

Campus Crest Communities, Inc.  
Form 10-Q  
July 31, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q**

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

**For the quarterly period ended June 30, 2013**

**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: 001-34872**

**CAMPUS CREST COMMUNITIES, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

**27-2481988**

(State or other jurisdiction of

(I.R.S.  
Employer

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incorporation or organization) Identification No.)

**2100 Rexford Road, Suite 414, Charlotte, NC 28211**

(Address of principal executive offices) (Zip Code)

**(704) 496-2500**

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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 12 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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class                                    | Outstanding at July 30, 2013 |
|--|------------------------------|
| Common Stock, \$0.01 par value per share | 64,513,986 shares            |

**CAMPUS CREST COMMUNITIES, INC.**

**FORM 10-Q**

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**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****CAMPUS CREST COMMUNITIES, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except per share data)****(Unaudited)**

|   | June 30,<br>2013 | December<br>31,<br>2012 |
|---|------------------|-------------------------|
| <b>ASSETS</b>   |                  |                         |
| Investment in real estate, net:   |                  |                         |
| Student housing properties  | \$685,807        | \$669,387               |
| Accumulated depreciation  | (110,258 )       | (97,820 )               |
| Development in process  | 112,272          | 50,781                  |
| Investment in real estate, net  | 687,821          | 622,348                 |
| Investment in unconsolidated entities   | 191,435          | 22,555                  |
| Cash and cash equivalents   | 8,415            | 5,970                   |
| Restricted cash   | 128,519          | 3,902                   |
| Student receivables, net of allowance for doubtful accounts<br>of \$934 and \$121, respectively | 2,244            | 2,193                   |
| Notes receivable  | 36,245           | -                       |
| Cost and earnings in excess of construction billings  | 28,332           | 23,077                  |
| Other assets, net   | 30,877           | 16,275                  |
| Total assets  | \$1,113,888      | \$696,320               |
| <b>LIABILITIES AND EQUITY</b>   |                  |                         |
| <b>Liabilities:</b>   |                  |                         |
| Mortgage and construction loans   | \$225,108        | \$218,337               |
| Line of credit and other debt   | 189,370          | 75,375                  |
| Accounts payable and accrued expenses   | 59,067           | 45,634                  |
| Construction billings in excess of cost and earnings  | 1,210            | 49                      |
| Other liabilities   | 10,633           | 12,023                  |
| Total liabilities   | 485,388          | 351,418                 |
| Commitments and contingencies   |                  |                         |
| <b>Equity:</b>  |                  |                         |

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|  |             |           |
|--|-------------|-----------|
| Preferred stock, \$0.01 par value, 50,000,000 and 10,000,000 shares authorized:<br>8.00% Series A Cumulative Redeemable Preferred Stock<br>(liquidation preference \$25.00 per share), 2,300,000 shares<br>issued and outstanding at June 30, 2013 and December 31, 2012, respectively | 23          | 23        |
| Common stock, \$0.01 par value, 500,000,000 and 90,000,000 shares authorized,<br>64,542,752 and 38,558,048 shares issued and outstanding at<br>June 30, 2013 and December 31, 2012, respectively   | 645         | 386       |
| Additional common and preferred paid-in capital  | 677,761     | 377,180   |
| Accumulated deficit and distributions  | (54,547 )   | (37,047 ) |
| Accumulated other comprehensive loss   | -           | (58 )     |
| Total Campus Crest Communities, Inc. stockholders' equity  | 623,882     | 340,484   |
| Noncontrolling interests   | 4,618       | 4,418     |
| Total equity   | 628,500     | 344,902   |
| Total liabilities and equity   | \$1,113,888 | \$696,320 |

See accompanying notes to condensed consolidated financial statements.

**CAMPUS CREST COMMUNITIES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)****(In thousands, except per share data)****(Unaudited)**

|  | Three Months Ended |               | Six Months Ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 30, 2013      | June 30, 2012 | June 30, 2013    | June 30, 2012 |
| Revenues:  |                    |               |                  |               |
| Student housing rental   | \$23,482           | \$17,854      | \$46,464         | \$35,712      |
| Student housing services   | 1,052              | 732           | 1,962            | 1,495         |
| Development, construction and management services                                    | 14,368             | 16,803        | 25,795           | 31,059        |
| Total revenues   | 38,902             | 35,389        | 74,221           | 68,266        |
| Operating expenses:  |                    |               |                  |               |
| Student housing operations   | 11,126             | 8,930         | 22,057           | 17,508        |
| Development, construction and management services                                    | 13,657             | 15,427        | 24,315           | 28,885        |
| General and administrative   | 2,953              | 2,219         | 5,652            | 4,545         |
| Transaction costs  | 203                | -             | 588              | -             |
| Ground leases  | 54                 | 56            | 108              | 108           |
| Depreciation and amortization  | 6,659              | 5,874         | 13,098           | 11,730        |
| Total operating expenses   | 34,652             | 32,506        | 65,818           | 62,776        |
| Equity in earnings of unconsolidated entities  | 1,896              | 102           | 2,306            | 198           |
| Operating income   | 6,146              | 2,985         | 10,709           | 5,688         |
| Nonoperating income (expense):   |                    |               |                  |               |
| Interest expense, net  | (2,789 )           | (2,201 )      | (5,673 )         | (5,774 )      |
| Change in fair value of interest rate derivatives                                    | (19 )              | (55 )         | (73 )            | (104 )        |
| Other income (expense)   | 708                | (76 )         | 798              | (74 )         |
| Total nonoperating expense, net  | (2,100 )           | (2,332 )      | (4,948 )         | (5,952 )      |
| Net income (loss) before income tax benefit (expense)                                | 4,046              | 653           | 5,761            | (264 )        |
| Income tax benefit (expense)   | (106 )             | (193 )        | 346              | (256 )        |
| Net income (loss)  | 3,940              | 460           | 6,107            | (520 )        |
| Net income (loss) attributable to noncontrolling interests                           | 19                 | (14 )         | 30               | (23 )         |
| Dividends on preferred stock   | 1,150              | 1,150         | 2,300            | 1,814         |
| Net income (loss) attributable to common stockholders                                | \$2,771            | \$(676 )      | \$3,777          | \$(2,311 )    |
| Net income (loss) per share attributable to common stockholders - basic and diluted: | \$0.04             | \$(0.02 )     | \$0.07           | \$(0.07 )     |
| Weighted-average common shares outstanding:  |                    |               |                  |               |
| Basic  | 64,512             | 31,084        | 55,382           | 31,004        |
| Diluted  | 64,948             | 31,084        | 55,818           | 31,004        |

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|  |         |          |         |            |
|--|---------|----------|---------|------------|
| Distributions per common share                                       | \$0.165 | \$0.16   | \$0.33  | \$0.32     |
| Condensed consolidated statements of comprehensive income (loss):    |         |          |         |            |
| Net income (loss)  | \$3,940 | \$460    | \$6,107 | \$(520 )   |
| Change in fair value of interest rate derivatives                    | -       | 100      | 59      | 121        |
| Comprehensive income (loss)  | 3,940   | 560      | 6,166   | (399 )     |
| Comprehensive (income) loss attributable to noncontrolling interests | 19      | (13 )    | 31      | (22 )      |
| Dividends on preferred stock   | 1,150   | 1,150    | 2,300   | 1,814      |
| Comprehensive income (loss) attributable to common stockholders      | \$2,771 | \$(577 ) | \$3,835 | \$(2,191 ) |

See accompanying notes to condensed consolidated financial statements.



**CAMPUS CREST COMMUNITIES, INC.****CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (DEFICIT)****(In thousands)****(Unaudited)**

|  | Campus Crest Communities, Inc. Stockholders Equity         |                 |  |   |  |                                 |                         |
|--|--|-----------------|--|---|--|---------------------------------|-------------------------|
|  | Series A<br>Cumulative<br>Redeemable<br>Preferred<br>Stock | Common<br>Stock | Additional<br>Common<br>and<br>Preferred<br>Paid-in<br>Capital | Accumulated<br>Deficit and<br>Distributions | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Total<br>Stockholders<br>Equity | Noncontrol<br>Interests |
| Balance at<br>December 31,<br>2012   | \$23   | \$386           | \$377,180  | \$(37,047)                                  | \$(58)   | \$340,484                       | \$4,418                 |
| Net proceeds<br>of sale of<br>common stock   | -  | 255             | 299,446  | -   | -  | 299,701                         | -                       |
| Issuance of<br>restricted stock  | -  | 4               | (4)  | -   | -  | -                               | -                       |
| Amortization<br>of restricted<br>stock awards<br>and operating<br>partnership<br>units | -  | -               | 1,139  | -   | -  | 1,139                           | 313                     |
| Dividends on<br>preferred stock  | -  | -               | -  | (2,300)                                     | -  | (2,300)                         | -                       |
| Dividends on<br>common stock   | -  | -               | -  | (21,277)                                    | -  | (21,277)                        | -                       |
| Dividends to<br>noncontrolling<br>interests  | -  | -               | -  | -   | -  | -                               | (144)                   |
| Change in fair<br>value of<br>interest rate<br>derivatives                             | -  | -               | -  | -   | 58   | 58                              | 1                       |
| Net income   | -  | -               | -  | 6,077                                       | -  | 6,077                           | 30                      |
| Balance at<br>June 30, 2013  | \$23   | \$645           | \$677,761  | \$(54,547)                                  | \$-  | \$623,882                       | \$4,618                 |

See accompanying notes to condensed consolidated financial statements.

**CAMPUS CREST COMMUNITIES, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

|  | Six Months Ended |                  |
|--|------------------|------------------|
|  | June 30,<br>2013 | June 30,<br>2012 |
| Operating activities:  |                  |                  |
| Net income (loss)  | \$6,107          | \$(520 )         |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                  |                  |
| Depreciation and amortization  | 13,098           | 11,730           |
| Amortization of deferred financing costs   | 716              | 1,869            |
| Provision for bad debts  | 813              | 934              |
| Equity in (earnings) loss of unconsolidated entities                                     | (2,306 )         | 114              |
| Distributions of earnings from unconsolidated entities                                   | 104              | 237              |
| Share-based compensation expense   | 1,452            | 430              |
| Changes in operating assets and liabilities:   |                  |                  |
| Restricted cash  | (182 )           | (1,149 )         |
| Student receivables  | (867 )           | (673 )           |
| Construction billings  | (4,094 )         | (5,612 )         |
| Accounts payable and accrued expenses and other liabilities                              | 6,159            | 4,722            |
| Other  | (4,083 )         | (493 )           |
| Net cash provided by operating activities  | 16,917           | 11,589           |
| Investing activities:  |                  |                  |
| Investments in development in process  | (60,297 )        | (53,771)         |
| Investments in student housing properties  | (3,440 )         | (3,110 )         |
| Acquisitions of student housing properties, net of cash acquired                         | (13,801 )        | -                |
| Investments in unconsolidated entities   | (170,600)        | (1,971 )         |
| Capital distributions from unconsolidated entities                                       | 3,922            | 2,604            |
| Issuance of notes receivable   | (36,245 )        | -                |
| Other capital expenditures   | (9,931 )         | (450 )           |
| Change in restricted cash  | (124,435)        | -                |
| Net cash used in investing activities  | (414,827)        | (56,698)         |
| Financing activities:  |                  |                  |
| Proceeds from mortgage and construction loans  | 19,984           | 61,153           |
| Repayments of mortgage and construction loans  | (13,213 )        | (49,191)         |
| Proceeds from line of credit and other debt  | 131,876          | 31,000           |
| Repayments of line of credit and other debt  | (17,881 )        | (30,077)         |
| Debt issuance costs  | (873 )           | (529 )           |
| Dividends paid to common stockholders  | (16,795 )        | (9,885 )         |

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|  |           |          |
|--|-----------|----------|
| Dividends paid to preferred stockholders   | (2,300 )  | (856 )   |
| Dividends to noncontrolling interests  | (144 )    | (141 )   |
| Proceeds from sale of preferred stock  | -         | 57,500   |
| Proceeds from sale of common stock   | 312,736   | -        |
| Payment of offering costs  | (13,035 ) | (2,399 ) |
| Net cash provided by financing activities  | 400,355   | 56,575   |
| Net change in cash and cash equivalents  | 2,445     | 11,466   |
| Cash and cash equivalents at beginning of period   | 5,970     | 10,735   |
| Cash and cash equivalents at end of period   | \$8,415   | \$22,201 |
| Supplemental disclosure of cash flow information:  |           |          |
| Cash paid for interest, net of amounts capitalized   | \$4,051   | \$3,931  |
| Cash paid for income taxes   | 145       | 558      |
| Non-cash investing and financing activity:   |           |          |
| Common and preferred stock dividends declared but not paid   | \$11,680  | \$6,002  |
| Change in payables related to dividends to common and preferred stockholders and noncontrolling interest | 4,482     | 1,018    |
| Change in payables related to capital expenditures   | 1,194     | 2,190    |
| Change in payables related to investment in unconsolidated entities                                      | -         | 2,893    |

See accompanying notes to condensed consolidated financial statements.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**1. Organization and Description of Business**

Campus Crest Communities, Inc., together with its subsidiaries, referred to herein as the “Company,” “we,” “us,” “our,” and “Campus Crest,” is a self-managed, self-administered and vertically-integrated real estate investment trust (“REIT”) focused on developing, building, owning and managing a diversified portfolio of high-quality, residence life focused student housing properties. We currently own the sole general partner interest and own limited partner interests in Campus Crest Communities Operating Partnership, LP (the “Operating Partnership”). We hold substantially all of our assets, and conduct substantially all of our business, through the Operating Partnership.

We have made an election to qualify, and we believe we are operating so as to qualify, as a REIT under Sections 856 through 859 of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”). As a REIT, we generally will not be subject to U.S. federal income tax to the extent that we meet the organizational and operational requirements and our distributions equal or exceed 90.0% of REIT taxable income. For all periods subsequent to the REIT election, we have met the organizational and operational requirements and distributions have exceeded net taxable income.

We have made the election to treat Campus Crest TRS Holdings, Inc. (“TRS Holdings”), our wholly-owned subsidiary, as a taxable REIT subsidiary (“TRS”). TRS Holdings holds the development, construction and management companies that provide services to entities in which we do not own 100% of the equity interests. As a TRS, the operations of TRS Holdings and its subsidiaries are generally subject to federal, state and local income and franchise taxes.

As of June 30, 2013, we owned interests in 39 operating student housing Grove properties containing approximately 7,670 apartment units and 20,884 beds. Thirty-two of our Grove properties are wholly-owned and seven of our Grove properties are owned through joint ventures with Harrison Street Real Estate Capital (“HSRE”) or HSRE and Brandywine Realty Trust (“Brandywine”). As of June 30, 2013, we also owned interests in 33 operating student housing Copper Beech (see Note 4) properties, containing approximately 6,041 units and 16,127 beds and one wholly owned redevelopment property containing approximately 382 units and 629 beds. Our portfolio consists of the following:

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|                                | Properties<br>in |               | (1) | Properties<br>Under<br>Construction |
|--------------------------------|------------------|---------------|-----|-------------------------------------|
|                                | Operation        | Redevelopment |     |                                     |
| Wholly owned Grove properties  | 32               | 1             | (2) | 4                                   |
| Joint Venture Grove properties | 7                | -             |     | 6                                   |
| Total Grove Properties         | 39               | 1             |     | 10                                  |
| CB Portfolio                   | 33               | -             |     | 2                                   |
| Total Portfolio                | 72               | 1             |     | 12                                  |

For delivery in the 2013-2014 academic year, consolidated entities under construction include The Grove at Fort Collins, Colorado, The Grove at Muncie, Indiana, The Grove at Pullman, Washington (see Note 14) and The Grove at Flagstaff - Phase II, Arizona, and unconsolidated entities under construction include The Grove at Norman, Oklahoma, The Grove at State College, Pennsylvania, The Grove at Indiana, Pennsylvania, Copper Beech at Mount Pleasant - Phase II and Copper Beech at Statesboro - Phase II. For delivery in the 2014-2015 academic year, we had three unconsolidated entities under construction The Grove at Cira Centre South, Pennsylvania, The Grove at Louisville, Kentucky, and The Grove at Greensboro, North Carolina.

(2) Consists of Campus Crest at Toledo, which was acquired in March 2013. See Note 4.

## 2. Summary of Significant Accounting Policies

### *Basis of Presentation*

The accompanying condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“U.S. GAAP”), as well as instructions to Form 10-Q, and represent our financial position, results of operations and cash flows. Third party equity interests in the Operating Partnership are reflected as noncontrolling interests in our condensed consolidated financial statements. We also have interests in unconsolidated real estate ventures which have ownership in several property owning entities that are accounted for under the equity method. All significant intercompany balances and transactions have been eliminated.

The unaudited interim condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements and accompanying notes for the year ended December 31, 2012 included in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission. The results of operations and cash flows for any interim period are not necessarily indicative of results for other interim periods or the full year.

### *Use of Estimates*

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant assumptions and estimates are used by management in recognizing construction and development revenue under the percentage of completion method, useful lives of student housing properties, valuation of investment in real estate, initial valuation and underlying allocation of purchase price to newly acquired student housing properties, determination of fair value for impairment assessments, and fair value of financial assets and liabilities, including derivatives and allowance for doubtful accounts. Actual results could differ from those estimates.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

***Property and Equipment and Depreciation***

Investment in real estate is recorded at historical cost. Major improvements that extend the life of an asset are capitalized and depreciated over a period equal to the shorter of the life of the improvement or the remaining useful life of the asset. The cost of ordinary repairs and maintenance are charged to expense when incurred. Depreciation and amortization are recorded on a straight-line basis over the estimated useful lives of the assets as follows:

|                                      |             |
|--------------------------------------|-------------|
| Land improvements                    | 15 years    |
| Buildings and leasehold improvements | 10-40 years |
| Furniture, fixtures and equipment    | 2-15 years  |

The cost of buildings and improvements includes all pre-development, entitlement and project costs directly associated with the development and construction of a real estate project, which include interest, property taxes and the amortization of deferred financing costs recognized while the project is under construction, as well as certain internal costs related to the development and construction of our student housing properties. All costs are capitalized as development in process until the asset is ready for its intended use, which is typically at the completion of the project. Upon completion, costs are transferred into the applicable asset category and depreciation commences. Interest totaling approximately \$0.9 million and \$1.5 million was capitalized during the three and six months ended June 30, 2013, respectively, and approximately \$0.8 million and \$1.4 million was capitalized during the three and six months ended June 30, 2012, respectively.

We capitalize costs during the development of assets beginning with the determination that development of a future asset is probable until the asset, or a portion of the asset, is delivered and is ready for its intended use. During development efforts we capitalize all direct costs and indirect costs that have been incurred as a result of the development. These costs include interest and related loan fees, property taxes as well as other direct and indirect costs. We capitalize interest costs for debt incurred for project specific financing and for capital contributions to equity method investees who utilize such funds for construction-related activities. Indirect project costs, which include personnel and office and administrative costs that are clearly associated with our development and redevelopment efforts, are capitalized. Indirect costs not clearly related to acquisition, development, redevelopment and construction activity, including general and administrative expenses, are expensed in the period incurred. Capitalized indirect costs associated with our development activities were \$2.3 million and \$4.4 million for the three and six months ended June 30, 2013, respectively, and \$1.6 million and \$3.2 million for the three and six months ended June 30, 2012,



respectively. All such costs are capitalized as development in process until the asset is delivered and ready for its intended use, which is typically at the completion of the project. Upon completion, costs are transferred into the applicable asset category and depreciation commences.

