Education Realty Trust, Inc.
Form 10-K
March 31, 2006

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

(Mark One)

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

For the fiscal year ended December 31, 2005

or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 001-32417
Education Realty Trust, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Maryland	**20-1352180**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
530 Oak Court Drive, Suite 300, Memphis Tennessee	**38117**
(Address of principal executive offices)	*(Zip Code)*

Registrant s telephone number, including area code:
(901) 259-2500
Securities registered pursuant to section 12(b) of the Act:

Title of Class	Name of Exchange on Which Registered
Common Stock, $.01 par value per share	New York Stock Exchange

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

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

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

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes o No þ

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

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

Large accelerated filer o Accelerated filer o Non-accelerated filer þ

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

As of June 30, 2005 the aggregate market value of the registrants common stock held by non-affiliates of the registrant was $399.9 million, based on the closing sale price as reported on the New York Stock Exchange.

As of March 28, 2006, the Registrant had 26,225,000 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

The Registrant incorporates by reference portions of its Definitive Proxy Statement for the 2006 Annual Meeting of Stockholders into Part III of this Form 10-K to the extent stated herein.

EDUCATION REALTY TRUST, INC.
Form 10-K
Year Ended December 31, 2005

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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K contains forward-looking statements, including discussion and analysis of the financial condition of Education Realty Trust, Inc., our anticipated capital expenditures required to complete projects, amounts of anticipated cash distributions to our stockholders in the future and other matters. These forward-looking statements are not historical facts but are the intent, belief or current expectations of our management based on their knowledge and understanding of the business and industry. Words such as anticipates, expects, intends, plans, believes, seeks, estimates and variations of these words and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to risks, uncertainties and other factors, some of which are beyond our control, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements.

Forward-looking statements that were true at the time made may ultimately prove to be incorrect or false. You are cautioned to not place undue reliance on forward-looking statements, which reflect our management s view only as of the date of this Annual Report. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes to future operating results. Factors that could cause actual results to differ materially from any forward-looking statements made in this Annual Report include changes in general economic conditions, changes in real estate conditions, construction costs that may exceed estimates, construction delays, increases in interest rates, lease-up risks, inability to obtain new tenants upon the expiration of existing leases, and the potential need to fund tenant improvements or other capital expenditures out of operating cash flow. The forward-looking statements should be read in light of these factors and the factors identified in the Business Risk Factors section of this Annual Report.

PART I

Item 1. *Business.*

Our Company

Education Realty Trust, Inc. is a self-managed and self-advised real estate investment trust, or REIT, organized in July 2004 to acquire, own and manage high quality student housing communities located near university campuses. We were formed to continue and expand upon the student housing business of Allen & O Hara, Inc. (the EDR Predecessor), a company with over 40 years of experience as an owner, manager and developer of student housing. As of December 31, 2005, we owned and operated 26 off-campus student housing communities located in 17 states containing 19,501 beds in 6,186 apartment units located near 23 universities. As of December 31, 2005, we provided third-party management services for 17 student housing communities located in eleven states containing 9,296 beds in 3,047 apartment units at thirteen universities. We also provided third-party development consulting services as requested by our clients. From 1964 through 2004, the EDR Predecessor owned and operated 26 student housing communities located in 13 states containing over 16,000 beds and managed a total of 67 communities located in 21 states containing approximately 36,000 beds at 47 universities.

Our owned student housing communities typically have the following characteristics:

- located in close proximity to university campuses (within two miles or less);
- average age of approximately six years;
- Designed specifically for students with modern unit plans and amenities; and
- supported by our long-standing Community Assistant program and other student-oriented activities and services that enhance the college experience.

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Initial Public Offering and Formation Transactions

On January 31, 2005, (the Closing Date), we sold 21,850,000 shares of our common stock at an offering price of $16.00 per share, including the sale of 2,850,000 shares in connection with the full exercise of the over-allotment option by the underwriters of our initial public offering (the Offering). J.P. Morgan Securities Inc. and UBS Securities LLC were the joint book-running managers for the Offering. Simultaneous with the Offering, we completed our formation transactions, which included the contribution of the student housing business of the EDR Predecessor and its subsidiaries, purchase of the related minority interests in the EDR Predecessor and its subsidiaries and the acquisition of 14 student housing communities previously owned by JPI Investment Company, L.P. and its affiliates (JPI). The net proceeds of the Offering after expenses were approximately $320.4 million. The Offering proceeds were used as follows:

approximately $121.2 million to pay the cash portion of our formation transactions;

approximately $118.4 million to repay mortgage debt assumed in the formation transactions, including prepayment fees of approximately $3.7 million;

approximately $6.0 million to fund our revolving loan commitment to an affiliate of JPI;

approximately $1.4 million to pay loan origination fees relating to our $100 million revolving credit facility that was obtained on January 31, 2005 and amended on April 4, 2005;

approximately $59.6 million to purchase properties located near the University of Mississippi in February 2005, the University of South Carolina in March 2005, Middle Tennessee State University in April 2005, the University of Florida in June 2005, and Auburn University in July 2005; and

approximately $6.7 million was used for general corporate purposes, including payment of distributions to our stockholders.

Our Structure Following the Closing Date

Following the closing of our Offering and our formation transactions, substantially all of our assets are held by, and we have conducted substantially all of our activities through Education Realty Operating Partnership, LP, (our Operating Partnership), and its wholly owned subsidiaries, Allen & O Hara Education Services, Inc., (our Management Company) and Allen & O Hara Development Company, LLC, (our Development Company). All of our operating expenses are borne by our Operating Partnership, our Management Company or our Development Company, as the case may be. For the year ended December 31, 2005, we are governed by a five-member board of directors, four of whom are classified under applicable New York Stock Exchange listing standards as independent directors.

We are the sole general partner of our Operating Partnership. As a result, our board of directors effectively directs all of our Operating Partnership s affairs. We own 94.2% of the outstanding partnership units of our Operating Partnership, and 4.9% of the partnership units of our Operating Partnership are held by the former owners of our initial properties and assets including members of our management team. Some of our officers also own an indirect interest in our Operating Partnership, which we refer to as profits interest units, which is held through ownership of units in Education Realty Limited Partner, LLC, a Delaware limited liability company controlled by us and that holds 0.9% of the aggregate interests in our Operating Partnership.

Since the Closing Date, University Towers Operating Partnership, LP, (the University Towers Partnership), which is our affiliate, has held, owned and operated our University Towers property located in Raleigh, North Carolina. We own 67% of the units in the University Towers Partnership, and 33% of the University Towers Partnership is held by the former owners of our initial properties and assets including members of our management team.

Our Management Company and Our Development Company

We have elected to be taxed as a REIT for federal income tax purposes commencing with our tax year ending December 31, 2005. 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 and management services to third parties as well as our income from certain services afforded to our student-tenants. In order to avoid realizing such income in a manner that would adversely affect our ability to qualify as a REIT, we provide some services through our Management Company and our Development Company, with our Management Company electing, together with us, to be treated as our taxable REIT subsidiary or TRS. Our Management Company is wholly owned and controlled by our Operating Partnership, and our Management Company will wholly own our Development Company. Our Development Company will be a disregarded entity for federal income tax purposes and all assets owned and earned by our Development Company will be deemed to be owned and earned by our Management Company. Therefore, it will not be necessary to make a separate election for our Development Company to be taxed as a TRS.

Our Business and Growth Strategy

Our primary business objectives are to maximize cash flow available for distribution to our stockholders, and to achieve sustainable long-term growth in cash flow per share in order to maximize long-term stockholder value. We intend to achieve these objectives by (i) acquiring student housing communities nationwide that meet our focused investment criteria and (ii) maximizing revenues from operations of our owned and third-party managed properties through proactive and goal-oriented property management strategies. In addition, we plan to continue to grow our third-party management services business and our development consulting services business and to selectively develop properties for our own account.

Acquisition Strategy

We intend to acquire high quality, well-designed and well-located properties, with a focus on off-campus garden-style communities with modern floor plans and amenities. Our ideal acquisition targets generally are located in markets that have stable or increasing student populations and an insufficient supply of student housing. We will also seek to acquire investments in student housing communities that possess sound market fundamentals but are under-performing and would benefit from renovation and/or improved property management. We will consider the following property and market factors to identify potential property acquisitions:

- campus reputation
- competitive admissions criteria
- limited number of on-campus beds and limited plans for expansion
- distance of property from campus
- property unit mix
- competition
- significant out-of-state enrollment
- operating performance
- potential for improved management
- ownership and capital structure

presence of desired amenities

maintenance of the property

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- access to a university-sponsored or public transportation line
- parking availability

After we identify a potential student housing acquisition, a due diligence team consisting of in-house personnel and third parties, such as outside legal counsel, environmental consultants, structural engineers, investment bankers and accountants, conducts detailed due diligence to assess the potential investment.

Our senior management team has developed long-standing relationships with developers, owners and brokers of student housing properties that allow us to identify and capitalize on acquisition opportunities. As a result, we have generated an internal database of contacts that we use to identify and evaluate acquisition candidates. We are continuously active in identifying and analyzing potential student housing acquisitions. As a result of our intensive due diligence review and selective criteria, we determine to pursue or complete only a portion of these identified potential acquisitions following our submission of a non-binding purchase offer. In addition to the initial properties that we acquired on the Closing Date, we acquired an additional five properties in individual transactions throughout the 2005. The five transactions had an aggregate purchase price of approximately $119.8 million including the assumption of mortgage debt totaling $48.7 million.

Operating Strategy

We seek to maximize funds from the operations of the student housing communities that we own and manage through the following operational strategies.

Maximize property profitability. We seek to maximize property-level profitability through the use of cost control systems and our focused on-site management personnel. Some of our specific cost control initiatives include:

- establishing internal controls and procedures for cost control consistently throughout our communities;
- operating with flat property-level management structures, minimizing multiple layers of management;
- negotiating utility and service-level pricing arrangements with national and regional vendors and requiring corporate-level approval of service agreements for each community; and
- conducting an annual assessment of the costs and effectiveness of each of our marketing strategies in order to place greater emphasis on lower cost/high-impact initiatives.

Proactive marketing practices. We have developed and implemented proactive marketing practices to enhance the visibility of our student housing communities and to optimize our occupancy rates. We thoroughly study our competitors, our residents and university policies affecting enrollment and housing. Based on our findings at each property, we formulate a marketing and sales plan for each academic leasing period. We intend to continue to market our properties to students, parents and universities by emphasizing student-oriented living areas, state-of-the-art technology infrastructure, a wide variety of amenities and services and close proximity to the campus.

Develop and retain personnel. We staff each student housing community that we own or manage with a full-service on-site property management team. Each of our property management teams includes Community Assistants who plan activities and interact with students, enhancing their college experiences. We have developed policies and procedures to train each team of on-site employees and to provide each team with full corporate-based support for each essential operating function. To retain employees, we have developed an incentive-based compensation structure that is available to all of our on-site personnel.

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

Third-Party Services

In addition to managing our owned student housing communities, we also provide management and development consulting services for third-party owners of student housing. Universities and third-party owners are increasingly turning to the private sector for assistance in developing and managing their student housing properties. We perform third-party services in order to enhance our reputation with universities and to benefit our primary goal of owning high quality student housing communities. We perform third-party services for student housing communities serving some of the nation s most prominent systems of higher education, including the University of North Carolina, the University of Illinois, the California State University System and the Pennsylvania State System of Higher Education.

In order to comply with the rules applicable to our status as a REIT, we provide our third-party services through our Management Company and our Development Company. The income earned by our Management Company and our Development Company will be subject to regular federal income 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.

Third-party management services

We provide third-party management services for student housing communities owned by educational institutions, charitable foundations and others. Our management services typically cover all aspects of operations, including residence life and student development, marketing, leasing administration, strategic relationships and information systems, and are comparable to the services that we provide for our owned properties. We typically provide these services pursuant to multi-year management contracts that have an initial term between five and ten years. We believe that providing these services allows us to increase cash flow with little incremental cost by leveraging our existing management expertise and infrastructure.

Performing third-party property management services in addition to operating our owned student housing communities allows us to earn additional revenue at a high degree of operational efficiency and economy of scale. We also gain depth of experience with management and maintenance of this specialized property type. Our third-party management services provide us with inroads into additional markets and an expanded geographical and human resource infrastructure for the management of our owned assets. In addition, we believe that our success in securing third-party management contracts allows us to expand our network of contacts in the student housing industry and to increase our pipeline of potential property acquisitions.

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For the years ended December 31, 2005 and 2004 our fees from management services (excluding operating expense reimbursements) represented 2.4% and 5.8%, respectively, of our revenues. The following table presents certain summary information regarding the student housing communities that we managed for other owners as of December 31, 2005:

Property	University	# of Beds	# of Units
On-campus properties			
University Park Calhoun Street Apartments	University of Cincinnati	726	288
Reinhard Villages	Clarion University of Pennsylvania	656	180
University Park	Salisbury University (Maryland)	576	145
Bettie Johnson Hall	University of Louisville	490	224
University Village	California State University San Marcos	471	126
Normal Hills Apartments	Alabama A&M University	448	240
Herman & Heddy Kurz Hall	University of Louisville	402	224
Arlington Park Apartments	University of Northern Colorado	396	180
University Park Phase II	Salisbury University (Maryland)	312	108
Billy Minardi Hall	University of Louisville	38	20
Total on-campus		4,515	1,735
Off-campus properties			
Granville Towers	University of North Carolina at Chapel Hill	1,321	363
The Reserve on Stinson	University of Oklahoma	612	204
Illini Tower	University of Illinois at Champaign	709	175
Stratford Heights	University of Cincinnati	692	174
Honeysuckle Apartments	Bloomsburg University of Pennsylvania	407	104
Evergreen Commons	Lock Haven University of Pennsylvania	408	108
University Towers	University of Texas	632	184
Total off-campus		4,781	1,312
Totals (for both on- and off-campus)		9,296	3,047

Third-party development consulting services

We provide our third-party development consulting services to universities seeking to modernize their on-campus student housing communities. Our development consulting services typically include the following:

market analysis and evaluation of housing needs and options;

cooperation with university in architectural design;

negotiation of ground lease, development agreement, construction contract, architectural contract and bond documents;

oversight of architectural design process;

coordination of governmental and university plan approvals;

oversight of construction process;

design, purchase and installation of furniture;

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- pre-opening marketing to students; and
- obtaining final approvals of construction.

