

Campus Crest Communities, Inc.

Form S-11/A

October 12, 2010

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**As filed with the Securities and Exchange Commission on October 12, 2010**  
**Registration Statement No. 333-166834**

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

**Amendment No. 8**  
**to**  
**Form S-11**  
**FOR REGISTRATION**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES**

**CAMPUS CREST COMMUNITIES, INC.**  
*(Exact Name of Registrant as Specified in Governing Instruments)*

**2100 Rexford Road, Suite 414**  
**Charlotte, NC 28211**  
**(704) 496-2500**

*(Address, Including Zip Code and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)*

**Ted W. Rollins**  
**Chief Executive Officer**  
**2100 Rexford Road, Suite 414**  
**Charlotte, NC 28211**  
**(704) 496-2500**

*(Name, Address, Including Zip Code and Telephone Number, Including Area Code, of Agent for Service)*

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the Securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

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 for 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, check the following box.

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

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

**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, or until the Registration Statement shall become effective on such date as the 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. This prospectus is not an offer to sell these 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 October 12, 2010**

**PROSPECTUS**

**28,333,333 Shares**

**Campus Crest Communities, Inc.**

**Common Stock**

*Campus Crest Communities, Inc. is a self-managed, self-administered and vertically-integrated developer, builder, owner and manager of high-quality, purpose-built student housing. Prior to this offering, our business was conducted through Campus Crest Group, LLC, which is wholly-owned and controlled by Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, and certain members of their families. Upon completion of this offering and our formation transactions, we will own interests in 27 student housing properties containing approximately 13,580 beds.*

*This is our initial public offering. We are offering 28,333,333 shares of our common stock, \$0.01 par value per share. We expect the initial public offering price of our common stock to be between \$12.50 and \$14.50 per share. Currently, no public market exists for our common stock. Our common stock has been approved for listing on the New York Stock Exchange under the symbol CCG, subject to official notice of issuance.*

*We are organized as a Maryland corporation and intend to elect and qualify to be taxed as a real estate investment trust for U.S. federal income tax purposes commencing with our taxable year ending December 31, 2010. Subject to certain exceptions described in this prospectus, upon completion of this offering, our charter will provide that no person may own, or be deemed to own, more than 9.8% by vote or value, whichever is more restrictive, of either our outstanding common stock or our outstanding capital stock in the aggregate.*

**Investing in our common stock involves significant risks. You should read the section entitled Risk Factors beginning on page 25 of this prospectus for a discussion of the risks that you should consider before investing in our common stock.**

	<b>Per Share</b>	<b>Total</b>
Public offering price	\$	\$
Underwriting discount <sup>(1)</sup>	\$	\$
Proceeds, before expenses, to us	\$	\$

- (1) Excludes a fee for services rendered in connection with various financing and purchase and sale arrangements payable to Raymond James & Associates, Inc. of \$1.5 million. See Underwriting.

*The underwriters may purchase up to an additional 4,250,000 shares of our common stock from us at the initial public offering price, less the underwriting discount, within 30 days from the date of this prospectus to cover overallocments, if any.*

**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.**

*The underwriters expect to deliver the common stock on or before October , 2010.*

**Raymond James                      Citi                      Goldman, Sachs & Co.      Barclays Capital      RBC Capital Markets**

**Baird**

**The date of this prospectus is October , 2010**

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You should rely only on the information contained in this prospectus or in any free writing prospectus prepared by us. We have not, and the underwriters have not, authorized anyone to provide you with any additional or different information. If anyone provides you with additional or different information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus or such other date as specified herein. Our business, financial condition, liquidity, funds from operations, or FFO, results of operations and prospects may have changed since such dates.

Unless the context otherwise requires, references to company, we, us and our refer to (i) Campus Crest Communities Inc., a Maryland corporation, and its consolidated subsidiaries, including Campus Crest Communities Operating Partnership, LP, a Delaware limited partnership, through which we will conduct substantially all of our business,

which we refer to as our operating partnership, except where it is clear from the context that the term means only the



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issuer of the common stock offered hereby, Campus Crest Communities, Inc., and (ii) with respect to the period prior to the completion of this offering, the business of our predecessor entities through which Campus Crest Group, LLC, a North Carolina limited liability company, or Campus Crest Group, carried out the development, construction, ownership and management of the properties that we will own interests in upon completion of this offering and our formation transactions; references to predecessor entities refer to one or more of the joint venture arrangements that owned our properties and the entities through which Campus Crest Group carried out our business; references to MXT Capital refer to MXT Capital, LLC, a Delaware limited liability company, which is wholly-owned and controlled by Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, and certain members of their families, and is the sole owner of Campus Crest Group; references to the Ricker Group refer to Carl H. Ricker, Jr. and the vehicles through which Mr. Ricker or an affiliated party held interests in our predecessor entities; references to HSRE refer to Harrison Street Real Estate Capital and its affiliates that held interests in our predecessor entities; references to Encore refer to Encore Interests, Inc., a Delaware corporation; references to CC-Encore refer to CC-Encore, LLC, a Delaware limited liability company; references to common stock refer to shares of common stock, \$0.01 par value per share, in Campus Crest Communities, Inc.; and references to OP units refer to limited partnership units in our operating partnership that are exchangeable, subsequent to the one-year anniversary of the completion of this offering, for cash or, at our option, common stock on a one-for-one basis. Unless otherwise indicated, the information contained in this prospectus assumes that (a) the common stock to be sold in this offering is sold at \$13.50 per share, the mid-point of the price range set forth on the cover page of this prospectus, and (b) the underwriters overallotment option is not exercised.

**Industry and Market Data**

We use market data, industry forecasts and projections throughout this prospectus. We have obtained portions of this information from a market study prepared for us by Michael Gallis & Associates, or MGA, a North Carolina-based strategic planning and design firm, in connection with this offering. The forecasts and projections are based on MGA's experience and data published by the U.S. Department of Education and other sources, and there is no assurance that any of the projections will be accurate. We believe that the study is reliable, but we have not independently verified the information in the study nor have we ascertained any underlying assumptions relied upon therein. While we are not aware of any misstatements regarding the industry data presented herein, estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors.

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**PROSPECTUS SUMMARY**

*This summary highlights selected information appearing elsewhere in this prospectus. This prospectus includes information regarding our business and detailed financial data, as well as information about the common stock we are offering. You should read this prospectus in its entirety, including Risk Factors and the financial statements and related notes appearing elsewhere in this prospectus, before deciding to purchase our common stock.*

**Our Company**

Campus Crest Communities, Inc. is a self-managed, self-administered and vertically-integrated developer, builder, owner and manager of high-quality, purpose-built student housing. Prior to this offering, our business was conducted through Campus Crest Group, which is wholly-owned and controlled by Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, and certain members of their families. We intend to elect and qualify to be taxed as a real estate investment trust, or REIT, for U.S. federal income tax purposes commencing with our taxable year ending December 31, 2010.

We believe that we are one of the largest vertically-integrated developers, builders, owners and managers of high-quality, purpose-built student housing properties in the United States based on beds owned and under management. Upon completion of this offering and our formation transactions, we will own interests in 27 student housing properties containing approximately 5,048 apartment units and 13,580 beds. All of our properties are recently built, with an average age of approximately 2.2 years as of August 31, 2010. Twenty-one of our properties will be wholly-owned and six will be owned through a joint venture with HSRE, in which we will own a 49.9% interest. We recently completed construction of three of our joint venture properties, each of which commenced operations in August 2010.

Our 21 wholly-owned properties contain approximately:

3,920 apartment units; and

10,528 beds.

Our six joint venture properties contain approximately:

1,128 apartment units; and

3,052 beds.

As of September 15, 2010, our 27 properties had:

average occupancy of approximately 90%; and

average monthly rental revenue per occupied bed of approximately \$467.

We were formed to continue and expand the student housing business of Campus Crest Group, which has been engaged in this business since 2004. Our properties are located in 11 states, primarily in medium-sized college and university markets, which we define as markets located outside of major U.S. cities that have nearby schools generally with overall enrollment of approximately 8,000 to 20,000 students. We believe such markets are underserved and are

generally experiencing enrollment growth. All of our properties have been developed, built and managed by Campus Crest Group, generally based upon a common prototypical building design. We believe that our use of this prototypical building design, which we have built approximately 410 times at our 27 student housing properties (approximately 15 of such residential buildings comprise one student housing property), allows us to efficiently deliver a uniform and proven student housing product in multiple markets. All of our properties operate under *The Grove*®

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brand, and we believe that our brand and the associated lifestyle are effective differentiators that create higher visibility and appeal for our properties within their markets.

In addition to our existing properties, we actively seek new development opportunities. We expect that, subject to completion of this offering, we will commence building seven new student housing properties, four of which are expected to be wholly-owned by us and three of which are expected to be owned by a new joint venture with HSRE in which we expect to own a 20% interest. We are currently targeting completion of these seven properties for the 2011-2012 academic year. For each of these projects, we have conducted significant pre-development activities and are in the process of obtaining the necessary zoning and site plan approvals. In total, we have identified over 200 markets and approximately 80 specific sites within these markets as potential future development opportunities, and our current business plan contemplates the development of approximately five to seven new student housing properties per year. No assurance can be given that we will not adjust our business plan as it relates to development, or that any particular development opportunity will be undertaken or completed in accordance with our current expectations.

We are led by our co-founders Ted W. Rollins and Michael S. Hartnett, each of whom has over 25 years of real estate investment and operating experience, including the development, construction and management of over 13,000 student housing beds. They are supported by over 500 full and part time employees who carry out our development, construction, property management and asset management activities.

Our principal executive offices are located at 2100 Rexford Road, Suite 414, Charlotte, NC 28211. Our telephone number is (704) 496-2500. Our website is located at [www.gogrove.com](http://www.gogrove.com). The information on our website is not part of this prospectus. We have included our website address only as an inactive textual reference and do not intend this to be an active link to our website.

## **Market Opportunity**

We believe that attractive investment opportunities exist in the student housing market due to various factors impacting the supply, demand and profit potential of this market in the United States. These factors include:

*Significant and Sustainable Growth in College Enrollments.* Based on information from the National Center for Education Statistics and the U.S. Census Bureau, college enrollments are projected to grow at a faster rate than the overall population through 2017. This growth is expected to be driven primarily by: (i) the significant growth of the college-aged population in the U.S. fueled by the Echo Boom generation (*i.e.*, the children of the Baby Boomers); (ii) an increase in the percentage of graduating high school students choosing to enroll in college; and (iii) a trend toward longer college enrollments.

*Outsourcing Pressure Due to Institutional Budgetary Constraints.* We believe that budget shortfalls and funding constraints at colleges and universities have reduced the availability of capital to build new student housing supply commensurate with enrollment increases. Thus, colleges and universities are increasingly relying on private developers to offer on-campus and off-campus student housing options to support enrollment growth.

*Obsolescence of Existing Dormitory-Style Student Housing.* Increasingly, on-campus, dormitory-style student housing facilities are becoming obsolete and are in need of significant renovation or replacement. Traditional dormitory-style housing typically consists of shared rooms, communal bathroom facilities and limited (if any) amenities and parking. We believe that such facilities do not meet the needs and preferences of modern-day college students,

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who generally have a higher standard of living and an increased focus on privacy, amenities and other lifestyle considerations than previous generations of students.

*Highly Fragmented Ownership with Diminishing Competition and Costs.* The student housing industry is highly fragmented, which provides opportunities for consolidation. Moreover, the recent economic environment has reduced the availability of construction financing, which has restricted the number of new competitors entering the industry and created opportunities for well-capitalized firms specializing in student housing. Meanwhile, as competition has become constrained, excess capacity in the residential and commercial construction markets has lowered material and labor costs for firms able to access capital for new projects.

*Availability of Attractive, Long-Term Financing through Freddie Mac and Fannie Mae.* Despite tightening credit markets, stabilized student housing properties continue generally to have access to long-term debt financing through Federal Home Loan Mortgage Corporation, or Freddie Mac, and Federal National Mortgage Association, or Fannie Mae.

## **Our Competitive Strengths**

We believe that we distinguish ourselves from other developers, builders, owners and managers of student housing properties through the following competitive strengths:

*Experienced Management Team with Demonstrated Track Record.* Our management team is led by Messrs. Rollins and Hartnett, each of whom has over 25 years of real estate investment, advisory and management experience. Our management team has overseen the financing, development, construction and management of all of our student housing properties with an aggregate cost of approximately \$500 million.

*Modern, Well-Located Portfolio.* The average age of our student housing properties is approximately 2.2 years as of August 31, 2010, and all of our properties are located in close proximity to the campuses of the schools from which they draw student-tenants, with an average distance to campus of approximately 0.6 miles.

*Attractive, Branded Properties.* All of our properties operate under *The Grove*<sup>®</sup> brand, and all of our properties feature private bedrooms with en suite bathrooms, full furnishings, state-of-the-art technology, ample parking, and a broad array of other on-site amenities, such as resort-style swimming pools, basketball and volleyball courts, and community clubhouses with regularly planned social activities. We strive to offer not just an apartment but an entire lifestyle and community experience designed to appeal to the modern-day college student.

*Proven and Scalable Business Model.* We believe that our vertically-integrated business model enables us to deliver properties economically while maintaining consistency in our building design, construction quality and amenity package. We continue to refine our processes and systems in an effort to reduce costs and improve quality, having overseen the construction of the same prototypical residential building approximately 410 times during the last six years.

*Focus on Underserved College Markets.* We generally focus on medium-sized college and university markets. While total enrollments in these markets are generally lower than enrollments in larger educational markets, we believe that the overall market dynamics are often more favorable (*e.g.*, higher enrollment growth rates and fewer purpose-built student housing competitors).

*Conservative Capitalization.* Upon completion of this offering, application of the net proceeds therefrom and our formation transactions, our debt to total market capitalization ratio will be approximately 16.9%, which we believe will provide us with incremental financing capacity to fund identified future growth opportunities. In addition, we

have entered into a credit agreement with Citibank, N.A. and certain other parties thereto relating to a three-year, \$125 million senior secured revolving credit facility, or our revolving credit facility, which will become effective immediately upon completion of this offering and

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satisfaction of customary loan closing conditions. This facility may be used for general corporate purposes, payment of distributions and to finance, among other things, identified future growth opportunities, including the seven properties that we expect to commence building upon completion of this offering, four of which are expected to be wholly-owned by us and three of which are expected to be owned by a new joint venture that we expect to establish with HSRE and in which we expect to own a 20% interest. Our ability to borrow under our revolving credit facility will be subject to the terms and conditions of our credit agreement, including those relating to the facility's borrowing base. See Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Principal Capital Resources.

## **Our Business and Growth Strategies**

Our objective is to maximize total returns to our stockholders through the pursuit of the following business and growth strategies:

*Utilize Our Vertically-Integrated Platform.* Our vertically-integrated platform performs each key function in the student housing value chain: project development, project construction, property management and asset management. We believe that the ongoing feedback and accountability facilitated by our vertically-integrated platform allow us to improve efficiency, reduce costs, control project timing and enhance the overall quality of our properties.

*Target Attractive Markets.* We utilize a proprietary underwriting model with over 60 inputs to evaluate the relative attractiveness of each potential development market. We generally focus on markets that exceed certain student enrollment thresholds and exhibit favorable student housing supply-demand dynamics. Our due diligence process is designed to identify markets in which we can operate successfully.

*Optimize Our Properties and Brand Value.* We employ a consistent set of operating principles across our properties in order to optimize the student lifestyle experience and enhance the value and recognition of our brand. We believe that our focus on enhancing student lifestyle and promoting a sense of community at our properties drives improved occupancy and allows us to charge premium rents.

*Development Growth.* We believe that our vertically-integrated platform generally allows us to generate more favorable returns by developing new properties versus acquiring existing properties from third parties, and we therefore anticipate that in-house development will remain the primary driver of our growth. Our current business plan contemplates the development of approximately five to seven new student housing properties per year from our identified pipeline of opportunities, including the seven properties that we expect to commence building upon completion of this offering.

*Acquisition Growth.* We may also seek to grow by selectively acquiring student housing properties from third parties. Generally, we anticipate that any properties acquired from third parties would meet our investment criteria for development properties and fit into our overall strategy in terms of property quality, proximity to campus, bed-bath parity, availability of amenities and return on investment.

## **Summary Risk Factors**

An investment in our common stock involves various risks. You should carefully consider the matters discussed in Risk Factors beginning on page 25 of this prospectus before making a decision to invest in our common stock. Some of the risks include the following:

Developing properties will expose us to additional risks beyond those associated with owning and operating student housing properties, and could materially and adversely affect us.





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Adverse economic conditions and dislocation in the credit markets have had a material and adverse effect on us and may continue to materially and adversely affect us.

We rely on our relationships with the colleges and universities from which our properties draw student-tenants and the policies and reputations of these schools; any deterioration in our relationships with such schools or changes in the schools' admissions or residency policies or reputations could materially and adversely affect us.

Our results of operations are subject to risks inherent in the student housing industry, such as an annual leasing cycle and limited leasing period, which could materially and adversely affect us.

Competition from other student housing properties, including on-campus housing and traditional multi-family housing located in close proximity to the colleges and universities from which we draw student-tenants, may reduce the demand for our properties, which could materially and adversely affect us.

Our success depends on key personnel whose continued service is not guaranteed, and their departure could materially and adversely affect us.

The current economic environment could reduce enrollments and limit the demand for our properties, which could materially and adversely affect us.

In each of the past five fiscal years, we have experienced significant net losses; if this trend continues, we could be materially and adversely affected.

If we are unable to acquire properties on favorable terms, our future growth could be materially and adversely affected.

Our strategy of investing in properties located in medium-sized college and university markets may not be successful, which could materially and adversely affect us.

Our indebtedness exposes us to a risk of default and will reduce our free cash flow, which could materially and adversely affect us.

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

Our management team has not previously operated a REIT, and this inexperience could materially and adversely affect us.

Our performance and the value of our properties are subject to risks associated with real estate and with the real estate industry, which could materially and adversely affect us.

Provisions of our charter allow our board of directors to authorize the issuance of additional securities, which may limit the ability of a third party to acquire control of us through a transaction that our stockholders believe to be in their best interest.

Provisions of Maryland law may limit the ability of a third party to acquire control of us, which, in turn, may negatively affect our stockholders' ability to realize a premium over the market price of our common stock.



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The ownership limitations in our charter may restrict or prevent you from engaging in certain transfers of our common stock, which may delay or prevent a change in control of us that our stockholders believe to be in their best interest.

We may not be able to make our initial distributions or maintain our initial, or any subsequent, distribution rate.

A public market for our common stock may never develop and your ability to sell your shares of our common stock may be limited.

Common stock eligible for future sale may adversely affect the market price of our common stock.

Future offerings of debt or equity securities ranking senior to our common stock may limit our operating and financial flexibility and may adversely affect the market price of our common stock.

We have not obtained appraisals of our properties in connection with this offering and the price we pay to our existing investors for their interests in our predecessor entities may exceed our properties' market value.

Our failure to qualify or remain qualified as a REIT could have a material and adverse effect on us and the market price of our common stock.

To qualify and remain qualified as a REIT, we will likely rely on the availability of equity and debt capital to fund our business.

Complying with REIT requirements may cause us to forgo otherwise attractive investment opportunities, which could materially and adversely affect us.

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The following table presents certain summary information about the 21 properties that we will own 100% interests in and the six joint venture properties that we will own 49.9% interests in upon completion of this offering and our formation transactions. All properties were developed and built by us.

				Fall 2009	Distance to	Number	Number	Occupancy as of	Average Monthly Rent per Room
	State	Year Opened	Primary University Served	Overall Enrollment	Campus (miles)	of Units	of Beds	September 15, 2010 <sup>(1)</sup>	Occupancy Rate
<b>Wholly-Owned Properties</b>									
Asheville	NC	2005	University of NC - Asheville	3,695	0.1	154	448	88%	\$
Collton	GA	2006	University of West Georgia	11,500	0.1	168	492	92%	\$
Cruces	NM	2006	New Mexico State University	18,497	0.4	168	492	83%	\$
Edgeville	GA	2006	Georgia College & State University	6,633	0.1	168	492	99%	\$
Abilene	TX	2007	Abilene Christian University	4,838	0.5	192	504	87%	\$
Wenatchee	WA	2007	Central Washington University	10,187	0.5	192	504	96% <sup>(2)</sup>	\$
Fort Collins	CO	2007	University of Northern Colorado	12,711	1.0	192	504	98%	\$
Jacksonville	AL	2007	Jacksonville State University	9,351	0.2	192	504	81%	\$
Mobile Phase I <sup>(3)</sup>	AL	2007	University of South Alabama	14,522	On- Campus	192	504	100%	\$
Mobile Phase II <sup>(3)</sup>	AL	2008	University of South Alabama	14,522	On- Campus	192	504	100%	\$
Waco	TX	2007	Stephen F. Austin State University	12,845	0.4	196	522	100%	\$
Wenatchee	WA	2008	Eastern Washington University	11,302	0.5	192	512	71% <sup>(2)</sup>	\$
Little Rock	AR	2008	Arkansas State University	12,156	0.2	192	504	99%	\$
Waco	TX	2008	Texas Tech University	30,049	2.1	192	504	92%	\$
Waco	TX	2008	Tarleton State University	8,598	0.8	192	504	75%	\$
Waco	AL	2008	Troy University	6,679	0.4	192	514	98%	\$
Waco	TX	2008	Baylor University	14,614	0.8	192	504	83%	\$
Waco	KS	2008	Wichita State University	14,823	1.1	192	504	75%	\$
Waco	TX	2008	Midwestern State University	6,341	1.2	192	504	67%	\$
Waco	TN	2009	Middle Tennessee State University	25,188	0.8	186	504	98%	\$
Waco	TX	2009	Texas State University	30,816	1.7	192	504	100%	\$
<b>Total of Wholly-Owned Properties</b>				<b>13,327 <sup>(4)</sup></b>	<b>0.6 <sup>(4)</sup></b>	<b>3,920</b>	<b>10,528</b>	<b>90% <sup>(5)</sup></b>	<b>\$</b>



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City	State	Year Opened	Primary University Served	Fall 2009 Overall Enrollment	Distance to Campus (miles)	Number of Units	Number of Beds	Occupancy as of September 15, 2010 <sup>(1)</sup>	Average Monthly Rent Revenue Per Occupied Bed
<b>Joint Venture Properties 49.9% Ownership Interest</b>									
Lawrence	KS	2009	University of Kansas	29,242	1.6	172	500	76%	\$ 457
Moscow <sup>(3)</sup>	ID	2009	University of Idaho	11,957	0.5	192	504	89%	\$ 455
San Angelo	TX	2009	Angelo State University	6,387	0.3	192	504	84%	\$ 469
Conway	AR	2010	University of Central Arkansas	11,781	0.4	180	504	93%	\$ 441
Huntsville	TX	2010	Sam Houston State University	16,772	0.2	192	504	100%	\$ 448
Statesboro	GA	2010	Georgia Southern University	19,086	0.7	200	536	100%	\$ 447
<b>Total of Joint Venture Properties</b>				<b>15,871 <sup>(4)</sup></b>	<b>0.6 <sup>(4)</sup></b>	<b>1,128</b>	<b>3,052</b>	<b>91% <sup>(5)</sup></b>	<b>\$ 452</b>
<b>Total Properties</b>				<b>13,892 <sup>(4)</sup></b>	<b>0.6 <sup>(4)</sup></b>	<b>5,048</b>	<b>13,580</b>	<b>90% <sup>(5)</sup></b>	<b>\$ 467</b>

(1) Represents executed leases in hand for the 2010-2011 academic year.

(2) The 2010-2011 academic year commences on September 22, 2010 at the primary university served by this property; accordingly, pre-academic year leasing is still ongoing at this property.

(3) Property subject to a ground lease with an unaffiliated third-party.

(4) Average.

(5) Weighted average by number of leased beds as of September 15, 2010.

**Expected 2011 Development Properties**

Subject to completion of this offering, we expect to commence building four properties for our own account, with completion targeted for the 2011-2012 academic year. Information with respect to these expected wholly-owned developments is included in the following table:

City	State	Targeted Completion	Primary University Served	Fall 2009 Overall Enrollment	Distance to Campus (miles)	Number of Units	Number of Beds	Estimated Cost <sup>(1)</sup> (\$ in thousands)
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Port Wayne	IN	August 2011	Indiana University/ Purdue University	13,675	1.1	204	540	\$ 19,926
Clarksville	TN	August 2011	Austin Peay State University	10,188	1.3	208	560	21,202
Ames	IA	August 2011	Iowa State University	27,945	0.3	216	584	21,411
Port Collins	CO	August 2011	Colorado State University	25,413	On-Campus	224	624	25,380
<b>Total Expected 2011 Consolidated Developments</b>				<b>19,305 <sup>(2)</sup></b>	<b>0.7 <sup>(2)</sup></b>	<b>852</b>	<b>2,308</b>	<b>\$ 87,919</b>

(1) Actual costs may vary significantly from estimated costs.

(2) Average.

Subject to completion of this offering, we expect to commence building three properties, which are expected to be owned by a new joint venture that we expect to establish with HSRE and in which we expect to own a 20% interest. Although we have entered into a non-binding letter of intent with HSRE relating to this potential joint venture, we have not entered into definitive documentation, and we do not plan to commence construction of these three properties until such time as a definitive agreement is reached with HSRE. We are currently targeting

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completion of these three properties for the 2011-2012 academic year. Information with respect to these expected joint venture developments is included in the following table:

City	State	Targeted Completion	Primary University Served	Fall 2009 Overall Enrollment	Distance to Campus (miles)	Number of Units	Number of Beds	Estimated Cost <sup>(1)</sup> (\$ in thousands)
Denton	TX	August 2011	University of North Texas	36,123	0.8	216	584	\$ 24,873
Orono	ME	August 2011	University of Maine	11,867	0.5	188	620	24,278
Valdosta	GA	August 2011	Valdosta State University	12,391	1.9	216	584	21,150
<b>Total Expected 2011 Joint Venture Developments</b>				<b>20,127<sup>(2)</sup></b>	<b>1.1<sup>(2)</sup></b>	<b>620</b>	<b>1,788</b>	<b>\$ 70,301</b>

(1) Actual costs may vary significantly from estimated costs. Under certain circumstances, we expect that we will be responsible for funding the amount by which actual development costs for a project pursued by the venture exceed the budgeted development costs of such project (without any increase in our interest in the project).

(2) Average.

Development activities involve significant risks and uncertainties, including risks of delays, cost overruns and the potential expenditure of funds on projects that are not ultimately completed. No assurance can be given that these developments will be undertaken as currently expected or, if undertaken, that they will be completed in accordance with our current expectations, including those with respect to targeted completion and estimated cost. Further, if these properties are developed, there can be no assurance that we will be successful in achieving attractive occupancy levels or rental rates. Additionally, our ability to commence construction of these properties will depend upon obtaining property-specific construction financing or financing these developments through other means. For additional information, see Business and Properties Expected 2011 Development Properties.

**Our Financing Strategy**

Upon completion of this offering, application of the net proceeds therefrom and our formation transactions, we will have total consolidated indebtedness of approximately \$79.4 million (including \$18.6 million that we expect to borrow under our revolving credit facility upon completion of this offering). In addition, subject to satisfaction of customary loan closing conditions, we will have a three-year, \$125 million senior secured revolving credit facility, which will become effective immediately upon completion of this offering. Amounts outstanding under our revolving credit facility will bear interest at a floating rate equal to, at our election, the Eurodollar Rate or the Base Rate (each as defined in our revolving credit facility) plus a spread. The spread will depend upon our leverage ratio and will range from 2.75% to 3.50% for Eurodollar Rate based borrowings and from 1.75% to 2.50% for Base Rate based borrowings. Immediately upon completion of this offering, we expect to use approximately \$18.6 million borrowed under our revolving credit facility, together with a portion of the net proceeds from this offering, to repay in full our mortgage loan with Silverton Bank that is currently secured by six of our properties. In addition, we expect to use approximately \$1.6 million of our revolving credit facility to issue letters of credit relating to indebtedness secured by The Grove at Carrollton, The Grove at Mobile Phase II and The Grove at Las Cruces. We anticipate that a portion of



our revolving credit facility will be used, in conjunction with project-specific construction debt, to finance the construction of the four wholly-owned and three joint venture properties that we expect to commence building upon completion of this offering. In addition, we may fund distributions to our stockholders with borrowings under our revolving credit facility. 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 revolving credit facility will also contain covenants that will restrict our ability to pay dividends or other amounts to our stockholders unless certain financial tests are satisfied. See Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Principal Capital Resources.

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We generally intend to limit our ratio of debt to total market capitalization to not greater than 50%, although our charter places no limit on the amount of indebtedness that we may incur and we may exceed this level from time to time. We intend to finance our long-term growth with common and preferred equity issuances and debt financing having staggered maturities. Our debt may include mortgage debt secured by our properties, as well as unsecured debt, and such debt may require us to pay fixed or floating rates of interest. We will seek to utilize Freddie Mac and Fannie Mae long-term debt financing for stabilized properties to the extent possible. We may also seek to finance development projects through unconsolidated joint ventures with third parties, such as the three properties that we intend to develop in a new joint venture that we expect to establish with HSRE and in which we expect to own a 20% interest.

## **Structure and Formation**

We were formed as a Maryland corporation on March 1, 2010. Our operating partnership was formed as a Delaware limited partnership on March 4, 2010. Through our wholly-owned subsidiary, Campus Crest Communities GP, LLC, we are the sole general partner of our operating partnership, and we will conduct substantially all of our business through our operating partnership. Upon completion of this offering and our formation transactions, we will own a 98.5% limited partnership interest in our operating partnership. MXT Capital, which is wholly-owned and controlled by Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, and certain members of their families, will own a 0.8% limited partnership interest in our operating partnership. Mr. Hartnett, in addition to his indirect ownership interest in our operating partnership through his ownership interest in MXT Capital, will own a 0.5% interest in our operating partnership. Certain third-party investors, who owned interests in our predecessor entities prior to the consummation of our formation transactions, will in the aggregate own a 0.2% limited partnership interest in our operating partnership.

Certain of our officers, certain members of our management team and our directors will own restricted common stock, representing approximately 0.3% of our common stock outstanding after completion of this offering.

## **Formation Transactions**

Prior to our formation transactions, all of the interests in our properties were owned by Campus Crest Group and third-party investors, including the Ricker Group and HSRE. The value of these interests was determined by our executive officers based on a capitalization rate analysis, an internal rate of return analysis, an assessment of the fair market value of the properties and the consideration of other factors, such as per bed value and the liquidation preference with respect to certain interests. We did not obtain third-party appraisals or valuations in connection with the formation transactions.

Immediately upon completion of this offering, we will engage in the following formation transactions, which are designed to:

consolidate the ownership of our properties and the student housing business of Campus Crest Group into our operating partnership and its wholly-owned subsidiaries;

complete the repayment of all amounts outstanding under our mortgage loan with Silverton Bank that is currently secured by six of our properties (as described in this prospectus, we will repay, in aggregate, approximately \$287.1 million of indebtedness with the (i) net proceeds from this offering and (ii) \$18.6 million borrowed under our revolving credit facility);

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facilitate this offering; and

enable us to qualify as a REIT for federal income tax purposes commencing with our taxable year ending December 31, 2010.

Set forth below is an overview of our formation transactions:

Pursuant to the terms of a contribution agreement, MXT Capital will contribute to our operating partnership its student housing business and interests in the predecessor entities in exchange for approximately \$3.3 million (which will immediately be used to make capital contributions to certain entities, which will in turn immediately use such capital contributions solely to repay indebtedness) and 232,593 OP units, representing a 0.8% limited partnership interest in our operating partnership.

In its contribution agreement, MXT Capital provides us with certain real estate, ownership and operational representations, warranties and covenants with respect to its student housing business and interests in the predecessor entities being contributed to our operating partnership. For a more detailed description of the representations, warranties and covenants being provided by MXT Capital, see Structure and Formation Formation Transactions. MXT Capital will indemnify us with respect to losses resulting from breaches of its representations, warranties and covenants and for any real estate transfer or mortgage recording tax liabilities that we may incur; these indemnification obligations generally are subject to a \$250,000 deductible and capped at an amount equal to the aggregate equity consideration received by MXT Capital pursuant to the contribution agreement (other than the tax liability indemnity, which is not subject to either the deductible or the cap) and are generally limited to claims brought within 18 months from the completion of this offering (with certain claims surviving indefinitely).

Campus Crest Group will distribute to MXT Capital its interests in two parcels of land consisting of 20.2 acres, with associated indebtedness of approximately \$1.9 million, on which we have decided not to build student housing properties; MXT Capital has agreed not to build student housing properties on these parcels in the future.

Campus Crest Group will distribute to MXT Capital its interest in an entity that will own a minority interest in a 1999 Pilatus PC-12 single-engine turboprop airplane. Upon completion of this offering, we will lease this aircraft on payment terms structured to equal our pro rata carrying and operating costs of the aircraft based on our actual usage.

Pursuant to the terms of a contribution agreement, the Ricker Group will contribute to our operating partnership its interests in the predecessor entities and the entire ownership interest in the entities that own fee interests in certain properties that were subject to ground leases with the Ricker Group prior to the completion of our formation transactions in exchange for approximately \$17.4 million.

In its contribution agreement, the Ricker Group provides us with certain ownership and limited real estate and operational representations, warranties and covenants. For a more detailed description of the representations, warranties and covenants being provided by the Ricker Group, see Structure and Formation Formation Transactions. The Ricker Group will indemnify us with respect to losses resulting from breaches of its representations, warranties and covenants; these indemnification obligations generally are subject to a \$250,000 deductible and capped at an amount equal to the aggregate consideration received by the Ricker Group pursuant to the contribution agreement with respect to certain ownership matters and



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\$7.5 million with respect to all other matters and are generally limited to claims brought within 18 months from the completion of this offering (with certain claims surviving indefinitely).

Pursuant to the terms of contribution agreements and purchase and sale agreements, certain third-party investors will contribute to our operating partnership all of their interests in the predecessor entities in exchange for approximately \$10.7 million and 53,000 OP units, representing a 0.2% limited partnership interest in our operating partnership. Under the terms of these agreements, these third-party investors will also provide us with certain limited representations and warranties with respect to their ownership interests being contributed to our operating partnership, including the authority to enter into the agreement, the absence of claims or litigation involving the contributed interest and the obtaining of any necessary consents to the contribution of the interests. The third-party investors also provide covenants under the agreements, including not to transfer or dispose of any of their contributed interests, and will indemnify us for any losses resulting from breaches of their representations, warranties and covenants.

In exchange for approximately \$24.0 million, HSRE will sell to our operating partnership (i) all of its interests in each of The Grove at Milledgeville, The Grove at San Marcos and The Grove at Carrollton, with the result that we will own a 100% interest in each of these properties and (ii) a 49.8% interest in a joint venture that will own 100% of each of The Grove at Conway, The Grove at Huntsville, The Grove at Lawrence, The Grove at Moscow, The Grove at San Angelo and The Grove at Statesboro, with the result that we will own a 49.9% interest in these properties and HSRE will own a 50.1% interest in these properties. In addition, we will make a preferred investment in an aggregate amount of approximately \$4.8 million in special-purpose subsidiaries of this joint venture that own The Grove at Moscow and The Grove at San Angelo, for which we will be entitled to a cumulative return of 9% compounded annually.

We will use approximately \$18.6 million borrowed under our revolving credit facility, together with a portion of the net proceeds from this offering, to repay in full our mortgage loan with Silverton Bank that is secured by six of our properties. As described in this prospectus, we will repay, in aggregate, approximately \$287.1 million of indebtedness with the (i) net proceeds from this offering and (ii) \$18.6 million borrowed under our revolving credit facility.

We will purchase the preferred membership interest in our CC-Encore joint venture for \$3.9 million and terminate CC-Encore.

The number of OP units and cash amounts to be received by the parties specified above have been fixed and are not subject to change based upon the public offering price of the common stock to be sold in this offering or any other factor.

As a result of our formation transactions:

we will own approximately 98.5% of the outstanding OP units, MXT Capital will own approximately 0.8% of the outstanding OP units and certain third-party investors will own, in the aggregate, approximately 0.2% of the outstanding OP units;

our operating partnership will own 100% interests in 21 of our properties;

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our operating partnership will own an indirect 49.9% interest in The Grove at Conway, The Grove at Huntsville, The Grove at Lawrence, The Grove at Moscow, The Grove at San Angelo and The Grove at Statesboro;

our mortgage loan with Silverton Bank will be repaid in full (as described in this prospectus, we will repay, in aggregate, approximately \$287.1 million of indebtedness with the (i) net proceeds from this offering and (ii) \$18.6 million borrowed under our revolving credit facility); and

we will own each of the entities through which Campus Crest Group conducted its student housing business.

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**Consequences of this Offering and Our Formation Transactions**

The following diagram depicts the ownership structure of our company, our operating partnership, certain subsidiaries through which we will conduct our development, construction, property management and asset management activities, and our joint venture with HSRE, upon completion of this offering and our formation transactions:

- (1) Includes an aggregate of 94,988 shares of restricted common stock to be granted to our independent directors, certain of our executive officers and certain members of our management team.
- (2) Represents a limited partnership interest in our operating partnership.
- (3) Represents 150,000 restricted OP units to be granted to Mr. Hartnett pursuant to his employment agreement upon completion of this offering. This award will vest ratably on each of the first, second and third anniversaries of the completion of this offering.

**Benefits to Related Parties**

In connection with this offering and our formation transactions, MXT Capital, the Ricker Group and certain of our executive officers, members of our management team and members of

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our board of directors will receive material financial and other benefits, as described below. Each of Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, will, through his respective ownership of MXT Capital, be entitled to participate in the benefits realized by MXT Capital in connection with our formation transactions. In addition, Carl H. Ricker, Jr. will, through his ownership in the Ricker Group, be entitled to participate in the benefits realized by the Ricker Group in connection with our formation transactions. We have included the Ricker Group as a related party due to the substantial investment that it held in our predecessor entities and the substantial returns paid to it by our predecessor entities. For a more detailed discussion of these benefits, see Management and Certain Relationships and Related Party Transactions.

Our operating partnership will issue to MXT Capital 232,593 OP units in exchange for MXT Capital's contribution to our operating partnership of the interests owned by MXT Capital in the predecessor entities and its student housing business.

MXT Capital will enter into a tax protection agreement with us. Pursuant to the tax protection agreement, we will agree to maintain a minimum level of indebtedness of \$56.0 million for a period of ten years beginning upon the closing date of this offering, or the ten-year tax protection period, in order to allow a sufficient amount of debt to be allocable to MXT Capital to avoid certain adverse tax consequences. If we fail to maintain such minimum indebtedness throughout the ten-year tax protection period, we will be required to make indemnifying payments to MXT Capital, in an amount equal to the federal, state and local taxes, if any, imposed on its members as a result of any income or gain recognized by them by reason of such failure. The amount of such taxes will be computed based on the highest applicable federal, state and local marginal tax rates, as well as any grossed up taxes imposed on such payments. This requirement may restrict our ability to reduce leverage when we otherwise might wish to do so and generally reduce our flexibility in managing our capital structure. The tax protection agreement will not require us to make indemnifying payments to MXT Capital by reason of any built-in gain allocated to its members upon the disposition of any of our properties.

We will enter into a registration rights agreement with MXT Capital pursuant to which we will agree, among other things, to register the resale of any common stock that may be exchanged for the OP units issued in our formation transactions. This agreement requires us to seek to register all common stock that may be exchanged for OP units effective as of that date which is 12 months following completion of this offering on a shelf registration statement under the Securities Act of 1933, as amended, or the Securities Act.

MXT Capital will receive Campus Crest Group's interests in two parcels of land consisting of 20.2 acres, with associated indebtedness of approximately \$1.9 million, on which we have decided not to build student housing properties.

We will pay the Ricker Group approximately \$17.4 million of the net proceeds from this offering in exchange for the Ricker Group's contribution to our operating partnership of the interests owned by the Ricker Group in the predecessor entities and in the entities that have entered into ground leases with us relating to eight of our properties. As a result of our acquisition of the entities that previously had entered into ground leases with us relating to eight of our properties, we will have fee simple title to the real estate that is the subject of such leases.

Approximately \$6.0 million of the net proceeds from this offering will be used to repay indebtedness owed by us to RHR, LLC, an entity owned by MXT Capital and the Ricker



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Group; RHR, LLC will, in turn, immediately repay an equal amount of indebtedness owed by it to an unaffiliated third party on substantially the same terms and conditions as the loan from RHR, LLC to us.

Approximately \$4.0 million of the net proceeds from this offering will be used to repay our indebtedness to Capital Bank, an entity in which the Ricker Group has an ownership interest and of which Carl H. Ricker, Jr. is a director.

Each of Ted W. Rollins, Michael S. Hartnett and Carl H. Ricker, Jr. will be released from certain personal guarantees with respect to mortgage and construction indebtedness with an aggregate principal amount of approximately \$243.3 million in the case of each of Messrs. Rollins and Hartnett and approximately \$205.9 million in the case of Mr. Ricker, and from personal guarantees with respect to the RHR, LLC and Capital Bank indebtedness described above, and the MXT Capital indebtedness described below. Each of Messrs. Rollins and Hartnett will be released from certain personal guarantees with respect to the preferred membership interest in CC-Encore.

Indebtedness incurred by two entities through which MXT Capital conducts aspects of its business will be repaid by MXT Capital. MXT Capital will receive \$3.3 million of the net proceeds from this offering, which it will immediately use to make capital contributions to these entities. These entities will, in turn, immediately use the capital contributions received from MXT Capital solely to repay indebtedness.

Our executive officers, directors and certain members of our management team will receive material benefits, including:

a grant of 94,988 shares of restricted common stock pursuant to the Campus Crest Communities, Inc. 2010 Incentive Award Plan, or the 2010 Incentive Award Plan (including an aggregate grant of 61,653 shares of restricted common stock to certain of our executive officers and certain members of our management team and an aggregate grant of 33,335 shares of restricted common stock to our independent directors);

an aggregate of 521,238 shares of restricted common stock reserved under the 2010 Incentive Award Plan for issuance (i) one year after the termination of Campus Crest Group's deferred compensation plan, or DCP, in satisfaction of vested interests in awards that were outstanding under the DCP; and (ii) in 2012 and 2013 pursuant to employment agreements to be entered into with our executive officers;

employment agreements providing for salary, bonus and other benefits, including severance upon a termination of employment under certain circumstances, and, in the case of Mr. Hartnett, a grant of 150,000 restricted OP units upon completion of this offering that will vest ratably on each of the first, second and third anniversaries of the completion of this offering, as described under Management Employment Agreements ;

indemnification by us for certain liabilities and expenses incurred as a result of actions brought, or threatened to be brought, against them as officers; and

upon completion of this offering we have agreed to pay to Donald L. Bobbitt, Jr., an executive vice president and our chief financial officer, Earl C. Howell, our president and chief operating officer, and Howard J. Weissman, a senior vice president and our corporate controller, cash bonuses of \$250,000, \$150,000 and \$150,000, respectively.



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Each of our non-employee directors will receive material benefits, including:

annual and per-meeting fees described under Management Director Compensation ; and

indemnification by us for certain liabilities and expenses incurred as a result of actions brought, or threatened to be brought, against him as a director.

## **Restrictions on Ownership of Our Capital Stock**

Our charter, subject to certain exceptions and after the application of certain attribution rules, prohibits any person from directly or indirectly owning more than 9.8% by vote or value, whichever is more restrictive, of either our outstanding common stock or our outstanding capital stock in the aggregate, which we refer to in this prospectus collectively as the stock ownership limits. Our charter also prohibits any person from directly or indirectly owning any class of our capital stock if such ownership would result in us being closely held under Section 856(h) of the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code, or otherwise cause us to fail to qualify as a REIT.

Our charter generally provides that any capital stock owned or transferred in violation of the foregoing restrictions will be deemed to be transferred to a charitable trust for the benefit of a charitable beneficiary, and the purported owner or transferee will acquire no rights in such stock. If the foregoing is ineffective for any reason to prevent a violation of these restrictions, then our charter provides that the transfer of such shares will be void.

No person may transfer our capital stock or any interest in our capital stock if the transfer would result in our capital stock being beneficially owned by fewer than 100 persons on or after the first day of our second taxable year. Our charter provides that any attempt to transfer our capital stock in violation of this minimum will be void.

## **Lock-up Agreements**

We, each of our executive officers and directors and MXT Capital have agreed with the underwriters not to offer, sell or otherwise dispose of any common stock or any securities convertible into or exercisable or exchangeable for common stock (including OP units) or any rights to acquire common stock for a period of one year after the date of this prospectus, without the prior written consent of Raymond James & Associates, Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., Barclays Capital Inc. and RBC Capital Markets Corporation, subject to limited exceptions.

## **Our Distribution Policy**

We intend to pay regular quarterly distributions to our common stockholders. We intend to pay a pro rata initial distribution with respect to the period commencing on the completion of this offering and ending December 31, 2010, based on \$0.16 per share for a full quarter. On an annualized basis, this would be \$0.64 per share, or an initial annual distribution rate of approximately 4.7% based on an assumed initial public offering price of \$13.50 per share (the mid-point of the price range set forth on the cover page of this prospectus). Our ability to fund this distribution will depend, in part, upon continued successful leasing of our existing portfolio, expected future development activity and fee income from development, construction and management services. To the extent these sources are insufficient, we intend to use our working capital or borrowings under our revolving credit facility to fund these distributions. To the extent we use working capital or borrowings under our revolving credit facility to fund these

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distributions, our cash available for investment in our business, including for property development and acquisition purposes, will decrease.

In addition, in order to qualify for taxation as a REIT, we must make annual distributions to stockholders of at least 90% of our REIT taxable income. If our cash available for distribution is not sufficient to meet the annual distribution requirements applicable to REITs, we would be required to fund the minimum required distribution from other sources, which could include asset sales or borrowings. Funding a distribution through asset sales or borrowings could reduce our cash flow from operations, increase our interest expense and decrease our cash available for investment in our business. We may also choose to meet this distribution requirement by distributing a combination of cash and shares of our common stock. Under recent Internal Revenue Service, or IRS, guidance, up to 90% of any such distribution may be made in shares of our common stock. If we choose to make a distribution consisting in part of shares of our common stock, the holders of our common stock may be subject to adverse tax consequences. See Risk Factors Risks Related to this Offering We may not be able to make an initial distribution or maintain any initial, or any subsequent, distribution rate and we may be required to fund the minimum distribution necessary to qualify as a REIT from sources that could reduce our cash flows.

## **Our Tax Status**

In connection with this offering, we intend to elect to be treated as a REIT under Sections 856 through 859 of the Internal Revenue Code commencing with our taxable year ending December 31, 2010. Our qualification as a REIT depends upon our ability to meet on a continuing basis, through actual investment and operating results, various complex requirements under the Internal Revenue Code relating to, among other things, the sources of our gross income, the composition and values of our assets, our distribution levels and the diversity of ownership of our stock. We believe that we will be organized in conformity with the requirements for qualification and taxation as a REIT under the Internal Revenue Code and that our intended manner of operation will enable us to meet the requirements for qualification and taxation as a REIT.

As a REIT, we generally will not be subject to U.S. federal income tax on our taxable income that we distribute currently to our stockholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to U.S. federal income tax at regular corporate rates and generally will be precluded from qualifying as a REIT for the subsequent four taxable years following the year during which we lost our REIT qualification. Accordingly, our failure to qualify as a REIT could materially and adversely affect us, including our ability to make distributions to our stockholders in the future. Even if we qualify as a REIT, we may be subject to some U.S. federal, state and local taxes on our income or property and the income of our taxable REIT subsidiaries, or TRSs, will be subject to taxation at normal corporate rates. See Federal Income Tax Considerations.

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**SUMMARY SELECTED HISTORICAL AND PRO FORMA FINANCIAL INFORMATION**

You should read the following summary selected historical and pro forma financial information in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, the audited historical combined financial statements of our Predecessor (as defined below) and notes thereto, and our unaudited pro forma condensed consolidated financial statements and notes thereto. The summary selected historical and pro forma financial information contained in this section is not intended to replace the audited and unaudited financial statements included elsewhere in this prospectus.

Our Predecessor shall mean certain entities and their consolidated subsidiaries controlled by Campus Crest Group, LLC, and its consolidated subsidiaries, which carried out the development, construction, ownership and management of the properties that we will own interests in upon completion of this offering, including its interests in two joint ventures with HSRE.

The summary selected historical combined statements of operations and cash flows for the six months ended June 30, 2010 and 2009 and the summary selected historical combined balance sheet information as of June 30, 2010 have been derived from the unaudited historical combined financial statements of our Predecessor, included elsewhere in this prospectus. The unaudited historical combined financial statements have been prepared on the same basis as our audited historical combined financial statements and, in the opinion of our management, reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of this information. The results for any interim period are not necessarily indicative of the results that may be expected for a full year. The summary selected historical combined statements of operations and cash flows for the years ended December 31, 2009, 2008 and 2007 and the summary selected historical combined balance sheet information as of December 31, 2009 and 2008 have been derived from the audited historical combined financial statements of our Predecessor, included elsewhere in this prospectus. The summary selected pro forma condensed consolidated statements of operations for the six months ended June 30, 2010 and for the year ended December 31, 2009 and the summary selected pro forma condensed consolidated balance sheet information as of June 30, 2010 have been derived from our unaudited pro forma condensed consolidated financial statements, included elsewhere in this prospectus.

The summary selected pro forma condensed consolidated statements of operations and balance sheet information set forth below has been adjusted to reflect our formation transactions, the sale of the common stock offered hereby, the receipt of the estimated net proceeds from this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, and the use of the estimated net proceeds as described under Use of Proceeds. The unaudited pro forma condensed consolidated financial information for the year ended December 31, 2009 and as of and for the six months ended June 30, 2010 is presented as if this offering, the use of net proceeds therefrom and our formation transactions all had occurred as of the last day of the period presented for the purposes of the unaudited pro forma condensed consolidated balance sheet information and on the first day of the period presented for the purposes of the unaudited pro forma condensed consolidated statements of operations.

The summary selected historical combined and pro forma condensed consolidated financial information set forth below and the financial statements included elsewhere in this prospectus do not necessarily reflect what our results of operations, financial condition or cash flows would have been if we had operated as a stand-alone company during all periods presented, and, accordingly, such information should not be relied upon as an indicator of our future performance, financial condition or liquidity.

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	<b>Pro Forma Campus Crest Communities, Inc.</b>		<b>Historical Campus Crest Communities Predecessor</b>				
	<b>Six Months Ended June 30, 2010</b>	<b>Year Ended December 31, 2009</b>	<b>Six Months Ended June 30,</b>		<b>Year Ended December 31,</b>		
	<b>(unaudited)</b>	<b>(unaudited)</b>	<b>2010</b>	<b>2009</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(in thousands)</b>						
<b>Revenues:</b>							
Student housing leasing	\$ 25,986	\$ 45,021	\$ 24,443	\$ 21,219	\$ 43,708	\$ 30,813	\$ 15,598
Student housing services	1,486	2,289	1,426	1,011	2,265	798	110
Development, construction and management services	17,311	24,540	30,738	37,258	60,711	2,505	
<b>Total revenues</b>	<b>44,783</b>	<b>71,850</b>	<b>56,607</b>	<b>59,488</b>	<b>106,684</b>	<b>34,116</b>	<b>15,708</b>
<b>Operating expenses:</b>							
Student housing operations	13,922	23,055	13,455	11,416	23,155	14,890	7,470
Development, construction and management services	16,140	24,847	28,644	35,693	60,200	2,147	
General and administrative	3,472	6,521	2,618	2,454	5,617	5,422	3,467
Ground leases	94	264	94	96	264	224	40
Write-off of pre-development costs		1,211			1,211	203	
Depreciation and amortization	9,802	18,578	9,429	9,115	18,371	13,573	5,765
<b>Total operating expenses</b>	<b>43,430</b>	<b>74,476</b>	<b>54,240</b>	<b>58,774</b>	<b>108,818</b>	<b>36,459</b>	<b>16,742</b>
Equity in loss of uncombined entities	(1,007)	(449)	(194)		(59)		
<b>Operating income (loss)</b>	<b>346</b>	<b>(3,075)</b>	<b>2,173</b>	<b>714</b>	<b>(2,193)</b>	<b>(2,343)</b>	<b>(1,034)</b>
<b>Nonoperating income (expenses):</b>							
Interest expense	(2,457)	(4,897)	(10,686)	(7,369)	(15,871)	(14,946)	(6,583)
	279	90	178	2,680	797	(8,758)	(2,115)

Change in fair value of interest rate derivatives							
Income taxes	(128)	(73)					
Other income (expense)	153	134	45	(19)	44	(50)	100
<b>Total nonoperating expenses</b>	(2,153)	(4,746)	(10,463)	(4,708)	(15,030)	(23,754)	(8,598)
<b>Net loss</b>	(1,807)	(7,821)	(8,290)	(3,994)	(17,223)	(26,097)	(9,632)
Net loss attributable to noncontrolling interest	(27)	(117)	(5,025)	(2,060)	(10,486)	(870)	(2,083)
<b>Net loss attributable to Campus Crest Communities, Inc./Predecessor</b>	\$ (1,780)	\$ (7,704)	\$ (3,265)	\$ (1,934)	\$ (6,737)	\$ (25,227)	\$ (7,549)

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	<b>Pro Forma Campus Crest Communities, Inc.</b>	<b>Historical Campus Crest Communities Predecessor</b>		
		<b>As of June 30, 2010 (unaudited) (in thousands)</b>	<b>As of June 30, 2010 (unaudited) (in thousands)</b>	<b>As of December 31, 2009</b>
<b>Assets:</b>				
Student housing properties	\$ 370,400	\$ 348,466	\$ 347,157	\$ 326,217
Accumulated depreciation	(48,403)	(48,403)	(38,999)	(20,794)
Development in process	7,090	3,641	3,300	15,742
<b>Investment in real estate, net</b>	<b>329,087</b>	<b>303,704</b>	<b>311,458</b>	<b>321,165</b>
Investment in uncombined entity	15,489	3,257	2,980	776
Other assets	24,700	21,412	17,358	20,214
<b>Total assets</b>	<b>\$ 369,276</b>	<b>\$ 328,373</b>	<b>\$ 331,796</b>	<b>\$ 342,155</b>
<b>Liabilities:</b>				
Mortgage and construction loans	\$ 60,840	\$ 329,374	\$ 329,102	\$ 322,426
Lines of credit and other debt	18,566	17,689	14,070	9,237
Other liabilities	21,650	34,756	31,340	32,606
<b>Total liabilities</b>	<b>101,056</b>	<b>381,819</b>	<b>374,512</b>	<b>364,269</b>
<b>Equity:</b>				
Owners' equity (deficit)	325,265	(54,245)	(50,090)	(42,502)
Noncontrolling interest	(57,045)	799	7,374	20,388
<b>Total equity</b>	<b>268,220</b>	<b>(53,446)</b>	<b>(42,716)</b>	<b>(22,114)</b>
<b>Total liabilities and equity</b>	<b>\$ 369,276</b>	<b>\$ 328,373</b>	<b>\$ 331,796</b>	<b>\$ 342,155</b>

**Other Data:**

**Pro Forma  
Campus Crest  
Communities, Inc.**

<b>Six Months Ended</b>	<b>Year Ended December 31,</b>
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	<b>June 30, 2010 (unaudited)</b>	<b>2009  (unaudited)</b>
<b>Funds from operations ( FFO<sup>(1)</sup>):</b>		
Net loss	\$ (1,807)	\$ (7,821)
Real estate related depreciation and amortization	9,653	18,412
Real estate related depreciation and amortization unconsolidated joint ventures	657	298
<b>FFO</b>	<b>\$ 8,503</b>	<b>\$ 10,889</b>

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**Historical Campus Crest Communities Predecessor**  
**Six Months Ended**  
**June 30,**  
**2010                      2009**  
**(unaudited)**

**Year Ended December 31,**  
**2009                      2008                      2007**

**(in thousands)**

**Cash flow information:**

Net cash provided by (used in) operations	\$ 2,739	\$ 2,068	\$ 4,353	\$ 1,264	\$ (1,209)
Net cash used in investing	(2,662)	(12,830)	(23,552)	(148,385)	(113,043)
Net cash provided by financing	75	5,523	11,060	144,781	126,061

**Selected Property Information:**

	<b>As of June 30, 2010</b>	<b>As of December 31, 2009</b>	<b>2008</b>	<b>2007</b>
Operating Properties	24	24	19	10
Units	4,476	4,476	3,542	1,814
Beds	12,036	12,036	9,520	4,966
Occupancy	89%	84%	78%	91%

- (1) FFO is used by industry analysts and investors as a supplemental operating performance measure for REITs. We calculate FFO in accordance with the definition that was adopted by the Board of Governors of the National Association of Real Estate Investment Trusts, or NAREIT. FFO, as defined by NAREIT, represents net income (loss) determined in accordance with accounting principles generally accepted in the United States of America, or GAAP, excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated operating real estate assets, plus specified non-cash items, such as real estate asset depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. We use FFO as a supplemental performance measure because, in excluding real estate-related depreciation and amortization and gains and losses from property dispositions, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating expenses. We also believe that, as a widely recognized measure of the performance of equity REITs, FFO will be used by investors as a basis to compare our operating performance with that of other REITs. However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures necessary to maintain the operating performance of our properties, all of which have real economic effects and could materially and adversely impact our results from operations, the utility of FFO as a measure of our performance is limited. While FFO is a relevant and widely used measure of operating performance of equity REITs, other equity REITs may use different methodologies for calculating FFO and, accordingly, FFO as disclosed by such other REITs may not be comparable to FFO published herein. Therefore, we believe that in order to facilitate a clear understanding of our historical operating results, FFO should be examined in conjunction with net income (loss) as presented in the combined financial statements and the other financial statements included elsewhere in this prospectus. FFO should not be considered as an alternative to net income (loss) (computed in accordance with GAAP) as an indicator of the properties' 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.

