us to legal actions and the possible imposition of damage awards.

Environmental Matters

Under various laws and regulations relating to the protection of the environment, an owner of real estate may be held liable for the costs of removal or remediation of certain hazardous or toxic substances located on or in its property. These laws often impose liability without regard to whether the owner was responsible for, or even knew of, the presence of such substances. The presence of such substances may adversely affect the owner's ability to rent or sell the property or use the property as collateral. Independent environmental consultants conducted Phase I environmental site assessments (which involve visual inspection but not soil or groundwater analysis) on all of the owned off-campus properties and on-campus participating properties in our existing portfolio. Phase I environmental site assessments did not reveal any environmental liabilities that would have a material adverse effect on us. In addition, we are not aware of any environmental liabilities that management believes would have a material adverse effect on us. There is no assurance that Phase I environmental site assessments would reveal all environmental liabilities or that environmental conditions not known to us may exist now or in the future which would result in liability to us for remediation or fines, either under existing laws and regulations or future changes to such requirements.

From time to time, the United States Environmental Protection Agency, or EPA, designates certain sites affected by hazardous substances as Superfund sites pursuant to CERCLA. Superfund sites can cover large areas, affecting many different parcels of land. Although CERCLA imposes joint and several liability for contamination on property owners and operators regardless of fault, the EPA may choose to pursue potentially responsible parties (PRPs) based on their actual contribution to the contamination. PRPs are liable for the costs of responding to the hazardous substances. Each of Commons on Apache, The Village at University and University Village at San Bernardino (disposed of in January 2005) are located within federal Superfund sites. The EPA designated these areas as Superfund sites because groundwater underneath these areas is contaminated. We have not been named, and do not expect to be named, as a PRP with respect to these sites. However, there can be no assurance regarding potential future developments concerning such sites.

We cannot assure you that costs of future environmental compliance will not affect our ability to pay distributions to you or that such costs or other remedial measures will not be material to us. See Risk Factors Risks Related to the Real Estate Industry Existing conditions at some of our properties may expose us to liability related to environmental matters.

Insurance

We carry comprehensive liability and property insurance on our properties, which we believe is of the type and amount customarily obtained on real property assets. We intend to obtain similar coverage for properties we acquire in the future. However, there are certain types of losses, generally of a catastrophic nature, such as losses from floods or earthquakes, that may be subject to limitations in certain areas. When not otherwise contractually stipulated, we exercise our judgment in determining amounts, coverage limits and deductibles, in an effort to maintain appropriate levels of insurance on our investments. If we suffer a substantial loss, our insurance coverage

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may not be sufficient due to market conditions at the time or other unforeseen factors. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it infeasible to use insurance proceeds to replace a property after it has been damaged or destroyed. See Risk Factors Risks Related to the Real Estate Industry Potential losses may not be covered by insurance.

Employees

As of March 31, 2005, we had approximately 763 employees, consisting of:

approximately 226 on-site employees in our owned off-campus properties segment, including 78 resident assistants;

approximately 87 on-site employees in our on-campus participating properties segment, including 41 resident assistants;

approximately 394 employees in our third party property management services segment, including 372 on-site employees and 22 corporate office employees;

approximately 19 corporate office employees in our third party development services segment; and

approximately 37 executive, corporate administration and financial personnel.

Our employees are not currently represented by a labor union.

Offices and Website

Our principal executive offices are located at 805 Las Cimas Parkway, Suite 400, Austin, Texas 78746. Our telephone number at that location is (512) 732-1000. We also have a regional office located at 4199 Campus Drive, Suite 550, Irvine, California 92612 and have management offices in each of our properties. Our website is located at www.americancampuscommunities.com or www.studenthousing.com. The information on our website is not part of this prospectus.

Legal Proceedings

Neither we nor our subsidiaries are currently involved in any material litigation nor, to our management's knowledge, is any material litigation currently threatened against us or our subsidiaries or properties, other than routine litigation arising in the ordinary course of business, all of which is expected to be covered by liability insurance.

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Our board of directors consists of eight members, five of whom are classified under applicable New York Stock Exchange listing standards as independent directors. Pursuant to our charter, each of our directors is elected by our stockholders to serve until the next annual meeting and until their successors are duly elected and qualify. See Certain Provisions of Maryland Law and of Our Charter and Bylaws Our Board of Directors, Vacancies on Our Board of Directors and Removal of Directors. Subject to rights granted under any employment agreements, officers serve at the pleasure of our board of directors.

The following table sets forth certain information concerning the individuals who are our directors, executive officers and certain of our other senior officers upon the consummation of this Offering:

Name	Age	Position
William C. Bayless, Jr.	41	President, Chief Executive Officer and Director
R.D. Burck	72	Chairman of the Board and Independent Director
G. Steven Dawson	47	Independent Director
Cydney Donnell	45	Independent Director
Edward Lowenthal	60	Independent Director
Brian B. Nickel	32	Executive Vice President, Chief Financial Officer, Secretary and Director
Scott H. Rechler	37	Director
Winston W. Walker	61	Independent Director
Greg A. Dowell	41	Executive Vice President and Chief of Operations
James C. Hopke, Jr.	43	Executive Vice President and Chief Investment Officer
Brian N. Winger	37	Senior Vice President Development
Jason R. Wills	33	Senior Vice President Marketing and Business Development
Jonathan Graf	40	Senior Vice President, Chief Accounting Officer and Treasurer

The following is a biographical summary of the experience of our directors, executive officers and certain other senior officers.

William C. Bayless, Jr. has been our President and Chief Executive Officer since October 2003. Mr. Bayless is a co-founder of our Company and participated in the founding of the student housing business of our Predecessor Entities. Mr. Bayless served as Executive Vice President and Chief Operating Officer of our Predecessor Entities from July 1995 to September 2003, where he directed all aspects of our Predecessor Entities' business segments including business development, development and construction management, acquisitions and management services. He served as our Vice President of Development from the inception of our Predecessor Entities in 1993 until July 1995. Mr. Bayless served as the Director of Operations for Century Development's student housing division from 1991 to 1993. From 1988 to 1991, Mr. Bayless served as the Director of Marketing responsible for business development and marketing for the student housing division of Cardinal Industries. Mr. Bayless began his career in student housing with Allen & O'Hara where he held the positions of Resident Assistant, Resident Manager and Area Marketing Coordinator from 1984 to 1988. He received a B.S. in Business Administration from West Virginia University.

