

Education Realty Trust, Inc.

Form 8-K/A

July 21, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 21, 2006 (January 6, 2006)**

**Education Realty Trust, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of  
Incorporation or organization)

**001-32417**

(Commission File Number)

**20-1352180**

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

**530 Oak Court Drive, Suite 300, Memphis, Tennessee**

(Address of Principal Executive Offices)

**38117**

(Zip Code)

**(901) 259-2500**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Explanatory Note:** On January 12, 2006, Education Realty Trust, Inc. (which may be referred to as the Registrant, Company, we, our, and us ) filed a Current Report on Form 8-K relating to our acquisition of thirteen student housing properties (the Acquired Properties ) from Place Properties, L.P., a Tennessee limited partnership ( Place ), and Place Mezz Borrower, LLC, an affiliate of Place. On January 25, 2006, the Company filed a Form 8-K/A, amending the previous Form 8-K to provide the required financial statements with respect to the Acquired Properties. In order to comply with the financial statement requirements related to registration statements under the Securities Act of 1933, the Company hereby amends Item 9.01 of our Current Report on Form 8-K filed on January 12, 2006 (as amended by the Form 8-K/A filed on January 25, 2006), for the purpose of updating the financial statements and pro forma financial information in accordance with Article 11 of Regulation S-X.

**Item 9.01 Financial Statements and Exhibits.**

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(c) Shell Company Transactions.	
Not applicable.	
(d) Exhibits.	
Not applicable.	

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Education Realty Trust, Inc.  
Memphis, Tennessee

We have audited the accompanying combined statements of certain revenues and certain expenses of the Place Portfolio for the year ended December 31, 2005. This financial statement is the responsibility of Place Portfolio's management. Our responsibility is to express an opinion on this combined financial statement based on our audit. We conducted our audit in accordance with generally accepted auditing standards as established by the Auditing Standards Board (United States) and in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the combined financial statement is free of material misstatement. The Place Portfolio is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Place Portfolio's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the combined financial statement, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The accompanying combined statement of certain revenues and certain expenses of the Place Portfolio was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in Form 8-K/A of Education Realty Trust, Inc. and is not intended to be a complete presentation of Place Portfolio's revenues and expenses.

In our opinion, the combined statement of certain revenues and certain expenses presents fairly, in all material respects, the combined certain revenues and certain expenses of the Place Portfolio as described in Note 1 for the year ended December 31, 2005 in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP  
Memphis, Tennessee  
July 20, 2006

**Place Portfolio**  
**Combined statement of certain revenues and certain expenses**  
**For the year ended December 31, 2005**  
**(Dollars in thousands)**

Certain revenues:

Rental income

\$ 23,056

See accompanying notes.

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**Place Portfolio**  
**Notes to combined statement of certain revenues and certain expenses**  
**Year ended December 31, 2005**  
**(Dollars in thousands)**

**1. Basis of presentation**

The accompanying combined statement of certain revenues and certain expenses includes the combined operations for the period presented of thirteen student-housing rental properties known as the Place Portfolio. On January 6, 2006, Education Realty Operating Partnership, L.P., a Delaware limited partnership (the "Operating Partnership") which is the operating partnership subsidiary of Education Realty Trust, Inc., a Maryland corporation, purchased the Place Portfolio for a contract price of approximately \$195,000 in cash, partnership units, and assumed liabilities and debt from Place Properties, L.P., a Tennessee limited partnership, and Place Mezz Borrower, LLC, an affiliate (collectively referred to as "Place"). Prior to the acquisition, each property was owned by a special purpose entity, each of which was a separate wholly-owned limited liability company or limited partnership subsidiary of Place. The acquisition was effected through the Operating Partnership's acquisition of all of the membership or partnership interests of each special purpose entity. The accompanying statement was prepared on a combined basis as the thirteen properties were commonly owned and managed by Place.

The accompanying combined statement of certain revenues and certain expenses for the year ended December 31, 2005 was prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for the acquisition of real estate properties. The combined statement of certain revenues and certain expenses is not intended to be a complete presentation of the actual operations of the properties for the year ended December 31, 2005 as certain expenses which may not be comparable to the expenses to be incurred in the proposed future operations of the Place Portfolio have been excluded. Expenses excluded consist of interest expense, management fees, depreciation, amortization, and certain corporate expenses not directly related to the future operations of the Place Portfolio. In the opinion of management of the Place Portfolio, all adjustments considered necessary for a fair presentation have been included.