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**THE OFFERING**

Common stock offered by us	28,333,333 shares <sup>(1)</sup>
Common stock to be outstanding after this offering	28,428,321 shares <sup>(1)(2)</sup>
Common stock and OP units to be outstanding after this offering	28,863,914 shares/units <sup>(1)(2)(3)</sup>
Use of proceeds	<p>We estimate that the net proceeds from this offering, after deducting the underwriting discount and other estimated fees and expenses payable by us, will be approximately \$352.4 million (\$406.3 million if the underwriters exercise their overallotment option in full). We will contribute the net proceeds from this offering to our operating partnership, which will use the proceeds and approximately \$18.6 million of borrowings under our revolving credit facility as follows:</p> <ul style="list-style-type: none"> <li>approximately \$287.1 million to reduce outstanding mortgage and construction loan indebtedness and pay associated costs;</li> <li>approximately \$4.8 million to fund preferred investments in special-purpose subsidiaries of our joint venture with HSRE that own The Grove at Moscow and The Grove at San Angelo;</li> <li>approximately \$4.0 million to repay unsecured indebtedness to Capital Bank;</li> <li>approximately \$6.0 million to repay unsecured indebtedness to RHR, LLC; RHR, LLC will, in turn, immediately repay an equal amount of indebtedness owed by it to an unaffiliated third party on substantially the same terms and conditions as the loan from RHR, LLC to us;</li> <li>approximately \$3.3 million to MXT Capital, which will immediately use such amount to make capital contributions to certain entities that will, in turn, immediately use the capital contributions solely to repay indebtedness;</li> <li>approximately \$24.0 million to acquire interests in our properties from HSRE;</li> <li>approximately \$17.4 million to acquire interests in our properties from the Ricker Group;</li> <li>approximately \$10.7 million to acquire interests in our properties from certain third-party investors;</li> </ul>

approximately \$3.4 million to acquire land on which we expect to commence building four properties following the completion of this offering;

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\$3.9 million to acquire the preferred membership interest in CC-Encore;  
and

approximately \$6.4 million for working capital and general corporate  
purposes.

Ownership and transfer restrictions

Our charter, subject to certain exceptions, prohibits any person from  
directly or indirectly owning more than 9.8% by vote or value, whichever  
is more restrictive, of either our outstanding common stock or our  
outstanding capital stock in the aggregate. See Description of Capital  
Stock Restrictions on Ownership and Transfer.

Risk factors

Investing in our common stock involves significant risks. You should  
carefully read and consider the information set forth under Risk Factors  
and all other information in this prospectus before investing in our  
common stock.

New York Stock Exchange symbol

CCG

- (1) Excludes 4,250,000 shares of common stock issuable upon exercise of the underwriters' overallotment option.
- (2) Includes an aggregate grant of 61,653 shares of restricted common stock to certain of our executive officers and certain members of our management team and an aggregate grant of 33,335 shares of restricted common stock to our independent directors, each of which is subject to a vesting schedule. Excludes 521,238 shares of common stock reserved under the 2010 Incentive Award Plan for issuance (i) one year after the termination of the DCP in satisfaction of vested interests in awards that were outstanding under the DCP; and (ii) in 2012 and 2013 pursuant to employment agreements to be entered into with our executive officers.
- (3) Includes the issuance of an aggregate of 285,593 OP units to MXT Capital and certain third-party investors in connection with our formation transactions and a grant of 150,000 restricted OP units to Mr. Hartnett pursuant to his employment agreement, which will vest ratably on each of the first, second and third anniversaries of the completion of this offering.

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**RISK FACTORS**

*Investment in our common stock involves significant risks. You should therefore carefully consider the material risks of an investment in our common stock that are discussed in this section, as well as the other information contained in this prospectus, before making an 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 significant 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 *Cautionary Note Regarding Forward-Looking Statements*.*

**Risks Related to Our Business and Properties**

*Developing properties will expose us to additional risks beyond those associated with owning and operating student housing properties, and could materially and adversely affect us.*

Our future growth will depend, in part, upon our ability to successfully complete the seven properties that we expect to commence building upon completion of this offering and to successfully identify and plan additional development opportunities. Our development activities, particularly those relating to the seven properties that we expect to develop with completion targeted for the 2011-2012 academic year, may be adversely affected by:

abandonment of development opportunities after expending significant cash and other resources to determine feasibility, requiring us to expense costs incurred in connection with the abandoned project;

construction costs of a project exceeding our original estimates;

failure to complete development projects on schedule or in conformity with building plans and specifications;

lower than anticipated occupancy and rental rates at a newly completed property, which rates may not be sufficient to make the property profitable; and

failure to obtain, or delays in obtaining, necessary zoning, land use, building, occupancy and other required governmental permits and authorizations.

*The construction activities at our student housing properties expose us to liabilities and risks beyond those associated with the ownership and operation of student housing properties.*

The construction of our student housing properties, including the seven properties that we expect to develop with completion targeted for the 2011-2012 academic year, involves risks associated with construction activities, including liability for workplace safety, such as injuries and accidents to persons and property occurring during the construction process. Construction activities also subject us to obligations relating to environmental compliance, such as management of storm water discharge and run-off, material handling, on-site storage of construction materials and off-site disposal of construction materials. These risks are in addition to those associated with owning or operating student housing properties, and the realization of any of these risks could materially and adversely affect us.

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***Our development activities are subject to delays and cost overruns, which could materially and adversely affect us.***

Our development activities, including those related to the seven properties targeted to be completed for the 2011-2012 academic year, may be adversely affected by circumstances beyond our control, including: work stoppages; labor disputes; shortages of qualified trades people, such as carpenters, roofers, electricians and plumbers; changes in laws or other governmental regulations, such as those relating to union organizing activity; lack of adequate utility infrastructure and services; our reliance on local subcontractors, who may not be adequately capitalized or insured; inclement weather; and shortages, delay in availability, or fluctuations in prices of building materials. Any of these circumstances could give rise to delays in the start or completion of, or could increase the cost of, developing one or more of our properties. If we are unable to recover these increased costs by raising our lease rates, our financial performance and liquidity could be materially and adversely affected.

***We may not realize a return on our development activities in a timely manner, which could materially and adversely affect us.***

Due to the amount of time required for planning, constructing and leasing of development properties, we may not realize a significant cash return for several years. Therefore, if any of our development activities are subject to delays or cost overruns, our growth may be hindered and our results of operations and cash flows may be adversely affected. In addition, new development activities, regardless of whether or not they are ultimately successful, typically require substantial time and attention from management. Furthermore, maintaining our development capabilities involves significant expense, including compensation expense for our development personnel and related overhead. To the extent we cease or limit our development activity, this expense will not be offset by revenues from our development activity. Therefore, if we do not realize a return on our development activities in a timely manner in order to offset these costs and expenses, we could be materially and adversely affected.

***Adverse economic conditions and dislocation in the credit markets have had a material and adverse effect on us and may continue to materially and adversely affect us.***

We have recently experienced unprecedented levels of volatility in the capital markets, a reduction in the availability of credit and intense recessionary pressures, which have had an adverse effect on our results of operations and our ability to borrow funds. For example, lenders are generally imposing more stringent lending standards and applying more conservative valuations to properties. This has limited the amount of indebtedness we have been able to obtain, and has impeded our ability to develop new properties and to replace construction financing with permanent financing. If these conditions continue, our business and our growth strategy, including our ability to develop the seven properties that we contemplate completing for the 2011-2012 academic year, may be materially and adversely affected. Although our business strategy contemplates access to debt financing (including our revolving credit facility and construction debt) to finance the construction of the seven properties we expect to commence building upon completion of this offering and to fund future development and working capital requirements, there can be no assurance that we will be able to obtain such financing on favorable terms or at all. Additionally, immediately upon completion of this offering we will borrow approximately \$18.6 million under our revolving credit facility and issue letters of credit in an aggregate amount of \$1.6 million under such facility. The amounts outstanding under our revolving credit facility immediately upon completion of this offering will reduce the amount that we can borrow under this facility for other purposes. Giving effect to the foregoing uses and our expected borrowing base, we expect to have approximately \$82.2 million of borrowing capacity available under our revolving credit facility. Amounts borrowed under our revolving credit facility will be due at the facility's maturity, which is scheduled for the third anniversary of the completion of this offering. This indebtedness, as well as our mortgage and construction loans of approximately \$60.8 million,





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will subject us to risks associated with debt financing as described below under Our indebtedness exposes us to a risk of default and will reduce our free cash flow, which could materially and adversely affect us.

The challenging economic environment may continue to adversely affect us by, among other things, limiting or eliminating our access to financing, which would adversely affect our ability to develop and refinance properties and pursue acquisition opportunities. Significantly more stringent lending standards and higher interest rates may reduce our returns on investment and increase our interest expense, which could adversely affect our financial performance and liquidity. Additionally, the limited amount of financing currently available may reduce the value of our properties, limit our ability to borrow against such properties and, should we choose to sell a property, impair our ability to dispose of such property at an attractive price or at all, which could materially and adversely affect us.

***Certain of our properties are subject to liens and claims, which could materially and adversely affect us.***

Twelve of our properties are subject to liens or claims for materials or labor relating to disputes with subcontractors or other parties that were involved in the development and construction process. We have recorded a liability of approximately \$2.3 million related to these liens and claims as of June 30, 2010. There can be no assurance that we will not be required to pay amounts greater than our currently recorded liability in order to obtain the release of the liens or settle these claims. Further, we may not be able to obtain new financing for these properties until the liens are released.

***Developing properties in new markets may materially and adversely affect us.***

We may develop properties in markets within the United States in which we do not currently operate, including the seven markets in which we currently contemplate developing properties with completion targeted for the 2011-2012 academic year. To the extent we choose to develop properties in new markets, we will not possess the same level of familiarity with development in these markets, as we do in our current markets, which could adversely affect our ability to develop such properties successfully or at all or to achieve expected performance, which could materially and adversely affect us.

***We rely on our relationships with the colleges and universities from which our properties draw student-tenants and the policies and reputations of these schools; any deterioration in our relationships with such schools or changes in the schools' admissions or residency policies or reputations could materially and adversely affect us.***

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 schools own and operate on-campus student housing which compete with our properties for student-tenants. The failure to maintain good relationships with these schools could therefore have a material adverse effect on us. If schools refuse to provide us with referrals or to make lists of prospective student-tenants and their parents available to us or increase the cost of these lists, the lack of such referrals, lists or increased cost could have a material adverse effect on us.

Changes in admission and housing policies could adversely affect us. For example, if a school reduces the number of student admissions or requires that a certain class of students (e.g., freshman) live in on-campus housing, 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 any such policy changes, 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, which could reduce the demand for our properties and materially and adversely affect us.

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It is also important that the schools from which our properties draw student-tenants maintain good reputations and are able to attract the desired number of incoming students. Any degradation in a school's reputation could inhibit its ability to attract students and reduce the demand for our properties.

***Our results of operations are subject to risks inherent in the student housing industry, such as an annual leasing cycle and limited leasing period; which could materially and adversely affect us.***

We generally lease our properties for 11.5-month terms, and the related leases provide for 12 equal monthly payments of rent. Therefore, our properties must be entirely re-leased each year, exposing us to more leasing risk than property lessors that lease their properties for longer terms. Student housing properties are also typically leased during a limited leasing period that generally 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 leasing period. We will be subject to heightened leasing risk at properties under development and at properties we may acquire in the future due to our lack of experience leasing such properties. Any significant difficulty in leasing our properties would adversely affect our results of operations, financial condition and ability to pay distributions on our common stock and would likely have a negative impact on the trading price of our common stock.

Additionally, student-tenants may be more likely to default on their lease obligations during the summer months, which could further reduce our revenues during this period. Although we typically require a student-tenant's lease obligations to be guaranteed by a parent, we may have to spend considerable effort and expense in pursuing payment upon a defaulted lease, and our efforts may not be successful.

***Competition from other student housing properties, including on-campus housing and traditional multi-family housing located in close proximity to the colleges and universities from which we draw student-tenants may reduce the demand for our properties, which could materially and adversely affect us.***

Our properties compete with properties owned by universities, colleges, national and regional student housing businesses and local real estate concerns. On-campus student housing has inherent advantages over off-campus student housing (such as the majority of our properties), due to its physical location on the campus and integration into the academic community, which may cause student-tenants to prefer on-campus housing to off-campus housing. Additionally, colleges and universities may have financial advantages that allow them to provide student housing on more attractive terms than we are able to. For example, colleges and universities can generally avoid real estate taxes and borrow funds at lower interest rates than private, for-profit real estate concerns, such as us.

There are a number of student housing properties that are located near or in the same general vicinity of many of our properties and that compete directly with our properties. Such competing student housing properties may be newer, located closer to campus, charge less rent, possess more attractive amenities, offer more services or offer shorter lease terms or more flexible lease terms than our properties. Competing properties could reduce demand for our properties and materially and adversely affect us.

Revenue at a particular property could also be adversely affected by a number of other factors, including the construction of new on-campus and off-campus housing, decreases in the general levels of rents for housing at competing properties, decreases in the number of students

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enrolled at one or more of the colleges or universities from which the property draws student-tenants and other general economic conditions.

Although we believe no participant in the student housing industry holds a dominant market share, we will compete with larger national companies, colleges and universities that have greater resources and superior access to capital. Furthermore, 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 activities of any of these companies, colleges or universities could cause an increase in competition for student-tenants and for the acquisition, development and management of other student housing properties, which could reduce the demand for our properties.

***Our success depends on key personnel whose continued service is not guaranteed, and their departure could materially and adversely affect us.***

We are dependent upon the efforts of our key personnel, particularly those of Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer. These individuals have extensive experience in our business, including sourcing attractive investment opportunities, development activities, financing activities, university relations and leasing. Messrs. Rollins and Hartnett have directed the operations of our predecessor entities and each has over 25 years of experience in providing service-enriched housing and approximately seven years of student housing experience. The loss of the services of either Mr. Rollins or Mr. Hartnett could materially and adversely affect us.

***The current economic environment could reduce enrollments and limit the demand for our properties, which could materially and adversely affect us.***

A continuation of ongoing economic conditions that adversely affect household disposable income, such as high unemployment levels, weak business conditions, reduced access to credit, increasing tax rates and high fuel and energy costs, could reduce overall student leasing or cause student-tenants to shift their leasing practices as students may determine to forego college or live at home and commute to college.

In addition, as a result of general economic weakness, many students may be unable to obtain student loans on favorable terms. If student loans are not available or their costs are prohibitively high, enrollment numbers for schools from which we draw student-tenants may decrease, resulting in a decrease in the demand for, and consequently the occupancy rates at and rental revenue from, our properties. Accordingly, the continuation or deterioration of current economic conditions could materially and adversely affect us.

***In each of the past five fiscal years, we have experienced significant net losses; if this trend continues, we could be materially and adversely affected.***

We have incurred significant net losses in each of the past five fiscal years. These results have had a negative impact on our financial condition. Although we anticipate that upon completion of this offering and our formation transactions we will be adequately capitalized and be able to resume our historical levels of development activity, there can be no assurance that our business will become profitable in the future and additional losses will not be incurred. If this trend continues in the future, our financial performance, liquidity and our ability to operate our business as a going concern could be materially and adversely affected.

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***If we are unable to acquire properties on favorable terms, our future growth could be materially and adversely affected.***

Our future growth will depend, in part, upon our ability to acquire new properties on favorable terms. Acquisition opportunities may not be available to us on terms that we deem acceptable, and we may be unsuccessful in consummating acquisition opportunities. Our ability to acquire properties on favorable terms and successfully operate them may be adversely affected by:

an inability to obtain financing on attractive terms or at all;

competition from other real estate investors;

increased purchase prices and decreased expected yields due to competition from other potential acquirers;

the need to make significant and unexpected capital expenditures to improve or renovate acquired properties;

an inability to quickly and efficiently integrate acquisitions, particularly any acquisitions of portfolios of properties, into our existing operations;

market conditions may result in higher than expected vacancy rates and lower than expected rental rates at acquired properties; and

acquisition of 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.

Our failure to identify and consummate property acquisitions on attractive terms or the failure of any acquired properties to meet our expectations could materially and adversely affect our future growth.

***Our strategy of investing in properties located in medium-sized college and university markets may not be successful, which could materially and adversely affect us.***

Our business strategy involves investing in properties located in medium-sized college and university markets, which are smaller than larger educational markets. Larger educational markets, such as Boston, Massachusetts or Washington, D.C., often have multiple colleges and universities that have larger enrollments than schools located in medium-sized college and university markets and attract students nationally and internationally. The colleges and universities that our properties draw student-tenants from typically have smaller enrollments than schools in larger educational markets and tend to attract students from within the region in which the school is located. If the schools in our markets experience reduced enrollment, for example due to adverse economic conditions, or are unable to attract sufficient students to achieve a desired class size, the pool of prospective student-tenants for our properties will be reduced. This could have the result of reducing our occupancy and lowering the revenue from our properties, which could materially and adversely affect our financial performance and liquidity.

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***Our indebtedness exposes us to a risk of default and will reduce our free cash flow, which could materially and adversely affect us.***

Upon completion of this offering and the application of the net proceeds therefrom, our total consolidated indebtedness will be approximately \$79.4 million, but does not include any indebtedness we may incur in connection with any future distributions. We also expect to incur significant additional indebtedness in connection with the development activities that we expect to undertake upon completion of this offering. Our debt service obligations will expose us to the risk of default and reduce cash available to invest in our business or pay distributions that are necessary to qualify and remain qualified as a REIT. Although we intend to limit the sum of the outstanding principal amount of our consolidated indebtedness to not more than 50% of our total market capitalization, our board of directors may modify or eliminate this limitation at any time without the approval of our stockholders. Furthermore, our charter does not contain any limitation on the amount of indebtedness that we may incur. In the future we may incur substantial indebtedness in connection with the development or acquisition of additional properties and for other working capital needs, or to fund the payment of distributions to our stockholders.

In addition, the tax protection agreement will require us to maintain a minimum level of indebtedness of \$56.0 million throughout the ten-year tax protection period in order to allow a sufficient amount of debt to be allocable to MXT Capital to avoid certain adverse tax consequences. If we fail to maintain such minimum indebtedness throughout the ten-year tax protection period, we will be required to make indemnifying payments to MXT Capital, in an amount equal to the federal, state and local taxes, if any, imposed on its members as a result of any income or gain recognized by them by reason of such failure. The amount of such taxes will be computed based on the highest applicable federal, state and local marginal tax rates, as well as any grossed up taxes imposed on such payments. This requirement may restrict our ability to reduce leverage when we otherwise might wish to do so and generally reduce our flexibility in managing our capital structure. The tax protection agreement will not require us to make indemnifying payments to MXT Capital by reason of any built-in gain allocated to its members upon the disposition of any of our properties.

Our indebtedness and the limitations imposed on us by our indebtedness 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 the indebtedness being refinanced;

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;

to the extent that we incur unhedged floating rate debt, we will have exposure to interest rate risk; and

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foreclosures could create taxable income without accompanying cash proceeds, a circumstance which could hinder our ability to meet the distribution requirements necessary to enable us to qualify and remain qualified for taxation as a REIT.

Compliance with the provisions of our debt agreements, including the financial and other covenants, such as the maintenance of specified financial ratios, could limit our flexibility, and a default under these agreements could result in a requirement that we repay indebtedness, which could severely affect our liquidity and increase our financing costs, which could materially and adversely affect us. We are currently not in compliance with certain covenants under the loan documentation relating to various lending arrangements to which we are party. See Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Consents or Waivers Under our Loan Documents. We have obtained waivers for these covenant violations and intend to repay a substantial portion of our outstanding indebtedness with a portion of the net proceeds from this offering; upon completion of this offering and the application of the net proceeds therefrom, we expect to be in compliance with all applicable debt covenants. However, if we do not complete this offering, we would need to access alternative capital resources to meet our cash requirements, and there is no assurance that we would be successful in doing so. An inability to refinance maturing indebtedness or obtain alternative financing would have a material adverse affect on our business and financial condition.

***Our secured credit facility will restrict our ability to engage in some business activities.***

We anticipate that our revolving credit facility will contain customary negative covenants and other financial and operating covenants that, among other things will:

- restrict our ability to incur certain additional indebtedness;
- restrict our ability to make certain investments;
- restrict our ability to effect certain mergers;
- restrict our ability to make distributions to stockholders; and
- require us to maintain certain financial coverage ratios.

These limitations will restrict our ability to engage in some business activities, which could adversely affect our financial condition, results of operations, cash flow and the per share trading price of our common stock. In addition, failure to comply with any of these covenants, including the financial coverage ratios, could cause an event of default under and/or accelerate some or all of our indebtedness, which would have a material adverse effect on us. Furthermore, our secured credit facility will contain certain cross-default provisions with respect to specified other indebtedness, giving the lenders the right to declare a default if we are in default under other loans in some circumstances.

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

Our properties located in Lawrence, Kansas, Moscow, Idaho, San Angelo and Huntsville, Texas, Conway, Arkansas and Statesboro, Georgia, comprising approximately 22.5% of our beds, will be held in a joint venture with HSRE, in which we will own a 49.9% interest upon completion of this offering. Additionally, we anticipate that we will enter into a new joint venture with HSRE, in which we will own a 20% interest and through which we expect to develop

three properties with completion targeted for the 2011-2012 academic year. We anticipate that we may



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enter into other joint ventures with other parties in the future. We may not have a controlling interest in a joint venture and may share responsibility with our co-venturer for managing the property held by the joint venture. Under such circumstances, we may not have sole decision-making authority regarding the joint venture's property. Investments in joint ventures, under certain circumstances, involve risks not present when we invest in a property without the involvement of a third party. For example, our co-venturer may have economic or other business interests or goals which are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our preferences, policies or objectives. Additionally, it is possible that our co-venturer might become bankrupt, fail to fund its share of required capital contributions or block or delay decisions that we believe are necessary. Such investments may also have the potential risk of impasses on decisions, such as sales, because neither we nor our co-venturers may have full control over the joint venture. Disputes between us and our co-venturer may result in litigation or arbitration that would increase our expenses and divert the attention of our officers and directors from other aspects of our business. Consequently, actions by or disputes with our co-venturers might result in subjecting properties owned by the joint venture vehicle to additional risk. In addition, we may in certain circumstances be liable for the actions of our third-party co-venturers. Any of foregoing factors could materially and adversely affect our joint-venture investments.

***No assurance can be given that we will be successful in establishing a new joint venture with HSRE or that any projects pursued by such a venture will be successful.***

Although we have entered into a non-binding letter of intent with HSRE relating to a potential new joint venture in which we expect to own a 20% interest, no assurance can be given that we will reach a definitive agreement with HSRE regarding this joint venture or that the terms of any such agreement will not be materially different from those currently contemplated by the letter of intent. We expect to develop three new student housing properties through this joint venture with completion targeted for the 2011-2012 academic year; however, no assurance can be given that we will be successful in developing any of these three or other student housing properties developed through this joint venture. No assurance can be given that these developments will be undertaken as currently expected or, if undertaken, that they will be completed in accordance with our current expectations, including those with respect to targeted completion and estimated cost. In addition, under certain circumstances, we expect that we will be responsible for funding the amount by which actual development costs for a project pursued by the venture exceed the budgeted development costs of such project (without any increase in our interest in the project), which could materially and adversely affect the fee income realized from any such project. Finally, there can be no assurance that any properties developed through this joint venture will be successful in achieving attractive occupancy levels or rental rates.

***Our management team has not previously operated either a REIT or a public company, and this inexperience could materially and adversely affect us.***

Our management team has not operated a business that has sought to qualify for taxation as a REIT or in compliance with the numerous technical restrictions and limitations set forth in the Internal Revenue Code applicable to REITs. Managing a portfolio of assets under the REIT requirements of the Internal Revenue Code may limit the types of investments we are able to make or the activities that we may undertake. Furthermore, our management team has not previously operated a public company. The various regulatory requirements applicable to public companies will involve a significant investment of management time, since these requirements were not previously applicable to us as a closely held private company. Both federal laws and regulations and the New York Stock Exchange, or NYSE, rules impose numerous requirements relating to a public company's corporate governance and disclosure obligations. We may be required to spend additional time addressing governance and disclosure obligations due to our inexperience, and we



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will be subject to fines and other penalties if we fail to comply in a timely manner with these obligations. Additionally, we may need to replace or supplement our existing management or staff in order to maintain operations as a public company, which may increase our costs of operations or delay implementation of our business strategies. We may not be able to operate a REIT or a public company as successfully or as efficiently as a more experienced management team.

***Our investment in properties subject to ground leases with unaffiliated third parties exposes us to the potential loss of such properties upon the expiration or termination of the ground leases, and the realization of such loss could materially and adversely affect us. Our properties at the University of South Alabama are also subject to a right of first refusal that may inhibit our ability to sell them.***

Our properties located on the campus of the University of South Alabama are subject to ground leases with affiliates of the university. We have another property located in Moscow, Idaho which is also subject to a ground lease with an unaffiliated third party. In addition, we may invest in additional properties that are subject to ground leases with unaffiliated third parties. As the lessee under a ground lease with an unaffiliated third party, we are exposed to the possibility of losing our leasehold interest in the land on which our buildings are located. A ground lease may not be renewed upon the expiration of its current term or terminated by the lessor pursuant to the terms of the lease if we do not meet our obligations thereunder.

In the event of an uncured default under any of our existing ground leases, the lessor may terminate our leasehold interest in the land on which our buildings are located. Any termination of our existing ground leases with unaffiliated third parties, unless in conjunction with the exercise of a purchase option, would also result in termination of our management agreement relating to the property. If we lose the leasehold interest in any of our properties, we could be materially and adversely affected.

Our properties located at the University of South Alabama are also subject to a right of first refusal pursuant to which the ground lessor entity related to the university has a right to purchase our leasehold interest in the relevant property in the event we decide to accept an offer to sell either property to a third party. This may inhibit our ability to sell these properties. Further, our right to transfer one of the on-campus properties is subject to the consent of the ground lessor, which consent may not be unreasonably withheld.

***We may face risks associated with purchasing undeveloped land, and the occurrence of any of these risks could materially and adversely affect us.***

We typically do not hold land for future development. We do, however, enter into purchase and sale agreements for undeveloped land from time to time in anticipation of obtaining construction financing and commencing development activities. A delay in obtaining construction financing may result in a delay in closing the acquisition of undeveloped land pursuant to a purchase and sale agreement. This may require us to pay to the seller of the land additional money in the form of an earnest money deposit, which may not be refundable or applicable against the purchase price.

It is possible that we will purchase property for development based on an erroneous estimate of the demand for student housing in the relevant market. This could result in us paying a purchase price for a property that ultimately proves to be in excess of such property's value. As a result, we may acquire land for development at a cost that we may not be able to recover fully or on which we cannot build and develop a profitable student housing property. Real estate markets are highly uncertain and the value of such undeveloped land may fluctuate as a result of

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changing market conditions. Carrying costs can be significant and can result in losses or reduced margins. As a result, we may incur impairments on any land we acquire.

***We may incur losses on interest rate swap and hedging arrangements, which could materially and adversely affect us.***

We may in the future enter into agreements to reduce the risks associated with increases in interest rates. Although these agreements may partially protect against rising interest rates, they also may reduce the benefits to us if interest rates decline. If an arrangement is not indexed to the same rate as the indebtedness that is hedged, we may be exposed to losses to the extent the rate governing the indebtedness and the rate governing the hedging arrangement change independently of each other. Finally, nonperformance by the other party to the arrangement may subject us to increased credit risks. The occurrence of any of the foregoing could materially and adversely affect us.

***Our inability to pass-through increases in taxes or other real estate costs to our student-tenants could materially and adversely affect our financial performance and liquidity.***

We generally are not able to pass through to our student-tenants under existing leases increases in taxes, including real estate and income taxes, or other real estate related costs, such as insurance or maintenance. Consequently, unless we are able to off-set any such increases with sufficient revenues, our financial performance and liquidity may be materially and adversely affected by any such increases.

***The prior performance of our predecessor entities may not be indicative of our future performance.***

All of our properties have been acquired or developed by our predecessor entities within the past six years and have limited operating histories. Consequently, the historical operating results of our properties and the financial data set forth in this prospectus may not be indicative of our future performance. The operating performance of the properties may decline and we could be materially and adversely affected.

***As a result of operating as a public company, we will incur significant increased costs and our management will be required to devote substantial time to new compliance requirements, which could materially and adversely affect us.***

We have never operated as a public company. As a public company, we will incur significant legal, accounting and other expenses, as well as expend significant management time, relating to various requirements applicable to public companies that were not applicable to our Predecessor as a closely held private company. The Securities Exchange Act of 1934, as amended, or the Exchange Act, the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, and the NYSE rules impose numerous requirements relating to a public company's corporate governance and disclosure obligations. Compliance with these requirements will require us to hire additional employees, adopt new policies, procedures and controls, and cause us to incur significant costs. For example, we will be required to have specified board committees, adopt internal controls over financial reporting and disclosure controls and procedures, and file annual, quarterly and other reports and information with the Securities and Exchange Commission, or the SEC. If our prior history of incurring significant net losses continues following this offering, we will be unable to expend the funds necessary to hire additional employees and otherwise comply with our increased disclosure and reporting obligations. Our lack of prior experience in the operation of a public company may reduce the likelihood that we will be able to identify compliance and disclosure issues on a timely basis and our failure to address these issues could materially and adversely affect us due to fines and penalties associated with compliance failure, an inability to

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utilize certain SEC forms and offering methods to access the public equity and debt markets quickly and the inability to otherwise enjoy the benefits associated with our status as a public company. If we identify any issues in complying with requirements applicable to public companies, we would likely incur additional costs remediating those issues and such costs could be significant, and the existence of those issues could materially and adversely affect us, our reputation or investor perception of us. Failure to remediate compliance issues, whether due to cost or otherwise, may result in negative action against us, including fines, civil and criminal penalties or delisting from the NYSE. Identification of these types of compliance issues could also make it more difficult and expensive for us to obtain director and officer liability insurance, and we could be required to accept reduced policy limits and insurance coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it could become more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers. Any of the foregoing costs or factors could materially and adversely affect us.

***We will be subject to the requirements of Section 302 and 404 of the Sarbanes-Oxley Act, which will be costly and challenging.***

Our management will be required to deliver a report that assesses the effectiveness of our internal control over financial reporting, pursuant to Section 302 of the Sarbanes-Oxley Act, as of December 31 subsequent to the year in which the registration statement of which this prospectus forms a part becomes effective. Internal controls are intended to allow management or employees in the normal course of performing their functions to prevent or detect misstatements on a timely basis. A deficiency in internal controls exists when their design or operation does not permit such prevention or detection on a timely basis. Section 404 of the Sarbanes-Oxley Act requires our independent registered public accounting firm to deliver an attestation report on the operating effectiveness of our internal controls over financial reporting in conjunction with their opinion on our audited financial statements as of the same date.

Substantial work on our part is required to implement appropriate processes, document the system of internal control over key processes, assess their design, remediate any deficiencies identified and test their operation. This process is expected to be both costly and challenging. Our Predecessor had not previously prepared consolidated financial statements. Additionally, the financial statements of some of the entities that are included in our Predecessor's financial statements were not individually audited. Consequently, it was necessary to consolidate numerous financial statements, some of which were unaudited, in anticipation of the audit of our Predecessor's financial statements. In the course of such audit, it became necessary to prepare and record a number of adjustments to correct the initial combined financial statements. It was determined that these adjustments arose from weaknesses within our internal control over financial reporting, specifically our lack of policies, procedures and review controls with respect to consolidation and the financial reporting process and our lack of processes and procedures with respect to the application of GAAP to certain transactions.

As a closely held private company, our Predecessor has not been required to operate in compliance with the foregoing requirements of the Sarbanes-Oxley Act. We will be required to design, implement and effectively execute and monitor additional controls in order to comply with these requirements and remediate any identified deficiencies. We have implemented measures to address weaknesses in our internal control over financial reporting and intend to bring our operations into compliance with Section 404 of the Sarbanes-Oxley Act within one year following the completion of this offering as required, and comply with the other mandates of the Sarbanes-Oxley Act, but there can be no assurance that such compliance will be achieved or maintained. If we are unable to implement and monitor effective controls, we may be unable to comply with the requirements of Section 404 of the Sarbanes-Oxley Act within the required time period.

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We cannot give any assurances that we will successfully remediate any material weaknesses identified in connection with our compliance with the provisions of Sections 302 and 404 of the Sarbanes-Oxley Act. The existence of any material weakness would preclude a conclusion by management and our registered independent public accounting firm that we maintained effective internal control over financial reporting. Our management may be required to devote significant time and incur significant expense to remediate any material weaknesses that may be discovered and may not be able to remediate any material weaknesses in a timely manner. The existence of a material weakness in our internal control over financial reporting could also result in errors in our financial statements that could require us to restate our financial statements, cause us to fail to meet our reporting obligations and cause stockholders to lose confidence in our reported financial information, any of which could materially and adversely affect us.

### ***Reporting of on-campus crime statistics required of colleges and universities may negatively impact our properties.***

Federal and state laws require colleges and universities to publish and distribute reports of on-campus crime statistics, which may result in negative publicity and media coverage associated with crimes occurring in the vicinity of, or on the premises of, our on-campus 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 properties.

### ***We may be subject to liabilities from litigation which could materially and adversely affect us.***

We may become involved in legal proceedings, including consumer, employment, tort or commercial litigation that, if decided adversely to or settled by us and not adequately covered by insurance, could result in liabilities that could materially and adversely affect us.

## **Risks Related to the Real Estate Industry**

### ***Our performance and the value of our properties are subject to risks associated with real estate and with the real estate industry, which could materially and adversely affect us.***

Our ability to make distributions to our stockholders depends on our ability to generate cash revenues in excess of our expenses, including expenses associated with our development activities, indebtedness and capital expenditure requirements. The occurrence of certain events and conditions that are generally applicable to owners and operators of real estate, many of which are beyond our control, could materially and adversely affect us. These events and conditions include:

adverse national, regional and local economic conditions;

rising interest rates;

oversupply of student housing in our markets, increased competition for student-tenants or reduction in demand for student housing;

inability to collect rent from student-tenants;

vacancies at our properties or an inability to lease our properties on favorable terms;

inability to finance property development and acquisitions on favorable terms;

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



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the need for capital expenditures at our properties;

costs of complying with changes in governmental regulations;

the relative illiquidity of real estate investments; and

civil unrest, acts of God, including earthquakes, floods, hurricanes and other natural disasters, which may result in uninsured losses, and acts of war or terrorism.

In addition, periods of economic slowdown or recession, such as the one the global economy is currently experiencing, 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 occupancy rates and rental revenue or an increased incidence of defaults under our existing leases, which could impair the value of our properties or reduce our cash flow.

***Illiquidity of real estate investments could significantly impede our ability to sell our properties or otherwise respond to adverse changes in the performance of our properties, which could materially and adversely affect us.***

From time to time, we may determine that it is in our best interest to sell one or more of our properties. However, because real estate investments are relatively illiquid, we may encounter difficulty in finding a buyer in a timely manner should we desire to sell one of our properties, especially if market conditions are poor at such time. Selling real estate has been difficult recently, since the availability of credit has become more limited, as lending standards have become more stringent. As a result, potential buyers have experienced difficulty in obtaining financing necessary to purchase a property. In addition, our properties are specifically designed for use as student housing, which could limit their marketability or affect their values for alternative uses. Consequently, should we desire to sell one or more of our properties, our ability to do so promptly or on terms that we deem to be acceptable may be limited, which could materially and adversely affect us.

We also may be required to expend funds to correct defects or to make improvements before a property can be sold. We cannot assure you that we will have funds available to correct any such defects or to make any such improvements. In connection with any future property acquisitions, we may agree to provisions that materially restrict our ability to sell the property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be secured by or repaid with respect to such property.

In addition, in order to qualify for taxation as a REIT and to maintain such qualification, the Internal Revenue Code limits our ability to sell properties held for less than two years, which may cause us to incur losses thereby reducing our cash flows. These factors and any others that would impede our ability to respond to adverse changes in the performance of any of our properties or a need for liquidity could materially and adversely affect us.

***Increases in property taxes would increase our operating costs, which could materially and adversely affect our financial performance and liquidity.***

Each of our properties will be subject to real and personal property taxes. These taxes may increase as tax rates change and as the properties are assessed or reassessed by taxing authorities. If property taxes increase, our operating costs will increase, and therefore our financial performance and liquidity could be materially and adversely affected.



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***We could incur significant costs related to government regulation and private litigation over environmental matters, which could materially and adversely affect us.***

Under various environmental laws, including the Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, a current or previous owner or operator of real estate may be liable for contamination resulting from the release or threatened release of hazardous or toxic substances or petroleum at that property. Additionally, an entity that arranges for the disposal or treatment of a hazardous or toxic substance or petroleum at another property may be held jointly and severally liable for the cost of investigating and cleaning up such property or other affected property. Such parties are known as potentially responsible parties, or PRPs. These environmental laws often impose liability regardless of whether the PRP 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 may also be liable to parties who have claims for contribution in connection with any such contamination, such as other PRPs or state and federal governmental agencies. The liability is generally not limited under such laws and therefore could easily exceed the property's value and the assets of the liable party.

The presence of contamination, hazardous materials or environmental issues, or the failure to remediate such conditions, at a property may expose us to third-party liability for personal injury or property damage, remediation costs or adversely affect our ability to sell, lease or develop the property or to borrow using the property as collateral, which could materially and adversely affect us.

Environmental laws also impose ongoing compliance requirements on owners and operators of real estate. Environmental laws potentially affecting us address a wide variety of matters, including, but not limited to, asbestos-containing building materials, or ACBMs, storage tanks, storm water and wastewater discharges, lead-based paint, radon, wetlands and hazardous wastes. Failure to comply with these laws could result in fines and penalties or expose us to third-party liability, which could materially and adversely affect us. 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.

***The conditions at some of our properties may expose us to liability and remediation costs related to environmental matters, which could materially and adversely affect us.***

Certain of our properties may contain, or may have contained, ACBMs. Environmental laws require that ACBMs be properly managed and maintained, and may impose fines and penalties on building owners and operators for failure to comply with these requirements. Also, some of our properties may contain, or may have contained, or are adjacent to or near other properties that may contain or may have contained storage tanks for the storage of petroleum products or other hazardous or toxic substances. Any of these conditions create the potential for the release of these contaminants. Third parties may be permitted by law to seek recovery from owners or operators for personal injury or property damage arising from such tanks. Additionally, third parties may be permitted by law to seek recovery from owners or operators for personal injury or property damage associated with exposure to these or other contaminants that may be present on, at or under the properties. Furthermore, some of our properties include regulated wetlands on undeveloped portions of such properties and mitigated wetlands on or near our properties, the existence of which 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, which could materially and adversely affect us.

Over the past several years there have been an increasing number of lawsuits against owners and operators of properties alleging personal injury and property damage caused by the presence



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of mold in real estate. Mold growth can occur when excessive moisture accumulates in buildings or on building materials, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Concern about indoor exposure to mold has been increasing as some molds have been shown to produce airborne toxins and irritants and exposure to these and other types of molds may lead to adverse health effects and symptoms, including allergic or other reactions. Some of our properties may contain microbial matter such as mold and mildew. The presence of significant mold at any of our properties could require us to undertake a costly remediation program to contain or remove the mold from the affected property and could expose us to liability from student-tenants, employees and others if property damage or health concerns arise, which could materially and adversely affect us.

If any of our properties are 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 could also be subject to 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.

Independent environmental consultants have conducted Phase I environmental site assessments on all of our properties. These 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 the review of publicly available information. These assessments do not typically take into account all environmental issues including, but not limited to, testing of soil or groundwater, a comprehensive asbestos survey or an invasive inspection for the presence of lead-based paint, radon or mold contamination. As a result, these assessments may have failed to reveal all environmental conditions, liabilities, or other compliance issues affecting our properties. Material environmental conditions, liabilities, or compliance issues 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 liabilities. We cannot assure you that the cost of future environmental compliance or remedial measures will not affect our ability to make distributions to our stockholders or that such costs or other remedial measures will not be material to us.

In the event we decided to sell one of our properties, the presence of hazardous substances on such property may limit our ability to sell it on favorable terms or at all, and we may incur substantial remediation costs.

The discovery of material environmental liabilities at one or more of our properties could subject us to unanticipated significant costs, which could materially and adversely affect us.

***We may incur significant costs complying with the Americans with Disabilities Act, the Fair Housing Act and similar laws, which could materially and adversely affect us.***

Under the Americans with Disabilities Act of 1990, or the ADA, all public accommodations must meet various federal requirements related to access and use by disabled persons. Compliance with the ADA's requirements may require modifications to our properties, such as the removal of access barriers or restrict our ability to renovate or develop our properties in the manner we desire. In addition, in June 2008, the Department of Justice proposed a substantial number of changes to the accessibility guidelines under the ADA. In January of 2009, President Obama suspended final publication and implementation of these regulations, pending

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comprehensive review by his administration. If implemented as proposed, the new guidelines could cause some of our properties to incur costly measures to become fully compliant.

Additional federal, state and local laws may also require us to make similar modifications or impose similar restrictions on us. For example, the Fair Housing Act, or FHA, 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 of the ADA, FHA or any similar laws. Noncompliance with any of these laws could result in us incurring significant costs to make substantial modifications to our properties or in the imposition of fines or an award or damages to private litigants. We cannot predict the ultimate amount of the cost of compliance with the ADA, FHA or other legislation. If we incur substantial costs to comply with the ADA, FHA or any other legislation, we could be materially and adversely affected.

***We may incur significant costs complying with other regulatory requirements, which could materially and adversely affect us.***

Our properties 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, which could materially and adversely affect us.

***Uninsured losses or losses in excess of insured limits could materially and adversely affect us.***

We carry comprehensive liability, fire, extended coverage, terrorism and rental loss insurance covering all of our properties. Our insurance includes coverage for earthquake damage to properties located in seismically active areas, windstorm damage to properties exposed to hurricanes, and terrorism insurance on all of our properties. In each case, we believe the coverage limits and applicable deductibles are commercially reasonable. All insurance policies are subject to coverage extensions that are typical for our business. We do not carry insurance for generally uninsured losses such as loss from riots or acts of God.

In the event we experience a loss which is uninsured or which exceeds our policy limits, we could lose the capital invested in the damaged property as well as the anticipated future cash flows from such property. In addition, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the property. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also keep us from using insurance proceeds to replace or renovate a property after it has been damaged or destroyed. Under such circumstances, the insurance proceeds we receive might be inadequate to restore our economic position with respect to the damaged or destroyed property. Furthermore, in the event of a substantial loss at one or more of our properties that is covered by one or more policies, the remaining insurance under these policies, if any, could be insufficient to adequately insure our other properties. In such event, securing additional insurance policies, if possible, could be significantly more expensive than our current policies. Any loss of these types may materially and adversely affect us.

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***Future terrorist attacks in the U.S. or an increase in incidents of violence on college campuses could reduce the demand for, and the value of, our properties, which could materially and adversely affect us.***

Future terrorist attacks in the U.S., such as the attacks that occurred in New York and Washington, D.C. on September 11, 2001, and acts of war, or threats of the same, could reduce the demand for, and the value of, our properties. Any such event in any of the markets in which our properties are located would make it difficult for us to maintain the affected property's occupancy or to re-lease the property at rates equal to or above historical rates, which could materially and adversely affect us.

Incidents of violence on college campuses could pose similar problems, with respect to the potential for a reduction of demand for our properties if such an incident were to occur on a college campus in one of our markets. Such an event in any of our markets could not only adversely affect our occupancy rates, but would also likely lead to increased operating expenses for such properties due to increased security costs, which would likely be necessary to reassure our student-tenants in the wake of such an incident. Any such increase in operating expenses may have a material adverse effect on the results of operations of the affected property.

In addition, terrorist attacks or violent incidents could directly impact the value of our properties through damage, destruction or loss and the availability of insurance for such acts may be limited or prohibitively expensive. If we receive casualty proceeds, we may not be able to reinvest such proceeds profitably or at all, and we may be forced to recognize taxable gain on the affected property, which could materially and adversely affect us.

**Risks Related to Our Company and Structure**

***Provisions of our charter allow our board of directors to authorize the issuance of additional securities, which may limit the ability of a third party to acquire control of us through a transaction that our stockholders believe to be in their best interest.***

Upon completion of this offering, our charter will authorize our board of directors to issue up to 90,000,000 shares of common stock and up to 10,000,000 shares of preferred stock. In addition, our board of directors may, without stockholder approval, amend our charter to increase the aggregate number of our shares or the number of shares of any class or series that we have the authority to issue and to classify or reclassify any unissued common stock or preferred stock and to set the preferences, rights and other terms of the classified or reclassified stock. As a result, our board of directors may authorize the issuance of additional stock or establish a series of common or preferred stock that may have the effect of delaying, deferring or preventing a change in control of us, including through a transaction at a premium over the market price of our common stock, even if our stockholders believe that a change in control through such a transaction is in their best interest.

***Provisions of Maryland law may limit the ability of a third party to acquire control of us, which, in turn, may negatively affect our stockholders' ability to realize a premium over the market price of our common stock.***

Certain provisions of the Maryland General Corporation Law, or the MGCL, may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change in

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control under circumstances that otherwise could provide our stockholders with the opportunity to realize a premium over the market price of our common stock, including:

*The Maryland Business Combination Act* that, subject to limitations, prohibits certain business combinations between us and an interested stockholder (defined generally as any person who beneficially owns 10% or more of the voting power of our voting capital stock) or an affiliate of any interested stockholder for five years after the most recent date on which the stockholder becomes an interested stockholder, and thereafter imposes special appraisal rights and special stockholder voting requirements on these combinations; and

*The Maryland Control Share Acquisition Act* that provides that our control shares (defined as shares which, when aggregated with other shares controlled by the stockholder, entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a control share acquisition (defined as the direct or indirect acquisition of ownership or control of control shares ) have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

By resolution of our board of directors, we have opted out of the business combination provisions of the MGCL and provided that any business combination between us and any other person is exempt from the business combination provisions of the MGCL, provided that the business combination is first approved by our board of directors (including a majority of directors who are not affiliates or associates of such persons). Pursuant to a provision in our bylaws, we have opted out of the control share provisions of the MGCL. However, our board of directors may by resolution elect to opt in to the business combination provisions of the MGCL and we may, by amendment to our bylaws, opt in to the control share provisions of the MGCL in the future.

Additionally, Title 3, Subtitle 8 of the MGCL permits our board of directors, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to implement certain takeover defenses, such as a classified board, some of which we do not yet have. These provisions may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us that otherwise could provide our stockholders with the opportunity to realize a premium over the market price of our common stock.

***The ownership limitations in our charter may restrict or prevent you from engaging in certain transfers of our common stock, which may delay or prevent a change in control of us that our stockholders believe to be in their best interest.***

In order for us to qualify as a REIT for each taxable year after 2010, no more than 50% in value of the outstanding shares of our common stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the federal income tax laws to include various kinds of entities) during the last half of any taxable year. Attribution rules in the Internal Revenue Code determine if any individual or entity actually or constructively owns our common stock under this requirement. Additionally, at least 100 persons must beneficially own shares of our common stock during at least 335 days of a taxable year for each taxable year after 2010. To assist us in qualifying as a REIT, our charter contains a stock ownership limit which 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 Internal Revenue Code, more than 9.8% by vote or value, whichever is more restrictive, of either our outstanding common stock or our outstanding capital stock in the aggregate. Generally, any of our shares of common stock owned by affiliated owners will be added together for purposes of the stock ownership limit.

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If anyone transfers shares of our stock in a way that would violate the stock ownership limit or prevent us from qualifying as a REIT under the federal income tax laws, those shares instead will be transferred to a trust for the benefit of a charitable beneficiary and will be either redeemed by us or sold to a person whose ownership of the shares will not violate the stock ownership limit or we will consider the transfer to be null and void from the outset, and the intended transferee of those shares will be deemed never to have owned the shares. Anyone who acquires shares of our common stock in violation of the stock ownership limit or the other restrictions on transfer in our charter bears the risk of suffering a financial loss when the shares are redeemed or sold if their market price falls between the date of purchase and the date of redemption or sale.

The constructive ownership rules under the Internal Revenue Code are complex and may cause stock owned actually or constructively by a group of related individuals 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 therefore they would be subject to the stock ownership limit. Our charter, however, allows 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.

In addition, the stock ownership limit and the other restrictions on transfer in our charter may have the effect of delaying, deferring or preventing a third party from acquiring control of us, whether such a transaction involved a premium price for our common stock or otherwise was in the best interest of our stockholders.

***Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit the recourse available in the event actions are taken that are not in the best interest of our stockholders.***

Maryland law provides that a director has no liability in connection with the director's management of the business and affairs of a corporation if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our charter exculpates our directors and officers from 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 charter authorizes us to indemnify our directors and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each director or officer, to the maximum extent permitted by Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we may be obligated to fund the defense costs incurred by our directors and officers. As a result, we and our stockholders may have more limited rights against our directors and officers, which could limit the recourse available in the event actions are taken that are not in our stockholders' best interest.

***Our charter contains provisions that make removal of our directors difficult, which could make it difficult for our stockholders to effect changes to our management that our stockholders believe to be in their best interest.***

Our charter provides that a director may be removed only for cause (as defined in our charter) and then only by the affirmative vote of at least two-thirds of the votes entitled to be cast generally in the election of directors. Our charter also provides that vacancies on our board of

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directors may be filled only by a majority of the remaining directors in office, even if less than a quorum. These requirements prevent stockholders from removing directors except for cause and with a substantial affirmative vote and from replacing directors with their own nominees. As a result, a change in our management that our stockholders believe is in their best interest may be delayed, deferred or prevented.

***Our board of directors has approved very broad investment guidelines for us and will not review or approve each investment decision made by our management team.***

Our management team is authorized to follow broad investment guidelines and, therefore, has great latitude in determining which are the proper investments for us, as well as the individual investment decisions. Our management team may make investments with lower rates of return than those anticipated under current market conditions and/or may make investments with greater risks to achieve those anticipated returns.

***The ability of our board of directors to change some of our policies without the consent of our stockholders may lead to the adoption of policies that are not in the best interest of our stockholders.***

Our major policies, including our policies with respect to investments, leverage, financing, growth, debt and capitalization, will be determined by our board of directors or those committees or officers to whom our board of directors may delegate such authority. Our board of directors will also establish the amount of any dividends or distributions that we may pay to our stockholders. Our board of directors or the committees or officers to which such decisions may be delegated will have the ability to amend or revise these and our other policies at any time without stockholder vote. Accordingly, our stockholders may not have control over changes in our policies, and we may adopt policies that may not prove to be in the best interests of our stockholders.

***As a result of our formation transactions, which were not negotiated on an arm's length basis, our existing investors will receive substantial economic benefits from this offering.***

MXT Capital will receive 232,593 OP units for the contribution of its interests in the predecessor entities and its student housing business and \$3.3 million of the net proceeds from this offering, which will be used for the repayment of certain indebtedness. Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, by virtue of their indirect ownership in MXT Capital, and therefore the various entities that own interests in the predecessor entities, will be entitled to receive a significant portion of the benefits of this offering received by MXT Capital. MXT Capital, through Campus Crest Group, and the Ricker Group were the principal prior owners of our predecessor entities and MXT Capital played a significant role in structuring our formation. In the course of structuring our formation, MXT Capital had the ability to influence the type and level of benefits that it and our executive officers would receive from us. It also had the ability to influence the other terms of our formation transactions, including, without limitation, the representations and warranties that it made to us in our formation transactions and the indemnities that it provided to us for breaches of such representations and warranties. In addition, as a result of this offering and the application of the net proceeds therefrom, Mr. Rollins and Mr. Hartnett will each be released from certain personal guarantees with respect to mortgage and construction indebtedness with, in each case, an aggregate principal amount of approximately \$243.3 million, and from personal guarantees with respect to the RHR, LLC and Capital Bank indebtedness described below, and the MXT Capital indebtedness described above. Each of Messrs. Rollins and Hartnett will be released from certain personal guarantees with respect to the preferred membership interest in CC-Encore. MXT Capital will also receive Campus Crest Group's interests in two parcels of land consisting of 20.2 acres, with associated indebtedness of



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approximately \$1.9 million, on which we have decided not to build student housing properties. In addition, we will enter into a registration rights agreement with MXT Capital pursuant to which we will agree, among other things, to register the resale of any common stock that may be exchanged for the OP units issued in our formation transactions.

The Ricker Group will receive approximately \$17.4 million from the net proceeds from this offering for the contribution of its interests in the predecessor entities and its interest in the entities that own fee interests in certain properties that were subject to ground leases such that our operating partnership will have, following the completion of this offering and our formation transactions, fee simple title to the real estate that is the subject of the leases. Following this transfer, none of the predecessor entities other than Campus Crest at Mobile, LLC and Campus Crest at Mobile Phase II, LLC (which own The Grove at Mobile in Mobile, AL) and Campus Crest at Moscow, LLC (which owns The Grove at Moscow in Moscow, ID) shall be subject to any ground lease with an unaffiliated third party. In addition, as a result of this offering and the use of the net proceeds therefrom, Mr. Ricker will be released from certain personal guarantees with respect to mortgage and construction indebtedness in an aggregate amount of approximately \$205.9 million, and from personal guarantees with respect to the RHR, LLC and Capital Bank indebtedness described below, and the MXT Capital indebtedness described above.

Certain third-party investors will receive in aggregate approximately \$10.7 million from the net proceeds from this offering and approximately 53,000 OP units for the contribution of their interests in the predecessor entities.

We will use approximately \$4.0 million of the net proceeds from this offering to repay our indebtedness to Capital Bank, an entity in which the Ricker Group has an ownership interest and of which Carl H. Ricker, Jr. is a director.

We will use approximately \$6.0 million of the net proceeds from this offering to repay indebtedness owed by us to RHR, LLC, an entity owned by MXT Capital and the Ricker Group. RHR, LLC will, in turn, immediately repay an equal amount of indebtedness owed by it to an unaffiliated third party on substantially the same terms and conditions as the loan from RHR, LLC to us.

Since we did not conduct arm's length negotiations with our existing investors with respect to the terms of our formation transactions, the terms of the agreements we reached with these investors may not be as favorable to us as if they were so negotiated.

***Members of our management and board of directors will be holders of OP units, and their interests may differ from those of our stockholders.***

After the consummation of this offering, members of our management and board of directors will also be direct or indirect holders of OP units. As holders of OP units, they may have conflicting interests with our stockholders. For example, they may have different tax positions from our stockholders, which could influence their decisions regarding whether and when to dispose of assets, whether and when to incur new indebtedness or refinance existing indebtedness and how to structure future transactions. As a result, our management and board of directors may implement policies or make decisions that are not in the best interest of our stockholders.

***Members of our management will be beneficiaries of a tax protection agreement that may require us to maintain indebtedness that we otherwise would not.***

MXT Capital will enter into a tax protection agreement with us. Pursuant to the tax protection agreement, we will agree to maintain a minimum level of indebtedness of \$56.0 million throughout the ten-year tax protection period in order to allow a sufficient amount of debt to be



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allocable to MXT Capital to avoid certain adverse tax consequences. If we fail to maintain such minimum indebtedness throughout the ten-year tax protection period, we will be required to make indemnifying payments to MXT Capital, in an amount equal to the federal, state and local taxes, if any, imposed on its members as a result of any income or gain recognized by them by reason of such failure. The amount of such taxes will be computed based on the highest applicable federal, state and local marginal tax rates, as well as any grossed up taxes imposed on such payments. This requirement may restrict our ability to reduce leverage when we otherwise might wish to do so and generally reduce our flexibility in managing our capital structure. The tax protection agreement will not require us to make indemnifying payments to MXT Capital by reason of any built-in gain allocated to its members upon the disposition of any of our properties.

***We will enter into employment agreements with certain of our executive officers that will require us to make payments in the event such officer's employment is terminated by us without cause or by such officer for good reason. This may make it difficult for us to effect changes to our management or limit the ability of a third party to acquire control of us that would otherwise be in the best interest of our stockholders.***

The employment agreements that we will enter into with certain of our executive officers upon completion of this offering provide benefits under certain circumstances that could make it more difficult for us to terminate these officers. Therefore, even if we sought to replace these officers, it may not be economically viable for us to do so. Furthermore, because an acquiring company would likely seek to replace these officers with their own personnel, these employment agreements could have the effect of delaying, deterring or preventing a change in control of us that would otherwise be in the best interest of our stockholders.

***After the consummation of this offering and our formation transactions, our primary assets will be our general partner interest in our operating partnership and OP units and, as a result, we will depend on distributions from our operating partnership to pay dividends and expenses.***

After the consummation of this offering and our formation transactions, we will be a holding company and will have no material assets other than our general partner interest and OP units. We intend to cause our operating partnership to make distributions to its limited partners, including us, in an amount sufficient to allow us to qualify as a REIT for federal income tax purposes and to pay all our expenses. To the extent we need funds and our operating partnership is restricted from making distributions under applicable law, agreement or otherwise, or if our operating partnership is otherwise unable to provide such funds, the failure to make such distributions could adversely affect our liquidity and financial condition and our ability to make distributions to our stockholders.

***We operate through a partnership structure, which could materially and adversely affect us.***

Our primary property-owning vehicle is our operating partnership, of which we are the sole general partner. Our acquisition of properties through our operating partnership in exchange, in part, for OP units may permit certain tax deferral advantages to the sellers of those properties. Since the properties contributed to our operating partnership may have unrealized gain attributable to the difference between the fair market value and adjusted tax basis in such properties prior to contribution, the sale of such properties could cause material and adverse tax consequences to the limited partners who contributed such properties. Although we, as the sole general partner of our operating partnership, generally have no obligation to consider the tax consequences of our actions to any limited partner, we have agreed to indemnify MXT Capital for certain tax consequences related to our properties and there can be no assurance that our

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operating partnership will not acquire properties in the future subject to material restrictions designed to minimize the adverse tax consequences to the limited partners who contribute such properties. Such restrictions could result in significantly reduced flexibility to manage our properties, which could materially and adversely affect us.