R.D. Burck has been our Chairman of the Board since August 2004. Mr. Burck retired from the position of chancellor of The University of Texas System in 2002. He currently serves as the first advisory director appointed by

The University of Texas Investment Management Co., a non-profit corporation created by the University of Texas Board of Regents to manage the investment of all assets over which the board has fiduciary responsibility. Mr. Burck joined the University of Texas System in 1988 to serve as the vice chancellor of business affairs and then as executive vice chancellor for business affairs before being appointed by the Board of Regents as interim chancellor in June 2000 and chancellor six months later in December 2000. Mr. Burck worked worldwide for Getty Oil Co., headquartered in Los Angeles, from 1955 to 1984. In 1979, he was involved in the creation and served as director, as well as vice president, of ESPN, the first cable TV sports network. Mr. Burck is currently a member of the board of directors of infiNET, Inc. and Celo Data, Inc., and is a Senior Client Advocate for Willis Group Holdings. He also serves on the advisory boards for Frost Bank, G51 Capital Management, L.L.C. and Patton

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Medical Devices. In addition, Mr. Burck serves on The Headliners Club Board of Trustees. He also has been a member of the board of the Texas Department of Information Resources, the board of the Texas Life, Accident, Health, the board of Hospital Service Insurance Guaranty Association, the formal advisory committee of the Texas Higher Education Coordinating Board, and the advisory council of the U.T. Austin College of Natural Sciences. Mr. Burck is a former director of the National Conference of Christians and Jews, and a former member of the board of directors of the American Cancer Society. Mr. Burck graduated from The University of Texas at Austin with a B.B.A. He also attended the South Texas School of Law in Houston.

G. Steven Dawson has served on our board of directors since August 2004. He has primarily been a private investor since 2003 and from 1990 to 2003 he served as the Chief Financial Officer of Camden Property Trust (NYSE: CPT) and its predecessors. Camden is a large multifamily REIT based in Houston with apartment operations, construction and development activities throughout the United States. Mr. Dawson serves on the boards of Trustreet Properties, Inc. (NYSE: TSY), the largest restaurant REIT in the U.S.; Sunset Financial Resources, Inc. (NYSE: SFO), a mortgage REIT; AmREIT (AMEX: AMY), a retail property REIT; and Desert Capital REIT, Inc., an unlisted, public mortgage REIT. In addition, Mr. Dawson is on the board of Medical Properties Trust, a private REIT, and on boards of various private charities and civic organizations and has other private interests. Mr. Dawson holds a degree in business from Texas A&M University.

Cydney Donnell has served on our board of directors since August 2004. She has been an Executive Professor at the Mays Business School of Texas A&M University since August 2004, where she teaches in the Finance Department. Ms. Donnell joined the Mays School in January of 2004 as a Visiting Lecturer. Ms. Donnell was formerly a principal and Managing Director of European Investors/E.I.I. Realty Securities, Inc. Ms. Donnell served in various capacities at EII and was Chair of the Investment Committee from 2002 to 2003, the Head of the Real Estate Securities Group and Portfolio Manager from 1992 to 2002 and Vice-President and Analyst from 1986 to 1992. Prior to joining EII, she was a real estate lending officer at RepublicBanc Corporation in Dallas from 1983 to 1986. Ms. Donnell has served on the Board of Directors of European Investors Holding Company since 1992 and also currently serves on the Board of Directors of Madison Harbor Balanced Strategies Inc., a closed-end investment fund registered under the Investment Company Act of 1940. Ms. Donnell has served on the Board and Institutional Advisory Committee of NAREIT. She is an active volunteer currently serving on the Board of Directors of the Association of Former Students of Texas A&M University and served in various leadership capacities for the Junior League of the City of New York. Ms. Donnell received a B.B.A. from Texas A&M University and an M.B.A. from Southern Methodist University.

Edward Lowenthal has served on our board of directors since August 2004. He has been President of Ackerman Management LLC since April 2002, a private investment management and advisory company with particular focus on real estate and other asset-based investments. Mr. Lowenthal was a founder and served as the President of Wellsford Real Properties, Inc. (AMEX: WRP) from 1997 until 2002, which manages primarily multifamily and office properties as well as real estate debt held directly and through joint ventures with institutional partners. He continues to serve as a Director of Wellsford Real Properties, Inc. Mr. Lowenthal was a Founder, Trustee and President of Wellsford Residential Property Trust, a NYSE listed multi-family real estate investment trust, until May 1997 when it was merged into Equity Residential. Mr. Lowenthal has more than 30 years of real estate and merger and acquisition experience in both public and private entities. Mr. Lowenthal serves as a Trustee of Omega Healthcare Investors, Inc. (NYSE: OHI), as a director of Ark Restaurants (NASDAQ: ARKR), as a director of Reis, Inc., a privately held real estate information and analytics provider and as a director of Desarrolladora Homex, S.A. de C.V., a vertically integrated home development company focusing on affordable entry level and middle income housing in Mexico. Mr. Lowenthal serves as a Trustee of The Manhattan School of Music and serves on its Finance and Executive Committees and chairs its New Building Committee. He served as a member of the Board of Governors of NAREIT from 1992-2000. He received a B.A. degree from Case Western Reserve University and a J.D. degree from Georgetown University Law Center, where he was an editor of the Georgetown University Law Journal.

Brian B. Nickel has served on our board of directors since August 2004. He served as our Executive Vice President, Chief Investment Officer and Secretary from October 2003 until May 2005 and Executive Vice President, Chief Financial Officer and Secretary since May 2005. Mr. Nickel joined our Predecessor Entities in June 1996 as Director of Business Development and has served in various capacities during his tenure. Prior to this time, Mr.

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Nickel held positions in the investment banking firms of Kidder, Peabody Company and with the corporate finance group of LaSalle Partners. Mr. Nickel received a B.S. in Economics from Northwestern University.