Pre-development costs are capitalized until such time that management believes it is no longer probable that a contract will be executed and/or construction will commence. Because we frequently incur these pre-development expenditures before a financing commitment and/or required permits and authorizations have been obtained, we bear the risk of loss of these pre-development expenditures if financing cannot ultimately be arranged on acceptable terms or if we are unable to successfully obtain the required permits and authorizations. As such, management evaluates the status of projects where we have not yet acquired the target property or where we have not yet commenced construction on a periodic basis and expenses any pre-development costs related to projects whose current status indicates the acquisition or commencement of construction is not probable. Such write-offs are included within operating expenses in the accompanying condensed consolidated statements of operations and comprehensive income (loss). As of June 30, 2013 and December 31, 2012, we have deferred approximately \$10.0 million and \$8.1 million, respectively, in pre-development costs related to development projects for which construction has not commenced. In addition to the deferred pre-development costs, as of June 30, 2013 and December 31, 2012, there are costs associated with six land parcels that could be used for the development of six properties (within either our wholly-owned portfolio or as contributions into joint venture projects) with an aggregate bed count ranging from approximately 2,500 to 3,100. These costs are included in development in process on the accompanying condensed consolidated balance sheets.

Management assesses whether there has been impairment in the value of our investment in real estate whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of investment in real estate is measured by a comparison of the carrying amount of a student housing property to the estimated future undiscounted cash flows expected to be generated by the property. Impairment is recognized when estimated future undiscounted cash flows, including proceeds from disposition, are less than the carrying value of the property. The estimation of future undiscounted cash flows is inherently uncertain and relies on assumptions regarding current and future economics and market conditions. If such conditions change, then an adjustment reducing the carrying value of our long-lived assets could occur in the future period in which conditions change. To the extent that a property is impaired, the excess of the carrying amount of the property over its estimated fair value is recorded as an impairment charge. Fair value is determined based upon the discounted cash flows of the property, quoted market prices or independent appraisals, as considered necessary. There was no impairment of long-lived assets for any period presented in the condensed consolidated balance sheets.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

***Property Acquisitions***

We allocate the purchase price of acquired properties to net tangible and identified intangible assets and liabilities based on relative fair values of these assets and liabilities. Fair value estimates are based on information obtained from independent appraisals, market data, information obtained during due diligence and information related to the marketing and leasing at the specific property. The value of in-place leases is based on the difference between (i) the property valued with existing in-place leases adjusted to market rental rates and (ii) the property valued “as-if” vacant. As lease terms are typically one year or less, rates on in-place leases generally approximate market rental rates. Factors considered in the valuation of in-place leases include an estimate of the carrying costs during the expected lease-up period considering current market conditions, nature of the tenancy and costs to execute similar leases. Carrying costs include estimates of lost rentals at market rates during the expected lease-up period, net of variable operating expenses. The value of in-place leases is amortized on a straight-line basis over the remaining initial term of the respective leases, generally less than one year. The purchase price of property acquisitions is not expected to be allocated to tenant relationships, considering the terms of the leases and the expected levels of renewals. Acquisition-related costs such as due diligence, legal, accounting and advisory fees are either expensed as incurred for acquisitions that are consolidated or capitalized for acquisitions accounted for under the equity method of accounting.

***Deferred Financing Costs***

We defer costs incurred in obtaining financing and amortize the costs using the straight-line method, which approximates the effective interest method, over the expected terms of the related loans. Upon repayment of the underlying debt agreement, any unamortized costs are charged to earnings. Deferred financing costs, net of accumulated amortization, are included in other assets, net in the accompanying condensed consolidated balance sheets.

***Noncontrolling Interests***

Noncontrolling interests represent the portion of equity in our consolidated subsidiaries which is not attributable to the stockholders. Accordingly, noncontrolling interests are reported as a component of equity, separate from stockholders' equity, in the accompanying condensed consolidated balance sheets. On the condensed consolidated statements of

operations and comprehensive income (loss), operating results are reported at their consolidated amounts, including both the amount attributable to us and to noncontrolling interests.

### ***Real Estate Ventures***

We hold interests in our properties, both under development and in operation, through interests in both consolidated and unconsolidated real estate ventures. We assess our investments in real estate ventures to determine if a venture is a Variable Interest Entity (“VIE”). We consolidate entities that are defined as VIEs and for which we are determined to be the primary beneficiary. In instances where we are not the primary beneficiary, we do not consolidate the entity for financial reporting purposes. Entities that are not defined as VIEs are consolidated where we are the general partner (or the equivalent) and the limited partners (or the equivalent) in such investments do not have rights which would preclude control.

For entities where we are the general partner (or the equivalent), but do not control the real estate venture, as the other partners (or the equivalent) hold substantive participating rights, we use the equity method of accounting. For entities where we are a limited partner (or the equivalent), management considers factors such as ownership interest, voting control, authority to make decisions and contractual and substantive participating rights of the partners (or the equivalent) to determine if the presumption that the general partner controls the entity is overcome. In instances where these factors indicate we control the entity, we consolidate the entity; otherwise we record our investment using the equity method of accounting.

Under the equity method, investments are initially recognized in the balance sheet at cost and are subsequently adjusted to reflect our proportionate share of net earnings or losses of the entity, distributions received, contributions and certain other adjustments, as appropriate. Any difference between the carrying amount of these investments on our balance sheet and the underlying equity in net assets is amortized as an adjustment to equity in earnings of unconsolidated entities. When circumstances indicate there may have been a loss in value of an equity method investment below its carrying value, and we determine the loss in value is other than temporary, we recognize an impairment charge to reflect the investment at fair value.

### ***Segments***

We have identified two reportable business segments: (i) student housing operations and (ii) development, construction and management services. We evaluate the performance of our operating segments based on operating income (loss). All inter-segment sales pricing is based on current market conditions. Operating segments that do not individually meet aggregation criteria may be combined with other operating segments that do not individually meet the aggregation criteria to form a separate reportable segment. Unallocated corporate amounts include general expenses associated with managing our two reportable operating segments.



**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

***Student Housing Revenue***

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

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

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

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

Management fees, net of elimination to the extent of our ownership in an unconsolidated entity, are recognized when earned in accordance with each management contract. Incentive management fees are recognized when the incentive criteria are met.

### ***Allowance for Doubtful Accounts***

Allowances for student receivables are maintained to reduce our receivables to the amount that management estimates to be collectible, which approximates fair value. The allowance is estimated based on past due balances not received on contractual terms, as well as historical collections experience and current economic and business conditions. When management has determined that receivables are uncollectible, they are written off against the allowance for doubtful accounts. Recoveries of accounts previously written off are recorded when received.

### ***Derivative Instruments and Hedging Activities***

We enter into interest rate cap and interest rate swap agreements to manage floating interest rate exposure with respect to amounts borrowed, or forecasted to be borrowed, under credit facilities. These contracts effectively exchange existing or forecasted obligations to pay interest based on floating rates for obligations to pay interest based on fixed rates.

All derivative instruments are recognized as either assets or liabilities on the condensed consolidated balance sheets at their respective fair values. Changes in fair value are recognized either in earnings or as other comprehensive income (loss), depending on whether the derivative has been designated as a cash flow hedge and whether it qualifies as part of a hedging relationship, the nature of the exposure being hedged and how effective the derivative is at offsetting movements in underlying exposure. We discontinue hedge accounting when: (i) we determine that the derivative is no longer effective in offsetting changes in the cash flows of a hedged item; (ii) the derivative expires or is sold, terminated or exercised; (iii) it is no longer probable that the forecasted transaction will occur; or (iv) management determines that designating the derivative as a hedging instrument is no longer appropriate. In situations in which hedge accounting is not initially designated, or is discontinued and a derivative remains outstanding, gains and losses related to changes in the fair value of the derivative instrument are recorded in current-period earnings as a component of the change in fair value of interest rate derivatives line item on the accompanying condensed consolidated statements of operations and comprehensive income (loss). Also included within this line item are any required monthly settlements on the swaps as well as any cash settlements paid.

### ***Fair Value of Financial Instruments***

Financial instruments consist primarily of cash, cash equivalents, restricted cash, student receivables, notes receivable, interest rate caps, interest rate swaps, accounts payable, mortgages, construction loans and the line of credit and other debt. The carrying value of cash, cash equivalents, restricted cash, student receivables, and accounts payable are representative of their respective fair values due to the short-term nature of these instruments. The carrying value of our notes receivable are representative of their fair value due to the recent date of origination. The estimated fair value of the line of credit approximates the outstanding balance due to the frequent market based re-pricing of the underlying variable rate index. The estimated fair values of mortgages and construction loans and other debt are determined by comparing current borrowing rates and risk spreads offered in the market to the stated interest rates and

spreads on our current mortgages and construction loans or comparable instruments. The fair values of mortgage and construction loans are disclosed in Note 6.

The fair value of the interest rate caps and swaps are determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of the derivative. This analysis reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs, including interest rate curves, implied volatilities and counterparty creditworthiness. The fair values of derivative instruments are discussed in Note 7.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

Fair value guidance for financial assets and liabilities that are recognized and disclosed in the condensed consolidated financial statements on a recurring basis and nonfinancial assets on a nonrecurring basis establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to measurements involving significant unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 — Observable inputs, such as quoted prices in active markets at the measurement date, for identical, unrestricted assets or liabilities.

Level 2 — Other inputs that are observable directly or indirectly, such as quoted prices in markets that are not active or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 — Unobservable inputs for which there is little or no market data and which we make our own assumptions about how market participants would price the asset or liability.

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

***Income Taxes***

We have made an election to qualify, and believe we are operating so as to qualify, as a REIT under Sections 856 through 859 of the Internal Revenue Code. Our qualification as a REIT depends upon our ability to meet on a continuing basis, through actual investment and operating results, various complex requirements under the Internal



Revenue Code relating to, among other things, the sources of our gross income, the composition and values of our assets, our distribution levels and the diversity of ownership of our stock. We believe that we are organized in conformity with the requirements for qualification and taxation as a REIT under the Internal Revenue Code and that our intended manner of operation will enable us to meet the requirements for qualification and taxation as a REIT.

As a REIT, we generally will not be subject to U.S. federal and state income tax on taxable income that we distribute currently to our stockholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to U.S. federal income tax at regular corporate rates and generally will be precluded from qualifying as a REIT for the subsequent four taxable years following the year during which we lost our REIT qualification. Accordingly, our failure to qualify as a REIT could materially and adversely affect us, including our ability to make distributions to our stockholders in the future.

We have made the election to treat TRS Holdings, our subsidiary which holds our development, construction and management companies that provide services to entities in which we do not own 100% of the equity interests, as a TRS. As a TRS, the operations of TRS Holdings and its subsidiaries are generally subject to federal, state and local income and franchise taxes. Our TRS accounts for its income taxes in accordance with U.S. GAAP, which includes an estimate of the amount of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in our financial statements or tax returns. Deferred tax assets and liabilities of the TRS entities are recognized based on the difference between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates in effect in the years in which those temporary differences are expected to reverse.

We follow a two-step approach for evaluating uncertain tax positions. Recognition (step one) occurs when we conclude that a tax position, based solely on its technical merits, is more-likely-than-not (a likelihood of more than 50 percent) to be sustained upon examination. Measurement (step two) determines the amount of benefit that more-likely-than-not will be realized upon settlement. Derecognition of a tax position that was previously recognized would occur when we subsequently determined that a tax position no longer met the more-likely-than-not threshold of being sustained. The use of a valuation allowance as a substitute for derecognition of tax positions is prohibited.

### ***Comprehensive Income (Loss)***

Comprehensive income (loss) includes net income (loss) and other comprehensive income (loss), which consists of unrealized gains (losses) on derivative instruments. Comprehensive income (loss) is presented in the accompanying condensed consolidated statements of operations and comprehensive income (loss), and accumulated other comprehensive income (loss) is displayed as a separate component of stockholders' equity.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

***Restricted Cash***

We hold approximately \$86.7 million in escrow in accordance with an agreement made by us and certain sellers of the CB Portfolio (defined in Note 4). These funds are to be used to consummate our remaining ownership interests in our acquisition of 48.0% of the CB Portfolio. See Note 4.

We hold approximately \$37.9 million in accordance with an agreement made by us and Beaumont (defined in Note 14). These funds are to be used to consummate our remaining ownership interests in our acquisition of 20.0% of the The Grove at Montreal. See Note 14.

Restricted cash also includes \$3.9 million of escrow accounts held by lenders, for the purpose of paying taxes, insurance and funding capital improvements. These funds are held in an interest bearing account covered under FDIC insurance.

***Stock-Based Compensation***

We grant restricted stock and restricted OP Unit awards that typically vest over either a three or five year period. A restricted stock or OP Unit award is an award of shares of our common stock or OP Units that are subject to restrictions on transferability and other restrictions determined by our compensation committee at the date of grant. A grant date is established for a restricted stock award or restricted OP Unit award upon approval from our compensation committee and Board of Directors. The restrictions may lapse over a specified period of employment or the satisfaction of pre-established criteria as our compensation committee may determine. Except to the extent restricted under the award agreement, a participant awarded restricted stock or OP Units has all the rights of a stockholder or OP Unit holder as to these shares or units, including the right to vote and the right to receive dividends or distributions on the shares or units. The fair value of the award is determined based on the market value of our common stock on the grant date and is recognized on a straight-line basis over the applicable vesting period for the entire award with cost recognized at the end of any period being at least equal to the shares that were then vested.

### 3. Student Housing Properties

The following is a summary of our student housing properties, net for the periods presented (in thousands):

|                                   | June 30,<br>2013 | December<br>31,<br>2012 |
|-----------------------------------|------------------|-------------------------|
| Land                              | \$56,756         | \$53,984                |
| Buildings and improvements        | 564,298          | 552,984                 |
| Furniture, fixtures and equipment | 64,753           | 62,419                  |
|                                   | 685,807          | 669,387                 |
| Less: accumulated depreciation    | (110,258)        | (97,820 )               |
|                                   | \$575,549        | \$571,567               |

In March 2013, we acquired a 100% ownership in Campus Crest at Toledo, Ohio resulting in an increase to our student housing properties (see Note 4).

### 4. Property Acquisitions

#### *Business Acquisition*

In February 2013, we entered into purchase and sale agreements to acquire a 48.0% interest in a portfolio of 35 student housing properties, one undeveloped land parcel and corporate office building held by the members of Copper Beech Townhome Communities, LLC ("CBTC") and Copper Beech Townhome Communities (PA), LLC ("CBTC PA", together with CBTC, "Copper Beech" or the "Sellers") (the "CB Portfolio"), and a fully integrated platform and brand with management, development and construction teams, for an initial purchase price of approximately \$230.2 million, including the repayment of \$106.7 million of debt. The remaining 52.0% interest in the CB Portfolio will be held by certain of the current members of CBTC and CBTC PA, (the "CB Investors"). Pursuant to our 48.0% interest in the CB Portfolio, we entered into a purchase and sale agreement (the "Purchase Agreement"), and related transactions, with the members of CBTC and CBTC PA, to acquire in steps a 36.3% interest in the CB Portfolio. We have also entered into a purchase and sale agreement with certain investors in the CB Portfolio who are not members of Copper Beech (the "Non-Member Investors") to acquire the interests in the CB Portfolio held by such Non-Member Investors (the "Non-Member Purchase Agreement"). Pursuant to the Non-Member Purchase Agreement, we have agreed to

acquire approximately an 11.7% interest in the CB Portfolio from the Non-Member Investors. We refer to this transaction as the “CB Portfolio Acquisition.”

We intend to consummate the acquisition of our initial 48.0% interest in the CB Portfolio in steps. On March 18, 2013, we acquired a 48.0% interest in six properties that did not require lender consent prior to sale and on April 15, 2013 and May 1, 2013, we acquired a 48.0% interest in each of two additional properties. On July 1, 2013, subsequent the quarter end, we acquired an interest in each of two additional properties. We are closing on our 48.0% interest in each remaining property at such time as we obtain the requisite lender consent relating thereto. We expect to obtain all such consents and close on our 48.0% interest in all properties comprising the CB Portfolio by the end of the third quarter of 2013.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

The CB Portfolio consists of 35 student housing properties, including two Phase II development properties scheduled to open in fall 2013, plus one undeveloped land parcel in Charlotte, North Carolina, and Copper Beech's corporate office building in State College, Pennsylvania. The CB Portfolio consists primarily of townhouse units located in eighteen geographic markets in the United States across thirteen states, with 30 of the 35 student housing properties having been developed by Copper Beech. As of June 30, 2013, the CB Portfolio comprised approximately 6,242 rentable units with approximately 16,645 rentable beds, including the units and beds expected to become available at the two development properties. The student housing properties have an average age of approximately 7.5 years. As of June 30, 2013, the average occupancy for the student housing properties was approximately 96.4%. For the year ended December 31, 2012, the average monthly total revenue per occupied bed was approximately \$470.

Our \$230.2 million investment in the CB Portfolio entitles us to a preferred payment of \$13.0 million for the first year of our investment and 48% of remaining operating cash flows. In connection with the CB Portfolio Acquisition, we have loaned approximately \$31.7 million to the CB Investors. The loan has an interest rate of 8.5% per annum and a term of three years, and is secured by the CB Investors' interests in six unencumbered properties in the CB Portfolio. The principal amount of the loan is expected to be repaid by the CB Investors by reducing the price of future purchase options. If any of the purchase options are not exercised by the Company, the CB Investors may, at their option, repay the note through (1) cash payments either in accordance with the repayment schedule in the note or in the form of a one-time prepayment for the outstanding principal amount plus accrued and unpaid interest or (2) payments in kind consisting of a portion of their interests in the CB Portfolio. If the CB Investors elect to repay the note in kind, our interest in the CB Portfolio will be increased by an amount corresponding to the CB Investors' percentage interest used to repay the note in kind.

If we elect to exercise any of the purchase options, we are not obligated to exercise any subsequent purchase options. In the event we do not elect to exercise a purchase option, we will lose the right to exercise future purchase options. If the May 2014 purchase option is not exercised, we will retain our 48.0% interest in the CB Portfolio and will be entitled to 48.0% of operating cash flows and 45.0% of the proceeds of any sale of any portion of the CB Portfolio, but will not be entitled to any preferred payments from and after the expiration of the May 2014 purchase option. If the May 2014 purchase option is exercised but the May 2015 purchase option is not exercised, we will retain our 75.0% interest in the CB Portfolio and will be entitled to 75.0% of operating cash flows and 70.0% of the proceeds of any sale of any portion of the CB Portfolio. If the May 2015 purchase option is exercised but the May 2016 purchase option is not exercised, we will retain our 88.9% interest in the CB Portfolio and will be entitled to 88.9% of both operating cash flows and the proceeds of any sale of any portion of the CB Portfolio.

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As discussed above, on March 18, 2013, we invested approximately \$121.4 million, consisting of approximately \$47.1 million for the acquisition of equity interests and approximately \$74.3 million for the repayment of debt, in six properties in the CB Portfolio. We recognized approximately \$1.8 million and \$2.1 million in equity in earnings of Copper Beech as well as approximately \$0.7 million and \$0.8 million in interest income from the loan to the CB Investors for the three and six months ended June 30, 2013, respectively. Additionally, we recognized approximately \$0.5 million of transaction expenses related to the CB Portfolio Acquisition and incurred \$9.6 million of costs which were included in our investment basis in Copper Beech.