By providing these services, we are able to observe emerging trends in student housing development and market acceptance of unit and community amenities. Our development consulting services also benefit us by providing us with opportunities to obtain additional third-party property management contracts. Of the eleven student housing communities with respect to which we have provided development-consulting services in the past five years, the property owners have awarded us contracts for third-party management services for ten of those student housing communities. For the years ended December 31, 2005 and December 31, 2004, our fees from development consulting services, excluding operating expense reimbursements, represented 2.1% and 1.7%, respectively, of our revenues.

In addition to the eleven student housing communities with respect to which we have provided development consulting services in the past five years, with aggregate development costs (such as land and construction costs, developer fees and interest) incurred by our clients of over $241 million, we are currently providing development services for five additional projects at the University of Alabama Birmingham, Slippery Rock University, California University of Pennsylvania and the University of Colorado Denver, and the University of Louisville pursuant to signed definitive contracts. The aggregate project cost of these five projects is approximately $169.4 million. We are also providing pre-development, construction and management consulting services on a $43.7 million project at Indiana University of Pennsylvania, but have not yet entered into a definitive contract for the project. We typically are notified that we have been awarded development consulting services projects on the basis of a competitive award process and thereafter begin to work on the project. In our experience, definitive contracts for these projects are typically not executed until the completion of the project when the institution s governing body formally approves the transaction.

Our Operations

We staff each of our owned and managed student housing communities with a full-service property management team. We typically staff each property with one Community Manager, a marketing/leasing manager, a student accounts manager, a resident services director, a maintenance supervisor, one on-site resident Community Assistant for each 50-85 students and general office staff. Each property management team markets, leases and manages the community with a focus on maximizing its profitability. In addition, each property management team is trained to provide social and developmental opportunities for students, enhancing the students college experiences as well as the desirability of our communities.

We have developed policies and procedures to carefully select and develop each team of on-site employees and to provide each team with full corporate-based support for each essential operating area, including lease administration, sales/marketing, community and university relations, student life administration, maintenance and loss prevention, accounting, human resources/benefits administration and information systems. The corporate level personnel responsible for each of these areas support each Community Manager s leadership role, and are available as a resource to the Community Managers around the clock.

Residence Life and Student Development

Our corporate director of residence life and student personnel development designs and directs our residence life program. Our programs are developed at the corporate level and implemented at each community by our Community Assistants, together with our other on-site personnel. We provide educational, social and recreational activities designed to help students achieve academic goals, promote respect and harmony throughout the community, and help bridge interaction with the respective university. Examples of our residence life and student development programs include:

- community-building and social activities geared to university-related events, holidays, public safety and education;

- study and attention skills counseling;
- career development, resume writing and employment search skill training;
- sponsorship of intramural sport teams, academic clubs and alumni-based activities;
- parent and resident appreciation events;
- community service activities including recycling, blood drives, food drives and student volunteer committees;
- lectures focused on social issues, including effective communication, multi-cultural awareness and substance abuse;
- university outreach activities; and
- voter registration, enrollment and education.

The Community Assistants perform key roles in the administrative functioning of the community and interface with students through constructive programs, activities and listening to student interests and concerns. Our on-site leadership selects students to serve as Community Assistants who meet criteria established by our corporate director of residence life and student personnel development.

Marketing

We begin our annual marketing campaign by thoroughly segmenting the student population attending each of the primary universities where our student housing communities are located, and compiling market surveys of comparable student apartment properties. With this information in hand, we formulate a marketing/sales strategy that consists of a renewal campaign for current residents and a broader campaign directed at the eligible student population. We assess university regulations regarding housing requirements to avoid targeting markets in which significant numbers of students are not eligible to live off-campus until they achieve certain credit hour levels.

We begin our renewal campaign between November and January of each year. Signage, direct mailings to the students and their parents, appreciation parties and staff selling incentives are key elements of the renewal campaign. The Community Assistant team plays a key role in communicating the renewal message throughout their assigned property area. We use a database of current resident demographic data to direct sales information to primary feeder high schools, particularly where new freshmen are eligible to live off-campus. Other database criteria include gender, high school location, prior apartment community, academic class standing, field of study and activity preferences.

We appeal to the greater university population through theme-based newspaper advertising campaigns, open house activities, housing fairs conducted by the university and, where effective, web-based advertising. Our Community Assistant staff targets certain university-sponsored on-campus events to distribute handouts displaying our logo and offering incentives to visit our sales center. Wherever possible, our student housing communities appear on university websites in listings of off-campus housing options, together with banner advertising where available.

Leasing

Our standard lease begins in August and runs for approximately 11.5 months, ending July 31 or early August to coincide with the university s fall academic term. The primary exception to our standard lease term is University Towers, which we generally rent on nine-month academic year leases. Our standard lease is an agreement between the student and parental guarantor, and the specific student housing community. All leases are for individual bedrooms with rights to share common areas within the unit and throughout the community. The individual lease is a strong selling attraction as it limits a student s liability to the rental for one bedroom instead of burdening the student with shared liability for the entire unit rental amount.

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We lease our units by floor plan type using internally-generated occupancy spreadsheets to maximize full leasing of entire units, avoiding spotty vacancies particularly in the four-bedroom units. We offer roommate-matching services to facilitate full occupancy. We develop wait lists and monitor popular floor plans that fill to capacity early in the leasing season. If any fully vacant units remain available after the beginning of any academic semester, we seek to lease such units on a temporary basis to university-related visitors and our tenants parents and family members, or keep them available for future leasing to students.

Unlike conventional apartment communities that have monthly recurring move-outs and renewals, our student housing community occupancies remain stable throughout the academic year, but must be entirely re-leased at the beginning of each academic calendar. Because of the nature of leasing to students, we are highly dependent upon the success of our marketing and leasing efforts during the annual leasing season, generally November through August. Our leasing staff undergoes intensive annual professional training to maximize the success of our leasing efforts.

We typically require rent to be paid in 12 equal monthly payments throughout the lease term, with the first installment due on July 1. Residents of University Towers and residence halls that we manage for third parties typically pay their annual rent in two installments on July 1 and December 1. We replace contracted students who fail to pay the first installment with students on our waiting list or from walk-in traffic while the market is still active with students seeking housing at the commencement of the academic year.

Highlights of our standard lease agreement include:

Rent typically covers all common area amenities and water/sewer/trash removal. Internet and cable TV service are included where required by market conditions.

Student residents pay a non-refundable service fee in addition to an application fee. The service fee is used to recover the costs of redecorating at the end of the academic year.

Units are inspected quarterly for damage or routine repairs. All cited damages are repaired and immediately charged to the resident account for collection. This procedure reduces end-of-year repairs and keeps the units in good order throughout the term of residency.

Subletting units is permitted with our written consent and for a fee.

Student residents are responsible for any damages that their visitors cause anywhere on the premises.

Strategic Relationships

We assign high priority to establishing and nurturing relationships with the administration of each of the primary universities where our student housing communities are located. Our corporate staff establishes this network, and on-site management then sustains it with follow-up by corporate staff during routine visits to the community. As a result of our strategic relationships, universities often refer their students to our properties, thus enhancing our leasing effort throughout the year. These networks create goodwill for our student housing communities throughout the university administration, including departments of admissions, student affairs, public safety, athletics and international affairs.

Most universities promote off-campus housing alternatives to their student population. It is our intention to be among the most preferred off-campus residences and for universities to include our communities in listings and literature provided to students. We seek to obtain student mailing lists and to be featured in Internet-based student housing listings wherever permitted by the institution and incorporate these initiatives into our marketing efforts. Our Community Managers make scheduled personal visits with academic departments to further our community exposure at this level.

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Competition

Competition from universities

We compete for student tenants with the owners of on-campus student housing, which is generally owned by educational institutions or charitable foundations. Educational institutions can generally avoid real estate taxes and borrow funds at lower interest rates, while we and other private sector operators pay full real estate tax rates and have higher borrowing costs. The competitive advantages of on-campus student housing also include its physical proximity to the university campus and captive student body. Many universities have policies requiring students to live in their on-campus facilities during their freshman year.

On-campus housing is limited, however, and most universities are able to house only a small percentage of their students. As a result, educational institutions depend upon, and may serve as referral sources for, private providers of off-campus housing. In addition, off-campus housing facilities tend to offer more relaxed rules and regulations than on-campus properties and therefore tend to be more appealing to students. Off-campus student housing offers freedom from restrictions such as quiet hours or gender visitation limitations, and is especially appealing to upperclassmen who are transitioning towards their independence.

Competition from private owners

We compete with several regional and national owner-operators of off-campus student housing. Two competitors, GMH Communities Trust (GCT) and American Campus Communities, Inc. (ACC), have recently completed their initial public offering and, in connection therewith, have publicly disclosed their intention to grow their student housing business. We also compete in a number of markets with smaller local owner-operators. Currently, the industry is fragmented with no participant holding a dominant market share. We believe that a number of other large national companies with substantial financial resources may be potential entrants in the student housing business. The entry of one or more of these companies could increase competition for students and for the acquisition, management and development of student housing properties.

Our competitive strengths

We believe that we have the following competitive strengths that will enable us to take advantage of the opportunities in the student housing industry:

- Senior management team with over 160 years of collective experience working together at the EDR Predecessor.
- Property portfolio with modern unit plans and amenities and average age of approximately six years.
- Focused acquisition strategy.
- Complementary third-party services business, including third-party management and development consulting services.
- Established marketing practices.
- Focus on customer satisfaction and quality control.

Employees

At December 31, 2005 we had approximately 1,038 employees, including:

- 975 on-site employees, including 382 Community Assistants;
- 15 persons in our property management services department;

9 persons in our development consulting services department; and

36 executive, corporate administration and financial personnel.

Our senior management team has over 160 years of collective experience working together in the EDR Predecessor s student housing business. The EDR Predecessor was a leader and innovator in the student housing industry from 1964 until the Closing Date, at which time we acquired the EDR Predecessor s student housing business. We believe that this experience will allow us to continue to anticipate and respond quickly to market changes and opportunities.

Our management team s in-depth knowledge of the student housing industry results from hands-on experiences. Several of our executive officers began their careers as student-tenant employees or Community Managers responsible for managing individual student housing communities. This history of working together demonstrates our management team s extensive experience in the student housing industry:

Executive Officer	Title	Number of Years
Paul O. Bower	Chairman, Chief Executive Officer and President	36
Craig L. Cardwell	Executive Vice President and Chief Investment Officer	34
Thomas J. Hickey	Senior Vice President of Operations	33
Wallace L. Wilcox	Vice President of Construction	25
William W. Harris	Senior Vice President of Development	23
Susan B. Arrison	Vice President of Human Resources	15
Randall H. Brown	Executive Vice President and Chief Financial Officer	6

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics that applies to all employees. It is available in the corporate governance section of our investor website at www.educationrealty.com.

Available Information

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

Additionally, a copy of this Annual Report on Form 10-K, along with the Company s Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to the aforementioned filings, are available on the Company s website free of charge. The filings can be found on the SEC Filings page. The Company s website also contains its Corporate Governance Guidelines, Code of Business Conduct and Ethics and the charters of the committees of the Board of Directors. These items can also be found on the Corporate Governance page. The Company s website address is www.educationrealty.com. Reference to the Company s website does not constitute incorporation by reference of the information contained on the site and should not be considered part of this document. All of the aforementioned materials may also be obtained free of charge by contacting the Investor Relations Department at Education Realty Trust, Inc., 530 Oak Court Drive, Suite 300, Memphis, Tennessee 38117.

Item 1A. *Risk Factors*

Risks related to our properties and our business

Our results of operations are subject to the following risks inherent in the student housing industry: annual leasing cycle, concentrated lease-up period, seasonal cash flows and increased risk of student defaults during the summer months of a twelve-month lease.

We generally lease our properties under 11.5 month leases, but we may also lease for terms of nine months or less. As a result, we may experience significantly reduced cash flows during the summer months at properties leased for terms shorter than twelve months. In addition, students leasing under twelve-month leases may be more likely to default in their rental payments during the summer months. Although we typically require a student s parents to guarantee the student s lease, we may have to spend considerable effort and expense in pursuing payment upon a defaulted lease, and our efforts may not be successful. Furthermore, all of our properties must be entirely re-leased each year, exposing us to increased leasing risk. In addition, we are subject to increased leasing risk on properties that we acquire that we have not previously managed due to our lack of experience leasing those properties and unfamiliarity with their leasing cycles. Student housing communities are typically leased during a limited leasing season that begins in February and ends in August of each year. We are therefore highly dependent on the effectiveness of our marketing and leasing efforts and personnel during this season.