***We have fiduciary duties as sole general partner of our operating partnership which may result in conflicts of interest in representing your interests as our stockholders.***

After the consummation of this offering, conflicts of interest could arise in the future as a result of the relationship between us, on the one hand, and our operating partnership or any partner thereof, on the other. We, as the sole general partner of our operating partnership, will have fiduciary duties to the other limited partners in our operating partnership under Delaware law. At the same time, our directors and officers have duties to us and our stockholders under applicable Maryland law in connection with their management of us. Our duties as the sole general partner of our operating partnership may come in conflict with the duties of our directors and officers to us and our stockholders. For example, those persons holding OP units will have the right to vote on certain amendments to the partnership agreement (which require approval by a majority in interest of the limited partners, including us) and individually to approve certain amendments that would adversely affect their rights. These voting rights may be exercised in a manner that conflicts with the interests of our stockholders. We are unable to modify the rights of limited partners to receive distributions as set forth in the partnership agreement in a manner that adversely affects their rights without their consent, even though such modification might be in the best interest of our stockholders. Our partnership agreement will provide that if there is a conflict between the interests of our stockholders, on one hand, and the interests of the limited partners, on the other, we will endeavor in good faith to resolve the conflict in a manner not adverse to either our stockholders or the limited partners; provided, however, that for so long as we own a controlling interest in our operating partnership, we have agreed to resolve any conflict that cannot be resolved in a manner not adverse to either our stockholders or the limited partners in favor of our stockholders.

***Changes in accounting rules, assumptions and/or judgments could materially and adversely affect us.***

Accounting rules and interpretations for certain aspects of our operations are highly complex and involve significant assumptions and judgment. These complexities could lead to a delay in the preparation and public dissemination of our financial statements. Furthermore, changes in accounting rules and interpretations or in our accounting assumptions and/or judgments, such as asset impairments, could significantly impact our financial statements. Under any of these circumstances, we could be materially and adversely affected.

## **Risks Related to this Offering**

***We may not be able to make an initial distribution or maintain any initial, or any subsequent, distribution rate, and we may be required to fund the minimum distribution necessary to qualify for taxation as a REIT from sources that could reduce our cash flows.***

We intend to pay regular quarterly distributions to our common stockholders and intend to pay a pro rata initial distribution with respect to the period commencing on the completion of this offering and ending December 31, 2010. Our ability to fund this distribution will depend, in part, upon continued successful leasing of our existing portfolio, expected future development activity and fee income from development, construction and management services. To the extent these sources are insufficient, we intend to use our working capital or borrowings under our revolving credit facility to fund these distributions. If we need to fund future distributions with borrowings under our revolving credit facility or from working capital, or if we reduce our

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distribution rate, our stock price may be adversely affected. In addition, to the extent that we fund any distributions with borrowings under our revolving credit facility or from working capital, our cash available for investment in our business, including for property development and acquisition purposes, will decrease.

In addition, in order to qualify for taxation as a REIT, among other requirements, we must make distributions to stockholders aggregating annually 90% of our REIT taxable income, excluding net capital gains. To the extent that, in respect of any calendar year, cash available for distribution to our stockholders is less than our REIT taxable income, we would be required to fund the minimum distribution necessary to qualify for taxation as a REIT from other sources, which could include asset sales or borrowings. Funding a distribution through asset sales or borrowings could reduce our cash flow from operations, increase our interest expense and decrease our cash available for investment in our business. We may also choose to meet this distribution requirement by distributing a combination of cash and shares of our common stock. Under recent IRS guidance, up to 90% of any such distribution may be made in shares of our common stock. If we choose to make a distribution consisting in part of shares of our common stock, the holders of our common stock may be subject to adverse tax consequences. See Federal Income Tax Risk Factors We may in the future choose to pay dividends in our own stock, in which case you may be required to pay income taxes in excess of the cash dividends you receive below.

Any distributions in excess of our current and accumulated earnings and profits will not be taxable to a holder to the extent that they do not exceed the adjusted basis of the holder's shares in respect of which the distributions were made, but rather, will reduce the adjusted basis of these shares. To the extent that such distributions exceed the adjusted basis of a stockholder's shares, they will generally be included in income as capital gains. For a more complete discussion of the tax treatment of distributions to our stockholders, see Federal Income Tax Considerations.

***A public market for our common stock may never develop and your ability to sell your shares of our common stock may be limited.***

Prior to this offering, there has been no public market for our common stock. Our common stock has been approved for listing on the NYSE under the symbol CCG, subject to official notice of issuance. However, an active trading market for our common stock may never develop or, even if one does develop, may not be sustained. In the absence of an active trading market, an investor may be unable to liquidate an investment in shares of our common stock at a favorable price or at all. The initial public offering price has been determined by us and the underwriters. We cannot assure you that the price at which the common stock will sell in the public market after the closing of this offering will not be lower than the price at which they are sold by the underwriters.

***Common stock eligible for future sale may adversely affect the market price of our common stock.***

We cannot predict the effect, if any, of future issuances of shares of our common stock or the availability of shares of our common stock for future sale on the market price of our common stock. Any sales of a substantial number of shares of our common stock in the public market (including shares issued to our directors and officers), or the perception that such sales might occur, may cause the market price of our common stock to decline.

We, each of our directors and executive officers and MXT Capital have agreed, with limited exceptions, that we and they will not, without the prior written consent of Raymond James & Associates, Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., Barclays Capital Inc. and RBC

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Capital Markets Corporation, for a period of one year after the date of this prospectus (subject to extension under certain circumstances), among other things, directly or indirectly, offer to sell, sell or otherwise dispose of any shares of our common stock or securities that are convertible into or exchangeable for shares of common stock or file a registration statement with the SEC relating to the offering of any shares of our common stock or such convertible or exchangeable securities. In addition, we have agreed with the underwriters that we will not, during the same period of time, issue any shares of our common stock in exchange for any OP units. However, the underwriters named above may, at any time, release all or any portion of the shares of common stock subject to the foregoing lock-up provisions. If these restrictions are waived, the affected shares of common stock may be available for sale into the market which could reduce the market price of our common stock.

Under our 2010 Incentive Award Plan, we have the ability to issue options, stock appreciation rights, or SARs, restricted stock and restricted stock units, performance shares, performance units, dividend equivalents, restricted OP units and other stock-based awards to our executive officers, employees and non-employee directors. In connection with this offering, we intend to file a registration statement on Form S-8 to register all shares of common stock reserved for issuance under our 2010 Incentive Award Plan, and once we register these shares, they can be freely sold in the public market after issuance, subject to the terms of the plan and the lock-up provisions discussed above. MXT Capital will enter into a registration rights agreement with us. Pursuant to that agreement, we will agree, among other things, to register the resale of any common stock that may be exchanged for the OP units issued in our formation transactions. This agreement requires us to seek to register all common stock that may be exchanged for OP units effective as of that date which is 12 months following completion of this offering on a shelf registration statement under the Securities Act. We also may issue from time to time common stock or cause our operating partnership to issue OP units in connection with the acquisition of properties and we may grant demand or piggyback registration rights in connection with these issuances. Registration of the sales of these shares of our common stock would facilitate their sale into the public market. Sales of substantial amounts of our common stock, or the perception that such sales could occur, may have the effect of reducing the market price of our common stock and impeding our ability to raise future capital. In addition, any future sales of shares of our common stock may dilute the value of our common stock.

***The market price of our common stock may be volatile due to numerous circumstances, some of which are beyond our control.***

Even if an active trading market develops for our common stock, the market price of our common stock may be highly volatile and subject to wide fluctuations. Our financial performance, government regulatory action, tax laws, interest rates and market conditions in general could have a significant impact on the market price of our common stock. Some of the factors that could negatively affect the market price or result in fluctuations in the market price of our common stock include:

- actual or anticipated variations in our quarterly operating results;
- changes in our financial performance or earnings estimates;
- increases in market interest rates;
- changes in market valuations of similar companies;
- adverse market reaction to any indebtedness we incur in the future;
- additions or departures of key personnel;



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actions by our stockholders;

speculation in the press or investment community;

general market, economic and political conditions, including the recent economic slowdown and dislocation in the global credit markets;

our issuance of additional shares of common stock or other securities;

the performance of other similar companies;

changes in accounting principles;

passage of legislation or other regulatory developments that adversely affect us or our industry; and

the potential impact of the recent economic slowdown on the student housing industry and related budgets of colleges and universities.

***Market interest rates may adversely affect the market price of our common stock.***

One of the factors that investors may consider in deciding whether to buy or sell our common stock will be the dividend yield on our common stock as a percentage of our stock price, relative to market interest rates. An increase in market interest rates may lead prospective purchasers of our common stock to expect a higher dividend yield in order to maintain their investment, and higher interest rates would likely increase our borrowing costs which would reduce our cash flow, cash available to service our indebtedness or invest in our business and adversely affect our ability to make distributions to our stockholders. As a result, higher market interest rates could adversely affect the market price of our common stock.

***Future offerings of debt or equity securities ranking senior to our common stock may limit our operating and financial flexibility and may adversely affect the market price of our common stock.***

If we decide to issue debt or equity securities in the future ranking senior to our common stock or otherwise incur indebtedness, it is possible that these securities or indebtedness will be governed by an indenture or other instrument containing covenants restricting our operating flexibility and limiting our ability to make distributions to our stockholders. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges, including with respect to distributions, more favorable than those of our common stock and may result in dilution to owners of our common stock. Because our decision to issue debt or equity securities in any future offering or otherwise incur indebtedness will depend on then current market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings or financings, any of which could adversely affect the market price, and dilute the value of, our common stock.



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***We have not obtained appraisals of our properties in connection with this offering. As a result, the price we pay to our existing investors for their interests in our predecessor entities, including the interests we intend to purchase from MXT Capital, which was not negotiated in an arm's length transaction, may exceed our properties' market value.***

We have not obtained appraisals of our properties in connection with this offering. The consideration we have agreed to pay to our existing investors for their interests in our predecessor entities, including MXT Capital, which was not negotiated in an arm's length transaction, was determined by our executive officers based upon a capitalization rate analysis, an internal rate of return analysis, an assessment of the fair market value of the properties and the consideration of other factors, such as per bed value and the liquidation preference with respect to certain interests. As a result, this consideration may exceed our properties' individual market values.

The initial public offering price of our common stock was determined in consultation with the underwriters and does not necessarily bear any relationship to the book value or the market value of our properties. Factors considered in determining the initial public offering price included the valuation multiples of publicly traded companies that the underwriters believe to be comparable to us, our financial information, the history of, and the prospects for, us and the industry in which we compete, an assessment of our management, its past and present operations, and the prospects for, and timing of, our future revenues, the present state of our development, and the above factors in relation to market values and various valuation measures of other companies engaged in activities similar to ours. As a result, our value, as represented by the initial public offering price of our common stock, may exceed the market value of our individual properties.

***Purchasers of our common stock in this offering will experience immediate and substantial dilution.***

The initial public offering price of our common stock is substantially higher than the net tangible book value per share of our common stock immediately after this offering. As of June 30, 2010, the aggregate historical combined net tangible book value of the interests and assets to be transferred to our operating partnership was approximately \$(53.4) million, or \$(187.14) per share of our common stock on a fully-diluted basis. The pro forma net tangible book value per share of our common stock after the consummation of this offering and our formation transactions will be less than the initial public offering price. You will therefore experience immediate dilution of \$4.21 per share immediately after this offering.

***In addition to the underwriting discount and other fees, our underwriters and certain associated persons will receive other benefits from this offering.***

In addition to the underwriting discount and other fees to be received by our underwriters in connection with this offering, we expect that affiliates of Raymond James & Associates, Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., Barclays Capital Inc. and RBC Capital Markets Corporation will be lenders under our revolving credit facility that will become effective immediately upon completion of this offering and satisfaction of customary loan closing conditions. Raymond James & Associates, Inc. is also entitled to a payment of \$1.5 million for services rendered in connection with various financing and purchase and sale arrangements. In addition, we will purchase the preferred membership interest of CC-Encore for \$3.9 million out of the net proceeds of this offering from RJRC, LLC, an entity owned by certain associated persons of Raymond James & Associates, Inc., Encore and other third-party investors. These transactions create a potential conflict of interest because certain of the underwriters and certain associated persons of the underwriters have interests in the successful completion of this offering beyond the underwriting discount that the underwriters will receive. These interests may influence the

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decision regarding the terms and circumstances under which the offering and our formation transactions are completed. See [Underwriting](#) [Other Relationships](#).

The underwriters have engaged in commercial and investment banking transactions with our contributors in the ordinary course of their business and may in the future engage in commercial and investment banking transactions with us and/or our affiliates in the ordinary course of their business. They have received, and expect to receive, customary compensation and expense reimbursement for these commercial and investment banking transactions.

## **Federal Income Tax Risk Factors**

***Our failure to qualify or remain qualified as a REIT could have a material and adverse effect on us and the market price of our common stock.***

We intend to operate in a manner that will allow us to qualify as a REIT for U.S. federal income tax purposes under the Internal Revenue Code. We have not requested and do not plan to request a ruling from the IRS, that we qualify as a REIT, and the statements in this prospectus are not binding on the IRS or any court. If we fail to qualify or lose our qualification as a REIT, we will face serious tax consequences that would substantially reduce the funds available for distribution to our stockholders for each of the years involved because:

we would not be allowed a deduction for distributions to stockholders in computing our taxable income and we would be subject to U.S. federal income tax at regular corporate rates;

we also could be subject to the U.S. 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 a year during which we were disqualified.

In addition, if we lose our qualification as a REIT, we will not be required to make distributions to stockholders, and all distributions to our stockholders will be subject to tax as regular corporate dividends to the extent of our current and accumulated earnings and profits. This means that our U.S. individual stockholders would be taxed on our dividends at a maximum U.S. federal income tax rate currently at 15%, and our corporate stockholders generally would be entitled to the dividends received deduction with respect to such dividends, subject, in each case, to applicable limitations under the Internal Revenue Code.

Qualification as a REIT involves the application of highly technical and complex Internal Revenue Code provisions and regulations promulgated thereunder for which there are only limited judicial and administrative interpretations. Even a technical or inadvertent violation could jeopardize our ability to qualify as a REIT. The complexity of these provisions and of the applicable U.S. Treasury Department regulations, or [Treasury Regulations](#), that have been promulgated under the Internal Revenue Code is greater in the case of a REIT that, like us, holds its assets through a partnership. 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 on a continuing basis, including requirements regarding the composition of our assets, sources of our gross income and stockholder ownership. Also, we must make distributions to stockholders aggregating annually at least 90% of our REIT taxable income, excluding net capital gains.

As a result of these factors, our failure to qualify as a REIT could materially and adversely affect us and the market price of our common stock.



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***To qualify and remain qualified as a REIT, we will likely rely on the availability of equity and debt capital to fund our business.***

To qualify and remain qualified as a REIT, we generally must distribute to our stockholders at least 90% of our REIT taxable income each year, excluding net capital gains, and we will be subject to regular corporate income taxes to the extent that we distribute less than 100% of our REIT taxable income each year. In addition, we will be subject to a 4% nondeductible excise tax on the amount, if any, by which distributions paid by us in any calendar year are less than the sum of 85% of our ordinary income, 95% of our capital gain net income and 100% of our undistributed income from prior years. Because of REIT distribution requirements, we may be unable to fund capital expenditures, such as our developments, future acquisitions or property upgrades or renovations from operating cash flow. Therefore, we may be dependent on the public equity and debt capital markets and private lenders to fund our growth and other capital expenditures. However, we may not be able to obtain this capital on favorable terms or at all. 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 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 or maintain our qualification as a REIT, which could materially and adversely affect us.

***Even if we qualify as a REIT, we may face other tax liabilities that have a material and adverse affect on our financial performance and liquidity.***

Even if we qualify for taxation as a REIT, we may be subject to certain federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes. Any of these taxes would cause our operating costs to increase, and therefore our financial performance and liquidity could be materially and adversely affected.

In particular, various services provided at our properties are not permitted to be provided directly by our Operating Partnership, but must be provided through TRSs that are treated as fully taxable corporations. Although we do not anticipate this to be the case, it is possible that the income that is derived by, and subject to corporate income tax in the hands of, such TRSs may be significant.

***To qualify or remain qualified as a REIT, we may be forced to limit the activities of our taxable REIT subsidiaries, which could materially and adversely affect us.***

To qualify or remain qualified as a REIT, no more than 25% of the value of our total assets may consist of the securities of one or more TRSs. Certain of our activities, such as our third-party development, construction, management and leasing services, must be conducted through our TRSs for us to qualify or remain qualified as a REIT. In addition, certain non-customary



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services must be provided by a TRS or an independent contractor. If the revenues from such activities create a risk that the value of our TRSs, based on revenues or otherwise, approaches the 25% threshold, we will be forced to curtail such activities or take other steps to remain under the 25% threshold. Since the 25% threshold is based on value, it is possible that the IRS could successfully contend that the value of our TRSs exceeds the 25% threshold even if our TRSs account for less than 25% of our consolidated revenues, income or cash flow. After our formation transactions, our third-party services will be performed by our TRSs. Consequently, income earned from our third-party services and non-customary 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.

A TRS 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 have been advised by counsel that the proposed method of operating our TRSs 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 the conclusion of our counsel. In such event we might be forced to change our method of operating our TRSs, or one or more of the TRSs could fail to qualify as a TRS, which could cause us to fail to qualify as a REIT. Any of the foregoing circumstances could materially and adversely affect us.

***If our operating partnership failed to qualify as a partnership for federal income tax purposes, we would cease to qualify as a REIT and we could be materially and adversely affected.***

We believe that our operating partnership will qualify to be treated as a partnership for federal income tax purposes. As a partnership, our operating partnership will not be subject to federal income tax on its income. Instead, each of its partners, including us, will be required to pay tax on its allocable share of our operating partnership's income. No assurance can be provided, however, that the IRS, will not challenge its status as a partnership for federal income tax purposes, or that a court would not sustain such a challenge. If the IRS were successful in treating our operating partnership as a corporation for tax purposes, we would fail to meet the gross income tests and certain of the asset tests applicable to REITs and, accordingly, cease to qualify as a REIT. Also, the failure of the our operating partnership to qualify as a partnership would cause it to become subject to federal state and corporate income tax, which would reduce significantly the amount of cash available for debt service and for distribution to its partners, including us.

***Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends, which could materially and adversely affect the market price of our common stock.***

The maximum tax rate applicable to income from qualified dividends payable to U.S. stockholders that are individuals, trusts and estates has been reduced by legislation to 15% (through the end of 2010). Dividends payable by REITs, however, generally are not eligible for the reduced rates. Although this does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could materially and adversely affect the market price of the stock of REITs, including shares of our common stock.

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***We may in the future choose to pay dividends in our own stock, in which case you may be required to pay income taxes in excess of the cash dividends you receive.***

We may in the future distribute taxable dividends that are payable in cash and shares of our common stock at the election of each stockholder. Under Revenue Procedure 2010-12 (which extends guidance previously issued by the IRS in Revenue Procedure 2009-15), up to 90% of any such taxable dividend through 2011 could be payable in our stock. Taxable stockholders receiving such dividends will be required to include the full amount of the dividend as ordinary income to the extent of our current and accumulated earnings and profits for federal income tax purposes. As a result, stockholders may be required to pay income taxes with respect to such dividends in excess of the cash dividends received. If a U.S. stockholder sells the stock that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our common stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our common stock in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our common stock.

Further, while Revenue Procedure 2010-12 applies only to taxable dividends payable in cash or stock through 2011, it is unclear whether and to what extent we will be able to pay taxable dividends in cash and stock in later years. Moreover, various aspects of such a taxable cash/stock dividend are uncertain and have not yet been addressed by the IRS. No assurance can be given that the IRS will not impose additional requirements in the future with respect to taxable cash/stock dividends, including on a retroactive basis, or assert that the requirements for such taxable cash/stock dividends have not been met.

***Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities, which could materially and adversely affect our financial performance and liquidity.***

The REIT provisions of the Internal Revenue Code substantially limit our ability to hedge our liabilities. Any income from a hedging transaction we enter into to manage risk of interest rate changes with respect to borrowings made or to be made to acquire or carry real estate assets generally does not constitute gross income for purposes of the 75% gross income test or the 95% gross income test, if certain requirements are met. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both of the gross income tests. As a result, we might have to limit our use of advantageous hedging techniques or implement those hedges through a TRS. This could increase the cost of our hedging activities because a domestic TRS would be subject to tax on gains or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in our TRSs will generally not provide any tax benefit, except for being carried forward against future taxable income in the respective TRS. These increased costs could materially and adversely affect our financial performance and liquidity.

***Complying with REIT requirements may cause us to forgo otherwise attractive investment opportunities, which could materially and adversely affect us.***

To qualify as a REIT for U.S. federal income tax purposes, we continually must satisfy tests concerning, among other things, the sources of our income, the type and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our stock. We may be unable to pursue investments that would be otherwise advantageous to us in order to satisfy the source-of-income, asset-diversification or distribution requirements for qualifying as a REIT. Thus,





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compliance with the REIT requirements may hinder our ability to make certain attractive investments, which could materially and adversely affect us.

*The ability of our board of directors to revoke our REIT election without stockholder approval may cause adverse consequences to our stockholders.*

Our charter provides that our board of directors may revoke or otherwise terminate our REIT election, without the approval of our stockholders, if it determines that it is no longer in our best interests to continue to qualify as a REIT. If we cease to qualify as a REIT, we would become subject to federal income tax on our taxable income and would no longer be required to distribute most of our taxable income to our stockholders, which may have adverse consequences on the total return to our stockholders.

*New legislation, regulation or administrative or judicial action, in each instance potentially with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT.*

The present U.S. federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, regulation, administrative or judicial action at any time, which could affect the U.S. federal income tax treatment of an investment in our common stock. The U.S. federal income tax rules that affect REITs are under constant review by persons involved in the legislative process, the IRS and the U.S. Treasury Department, which results in statutory changes as well as frequent revisions to regulations and interpretations. Revisions in U.S. federal tax laws and interpretations thereof could cause us to change our investments and commitments, which could also affect the tax considerations of an investment in our common stock.

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**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains certain forward-looking statements that are subject to risks and uncertainties.

Forward-looking statements are generally identifiable by use of forward-looking terminology such as may, will, should, potential, intend, expect, seek, anticipate, estimate, approximately, believe, could, plan or other similar words or expressions. Forward-looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, contain financial and operating projections or state other forward-looking information. Our ability to predict results or the actual effect of future events, actions, plans or strategies is inherently uncertain. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in, or implied by, the forward-looking statements. Factors that could materially and adversely affect our business, financial condition, cash flows, liquidity, results of operations, FFO and prospects include, but are not limited to:

the factors discussed in this prospectus, including those set forth under the section titled Risk Factors ;

the performance of the student housing industry in general;

decreased occupancy or rental rates at our properties resulting from competition or otherwise;

the operating performance of our properties;

the success of our development and construction activities;

changes on the admissions or housing policies of the colleges and universities from which we draw student-tenants;

the availability of and our ability to attract and retain qualified personnel;

changes in our business and growth strategies and in our ability to consummate additional joint venture transactions;

our capitalization and leverage level;

our capital expenditures;

the degree and nature of our competition, in terms of developing properties, consummating acquisitions and in obtaining student-tenants to fill our properties;

volatility in the real estate industry, interest rates and spreads, the debt or equity markets, the economy generally or the local markets in which our properties are located, whether the result of market events or otherwise;

events or circumstances which undermine confidence in the financial markets or otherwise have a broad impact on financial markets, such as the sudden instability or collapse of large financial institutions or other significant corporations, terrorist attacks, natural or man-made disasters or threatened or actual armed conflicts;



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the availability and terms of short-term and long-term financing, including financing for development and construction activities;

the availability of attractive development and/or acquisition opportunities in properties that satisfy our investment criteria, including our ability to identify and consummate successful property developments and property acquisitions;

the credit quality of our student-tenants and parental guarantors;

changes in personnel, including the departure of key members of our senior management, and lack of availability of qualified personnel;

unanticipated increases in financing and other costs, including a rise in interest rates;

estimates relating to our ability to make distributions to our stockholders in the future and our expectations as to the form of any such distributions;

environmental costs, uncertainties and risks, especially those related to natural disasters;

changes in governmental regulations, accounting treatment, tax rates and similar matters;

legislative and regulatory changes (including changes to laws governing the taxation of REITs); and

limitations imposed on our business and our ability to satisfy complex rules in order for us to qualify as a REIT for U.S. federal income tax purposes and the ability of certain of our subsidiaries to qualify as TRSs for U.S. federal income tax purposes, and our ability and the ability of our subsidiaries to operate effectively within the limitations imposed by these rules.

When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this prospectus. Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our views as of the date of this prospectus. The matters summarized under Prospectus Summary, Risk Factors, Management's Discussion and Analysis of Financial Condition and Results of Operations, Business and Properties and elsewhere in this prospectus could cause our actual results and performance to differ materially from those set forth in, or implied by, our forward-looking statements. Accordingly, we cannot guarantee future results or performance. Furthermore, except as required by law, we are under no duty to, and we do not intend to, update any of our forward-looking statements after the date of this prospectus, whether as a result of new information, future events or otherwise.

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**USE OF PROCEEDS**

Assuming an initial public offering price of \$13.50 per share of common stock based upon the mid-point of the price range set forth on the cover page of this prospectus, we estimate we will receive gross proceeds from this offering of approximately \$382.5 million or approximately \$439.9 million if the underwriters' overallotment option is exercised in full. After deducting the underwriting discount and other estimated fees and expenses payable by us, we expect net proceeds from this offering of approximately \$352.4 million or approximately \$406.3 million if the underwriters' overallotment option is exercised in full.

We will contribute the net proceeds from this offering to our operating partnership. Assuming no exercise of the underwriters' overallotment option, we intend to use the net proceeds from this offering and approximately \$18.6 million of borrowings under our revolving credit facility as follows:

approximately \$287.1 million to reduce outstanding mortgage and construction loan indebtedness and pay associated costs, as follows:

\$104.0 million outstanding under our mortgage loan with Silverton Bank (this loan, or the Silverton Bank Mortgage Loan, is secured by six of our properties and has an aggregate outstanding principal amount of approximately \$104.0 million, as of June 30, 2010, an interest rate of 6.4% per annum and a maturity date of February 28, 2013);

\$15.6 million outstanding under our construction loan with Wachovia Bank relating to The Grove at Mobile-Phase II (this loan, or The Grove at Mobile-Phase II Construction Loan, is secured by The Grove at Mobile-Phase II, has an aggregate outstanding principal amount of approximately \$15.6 million, as of June 30, 2010, an interest rate of LIBOR plus 300 basis points (with a 5.5% interest rate floor) and a maturity date of October 31, 2010);

\$150.2 million to Wachovia Bank as it relates to nine of our properties (this loan, or the Wachovia Bank Nine Property Construction Loan, is secured by nine of our properties and has an aggregate outstanding principal amount of approximately \$148.9 million, as of June 30, 2010, an interest rate of LIBOR plus 280 basis points (with a 6.00% interest rate floor through October 31, 2010 with respect to approximately \$136.4 million), a maturity date of January 31, 2011 and an additional loan extension fee of \$1.3 million);

\$14.9 million outstanding under our construction loan with Wachovia Bank as it relates to The Grove at San Marcos (this loan, or the Wachovia Bank Three Property Construction Loan, is secured by three of our properties and has an aggregate outstanding principal amount of approximately \$14.9 million, as of June 30, 2010, an interest rate of LIBOR plus 250 basis points (with a 5.94% interest rate floor) and a maturity date of May 15, 2011); and

\$2.4 million to pay costs associated with the termination of interest rate swaps and hedges relating to the repayment of this debt (based on the settlement value as of June 30, 2010);

approximately \$4.8 million to fund preferred investments in asset-owning entities that will use the net proceeds from such investments to reduce the outstanding principal balance of the Wachovia Bank Three Property Construction Loan that is secured, in part,



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by The Grove at San Marcos, in connection with our purchase of The Grove at San Marcos and its removal from the collateral pool securing such loan;

approximately \$4.0 million to repay indebtedness owed to Capital Bank, which has an interest rate of prime plus 1.0% and a maturity date of October 15, 2010;

approximately \$6.0 million to repay unsecured indebtedness owed by us to RHR, LLC, an entity owned by MXT Capital and the Ricker Group, which has an interest rate of 12% and a maturity date of April 30, 2011; RHR, LLC will, in turn, immediately repay an equal amount of indebtedness owed by it to an unaffiliated third party on substantially the same terms and conditions as the loan from RHR, LLC to us;

approximately \$3.3 million to MXT Capital, which will immediately use such amount to make capital contributions to certain entities that will, in turn, immediately use the capital contributions solely to repay indebtedness;

approximately \$24.0 million to acquire interests in our properties from HSRE;

approximately \$17.4 million to acquire interests in our properties from the Ricker Group;

approximately \$10.7 million to acquire interests in our properties from certain third-party investors;

approximately \$3.4 million to acquire land on which we expect to commence building four properties following the completion of this offering;

\$3.9 million to acquire the preferred membership interest in CC-Encore (which includes repayment of the \$2.35 million loan from CC-Encore to Campus Crest Ventures I, LLC, or "CCV I"); and

approximately \$6.4 million for working capital and general corporate purposes.

Under certain circumstances, we have the option to cause Encore to purchase an additional preferred membership interest in CC-Encore in an amount not to exceed \$2.5 million. See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Overview - Our Relationship with Encore." We have not exercised this option, we have no intent to exercise this option and our right to cause Encore to purchase an additional preferred membership interest, as well as CC-Encore itself, will be terminated upon completion of this offering and our repurchase of the currently outstanding preferred interest. However, to the extent we did exercise this option and Encore purchased an additional \$2.5 million preferred interest, we would be obligated to purchase this additional interest for approximately \$3.75 million upon completion of this offering. We would use a portion of the net proceeds to complete this purchase, which would reduce the amount of net proceeds available for working capital and general corporate purposes by \$3.75 million.

If the underwriters' overallotment option is exercised, we expect to use the additional net proceeds (which, if the underwriters' overallotment is exercised in full, will be approximately \$53.9 million (based upon the mid-point of the price range set forth on the cover page of this prospectus)) to pay down borrowings under our revolving credit facility and for working capital and general corporate purposes, which may include funding a portion of our expected development activity and other growth strategies and distributions to our stockholders.

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Pending application of any portion of the net proceeds from this offering, we will invest it in interest-bearing accounts and short-term, interest-bearing securities as is consistent with our intention to qualify for taxation as a REIT for federal income tax purposes. Such investments may include, for example, obligations of the U.S. federal government and governmental agency securities, certificates of deposit and interest-bearing bank deposits.

The following table provides information related to the expected sources and uses of the proceeds from this offering (assuming the underwriters' overallotment option is not exercised) and borrowings under our revolving credit facility.

<b>Sources</b>			<b>Uses</b>	
	<b>(in millions)</b>		<b>(in millions)</b>	
Gross offering proceeds <sup>(1)</sup>	\$ 382.5	Underwriting discount		\$ 23.3
Draw under our revolving credit facility	18.6	Other fees and expenses		6.8
		Reduction of outstanding mortgage and construction loan indebtedness and payment of associated costs		287.1
		Preferred investments		4.8
		Repayment of unsecured indebtedness (Capital Bank and RHR, LLC)		10.0
		Payment to MXT Capital for repayment of certain indebtedness		3.3
		Payment to HSRE for interests in our properties		24.0
		Payment to the Ricker Group for interests in our properties		17.4
		Payment to certain third-party investors for interests in our properties		10.7
		Acquisition of land		3.4
		Acquisition of CC-Encore preferred membership interest		3.9
		Working capital		6.4
<b>Total Sources</b>	<b>\$ 401.1</b>	<b>Total Uses</b>		<b>\$ 401.1</b>

(1) This amount assumes 28,333,333 shares of common stock are sold in this offering and will increase or decrease depending upon whether such shares are sold above or below \$13.50 per share (the mid-point of the price range set forth on the cover page of this prospectus).



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**OUR DISTRIBUTION POLICY**

We intend to pay regular quarterly distributions to our common stockholders. We intend to pay a pro rata initial distribution with respect to the period commencing on the completion of this offering and ending December 31, 2010, based on \$0.16 per share for a full quarter. On an annualized basis, this would be \$0.64 per share, or an initial annual distribution rate of approximately 4.7% based on an assumed initial public offering price of \$13.50 per share (the mid-point of the price range set forth on the cover page of this prospectus). Our ability to fund this distribution will depend, in part, upon continued successful leasing of our existing portfolio, expected future development activity and fee income from development, construction and management services. To the extent these sources are insufficient, we intend to use our working capital or borrowings under our revolving credit facility to fund these distributions. This estimate is based on our historical operating results, adjusted as described below, and does not take into account the four wholly-owned and three joint venture properties that we expect to commence building upon completion of this offering, with completion targeted for the 2011-2012 academic year, nor does it take into account any unanticipated expenditures we may have to make or any new debt we may have to incur.

Our estimate of cash available for distribution does not reflect:

fee income from development, construction and management services that we may provide with respect to future joint venture properties, including the three joint venture properties that we expect to develop through a new joint venture that we expect to establish with HSRE, with completion targeted for the 2011-2012 academic year (see Management's Discussion and Analysis of Financial Condition and Results of Operations Factors Expected to Affect Our Operating Results Development, Construction and Management Services );

cash to be used for capital expenditures, such as development and construction activities (including four wholly-owned properties and three joint venture properties that we expect to commence building upon completion of this offering) and property acquisitions, other than an estimate of recurring capital expenditures at our combined properties and our uncombined joint venture properties; or

cash estimated to be used for financing activities, other than scheduled amortization payments on mortgage indebtedness that will be outstanding upon completion of this offering.

During the 12 months ending June 30, 2011, we expect to incur capital expenditures in connection with the development and construction of four student housing properties that we expect to build for our own account, with completion and occupancy targeted for the 2011-2012 academic year. In addition, we expect to pay a pro rata share of capital expenditures incurred by a joint venture in which we expect to own a 20% interest relating to the construction of three student housing properties, also with completion and occupancy targeted for the 2011-2012 academic year. We intend to fund these expenditures primarily with borrowings under our revolving credit facility and new construction indebtedness. As a result, we do not expect that these development activities will have a meaningful effect on our estimate of cash available for distribution for the 12 months ending June 30, 2011.

Although we currently have no additional commitments with respect to investing or financing activities, we may choose to undertake additional investing and/or financing activities in the future, which may have a material effect on our estimate of cash available for distribution. Because we have made the assumptions set forth above in estimating cash available for



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distribution, we do not intend this estimate to be a projection or forecast of our actual results of operations or our liquidity, and have estimated cash available for distribution for the sole purpose of determining our initial annual distribution amount and corresponding payout ratio. Our estimate of cash available for distribution should not be considered as an alternative to cash flow from operating activities (computed in accordance with GAAP) or as an indicator of our liquidity or our ability to pay dividends or make distributions. In addition, the methodology upon which we made the adjustments described below is not necessarily intended to be a basis for determining future distributions.

We intend to maintain our initial distribution rate for the 12-month period following completion of this offering unless actual results of operations, economic conditions or other factors differ materially from the assumptions used in our estimate. Distributions made by us will be authorized and determined by our board of directors out of funds legally available therefor and will depend upon a number of factors, including restrictions under applicable law or contained in agreements relating to our indebtedness (including our revolving credit facility) or any future preferred stock. We believe that our estimate of cash available for distribution constitutes a reasonable basis for setting the initial distribution; however, no assurance can be given that the estimate will prove accurate, and actual distributions, if any, may therefore be significantly different from the expected distributions. We do not intend to reduce the expected distribution per share if the underwriters' overallotment option is exercised; however, this could require us to pay distributions from the net proceeds of this offering.

We anticipate that, at least initially, our distributions will exceed our then current and then accumulated earnings and profits as determined for U.S. federal income tax purposes due to non-cash expenses, primarily depreciation and amortization charges that we expect to incur. Therefore, a portion of these distributions will represent a return of capital for federal income tax purposes. Distributions in excess of our current and accumulated earnings and profits and not treated by us as a dividend will not be taxable to a taxable U.S. stockholder under current federal income tax law to the extent those distributions do not exceed the stockholder's adjusted tax basis in such common stock, but rather will reduce the adjusted basis of the common stock. Therefore, the gain (or loss) recognized on the sale of that common stock or upon our liquidation will be increased (or decreased) accordingly. To the extent those distributions exceed a taxable U.S. stockholder's adjusted tax basis in such common stock, they generally will be treated as a capital gain realized from the taxable disposition of those shares. We expect that approximately 46% of our estimated initial annual distribution will represent a return of capital for federal income tax purposes. The percentage of our stockholder distributions that exceeds our current and accumulated earnings and profits may vary substantially from year to year. For a more complete discussion of the tax treatment of distributions to holders of our common stock, see Federal Income Tax Considerations.

We cannot assure you that our estimated distributions will be made at all, or at the rate estimated below, or if made, that such distributions will be sustained. Any distributions we pay in the future will depend upon our actual results of operations, economic conditions and other factors that could differ materially from our current expectations. Our actual results of operations will be affected by a number of factors, including the revenue we receive from our properties and our development, construction and management services, our operating expenses and interest expense, the ability of our student-tenants to meet their obligations and unanticipated expenditures. For more information regarding risk factors that could materially and adversely affect our actual results of operations, see Risk Factors.

If our properties do not generate sufficient cash flow with which to pay our estimated distributions, we will be required either to fund distributions from working capital or borrowings under our revolving credit facility or to reduce our distributions. Our revolving credit facility will

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contain covenants that restrict our ability to pay distributions or other amounts to our stockholders unless certain financial tests are satisfied and will limit distributions to the greater of 90% of our FFO or the amount required for us to qualify and maintain our status as a REIT. In addition, our revolving credit facility will contain certain provisions restricting or limiting our ability to draw funds under the 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 REIT taxable income, including capital gains. For more information, please see Federal Income Tax Considerations. We anticipate that our estimated cash available for distribution and our estimated initial annual distribution will exceed the annual distribution requirements applicable to REITs. However, if our cash available for distribution does not exceed such requirements, we may be required to pay distributions in excess of cash available for distribution. In such a case, we would be required to fund the minimum required distribution from other sources, which could include asset sales or borrowings. Funding a distribution through asset sales or borrowings could reduce our cash flow from operations, increase our interest expense and decrease our cash available for investment in our business. We may also choose to meet such distribution requirement by distributing a combination of cash and shares of our common stock, which may subject the holders of our common stock to adverse tax consequences. See Risk Factors Risks Related to this Offering We may not be able to make an initial distribution or maintain any initial, or subsequent, distribution rate, and we may be required to fund the minimum distribution necessary to qualify for taxation as a REIT from sources that could reduce our cash flows.

The following table describes our pro forma net loss for the 12 months ended June 30, 2010, and the adjustments we have made thereto in order to estimate our cash available for distribution for the 12 months ending June 30, 2011 (amounts in thousands except share data, per share data, per bed data and percentages):

Pro forma net loss before noncontrolling interest for the year ended December 31, 2009	\$ (7,821)
Less: Pro forma net loss before noncontrolling interest for the six months ended June 30, 2009	(3,429)
Add: Pro forma net loss before noncontrolling interest for the six months ended June 30, 2010	(1,807)
Pro forma net loss for the 12 months ended June 30, 2010	(6,199)
Add: Pro forma depreciation and amortization for the 12 months ended June 30, 2010	20,220 <sup>(1)</sup>
Add: Increase in net income before depreciation from existing development and construction services contracts for the 12 months ending June 30, 2011 compared to the 12 months ended June 30, 2010	432 <sup>(2)</sup>
Add: Increase in revenue from existing management services contracts for the 12 months ending June 30, 2011 compared to the 12 months ended June 30, 2010	384 <sup>(3)</sup>
Add: Increase in revenue from the anticipated increase in occupancy for the 12 months ending June 30, 2011 compared to the 12 months ended June 30, 2010 based on executed leases	2,138 <sup>(4)</sup>
Add: Increase in revenue from the anticipated increase in average rental rate for the 12 months ending June 30, 2011 compared to the 12 months ended June 30, 2010 based on executed leases	1,845 <sup>(5)</sup>
Add: Increase in net income before depreciation from a full year's operation of two consolidated properties that opened in August 2009	252 <sup>(6)</sup>
Less: Decrease in net income before depreciation from a full year's operation of three unconsolidated joint venture properties that opened in August 2009	(121) <sup>(7)</sup>

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Add:	Increase in net income before depreciation from the initial operations of three unconsolidated joint venture properties that opened in August 2010 for the 2010-2011 academic year based on executed leases	739 <sup>(8)</sup>
Add:	Decrease in expense from the non-recurring charge related to the write-off of pre-development costs that was recorded in September 2009	1,171 <sup>(9)</sup>
Add:	Non-cash compensation expense	264 <sup>(10)</sup>
Add:	Non-cash interest expense	110 <sup>(11)</sup>
	<b>Estimated cash flows from operating activities for the 12 months ending June 30, 2011</b>	<b>21,235</b>
	<b>Estimated cash flows used in investing activities:</b>	
Less:	Annual provision for recurring capital expenditures consolidated properties	(372) <sup>(12)</sup>
Less:	Pro rata share of annual provision for recurring capital expenditures unconsolidated joint venture properties	(27) <sup>(13)</sup>
	<b>Total estimated cash flow used in investing activities</b>	<b>(399)</b>
	<b>Estimated cash flows used in financing activities:</b>	
Less:	Scheduled loan principal repayments consolidated properties	(14)
Less:	Pro rata share of scheduled loan principal repayments unconsolidated joint venture properties	(15)
Add:	Interest expense funded from construction loan draws unconsolidated joint venture properties	502 <sup>(16)</sup>
	<b>Total estimated cash flows used in financing activities</b>	<b>502</b>
	<b>Total estimated cash available for distribution for the 12 months ending June 30, 2011</b>	<b>\$ 21,338<sup>(17)</sup></b>
	<b>Total estimated initial annual distribution to stockholders and holders of OP units</b>	<b>\$ 18,473<sup>(18)</sup></b>
	Estimated annual distribution per share/OP unit	\$ 0.64
	Payout ratio based on estimated cash available for distribution	86.6% <sup>(19)</sup>
	<b>Estimated cash available for distribution to:</b>	
	OP units	\$ 322
	Shares of common stock	\$ 21,016

(1) Includes \$19,265 of depreciation and amortization from our consolidated properties and \$955 of our pro rata share of depreciation and amortization from our unconsolidated joint venture properties.

(2) The following table reflects the economic impact on the 12 months ending June 30, 2011 resulting from anticipated changes in contractual development and construction services revenue and expenses, as compared to the 12 months ended June 30, 2010. Revenue and expenses from development and construction services for the 12 months ending June 30, 2011 relate primarily to the completion of the three joint venture properties that opened in August 2010 for the 2010-2011 academic year.

<b>12 mos. Ended 12/31/09 (Pro Forma)</b>	<b>Six mos. Ended 6/30/09 (Pro Forma)</b>	<b>Six mos. Ended 6/30/10 (Pro Forma)</b>	<b>12 mos. Ended 6/30/10 (Pro Forma)</b>	<b>12 mos. Ending 6/30/11 (Existing Contracts)</b>	<b>Increase/ (Decrease)</b>
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Revenues from External Customers	24,505	13,192	17,264	28,577	3,470	(25,107)
Operating Expenses (External)	24,847	12,959	16,140	28,028	2,489	(25,539)
<b>Net Income before Depreciation</b>	(342)	233	1,124	549	981	432

- (3) Adjustment reflects the net increase in contractual management fee revenues for the 12 months ending June 30, 2011 compared to the 12 months ended June 30, 2010 from contracts in place during the 12 months ended June 30, 2010. The increase in revenue from management services for the 12 months ending June 30, 2011 relates primarily to the impact

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of a full year of management services revenue for the three joint venture properties that opened in August 2009 and the initiation of management services for the three joint venture properties that opened in August 2010.

- (4) The following table reflects the economic impact on the 12 months ending June 30, 2011 resulting from anticipated changes in our occupancy based on our executed lease status for our operating properties (excluding the three properties that opened in August 2010) as of September 15, 2010, as compared to the 12 months ended June 30, 2010 as follows:

		Occupancy		Executed Lease Status for the	Pro Forma Occupancy for the	Impact on Net Income before Depreciation for the 12 mos. Ending	
	Total Beds at Property	for the 12 mos. Ended 6/30/10 <sup>(a)</sup>	Occupancy as of 6/30/10	for the 2010-2011 AY as of 9/15/10 <sup>(b)</sup>	for the 12 mos. Ending 6/30/11 <sup>(c)</sup>	6/30/11 <sup>(d)</sup>	
<b>Wholly-Owned Properties</b>							
1	Asheville, NC	448	91%	97%	88%	89%	\$ (65)
2	Carrollton, GA	492	98%	99%	92%	93%	(125)
3	Las Cruces, NM	492	84%	87%	83%	83%	(41)
4	Milledgeville, GA	492	98%	97%	99%	99%	29
5	Abilene, TX	504	77%	81%	87%	87%	274
6	Ellensburg, WA	504	97%	99%	96%	97%	(3)
7	Greeley, CO	504	74%	79%	98%	97%	594
8	Jacksonville, AL	504	81%	85%	81%	81%	(5)
9	Mobile, AL Phase I	504	94%	96%	100%	100%	162
10	Mobile, AL Phase II	504	96%	98%	100%	100%	96
11	Nacogdoches, TX	522	95%	96%	100%	100%	154
12	Cheney, WA	512	95%	98%	71%	76%	(538)
13	Jonesboro, AR	504	72%	82%	99%	97%	652
14	Lubbock, TX	504	79%	86%	92%	92%	366
15	Stephenville, TX	504	96%	99%	75%	77%	(528)
16	Troy, AL	514	95%	94%	98%	98%	77
17	Waco, TX	504	86%	89%	83%	83%	(92)
18	Wichita, KS	504	79%	92%	75%	77%	(54)
19	Wichita Falls, TX	504	69%	71%	67%	67%	(50)
20	Murfreesboro, TN	504	90%	90%	98%	98%	198
21	San Marcos, TX	504	98%	97%	100%	100%	53
<b>Sub Total</b>	10,528	88%	91%	90%	90%	90%	\$ 1,154
<b>Joint Venture Properties</b>							
22	Lawrence, KS <sup>(e)</sup>	500	37%	42%	76%	73%	\$ 446 <sup>(f)</sup>
23	Moscow, ID	504	43%	50%	89%	86%	538 <sup>(f)</sup>
24	San Angelo, TX	504	84%	88%	84%	84%	<sup>(f)</sup>

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<b>Sub Total</b>	1,508	55%	60%	83%	81%	\$	984
<b>Total</b>	12,036					\$	2,138

- (a) Occupancy for the historical 12 months ended June 30, 2010 reflects the average occupancy during that period, which generally includes one month of occupancy results from the 2008-2009 academic year (*i.e.*, July 2009) and 11 months of occupancy results from the 2009-2010 academic year (*i.e.*, August 2009 through June 2010).
- (b) Executed lease status for the 2010-2011 academic year is based on the number of executed leases in hand for the 2010-2011 academic year as of September 15, 2010.
- (c) Occupancy for the 12 months ending June 30, 2011 is generally based on one month (*i.e.*, July 2010) of in-place occupancy as of June 30, 2010 and 11 months (*i.e.*, August 2010 through June 2011) of occupancy based on executed leases in hand for the 2010-2011 academic year as of September 15, 2010. For Ellensburg, Washington and Cheney, Washington, occupancy for the 12 months ending June 30, 2011 is based on two months (*i.e.*, July and August 2010) of in-place occupancy as of June 30, 2010 and 10 months (*i.e.*, September 2010 through June 2011) of occupancy based on executed leases in hand for the 2010-2011 academic year as of September 15, 2010.
- (d) Impact on net income before depreciation for the 12 months ending June 30, 2011 is based on the increase or decrease in occupancy assuming average monthly rental revenue per occupied bed for the 12 months ending June 30, 2011 is equal to average monthly rental revenue per occupied bed for the 12 months ended June 30, 2010.



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- (e) Occupancy figures for Lawrence, Kansas based on 500 total beds. The property opened for the 2009-2010 academic year with 300 beds available, but was expanded to 500 beds for the 2010-2011 academic year.
- (f) Adjusted to reflect: (i) impact of increase in management fee expense resulting from expected increase in revenue and net income before depreciation; and (ii) equity method of accounting assuming 49.9% ownership of each property.
- (5) The following table reflects the economic impact on the 12 months ending June 30, 2011 resulting from anticipated changes in our average rental revenue per leased bed based on our executed lease status for our operating properties as of September 15, 2010, as compared to the 12 months ended June 30, 2010 as follows:

	<b>Average Monthly Rental</b>	<b>Average Monthly Rental</b>	<b>Total Beds</b>	<b>Average Monthly Rental</b>	<b>Average Monthly Rental</b>	<b>Impact on Net Income before Depreciation</b>	
	<b>Revenue per Occupied Bed</b>	<b>Revenue per Occupied Bed</b>	<b>Leased for the 2010-2011 AY</b>	<b>Revenue per Leased Bed for the 2010-2011 AY<sup>(b)</sup></b>	<b>Revenue per Leased Bed</b>	<b>for the 12 mos.</b>	
	<b>for the 12 mos.</b>	<b>For the Month</b>	<b>as of 9/15/10<sup>(b)</sup></b>	<b>for the 12 mos.</b>	<b>for the 12 mos.</b>	<b>for the 12 mos.</b>	
	<b>Ended 6/30/10<sup>(a)</sup></b>	<b>Ended 6/30/10</b>		<b>Ending 6/30/11<sup>(c)</sup></b>	<b>Ending 6/30/11<sup>(d)</sup></b>		
<b>Wholly-Owned Properties</b>							
1	Asheville, NC	\$ 467	\$ 484	394	\$ 488	\$ 488	\$ 99
2	Carrollton, GA	414	426	453	436	435	117
3	Las Cruces, NM	437	441	406	440	440	13
4	Milledgeville, GA	495	500	489	524	522	160
5	Abilene, TX	440	442	440	435	435	(22)
6	Ellensburg, WA	459	462	486	483	480	123
7	Greeley, CO	439	439	495	463	461	132
8	Jacksonville, AL	408	424	406	429	429	101
9	Mobile, AL Phase I	450	453	504	466	465	92
	Mobile, AL						
10	Phase II	450	453	504	466	465	94
11	Nacogdoches, TX	482	484	522	508	506	153
12	Cheney, WA	448	450	366	448	448	(1)
13	Jonesboro, AR	428	426	498	440	439	63
14	Lubbock, TX	466	473	466	473	473	42
15	Stephenville, TX	449	451	376	470	469	87
16	Troy, AL	456	455	504	472	470	89
17	Waco, TX	517	516	418	535	534	86
18	Wichita, KS	430	440	380	453	452	100
19	Wichita Falls, TX	442	451	336	456	456	57

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20	Murfreesboro, TN	452	452	496	442	442	(58)
21	San Marcos, TX	527	528	504	554	552	151
<b>Sub Total</b>		NM	NM	9,443	\$ 472	\$ 471	\$ 1,678
<b>Joint Venture Properties</b>							
22	Lawrence, KS	\$ 439	\$ 444	380	\$ 457	\$ 456	\$ 36 <sup>(c)</sup>
23	Moscow, ID	435	453	450	455	455	49 <sup>(c)</sup>
24	San Angelo, TX	435	470	424	469	469	82 <sup>(c)</sup>
<b>Sub Total</b>		NM	NM	1,254	\$ 460	\$ 460	\$ 167
<b>Total</b>				10,697			\$ 1,845

- (a) Average monthly rental revenue per occupied bed for the historical 12 months ended June 30, 2010 generally includes one month of results from the 2008-2009 academic year (*i.e.*, July 2009) and 11 months of results from the 2009-2010 academic year (*i.e.*, August 2009 through June 2010).
- (b) Total beds leased and average monthly rental revenue per leased bed for the 2010-2011 academic year is based on executed leases in hand for the 2010-2011 academic year as of September 15, 2010 and is net of the economic impact of any lease concessions.
- (c) Estimated average monthly rental revenue per leased bed for the 12 months ending June 30, 2011 is generally based on one month (*i.e.*, July 2010) of in-place average monthly rental revenue per occupied bed as of the month ended June 30, 2010 and 11 months (*i.e.*, August 2010 through June 2011) of estimated average monthly rental revenue per leased bed based on executed leases in hand for the 2010-2011 academic year as of September 15, 2010. For Ellensburg, Washington and Cheney, Washington, economic occupancy for the 12 months ending June 30, 2011 is based on two months (*i.e.*, July and August 2010) of in-place average monthly rental revenue per occupied bed as of June 30, 2010 and 10 months (*i.e.*, September 2010 through June 2011) of estimated average monthly rental revenue per leased bed

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based on executed leases in hand for the 2010-2011 academic year as of September 15, 2010.

- (d) Impact on net income before depreciation is based on the difference between the estimated average monthly rental revenue per leased bed for the 12 months ending June 30, 2011 and the historical average monthly rental revenue per occupied bed for the 12 months ended June 30, 2010, multiplied by the number of executed leases in hand as of September 15, 2010, multiplied by 12 months.
- (e) Adjusted to reflect: (i) impact of increase in management fee expense resulting from expected increase in revenue and net income before depreciation; and (ii) equity method of accounting assuming 49.9% ownership of each property.
- (6) The following table reflects the economic impact on the 12 months ending June 30, 2011 resulting from a full year's operation of two consolidated properties that opened in August 2009 (The Grove at Murfreesboro and The Grove at San Marcos).

				<b>Annualized</b>	<b>Impact</b>	
	<b>Revenue</b>	<b>Annualized</b>	<b>Operating</b>	<b>Operating</b>	<b>on Net</b>	
	<b>for the 11</b>	<b>Revenue</b>	<b>Expenses</b>	<b>Expenses</b>	<b>Income</b>	
	<b>mos.</b>	<b>for the 12</b>	<b>for the 11</b>	<b>for the 12</b>	<b>before</b>	
	<b>Ended</b>	<b>mos.</b>	<b>mos.</b>	<b>mos.</b>	<b>Depreciation</b>	
	<b>6/30/10</b>	<b>Ending</b>	<b>Ending</b>	<b>Ending</b>	<b>for the</b>	
		<b>6/30/11<sup>(a)</sup></b>	<b>6/30/10</b>	<b>6/30/11<sup>(a)</sup></b>	<b>12 mos.</b>	
					<b>Ending</b>	
					<b>6/30/11<sup>(b)</sup></b>	
<b>Wholly-Owned Properties</b>						
1	Murfreesboro, TN	\$ 2,348	\$ 2,561	\$ 1,240	\$ 1,353	\$ 100
2	San Marcos, TX	2,940	3,207	1,265	1,380	152
<b>Total</b>		\$ 5,288	\$ 5,768	\$ 2,505	\$ 2,733	\$ 252

(a) Based on average monthly revenue or operating expenses for the 11 months ended June 30, 2010 multiplied by 12.

(b) Represents the amount by which net income before depreciation (*i.e.*, revenue less operating expenses) for the 12 months ending June 30, 2011 exceeds net income before depreciation for the 11 months ended June 30, 2010.

- (7) The following table reflects the economic impact on the 12 months ending June 30, 2011 resulting from a full year's operation of three unconsolidated joint venture properties that opened in August 2009 (The Grove at Lawrence, The Grove at Moscow and The Grove at San Angelo).

				<b>Annualized</b>	<b>Estimated</b>	<b>Impact</b>
	<b>Annualized</b>	<b>Operating</b>	<b>Operating</b>	<b>Interest</b>	<b>Interest</b>	<b>on Net</b>
	<b>Revenue</b>	<b>Revenue</b>	<b>Expenses</b>	<b>Expense</b>	<b>Expense</b>	<b>Income</b>
	<b>Revenue</b>	<b>Revenue</b>	<b>Expenses</b>	<b>Expense</b>	<b>Expense</b>	<b>before</b>
						<b>Depreciation</b>

		<b>for the 11 mos. Ended 6/30/10</b>	<b>for the 12 mos. Ending 6/30/11<sup>(a)</sup></b>	<b>for the 11 mos. Ended 6/30/10</b>	<b>for the 12 mos. Ending 6/30/11<sup>(a)</sup></b>	<b>for the 11 mos. Ended 6/30/10</b>	<b>for the 12 mos. Ending 6/30/11<sup>(b)</sup></b>	<b>for the 12 mos. Ending 6/30/11<sup>(c)</sup></b>
<b>Joint Venture Properties</b>								
1	Lawrence, KS	\$ 937	\$ 1,022	\$ 858	\$ 936	\$ 869	\$ 1,000	\$ (62)
2	Moscow, ID	1,103	1,203	1,007	1,099	822	951	(60)
3	San Angelo, TX	2,251	2,456	1,182	1,289	763	859	1
<b>Total</b>		\$ 4,291	\$ 4,681	\$ 3,047	\$ 3,324	\$ 2,454	\$ 2,810	\$ (121)

(a) Based on average monthly revenue or operating expenses for the 11 months ended June 30, 2010 multiplied by 12.

(b) Estimated interest expense based on contractual interest rates and loan balances as of June 30, 2010.

(c) Represents the amount by which net income before depreciation (*i.e.*, revenue less operating expenses less interest expense) for the 12 months ending June 30, 2011 exceeds net income before depreciation for the 11 months ended June 30, 2010, as adjusted to reflect equity method of accounting assuming 49.9% ownership of each property.

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- (8) Represents expected net income before depreciation from leasing activities related to three unconsolidated joint venture properties that opened in August 2010 for the 11 month period from August 2010 through June 2011, as follows:

		<b>Total Beds</b>	<b>Average Monthly Rental Revenue per Bed for the 2010-2011 AY<sup>(a)</sup></b>	<b>Contribution to Revenue for the 11 mos. Ending 6/30/11<sup>(b)</sup></b>	<b>Average Monthly Historical Portfolio Operating Expense Per Bed<sup>(c)</sup></b>	<b>Estimated Expenses for the 11 mos. Ending 6/30/11<sup>(d)</sup></b>	<b>Estimated Interest Expense for the 11 mos. Ending 6/30/11<sup>(e)</sup></b>	<b>Impact on Net Income before Depreciation for the 12 mos. Ending 6/30/11<sup>(f)</sup></b>	
	<b>Total Beds at Property</b>	<b>Leased for the 2010-2011 AY as of 9/15/10<sup>(a)</sup></b>							
<b>Joint Venture Properties</b>									
1	Conway, AR	504	470	\$ 441	\$ 2,278	\$ 205	\$ 1,138	\$ 1,080	\$ 30
2	Huntsville, TX	504	504	448	2,481	205	1,138	703	319
3	Statesboro, GA	536	536	447	2,637	205	1,211	644	390
<b>Total</b>		1,544	1,510	N/A	\$ 7,396	N/A	\$ 3,487	\$ 2,427	\$ 739

(a) Total beds leased and average monthly rental revenue per leased bed for the 2010-2011 academic year is based on executed leases in hand for the 2010-2011 academic year as of September 15, 2010 and is net of the economic impact of any lease concessions.