The following summary of selected unaudited pro forma results of operations presents information as if both our 48.0% ownership interest and issuance of 25.5 million shares of common stock required to execute the acquisition had occurred at the beginning of each period presented. The unaudited pro forma information is provided for informational purposes only and is not indicative of results that would have occurred or which may occur in the future (in thousands, except per share amounts):

|  | Three Months Ended |               | Six Months Ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 30, 2013      | June 30, 2012 | June 30, 2013    | June 30, 2012 |
| Revenues   | \$38,902           | \$35,389      | \$74,221         | \$68,266      |
| Net income (loss)  | 3,174              | 1,300         | 6,167            | 1,117         |
| Net income (loss) attributable to common stockholders                                | 2,005              | 164           | 3,837            | (674 )        |
| Net income (loss) per share attributable to common stockholders - basic and diluted: | \$0.03             | \$0.00        | \$0.06           | \$(0.01 )     |
| Weighted-average common shares outstanding:  |                    |               |                  |               |
| Basic  | 64,512             | 56,614        | 64,409           | 56,534        |
| Diluted  | 64,948             | 57,050        | 64,845           | 56,534        |

***Operating Property Acquisition***

In March 2013, we acquired the ownership interests in Campus Crest at Toledo, Ohio, a 382 unit and 629 bed property on the campus of the University of Toledo for approximately \$13.8 million. The following table is a preliminary allocation of the purchase price and is subject to the completion of our allocation analysis and appraisals (in thousands):

|      |         |
|------|---------|
| Land | \$2,772 |
|------|---------|

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|                            |          |
|----------------------------|----------|
| Buildings and improvements | 10,232   |
| Furniture and fixtures     | 561      |
| Other                      | 236      |
|                            | \$13,801 |

**CAMPUS CREST COMMUNITIES, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****5. Investment in Unconsolidated Entities**

We have investments in real estate ventures with Harrison Street Real Estate Capital ("HSRE") that we do not consolidate. These joint ventures are engaged primarily in developing, constructing, owning and managing student housing properties. Both we and our joint venture partners hold joint approval rights for major decisions, including those regarding property acquisition and disposition as well as property operation. As such, we hold noncontrolling interests in these joint ventures and account for them under the equity method of accounting.

We act as the operating member and day-to-day manager for these joint ventures and as such are entitled to receive fees for providing development and construction services (as applicable) and management services.

In March 2013, we entered into a joint venture agreement with HSRE, HSRE-Campus Crest X, LLC ("HSRE X"), to develop and operate additional purpose-built student housing properties. HSRE X is currently building two new student housing properties with completion targeted for the 2014-2015 academic year. The properties, located in Louisville, Kentucky and Greensboro, North Carolina are expected to have approximately 1,200 beds and have an estimated cost of \$65.6 million. We own a 30% interest in this venture and affiliates of HSRE own the balance.

We are the guarantor of the construction and mortgage debt of our ventures with HSRE. Details of our unconsolidated investments at June 30, 2013 are presented in the following table (dollars in thousands):

| Unconsolidated Entities   | Our Ownership | Year Founded | Number of Properties |                   | Our Total Investment | Debt               |                                | Maturity Date / Range  |
|---------------------------|---------------|--------------|----------------------|-------------------|----------------------|--------------------|--------------------------------|------------------------|
|                           |               |              | In Operations        | Under Development |                      | Amount Outstanding | Weighted Average Interest Rate |                        |
| HSRE-Campus Crest I, LLC  | 49.9          | % 2009       | 3                    | –                 | \$10,660             | \$33,271           | 2.69% <sup>(1)</sup>           | 11/09/2013 / 1/09/2014 |
| HSRE-Campus Crest IV, LLC | 20.0          | % 2011       | 1                    | –                 | 2,274                | 16,945             | 5.75% <sup>(2)</sup>           | 12/1/2013              |



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|                               |      |   |      |    |   |           |           |                       |                           |
|-------------------------------|------|---|------|----|---|-----------|-----------|-----------------------|---------------------------|
| HSRE-Campus Crest V, LLC      | 10.0 | % | 2011 | 3  | – | 3,306     | 45,670    | 2.92 % <sup>(1)</sup> | 12/20/2014<br>01/05/2015  |
| HSRE-Campus Crest VI, LLC     | 20.0 | % | 2012 | –  | 3 | 6,800     | 20,385    | 2.62 % <sup>(1)</sup> | 5/08/2015 –<br>12/19/2015 |
| HSRE-Campus Crest IX, LLC     | 30.0 | % | 2013 | –  | 1 | 8,718     | –         | n/a                   | n/a                       |
| HSRE-Campus Crest X, LLC      | 30.0 | % | 2013 | –  | 2 | 6,397     | –         | n/a                   | n/a                       |
|                               |      |   |      | 7  | 6 | \$38,155  | \$116,271 | 3.21 %                |                           |
| CB Portfolio                  | 30.0 | % | 2013 | 33 | 2 | 153,280   | 526,544   | 5.63 % <sup>(3)</sup> | 10/01/2013<br>10/01/2020  |
| Total Unconsolidated Entities |      |   |      | 40 | 8 | \$191,435 | \$642,815 | 5.19 %                |                           |

(1)

Variable interest rates.

(2)

Comprised of one fixed rate loan.

At June 30, 2013, our effective interest in the CB Portfolio was 30.0%. We will continue to close on our 48.0%<sup>(3)</sup> interest, anticipating completion by the third quarter of 2013, in each remaining property at such time as we obtain the requisite lender consent relating thereto.

**CAMPUS CREST COMMUNITIES, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)**

The following is a summary of the combined financial position of our unconsolidated entities in their entirety, not only our interest in the entities, including provisional fair value balances for the CB Portfolio that are subject to the completion of our allocation analyses and appraisals, for the periods presented (amounts in thousands):

|  | June 30,<br>2013 | December<br>31,<br>2012 |
|--|------------------|-------------------------|
| Assets   |                  |                         |
| Student housing properties, net  | \$ 1,142,487     | \$ 143,108              |
| Other assets   | 108,068          | 40,154                  |
| Total assets   | \$ 1,250,555     | \$ 183,262              |
| Liabilities and Equity   |                  |                         |
| Mortgage and construction loans  | \$ 642,815       | \$ 92,456               |
| Other liabilities  | 35,357           | 30,402                  |
| Owners' equity   | 572,383          | 60,404                  |
| Total liabilities and owners' equity   | \$ 1,250,555     | \$ 183,262              |
| Company's share of historical owners' equity   | \$ 178,446       | \$ 14,078               |
| Preferred investment <sup>(1)</sup>  | 16,469           | 11,828                  |
| Net difference in carrying value of investment versus net book value of underlying net assets <sup>(2)</sup> | (3,480 )         | (3,351 )                |
| Carrying value of investment in unconsolidated entities  | \$ 191,435       | \$ 22,555               |

As of June 30, 2013, we held aggregate Class B interests in The Grove at Greensboro, The Grove at Louisville, The Grove at San Angelo, The Grove at Indiana and The Grove at Conway of approximately \$16.5 million. As of <sup>(1)</sup>December 31, 2012, we held aggregate Class B interests in The Grove at San Angelo, The Grove at Indiana and The Grove at Conway of approximately \$11.8 million. These preferred interests entitle us to a 9.0% return on our investment but otherwise do not change our effective ownership interest in these properties.

This amount represents the aggregate difference between our historical cost basis and the basis reflected at the entity level, which is typically amortized over the life of the related asset. The basis differential occurs primarily <sup>(2)</sup>due to the difference between the allocated value to acquired entity interests and the venture's basis in those interests, the capitalization of additional investment in the unconsolidated entity and the elimination of service related revenue to the extent of our percentage ownership.

The following is a summary of the combined operating results for our unconsolidated entities in their entirety (not only our interest in the entities) including results for the CB Portfolio based on the provisional fair value adjustments, for the periods presented (in thousands):

|   | Three months ended |               | Six months ended |               |
|---|--------------------|---------------|------------------|---------------|
|   | June 30, 2013      | June 30, 2012 | June 30, 2013    | June 30, 2012 |
| Revenues  | \$27,730           | \$ 4,561      | \$36,083         | \$ 9,175      |
| Expenses:   |                    |               |                  |               |
| Operating expenses                                  | 11,173             | 2,527         | 15,075           | 5,083         |
| Interest expense                                    | 8,322              | 1,362         | 10,703           | 2,699         |
| Depreciation and amortization                       | 12,682             | 1,214         | 15,765           | 2,421         |
| Other income  | 925                | -             | 1,047            | -             |
| Total expenses                                      | 33,102             | 5,103         | 42,590           | 10,203        |
| Net loss  | \$(5,372 )         | \$ (542 )     | \$(6,507 )       | \$ (1,028 )   |
| Company's share of net income (loss) <sup>(1)</sup> | \$ 1,794           | \$ (54 )      | \$ 2,102         | \$ (114 )     |
| Income on preferred investments                     | 102                | 156           | 204              | 312           |
| Equity in earnings of unconsolidated entities       | \$ 1,896           | \$ 102        | \$ 2,306         | \$ 198        |

Amount differs from net loss multiplied by our ownership percentage due to our preferred interests in the CB (1)Portfolio, the amortization of the aggregate difference between our historical cost basis and our basis reflected at the entity level and elimination of management fees.

**CAMPUS CREST COMMUNITIES, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****6. Debt**

The following is a summary of our mortgage and construction notes payable, the Credit Facility (defined below) and other debt for the periods presented (amounts in thousands):

|                              | June 30,<br>2013 | December 31,<br>2012 |
|------------------------------|------------------|----------------------|
| Fixed-rate mortgage loans    | \$ 166,128       | \$ 166,706           |
| Variable-rate mortgage loans | -                | 12,635               |
| Construction loans           | 58,980           | 38,996               |
| Line of credit               | 153,000          | 72,000               |
| Other debt                   | 36,370           | 3,375                |
|                              | \$414,478        | \$ 293,712           |

The estimated fair value of our fixed and variable rate mortgage loans, construction loans and other debt at June 30, 2013 and December 31, 2012 was approximately \$262.4 million and \$227.3 million, respectively (Level 2). These estimated fair values were determined by comparing current borrowing rates and risk spreads to the stated interest rates and risk spreads. The weighted average interest rate for all borrowings was 3.36% and 3.99% at June 30, 2013 and December 31, 2012, respectively.

***Mortgage and Construction Loans***

Mortgage and construction loans are collateralized by properties and their related revenue streams. Mortgage loans are not cross-defaulted or cross-collateralized with any other indebtedness. Our mortgage loans generally may not be prepaid prior to maturity; however, in certain cases, prepayment is allowed subject to certain prepayment penalties. Our construction loan agreements contain representations, warranties, covenants (including financial covenants upon commencement of operations) and other terms that are customary for construction financing. Construction loans are generally secured by a first deed of trust or mortgage on each property, primary UCC filings, and an assignment of rents, leases and profits from the respective property. Mortgage and construction loans for the periods presented consisted of the following (in thousands):

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|   | Face Amount | Principal Outstanding at 6/30/2013 | Principal Outstanding at 12/31/2012 | Stated Interest Rate                 | Interest Rate at 6/30/2013 | Maturity Date <sup>(1)</sup> | Amortization      |
|---|-------------|------------------------------------|-------------------------------------|--------------------------------------|----------------------------|------------------------------|-------------------|
| <b>Construction loans</b>                           |             |                                    |                                     |                                      |                            |                              |                   |
| The Grove at Orono                                  | \$ 15,206   | \$ 14,243                          | \$ 10,506                           | LIBOR + 275 bps                      | 2.94 %                     | 6/30/2014                    | Interest only     |
| The Grove at Auburn                                 | 16,294      | 13,157                             | 13,157                              | LIBOR + 295 bps                      | 3.14 %                     | 7/22/2014                    | Interest only     |
| The Grove at Flagstaff                              | 19,842      | 19,330                             | 15,331                              | Prime + 25 bps / LIBOR + 250 bps     | 2.70 %                     | 12/9/2014                    | Interest only     |
| The Grove at Muncie                                 | 14,567      | 1                                  | 1                                   | LIBOR + 225 bps                      | 2.44 %                     | 7/3/2015                     | Interest only (2) |
| The Grove at Slippery Rock                          | 17,961      | -                                  | -                                   | Base Rate + 115bps / LIBOR + 215 bps | 2.34 %                     | 6/21/2016                    | Interest only     |
| The Grove at Fort Collins                           | 19,073      | 12,249                             | 1                                   | LIBOR + 225 bps                      | 2.44 %                     | 7/13/2015                    | Interest only     |
| The Grove at Pullman                                | 16,016      | -                                  | -                                   | LIBOR + 220 bps                      | 2.39 %                     | 9/5/2015                     | Interest only     |
| <b>Mortgage loans</b>                               |             |                                    |                                     |                                      |                            |                              |                   |
| The Grove at Carrollton and The Grove at Las Cruces | 29,790      | 29,231                             | 29,408                              | 6.13%                                | 6.13 %                     | 10/11/2016                   | 30 years (3)      |
| The Grove at Huntsville                             | -           | -                                  | 12,635                              | LIBOR + 250 bps                      | n/a                        | 1/9/2013                     | Interest only     |
| The Grove at Stateboro                              | 18,100      | 18,100                             | 18,100                              | 4.01%                                | 4.01 %                     | 1/1/2023                     | 30 years (3)      |
| The Grove at Asheville                              | 14,800      | 14,592                             | 14,684                              | 5.77%                                | 5.77 %                     | 4/11/2017                    | 30 years (3)      |
| The Grove at Milledgeville                          | 16,250      | 15,944                             | 16,041                              | 6.12%                                | 6.12 %                     | 10/1/2016                    | 30 years (3)      |
| The Grove at Ellensburg                             | 16,125      | 16,125                             | 16,125                              | 5.10%                                | 5.10 %                     | 9/1/2018                     | 30 years (4)      |
| The Grove at Nacogdoches                            | 17,160      | 17,160                             | 17,160                              | 5.01%                                | 5.01 %                     | 9/1/2018                     | 30 years (4)      |
| The Grove at Greeley                                | 15,233      | 15,233                             | 15,233                              | 4.29%                                | 4.29 %                     | 10/1/2018                    | 30 years (4)      |
| The Grove at Clarksville                            | 16,350      | 16,350                             | 16,350                              | 4.03%                                | 4.03 %                     | 7/1/2022                     | 30 years (4)(5)   |
| The Grove at Columbia                               | 23,775      | 23,393                             | 23,605                              | 3.83%                                | 3.83 %                     | 7/1/2022                     | 30 years (6)      |
|   |             | \$ 225,108                         | \$ 218,337                          |                                      |                            |                              |                   |

(1) For the construction loans, the maturity date is the stated maturity date in the respective loan agreements, which can be extended for an additional one to two years, subject to certain conditions, depending on the loan.

(2) Project has been funded from our Revolving Credit Facility (defined below) through June 30, 2013.

Loans require interest only payments, plus certain reserves and escrows, that are payable monthly for a period of  
(3) five years. Monthly payments of principal and interest, plus certain reserve and escrow amounts, are due thereafter until maturity when all principal is due.

(4) Interest only for the first two years, followed by 30 year amortization.

Loan requires interest only payments, plus certain reserves and escrows payable monthly through August 2014,  
(5) thereafter, principal and interest, plus certain reserves and escrows that are payable monthly until maturity.

Loan requires monthly payments of principal and interest, plus certain reserve and escrows, are due thereafter until  
(6) maturity when all principal is due.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

*Line of Credit*

In January 2013, we entered into the Second Amended and Restated Credit Agreement with Citibank, N.A. and certain other lenders. The Second Amended and Restated Credit Agreement provides for a senior unsecured credit facility (the "Revolving Credit Facility") of up to \$250.0 million, with sub-limits of \$30.0 million for swing line loans and \$15.0 million for letters of credit. The Second Amended and Restated Credit Agreement also provides for a term loan of \$50.0 million (the "Term Loan" and, together with the Revolving Credit Facility, the "Amended Credit Facility").

Additionally, the Amended Credit Facility has an accordion feature that allows us to request an increase in the total commitments from \$300.0 million to \$600.0 million, subject to certain conditions. Amounts outstanding under the Amended Credit Facility bear interest at a floating rate equal to, at our election, the Eurodollar Rate or the Base Rate (each as defined in the Second Amended and Restated Credit Agreement) plus a spread that depends upon our leverage ratio. The spread for borrowings under the Revolving Credit Facility ranges from 1.75% to 2.50% for Eurodollar Rate based borrowings and from 0.75% to 1.50% for Base Rate based borrowings, and the spread for the Term Loan ranges from 1.70% to 2.45% for Eurodollar Rate based borrowings and from 0.70% to 1.45% for Base Rate based borrowings.

Our ability to borrow under the Amended Credit Facility is subject to our ongoing compliance with a number of customary financial covenants, including:

- a maximum leverage ratio of not greater than 0.60:1.00;
- a minimum fixed charge coverage ratio of not less than 1.50:1.00;
- a minimum ratio of fixed rate debt and debt subject to hedge agreements to total debt of not less than 66.67%;
- a maximum secured recourse debt ratio of not greater than 20%;

a minimum tangible net worth of not less than the sum of \$330,788,250 plus an amount equal to 75% of the net proceeds of any additional equity issuances; and

a maximum secured debt ratio of not greater than 50% through February 17, 2013 and not greater than 45% on any date thereafter.

Pursuant to the terms of the Amended Credit Facility, we may not pay distributions that exceed the greater of (i) 95.0% of our funds from operations, or (ii) the minimum amount required for us to qualify and maintain our status as a REIT. If a default or event of default occurs and is continuing, we also may be precluded from making certain distributions (other than those required to allow us to qualify and maintain our status as a REIT). In April 2013, as a result of the CB Portfolio Acquisition, we received a waiver from our lender group allowing for distributions up to, and not to exceed, 110.0% of our funds from operations for the remainder of 2013.

In February 2013, we amended the Amended Credit Facility to provide for certain exclusions related to our investments in joint ventures as well as the treatment of certain other investments within the compliance calculation of our secured debt ratio and certain negative covenants.

We and certain of our subsidiaries guarantee the obligations under the Amended Credit Facility and we and certain of our subsidiaries have provided a negative pledge against specified assets (including real property), stock and other interests.

As of June 30, 2013, we had approximately \$103.0 million outstanding under our Revolving Credit Facility and \$50.0 million outstanding under the Term Loan. The amounts outstanding under our Revolving Credit Facility and Term Loan, as well as outstanding letters of credit, will reduce the amount that we may be able to borrow under this facility for other purposes. As of June 30, 2013, we had approximately \$111.3 million in borrowing capacity under our revolving credit facility, and amounts borrowed under the facility will be due at its maturity on January 8, 2017, subject to a one-year extension, which we may exercise at our option, pursuant to certain terms and conditions, including the payment of an extension fee. The amount available for us to borrow under the Amended Credit Facility is based on the sum of (a) the lesser of (i) 60.0% of the "as-is" appraised value of our properties that form the borrowing base of the Amended Credit Facility and (ii) the amount that would create a debt service coverage ratio of not less than 1.5, and (b) 50% of the aggregate of the lesser of (i) the book value of each of our development assets (as such term is defined in the Second Amended and Restated Credit Agreement) and (ii) the "as-is" appraised value of each of our development assets, subject to certain limitations in the Second Amended and Restated Credit Agreement.

As of June 30, 2013, after receiving the above mentioned waiver, we were in compliance with the above financial covenants with respect to our Amended Credit Facility.

In June 2013, in connection with our investment in a joint venture with Beaumont Partners SA to acquire a property in Montreal, Quebec, Canada (see Note 14), we received a waiver from our lender group allowing us to guarantee debt



incurred by our subsidiary, Campus Crest at Montreal I, LLC, to fund such investment.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

*Other Debt*

In June 2013, we obtained a \$33.4 million (Canadian dollar \$35.0 million) unsecured note payable in connection with our acquisition of a hotel in Montreal, Quebec, Canada (see Note 14). The note payable provides for interest-only payments at a variable interest rate equal to the Canadian Dealer Offered Rate ("CDOR"), which was 1.22% at June 30, 2013, plus a spread of 1.70% through its maturity date on December 27, 2013. This facility has two, three-month extension options, subject to lender approval, and is included in line of credit and other debt in the accompanying condensed consolidated balance sheets.