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

Our charter and bylaws impose no limitation on the amount of debt we may incur. Our debt service obligations expose us to the risk of default and reduce (or eliminate) cash resources that are available to operate our business. On the Closing Date, we entered into a $75 million revolving credit facility to fund future property acquisitions and for other working capital needs, which may include the payment of distributions to our stockholders. Subsequently, the credit facility was amended to increase the availability to $100 million. The amount available to us and our ability to borrow from time to time under this facility is subject to certain conditions and the satisfaction of specified financial covenants, which include limiting distributions to our stockholders. If the income generated by our properties and other assets fails to cover our debt service, we would be forced to reduce or eliminate distributions to our stockholders and may experience losses. Our level of debt and the operating limitations imposed on us by our debt agreements could have significant adverse consequences, including the following:

- we may be unable to borrow additional funds as needed or on favorable terms;

- we may be unable to refinance our indebtedness at maturity or the refinancing terms may be less favorable than the terms of our original indebtedness;

- we may be forced to dispose of one or more of our properties, possibly on disadvantageous terms;

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

- foreclosures could create taxable income without accompanying cash proceeds, a circumstance that could hinder our ability to meet the REIT distribution requirements.

On March 30, 2006 the revolving credit facility was amended and restated and the Operating Partnership entered into a $50 million senior unsecured term loan. The amended credit facility has substantially the same terms as the original facility, including $100 million of availability and customary affirmative and negative covenants.

We are recently organized and have no operating history.

We have been recently organized and had no operating history until the Closing Date. Consequently, our historical operating results and the financial data set forth in this Annual Report on Form 10K may not be useful in assessing our likely future performance. The operating performance of the properties may decline under our management, and we may not be able to generate sufficient revenue from operations to make anticipated distributions. We will also be subject to the risks generally associated with the formation of any new business. Our management has no prior experience in running a public company.

The consideration we paid for our initial assets may exceed their fair market value.

On the Closing Date, we acquired our initial properties and our Management Company and Development Company in exchange for cash, Operating Partnership units and University Towers Partnership units. We did not obtain independent appraisals of the initial properties or the management and development businesses. In addition, the terms of the contribution and sale agreements relating to the purchase of our College Station property and our Management Company, which includes our Development Company as its wholly owned subsidiary, were not negotiated at arm s length. Certain of our officers, specifically, Messrs. Bower, Brown, Cardwell, Harris, Hickey and Wilcox, received collectively through their ownership of interests in properties held by the EDR Predecessor and our Management Company and our Development Company, total consideration of approximately $19.9 million, including Operating Partnership units and University Towers Partnership units of $17.2 million and cash of $2.7 million, which were used to repay certain unaffiliated third-party loans incurred by the EDR Predecessor. In addition, we paid approximately $800,000 in cash to an affiliate for certain office furniture and equipment. It is possible that the consideration we provided in exchange for these assets may exceed their fair market value and that we could realize less value from the assets than we would have realized if all of the contribution or sale agreements had been entered into with an unrelated third party or if we had obtained independent appraisals of the assets.

We face significant competition from university-owned student housing and from other private student housing communities located within close proximity to universities.

Many students prefer on-campus housing to off-campus housing because of the closer physical proximity to campus and integration of on-campus facilities into the academic community. Universities can generally avoid real estate taxes and borrow funds at lower interest rates, while we and other private-sector operators pay full real estate tax rates and have higher borrowing costs. Consequently, universities often can offer more convenient and/or less expensive student housing than we can, which can adversely affect our occupancy and rental rates.

We also compete with other national and regional owner-operators of off-campus student housing in a number of markets as well as with smaller local owner-operators. There are a number of purpose-built student housing properties that compete directly with us located near or in the same general vicinity of many of our student housing communities. Such competing student housing communities may be newer than our student housing communities, located closer to campus, charge less rent, possess more attractive amenities, or offer more services, shorter lease terms or more flexible leases. The construction of competing properties or decreases in the general levels of rents for housing in competing properties could adversely affect our rental income.

We believe that a number of other large national companies may be potential entrants in the student housing business. In some cases, these potential competitors possess substantially greater financial and marketing resources than we do. The entry of one or more of these companies could increase competition for student tenants and for the acquisition, development and management of other student housing communities.

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We may not be able to recover our costs for our development consulting services.

We typically are awarded development consulting services business on the basis of a competitive award process, but definitive contracts are typically not executed until the formal approval of the transaction by the institution s governing body at the completion of the project. In the intervening period, we may incur significant pre-development and other costs in the expectation that the development consulting services contract will be executed. These costs generally range from $300,000 to $500,000 and typically include architects fees to design the property and contractors fees to price the construction. We typically seek to enter into a reimbursement agreement with the institution that requires the institution to provide a guarantee of our advances. However, we may not be successful in negotiating such an agreement. In addition, if an institution s governing body does not ultimately approve our selection and the underlying terms of a pending development, we may not be able to recover these costs from the institution. In addition, when we are awarded development consulting business, we generally receive 50% of our fees at the time the project is financed, and the remainder is generally paid in monthly installments thereafter. As a result, the recognition and timing of revenues will, among other things, be contingent upon the project owner s successful structuring and closing of the project financing as well as the timing of construction.

We may be unable to take advantage of certain disposition opportunities because of additional costs we have agreed to pay if we sell certain of our properties in taxable transactions for a period of five years.

On the Closing Date, we issued Operating Partnership units as partial or full consideration for our interests in two properties in the JPI portfolio and University Towers Partnership units for our interest in University Towers. So long as the contributing owners of such properties hold at least 25% of the Operating Partnership units or University Towers Partnership units that they received on the Closing Date, we have agreed to maintain certain minimum amounts of debt on the properties so as to avoid triggering gain to the contributing owners. If we fail to do this, we will owe to the contributing owners the amount of taxes that they incur. In each case, the amount of tax is computed assuming the highest federal and state rates. As a result, these agreements may preclude us from selling the restricted properties at the optimal time.

We rely on our relationships with universities, and changes in university personnel and/or policies could adversely affect our operating results.

In some cases, we rely on our relationships with universities for referrals of prospective tenants or for mailing lists of prospective tenants and their parents. The failure to maintain good relationships with personnel at these universities could therefore have a material adverse effect on us. If universities refuse to make their lists of prospective student-tenants and their parents available to us or increase the costs of these lists, the increased costs or failure to obtain such lists could also have a material adverse effect on us.

We may be adversely affected by a change in university admission policies. For example, if a university reduces the number of student admissions, the demand for our properties may be reduced and our occupancy rates may decline. In addition, universities may institute a policy that a certain class of students, such as freshmen, must live in a university-owned facility, which would also reduce the demand for our properties. While we may engage in marketing efforts to compensate for such policy changes, we may not be able to effect such marketing efforts prior to the commencement of the annual lease-up period or at all.

Our growth will be dependent upon our ability to acquire and/or develop, lease, integrate and manage additional student housing communities successfully.

We cannot assure you that we will be able to identify real estate investments that meet our investment criteria, that we will be successful in completing any acquisition we identify or that any acquisition we complete using the proceeds of our initial public offering will produce a return on our investment. We will have broad authority to invest in real estate investments that we identify in the future.

Our future growth will be dependent upon our ability to successfully acquire new properties on favorable terms, which may be adversely affected by the following significant risks:

- we may be unable to acquire a desired property at all or at a desired purchase price because of competition from other purchasers of student housing;
- many of our future acquisitions are likely to be dependent on external financing, and we may be unable to finance an acquisition on favorable terms or at all;
- we may be required to incur significant capital expenditures to improve or renovate acquired properties;
- we may be unable to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into our existing operations;
- market conditions may result in higher than expected vacancy rates and lower than expected rental rates; and
- we may acquire properties subject to liabilities but without any recourse, or with only limited recourse, to the sellers, or with liabilities that are unknown to us, such as liabilities for undisclosed environmental contamination, claims by tenants, vendors or other persons dealing with the former owners of the properties and claims for indemnification by members, directors, officers and others indemnified by the former owners of the properties.

As we acquire additional properties, we will be subject to risks associated with managing new properties, including lease-up and integration risks. Newly acquired properties may not perform as expected, and newly acquired properties may have characteristics or deficiencies unknown to us at the time of acquisition.

Risks related to the real estate industry

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

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

These events include:

- local oversupply of student housing units, increased competition or reduction in demand for student housing;
- inability to collect rent from tenants;
- vacancies or our inability to lease beds on favorable terms;
- increased operating costs, including insurance premiums, utilities, and real estate taxes;
- costs of complying with changes in governmental regulations;
- the relative illiquidity of real estate investments;
- changing student demographics;
- national, regional and local economic conditions; and

rising interest rates.

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We have limited time to perform due diligence on many of our acquired properties, which could subject us to significant unexpected liabilities and under-performance of the acquired properties.

When we enter into an agreement to acquire a property, we often have limited time to complete our due diligence prior to acquiring the property. Because our internal resources are limited, we may rely on third parties to conduct a portion of our due diligence. To the extent these third parties or we underestimate or fail to identify risks and liabilities associated with the properties we acquire, we may incur unexpected liabilities, or the property may fail to perform in accordance with our projections. If, during the due diligence phase, we do not accurately assess the value of and liabilities associated with a particular property, we may pay a purchase price that exceeds the current fair value of the assets. As a result, material goodwill and other intangible assets would be recorded, which could result in significant charges to earnings in future periods. These charges, in addition to the financial impact of significant liabilities that we may assume, could seriously harm our financial and operating results, as well as our ability to pay dividends.

Certain losses may not be covered by insurance.

We carry insurance covering comprehensive liability, fire, earthquake, terrorism, business interruption, vandalism and malicious mischief, extended coverage perils, physical loss perils, commercial general liability, personal injury, workers compensation, business, automobile, errors and omissions, employee dishonesty, employment practices liability and rental loss with respect to all of the properties in our portfolio and the operation of our Management Company and Development Company. We also carry insurance covering terrorism and flood (when the property is located in whole or in material part in a designated flood plain area) on some of our properties. We believe the policy specifications and insured limits are appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. There are, however, certain types of losses (such as property damage from riots or wars, employment discrimination losses, punitive damage awards, terrorism or acts of God) that may be either uninsurable or not economically insurable. Some of our policies are subject to large deductibles or co-payments and policy limits that may not be sufficient to cover losses. In addition, we may discontinue earthquake, terrorism or other insurance on some or all of our properties in the future if the cost of premiums for these policies exceeds, in our judgment, the value of the coverage discounted for the risk of loss. If we experience a loss that is uninsured or that exceeds policy limits, we could lose the capital invested in the damaged properties as well as the anticipated future cash flows from those properties. In addition, if the damaged properties are subject to recourse indebtedness, we would continue to be liable for the indebtedness, even if these properties were irreparably damaged.

Future terrorist attacks in the United States could harm the demand for and the value of our student housing communities.

Future terrorist attacks in the United States, such as the attacks that occurred in New York and Washington, D.C. on September 11, 2001, and other acts of terrorism or war, or threats of the same, could harm the demand for and the value of our properties. A decrease in demand in our markets would make it difficult for us to renew or re-lease our properties at rates equal to or above historical rates.

Terrorist attacks also could directly affect the value of our properties through damage, destruction, loss or increased security costs, and the availability or cost of insurance for such acts. 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.

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

Under various environmental laws, including the Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, a current or previous owner or operator of real property may be liable for contamination resulting from the release or threatened release of hazardous or toxic substances or petroleum at that property, and an entity that arranges for the disposal or treatment of a hazardous or toxic substance or petroleum at another property may be held jointly and severally liable for the cost to investigate and clean up such property or other affected property. Such parties are known as potentially responsible parties, or PRPs. Environmental laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the presence of the contaminants, and the costs of any required investigation or cleanup of these substances can be substantial. PRPs are liable to the government as well as to other PRPs who may have claims for contribution. The liability is generally not limited under such laws and could exceed the property s value and the aggregate assets of the liable party. The presence of contamination or the failure to remediate contamination at our properties also may expose us to third-party liability for personal injury or property damage, or adversely affect our ability to sell, lease or develop the real property or to borrow using the real property as collateral. We do not carry environmental insurance on any of the properties in our portfolio.

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

We could be exposed to liability and remedial costs related to environmental matters.

Certain properties in our portfolio may contain, or may have contained, asbestos-containing building materials, or ACBMs. Environmental laws require that ACBMs be properly managed and maintained, and may impose fines and penalties on building owners and operators for failure to comply with these requirements. Also, certain properties may 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. Certain properties in our portfolio contain, or may have contained, elevated radon levels. Third parties may be permitted by law to seek recovery from owners or operators for property damage and/or personal injury associated with exposure to contaminants, including, but not limited to, petroleum products, hazardous or toxic substances and asbestos fibers. Also, some of the properties may contain regulated wetlands that can delay or impede development or require costs to be incurred to mitigate the impact of any disturbance. Absent appropriate permits, we can be held responsible for restoring wetlands and be required to pay fines and penalties.

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

Independent environmental consultants conducted Phase I environmental site assessments on all of our initial 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 or the possible presence of asbestos, lead-based paint, radon, wetlands or mold. Some of the

Phase I assessments did, however, test for radon and found elevated radon levels at two properties. A radon mitigation system was implemented at one of the properties and another mitigation system will be needed at one additional property. In addition, a limited Phase II study was conducted on four of the properties and concluded that further investigation was not warranted.

None of the site assessments revealed any past or present environmental liability that we believe would be material to us. However, the 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; and future laws, ordinances or regulations may impose material additional environmental liability.

We cannot assure you that costs of future environmental compliance will not affect our ability to make distributions or that such costs or other remedial measures will not be material to us.

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

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

In June 2001, the United States Department of Justice, or DOJ, notified JPI of an on-going investigation regarding possible violations of the ADA and the FHAA at various residential properties developed by JPI, mostly multi-family apartment communities. Of the 14 student housing communities we acquired from JPI on the Closing Date, one property is included in those reviewed by the DOJ to date. The DOJ has reviewed the property plans for this property but has not issued a report regarding its review. In October 2002, the DOJ indicated that the investigations were being delayed for an undetermined period of time. This investigation has not been resolved and, at this point, no conclusion can be reached regarding what will be required to conclude it or whether it will result in a dispute or legal proceedings with the DOJ. Noncompliance with the ADA and the FHAA could result in the imposition of injunctive relief, fines, awards of damages to private litigants or additional capital expenditures to remedy such noncompliance. We are unable to predict the outcome of the DOJ s investigation related to the JPI portfolio.