(b) Calculated as average monthly rental revenue per leased bed (excluding student housing services revenue) multiplied by 11 months (August 2010 through June 2011) multiplied by the number of signed leases.

(c) Represents the average monthly operating cost per bed at our operating properties for the 12 months ended June 30, 2010.

(d) Calculated as average monthly historical portfolio operating expense per bed multiplied by 11 months (August 2010 through June 2011) multiplied by the number of beds at the property.

(e) Estimated interest expense for the 11 months ending June 30, 2011 based on contractual interest rates and projected loan balances.

(f) Impact on net income before depreciation for the 12 months ending June 30, 2011 based on equity method of accounting assuming 49.9% ownership of each property.

- (9) Write-off of pre-development costs represents a portion of a non-cash impairment charge incurred during the 12 months ended June 30, 2010 related to the write-off of capitalized expenditures for projects that were commenced but not completed due to unforeseen events, including significant limitations in the availability of debt financing to fund construction costs. We expect, subject to completion of this offering, to commence building four wholly-owned and three joint venture properties with completion targeted for the 2011-2012

academic year, and we anticipate obtaining adequate financing to fund our developments over the next 12 months through our revolving credit facility and construction debt. Therefore, we do not anticipate having to write-off significant pre-development expenditures for the 12 months ending June 30, 2011 as a result of the unavailability of financing.

- (10) Represents pro forma non-cash compensation expense related to the vesting of awards granted under the 2010 Incentive Award Plan for the 12 months ended June 30, 2010.
- (11) Represents pro forma non-cash amortization of deferred financing costs for the 12 months ended June 30, 2010.
- (12) Represents estimated recurring capital expenditures for our consolidated properties for the 12 months ending June 30, 2011 based on estimated recurring capital expenditures of \$35.31 per bed multiplied by 10,528 total beds at our consolidated properties. Recurring capital expenditures were estimated based on a weighted average of capital expenditures per bed for the three fiscal years ended December 31, 2009. For more information regarding our recurring capital expenditures, please see Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Recurring Capital Expenditures.
- (13) Represents our pro rata share of estimated recurring capital expenditures for our joint venture properties for the 12 months ending June 30, 2011 based on estimated recurring capital expenditures of \$35.31 per bed multiplied by 1,508 total beds at our joint venture properties (excluding beds at our three joint venture properties that opened in August 2010, which we

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anticipate will not require material recurring capital expenditures for the 12 months ending June 30, 2011). Recurring capital expenditures were estimated based on a weighted average of capital expenditures per bed for the three fiscal years ended December 31, 2009. For more information regarding our recurring capital expenditures, please see Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Recurring Capital Expenditures.

- (14) Represents required mortgage loan payments for our consolidated properties after the repayment of certain indebtedness with the net proceeds from this offering.
- (15) Represents our pro rata share of required mortgage loan payments for our unconsolidated joint venture properties.
- (16) Represents our pro rata share of the interest expense at our three unconsolidated joint venture properties that opened in August 2010 that we expect to fund with draws under the construction facilities for these properties pursuant to the terms of such facilities, which generally provide that up to a specified amount of interest expense can be funded with incremental loan draws.
- (17) Reflects estimated operating cash flows less cash flows used in financing and investing activities.
- (18) Estimated initial annual distribution calculated by multiplying the assumed issued shares of 28,428,321 and OP units of 435,593 by the assumed initial distribution amount per share of \$0.64.
- (19) Payout ratio calculated by dividing the estimated initial annual distribution to stockholders and holders of OP units by the estimated annual cash available for distribution.

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The following table sets forth the capitalization of our Predecessor as of June 30, 2010 and our capitalization on a pro forma basis as of June 30, 2010, adjusted to reflect our formation transactions, this offering and the use of the net proceeds from this offering as described in Use of Proceeds. You should read this table in conjunction with Use of Proceeds, Selected Historical and Pro Forma Financial Information, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and pro forma financial statements and the notes to those financial statements appearing elsewhere in this prospectus.

	<b>Predecessor as of June 30, 2010 (unaudited) (in thousands)</b>	<b>Pro Forma as of June 30, 2010 <sup>(1)</sup> (unaudited)</b>
Mortgage and construction loans	\$ 329,374	\$ 60,840
Lines of credit and other debt	10,018	18,566 <sup>(2)</sup>
Related party loan <sup>(3)</sup>	7,671	
Equity (deficit):		
Noncontrolling interest	799	(57,045)
Common stock, \$.01 par value, 90,000,000 shares authorized, 28,428,321 shares issued and outstanding on a pro forma basis <sup>(4)</sup>		284
Additional paid in capital and accumulated losses		324,981
Owners' equity (deficit)	(54,245)	
Total owners' equity (deficit)	(53,446)	268,220
Total capitalization	\$ 293,617	\$ 347,626

(1) Assumes 28,333,333 shares are sold in this offering at \$13.50 per share (the mid-point of the price range set forth on the cover of this prospectus).

(2) Upon completion of this offering and satisfaction of customary loan closing conditions, we will have a three-year, \$125 million revolving credit facility, with approximately \$82.2 million of borrowing capacity after giving effect to an expected draw upon completion of this offering and the issuance of letters of credit.

(3) Represents the proceeds from sale of The Grove at Milledgeville to HSRE, sale of 99% of our interest in HSRE I and prepaid management fees. These transactions are accounted for as financing arrangements.

(4) Does not include (i) any shares of common stock that may be issued pursuant to the underwriters' overallotment option to purchase up to an additional 4,250,000 shares of common stock or (ii) OP units issued as part of our formation transactions or restricted OP units to be granted to Mr. Hartnett pursuant to his employment agreement. Includes 94,988 shares of restricted common stock to be granted at the time of the offering to our



independent directors, certain of our executive officers and certain members of our management team under our 2010 Incentive Award Plan.

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Purchasers of our common stock in this offering will experience an immediate and substantial dilution of net tangible book value of their common stock from the assumed initial public offering price based on the mid-point of the price range set forth on the cover page of this prospectus. At June 30, 2010, we had a tangible net book value of approximately \$(53.4) million or \$(187.14) per share of common stock assuming the issuance of the OP units in our formation transactions and the exchange of the OP units into shares of our common stock on a one-for-one basis. After giving effect to the sale of the shares of our common stock offered hereby, the deduction of the underwriting discount and other estimated fees and expenses, the receipt by us of the net proceeds from this offering and the use of these net proceeds by us as described under Use of Proceeds and the consummation of our formation transactions, the pro forma net tangible book value at June 30, 2010 would have been \$268.2 million or \$9.29 per share of common stock. This amount represents an immediate increase in net tangible book value of \$196.43 per share to existing holders of our common stock and an immediate dilution in pro forma net tangible book value of \$4.21 per share from the assumed initial public offering price of \$13.50 per share, which is the mid-point of the price range set forth on the cover page of this prospectus, to purchasers of common stock in this offering. The following table illustrates this per share dilution<sup>(1)</sup>:

Assumed initial public offering price per share based on the mid-point of the price range set forth on the cover page of this prospectus	\$ 13.50
Net tangible book value per share before our formation transactions and this offering <sup>(2)</sup>	\$ (187.14)
Net increase in pro forma net tangible book value per share attributable to our formation transactions and this offering <sup>(3)</sup>	196.43
Pro forma net tangible book value per share after our formation transactions and this offering	9.29
Dilution in pro forma net tangible book value per share to purchasers of common stock in this offering	\$ 4.21

- (1) The calculations above assume that the initial public offering price of our common stock is at the mid-point of the price range set forth on the cover page of this prospectus.
- (2) Net tangible book value per share before our formation transactions and this offering is determined by dividing the net book value of the tangible assets of our Predecessor by the number of shares of our common stock held by continuing investors after this offering, assuming the exchange in full of 285,593 OP units (excludes OP units to be granted to Mr. Hartnett pursuant to his employment agreement) to be issued to the continuing investors for shares of our common stock on a one-for-one basis.
- (3) Represents increase in net tangible book value per share attributable to this offering and our formation transactions assuming the negative net tangible book value existing before this offering is spread among purchasers of common stock in this offering. This amount is calculated after deducting the underwriting discount and estimated expenses payable by us.



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**SELECTED HISTORICAL AND PRO FORMA FINANCIAL INFORMATION**

You should read the following selected historical and pro forma financial information in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, the audited historical combined financial statements of our Predecessor (as defined below) and notes thereto, and our unaudited pro forma condensed consolidated financial statements and notes thereto. The selected historical and pro forma financial information contained in this section is not intended to replace the audited and unaudited financial statements included elsewhere in this prospectus.

Our Predecessor shall mean certain entities and their consolidated subsidiaries controlled by Campus Crest Group, LLC, and its consolidated subsidiaries, which carried out the development, construction, ownership and management of the properties that we will own interests in upon completion of this offering, including its interests in two joint ventures with HSRE.

The selected historical combined statements of operations and cash flows for the six months ended June 30, 2010 and 2009 and the selected historical combined balance sheet information as of June 30, 2010 have been derived from the unaudited historical combined financial statements of our Predecessor, included elsewhere in this prospectus. The unaudited historical combined financial statements have been prepared on the same basis as our audited historical combined financial statements and in the opinion of our management, reflect all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of this information. The results for any interim period are not necessarily indicative of the results that may be expected for a full year. The selected historical combined statements of operations and cash flows for the years ended December 31, 2009, 2008 and 2007 and the selected historical combined balance sheet information as of December 31, 2009 and 2008 have been derived from the audited historical combined financial statements of our Predecessor, included elsewhere in this prospectus. The selected historical combined statements of operations for the years ended December 31, 2006 and 2005 and the selected historical combined balance sheet data for the years ended December 31, 2007, 2006 and 2005 have been derived from the unaudited combined financial statements of our Predecessor, not included in this prospectus. The selected pro forma condensed consolidated statements of operations for the six months ended June 30, 2010 and for the year ended December 31, 2009 and the selected pro forma condensed consolidated balance sheet information as of June 30, 2010 have been derived from our unaudited pro forma condensed consolidated financial statements, included elsewhere in this prospectus.

The selected pro forma condensed consolidated statements of operations and balance sheet information set forth below has been adjusted to reflect our formation transactions, the sale of the common stock offered hereby, the receipt of the estimated net proceeds from this offering, after deducting the underwriting discount and other estimated offering expenses payable by us, and the use of the estimated net proceeds as described under Use of Proceeds. The unaudited pro forma condensed consolidated financial information for the year ended December 31, 2009 and as of and for the six months ended June 30, 2010 is presented as if this offering, the use of net proceeds therefrom and our formation transactions all had occurred as of the last day of the period presented for the purposes of the unaudited pro forma condensed consolidated balance sheet information and on the first day of the period presented for the purposes of the unaudited pro forma condensed consolidated statements of operations.

The selected historical combined and pro forma condensed consolidated financial information set forth below and the financial statements included elsewhere in this prospectus do not necessarily reflect what our results of operations, financial condition or cash flows would have been if we had operated as a stand-alone company during all periods presented, and, accordingly, such information should not be relied upon as an indicator of our future performance, financial condition or liquidity.





Change in fair value									
Interest rate									
Derivatives	279	90	178	2,680	797	(8,758)	(2,115)		
Income taxes	(128)	(73)							
Other income									
(Expense)	153	134	45	(19)	44	(50)	100	110	
<b>Total nonoperating</b>									
<b>expenses</b>	(2,153)	(4,746)	(10,463)	(4,708)	(15,030)	(23,754)	(8,598)	(1,844)	(22,115)
<b>Net loss</b>	(1,807)	(7,821)	(8,290)	(3,994)	(17,223)	(26,097)	(9,632)	(1,998)	(54,115)
Net income (loss)									
Attributable to									
noncontrolling interest	(27)	(117)	(5,025)	(2,060)	(10,486)	(870)	(2,083)	1,078	(19,568)
<b>Net loss attributable</b>									
<b>Campus Crest</b>									
<b>Communities, Inc./</b>									
<b>Predecessor</b>	\$ (1,780)	\$ (7,704)	\$ (3,265)	\$ (1,934)	\$ (6,737)	\$ (25,227)	\$ (7,549)	\$ (3,076)	\$ (35,183)

**Table of Contents****Balance Sheet Information:**

	<b>Pro Forma Campus Crest Communities, Inc.</b>		<b>Historical Campus Crest Communities Predecessor</b>				
	<b>As of June 30, 2010 (unaudited)</b>	<b>As of June 30, 2010 (unaudited)</b>	<b>2009</b>	<b>2008</b>	<b>As of December 31,</b>		
					<b>2007 (unaudited)</b>	<b>2006 (unaudited)</b>	<b>2005 (unaudited)</b>
	<b>(in thousands)</b>						
<b>Assets:</b>							
Student housing properties	\$ 370,400	\$ 348,466	\$ 347,157	\$ 326,217	\$ 182,788	\$ 48,775	\$ 12,691
Accumulated depreciation	(48,403)	(48,403)	(38,999)	(20,794)	(7,752)	(2,066)	(506)
Development in process	7,090	3,641	3,300	15,742	18,929	25,667	15,827
<b>Investment in real estate, net</b>	329,087	303,704	311,458	321,165	193,965	72,376	28,012
Investment in uncombined entity	15,489	3,257	2,980	776			
Other assets	24,700	21,412	17,358	20,214	19,939	5,269	1,721
<b>Total assets</b>	<b>\$ 369,276</b>	<b>\$ 328,373</b>	<b>\$ 331,796</b>	<b>\$ 342,155</b>	<b>\$ 213,904</b>	<b>\$ 77,645</b>	<b>\$ 29,733</b>
<b>Liabilities:</b>							
Mortgage and construction loans	\$ 60,840	\$ 329,374	\$ 329,102	\$ 322,426	\$ 166,905	\$ 65,560	\$ 21,784
Lines of credit and other debt	18,566	17,689	14,070	9,237	6,579	771	419
Other liabilities	21,650	34,756	31,340	32,606	25,533	6,370	4,455
<b>Total liabilities</b>	101,056	381,819	374,512	364,269	199,017	72,701	26,658
<b>Equity:</b>							
Owners' equity (deficit)	325,265	(54,245)	(50,090)	(42,502)	(14,589)	(4,974)	(383)
Noncontrolling interest	(57,045)	799	7,374	20,388	29,476	9,918	3,458
<b>Total equity</b>	268,220	(53,446)	(42,716)	(22,114)	14,887	4,944	3,075
<b>Total liabilities and equity</b>	<b>\$ 369,276</b>	<b>\$ 328,373</b>	<b>\$ 331,796</b>	<b>\$ 342,155</b>	<b>\$ 213,904</b>	<b>\$ 77,645</b>	<b>\$ 29,733</b>





**Table of Contents****Other Data:**

	<b>Pro Forma Campus Crest Communities, Inc.</b>		<b>Historical Campus Crest Communities Predecessor</b>						
	<b>Six Months Ended June 30, 2010</b>	<b>Year Ended December 31, 2009</b>	<b>Six Months Ended June 30,</b>		<b>Year Ended December 31,</b>				
			<b>2010</b>	<b>2009</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>
	<b>(unaudited and in thousands)</b>								
<b>Funds from operations ( FFO<sup>(1)</sup>):</b>									
Net loss	\$ (1,807)	\$ (7,821)	\$ (8,290)	\$ (3,994)	\$ (17,223)	\$ (26,097)	\$ (9,632)	\$ (1,998)	\$ (549)
Real estate related depreciation and amortization	9,653	18,412	9,280	8,918	18,205	13,042	5,721	1,696	521
Real estate related depreciation and amortization unconsolidated joint ventures	657	298	157		52				
<b>FFO</b>	\$ 8,503	\$ 10,889	\$ 1,147	\$ 4,924	\$ 1,034	\$ (13,055)	\$ (3,911)	\$ (302)	\$ (28)
<b>FFO</b>	\$ 8,503	\$ 10,889	\$ 1,147	\$ 4,924	\$ 1,034	\$ (13,055)	\$ (3,911)	\$ (302)	\$ (28)
Elimination of change in fair value of interest rate derivatives	(279)	(90)	(2,893)	(2,990)	(3,480)	7,414	2,115		
Elimination of development cost write-off		1,211			1,211	203			
<b>Funds from operations adjusted ( FFOA<sup>(2)</sup>)</b>	\$ 8,224	\$ 12,010	\$ (1,746)	\$ 1,934	\$ (1,235)	\$ (5,438)	\$ (1,796)	\$ (302)	\$ (28)

<b>Historical Campus Crest Communities Predecessor</b>								
<b>Six Months Ended</b>			<b>Year Ended December 31,</b>					
<b>2010</b>	<b>2009</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>	<b>2005</b>		
<b>(unaudited)</b>			<b>(in thousands)</b>					<b>(unaudited)</b>
								<b>(unaudited)</b>

**Cash flow information:**

Net cash provided by (used in) operations	\$ 2,739	\$ 2,068	\$ 4,353	\$ 1,264	\$ (1,209)	\$ 395	\$ 4,394
Net cash used in investing	(2,662)	(12,830)	(23,552)	(148,385)	(113,043)	(48,328)	(28,036)
Net cash provided by financing	75	5,523	11,060	144,781	126,061	48,607	24,381

**Selected Property Information:**

	<b>As of June 30, 2010</b>	<b>2009</b>	<b>2008</b>	<b>As of December 31, 2007</b>	<b>2006</b>	<b>2005</b>
Operating Properties	24	24	19	10	4	1
Units	4,476	4,476	3,542	1,814	658	154
Beds	12,036	12,036	9,520	4,966	1,924	448
Occupancy	89%	84%	78%	91%	92%	73%

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- (1) FFO is used by industry analysts and investors as a supplemental operating performance measure for REITs. We calculate FFO in accordance with the definition that was adopted by the Board of Governors of NAREIT. FFO, as defined by NAREIT, represents net income (loss) determined in accordance with GAAP, excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated operating real estate assets, plus specified non-cash items, such as real estate asset depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. We use FFO as a supplemental performance measure because, in excluding real estate-related depreciation and amortization and gains and losses from property dispositions, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating expenses. We also believe that, as a widely recognized measure of the performance of equity REITs, FFO will be used by investors as a basis to compare our operating performance with that of other REITs. However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures necessary to maintain the operating performance of our properties, all of which have real economic effects and could materially and adversely impact our results from operations, the utility of FFO as a measure of our performance is limited. While FFO is a relevant and widely used measure of operating performance of equity REITs, other equity REITs may use different methodologies for calculating FFO and, accordingly, FFO as disclosed by such other REITs may not be comparable to FFO published herein. Therefore, we believe that in order to facilitate a clear understanding of our historical operating results, FFO should be examined in conjunction with net income (loss) as presented in the combined financial statements and the other financial statements included elsewhere in this prospectus. FFO should not be considered as an alternative to net income (loss) (computed in accordance with GAAP) as an indicator of the properties' 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.
- (2) When considering our FFO, we believe it is also a meaningful measure of our performance to adjust FFO to exclude the change in fair value of interest rate derivatives and the write-off of development costs. Excluding the change in fair value of interest rate derivatives and development cost write-offs adjusts FFO to be more reflective of operating results prior to capital replacement or expansion, debt amortization of principal or other commitments and contingencies. This measure is referred to herein as FFOA.

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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 Selected Historical and Pro Forma Financial Information, Structure and Formation, our pro forma condensed consolidated financial statements and related notes and the historical combined financial statements and related notes of our Predecessor. Where appropriate, the following discussion includes an analysis of the effects of our formation transactions and this offering. These effects are reflected in the pro forma condensed consolidated financial statements located elsewhere in this prospectus. This discussion also analyzes the effects of certain matters that may occur following the completion of this offering.*

**Overview**

***Our Company***

We are a self-managed, self-administered and vertically-integrated developer, builder, owner and manager of high-quality, purpose-built student housing. We believe that we are one of the largest vertically-integrated developers, builders, owners and managers of high-quality, purpose-built student housing properties in the United States based on beds owned and under management.

We were formed as a Maryland corporation on March 1, 2010 and our operating partnership, of which we, through our wholly-owned subsidiary, Campus Crest Communities GP, LLC, are the sole general partner, was formed as a Delaware limited partnership on March 4, 2010. As of the date of this prospectus, we have a single stockholder, MXT Capital. Upon completion of this offering and our formation transactions, we will own a 98.5% limited partnership interest in our operating partnership.

Upon completion of this offering and our formation transactions, we will own interests in 27 student housing properties containing approximately 5,048 apartment units and 13,580 beds. All of our properties are recently built, with an average age of approximately 2.2 years as of August 31, 2010. Twenty-one of our properties, containing approximately 3,920 apartment units and 10,528 beds, will be wholly-owned and six, containing approximately 1,128 apartment units and 3,052 beds, will be owned through a joint venture with HSRE, in which we will own a 49.9% interest. We recently completed construction of three of our joint venture properties, which commenced operations in August 2010. All of our communities contain modern apartment units with many resort-style amenities.

We derive substantially all of our revenue from student housing leasing, student housing services, construction and development services and management services. As of September 15, 2010, the average occupancy for our 27 properties was approximately 90%. Our properties are primarily located in medium-sized college and university markets, which we define as markets located outside of major U.S. cities that have nearby schools generally with overall enrollment of approximately 8,000 to 20,000 students. We believe such markets are underserved and are generally experiencing enrollment growth.

Following this offering, we intend to pay regular quarterly distributions to our common stockholders in amounts that meet or exceed the requirements for our qualification as a REIT. Although we currently anticipate making distributions to our common stockholders in cash to the extent cash is available for such purpose, we may, in the sole discretion of our board of directors, make a distribution of capital or of assets or a taxable distribution of our stock (as part of a distribution in which stockholders may elect to receive stock or, subject to a limit measured as a percentage of the total distribution, cash). See Our Distribution Policy.



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***Our Business Segments***

Management evaluates operating performance through the analysis of results of operations of two distinct business segments: (i) student housing operations and (ii) development, construction and management services. Management evaluates each segment's performance by net operating income, which we define as operating income before depreciation and amortization. The accounting policies of our reportable business segments are described in more detail in the summary of significant accounting policies footnote to the combined financial statements of our Predecessor. Intercompany fees are reflected at the contractually stipulated amounts, as adjusted to reflect our proportionate ownership of unconsolidated entities.

***Student Housing Operations***

Our student housing operations are comprised of leasing and other service revenues, such as application fees, pet fees and late payment fees. We opened our first student housing property in Asheville, North Carolina in 2005 for the 2005-2006 academic year. We subsequently opened three additional properties in 2006 for the 2006-2007 academic year, six additional properties in 2007 for the 2007-2008 academic year and nine additional properties in 2008 for the 2008-2009 academic year. In 2009, we opened one additional property that was combined by our Predecessor and four additional properties that were owned by a joint venture in which we have a noncontrolling interest. Due to the continuous opening of new properties in consecutive years and annual lease terms that do not coincide with our reported fiscal years, the comparison of our consolidated financial results from year to year may not provide a meaningful measure of our operating performance. For this reason, we divide the results of operations in our student housing operations segment between new property operations and same-store operations, which we believe provides a more meaningful indicator of comparative historical performance.

***Development, Construction and Management Services***

*Development and Construction Services.* In addition to our wholly-owned properties, all of which were developed and built by us, we also provide development and construction services to uncombined joint ventures in which we have an ownership interest. We act as a general contractor on all of our construction projects. When building properties for our own account (*i.e.*, for entities that are combined in our financial statements), construction revenues and expenses are eliminated for accounting purposes and construction costs are ultimately reflected as capital additions. Thus, building properties for our own account does not typically generate any revenues or expenses in our development, construction and management services segment on a combined basis. Alternatively, when performing these services for uncombined joint ventures, we recognize construction revenues based on the costs that have been contractually agreed to with the joint venture for the construction of the property and expenses based on the actual costs incurred. Construction revenues are recognized using the percentage of completion method, as determined by construction costs incurred relative to total estimated construction costs, as adjusted to eliminate our proportionate ownership of each entity. Actual construction costs are expensed as incurred and are likewise adjusted to eliminate our proportionate ownership of each entity. Operating income generated by our development and construction activities generally reflects the development fee and construction fee income that is realized by providing these services to uncombined joint ventures (*i.e.*, the spread between the contractual cost of construction and the actual cost of construction).

*Management Services.* In addition to our wholly-owned properties, all of which are managed by us, we also provide management services to uncombined joint ventures in which we have an ownership interest. We recognize management fees from these entities as earned in accordance with the property management agreement with these entities, as adjusted to eliminate our proportionate ownership of each entity.

**Table of Contents*****Our Relationship With HSRE***

We have entered into three joint venture arrangements with HSRE. HSRE is a real estate private equity firm founded in 2005 that owns approximately \$2.1 billion in real estate assets, including student housing properties, senior housing/assisted living units, self-storage units, boat storage facilities and medical office space. As described below, we have developed seven properties in partnership with HSRE with total aggregate cost of approximately \$130.4 million.

Upon completion of this offering and our formation transactions, we will be party only to one of the foregoing joint venture arrangements relating to six properties, in which we will own a 49.9% interest and which will be accounted for as an investment in an unconsolidated joint venture. Additionally, we expect to establish a new joint venture with HSRE, in which we expect to own a 20% interest, that will build three student housing properties with completion targeted for the 2011-2012 academic year.

*HSRE I.* Our first joint venture with HSRE, HSRE-Campus Crest I, LLC, which we refer to as HSRE I, indirectly owns 100% interests in the following seven properties: The Grove at Conway, The Grove at Huntsville, The Grove at Lawrence, The Grove at Moscow, The Grove at San Angelo, The Grove at San Marcos and The Grove at Statesboro. We own a 0.1% interest in HSRE I and HSRE owns the remaining 99.9% (prior to the March 2010 transactions described below, we owned a 10% interest in HSRE I and HSRE owned the remaining 90%).

In general, we are responsible for the day-to-day management of HSRE I's business and affairs, provided that major decisions must be approved by us and HSRE. In addition to distributions to which we are entitled as an investor in HSRE I, we receive or have in the past received fees for providing services to the properties held by HSRE I pursuant to development and construction agreements and property management agreements. We have granted to an entity related to HSRE I a right of first opportunity with respect to certain development or acquisition opportunities identified by us. This right of first opportunity will terminate at such time as HSRE shall have funded at least \$40 million of equity to HSRE I and/or certain related ventures. As of August 31, 2010, HSRE has funded approximately \$35 million of the \$40 million right of first opportunity. HSRE I will dissolve upon the disposition of substantially all of its assets or the occurrence of certain events specified in the agreement between us and HSRE. As described in Additional HSRE Joint Venture, we expect that HSRE will release us from this right of first opportunity.

Through the HSRE I joint venture, we developed the following seven properties: The Grove at Conway, The Grove at Huntsville, The Grove at Lawrence, The Grove at Moscow, The Grove at San Angelo, The Grove at San Marcos and The Grove at Statesboro. Information regarding the cost of developing these properties is set forth in the following table (\$ in thousands):

<b>Property</b>	<b>Land</b>	<b>Improvements</b>	<b>Total Cost</b>
The Grove at Conway <sup>(1)</sup>	\$ 2,421	\$ 16,523	\$ 18,944
The Grove at Huntsville <sup>(2)</sup>	\$ 3,362	\$ 16,293	\$ 19,655
The Grove at Lawrence <sup>(3)</sup>	\$ 2,195	\$ 14,649	\$ 16,844
The Grove at Moscow <sup>(3)</sup>	\$ 92	\$ 19,734	\$ 19,826
The Grove at San Angelo <sup>(3)</sup>	\$ 776	\$ 16,476	\$ 17,252
The Grove at San Marcos <sup>(3)(4)</sup>	\$ 1,791	\$ 15,520	\$ 17,311
The Grove at Statesboro <sup>(5)</sup>	\$ 2,790	\$ 17,784	\$ 20,574

(1)



Total cost includes \$14.8 million in costs incurred through June 30, 2010 and \$4.1 million in costs expected to be incurred after that date and through completion of the property.

- (2) Total cost includes \$17.3 million in costs incurred through June 30, 2010 and \$2.4 million in costs expected to be incurred after that date and through completion of the property.

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- (3) Total cost includes all costs incurred through December 31, 2009.
- (4) In connection with our formation transactions we will acquire a 100% interest in The Grove at San Marcos. See Post-Offering Transactions and Structure and Formation Formation Transactions.
- (5) Total cost includes \$15.4 million in costs incurred through June 30, 2010 and \$5.2 million in costs expected to be incurred after that date and through completion of the property.

*HSRE II.* Our second joint venture with HSRE, HSRE-Campus Crest II, LLC, which we refer to as HSRE II, indirectly owns a 100% interest in The Grove at Milledgeville. In November 2009, an entity in which we hold a 50% interest sold a 100% interest in The Grove at Milledgeville to HSRE II, and retained an ownership interest in HSRE II of 10%. Upon completion of this offering and our formation transactions, HSRE II will be dissolved, and we will own 100% of The Grove at Milledgeville.

*HSRE III.* Our third joint venture with HSRE, HSRE-Campus Crest III, LLC, which we refer to as HSRE III, indirectly owns a 100% interest in The Grove at Carrollton. In September 2010, an entity in which we hold a 38% interest sold a 100% interest in The Grove at Carrollton to HSRE III, and retained an ownership interest in HSRE III of 0.1%. Upon completion of this offering and our formation transactions, HSRE III will be dissolved, and we will own 100% of The Grove at Carrollton.

*March 2010 Transactions.* In March 2010, we consummated the following transactions with HSRE, for which we received cash proceeds of approximately \$2.25 million:

the sale of a 9.9% interest in HSRE I to HSRE; and

the pre-payment by HSRE to us of management fees relating to the following properties: The Grove at Carrollton, The Grove at Conway, The Grove at Huntsville, The Grove at Lawrence, The Grove at Milledgeville, The Grove at Moscow, The Grove at San Angelo, The Grove at San Marcos and The Grove at Statesboro.

All of the transactions that we entered into with HSRE in March 2010 were for the purpose of providing short-term financing for our ongoing working capital needs, including the costs of our corporate overhead, development and construction staffs, pre-development expenditures with respect to our expected 2011 development properties, and certain costs incurred in connection with this offering.

*Post-Offering Transactions.* Upon completion of this offering, we have agreed to consummate the following transactions:

purchase a 49.8% interest in HSRE I from HSRE, with the result that we will own 49.9% of HSRE I;

purchase a 50.1% interest in The Grove at San Marcos from HSRE I, with the result that we will own 100% of The Grove at San Marcos;

purchase approximately \$4.8 million of preferred interests in special-purpose subsidiaries of HSRE I that own The Grove at Moscow and The Grove at San Angelo, with the net proceeds of such investments together with net proceeds from our purchase of a 50.1% interest in The Grove at San Marcos from HSRE I, used to reduce the outstanding principal balance under our Wachovia Bank Three Property Construction Loan (that is currently secured by The Grove at San Marcos, The Grove at Moscow and The Grove at San Angelo) by

approximately \$19.7 million, in connection with our purchase of HSRE I's interest in The Grove at San Marcos and its removal from the collateral pool securing such loan;

purchase HSRE's entire interest in HSRE II, with the result that we will own 100% of The Grove at Milledgeville; and

purchase HSRE's entire interest in HSRE III, with the result that we will own 100% of The Grove at Carrollton.

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The foregoing will result in a payment to HSRE out of the net proceeds from this offering, subject to certain adjustments, of approximately \$24.0 million.

Upon completion of the foregoing transactions, we will own:

a 49.9% interest in HSRE I, which will own 100% interests in the following six properties: The Grove at Conway, The Grove at Huntsville, The Grove at Lawrence, The Grove at Moscow, The Grove at San Angelo and The Grove at Statesboro; and

100% interests in The Grove at Carrollton, The Grove at Milledgeville and The Grove at San Marcos.

*New HSRE Joint Venture.* We expect to enter into a new joint venture with HSRE, to which HSRE will contribute up to \$50 million, that will develop and operate additional purpose-built student housing properties. We currently expect that we will own a 20% interest in this venture and that affiliates of HSRE will own the balance.

In general, we expect that we will be responsible for the day-to-day management of the venture's business and affairs, provided that major decisions (including deciding to pursue a particular development opportunity) must be approved by us and HSRE. In addition to distributions to which we would be entitled as an investor in the venture, we expect that we will receive fees for providing services to the venture pursuant to development and construction agreements and property management agreements. In general, we expect to earn development fees equal to approximately 4% of the total cost of each property developed by the venture (excluding the cost of land and financing costs), construction fees equal to approximately 5% of the construction costs of each property developed by the venture and management fees equal to approximately 3% of the gross revenues and 3% of the net operating income of operating properties held by the venture. In addition, we expect to receive a reimbursement of a portion of our overhead relating to each development project at a negotiated rate. Under certain circumstances, we expect that we will be responsible for funding the amount by which actual development costs for a project pursued by the venture exceed the budgeted development costs of such project (without any increase in our interest in the project), which could materially and adversely affect the fee income realized from any such project. We expect to grant the venture a right of first opportunity to develop all future student housing development opportunities identified by us that are funded in part with equity investments by parties unaffiliated with us, until such time as affiliates of HSRE have invested \$50 million in the venture or caused the venture to decline three development opportunities in any calendar year. In connection with granting the foregoing right of first opportunity, we expect that HSRE will release us from the right of first opportunity currently contained in our HSRE I joint venture agreement, under which HSRE has the right to invest approximately \$5 million of additional equity. The terms of this potential venture would not prohibit us from developing a wholly-owned student housing property for our account.

Subject to obtaining adequate financing, we expect that this new venture will build three new student housing properties with completion targeted for the 2011-2012 academic year. We expect that such properties will be located in Denton, Texas, Orono, Maine and Valdosta, Georgia, will contain an aggregate of approximately 1,788 beds and will have an estimated cost of approximately \$70.3 million.

Although we have entered into a non-binding letter of intent with HSRE relating to this potential joint venture, no assurance can be given that we will reach a definitive agreement with HSRE regarding this potential new joint venture or that the terms of any such agreement will not be materially different from those described above. Similarly, no assurance can be given that, if such a joint venture is consummated, it will be successful in building the currently identified or other student housing properties. Further, if these three or other properties are developed, there can be no assurance that we will be able to achieve attractive occupancy levels or rental rates.



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***Our Relationship with Encore***

On August 2, 2010, subsidiaries of MXT Capital entered into an agreement with Encore for the formation of CC-Encore. Encore contributed \$2.5 million to CC-Encore in exchange for a preferred membership interest, and subsidiaries of MXT Capital contributed to CC-Encore and pledged to Encore interests in certain properties and subsidiaries. The Ricker Group also is a party to this agreement, and it contributed to CC-Encore and pledged to Encore interests that it owned in certain properties. Subsidiaries of MXT Capital contributed to CC-Encore the following ownership interests:

- 49% of Campus Crest at Abilene, LP;
- 49% of Campus Crest at Nacogdoches, LP;
- 47% of Campus Crest at Ellensburg, LLC;
- 39% of Campus Crest at Greeley, LLC;
- 49% of Campus Crest at Mobile, LLC; and
- 49% of Campus Crest at Jacksonville, AL, LLC.

Additionally, subsidiaries of MXT Capital and the Ricker Group, collectively, contributed to CC-Encore rights to distributions from the following entities:

- 90% of any distributions from Campus Crest at Las Cruces, LLC;
- 100% of any distributions from Campus Crest at Mobile Phase II, LLC;
- 62% of any distributions from Campus Crest at Asheville, LLC;
- 51% of any distributions from Campus Crest at Abilene, LP;
- 51% of any distributions from Campus Crest at Nacogdoches, LP;
- 51% of any distributions from Campus Crest at Ellensburg, LLC;
- 51% of any distributions from Campus Crest at Greeley, LLC;
- 51% of any distributions from Campus Crest at Mobile, LLC;
- 51% of any distributions from Campus Crest at Jacksonville, AL, LLC; and
- 100% of any distributions from The Grove Student Properties, LLC.

Upon our purchase of the preferred membership interest in CC-Encore with a portion of the net proceeds from this offering, CC-Encore will distribute the ownership interests in the contributed entities to the parties that contributed them, and our operating partnership will acquire such interests from MXT Capital and the Ricker Group in connection with the formation transactions.

CC-Encore loaned the net proceeds of \$2.35 million from Encore's contribution, after payment to Encore of \$150,000 in origination fees, to CCV I. The loan has an interest rate of 0.7% per annum, and all principal and interest is payable on January 1, 2014 unless CC-Encore exercises a payment demand prior to such date. CC-Encore may demand the repayment of the loan to CCV I at any time upon the determination of a majority of its managers to do so, which Encore effectively controls as it has appointed two of the three managers of CC-Encore. In the event that the demand right is exercised, CCV I is obligated to repay the outstanding balance of the loan plus accrued interest to CC-Encore.

The purpose of this transaction with Encore was to provide short-term financing for our ongoing working capital needs, including the costs of our corporate overhead, development and construction staffs, pre-development expenditures with respect to our expected 2011 development properties, and certain costs incurred in connection with this offering. The effect of this transaction with Encore was that we acquired short-term financing in the amount of \$2.35 million and incurred an obligation to repay the financing in the amount of \$3.9 million.

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We are obligated to purchase the preferred membership interest upon completion of this offering for \$3.9 million, at which time the joint venture with Encore will be terminated. Upon our purchase of the preferred membership interest in CC-Encore, the distribution of the ownership interests in the contributed entities to the parties that contributed them, the termination of CC-Encore, the termination of the pledge of interests to Encore and the transactions set forth in the contribution agreements entered into by MXT Capital, the Ricker Group and certain third party investors, we will own 100% of the interests contributed to CC-Encore and pledged to Encore. The \$3.9 million purchase price to be paid by us for the preferred membership interest was the result of an arm's length negotiation between Encore (an unaffiliated third party) and us at the time of Encore's purchase of the preferred membership interest and, in our determination, represented a market transaction at the time of its consummation for a preferred equity financing by CC-Encore, a private company whose sole assets consist of interests in private operating companies and student housing properties.

Prior to the completion of this offering and while the preferred membership interest remains outstanding, we are subject to financial and other covenants under the terms of the agreement pursuant to which Encore purchased the preferred membership interest, and we have the right to repurchase the preferred membership interest under certain circumstances. In addition, while the preferred membership interest remains outstanding through December 31, 2013, Encore has agreed to purchase, at our option, an additional preferred membership interest in CC-Encore (subject to a maximum additional preferred investment of \$2.5 million) equal to the amount of net operating income in excess of \$1.9 million multiplied by 1.35 generated by the following entities: Campus Crest at Las Cruces, LLC; Campus Crest at Mobile Phase II, LLC; Campus Crest at Asheville, LLC; Campus Crest at Abilene, LP; Campus Crest at Nacogdoches, LP; Campus Crest at Ellensburg, LLC; Campus Crest at Greeley, LLC; Campus Crest at Mobile, LLC; and Campus Crest at Jacksonville, AL, LLC. We do not expect that we will exercise our option to cause Encore to purchase any additional preferred membership interest in CC-Encore. However, if Encore were to make the maximum additional preferred investment of \$2.5 million in CC-Encore, we would be obligated to purchase this additional interest for approximately \$3.75 million upon completion of the offering and we would use additional net proceeds from this offering to do so. Subsequent to the formation of CC-Encore, Encore assigned its preferred membership interest to RJRC, LLC. See [Underwriting](#) [Other Relationships](#).

### ***Revolving Credit Facility***

We have entered into a credit agreement with Citibank, N.A. and certain other parties thereto relating to a three-year, \$125 million senior secured revolving credit facility, which will become effective immediately upon completion of this offering and satisfaction of customary loan closing conditions, which are expected to include, among other things, satisfactory review by lenders of appraisals, environmental reports, engineering reports, other company- and property-level diligence, successful completion of this offering, absence of material adverse changes, payment of fees, and the negotiation, execution and delivery of definitive documentation satisfactory to Citibank, N.A. and other lenders. For additional information regarding the secured credit facility, please refer to [Liquidity and Capital Resources](#) [Principal Capital Resources](#) below.

### **Income Taxation**

In connection with this offering, we intend to elect to be treated as a REIT under Sections 856 through 859 of the Internal Revenue Code commencing with our taxable year ending on December 31, 2010. Our qualification as a REIT depends upon our ability to meet on a continuing basis, through actual investment and operating results, various complex requirements under the Internal Revenue Code relating to, among other things, the sources of our gross income, the composition and values of our assets, our distribution levels and the diversity of ownership of our stock. We believe that we will be organized in conformity with the requirements for qualification and





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taxation as a REIT under the Internal Revenue Code and that our intended manner of operation will enable us to meet the requirements for qualification and taxation as a REIT.

As a REIT, we generally will not be subject to U.S. federal income tax on our REIT taxable income that we distribute currently to our stockholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to U.S. federal income tax at regular corporate rates and may be precluded from qualifying as a REIT for the subsequent four taxable years following the year during which we lost our REIT qualification. Even if we qualify as a REIT, we may be subject to some U.S. federal, state and local taxes on our income or property.

## **Factors Expected to Affect Our Operating Results**

### *Unique Leasing Characteristics*

Student housing properties are typically leased by the bed on an individual lease liability basis, unlike multi-family housing where leasing is by the unit. Individual lease liability limits each student-tenant's liability to 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 student-tenant provides adequate proof of income. The number of lease contracts that we administer is therefore equivalent to the number of beds occupied rather than the number of units.

Due to our predominantly private bedroom accommodations, the high level of student-oriented amenities offered at our properties and the individual lease liability for our student-tenants and their parents, we believe that we typically command higher per-unit and per-square foot rental rates than many multi-family properties located in the markets in which we operate. We are also typically able to charge higher rental rates than on-campus student housing, which generally offers fewer amenities.

Unlike traditional multi-family housing, most of our leases commence and terminate on the same dates. In the case of our typical 11.5-month leases (which provide for 12 equal monthly payments), these dates coincide with the commencement of the 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, resulting in significant turnover in our tenant population from year to year. As a result, we are highly dependent upon the effectiveness of our marketing and leasing efforts during the annual leasing season that typically begins in January and ends in August of each year. Our properties' occupancy rates are therefore typically relatively stable during the August to July academic year, but are susceptible to fluctuation at the commencement of each new academic year, which may be greater than the fluctuation in occupancy rates experienced by traditional multi-family properties. For most of our properties, the primary leasing season concludes by the end of August (our properties located in Ellensburg, Washington and Cheney, Washington are exceptions, where the primary leasing season typically extends into September, as the academic year for the primary university served by each of these properties typically starts in late September).

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***Development, Construction and Management Services***

The amount and timing of revenues from development, construction and management services will typically be contingent upon the number and size of development projects that we are able to successfully structure and finance in our current and future uncombined joint ventures. In particular, subject to completion of this offering, we expect to enter into a new joint venture with HSRE, in which we expect to have a 20% interest, that will build three student housing properties with completion targeted for the 2011-2012 academic year. Subject to negotiating definitive terms relating to this joint venture, we expect to receive fees for providing development and construction services to this joint venture. Similarly, we expect to receive management fees for managing properties owned by this joint venture once they are placed in service. No assurance can be given that we will reach a definitive agreement with HSRE regarding this potential joint venture or the terms of any such agreement. Similarly, no assurance can be given that if such a joint venture is entered it will be successful in developing student housing properties as currently contemplated.

**Results of Operations**

We have not had any corporate activity since our formation, other than the issuance of one share of common stock to MXT Capital in connection with our initial capitalization and activities in preparation for this offering. Accordingly, we believe that a discussion of our results of operations would not be meaningful, and we have therefore set forth a discussion regarding the historical results of operations of our Predecessor only. The historical results of operations presented below should be reviewed along with the pro forma financial information contained elsewhere in this prospectus, which includes adjustments related to the effects of the repayment of certain indebtedness and the completion of this offering and our formation transactions.

***Comparison of Six Months Ended June 30, 2010 and June 30, 2009***

As of June 30, 2010, our property portfolio consisted of 20 combined properties, containing approximately 3,728 apartment units and 10,024 beds, four operating properties held in uncombined joint ventures, containing approximately 748 apartment units and 2,012 beds, and three properties under construction and held in an uncombined joint venture, containing approximately 572 apartment units and 1,544 beds. In November 2009, we sold The Grove at Milledgeville to HSRE II, an affiliate of HSRE, and we retained an indirect ownership interest of 5%. Since we have the contractual ability and intend to repurchase those ownership interests in The Grove at Milledgeville which we had previously sold, we have not accounted for this transaction as a sale for financial reporting purposes. Accordingly, The Grove at Milledgeville has been combined for the six months ended June 30, 2010.

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The following table presents our results of operations for the six months ended June 30, 2010 and 2009, including the amount and percentage change in these results between the periods:

	<b>Six Months Ended June 30, 2010</b>	<b>Six Months Ended June 30, 2009</b>	<b>Change (\$)</b>	<b>Change (%)</b>
<b>(unaudited and in thousands)</b>				
<b>Revenues:</b>				
Student housing leasing	\$ 24,443	\$ 21,219	\$ 3,224	15.2%
Student housing services	1,426	1,011	415	41.0%
Development, construction and management services	30,738	37,258	(6,520)	(17.5)%
<b>Total revenues</b>	<b>56,607</b>	<b>59,488</b>	<b>(2,881)</b>	<b>(4.8)%</b>
<b>Operating expenses:</b>				
Student housing operations	13,455	11,416	2,039	17.9%
Development, construction and management services	28,644	35,693	(7,049)	(19.7)%
General and administrative	2,618	2,454	164	6.7%
Ground leases	94	96	(2)	(2.1)%
Depreciation and amortization	9,429	9,115	314	3.4%
<b>Total operating expenses</b>	<b>54,240</b>	<b>58,774</b>	<b>(4,534)</b>	<b>(7.7)%</b>
Equity in loss of uncombined entities	(194)		(194)	N/A
<b>Operating income</b>	<b>2,173</b>	<b>714</b>	<b>1,459</b>	<b>204.3%</b>
<b>Nonoperating income (expenses):</b>				
Interest expense	(10,686)	(7,369)	(3,317)	45.0%
Change in fair value of interest rate derivatives	178	2,680	(2,502)	(93.4)%
Other income (expense)	45	(19)	64	(336.8)%
<b>Total nonoperating expenses</b>	<b>(10,463)</b>	<b>(4,708)</b>	<b>(5,755)</b>	<b>122.2%</b>
<b>Net loss</b>	<b>(8,290)</b>	<b>(3,994)</b>	<b>(4,296)</b>	<b>107.6%</b>
Net loss attributable to noncontrolling interest	(5,025)	(2,060)	(2,965)	143.9%
<b>Net loss attributable to Predecessor</b>	<b>\$ (3,265)</b>	<b>\$ (1,934)</b>	<b>\$ (1,331)</b>	<b>68.8%</b>

**Student Housing Operations**

Revenues (which include student housing leasing and student housing service revenues) and operating expenses in the student housing operations segment increased by approximately \$3.6 million and approximately \$2.0 million, respectively, for the six months ended June 30, 2010 as compared to 2009. The increase in revenues was primarily due to the inclusion of results from The Grove at Murfreesboro for the six months ended June 30, 2010 as well as increases in occupancy and monthly revenue per bed at our other combined properties. The increase in operating expenses was primarily due to increases in property-level payroll expenses, utilities, repairs and maintenance and real estate taxes.

*New Property Operations.* In August of 2009, we opened five new properties that were developed by us. As of June 30, 2010, four of these properties were owned by an uncombined joint venture in which we had a 0.1% ownership interest, while the remaining property, The Grove at Murfreesboro, was reflected in our combined operating results. The Grove at Murfreesboro contributed approximately \$1.3 million of revenues and approximately \$0.7 million of operating expenses for the six months ended June 30, 2010 as compared to no contribution to revenues and operating expenses for the six months ended June 30, 2009. The other four properties that opened in 2009 are discussed below under the heading Equity in Loss of Uncombined Entities.

*Same-Store Property Operations.* We had 19 properties that were operating for the six months ended June 30, 2010 and 2009. These properties contributed approximately \$24.6 million of revenues and approximately \$12.8 million of operating expenses for the six months ended June 30, 2010 as compared to approximately \$22.2 million of revenues and approximately \$11.4 million of operating

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expenses for the six months ended June 30, 2009. Average occupancy at our same-store properties increased to approximately 88.2% for the six months ended June 30, 2010 as compared to approximately 80.1% for the six months ended June 30, 2009 and average monthly revenue per occupied bed increased to approximately \$488 for the six months ended June 30, 2010 as compared to approximately \$486 for the six months ended June 30, 2009. The increase in operating expenses was primarily due to increases in property-level payroll expenses, utilities, repairs and maintenance and real estate taxes.

### ***Development, Construction and Management Services***

Revenues and operating expenses in the development, construction and management services segment decreased by approximately \$6.5 million and approximately \$7.0 million, respectively, for the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. Our development, construction and management services segment recognizes revenues and operating expenses for development, construction and management services provided to uncombined joint ventures in which we have an ownership interest. We eliminate revenue and related expenses on such transactions with our uncombined entities to the extent of our ownership interest. The decreases in development, construction and management services revenues and operating expenses were primarily due to a decreased level of construction activity on the three uncombined joint venture properties under construction for the six months ended June 30, 2010 as compared to the four uncombined joint venture properties under construction for the six months ended June 30, 2009.

We continued to generate development, construction and management services revenues and operating expenses in 2010 with respect to the three uncombined joint venture properties that opened in August 2010. Our ability to generate revenues and expenses related to future development and construction projects will depend upon our ability to enter into and provide services to new joint ventures, including our expected joint venture with HSRE through which we expect to develop three properties with completion targeted for the 2011-2012 academic year, as well as our proportionate ownership of any such joint ventures. We intend to commence building four additional student housing properties for our own account upon completion of this offering, which will be included in our consolidated financial statements and will not generate development, construction and management services revenues and operating expenses for us on a consolidated basis.

### ***General and Administrative***

General and administrative expenses increased from approximately \$2.5 million for the six months ended June 30, 2009 to approximately \$2.6 million for the six months ended June 30, 2010. This increase was primarily due to increased professional fees for accounting and legal services, partially offset by a decrease in travel related expenses. Approximately \$0.5 million of general and administrative expense incurred during the six months ended June 30, 2010 related to audits conducted in 2010 related to prior years. We anticipate that general and administrative expenses will increase in 2010 as compared to prior periods as a result of the incremental costs associated with being a public company.

### ***Ground Leases***

Ground lease expense remained flat at approximately \$0.1 million for the six months ended June 30, 2009 and the six months ended June 30, 2010. We currently are party to ground leases with unaffiliated third parties related to two of our combined properties, Mobile Phase I and Mobile Phase II, both on the campus of the University of South Alabama. We expect ground lease expense to remain relatively flat for the remainder of 2010, unless we enter into additional ground leases with unaffiliated third parties with respect to future development properties.

### ***Depreciation and Amortization***

Depreciation and amortization expense increased from approximately \$9.1 million for the six months ended June 30, 2009 to approximately \$9.4 million for the six months ended June 30, 2010. This increase was primarily due to depreciation and amortization related to The Grove at

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Murfreesboro, which opened in 2009. We expect depreciation and amortization to increase in 2010 due to the full year impact of depreciation and amortization for The Grove at Murfreesboro and the inclusion of The Grove at San Marcos in our consolidated results for a part of 2010.

***Equity in Loss of Uncombined Entities***

Equity in loss of uncombined entities, which represents our share of the net loss from uncombined entities in which we have a noncontrolling interest, increased from \$0 for the six months ended June 30, 2009 to a loss of approximately \$0.2 million for the six months ended June 30, 2010. This increase was primarily due to a loss from our real estate venture with HSRE, which owned four properties that commenced operations in August 2009.

***Nonoperating Income (Expenses)***

*Interest Expense.* Interest expense increased from approximately \$7.4 million for the six months ended June 30, 2009 to approximately \$10.7 million for the six months ended June 30, 2010. This increase was primarily due to interest expense associated with related party loans, which was \$1.4 million for the six months ended June 30, 2010 as compared to \$0 for the six months ended June 30, 2009 and \$1.2 million of loan extension fees incurred during the six months ended June 30, 2010. Additionally, interest previously capitalized during the six months ended June 30, 2009 related to The Grove at Murfreesboro was expensed during the six month period ended June 30, 2010.

*Change in Fair Value of Interest Rate Derivatives.* Change in fair value of interest rate derivatives decreased from a gain of approximately \$2.7 million for the six months ended June 30, 2009 to a gain of approximately \$0.2 million for the six months ended June 30, 2010. This decrease was primarily due to monthly net cash settlements paid on interest rate swaps of approximately \$2.7 million for the six months ended June 30, 2010 compared to \$0.3 million for the six months ended June 30, 2009.

*Other Income/(Expense).* Other expense, net was approximately \$0.1 million for the six months ended June 30, 2009 as compared with other income, net of approximately \$0.1 million for the six months ended June 30, 2010. Other income increased primarily as a result of slightly higher interest earned on invested cash balances.

***Comparison of Years Ended December 31, 2009 and December 31, 2008***

As of December 31, 2009, our property portfolio consisted of 20 combined properties, containing approximately 3,728 apartment units and 10,024 beds, four operating properties held in uncombined joint ventures, containing approximately 748 apartment units and 2,012 beds, and three properties under construction and held in an uncombined joint venture, containing approximately 572 apartment units and 1,544 beds. In November 2009, we sold The Grove at Milledgeville to HSRE II, an affiliate of HSRE, and we retained an indirect ownership interest of 5%. Since we have the contractual ability and intend to repurchase those ownership interests in The Grove at Milledgeville which we had previously sold, we have not accounted for this transaction as a sale for financial reporting purposes. Accordingly, The Grove at Milledgeville has been combined for the full year ended December 31, 2009.



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The following table presents our results of operations for the years ended December 31, 2009 and 2008, including the amount and percentage change in these results between the periods:

	<b>Year Ended December 31, 2009</b>	<b>Year Ended December 31, 2008</b>	<b>Change (\$)</b>	<b>Change (%)</b>
	<b>(in thousands)</b>			
<b>Revenues:</b>				
Student housing leasing	\$ 43,708	\$ 30,813	\$ 12,895	41.8%
Student housing services	2,265	798	1,467	183.8%
Development, construction and management services	60,711	2,505	58,206	2,323.6%
<b>Total revenues</b>	<b>106,684</b>	<b>34,116</b>	<b>72,568</b>	<b>212.7%</b>
<b>Operating expenses:</b>				
Student housing operations	23,155	14,890	8,265	55.5%
Development, construction and management services	60,200	2,147	58,053	2,703.9%
General and administrative	5,617	5,422	195	3.6%
Ground leases	264	224	40	17.9%
Write-off of pre-development costs	1,211	203	1,008	496.6%
Depreciation and amortization	18,371	13,573	4,798	35.3%
<b>Total operating expenses</b>	<b>108,818</b>	<b>36,459</b>	<b>72,359</b>	<b>198.5%</b>
Equity in loss of uncombined entities	(59)		(59)	N/A
<b>Operating loss</b>	<b>(2,193)</b>	<b>(2,343)</b>	<b>150</b>	<b>(6.4)%</b>
<b>Nonoperating income (expenses):</b>				
Interest expense	(15,871)	(14,946)	(925)	6.2%
Change in fair value of interest rate derivatives	797	(8,758)	9,555	(109.1)%
Other income (expense)	44	(50)	94	(188.0)%
<b>Total nonoperating expenses</b>	<b>(15,030)</b>	<b>(23,754)</b>	<b>8,724</b>	<b>(36.7)%</b>
<b>Net loss</b>	<b>(17,223)</b>	<b>(26,097)</b>	<b>8,874</b>	<b>(34.0)%</b>
Net loss attributable to noncontrolling interest	(10,486)	(870)	(9,616)	1,105.3%
<b>Net loss attributable to Predecessor</b>	<b>\$ (6,737)</b>	<b>\$ (25,227)</b>	<b>\$ 18,490</b>	<b>(73.3)%</b>

**Student Housing Operations**

Revenues (which include student housing leasing and student housing service revenues) and operating expenses in the student housing operations segment increased by approximately \$14.4 million and approximately \$8.2 million, respectively, in 2009 as compared to 2008. These increases were primarily due to the inclusion of a full year of

operations in 2009 for the nine properties opened in 2008, whereas the 2008 results included only five months of operations for eight of these properties and four months of operations for the remaining property.

*New Property Operations.* In August and September of 2008, we opened nine new properties that were developed by us. These properties contributed approximately \$20.5 million of revenues and approximately \$10.8 million of operating expenses in 2009 as compared to approximately \$7.3 million of revenues and approximately \$3.5 million of operating expenses in 2008. The average occupancy at these properties was approximately 84.9% for the five months ended December 31, 2009, as compared to approximately 72.6% for the five months ended December 31, 2008.

In August of 2009, we opened five new properties that were developed by us. As of December 31, 2009, four of these properties were owned by an uncombined joint venture in which we had a 10% ownership interest, while the remaining property, The Grove at Murfreesboro, was reflected in our combined operating results. The Grove at Murfreesboro contributed approximately \$1.1 million of revenues and approximately \$0.5 million of operating expenses in 2009 as compared to no contribution to revenues and operating expenses in 2008. The other four

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properties that opened in 2009 are discussed further below under the heading Equity in Loss of Uncombined Entities.

*Same-Store Property Operations.* We had ten properties that were operating for the full year during both 2009 and 2008. These properties contributed approximately \$24.3 million of revenues and approximately \$11.8 million of operating expenses in 2009 as compared to approximately \$24.3 million of revenues and approximately \$11.4 million of operating expenses in 2008. Average occupancy at our same-store properties decreased to approximately 86.4% in 2009 as compared to approximately 86.5% in 2008, and average monthly revenue per occupied bed increased to approximately \$473 in 2009 as compared to approximately \$472 in 2008. The increase in operating expenses was primarily due to increases in marketing, administration, taxes and insurance costs, which were partially offset by decreases in utilities and professional fees.