The Place Portfolio includes 5,894 beds and consists of the following properties:

<b>Property</b>	<b>City</b>	<b>State</b>	<b>University</b>
Troy Place	Troy	AL	Troy State University
Jacksonville Place	Jacksonville	AL	Jacksonville State University
Statesboro Place	Statesboro	GA	Georgia Southern University
Macon Place	Macon	GA	Macon State University
Clayton Place I and II	Morrow	GA	Clayton College and State University
Carrollton Place	Carrollton	GA	State University of West Georgia
River Place	Carrollton	GA	State University of West Georgia
Murray Place	Murray	KY	Murray State University
Western Place	Bowling Green	KY	Western Kentucky University
Cape Place	Cape Girardeau	MO	SE Missouri State University

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Clemson Place	Clemson	SC	Clemson University
Berkeley Place	Clemson	SC	Clemson University
Martin Place	Martin	TN	University of Tennessee at Martin

## 2. Summary of significant accounting policies

### Revenue recognition

Rental income is comprised of all activities related to leasing activities. Students are required to execute lease contracts with payment schedules that are generally for a term of twelve months or less. Receivables from tenants are recorded when due from residents and revenue is recognized on a straight line basis over the term of the lease agreement.

The future minimum rental income to be received, based on leases in place at December 31, 2005, is approximately \$13,554.

### Allowance for doubtful accounts

Management monitors the creditworthiness of its tenants on an on-going basis and records a reserve against the related accounts receivable when appropriate.

### Property operating expenses

Property operating expenses represent the direct expenses of operating the properties and consist primarily of common area maintenance, bad debts, security, utilities, insurance, advertising and promotion, general and administrative, and other operating expenses that are expected to continue in the ongoing operation of the properties.

### Capitalization

Expenditures for ordinary maintenance and repairs are expensed as incurred and significant renovations and improvements that improve and/or extend the useful life have been capitalized.

### Use of estimates

The preparation of the combined statement of certain revenues and certain expenses in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of certain revenues and certain expenses. Actual results could differ from those estimates.

### Commitments and contingencies

In the normal course of business, the Place Portfolio is subject to claims, lawsuits, and legal proceedings. While it is not possible to ascertain the ultimate outcome of such matters, in management's opinion, the liabilities, if any, in excess of the amounts provided or covered by insurance, are not expected to have a material adverse effect on the results of operations.

## 3. Subsequent event

As discussed in Note 1, on January 6, 2006, the Place Portfolio was acquired by the Operating Partnership of Education Realty Trust, Inc. pursuant to a Contribution Agreement. The acquisition was effected through the Operating Partnership's acquisition of all the membership or partnership interests of each special purpose entity that previously held the interests. The Operating Partnership paid a total purchase price of \$205,117, including closing costs of approximately \$7,960. Consideration included; 36,954 partnership units valued at \$500, approximately \$105,102 in cash including closing costs, assumed liabilities of \$855, and assumption of the following interest-only mortgage debt of approximately \$98,660:

Property	Principal Amount	Loan Origination date	Maturity date	Interest rate	Monthly interest payment
Troy Place	\$ 9,440	12/2004	12/2009	6.439%	\$ 51
Jacksonville Place	11,120	12/2004	12/2009	6.439%	60
Macon Place	7,440	12/2004	12/2009	6.439%	40
Clayton Place I and II	24,540	12/2004	12/2009	6.439%	132



<b>Property</b>	<b>Principal Amount</b>	<b>Loan Origination date</b>	<b>Maturity date</b>	<b>Interest rate</b>	<b>Monthly interest payment</b>
River Place	13,680	12/2004	12/2009	6.439%	73
Murray Place	6,800	12/2004	12/2009	6.439%	36
Cape Place	8,520	12/2004	12/2009	6.439%	46
Clemson Place	8,160	12/2004	12/2009	6.439%	44
Martin Place	8,960	12/2004	12/2009	6.439%	48