We may incur significant costs complying with other regulations.

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

Our potential participation in joint ventures presents additional risks.

We may co-invest with third parties through partnerships, joint ventures or other entities, acquiring non-controlling interests in or sharing responsibility for managing the affairs of a property, partnership, joint venture or other entity. In such event, we will not have sole decision-making authority regarding the property, partnership, joint venture or other entity. Investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present were a third party not involved, including the possibility that partners or co-venturers may become bankrupt or fail to fund their share of required capital contributions. Partners or co-venturers also may have economic or other business interests or goals that are inconsistent with our business interests or goals and may be in a position to take actions contrary to our preferences, policies or objectives. Such investments also will have the potential risk of our reaching impasses with our partners or co-venturers on key decisions, such as a sale, because neither we nor the partner or co-venturer would have full control over the partnership or joint venture. Disputes between us and partners or co-venturers may result in litigation or arbitration that would increase our expenses and prevent our management team from focusing its time and effort exclusively on our business. In addition, we may in some circumstances be liable for the actions of our third-party partners or co-venturers.

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our properties.

Because real estate investments are relatively illiquid, our ability to promptly sell one or more properties in our portfolio in response to changing economic, financial and investment conditions is limited. The real estate market is affected by many factors, such as general economic conditions, availability of financing, interest rates and other factors, including supply and demand, that are beyond our control. We cannot predict whether we will be able to sell any property for the price or on the terms set by us or whether any price or other terms offered by a prospective purchaser would be acceptable to us. We also cannot predict the length of time needed to find a willing purchaser and to close the sale of a property.

We 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 those defects or to make those improvements. In acquiring a property, we may agree to transfer restrictions that materially restrict us from selling that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that property. These transfer restrictions would impede our ability to sell a property even if we deem it necessary or appropriate.

Risks related to our organization and structure

To maintain our REIT status, we may be forced to limit the activities of our Management Company.

To maintain our status as a REIT, no more than 20% of the value of our total assets may consist of the securities of one or more taxable REIT subsidiaries, such as our Management Company. Some of our activities, such as our third-party management, development consulting and food services, must be conducted through our Management Company and Development Company for us to maintain our REIT qualification. In addition, certain non-customary services such as cleaning, transportation, security and, in some cases, parking, must be provided by a taxable REIT subsidiary or an independent contractor. If the revenues from such activities create a risk that the value of our Management Company, based on revenues or otherwise, approaches the 20% threshold, we will be forced to curtail such activities or take other steps to remain under the 20% threshold. Because the 20% threshold is based on value, it is possible that the Internal Revenue Service, or IRS, could successfully contend that the value of our Management Company exceeds the 20% threshold even if our Management Company accounts for less than 20% of our consolidated revenues, income or cash flow, in which case our status as a REIT could be jeopardized.

We will depend heavily on the availability of equity and debt capital to fund our business.

In order to maintain our qualification as a REIT, we are required under the Internal Revenue Code of 1986, as amended, which we refer to as the Code, to distribute annually at least 90% of our REIT taxable income, determined without regard to distributions paid and excluding any net capital gain. In addition, we will be subject to income tax at regular corporate rates to the extent that we distribute less than 100% of our net taxable income, including any net capital gains. Because of these distribution requirements, REITs are largely unable to fund capital expenditures, such as acquisitions, renovations, development and property upgrades from operating cash flow. Consequently, we will be largely dependent on the public equity and debt capital markets and private lenders to provide capital to fund our growth and other capital expenditures. We may not be able to obtain this financing on favorable terms or at all. Our access to equity and debt 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 distributions; and
- the market price per share of our common stock.

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

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

Our charter provides that, subject to certain exceptions, no person or entity may beneficially own, or be deemed to own by virtue of the applicable constructive ownership provisions of the Code, more than 9.8% (by value, by number of shares or by voting power, whichever is more restrictive) of the outstanding shares of our common stock or more than 9.8% (by value, by number of shares or by voting power, whichever is more restrictive) of all our outstanding shares, including both common and preferred stock. We refer to this restriction as the ownership limit. Generally, if a beneficial owner of our shares exceeds the ownership limit, such owner will be effectively divested of all ownership rights with respect to shares exceeding the limit and may suffer a loss on his or her investment.

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

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

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

- the REIT ownership limit described above;
- authorization of the issuance of our preferred shares with powers, preferences or rights to be determined by our board of directors;
- the right of our board of directors, without a stockholder vote, to increase our authorized shares and classify or reclassify unissued shares; and
- advance notice requirements for stockholder nomination of directors and for other proposals to be presented at stockholder meetings.

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

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

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

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

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.

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

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

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

We depend upon the services of our key personnel, particularly Paul O. Bower, our Chairman, Chief Executive Officer and President, Randall H. Brown, our Executive Vice President and Chief Financial Officer, and Craig L. Cardwell, our Executive Vice President and Chief Investment Officer. Messrs. Bower and Cardwell each have been in the student housing business for over 30 years, and each of them has developed a network of contacts and a reputation that attracts business and investment opportunities and assists us in negotiations with universities, lenders and industry personnel. In addition, Mr. Brown possesses detailed knowledge of and experience with our financial and ancillary support operations that are critical to our operations and financial reporting obligations as a public company. We will continue to need to attract and retain qualified additional senior executive officers as we grow our business. The loss of the services of any of our senior executive officers, or our inability to recruit and retain qualified personnel could have a material adverse effect on our business and financial results.

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Federal income tax risks

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

We intend to operate in a manner that will allow us to qualify as a REIT for federal income tax purposes under the Code. We have not requested and do not plan to request a ruling from the IRS that we qualify as a REIT. If we lose our REIT status, we will face serious tax consequences that could 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 such amounts would be subject to federal income tax at regular corporate rates;

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

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

In addition, if we fail to qualify as a REIT, we will not be required to make distributions to stockholders, and all distributions to stockholders will be subject to tax as ordinary income to the extent of our current and accumulated earnings and profits. As a result of all these factors, our failure to qualify as a REIT also could impair our ability to expand our business and raise capital, and would adversely affect the value of our common stock.

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

We may be subject to federal and state income taxes that would harm our financial condition.

Even if we qualify and maintain our status as a REIT, we may become subject to federal income taxes and related state taxes. For example, if we have net income from a sale of dealer property or inventory, or, if our Management Company enters into agreements with us or our tenants on a basis that is determined to be other than an arm s length basis, that income will be subject to a 100% penalty tax. If we believe that a sale of a property might be treated as a prohibited transaction, we will attempt to structure a sale through a taxable REIT subsidiary, in which case the gain from the sale would be subject to corporate income tax but not the 100% prohibited transaction tax. We cannot assure you, however, that the IRS would not assert successfully that sales of properties that we make directly, rather than through a taxable REIT subsidiary, were sales of dealer property or inventory, in which case the 100% penalty tax will apply. In addition, we may not be able to make sufficient distributions to avoid corporate income tax and the 4% excise tax on undistributed income. We may also be subject to state and local taxes on our income or property, either directly or at the level of our Operating Partnership or the University Towers Partnership or at a level of the other entities through which we indirectly own our properties that would aversely affect our operating results.

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An investment in our common stock has various tax risks, including the treatment of distributions in excess of earnings and the inability to apply passive losses against distributions.

Distributions in excess of current and accumulated earnings and profits, to the extent that they exceed the adjusted basis of an investor s common stock, will be treated as long-term capital gain (or short-term capital gain if the shares have been held for less than one year). Any gain or loss realized upon a taxable disposition of shares by a stockholder who is not a dealer in securities will be treated as a long-term capital gain or loss if the shares have been held for more than one year, and otherwise will be treated as short-term capital gain or loss. Distributions that we properly designate as capital gain distributions will be treated as taxable to stockholders as gains (to the extent that they do not exceed our actual net capital gain for the taxable year) from the sale or disposition of a capital asset held for greater than one year. Distributions we make and gain arising from the sale or exchange by a stockholder of shares of our stock will not be treated as passive income, meaning stockholders generally will not be able to apply any passive losses against such income or gain.

Future distributions may include a significant portion as a return of capital.

Our distributions may exceed the amount of our income as a REIT. If so, the excess distributions will be treated as a return of capital to the extent of the stockholder s basis in our stock, and the stockholder s basis in our stock will be reduced by such amount. To the extent distributions exceed a stockholder s basis in our stock, the stockholder will recognize capital gain, assuming the stock is held as a capital asset.

Item 1B. ***Unresolved Staff Comments.***

None.

Item 2. ***Properties.***

General

As of December 31, 2005, our properties consisted of 26 communities located in 17 states containing 19,501 beds in 6,186 apartment units located near 23 universities. On January 6, 2006 we completed the acquisition of the 13 collegiate student housing communities with a combined total of 5,894 beds from Place Properties, L.P. of Atlanta, Georgia. Under terms of the transaction, Place Properties sold its owned portfolio to the Trust and then leased back the properties and will operate them with the existing management teams under a renewable, initial five-year lease agreement with the Trust.

Twenty-five of our 26 properties are modern apartment communities, with clusters of low-rise buildings that consist of student housing units with private bedrooms and one or more bathrooms centered around a common area consisting of a fully furnished living room, dining room and fully-equipped kitchen. University Towers is a high-rise residence hall that has a cafeteria on the premises and no individual kitchens in the units. We provide food services through our Management Company to residents of University Towers. Our student housing communities typically contain a swimming pool, recreational facilities and common areas, and each bedroom has individualized locks, high-speed Internet access and telephone and cable television connections.

Our student housing communities typically have the following characteristics:

- located in close proximity to university campuses (within two miles or less);
- average age of approximately seven years;
- designed specifically for students with modern unit plans and amenities; and
- supported by our long-standing Community Assistant program and other student-oriented activities and services that enhance the college experience.

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Properties

The following tables provide certain summary information about our properties as of December 31, 2005 and the EDR Predecessor s properties as of December 31, 2004:

Name	Primary University Served	Year Built	Acquisition Date	# of Beds	# of Units	Year Ended December 31, 2005 Average Occupancy Rate(1)	Monthly Total Revenue (In thousands)	Revenue per Available Bed(2)
NorthPointe	University of Arizona	1999	Jan 05	912	300	89.7%	$ 301	$330
The Reserve at Athens	University of Georgia	1999	Jan 05	612	200	95.6	214	350
The Reserve at Clemson	Clemson University	1999	Jan 05	590	177	95.4	186	316
Players Club	Florida State University	1994	Jan 05	336	84	96.1	125	372
The Gables	Western Kentucky University	1996	Jan 05	290	73	89.2	81	278
College Station	Augusta State University	1989	Jan 05	203	61	74.4	42	207
University Towers	North Carolina State University	1989	Jan 05	953	251	73.9	432(6)	453(6)
The Pointe at South Florida	University of South Florida	1999	Jan 05	1,002	336	96.1	411	442
Commons at Knoxville	University of Tennessee	1999		708	211	94.8	281	396
The Commons	Florida State University	1997	Jan 05	732	252	95.1	257	351
The Reserve on Perkins	Oklahoma State University	1999	Jan 05	732	234	92.9	216	295
The Reserve at Star Pass	University of Arizona	2001	Jan 05	1,020	336	93.1	325	319
The Pointe at Western	Western Michigan University	2000	Jan 05	876	324	95.3	342	391
College Station at W. Lafayette	Purdue University	2000	Jan 05	960	336	91.8	298	311
Commons on Kinnear	The Ohio State University	2000	Jan 05	502	166	95.8	234	465
The Pointe	Pennsylvania State University	1999	Jan 05	984	294	93.2	363	369
The Reserve at Columbia	University of Missouri	2000	Jan 05	676	260	96.9	275	406
The Reserve on Frankford	Texas Tech University	1997	Jan 05	737	243	86.9	252	342
The Village on Tharpe	Florida State University	1995	Jan 05	1,554	486	94.7	533	343
The Lofts	University of Central Florida	2002	Jan 05	730	254	96.3	404	553

The Reserve on West 31st	University of Kansas	1998	Jan	05	720	192	89.8	215	299
Campus Creek	University of Mississippi	2004	Feb	05	636	192	88.6	218	377
Pointe West	University of South Carolina	2003	Mar	05	480	144	96.2	147	337
Campus Lodge	University of Florida	2001	Jun	05	1,116	360	92.8	349	491
College Grove	Middle Tennessee State University	1998	Apr	05	864	240	94.7	187	297
The Reserve on South College	Auburn University	1999	Jul	05	576	180	92.4	90	287
Total		1998(3)			19,501	6,186	92.2%	$6,778	$366(3)

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					EDR Predecessor Year Ended December 31, 2004		
Name	Primary University Served	Year Built	# of Beds	# of Units	Average Occupancy Rate(4)	Monthly Total Revenue	Revenue per Available Bed(5)
						(In thousands)	
NorthPointe	University of Arizona	1999	912	300	91.9%	$ 465	$ 371
The Reserve at Athens	University of Georgia	1999	612	200	93.8	222	362
The Reserve at Clemson	Clemson University	1999	590	177	95.0	193	327
Players Club	Florida State University	1994	336	84	94.4	128	379
The Gables	Western Kentucky University	1995	290	73	97.3	93	321
College Station	Augusta State University	1989	203	61	88.4	51	253
University Towers(6)	North Carolina State University	1989	953	251	75.9	465(6)	480(6)
Total		1995(3)	3,896	1,146	89.2%	$ 1,617	$ 421(3)

(1) Average of the physical month-end occupancy rates for the period subsequent to acquisition through December 31, 2005.