### ***Development, Construction and Management Services***

Revenues and operating expenses in the development, construction and management services segment increased by approximately \$58.2 million and approximately \$58.1 million, respectively, in 2009 as compared to 2008. Our development, construction and management services segment recognizes revenues and operating expenses for development, construction and management services provided to uncombined joint ventures in which we have an ownership interest. We eliminate revenue and related expenses on such transactions with our uncombined joint ventures to the extent of our ownership interest. During 2009, we completed the construction of four properties owned by uncombined joint ventures and also commenced construction of three additional properties owned by uncombined joint ventures, which opened in August 2010. The significant increases in development, construction and management services revenues and operating expenses were primarily due to our development, construction and management activities related to these new properties.

### ***General and Administrative***

General and administrative expenses increased from approximately \$5.4 million in 2008 to approximately \$5.6 million in 2009. This increase was primarily due to increased payroll expense partially offset by a decrease in corporate travel and other administrative costs. Approximately \$0.2 million of general and administrative expense incurred during the year ended December 31, 2009 related to audits conducted in 2009 related to prior years. We anticipate that general and administrative expenses will increase in 2010 as a result of the incremental costs associated with being a public company.

### ***Ground Leases***

Ground lease expense increased from approximately \$0.2 million in 2008 to approximately \$0.3 million in 2009, primarily due to the inclusion of a full year of expense in 2009 for the ground lease with an unaffiliated third party relating to Phase II of our Mobile property, which commenced in 2008.

### ***Write-off of Pre-Development Costs***

Write-off of pre-development costs increased from approximately \$0.2 million in 2008 to approximately \$1.2 million in 2009 as a result of events that occurred in 2009 which led management to conclude that several pre-development projects would not result in either the acquisition of a site or commencement of construction.

### ***Depreciation and Amortization***

Depreciation and amortization increased from approximately \$13.6 million in 2008 to approximately \$18.4 million in 2009. This increase was primarily due to the inclusion of a full year of depreciation and amortization in 2009 for the

nine properties opened in 2008. We expect

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depreciation and amortization to increase in 2010 due to the full year impact of depreciation and amortization for The Grove at Murfreesboro and the inclusion of The Grove at San Marcos in our consolidated results for a part of 2010.

***Equity in Loss of Uncombined Entities***

Equity in loss of uncombined entities, which represents our share of the net loss from our joint ventures in which we have a noncontrolling interest, increased from approximately \$0 in 2008 to a loss of approximately \$0.1 million in 2009. This increase was primarily due to a loss from our joint venture with HSRE, which owned four properties that commenced operations in 2009.

***Nonoperating Income (Expenses)***

*Interest Expense.* Interest expense increased from approximately \$14.9 million in 2008 to approximately \$15.9 million in 2009. This increase was primarily due to an increase in the outstanding principal balance on the construction loan related to our 2008 property deliveries, which was partially offset by a decrease in interest rates.

*Change in Fair Value of Interest Rate Derivatives.* Change in fair value of interest rate derivatives increased from a loss of approximately \$8.8 million in 2008 to a gain of approximately \$0.8 million in 2009. This increase was primarily due to the increase in the fair value, or mark-to-market value, of our interest rate swaps, which was partially offset by higher monthly net cash settlement costs on these instruments in 2009.

*Other Income / (Expense).* Other income, net was approximately \$0.1 million in 2009 as compared with other expense, net of approximately \$0.1 million in 2008. Other income increased primarily as a result of higher interest income earned on invested cash balances.

***Comparison of Years Ended December 31, 2008 and December 31, 2007***

As of December 31, 2008, our property portfolio consisted of 20 combined properties, containing approximately 3,728 apartment units and 10,024 beds (including one property, The Grove at Murfreesboro, that was under construction), and three properties under construction and held in uncombined joint ventures, containing approximately 576 apartment units and 1,512 beds. These figures exclude The Grove at Lawrence, which commenced construction in early 2009.

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The following table presents our results of operations for the years ended December 31, 2008 and 2007, including the amount and percentage change in these results between the periods:

	<b>Year Ended December 31, 2008</b>	<b>Year Ended December 31, 2007 (in thousands)</b>	<b>Change (\$)</b>	<b>Change (%)</b>
<b>Revenues:</b>				
Student housing leasing	\$ 30,813	\$ 15,598	\$ 15,215	97.5%
Student housing services	798	110	688	625.5%
Development, construction and management services	2,505		2,505	N/A
<b>Total revenues</b>	<b>34,116</b>	<b>15,708</b>	<b>18,408</b>	<b>117.2%</b>
<b>Operating expenses:</b>				
Student housing operations	14,890	7,470	7,420	99.3%
Development, construction and management services	2,147		2,147	N/A
General and administrative	5,422	3,467	1,955	56.4%
Ground leases	224	40	184	460.0%
Write-off of pre-development costs	203		203	N/A
Depreciation and amortization	13,573	5,765	7,808	135.4%
<b>Total operating expenses</b>	<b>36,459</b>	<b>16,742</b>	<b>19,717</b>	<b>117.8%</b>
<b>Operating loss</b>	<b>(2,343)</b>	<b>(1,034)</b>	<b>(1,309)</b>	<b>126.6%</b>
<b>Nonoperating income (expenses):</b>				
Interest expense	(14,946)	(6,583)	(8,363)	127.0%
Change in fair value of interest rate derivative	(8,758)	(2,115)	(6,643)	314.1%
Other income (expense)	(50)	100	(150)	(150.0)%
<b>Total nonoperating expenses</b>	<b>(23,754)</b>	<b>(8,598)</b>	<b>(15,156)</b>	<b>176.3%</b>
<b>Net loss</b>	<b>(26,097)</b>	<b>(9,632)</b>	<b>(16,465)</b>	<b>170.9%</b>
Net loss attributable to noncontrolling interest	(870)	(2,083)	1,213	(58.2)%
<b>Net loss attributable to Predecessor</b>	<b>\$ (25,227)</b>	<b>\$ (7,549)</b>	<b>\$ (17,678)</b>	<b>234.2%</b>

***Student Housing Operations***

Revenues (which include student housing leasing and student housing service revenues) and operating expenses in the student housing operations segment increased by approximately \$15.9 million and approximately \$7.4 million, respectively, in 2008 as compared to 2007. These increases were primarily due to the inclusion of a full year of

operations in 2008 for the six properties opened in 2007, whereas the 2007 results included only five months of operations for five of these properties and four months of operations for the remaining property.

*New Property Operations.* In August and September of 2007, we opened six new properties that were developed by us. These properties contributed approximately \$14.8 million of revenues and approximately \$7.0 million of operating expenses in 2008 as compared to approximately \$6.6 million of revenues and approximately \$2.6 million of operating expenses in 2007. The average occupancy at these properties was approximately 80.7% for the five months ended December 31, 2008 as compared to approximately 95.7% for the five months ended December 31, 2007.

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In August and September of 2008, we opened nine new properties that were developed by us and reflected in our 2008 combined operating results. These properties contributed approximately \$7.3 million of revenues and approximately \$3.5 million of operating expenses in 2008 as compared to no contribution to revenues and operating expenses in 2007.

*Same-Store Property Operations.* We had four properties that were operating for the full year during both 2008 and 2007. These properties contributed approximately \$9.5 million of revenues and approximately \$4.4 million of operating expenses in 2008 as compared to approximately \$9.1 million of revenues and approximately \$4.8 million of operating expenses in 2007. Average occupancy at our same-store properties decreased to approximately 87.0% in 2008 as compared to approximately 87.9% in 2007, while average monthly revenue per occupied bed increased to approximately \$474 in 2008 as compared to approximately \$448 in 2007. The decrease in operating expenses was primarily due to decreases in administration and maintenance costs, which were partially offset by increases in utilities costs, taxes and insurance.

### ***Development, Construction and Management Services***

Revenues and operating expenses in the development, construction and management services segment increased by approximately \$2.5 million and approximately \$2.1 million, respectively, in 2008 as compared to 2007. Our development, construction and management services segment recognizes revenues and operating expenses for development, construction and management services provided to uncombined joint ventures in which we have an ownership interest. We eliminate revenue and related expenses on such transactions with our uncombined real estate ventures to the extent of our ownership interest. During 2008 and the early part of 2009, we commenced the construction of four properties owned by uncombined joint ventures, which were completed in 2009. The increases in development, construction and management services revenues and operating expenses were primarily due to our development, construction and management activities relating to these new properties. During 2007 we had no material construction and development services revenues or operating expenses related to uncombined joint ventures.

### ***General and Administrative***

General and administrative expenses increased from \$3.5 million in 2007 to approximately \$5.4 million in 2008. This increase was primarily due to an increase in payroll, travel and associated overhead expenses related to the increase in the size and scope of our business.

### ***Ground Leases***

Ground lease expense increased from less than \$0.1 million in 2007 to approximately \$0.2 million in 2008, primarily due to the new ground lease with an unaffiliated third party executed in 2008 for the land at The Grove at Mobile Phase II.

### ***Write-off of Pre-Development Costs***

Write-off of pre-development costs increased from \$0 in 2007 to approximately \$0.2 million in 2008 as a result of events that occurred in 2008 which led management to conclude that several pre-development projects would not result in either the acquisition of a site or commencement of construction.



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### ***Depreciation and Amortization***

Depreciation and amortization increased from approximately \$5.8 million in 2007 to approximately \$13.6 million in 2008. This increase was primarily due to the inclusion of a full year of depreciation and amortization in 2008 for the six properties opened in 2007, as well as the inclusion of partial year depreciation and amortization in 2008 for the nine properties that opened in the fall of 2008.

### ***Nonoperating Income (Expenses)***

*Interest Expense.* Interest expense increased from approximately \$6.6 million in 2007 to approximately \$14.9 million in 2008. This increase was primarily due to an increase in the outstanding principal balance on mortgage and construction loans, which was partially offset by a decrease in interest rates throughout 2008.

*Change in Fair Value of Interest Rate Derivatives:* Change in fair value of interest rate derivatives decreased from approximately \$(2.1) million in 2007 to approximately \$(8.8) million in 2008. This fluctuation was primarily due to the change in the fair value, or mark-to-market value, of our interest rate swaps, due to a decrease in interest rates throughout 2008.

*Other Income / (Expense).* Other income, net was approximately \$0.1 million in 2007 as compared with other expense, net of approximately \$0.1 million in 2008. Other income decreased in 2008 primarily as a result of lower interest income earned on invested cash balances.

## **Cash Flows**

### ***Comparison of Six Months Ended June 30, 2010 and June 30, 2009***

#### ***Operating Activities***

Net cash provided by operating activities was approximately \$2.7 million for the six months ended June 30, 2010 as compared to approximately \$2.1 million for the six months ended June 30, 2009, an increase of approximately \$0.6 million. Changes in working capital accounts provided approximately \$2.3 million for the six months ended June 30, 2010 while approximately \$0.9 million was used by working capital accounts for the six months ended June 30, 2009, representing an increase in cash provided of approximately \$3.2 million. This change was driven by improvement in the timing of construction cash collections during the six months ended June 30, 2010.

#### ***Investing Activities***

Net cash used in investing activities totaled approximately \$2.7 million for the six months ended June 30, 2010 as compared to approximately \$12.8 million for the six months ended June 30, 2009, a decrease of approximately \$10.1 million. This decrease was primarily due to significantly curtailed development and construction activity related to combined properties in the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. Investing activities in 2009 related primarily to the completed construction of The Grove at Murfreesboro as well as investments in uncombined joint ventures.

#### ***Financing Activities***

Net cash provided by financing activities totaled approximately \$0.1 million for the six months ended June 30, 2010 as compared to approximately \$5.5 million for the six months ended June 30, 2009, a decrease of approximately \$5.4 million. This decrease was primarily due to significantly less development and construction activity related to

combined properties and lower

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corresponding debt financing activity. Financing activities for the six months ended June 30, 2009 included borrowings to fund the construction of The Grove at Murfreesboro and borrowings to fund other debt repayment.

***Comparison of Years Ended December 31, 2009 and December 31, 2008***

*Operating Activities*

Net cash provided by operating activities was approximately \$4.4 million in 2009 as compared to approximately \$1.3 million in 2008, an increase of approximately \$3.1 million. Changes in working capital accounts provided approximately \$2.7 million in 2009 as compared to approximately \$4.3 million in 2008, an increased use of approximately \$1.6 million. This change was driven by increased investment in our platform infrastructure as a result of the growth in our business from 2008 to 2009.

*Investing Activities*

Net cash used in investing activities totaled approximately \$23.6 million in 2009 as compared to approximately \$148.4 million in 2008, a decrease of approximately \$124.8 million. This decrease was primarily due to significantly curtailed development and construction activity related to combined properties in 2009 as compared to 2008. Investing activities in 2009 related primarily to the completed construction of The Grove at Murfreesboro as well as investments in our joint ventures. Investing activities in 2008 related primarily to the construction activity related to the nine combined properties that were opened in the fall of 2008.

*Financing Activities*

Net cash provided by financing activities totaled approximately \$11.1 million in 2009 as compared to approximately \$144.8 million in 2008, a decrease of approximately \$133.7 million. This decrease was primarily due to significantly less development and construction activity related to combined properties and correspondingly lower debt financing activity. Financing activities in 2009 included borrowings to fund the construction of The Grove at Murfreesboro and borrowings to fund other debt repayment. Financing activities in 2008 included borrowings to fund the construction activity of the nine new properties opened in 2008 and borrowings to repay construction financing on the six properties opened in 2007.

***Comparison of Years Ended December 31, 2008 and December 31, 2007***

*Operating Activities*

Net cash provided by operating activities was approximately \$1.3 million in 2008 as compared to approximately \$1.2 million used in operating activities in 2007, representing an increase in cash provided of approximately \$2.5 million. Changes in working capital accounts provided approximately \$4.3 million in 2008 while approximately \$0.7 million was used by working capital accounts in 2007, representing an increase in cash provided of approximately \$5.0 million. This change was primarily due to the increase in the number of operating properties in 2008 as compared to 2007.

*Investing Activities*

Net cash used in investing activities totaled approximately \$148.4 million in 2008 as compared to approximately \$113.0 million in 2007, an increase of approximately \$35.4 million. This increase was primarily due to increased development and construction activity in 2008 as compared to 2007. Investing activities in 2008 related primarily to the completed construction of the nine combined



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properties that were opened in the fall of 2008. Investing activities in 2007 related primarily to the completed construction of the six combined properties that were opened in 2007 as well as the commencement of construction on the nine combined properties that were opened in 2008.

### *Financing Activities*

Net cash provided by financing activities totaled approximately \$144.8 million in 2008 as compared to approximately \$126.1 million in 2007, an increase of approximately \$18.7 million. This increase was primarily due to increased development and construction activity and correspondingly higher debt financing activity. Financing activities in 2008 included borrowings to fund the completed construction of the nine new properties opened in the fall of 2008 and borrowings to repay construction financing on the six properties opened in the fall of 2007. Financing activities in 2007 included borrowings to fund the construction of six new properties opened in the fall of 2007 and borrowings to fund the commencement of construction on the nine new properties opened in the fall of 2008.

### **Liquidity and Capital Resources**

As a REIT, we generally must distribute annually at least 90% of our REIT taxable income, excluding any net capital gain, in order for corporate income tax not to apply to earnings that we distribute. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our REIT taxable income, we will be subject to U.S. federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we distribute to our stockholders in a calendar year is less than a minimum amount specified under U.S. federal income tax laws. We intend to make distributions to our stockholders to comply with the requirements of the Internal Revenue Code and to avoid paying corporate tax on undistributed income. In addition, as discussed under *Our Distribution Policy*, we intend to make distributions that exceed these requirements. We may need to obtain financing to meet our distribution requirements because:

our income may not be matched by our related expenses at the time the income is considered received for purposes of determining taxable income; and

non-deductible capital expenditures, creation of reserves or debt service requirements may reduce available cash but not taxable income.

In these circumstances, we may be forced to obtain third-party financing on terms we might otherwise find unfavorable, and we cannot assure you that we will be able to obtain such financing. Alternatively, if we are unable or unwilling to obtain third-party financing on the available terms, we could choose to pay a portion of our distributions in stock instead of cash, or we may fund distributions through asset sales.

Upon completion of this offering, the application of the net proceeds therefrom and our formation transactions, we will have approximately \$79.4 million of total consolidated indebtedness (which does not include any indebtedness we may incur in connection with any future distributions or any other unanticipated borrowings under our revolving credit facility), representing an initial debt to total market capitalization ratio of approximately 16.9% based on the mid-point of the price range set forth on the cover page of this prospectus. We define our debt to total market capitalization ratio as our total outstanding consolidated indebtedness divided by the sum of the market value of our outstanding common stock and preferred stock (which may decrease, thereby increasing our debt to total market capitalization ratio), including shares of restricted stock or restricted stock units that we may issue to our officers and directors under our 2010 Incentive Award Plan, plus the aggregate value of OP units, plus the book value of our total

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consolidated indebtedness (excluding indebtedness encumbering our current and future joint venture properties). As of June 30, 2010, on a pro forma basis, our pro rata share of indebtedness encumbering properties held in unconsolidated joint ventures was approximately \$38.7 million.

***Principal Capital Resources***

We have entered into a credit agreement with Citibank, N.A. and certain other parties thereto relating to a three-year, \$125 million senior secured revolving credit facility, which will become effective immediately upon completion of this offering and satisfaction of customary loan closing conditions. This facility will be secured by 12 of our properties. Affiliates of Citigroup Global Markets Inc. will act as administrative agent, collateral agent, lead arranger and book running manager, and affiliates of Raymond James & Associates, Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., Barclays Capital Inc. and RBC Capital Markets Corporation (together with other financial institutions) will act as lenders under our revolving credit facility. We expect to use approximately \$18.6 million borrowed under our revolving credit facility, together with a portion of the net proceeds from this offering, to repay in full our mortgage loan with Silverton Bank that is currently secured by six of our properties. In addition, we expect to use approximately \$1.6 million of our revolving credit facility to issue letters of credit relating to indebtedness secured by The Grove at Carrollton, The Grove at Mobile Phase II and The Grove at Las Cruces. Upon completion of this offering and giving effect to the foregoing uses and our expected borrowing base, we expect to have approximately \$82.2 million of borrowing capacity available under our revolving credit facility. Amounts drawn under our revolving credit facility immediately upon completion of this offering will reduce the amount that we can borrow under this facility for other purposes. We also intend to use this facility for general corporate purposes and to finance, among other things, future growth opportunities, including the seven properties that we expect to commence building upon completion of this offering, four of which are expected to be wholly-owned by us and three of which are expected to be owned by a new joint venture that we expect to establish with HSRE and in which we expect to own a 20% interest.

The amount available for us to borrow under the facility will be based on a percentage of the appraisal value of our properties that form the borrowing base of the facility. Upon completion of this offering, we expect to be able to borrow up to approximately \$102.4 million of the \$125 million of commitments under the facility. We will use approximately \$18.6 million borrowed under our revolving credit facility, together with a portion of the net proceeds from this offering, to repay in full our mortgage loan with Silverton Bank that is secured by six of our properties. In addition, we will issue letters of credit with an aggregate amount of approximately \$1.6 million relating to indebtedness secured by The Grove at Carrollton, The Grove at Mobile Phase II and The Grove at Las Cruces. Giving effect to the foregoing, we will have approximately \$82.2 million of borrowing capacity under our revolving credit facility. We intend to pursue alternative, longer-term financing for some or all of the properties currently securing our mortgage loan with Silverton Bank when they are released from the lien of the mortgage in connection with our formation transactions. For eligible properties, this may include debt financing provided by Freddie Mac or Fannie Mae. Additionally, the facility will have an accordion feature that allows us to request an increase in the total commitments of up to \$75 million to \$200 million. Amounts outstanding under our revolving credit facility will bear interest at a floating rate equal to, at our election, the Eurodollar Rate or the Base Rate (each as defined in our revolving credit facility) plus a spread. The spread will depend upon our leverage ratio and will range from 2.75% to 3.50% for Eurodollar Rate based borrowings and from 1.75% to 2.50% for Base Rate based borrowings.

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Our ability to borrow under our revolving credit facility will be subject to our ongoing compliance with a number of customary financial covenants, including:

a maximum leverage ratio of 0.60 : 1.00;

a minimum fixed charge coverage ratio of 1.50 : 1.00;

a minimum ratio of fixed rate debt and debt subject to hedge agreements to total debt of 66.67%;

a maximum secured recourse debt ratio of 20%; and

a minimum tangible net worth of the sum of 75% of our tangible net worth plus an amount equal to 75% of the net proceeds of any additional equity issuances.

Under our revolving credit facility, our distributions may not exceed the greater of (i) 90.0% of our FFO or (ii) the amount required for us to qualify and maintain our status as a REIT. If a default or event of default occurs and is continuing, we may be precluded from making certain distributions (other than those required to allow us to qualify and maintain our status as a REIT).

We expect that we and certain of our subsidiaries will guarantee the obligations under our revolving credit facility and that we and certain of our subsidiaries will pledge specified assets (including real property), stock and other interests as collateral for our revolving credit facility obligations.

The commitments from the lenders are subject to closing conditions that are expected to include, among other things, satisfactory review by lenders of appraisals, environmental reports, engineering reports, other company- and property-level diligence, successful completion of this offering, absence of material adverse changes, payment of fees, and the negotiation, execution and delivery of definitive documentation satisfactory to Citibank, N.A. and the other lenders. Although we currently expect to meet these requirements, there can be no assurance that all of the closing conditions will be satisfied.

The foregoing is only a summary of the material terms of our revolving credit facility that will become effective immediately upon completion of this offering and satisfaction of customary loan closing conditions. For more information, see the credit agreement, which is filed as an exhibit to the registration statement of which this prospectus constitutes a part.

In addition to borrowings under our revolving credit facility, we may also use non-recourse mortgage financing to make acquisitions or refinance short-term borrowings under our revolving credit facility. We may also seek to raise additional capital through the issuance of our common stock, preferred stock, OP units and debt or other securities or through property dispositions or joint venture transactions. Any debt incurred or issued by us may be secured or unsecured, long-term or short-term, fixed or variable interest rate and may be subject to such other terms as we deem prudent. Our ability to access the lending and capital markets will be dependent on a number of factors, including general market conditions for REITs, our historical and anticipated financial condition, liquidity, results of operations and FFO and market perceptions about us and our competitors.

We derive the majority of our cash flow from operations from student-tenants who lease beds from us at our properties. Therefore, our ability to generate cash flow from operations is dependent on the rents that we are able to charge and collect from our tenants. General economic downturns or downturns in the markets in which we own properties may adversely affect the





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ability of our student-tenants to meet their lease obligations to us. In that event, our cash flow from operations could be materially and adversely affected.

***Short-Term Liquidity Needs***

The nature of our business, coupled with the requirement imposed by REIT rules that we distribute a substantial majority of our REIT taxable income on an annual basis in order for us to qualify as a REIT, will cause us to have substantial liquidity needs. Our short-term liquidity needs consist primarily of funds necessary to pay operating expenses associated with our properties, recurring capital expenditures, development costs, interest expense, scheduled debt service payments and expected distribution payments (including distributions to persons who hold OP units). We expect to meet our short-term liquidity needs through cash flow from operations and, to the extent necessary, borrowings under our revolving credit facility. Assuming completion of this offering and the application of the net proceeds therefrom, we expect that cash flow from operations and borrowings under our anticipated revolving credit facility will be sufficient to meet our liquidity requirements for at least the next 12 months. In the event that we do not complete this offering, we would likely reduce our capital expenditures and development plans and pursue alternative financing arrangements, that may include selling operating properties, as necessary in order to meet our cash requirements for the next 12 months.

***Recurring Capital Expenditures***

Our properties require periodic investments of capital for general maintenance. These recurring capital expenditures vary in size annually based upon the nature of the maintenance required for that time period. For example, recently developed properties typically do not require major maintenance such as the replacement of a roof. In addition, capital expenditures associated with newly acquired or developed properties are typically capitalized as part of their acquisition price or development budget, so that such properties typically begin to require recurring capital expenditures only following their first year of ownership.

Our historical recurring capital expenditures at our combined properties are set forth below:

	<b>2009</b>	<b>2008</b>	<b>2007</b>
Total Beds as of January 1 <sup>(1)</sup>	9,520	4,966	1,924
Total Recurring Capital Expenditures	\$ 183,513	\$ 261,048	\$ 134,877
Average Per Bed	\$ 19	\$ 53	\$ 70

(1) Total number of beds is as of January 1 of the year indicated, excluding beds at combined properties that commenced operations during the year indicated, as they did not require material recurring capital expenditures.

In 2007, we had four properties with 1,924 beds and an average age of approximately 0.6 years, excluding properties which commenced operation in that year, that required maintenance capital expenditures. Such expenditures included large scale furniture replacements in common areas associated with an updated layout at two properties. In 2008, we had ten properties with 4,966 beds and an average age of approximately 0.9 years, excluding properties which commenced operation in that year, that required maintenance capital expenditures. Such expenditures included furniture, fitness equipment, landscaping and a major ADA-related renovation at one of our properties which we have included as a maintenance capital expenditure because this amount was not part of the initial construction budget for this property and is not considered revenue enhancing. In 2009, we had 19 properties with 9,520 beds and an average age of approximately 1.2 years, excluding properties which commenced operation in that year, that required

maintenance capital expenditures. Such expenditures included furniture replacement.

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Upon completion of this offering and our formation transactions, we will have 27 properties with 13,580 beds. We estimate that we will incur approximately \$35.31 of maintenance capital expenditures per bed during 2010 at our combined properties. Such expenditures are estimated to be primarily for furniture replacement. The differential in per bed recurring maintenance capital expenditures from 2007 through our 2010 estimate is a function of the uneven nature of the timing of such expenditures and the amplified effects of these costs over a smaller base of beds historically.

Additionally, we are contractually required to fund reserves for capital repairs at certain mortgaged properties. In particular, our indebtedness relating to our Asheville property requires us to fund a monthly reserve of \$5,000 for capital repairs and our indebtedness relating to our Carrollton, Las Cruces and Milledgeville properties requires us to fund a monthly reserve of \$5,125 per property for capital repairs. Indebtedness relating to our Conway property, in which we will own a 49.9% interest, requires a monthly reserve of \$4,167 for capital repairs, subject to a maximum reserve of \$150,000.

### ***Development Expenditures***

Our development activities have historically required us to fund pre-development expenditures such as architectural fees, engineering fees and earnest deposits. Because the closing of a development project's financing is often subject to various delays, we cannot always predict accurately the liquidity needs of these activities. We frequently incur these pre-development expenditures before a financing commitment has been obtained and, accordingly, bear the risk of the loss of these pre-development expenditures if financing cannot ultimately be arranged on acceptable terms.

We expect that, subject to completion of this offering, we will commence building seven new student housing properties, four of which are expected to be wholly-owned by us and three of which are expected to be owned by a new joint venture that we expect to establish with HSRE and in which we expect to own a 20% interest. We are currently targeting completion of these seven properties for the 2011-2012 academic year. For each of these projects, we have conducted significant pre-development activities and are in the process of obtaining the necessary zoning and site plan approvals. We estimate that the cost to complete all four wholly-owned properties will be approximately \$87.9 million. Additionally, we will be obligated to fund our pro rata portion of the development costs of our expected joint venture with HSRE, and we estimate that the cost to complete the three joint venture properties will be approximately \$70.3 million and our pro rata share will be approximately \$14.1 million. No assurance can be given that we will complete construction of these seven properties in accordance with our current expectations (including the estimated cost thereof). We expect to finance the construction of these seven properties through borrowings under our revolving credit facility, new project-specific construction indebtedness and contributions from HSRE. However, we may not be able to obtain financing on terms acceptable to us.

### ***Long-Term Liquidity Needs***

Our long-term liquidity needs consist primarily of funds necessary to pay for long-term development activities, non-recurring capital expenditures, potential acquisitions of properties and payments of debt at maturity. Long-term liquidity needs may also include the payment of unexpected contingencies, such as remediation of unknown environmental conditions at our properties or at additional properties that we develop or acquire, or renovations necessary to comply with the ADA or other regulatory requirements. We do not expect that we will have sufficient funds on hand to cover all of our long-term liquidity needs. We will therefore seek to satisfy these needs through cash flow from operations, additional long-term secured and unsecured debt, including borrowings under our revolving credit facility, the issuance of debt securities, the issuance of equity securities and equity-related securities (including OP units), property dispositions and joint venture transactions. We believe that we will have access to these



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sources of capital to fund our long-term liquidity requirements, but, as a new public company, we cannot make any assurance that this will be the case, especially in difficult market conditions.

We have identified over 200 markets and approximately 80 specific sites within these markets as potential future development opportunities, and our current business plan contemplates the development of approximately five to seven new student housing properties per year. No assurance can be given that we will not adjust our business plan as it relates to development, or that any particular development opportunity will be undertaken or completed in accordance with our current expectations.

**Commitments**

The following table summarizes amounts due as of December 31, 2009, in connection with the contractual obligations described below (including future interest payments):

<b>Contractual Obligations</b>	<b>Total</b>	<b>Less than 1 Year</b>	<b>1-3 Years</b>	<b>3-5 Years</b>	<b>More than 5 Years</b>
		<b>(in thousands)</b>			
Long-Term Debt Obligations <sup>(1)</sup>	\$ 343,172	\$ 172,315	\$ 6,744	\$ 105,547	\$ 58,566
Operating Lease Obligations	11,279	457	1,006	1,128	8,688
Purchase Obligations <sup>(2)</sup>	21,520	21,520			
Other Long-Term Liabilities	6,049	4,424	1,625		
<b>Total</b>	<b>\$ 382,020</b>	<b>\$ 198,716</b>	<b>\$ 9,375</b>	<b>\$ 106,675</b>	<b>\$ 67,254</b>

(1) We have executed an agreement with a lender to extend the maturity date of approximately \$148.4 million of these obligations to January 31, 2011.

(2) Obligations relate to subcontracts executed by Campus Crest Construction, LLC, to complete projects under construction at December 31, 2009.

**Long-Term Indebtedness to Be Outstanding Following this Offering**

Upon completion of this offering and our formation transactions, we will have total consolidated indebtedness of approximately \$79.4 million. The following table summarizes our consolidated indebtedness to be outstanding following the completion of this offering and our formation transactions.

	<b>Total (in thousands)</b>
2010	\$
2011	85
2012	643
2013	19,315
2014	797

Thereafter	58,566
Total	\$ 79,406

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The following table sets forth the information about our consolidated indebtedness to be outstanding following the completion of this offering, the use of the net proceeds therefrom and our formation transactions:

<b>Property</b>	<b>Principal Outstanding as of June 30, 2010 (in thousands)</b>	<b>Maturity Date</b>	<b>Interest Rate as of June 30, 2010</b>	<b>Amortization</b>
Revolving Credit Facility	\$ 18,566 <sup>(1)</sup>	(2)	(1)	Interest only
The Grove at Asheville <sup>(3)(4)</sup>	14,800	4/11/2017	5.77%	Interest only until April 11, 2012, then 30 year amortizing
The Grove at Carrollton <sup>(3)(4)(5)</sup>	14,650	10/11/2016	6.13%	Interest only until October 11, 2011, then 30 year amortizing
The Grove at Las Cruces <sup>(3)(4)(5)</sup>	15,140	10/11/2016	6.13%	Interest only until October 11, 2011, then 30 year amortizing
The Grove at Milledgeville <sup>(4)(6)</sup>	16,250	10/1/2016	6.12%	Interest only until October 11, 2011, then 30 year amortizing
<b>Total</b>	<b>\$ 79,406</b>			

(1) We expect to borrow approximately \$18.6 million under our revolving credit facility immediately upon completion of this offering; this amount will bear interest at a floating rate equal to, at our election, the Eurodollar Rate or the Base Rate (each as defined in our revolving credit facility) plus a spread. The spread will depend upon our leverage ratio and will range from 2.75% to 3.50% for Eurodollar Rate based borrowings and from 1.75% to 2.50% for Base Rate based borrowings.

(2) Amounts outstanding under our revolving credit facility will be due on the third anniversary of the completion of this offering.

(3) Wachovia Bank as lender.

(4) No financial covenants.

(5) We expect to issue letters of credit with an aggregate amount of approximately \$1.6 million relating to indebtedness secured by The Grove at Carrollton, The Grove at Mobile Phase II and The Grove at Las Cruces.

(6) GE Capital as lender.

In connection with completion of this offering, we expect to assume the indebtedness with an aggregate principal amount of approximately \$60.8 million described in the above table that is secured by mortgages on The Grove at Asheville, The Grove at Carrollton, The Grove at Las Cruces and The Grove at Milledgeville. We have obtained approvals necessary to assume this debt, subject to customary closing conditions, including title endorsements, delivery of legal opinions, borrower certifications regarding the absence of defaults and no adverse change in each property's operating performance and payment of costs incurred in connection with the transfer. While we have no reason to believe that we will not be able to satisfy all of the conditions necessary for our assumption of this

indebtedness, no assurance can be given that we will successfully meet all these conditions.

Following this offering, the pro forma weighted average annual interest rate on our total long-term indebtedness as of June 30, 2010 will be approximately 5.36%, and all of our outstanding indebtedness will be fixed rate except for any borrowings under our revolving credit facility. After completion of this offering and our formation transactions, and based upon an offering price of our common stock equal to the mid-point of the price range set forth on the cover page of this prospectus, our ratio of debt to total market capitalization will be approximately 16.9% (12.0% if the underwriters' over-allotment option is exercised in full), excluding indebtedness encumbering our current and future joint venture properties. However, we expect to incur additional indebtedness, consistent with our financing policy, in connection with our development activities following this offering. For further information concerning our long-term indebtedness, see Policies with Respect to Certain Activities Financing Policies.



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***Consents or Waivers Under our Loan Documents***

At June 30, 2010, March 31, 2010 and December 31, 2009, we were not in compliance with covenants relating to (a) unresolved liens and claims for materials or labor, and (b) debt service coverage under the Wachovia Bank Nine Property Construction Loan (which is secured by The Grove at Cheney, The Grove at Jonesboro, The Grove at Lubbock, The Grove at Murfreesboro, The Grove at Stephenville, The Grove at Troy, The Grove at Waco, The Grove at Wichita and The Grove at Wichita Falls). On May 7, 2010, we received a commitment (i) allowing us until August 31, 2010 to bond over and/or cause to be released all remaining unresolved liens, (ii) waiving our non-compliance with the debt service coverage covenant as of December 31, 2009 and March 31, 2010 and substituting a debt yield covenant in lieu of a debt service covenant and (iii) committing to extend the maturity of the construction loan to January 31, 2011. On August 16, 2010, we entered into an agreement, the execution of which memorializes the terms and conditions of the May 7, 2010 commitment, as extended from time to time, including a waiver of non-compliance with the debt service coverage covenant as of June 30, 2010. On August 31, 2010, we entered into an agreement allowing us until October 31, 2010 to bond over and/or cause all remaining unresolved liens to be released. We intend to repay the indebtedness under this credit facility in full with a portion of the net proceeds from this offering.

At December 31, 2009, we were not in compliance with the covenant relating to unresolved liens and claims for materials or labor under the Wachovia Bank Three Property Construction Loan (which is secured by The Grove at Moscow, The Grove at San Angelo and The Grove at San Marcos). On May 12, 2010, the lender under this construction loan acknowledged and consented to our proposal for the satisfaction of the liens and claims with a portion of the net proceeds from this offering, and waived our non-compliance with the covenant. On August 31, 2010, we entered into an agreement allowing us until October 31, 2010 to satisfy the liens and claims with a portion of the net proceeds from this offering.

We were not in compliance with covenants under the Silverton Bank Mortgage Loan (which is secured by The Grove at Abilene, The Grove at Ellensburg, The Grove at Greeley, The Grove at Jacksonville, The Grove at Mobile Phase I and The Grove at Nacogdoches) for the borrowing quarters ended October 31, 2009, January 31, 2010 and April 30, 2010 as a result of non-compliance with the debt service coverage covenant and debt yield percentage covenant set forth in the loan documents. Additionally, based on current operating projections, we do not expect to satisfy either covenant through the end of 2010. On April 9, 2010, we received a waiver of non-compliance with these covenants from the lender under this mortgage loan for the borrowing quarters ended October 31, 2009 and January 31, 2010. On May 13, 2010, we received a waiver of non-compliance with the covenants from the lender under this mortgage loan for the borrowing quarter ended April 30, 2010. We have also obtained a waiver of non-compliance for the borrowing quarters ended July 31, 2010 and a forward waiver of non-compliance for the borrowing quarters ending October 31, 2010 and January 31, 2011. We intend to repay the indebtedness under this credit facility in full with a portion of the net proceeds of this offering and borrowings under our revolving credit facility.

Upon completion of this offering and the application of a portion of the net proceeds therefrom to reduce outstanding indebtedness, as described above, we expect to be in compliance with all applicable debt covenants. However, if we do not complete this offering we would need to access alternative capital resources, and there is no assurance that we would be successful in doing so. An inability to refinance maturing indebtedness or obtain alternative financing would have a material adverse affect on our business and financial condition.

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**Off-Balance Sheet Arrangements**

***HSRE Joint Venture***

We use joint venture arrangements to finance certain of our properties. As discussed above, we have entered into three joint venture arrangements with HSRE. Upon completion of this offering and our formation transactions, we will be party only to one of the foregoing joint venture arrangements relating to six properties, in which we will own a 49.9% interest and which will be accounted for as an investment in an unconsolidated joint venture. Additionally, we expect to establish a new joint venture with HSRE, in which we expect to own a 20% interest that will build three student housing properties with completion targeted for the 2011-2012 academic year. As of June 30, 2010, on a pro forma basis, our pro rata share of indebtedness encumbering properties held in the unconsolidated entity in which we own a 49.9% interest was approximately \$38.7 million.

**Funds From Operations (FFO)**

FFO is used by industry analysts and investors as a supplemental operating performance measure for REITs. We calculate FFO in accordance with the definition that was adopted by the Board of Governors of NAREIT. FFO, as defined by NAREIT, represents net income (loss) determined in accordance with GAAP, excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated operating real estate assets, plus specified non-cash items, such as real estate asset depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures.

We use FFO as a supplemental performance measure because, in excluding real estate-related depreciation and amortization and gains and losses from property dispositions, it provides a performance measure that, when compared year over year, captures trends in occupancy rates, rental rates and operating expenses. We also believe that, as a widely recognized measure of the performance of equity REITs, FFO will be used by investors as a basis to compare our operating performance with that of other REITs. However, because FFO excludes depreciation and amortization and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures necessary to maintain the operating performance of our properties, all of which have real economic effects and could materially and adversely impact our results of operations, the utility of FFO as a measure of our performance is limited.

While FFO is a relevant and widely used measure of operating performance of equity REITs, other equity REITs may use different methodologies for calculating FFO and, accordingly, FFO as disclosed by such other REITs may not be comparable to FFO published herein. Therefore, we believe that in order to facilitate a clear understanding of our historical operating results, FFO should be examined in conjunction with net income (loss) as presented in the combined financial statements and the other financial statements included elsewhere in this prospectus. FFO should not be considered as an alternative to net income (loss) (computed in accordance with GAAP) as an indicator of our properties' 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.

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The following table presents a reconciliation of our FFO to our net loss for the six months ended June 30, 2010 and 2009 and years ended December 31, 2009, 2008 and 2007:

	<b>Pro Forma Campus Crest Communities, Inc. Six</b>		<b>Historical Campus Crest Communities Predecessor</b>				
	<b>Months Ended</b>	<b>Year Ended</b>	<b>Six Months</b>		<b>Year Ended December 31,</b>		
	<b>June 30, 2010</b>	<b>December 31, 2009</b>	<b>Ended June 30, 2010</b>	<b>2009</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(unaudited and in thousands)</b>						
Net loss	\$ (1,807)	\$ (7,821)	\$ (8,290)	\$ (3,994)	\$ (17,223)	\$ (26,097)	\$ (9,632)
Real estate related depreciation and amortization	9,653	18,412	9,280	8,918	18,205	13,042	5,721
Real estate related depreciation and amortization unconsolidated joint ventures	657	298	157		52		
<b>Funds from operations ( FFO )</b>	<b>\$ 8,503</b>	<b>\$ 10,889</b>	<b>\$ 1,147</b>	<b>\$ 4,924</b>	<b>\$ 1,034</b>	<b>\$ (13,055)</b>	<b>\$ (3,911)</b>

In addition to FFO, we believe it is also a meaningful measure of our performance to adjust FFO to exclude the change in fair value of interest rate derivatives and the write-off of development costs. Excluding the change in fair value of interest rate derivatives and development cost write-offs adjusts FFO to be more reflective of operating results prior to capital replacement or expansion, debt service obligations or other commitments and contingencies. This measure is referred to herein as FFOA.

	<b>Pro Forma Campus Crest Communities, Inc. Six</b>		<b>Historical Campus Crest Communities Predecessor</b>				
	<b>Months Ended</b>	<b>Year Ended</b>	<b>Six Months</b>		<b>Year Ended December 31,</b>		
	<b>June 30, 2010</b>	<b>December 31, 2009</b>	<b>Ended June 30, 2010</b>	<b>2009</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
	<b>(unaudited and in thousands)</b>						
FFO	\$ 8,503	\$ 10,889	\$ 1,147	\$ 4,924	\$ 1,034	\$ (13,055)	\$ (3,911)
Elimination of change in fair value of interest rate derivatives	(279)	(90)	(2,893)	(2,990)	(3,480)	7,414	2,115

Elimination of  
development cost  
write-off

1,211

1,211

203

**Funds from  
operations adjusted  
( FFOA )**

\$ 8,224

\$ 12,010

\$ (1,746)

\$ 1,934

\$ (1,235)

\$ (5,438)

\$ (1,796)

### **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 colleges and universities may limit our ability to raise rental rates.

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**Quantitative and Qualitative Disclosures About Market Risk**

Following this offering, all of our outstanding indebtedness will have a fixed rate of interest except for amounts outstanding under our revolving credit facility that will become effective immediately upon completion of this offering and satisfaction of customary loan closing conditions, which will bear interest at a floating rate equal to, at our election, the Eurodollar Rate or the Base Rate (each as defined in our revolving credit facility) plus a spread. The spread will depend upon our leverage ratio and will range from 2.75% to 3.50% for Eurodollar Rate based borrowings and from 1.75% to 2.50% for Base Rate based borrowings.

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.

**Critical Accounting Policies**

Set forth below is a summary of the accounting policies that management believes are critical to the preparation of the historical combined financial statements included in this prospectus. Certain of these accounting policies are particularly important for an understanding of the financial position and results of operations presented in the historical combined financial statements included in this prospectus. These policies require the application of judgment and assumptions by management and, as a result, are subject to a degree of uncertainty. Actual results could differ as a result of such judgment and assumptions.

Our historical combined financial statements include the accounts of all investments, which include joint ventures in which we have a controlling interest, and the combined subsidiaries of the Predecessor. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions combined that affect amounts reported in our historical combined financial statements and related notes. In preparing these combined 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 historical combined financial statements, giving due consideration to materiality. Our estimates may not be ultimately 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 will 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.

***Valuation of Investment in Real Estate***

Investment in real estate is recorded at historical cost. Pre-development expenditures include items such as entitlement costs, architectural fees and deposits associated with the pursuit of partially-owned and wholly-owned development projects. These costs are capitalized until such time that management believes it is probable that a contract will be executed and/or construction will commence. Management evaluates the status of projects where we have not yet acquired the target property or where we have not yet commenced construction on a periodic basis and writes off any pre-development costs related to projects whose current status indicates the commencement of construction is not probable. Such write-offs are included within operating expenses in the accompanying combined statements of operations.

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Management assesses whether there has been impairment in the value of our investment in real estate whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of investment in real estate is measured by a comparison of the carrying amount of a student housing property to the estimated future undiscounted cash flows expected to be generated by the property. Impairment is recognized when estimated future undiscounted cash flows are less than the carrying value of the property. The estimation of expected future cash flows is inherently uncertain and relies on assumptions regarding current and future economics and market conditions. If such conditions change, then an adjustment to the carrying value of our long-lived assets could occur in the future period in which conditions change. To the extent that a property is impaired, the excess of the carrying amount of the property over its estimated fair value is charged to operating earnings. Fair value is determined based upon the discounted cash flows of the property, quoted market prices or independent appraisals, as considered necessary.

Under the equity method, investments are initially recognized in the balance sheet at cost and are subsequently adjusted to reflect our proportionate share of net earnings or losses of the entity, distributions received, contributions, and certain other adjustments, as appropriate. When circumstances indicate there may have been a loss in value of an equity method investment, we evaluate the investment for impairment by estimating our ability to recover the investment from future expected discounted cash flows. If we determine the loss in value is other than temporary, we recognize an impairment charge to reflect the investment at fair value.

### ***Student Housing Revenue***

Students are required to execute lease contracts with payment schedules that vary from annual to monthly payments. We recognize revenues and related lease incentives on a straight-line basis over the term of the lease contracts. Generally, each executed contract is required to be accompanied by a signed parental guaranty. Amounts received in advance of the occupancy period are recorded as deferred revenues and included in other liabilities on the accompanying combined balance sheets. Service revenue is recognized when earned.

### ***Development, Construction and Management Services***

Development and construction service revenue is recognized using the percentage of completion method, as determined by construction costs incurred relative to total estimated construction costs. Any changes in significant judgments and/or estimates used in determining construction and development revenue could significantly change the timing or amount of construction and development revenue recognized.

Development and construction service revenues are recognized for contracts with entities we do not combine. For projects where the revenue is based on a fixed price, any cost overruns incurred during construction, as compared to the original budget, will reduce the net profit ultimately recognized on those projects. Profit derived from these projects is eliminated to the extent of the predecessor entities' ownership interest in the uncombined entity. Any incentive fees, net of the impact of our ownership interest if the entity is an uncombined entity, are recognized when the project is complete and performance has been agreed upon by all parties, or when performance has been verified by an independent third party. When total development or construction costs at completion exceed the fixed price set forth within the related contract, such cost overruns are recorded as an additional investment in the uncombined entity.

Management fees, net of elimination to the extent of our ownership in uncombined entities, are recognized when earned in accordance with each management contract for entities we do not combine. Incentive management fees are recognized when the incentive criteria are met.

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***Allowance for Doubtful Accounts***

Allowances for student receivables are established when management determines that collections of such receivables are doubtful. Balances are considered past due when payment is not received on the contractual due date. When management has determined receivables are uncollectible, they are written off against the allowance for doubtful accounts.

***Derivative Instruments and Hedging Activities***

In certain instances, interest rate swap agreements used to manage floating interest rate exposure are executed with respect to amounts borrowed, or forecasted to be borrowed, under credit facilities. These contracts effectively exchange existing or forecasted obligations to pay interest based on floating rates for obligations to pay interest based on fixed rates. All derivative instruments are recognized as either assets or liabilities on the combined balance sheet at their respective fair values. Our derivatives have not met the requirements for hedge accounting treatment; therefore, all gains and losses related to derivative instruments are recorded in the combined statements of operations.

***Fair Value of Financial Instruments***

Financial instruments consist primarily of cash, cash equivalents, investments, student receivables, accounts payable, mortgages, construction notes payable and lines of credit. The carrying value of cash, cash equivalents, investments, student receivables and accounts payable are representative of their respective fair values due to the short-term nature of these instruments. The estimated fair values of mortgages, construction notes payable and lines of credit are determined by comparing current borrowing rates and risk spreads offered in the market to the stated interest rates and spreads on our current mortgages, construction notes payable and lines of credit.

The fair value of the interest rate swaps is determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the derivative. This analysis reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs, including interest rate curves, implied volatilities and the creditworthiness of the swap counterparties.

On January 1, 2008, we adopted guidance for accounting for fair value measurements of financial assets and financial liabilities and for fair value measurements of nonfinancial items that are recognized or disclosed at fair value in the combined financial statements on a recurring basis. On January 1, 2009, we adopted guidance for fair value measurement related to nonfinancial items that are recognized and disclosed at fair value in the combined financial statements on a nonrecurring basis. The guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

- Level 1      Observable inputs, such as quoted prices in active markets at the measurement date for identical, unrestricted assets or liabilities.
  
- Level 2      Other inputs that are observable directly or indirectly, such as quoted prices in markets that are not active or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

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- Level 3      Unobservable inputs for which there is little or no market data and which the Predecessor makes its own assumptions about how market participants would price the asset or liability.

Fair value is defined as the price that would be received when selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, the level in the fair value hierarchy within which the fair value measurement in its entirety has been determined is based on the lowest level input significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

**Recent Accounting Pronouncements**

In December 2007, the Financial Accounting Standards Board, or FASB, issued new accounting guidance which establishes accounting and reporting standards for the noncontrolling interest in a subsidiary (previously referred to as minority interest). It also requires that a retained noncontrolling interest upon the deconsolidation of a subsidiary be initially measured at its fair value. We are required to report any noncontrolling interests as a separate component of equity and present any net income allocable to noncontrolling interests and net income attributable to the Predecessor separately in the combined statements of operations. As required, we adopted this new guidance beginning January 1, 2009. As a result of the adoption, the former minority interest classification was eliminated and related amounts are now reflected as a component of equity. Additionally, during 2009, noncontrolling interests were attributed the full amount of their portion of any net losses. Previously, they were only allocated losses up to their remaining investment balance. It requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. All other requirements are applied prospectively.

In March 2008, the FASB issued new accounting guidance requiring enhanced disclosures about how and why an entity uses derivative instruments, how derivative instruments and related hedged items are accounted for, and how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. The Predecessor adopted the new guidance beginning January 1, 2009. The adoption did not have a significant effect on our combined financial statements.

In April 2009, the FASB issued new accounting guidance requiring disclosure of the fair value of all financial instruments (recognized or unrecognized) when practicable to do so. These fair value disclosures must be presented together with the related carrying amount of the financial instruments in a manner that clearly distinguishes between assets and liabilities and indicates how the carrying amounts relate to the amounts reported on the balance sheet. The new guidance is effective for interim reporting periods ending after June 15, 2009. The adoption did not have a material impact on our combined financial statements.

In May 2009, the FASB issued new accounting guidance regarding subsequent events. The new guidance sets forth the period after the balance sheet date during which management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and disclosures that an entity should make about events or transactions that occurred after the balance sheet date. The Predecessor adopted this guidance during 2009 and the adoption did not have a material impact on our combined financial statements.



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In June 2009, the FASB issued new accounting guidance changing the consolidation analysis for variable interest entities, or VIEs, and requiring a qualitative analysis to determine the primary beneficiary. The determination of the primary beneficiary of a VIE is based on whether the entity has the power to direct matters which most significantly impact the activities of the VIE and has the obligation to absorb losses, or the right to receive benefits, of the VIE which could potentially be significant to the VIE. It requires additional disclosures for VIEs, including disclosures about a reporting entity's involvement with VIEs, how a reporting entity's involvement with a VIE affects the reporting entity's financial statements, and significant judgments and assumptions made by the reporting entity to determine whether it must combine the VIE. It is effective for us beginning on January 1, 2010. We are currently evaluating what impact, if any, its adoption will have on our combined financial statements.

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**INDUSTRY OUTLOOK**

*The following information is derived from a market study prepared for us by MGA in connection with this offering. The forecasts and projections are based on MGA's experience and data published by the U.S. Department of Education and other sources, and there is no assurance that any of the projections will be accurate. We believe that the study is reliable, but we have not independently verified the information in the study nor have we ascertained any underlying assumptions relied upon therein. While we are not aware of any misstatements regarding the industry data presented herein, estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors.*

**Understanding Student Housing**

Student housing is broadly defined to include housing designed to accommodate students enrolled in either full-time or part-time post-secondary, public and private four-year colleges and universities, including those that offer advanced degrees. The student housing market generally does not seek to address the housing needs of students enrolled in two-year community colleges and technical colleges, as these institutions do not generate sufficient and consistent demand for student housing.

The student housing market is a specialized segment of the residential real estate market. The residential real estate market is comprised of single-family and multi-family products. The single-family market is primarily a for-sale market, although single-family dwellings can also be offered for rent, particularly as housing market conditions deteriorate and the ability to sell houses declines. The multi-family market can be divided into the for-sale market (*i.e.*, condominiums) and the for-rent market (*i.e.*, apartments), with the latter category generally considered as a crossover with commercial real estate, in that such properties are constructed as income-generating properties, similar to retail, office or industrial properties. Both single-family for-rent and multi-family apartments compete directly with student housing.

Overall, the student housing market has certain unique characteristics that distinguish it from other segments of the housing market. First, student housing is aimed only at those persons enrolled in college and not at the general population of renters. Second, the leasing cycle for student housing properties is defined by the academic calendar, which results in a finite leasing window and relatively low month-to-month turnover following the start of the academic year. Finally, student housing properties are designed to accommodate and appeal to the college lifestyle, which is significantly different from the lifestyle of a typical multi-family renter.

There are two major types of student housing properties: on-campus and off-campus. On-campus housing is generally owned and operated by educational institutions and is located on school property near or adjacent to classroom buildings and other campus facilities. Off-campus housing is generally owned and operated by private investors and is located in close proximity to campus (*i.e.*, generally within a two-mile radius of the campus).

Purpose-built student housing refers to off-campus housing that is specifically designed and constructed as student housing with a view towards accommodating the unique characteristics of the student-tenant. While purpose-built student housing is classified as a multi-family housing product, it is significantly different from and more specialized than traditional multi-family housing products, which are offered to the broader pool of multi-family renters. Key features of

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purpose-built student housing that differentiate such properties from traditional multi-family apartments include:

- by the bed lease terms and rental rates (as opposed to by the unit apartment leases);
- bed/bath parity with private en suite baths;
- fully furnished units;
- bundled pricing, which typically includes utilities, cable and Internet;
- enhanced security features, including keyed bedroom locks and gated entrances;
- resort-style amenities (*e.g.*, oversized pools, volleyball / basketball courts, clubhouses etc.); and
- active residence life and student support programs.

**Student Housing Demand Drivers**

We believe that increasing demand for student housing will be driven primarily by four factors: population and enrollment growth, changing student preferences, institutional considerations and economic factors.

***Population and Enrollment Growth***

The primary driver of demand for student housing is college enrollment growth, which is in turn driven by population growth, family formation, birth rate and college attendance rates. College enrollment growth has been increasing steadily since the early 1990s as the Echo Boom generation started to reach college age. The Echo Boom generation is comprised of children of the Baby Boomers. The term Baby Boomer generally refers to individuals born in the U.S. between 1946 and 1964, a period of time during which there was a dramatic increase in births (*i.e.*, a baby boom), and the term Echo Boomers refers to the children of Baby Boomers born between the mid-1970s and the end of the century. While the Echo Boomers can be considered to have started to turn 18 in the early 1990s through roughly 2020, as the graph below shows, the main period is estimated to be between approximately 1996 and 2012.

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**U.S. Population Turning 18 (1960-2020)**

Another major driver of college enrollments is the increasing percentage of graduating high school students attending college. Following the original Baby Boom, the U.S. birth rate declined significantly and reached a trough in the mid-1970s. Despite this decline in birth rate and the corresponding decline in the number of people turning 18 through the 1980s and early 1990s, college enrollments actually continued to increase during this period, as a higher percentage of 18 to 24 year-olds went to college. According to the U.S. Census Bureau, the share of 18 to 24 year-old high school graduates choosing to attend college increased from 31.8% in 1980 to 46.1% in 2007, a trend which is expected to continue.

As of 2008, an estimated 18.7 million students were enrolled in colleges and universities, representing an increase of 28.9% from 10 years earlier. The Department of Education projects that college enrollments in the U.S. will further increase to 20.4 million by 2017, representing a total increase of 1.7 million students, or 9.1%, over the 2008 enrollment estimates.

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**College Enrollments (1957-2012)**

Several other trends are also expected to influence college enrollments and the demand for student housing, including an increase in the percentage of full-time (versus part-time) enrollments and a trend toward longer enrollments.

**Full-time Undergraduate Enrollments as % of Total Undergraduate Enrollments (2000-2016)**

As illustrated below, only 29% of students that enrolled in public colleges in 2000 graduated within four years, and 55% graduated within six years. This trend toward longer time to degree

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completion has led to an increase in overall college enrollments and a corresponding increase in demand for student housing.

**Time to Completion of Undergraduate Degree (Based on Enrollments in 2000)**

***Changing Student Preferences***

We believe that other major factors driving the growth of the student housing market are the evolving preferences of student consumers and the perceived impact of student housing on the overall college experience. Modern-day college students tend to have a higher standard of living than previous generations of students, and such students are increasingly attracted to housing alternatives that offer a superior level of accommodations and amenities relative to traditional on-campus, dormitory style residence halls. Traditional on-campus housing alternatives have generally consisted of shared rooms, communal bathroom facilities and extremely limited (if any) amenities and parking. However, today's college student is increasingly consumer-oriented and averse to the utilitarian and largely outdated design of traditional dormitory-style facilities. This ongoing evolution of student preferences should drive increased demand for purpose-built student housing, which is specifically designed to appeal to the modern day college student with broad amenities, enhanced privacy and a focus on improving the overall student lifestyle experience.

***Institutional Considerations***

While indications of overall demand trends can be measured using national statistics, student housing is ultimately a localized market with unique characteristics among individual local markets. Thus, when evaluating the attractiveness of a particular geographic market, it is important to consider the growth trends specific to the local college(s) in that market as well as the available housing stock (both on-campus and off-campus) within the market. Ultimately, institutional growth rates and their corresponding impact on student housing demand are dependent upon two important factors: student choice and institutional enrollment limits.

Students typically apply to more than one college in a prioritized hierarchy from a first choice institution through a sequence of descending choices. When first choice institutions are

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filled, students are forced to attend their second, third or other choice. As a result, enrollment limits and, in certain cases, the smaller increases in capacity at first choice institutions, are driving increasing numbers of students to enroll in schools located in alternative, medium-sized college markets. Thus, while large and established universities typically have the largest need for student housing in terms of absolute numbers, the most favorable growth characteristics are often found at schools located in medium-sized college markets.