At the closing of the acquisition, a lease agreement was entered into whereby Place (the Lessee ) will lease each of the acquired properties for an initial term of five years, effective as of January 1, 2006. The agreement provides for the Lessee to pay the Operating Partnership base rent in the aggregate amount of approximately \$13,736 per year during the initial term. The Lessee also will be required to pay the Operating Partnership additional rent under certain circumstances as described in the agreement. The Lessee is also required to maintain a letter of credit in the amount of \$5,000 to secure its obligation to pay rent to the Operating Partnership during the initial term of the lease agreement. At the end of the initial term of the agreement, the Lessee may be entitled to terminate the letter of credit.

**EDUCATION REALTY TRUST, INC.**  
**UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following unaudited pro forma condensed consolidated financial statements as of and for the year ended December 31, 2005 are presented as if Education Realty Trust, Inc. and Subsidiaries (the Company) had acquired the Place Portfolio as of December 31, 2005 for the pro forma condensed consolidated balance sheet and as if the Company had acquired the student housing properties related to the Place Portfolio, the JPI Portfolio, and the individually acquired properties located at the University of Mississippi, University of South Carolina, Auburn University, University of Florida, and Middle Tennessee State University (the Murfreesboro Properties) on the first day of the period presented for the pro forma condensed consolidated statement of operations. It was also assumed that the Company's formation transactions and initial public offering (IPO) had occurred as of the first day of the period presented. The pro forma adjustments include the related repayment of certain debt and the acquisition of minority ownership interests.

These pro forma financial statements should be read in conjunction with the Company's historical financial statements, including the notes thereto, as filed on Form 10-K for the year ended December 31, 2005 and as filed on Forms 10-Q for the period January 1, 2005 to January 30, 2005, representing the Predecessor, and as filed on Forms 10-Q for the period January 31, 2005 to March 31, 2006, representing the Company. The pro forma condensed consolidated financial statements are unaudited and are not necessarily indicative of what the financial position or the actual results of operations would have been had the Company completed the acquisition of the Place Portfolio on December 31, 2005 or the Company had completed the student housing real estate acquisitions or consummated the IPO on the first day of the period presented, nor do they purport to represent the financial position or the results of operations of the Company as of any future date or for any future periods.

**Education Realty Trust, Inc. and Subsidiaries**  
**Pro forma condensed consolidated balance sheet**  
**As of December 31, 2005 (Unaudited)**  
**(Dollars in thousands, except share and per share data)**

	<b>Consolidated Education Realty Trust, Inc. (A)</b>	<b>Place Portfolio Pro Forma Adjustments (B)</b>	<b>Company Pro forma</b>
<b>Assets</b>			
Student housing properties, net	\$ 620,305	\$ 202,171	\$ 822,476
Corporate office furniture, net	991		991
Cash and cash equivalents	61,662	(60,102)	1,560
Restricted cash	6,738	2,376	9,114
Student contracts receivable, net	470		470
Management fee receivable from third party	552		552
Goodwill and other intangibles, net	3,546		3,546
Other assets	9,785	570	10,355
 Total assets	 \$ 704,049	 \$ 145,015	 \$ 849,064
 <b>Liabilities and stockholders equity</b>			
<b>Liabilities:</b>			
Mortgage loans, net of unamortized premium/discount	\$ 328,335	\$ 98,660	\$ 426,995
Revolving line of credit		45,000	45,000
Accounts payable and accrued expenses	9,370	855	10,225
Accounts payable affiliate	225		225
Deferred revenue	7,660		7,660
 Total liabilities	 345,590	 144,515	 490,105
 Minority interest	 27,926	 500	 28,426
 Commitments and contingencies			
<b>Stockholders equity:</b>			
Common stock, \$.01 par value, 200,000,000 shares authorized, 26,263,889 shares issued and outstanding as of December 31, 2005	263		263
Preferred stock, \$.01 par value, 50,000,000 shares authorized, no shares outstanding as of December 31, 2005			
Unearned deferred compensation	(2,470)		(2,470)

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Additional paid in capital	354,134		354,134
Loan to shareholder	(5,996)		(5,996)
Warrants	375		375
Accumulated deficit	(15,773)		(15,773)
Total stockholders' equity	330,533		330,533
Total liabilities and stockholders' equity	\$ 704,049	\$ 145,015	\$ 849,064

See accompanying notes.