Scott H. Rechler has served on our board of directors since August 2004. He has been Chief Executive Officer and President of Reckson Associates Realty Corp. (NYSE: RA) since December 2003, served as Co-Chief Executive Officer of Reckson from May 1999 until December 2003, serves as the Chairman of the Executive Committee of the Board of Directors of Reckson and has served as a director of Reckson since its formation. He served as President of Reckson from February 1997 to May 2001 and served as Chief Operating Officer of Reckson from its formation until May 1999. Mr. Rechler is a member of the Board of Directors of the Long Island Children's Museum and is a member of the Board of Governors of NAREIT. Since 1997, Mr. Rechler has served as Chief Executive Officer and Chairman of the Board of Directors of Frontline Capital Group, and also served as the non-executive Chairman of the Board of Directors and as former interim executive officer of HQ Global Holdings, Inc. Mr. Rechler is a graduate of Clark University and received a Master's Degree in Finance with a specialization in real estate from New York University.

Winston W. Walker has served on our board of directors since August 2004. He has been President and Chief Executive Officer of Walker & Associates since 1993, which provides strategic consultation primarily to clients in the healthcare and insurance industries. From 1987 until October 1993, Mr. Walker served as the Chief Executive Officer of Provident Life and Accident Insurance Company of America. Mr. Walker is currently a member of the board of directors and the audit committee chair of CBL & Associates Properties, Inc. (NYSE: CBL) and a member of the board of directors of MRI Medical. Mr. Walker received a B.A. in Russian from Tulane University and a Ph.D. in mathematics from the University of Georgia.

Greg A. Dowell has served as our Executive Vice President and Chief of Operations since May 2005, and served as our Senior Vice President and Chief of Operations from August 2004 until May 2005. Mr. Dowell joined the Predecessor Entities in October 2001 as Senior Vice President - Management Services. Prior to this, Mr. Dowell was employed by Century Development from 1991 to 2001 where he began his tenure as accountant and ultimately served as Senior Vice President over the operations of their 29 property student housing portfolio. Mr. Dowell received a B.S. in accounting from the University of Louisiana, Lafayette and is a Certified Public Accountant.

James C. Hopke has served as our Executive Vice President and Chief Investment Officer since May 2005. From November 2002 to April 2005, Mr. Hopke served as Vice President, Asset Management and Advisory Services of Wachovia Securities. From February 2000 to November 2002, he served as Senior Vice President, Acquisitions of our Predecessor Entities. Mr. Hopke received a B.S. in administrative management from Clemson University.

Brian N. Winger serves as our Senior Vice President Development. Mr. Winger joined us in March 2000 as Director On-Campus Development and has since served in increasing capacities and was promoted to Senior Vice President Development in October 2003. Prior to joining us, Mr. Winger was the Chief Operating Officer with Aspen Gold Development Company (a private real estate developer) from 1999 to 2000. From 1996 to 1999, he was an endowment development officer and ultimately served as General Counsel for Oklahoma Christian University. From 1994 to 1996, Mr. Winger was a real estate analyst with Kabili & Company. Mr. Winger received a J.D. from Oklahoma City University and a B.S. in history/pre-law from Oklahoma Christian University in 1990. Mr. Winger is a licensed attorney in Oklahoma and a real estate broker licensed to practice in Oklahoma and Colorado.

Jason R. Wills serves as our Senior Vice President Marketing and Business Development. Mr. Wills joined us in February 1997 as Manager Marketing and Leasing and has served in increasing capacities, achieving his current position of Senior Vice President Marketing and Business Development in October of 2003. Mr. Wills served as Vice President of On-Campus Business Development from 1999 through 2003. Mr. Wills began his career in student housing with Century Development, where he held the positions of Resident Assistant and Marketing Coordinator in 1993. Mr. Wills attended the University of Texas, Arlington, where he studied Journalism and Marketing.

Jonathan Graf has served as our Senior Vice President, Chief Accounting Officer and Treasurer since May 2005, and served as our Vice President and Controller from October 2004 until May 2005. From September 1994 to

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September 2004, he served in various capacities at Southern Union Company, most recently as Vice President and Controller. From 1988 until 1994, he was an audit manager and information systems auditor at Ernst & Young LLP. Mr. Graf received a B.A. in accounting from Texas A&M University and is a Certified Public Accountant.

Board Committees

Audit Committee

The current members of the audit committee are Messrs. Dawson (Chairman), Burck and Walker. Each member of the audit committee satisfies the requirements for independence set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 and the New York Stock Exchange's listing standards. The board of directors, after reviewing all of the applicable facts, circumstances and attributes, has determined that Mr. Dawson is an audit committee financial expert, as such term is defined in Item 401(h) of Regulation S-K.

The audit committee's responsibilities include assisting the board in overseeing the integrity of our financial statements, compliance with legal and regulatory requirements, the independent auditors' qualifications and independence and the performance of our independent auditors. In addition, the audit committee reviews, as it deems appropriate, the adequacy of our systems of disclosure controls and internal controls regarding financial reporting and accounting. In accordance with its charter, the audit committee has the sole authority to appoint and replace the independent auditors, who report directly to the audit committee, approve the engagement fee of the independent auditors and pre-approve the audit services and any permitted non-audit services that the independent auditors may provide to us. The responsibilities of our audit committee are more specifically set forth in the audit committee charter, which is available on our website. See [Where You Can Find More Information](#).

Executive Committee

Subject to the supervision and oversight of the board of directors, the executive committee, which consists of Mr. Bayless (Chairman), Ms. Donnell, Mr. Nickel and Mr. Rechler, has the authority to approve, with limitations, our acquisitions, financings and dispositions and to authorize the execution, with limitations, of certain contracts and agreements, including those relating to our borrowing of money and to exercise generally all other powers of the board, except for those that require action by all directors or the non-employee directors under our charter or bylaws or applicable law.

Compensation Committee

The current members of the compensation committee are Messrs. Walker (Chairman), Dawson and Lowenthal. Each member of the compensation committee satisfies the requirements for independence set forth in the New York Stock Exchange's listing standards. The compensation committee operates under a written charter, which is reviewed and assessed for adequacy on an annual basis. A copy of the charter is available on our website. See [Where You Can Find More Information](#). The compensation committee's responsibilities include overseeing our compensation programs and practices and determining compensation for the executive officers.