***Economic Factors***

Macroeconomic variables can also play a significant role in college enrollment trends. Generally, economic expansion leads to job creation and drives the need for a more highly trained and well-educated workforce, which has been a key driver of the increase in the percentage of high school graduates choosing to enroll in college. However, college enrollments have also historically demonstrated some counter-cyclical characteristics that have yielded strong enrollment growth even during recessionary periods. During periods of high unemployment and limited job creation, more people are inclined to pursue higher education, often as a means to upgrade their employment prospects. As shown in the shaded areas below, college enrollments have consistently increased during recessionary periods.

**Enrollment Growth and Recessions (1969-2008)**

Economic conditions can also impact a student's choice of college. As families come under increasing financial pressure, college-bound students are often forced to re-evaluate their options with a view toward finding more affordable educational alternatives. According to a survey referenced in US News and World Report (December 2008), out of 2,500 prospective college students nationwide, 57% indicated that they were considering a more affordable college because they were concerned about cost. As cost becomes a key consideration in the evaluation of college alternatives, students are increasingly considering schools located in alternative, medium-sized

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college markets, which can offer an attractive educational experience often for a fraction of the cost of private or flagship public institutions.

**Change in Tuition at Public and Private Institutions (1964-2008)**

**Student Housing Supply Considerations**

The supply of student housing has continued to decline due to several key factors, including institutional capital allocation policies and preferences, state budget cuts and other economic factors.

***Institutional Capital Allocation***

While colleges and universities are generally obligated to provide adequate classroom facilities and educational resources to accommodate their student bodies, these institutions are generally not required to provide housing options commensurate with enrollment levels. Similarly, college students are generally not required to live on-campus (although some smaller private colleges do have on-campus residency requirements). Due to budget cuts and capital allocation policies, institutions have increasingly limited their expenditures on the construction and renovation of on-campus housing, preferring instead to invest in programs and facilities that enhance their educational and research capabilities. As a result, a significant and increasing percentage of college students satisfy their housing needs with off-campus, private-market alternatives.



**Table of Contents****On-Campus Housing Capacity as a % of Undergraduate Enrollments at Public Universities**

On-campus housing capacity is a measure of the amount of dormitory space available relative to the total number of students enrolled. As seen in the above chart, on-campus student housing capacity at public universities has declined since 1990. As of 2004, U.S. public universities had, on average, capacity to provide housing to only 24.8% of their undergraduate populations. This trend is expected to continue as state budget deficits increase and the financial ability of institutions to invest in new housing capacity remains constrained.

**Dorm Capacity at Four-Year Schools, Top 15 States by Enrollment in (000s) (2004)**

<b>State</b>	<b>Undergraduate Enrollment</b>	<b>Dorm Capacity</b>	<b>Capacity as % Enrollment</b>	<b>Capacity Shortfall</b>
California	480.5	92.7	19%	387.8
Texas	391.7	77.9	20%	313.8
Florida	310.7	36.8	12%	273.8
New York	287	77.9	27%	209.1
Michigan	221.5	70.2	32%	151.3
Ohio	217.2	54.2	25%	163
Pennsylvania	211.3	70.5	33%	140.8
Indiana	163.3	38.7	24%	124.6
Georgia	160.6	36.2	23%	124.5 <sup>(1)</sup>
North Carolina	150	50.5	34%	99.6 <sup>(1)</sup>
Illinois	149.4	45.3	30%	104 <sup>(1)</sup>
Virginia	140.4	54.2	39%	86.2
Louisiana	131.8	26.5	20%	105.4 <sup>(1)</sup>
Wisconsin	128.1	35.9	28%	92.3 <sup>(1)</sup>
Colorado	124.2	25.3	20%	98.9
<b>Total</b>	<b>3,267.7</b>	<b>792.8</b>	<b>24%</b>	<b>2,475.1<sup>(1)</sup></b>

Source: National Center for Education Statistics, RREEF Research.

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- (1) Capacity shortfall may not equal the difference between undergraduate enrollment and dorm capacity due to rounding.

***Educational Budget Cuts***

As state deficits increase, governments face difficult budget choices that often result in educational budget cuts. Budget cuts limit the ability of public institutions to invest in non-core assets such as on-campus student housing, thereby shifting the burden of providing student housing to the private sector. In the recent recessionary period, 38 states cut their educational budgets, while only 11 states increased their funding of higher education. Even well-funded private institutions are coping with budgetary pressures, as they seek to recoup significant endowment losses through reduced spending. As educational budgets continue to come under pressure and as student housing slips further down the list of spending priorities, the supply of suitable on-campus student housing is expected to continue to decline despite significantly increased enrollments.

**% Change in Total Higher Education Funding by State (FY 2009 to FY 2010)**

***Other Economic Factors***

As on-campus housing stock continues to decline in relation to enrollments, students are increasingly reliant on private-sector development to satisfy housing needs. However, funding for new development projects has become increasingly constrained amid the current economic environment. Refinancing initiatives have also been difficult as banks continuously look to reduce their exposure to commercial real estate loans. Together, these factors create a material restriction on the available supply of student housing, while demand for such housing continues to increase.

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**The Future of Student Housing**

While the current accelerated growth in enrollments is projected to stabilize by 2016, as the Echo Boomer phase of population growth completes its cycle, college and university enrollments are nevertheless projected to continue rising over the next four decades throughout the first half of the century. Colleges and universities will have to find new ways to supply student housing as the supply of on-campus housing becomes obsolete and institutions are unable to fund the replacement of these beds. This should provide opportunities for private development and ownership of high-quality, purpose-built student housing.

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**BUSINESS AND PROPERTIES**

**Our Company**

Campus Crest Communities, Inc. is a self-managed, self-administered and vertically-integrated developer, builder, owner and manager of high-quality, purpose-built student housing. Prior to this offering, our business was conducted through Campus Crest Group, which is wholly-owned and controlled by Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, and certain members of their families. We intend to elect and qualify to be taxed as a REIT for U.S. federal income tax purposes commencing with our taxable year ending December 31, 2010.

We believe that we are one of the largest vertically-integrated developers, builders, owners and managers of high-quality, purpose-built student housing properties in the United States based on beds owned and under management. Upon completion of this offering and our formation transactions, we will own interests in 27 student housing properties containing approximately 5,048 apartment units and 13,580 beds. Our properties are located in 11 states and are all recently built, with an average age of approximately 2.2 years as of August 31, 2010. Twenty-one of our properties, containing approximately 3,920 apartment units and 10,528 beds, will be wholly-owned. Six of our properties, containing approximately 1,128 apartment units and 3,052 beds, will be owned through a joint venture with HSRE, in which we will own a 49.9% interest. We recently completed construction of three of our joint venture properties, each of which commenced operations in August 2010. As of September 15, 2010, the average occupancy for our 27 properties was approximately 90% and the average monthly rental revenue per occupied bed was approximately \$467. Our properties are primarily located in medium-sized college and university markets, which we define as markets located outside of major U.S. cities that have nearby schools generally with overall enrollment of approximately 8,000 to 20,000 students. We believe such markets are underserved and are generally experiencing enrollment growth.

We were formed to continue and expand the student housing business of Campus Crest Group, which has been engaged in this business since 2004. All of our properties have been developed, built and managed by Campus Crest Group, generally based upon a common prototypical building design. We believe that our use of this prototypical building design, which we have built approximately 410 times at our 27 student housing properties (approximately 15 of such residential buildings comprise one student housing property), allows us to efficiently deliver a uniform and proven student housing product in multiple markets. All of our properties operate under *The Grove*<sup>®</sup> brand, and we believe that our brand and the associated lifestyle are effective differentiators that create higher visibility and appeal for our properties within their markets.

In addition to our existing properties, we actively seek new development opportunities. We expect that, subject to completion of this offering, we will commence building seven new student housing properties, four of which are expected to be wholly-owned by us and three of which are expected to be owned by a new joint venture with HSRE in which we expect to own a 20% interest. We are currently targeting completion of these seven properties for the 2011-2012 academic year. For each of these projects, we have conducted significant pre-development activities and are in the process of obtaining the necessary zoning and site plan approvals. In total, we have identified over 200 markets and approximately 80 specific sites within these markets as potential future development opportunities, and our current business plan contemplates the development of approximately five to seven new student housing properties per year. No assurance can be given that we will not adjust our business plan as it relates to development, or that any particular development opportunity will be undertaken or completed in accordance with our current expectations.



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### **Our Competitive Strengths**

We believe that we distinguish ourselves from other developers, builders, owners and managers of student housing properties through the following competitive strengths:

*Experienced Management Team with Demonstrated Track Record.* Our management team is led by Messrs. Rollins and Hartnett, each of whom has over 25 years of real estate investment, advisory and management experience. Our management team has overseen the financing, development, construction and management of all of our student housing properties with an aggregate cost of approximately \$500 million and has grown our business to approximately 13,580 beds since 2004.

*Modern, Well-Located Portfolio.* The average age of our student housing properties is approximately 2.2 years as of August 31, 2010, which we believe is generally lower than most of our competitors' properties. Our properties have all been developed and constructed based on a prototypical building design to essentially the same specifications. All of our properties (i) offer student-tenants bed-bath parity (private bathrooms), which we believe provides an advantage over older properties that generally have 3-2 and 4-2 bed bath configurations, (ii) have been configured with the latest Internet connectivity, which is critical to attracting student-tenants and (iii) offer a variety of modern amenities, which are designed to enhance the lifestyle of our student-tenants and facilitate a sense of community. In addition, our properties are located in close proximity to the campuses of the schools from which they draw student-tenants, with an average distance to campus of approximately 0.6 miles, thereby offering the best of both worlds—amenity-rich, apartment-style living and near, or on, campus convenience. We believe that our properties are generally among the most appealing in their respective markets, and we further believe that replication of our properties by existing local competitors would be difficult and expensive to effect.

*Attractive, Branded Properties.* All of our properties operate under *The Grove*<sup>®</sup> brand, and use the federally registered trademarks, *The Grove*<sup>®</sup> or *The Grove Fully Loaded College Living*<sup>®</sup> to identify and promote the properties. All of our properties offer our student-tenants private bedrooms with en suite bathrooms, full furnishings, full kitchens with modern appliances, washers and dryers inside each unit, state-of-the-art technology, ample parking, and a broad array of other on-site amenities, such as resort-style swimming pools, tanning booths, basketball and volleyball courts, game rooms, coffee bars and community clubhouses with regularly planned social activities. We strive to offer not just an apartment but an entire lifestyle and community experience designed to appeal to the modern-day college student. This experience is anchored by our RockStar / Community Assistant program, through which we seek to employ local students who demonstrate leadership on campus (*e.g.*, student council members, student athletes, extracurricular club officers) to help manage our student lifestyle programs and support our leasing efforts. We believe that *The Grove*<sup>®</sup> experience, coupled with our focused branding and marketing initiatives, differentiates our properties from those of our competitors.

*Proven and Scalable Business Model.* We believe that our vertically-integrated business model enables us to deliver properties economically while maintaining consistency in our building design, construction quality and amenity package. We believe that our use of a prototypical building design and volume purchasing, as well as our established relationships with student-housing focused regional subcontractors, provide us with an ability to achieve economies that may not be available to many competitors. We continue to refine our processes and systems in an effort to reduce costs and improve quality, having overseen the construction of the same prototypical residential building approximately 410 times during the last six years.

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*Focus on Underserved College Markets.* We generally focus on medium-sized college and university markets. While total enrollments in these markets are generally lower than enrollments in larger educational markets, we believe that the overall market dynamics are often more favorable. For example, the enrollment growth rates in these markets often tend to be higher than in the larger educational markets as capacity constraints at larger universities and economic considerations are increasingly driving students toward these more accessible and affordable schools. Moreover, the supply of competitive alternative housing stock, both multi-family apartments and purpose-built student housing, often tends to be lower in these markets, which we believe allows us to achieve favorable leasing results on a relatively limited marketing and incentive budget.

*Conservative Capitalization.* Upon completion of this offering, application of the net proceeds therefrom and our formation transactions we will have total consolidated indebtedness of approximately \$79.4 million (including \$18.6 million that we expect to borrow under our revolving credit facility upon completion of this offering), resulting in a debt to total market capitalization ratio of approximately 16.9%, which we believe will provide us with incremental financing capacity to fund future growth opportunities. In addition, subject to satisfaction of customary loan closing conditions, we will have a three-year, \$125 million senior secured revolving credit facility, which will become effective immediately upon completion of this offering. Amounts outstanding under our revolving credit facility will bear interest at a floating rate equal to, at our election, the Eurodollar Rate or the Base Rate (each as defined in our revolving credit facility) plus a spread. The spread will depend upon our leverage ratio and will range from 2.75% to 3.50% for Eurodollar Rate based borrowings and from 1.75% to 2.50% for Base Rate based borrowings. We expect that this facility will be used for repaying a portion of our mortgage loan with Silverton Bank, general corporate purposes and to finance, among other things, identified future growth opportunities, including the seven properties that we expect to commence building upon completion of this offering, four of which are expected to be wholly-owned by us and three of which are expected to be owned by a new joint venture that we expect to establish with HSRE and in which we expect to own a 20% interest. Our ability to borrow under our revolving credit facility will be subject to the terms and conditions of our credit agreement, including those relating to the facility's borrowing base. See Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Principal Capital Resources.

## **Our Business and Growth Strategies**

Our objective is to maximize total returns to our stockholders through the pursuit of the following business and growth strategies:

*Utilize Our Vertically-Integrated Platform.* Our vertically-integrated platform performs each key function in the student housing value chain: project development, project construction, property management and asset management. Campus Crest Development, LLC, a North Carolina limited liability company, or Campus Crest Development, identifies markets, selects sites and acquires all entitlements; Campus Crest Construction, LLC, a North Carolina limited liability company, or Campus Crest Construction, oversees the design and construction of each project; The Grove Student Properties LLC, a North Carolina limited liability company doing business as Campus Crest Real Estate Management, or The Grove Student Properties, serves as our marketing, leasing and property management arm; and Campus Crest Asset Management, a division of Campus Crest Group, or Campus Crest Asset Management, oversees our capital structure, investment underwriting and investor relations. Our vertically-integrated platform allows us to become familiar with every facet of our student housing properties. We believe that the ongoing feedback and accountability

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facilitated by our vertically-integrated platform allow us to improve efficiency, reduce costs, control project timing and enhance the overall quality of our properties.

*Target Attractive Markets.* Prior to investing in a market, we conduct extensive due diligence to assess the market's attractiveness (e.g., demographics and student population trends), as well as the available supply of on- and off-campus housing alternatives. We utilize a proprietary underwriting model with over 60 inputs to evaluate the relative attractiveness of each potential development market. While our market strategy considers a variety of factors, we generally focus on markets where: (i) total student enrollment exceeds 8,000; (ii) a majority of the student population resides off-campus; and (iii) sites that are in close proximity to campus can be purchased or leased at a reasonable cost. Our due diligence process is designed to identify markets in which we can operate successfully.

*Optimize Our Properties and Brand Value.* A key element of our strategy is to optimize the student lifestyle experience at our properties and enhance the value and recognition of our brand, *The Grove*<sup>®</sup>, through a consistent set of operating principles. We strive to offer properties that are designed to meet the unique needs of student-tenants, and to offer a variety of social activities and other programs that build a sense of community at our properties. Our property management group continually works with our RockStar / Community Assistant teams to design student lifestyle programs involving social, cultural, outreach, recreational, educational and spiritual activities, which we refer to as our SCORES program. We believe that our focus on enhancing student lifestyle and promoting a sense of community at our properties drives improved occupancy and allows us to charge premium rents.

*Development Growth.* We believe that our vertically-integrated platform generally allows us to generate more favorable returns by developing new properties versus acquiring existing properties from third parties. For these reasons, among others, we anticipate that in-house development will remain the primary driver of our growth. We expect that, subject to completion of this offering, we will commence building seven new student housing properties, four of which are expected to be wholly-owned by us and three of which are expected to be owned by a new joint venture with HSRE in which we expect to own a 20% interest. We are currently targeting completion of these seven properties for the 2011-2012 academic year. Additionally, our current business plan contemplates the development of approximately five to seven new student housing properties per year from our identified pipeline of opportunities, including the four wholly-owned properties and three joint venture properties discussed above. No assurance can be given that we will not adjust our business plan as it relates to development, or that any particular development opportunity will be undertaken or completed in accordance with our current expectations. See Expected 2011 Development Properties.

*Acquisition Growth.* We may also seek to grow by selectively acquiring student housing properties from third parties. Generally, we anticipate that any properties acquired from third parties would meet our investment criteria for development properties and fit into our overall strategy in terms of property quality, proximity to campus, bed-bath parity, availability of amenities and return on investment. However, we may also seek to make opportunistic acquisitions of properties that we believe we can purchase at attractive pricing, reposition and operate successfully.

## **History**

Campus Crest Communities, Inc., a Maryland corporation, was formed on March 1, 2010, at the direction of MXT Capital to continue and expand the student housing business of our predecessor entities that have been engaged in the student housing business since 2004. Our



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operating partnership, Campus Crest Communities Operating Partnership, LP, a Delaware limited partnership, was formed on March 4, 2010.

Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer are our initial directors, and MXT Capital is our sole stockholder. Accordingly, MXT Capital and Messrs. Rollins and Hartnett may be considered our promoters. From 2004 to 2010, our predecessor entities operated primarily as owners of student housing and providers of related development, construction and management services; our predecessor entities developed 27 properties, including three properties that opened in August 2010.

## **Our Properties**

Upon completion of this offering and our formation transactions we will own interests in 27 properties. All of our properties are less than six years old and more than half of our properties are less than three years old. No single property accounts for more than 10% of our total assets or gross revenue as of and for the six months ended June 30, 2010 or as of and for the year ended December 31, 2009.

We have focused our investment activities on properties located in medium-sized college and university markets where we believe the overall market dynamics are favorable. We believe that 11 of our properties are the only purpose-built student housing properties serving the schools from which they draw student-tenants. All of our properties are modern facilities with private baths for each bedroom and are largely uniform throughout the portfolio, with each property having a similar appearance and amenities package along with *The Grove*<sup>®</sup> branding. We own and maintain federal trademark registrations on *The Grove*<sup>®</sup> and *The Grove Fully Loaded College Living*<sup>®</sup>, each of which we registered on November 20, 2007. Both registrations are valid for a term of ten years from the registration date, provided that between the fifth and sixth anniversary of the registration date we file affidavits and evidence of continued use under the Lanham Trademark Act. All of our properties are operated under the brand *The Grove*<sup>®</sup>. Our brand provides an identity for our marketing and selling activities, our operations and other on-site activities. The brand figures prominently on our web site, promotional materials and local signage and all of our properties, in general, have been based upon our common prototypical design.

Amenities at our properties generally include: a resort style swimming pool, basketball courts, beach volleyball courts, fire pits and barbeque areas and a large clubhouse featuring a 24-hour fitness center, library and computer center, tavern style game room with billiards and other games, tanning beds, coffee shop and study areas. All of our properties are fully furnished with ultrasuede upholstered couches and chairs and durable wood case goods, and have full kitchens as well as washers and dryers.

Each student-tenant at our properties executes an individual lease agreement with us that is generally guaranteed by a parent or guardian. Lease terms are generally 11.5 months, which provides us with approximately two weeks to prepare a unit for a new tenant if the current tenant is vacating upon the expiration of the lease. Rent is payable monthly in 12 equal installments. In addition to unlimited use of all the property amenities listed above, each tenant is entitled to cable, water/sewer and a \$30 per month electricity allowance. Student-tenants are prohibited from subletting units without our prior written consent, which is conditional on, among other things, the payment of a transfer fee. Student-tenants are responsible for the outstanding lease obligations in the event that they are denied admission to, withdraw from or are placed on academic suspension or dismissed by, the college or university that our property services.

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The following table presents certain summary information about our properties:

City	State	Year Opened	Primary University Served	Fall 2009 Overall Enrollment	Distance to Campus (miles)	Number of Units	Number of Beds	Occupancy as of September 15, 2010 <sup>(1)</sup>	Average Monthly Rental Revenue Per Occupied Bed
<b>Wholly-Owned Properties</b>									
Asheville	NC	2005	University of NC Asheville	3,695	0.1	154	448	88%	\$ 488
Carrollton	GA	2006	University of West Georgia	11,500	0.1	168	492	92%	\$ 436
Las Cruces	NM	2006	New Mexico State University	18,497	0.4	168	492	83%	\$ 440
Milledgeville	GA	2006	Georgia College & State University	6,633	0.1	168	492	99%	\$ 524
Abilene	TX	2007	Abilene Christian University	4,838	0.5	192	504	87%	\$ 435
Ellensburg	WA	2007	Central Washington University	10,187	0.5	192	504	96% <sup>(2)</sup>	\$ 483 <sup>(2)</sup>
Greeley	CO	2007	University of Northern Colorado	12,711	1.0	192	504	98%	\$ 463
Jacksonville	AL	2007	Jacksonville State University	9,351	0.2	192	504	81%	\$ 429
Mobile Phase I <sup>(3)</sup>	AL	2007	University of South Alabama	14,522	On-Campus	192	504	100%	\$ 466
Mobile Phase II <sup>(3)</sup>	AL	2008	University of South Alabama	14,522	On-Campus	192	504	100%	\$ 466
Nacogdoches	TX	2007	Stephen F. Austin State University	12,845	0.4	196	522	100%	\$ 508
Cheney	WA	2008	Eastern Washington University	11,302	0.5	192	512	71% <sup>(2)</sup>	\$ 448 <sup>(2)</sup>
Jonesboro	AR	2008	Arkansas State University	12,156	0.2	192	504	99%	\$ 440
Lubbock	TX	2008	Texas Tech University	30,049	2.1	192	504	92%	\$ 473
Stephenville	TX	2008	Tarleton State University	8,598	0.8	192	504	75%	\$ 470
Troy	AL	2008	Troy University	6,679	0.4	192	514	98%	\$ 472
Waco	TX	2008	Baylor University	14,614	0.8	192	504	83%	\$ 535
Wichita	KS	2008	Wichita State University	14,823	1.1	192	504	75%	\$ 453
Wichita Falls	TX	2008		6,341	1.2	192	504	67%	\$ 456

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20	Murfreesboro	TN	2009	Midwestern State University Middle Tennessee State University	25,188	0.8	186	504	98%	\$ 442
21	San Marcos	TX	2009	Texas State University	30,816	1.7	192	504	100%	\$ 554
Sub Total of Wholly-Owned Properties					<b>13,327<sup>(4)</sup></b>	<b>0.6<sup>(4)</sup></b>	<b>3,920</b>	<b>10,528</b>	<b>90% <sup>(5)</sup></b>	<b>\$ 472<sup>(5)</sup></b>
<b>Joint Venture Properties 49.9% Ownership Interest</b>										
22	Lawrence	KS	2009	University of Kansas	29,242	1.6	172	500	76%	\$ 457
23	Moscow <sup>(3)</sup>	ID	2009	University of Idaho	11,957	0.5	192	504	89%	\$ 455
24	San Angelo	TX	2009	Angelo State University	6,387	0.3	192	504	84%	\$ 469
25	Conway	AR	2010	University of Central Arkansas	11,781	0.4	180	504	93%	\$ 441
26	Huntsville	TX	2010	Sam Houston State University	16,772	0.2	192	504	100%	\$ 448
27	Statesboro	GA	2010	Georgia Southern University	19,086	0.7	200	536	100%	\$ 447
Sub Total of Joint Venture Properties					<b>15,871<sup>(4)</sup></b>	<b>0.6<sup>(4)</sup></b>	<b>1,128</b>	<b>3,052</b>	<b>91% <sup>(5)</sup></b>	<b>\$ 452<sup>(5)</sup></b>
<b>Total Properties</b>					<b>13,892<sup>(4)</sup></b>	<b>0.6<sup>(4)</sup></b>	<b>5,048</b>	<b>13,580</b>	<b>90% <sup>(5)</sup></b>	<b>\$ 467<sup>(5)</sup></b>

(1) Represents executed leases in hand for the 2010-2011 academic year.

(2) The 2010-2011 academic year commences on September 22, 2010 at the primary university served by this property; accordingly, pre-academic year leasing is still ongoing at this property.

(3) Property subject to a ground lease with an unaffiliated third-party.

(4) Average.

(5) Weighted average by number of leased beds as of September 15, 2010.

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The following describes each of our wholly-owned properties:

**The Grove at Asheville**

**Address:** 600 Bulldog Drive  
Asheville, NC 28801

**Year Opened:** 2005

**Market Information**

**Institution Served:** University of North Carolina, Asheville  
**Fall 2009 Overall Enrollment:** 3,695

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	16.60			
<b>Square Feet:</b>	182,488	<b>2bed/2bath</b>	14	28
<b>Parking Spaces:</b>	447	<b>3bed/3bath</b>	140	420
<b>Distance to Campus:</b>	0.1 miles	<b>Total:</b>	154	448
<b>Occupancy <sup>(1)</sup>:</b>	88%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$488			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$14,800,000

**Rate:** 5.77% fixed

**Amortization:** Interest only until April 11, 2012, then 30 year amortizing

**Maturity:** April 11, 2017; loan may be defeased

**Post Offering Debt:** \$14,800,000

The University of North Carolina Asheville, or UNCA, is located in Asheville, North Carolina. As of the 2009 fall semester, UNCA had an overall enrollment of 3,695 students, with a full-time undergraduate enrollment of 3,132 students. All first year UNCA students are required to live on campus, and UNCA has capacity to house students on campus in several suite-style options. We do not believe that UNCA has any plans to renovate any of its existing beds or to develop any additional beds.

The Asheville, North Carolina student housing market is limited in scope due to the smaller size of UNCA. The properties we consider to be our main competitors are conventional multi-family options that rent by the unit. The Grove at Asheville is the market's only purpose-built off-campus student housing community. We are not aware of any existing beds being renovated or additional beds being developed to serve this market.



**Table of Contents****The Grove at Carrollton**

**Address:** 912 Lovorn Road  
Carrollton, GA 30117

**Year Opened:** 2006

**Market Information**

**Institution Served:** University of West Georgia  
**Fall 2009 Overall Enrollment:** 11,500

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	14.93			
<b>Square Feet:</b>	198,797	<b>2bed/2bath</b>	12	24
<b>Parking Spaces:</b>	470	<b>3bed/3bath</b>	156	468
<b>Distance to Campus:</b>	0.1 miles	<b>Total:</b>	168	492
<b>Occupancy <sup>(1)</sup>:</b>	92%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$436			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$14,650,000 **Post Offering Debt:** \$14,650,000  
**Rate:** 6.13% fixed  
**Amortization:** Interest only until October 11, 2011, then 30 year amortizing  
**Maturity:** October 11, 2016; loan may be defeased

The University of West Georgia, or UWG, is located in Carrollton, Georgia, approximately 50 miles southwest of Atlanta, Georgia. As of the 2009 fall semester, UWG had an overall enrollment of 11,500 students, with a full-time undergraduate enrollment of 8,126 students. All UWG freshmen are required to live on campus, and UWG has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. We do not believe that UWG has any plans to renovate any of its existing beds or develop any additional beds.

The Carrollton, Georgia student housing market offers several purpose-built options in addition to traditional multi-family options that compete with The Grove at Carrollton. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.

**Table of Contents****The Grove at Las Cruces**

**Address:** 320 East Union Avenue  
Las Cruces, NM 88001

**Year Opened:** 2006

**Market Information**

**Institution Served:** New Mexico State University  
**Fall 2009 Overall Enrollment:** 18,497

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	9.96			
<b>Square Feet:</b>	198,797	<b>2bed/2bath</b>	12	24
<b>Parking Spaces:</b>	504	<b>3bed/3bath</b>	156	468
<b>Distance to Campus:</b>	0.4 miles	<b>Total:</b>	168	492
<b>Occupancy <sup>(1)</sup>:</b>	83%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$440			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$15,140,000 **Post Offering Debt:** \$15,140,000  
**Rate:** 6.13% fixed  
**Amortization:** Interest only until October 11, 2011, then 30 year amortizing  
**Maturity:** October 11, 2016; loan may be defeased

New Mexico State University, or NMSU, is located in Las Cruces, New Mexico. As of the 2009 fall semester, NMSU had an overall enrollment of 18,497 students, with a full-time undergraduate enrollment of 12,621 students. NMSU does not require certain students to live on campus, although NMSU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. NMSU has plans to build a 300-bed apartment-style community to deliver in August 2011. It will be a second phase to an existing on-campus community.

The Las Cruces, New Mexico student housing market is mainly comprised of traditional multi-family options that rent by the unit. The Grove at Las Cruces is the market's only purpose-built off-campus student housing community. We are not aware of any existing beds being renovated or any additional beds being developed to serve the off campus market.

**Table of Contents****The Grove at Milledgeville**

**Address:** 500 West Franklin Street  
Milledgeville, GA 31061

**Year Opened:** 2006

**Market Information**

**Institution Served:** Georgia College & State University  
**Fall 2009 Overall Enrollment:** 6,633

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	19.83			
<b>Square Feet:</b>	198,797	<b>2bed/2bath</b>	12	24
<b>Parking Spaces:</b>	459	<b>3bed/3bath</b>	156	468
<b>Distance to Campus:</b>	0.1 miles	<b>Total:</b>	168	492
<b>Occupancy <sup>(1)</sup>:</b>	99%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$524			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,250,000 **Post Offering Debt:** \$16,250,000  
**Rate:** 6.12% fixed  
**Amortization:** Interest only until October 11, 2011, then 30 year amortizing  
**Maturity:** October 1, 2016; loan may be defeased

Georgia College & State University, or GCSU, is located in Milledgeville, Georgia, approximately 100 miles southeast of Atlanta, Georgia. As of the 2009 fall semester, GCSU had an overall enrollment of 6,633 students, with a full-time undergraduate enrollment of 5,092 students. All first year GCSU students, with limited exceptions, are required to live on campus, and GCSU has capacity to house students on campus in suite-style and apartment-style options. We do not believe that GCSU has any plans to renovate any of its existing beds or to develop any additional beds.

The Milledgeville, Georgia student housing market offers a mix of purpose-built and traditional multi-family options that compete with The Grove at Milledgeville. One competitor property opened for the 2009 fall semester.



**Table of Contents****The Grove at Abilene**

**Address:** 2702 North Judge Ely Boulevard  
Abilene, TX 79601

**Year Opened:** 2007

**Market Information**

**Institution Served:** Abilene Christian University  
**Fall 2009 Overall Enrollment:** 4,838

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	9.22			
<b>Square Feet:</b>	209,999	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	521	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.5 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	87%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$435			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,120,000

**Rate:** 6.40% fixed

**Amortization:** Interest only for entire term

**Maturity:** February 28, 2013; may be pre-paid at any time without penalty

**Post Offering Debt:** \$0

Abilene Christian University, or ACU, is located in Abilene, Texas, approximately 185 miles west of Dallas, Texas. As of the 2009 fall semester, ACU had overall enrollment of 4,838 students. All ACU first and second year students, with limited exceptions, are required to live on campus, and ACU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. We do not believe that ACU has any plans to renovate any of its existing beds or to develop any additional beds.

The Abilene, Texas student housing market offers one purpose-built property in addition to The Grove at Abilene, as well as traditional multi-family options that rent by the unit that compete with The Grove at Abilene. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.

**Table of Contents****The Grove at Ellensburg**

**Address:** 2420 Airport Road  
Ellensburg, WA 98926

**Year Opened:** 2007

**Market Information**

**Institution Served:** Central Washington University  
**Fall 2009 Overall Enrollment:** 10,187

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	13.53			
<b>Square Feet:</b>	209,999	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	566	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.5 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	96%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$483			

(1) As of September 15, 2010. The 2010-2011 academic year commences on September 22, 2010 at the primary university served by this property; accordingly, pre-academic year leasing is still ongoing at this property.

**Financing**

**Debt:** \$18,757,143

**Rate:** 6.40% fixed

**Amortization:** Interest only for entire term

**Maturity:** February 28, 2013; may be pre-paid at any time without penalty

**Post Offering Debt:** \$0

Central Washington University, or CWU, is located in Ellensburg, Washington, approximately 110 miles southeast of Seattle, Washington. As of the 2009 fall semester, CWU had an overall enrollment of 10,187 students. CWU does not publish full-time overall or undergraduate enrollment information specific to the Ellensburg, Washington campus. All CWU freshmen, with limited exceptions, are required to live on campus, and CWU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. A newly-constructed residence hall opened in fall 2009. We do not believe that CWU has any plans to develop any new residential projects.

The Ellensburg, Washington student housing market primarily offers traditional multi-family options that compete with The Grove at Ellensburg. While a number of properties target their marketing to CWU students, The Grove at Ellensburg is the market's only purpose-built student housing community. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.



**Table of Contents****The Grove at Greeley**

**Address:** 3202 11th Avenue  
Evans, CO 80620

**Year Opened:** 2007

**Market Information**

**Institution Served:** University of Northern Colorado  
**Fall 2009 Overall Enrollment:** 12,711

**Property Statistics**

<b>Land Acreage:</b>	11.47		<b>Units</b>	<b>Beds</b>
<b>Square Feet:</b>	209,999	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	549	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	1.0 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	98%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$463			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$19,128,571 **Post Offering Debt:** \$0  
**Rate:** 6.40% fixed  
**Amortization:** Interest only for entire term  
**Maturity:** February 28, 2013; may be pre-paid at any time without penalty

University of Northern Colorado, or UNC, is located in Greeley, Colorado, approximately 65 miles north of Denver, Colorado. As of the 2009 fall semester, UNC had an overall enrollment of 12,711 students. Full-time undergraduate enrollment for fall 2009 has not been published. All newly admitted UNC students, with limited exceptions, are required to live on campus, and UNC has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. UNC recently completed phase two of a new residence hall, and we do not believe that UNC has further plans to renovate any of its existing beds or to develop any additional beds.

The Greeley, Colorado student housing market offers a mix of purpose-built, traditional multi-family, and single-family options that compete with The Grove at Greeley. We are not aware of any existing beds being renovated or additional beds being developed to serve this market.

**Table of Contents****The Grove at Jacksonville**

**Address:** 351 Nisbet Street NW  
Jacksonville, AL 36265

**Year Opened:** 2007

**Market Information**

**Institution Served:** Jacksonville State University  
**Fall 2009 Overall Enrollment:** 9,351

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	15.82			
<b>Square Feet:</b>	209,999	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	710	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.2 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	81%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$429			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,417,143

**Rate:** 6.40% fixed

**Amortization:** Interest only for entire term

**Maturity:** February 28, 2013; may be pre-paid at any time without penalty

**Post Offering Debt:** \$0

Jacksonville State University, or JSU, is located in Jacksonville, Alabama, approximately 75 miles northeast of Birmingham, Alabama. As of the 2009 fall semester, JSU had an overall enrollment of 9,351 students, with a full-time undergraduate enrollment of 5,957 students. Beginning in the 2010 fall semester, all JSU freshmen, with limited exceptions, will be required to live on campus, and JSU has capacity to house students on campus in traditional dormitory-style and apartment-style options. Currently, JSU has one new residence hall under construction which is scheduled to deliver in time for the 2010 fall semester.

The Jacksonville, Alabama student housing market offers one purpose-built option (other than The Grove at Jacksonville) in addition to traditional multi-family and single-family options. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.

**Table of Contents****The Grove at Mobile Phase I**

**Address:** 375 Cleverdon Parkway **Year Opened:** 2007  
 Mobile, AL 36688

**Market Information**

**Institution Served:** University of South Alabama  
**Fall 2009 Overall Enrollment:** 14,522

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	12.40			
<b>Square Feet:</b>	209,999	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	551	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	On-Campus	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	100%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$466			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$15,971,429 **Post Offering Debt:** \$0  
**Rate:** 6.40% fixed  
**Amortization:** Interest only for entire term  
**Maturity:** February 28, 2013; may be pre-paid at any time without penalty

**The Grove at Mobile Phase II**

**Address:** 375 Cleverdon Parkway **Year Opened:** 2008  
 Mobile, AL 36688

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	10.45			
<b>Square Feet:</b>	203,856	<b>2bed/2bath</b>	72	144

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<b>Parking Spaces:</b>	527	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	On-Campus	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	100%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$466			

(1) As of September 15, 2010.

### Financing

<b>Debt:</b>	\$15,874,109	<b>Post Offering Debt:</b> \$0
<b>Rate:</b>	LIBOR + 300bps; rate floor of 5.50%	
<b>Amortization:</b>	25 year, with \$1 million curtailment <sup>(2)</sup>	
<b>Maturity:</b>	October 31, 2010; may be pre-paid at any time without penalty	

(2) On the earliest to occur of the completion of this offering, the completion of a private placement of the equity interests in MXT Capital or Campus Crest Group, or October 31, 2010.

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The University of South Alabama, or USA, is located in Mobile, Alabama. As of the 2009 fall semester, USA had an overall enrollment of 14,522 students, with a full-time undergraduate enrollment of 8,527 students. USA does not have a policy requiring students to live on campus. USA has capacity to house students on campus in suite-style and apartment-style options. USA has plans to build a 300-bed residence hall targeted for completion in the summer of 2011.

The Mobile, Alabama student housing market is primarily comprised of traditional multi-family and single-family options that compete with The Grove at Mobile.

The Grove at Mobile Phase I opened in August of 2007. The Grove at Mobile Phase II opened in August of 2008. Both properties were built on campus-owned land and operate under a long-term ground lease with USA. Each phase has a separate ground lease, and these ground leases are coterminous. A cross easement agreement allows all student-tenants full access to amenities in both phases. The physical structure of both phases differs from other Grove properties in that the exterior is all brick and each building has a metal roof. Additionally, ceilings in the units are approximately a foot higher than other Grove properties.

### ***Discussion of Mobile, AL Ground Leases***

We currently own two on-campus properties where we hold the land under ground lease agreements from USA Research and Technology Corporation, or USART, a related entity of USA, in Mobile, Alabama. USART leases the land from USA. Under the terms of these arrangements, our subsidiaries lease the real estate from USART and fund the development and construction costs generally with financing that is secured by our leasehold interest. Legal title to the real estate is owned by USA and legal title to the leasehold interest and the improvements is owned by us. We manage both properties in a manner consistent with all of our other properties.

### **Phase I Ground Lease Summary**

*Term:* The initial term ends October 31, 2046, with a 20-year first renewal term and a 15-year second renewal term.

*Rent:* The annual base rent for the first five years of the initial term shall be equal to 8.5% of the appraised fair market value of the land. Beginning with the sixth year of the initial term and every five years thereafter until the termination of the lease, the annual base rent is subject to a Consumer Price Index, or CPI, increase that is not less than 5% or more than 7.5%. Annual base rent for the first five years of the first renewal term shall be equal to 8.5% of the then-appraised fair market value of the land. Annual base rent during the remainder of the renewal terms shall be adjusted every five years as provided above using the CPI for the last month of the initial term.

*Property Manager:* The manager of this property is The Grove Student Properties. The management agreement has an initial 10-year term, and thereafter is automatically renewed on a month-to-month basis with mutual termination rights upon 90 days notice. Our duties as manager are similar to those as a manager of our owned properties. The management agreement terminates upon termination of our ground lease.

*Transferability:* USART's consent is not required for us to assign or sublease the premises. Prior to any assignment or subleasing to a third party other than one of our affiliates or a current USA student then leasing a portion of the premises, USART has the right of first opportunity to lease the premises under the same terms as those offered to the third party.





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*Right of First Refusal:* USART has a right of first refusal to purchase our leasehold interest in the event we decide to accept a bona fide offer to sell it to any third party.

**Phase II Ground Lease Summary**

*Term:* The initial term ends October 31, 2046, with a 20-year first renewal term and a 15-year second renewal term.

*Rent:* The annual base rent for the first five years of the initial term is \$125,000. Beginning with the sixth year of the initial term and every five years thereafter until the termination of the lease, the annual base rent is subject to a CPI increase that is not less than 7.5% or more than 11%. Annual base rent for the first five years of the first renewal term shall be equal to 8.5% of the then-appraised fair market value of the land. Annual base rent during the remainder of the renewal terms shall be adjusted every five years as provided above using the CPI for the last month of the initial term.

*Property Manager:* The manager of this property is The Grove Student Properties. The management agreement has an initial 10-year term, and thereafter is automatically renewed on a month-to-month basis with mutual termination rights upon 90 days notice. Our duties as manager are similar to those as a manager of our owned properties. The management agreement terminates upon termination of our ground lease.

*Transferability:* USART's consent, which shall not be unreasonably withheld, is required prior to our assignment of the ground lease or our subleasing of the entirety of our interest in the premises. Prior to any assignment or subleasing to a third party other than one of our affiliates or a current USA student then leasing a portion of the premises, USART has the right of first opportunity to lease the premises under the same terms as those offered to the third party.

*Right of First Refusal:* USART has a right of first refusal to purchase our leasehold interest in the event we decide to accept a bona fide offer to sell it to any third party.

**Table of Contents****The Grove at Nacogdoches**

**Address:** 1602 Cardinal Street  
Nacogdoches, TX 75961

**Year Opened:** 2007

**Market Information**

**Institution Served:** Stephen F. Austin State University  
**Fall 2009 Overall Enrollment:** 12,845

**Property Statistics**

<b>Land Acreage:</b>	13.85		<b>Units</b>	<b>Beds</b>
<b>Square Feet:</b>	217,493	<b>2bed/2bath</b>	66	132
<b>Parking Spaces:</b>	600	<b>3bed/3bath</b>	130	390
<b>Distance to Campus:</b>	0.4 miles	<b>Total:</b>	196	522
<b>Occupancy <sup>(1)</sup>:</b>	100%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$508			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$17,605,714

**Rate:** 6.40% fixed

**Amortization:** Interest only for entire term

**Maturity:** February 28, 2013; may be pre-paid at any time without penalty

**Post Offering Debt:** \$0

Stephen F. Austin State University, or SFA, is located in Nacogdoches, Texas, approximately 140 miles north of Houston, Texas. As of the 2009 fall semester, SFA had an overall enrollment of 12,845 students, with a full-time undergraduate enrollment of 9,663 students. Undergraduate students under the age of 21 with fewer than 60 semester hours are required to live in on-campus residence halls, and SFA has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. SFA has recently demolished an aged residence hall and has plans to build a replacement student living center to be completed and occupied for the 2010-2011 academic year.

The Nacogdoches, Texas student housing market is primarily comprised of traditional multi-family and single-family options that compete with The Grove at Nacogdoches. The Grove at Nacogdoches is the market's only purpose-built student housing community. We are not aware of any existing beds being renovated or additional beds being developed to serve in the off campus market.

**Table of Contents****The Grove at Cheney**

**Address:** 240 S. Cheney-Spangle Road  
Cheney, WA 99004

**Year Opened:** 2008

**Market Information**

**Institution Served:** Eastern Washington University  
**Fall 2009 Overall Enrollment:** 11,302

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	13.10			
<b>Square Feet:</b>	214,935	<b>2bed/2bath</b>	64	128
<b>Parking Spaces:</b>	554	<b>3bed/3bath</b>	128	384
<b>Distance to Campus:</b>	0.5 miles	<b>Total:</b>	192	512
<b>Occupancy <sup>(1)</sup>:</b>	71%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$448			

(1) As of September 15, 2010. The 2010-2011 academic year commences on September 22, 2010 at the primary university served by this property; accordingly, pre-academic year leasing is still ongoing at this property.

**Financing**

**Debt:** \$16,080,000

**Rate:** LIBOR + 180bps; rate floor of 6.00% <sup>(1)</sup>

**Amortization:** Interest only for entire term

**Maturity:** January 31, 2011; may be pre-paid at any time without penalty

(1) \$14,780,000 has a rate floor of 6.00% through October 31, 2010

**Post Offering Debt:** \$0

Eastern Washington University, or EWU, is located in Cheney, Washington, approximately 18 miles south of Spokane, Washington. As of the 2009 fall semester, EWU had an overall enrollment of 11,302 students, with a full-time undergraduate enrollment of 8,631 students. EWU does not have a policy requiring students to live on campus. EWU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. We are not aware of any plans that EWU has to renovate any of its existing beds or to develop additional beds.

The Cheney, Washington student housing market is primarily comprised of traditional multi-family and single-family options that compete with The Grove at Cheney. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.



**Table of Contents****The Grove at Jonesboro**

**Address:** 500 N. Caraway Road  
Jonesboro, AR 72401

**Year Opened:** 2008

**Market Information**

**Institution Served:** Arkansas State University  
**Fall 2009 Overall Enrollment:** 12,156

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	14.00			
<b>Square Feet:</b>	211,943	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	575	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.2 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	99%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$440			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$17,075,098

**Rate:** LIBOR + 180bps; rate floor of 6.00%<sup>(1)</sup>

**Amortization:** Interest only for entire term

**Maturity:** January 31, 2011; may be pre-paid at any time without penalty

(1) \$14,893,598 has a rate floor of 6.00% through October 31, 2010

**Post Offering Debt:** \$0

Arkansas State University, or A-State, is located in Jonesboro, Arkansas, approximately 130 miles northeast of Little Rock, Arkansas and approximately 70 miles northwest of Memphis, Tennessee. As of the 2009 fall semester, A-State had an overall enrollment of 12,156 students, with a full-time undergraduate enrollment of 7,732 students. All A-State freshmen, with limited exceptions, are required to live on campus, and A-State has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. A-State currently has two 50-bed residence halls under construction expected to be completed and occupied for the 2010-2011 academic year.

The Jonesboro, Arkansas student housing market is mainly comprised of traditional multi-family and single-family options that compete with The Grove at Jonesboro. The Grove at Jonesboro is the market's only purpose-built student housing community. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.



**Table of Contents****The Grove at Lubbock**

**Address:** 315 N. Utica Drive  
Lubbock, TX 79416

**Year Opened:** 2008

**Market Information**

**Institution Served:** Texas Tech University  
**Fall 2009 Overall Enrollment:** 30,049

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	14.54			
<b>Square Feet:</b>	211,943	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	654	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	2.1 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	92%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$473			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,440,000 **Post Offering Debt:** \$0  
**Rate:** LIBOR + 180bps; rate floor of 6.00% through October 31, 2010  
**Amortization:** Interest only for entire term  
**Maturity:** January 31, 2011; may be pre-paid at any time without penalty

Texas Tech University, or TTU, is located in Lubbock, Texas. As of the 2009 fall semester, TTU had an overall enrollment of 30,049 students, with a full-time undergraduate enrollment of 22,061 students. TTU students with less than 30 hours of post-high school academic credit, with limited exceptions, are required to live on campus, and TTU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. We do not believe that TTU has any plans to renovate any of its existing beds or to develop any additional beds.

The Lubbock, Texas student housing market offers several purpose-built options in addition to traditional multi-family options that compete with The Grove at Lubbock. We are not aware of any existing beds being renovated or any additional beds being developed in this market.



**Table of Contents****The Grove at Stephenville**

**Address:** 2825 W. Frey Street **Year Opened:** 2008  
Stephenville, TX 76401

**Market Information**

**Institution Served:** Tarleton State University  
**Fall 2009 Overall Enrollment:** 8,598

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	12.00			
<b>Square Feet:</b>	211,943	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	533	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.8 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	75%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$470			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,080,000 **Post Offering Debt:** \$0  
**Rate:** LIBOR + 180bps; rate floor of 6.00% <sup>(1)</sup>  
**Amortization:** Interest only for entire term  
**Maturity:** January 31, 2011; may be pre-paid at any time without penalty  
(1) \$14,830,000 has a rate floor of 6.00% through October 31, 2010

Tarleton State University, or Tarleton, is located in Stephenville, Texas, approximately 115 miles southwest of Dallas, Texas. As of the 2009 fall semester, Tarleton had an overall enrollment of 8,598 students, with a full-time undergraduate enrollment of 5,865 students. All first time freshman students who are under 21 years of age, prior to the start of his/her registered semester, and all transfer students who are under 21 years of age, prior to the start of his or her registered semester with less than 12 credits hours, are required to live on campus for two academic years. Tarleton has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. Two residence halls were recently demolished to create space for the construction of a new residence hall with approximately 300 beds expected to be completed and occupied for the 2010-2011 academic year. There will be a net gain of approximately 118 beds on campus.

The Stephenville, Texas student housing market offers one purpose-built option (other than The Grove at Stephenville) in addition to traditional multi-family and single-family options that compete with The Grove at Stephenville. We are not aware of any existing beds being renovated or additional beds being developed to serve this

market.

**Table of Contents****The Grove at Troy**

**Address:** 920 E. Academy Street  
Troy, AL 36081

**Year Opened:** 2008

**Market Information**

**Institution Served:** Troy University  
**Fall 2009 Overall Enrollment:** 6,679 (Troy campus only)

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	21.00			
<b>Square Feet:</b>	215,683	<b>2bed/2bath</b>	62	124
<b>Parking Spaces:</b>	560	<b>3bed/3bath</b>	130	390
<b>Distance to Campus:</b>	0.4 miles	<b>Total:</b>	192	514
<b>Occupancy <sup>(1)</sup>:</b>	98%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$472			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$17,440,000

**Rate:** LIBOR + 180bps; rate floor of 6.00%<sup>(1)</sup>

**Amortization:** Interest only for entire term

**Maturity:** January 31, 2011; may be pre-paid at any time without penalty

(1) \$16,115,000 has a rate floor of 6.00% through October 31, 2010

**Post Offering Debt:** \$0

Troy University, or Troy, has its main campus in Troy, Alabama, approximately 50 miles southeast of Montgomery, Alabama. Troy University also has a large network of online course offerings and satellite campuses. For purposes of our property underwriting, we focus solely on demographics of the main campus in Troy, Alabama. As of the 2009 fall semester, the Troy, Alabama campus had an overall enrollment of 6,679 students, with a full-time undergraduate enrollment of 5,100 students. Students under 19 years of age are required to live on campus, with limited exceptions, and the Troy campus has capacity to house students on campus in traditional dormitory- style, suite-style, and apartment-style options. We do not believe that Troy has any plans to renovate any of its existing beds or to develop any additional beds.

The Troy, Alabama student housing market offers one purpose-built option (other than The Grove at Troy) in addition to traditional multi-family and single-family options that compete with The Grove at Troy. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.



**Table of Contents****The Grove at Waco**

**Address:** 2826 S. University Parks Drive **Year Opened:** 2008  
Waco, TX 76706

**Market Information**

**Institution Served:** Baylor University  
**Fall 2009 Overall Enrollment:** 14,614

**Property Statistics**

<b>Land Acreage:</b>	11.30		<b>Units</b>	<b>Beds</b>
<b>Square Feet:</b>	213,958	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	519	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.8 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	83%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$535			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,741,718 **Post Offering Debt:** \$0  
**Rate:** LIBOR + 180bps; rate floor of 6.00%<sup>(1)</sup>  
**Amortization:** Interest only for entire term  
**Maturity:** January 31, 2011; may be pre-paid at any time without penalty  
(1) \$15,741,718 has a rate floor of 6.00% through October 31, 2010

Baylor University, or Baylor, is located in Waco, Texas, approximately 100 miles south of Dallas, Texas. As of the 2009 fall semester, Baylor had an overall enrollment of 14,614 students, with a full-time undergraduate enrollment of 11,905 students. All Baylor freshmen are required to live on campus, and Baylor has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. Baylor has indicated a desire to have sufficient beds on campus to house 50% of its students. Approximately 39% of Baylor students currently are housed on campus.

The Waco, Texas student housing market offers several purpose-built options in addition to traditional multi-family and single-family options that compete with The Grove at Waco. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.

**Table of Contents****The Grove at Wichita**

**Address:** 2909 N. Oliver Street  
Wichita, KS 67220

**Year Opened:** 2008

**Market Information**

**Institution Served:** Wichita State University  
**Fall 2009 Overall Enrollment:** 14,823

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	18.65			
<b>Square Feet:</b>	211,943	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	592	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	1.1 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	75%			
<b>Average rental revenue per occupied bed<sup>(1)</sup>:</b>	\$453			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,062,180

**Rate:** LIBOR + 180bps; rate floor of 6.00%<sup>(1)</sup>

**Amortization:** Interest only for entire term

**Maturity:** January 31, 2011; may be pre-paid at any time without penalty

**Post Offering Debt:** \$0

(1) \$15,184,180 has a rate floor of 6.00% through October 31, 2010

Wichita State University, or WSU, is located in Wichita, Kansas. As of the 2009 fall semester, WSU had an overall enrollment of 14,823 students, and had a full-time undergraduate enrollment of 8,138 students. All WSU freshmen, with limited exceptions, are required to live on campus, and WSU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. We do not believe that WSU has any plans to renovate any of its existing beds or to develop any additional beds.

The Wichita, Kansas student housing market offers primarily traditional multi-family options. The Grove at Wichita is the market's only purpose-built student housing community. We are not aware of any existing beds being renovated or additional beds being developed to serve in this market.



**Table of Contents****The Grove at Wichita Falls**

**Address:** 5005 Lake Park Drive  
Wichita Falls, TX 76302

**Year Opened:** 2008

**Market Information**

**Institution Served:** Midwestern State University  
**Fall 2009 Overall Enrollment:** 6,341

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	14.48			
<b>Square Feet:</b>	211,943	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	604	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	1.2 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	67%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$456			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,280,000 **Post Offering Debt:** \$0  
**Rate:** LIBOR + 180bps; rate floor of 6.00% <sup>(1)</sup>  
**Amortization:** Interest only for entire term  
**Maturity:** January 31, 2011; may be pre-paid at any time without penalty  
(1) \$14,205,000 has a rate floor of 6.00% through October 31, 2010

Midwestern State University, or MSU, is located in Wichita Falls, Texas, approximately 145 miles northwest of Dallas, Texas. As of the 2009 fall semester, MSU had an overall enrollment of 6,341 students, with a full-time undergraduate enrollment of 4,168 students. Students under 21 years of age are required to live on campus unless they are married or live with their parents, and MSU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. A new residence hall was delivered in time for the 2009 fall semester. We do not believe that MSU has any plans to renovate any of its existing beds or to develop any additional beds.

The Wichita Falls, Texas student housing market is primarily comprised of traditional multi-family and single-family options. The Grove at Wichita Falls is the market's only purpose-built student housing community. We are not aware of any existing beds being renovated or any additional beds being developed to serve in this market.





**Table of Contents****The Grove at Murfreesboro**

**Address:** 1320 Journey Drive  
Murfreesboro, TN 37130

**Year Opened:** 2009

**Market Information**

**Institution Served:** Middle Tennessee State University  
**Fall 2009 Overall Enrollment:** 25,188

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	13.63			
<b>Square Feet:</b>	212,213	<b>2bed/2bath</b>	60	120
<b>Parking Spaces:</b>	583	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.8 miles	<b>4bed/4bath</b>	6	24
<b>Occupancy <sup>(1)</sup>:</b>	98%	<b>Total:</b>	186	504
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$442			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$16,720,000

**Rate:** LIBOR + 180bps; rate floor of 6.00% <sup>(1)</sup>

**Amortization:** Interest only for entire term

**Maturity:** January 31, 2011; may be pre-paid at any time without penalty

**Post Offering Debt:** \$0

(1) \$14,220,000 has a rate floor of 6.00% through October 31, 2010

Middle Tennessee State University, or MTSU, is located in Murfreesboro, Tennessee, approximately 35 miles southeast of Nashville, Tennessee. As of the 2009 fall semester, MTSU had an overall enrollment of 25,188 students, with a full-time undergraduate enrollment of 18,911 students. MTSU does not have a policy in place requiring certain students to live on campus. MTSU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. Three residence halls were recently renovated, and one residence hall currently is undergoing renovation.

The Murfreesboro, Tennessee student housing market offers several purpose-built options in addition to traditional multi-family and single-family options. We are not aware of any existing beds being renovated or additional beds being developed to serve this market.

**Table of Contents****The Grove at San Marcos**

**Address:** 1200 East River Ridge Parkway  
San Marcos, TX 78666

**Year Opened:** 2009

**Market Information**

**Institution Served:** Texas State University  
**Fall 2009 Overall Enrollment:** 30,816

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	19.39			
<b>Square Feet:</b>	211,943	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	601	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	1.7 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	100%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$554			

(1) As of September 15, 2010.

**Financing**

**Debt:** \$15,131,700

**Rate:** LIBOR + 250bps; rate floor of 5.94%

**Amortization:** Interest only for entire term

**Maturity:** May 15, 2011 (with a one-year extension option); may be pre-paid at any time without penalty

**Post Offering Debt:** \$0

Texas State University, or TSU, is located in San Marcos, Texas, approximately 35 miles southwest of Austin, Texas. As of the 2009 fall semester, TSU had an overall enrollment of 30,803 students, with a full-time undergraduate enrollment of 21,213 students. For the academic year beginning fall 2010, students under the age of 20 with fewer than 30 credit hours and students who graduated from high school within the preceding 12 months of the semester of their admission to TSU are required to live on campus, and TSU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. We are not aware of any plans that TSU has to renovate or develop additional beds on campus.

The San Marcos student housing market offers several purpose-built options in addition to traditional multi-family options. We are not aware of any existing beds being renovated or additional beds being developed to serve this market.



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The following describes our Joint Venture properties:

**The Grove at Lawrence**

**Address:** 4301 West 24th Place  
Lawrence, KS 66047

**Year Opened:** 2009  
**Ownership %:** 49.9%

**Market Information**

**Institution Served:** University of Kansas  
**Fall 2009 Overall Enrollment:** 29,242

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	12.55			
<b>Square Feet:</b>	214,751	<b>2bed/2bath</b>	16	32
<b>Parking Spaces:</b>	523	<b>3bed/3bath</b>	156	468
<b>Distance to Campus:</b>	1.6 miles	<b>Total:</b>	172	500
<b>Occupancy <sup>(1)</sup>:</b>	76%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$457			

(1) As of September 15, 2010.