**7. Derivative Instruments and Hedging Activities**

We use variable rate debt to finance our construction of student housing properties. These debt obligations expose us to variability in cash flows due to fluctuations in interest rates. We use derivative instruments to limit variability for a portion of our interest payments and to manage exposure to interest rate risk.

As of June 30, 2013 and December 31, 2012, the fair value of derivative contracts is recorded within other assets and other liabilities in the accompanying condensed consolidated balance sheets. The effective portion of changes in fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income (loss) and is subsequently reclassified to earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of changes in fair value of derivatives designated and that qualify as cash flow hedges is recorded in earnings. If a derivative is either not designated as a hedge or if hedge accounting is discontinued, all changes in fair value of the derivative are recorded in earnings.

The following is a summary of the derivative instruments we entered into for the periods presented (in thousands):

As of June 30, 2013

June 30, 2013

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| Derivative Agreement | Notional Amount | Receive Rate  | Pay or Strike Rate | Maturity Date | December 31, 2012 |           |       |           |
|----------------------|-----------------|---------------|--------------------|---------------|-------------------|-----------|-------|-----------|
|                      |                 |               |                    |               | Asset             | Liability | Asset | Liability |
| Interest rate cap    | \$100,000       | 1 Month LIBOR | 2.50%              | January 2014  | \$ -              | \$ -      | \$ -  | \$ -      |
| Interest rate cap    | 18,762          | 1 Month LIBOR | 1.25%              | April 2013    | -                 | -         | -     | -         |
| Interest rate swap   | 18,762          | 1 Month LIBOR | 1.39%              | April 2013    | -                 | -         | -     | (73 )     |
|                      |                 |               |                    |               | \$-               | \$-       | \$-   | \$ (73 )  |

The table below details the location in the financial statements of the gain or loss recognized on interest rate derivatives designated as cash flow hedges for the three and six months ended June 30, 2013 and 2012, respectively (in thousands):

|   | Three Months Ended |               | Six Months Ended |               |
|---|--------------------|---------------|------------------|---------------|
|   | June 30, 2013      | June 30, 2012 | June 30, 2013    | June 30, 2012 |
| Amount of gain (loss) recognized in accumulated other comprehensive income on interest rate derivatives (effective portion)   | \$-                | \$(7 )        | \$-              | \$(55 )       |
| Amount of gain (loss) reclassified from accumulated other comprehensive income into income as interest expense (effective portion)  | \$-                | \$(107 )      | \$(87 )          | \$(176 )      |
| Amount of gain (loss) recognized in income on derivative (ineffective portion, reclassifications of missed forecasted transactions and amounts excluded from effectiveness testing) | \$-                | \$(2 )        | \$-              | \$(3 )        |

Derivatives not designated as hedges are not speculative and are used to manage our exposure to interest rate movements and other identified risks but do not meet the strict hedge accounting requirements. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings. The table below details the gain or loss recognized in earnings for the three and six months ended June 30, 2013 and 2012, respectively (in thousands):

|                                  | Three Months Ended |               | Six Months Ended |               |
|----------------------------------|--------------------|---------------|------------------|---------------|
|                                  | June 30, 2013      | June 30, 2012 | June 30, 2013    | June 30, 2012 |
| Losses on derivative instruments | \$-                | \$(3 )        | \$(3 )           | \$(3 )        |

The fair value of interest rate swaps is determined using the market standard methodology of netting the discounted future fixed cash receipts (or payments) and the discounted expected variable cash payments (or receipts). The variable cash payments (or receipts) are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves. We incorporate credit valuation adjustments to appropriately reflect our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of derivative contracts for the effect of nonperformance risk, we consider the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds and guarantees.

**CAMPUS CREST COMMUNITIES, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)**

Interest rate caps and interest rate swaps measured at fair value for the periods presented are as follows (in thousands):

|                      | <b>Quoted Prices in Active<br/>Markets for Identical<br/>Assets and Liabilities</b><br><br>(Level 1) | <b>Significant Other<br/>Observable Inputs</b><br><br>(Level 2) | <b>Significant<br/>Unobservable Inputs<br/>(Level 3)</b> | <b>Balance at<br/>end of<br/>Period</b> |
|----------------------|--|---|--|---|
| June 30, 2013        |  |   |  |   |
| Other assets -       | \$-  | \$-   | \$-  | \$-                                     |
| Interest rate caps   |  |   |  |   |
| December 31,<br>2012 |  |   |  |   |
| Other liabilities -  |  |   |  |   |
| Interest rate        | -  | (73   | ) -  | (73 )                                   |
| swaps                |  |   |  |   |

**8. Earnings per Share**

Basic earnings per share is computed by dividing net income (loss) attributable to common stockholders by the weighted average number of shares of our common stock outstanding during the period. All unvested stock-based payment awards are included in the computation of basic earnings per share. The computation of diluted earnings per share includes common stock issuable upon the conversion of OP Units and restricted OP Units and other potentially dilutive securities in the weighted average shares. The effect of the inclusion of all potentially dilutive securities for any period in which we report a net loss would be anti-dilutive when computing diluted earnings per share and are therefore omitted. Net income attributable to these noncontrolling interests is added back to net income (loss) available to common stockholders in the computation of diluted earnings per share.

Computations of basic and diluted income (loss) per share for the periods presented are as follows (amounts in thousands, except per share data):

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|  | Three Months Ended |               | Six Months Ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 30, 2013      | June 30, 2012 | June 30, 2013    | June 30, 2012 |
| Basic earnings:  |                    |               |                  |               |
| Net income (loss) attributable to common stockholders                              | \$2,771            | \$(676 )      | \$3,777          | \$(2,311 )    |
| Diluted earnings:  |                    |               |                  |               |
| Net income (loss) attributable to common stockholders                              | \$2,771            | \$(676 )      | \$3,777          | \$(2,311 )    |
| Add: net income attributable to noncontrolling interests                           | 19                 | (14 )         | 30               | (23 )         |
| Net income (loss) attributable to common stockholders and participating securities | \$2,790            | \$(690 )      | \$3,807          | \$(2,334 )    |
| Weighted average common shares outstanding:  |                    |               |                  |               |
| Basic  | 64,512             | 31,084        | 55,382           | 31,004        |
| Incremental shares from assumed conversion — OP units                              | 436                | -             | 436              | -             |
| Diluted  | 64,948             | 31,084        | 55,818           | 31,004        |
| Basic income (loss) per share  | \$0.04             | \$(0.02 )     | \$0.07           | \$(0.07 )     |
| Diluted income (loss) per share  | \$0.04             | \$(0.02 )     | \$0.07           | \$(0.07 )     |

## 9. Equity

### *Preferred Stock*

Our 8.0% Series A Cumulative Redeemable Preferred Stock (“Series A Preferred Stock”) ranks senior to our common stock with respect to dividend rights and rights upon the voluntary or involuntary liquidation, dissolution or winding up of our affairs. We pay cumulative dividends on the Series A Preferred Stock from the date of original issue at a rate of 8.00% per annum of the \$25.00 liquidation preference per share (equivalent to the fixed annual rate of \$2.00 per share). Dividends on the Series A Preferred Stock are payable quarterly in arrears on or about the 15th day of January, April, July and October of each year.

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

We may not redeem the Series A Preferred Stock prior to February 9, 2017, except in limited circumstances relating to our ability to qualify as a REIT. On or after February 9, 2017, we may, at our option, redeem the Series A Preferred Stock, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per share, plus all accrued and unpaid dividends on such Series A Preferred Stock to, but not including, the date of redemption. The Series A Preferred Stock has no maturity date and is not subject to mandatory redemption or any sinking fund. Holders of shares of the Series A Preferred Stock will generally have no voting rights except for limited voting rights if we fail to pay dividends for six or more quarterly periods (whether or not consecutive) and in certain other circumstances.

***Common Shares and OP Units***

An OP Unit and a share of our common stock have essentially the same economic characteristics as they share equally in the net income (loss) and distributions of the Operating Partnership. An OP Unit may be tendered for redemption for cash or share of common stock; however, we have sole discretion and must have a sufficient amount of authorized common stock to exchange OP Units for shares of common stock on a one-for-one basis. No OP Units have been exchanged or redeemed since our initial public offering.

In March 2013, we completed an underwritten public offering of approximately 25.5 million shares of common stock, including approximately 3.3 million shares issued and sold pursuant to the full exercise of the underwriters' option to purchase additional shares, resulting in net proceeds of approximately \$299.7 million. The net proceeds were used: (1) to fund our investment in the CB Portfolio and related transactional costs, including investment banking advisory fees (see Note 4); and (2) for general corporate purposes, including the repayment of debt.

In April 2013, the Board of Directors of the Company approved Articles of Amendment to the Company's Articles of Amendment and Restatement to increase the number of authorized shares of the Company to 550,000,000 shares of stock, consisting of 500,000,000 shares of common stock, \$0.01 par value per share, and 50,000,000 shares of preferred stock, \$0.01 par value per share.

In June 2013, we implemented an At-The-Market offering program under which we may sell at market price up to \$100.0 million in shares of the Company's common stock over the term of the program. At June 30, 2013, we have not

issued and sold any shares under this program.

As of June 30, 2013, there were approximately 65.0 million OP Units outstanding, of which approximately 64.6 million, or 99.3%, were owned by us and approximately 0.4 million, or 0.7%, were owned by other partners, including certain of our executive officers. As of June 30, 2013, the fair market value of the OP Units not owned by us was \$5.0 million, based on a market value of \$11.54 per unit, which was the closing stock price of shares of our common stock on the NYSE on June 28, 2013.

The following is a summary of changes in the shares of our common stock for the periods shown (in thousands):

|                                      | For the Six<br>Months Ended |                     |
|--------------------------------------|-----------------------------|---------------------|
|                                      | June<br>30,<br>2013         | June<br>30,<br>2012 |
| Common shares at beginning of period | 38,558                      | 30,710              |
| Issuance of common shares            | 25,530                      | -                   |
| Issuance of restricted shares        | 496                         | 376                 |
| Forfeiture of restricted shares      | (41 )                       | (1 )                |
| Common shares at end of period       | 64,543                      | 31,085              |

### *Dividends and Distributions*

For the three months ended June 30, 2013 and 2012, we declared dividends of \$0.165 and \$0.16 per share, respectively, totaling approximately \$10.7 million and \$5.0 million, respectively.

On April 24, 2013, our Board of Directors declared a second quarter 2013 dividend of \$0.165 per common share and OP Unit. The dividend was paid on July 10, 2013, to stockholders of record on June 26, 2013. At June 30, 2013, we accrued approximately \$10.7 million related to our common dividend in accounts payable and accrued expenses in the accompanying condensed consolidated balance sheets.

On April 24, 2013, our Board of Directors also declared a cash dividend of \$0.50 per share of Series A Preferred Stock for the second quarter of 2013. The preferred share dividend was paid on July 15, 2013, to stockholders of record on June 26, 2013. At June 30, 2013, we accrued approximately \$1.0 million related to our preferred dividend in accounts payable and accrued expenses in the accompanying condensed consolidated balance sheets.





**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**10. Incentive Plans**

We have adopted the 2010 Equity Incentive Compensation Plan (the “Incentive Plan”) which permits the grant of incentive awards to executive officers, employees, consultants and non-employee directors. The aggregate number of awards approved under the Incentive Plan is 2.5 million. As of June 30, 2013 and December 31, 2012, approximately 0.2 million and 1.2 million shares, respectively, were available for issuance under the Incentive Plan.

***Restricted Stock Awards***

Awards to executive officers and employees vest over a three year period and are subject to restriction based upon employment in good standing with the Company. Awards to non-employee directors vest over a three or five year period and are subject to restriction based upon continued service on our Board of Directors.

At June 30, 2013, total unrecognized compensation cost was approximately \$7.8 million and is expected to be recognized over a remaining weighted average period of 1.8 years. During the three and six months ended June 30, 2013 we recognized stock compensation expense of approximately \$0.6 million and \$1.1 million, respectively, and stock compensation expense for the three and six months ended June 30, 2012 of approximately \$0.4 million and \$0.7 million, respectively, in the accompanying condensed consolidated financial statements. During the three and six months ended June 30, 2013 we capitalized stock compensation expense of approximately \$0.2 million and \$0.4 million, respectively, and capitalized stock compensation expense for the three and six months ended June 30, 2012 of approximately \$0.1 million and \$0.1 million, respectively, in the accompanying condensed consolidated financial statements.

***Restricted OP Units***

At June 30, 2013, total unrecognized compensation cost was approximately \$0.2 million and is expected to be recognized over a remaining weighted average period of 0.3 years. During the three and six months ended June 30,

2013 we recognized stock compensation expense related to the vesting of restricted OP Units of approximately \$0.1 million and \$0.1 million, respectively and stock compensation expense related to the vesting of restricted OP Units for the three and six months ended June 30, 2012 of approximately \$0.1 million and \$0.1 million, respectively, in the accompanying condensed consolidated financial statements. During the three and six months ended June 30, 2013 we capitalized stock compensation expense related to restricted OP Units of approximately \$0.1 million and \$0.2 million, respectively and capitalized stock compensation expense related to restricted OP Units for the three and six months ended June 30, 2012 of approximately \$0.1 million and \$0.1 million, respectively, in the accompanying condensed consolidated financial statements.

The following is a summary of our plan activity for the period shown (in thousands, except weighted average grant price):

|  | <b>Restricted Common<br/>Stock</b> | <b>Restricted<br/>Restricted OP<br/>Units</b> | <b>Total</b> | <b>Weighted Average Grant<br/>Price</b> |
|--|------------------------------------|---|--------------|---|
| Unvested balances at December 31, 2012 | 438                                | 50  | 488          | \$11.07                                 |
| Granted                                | 496                                | -   | 496          | 12.65                                   |
| Vested                                 | (128                               | ) -   | (128 )       | 12.52                                   |
| Forfeited                              | (41                                | ) -   | (41 )        | 13.37                                   |
| Unvested balances at June 30, 2013     | 765                                | 50  | 815          | \$11.69                                 |

## 11. Related Party Transactions

We lease aircraft from entities in which two of our executive officers have an ownership interest. For the three and six months ended June 30, 2013 we incurred travel costs to these entities of \$0.1 million and \$0.1 million, respectively. For the three and six months ended June 30, 2012 we incurred travel costs to these entities of \$0.1 million and \$0.1 million, respectively.

During the first quarter of 2013 we entered into a services agreement with a related party to provide insurance products to residents at our properties.

In conjunction with the Copper Beech transaction, we entered into a management agreement with Copper Beech, where they will provide management services for Campus Crest at Toledo. For the three and six months ended June 30, 2013, we incurred an immaterial amount of fees related to this agreement.



**CAMPUS CREST COMMUNITIES, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****(Unaudited)****12. Segments**

The operating segments in which management assesses performance and allocates resources are student housing operations and development, construction and management services. Our segments reflect management's resource allocation and performance assessment in making decisions regarding the Company. Our student housing rental and student housing services revenues are aggregated within the student housing operations segment and our third-party services of development, construction and management are aggregated within the development, construction and management services segment.

The following tables set forth our segment information for the periods presented (in thousands):

|   | Three Months Ended<br>June 30, |           | Six Months Ended<br>June 30, |           |
|---|--------------------------------|-----------|------------------------------|-----------|
|   | 2013                           | 2012      | 2013                         | 2012      |
| <b>Student Housing Operations:</b>                        |                                |           |                              |           |
| Revenues from external customers                          | \$24,534                       | \$18,586  | \$48,426                     | \$37,207  |
| Operating expenses  | 17,711                         | 14,877    | 35,049                       | 29,385    |
| Operating income  | 6,823                          | 3,709     | 13,377                       | 7,822     |
| Nonoperating expenses                                     | (2,517 )                       | (1,879 )  | (5,080 )                     | (5,129 )  |
| Net income  | 4,306                          | 1,830     | 8,297                        | 2,693     |
| Net income attributable to noncontrolling interest        | 42                             | 18        | 80                           | 26        |
| Net income attributable to common stockholders            | \$4,264                        | \$1,812   | \$8,217                      | \$2,667   |
| Depreciation and amortization                             | \$6,476                        | \$5,803   | \$12,773                     | \$11,592  |
| Total segment assets at end of period                     | \$1,034,289                    | \$555,142 | \$1,034,289                  | \$555,142 |
| <b>Development, Construction and Management Services:</b> |                                |           |                              |           |
| Revenues from external customers                          | \$14,368                       | \$16,803  | \$25,795                     | \$31,059  |
| Intersegment revenues                                     | 33,491                         | 26,214    | 52,684                       | 45,524    |
| Total revenues  | 47,859                         | 43,017    | 78,479                       | 76,583    |
| Operating expenses  | 45,310                         | 41,362    | 74,796                       | 73,346    |
| Operating income  | 2,549                          | 1,655     | 3,683                        | 3,237     |
| Nonoperating expenses                                     | -                              | -         | -                            | -         |
| Net income  | 2,549                          | 1,655     | 3,683                        | 3,237     |

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|  |             |           |             |           |
|--|-------------|-----------|-------------|-----------|
| Net income attributable to noncontrolling interest | 24          | 16        | 35          | 31        |
| Net income attributable to common stockholders     | \$2,525     | \$1,639   | \$3,648     | \$3,206   |
| Depreciation and amortization                      | \$59        | \$23      | \$109       | \$45      |
| Total segment assets at end of period              | \$57,434    | \$31,934  | \$57,434    | \$31,934  |
| Reconciliations:                                   |             |           |             |           |
| Total segment revenues                             | \$72,393    | \$61,603  | \$126,905   | \$113,790 |
| Elimination of intersegment revenues               | (33,491 )   | (26,214 ) | (52,684 )   | (45,524 ) |
| Total consolidated revenues                        | \$38,902    | \$35,389  | \$74,221    | \$68,266  |
| Segment operating income                           | \$9,372     | \$5,364   | \$17,060    | \$11,059  |
| Interest expense, net                              | (2,789 )    | (2,201 )  | (5,673 )    | (5,774 )  |
| Change in fair value of interest rate derivatives  | (19 )       | (55 )     | (73 )       | (104 )    |
| Net unallocated expenses and eliminations          | (5,122 )    | (2,481 )  | (8,657 )    | (5,569 )  |
| Equity in earnings of unconsolidated entities      | 1,896       | 102       | 2,306       | 198       |
| Other income (expense)                             | 708         | (76 )     | 798         | (74 )     |
| Income tax benefit (expense)                       | (106 )      | (193 )    | 346         | (256 )    |
| Net income (loss)                                  | \$3,940     | \$460     | \$6,107     | \$(520 )  |
| Total segment assets                               | \$1,091,723 | \$587,076 | \$1,091,723 | \$587,076 |
| Unallocated corporate assets and eliminations      | 22,165      | 17,131    | 22,165      | 17,131    |
| Total assets at end of period                      | \$1,113,888 | \$604,207 | \$1,113,888 | \$604,207 |

**CAMPUS CREST COMMUNITIES, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

**13. Commitments and Contingencies**

*Commitments*

In the normal course of business, we enter into various development and construction related purchase commitments with parties that provide development and construction related goods and services. In the event we were to terminate development or construction services prior to the completion of projects, we could potentially be committed to satisfy outstanding or uncompleted purchase orders with such parties. At June 30, 2013, management does not anticipate any material deviations from schedule and does not anticipate having to terminate services for the development projects currently in progress.