**Education Realty Trust, Inc. and Subsidiaries**  
**Pro forma condensed consolidated statement of operations**  
**Year ended December 31, 2005 (Unaudited)**  
**(Dollars in thousands, except for share and per share data)**

	Education Realty Trust, Inc. Consolidated Year Ended December 31, 2005 (C)	Education Realty Trust Predecessor Completed Combined January 1 to January 30, 2005 (D)	Housing Acquisition Property Acquisitions (E)	Place of Place Portfolio (F)	Place Adjustments (G)	Pro Forma Adjustments (H)	Pro Forma Adjustments (I)	Company Pro Forma (J)
<b>Revenues:</b>								
Student housing leasing revenue	\$ 74,374	\$ 1,503	\$ 11,367	\$ 23,056	\$ (23,056)			\$ 87,244
Student housing food service revenue	3,222	269						3,491
Other leasing revenue						13,736		13,736
Third-party development services	1,759							1,759
Third-party management services	1,865	103						1,968
Operating expense reimbursements	6,023	671						6,694
<b>Total revenues</b>	<b>87,243</b>	<b>2,546</b>	<b>11,367</b>	<b>23,056</b>	<b>(23,056)</b>	<b>13,736</b>		<b>114,892</b>
<b>Operating expenses:</b>								
Student housing leasing operations	37,270	524	4,928	9,623	(9,623)			42,722
Student housing food service operations	3,020	255						3,275
General and administrative	12,182	367					50	12,599
Depreciation and amortization	28,908	260					11,659	40,827
Reimbursable operating expenses	6,023	671						6,694
<b>Total operating expenses</b>	<b>87,403</b>	<b>2,077</b>	<b>4,928</b>	<b>9,623</b>	<b>(9,623)</b>	<b>11,709</b>		<b>106,117</b>
<b>Operating income (loss)</b>	<b>(160)</b>	<b>469</b>	<b>6,439</b>	<b>13,433</b>	<b>(13,433)</b>	<b>2,027</b>		<b>8,775</b>
<b>Nonoperating expenses:</b>								
Interest	16,186	479					9,863	26,528
Exit fees on early repayment of mortgages	1,084							1,084
Amortization of deferred financing costs	820						236	1,056

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Interest Income	(1,303)						(1,303)
Total nonoperating expenses	16,787	479				10,099	27,365
Income(loss) before equity in earnings of unconsolidated entities, income taxes, and minority interest	(16,947)	(10)	6,439	13,433	(13,433)	(8,072)	(18,590)
Equity in earnings of unconsolidated entities	853	27					880
Income (loss) before income taxes and minority interest	(16,094)	17	6,439	13,433	(13,433)	(8,072)	(17,710)
Income tax expense	497						497
Net income (loss) before minority interest	(16,591)	17	6,439	13,433	(13,433)	(8,072)	(18,207)
Minority interest	(1,040)					(131)(M)	(1,171)
Net income (loss)	\$ (15,551)	\$ 17	\$ 6,439	\$ 13,433	\$ (13,433)	\$ (7,941)	\$ (17,036)
Earnings per share information (1):							
Loss per share basic and diluted	\$ (.67)						\$ (.65)
Weighted average common shares outstanding basic and diluted	23,063,110					3,200,779	26,263,889

(1) Pro forma earnings per share is computed assuming the IPO occurred as of the first day of the period presented.

See accompanying notes.

**Education Realty Trust, Inc. and Subsidiaries**  
**Notes to pro forma condensed consolidated financial statements (Unaudited)**  
**(Dollars in thousands)**

**1. Adjustments to the unaudited pro forma condensed consolidated balance sheet as of December 31, 2005**

(A) Reflects the Company's historical condensed consolidated balance sheet as of December 31, 2005.