Nominating and Corporate Governance Committee

The current members of the nominating and corporate governance committee are Mr. Lowenthal (Chairman), Mr. Burck and Ms. Donnell. Each member of the nominating and corporate governance committee satisfies the requirements for independence set forth in the New York Stock Exchange's listing standards. The nominating and corporate governance committee operates under a written charter, which is reviewed and assessed for adequacy on an

annual basis. A copy of the charter is available on our website. See [Where You Can Find More Information](#). The responsibilities of the nominating and corporate governance committee include assisting the board in promoting our and our stockholders' best interests through the implementation of sound corporate governance principals and practices. The nominating and corporate governance committee is also responsible for (i) identifying individuals qualified to become board members, consistent with criteria approved by the board, and recommending to the board the director nominees for the next annual meeting of stockholders, (ii) developing and

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recommending to the board a set of corporate governance principles, and (iii) overseeing the evaluation of the board and our management.

Our board of directors may from time to time establish certain other committees to facilitate the management of our operations and may change the responsibilities of the board's existing committees.

Compensation of Directors

Each director who is not an employee of us or our subsidiaries receives an annual fee of \$25,000 for services as a director, payable quarterly. The Chairman of the Board receives an additional annual fee of \$25,000, but is not entitled to receive any other committee meeting fees. Directors who serve on the audit committee, executive committee, nominating and corporate governance committee and/or compensation committee receive a fee of \$2,000 for each committee meeting attended in person or \$1,000 for each committee meeting attended by conference telephone or similar communications equipment, except that in lieu of such meeting fee for audit committee meetings, the chairman of the audit committee receives a monthly fee of \$2,000. Messrs. Bayless and Nickel do not receive compensation for their services as directors.

Our 2004 incentive award plan provides for formula grants of restricted stock units to non-employee directors. On the closing date of the IPO, each non-employee director received 1,429 restricted stock units, valued at \$17.50, the initial public offering price, or an aggregate of \$25,000. Thereafter, on the date of each annual meeting of stockholders at which each non-employee director is re-elected to the board of directors, each non-employee director receives \$25,000 of restricted stock units valued at 100% of the fair market value of our common stock on the date of grant. Similarly, each non-employee director who is initially elected to the board of directors receives \$25,000 of restricted stock units on the date of such initial election and \$25,000 of restricted stock units on the date of each annual meeting of stockholders at which the non-employee director is re-elected to the board of directors, in each case valued at 100% of the fair market value of our common stock on the date of grant. Shares underlying restricted stock units granted to directors will be settled, in accordance with the terms of the 2004 incentive award plan, on the third anniversary of the date of the grant. Dividends accrue on the restricted stock units, without interest, equal to the cash dividends we pay on our common stock. Mr. Rechler waived receipt of any director compensation until such time as he was re-elected to the board by our stockholders, which occurred in May 2005. A total of 14,375 restricted stock units have been issued to non-employee directors, all of which are currently outstanding.

Members of the board of directors also are reimbursed for travel expenses incurred in connection with our business, including attendance at meetings of the board and its committees. Additionally, members of the board of directors are provided with liability insurance coverage for their activities as our directors.

Guidelines on Governance and Codes of Ethics

During 2004, the board adopted Guidelines on Governance to address significant corporate governance issues. These guidelines provide a framework for our corporate governance initiatives and cover a variety of topics, including the role of our board, board selection and composition, board committees, board operation and structure, board orientation and evaluation, board planning and oversight functions and executive share ownership. The nominating and corporate governance committee is responsible for overseeing and reviewing the guidelines and reporting and recommending to the board any changes to the guidelines.

Also during 2004, the board adopted a Code of Business Conduct and Ethics, which is designed to help officers, managers and employees resolve ethical issues in an increasingly complex business environment. It covers topics such

as reporting unethical or illegal behavior, compliance with law, share trading, conflicts of interest, fair dealing, protection of our assets, disclosure of proprietary information, internal controls, personal community activities, business records, communication with external audiences and obtaining assistance to help resolve ethical issues. The board also adopted a Code of Ethical Conduct for Senior Financial Officers, which is applicable to our principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions.

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You may obtain a copy of the committee charters, Guidelines on Governance, Code of Business Conduct and Ethics and Code of Ethical Conduct for Senior Financial Officers on our website. See [Where You Can Find More Information](#).

Executive Officer Compensation

The following table sets forth information regarding the compensation awarded for the past three fiscal years by us and our subsidiaries (i) to our Chief Executive Officer and (ii) to each of our next four most highly compensated key executive officers at December 31, 2004 (this group is referred to as the **Named Executive Officers**):

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation Restricted Stock Awards (1)
		Salary	Bonus	
William C. Bayless, Jr. Chief Executive Officer and President	2004	\$ 253,333	\$ 130,000	\$ 300,000
	2003	210,000	80,000	
	2002	200,000	80,000	
Brian B. Nickel Executive Vice President, Chief Financial Officer and Secretary	2004	210,333	115,000	200,000
	2003	175,000	100,000	
	2002	153,500	155,440	
Mark J. Hager (2) Former Executive Vice President, Chief Financial and Accounting Officer and Treasurer	2004	162,944	100,000	150,000
	2003	132,500	50,000	
	2002	128,116	40,000	
Greg A. Dowell Executive Vice President and Chief of Operations	2004	130,000	40,000	50,000
	2003	124,000	25,000	
	2002	120,000	20,000	
Ronnie L. Macejewski (2) Former Senior Vice President Development and Construction	2004	126,690	25,000	24,000
	2003	123,000	90,000	
	2002	118,976	48,810	

- (1) Represents the value, as of February 16, 2005, the date of grant, of restricted stock awards to the Named Executive Officers. Awards to Messrs. Bayless, Nickel and Hager vest in five equal annual installments beginning on February 28, 2006. Awards to Messrs. Dowell and Macejewski vest in three equal annual installments beginning on February 28, 2006, and were forfeited on the date of termination of employment. Dividends on restricted stock awards are paid at the same rate and time as paid to holders of our common stock. No stock appreciation rights were granted and no long-term incentive plan payouts were made in 2004, 2003 or 2002.

- (2) Mr. Macejewski resigned in April 2005 and Mr. Hager resigned as Executive Vice President, Chief Financial and Accounting Officer and Treasurer in May 2005 and will resign as an employee in June 2005.

Option Grants in 2004

We did not grant any options in 2004.

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There were no options or stock appreciation rights exercised during 2004 or outstanding at December 31, 2004.