**Financing**

**Current Debt:** \$16,000,000  
**Rate:** Prime + 150bps; rate floor of 6.25%  
**Amortization:** Interest only for entire term  
**Maturity:** February 4, 2012; may be pre-paid at any time without penalty

**Post Offering Debt:** \$16,000,000

The University of Kansas, or KU, is located in Lawrence, Kansas, approximately 40 miles west of Kansas City. As of the 2009 fall semester, KU had an overall enrollment of 29,242 students, with a full-time undergraduate enrollment of 18,930 students. KU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. KU does not have a policy requiring students to live on campus. We are not aware of any plans that KU has to renovate or develop additional beds on campus.

The Lawrence, Kansas student housing market offers several purpose-built options in addition to traditional multi-family and single-family options. Two properties, in addition to The Grove at Lawrence, opened at the start of the 2009 fall semester.



**Table of Contents****The Grove at Moscow**

<b>Address:</b>	209 East Southview Avenue Moscow, ID 83843	<b>Year Opened:</b>	2009
		<b>Ownership %:</b>	49.9%

**Market Information**

<b>Institution Served:</b>	University of Idaho
<b>Fall 2009 Overall Enrollment:</b>	11,957

**Property Statistics**

<b>Land Acreage:</b>	13.80		<b>Units</b>	<b>Beds</b>
<b>Square Feet:</b>	211,256	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	502	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.5 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	89%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$455			

(1) As of September 15, 2010.

**Financing**

<b>Current Debt:</b>	\$17,268,300	<b>Post Offering Debt:</b>	\$17,268,300
<b>Rate:</b>	LIBOR + 250bps; rate floor of 5.94%		
<b>Amortization:</b>	Interest only for entire term		
<b>Maturity:</b>	May 15, 2011 (with a one-year extension option); may be pre-paid at any time without penalty		

The University of Idaho, or UI, is located in Moscow, Idaho, approximately 350 miles north of Boise, Idaho and 80 miles southeast of Spokane, Washington. As of the 2009 fall semester, UI had an overall enrollment of 11,957 students, with a full-time undergraduate enrollment of 8,288 students. Beginning in fall 2010, all first year students, with limited exceptions, will be required to live on campus, and UI has capacity to house students on campus in traditional dormitory-style, suite-style, apartment-style and Greek options. We are not aware of any plans that UI has to renovate or develop additional beds on campus.

The Moscow, Idaho student housing market is mainly comprised of traditional multi-family options. The Grove at Moscow is the market's only purpose-built student housing community. We are not aware of any existing beds being renovated or additional beds being developed to serve this market.

We currently lease the real estate for this property from Indian Hills Trading Company, LLC, or Indian Hills, pursuant to a long-term ground lease. Legal title to the real estate is owned by Indian Hills, and legal title to the leasehold

interest and the improvements is owned by us. The ground lease has an initial term of 99 years commencing July 28, 2008, with a 25-year extension option. The annual base rent is \$78,000 for the first 2 years following the earlier to occur of the rent commencement date and the date we began grading the land and is \$144,000 per annum thereafter. Our joint venture has the right to purchase the land and terminate the ground lease at any time during the term of the lease after September 1, 2009, for \$1,000,000. In addition, Indian Hills owns certain other property that is adjacent to or near the property. For a period of two years from July 28, 2008, we have a right of first refusal to purchase such property if (a) Indian Hills receives a bona fide written offer for the purchase of all or any part of the other property or



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(b) Indian Hills intends to use any part of the property for multifamily or student housing purposes.

The manager of this property is The Grove Student Properties. The management agreement has an initial one-year term, and thereafter is automatically renewed on an annual basis with mutual termination rights upon 60 days notice. Our duties as manager are similar to those as a manager of our owned properties. The management agreement terminates upon termination of our ground lease.

**The Grove at San Angelo**

**Address:** 4225 S. Jackson Street  
San Angelo, TX 76903

**Year Opened:** 2009  
**Ownership %:** 49.9%

**Market Information**

**Institution Served:** Angelo State University  
**Fall 2009 Overall Enrollment:** 6,387

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	32.06			
<b>Square Feet:</b>	211,943	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	544	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.3 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	84%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$469			

(1) As of September 15, 2010.

**Financing**

**Current Debt:** \$14,668,000  
**Rate:** LIBOR + 250bps; rate floor of 5.94%  
**Amortization:** Interest only for entire term  
**Maturity:** May 15, 2011 (with a one-year extension option); may be pre-paid at any time without penalty

**Post Offering Debt:** \$14,668,000

Angelo State University, or ASU, is located in San Angelo, Texas, approximately 200 miles northwest of Austin, Texas. As of the 2009 fall semester, ASU had an overall enrollment of 6,387 students, with a full-time undergraduate enrollment of 4,899 students. Single undergraduate students with less than 60 semester credit hours, with limited exceptions, are required to live on campus, and ASU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. ASU recently completed construction of a new residence hall in early 2009. We are not aware of any plans that ASU has to renovate or develop additional beds on campus.

The San Angelo, Texas student housing market is comprised of one purpose-built option (other than The Grove at San Angelo) in addition to several traditional multi-family and single-family options that compete with The Grove at San Angelo. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.

**Table of Contents****The Grove at Conway**

**Address:** 2730 Dave Ward Drive  
Conway, AR 72032

**Year Opened:** 2010  
**Ownership %:** 49.9%

**Market Information**

**Institution Served:** University of Central Arkansas  
**Fall 2009 Overall Enrollment:** 11,781

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	12.84			
<b>Square Feet:</b>	212,483	<b>2bed/2bath</b>	48	96
<b>Parking Spaces:</b>	539	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.4 miles	<b>4bed/4bath</b>	12	48
<b>Occupancy <sup>(1)</sup>:</b>	93%	<b>Total:</b>	180	504
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$441			

(1) As of September 15, 2010.

**Financing**

**Current Debt:** \$16,000,000  
**Rate:** 7.50% fixed  
**Amortization:** Interest only for entire term  
**Maturity:** July 2, 2012; may be pre-paid at any time without penalty

**Post Offering Debt:** \$16,000,000

The University of Central Arkansas, or UCA, is located in Conway, Arkansas, approximately 30 miles northwest of Little Rock, Arkansas. As of the 2009 fall semester, UCA had an overall enrollment of 11,781 students, with a full-time undergraduate enrollment of 8,507 students. All UCA freshmen, with limited exceptions, are required to live on campus, and UCA has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. We are not aware of any plans that UCA has to renovate or develop additional beds on campus.

The Conway, Arkansas student housing market is primarily comprised of traditional multi-family and single-family options. The Grove at Conway will be the market's first purpose-built student housing community. We are not aware of any existing beds being renovated or any additional beds being developed to serve this market.

**Table of Contents****The Grove at Huntsville**

**Address:** 2015 Sycamore Avenue  
Huntsville, TX 77340

**Year Opened:** 2010  
**Ownership %:** 49.9%

**Market Information**

**Institution Served:** Sam Houston State University  
**Fall 2009 Overall Enrollment:** 16,772

**Property Statistics**

			<b>Units</b>	<b>Beds</b>
<b>Land Acreage:</b>	19.40			
<b>Square Feet:</b>	211,943	<b>2bed/2bath</b>	72	144
<b>Parking Spaces:</b>	594	<b>3bed/3bath</b>	120	360
<b>Distance to Campus:</b>	0.2 miles	<b>Total:</b>	192	504
<b>Occupancy <sup>(1)</sup>:</b>	100%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$448			

(1) As of September 15, 2010.

**Financing**

**Current Debt:** \$13,355,000  
**Rate:** LIBOR + 400bps with floor of 6.00%  
**Amortization:** Interest only for entire term  
**Maturity:** January 1, 2012; may be pre-paid at any time without penalty

**Post Offering Debt:** \$13,355,000

Sam Houston State University, or SHSU, is located in Huntsville, Texas, approximately 70 miles north of Houston, Texas. As of the 2009 fall semester, SHSU had an overall enrollment of 16,772 students, with a full-time undergraduate enrollment of 12,223 students, and SHSU has capacity to house students on campus in suite-style and apartment-style options. According to SHSU's master plan, SHSU plans to develop an additional 731 beds in the future.

The Huntsville, Texas student housing market offers several purpose-built options in addition to traditional multi-family options. We are not aware of any existing off-campus beds being renovated or any additional beds being developed to serve this market.

**Table of Contents****The Grove at Statesboro**

**Address:** 1150 Brampton Avenue  
Statesboro, GA 30458

**Year Opened:** 2010  
**Ownership %:** 49.9%

**Market Information**

**Institution Served:** Georgia Southern University  
**Fall 2009 Overall Enrollment:** 19,086

**Property Statistics**

<b>Land Acreage:</b>	31.83 (includes pond)		<b>Units</b>	<b>Beds</b>
<b>Square Feet:</b>	226,035	<b>2bed/2bath</b>	64	128
<b>Parking Spaces:</b>	558	<b>3bed/3bath</b>	136	408
<b>Distance to Campus:</b>	0.7 miles	<b>Total:</b>	200	536
<b>Occupancy <sup>(1)</sup>:</b>	100%			
<b>Average rental revenue per occupied bed <sup>(1)</sup>:</b>	\$447			

(1) As of September 15, 2010.

**Financing**

<b>Current Debt:</b>	\$15,057,000, with possible increase to \$16,130,000	<b>Post Offering Debt:</b> \$15,057,000, with possible increase to \$16,130,000
<b>Rate:</b>	LIBOR + 350bps, with floor of 5.00%	
<b>Amortization:</b>	Interest only for entire term	
<b>Maturity:</b>	February 12, 2012; may be pre-paid at any time without penalty	

Georgia Southern University, or GSU, is located in Statesboro, Georgia, approximately 55 miles northwest of Savannah, Georgia. As of the 2009 fall semester, GSU had an overall enrollment of 19,086 students, with a full-time undergraduate enrollment of 14,799 students. All first year students, with limited exceptions, are required to live on campus and GSU has capacity to house students on campus in traditional dormitory-style, suite-style, and apartment-style options. A new 1,001-bed residence hall was delivered in time for the 2009 fall semester.

The Statesboro, Georgia student housing market offers several purpose-built options in addition to traditional multi-family options. We are not aware of any existing off campus beds being renovated or any additional beds being developed to serve this market.

**Table of Contents****Historical Occupancy and Monthly Revenue per Occupied Bed Data**

The following tables set forth information about our properties' historical occupancy and monthly revenue per occupied bed.

*Historical Average Occupancy by Property*

Property	Year Opened	Number of Beds	Year Ended			Six Months Ended June 30, 2010	2010-11 Academic Year Based on Executed Leases <sup>(1)</sup>
			2007	December 31, 2008	2009		
<i>2005 and 2006 Openings</i>							
1 Asheville, NC	2005	448	81%	76%	81%	95%	88%
2 Carrollton, GA	2006	492	93%	92%	97%	98%	92%
3 Las Cruces, NM	2006	492	84%	81%	84%	84%	83%
4 Milledgeville, GA	2006	492	93%	97%	99%	98%	99%
<i>2007 Openings</i>							
5 Abilene, TX	2007	504	92% <sup>(2)</sup>	75%	72%	77%	87%
6 Ellensburg, WA	2007	504	99% <sup>(2)</sup>	89%	89%	99%	96% <sup>(3)</sup>
7 Greeley, CO	2007	504	98% <sup>(2)</sup>	89%	76%	75%	98%
8 Jacksonville, AL	2007	504	90% <sup>(2)</sup>	73%	77%	81%	81%
9 Mobile, AL Phase I	2007	504	99% <sup>(2)</sup>	96%	93%	94%	100%
10 Nacogdoches, TX	2007	522	95% <sup>(2)</sup>	94%	95%	96%	100%
<i>2008 Openings</i>							
11 Cheney, WA	2008	512		82% <sup>(2)</sup>	92%	97%	71% <sup>(3)</sup>
12 Jonesboro, AR	2008	504		91% <sup>(2)</sup>	71%	76%	99%
13 Lubbock, TX	2008	504		69% <sup>(2)</sup>	75%	82%	92%
14 Mobile, AL Phase II	2008	504		88% <sup>(2)</sup>	95%	96%	100%
15 Stephenville, TX	2008	504		64% <sup>(2)</sup>	82%	97%	75%
16 Troy, AL	2008	514		99% <sup>(2)</sup>	96%	94%	98%
17 Waco, TX	2008	504		34% <sup>(2)</sup>	62%	89%	83%
18 Wichita, KS	2008	504		50% <sup>(2)</sup>	68%	83%	75%
19 Wichita Falls, TX	2008	504		74% <sup>(2)</sup>	74%	67%	67%
<i>2009 Openings</i>							
20 Murfreesboro, TN	2009	504			91% <sup>(2)</sup>	90%	98%
21 San Marcos, TX	2009	504			99% <sup>(2)</sup>	98%	100%
22 Lawrence, KS <sup>(4)</sup>	2009	500			59% <sup>(2)</sup>	64%	76%
23 Moscow, ID	2009	504			38% <sup>(2)</sup>	46%	89%
24 San Angelo, TX	2009	504			81% <sup>(2)</sup>	88%	84%
<i>2010 Openings</i>							
25 Conway, AR	2010	504					93%
26 Huntsville, TX	2010	504					100%
27 Statesboro, GA	2010	536					100%

**Weighted Averages** <sup>(5)</sup>

Properties 1-4 (2005 and 2006 Openings)	88%	87%	91%	94%	91%
Properties 5-10 (2007 Openings)	96%	86%	84%	87%	94%
Properties 1-10 (2005 to 2007 Openings)		87%	86%	89%	93%
Properties 11-19 (2008 Openings)		73%	80%	87%	84%
Properties 1-19 (2005 to 2008 Openings)			83%	88%	89%
Properties 20-24 (2009 Openings)			69%	78%	90%
Properties 1-24 (2005 to 2009 Openings)				86%	89%
Properties 25-27 (2010 Openings)					98%
Properties 1-27 (2005 to 2010 Openings)					90%

- (1) As of September 15, 2010.
- (2) Average occupancy data in the year of opening generally reflects five months of results (*i.e.*, August through December), except for Ellensberg, Washington and Cheney, Washington, each of which reflects four months of results (*i.e.*, September through December).
- (3) The 2010-2011 academic year commences on September 22, 2010 at the primary university served by this property; accordingly, pre-academic year leasing is still ongoing at this property.
- (4) Occupancy for the year ended December 31, 2009 and the six months ended June 30, 2010 based on 300 available beds for the 2009-2010 academic year; the property has been expanded and now has a total of 500 beds available for the 2010-2011 academic year.

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(5) Weighted average by number of leased beds for each period and for each property grouping.

***Historical Average Monthly Revenue per Occupied Bed by Property<sup>(1)</sup>***

Property	Year Opened	Number of Beds	Year Ended December 31,			Six Months Ended	
			2007	2008	2009	June 30, 2010	
<i>2005 and 2006 Openings</i>							
1	Asheville, NC	2005	448	\$ 486	\$ 536	\$ 507	\$ 515
2	Carrollton, GA	2006	492	414	434	433	453
3	Las Cruces, NM	2006	492	410	457	459	468
4	Milledgeville, GA	2006	492	486	481	503	526
<i>2007 Openings</i>							
5	Abilene, TX	2007	504	453 <sup>(2)</sup>	485	470	477
6	Ellensburg, WA	2007	504	506 <sup>(2)</sup>	475	473	491 <sup>(3)</sup>
7	Greeley, CO	2007	504	471 <sup>(2)</sup>	476	477	498
8	Jacksonville, AL	2007	504	451 <sup>(2)</sup>	459	440	456
9	Mobile, AL Phase I	2007	504	476 <sup>(2)</sup>	454	459	482
10	Nacogdoches, TX	2007	522	473 <sup>(2)</sup>	475	504	523
<i>2008 Openings</i>							
11	Cheney, WA	2008	512		447 <sup>(2)</sup>	454	468 <sup>(3)</sup>
12	Jonesboro, AR	2008	504		430 <sup>(2)</sup>	465	480
13	Lubbock, TX	2008	504		479 <sup>(2)</sup>	486	498
14	Mobile, AL Phase II	2008	504		435 <sup>(2)</sup>	465	479
15	Stephenville, TX	2008	504		454 <sup>(2)</sup>	486	486
16	Troy, AL	2008	514		446 <sup>(2)</sup>	465	484
17	Waco, TX	2008	504		497 <sup>(2)</sup>	538	539
18	Wichita, KS	2008	504		442 <sup>(2)</sup>	459	463
19	Wichita Falls, TX	2008	504		470 <sup>(2)</sup>	452	473
<i>2009 Openings</i>							
20	Murfreesboro, TN	2009	504			476 <sup>(2)</sup>	478
21	San Marcos, TX	2009	504			540 <sup>(2)</sup>	543
22	Lawrence, KS	2009	500			436 <sup>(2)</sup>	476
23	Moscow, ID	2009	504			467 <sup>(2)</sup>	470
24	San Angelo, TX	2009	504			467 <sup>(2)</sup>	493
<b>Weighted Averages <sup>(4)</sup></b>							
Properties 1-4 (2005 and 2006 Openings)				\$ 448	\$ 474	\$ 474	\$ 491
Properties 5-10 (2007 Openings)				472	471	472	489
Properties 1-10 (2005 to 2007 Openings)					472	473	489
Properties 11-19 (2008 Openings)					454	473	486
Properties 1-19 (2005 to 2008 Openings)						473	488
Properties 20-24 (2009 Openings)						486	498
Properties 1-24 (2005 to 2009 Openings)							489



- (1) Reflects historical average total revenue per occupied bed (i.e., rental revenue and services revenue).
- (2) Average monthly revenue per occupied bed data in the year of opening generally reflects five months of results (i.e., August through December), except for Ellensberg, Washington and Cheney, Washington, each of which reflects four months of results (i.e., September through December).
- (3) The 2010-2011 academic year commences on September 22, 2010 at the primary university served by this property; accordingly, pre-academic year leasing is still ongoing at this property.
- (4) Weighted average by number of leased beds for each period and for each property grouping.

**Table of Contents****Expected 2011 Development Properties**

Subject to completion of this offering, we expect to commence building four properties for our own account, with completion targeted for the 2011-2012 academic year. Information with respect to these expected wholly-owned developments is included in the following table:

City	State	Targeted Completion	Primary University Served	Fall 2009 Overall Enrollment	Distance to Campus (miles)	Number of Units	Number of Beds	Estimated Cost <sup>(1)</sup> (\$ in thousands)
Fort Wayne	IN	August 2011	Indiana University/ Purdue University	13,675	1.1	204	540	\$ 19,926
Clarksville	TN	August 2011	Austin Peay State University	10,188	1.3	208	560	21,202
Ames	IA	August 2011	Iowa State University	27,945	0.3	216	584	21,411
Fort Collins	CO	August 2011	Colorado State University	25,413	On-Campus	224	624	25,380
<b>Total Expected 2011 Consolidated Developments</b>				<b>19,305 <sup>(2)</sup></b>	<b>0.7 <sup>(2)</sup></b>	<b>852</b>	<b>2,308</b>	<b>\$ 87,919</b>

(1) Actual costs may vary significantly from estimated costs.

(2) Average.

Subject to completion of this offering, we expect to commence building three properties, which are expected to be owned by a new joint venture that we expect to establish with HSRE and in which we expect to own a 20% interest. Although we have entered into a non-binding letter of intent with HSRE relating to this potential joint venture, we have not entered into definitive documentation, and we do not plan to commence construction of these three properties until such time as a definitive agreement is reached with HSRE. We are currently targeting completion of these three properties for the 2011-2012 academic year. Information with respect to these expected joint venture developments is included in the following table:

City	State	Targeted Completion	Primary University Served	Fall 2009 Overall Enrollment	Distance to Campus (miles)	Number of Units	Number of Beds	Estimated Cost <sup>(1)</sup> (\$ in thousands)
Denton	TX	August 2011	University of North Texas	36,123	0.8	216	584	\$ 24,873
Orono	ME	August 2011	University of Maine	11,867	0.5	188	620	24,278

Valdosta	GA	August 2011	Valdosta State University	12,391	1.9	216	584	21,150
<b>Total Expected 2011 Joint Venture Developments</b>				<b>20,127 <sup>(2)</sup></b>	<b>1.1 <sup>(2)</sup></b>	<b>620</b>	<b>1,788</b>	<b>\$ 70,301</b>

(1) Actual costs may vary significantly from estimated costs. Under certain circumstances, we expect that we will be responsible for funding the amount by which actual development costs for a project pursued by the venture exceed the budgeted development costs of such project (without any increase in our interest in the project).

(2) Average.

Development activities involve significant risks and uncertainties, including risks of delays, cost overruns and the potential expenditure of funds on projects that are not ultimately completed. Additionally, we expect to develop three properties through a new joint venture with HSRE, and no assurance can be given that we will reach a definitive agreement with HSRE regarding this joint venture or that the terms of any such agreement will not be materially different from those currently contemplated. We do not plan to commence construction of these three properties until such time as a definitive agreement is reached with HSRE.

For each of our expected 2011 development properties, we have conducted significant pre-development activities and are in the process of obtaining the necessary zoning and site plan approvals, as well as other required permits. Additionally, our ability to commence construction of these properties will depend upon obtaining property-specific construction financing or financing these developments through other means. We have entered into agreements to acquire or ground lease the land necessary for the development of these properties, but we do not expect to close on the agreements until after the closing of this offering. No assurance can be given that these developments will be undertaken as currently expected, or, if undertaken, that they will be

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completed in accordance with our current expectations, including those with respect to targeted completion and estimated cost. In addition, with respect to any properties developed through the new joint venture that we expect to establish with HSRE, we expect that we will be responsible for funding the amount by which actual development costs for a project pursued by the venture exceed the budgeted development costs of such project (without any increase in our interest in the project). Moreover, no assurance can be given that these properties, if completed, will perform in accordance with our expectations. See **Risk Factors** **Risks Related to Our Business and Properties** **Developing properties will expose us to additional risks beyond those associated with owning and operating student housing properties, and could materially and adversely affect us** ; **The construction activities at our student housing properties expose us to liabilities and risks beyond those associated with the ownership and operation of student housing properties** ; **Our development activities are subject to delays and cost overruns, which could materially and adversely affect us** ; **We may not realize a return on our development activities in a timely manner, which could materially and adversely affect us** ; **Adverse economic conditions and dislocation in the credit markets have had a material and adverse effect on us and may continue to materially and adversely affect us** ; **Developing properties in new markets may materially and adversely affect us** ; and **Joint venture investments could be materially and adversely affected by our lack of sole decision-making authority, our reliance on our co-venturers' financial condition and disputes between our co-venturers and us.**

**Property Management and Monitoring**

We maintain an on-site staff at each property, including a General Manager, Sales Manager and Facilities Manager. The on-site staff is responsible for all aspects of the property's operations, including marketing, leasing administration, business administration, financial reporting, ongoing property maintenance, capital projects and residence life and student development. In addition, each property typically has nine student-tenants that live on-site and work for us on a part-time basis. These individuals, who we refer to as **Community Assistants** or **RockStars**, assist in developing lifestyle programming, among other things. We provide oversight to each property on an area basis, with each area typically comprised of six properties. Each area is staffed with an Area Manager, Area Sales Manager and Area Business Manager. The roles of our various staff members are described in greater detail below.

*General Managers, Sales Managers and Facilities Managers.* The General Manager is responsible for all facets of a property's operation, including the development and implementation of student lifestyle programs, annual budgeting, collection of rents, administration of accounts payable, implementation of the annual marketing plan, administration of all leasing and marketing functions, coordination of property maintenance, asset preservation and capital improvement projects. The General Manager also supervises the residence life program and conducts all hiring, termination, and staff development of on-site personnel. The Sales Manager supports the General Manager and focuses on the leasing and lifestyle programs at the property. The Facilities Manager is responsible for coordinating all maintenance activity at the property and serving as a liaison for larger capital projects in concert with our in-house facilities group.

*Community Assistants ( CAs or RockStars ).* At each of our properties, we also have a work/live program, typically consisting of nine part-time positions for student staff members, who we refer to as our CAs or RockStars. At each property we generally maintain a ratio of 50-70 students per CA/RockStar. Our CAs/RockStars are selected by our management based upon a set of criteria, including interpersonal skills, leadership capabilities, responsibility, maturity and willingness to meet the challenges and expectations of the position. We use these positions to interface on a peer basis with our student-tenants and to assist with various duties at the properties. Further, we use this position as a feeder for us, which allows us to evaluate these part-time employees for potential full-time managerial positions with us after they graduate. It is

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a position that fits well with many students' academic goals while affording them opportunities for personal growth and leadership development. The CAs/RockStars perform the duties of their position in exchange for their room and a stipend. CAs/RockStars are trained to provide support and assistance to our student-tenants on a variety of issues. The CAs/RockStars act as community facilitators by developing an atmosphere that promotes a sense of belonging, support and affiliation. In addition, the CAs/RockStars participate actively in developing and implementing the property's programs and events in connection with our SCORES program. At all times, our CAs/RockStars are expected to be role models and maintain the highest standards of personal conduct. Through observation and interaction with the community, the CAs/RockStars help to identify potential problems and make appropriate referrals so that students may overcome obstacles to their academic achievement. Through their efforts to provide timely, accurate and thorough information in the appropriate format, CAs/RockStars contribute to the smooth and effective operations of our properties. We believe that this position is critical to the success of our properties.

*Area Managers, Area Sales Managers, and Area Business Managers.* The Area Manager is responsible for all facets of the operations of properties in his or her area, typically six properties per area. He or she monitors the performance of the properties and the compliance of each of the General Managers with our programs and policies to preserve operational standards across all of the properties in his or her area. The Area Manager is the conduit between centralized planning at our corporate level and decentralized execution at each of the properties. Similar to the property-level Sales Manager, the Area Sales Manager provides support to the leasing and lifestyle programming at all the properties in his or her area. As the corporate marketing department's liaison to area and property operations, the Area Sales Manager monitors the consistency of *The Grove*<sup>®</sup> brand across the properties and collaborates with the Area and General Managers to market each property effectively. The Area Business Manager is a specialist in accounts receivable who reports to the Area Manager. He or she administers all charges and payments on resident accounts, performs daily deposits and bank statement reconciliations, manages collection efforts for both current and former residents, and supports the properties in matters of customer service.

## **Leasing and Marketing**

Student housing properties are typically leased by the bed on an individual lease liability basis, unlike multi-family housing where leasing is by the unit. Individual lease liability limits each student-tenant's liability to 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 student-tenant provides adequate proof of income. The number of lease contracts that we administer is therefore equivalent to the number of beds occupied rather than the number of units occupied.

Unlike traditional multi-family housing, most of our leases commence and terminate on the same dates each year. In the case of our typical 11.5-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, resulting in significant turnover in our tenant population from year to year. As a result, we are highly dependent upon the effectiveness of our marketing and leasing efforts during the annual leasing season that typically begins in January and ends in August of each year.

Each year we implement a marketing and leasing plan to re-lease each property. We advertise through various media, including print advertising in newspapers, magazines and trade

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publications; direct mailers; radio advertising; promotional events and supporting public relation campaigns. We typically compete in the off-campus student housing market on the basis of:

the quality of our facilities, including their proximity to campus, as well as our properties' physical location, the size and layout of units and the types of amenities offered;

rental terms, including price, which varies based on the market in which the property is located, and per-bed rental (individual lease liability), which allows individual student-tenants to avoid responsibility for the rental of an entire apartment unit;

community environment, including community facilities, amenities and programming, which is overseen by our staff of CAs/RockStars; and

our relationships with colleges and universities, which may result in our properties being recommended or listed in recruiting and admissions literature provided to incoming and prospective students.

### ***Student Programming / SCORES Program***

We believe that our success has been driven, in part, by our focus on student lifestyle programming, including our SCORES program. Our SCORES program is designed to enhance the student lifestyle by facilitating activities at our properties in the following areas:

*Social:* parties, group events, movie nights, bonfires, concerts, tavern/game nights, tailgating and homecoming events;

*Cultural:* attending plays, concerts, readings, art galleries and open microphone nights;

*Outreach:* blood drives, big brother/big sister programs, mentoring, food drives/themed activities;

*Recreational:* intramural sports teams and volleyball and basketball tournaments;

*Educational:* CPR training, resume writing workshops, nutrition classes, self-defense training and job interview rehearsals; and

*Spiritual:* bible studies, sing-alongs, campus church, guest speakers and reading groups.

We believe that our student programming enhances the lifestyle of our student-tenants and helps to create an environment that is conducive to academic and social success. We do not approach our properties as simply a place for students to live, but rather we seek to assist our student-tenants in building connections with their fellow student-tenants, their communities and the colleges and universities that they attend. We believe that our focus on student lifestyle programming differentiates us from our competitors and makes our properties more attractive to prospective student-tenants and their parents.

### ***GO Team (Grove Outreach)***

The Grove Outreach Team, or GO Team, is our service program that supports the various charitable initiatives that we implement at our properties and our corporate office. GO Teams are groups of student-tenants and non-student-tenants that support charitable work in the communities in which we operate. We believe that the GO Team creates emotional attachments to our communities through service while contributing to the areas in which we operate.



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### ***Transportation Arrangements***

Upon completion of this offering and our formation transactions, we will enter into certain transportation arrangements. We will lease an automobile for each of Messrs. Rollins, Hartnett, Howell, and Bobbitt and Ms. King, with a cost not to exceed \$12,000 per year per officer. We will also lease two aircraft from entities in which Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, have indirect minority interests. Our payments under the leases are structured to equal our pro rata carrying and operating costs of the aircraft based on our actual usage. As such, it is not expected that the lessors of the aircraft will receive any material profit from the lease payments.

We will own interests in 27 student housing properties located in 11 states. Additionally, our current business plan contemplates the development of approximately five to seven new student housing properties per year. Our properties are located in, and we expect that properties that we develop in the future likely will be located in, medium-sized college and university markets, many of which are not easily accessible by commercial airline service. Our senior officers and management are frequently required to travel to our properties, development sites and potential development sites on short notice in connection with the performance of their obligations to us. We believe that our leased aircraft provide an efficient and appropriate means for our management team to monitor our operating properties and supervise our development activities, as well as identify and perform diligence on sites for potential future development.

### **Competition and Competitive Advantages**

#### ***Competition from Universities and Colleges***

We are subject to competition for student-tenants from on-campus housing owned by universities and colleges. On-campus student housing has inherent advantages over off-campus student housing (such as the majority of our properties) in integration with the academic community, which may cause student-tenants to prefer on-campus housing to off-campus housing. Additionally, colleges and universities may have financial advantages that allow them to provide student housing on more attractive terms than we are able to. For example, colleges and universities can generally avoid real estate taxes and borrow funds at lower interest rates than private, for profit real estate concerns, such as us. However, residence halls owned and operated by the primary colleges and universities in the markets in which we operate typically charge lower rental rates but offer fewer amenities than those offered at our properties.

Despite the inherent advantages of on-campus housing, most universities are able to house only a small percentage of their overall enrollment, and are therefore highly dependent on the off-campus market to provide housing for their students. High-quality and well run off-campus student housing can therefore be a critical component of an institution's ability to attract and retain students. Accordingly, universities and colleges often have an interest in encouraging and facilitating the construction of modern off-campus housing alternatives.

#### ***Competition from Private Owners***

We also compete with other regional and national 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 dominant market share. There are a number of student housing properties that are located near or in the same general vicinity of many of our properties and that compete directly with our properties. 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 activities of any of these companies could cause an increase





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in competition for student-tenants and for the acquisition, development and management of other student housing properties, which could reduce the demand for our properties.

### **University Relations Advisory Board**

We are in the process of forming a university relations advisory board that we expect will be effective upon completion of this offering. This board will be charged with facilitating our communication with the academic community, further developing our relationships with colleges and universities, and improving our understanding of the evolving needs and preferences of our student tenants. The advisory board will be chaired by Mr. Howell, who will be our president and chief operating officer upon completion of this offering, and is expected to have at least three additional members that will be selected from the faculties and administrations of various universities. We expect that the advisory board will meet semi-annually to discuss and evaluate opportunities to enhance our business model and to better serve our college, university and student constituents. Members of the advisory board will not be compensated for their services; however, we will reimburse members who are not employees of the company for their out-of-pocket expenses incurred in connection with attending board meetings. We have identified and confirmed the intended participation of the following individuals: Jacquelyn Carr McHargue, Dean of Students, The University of North Carolina at Asheville; Herbert Reeves, Dean of Student Services, Troy University; and John W. Smith, Vice President for Student Affairs, University of South Alabama. While we believe that the advisory board will be a useful resource in continuing to refine our business model and student housing product, no assurance can be given that we will be successful in forming our advisory board or, if formed, that such advisory board will lead to increased opportunities for us.

### **Insurance**

We carry comprehensive liability, fire, extended coverage, terrorism and rental loss insurance covering all of the properties in our portfolio. Our insurance includes coverage for earthquake damage to properties located in seismically active areas, windstorm damage to properties exposed to hurricanes, and terrorism insurance on all of our properties. In each case, we believe the coverage limits on applicable deductibles are commercially reasonable. All insurance policies are subject to coverage extensions that are typical for our business. We do not carry insurance for generally uninsured losses such as loss from riots or acts of God. We believe the policy specifications and insured limits are appropriate given the relative risk of loss, the cost of the coverage and industry practice and, in the opinion of our management, the properties in our portfolio are adequately insured. See Risk Factors Risks Related to the Real Estate Industry Uninsured losses or losses in excess of insured limits could materially and adversely affect us.

### **Regulation**

#### ***General***

Student housing properties are subject to various laws, ordinances and regulations, including regulations relating to common areas. We believe that each of our operating 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***

Our properties must comply with Title III of the ADA, to the extent that such properties are public accommodations as defined by the ADA. The ADA may require removal of structural



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barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. We believe that our 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.

### ***Fair Housing Act***

The FHA, its state law counterparts and the regulations promulgated by the U.S. Department of Housing and Urban Development, or HUD, and various state agencies, prohibit discrimination in housing on the basis of race or color, national origin, religion, sex, familial status (including children under the age of 18 living with parents or legal custodians, pregnant women and people securing custody of children under 18) or handicap (disability) and, in some states, on financial capability. A failure to comply with these laws in our operations could result in litigation, fines, penalties or other adverse claims, or could result in limitations or restrictions on our ability to operate, any of which could have an adverse effect on our cash flows from operations. We believe that our properties are in substantial compliance with the Federal Fair Housing Act.

### ***Environmental Matters***

Some of our properties 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 or property damages arising from releases from such tanks. Additionally, third parties may be permitted by law to seek recovery from owners or operators for personal injury or property damage associated with exposure to other contaminants that may be present on, at or under the properties, including, but not limited to, petroleum products and hazardous or toxic substances. Also, some of the properties include regulated wetlands on undeveloped portions of such properties and mitigated wetlands on or near our properties, the existence of which 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.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Concern about indoor exposure to mold has been increasing as exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions. Some of our properties may contain microbial matter such as mold and mildew. The presence of significant mold at any of our properties could require us to undertake a costly remediation program to contain or remove the mold from the affected property. The presence of significant mold could expose us to liability from student-tenants, employees and others if property damage or health concerns arise.

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 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.

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Independent environmental consultants conducted Phase I environmental site assessments on all of our properties. 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 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 our stockholders and such costs or other remedial measures may be material to us.

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

## **Employees**

As of August 31, 2010, we had approximately 527 employees, consisting of:

approximately 466 on-site employees, including 334 Community Assistants/RockStars (who we employ on a part-time basis);

approximately 15 persons in The Grove Student Properties;

two persons in Campus Crest Development;

approximately 20 persons in Campus Crest Construction and its facilities division; and

approximately 24 executive, corporate administration and financial personnel.

Our employees are not currently represented by a labor union.

## **Offices**

Our principal executive offices are located at 2100 Rexford Road, Suite 414, Charlotte, NC 28211. We also have management offices at each of our properties.

## **Legal Proceedings**

In the normal course of business, we are subject to claims, lawsuits and legal proceedings. While it is not possible to ascertain the ultimate outcome of such matters, we believe that the aggregate amount of such liabilities, if any, in excess of amounts provided or covered by insurance, will not have a material adverse effect on our financial position or results of operations. We are not involved in any material litigation nor, to our knowledge, is any material litigation currently threatened against us or our properties or subsidiaries, other than routine litigation arising in the ordinary course of business.



**Table of Contents****MANAGEMENT****Directors, Director Nominees, Executive Officers and Senior Management**

Upon completion of this offering, our board of directors will consist of seven members, a majority of which will be independent in accordance with the general independence standards of the NYSE. All of our directors will be elected at each annual meeting of our stockholders to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified. Subject to rights granted under any employment agreements, officers serve at the pleasure of our board of directors.

Our directors, director nominees, executive officers and certain other members of our senior management team, their ages and titles are as follows:

<b>Name</b>	<b>Age</b>	<b>Titles</b>
Ted W. Rollins	48	Co-Founder, Co-Chairman of the Board and Chief Executive Officer
Michael S. Hartnett	51	Co-Founder, Co-Chairman of the Board and Chief Investment Officer
Earl C. Howell	60	President and Chief Operating Officer
N. Anthony Coles	50	Independent Director Nominee
Richard S. Kahlbaugh	50	Independent Director Nominee
Denis L. McGlynn	64	Independent Director Nominee
William G. Popeo	52	Independent Director Nominee
Daniel L. Simmons	57	Independent Director Nominee
Donald L. Bobbitt, Jr.	41	Executive Vice President and Chief Financial Officer
Shannon N. King	38	Executive Vice President and Chief Marketing Officer
Brian L. Sharpe	51	Executive Vice President and Division President Development, Construction and Facilities
Howard J. Weissman	41	Senior Vice President Corporate Controller

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

*Ted W. Rollins.* Mr. Rollins is the co-chairman of our board of directors and our chief executive officer. Mr. Rollins, together with Mr. Hartnett, founded Campus Crest Group in 2004. As a co-founder and co-owner of Campus Crest Group, Mr. Rollins has a comprehensive knowledge of our history and operations and is therefore well qualified to serve as the co-chairman of our board of directors. His core focus has been on operations and finance, while working together with Mr. Hartnett to source development opportunities and oversee construction. Prior to founding us in 2004, Mr. Rollins, together with Mr. Hartnett, co-founded and managed companies that have successfully developed and operated service-enriched housing properties. Mr. Rollins is an owner of MXT Capital, which is a holding company whose primary holding is its interest in Campus Crest Group. Mr. Rollins has also directed several private real estate focused investment funds. From 1998 through 2002, he was president of St. James Capital, an investment company focused on research-based, structural land investment and niche income property opportunities. From 1991

to 1996, Mr. Rollins served as president of The Balance Group, a private equity investment group focused on investing in and providing advisory services to small operating companies. Mr. Rollins founded The Balance Group in 1991. He was president of Rollins Investments, Inc., a real estate development and property management company with investments in retail, hospitality and mixed-use developments, or Rollins Investments, from 1988 to 1991, and chief financial officer of RealtiCorp®, a research-based land fund which focused



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on procurement of land for multi-site users such as retail chains, restaurants and convenience stores from 1996 to 1998. He began his career at Drexel Burnham Lambert as a real estate investment banker in 1985. Mr. Rollins received his BSBA from the Citadel and his MBA from the Fuqua School of Business at Duke University.

*Michael S. Hartnett.* Mr. Hartnett is the co-chairman of our board of directors and our chief investment officer. Mr. Hartnett, together with Mr. Rollins, founded Campus Crest Group in 2004. As a co-founder and co-owner of Campus Crest Group, Mr. Hartnett has a comprehensive knowledge of our history and operations and is therefore well qualified to serve as the co-chairman of our board of directors. His core focus has been on building the development and construction organizations, while working together with Mr. Rollins to oversee operations and finance. Mr. Hartnett is also an owner of MXT Capital. Prior to founding us in 2004, Mr. Hartnett has co-founded and managed companies that have successfully developed and operated service-enriched housing properties. He was founder and president of the Percheron Group, a real estate development management services company, and partnered with several ownership groups that focused on student housing opportunities across the southeast United States. He was a co-founder and executive vice president of Senior LifeChoice, LLC, a nationally recognized regional developer and operator of service-enriched senior housing communities. He was vice president of Rollins Investments, from 1990 to 1994. Mr. Hartnett received his BS degree in structural engineering from the University of Maine and his MBA from the Fuqua School of Business at Duke University.

*Earl C. Howell.* Mr. Howell will be our president and chief operating officer upon completion of this offering. Mr. Howell has been providing consulting services to us since October 2009. From 2002 to April 2009, he served in multiple positions with Silverton Bank and its predecessor, The Bankers Bank, including serving as chief operating officer of Silverton Bank, N.A. from 2007 until his departure in April 2009. In his role as chief operating officer at Silverton, Mr. Howell's responsibilities included regional branch administration, payment and settlement operations, information technology and human resources, and involved oversight of over 200 employees. In May 2009, subsequent to Mr. Howell's departure, the Office of the Comptroller of the Currency appointed the Federal Deposit Insurance Corporation as receiver for Silverton Bank, N.A., and in June 2009, Silverton Financial Services, Inc., the parent holding company of Silverton Bank, N.A., filed a chapter 7 petition under the federal bankruptcy code. In May 2009, Mr. Howell founded Harlequin Consulting, a private consulting firm specializing in strategy and executive compensation. In addition to Mr. Howell's professional experience, he served for 30 years on both active duty and reserve in the U.S. Army, attaining the rank of Colonel, Special Forces and serving with deployments ranging from Vietnam to Bosnia. Mr. Howell received his BA and his MBA from the University of North Carolina at Chapel Hill, and he is also a graduate of the U.S. Army War College.

*Donald L. Bobbitt, Jr.* Mr. Bobbitt is an executive vice president and our chief financial officer and served as the chief financial officer of Campus Crest Group since January 2008. From April 2006 to December 2007, Mr. Bobbitt was chief financial officer of Motorsports Authentics, LLC, a private company which marketed and distributed NASCAR motorsports licensed merchandise. Prior to this, Mr. Bobbitt had an eleven-year career with Speedway Motorsports, Inc., a NYSE listed company, where he served in a variety of positions, including vice president of business operations, assistant corporate controller and vice president of finance. Prior to Speedway Motorsports, Inc., Mr. Bobbitt was in the financial services practice at Deloitte & Touche LLP. Mr. Bobbitt received his BS from Wake Forest University and is a certified public accountant.

*Shannon N. King.* Ms. King is an executive vice president and our chief marketing officer and served as the chief marketing officer of Campus Crest Group since July 2009. As our chief marketing officer, Ms. King has overall responsibility for sales management, channel management, public relations, marketing communications (including advertising and promotions), pricing, market research and customer service. From September 2007 to July 2009, Ms. King served as



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president of The Grove Student Properties, our marketing, leasing and property management subsidiary, and from August 2005 to September 2007, she served as its vice president of operations. Prior to joining Campus Crest, Ms. King worked for ten years for several senior living providers and has executive experience in operations, sales and marketing and lifestyle development for service-enriched housing. Ms. King received her BA in Interdisciplinary Studies from Southwest Texas State University and her MA Ed. from the University of Houston.

*Brian L. Sharpe.* Mr. Sharpe is an executive vice president and division president of development, construction and facilities. Since 2006, Mr. Sharpe served as president of Campus Crest Construction and, from April 2008 until December 2009, simultaneously served as the chief operating officer of Campus Crest Group. As both division president and chief operating officer, Mr. Sharpe has overseen the development, construction and maintenance of twenty-six of our twenty-seven properties and directed our global purchasing efforts. From September 1999 until April 2006, Mr. Sharpe served as a senior program manager at BBL Construction Services, LLC, where he shared management responsibilities for the national construction program of BBL Medical Facilities. Mr. Sharpe attended Villanova University.

*Howard J. Weissman.* Mr. Weissman is a senior vice president and our corporate controller. Since 2009, Mr. Weissman served as corporate controller of Campus Crest Group. Prior to joining Campus Crest Group, from July 2007 through May 2009, Mr. Weissman was controller and chief accounting officer of EOP Operating Limited Partnership, LP, the private company successor to Equity Office Properties Trust, a commercial office real estate company owned by The Blackstone Group. From 2003 through 2007, Mr. Weissman served in a variety of positions with CarrAmerica Realty Corporation, a commercial office real estate and NYSE listed company, such as assistant controller, vice president of Shared Services and controller. He received a BBA from George Washington University, an MBA from the University of Maryland and is a certified public accountant.

*N. Anthony Coles.* Dr. Coles will be a member of our board of directors upon completion of this offering. Since March 2008, Dr. Coles has served as president and chief executive officer of Onyx Pharmaceuticals, Inc., a publicly-traded biopharmaceutical company. From November 2005 until March 2008, Dr. Coles served as president and chief executive officer of NPS Pharmaceuticals, Inc., a publicly-traded biopharmaceutical company. From May 2002 to October 2005, Dr. Coles served as senior vice president of commercial operations at Vertex Pharmaceuticals, Incorporated, a publicly-traded biotechnology company. Dr. Coles currently serves as a trustee and member of the Executive Committee for the Johns Hopkins University Board of Trustees. Dr. Coles' public-company and business management experience makes him well-qualified to serve on our board of directors. Dr. Coles received his MD from Duke University, his MPH from Harvard University and his BS from Johns Hopkins University.

*Richard S. Kahlbaugh.* Mr. Kahlbaugh will be a member of our board of directors upon completion of this offering. Since April 2010, Mr. Kahlbaugh has served as the chairman, chief executive officer and president of Fortegra Financial Corporation, or Fortegra, an insurance services company. Since June 2007, Mr. Kahlbaugh has served as the chief executive officer and president of Fortegra and from 2004 until June 2007, he served in various roles at Fortegra, including chief operating officer from 2004 until June 2007, executive vice president from 2006 to 2007 and senior vice president from 2004 to 2006. Mr. Kahlbaugh's senior management experience, as well as his experience in general business finance and operations, make him well-qualified to serve on our board of directors. Mr. Kahlbaugh received his BA from the University of Delaware and his JD from the Delaware Law School.

*Denis L. McGlynn.* Mr. McGlynn will be a member of our board of directors upon completion of this offering. Since October 1996, Mr. McGlynn has served as the president and chief executive officer of each of Dover Downs Gaming & Entertainment, Inc. and Dover Motorsports, Inc. Dover

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Downs Gaming & Entertainment, Inc. is a NYSE publicly-traded gaming and entertainment company. Dover Motorsports, Inc. is a publicly-traded holding company that markets and promotes motorsports entertainment in the U.S. Since November 1979, Mr. McGlynn has served as president of each of Dover Downs Gaming & Entertainment, Inc. and Dover Motorsports, Inc. Mr. McGlynn's public company and business management experience makes him well-qualified to serve on our board of directors. Mr. McGlynn received his BBA from Pace College.

*William G. Popeo.* Mr. Popeo will be a member of our board of directors upon completion of this offering. Since June 2006, Mr. Popeo has served as the president, chief executive officer and a member of the board of directors of CSC Trust Company of Delaware, a specialty provider of corporate trust, escrow and agency services. Since December 2005, Mr. Popeo has also served as a vice president of CSC Trust Company of Delaware's parent, Corporation Service Company, where he oversees the independent director and passive investment company businesses. From June 2004 to December 2005, Mr. Popeo was a principal with Sam Park & Company, a commercial real estate development company. Mr. Popeo's commercial real estate experience, legal background and experience with financial accounting make him well-qualified to serve on our board of directors. Mr. Popeo received his BA, JD and MBA from Boston College and is a certified public accountant and licensed attorney.

*Daniel L. Simmons.* Mr. Simmons will be a member of our board of directors upon completion of this offering. In January 2002, Mr. Simmons co-founded Harbor Retirement Associates, LLC, a senior living development and management company, and Mr. Simmons has served as a principal of HRA Holdings, LLC, the holding company of Harbor Retirement Associates, LLC, since its founding. Prior to forming HRA Holdings, LLC, Mr. Simmons served as a consultant to CNL Financial Group, Inc., where he provided advice on the formation, registration and strategic direction of CNL Retirement Properties, Inc., an unlisted REIT. Mr. Simmons' REIT, property development and management experience makes him well-qualified to serve on our board of directors. Mr. Simmons attended Florida State University and the University of South Florida.

## **Board Committees**

Upon completion of this offering, our board of directors will form an audit committee, a compensation committee and a nominating and corporate governance committee and adopt charters for each of these committees. Each of these committees will be composed exclusively of independent directors, as defined by the listing standards of the NYSE then in effect. Moreover, our compensation committee will be composed exclusively of individuals intended to be, to the extent required by Rule 16b-3 of the Exchange Act, non-employee directors and will, at such times as we are subject to Section 162(m) of the Internal Revenue Code, qualify as outside directors for purposes of Section 162(m) of the Internal Revenue Code. Our board of directors may from time to time establish certain other committees to facilitate our management and may change the responsibilities of our existing committees.

### ***Audit Committee***

Our audit committee will consist of Richard S. Kahlbaugh, Denis L. McGlynn and William G. Popeo, each of whom will be an independent director. William G. Popeo will chair our audit committee and will serve as our audit committee financial expert, as that term is defined by the SEC. Our audit committee will assist the board in overseeing, among other things:

our system of internal controls;

our accounting and financial reporting processes;

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the integrity and audits of our combined financial statements;

our compliance with legal and regulatory requirements;

the qualifications and independence of our independent auditors; and

the performance of our independent auditors and any internal auditors.

Our audit committee also will be responsible for engaging independent certified public accountants, reviewing with the independent certified public accountants the plans and results of the audit engagement, approving professional services provided by the independent certified public accountants, reviewing the independence of the independent certified public accountants, considering the range of audit and non-audit fees and reviewing the adequacy of our internal accounting controls. The committee will also approve the audit committee report required by SEC regulations to be included in our annual proxy statement.

***Compensation Committee***

Our compensation committee will consist of N. Anthony Coles, Denis L. McGlynn and Daniel L. Simmons, each of whom will be an independent director. Denis L. McGlynn will chair our compensation committee. The principal functions of our compensation committee will include:

evaluating the performance of our officers;

establishing overall employee compensation policies and recommending, as appropriate or necessary, to our board of directors major compensation programs;

reviewing and approving the compensation payable to our officers, including salary and bonus awards and awards under our 2010 Incentive Award Plan;

administering our 2010 Incentive Award Plan and any other compensation plans, policies and programs of ours;

assisting management in complying with our proxy statement and annual report disclosure requirements; and

discharging the board's responsibilities relating to compensation to our directors.

***Nominating and Corporate Governance Committee***

Our nominating and corporate governance committee will consist of N. Anthony Coles, Richard S. Kahlbaugh and Daniel L. Simmons, each of whom will be an independent director. Richard S. Kahlbaugh will chair our nominating and corporate governance committee. The principal functions of our nominating and corporate governance committee will include:

seeking, considering and recommending to our board of directors qualified candidates for election as directors, recommending a slate of nominees for election as directors at the annual meeting of stockholders and verifying the independence of directors;

recommending to our board of directors the appointment of each of our executive officers;



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periodically preparing and submitting to our board of directors for adoption the committee's selection criteria for director nominees;

reviewing and making recommendations on matters involving the general operation of our board of directors and our corporate governance;

annually recommending to our board the nominees for each committee of the board; and

annually facilitating the assessment of our board of directors' performance as a whole and of the individual directors and report thereon to our board.

## **Director Compensation**

We will pay a \$10,000 annual director's fee to each of our independent directors in cash. Each independent director will also receive a fee of \$2,500 for attendance at every in-person meeting of our board of directors and committee of our board of directors (unless a committee meeting is on the same day as a board meeting) and a fee of \$1,000 for attendance at every telephonic meeting of our board of directors and committee of our board of directors (unless a committee meeting is on the same day as a board meeting), up to a maximum of \$15,000 per year. We will pay an annual fee of \$6,000 to the chair of each of our audit committee, our compensation committee and our nominating and corporate governance committee. In addition, we will grant 6,667 shares of restricted common stock to each of our independent directors which will vest ratably over five years on each anniversary of the date of the grant. Further, all members of our board of directors will be reimbursed for their reasonable out-of-pocket costs and expenses in attending all meetings of our board of directors and its committees.

## **Code of Ethics**

Upon completion of this offering, our board of directors will adopt a code of ethics that applies to all of our directors, officers and employees. The code of ethics will address, among other things, honesty and ethical conduct, conflicts of interest, compliance with laws, regulations and policies, including disclosure requirements under the federal securities laws, confidentiality, trading on insider information and reporting of violations of the code of ethics. Upon adoption, a copy of our code of ethics will be posted on our website.

## **Compensation Committee Interlocks and Insider Participation**

None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers on our board of directors or compensation committee.

## **Executive Compensation**

### ***Compensation Discussion and Analysis***

The following describes our compensation program for our named executive officers, which will include Ted W. Rollins, our co-chairman and chief executive officer, Michael S. Hartnett, our co-chairman and chief investment officer, Earl C. Howell, our president and chief operating officer, Donald L. Bobbitt, Jr., an executive vice president and our chief financial officer and Shannon N. King, an executive vice president and our chief marketing officer. This program will be effective upon completion of this offering and our formation transactions. The following discussion and analysis should be read together with the tables and related footnote disclosures detailed below.





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***Executive Compensation Program Objectives***

The primary objective of our executive compensation program will be to attract, motivate and retain talented, high-caliber executives necessary to lead us in achieving business success. We believe that our executive compensation program will support these objectives by providing our named executive officers with a base salary and the opportunity to earn an annual cash bonus, as well as awards under our 2010 Incentive Award Plan.

***Annual Base Salary***

Our named executive officers will receive an annual base salary based on position-specific responsibilities, taking into account competitive market compensation for similar positions, the skills and experience of the individual, internal equity among executive officers and individual performance. Under the terms of the employment agreements we will enter into with each of our named executive officers, we will pay each of Messrs. Rollins and Hartnett an annual base salary of \$300,000, Mr. Howell an annual base salary of \$260,000, Mr. Bobbitt an annual base salary of \$250,000 and Ms. King an annual base salary of \$200,000, subject, in the case of Messrs. Rollins, Hartnett, Howell and Bobbitt, to increase in accordance with our normal executive compensation practices and, in the case of Ms. King, to modification commensurate with her assigned duties as determined in the discretion of our chief executive officer, president and chief operating officer and our board of directors. In particular, pursuant to employment agreements with Messrs. Rollins, Hartnett and Howell, we have agreed to increase each such officer's salary to \$360,000 per year, effective on January 1, 2012, and, pursuant to an employment agreement with Mr. Bobbitt, we have agreed to increase Mr. Bobbitt's salary to \$275,000 per year, effective on January 1, 2012. Upon the expiration of these employment agreements, we anticipate that our compensation committee will analyze the base salaries paid to our named executive officers and provide our board with recommended compensation levels for these executives.

***Annual Cash Bonus***

Annual cash bonuses are designed to incentivize our named executive officers at a variable level of compensation based on our and such individual's performance. In connection with our annual cash bonus program, we expect that our compensation committee will determine annual performance criteria that are flexible and that change with the needs of our business. Our annual cash bonus program will be designed to reward the achievement of specific financial and operational objectives. For 2010, each of our named executive officers are eligible for a cash bonus of between 50% and 100% of their base salary, pro rated for the period of time from the completion of this offering through December 31, 2010, with the amount of such bonus dependent on meeting certain performance-based criteria. In addition, upon completion of this offering, Messrs. Bobbitt, Howell and Weissman will each be paid a cash bonus of \$250,000, \$150,000 and \$150,000, respectively.

***Equity Awards***

We will provide equity awards to our named executive officers pursuant to our 2010 Incentive Award Plan. Time-vested equity awards are designed to focus and reward our named executive officers in accordance with our long-term goals and enhance stockholder value. In determining equity awards, we anticipate that our compensation committee will take into account our overall financial performance. In addition, our 2010 Incentive Award Plan will replace a DCP which was previously used by Campus Crest Group for executive compensation and which will be terminated prior to the completion of this offering. Certain of our named executive officers will be issued shares in satisfaction of their vested interests in awards under the terminated DCP. In particular, Mr. Bobbitt and Ms. King will be issued 8,056 and 7,789 vested shares of restricted

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common stock, respectively, one year after the termination of the DCP in satisfaction of their vested interests in awards that were outstanding under the DCP.

Upon completion of this offering, Messrs. Howell and Bobbitt and Ms. King will receive an aggregate of 51,764 shares of restricted common stock (worth approximately \$0.7 million based on the mid-point of the price range set forth on the cover page of this prospectus) under the 2010 Incentive Award Plan. In addition, upon completion of this offering Mr. Hartnett will receive 150,000 restricted OP units (worth approximately \$2.0 million based on the mid-point of the price range set forth on the cover page of this prospectus) under the 2010 Incentive Award Plan. For further information on these grants and our 2010 Incentive Award Plan, see Initial Public Offering Grants of Plan-Based Awards and 2010 Incentive Award Plan below.

***Benefits and Perquisites***

Each of our named executive officers may participate in the standard company benefits that we offer to all full-time employees. These benefits include medical, dental and vision insurance, life insurance, paid time off and a 401(k) retirement plan, to which we intend to make matching contributions. Our senior officers and management may use our leased aircraft for personal travel, provided that they reimburse us for our incremental cost associated with their actual usage. In addition, we will lease an automobile for each of our named executive officers, with a cost not to exceed \$12,000 per year per officer.

***Severance***

Under their employment agreements, each of our named executive officers will be entitled to receive severance payments and benefits under certain circumstances in the event that his or her employment is terminated by us without cause or by the executive for good reason, or in the event of a change of control of us (each as defined in the applicable employment agreement). These severance payments and benefits are designed to protect and compensate our named executive officers under those circumstances. These circumstances, payments and benefits are described below under Employment Agreements Potential Payments Upon Termination or Change of Control.