(2) Monthly revenue per available bed for 2005 is equal to total revenue for the period subsequent to acquisition through December 31, 2005 divided by the sum of the design beds (including staff and model beds) at the property each month.

(3) Represents average for all properties in portfolio.

(4) Average of the physical month-end occupancy rates for the twelve months ended December 31, 2004.

(5) Monthly revenue per available bed for 2004 is equal to total annual revenue divided by the sum of the design beds (including staff and model beds) at the property each month.

(6) Revenues and revenue per available bed for University Towers excludes revenue from food service operations.

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Mortgage Indebtedness

The following table contains summary information concerning the mortgage debt encumbering our properties as of December 31, 2005:

Property		Education Realty Trust, Inc. Outstanding at December 31, 2005	Contractual Fixed Interest Rate	Maturity Date	Amortization
University Towers	$	23,996	6.77%	3/1/2008	30 Year
The Reserve at Clemson		11,810	6.63%	5/1/2007	30 Year
The Gables		4,499	5.50%	11/1/2013	30 Year
NorthPointe		18,562	6.63%	5/1/2007	30 Year
The Pointe at S. Florida		23,900	5.48%	7/7/2009	30 Year
The Pointe at Western		21,600	5.48%	7/7/2009	30 Year
The Lofts		26,500	3.49%	4/5/2007	30 Year
The Reserve on Perkins/ The Commons at Knoxville		32,000	5.48%	7/7/2009	30 Year
The Pointe at Penn State/ The Reserve at Star Pass		50,740	5.48%	7/7/2009	30 Year
Campus Lodge		37,313	6.97%	5/1/2012	30 Year
Pointe West		11,148	4.92%	8/1/2014	30 Year
College Station at W. Lafayette		14,800	5.48%	7/7/2009	30 Year
The Commons on Kinnear		14,700	5.48%	7/7/2009	30 Year
The Reserve at Frankford		14,500	5.48%	7/7/2009	30 Year
The Reserve at Columbia		19,400	5.48%	7/7/2009	30 Year
Total debt /weighted average rate	$	325,468	5.67%		
Unamortized premium/ (discount)		2,867			
Total mortgage loans net of unamortized premium/(discount)		328,335			
Less current portion of long-term debt		(2,932)			
Total long-term debt, net of current portion	$	325,403			

The weighted average interest rate of this mortgage indebtedness is 5.67%. Each of these mortgages is a non-recourse obligation subject to customary exceptions and has 30-year amortization. The loans generally do not allow prepayment prior to maturity. However, prepayment is allowed in certain cases subject to prepayment penalties.

Item 3. ***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, in management s opinion, the liabilities, if any, in excess of amounts provided or covered by insurance, are not expected to have a material adverse effect on our financial position, results of operations or liquidity.

Item 4. ***Submission of Matters to a Vote of Security Holders.***

None.

NYSE Certifications

Our CEO certified to the New York Stock Exchange in 2005 that we were in compliance with the NYSE listing standards. Our CEO and CFO have executed the certification required by section 302 of the

Sarbanes-Oxley Act of 2002, which is contained herein as an exhibit to this Form 10-K for the fiscal year ended December 31, 2005.

PART II

Item 5. *Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.*

Market Information

Our common stock began trading on the New York Stock Exchange under the symbol EDR on January 26, 2005. The initial public offering price of our common stock on such date was $16.00 per share. There were approximately 48 holders of record out of the 21,850,000 shares outstanding on March 28, 2006. On the same day, our common stock closed at $15.37. The following table provides information on the high and low prices for our common stock on the NYSE and the dividends declared for the eleven months from our initial public offering on January 31 through December 31, 2005:

	High	Low	Distributions Declared
Period from January 31 through March 31, 2005	$ 17.66	$ 16.00	
Three months ended June 30, 2005	18.75	15.57	$ 0.19
Three months ended September 30, 2005	20.34	16.40	$ 0.30
Three months ended December 31, 2005	$ 16.63	$ 12.17	$ 0.30

Initial Public Offering

On January 31, 2005, we sold 21,850,000 shares of our common stock at an offering price of $16.00 per share, including the sale of 2,850,000 shares in connection with the full exercise of the over-allotment option by the underwriters of the Offering. J.P. Morgan Securities Inc. and UBS Securities LLC were the joint book-running managers for the Offering. Simultaneous with the Offering, we completed our formation transactions, which included the contribution of the student housing business of the EDR Predecessor and its subsidiaries, purchase of the related minority interests in the EDR Predecessor and its subsidiaries and the acquisition of 14 student housing communities previously owned by JPI Investment Company, L.P. and its affiliates (JPI). The net proceeds of the Offering after expenses were approximately $320.4 million. The Offering proceeds were used as follows:

- approximately $121.2 million to pay the cash portion of our formation transactions;

- approximately $118.4 million to repay mortgage debt assumed in the formation transactions, including prepayment fees of approximately $3.7 million;

- approximately $6.0 million to fund our revolving loan commitment to an affiliate of JPI;

- approximately $1.4 million to pay loan origination fees relating to our $100 million revolving credit facility that was obtained on January 31, 2005 and amended on April 4, 2005;

- approximately $59.6 million to purchase properties located near the University of Mississippi in February 2005, the University of South Carolina in March 2005, Middle Tennessee State University in April 2005, the University of Florida in June 2005, and Auburn University in July 2005; and

- approximately $6.7 million was used for general corporate purposes, including payments of distributions to our stockholders.

Recent Sales of Unregistered Securities

Upon our formation on July 13, 2004, Paul O. Bower, our Chief Executive Officer, President and Chairman of the Board of Directors, was issued 100 shares of our common stock for total consideration of

$1,000 in cash in order to provide our initial capitalization. We repurchased these shares at cost on the Closing Date. The issuance of all such shares were effected in reliance upon an exemption from registration provided by Section 4(2) under the Securities Act of 1933, as amended (Securities Act) and Rule 506 of Regulation D thereunder. Mr. Bower is an accredited investor as defined under Regulation D of the Securities Act.

On the Closing Date, 1,376,471 units of limited partnership interest in our Operating Partnership, having a value of approximately $22.0 million, and 269,757 units of limited partnership interest in the University Towers Partnership, having a value of approximately $4.3 million, were issued to a total of eight persons, including certain of our directors and officers, in exchange for interests in our initial properties and other assets. These units are convertible after one year from the date of issuance into cash or, at our election, shares of our common stock on a one-for-one basis. All of such persons irrevocably committed to the transfer of such interests and assets prior to the filing of the registration statement for our initial public offering pursuant to certain contribution agreements and merger agreements dated between September 17, 2004 and September 24, 2004 and are accredited investors as defined under Regulation D of the Securities Act. The issuances of all the units described above were made in reliance upon exemptions from registration provided by Section 4(2) under the Securities Act and Rule 506 of Regulation D thereunder.

Also on the Closing Date, we issued to JPI a warrant to purchase 250,000 shares of our common stock at a price equal to 103% of the initial public offering price. Pursuant to a contract of sale/contribution dated September 17, 2004, JPI irrevocably committed to the transfer of such interest in exchange for the consideration provided for in the contract, including the warrant. JPI is an accredited investor as defined under Regulation D of the Securities Act. This warrant will be exercisable beginning January 31, 2006 and will expire on February 28, 2007 unless previously exercised. The issuance of the warrant was made in reliance upon an exemption from registration provided by Section 4(2) under the Securities Act and Rule 506 of Regulation D thereunder.

In addition, also on the Closing Date, we issued 170,000 restricted shares of our common stock with an aggregate value of $2,890,000 that vest over five years, and 220,000 profits interest units representing an aggregate 1.1% interest in our Operating Partnership to our executive officers, pursuant to the terms of their respective employment agreements and to other employees at the discretion of our board. The issuance of such shares was made in reliance upon an exemption from registration under Rule 701 and Section 4(2) of the Securities Act. In addition, each of our independent directors received on the Closing Date an initial grant of restricted stock representing 1,000 shares of our common stock, which vested 180 days following the Closing Date. The issuance of these restricted stock units was made in reliance upon an exemption from registration under Rule 701 and Section 4(2) of the Securities Act. Subsequent to the Closing Date an additional 10,000 restricted shares of our common stock, which vests over five years, and having an aggregate value of $167,800, and 25,000 profit interest units were issued to employees and an additional 4,000 restricted shares of our common stock, which vested immediately upon issue, were issued to our independent directors.

On September 30, 2005, we completed a private placement of 4,375,000 shares of its common stock at a price of $16.00 per share (the Private Placement). The Private Placement raised net proceeds of approximately $67.0 million, after offering expenses of approximately $3.0 million. In connection with the Private Placement, we also entered into a registration rights agreement with the investors on September 22, 2005 (the Registration Rights Agreement). Pursuant to the Registration Rights Agreement, we agreed to file a registration statement covering the shares and to cause the registration statement to be declared effective within 180 days after the September 30, 2005 closing date. These shares were registered with the Securities and Exchange Commission on January 25, 2006.

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The following table provides information with respect to compensation plans under which our equity securities are authorized for issuance as of December 31, 2005.

	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	N/A	N/A	614,000
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	N/A	N/A	614,000

Item 6. ***Selected Financial Data.***

We have not presented historical information for the Trust prior to the completion of the Offering because we did not have material corporate operating activity during the period from our formation until the closing of the Offering.

The following table sets forth selected financial and operating data on a consolidated historical basis for the Trust and on a combined historical basis for the EDR Predecessor. For the periods presented prior to the Offering, the historical combined financial information for the EDR Predecessor includes:

- the student housing operations of Education Properties Trust, LLC (including the properties referred to as Northpointe, The Reserve at Athens, The Reserve at Clemson and Players Club)
- the student housing operations of the properties referred to as the Gables, College Station and University Towers, and
- the third party management and development consulting service operations and real estate operations of Allen & O Hara Education Services, LLC

The results of operations for the year ended December 31, 2005 represent the combined historical operations of the EDR Predecessor for the period January 1, 2005 through January 30, 2005 as well as the consolidated historical operations of the Trust for the year ended December 31, 2005.

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The following information presented below does not provide all of the information contained in our financial statements, including related notes. You should read the information below in conjunction with the historical consolidated and combined financial statements and related notes and Management s Discussion and Analysis of Financial Condition and Results of Operations, included elsewhere in this Annual Report on Form 10-K.

STATEMENT OF OPERATIONS DATA

	Education Realty Trust Inc.	EDR Predecessor			
	Year Ended December 31,				
	2005	2004	2003	2002	2001
	(In thousands)				
Revenues:					
Student housing leasing revenue	$ 75,877	$ 17,896	$ 17,095	$ 19,139	$ 13,084
Student housing food service revenue	3,491	3,137	2,879		
Third-party development consulting services	1,759	392	691	1,444	305
Third-party management revenue	1,968	1,326	1,026	784	767
Operating expense reimbursements	6,694	5,223	4,438	3,345	2,947
Total revenues	89,789	27,974	26,129	24,712	17,103
Operating expenses:					
Student housing leasing operations	37,794	7,645	7,408	9,212	6,282
Student housing food service operations	3,275	2,899	2,645		
Reimbursable operating expenses	6,694	5,223	4,438	3,345	2,947
General and administrative	12,549	3,545	3,425	3,242	2,111
Depreciation and amortization	28,168	3,120	3,061	3,324	1,336
Total operating expenses	89,480	22,432	20,977	19,123	12,676
Operating income (loss)	309	5,542	5,152	5,589	4,427
Nonoperating expense	17,266	5,786	5,771	5,715	3,436
Income (loss) before equity in earnings of unconsolidated entities	(16,957)	(244)	(619)	(126)	991
Equity in earnings of unconsolidated entities	880	1,002	629	128	263
Net income (loss) before income taxes and minority interest	(16,077)	758	10	2	1,254
Taxes	497				
Income (loss) before minority interest	(16,574)	758	10	2	1,254
Minority interest	(1,040)				

Net income (loss)	$	(15,534)	$	758	$	10	$	2	$	1,254

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BALANCE SHEET DATA

	As of December 31,				
	Education Realty Trust, Inc.	EDR Predecessor			
	2005	2004	2003	2002	2001
	(In thousands)				
Assets:					
Student housing properties, net	$ 620,305	$ 83,785	$ 86,388	$ 88,900	$ 49,357
Other assets, net	83,744	5,089	5,536	5,315	4,884
Total assets	$ 704,049	$ 88,874	$ 91,924	$ 94,215	$ 54,241
Liabilities and equity:					
Mortgage notes payable	$ 328,335	$ 81,111	$ 82,204	$ 82,959	$ 52,150
Other liabilities	17,255	5,974	7,225	5,798	4,771
Total liabilities	345,590	87,085	89,429	88,757	56,921
Minority interest	27,926				
Equity (deficit)	330,533	1,789	2,495	5,458	(2,680)
Total liabilities and equity	$ 704,049	$ 88,874	$ 91,924	$ 94,215	$ 54,241

OTHER DATA (UNAUDITED)

	As of December 31,				
	Education Realty Trust, Inc.	EDR Predecessor			
	2005	2004	2003	2002	2001
	(In thousands except selected property information)				
Funds from operations (FFO)(1):					
Net income (loss)	$ (15,534)	$ 758	$ 10	$ 2	$ 1,254
Plus student housing property depreciation and amortization of lease intangibles	28,896	3,120	3,061	3,324	1,336
Funds from operations	$ 13,362	$ 3,878	$ 3,071	$ 3,326	$ 2,590
Cash flow information:					
Net cash provided by operations	$ 18,373	$ 3,068	$ 4,309	$ 3,992	$ 2,807
Net cash used in investing	(200,157)	(181)	(925)	(42,982)	(25,939)
Net cash provided by (used in) financing	243,445	(2,480)	(3,658)	38,951	23,296
Per share and distribution data:					
Net loss per share basic and diluted	$ (.67)	$ (2,220)			
Cash distributions declared per share/unit	.79				
Cash distribution declared	18,721				
Selected property information(2):					
Units	6,186	1,146	1,146	1,146	669
Beds	19,501	3,896	3,896	3,896	2,394
Occupancy(3)	92.2%	89.2%	85.1%	87.6%	87.8%
Revenue per available bed(4)	$ 366	$ 421	$ 406	$ 400	$ 465

(1) As defined by the National Association of Real Estate Investment Trusts (NAREIT), FFO represents net income (loss) (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus real estate-related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures. Adjustments for unconsolidated partnerships and joint ventures will be calculated to reflect funds from operations on the same basis. We present FFO because we consider it an important supplemental measure of our operating performance and believe it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. Because FFO excludes depreciation and amortization unique to real estate, gains and losses from property dispositions and extraordinary items, it provides a performance measure that, when compared year over year, reflects the impact to operations from trends in occupancy rates, rental rates, operating

costs, development activities and interest costs, providing perspective not immediately apparent from net income.