Long-Term Incentive Plan Awards in Last Fiscal Year

Name	Number of Shares, Units or Other Rights	Performances or Other Period Until Maturation or Payout	Estimated Future Payouts Under Non-Stock Price-Based Plans		
			Threshold (# of Shares)	Target (# of Shares)	Maximum (# of Shares)
William C. Bayless, Jr.					
PIU Award	48,400	(1)		48,400	48,400
Outperformance Award (2)	110,305	8/17/07		110,305	110,305
Brian B. Nickel					
PIU Award	29,040	(1)		29,040	29,040
Outperformance Award (2)	66,183	8/17/07		66,183	66,183
Mark J. Hager					
PIU Award	12,100	(1)		12,100	12,100
Outperformance Award (2)	29,415	8/17/07		29,415	29,415
Greg A. Dowell					
PIU Award	10,890	(1)		10,890	10,890
Outperformance Award (2)	29,415	8/17/07		29,415	29,415
Ronnie L. Macejewski					
PIU Award	9,074	(1)		9,074	9,074
Outperformance Award (2)	18,384	8/17/07		18,384	18,384

(1) See discussion of Profits Interest Units below.

(2) See discussion of Outperformance Award below.

Restricted Stock and Restricted Stock Units

Under our 2004 incentive award plan, our compensation committee may award restricted shares of our common stock and restricted stock units to directors, executive officers and eligible employees, subject to conditions and restrictions determined by our compensation committee. Restricted stock units are essentially the same as restricted stock, except that instead of actual shares, restricted stock units represent a promise to pay out shares at some future date. Restricted stock units have a tax advantage over restricted stock because the recipient is not taxed at the time of vesting (as with restricted stock) but only when the shares are actually received.

Profits Interest Units

PIUs are a special class of partnership interests in the Operating Partnership. Each PIU awarded is deemed equivalent to an award of one share of our common stock under our 2004 incentive award plan, reducing availability for other equity awards on a one-for-one basis. PIUs, whether vested or not, receive the same quarterly per unit distributions as holders of our common stock receive. This treatment with respect to quarterly distributions is similar to the treatment of restricted stock awards and restricted stock units. We have issued 121,000 PIUs to certain of our

current and former key employees. PIUs are automatically convertible into an equal number of common units of the Operating Partnership once the PIUs achieve full parity with common units on account of certain book-up events. The common units are redeemable for cash based upon the fair market value of an equivalent number of shares of our common stock, or, at our election, an equal number of shares of our common stock.

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Book-up events will occur upon a contribution of cash or property to the Operating Partnership, including contributions by us of the proceeds from future issuances of securities, or upon certain distributions of cash or property by the Operating Partnership to one or more partners of the Operating Partnership. The consummation of this Offering will constitute a book-up event and the holders of the outstanding PIUs will achieve parity with the common stock at such time.

Holders of the PIUs are entitled to customary registration rights, including demand and piggyback registration rights, with respect to the shares of our common stock that may be received by the PIU holders upon a conversion/exchange of the PIUs in accordance with the terms of the partnership agreement. We will bear all fees, costs and expenses of such registrations, other than underwriting discounts and commissions.

The grant or vesting of PIUs is not expected to be a taxable transaction to recipients. Therefore, a recipient who wishes to hold incentive equity awards for the long term may be able to do so more efficiently with PIUs and ultimately enjoy a greater after-tax return when disposing of them. Conversely, we will not receive any tax deduction for compensation expense from the grant of PIUs.

Outperformance Awards

Upon the consummation of the IPO, we granted a special award of a bonus pool equal to the value on the date of vesting of 367,682 shares of our common stock to executive officers and certain key employees, subject to continued service and attainment of certain performance measures. Subsequent to the IPO, 53,008 shares became eligible for regrant as result of former recipients' termination of employment and were regranted to certain other executive officers and key employees. No dividends or dividend equivalent payments accrue with respect to the shares of our common stock underlying this bonus pool.

Vesting of the awards will occur on August 17, 2007, the third anniversary of the IPO, provided that the employees have maintained continued service and that at least one performance measure, as outlined in the plan, has been achieved. These performance measures include: (i) a total return on our common stock of at least 25% per year from August 17, 2004 through the vesting date (the Primary Performance Measure), or (ii) a total return on our common stock of at least 12% per annum from August 17, 2004 through the vesting date, and such return is at or above the 60th percentile of the total return achieved by peer companies during the same period (the Alternate Performance Measure).

Payments of vested awards will be made within 120 days of vesting. Such payments will be paid in cash. However, the compensation committee may, in its sole discretion, elect to pay such an award through the issuance of shares of common stock, PIUs or similar securities (provided that such issuance will not result in any recognition of taxable income by the recipient), valued at the date of issuance. Because the achievement of the required performance measures is considered to be remote as of December 31, 2004 and March 31, 2005, nothing was reflected in the consolidated financial statements at such dates related to these awards.

In the event of a change of control of us, or termination of employment other than for cause or by a designated recipient for good reason, the award will be fully vested at that time (with the value of the bonus pool to be determined at that time for any affected award recipient) if the Primary Performance Measure has been achieved. Otherwise, a portion (but not less than 50%) of the special award (equal to the portion of the initial 3-year vesting period that has elapsed) will be vested at that time if the Alternate Performance Measure has been achieved.

Employment Contracts

We have employment agreements in effect with Messrs. Bayless, Nickel, Dowell and Hopke that provide that during the term of the respective agreement, the executive's base salary will not be reduced and that the executive will remain eligible for participation in our executive compensation and benefit programs. The employment agreements provide for Mr. Bayless to serve as a member of our board and President and Chief Executive Officer, Mr. Nickel to serve as a member of our board and Executive Vice President, Chief Financial Officer and Secretary, Mr. Dowell to serve as Executive Vice President and Chief of Operations and Mr. Hopke to

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serve as Executive Vice President and Chief Investment Officer. The term of each agreement ends upon an executive's termination of employment as discussed below.