In the ordinary course of business, certain liens related to the construction of the student housing real estate property may be attached to our assets by contractors or suppliers. Campus Crest Construction, LLC is responsible as the general contractor for resolving these liens. There can be no assurance that we will not be required to pay amounts greater than currently recorded liabilities to settle these claims.

We have properties that are subject to long-term ground leases. Typically, these properties are located on the campuses of colleges or universities. We have the right to encumber our leasehold interests with specific property mortgages for the purposes of constructing, remodeling or making improvements on or to these properties. Title to all improvements paid for and constructed on the land remains with us until the earlier of termination or expiration of the lease, at which time the title of any buildings constructed on the land will revert to the landlord. Should we decide to sell our leasehold interests during the initial term or any renewal terms, the landlord has a right of first refusal to purchase the interests for the same purchase price under the same terms and conditions as contained in our offer to sell our leasehold interests.

We guarantee certain mortgage notes related to our unconsolidated joint ventures (See Note 5).

*Contingencies*

In the normal course of business, we are subject to claims, lawsuits and legal proceedings. In addition to the matter described below, we are involved in various routine legal proceedings arising in the ordinary course of business. Although the outcomes of such routine legal proceedings cannot be predicted with certainty, in the opinion of management, the ultimate resolution of such routine matters will not have a material adverse effect on our financial position or results of operations.

On July 3, 2012, we and certain of our subsidiaries along with the architect, the structural engineer and certain of our subcontractors were named as defendants in a lawsuit filed with the 250th Judicial District Court of Travis County in Austin, Texas. The lawsuit arose from an accident at The Grove at Denton, located in Denton, Texas, in which a balcony of one of the units broke and three people were seriously injured. The plaintiffs allege, among other things, negligence on the part of the defendants in the design, construction, planning, operation and management of The Grove at Denton and seek actual and exemplary damages. The plaintiffs' initial complaint did not specify the amount of damages; however, on April 2, 2013, we received a demand from the plaintiffs for damages in the amount of \$30 million. Mediation of this matter is tentatively scheduled for early August 2013, with the trial presently scheduled to begin September 23, 2013. Due to the pendency of our defense, it is not possible to determine or predict the outcome of the lawsuit. We intend to defend the lawsuit vigorously and, while no assurances can be given, after taking into account our existing insurance coverage, we do not believe that the lawsuit, if adversely determined, would have a material adverse effect on our financial position or results of operations. No amounts have been accrued at June 30, 2013.

We are not aware of any environmental liability with respect to the properties that could have a material adverse effect on our business, assets or results of operations. However, there can be no assurance that such a material environmental liability does not exist. The existence of any such material environmental liability could have an adverse effect on our results of operations and cash flows.

#### **14. Subsequent Events**

In July 2013, we entered into a joint venture with Beaumont Partners SA to acquire a 711 room, 33-story hotel in downtown Montreal, Quebec, Canada, for approximately \$60.0 million. It is the joint venture's intention to convert the property into an upscale student housing tower featuring a mix of single and double units serving McGill University, Concordia University and L'Ecole de Technologie.

In July 2013, we experienced a fire at The Grove at Pullman a property under construction. We are currently in the process of assessing the financial impact of this event. While no assurances can be given, after taking into account our existing insurance coverage, we believe that the damages sustained as a result of this fire will not have a material adverse effect on our financial position or results of operations.





## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

As used herein, references to "we," "us," "our," the "Company" and "Campus Crest" refer to Campus Crest Communities, Inc. and our consolidated subsidiaries, including Campus Crest Communities Operating Partnership, LP (the "Operating Partnership"), except where the context otherwise requires.

### *Forward-looking Statements*

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for the purpose of complying with these safe harbor provisions. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "may," "will," "should," "potential," "intend," "expect," "seek," "anticipate," "estimate," "approximately," "believe," "could," "project," "predict," "continue," "plan" or other similar words or expressions. Forward-looking statements are based on certain assumptions, discuss future expectations, describe future plans and strategies, contain financial and operating projections or state other forward-looking information. Our ability to predict results or the actual effect of future events, actions, plans or strategies is inherently uncertain. Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, our actual results and performance could differ materially from those set forth in, or implied by, the forward-looking statements. Factors that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, but are not limited to, the following:

the factors discussed in our Annual Report on Form 10-K for the year ended December 31, 2012, including those set forth under the headings "Business," "Risk Factors" and "Management's Discussion of Financial Condition and Results of Operations," the factors discussed in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, set forth under "Item 1A. Risk Factors," as well as the factors discussed in this Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, set forth under "Item 1A. Risk Factors";

the performance of the student housing industry in general;

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

the operating performance of our properties;

the availability of attractive development and/or acquisition opportunities in properties that satisfy our investment criteria and the success of our acquisition, development and construction activities, including satisfaction of conditions to closing for pending acquisitions and, in some cases, the negotiation and execution of definitive documents and satisfaction of the conditions therein;

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

· changes in our business and growth strategies and in our ability to consummate acquisitions or dispositions or additional joint venture transactions;

· our ability to manage effectively our growth and expansion into new markets or to integrate acquisitions successfully;

· our capitalization and leverage level;

· our capital expenditures;

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

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

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

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

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

· changes in personnel, including the departure of key members of our senior management, and lack of availability of, or our inability to attract, qualified personnel;

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

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

development and construction costs and timing;

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

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

legislative and regulatory changes (including changes to laws governing the taxation of real estate investments trusts (“REIT”)); and

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

When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this report. Readers are cautioned not to place undue reliance on any of these forward-looking statements, which reflect our views as of the date of this report. The matters summarized in this report and the factors listed above could cause our actual results and performance to differ materially from those set forth in, or implied by, our forward-looking statements. Accordingly, we cannot guarantee future results or performance. Furthermore, except as required by law, we are under no duty to, and we do not intend to, update any of our forward-looking statements after the date of this report, whether as a result of new information, future events or otherwise.

### ***Overview***

We are a self-managed, self-administered and vertically-integrated REIT focused on developing, building, owning and managing a diversified portfolio of high-quality, residence life focused student housing properties. We operate our business through the Operating Partnership and our subsidiaries. We derive substantially all of our revenue from student housing rental, student housing services, construction and development services and management services. As of June 30, 2013, we owned the sole general partnership interest, 99.3% of the outstanding common units of limited partnership interest in the Operating Partnership (“OP Units”), and all of the outstanding preferred units of limited partnership interest in the Operating Partnership.

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We believe that we are one of the largest vertically-integrated developers, builders, owners and managers of high-quality, residence life focused student housing properties in the United States, based on beds owned and under management. As of June 30, 2013, we owned interests in 39 operating student housing Grove properties containing approximately 7,670 apartment units and 20,884 beds. Thirty-two of our operating Grove properties are wholly-owned and seven of our operating Grove properties are owned through joint ventures with Harrison Street Real Estate Capital ("HSRE") or HSRE and Brandywine Realty Trust ("Brandywine"). As of June 30, 2013, we also owned interests in Copper Beech (see "CB Portfolio Acquisition" section below) and one wholly-owned redevelopment property. As of June 30, 2013, our portfolio consisted of the following:

|                                 | Properties<br>in<br>Operation | Ownership |                  | Number<br>of Units | Number<br>of Beds |
|---------------------------------|-------------------------------|-----------|------------------|--------------------|-------------------|
| Wholly owned Grove properties   | 32                            | 100.0     | %                | 6,248              | 16,936            |
| Joint Venture Grove properties: |                               |           |                  |                    |                   |
| HSRE I                          | 3                             | 49.9      | %                | 544                | 1,508             |
| HSRE IV                         | 1                             | 20.0      | %                | 216                | 584               |
| HSRE V                          | 3                             | 10.0      | %                | 662                | 1,856             |
| Total Grove Properties          | 39                            |           |                  | 7,670              | 20,884            |
|                                 |                               |           |                  |                    |                   |
| Toledo - Redevelopment          | 1                             | 100.0     | %                | 382                | 629               |
|                                 |                               |           |                  |                    |                   |
| CB Portfolio                    | 33                            | 30.0      | % <sup>(1)</sup> | 6,041              | 16,127            |
|                                 |                               |           |                  |                    |                   |
| Total Portfolio                 | 73                            |           |                  | 14,093             | 37,640            |

At June 30, 2013, our effective interest in the CB Portfolio (defined below) was 30.0%. We will continue to close <sup>(1)</sup>on our 48.0% interest, anticipating completion by the third quarter of 2013, in each remaining property at such time as we obtain the requisite lender consent relating thereto.

As of June 30, 2013, the average occupancy for our 39 Grove properties was approximately 89.2% and the average monthly total revenue for the three months ended June 30, 2013 per occupied bed was approximately \$513. Our operating Grove properties are located in 18 states, contain modern apartment units with many resort-style amenities, and have an average age of approximately 3.9 years as of June 30, 2013. Our properties are primarily located in medium-sized college and university markets, which we define as markets located outside of major U.S. cities that have nearby schools generally with overall enrollment of approximately 5,000 to 20,000 students. We believe such markets are underserved and are generally experiencing enrollment growth.

We have developed, built and managed substantially all of our wholly-owned properties and several of our unconsolidated, joint venture properties, which are based upon a common prototypical residential building design. We believe that our use of this prototypical building design, which we have built approximately 570 times at 38 of our student housing properties (approximately 15 of such residential buildings comprise one student housing property), allows us to efficiently deliver a uniform and proven student housing product in multiple markets. All of our properties (other than those in the CB portfolio and Toledo) operate under The Grove® brand, and we believe that our brand and the associated lifestyle are effective differentiators that create higher visibility and appeal for our properties within their markets both with the student as well as the universities we serve.

In addition to our existing properties, we actively seek new organic growth opportunities. We commenced building six new student housing properties in 2012, three of which are wholly-owned by us and three of which are owned by a joint venture with HSRE in which we own a 20% interest. We also commenced building four new student housing properties in 2013, one of which is owned by a joint venture with HSRE and Brandywine in which we own a 30% interest and act as the co-developer, two of which are owned by a joint venture with HSRE in which we own a 30% interest and one of which is wholly-owned by us. We expect to commence construction on The Grove at Slippery Rock, Pennsylvania and The Grove at Grand Forks, North Dakota during the third quarter of 2013. The following is a summary of these developments:

| Project                           | Location          | Primary University Served   | Ownership | Units | Beds | Estimated Project Cost <sup>(1)</sup> | Scheduled Opening for Occupancy |
|-----------------------------------|-------------------|-----------------------------|-----------|-------|------|---------------------------------------|---------------------------------|
| The Grove at Ft. Collins          | Ft. Collins, CO   | Colorado State University   | 100.0 %   | 218   | 612  | \$ 32.9                               | August 2013                     |
| The Grove at Muncie               | Muncie, IN        | Ball State University       | 100.0 %   | 216   | 584  | 25.3                                  | August 2013                     |
| The Grove at Pullman              | Pullman, WA       | Washington State University | 100.0 %   | 216   | 584  | 30.4                                  | August 2013 <sup>(2)</sup>      |
| The Grove at Flagstaff - Phase II | Flagstaff, AZ     | Northern Arizona University | 100.0 %   | 54    | 192  | 12.8                                  | August 2013                     |
| The Grove at Slippery Rock        | Slippery Rock, PA | Slippery Rock University    | 100.0 %   | 201   | 603  | 29.9                                  | August 2014                     |
| The Grove at Grand Forks          | Grand Forks, ND   | University of North Dakota  | 100.0 %   | 224   | 600  | 28.2                                  | August 2014                     |

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|                                |                   |  |      |   |       |       |          |             |
|--------------------------------|-------------------|--|------|---|-------|-------|----------|-------------|
| The Grove at Indiana           | Indiana, PA       | Indiana<br>University of Pennsylvania            | 20.0 | % | 224   | 600   | 27.6     | August 2013 |
| The Grove at Norman            | Norman, OK        | University of Oklahoma                           | 20.0 | % | 224   | 600   | 27.0     | August 2013 |
| The Grove at State College     | State College, PA | Penn State University                            | 20.0 | % | 216   | 584   | 28.6     | August 2013 |
| The Grove at Cira Centre South | Philadelphia, PA  | University of Pennsylvania/<br>Drexel University | 30.0 | % | 344   | 850   | 158.5    | August 2014 |
| The Grove at Greensboro        | Greensboro, NC    | University of North Carolina at Greensboro       | 30.0 | % | 216   | 584   | 27.3     | August 2014 |
| The Grove at Louisville        | Louisville, KY    | University of Louisville                         | 30.0 | % | 252   | 654   | 38.3     | August 2014 |
|                                |                   |  |      |   | 2,605 | 7,047 | \$ 466.8 |             |

(1) Estimated project cost amounts are in millions.

(2) We experienced a fire at the project site in July 2013. See Note 14 in the accompanying condensed consolidated financial statements.

For each of these projects, we conducted significant pre-development activities and obtained necessary zoning and site plan approvals. In total, we have identified over 250 markets and more than 100 specific sites within these markets as potential future development opportunities.

### ***CB Portfolio Acquisition***

In February 2013, we entered into purchase and sale agreements to acquire an approximate 48.0% interest in a portfolio of 35 student housing properties, one undeveloped land parcel and corporate office building held by the members of Copper Beech Townhome Communities, LLC ("CBTC") and Copper Beech Townhome Communities (PA), LLC ("CBTC PA", together with CBTC, "Copper Beech" or the "Sellers") (the "CB Portfolio"), and a fully integrated platform and brand with management, development and construction teams, for an initial purchase price of approximately \$230.2 million, including the repayment of \$106.7 million of debt. The remaining 52.0% interest in the CB Portfolio will be held by certain of the current members of CBTC and CBTC PA, (the "CB Investors"). Pursuant to our 48.0% interest in the CB Portfolio, we entered into a purchase and sale agreement (the "Purchase Agreement"), and related transactions, with the members of CBTC and CBTC PA, to acquire in steps a 36.3% interest in the CB Portfolio. We have also entered into a purchase and sale agreement with certain investors in the CB Portfolio who are not members of Copper Beech (the "Non-Member Investors") to acquire the interests in the CB Portfolio held by such Non-Member Investors (the "Non-Member Purchase Agreement"). Pursuant to the Non-Member Purchase Agreement, we have agreed to acquire approximately an 11.7% interest in the CB Portfolio from the Non-Member Investors. We refer to this transaction as the "CB Portfolio Acquisition."

We intend to consummate the acquisition of our initial 48.0% interest in the CB Portfolio in steps. On March 18, 2013, we acquired a 48.0% interest in six properties that did not require lender consent prior to sale and on April 15, 2013 and May 1, 2013, we acquired a 48.0% interest in each of two additional properties. On July 1, 2013, subsequent the quarter end, we acquired an interest in each of two additional properties. We are closing on our 48.0% interest in each remaining property at such time as we obtain the requisite lender consent relating thereto. We expect to obtain all such consents and close on our 48.0% interest in all properties comprising the CB Portfolio by the end of the third quarter of 2013.



The CB Portfolio consists of 35 student housing properties, including two Phase II development properties scheduled to open in fall 2013, plus one undeveloped land parcel in Charlotte, North Carolina, and Copper Beech's corporate office building in State College, Pennsylvania. The CB Portfolio consists primarily of townhouse units located in eighteen geographic markets in the United States across thirteen states, with 30 of the 35 student housing properties having been developed by Copper Beech. As of June 30, 2013, the CB Portfolio comprised approximately 6,242 rentable units with approximately 16,647 rentable beds, including the units and beds expected to become available at the two development properties. The student housing properties have an average age of approximately 7.5 years. As of June 30, 2013, the average occupancy for the student housing properties was approximately 96.4%. For the year ended December 31, 2012, the average monthly total revenue per occupied bed was approximately \$470. The following table presents certain summary information about the properties in the CB Portfolio:

| Property                         | Primary University                    | Units | Beds  |
|----------------------------------|---------------------------------------|-------|-------|
| Copper Beech I--State College    | Penn State University                 | 59    | 177   |
| Copper Beech II--State College   | Penn State University                 | 87    | 257   |
| Oakwood--State College           | Penn State University                 | 48    | 144   |
| Oak Hill--State College          | Penn State University                 | 106   | 318   |
| Northbrook Greens--State College | Penn State University                 | 166   | 250   |
| Parkway Plaza--State College     | Penn State University                 | 429   | 633   |
| IUP Phase I--Indiana             | Indiana University of Pennsylvania    | 95    | 239   |
| IUP Phase II--Indiana            | Indiana University of Pennsylvania    | 72    | 172   |
| IUP Buy--Indiana                 | Indiana University of Pennsylvania    | 43    | 74    |
| Radford, VA                      | Radford University                    | 222   | 500   |
| Klondike--Purdue                 | Purdue University                     | 219   | 486   |
| Baywater--Purdue                 | Purdue University                     | 137   | 488   |
| Bloomington, IN                  | Indiana University                    | 107   | 297   |
| Colonial Crest--Bloomington, IN  | Indiana University                    | 206   | 402   |
| CMU Phase I--Mount Pleasant, MI  | Central Michigan University           | 204   | 632   |
| CMU Phase II--Mount Pleasant, MI | Central Michigan University           | 119   | 256   |
| Fresno, CA                       | California State University at Fresno | 178   | 506   |
| Bowling Green Phase I            | Bowling Green University              | 128   | 400   |
| Bowling Green Phase II           | Bowling Green University              | 72    | 216   |
| Allendale Phase I                | Grand Valley State University         | 206   | 614   |
| Allendale Phase II               | Grand Valley State University         | 82    | 290   |
| Columbia, MO                     | University of Missouri                | 214   | 654   |
| Statesboro, GA Phase I           | Georgia Southern University           | 246   | 754   |
| Statesboro, GA Phase II          | Georgia Southern University           | 82    | 262   |
| Kalamazoo Phase I                | Western Michigan University           | 256   | 784   |
| Kalamazoo Phase II               | Western Michigan University           | 115   | 340   |
| Columbia, SC Phase I             | University of South Carolina          | 278   | 824   |
| Columbia, SC Phase II            | University of South Carolina          | 72    | 178   |
| Morgantown, WV                   | West Virginia University              | 335   | 920   |
| Harrisonburg, VA                 | James Madison University              | 414   | 1,218 |
| Grand Duke                       | James Madison University              | 120   | 124   |
| Greenville, NC                   | East Carolina University              | 439   | 1,232 |
| Auburn, AL                       | Auburn University                     | 271   | 754   |

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|                         |                        |       |        |
|-------------------------|------------------------|-------|--------|
| San Marcos, TX Phase I  | Texas State University | 273   | 840    |
| San Marcos, TX Phase II | Texas State University | 142   | 410    |
| Total - CB Portfolio    |                        | 6,242 | 16,645 |

Pursuant to the Purchase Agreement, we also have the option, but not the obligation, to acquire additional interests in the CB Portfolio over a period of three years. Through May 2014 we have the option to acquire an additional 27.0% interest in the CB Portfolio, increasing our aggregate interest to 75.0%, which will entitle us to a payment of 90.0% of operating cash flows; through May 2015 we have the option to acquire an additional 13.9% interest in the CB Portfolio, increasing our aggregate interest to 88.9%, which will entitle us to a payment of 100% of operating cash flows and provide for the transfer to us of the “day-to-day” management of the CB Portfolio; and through May 2016 we have the option to acquire an additional 11.1% interest in the CB Portfolio, increasing our aggregate interest to 100%. The Purchase Agreement permits us to increase, at our option, the proportion of the CB Portfolio that we acquire in each of May 2014 and May 2015. If we exercise each of the purchase options, we expect that by the end of the second quarter of 2016 we will own a 100% interest in CB Portfolio. The aggregate purchase price upon exercise of the three purchase options, excluding assumed debt, is approximately \$404.2 million.