(2) The selected property information represents all 26 owned properties for 2005. The 2004 data represents the seven properties owned by the EDR Predecessor, which are NorthPointe, The Reserve at Athens, The Reserve at Clemson, Players Club, The Gables, College Station and University Towers.

(3) Average of the month-end occupancy rates for rolling twelve-month period.

(4) Revenue per available bed is equal to the total twelve-month rolling revenue divided by the sum of the design beds (including staff and model beds) at the property each month. 2005 Revenue per available bed is equal to revenue for the eleven months ended December 31, 2005 divided by the sum of the available beds for each of the eleven months then ended.

Item 7. ***Management s Discussion and Analysis of Financial Condition and Results of Operations.***

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report. Where appropriate, the following discussion includes analysis of the effects of our Offering and the formation transactions. We make statements in this section that are forward-looking statements, see the section of this Form 10-K report entitled Forward-Looking Statements. Certain risk factors may cause our actual results, performance or achievements to differ materially from those expressed or implied by the following discussion. For a discussion of such risk factors, see the sections of this Form 10-K report entitled Risk Factors and Forward-Looking Statements. All dollar amounts in this discussion, except for per share data and operating statistics, are in thousands.

Overview

We are a self-managed and self-advised REIT engaged in the ownership, acquisition and management of high quality student housing communities. We also provide student housing development consulting services to universities, charitable foundations and others. We believe that we are one of the largest private owners, developers and managers of high quality student housing communities in the United States in terms of total beds owned and under management.

We were formed to continue and expand upon the student housing business of the EDR Predecessor, which commenced in 1964. We did not commence operations until the completion of our initial public offering, which occurred on the Closing Date. The historical operations prior to the Closing Date that are described in this report refer to the operations of the EDR Predecessor. We have described our operations in this report as if the historical operations of the EDR Predecessor were conducted by us. Where appropriate, the following discussion includes an analysis of the completion of our initial public offering and certain matters that have occurred following the completion of our initial public offering.

We earn income from rental payments we receive as a result of our ownership of student housing properties. We also earn income by performing property management services and development consulting services for third parties. While we manage the properties we own, we do not recognize any fee income from their management on a consolidated basis.

We will elect to be taxed as a REIT for federal income tax purposes commencing with our tax year ending December 31, 2005.

Our Business Segments

We define business segments by their distinct customer base and service provided. Management has identified three reportable segments: student housing leasing, third party development consulting services and third-party management services. We evaluate each segment s performance based on net operating income, which is defined as income before depreciation, amortization, interest expense and equity in earnings of unconsolidated entities. The accounting policies of the reportable segments are described in more detail in the summary of significant accounting policies in the footnotes to the financial statements. Inter-company fees are reflected at the contractually stipulated amounts.

Student Housing Leasing

Student housing leasing revenue represented approximately 88.4% of our revenue for the twelve months ended December 31, 2005. We include in student housing leasing revenue our revenue from food service operations at University Towers, as well as revenue from a contract pursuant to which we provide food services at the Robert Louis Stevenson School in Pebble Beach, California.

Unlike multi-family housing where apartments are leased by the unit, student-housing communities are typically leased by the bed on an individual lease liability basis. Individual lease liability limits each resident 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 resident provides adequate proof of income. The

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number of lease contracts that we administer is therefore equivalent to the number of beds occupied instead of the number of apartment units.

Due to our predominantly private bedroom accommodations, the high level of student-oriented amenities offered at our communities and the individual lease liability, we believe our properties can typically command higher per-unit and per-square foot rental rates than most multi-family properties in the same geographic markets. We are also typically able to command higher rental rates than on-campus student housing, which tend to offer properties with fewer amenities.

Substantially all of our leases commence mid-August and terminate the last day of July. These dates coincide with the commencement of the universities fall academic term and typically terminate at the completion of the subsequent summer school session. As such, we are required to re-lease each property in its entirety each year, resulting in significant turnover in our tenant population from year to year. In 2004 and 2005, approximately 64.7% and 69.9%, respectively, of our beds were leased to students who were first-time residents at our properties. 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 February and ends in August of each year. Our properties occupancy rates are therefore typically 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 upon expiration of traditional apartment leases.

During the first two weeks of August, prior to the commencement of each new lease period, we prepare the units for the new incoming tenants. Other than revenue generated by in-place leases for returning tenants, we do not generally recognize lease revenue during this period, as we have no leases in place. In addition, during this turnover period we incur significant expenses, which we immediately recognize, making our units ready for occupancy on or about August 15. Our August lease turnover results in seasonality in our operating results during the third quarter of each year.

Third-Party Management Services

Revenue from our third-party management services, excluding operating expense reimbursements, represented approximately 2.4% of our revenue for the twelve months ended December 31, 2005. These revenues are typically derived from multi-year management agreements, under which management fees are typically 3-5% of leasing revenue. These agreements typically have an initial term of five to ten years with a renewal option for an additional five years. As part of the management agreements, there are certain payroll and related expenses we pay on behalf of the third-party properties owners. These costs are referred to as reimbursable operating expenses and are required to be reimbursed to us by the third-party property owners. We recognize the expense and revenue related to these reimbursements when incurred. These operating expenses are wholly reimbursable and therefore not considered by our management when analyzing the operating performance of our third-party management services business.

Third-Party Development Consulting Services

Revenue from our third-party development consulting services, excluding operating expense reimbursements, represented approximately 2.1% of our revenue for the twelve months ended December 31, 2005. Fees for these services are typically 3-5% of the total project cost and are payable over the life of the project, which is typically one to two years in length. At times we will pay pre-development expenses such as architectural fees and permits if such are required prior to the project s financing being in place. We typically obtain a guarantee from the owner for repayment. We recognize the expenses when incurred, while the reimbursement revenue is not recognized until the consulting contract is awarded. These operating expenses are wholly reimbursable and therefore not considered by our management when analyzing the operating performance of our third-party development consulting services business.

We periodically enter into joint venture arrangements whereby we provide development consulting services to third-party student housing owners in an agency capacity. We recognize our portion of the earnings in each joint venture based on our ownership interest, which is reflected as equity in earnings of unconsolidated entities after net operating income in our statement of operations. Our revenue and operating expenses could fluctuate from period to period based on the extent we utilize joint venture arrangements to provide third-party development consulting services.

The amount and timing of future revenues from development consulting services will be contingent upon our ability to successfully compete in public universities competitive procurement processes, our ability to successfully structure financing of these projects, and our ability to ensure completion of construction within agreed construction timelines and budgets. To date, all of our third-party development projects have completed construction in time for their targeted occupancy dates.

Trends and Outlook

Rents and Occupancy

We expect the general trends of increased university enrollment and limited availability of on-campus housing to continue for the foreseeable future, providing us with continued opportunities to maximize revenues through increased occupancy and/or rental rates in our owned portfolio. We manage our properties to maximize revenues, which are primarily determined by two components: rental rates and occupancy rates. We customarily adjust rental rates in order to maximize revenues, which in some cases results in a lower occupancy rate, but in most cases results in an overall increase in revenues from the property. As a result, a decrease in occupancy rates may not be material to our operations and may be offset by an increase in rental rates. For the calendar years ended December 31, 2003 and 2004, we experienced a general trend of increasing revenue per available bed for our garden style apartment communities. However, in 2005 we experienced a drop in revenue per available bed from the prior period. This decline is a result of occupancy declines at two or our properties as well as a one time drop in revenue related to the treatment of deferred revenue in purchase accounting. Reported revenues for 2005 would have generally been higher due to the recognition of deferred revenue from the prior year had we owned all of our properties since the beginning of the 2004-2005 term.

Integration Costs Related to the Acquisition of Additional Properties

Our acquisition of the 14 JPI properties on the Closing Date and the subsequent acquisitions of five additional properties resulted in a substantial increase in the number of student housing communities managed by our Management Company and management team. These acquisitions required us to enhance our management information systems and add additional regional management and corresponding support personnel in our corporate office. We also experienced increased operating costs in the first year related to enhanced student amenities and higher maintenance (turn) expense necessary to appropriately position the properties in our portfolio.

General and Administrative Costs

As a result of becoming a public company in January 2005, we experienced significant increases in salaries, legal and accounting costs, director fees, costs related to communicating with stockholders, including ongoing communications and distribution of proxy statements in connection with stockholder meetings, as well as other cost related to the significant increase in our portfolio. Our general and administrative expenses increased significantly as a result of costs associated with being a public company.

Critical Accounting Policies

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

Student Housing Leasing Revenue Recognition

Student housing leasing revenue is comprised of all activities related to the leasing activities at the student housing properties and includes revenues from the leasing of space, parking lot rentals and certain ancillary services.

Students are required to execute lease contracts with payment schedules that vary from single to monthly payments. Generally, each executed contract must be accompanied by a nonrefundable application fee, a nonrefundable service fee and a notarized parental guarantee. Receivables are recorded when due, and leasing revenues and related lease incentives and nonrefundable application and service fees are recognized on a straight-line basis over the term of the contracts. Balances are considered past due when payment is not received on the contractual due date. Allowances for doubtful accounts are established by management when it is determined that collection is doubtful.

Revenue and Cost Recognition of Third-Party Development Consulting Services

Costs associated with the pursuit of third-party development consulting contracts are expensed as incurred until such time as we have been notified of a contract award. At such time, the reimbursable portion of such costs is recorded as a receivable. Development consulting revenues are recognized using the percentage of completion method as determined by construction costs incurred relative to the total estimated construction costs. Costs associated with development consulting services are expensed as incurred. We generally receive a significant percentage of our fees for development consulting services upon closing of the project financing, a portion of the fee over the construction period, and the balance upon substantial completion of construction. Because revenue from these services is recognized for financial reporting purposes utilizing the percentage of completion method, differences occur between amounts received and revenues recognized. Differences also occur between amounts recognized for tax purposes and those recognized from financial reporting purposes. Since, as a REIT, we will be required to distribute 90% of our taxable income, our distribution requirement with respect to our income from third-party services may exceed that reflected as net income for financial reporting purposes from such activities.

We periodically enter into joint venture arrangements whereby we provide development consulting services to third-party student housing owners in an agency capacity. We recognize our portion of the earnings in each joint venture based on our ownership interest, which is reflected as equity in earnings of unconsolidated entities after net operating income in our statement of operations. Our revenue and operating expenses could fluctuate from period to period based on the extent we utilize joint venture arrangements to provide third-party development consulting services.

Student Housing Property Acquisitions

Land, land improvements, buildings and improvements, and furniture, fixtures and equipment are recorded at cost. Buildings and improvements are depreciated over 30 to 40 years, land improvements are depreciated over 15 years, and furniture, fixtures, and equipment are depreciated over three to seven years. Depreciation is computed using the straight-line method for financial reporting purposes over the estimated useful life.

Acquisitions of student housing properties are accounted for utilizing the purchase method in accordance with Statement of Financial Accounting Standards (SFAS) No. 141, *Business Combinations*, and accordingly, the results of operations are included in the results of operations from the respective dates of acquisition. Pre-acquisition costs, which include legal and professional fees and other third party

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costs related directly to the acquisition of the property, are accounted for as part of the purchase price. Independent appraisals, estimates of cash flows, and valuation techniques are used to allocate the purchase price of acquired property between land, land improvements, buildings and improvements, furniture, fixtures and equipment and other identifiable intangibles such as amounts related to in-place leases.

Repairs and Maintenance

The costs of ordinary repairs and maintenance are charged to operations when incurred. Major improvements that extend the life of an asset are capitalized and depreciated over the remaining useful life of the asset. Planned major repair, maintenance and improvement projects are capitalized when performed. In some circumstances the lenders require us to maintain a reserve account for future repairs and capital expenditures. These amounts are not available for current use.