The employment agreements provide for, among other things: (i) an annual base salary of \$300,000 for Mr. Bayless, \$250,000 for Mr. Nickel and \$175,000 for each of Messrs. Dowell and Hopke, subject in each case to increase in accordance with our normal executive compensation practices; (ii) eligibility for annual cash bonus awards determined by the compensation committee or in the event that we have a formal annual bonus plan for other senior executives, the bonus will be determined in accordance with the terms of the bonus plan on the same basis as other of our senior executives (with appropriate adjustments due to title and salary); (iii) in the case of Messrs. Bayless, Nickel and Dowell, a PIU grant, which was immediately vested; (iv) eligibility to receive an outperformance award subject to the terms and conditions of our 2004 Outperformance Bonus Program; and (v) participation in other employee benefit plans applicable generally to our senior executives.

Under the terms of the respective employment agreements, as of the consummation of our IPO, Messrs. Bayless, Nickel and Dowell were issued 48,400, 29,040 and 10,890 PIUs, respectively, valued at \$847,000, \$508,200 and \$190,575, respectively, based on the value of the common stock at the time of the IPO. These PIUs represent a 0.40%, 0.24% and 0.09% limited partnership interests in the Operating Partnership for Messrs. Bayless, Nickel and Dowell, respectively. The PIUs are not subject to any vesting period or requirement.

Each employment agreement provides that the respective executive may terminate the agreement at any time by delivering written notice of termination to us at least 30 days prior to the effective date of such termination, in which case he will be entitled to payment of his base salary through the effective date of termination, plus all other benefits to which he has a vested right at that time. Additionally, each employment agreement provides that he may terminate the agreement for good reason, which is defined in the employment agreement, in general, as any substantial change in the nature of his employment by us without his express written consent; the requirement that he be based at a location at least 50 miles further than from his current principal location of employment; any failure by us to obtain a satisfactory agreement from any successor to assume the terms of the employment agreement; and a breach by us of any material provision of the employment agreement.

The employment agreements provide that, if we terminate an executive's employment without cause or by executive terminates the employment agreement for good reason (each as defined in the applicable employment agreement), the executive will be entitled to the following payments and benefits, subject to his execution and non-revocation of a general release of claims: (i) a cash payment equal to 299% for Mr. Bayless, 200% for Mr. Nickel and 100% for Messrs. Dowell and Hopke, in each case times the sum of his then-current annual base salary plus the average annual bonus paid or payable in respect of the last prior three years, payable over the remaining term of his non-competition agreement; (ii) his prorated annual bonus for the year in which the termination occurs; and (iii) health benefits for the remaining term of his non-competition agreement following the executive's termination of employment at the same cost to the executive as in effect immediately preceding such termination, subject to reduction to the extent that the executive receives comparable benefits from a subsequent employer. Additionally, the employment agreements provide for excise tax equalization payments.

Non-Competition Agreements

We have entered into non-competition agreements with Messrs. Bayless, Nickel, Dowell and Hopke, which survive the termination of the executive's employment for two years, unless his employment is terminated by us without cause, by the executive with good reason or by the executive for any reason prior to the first anniversary of a change in control of us, in which case the agreement will survive for one year after his termination. Pursuant to each agreement, each of Messrs. Bayless, Nickel, Dowell and Hopke agreed not to (i) conduct, directly or indirectly, any business involving the development, acquisition, sale or management of facilities whose primary function and purpose is

student housing and/or the provision of third party student housing services to providers of student housing, whether such business is conducted by them individually or as principal, partner, officer, director, consultant, employee, stockholder or manager of any person, partnership, corporation, limited liability company or any other entity; or (ii) own interests in student housing properties that are competitive, directly or indirectly, with any business carried on by us or our successors, subsidiaries and affiliates. In addition, the members of our senior management who are receiving grants of our common stock as well as any other employees receiving grants of or options for our common stock will be required to execute a Restricted Stock Grant Notice or similar notice, which

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will include substantially similar non-competition provisions. The executive agreed to comply with all obligations under the non-competition agreement and further agreed that the non-competition agreement will survive any termination of the respective employment agreement or the executive's employment, or subsequent service relationship with us, if any.

Indemnification Agreements

We have entered into indemnification agreements with each of our executive officers and directors, which are described below.

If a director or executive officer is a party or is threatened to be made a party to any proceeding, other than a proceeding by or in the right of us, by reason of such director's or executive officer's status as a director, officer or employee of us, we must indemnify such director or executive officer for all expenses and liabilities actually and reasonably incurred by him or her, or on his or her behalf, unless it has been established that:

the act or omission of the director or executive officer was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty;

the director or executive officer actually received an improper personal benefit in money, property or other services; or

with respect to any criminal action or proceeding, the director or executive officer had reasonable cause to believe that his or her conduct was unlawful.

If a director or executive officer is a party or is threatened to be made a party to any proceeding by or in the right of us to procure a judgment in our favor by reason of such director's or executive officer's status as a director, officer or employee of us, we must indemnify such director or executive officer for all expenses and liabilities actually and reasonably incurred by him or her, or on his or her behalf, unless it has been established that:

the act or omission of the director or executive officer was material to the matter giving rise to the proceeding and was committed in bad faith or was the result of active and deliberate dishonesty; or

the director or executive officer actually received an improper personal benefit in money, property or other services;

provided, however, that we will have no obligation to indemnify such director or executive officer for all expenses and liabilities actually and reasonably incurred by him or her, or on his or her behalf, if it has been adjudged that such director or executive officer is liable to us with respect to such proceeding.

Upon application of a director or executive officer to a court of appropriate jurisdiction, the court may order indemnification of such director or executive officer if:

the court determines that such director or executive officer is entitled to indemnification under the applicable section of the laws of the state of Maryland or Maryland law (which includes without limitation, Maryland General Corporation Law, as amended), in which case the director or executive officer shall be entitled to recover from us the expenses of securing such indemnification; or

the court determines that such director or executive officer is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not the director or executive officer has met the standards of conduct set forth in the applicable section of Maryland law or has been adjudged liable for receipt of an improper personal benefit under the applicable section of Maryland law; provided, however, that

our indemnification obligations to such director or executive officer will be limited to the expenses actually and reasonably incurred by him or her, or on his or her behalf, in connection with any proceeding by or in the right of our Company or in

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which the officer or director shall have been adjudged liable for receipt of an improper personal benefit under the applicable section of Maryland law.