If we elect to exercise any of the purchase options, we are not obligated to exercise any subsequent purchase options. In the event we do not elect to exercise a purchase option, we will lose the right to exercise future purchase options. If the May 2014 purchase option is not exercised, we will retain our 48.0% interest in the CB Portfolio and will be entitled to 48.0% of operating cash flows and 45.0% of the proceeds of any sale of any portion of the CB Portfolio, but will not be entitled to any preferred payments from and after the expiration of the May 2014 purchase option. If the May 2014 purchase option is exercised but the May 2015 purchase option is not exercised, we will retain our 75.0% interest in the CB Portfolio and will be entitled to 75.0% of operating cash flows and 70.0% of the proceeds of any sale of any portion of the CB Portfolio. If the May 2015 purchase option is exercised but the May 2016 purchase option is not exercised, we will retain our 88.9% interest in the CB Portfolio and will be entitled to 88.9% of both operating cash flows and the proceeds of any sale of any portion of the CB Portfolio.

Our \$230.2 million investment in the CB Portfolio entitles us to a preferred payment of \$13.0 million for the first year of our investment and 48.0% of remaining operating cash flows. In connection with the CB Portfolio Acquisition we loaned approximately \$31.7 million to the CB Investors. The loan has an interest rate of 8.5% per annum and a term of three years, and is secured by the CB Investors' interests in six unencumbered properties in the CB Portfolio. The principal amount of the loan is expected to be repaid by the CB Investors by reducing the price of future purchase options. If any of the purchase options are not exercised, the CB Investors may, at their option, repay the note through (1) cash payments either in accordance with the repayment schedule in the note or in the form of a one-time prepayment for the outstanding principal amount plus accrued and unpaid interest or (2) payments in kind consisting of a portion of their interests in the CB Portfolio. If the CB Investors elect to repay the note in kind, our interest in the CB Portfolio will be increased by an amount corresponding to the CB Investors' percentage interest used to repay the note in kind.

In connection with the CB Portfolio Acquisition, we have agreed to work with the CB Investors to identify and agree upon student housing property development projects. For each of the first three years following the closing of our initial acquisition of a 48.0% interest, we have agreed to contribute up to \$20.0 million annually to Copper Beech to fund the development of new student housing properties to the extent any such property developments are agreed upon by us and the CB Investors.

As discussed above, on March 18, 2013, we invested approximately \$121.4 million, consisting of approximately \$47.1 million for the acquisition of equity interests and approximately \$74.3 million for the repayment of debt, in six properties in the CB Portfolio. We recognized approximately \$1.8 million and \$2.1 million in equity in earnings of Copper Beech as well as approximately \$0.7 million and \$0.8 million in interest income from the loan to the CB Investors for the three and six months ended June 30, 2013, respectively. Additionally, for the six months ended June 30, 2013, we recognized approximately \$0.5 million of transaction expenses related to the CB Portfolio Acquisition and incurred \$9.6 million of costs which were included in our investment basis in Copper Beech.

### ***Our Business Segments***

Management evaluates operating performance through the analysis of results of operations of two distinct business segments: (i) student housing operations and (ii) development, construction and management services. Management evaluates each segment's performance by net operating income, which we define as operating income before depreciation and amortization. The accounting policies of our reportable business segments are described in more detail in the summary of significant accounting policies footnote (Note 2) to our condensed consolidated financial statements. Intercompany fees are reflected at the contractually stipulated amounts, as adjusted to reflect our proportionate ownership of unconsolidated entities.

### ***Student Housing Operations***

Our student housing operations are comprised of rental and other service revenues, such as application fees, pet fees and late payment fees. We opened our first student housing property in Asheville, North Carolina in 2005 for the 2005-2006 academic year. We subsequently opened three additional properties in 2006 for the 2006-2007 academic year, six additional properties in 2007 for the 2007-2008 academic year and nine additional properties in 2008 for the 2008-2009 academic year. In 2009, we opened one additional property that was consolidated by our predecessor and four additional properties that are owned by a real estate venture in which we have a noncontrolling interest. In August 2010, we opened three additional properties for the 2010-2011 academic year that are owned by a real estate venture in which we have a noncontrolling interest. Concurrent with our initial public offering and related formation transactions in October 2010, we purchased the noncontrolling interest in one of the properties owned by this real estate venture. In December 2011, we purchased the controlling interest in two properties that were opened in August 2010. In August 2011, we opened four wholly owned properties and an additional two properties that are owned in real estate ventures in which we have a noncontrolling interest. In July 2012, we purchased the controlling interest in two properties that were opened in August 2010 and August 2011. In August 2012 and September 2012, we opened three wholly-owned properties and an additional three properties that are owned in a real estate ventures in which we have a noncontrolling interest. In March 2013, we acquired one wholly-owned property not built by us. Due to the continuous growth of new properties in consecutive years and annual lease terms that do not coincide with our reported fiscal (calendar) years, the comparison of our consolidated financial results from period to period may not provide a meaningful measure of our operating performance. For this reason, we divide the results of operations in our student housing operations segment between new property operations and "same-store" operations, which we believe provides a more meaningful indicator of comparative historical performance.

"Same store" properties are our wholly-owned operating properties acquired or placed in-service prior to the beginning of the earliest period presented and owned by us and remaining in service through the end of the latest period presented or period being analyzed. "New properties" are our wholly-owned operating properties that we acquired or placed in service after the beginning of the earliest period presented or period being analyzed.

We monitor net operating income ("NOI") of our student housing properties, which is a non-GAAP financial measure. In general terms, we define NOI as student housing rental revenue less student housing operating expenses including real estate taxes related to our properties. We believe this measure provides an operating perspective not immediately apparent from GAAP operating income (loss) or net income (loss). We use NOI to evaluate performance on a community-by-community basis because it allows management to evaluate the impact that factors such as lease structure, lease rates and tenant base, which vary by locality, have on our financial performance. To help make comparisons of NOI between periods more meaningful, we distinguish NOI from our properties that are wholly-owned and that were in service throughout each period presented (that is, our "same store" properties) from NOI from our other wholly-owned properties.

We specifically calculate NOI by adding back to (or subtracting from) net income (loss) attributable to common stockholders (computed in accordance with GAAP) the following expenses or charges: income tax expense, other expense, interest expense, transaction costs, equity in loss of unconsolidated entities, depreciation and amortization, ground lease expense, general and administrative expense, development, construction and management services expenses and other non-recurring costs or expenses. The following income or gains are then deducted from net income (loss) attributable to common stockholders, adjusted for add backs of expenses or charges: other income, equity in earnings of unconsolidated entities, change in fair value of interest rate derivatives, development, construction and management services revenues and non-recurring income or gains.

NOI excludes multiple components of net income (loss) attributable to common stockholders (computed in accordance with GAAP) and captures neither the changes in the value of our properties that result from use or market conditions nor the level of capital expenditures necessary to maintain the operating performance of our properties, all of which have real economic effects and could materially and adversely impact our results of operations. Therefore, the utility of NOI as a measure of our performance is limited. Additionally, other companies, including other equity REITs, may use different methodologies for calculating NOI and, accordingly, NOI as disclosed by such other companies may not be comparable to NOI published herein. We believe that in order to facilitate a clear understanding of our historical operating results, NOI should be examined in conjunction with net income (loss) as presented in the condensed consolidated financial statements accompanying this report. NOI should not be considered as an alternative to net income (loss) attributable to common stockholders as an indicator of our properties' financial performance or to cash flow from operating activities (computed in accordance with GAAP) as an indicator of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distribution.

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

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

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

### ***Our Relationship With HSRE***

We are a party to active joint venture arrangements with Harrison Street Real Estate Capital ("HSRE"), a real estate private equity firm founded in 2005 that has significant real estate asset holdings, including student housing properties, senior housing/assisted living units, self-storage units, boat storage facilities and medical office space. As of June 30, 2013, we have developed 11 properties and are in the process of developing four additional properties in partnership with HSRE, including one joint venture project where we are partners with both HSRE and Brandywine Realty Trust.

HSRE I. Our first joint venture with HSRE, HSRE-Campus Crest I, LLC ("HSRE I"), indirectly owned 100% of the interests in the following three properties at June 30, 2013: The Grove at Conway, The Grove at Lawrence and The Grove at San Angelo. On July 5, 2012, we completed the purchase of HSRE's 50.1% interest in The Grove at Moscow, which was included in HSRE I prior to that date. On December 29, 2011, we completed the purchase of HSRE's 50.1% interests in The Grove at Huntsville and The Grove at Statesboro, which were included in HSRE I prior to that date. At June 30, 2013 we owned a 49.9% interest in HSRE I and HSRE owned the remaining 50.1%. Prior to the Offering and the Formation Transactions, on October 19, 2010, HSRE I indirectly owned a 100% interest in a seventh property, The Grove at San Marcos. Prior to March 26, 2010, we owned a 10% interest in HSRE I and HSRE owned the remaining 90%.

In general, we are responsible for the day-to-day management of HSRE I's business and affairs, provided that major decisions must be approved by us and HSRE. In addition to distributions to which we are entitled as an investor in HSRE I, we receive or have in the past received fees for providing services to the properties held by HSRE I pursuant to development and construction agreements and property management agreements. We granted to an entity related to HSRE I a right of first opportunity with respect to certain development or acquisition opportunities identified by us. This right of first opportunity was to terminate at such time as HSRE had provided at least \$40 million of equity funding to HSRE I and/or certain related ventures. This right of first opportunity was amended in conjunction with the formation of HSRE IV as discussed below. HSRE I will dissolve upon the disposition of substantially all of its assets or the occurrence of certain events specified in the agreement between us and HSRE.

HSRE IV. In January 2011, we entered into a joint venture with HSRE, HSRE-Campus Crest IV, LLC ("HSRE IV"), to develop and operate additional purpose-built student housing properties. HSRE IV completed two new student housing properties in August 2011 for the 2011-2012 academic year. The properties, located in Denton, Texas, and Valdosta, Georgia, contain an aggregate of approximately 1,168 beds and cost approximately \$45.7 million. We own a 20% interest in this joint venture and affiliates of HSRE own the balance. On July 5, 2012, we completed the purchase of HSRE's 80% interest in The Grove at Valdosta, which was included in HSRE IV prior to that date.

HSRE V. In October 2011, we entered into a joint venture with HSRE, HSRE-Campus Crest V, LLC ("HSRE V"), to develop and operate additional purpose-built student housing properties. HSRE V completed three new student housing properties in August 2012 for the 2012-2013 academic year. The properties, located in Fayetteville, Arkansas, Laramie, Wyoming, and Stillwater, Oklahoma, contain an aggregate of approximately 1,856 beds and cost approximately \$72.1 million. We own a 10% interest in this joint venture and affiliates of HSRE own the balance.

HSRE VI. In March 2012, we entered into a joint venture with HSRE, HSRE-Campus Crest VI, LLC ("HSRE VI"), to develop and operate additional purpose-built student housing properties. HSRE VI is currently building three new student housing properties with completion targeted for the 2013-2014 academic year. The properties, located in Norman, Oklahoma, State College, Pennsylvania and Indiana, Pennsylvania, will contain an aggregate of approximately 1,784 beds and have an estimated cost of approximately \$83.2 million. We own a 20% interest in this joint venture and affiliates of HSRE own the balance.

In general, we are responsible for the day-to-day management of HSRE IV's, HSRE V's and HSRE VI's business and affairs, provided that major decisions (including deciding to pursue a particular development opportunity) must be approved by us and HSRE. In addition to distributions to which we are entitled as an investor in HSRE IV, HSRE V and HSRE VI, we receive fees for providing services to HSRE IV, HSRE V and HSRE VI pursuant to development and construction agreements and property management agreements. In general, we will earn development fees equal to approximately 4% of the total cost of each property developed by HSRE IV, HSRE V and HSRE VI (excluding the cost of land and financing costs), construction fees equal to approximately 5% of the construction costs of each property developed by HSRE IV, HSRE V and HSRE VI and management fees equal to approximately 3% of the gross revenues and 3% of the net operating income of operating properties held by HSRE IV, HSRE V and HSRE VI. In addition, we will receive reimbursement of a portion of our overhead relating to each development project at a negotiated rate. Under certain circumstances, we will be responsible for funding the amount by which actual development costs for a project pursued by HSRE IV, HSRE V or HSRE VI exceed the budgeted development costs of such project (without any increase in our interest in the project), which could materially and adversely affect the fee income realized from any such project.

HSRE IX. In January 2013, we entered into a joint venture with HSRE and Brandywine, HSRE-Campus Crest IX, LLC ("HSRE IX"), to develop and operate additional purpose-built student housing properties. HSRE IX is currently building one new student housing property, The Grove at Cira Centre South, with completion targeted for the 2014-2015 academic year. The property, located in the University City submarket of Philadelphia, Pennsylvania, will contain approximately 850 beds and has an estimated cost of approximately \$158.5 million. We own a 30% interest in

this joint venture, Brandywine owns 30% and affiliates of HSRE own the balance.

In general, we, along with Brandywine, are responsible for the day-to-day management of HSRE IX's business and affairs, provided that major decisions (including deciding to pursue a particular development opportunity) must be approved by us, HSRE, and Brandywine. In addition to distributions to which we are entitled as an investor in HSRE IX, we, along with Brandywine, will receive fees for providing services to HSRE IX pursuant to a development agreement and property management agreement. In general, we, along with Brandywine, will earn development fees equal to approximately 4% of the total cost of each property developed by HSRE IX (excluding the cost of land and financing costs) and we will earn management fees equal to approximately 3% of the gross revenues and 2% of the net operating income of operating properties held by HSRE IX. In addition, we, along with Brandywine, will receive reimbursement of a portion of our overhead relating to each development project at a negotiated rate. Under certain circumstances, we, along with Brandywine, will be responsible for funding the amount by which actual development costs for a project pursued by HSRE IX exceed the budgeted development costs of such project (without any increase in our interest in the project), which could materially and adversely affect the fee income realized from any such project.

HSRE X. In March 2013, we entered into a joint venture agreement with HSRE, HSRE-Campus Crest X, LLC ("HSRE X"), to develop and operate additional purpose-built student housing properties. HSRE X is developing two new student housing properties with completion targeted for the 2014-2015 academic year. The properties, located in Louisville, Kentucky and Greensboro, North Carolina will contain an aggregate of approximately 1,238 beds and have an estimated cost of approximately \$65.6 million. We own a 30% interest in this joint venture and affiliates of HSRE own the balance.

We amended HSRE's right of first opportunity, originally granted with respect to HSRE I, to develop all future student housing development opportunities identified by us that are funded in part with equity investments by parties unaffiliated with us, until such time as affiliates of HSRE have invested an aggregate \$50 million in HSRE IV, HSRE V, HSRE VI, HSRE IX and HSRE X or caused HSRE IV, HSRE V, HSRE VI, HSRE IX and HSRE X to decline three development opportunities in any calendar year. As of June 30, 2013, HSRE had funded approximately \$50 million of the \$50 million right of first opportunity. The terms of this joint venture do not prohibit us from developing a wholly owned student housing property for our own account.



## **Factors That Affect Our Operating Results**

### *Unique Leasing Characteristics*

Student housing properties are typically leased by the bed on an individual lease liability basis, unlike multi-family housing where leasing is by the unit. Individual lease liability limits each student-tenant's liability to his or her own rent without liability for a roommate's rent. A parent or guardian is required to execute each lease as a guarantor unless the student-tenant provides adequate proof of income. The number of lease contracts that we administer is therefore equivalent to the number of beds occupied rather than the number of units.

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

Unlike traditional multi-family housing, most of our leases commence on the same date. In the case of our typical 11.5-month leases (which provide for 12 equal monthly payments), this date coincides with the commencement of the fall academic term and typically terminates at the completion of the last summer school session. As such, we must re-lease each property in its entirety each year, resulting in significant turnover in our tenant population from year to year. As a result, we are highly dependent upon the effectiveness of our marketing and leasing efforts during the annual leasing season, which typically begins each October and ends in September of the following year. Over the last two academic years, we had approximately 41.9% and 40.7% of our current tenants renew their previous lease for the upcoming term.

### *Development, Construction and Management Services*

The amount and timing of revenues from development, construction and management services will typically be contingent upon the number and size of development projects that we are able to successfully structure and finance in our current and future unconsolidated joint ventures. In particular, we entered into joint ventures HSRE VI, HSRE IX, and HSRE X (described above) that are currently building three student housing properties with completion targeted for the 2013-2014 academic year, one student housing property with completion targeted for the 2014-2015 academic year, and two student housing properties with completion targeted for the 2014-2015 academic year, respectively. We will receive fees for providing development and construction services to HSRE VI and HSRE X and receive management fees for managing properties owned by HSRE VI and HSRE X once they are placed in service. We will share in the receipt of fees for providing development services to HSRE IX and share in the receipt of management

fees for managing the property owned by HSRE IX once it is placed in service. No assurance can be given that HSRE VI, HSRE IX, or HSRE X will be successful in developing student housing properties as currently contemplated or those currently under construction.

### *Changes in Financial Condition*

In January 2013, we entered into the second amended and restated credit agreement (the "Second Amended and Restated Credit Agreement") with Citibank, N.A. and certain other lenders (see Note 6 to the accompanying condensed consolidated financial statements). The Second Amended and Restated Credit Agreement provides for a senior unsecured revolving credit facility (the "Revolving Credit Facility") of up to \$250.0 million, with sub-limits of \$30.0 million for swing line loans and \$15.0 million for letters of credit. The Second Amended and Restated Credit Agreement also provides for a term loan of \$50.0 million (the "Term Loan," and together with the Revolving Credit Facility, the "Amended Credit Facility"). Unless otherwise terminated pursuant to the terms of the Second Amended and Restated Credit Agreement, the Amended Credit Facility will mature on January 8, 2017, subject to a one-year extension which we may exercise at our option, pursuant to certain terms and conditions, including the payment of an extension fee. For additional information regarding the Credit Facility, please refer to "—Liquidity and Capital Resources—Principal Capital Resources" below.

In March 2013, we completed an underwritten public offering of approximately 25.5 million shares of common stock, including approximately 3.3 million shares issued and sold pursuant to the full exercise of the underwriters' option to purchase additional shares, resulting in net proceeds of approximately \$299.7 million. The net proceeds were used: (1) to fund an investment in the CB Portfolio and related transactional costs, including investment banking advisory fees (see Note 4 to the accompanying condensed consolidated financial statements); and (2) for general corporate purposes, including the repayment of debt.

In June 2013, we implemented an At-The-Market offering program under which we may sell at market price up to \$100.0 million in shares of the Company's common stock over the term of the program. At June 30, 2013, we have not issued and sold any shares under this program.