(B) Represents the pro forma adjustments to reflect the acquisition of thirteen student housing properties referred to as the Place Portfolio that was effective January 1, 2006 as if the acquisition had occurred on December 31, 2005. This acquisition is accounted for using the purchase method of accounting prescribed by SFAS No. 141, *Business Combinations*. Total consideration approximated \$205,117 as detailed below. The cash portion of the consideration was funded with a combination of capital from the Company's 2004 private equity offering and approximately \$45,000 drawn on the Company's line of credit.

Cash	\$ 105,102
Units in the Operating Partnership	500
Assumption of liabilities	855
Assumption of debt	98,660
<b>Total consideration</b>	<b>\$ 205,117</b>

The preliminary allocation of purchase price to the Place Portfolio is as follows:

Current assets and restricted cash	\$ 2,376
Other	570
Student housing properties	202,171
<b>Total</b>	<b>\$ 205,117</b>

**2. Adjustments to the unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2005.**

(C) Reflects the Company's historical condensed consolidated statement of operations for the year ended December 31, 2005.

(D) Reflects the Predecessor's historical condensed combined statement of operations from January 1, 2005 through January 30, 2005, date of the IPO.

(E) Represents the historical unaudited certain revenues and certain expenses related to student housing property acquisitions occurring during the year ended December 31, 2005 for the period prior to their respective date of acquisition including:

- *The fourteen student housing properties referred to as the JPI Portfolio which was acquired simultaneous with the IPO*
- *The University of Mississippi acquired in February 2005*
- *The University of South Carolina acquired in March 2005*
- *The Murfreesboro Properties at Middle Tennessee State University acquired in April 2005*
- *The University of Florida ( Campus Lodge of Gainesville ) acquired in June 2005*
- *Auburn University acquired in July 2005*

**(F)** Represents the historical combined statement of certain revenues and certain expenses for the year ended December 31, 2005 related to the Place Portfolio which was acquired by the Company on January 6, 2006. The audited combined statement of certain revenues and certain expenses for the year ended December 31, 2005 is included elsewhere in this filing.

**(G)** Represents adjustments to eliminate the certain revenues and certain expenses related to the Place Portfolio, as simultaneous with the closing of the acquisition on January 6, 2006 the real estate assets were leased back to the previous owners of the portfolio. Pursuant to the terms of the lease agreement, the Lessee will continue to operate



the properties for an initial term of five years. The lease agreement provides for the lessee to pay base rent of approximately \$13,736 per year for the initial term of the lease.

**(H)** Represents a year of base rent resulting from the lease agreement discussed in note (G) above based on lease terms requiring annual lease payments of \$13,736.

**(I)** Represents the additional compensation expense for the month of January 2005 resulting from the Company's grant of shares of restricted stock to certain officers and employees simultaneously with the IPO that vest ratably over five years.

**(J)** Represents the additional depreciation expense and amortization of intangibles as a result of the purchase accounting adjustments related to all student housing property acquisitions. These amounts were determined based on management's evaluation of the estimated useful lives of the student housing properties and the intangibles. In utilizing the following useful lives for determining the pro forma adjustments, management considered the length of time a student housing property had been in existence, the maintenance history as well as anticipated future maintenance, and any contractual stipulations that might limit the useful life (specifically as it relates to the lease intangibles):

Buildings and improvements	30-40 yrs.
Land improvements	15 yrs.
Furniture and fixtures	3-7 yrs.
Lease intangibles	Remaining contractual life of 7 mths.
Other identifiable intangibles	Avg. remaining contractual life of 5 yrs.

**(K)** Represents an increase in interest expense for the year ending December 31, 2005 to reflect the assumption of debt in connection with the student housing property acquisitions. The weighted average interest rate is 5.85%.

**(L)** Represents the additional amortization of deferred financing costs incurred in connection with the assumption of mortgage notes related to the acquired student housing property acquisitions as well as the loan origination fees incurred related to the revolving credit facility entered into by the Company concurrent with the IPO. These costs are being amortized over the remaining life of the applicable agreements using the effective interest method.

**(M)** Represents corresponding adjustment to minority interest related to pro forma adjustments to income/(loss) before minority interest.

**SIGNATURE**

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

**Education Realty Trust, Inc.**

Dated: July 21, 2006

By: /s/ Paul O. Bower  
Paul O. Bower  
Chairman, Chief Executive Officer and  
President