Notwithstanding, and without limiting, any other provisions of the agreements, if a director or executive officer is a party or is threatened to be made a party to any proceeding by reason of such director's or executive officer's status as a director, officer or employee, and such director or executive officer is successful, on the merits or otherwise, as to one or more but less than all claims, issues or matters in such proceeding, we must indemnify such director or executive officer for all expenses actually and reasonably incurred by him or her, or on his or her behalf, in connection with each successfully resolved claim, issue or matter, including any claim, issue or matter in such a proceeding that is terminated by dismissal, with or without prejudice.

We must pay all indemnifiable expenses in advance of the final disposition of any proceeding if the director or executive officer furnishes us with a written affirmation of the director's or executive officer's good faith belief that the standard of conduct necessary for indemnification by us has been met and a written undertaking to reimburse us if a court of competent jurisdiction determines that the director or executive officer is not entitled to indemnification.

We must pay all indemnifiable expenses to the director or executive officer within 20 calendar days following the date the director or executive officer submits proof of the expenses to us.

Insofar as indemnification for liabilities arising under the Securities Act, may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Equity Compensation Plan Information

We have adopted the 2004 incentive award plan, which provides for the grant to our and our affiliates' selected employees and directors of stock options, PIUs, restricted stock units, restricted stock and other stock-based incentive awards. We have reserved a total of 1,210,000 shares of common stock for issuance pursuant to this plan, subject to certain adjustments for changes in our capital structure. As of December 31, 2004, the total units and shares issued under this plan were as follows:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity Compensation Plans Approved by Security Holders (2)	7,145 (1)	\$0	1,202,855
Equity Compensation Plans Not Approved by Security Holders	n/a	n/a	n/a

- (1) Consists of restricted stock units granted to non-employee directors other than Mr. Rechler in connection with our IPO.
- (2) Does not include 121,000 PIUs and 367,682 common stock awards in the form of an outperformance bonus plan. Upon the occurrence of certain events or the achievement of certain performance measures, these awards will be paid to the recipients in either stock or cash, at the discretion of the compensation committee of the

board of directors. If these awards were included in the above table, as of December 31, 2004 we would have 714,173 shares available for future issuance under the 2004 incentive award plan.

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Compensation Committee Interlocks and Insider Participation

None of our executive officers serve as a member of the board of directors or compensation committee of any entity that has an executive officer serving as a member of our board of directors or compensation committee.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Prior to the Formation Transactions, most of the interests in our off-campus properties were owned by RAP SHP, which was wholly-owned by Reckson Asset Partners, LLC (RAP), which is owned indirectly by Reckson Associates Realty Corp. (Reckson) and Reckson Strategic Ventures Partnership, LLC (RSVP). RSVP owned a 67% interest in RAP and, prior to the IPO, was our sole stockholder. Scott Rechler is a member of our board of directors and also the Chief Executive Officer and President of Reckson and the Chief Executive Officer and sole director of FrontLine Capital Group. We understand that FrontLine is the indirect parent of RSVP and Reckson is the indirect non-controlling minority owner of RAP and the largest creditor of FrontLine. In 2002, FrontLine filed for protection from creditors under the federal bankruptcy laws. In connection with the IPO and the Formation Transactions, the former owners of our properties received material benefits, including:

RAP received a cash payment of approximately \$78.5 million for the redemption of its interests in RAP SHP. Additionally, RAP received a final working capital distribution from cash on hand of \$1.5 million and \$0.2 million in budgeted development fees relating to the construction properties to be paid from the remaining construction budgets.

RAP SHP and an affiliate of RSVP distributed their interests in the entities owning The Village at Riverside to an affiliate of RAP and RSVP, and RAP SHP maintained its guaranty of certain contingent obligations of RAP and RSVP under the non-recourse indebtedness encumbering this property. Subsequent to the IPO, the property was foreclosed upon by the lender.

RAP SHP distributed to entities affiliated with RSVP, RAP and other persons certain assets that we considered to be unrelated to its core business, including a fee title to a parcel of commercially-zoned land that is adjacent to the University Village at San Bernardino and interests in entities that previously developed a residential condominium project adjacent to University Village at Boulder Creek and that currently own one remaining condominium unit in that project.

RAP and RSVP were entitled to \$0.4 million, which was paid in February 2005, of savings in the budgeted completion cost of our three owned off-campus construction properties that were completed in Fall 2004, as well as \$0.9 million, which was paid in November 2004, of insurance proceeds that we received with respect to the fire at University Village at Fresno. Additionally, upon completion of the construction at University Village at TU, RAP was entitled to receive \$0.5 million relating to a construction guarantee fee, which was paid from the remaining construction budget in September 2004.

RSVP granted us an option to acquire its indirect 23% ownership interest in Dobie Center at a price based on a \$52.0 million valuation of the property less the then outstanding debt. The option expires in August 2008 but may expire earlier if title to Dobie Center is transferred to a third party.

Reckson and RSVP, through their respective ownership interests in RAP, were entitled to participate in the benefits realized by RAP described above.

We agreed to nominate Mr. Rechler to be a director of our board of directors at our next two annual meetings, subject to his consent and eligibility to serve. Mr. Rechler agreed to waive receipt of any director

compensation until such time as he was reelected by our stockholders, which occurred in May 2005.

One of our indirect wholly owned subsidiaries provides customary property management services to Dobie Center and serves as exclusive leasing agent for the commercial space at the property. An indirect subsidiary of

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RSVP owns a 23% interest in this property. The agreement expires on May 31, 2008, after which time the agreement renews on a month to month basis. The fee payable for managing the property is 3% of gross receipts from the operation of property, calculated on cumulative annualized basis (6% for supervision and coordination of restoration activities following a casualty and major rehabilitation/renovation of the property). In addition, the property manager earns a commission equal to 4% of base rents payable under each commercial lease (6% if a co-broker is involved) for acting as exclusive leasing agent for commercial space. We received \$146,000 under this agreement from the closing of the IPO until December 31, 2004 and \$80,000 during the first quarter of 2005.

This wholly owned subsidiary also provides customary property management services to The Village at Riverside, which was owned by an affiliate of RAP and RSVP, and subsequent to the IPO the property was foreclosed upon by the lender. The fee received for managing the property from the closing of the IPO until foreclosure was not material. We continue to manage the property for the lender.