Long Lived Assets Impairment

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

Results of Operations

Comparison of years ended December 31, 2005 and December 31, 2004

The following table presents our results of operations for the years ended December 31, 2005 and 2004:

	Year Ended December 31, 2005(1)					Year Ended December 31, 2004				
	Student Housing Leasing	Third-Party Development Consulting Services	Third-Party Management Services	Adjustments	Total	Student Housing Leasing	Third-Party Development Consulting Services	Third-Party Management Services	Adjustments	Total
	(In thousands)									
Revenues:										
Student housing leasing revenue	$ 75,877	$	$	$	$ 75,877	$ 17,896	$	$	$	$ 17,896
Student housing food service revenue	3,491				3,491	3,137				3,137
Third-party development consulting services		1,759			1,759		392			392
Third-party management revenue			1,968		1,968			1,326		1,326
Intersegment revenues			2,644	(2,644)				973	(973)	
Operating expense reimbursements				6,694	6,694				5,223	5,223

Total revenues	79,368	1,759	4,612	4,050	89,789	21,033	392	2,299	4,250	27,974

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	Year Ended December 31, 2005(1)					Year Ended December 31, 2004				
	Student Housing Leasing	**Third-Party Development Consulting Services**	**Third-Party Management Services**	**Adjustments**	**Total**	**Student Housing Leasing**	**Third-Party Development Consulting Services**	**Third-Party Management Services**	**Adjustments**	**Total**
					(In thousands)					
Operating expenses:										
Student housing leasing operations	37,794				37,794	7,645				7,645
Student housing food service operations	3,275				3,275	2,899				2,899
General and administrative		2,245	3,969		6,214		1,329	2,216		3,545
Intersegment expenses	2,644			(2,644)		973			(973)	
Reimbursable operating expenses				6,694	6,694				5,223	5,223
Total operating expenses	43,713	2,245	3,969	4,050	53,977	11,517	1,329	2,216	4,250	19,312
Net operating income (loss)	35,655	(486)	643		35,812	9,516	(937)	83		8,662
Nonoperating expenses(2)	46,578	(6)			46,572	8,906				8,906
Income (loss) before equity in earnings of unconsolidated entities, income taxes and minority interest	(10,923)	(480)	643		(10,760)	610	(937)	83		(244)
Equity in earnings of unconsolidated entities		880			880		1,002			1,002
Income (loss) before taxes and	$ (10,923)	$ 400	$ 643	$	$ (9,880)	$ 610	$ 65	$ 83	$	$ 758

minority
interest(3)

(1) The information presented for the year ended December 31, 2005 represents the combined results of operations for Education Realty Trust, Inc. (post Offering) and the EDR Predecessor (pre Offering).

(2) Non operating expenses include interest expense, interest income and exit fees on early payment of debt, amortization of deferred financing costs, depreciation, and amortization of intangibles.

(3) The following is a reconciliation of the reportable segments net income (loss) before income taxes and minority interest to the Trust s consolidated net income (loss) before income taxes and minority interest:

	2005	2004
Net income (loss) before taxes and minority interest for reportable segments	$ (9,880)	$ 758
Unallocated corporate amounts:		
Noncash compensation charge for PIU s and restricted stock	(4,679)	
Other corporate expenses	(1,518)	
Net income (loss) before income taxes and minority interest	$ (16,077)	$ 758

Student housing leasing

Revenue from student housing leasing increased by $58.3 million to $79.4 million for the year ended December 31, 2005. This increase was due largely to the acquisition of the 14 JPI properties upon consummation of our Offering and the incremental impact relating to five new properties acquired since the Offering. As seen below our base portfolio of EDR Predecessor properties experienced a decrease in revenue per available bed over the comparable period of 2004. Part of the decrease was due to a drop in occupancy at two of our properties as a result of increased supply around the universities. In addition we had a planned drop in rates at our University Towers property designed to reverse a negative trend in occupancy experienced during the 04- 05 academic year. This rate adjustment along with a focused marketing effort has successfully reversed the trend at University Towers resulting in occupancy at the beginning of the current lease term of approximately 95% compared to 88% a year earlier.

Overall average physical occupancy and Revenue per Available Bed (RevPAB) for the years ended December 31, 2005 and 2004 were as follows:

	Average Occupancy December 31, 2005	Average RevPAB December 31, 2005		Average Occupancy December 31, 2004	Average RevPAB December 31, 2004	
EDR Predecessor (excluding University Towers)	93.3%	$	320	93.5%	$	348
University Towers	73.1%	$	436	75.9%	$	488
Total EDR Predecessor	92.2%	$	348	89.2%	$	383
JPI Portfolio(1)	93.8%	$	369			
New Acquisitions(1)	92.9%	$	372			
Total EDR Owned	92.2%	$	365	89.2%	$	383

(1) Properties were not owned as December 31, 2004.

Operating expenses of our student housing communities increased $32.2 million to $43.7 million for the year ended December 31, 2005. The majority of this increase was also due to the addition of the 14 JPI properties and the incremental impact relating to the five new properties as described above. However, the growth in operating expenses outpaced revenue growth year over year. Higher than anticipated utility costs, turn costs, bad debt expense, and student amenity costs contributed to operating expenses, excluding intersegment charges, as a percentage of revenue to increase. The higher utility costs are a result of current economic conditions, however, management has begun instituting energy conservation programs in an effort to control these costs as much as possible. The increase in student amenities is mostly the result of additional costs to meet student demand for better and faster internet capabilities. Management anticipates continued challenges managing these costs in the future. The increased costs related to turn and bad debt expense are considered by management to be one time issues related to acquired properties and their assimilation into our operating structure. While higher than normal bad debt charges were a cost of transitioning the properties, management believes the additional turn costs incurred were necessary to position the properties appropriately in the market and view them as an investment in the future leasing success of the properties.

Third-party development consulting services

Third-party development services revenues increased by $1.4 million to $1.8 million for the year ended December 31, 2005 from $.4 million for the year ended December 31, 2004. This increase relates to revenue recognized on four projects in 2005 compared to one project during the same period in 2004.

A portion of our third-party development consulting services have been conducted through joint venture arrangements, and the related fees recognized as equity in earnings of unconsolidated entities. Equity in earnings of unconsolidated entities decreased by $0.1 million to $0.9 million for the year ended December 31, 2005 from $1.0 million for the year ended December 31, 2004. This decrease was primarily due to more of our projects being contracted directly with the universities and is reflected in the increase in third-party development services revenue. There were two projects with a total of 1,160 beds under development through joint ventures during 2005 compared to four projects with a total of 2,076 beds during the same period in 2004.

General and administrative costs in the third-party development consulting services increased $1.1 million to $2.2 million for the year ended December 31, 2005. General and administrative expenses increased as a result of the higher volume of development projects and an expansion of the department. Additional growth in general and administrative expenses occurred due to a higher overhead burden as a result of the overall growth of the company and its entry into the public market.

Third-party management services

Third-party management services revenues increased by $2.3 million to $4.6 million for the year ended December 31, 2005 from $2.3 million for the year ended December 31, 2004. Revenue increased $1.7 million due to intersegment charges to owned properties as a result of the growth in our portfolio from seven to twenty-six properties. Third-party revenue increased $0.6 million year over year as a result of 2005 benefiting from a full year of management fees on four managed properties consisting of 2,096 beds that opened in Fall 2004, the opening of 3 new managed properties in August and September of 2005 and a new management contract for a 632 bed facility at the University of Texas in September 2005.

General and administrative costs for our third-party management services increased $1.8 million to $4.0 million for the year ended December 31, 2005. This increase is a direct result of the extraordinary growth in both our owned and managed portfolios as discussed above. Our owned portfolio grew from 7 properties to 26 properties through our Offering and Formation transactions as well as our 2005 acquisition program. In addition the third-party management services group added a total of eight new properties to its managed portfolio since summer 2004. Additional growth in general and administrative expenses occurred due to a higher overhead burden as a result of the overall growth of the company and its entry into the public market.

Nonoperating expenses

Nonoperating expenses increased $37.7 million to $46.6 million for the year ended December 31, 2005. The increase includes $1.1 million in defeasance fees on the early retirement of debt but relates substantially to an approximate $25.9 million increase in depreciation and amortization and an approximate $10.7 million dollar increase in mortgage interest expense as a result of the 14 property JPI acquisition and the acquisition of five additional properties during the year.

Comparison of years ended December 31, 2004 and December 31, 2003

The following table presents our results of operations for the years ended December 31, 2004 and 2003:

	Year Ended December 31, 2004(1)					Year Ended December 31, 2003				
	Student Housing Leasing	Third-Party Development Consulting Services	Third-Party Management Services	Adjustments	Total	Student Housing Leasing	Third-Party Development Consulting Services	Third-Party Management Services	Adjustments	Total
	(In thousands)									
Revenues:										
Student housing leasing revenue	$ 17,896	$	$	$	$ 17,896	$ 17,095	$	$	$	$ 17,095
Student housing food service revenue	3,137				3,137	2,879				2,879
Third-party development consulting services		392			392		691			691
Third-party management revenue			1,326		1,326			1,026		1,026
Intersegment revenues			973	(973)				959	(959)	
Operating expense reimbursements				5,223	5,223				4,438	4,438
Total revenues	21,033	392	2,299	4,250	27,974	19,974	691	1,985	3,479	26,129
Operating Expenses:										
Student housing leasing operations	7,645				7,645	7,559				7,559
Student housing food service operations	2,899				2,899	2,645				2,645
General and administrative		1,329	2,216		3,545		1,245	2,029		3,274
Intersegment expenses	973			(973)		959			(959)	
Reimbursable operating expenses				5,223	5,223				4,438	4,438
Total operating expenses	11,517	1,329	2,216	4,250	19,312	11,163	1,245	2,029	3,479	17,916

Net operating income (loss)	9,516	(937)	83		8,662	8,811	(554)	(44)		8,213
Nonoperating expenses	8,906				8,906	8,832				8,832
Income (loss) before equity in earnings of unconsolidated entities, income taxes and minority interest	610	(937)	83		(244)	(21)	(554)	(44)		(619)
Equity in earnings of unconsolidated entities		1,002			1,002		629			629
Income (loss) before taxes and minority interest	$ 610	$ 65	$ 83	$	$ 758	$ (21)	$ 75	$ (44)	$	$ 10

Student housing leasing

We owned seven properties containing 3,896 beds during the years ended December 31, 2004 and 2003. Revenue from student housing leasing increased by $1.0 million, or 5%, to $21.0 million for the year ended December 31, 2004 from $20.0 million for the year ended December 31, 2003. This increase is due largely to increased marketing efforts at our University of Arizona and Clemson University properties. Overall average physical occupancy was 89.2% and 85.1% for the years ended December 31, 2004 and December 31, 2003, respectively, while our revenue per available bed, including revenue from food services as described above, increased to $421 from $406 for the comparable periods.

Operating expenses of our student housing communities increased $0.3 million, or 3%, to $11.5 million for the year ended December 31, 2004 from $11.2 million for the year ended December 31, 2003. This increase was comprised primarily of increases in turnover, utilities and real estate taxes at our University of Arizona property and higher marketing, staffing, turnover and maintenance expenses at our Clemson University property.

Third-party development consulting services

Third-party development services revenues decreased 43%, from $0.7 million for the year ended December 31, 2003 to $0.4 million for the year ended December 31, 2004. This decrease was a result of our completion of the California State University San Marcos project in Fall 2003 as a sole developer and our participation in five new development projects throughout 2003 and 2004 through joint venture development arrangements rather than as a sole developer. Accordingly, the majority of related development consulting service fees for the year ended December 31, 2004 was recognized as equity in earnings of unconsolidated entities. Equity in earnings of unconsolidated entities for the 2004 calendar year was $1.0 million, a 59% increase as compared to $.6 million for 2003 calendar year.

Third-party management services

Third-party management services revenues increased from $2.0 million for the year ended December 31, 2003, to $2.3 million, or 16%, for the year ended December 31, 2004. This increase was primarily the result of the opening of four new management contract properties in Fall 2004 consisting of 2,096 beds and a full twelve months of operations of management contracts consisting of 1,620 beds during 2004 that commenced in Fall 2003.

General and administrative

General and administrative costs increased 8%, from $3.3 million for the year ended December 31, 2003 to $3.5 million for the year ended December 31, 2004, primarily as the result of additional corporate staff needed to accommodate the growth in our management services business.

Liquidity and Capital Resources

Liquidity outlook and capital requirements

We believe that our cash from operations, current leverage ratio of 47.4% and the availability under our current $100 million revolving credit facility provides sufficient liquidity and access to financing to make future student housing investments. There can be no assurance that we will make any investments in any other properties that meet our investment criteria.

Our liquidity needs include funds for distribution payments to our stockholders, including those required to maintain our REIT status and satisfy our current distribution policy, funds for capital expenditures, funds for debt repayment and, potentially, funds for new property acquisitions. We expect to meet our short-term liquidity requirements generally through net cash provided by operations. We expect our long-term liquidity requirements to be satisfied through cash generated by operations and external sources of debt and equity capital, including public capital markets as well as private sources of capital. To the extent that we are unable to maintain our revolving credit facility or an equivalent source of debt financing, we will be more reliant upon the public and private capital markets to meet our long-term liquidity needs.

We intend to invest in additional properties only as suitable opportunities arise. In the short term, we intend to fund acquisitions with working capital and borrowings under our revolving credit facility. We intend to finance property acquisitions over the longer term with the proceeds from additional issuances of common or preferred stock, debt financing and issuances of units of our Operating Partnership.

We anticipate that our existing working capital, availability of our line of credit and cash from operations will be adequate to meet our liquidity requirements for at least the next twelve months.

Capital expenditures

The historical recurring capital expenditures at our garden-style apartment communities, excluding University Towers are set forth below:

	As of and for the Years Ended December 31,		
	2005	2004	2003
Total units	5,935	895	895
Total beds	18,548	2,943	2,943
Total recurring capital expenditures	$ 1,637,810	$ 166,363	$ 184,913
Average per unit	$ 275.96	$ 185.88	$ 206.61
Average per bed	$ 88.30	$ 56.53	$ 62.83

Note: University Towers was excluded from this chart, as the capital requirements of this traditional dormitory-style property are not consistent with our standard garden-style apartment communities. University Towers capital spend per bed was $192.08, $204.79 and $333.41 in the comparable periods.

Capital expenditures associated with newly acquired or developed properties are typically capitalized as part of their acquisition price or development budget. As a result such properties typically do not require capital expenditures until their second year of operation or later.