**Results of Operations***Comparison of the three and six months ended June 30, 2013 and 2012*

The following table presents our results of operations for the three months ended June 30, 2013 and 2012, including the amount and percentage change in these results between the periods:

|   | Three Months<br>Ended |                  |             |            |   |
|---|-----------------------|------------------|-------------|------------|---|
|   | June 30,<br>2013      | June 30,<br>2012 | Change (\$) | Change (%) |   |
| Revenues:   |                       |                  |             |            |   |
| Student housing rental                            | \$23,482              | \$17,854         | \$ 5,628    | 32         | % |
| Student housing services                          | 1,052                 | 732              | 320         | 44         | % |
| Development, construction and management services | 14,368                | 16,803           | (2,435 )    | -15        | % |
| Total revenues                                    | 38,902                | 35,389           | 3,513       | 10         | % |
| Operating expenses:                               |                       |                  |             |            |   |
| Student housing operations                        | 11,126                | 8,930            | 2,196       | 25         | % |
| Development, construction and management services | 13,657                | 15,427           | (1,770 )    | -12        | % |
| General and administrative                        | 2,953                 | 2,219            | 734         | 33         | % |
| Transaction costs                                 | 203                   | -                | 203         | 100        | % |
| Ground leases                                     | 54                    | 56               | (2 )        | -4         | % |
| Depreciation and amortization                     | 6,659                 | 5,874            | 785         | 13         | % |
| Total operating expenses                          | 34,652                | 32,506           | 2,146       | 7          | % |
| Equity in earnings of unconsolidated entities     | 1,896                 | 102              | 1,794       | 1759       | % |
| Operating income                                  | 6,146                 | 2,985            | 3,161       | 106        | % |
| Nonoperating income (expense):                    |                       |                  |             |            |   |
| Interest expense, net                             | (2,789 )              | (2,201 )         | (588 )      | 27         | % |
| Change in fair value of interest rate derivatives | (19 )                 | (55 )            | 36          | -66        | % |
| Other income (expense)                            | 708                   | (76 )            | 784         | -1032      | % |
| Total nonoperating expense, net                   | (2,100 )              | (2,332 )         | 232         | -10        | % |
| Net income before income taxes                    | 4,046                 | 653              | 3,393       | 520        | % |
| Income tax expense                                | (106 )                | (193 )           | 87          | -45        | % |
| Net income  | 3,940                 | 460              | 3,480       | 757        | % |

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|  |         |          |          |      |   |
|--|---------|----------|----------|------|---|
| Net income (loss) attributable to noncontrolling interests | 19      | (14 )    | 33       | -236 | % |
| Dividends on preferred stock                               | 1,150   | 1,150    | -        | 0    | % |
| Net income (loss) attributable to common stockholders      | \$2,771 | \$(676 ) | \$ 3,447 | -510 | % |

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The following table presents our results of operations for the six months ended June 30, 2013 and 2012, including the amount and percentage change in these results between the periods:

|   | Six Months Ended |                   |                 |              |          |
|---|------------------|-------------------|-----------------|--------------|----------|
|   | June 30,         | June 30,          |                 |              |          |
|   | 2013             | 2012              | Change (\$)     | Change (%)   |          |
| <b>Revenues:</b>  |                  |                   |                 |              |          |
| Student housing rental  | \$46,464         | \$35,712          | \$ 10,752       | 30           | %        |
| Student housing services  | 1,962            | 1,495             | 467             | 31           | %        |
| Development, construction and management services                 | 25,795           | 31,059            | (5,264 )        | -17          | %        |
| <b>Total revenues</b>   | <b>74,221</b>    | <b>68,266</b>     | <b>5,955</b>    | <b>9</b>     | <b>%</b> |
| <b>Operating expenses:</b>  |                  |                   |                 |              |          |
| Student housing operations  | 22,057           | 17,508            | 4,549           | 26           | %        |
| Development, construction and management services                 | 24,315           | 28,885            | (4,570 )        | -16          | %        |
| General and administrative  | 5,652            | 4,545             | 1,107           | 24           | %        |
| Transaction costs   | 588              | -                 | 588             | 100          | %        |
| Ground leases   | 108              | 108               | -               | 0            | %        |
| Depreciation and amortization                                     | 13,098           | 11,730            | 1,368           | 12           | %        |
| <b>Total operating expenses</b>                                   | <b>65,818</b>    | <b>62,776</b>     | <b>3,042</b>    | <b>5</b>     | <b>%</b> |
| Equity in earnings of unconsolidated entities                     | 2,306            | 198               | 2,108           | 1065         | %        |
| <b>Operating income</b>   | <b>10,709</b>    | <b>5,688</b>      | <b>5,021</b>    | <b>88</b>    | <b>%</b> |
| <b>Nonoperating income (expense):</b>                             |                  |                   |                 |              |          |
| Interest expense, net   | (5,673 )         | (5,774 )          | 101             | -2           | %        |
| Change in fair value of interest rate derivatives                 | (73 )            | (104 )            | 31              | -30          | %        |
| Other income (expense)  | 798              | (74 )             | 872             | -1178        | %        |
| <b>Total nonoperating expense, net</b>                            | <b>(4,948 )</b>  | <b>(5,952 )</b>   | <b>1,004</b>    | <b>-17</b>   | <b>%</b> |
| <b>Net income (loss) before income tax benefit (expense)</b>      | <b>5,761</b>     | <b>(264 )</b>     | <b>6,025</b>    | <b>-2282</b> | <b>%</b> |
| Income tax benefit (expense)                                      | 346              | (256 )            | 602             | -235         | %        |
| <b>Net income (loss)</b>  | <b>6,107</b>     | <b>(520 )</b>     | <b>6,627</b>    | <b>-1274</b> | <b>%</b> |
| <b>Net income (loss) attributable to noncontrolling interests</b> | <b>30</b>        | <b>(23 )</b>      | <b>53</b>       | <b>-230</b>  | <b>%</b> |
| Dividends on preferred stock                                      | 2,300            | 1,814             | 486             | 27           | %        |
| <b>Net income (loss) attributable to common stockholders</b>      | <b>\$3,777</b>   | <b>\$(2,311 )</b> | <b>\$ 6,088</b> | <b>-263</b>  | <b>%</b> |

***Student Housing Operations***

Revenues in the student housing operations segment (which include student housing rental and student housing service revenues) increased by approximately \$5.9 million and operating expenses in the student housing operations segment increased by approximately \$2.2 million during the three months ended June 30, 2013, as compared to the three months ended June 30, 2012. The increase in revenues was primarily due to the opening of three new properties in August 2012, the acquisitions of The Grove at Valdosta and The Grove at Moscow in July 2012 and the acquisition of Campus Crest at Toledo in March 2013 as well as increases in occupancy and monthly revenue per bed at our "same store" properties. The increase in operating expenses was primarily due to the aforementioned activity.

Revenues in the student housing operations segment (which include student housing rental and student housing service revenues) increased by approximately \$11.2 million and operating expenses in the student housing operations segment increased by approximately \$4.5 million during the six months ended June 30, 2013, as compared to the six months ended June 30, 2012. The increase in revenues was primarily due to the opening of three new properties in August 2012, the acquisitions of The Grove at Valdosta and The Grove at Moscow in July 2012 and the acquisition of Campus Crest at Toledo in March 2013 as well as increases in occupancy and monthly revenue per bed at our "same store" properties. The increase in operating expenses was primarily due to the aforementioned activity.

*New Property Operations.* In August 2012, we began operations at The Grove at Auburn, The Grove at Flagstaff and The Grove at Orono, which contributed approximately \$2.1 million in NOI (\$3.3 million of revenues and \$1.2 million of operating expenses) for the three months ended June 30, 2013 compared to no contribution for the three months ended June 30, 2012. In July 2012, we acquired the remaining ownership interests in The Grove at Valdosta and The Grove at Moscow which contributed approximately \$0.9 million of NOI (\$1.5 million of revenues and \$0.6 million of operating expenses) for the three months ended June 30, 2013, compared to no contribution for the three months ended June 30, 2012. Prior to the acquisition of these interests, we accounted for our ownership in these properties under the equity method. In March 2013, we acquired Campus Crest at Toledo which contributed approximately \$0.2 million of NOI (\$0.6 million of revenues and \$0.4 million of operating expenses) for the three months ended June 30, 2013, compared to no contribution for the three months ended June 30, 2012.

The Grove at Auburn, The Grove at Flagstaff and The Grove at Orono contributed approximately \$3.8 million in NOI (\$6.5 million of revenues and \$2.7 million of operating expenses) for the six months ended June 30, 2013 compared to no contribution for the six months ended June 30, 2012. In July 2012, we acquired the remaining ownership interests in The Grove at Valdosta and The Grove at Moscow which contributed approximately \$1.8 million of NOI (\$3.0 million of revenues and \$1.2 million of operating expenses) for the six months ended June 30, 2013, compared to no contribution for the six months ended June 30, 2012. Prior to the acquisition of these interests, we accounted for our ownership in these properties under the equity method. In March 2013, we acquired The Grove at Toledo which contributed approximately \$0.3 million of NOI (\$0.7 million of revenues and \$0.4 million of operating expenses) for the three months ended June 30, 2013, compared to no contribution for the six months ended June 30, 2012.

*“Same-Store” Property Operations.* Our 27 “same-store” properties contributed approximately \$10.2 million of NOI (\$19.1 million of revenues and \$8.9 million of operating expenses) for the three months ended June 30, 2013, as compared to approximately \$9.7 million of NOI (\$18.6 million of revenues and \$8.9 million of operating expenses) for the three months ended June 30, 2012. The increase in revenue at our “same-store” properties was due to an increase in the average occupancy to approximately 91.0% for the three months ended June 30, 2013 from approximately 90.1% for the three months ended June 30, 2012 and an increase in average monthly revenue per occupied bed (“RevPOB”) to \$504 for the three months ended June 30, 2013 from \$495 for the three months ended June 30, 2012. Same store property operating expense remained flat across both periods.

Our 27 “same-store” properties contributed approximately \$20.4 million of NOI (\$38.1 million of revenues and \$17.7 million of operating expenses) for the six months ended June 30, 2013, as compared to approximately \$19.7 million of NOI (\$37.2 million of revenues and \$17.5 million of operating expenses) for the six months ended June 30, 2012. The increase in revenue at our “same-store” properties was due to an increase in the average occupancy to approximately 91.4% for the six months ended June 30, 2013 from approximately 90.1% for the six months ended June 30, 2012 and an increase in RevPOB to \$500 for the six months ended June 30, 2013 from \$495 for the six months ended June 30, 2012. Same store property operating expense remained flat across both periods.

The following is a reconciliation of our net income (loss) attributable to common stockholders to NOI for the periods presented, including our same store and new properties (in thousands):

|  | Three Months Ended |               | Six Months Ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 30, 2013      | June 30, 2012 | June 30, 2013    | June 30, 2012 |
| Net income (loss) attributable to common stockholders      | \$2,771            | \$(676 )      | \$3,777          | \$(2,311 )    |
| Net income (loss) attributable to noncontrolling interests | 19                 | (14 )         | 30               | (23 )         |
| Preferred stock dividends                                  | 1,150              | 1,150         | 2,300            | 1,814         |
| Income tax (benefit) expense                               | 106                | 193           | (346 )           | 256           |

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|  |          |          |          |          |
|--|----------|----------|----------|----------|
| Other (income) expense                                     | (708 )   | 76       | (798 )   | 74       |
| Change in fair value of interest rate derivatives          | 19       | 55       | 73       | 104      |
| Interest expense, net                                      | 2,789    | 2,201    | 5,673    | 5,774    |
| Equity in earnings of unconsolidated entities              | (1,896 ) | (102 )   | (2,306 ) | (198 )   |
| Depreciation and amortization                              | 6,659    | 5,874    | 13,098   | 11,730   |
| Ground lease expense                                       | 54       | 56       | 108      | 108      |
| General and administrative expense                         | 2,953    | 2,219    | 5,652    | 4,545    |
| Transaction costs  | 203      | -        | 588      | -        |
| Development, construction and management services expenses | 13,657   | 15,427   | 24,315   | 28,885   |
| Development, construction and management services revenues | (14,368) | (16,803) | (25,795) | (31,059) |
| Total NOI  | \$13,408 | \$9,656  | \$26,369 | \$19,699 |
| Same store properties NOI                                  | \$10,220 | \$9,656  | \$20,429 | \$19,699 |
| New properties NOI   | \$3,188  | N/A      | \$5,940  | N/A      |

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

Net revenues and operating expenses in the development, construction and management services segment decreased by approximately \$0.7 million for the three months ended June 30, 2013 as compared to the three months ended June 30, 2012. Our development, construction and management services segment recognizes revenues and operating expenses for development, construction and management services provided to unconsolidated joint ventures in which we have an ownership interest. We eliminate revenue and related expenses on such transactions with our unconsolidated entities to the extent of our ownership interest. The decrease in development, construction and management services revenue and operating expenses were primarily due to the higher volume of unconsolidated service activity in 2012 compared to the same period in 2013.

Net revenues and operating expenses in the development, construction and management services segment decreased by approximately \$0.7 million for the six months ended June 30, 2013 as compared to the six months ended June 30, 2012. Our development, construction and management services segment recognizes revenues and operating expenses for development, construction and management services provided to unconsolidated joint ventures in which we have an ownership interest. The decrease in development, construction and management services revenue and operating expenses were primarily due to the higher volume of unconsolidated service activity in 2012 compared to the same period in 2013.

Our ability to generate revenue and expenses related to future development and construction projects will depend upon our ability to enter into and provide services to existing or new joint ventures, as well as our proportionate ownership of any such joint ventures.



***General and Administrative***

General and administrative expenses increased from the three and six months ended June 30, 2012 to the three and six months ended June 30, 2013 by approximately \$0.7 million and \$1.1 million, respectively, primarily due to an increase in the number of employees and professional fees resulting from our growth.

***Transaction Costs***

We recognized approximately \$0.2 million in transaction costs related to the CB Portfolio Acquisition for the three months ended June 30, 2013. See Note 4 to the accompanying condensed consolidated financial statements. We capitalized approximately \$0.2 million of direct, incremental costs related to the CB Portfolio Acquisition into the basis of our investment for the three months ended June 30, 2013.

We recognized approximately \$0.5 million in transaction costs related to the CB Portfolio Acquisition and approximately \$0.1 million in transaction costs for professional fees and travel related to the acquisition of the Toledo, Ohio property for the six months ended June 30, 2013. See Note 4 to the accompanying condensed consolidated financial statements. We capitalized approximately \$9.6 million of direct, incremental costs related to the CB Portfolio Acquisition into the basis of our investment for the six months ended June 30, 2013.

***Depreciation and Amortization***

Depreciation and amortization expense increased by approximately \$0.8 million and \$1.4 million, respectively, for the three and six months ended June 30, 2013 over the comparable period in the prior year primarily due to the increased number of aforementioned operating properties.

Depreciation and amortization expense increased by approximately \$1.4 million from for the six months ended June 30, 2012 to the six months ended June 30, 2013 primarily due to the increased number of aforementioned operating properties.

***Equity in Earnings of Unconsolidated Entities***

Equity in earnings of unconsolidated entities increased by approximately \$1.8 million for the three months ended June 30, 2013 compared to the three months ended June 30, 2012 primarily due to the CB Portfolio Acquisition, for which we recognized approximately \$1.8 million in our proportionate share of earnings. See Note 4 to the accompanying condensed consolidated financial statements.

Equity in earnings of unconsolidated entities increased by approximately \$2.1 million for the six months ended June 30, 2013 compared to the six months ended June 30, 2012 primarily due to the CB Portfolio Acquisition, for which we recognized approximately \$2.1 million in our proportionate share of earnings from the March 18, 2013 acquisition date through June 30, 2013. See Note 4 to the accompanying condensed consolidated financial statements.

### ***Interest Expense***

Interest expense increased approximately \$0.6 million for the three months ended June 30, 2013 as compared to the three months ended June 30, 2012 primarily due to higher outstanding indebtedness partially offset by a lower interest rate on our Revolving Credit Facility in 2013.

Interest expense decreased approximately \$0.1 million for the six months ended June 30, 2013 as compared to the six months ended June 30, 2012 primarily due to re-financing activities and the write-off of approximately \$1.0 million of deferred financing costs for the six months ended June 30, 2012, offset by higher interest expense for the six months ended June 30, 2013 due to higher outstanding indebtedness in the current year than the prior year partially offset by a lower interest rate on our Revolving Credit Facility in 2013.

### ***Other Income/(Expense)***

In connection with the CB Portfolio Acquisition, we recognized \$0.7 million and \$0.8 million of income for the three and six months ended June 30, 2013, respectively, resulting from interest earned on our \$31.7 million notes receivable from the CB Investors. See Note 4 in the accompanying condensed consolidated financial statements.

***Income Tax Benefit (Expense)***

Income tax expense for the three months ended June 30, 2013 was \$0.1 million as compared to \$0.2 million for the three months ended June 30, 2012 primarily due to losses in our TRS entities.

Income tax expense for the six months ended June 30, 2013 was a \$0.3 million benefit as compared to a \$0.3 million expense for the six months ended June 30, 2012 primarily due to losses in our TRS entities generating deferred tax assets that are expected to be utilized against prior taxable income and future reversing deferred tax liabilities.

***Dividends on Preferred Stock***

Dividends on preferred stock remained flat for the three months ended June 30, 2013 as compared to the three months ended June 30, 2012.

Dividends on preferred stock increased to approximately \$2.3 million for the six months ended June 30, 2013 as compared to \$1.8 million for the six months ended June 30, 2012. The increase was due to our 8.0% Series A Cumulative Redeemable Preferred Stock ("Series A Preferred Stock") being outstanding for the entire six months ended June 30, 2013 whereas, it was outstanding only for a portion of the six months ended June 30, 2012; our Series A Preferred Stock was issued in February 2012.

***Cash Flows***

Net cash provided by operating activities was approximately \$16.9 million for the six months ended June 30, 2013 as compared to approximately \$11.6 million for the six months ended June 30, 2012, an increase of approximately \$5.3 million. Net income (loss) adjusted for non-cash items provided approximately \$20.0 million for the six months ended June 30, 2013 as compared to approximately \$14.8 million for the six months ended June 30, 2012, an increase of approximately \$5.2 million. This increase is due to the addition of properties placed into service in 2012 as well as higher property NOI and occupancy, offset by non-cash equity in earnings from the CB Portfolio results of operations. Approximately \$3.1 million was used by working capital purposes for the six months ended June 30, 2013 as compared to approximately \$3.2 million used by working capital accounts for the six months ended June 30, 2012, a decrease of approximately \$0.1 million. The decrease was primarily due to a decrease in outstanding accounts payable and accrued expenses.

Net cash used in investing activities totaled approximately \$414.8 million for the six months ended June 30, 2013 as compared to net cash used of approximately \$56.7 million for the six months ended June 30, 2012, an increase of approximately \$358.1 million. This increase was primarily due to the CB Portfolio Acquisition, including the \$31.7 million loan to the CB Investors, as well as restricted cash placed into escrow for the property acquisition in Montreal, Quebec, Canada. See Notes 4 and 14, respectively, to the accompanying condensed consolidated financial statements.

Net cash provided by financing activities totaled approximately \$400.4 million for the six months ended June 30, 2013 as compared to net cash provided of approximately \$56.6 million for the six months ended June 30, 2012, an increase of approximately \$343.8 million. For the six months ended June 30, 2013, we received net proceeds of approximately \$299.7 million from our common stock offering which was used to fund the CB Portfolio Acquisition and borrowed net funds of \$114.0 million from our Amended Credit Facility for investment in student housing developments and the property acquisition in Montreal, Quebec, Canada. At June 30, 2013, we paid dividends on approximately 64.5 million shares of common stock as well as 2.3 million shares of our Series A Preferred Stock. For the six months ended June 30, 2012, we received net proceeds of \$55.3 million from the Series A Preferred Stock offering, which was used to pay down two construction loans. At June 30, 2012, we paid dividends on approximately 31.1 million shares of common stock.

### **Liquidity and Capital Resources**

Our capital resources include accessing the public debt and equity markets, when available, mortgage and construction loan financing and the Amended Credit Facility (discussed below).

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

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

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

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

*Principal Capital Resources*

In January 2013, we entered into the Second Amended and Restated Credit Agreement with Citibank, N.A. and certain other lenders (see Note 6 in the accompanying notes to the condensed consolidated financial statements). The Second Amended and Restated Credit Agreement provides for the Revolving Credit Facility of up to \$250.0 million, with sub-limits of \$30.0 million for swing line loans and \$15.0 million for letters of credit. The Second Amended and Restated Credit Agreement also provides for the Term Loan of \$50.0 million.