Upon the completion of the IPO, our then executive officers and certain members of senior management received 121,000 PIUs in our Operating Partnership, representing approximately a 1% limited partnership interest in the Operating Partnership. PIUs are a special class of partnership interests in the Operating Partnership. Each PIU awarded is deemed equivalent to an award of one share of our common stock under our 2004 incentive award plan, reducing availability for other equity awards on a one-for-one basis. PIUs are automatically convertible into an equal number of common units of the Operating Partnership once the holders of the outstanding PIUs achieve full parity with common units on account of certain book-up events. The consummation of this Offering will constitute a book-up event.

Certain of our key executive officers had, through ownership of a separate entity, a promoted ownership interest in us. This promoted interest ceased upon the consummation of our IPO.

POLICIES WITH RESPECT TO CERTAIN ACTIVITIES

The following is a discussion of certain of our investment, financing and other policies. These policies have been adopted by our board of directors and, in general, may be amended or revised from time to time by our board of directors without a vote of our stockholders.

Investment Policies

Investment in Real Estate or Interests in Real Estate

We conduct all of our investment activities through our Operating Partnership and its affiliates. Our investment objectives are to provide quarterly cash distributions and achieve long-term capital appreciation through increases in our value. We have not established a specific policy regarding the relative priority of these investment objectives. For a discussion of the properties and our acquisition and other strategic objectives, see *Business and Properties* and *Strategy for Growth*.

We intend to pursue our investment objectives primarily through the ownership by our Operating Partnership of the properties and other acquired properties and assets. We currently intend to invest primarily in developments of student housing and acquisitions of existing improved properties or properties in need of redevelopment and acquisitions of land which we believe has development potential for student housing. Future investment or development activities will not be limited to any geographic area, product type or to a specified percentage of our assets. While we may diversify in terms of property locations, size and market, we do not have any limit on the amount or percentage of our

assets that may be invested in any one property or any one geographic area. We intend to engage in such future investment or development activities in a manner that is consistent with the maintenance of our status as a REIT for federal income tax purposes. In addition, we may purchase or lease income-producing commercial and other types of properties for long-term investment, expand and improve the properties we presently own or other acquired properties, or sell such properties, in whole or in part, when circumstances warrant.

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We may also participate with third parties in property ownership, through joint ventures or other types of co-ownership. These types of investments may permit us to own interests in larger assets without unduly restricting our diversification and, therefore, provide us with flexibility in structuring our portfolio. We will not, however, enter into a joint venture or other partnership arrangement to make an investment that would not otherwise meet our investment policies.

Equity investments in acquired properties may be subject to existing mortgage financing and other indebtedness or to new indebtedness, which may be in acquired properties incurred in connection with acquiring or refinancing these investments. Debt service on such financing or indebtedness will have a priority over any distributions with respect to our common stock. We may in the future acquire some, all or substantially all of the securities or assets of other REITs or similar entities where that investment would be consistent with our investment policies. Subject to the limitations imposed by such other REITs on the ownership of their stock and to the requirement that we satisfy the asset tests described in *Federal Income Tax Considerations Taxable REIT Subsidiaries Asset Tests*, there are no limitations on the amount or percentage of our total assets that may be invested in any one issuer. However, we do not anticipate investing in other issuers of securities for the purpose of exercising control or acquiring any investments primarily for sale in the ordinary course of business or holding any investments with a view to making short-term profits from their sale. In any event, we do not intend that our investments in securities will require us to register as an investment company under the Investment Company Act, and we intend to divest securities before any registration would be required.

Investments in Real Estate Mortgages

While our current portfolio consists of, and our business objectives emphasize, equity investments in real estate, we may, at the discretion of our board of directors, invest in mortgages and other types of real estate interests consistent with our qualification as a REIT. We do not presently intend to invest in mortgages or deeds of trust, but may invest in participating or convertible mortgages if we conclude that we may benefit from the gross revenues or any appreciation in value of the property. Investments in real estate mortgages run the risk that one or more borrowers may default under certain mortgages and that the collateral securing certain mortgages may not be sufficient to enable us to recoup our full investment.

Securities of or Interests in Persons Primarily Engaged in Real Estate Activities and Other Issuers

Subject to the percentage of ownership limitations and gross income tests necessary for REIT qualification, we may invest in securities of other REITs, other entities engaged in real estate activities or securities of other issuers, including for the purpose of exercising control over such entities.

Dispositions

We may dispose of any of a property if, based upon management's periodic review of our portfolio, our board of directors determines that such action would be in the best interest of our stockholders. For example, we may seek to enter into tax-efficient joint ventures in our stabilized properties with third party investors to raise low-cost equity capital that we can reinvest in properties with higher growth potential. Any decision to dispose of a property will be made by our board of directors.

Financing Policies

We presently intend to maintain a ratio of our consolidated total indebtedness-to-total market capitalization of 50% or less (excluding indebtedness encumbering our on-campus participating properties or properties that we subsequently develop or acquire that have similar ownership structures). For purposes of this calculation, our indebtedness does not include the indebtedness encumbering our on-campus participating properties or properties that we subsequently develop or acquire that have similar ownership structures. Our total market capitalization is defined as the sum of the market value of our outstanding common stock and preferred stock (which may decrease, thereby increasing our debt to total capitalization ratio), including shares of restricted stock or restricted stock units that we may issue to our employees and directors under our 2004 incentive award plan, plus the aggregate value of Operating Partnership units not owned by us, plus the book value of our total consolidated indebtedness (excluding

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indebtedness encumbering our on-campus participating properties or properties that we subsequently develop or acquire that have similar ownership structures). Since this ratio is based, in part, upon market values of equity, it will fluctuate with changes in the price of our common stock; however, we believe that this ratio provides an appropriate indication of leverage for a company whose assets are primarily real estate. We expect that our ratio of debt-to-total market capitalization upon consummation of this Offering will be approximately % (% if the underwriters overallotment option is exercised in full). Our charter and bylaws do not limit the amount or percentage of indebtedness that we may incur. Our board of directors may from time to time modify our debt policy in light of then-current economic conditions, relative costs of debt and equity capital, market values of our properties, general conditions in the market for debt and equity securities, fluctuations in the market price of our common stock, growth and acquisition opportunities and other factors. Accordingly, we may increase or decrease our ratio of debt-to-total market capitalization beyond the limits described above. If these policies were changed, we could become more highly leveraged, resulting in an increased risk of default on our obligations and a related increase in debt service requirements that could adversely affect our financial condition and results of operations an