**Table of Contents****Summary of Executive Compensation Table**

The following table sets forth the compensation expected to be paid in fiscal year 2010 on an annualized basis to our named executive officers following the completion of this offering. Because we were only recently organized and our named executive officers were not entitled to any compensation from us prior to the completion of this offering, compensation information for prior periods is not applicable. As discussed below under Employment Agreements, we will enter into employment agreements with each of our named executive officers upon completion of this offering. Following the completion of this offering, we will assign certain of the rights and obligations under the employment agreements with the applicable named executive officers to our operating partnership, which will also employ the named executive officers and will pay their compensation.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	OP Unit Awards (\$)	Change in Pension Value and NonQualified Incentive Compensation			Total (\$)
					Stock/ Non-Equity Incentive Compensation (\$)	Deferred Compensation (\$)	All Other Compensation (\$) <sup>(1)</sup>	
Ted W. Rollins Co-Chairman of the Board and Chief Executive Officer	2010	300,000	(2)				12,000	312,000
	2009						308,892 <sup>(3)</sup>	308,892
Michael S. Hartnett Co-Chairman of the Board and Chief Investment Officer	2010	300,000	(2)	2,025,000 <sup>(4)</sup>			12,000	2,337,000
	2009						308,500 <sup>(3)</sup>	308,500
Earl C. Howell President and Chief Operating Officer	2010	260,000	150,000 <sup>(2)(7)</sup>	449,996 <sup>(5)</sup>			12,000	871,996
	2009						25,000 <sup>(6)</sup>	25,000
Donald L. Bobbitt, Jr. Executive Vice President and Chief Financial Officer	2010	250,000	250,000 <sup>(2)(7)</sup>	196,236 <sup>(8)</sup>			12,000	708,236
	2009	225,000					3,317	228,317
Shannon N. King Executive Vice President and Chief Marketing Officer	2010	200,000	(2)	52,583 <sup>(9)</sup>			12,000	264,583
	2009	200,000					10,149	210,149

- (1) We will lease an automobile for each of Messrs. Rollins, Hartnett, Howell and Bobbitt and Ms. King, with a cost not to exceed \$12,000 per year per officer.
- (2) Each of our named executive officers is also entitled to an annual cash bonus ranging from 50% to 100% of his or her base salary in the event certain performance-based criteria are met, pro rated for the period of time from the completion of this offering through December 31, 2010.
- (3) Reflects distributions of \$300,000 from Campus Crest Group to each of Messrs. Rollins and Hartnett, transportation allowances of \$8,892 and \$8,000, respectively to Messrs. Rollins and Hartnett and a \$500 match for Mr. Hartnett to our 401(k) profit sharing plan.
- (4) Reflects 150,000 restricted OP units granted to Mr. Hartnett upon completion of this offering pursuant to his employment agreement, which will vest ratably on each of the first, second and third anniversaries of the completion of this offering. For purposes of this table, each OP unit was valued at \$13.50, the mid-point of the price range set forth on the cover page of this prospectus.
- (5) Reflects 33,333 shares of restricted common stock granted to Mr. Howell upon completion of this offering that will vest ratably on each of the first, second and third anniversaries of the completion of this offering. For purposes of this table, each share was valued at \$13.50, the mid-point of the price range set forth on the cover page of this prospectus.
- (6) Reflects payment for management services performed pursuant to a consulting agreement.
- (7) Reflects a cash bonus payable upon completion of this offering.
- (8) Reflects 14,536 shares of restricted common stock granted to Mr. Bobbitt upon completion of this offering, which will be issued under our 2010 Incentive Award Plan and will vest ratably on each of the first, second and third anniversaries of the completion of this offering. For purposes of this table, each share was valued at \$13.50, the mid-point of the price range set forth on the cover page of this prospectus.
- (9) Reflects 3,895 shares of restricted common stock granted to Ms. King upon completion of this offering, which will be issued under our 2010 Incentive Award Plan and will vest ratably on each of the first, second and third anniversaries of the completion of this offering. For purposes of this table, each share was valued at \$13.50, the mid-point of the price range set forth on the cover page of this prospectus.

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Pursuant to employment agreements with Messrs. Rollins, Hartnett and Howell, we have agreed to increase each such officer's salary to \$360,000 per year, effective on January 1, 2012. Pursuant to an employment agreement with Mr. Bobbitt, we have agreed to increase his salary to \$275,000 per year, effective on January 1, 2012.

**Initial Public Offering Grants of Plan-Based Awards**

The following table and accompanying footnotes set forth the material terms regarding the grant of restricted common stock to our named executive officers and certain other members of our management team under our 2010 Incentive Award Plan upon completion of this offering.

Name	Grant Date	Share or Unit Awards; Number of Shares or Units (#) <sup>(1)</sup>	Grant Date Fair Value <sup>(2)</sup>
Ted W. Rollins Co-Chairman of the Board and Chief Executive Officer			
Michael S. Hartnett Co-Chairman of the Board and Chief Investment Officer	(3)	150,000	\$ 2,025,000
Earl C. Howell President and Chief Operating Officer	(3)	33,333	\$ 449,996
Donald L. Bobbitt, Jr. Executive Vice President and Chief Financial Officer	(3)	14,536	\$ 196,236
Shannon N. King Executive Vice President and Chief Marketing Officer	(3)	3,895	\$ 52,583
All other employees as a group	(3)	9,889	\$ 133,502

(1) These grants of restricted common stock or restricted OP units, as the case may be, will vest ratably on each of the first, second and third anniversaries of the completion of this offering.

(2) The fair value of the grants of restricted common stock and restricted OP units are based on a per share/OP unit value of \$13.50, the mid-point of the price range set forth on the cover page of this prospectus.

(3) Grants will be effective on the date of completion of this offering.

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**Employment Agreements**

Upon completion of this offering, we will enter into employment agreements with each of our named executive officers. The employment agreements will provide for Mr. Rollins to serve as our chief executive officer, for Mr. Hartnett to serve as our chief investment officer, for Mr. Howell to serve as our president and chief operating officer, for Mr. Bobbitt to serve as an executive vice president and our chief financial officer and for Ms. King to serve as an executive vice president and our chief marketing officer. These employment agreements will require each of our named executive officers to devote their full business time attention, skill and efforts to our operations. The initial term of the employment agreements shall be three years for each of Messrs. Rollins and Hartnett, two years for each of Messrs. Howell and Bobbitt and one year for Ms. King. Each employment agreement will provide for automatic one-year extensions after the expiration of its term, unless either party provides at least three months notice of non-renewal.

The employment agreements will provide for:

an annual base salary of \$300,000 for each of Messrs. Rollins and Hartnett (which will increase to \$360,000, effective on January 1, 2012), \$260,000 for Mr. Howell (which will increase to \$360,000, effective on January 1, 2012), \$250,000 for Mr. Bobbitt (which will increase to \$275,000, effective on January 1, 2012) and \$200,000 for Ms. King, subject, in the case of Messrs. Rollins, Hartnett, Howell and Bobbitt, to increase in accordance with our normal executive compensation practices, and in the case of Ms. King, to modifications to her compensation and benefits commensurate with her assigned duties in the discretion of our chief executive officer, president and chief operating officer and our board of directors;

eligibility for annual cash performance bonuses determined by our board of directors, in accordance with the terms of our incentive compensation plan to be adopted by our board of directors, with potential bonuses ranging from 50% to 100% of base salary if performance targets are achieved;

eligibility to participate in our 2010 Incentive Award Plan;

a cash bonus of \$250,000, \$150,000 and \$150,000 for Messrs. Bobbitt, Howell and Weissman, respectively, that will be paid upon completion of this offering;

Mr. Rollins to receive 99,078 shares of restricted common stock on January 1, 2012 and 99,078 shares of restricted common stock on January 1, 2013 (worth approximately \$1.3 million and \$1.3 million, respectively, based on the mid-point of the price range set forth on the cover page of this prospectus; the actual trading price of our common stock on the date of each grant may be higher or lower than the amount used to estimate these amounts, and the foregoing amounts are not necessarily indicative of the compensation expense that we will recognize in connection with such grants); these shares will vest ratably on each of the first, second and third anniversaries of the date of grant;

Mr. Hartnett to receive 150,000 restricted OP units upon completion of this offering, 99,078 shares of restricted common stock on January 1, 2012 and 99,078 shares of restricted common stock on January 1, 2013 (worth approximately \$2.0 million, \$1.3 million and \$1.3 million, respectively, based on the mid-point of the price range set forth on the cover page of this prospectus; for awards scheduled to be granted in 2012 and 2013, the actual trading price of our common stock on the date of each grant may be higher or lower than the amount used to estimate these amounts, and the foregoing amounts are not necessarily indicative of the compensation expense that we will recognize in connection



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with such grants); these OP units and shares will vest ratably on each of the first, second and third anniversaries of the date of grant;

Mr. Howell to receive 33,333 shares of restricted common stock upon completion of this offering, 33,333 shares of restricted common stock on January 1, 2012 and 11,110 shares of restricted common stock on January 1, 2013 (worth approximately \$0.4 million, \$0.4 million and \$0.1 million, respectively, based on the mid-point of the price range set forth on the cover page of this prospectus; for awards scheduled to be granted in 2012 and 2013, the actual trading price of our common stock on the date of each grant may be higher or lower than the amount used to estimate these amounts, and the foregoing amounts are not necessarily indicative of the compensation expense that we will recognize in connection with such grants); these shares will vest ratably on each of the first, second and third anniversaries of the date of grant;

Mr. Bobbitt to receive 14,536 shares of restricted common stock upon completion of this offering, 8,056 vested shares of restricted common stock one year after the termination of the DCP in satisfaction of his vested awards that were outstanding under the DCP, 22,592 shares of restricted common stock on January 1, 2012 and 10,370 shares of restricted common stock on January 1, 2013 (worth approximately \$0.2 million, \$0.1 million, \$0.3 million and \$0.1 million, respectively, based on the mid-point of the price range set forth on the cover page of this prospectus; for awards scheduled to be granted in 2012 and 2013, the actual trading price of our common stock on the date of each grant may be higher or lower than the amount used to estimate these amounts, and the foregoing amounts are not necessarily indicative of the compensation expense that we will recognize in connection with such grants); these shares, other than the 8,056 shares which will vest immediately on the date of grant, will vest ratably on each of the first, second and third anniversaries of the date of grant;

Ms. King to receive 3,895 shares of restricted common stock upon completion of this offering, 7,989 vested shares of restricted common stock one year after the termination of the DCP in satisfaction of her vested awards that were outstanding under the DCP and 3,895 shares of restricted common stock on January 1, 2012 (worth approximately \$0.1 million, \$0.1 million and \$0.1 million, respectively, based on the mid-point of the price range set forth on the cover page of this prospectus; for awards scheduled to be granted in 2012, the actual trading price of our common stock on the date of each grant may be higher or lower than the amount used to estimate these amounts, and the foregoing amounts are not necessarily indicative of the compensation expense that we will recognize in connection with such grants); these shares, other than the 7,989 shares which will vest immediately on the date of grant, will vest ratably on each of the first, second and third anniversaries of the date of grant; and

participation in any other employee benefit plans, insurance policies or contracts maintained by us relating to retirement, health, disability, vacation, auto and other related benefits.

***Potential Payments Upon Termination or Change of Control***

The employment agreements will provide that if the agreement is terminated by us without cause or by the executive for good reason within 24 months following a change in control of us, (i) each of Messrs. Rollins and Hartnett will be entitled to a lump sum cash payment equal to three times the sum of his then current annual base salary plus the bonus paid to him in the prior year (or, if no bonus was paid, 50% of his target bonus for the current year), (ii) each of Messrs. Howell and Bobbitt will be entitled to a lump sum cash payment equal to two times the sum of his then current annual base salary plus the bonus paid to him in the prior year (or, if no



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bonus was paid, 50% of his target bonus for the current year) and (iii) Ms. King will be entitled to a lump sum cash payment equal to one-half times the sum of her then current base salary plus the bonus paid to her in the prior year (or, if no bonus was paid, 50% of her target bonus for the current year). In the event the agreement is terminated by us without cause or by the executive for good reason and not within 24 months following a change in control of us (i) each of Messrs. Rollins, Hartnett, Howell and Bobbitt will be entitled to a cash payment equal to two times the sum of his then current annual base salary plus the bonus paid to him in the prior year (or, if no bonus was paid, 50% of his target bonus for the current year) and (ii) Ms. King will be entitled to a cash payment equal to one-half times the sum of her then current annual base salary plus the bonus paid to her in the prior year (or, if no bonus was paid, 50% of her target bonus for the current year), payable in equal monthly installments over a period of 24 months after termination in the case of Messrs. Rollins, Hartnett, Howell and Bobbitt, and payable in equal monthly installments over a period of six months after termination in the case of Ms. King.

In addition, the employment agreements will provide that if the executive is terminated either by us without cause or by the executive for good reason, with or without a change in control of us, or if the executive retires at or after the age of 63, then any unvested equity awards granted to such named executive officer shall immediately vest.

The employment agreements will define cause as the (i) employee's act of gross negligence or misconduct that has the effect of injuring the business of us and our affiliates, taken as a whole, in any material respect, (ii) employee's conviction or plea of guilty or nolo contendere to the commission of a felony by employee, (iii) commission by the employee of an act of fraud or embezzlement against us or our affiliates or (iv) employee's willful breach of any material provision of his or her employment agreement or related confidentiality and non-compete agreement, that will be entered into contemporaneously with the employment agreement.

The employment agreements for each of Messrs. Rollins, Hartnett, Howell and Bobbitt will define good reason as (i) a material involuntary reduction in employee's duties or function, (ii) a material reduction in the employee's compensation package other than as mutually agreed, (iii) the employee's involuntary relocation to a principal place of work more than 30 miles from Charlotte, North Carolina or (iv) a material breach by us of our obligations under the applicable employment agreement, provided that the employee gives us notice of his belief that he has good reason to terminate the applicable employment agreement and we fail to cure the breach within 30 business days of receipt of the employee's notice. The employment agreement for Ms. King will define good reason as (i) the employee's involuntary relocation to a principal place of work more than 30 miles from Charlotte, North Carolina or (ii) a material breach by us of our obligations under the employment agreement, provided that the employee gives us notice of her belief that she has good reason to terminate the employment agreement and we fail to cure the breach within 30 business days of receipt of the employee's notice.

***Termination Payment Table***

The following table indicates the cash amounts and accelerated vesting that Messrs. Rollins, Hartnett, Howell and Bobbitt and Ms. King would be entitled to receive under various termination circumstances pursuant to the terms of their employment agreements. This table assumes that termination of the named executive officer occurred on December 31, 2009, however, the

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termination payments have been determined pursuant to the terms of the employment agreements that will become effective upon completion of this offering.

<b>Name and Termination Scenario</b>	<b>Cash Payment <sup>(1)</sup></b>	<b>Acceleration of Vesting of Restricted Common Stock/ Restricted OP Units <sup>(2)</sup></b>	<b>Total</b>
<b>Ted W. Rollins</b>			
Co-Chairman and Chief Executive Officer			
By company without cause or by employee for good reason (after a change in control)	\$ 1,350,000	\$	\$ 1,350,000
By company without cause or by employee for good reason (and without a change in control)	\$ 900,000	\$	\$ 900,000
<b>Michael S. Hartnett</b>			
Co-Chairman and Chief Investment Officer			
By company without cause or by employee for good reason (after a change in control)	\$ 1,350,000	\$ 2,025,000	\$ 3,375,000
By company without cause or by employee for good reason (and without a change in control)	\$ 900,000	\$ 2,025,000	\$ 2,925,000
<b>Earl C. Howell</b>			
President and Chief Operating Officer			
By company without cause or by employee for good reason (after a change in control)	\$ 780,000	\$ 449,996	\$ 1,229,996
By company without cause or by employee for good reason (and without a change in control)	\$ 780,000	\$ 449,996	\$ 1,229,996
<b>Donald L. Bobbitt, Jr.</b>			
Executive Vice President and Chief Financial Officer			
By company without cause or by employee for good reason (after a change in control)	\$ 750,000	\$ 196,236	\$ 946,236
By company without cause or by employee for good reason (and without a change in control)	\$ 750,000	\$ 196,236	\$ 946,236
<b>Shannon N. King</b>			
Executive Vice President and Chief Marketing Officer			
By company without cause or by employee for good reason (after a change in control)	\$ 150,000	\$ 52,583	\$ 202,583
By company without cause or by employee for good reason (and without a change in control)	\$ 150,000	\$ 52,583	\$ 202,583

(1) Assumes a targeted annual bonus for each of our named executive officers equal to 50% of his or her base salary. As no bonus was paid in the prior year, the named executive officer will be entitled to receive 50% of this

targeted bonus under the scenarios set forth below.

- (2) Amounts in this column reflect accelerated vesting of shares of restricted common stock granted pursuant to our 2010 Incentive Award Plan. For purposes of this table, each share of common stock and restricted OP unit was valued at \$13.50, the mid-point of the price range set forth on the cover page of this prospectus.

### **Confidentiality and Noncompetition Agreements**

Upon completion of this offering, we will enter into confidentiality and noncompetition agreements with each of our named executive officers under which they will agree not to, directly or indirectly: (i) engage in any business activities involving the development, construction,

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acquisition, sale, marketing 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 individually or as principal, partner, officer, director, consultant, contractor, 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 (provided, however, each of our named executive officers may, directly or indirectly, own, solely as an investment, securities of any competing entity that is publicly traded on a national or regional stock exchange or on the over-the-counter market, provided that such executive officer is not a controlling person of, or member of a group which controls, such entity and such executive officer does not, directly or indirectly, own 2% or more of any class of securities of any such entity).

Each of Messrs. Rollins, Hartnett, Howell and Bobbitt will be bound by the foregoing non-competition covenant for so long as he is serving in his capacity as a named executive officer and for a two-year tail period thereafter. Ms. King will be bound by a similar noncompetition covenant, but for a 180 day tail period after the end of her service as an executive vice president and our chief marketing officer.

In addition, pursuant to these agreements, each of our named executive officers will agree that, without the prior written consent of our board of directors, except to the extent required by an order of a court having jurisdiction or under subpoena from an appropriate government agency, in which event, such executive will use his best efforts to consult with our board of directors prior to responding to any such order or subpoena, and except as required in the performance of his duties under his employment agreement, they shall not disclose any confidential or proprietary trade secrets, customer lists, drawings, designs, information regarding product development, marketing plans, sales plans, manufacturing plans, management organization information, operating policies or manuals, business plans, financial records, packaging design or other financial, commercial, business or technical information either relating to us or that we may receive belonging to suppliers, customers or others who do business with us. This confidentiality obligation shall not apply to any information which is (i) known publicly, (ii) in the public domain at the time of execution of the agreements or thereafter enters the public domain without the breach of the executive officer's confidentiality obligation, (iii) known to the executive officer prior to the receipt of such information from us or (iv) disclosed to the executive officer by a third party not under an obligation of confidence to us after termination of their employment.

## **Indemnification Agreements**

Upon completion of this offering, we will enter into indemnification agreements with each of our executive officers and directors that will indemnify them to the maximum extent permitted by Maryland law. The indemnification agreements will provide that:

If a director or executive officer is a party or is threatened to be made a party to any threatened, pending or completed proceeding, other than a derivative proceeding by or in the right of us, by reason of the director's or executive officer's status as a director, officer or employee of us (or, if applicable, such other enterprise at which such director or executive officer is or was serving at our request), we must indemnify the director or executive officer against all judgments, penalties, fines and amounts paid in settlement and all expenses incurred by the director or executive officer or on behalf of the director or executive officer, in connection with such proceeding, unless it is 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;

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

with respect to any criminal 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 threatened, pending or completed derivative proceeding by or in the right of us to procure a judgment in our favor by reason of the director's or executive officer's status as a director or executive officer of us (or, if applicable, such other enterprise at which such director or executive officer is or was serving at our request), we must indemnify the director or executive officer for all amounts paid in settlement and all expenses incurred by him or her, or on his or her behalf, in connection with such proceeding, unless it is 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 services.

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 the director's or executive officer's status as a director, officer or employee of us, and the 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 the director or executive officer for all expenses incurred by him or her, or on his or her behalf, in connection with each successfully resolved claim, issue or matter, allocated on a reasonable and proportionate basis, including any claim, issue or matter in such a proceeding that is terminated by dismissal, with or without prejudice.

We must pay or reimburse 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 days following the date the director or executive officer submits such affirmations and evidence 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 SEC such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**2010 Incentive Award Plan**

Immediately prior to the consummation of this offering, we intend to adopt the 2010 Incentive Award Plan.

*Purpose.* The purposes of the 2010 Incentive Award Plan will be to attract and retain qualified persons upon whom, in large measure, our sustained progress, growth and profitability will depend, to motivate the participants to achieve long-term company goals and to more closely

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align the participants' interests with those of our other stockholders by providing them with a proprietary interest in our growth and performance.

*Eligibility.* The 2010 Incentive Award Plan permits the grant of incentive awards to our executive officers, employees, consultants and non-employee directors of us and our affiliates as determined by the compensation committee. No employee is eligible under the 2010 Incentive Award Plan for any award subject to Section 409A of the Internal Revenue Code that is a stock right (as such term is defined in 1.409A-1(c)(1)(H) of the Treasury Regulations) if the employee is eligible to receive a distribution of a stock right from the DCP subsequent to its termination until the date that is three years following the date that all necessary action was taken to irrevocably terminate and liquidate the DCP.

*Aggregate Shares.* Subject to adjustment as provided in the 2010 Incentive Award Plan, the aggregate number of shares of common stock reserved for issuance pursuant to awards granted under the 2010 Incentive Award Plan is 2,500,000. Upon completion of this offering, we will issue an aggregate of 94,988 restricted shares of common stock and 150,000 restricted OP units to our independent directors, certain named executive officers and certain other members of our management team, leaving 2,255,012 shares of common stock available for issuance under the plan. Additionally, we have reserved an aggregate of 521,238 shares of restricted common stock under the 2010 Incentive Award Plan for issuance (i) one year after the termination of the DCP in satisfaction of vested interests in awards that were outstanding under the DCP; and (ii) in 2012 and 2013 pursuant to employment agreements, to our named executive officers and certain other members of our management team, and, upon their issuance, we will have 1,733,774 shares of common stock available for issuance under the plan.

*Committed Awards.* Mr. Hartnett is to receive 150,000 restricted OP units (worth approximately \$2.0 million based on the mid-point of the price range set forth on the cover page of this prospectus) upon completion of this offering. Messrs. Rollins, Hartnett, Howell and Bobbitt and Ms. King, respectively, are to receive 198,156, 198,156, 77,776, 55,554, and 15,579 shares of restricted common stock, including shares to be issued upon completion of this offering, on January 1, 2012 and January 1, 2013 (worth approximately \$2.7 million, \$2.7 million, \$1.0 million, \$0.7 million and \$0.2 million, respectively, based on the mid-point of the price range set forth on the cover page of this prospectus; for awards scheduled to be granted in 2012 and 2013, the actual trading price of our common stock on the date of each grant may be higher or lower than the amount used to estimate these amounts, and the foregoing amounts are not necessarily indicative of the compensation expense that we will recognize in connection with such grants). We have also agreed to grant other members of our management team an aggregate of 37,670 shares of restricted common stock, including shares to be issued upon completion of this offering, on January 1, 2012 and in satisfaction of vested awards under the terminated DCP (worth approximately \$0.5 million based on the mid-point of the price range set forth on the cover page of this prospectus). Finally, we will grant to our independent directors an aggregate of 33,335 shares of restricted common stock upon completion of this offering (worth approximately \$0.5 million based on the mid-point of the price range set forth on the cover page of this prospectus; for awards scheduled to be granted in 2012 and 2013, the actual trading price of our common stock on the date of each grant may be higher or lower than the amount used to estimate these amounts, and the foregoing amounts are not necessarily indicative of the compensation expense that we will recognize in connection with such grants). For further information on the number of restricted shares of common stock granted and the vesting of these shares, see *Executive Compensation*, *Initial Public Offering*, *Grants of Plan-Based Awards* and *Employment Agreements* above.

*Administration.* The 2010 Incentive Award Plan will be administered by our compensation committee, which will interpret the plan and have broad discretion to select the eligible persons

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to whom awards will be granted, as well as the type, size and terms and conditions of each award, including the exercise price of stock options, the number of shares subject to awards and the expiration date of, and the vesting schedule or other restrictions applicable to, awards. The compensation committee may establish, adopt or revise any rules and regulations as it may deem advisable to administer the 2010 Incentive Award Plan. The board of directors may at any time administer the 2010 Incentive Award Plan. If it does so, it will have all the powers of the compensation committee.

*Permissible Awards.* The 2010 Incentive Award Plan allows us to grant the following types of awards:

options to purchase shares of common stock (non-qualified and incentive stock options);

SARs;

restricted stock and restricted stock units;

performance shares;

performance units;

dividend equivalents;

restricted OP units; and

other stock-based awards.

*Minimum Vesting Requirements.* Any award of stock (other than an option) granted under the 2010 Incentive Award Plan unrelated to the DCP will either (i) be subject to a minimum vesting period of three years (which may include graduated vesting within such three-year period), or one year if the vesting is based on performance criteria other than continued service, or (ii) be granted solely in exchange for foregone cash compensation.

*Stock Options.* The compensation committee is authorized to grant incentive stock options or non-qualified stock options under the 2010 Incentive Award Plan. The terms of an incentive stock option must meet the requirements of Section 422 of the Internal Revenue Code. The exercise price of an option may not be less than the fair market value of the underlying stock on the date of grant and no option may have a term of more than 10 years.

*Stock Appreciation Rights.* The compensation committee may also grant SARs. These provide the holder the right to receive the excess, if any, of the fair market value of one share of common stock on the date of exercise, over the base price of the SAR as determined by the compensation committee, which will not be less than the fair market value of one share of common stock on the grant date. SARs may be payable in cash or shares of common stock or a combination thereof. No SAR may be exercised more than 10 years from the grant date.

*Restricted Stock Awards.* The compensation committee may make awards of restricted stock to participants, which will be subject to such restrictions on transferability and other restrictions as the compensation committee may impose (including, without limitation, limitations on the right to vote restricted stock or the right to receive dividends, if any, on the restricted stock).

*Restricted Stock Units.* The compensation committee may make awards of restricted stock units to non-employee directors, which will be subject to such restrictions on transferability and other restrictions as the compensation committee may impose. Upon lapse of such restrictions, shares of common stock or cash may be issued to the

participant in settlement of the restricted stock units.



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*Performance Awards.* The compensation committee may grant performance awards that are designated in cash (performance units) or in shares of common stock (performance shares). The compensation committee will have the complete discretion to determine the number of performance awards granted to any participant and to set performance goals and other terms or conditions to payment of the performance awards in its discretion which, depending on the extent to which they are met, will determine the number and value of performance awards that will be paid to the participant.

*Dividend Equivalents.* The compensation committee is authorized to grant dividend equivalents to participants subject to such terms and conditions as may be selected by the compensation committee. Dividend equivalents entitle the participant to receive payments equal to dividends with respect to all or a portion of the shares of common stock subject to an award, as determined by the compensation committee.

*Restricted OP Units.* The compensation committee may grant awards of restricted units in our operating partnership to participants, which will be subject to such restrictions on transferability and other restrictions as the compensation committee may impose (including, without limitation, limitations on the right to vote restricted units or the right to receive dividends, if any, on the restricted units). Upon lapse of such restrictions, such units are convertible into shares of common stock.

*Other Stock-Based Awards.* The compensation committee may, subject to limitations under applicable law, grant to participants such other awards that are payable in, valued in whole or in part by reference to, or otherwise based on or related to shares of common stock as deemed by the compensation committee to be consistent with the purposes of the 2010 Incentive Award Plan, including, without limitation, shares of common stock awarded purely as a bonus and not subject to any restrictions or conditions, convertible or exchangeable debt securities, other rights convertible or exchangeable into shares of common stock, and awards valued by reference to book value of shares of common stock or the value of securities of or the performance of specified parents or subsidiaries. The compensation committee will determine the terms and conditions of any such awards, subject to the minimum vesting requirements discussed above.

*Performance Goals.* Options and SARs granted under the 2010 Incentive Award Plan will automatically qualify as performance-based awards that are fully deductible by us without regard to the \$1 million deduction limit imposed by § 162(m) of the Internal Revenue Code. The compensation committee may designate any other award under the 2010 Incentive Award Plan (such as, for example, a cash incentive bonus or restricted stock award) as a qualified performance-based award in order to make the award fully deductible under Internal Revenue Code § 162(m). If an award is so designated, the compensation committee must establish objectively determinable performance goals for the award based on one or more performance criteria, which may be expressed in terms of company-wide objectives or in terms of objectives that relate to the performance of a division, affiliate, region, department or function within us or an affiliate. Performance criteria may be specified in absolute terms, in percentages, or in terms of growth from period to period or growth rates over time, as well as measured relative to an established or specially created index of company competitors or peers. Performance criteria for qualified performance-based awards will be limited to specified levels or increases in:

earnings per share or other corporate measure;

profit (net profit, gross profit, operating profit, economic profit or other profit measures);

net income;

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revenue;

stock price or performance;

total stockholder return;

return measures (return on assets, capital, equity or revenue);

FFO;

EBITDA (earnings before interest, taxes, depreciation and amortization);

market share;

expenses;

business expansions or consolidation;

internal rate of return; and

planning accuracy.

For a qualified performance-based award, the compensation committee must establish such goals prior to the beginning of the period for which such performance goal relates (or such later date as may be permitted under applicable tax regulations) and the compensation committee may not increase any award or, except in the case of certain qualified terminations of employment, waive the achievement of any specified goal. Any payment of an award granted with performance goals will be conditioned on the written certification of the compensation committee in each case that the performance goals and any other material conditions were satisfied.

*Limitations on Transfer; Beneficiaries.* No award will be assignable or transferable by a participant other than by will or the laws of descent and distribution or, except in the case of an incentive stock option, pursuant to a qualified domestic relations order; provided, however, that the compensation committee may (but need not) permit other transfers where the compensation committee concludes that such transferability does not result in accelerated taxation, does not cause any option intended to be an incentive stock option to fail to qualify as such, and is otherwise appropriate and desirable. No award may be transferred for value. A participant may, in the manner determined by the compensation committee, designate a beneficiary to exercise the rights of the participant and to receive any distribution with respect to any award upon the participant's death.

*Acceleration Upon Certain Events.* Unless otherwise provided in an award agreement, if a participant is terminated without cause (as such terms are defined in the 2010 Incentive Award Plan) within 24 months after a change in control of us (as defined in the 2010 Incentive Award Plan), all of such participant's outstanding options and SARs will become fully vested and exercisable and all restrictions on his or her outstanding restricted stock awards will lapse. In each of the above cases except retirement, the compensation committee also may (but need not) waive the achievement of performance goals under the participant's Internal Revenue Code § 162(m) performance-based awards. The compensation committee may accelerate awards for any other reason. The compensation committee may discriminate among participants or among awards in exercising such discretion.



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*Termination of Employment.* Unless otherwise provided in an award agreement, all awards that are unvested, vested and unexercised shall automatically be forfeited if a participant's employment is terminated for cause as defined in the 2010 Incentive Award Plan. An option or SAR that is not vested on the date of a participant's termination of employment shall lapse. For options and SARs that are vested at termination of employment, the period for exercising the option or SAR shall end 90 days after termination of employment other than by reason of death, disability or retirement at or after age 65. If a participant terminates employment on account of disability, the exercise period shall end one year after termination of employment. If a participant terminates employment on account of death or dies during the applicable ninety-day or one-year period described above, the exercise period shall end one year after the date of the participant's death. If a participant terminates employment by reason of retirement on or after age 65, the exercise period shall be the original term of the option or SAR.

In the case of restricted stock and restricted stock units as to which the restrictions have not lapsed or any performance shares or performance units that have not been fully earned, the awards will be forfeited unless the compensation committee otherwise determines upon termination of employment other than on account of death, disability or retirement on or after age 65. Such awards shall become immediately vested and earned as of a participant's termination of employment on account of death or disability. For terminations on account of retirement at or after age 65, any such awards shall become vested and earned in proportion to the period of time from grant date to retirement to the total period in the original term of the award.

*Adjustments.* In the event of a stock-split, a stock dividend, or a combination or consolidation of the outstanding common stock into a lesser number of shares, the authorization limits under the 2010 Incentive Award Plan will automatically be adjusted proportionately, and the shares then subject to each award will automatically be adjusted proportionately without any change in the aggregate purchase price. In the event the common stock will be changed into or exchanged for a different number or class of shares of our stock or securities or of another corporation, the authorization limits under the 2010 Incentive Award Plan will automatically be adjusted proportionately, and there will be substituted for each such share of common stock, the number or class of shares into which each outstanding share of common stock will be so exchanged, all without any change in the aggregate purchase price.

*Termination and Amendment.* The board of directors or the compensation committee may, at any time and from time to time, terminate or amend the 2010 Incentive Award Plan without stockholder approval; but if an amendment to the 2010 Incentive Award Plan would, in the reasonable opinion of the board or the compensation committee, materially increase the benefits accruing to participants, materially increase the number of shares of stock issuable under the 2010 Incentive Award Plan, expand the types of awards, materially modify the requirements for eligibility, materially expand the term of the 2010 Incentive Award Plan, or otherwise constitute a material amendment requiring stockholder approval under applicable laws, policies or regulations, then such amendment will be subject to stockholder approval. In addition, the board or the compensation committee may condition any amendment on the approval of the stockholders for any other reason, including necessity or advisability under tax, securities or other applicable laws, policies or regulations. No termination or amendment of the 2010 Incentive Award Plan may adversely affect any award previously granted under the 2010 Incentive Award Plan without the written consent of the participant. The compensation committee may amend or terminate outstanding awards. However, such amendments may require the consent of the participant and, unless approved by the stockholders or otherwise permitted by the antidilution provisions of the 2010 Incentive Award Plan, the exercise price of an outstanding option may not be reduced, directly or indirectly, and the original term of an option may not be extended.

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*Certain Federal Tax Effects.*

Nonqualified Stock Options. There will be no federal income tax consequences to the optionee or to us upon the grant of a nonqualified stock option under the 2010 Incentive Award Plan. When the optionee exercises a nonqualified option, however, he or she will recognize ordinary income in an amount equal to the excess of the fair market value of the common stock received upon exercise of the option at the time of exercise over the exercise price, and we will be allowed a corresponding deduction. Any gain that the optionee realizes when he or she later sells or disposes of the option shares will be short-term or long-term capital gain, depending on how long the shares were held.

Incentive Stock Options. There typically will be no federal income tax consequences to the optionee or to us upon the grant or exercise of an incentive stock option. If the optionee holds the option shares for the required holding period of at least two years after the date the option was granted or one year after exercise, the difference between the exercise price and the amount realized upon sale or disposition of the option shares will be long-term capital gain or loss, and we will not be entitled to a federal income tax deduction. If the optionee disposes of the option shares in a sale, exchange, or other disqualifying disposition before the required holding period ends, he or she will recognize taxable ordinary income in an amount equal to the excess of the fair market value of the option shares at the time of exercise over the exercise price, and we will be allowed a federal income tax deduction equal to such amount. While the exercise of an incentive stock option does not result in current taxable income, the excess of the fair market value of the option shares at the time of exercise over the exercise price will be an item of adjustment for purposes of determining the optionee's alternative minimum taxable income.

Stock Appreciation Rights. A participant receiving a SAR will not recognize income, and we will not be allowed a tax deduction, at the time the award is granted. When the participant exercises the SAR, the amount of cash and the fair market value of any shares of common stock received will be ordinary income to the participant and we will be allowed as a corresponding federal income tax deduction at that time, subject to any applicable limitations under Internal Revenue Code § 162(m).

Restricted Stock. Unless a participant makes an election to accelerate recognition of the income to the date of grant as described below, the participant will not recognize income, and we will not be allowed a tax deduction, at the time a restricted stock award is granted. When the restrictions lapse, the participant will recognize ordinary income equal to the fair market value of the common stock as of that date (less any amount he or she paid for the stock), and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Internal Revenue Code § 162(m). If the participant files an election under Internal Revenue Code § 83(b) within 30 days after the date of grant of the restricted stock, he or she will recognize ordinary income as of the date of grant equal to the fair market value of the stock as of that date (less any amount paid for the stock), and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Internal Revenue Code § 162(m). Any future appreciation in the stock will be taxable to the participant at capital gains rates. However, if the stock is later forfeited, the participant will not be able to recover the tax previously paid pursuant to the Internal Revenue Code § 83(b) election.

Restricted Stock Units. The recipient will not recognize income, and we will not be allowed a tax deduction, at the time a restricted stock unit award is granted. Upon issuance of shares of common stock in settlement of a restricted stock unit award, the recipient will recognize ordinary income equal to the fair market value of the common stock as of that date (less any amount he or she paid for the stock), and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Internal Revenue Code § 162(m).

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**Restricted OP Units.** Unless a participant makes an election to accelerate recognition of the income to the date of grant as described below, the participant will not recognize income, and we will not be allowed a tax deduction, at the time a restricted OP unit award is granted. When the restrictions lapse, the participant will recognize ordinary income equal to the fair market value of the unit (generally, the value of the common stock into which the unit could be converted into as of that date, and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Internal Revenue Code § 162(m). If the participant files an election under Internal Revenue Code § 83(b) within 30 days after the date of grant of the restricted OP unit, he or she will recognize ordinary income as of the date of grant equal to the fair market value of the units as of that date, and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Internal Revenue Code § 162(m). Any future appreciation in the value of a unit for which such an election is made will be taxable to the participant at capital gains rates. However, if the units are later forfeited, the participant will not be able to recover the tax previously paid pursuant to the Internal Revenue Code § 83(b) election.

**Performance Awards.** A participant generally will not recognize income, and we will not be allowed a tax deduction, at the time performance awards are granted, so long as the awards are subject to a substantial risk of forfeiture. When the participant receives or has the right to receive payment of cash or shares under the performance award, the cash amount of the fair market value of the shares of stock will be ordinary income to the participant, and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Internal Revenue Code § 162(m).

**Pension Benefits**

None of our employees, including our named executive officers, participates in or has account balances in qualified or non-qualified defined benefit plans sponsored by us.

**Nonqualified Deferred Compensation**

None of our employees, including our named executive officers, participates in or has account balances in non-qualified defined contribution plans or other deferred compensation plans maintained by us.

**Table of Contents****PRINCIPAL STOCKHOLDERS**

The following table sets forth the beneficial ownership of shares of our common stock and OP units for (i) each person who is expected to be the beneficial owner of 5% or more of the outstanding common stock and OP units immediately following the consummation of this offering, (ii) directors, proposed directors and the named executive officers and (iii) all directors, proposed directors and named executive officers as a group. This table assumes that this offering and our formation transactions are completed. Unless otherwise indicated, each person named in the table has sole voting and investment power with respect to all of the shares of our common stock shown as beneficially owned by such person. Furthermore, unless otherwise indicated, the address of each named person is c/o Campus Crest Communities, Inc., 2100 Rexford Road, Suite 414, Charlotte, NC 28211.

Name of Beneficial Owner	Number of Shares and OP Units Beneficially Owned	Percent of All Shares and OP Units (1)
Ted W. Rollins <sup>(2)</sup>	232,593	*
Michael S. Hartnett <sup>(2)(3)</sup>	382,593	1.3%
Earl C. Howell <sup>(4)</sup>	33,333	*
N. Anthony Coles <sup>(5)</sup>	6,667	*
Richard S. Kahlbaugh <sup>(5)</sup>	6,667	*
Denis L. McGlynn <sup>(5)</sup>	6,667	*
William G. Popeo <sup>(5)</sup>	6,667	*
Daniel L. Simmons <sup>(5)</sup>	6,667	*
Donald L. Bobbitt, Jr. <sup>(4)</sup>	14,536	*
Shannon N. King <sup>(4)</sup>	3,895	*
All directors, director nominees and named executive officers as a group (10 persons)	467,692	1.6%

\* Represents less than one percent of the number of shares of common stock outstanding on a fully diluted basis upon completion of this offering.

(1) Assumes a total of 28,428,321 shares of common stock and 435,593 OP units are outstanding immediately following this offering.

(2) Includes 232,593 shares of common stock that may be issued in exchange for 232,593 OP units held by MXT Capital. MXT Capital is wholly-owned and controlled by Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, and certain members of their families.

(3) Includes 150,000 restricted OP units. See Management 2010 Incentive Award Plan Restricted OP Units.

(4) Represents shares of restricted common stock granted to certain of our executive officers. See Management 2010 Incentive Award Plan Restricted Stock Awards.

- (5) We will grant 6,667 shares of restricted common stock to each independent director upon completion of this offering which will rest ratably over five years on each anniversary of the date of the grant.



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**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

**Contribution Agreement with MXT Capital**

We and MXT Capital have entered into a contribution agreement pursuant to which our operating partnership will pay to MXT Capital approximately \$3.3 million (which will immediately be used to make capital contributions to certain entities, which will in turn immediately use such capital contributions solely to repay indebtedness) and will issue to MXT Capital 232,593 OP units in exchange for MXT Capital's contribution to our operating partnership of the interests owned by MXT Capital in the predecessor entities and its student housing business.

**Other Formation Transactions with MXT Capital**

Campus Crest Group will distribute to MXT Capital its interests in two parcels of land consisting of 20.2 acres, with associated indebtedness of approximately \$1.9 million, on which we have decided not to build student housing properties. MXT Capital has agreed not to build student housing properties on these parcels in the future.

In addition, Campus Crest Group will distribute to MXT Capital its interest in an entity that will own a minority interest in a 1999 Pilatus PC-12 single-engine turboprop airplane. Upon completion of this offering, we will lease this aircraft on payment terms structured to equal our pro rata carrying and operating costs of the aircraft based on our actual usage.

**Contribution Agreement with the Ricker Group**

We and Carl H. Ricker, Jr. have entered into a contribution agreement pursuant to which we will pay the Ricker Group approximately \$17.4 million of the net proceeds from this offering in exchange for the Ricker Group's contribution to our operating partnership of the interests owned by the Ricker Group in the predecessor entities and in the entities that have entered into ground leases with us relating to eight properties.

**Leased Aircraft**

Upon completion of this offering and our formation transactions, we will lease two aircraft from entities in which Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, have indirect minority interests. A company in which Carl H. Ricker, Jr. has an interest owns a majority interest in one of the lessors. Our payments under the leases are structured to equal our pro rata carrying and operating costs of the aircraft based on our actual usage. As such, it is not expected that the lessors of the aircraft will receive any material profit from the lease payments.

**Repayment of Indebtedness**

Approximately \$6.0 million of the net proceeds from this offering will be used to repay indebtedness owed by us to RHR, LLC, an entity owned by MXT Capital and the Ricker Group. RHR, LLC will, in turn, immediately repay an equal amount of indebtedness owed by it to an unaffiliated third party on substantially the same terms and conditions as the loan from RHR, LLC to us. In addition, approximately \$4 million of the net proceeds from this offering will be used to repay our indebtedness to Capital Bank, an entity in which the Ricker Group has an ownership interest and of which Carl H. Ricker, Jr. is a director.



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### **Release of Personal Guarantees**

Each of Ted W. Rollins, Michael S. Hartnett and Carl H. Ricker, Jr. will be released from certain personal guarantees with respect to mortgage and construction indebtedness with an aggregate principal amount of approximately \$243.3 million in the case of each of Messrs. Rollins and Hartnett and approximately \$205.9 million in the case of Mr. Ricker, and from personal guarantees with respect to the RHR, LLC and Capital Bank indebtedness and the MXT Capital indebtedness described above. Each of Messrs. Rollins and Hartnett will be released from certain personal guarantees with respect to the preferred membership interest in CC-Encore.

### **Tax Protection Agreement**

MXT Capital will enter into a tax protection agreement with us. Pursuant to the tax protection agreement, we will agree to maintain a minimum level of indebtedness of \$56.0 million throughout the ten-year tax protection period in order to allow a sufficient amount of debt to be allocable to MXT Capital to avoid certain adverse tax consequences. If we fail to maintain such minimum indebtedness throughout the ten-year tax protection period, we will be required to make indemnifying payments to MXT Capital, in an amount equal to the federal, state and local taxes, if any, imposed on its members as a result of any income or gain recognized by them by reason of such failure. The amount of such taxes will be computed based on the highest applicable federal, state and local marginal tax rates, as well as any grossed up taxes imposed on such payments. This requirement may restrict our ability to reduce leverage when we otherwise might wish to do so and generally reduce our flexibility in managing our capital structure. The tax protection agreement will not require us to make indemnifying payments to MXT Capital by reason of any built-in gain allocated to its members upon the disposition of any of our properties.

### **Registration Rights Agreement**

We will enter into a registration rights agreement with MXT Capital pursuant to which we will agree, among other things, to register the resale of any common stock that may be exchanged for the OP units issued in our formation transactions. This agreement requires us to seek to register all common stock that may be exchanged for OP units effective as of that date which is 12 months following completion of this offering on a shelf registration statement under the Securities Act. We will also grant the holders of OP units the right to include such common stock in any registration statements we may file in connection with any future public offerings, subject to the terms of the lock-up agreements described herein and subject to the right of the underwriters of those offerings to reduce the total number of such shares of common stock to be sold by selling shareholders in those offerings.

In connection with this offering, we intend to file a registration statement on Form S-8 to register the total number of shares of common stock that may be issued under our 2010 Incentive Award Plan.

### **Initial Public Offering Bonus Payments**

Upon completion of this offering we have agreed to pay to Donald L. Bobbitt, Jr., an executive vice president and our chief financial officer, Earl C. Howell, our president and chief operating officer, and Howard J. Weissman, a senior vice president and our corporate controller, cash bonuses of \$250,000, \$150,000 and \$150,000, respectively.

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### **Employment Agreements**

We will enter into employment agreements with our named executive officers as described in

Management Employment Agreements that will become effective upon completion of this offering. These agreements provide for salary, bonuses and other benefits, including, potentially, severance benefits upon a termination of employment, as well as for grants of shares of restricted stock and cash bonuses. For a full summary of these agreements, see Management Employment Agreements.

### **Director Compensation**

We will pay a \$10,000 annual director's fee to each of our independent directors in cash. Each independent director will also receive a fee of \$2,500 for attendance at every in-person meeting of our board of directors and committee of our board of directors and a fee of \$1,000 for attendance at every telephonic meeting of our board of directors and committee of our board of directors, up to a maximum of \$15,000 per year. We will also pay additional annual fees to the chairs of our audit committee, compensation committee and nominating and corporate governance committee. In addition, we will grant 6,667 shares of restricted common stock to each of our independent directors which will vest ratably over five years on each anniversary of the date of the grant. For a full summary of the compensation payable to our directors, see Management Director Compensation.

### **Indemnification**

Our charter and our bylaws obligate us to indemnify each of our officers and directors who are made or threatened to be made a party to any proceeding by reason of his or her service in that capacity, and to pay or reimburse his or her reasonable expenses in advance of the final disposition of such a proceeding, to the maximum extent permitted by Maryland law. Our charter and bylaws also permit us to provide such indemnification and advancement of expenses to individuals who served our predecessor entities as an officer or director, as well as the right to provide indemnification and advancement of expenses to any employee or agent of such entities or us. In addition, the partnership agreement includes provisions providing for the indemnification of us as the general partner, and our directors, officers, employees and agents in connection with such proceedings. Finally, we intend to enter into agreements with our directors and executive officers providing for indemnification and advancement or reimbursement of the expenses of such directors and officers, to the maximum extent permitted by Maryland law, in connection with such proceedings.

### **Grants of Awards Under Our 2010 Incentive Award Plan**

Under our 2010 Incentive Award Plan the aggregate number of shares of common stock reserved for issuance pursuant to equity-based awards is 2,500,000, which represents approximately 8.7% of our issued and outstanding common stock (on a fully-diluted basis and excluding shares to be sold pursuant to the exercise in full of the underwriters' overallotment option).

We intend to grant an aggregate of 94,988 restricted shares of common stock to our independent directors, certain of our executive officers and certain members of our management team and 150,000 restricted OP units to Mr. Hartnett, under our 2010 Incentive Award Plan, representing approximately 0.9% of our issued and outstanding common stock (on a fully-diluted basis after giving effect to the shares issued in this offering but excluding any shares to be sold pursuant to the underwriters' exercise of their overallotment option). Additionally, we have reserved an aggregate of 521,238 shares of restricted common stock under the 2010 Incentive Award Plan for issuance (i) one year after the termination of the DCP in satisfaction of vested interests in awards that were outstanding under the DCP; and (ii) in 2012 and 2013 pursuant to employment



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agreements, to our named executive officers and certain other members of our management team. For information regarding these grants and their vesting terms, see Management Executive Compensation. Distributions payable on these awards will accrue and be paid to the holder upon the vesting of such awards.

**Review and Approval of Future Transaction with Related Persons**

Upon completion of this offering and our formation transactions, we will adopt a written policy for the review and approval of related person transactions requiring disclosure under Rule 404(a) of Regulation S-K. We expect this policy to provide that the nominating and corporate governance committee will be responsible for reviewing and approving or disapproving all interested transactions, meaning any transaction, arrangement or relationship in which (i) the amount involved may be expected to exceed \$120,000 in any fiscal year, (ii) we will be a participant and (iii) a related person has a direct or indirect material interest. A related person will be defined as an executive officer, director or nominee for election as director, or a greater than 5% beneficial owner of our common stock, or an immediate family member of the foregoing. The policy may deem certain interested transactions to be pre-approved.

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**STRUCTURE AND FORMATION**

**Our Organizational Structure**

We were formed as a Maryland corporation on March 1, 2010. We are a self-managed, self-administered and vertically-integrated developer, builder, owner and manager of high-quality, purpose-built student housing. Our operating partnership was formed as a Delaware limited partnership on March 4, 2010. Through our wholly-owned subsidiary, Campus Crest Communities GP, LLC, we are the sole general partner of our operating partnership, and we will conduct substantially all of our business through our operating partnership. Upon completion of this offering and our formation transactions, we will own a 98.5% limited partnership interest in our operating partnership. MXT Capital, which is wholly-owned and controlled by Ted W. Rollins, our co-chairman and chief executive officer, and Michael S. Hartnett, our co-chairman and chief investment officer, and certain members of their families, will own a 0.8% limited partnership interest in our operating partnership. Mr. Hartnett, in addition to his indirect ownership interest in our operating partnership through his ownership interest in MXT Capital, will own a 0.5% interest in our operating partnership. Certain third-party investors, who owned interests in our predecessor entities prior to the consummation of our formation transactions, will in the aggregate own a 0.2% limited partnership interest in our operating partnership.

**The Operating Partnership**

Upon completion of this offering and our formation transactions, we will own substantially all of our wholly-owned properties and conduct substantially all of our operations through our operating partnership. We will contribute the net proceeds from this offering to our operating partnership in exchange for OP units therein. Our interest in our operating partnership will entitle us to share in cash distributions from, and in the profits and losses of, our operating partnership in proportion to our percentage ownership. Because the sole general partner of our operating partnership is our wholly-owned subsidiary, we will generally have the exclusive power to manage and conduct the business of the operating partnership, subject to certain limited approval and voting rights of the other limited partners described more fully below in Our Operating Partnership and the Partnership Agreement. Accordingly, our board of directors will manage our affairs by directing the affairs of our operating partnership.

**The Services Companies**

In order to qualify as a REIT, a specified percentage of our gross income must be derived from real property sources, which would generally exclude our income from providing development, construction and management services to third parties as well as our income from certain services afforded student-tenants in our owned properties. See Federal Income Tax Considerations Taxation of Our Company. Therefore, we will conduct our development, construction and management services through The Grove Student Properties, Inc., Campus Crest Construction, Inc. and Campus Crest Development, Inc., respectively, which we refer to collectively as the Services Companies and each individually as a Services Company. Each of the Services Companies will elect, together with us, to be treated as our TRS. Each of our Services Companies will be wholly-owned and controlled by our operating partnership. The income earned by each Services Company will be subject to regular federal corporate income or franchise tax and state and local income tax where applicable and will therefore be subject to an additional level of tax as compared to the income earned from our properties.

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**Formation Transactions**

Prior to our formation transactions, all of the interests in our properties were owned by Campus Crest Group and third-party investors, including the Ricker Group and HSRE. The formation transactions will result in the contribution by MXT Capital, the Ricker Group and certain third-party investors to our operating partnership of the limited liability company and limited partnership interests in the entities that make up the business, interests and related properties of our predecessor entities.

The amount of cash and OP units that we will pay, or issue, in exchange for the interests in our predecessor entities was determined by our executive officers based on a capitalization rate analysis, an internal rate of return analysis, an assessment of the fair market value of the properties and the consideration of other factors, such as per bed value and the liquidation preference with respect to certain interests. No single factor was given greater weight than any other in valuing the properties, and the values attributed to the properties do not necessarily bear any relationship to the book value for the applicable property. We did not obtain any recent third-party property appraisals of the properties to be contributed to us in our formation transactions, or any other independent third-party valuations or fairness opinions in connection with our formation transactions. As a result, the consideration we pay for these properties and other assets in our formation transactions may exceed their fair market value.

Immediately upon completion of this offering, we will engage in the following formation transactions, which are designed to:

consolidate the ownership of our properties and the student housing business of Campus Crest Group into our operating partnership and its wholly-owned subsidiaries;

complete the repayment of all amounts outstanding under our mortgage loan with Silverton Bank that is currently secured by six of our properties (as described in this prospectus, we will repay, in aggregate, approximately \$287.1 million of indebtedness with the (i) net proceeds from this offering and (ii) \$18.6 million borrowed under our revolving credit facility);

facilitate this offering; and

enable us to qualify as a REIT for federal income tax purposes commencing with our taxable year ending December 31, 2010.

Set forth below is an overview of our formation transactions:

Pursuant to the terms of a contribution agreement, MXT Capital will contribute to our operating partnership its entire student housing business, which is principally comprised of The Grove Student Properties, Campus Crest Development and Campus Crest Construction, and all of its ownership interests in each of our 21 wholly-owned properties and each of our six joint venture properties. In exchange, MXT Capital will receive approximately \$3.3 million (which will immediately be used to make capital contributions to certain entities, which will in turn, immediately use such capital contributions solely to repay indebtedness) and 232,593 OP units, representing a 0.8% limited partnership interest in our operating partnership.

In its contribution agreement, MXT Capital provides us with certain real estate, ownership and operational representations, warranties and covenants. These representations and warranties relate to, among other things, ownership of the assets to be contributed to us,





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MXT Capital's authority to enter into the contribution agreement, the absence of litigation relating to the interests to be contributed, the existence of required permits and consents, tax matters and real estate matters. MXT Capital has also covenanted not to sell any of the assets to be contributed pursuant to the contribution agreement, or permit entities through which it holds the assets to be contributed to engage in material transactions not in the ordinary course of business (in each case, other than pursuant to the contribution agreement) or to permit any such entity to make any distributions or pay any dividends.

MXT Capital will indemnify us with respect to losses resulting from breaches of its representations, warranties and covenants and for any real estate transfer or mortgage recording tax liabilities that we may incur. These indemnification obligations generally are subject to a \$250,000 deductible and capped at an amount equal to the aggregate equity consideration received by MXT Capital pursuant to the contribution agreement (other than the tax liability indemnity, which is not subject to either the deductible or the cap) and are generally limited to claims brought within 18 months from the completion of this offering (with certain claims surviving indefinitely).

Campus Crest Group will distribute to MXT Capital its interests in two parcels of land consisting of 20.2 acres, with associated indebtedness of approximately \$1.9 million, on which we have decided not to build student housing properties. MXT Capital has agreed not to build student housing properties on these parcels in the future. Campus Crest Group will not receive any consideration from this transaction other than the release of the indebtedness associated with the two parcels and MXT Capital's agreement regarding the use of the parcels in the future.

Campus Crest Group will distribute to MXT Capital its interest in an entity that will own a minority interest in a 1999 Pilatus PC-12 single-engine turboprop airplane. Upon completion of this offering, we will lease this aircraft on payment terms structured to equal our pro rata carrying and operating costs of the aircraft based on our actual usage.

Pursuant to the terms of a contribution agreement, the Ricker Group will contribute to our operating partnership all of its ownership interests in each of our 21 wholly-owned properties, as well as all of its ownership interests in The Grove at Moscow and The Grove at San Angelo. In addition, it will contribute its entire ownership interest in the entities that own fee interests in The Grove at Murfreesboro, The Grove at Stephenville, The Grove at Cheney, The Grove at Troy, The Grove at Waco, The Grove at Jonesboro, The Grove at Wichita and The Grove at Wichita Falls, all of which were subject to ground leases with the Ricker Group prior to the completion of our formation transactions. In exchange, the Ricker Group will receive approximately \$17.4 million.

In its contribution agreement, the Ricker Group provides us with certain ownership and limited real estate and operational representations, warranties and covenants. These representations and warranties relate to, among other things, ownership of the interests to be contributed to us, the Ricker Group's authority to enter into the contribution agreement, the absence of litigation relating to the interests to be contributed, the existence of required permits and consents, tax matters and real estate matters. The Ricker Group has also covenanted not to sell any of the interests to be contributed pursuant to the contribution agreement, or permit entities through which it holds the interests to be contributed to engage in material transactions not in the ordinary course of business (in each case, other than pursuant to the contribution agreement) or to permit any such entity to make any distributions or pay any dividends. The Ricker Group will indemnify us with respect to losses resulting from breaches of its representations, warranties and covenants.

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These indemnification obligations generally are subject to a \$250,000 deductible and capped at an amount equal to the aggregate consideration received by the Ricker Group pursuant to the contribution agreement with respect to certain ownership matters and \$7.5 million with respect to all other matters and are generally limited to claims brought within 18 months from the completion of this offering (with certain claims surviving indefinitely).

Pursuant to the terms of contribution agreements and purchase and sale agreements, certain third-party investors will contribute to our operating partnership all of their ownership interests in The Grove at Abilene, The Grove at Asheville, The Grove at Carrollton, The Grove at Cheney, The Grove at Ellensburg, The Grove at Greeley, The Grove at Jacksonville, The Grove at Jonesboro, The Grove at Lubbock, The Grove at Las Cruces, The Grove at Mobile-Phase I, The Grove at Mobile-Phase II, The Grove at Nacogdoches and The Grove at Wichita. In exchange, these third-party investors will receive approximately \$10.7 million and 53,000 OP units, representing a 0.2% limited partnership interest in our operating partnership. Under the terms of these agreements, these third-party investors will also provide us with certain limited representations and warranties with respect to their ownership interests being contributed to our operating partnership, including the authority to enter into the agreement, the absence of claims or litigation involving the contributed interest and the obtaining of any necessary consents to the contribution of the interests. The third-party investors also provide covenants under the agreements, including not to transfer or dispose of any of the interests to be contributed, and will indemnify us for any losses resulting from breaches of their representations, warranties and covenants.