Additionally, we are required by certain of our lenders to contribute certain amounts annually to reserves for capital repairs and improvements at the mortgaged properties. These contributions may exceed the amount of capital expenditures actually incurred during any given year at such properties.

Pre-development expenditures

Our third-party development consulting activities have historically required us to fund predevelopment expenditures such as architectural fees, permits, and deposits. Because the closing of a development project s financing is often subject to third-party delay, we cannot always predict accurately the liquidity needs of these activities. We frequently incur these predevelopment expenditures before a financing commitment has been obtained and, accordingly, bear the risk of the loss of these predevelopment expenditures if financing cannot ultimately be arranged on acceptable terms. We typically obtain from the project owner a guarantee of repayment of these predevelopment expenditures, but no assurance can be given that we would be successful in collecting the amount guaranteed in the event that a project financing is not obtained.

Commitments

The following table summarizes our contractual obligations as of December 31, 2005:

	Less than 1 Year	1-3 Years	3-5 Years	After 5 Years	Total
			(In thousands)		
Contractual Obligations:					
Long-Term Debt Obligations(1)	$ 2,932	$ 88,851	$ 184,636	$ 49,049	$ 325,468
Contractual Fixed Interest Obligations(2)	18,644	30,219	11,542	5,823	66,228
Operating Lease Obligations(3)	437	863	353		1,653
Capital Reserve Obligations(4)	1,416	2,573	843	347	5,179
Total	$ 23,429	$ 122,506	$ 197,374	$ 55,219	$ 398,528

(1) Includes required monthly principal amortization and amounts due at maturity on first mortgage debt secured by student housing properties.

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(2) Includes contractual fixed rate interest payments.

(3) Includes future minimum lease commitments under operating lease obligations.

(4) Includes future annual contributions to the capital reserve as required by certain mortgage debt.

Long-Term Indebtedness

In conjunction with the Formation Transactions, the Operating Partnership assumed total fixed rate mortgage debt of $392,998 with an average interest rate of approximately 5.5%. Concurrent with the closing of the Formation Transactions, the Operating Partnership paid off $115,221 of the assumed debt. In connection with management s decision to prepay certain debt obligations, we recognized a charge of $1,084 in February 2005.

In March 2005, the Operating Partnership assumed an additional $11,200 of mortgage debt with a fixed interest rate of 4.92% in connection with the acquisition of a student housing property located at the University of South Carolina. In June 2005, the Operating Partnership assumed $37,526 of additional mortgage debt with a fixed interest rate of 6.97% in connection with the acquisition of a student housing property located near the University of Florida.

At December 31, 2005, we had outstanding mortgage indebtedness of $328,335 (net of unamortized debt premium of $2,867). The scheduled future maturities of all outstanding mortgage indebtedness at September 30, 2005 are as follows:

Year	
2006	$ 2,932
2007	61,233
2008	27,618
2009	183,748
2010	888
Thereafter	49,049
Total	$ 325,468
Debt premium	2,867
Outstanding as of December 31, 2005, net of debt premium	$ 328,335

At December 31, 2005, the outstanding debt had a weighted average interest rate of 5.67% and carried an average term to maturity of 3.58 years. Our ratio of debt to total market capitalization was approximately 47.4% at December 31, 2005.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Funds From Operations

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

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

The following table presents a reconciliation of our FFO to our net income for the years ended December 31, 2005, 2004, and 2003.

	Year Ended December 31,		
	2005	**2004**	**2003**
		(In thousands)	
Net income (loss)	$ (15,534)	$ 758	$ 10
Plus student housing property depreciation and amortization of lease intangibles	28,896	3,120	3,061
Funds from operations	$ 13,362	$ 3,878	$ 3,071

Inflation

Our student housing leases typically do not have terms that extend beyond twelve 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, our ability to raise rental rates may be limited by a weak economic environment, increased competition from new student housing in our primary markets or a reduction in student enrollment at our principal universities.

Recent accounting pronouncements

In December 2004, SFAS No. 153, *Exchange of Nonmonetary Assets,* was issued. SFAS No. 153 amends APB Opinion No. 29, *Accounting for Nonmonetary Transactions* to eliminate the exception for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. That exception required that some nonmonetary exchanges be recorded on a carryover basis versus SFAS No. 153, which requires an entity record a nonmonetary exchange at fair value and recognize any gain or loss if the transaction has commercial substance. The standard specifies that a nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. SFAS No. 153 is effective the fiscal year beginning January 1, 2006. The Trust does not believe that the adoption of SFAS No. 153 will have a significant impact on our financial statements.

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement No. 123 (revised December 2004), *Share-Based Payment* (Statement 123(R)). Statement 123(R) replaces FASB Statement No. 123, *Accounting for Stock-Based Compensation*, and supersedes APB Opinion No. 25, *Accounting for Stock Issued to Employees*. Statement 123(R) will require compensation costs related to share-based payment transactions to be recognized in the financial statements. With limited exceptions, the amount of compensation cost will be measured based on the grant-date fair value of the equity instruments issued. Compensation cost will be recognized over the period that an employee provides

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service in exchange for the award. Statement 123(R) is effective as of the beginning of the first annual reporting period that begins after June 15, 2005. The Trust will adopt Statement 123(R) effective January 1, 2006, and does not believe it will have a material impact on the Trust s consolidated financial condition or results of operations taken as a whole. In March 2005, the SEC issued SAB 107 to provide public companies additional guidance in applying the provisions of Statement 123(R). Among other things, SAB 107 describes the SEC staff s expectations in determining the assumptions that underlie the fair value estimates and discusses the interaction of Statement 123(R) with certain existing SEC guidance. The guidance is also beneficial to users of financial statements in analyzing the information provided under statement 123(R). SAB 107 will be applied upon the adoption of Statement 123(R).

In March 2005, the FASB issued Interpretation No. 47, *Accounting for Conditional Asset Retirement Obligations an interpretation of FASB Statement No. 143* (Interpretation 47). Interpretation 47 clarifies that the term conditional asset retirement obligation as used in FASB Statement No. 143, *Accounting for Asset Retirement Obligations*, (Statement 143) refers to a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement are conditional on a future event that may or may not be within the control of the entity. Interpretation 47 is effective no later than the end of fiscal years ending after December 15, 2005, (December 31, 2005, for calendar-year enterprises). Retrospective application for interim financial information is permitted but is not required. The adoption of Interpretation 47 did not have a material impact on the Trust s consolidated financial condition or results of operations taken as a whole.

In June 2005, the FASB ratified EITF 04-5: *Determining Whether a General Partner, or the General Partners as a Group, Controls a Limited Partnership or Similar Entity When the Limited Partners Have Certain Rights* (EITF 04-5). EITF 04-5 provides a framework for determining whether a general partner is required to consolidate limited partners. The new framework is significantly different than the guidance in SOP 78-9 and would make it more difficult for a general partner to overcome the presumption that it controls the limited partnership, requiring the limited partner to have substantive kick-out or participating rights. Kick-out rights are the right to dissolve or liquidate the partnership or to otherwise remove the general partner without cause and participating rights are the right to effectively participate in significant decisions made in the ordinary course of the partnership s business. EITF 04-5 became effective immediately for all newly formed limited partnerships and existing limited partnerships which are modified. The guidance will become effective for existing limited partnerships which are not modified the beginning of the first reporting period in fiscal years beginning after December 15, 2005. The Trust does not believe the adoption of EITF 04-5 will have a material impact on the Trust s consolidated financial condition or results of operations taken as a whole.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk.***

Our future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. All of the outstanding principal amounts of our notes payable on the properties we own have fixed interest rates with a weighted average rate of 5.67%. As a result, we do not currently have exposure to interest rate fluctuations. 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.

Item 8. ***Financial Statements and Supplementary Data.***

The information required herein is included on pages F-1 to F-58 of this Annual Report on Form 10-K.

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.***

None.

Item 9A. ***Controls and Procedures.***

Management s Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Company s filings under the Securities Exchange Act of 1934 (the Exchange Act) is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and to ensure that such information is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures which, by their nature, can provide only reasonable assurance regarding management s control objectives. The Company also has an investment in an unconsolidated entity which is not under its control. Consequently, the Company s disclosure controls and procedures with respect to this entity are necessarily more limited than those it maintains with respect to its considerable subsidiaries.

Our management, with the participation of our principal executive officer and financial officers has evaluated the effectiveness of the design and operation of the Company s disclosure controls and procedures pursuant to Rule 13a-15(e) and 15d-15(e) of the Exchange Act. Based on their evaluation as of December 31, 2005, our Chief Executive Officer and Chief Financial Officer have concluded that the Company s disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) that is required to be included in the Company s Exchange Act filings.

Changes in Internal Control Over Financial Reporting

During the three months ended December 31, 2005, there were no significant changes in the Company s internal control over financial reporting that materially affected, or that are reasonably likely to materially affect, the Company s internal control over financial reporting.

Item 9B. ***Other Information.***

None.

PART III

Item 10. ***Directors and Executive Officers of the Registrant.***

The information required by this Item will be presented in the Company s definitive proxy statement for the annual meeting of stockholders to be held on May 24, 2006, which will be filed with the Securities and Exchange Commission and is incorporated herein by reference.

Item 11. ***Executive Compensation.***

The information required by this Item will be presented in the Company s definitive proxy statement for the annual meeting of stockholders to be held on May 24, 2006, which will be filed with the Securities and Exchange Commission and is incorporated herein by reference.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

The information required by this Item will be presented in the Company s definitive proxy statement for the annual meeting of stockholders to be held on May 24, 2006, which will be filed with the Securities and Exchange Commission and is incorporated herein by reference.

Item 13. ***Certain Relationships and Related Transactions.***

The information required by this Item will be presented in the Company s definitive proxy statement for the annual meeting of stockholders to be held on May 24, 2006, which will be filed with the Securities and Exchange Commission and is incorporated herein by reference.

Item 14. ***Principal Accounting Fees and Services.***

The information required by this Item will be presented in the Company s definitive proxy statement for the annual meeting of stockholders to be held on May 24, 2006, which will be filed with the Securities and Exchange Commission and is incorporated herein by reference.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules.***

(a) List of Documents Filed.

1. *Financial Statements*

The list of the financial statements filed as part of this Annual Report on Form 10-K is set forth on page F-1 herein.

2. *Financial Statement Schedules*

All schedules required are included in the financial statements and notes thereto.

3. *Exhibits*

The list of exhibits filed as part of this Annual Report on Form 10-K is submitted in the Exhibit Index following the financial statements in response to Item 601 of Regulation S-K.

(b) Exhibits.

The exhibits filed in response to Item 601 of Regulation S-K are listed on the Exhibit Index attached hereto.

(c) None

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Education Realty Trust, Inc.
By: /s/ Paul O. Bower

Paul O. Bower
President, Chief Executive Officer
and Chairman of the Board of Directors

Dated: March 31, 2006

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

Signature	Title	Date
/s/ Paul O. Bower Paul O. Bower	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	March 31, 2006
/s/ Randall H. Brown Randall H. Brown	Executive Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)	March 31, 2006
/s/ J. Drew Koester J. Drew Koester	Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 31, 2006
/s/ Monte J. Barrow Monte J. Barrow	Director	March 31, 2006
/s/ William J. Cahill, III William J. Cahill, III	Director	March 31, 2006
/s/ Randall L. Churchey Randall L. Churchey	Director	March 31, 2006
/s/ John L. Ford John L. Ford	Director	March 31, 2006

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INDEX TO FINANCIAL STATEMENTS

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 consolidated balance sheets of Education Realty Trust, Inc. and subsidiaries (the Trust) as of December 31, 2005 and 2004, and the combined balance sheet of the Education Realty Trust Predecessor (the EDR Predecessor as defined in Note 1) as of December 31, 2004, and the related consolidated statements of operations, stockholders equity and cash flows for the Trust for the year ended December 31, 2005 and the period July 12, 2004 (date of formation) through December 31, 2004 and the combined statements of operations, owners equity, and cash flows for the EDR Predecessor for the period January 1, 2005 through January 30, 2005 and the years ended December 31, 2004 and 2003. These consolidated and combined financial statements are the responsibility of the Trust s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Trust and EDR Predecessor are not required to have, nor were we engaged to perform, an audit of their 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 the Trust s or EDR Predecessor 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 financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated and combined financial statements present fairly, in all material respects, the consolidated financial position of the Trust at December 31, 2005 and 2004 and the combined financial position of the EDR Predecessor at December 31, 2004, and the consolidated results of operations and cash flows of the Trust for the year ended December 31, 2005 and the period July 12, 2004 (date of formation) through December 31, 2004 and the combined results of operations and cash flows of the EDR Predecessor for the period January 1, 2005 through January 30, 2005 and the years ended December 31, 2004 and 2003 in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP
Memphis, Tennessee
March 31, 2006

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EDUCATION REALTY TRUST, INC. AND SUBSIDIARIES AND EDUCATION REALTY TRUST PREDECESSOR CONSOLIDATED AND COMBINED BALANCE SHEETS December 31, 2005 and 2004

	December 31, 2005	December 31, 2004	
	Education Realty Trust, Inc. Consolidated	Education Realty Trust, Inc. Consolidated	EDR Predecessor Combined
	(Amounts in thousands, except share and per share data)		
ASSETS			
Student housing properties, net	$ 620,305	$	$ 83,785
Corporate office furniture, net	991		
Cash and cash equivalents	61,662	1	2,883
Restricted cash	6,738		1,102
Student contracts receivable, net	470		87
Management fee receivable from third party	552		161
Goodwill and other intangibles, net	3,546		
Other assets	9,785	3,790	856
Total assets	$ 704,049	$ 3,791	$ 88,874
LIABILITIES AND STOCKHOLD			