Additionally, the Amended Credit Facility has an accordion feature that allows us to request an increase in the total commitments from \$300.0 million to \$600.0 million, subject to conditions. Amounts outstanding under the Amended Credit Facility bear interest at a floating rate equal to, at our election, the Eurodollar Rate or the Base Rate (each as defined in the Second Amended and Restated Credit Agreement) plus a spread that depends upon our leverage ratio. The spread for borrowings under the Revolving Credit Facility ranges from 1.75% to 2.50% for Eurodollar Rate based borrowings and from 0.75% to 1.50% for Base Rate based borrowings, and the spread for the Term Loan ranges from 1.70% to 2.45% for Eurodollar Rate based borrowings and from 0.70% to 1.45% for Base Rate based borrowings.

Our ability to borrow under the Amended Credit Facility is subject to our ongoing compliance with a number of customary financial covenants, including:

- a maximum leverage ratio of not greater than 0.60:1.00;
- a minimum fixed charge coverage ratio of not less than 1.50:1.00;
- a minimum ratio of fixed rate debt and debt subject to hedge agreements to total debt of not less than 66.67%;
- a maximum secured recourse debt ratio of not greater than 20%;
- a minimum tangible net worth of not less than the sum of \$330,788,250 plus an amount equal to 75% of the net proceeds of any additional equity issuances; and
- a maximum secured debt ratio of not greater than 50% through February 17, 2013 and not greater than 45% on any date thereafter.

Pursuant to the terms of the Amended Credit Facility, we may not pay distributions that exceed the greater of (i) 95.0% of our funds from operations, or (ii) the minimum amount required for us to qualify and maintain our status as a REIT. If a default or event of default occurs and is continuing, we also may be precluded from making certain distributions (other than those required to allow us to qualify and maintain our status as a REIT). In April 2013, as a result of the CB Portfolio Acquisition, we received a waiver from our lender group allowing for distributions up to, and not to exceed, 110.0% of our funds from operations for the remainder of 2013.

In February 2013, we amended the Amended Credit Facility to provide for certain exclusions related to our investments in joint ventures as well as the treatment of certain other investments within the compliance calculation of our secured debt ratio and certain negative covenants.

We and certain of our subsidiaries guarantee the obligations under the Amended Credit Facility and we and certain of our subsidiaries have provided a negative pledge against specified assets (including real property), stock and other interests.

As of June 30, 2013, we had approximately \$103.0 million outstanding under the Revolving Credit Facility and \$50.0 million outstanding under the Term Loan. The amounts outstanding under the Revolving Credit Facility and Term Loan, as well as outstanding letters of credit, will reduce the amount that we may be able to borrow under this facility for other purposes. As of June 30, 2013, we had approximately \$111.3 million in borrowing capacity under the revolving credit facility, and amounts borrowed under the facility will be due at its maturity on January 8, 2017, subject to a one-year extension, which we may exercise at our option if certain terms and conditions are satisfied, including the payment of an extension fee. The amount available for us to borrow under the Amended Credit Facility is based on the sum of (a) the lesser of (i) 60.0% of the "as-is" appraised value of our properties that form the borrowing base of the Amended Credit Facility and (ii) the amount that would create a debt service coverage ratio of not less than 1.5, and (b) 50% of the aggregate of the lesser of (i) the book value of each of our development assets (as such term is defined in the Second Amended and Restated Credit Agreement) and (ii) the "as-is" appraised value of each of our development assets, subject to certain limitations in the Second Amended and Restated Credit Agreement.

As of June 30, 2013, after receiving the above mentioned waiver, we were in compliance with the above financial covenants with respect to our Amended Credit Facility.

In June 2013, in connection with our investment in a joint venture with Beaumont Partners SA to acquire a property in Montreal, Quebec, Canada (see Note 14), we received a waiver from our lender group allowing us to guarantee debt incurred by our subsidiary, Campus Crest at Montreal I, LLC, to fund such investment.

### ***Short-Term Liquidity Needs***

We believe that we will have sufficient capital resources as a result of operations and the borrowings in place to fund ongoing operations and distributions required to maintain REIT compliance. We anticipate using our cash flow from continuing operations, cash and cash equivalents, and Amended Credit Facility availability to fund our business operations, cash dividends and distributions, debt amortization, and recurring capital expenditures. Capital requirements for significant acquisitions and development projects may require funding from borrowings and/or equity offerings.



### *Development Expenditures*

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

We are building seven new student housing properties, four of which are wholly owned by us and three of which are owned by HSRE VI. We are currently targeting completion of these seven development properties for the 2013-2014 academic year. For each of these projects, we commenced construction subsequent to conducting significant pre-development activities. We estimate that the cost to complete all four wholly owned properties will be approximately \$27.2 million and the total project costs to be approximately \$101.5 million. Subsequent to June 30, 2013 we experienced a fire at The Grove at Pullman, a property under construction. See Note 14 to the accompanying condensed consolidated financial statements. Additionally, we will be obligated to fund our pro rata portion of the development costs of our joint ventures with HSRE. We estimate that the cost to complete the three joint venture properties will be approximately \$18.1 million with this balance to be funded with loan proceeds and our net pro rata share of equity will be approximately \$10.9 million. We estimate total costs for three joint venture projects to be approximately \$83.2 million. No assurance can be given that we will complete construction of these seven properties in accordance with our current expectations (including the estimated cost thereof). During 2012, we closed on the financing we currently believe are necessary for six of our seven 2013-2014 development projects and during 2013 we financed the other development through the Revolving Credit Facility. We intend to finance our share of the remaining construction costs for all developments through the Revolving Credit Facility.

We do not believe the aforementioned fire at The Grove at Pullman will have an effect on our short or long-term liquidity needs.

We are also building one new student housing property which is owned by HSRE IX, a joint venture that we established with HSRE and Brandywine, in which we own a 30% interest. We are currently targeting completion of this property for the 2014-2015 academic year. We estimate that the cost to complete this joint venture property will be approximately \$125.3 million and our net pro rata share of equity will be approximately \$47.6 million. No assurance can be given that we will complete construction of this property in accordance with our current expectations (including the estimated cost thereof). During January 2013, we closed on our financing we currently believe are necessary for this development project. We intend to finance our share of the construction costs through the Revolving Credit Facility.

We are also beginning construction on two new wholly owned student housing properties. We are currently targeting completion of these properties for the 2014-2015 academic year and estimate that the cost to complete these properties

will be approximately \$58.1 million. No assurance can be given that we will complete construction of these properties in accordance with our current expectations (including the estimated cost thereof). We have closed on construction financing for one of the properties and are currently sourcing the financing for the other property. We intend to finance our equity requirements through working capital and our Revolving Credit Facility.

We are also beginning construction on two new student housing properties which are owned by HSRE X, a joint venture that we established with HSRE in which we own a 30% interest. We are currently targeting completion of these properties for the 2014-2015 academic year. We estimate that the cost to complete these joint venture properties will be approximately \$65.6 million and our net pro rata share of equity will be approximately \$19.7 million. No assurance can be given that we will complete construction of these properties in accordance with our current expectations (including the estimated cost thereof). We are currently sourcing the financing we believe are necessary for these development projects. We intend to finance our share of the construction costs through the Revolving Credit Facility.

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

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

### ***Commitments***

The following table summarizes our contractual commitments as of June 30, 2013 (including future interest payments) (in thousands):

| Contractual Obligations                           | Total     | 2013     | 2014-2015 | 2016-2017  | Thereafter |
|---|-----------|----------|-----------|------------|------------|
| Long-Term Debt Obligations                        | \$414,478 | \$34,469 | \$ 64,437 | \$ 215,180 | \$ 100,392 |
| Interest Payments on Outstanding Debt Obligations | 57,913    | 6,890    | 23,449    | 15,450     | 12,124     |
| Operating Lease Obligations                       | 35,167    | 539      | 2,547     | 2,624      | 29,457     |
| Purchase Obligations <sup>(1)</sup>               | 72,934    | 72,038   | 896       | -          | -          |

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|   |           |           |           |            |            |
|---|-----------|-----------|-----------|------------|------------|
| CB Portfolio Acquisition <sup>(2)</sup> | 86,738    | 86,738    | -         | -          | -          |
| Total <sup>(3)</sup>                    | \$667,230 | \$200,674 | \$ 91,329 | \$ 233,254 | \$ 141,973 |

<sup>(1)</sup> Obligations relate to subcontracts executed by our construction subsidiary to complete projects under construction at June 30, 2013.

To satisfy this commitment, approximately \$86.7 million in cash is held in escrow related to the CB Portfolio acquisition and is included in restricted cash in the accompanying condensed consolidated balance sheets as of June 30, 2013.

Excludes joint venture debt of approximately (a) \$23.5 million and \$9.8 million that matures in November 2013 and January 2014, respectively, of which we are a 49.9% owner, (b) approximately \$16.9 million and \$20.4 million that matures in December 2013 and May 2015, respectively, of which we are a 20.0% owner, and (c) approximately \$45.7 million that matures between December 2014 and January 2015, of which we are a 10.0% owner. We are the guarantor of these loans.

## Off-Balance Sheet Arrangements

### *HSRE Joint Venture*

We have investments in real estate ventures with HSRE, which are not consolidated by us. These joint ventures are engaged primarily in developing, constructing, owning and managing student housing properties in the United States. Along with the joint venture partners, we hold joint approval rights for major decisions, including those regarding property acquisition and disposition as well as property operations. As such, we hold noncontrolling interests in these joint ventures and account for them under the equity method of accounting.

We are the guarantor of the construction and mortgage debt of our ventures with HSRE. Detail of our unconsolidated investments at June 30, 2013 is presented in the following table (in thousands):

| Unconsolidated Entities       | Our Ownership | Year Founded | Number of Properties |                   | Our Total Investment | Debt               |            | Weighted Average Interest Rate | Maturity Date / Range   |
|-------------------------------|---------------|--------------|----------------------|-------------------|----------------------|--------------------|------------|--------------------------------|-------------------------|
|                               |               |              | In Operations        | Under Development |                      | Amount Outstanding |            |                                |                         |
| HSRE-Campus Crest I, LLC      | 49.9          | %            | 2009                 | 3                 | –                    | \$ 10,660          | \$ 33,271  | 2.69 % <sup>(1)</sup>          | 11/09/2013 – 1/09/2014  |
| HSRE-Campus Crest IV, LLC     | 20.0          | %            | 2011                 | 1                 | –                    | 2,274              | 16,945     | 5.75 % <sup>(2)</sup>          | 12/1/2013               |
| HSRE-Campus Crest V, LLC      | 10.0          | %            | 2011                 | 3                 | –                    | 3,306              | 45,670     | 2.92 % <sup>(1)</sup>          | 12/20/2014 – 01/05/2015 |
| HSRE-Campus Crest VI, LLC     | 20.0          | %            | 2012                 | –                 | 3                    | 6,800              | 20,385     | 2.62 % <sup>(1)</sup>          | 5/08/2015 – 12/19/2015  |
| HSRE-Campus Crest IX, LLC     | 30.0          | %            | 2013                 | –                 | 1                    | 8,718              | –          | n/a                            | n/a                     |
| HSRE-Campus Crest X, LLC      | 30.0          | %            | 2013                 | –                 | 2                    | 6,397              | –          | n/a                            | n/a                     |
|                               |               |              |                      | 7                 | 6                    | \$ 38,155          | \$ 116,271 | 3.21 %                         |                         |
| CB Portfolio                  | 30.0          | %            | 2013                 | 33                | 2                    | 153,280            | 526,544    | 5.63 % <sup>(3)</sup>          | 10/01/2013 – 10/01/2020 |
| Total Unconsolidated Entities |               |              |                      | 40                | 8                    | \$ 191,435         | \$ 642,815 | 5.19 %                         |                         |

(1)

Variable interest rates.

(2) Comprised of one fixed rate loan.

(3) Comprised of fixed rate debt with the exception of the construction loan borrowings related to the 2013 phase II deliveries.

See "Our Relationship with HSRE" for additional information about each joint venture with HSRE.

### **Funds From Operations ("FFO")**

FFO is used by industry analysts and investors as a supplemental operating performance measure for REITs. We calculate FFO in accordance with the definition that was adopted by the Board of Governors of NAREIT. FFO, as defined by NAREIT, represents net income (loss) determined in accordance with GAAP, excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated operating real estate assets, plus specified non-cash items, such as real estate asset depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. In addition, in October 2011, NAREIT communicated to its members that the exclusion of impairment write-downs of depreciable real estate is consistent with the definition of FFO.

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

While FFO is a relevant and widely used measure of operating performance of equity REITs, other equity REITs may use different methodologies for calculating FFO and, accordingly, FFO as disclosed by such other REITs may not be comparable to FFO published herein. Therefore, we believe that in order to facilitate a clear understanding of our historical operating results, FFO should be examined in conjunction with net income (loss) as presented in the condensed consolidated financial statements accompanying this report. FFO should not be considered as an alternative to net income (loss) (computed in accordance with US GAAP) as an indicator of our properties' financial performance or to cash flow from operating activities (computed in accordance with US GAAP) as an indicator of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends or make distributions.

The following table presents a reconciliation of our FFO to our net income (loss) for the periods presented (in thousands):

|   | Three Months Ended |          | Six Months Ended |            |
|---|--------------------|----------|------------------|------------|
|   | June 30,           | June 30, | June 30,         | June 30,   |
|   | 2013               | 2012     | 2013             | 2012       |
| Funds from operations (“FFO”)   |                    |          |                  |            |
| Net income (loss) attributable to common stockholders                     | \$2,771            | \$(676 ) | \$3,777          | \$(2,311 ) |
| Net income (loss) attributable to noncontrolling interests                | 19                 | (14 )    | 30               | (23 )      |
| Real estate related depreciation and amortization                         | 6,410              | 5,804    | 12,706           | 11,593     |
| Real estate related depreciation and amortization unconsolidated entities | 3,624              | 495      | 4,431            | 988        |
| FFO   | \$12,824           | \$5,609  | \$20,944         | \$10,247   |

In addition to FFO, we believe it is also a meaningful measure of our performance to adjust FFO to exclude the write-off of unamortized deferred financing fees, transaction costs and fair value debt adjustments on equity method investments. Excluding the write-off of unamortized deferred financing fees, transaction costs and fair value debt adjustments on equity method investments adjusts FFO to be more reflective of operating results prior to capital replacement or expansion, debt service obligations or other commitments and contingencies. This measure is referred to herein as FFOA.

|  | Three Months Ended |          | Six Months Ended |          |
|--|--------------------|----------|------------------|----------|
|  | June 30,           | June 30, | June 30,         | June 30, |
|  | 2013               | 2012     | 2013             | 2012     |
| FFO  | \$12,824           | \$5,609  | \$20,944         | \$10,247 |
| Elimination of write-off of unamortized deferred financing fees                | -                  | -        | -                | 960      |
| Elimination of transaction costs   | 203                | -        | 588              | -        |
| Elimination of fair value of debt adjustment at our investment in Copper Beech | (833 )             | -        | (945 )           |          |
| Funds from operations adjusted (“FFOA”)  | \$12,194           | \$5,609  | \$20,587         | \$11,207 |

## Inflation

Our student housing leases typically do not have terms that extend beyond 12 months. Accordingly, although on a short-term basis we would be required to bear the impact of rising costs resulting from inflation, we have the opportunity to raise rental rates at least annually to offset any rising costs. However, our ability to raise rental rates could be limited by a weak economic environment, declining student enrollment at our principal colleges and universities or competition in the marketplace.

### **ITEM 3. Quantitative and Qualitative Disclosures about Market Risk**

As of June 30, 2013, our Revolving Credit Facility bears interest at a floating rate equal to, at our election, the Eurodollar Rate or the Base Rate (each as defined in our revolving credit facility) plus a spread. The spread for borrowing under the Revolving Credit Facility ranges from 1.75% to 2.50% for Eurodollar Rate based on borrowing and from 0.75% to 1.50% for Base Rate borrowings, and the spread for the Term Loan ranges from 1.70% to 2.45% for Eurodollar Rate based borrowing and from 0.70% to 1.45% for Base Rate based borrowings. At June 30, 2013, the spread on our Revolving Credit Facility and Term Loan was 1.90% and 1.85%, respectively.

We are exposed to market risk from changes in interest rates. We seek to limit the impact of interest rate changes on earnings and cash flows and to lower the overall borrowing costs by closely monitoring our variable rate debt and converting such debt to fixed rates when we deem such conversion advantageous. As of June 30, 2013, approximately \$245.4 million of our aggregate indebtedness (59.2% of total indebtedness) was subject to variable interest rates.

If market rates of interest on our variable rate long-term debt fluctuate by 1.0%, interest cost would increase or decrease, depending on rate movement, future earnings and cash flows by approximately \$2.5 million, assuming that the amount outstanding under our variable rate debt remains at \$245.4 million, the balance as of June 30, 2013.

We do and may in the future, continue to 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 4. Controls and Procedures**

#### *Evaluation of Disclosure Controls and Procedures*

As required by SEC Rule 13a-15(b), we have carried out an evaluation, under the supervision of and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this

report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures for the periods covered by this report were effective, as of June 30, 2013, to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There were no changes to our internal control over financial reporting during the first quarter ended June 30, 2013 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

In addition to the matter described below, we are involved in various routine legal proceedings arising in the ordinary course of business. Although the outcomes of such routine legal proceedings cannot be predicted with certainty, in the opinion of management, the ultimate resolution of such routine matters will not have a material adverse effect on our financial position or results of operations.

On July 3, 2012, we and certain of our subsidiaries along with the architect, the structural engineer and certain of our subcontractors were named as defendants in a lawsuit filed with the 250th Judicial District Court of Travis County in Austin, Texas. The lawsuit arose from an accident at The Grove at Denton, located in Denton, Texas, in which a balcony of one of the units broke and three people were seriously injured. The plaintiffs allege, among other things, negligence on the part of the defendants in the design, construction, planning, operation and management of The Grove at Denton and seek actual and exemplary damages. The plaintiffs' initial complaint did not specify the amount of damages; however, on April 2, 2013, we received a demand from the plaintiffs for damages in the amount of \$30 million. Mediation of this matter is tentatively scheduled for early August 2013, with the trial presently scheduled to begin September 23, 2013. Due to the pendency of our defense, it is not possible to determine or predict the outcome of the lawsuit. We intend to defend the lawsuit vigorously and, while no assurances can be given, after taking into account our existing insurance coverage, we do not believe that the lawsuit, if adversely determined, would have a material adverse effect on our financial position or results of operations. No amounts have been accrued at June 30, 2013.

### **Item 1A. Risk Factors**

For a discussion of our potential risks and uncertainties, see the section entitled "Risk Factors" beginning on page 10 of our Annual Report on Form 10-K for the year ended December 31, 2012 and Item 1A "Risk Factors" on Form 10-Q for the quarter ended March 31, 2013. There have been no material changes to the risk factors disclosed in the Annual Report on Form 10-K for the year ended December 31, 2012 and on Form 10-Q for the quarter ended March 31, 2013, other than those listed below.

*Our issuance of Common Stock under the At-The-Market offering program may be dilutive, and there may be future dilution of our common stock.*

After giving effect to the issuance of common stock under the At-The-Market offering program and the receipt of the expected net proceeds and the use of those proceeds, there may be a dilutive effect on our estimated earnings per share and funds from operations per share for the year ending December 31, 2013 or subsequent years during which the offering is ongoing. The actual amount of potential dilution cannot be determined at this time and will be based on numerous factors. Additionally, we are not restricted by our organizational documents, contractual arrangements or otherwise from issuing additional common stock or preferred stock, including any securities that are convertible into or exchangeable or exercisable for, or that represent the right to receive, common stock or preferred stock or any substantially similar securities in the future. The market price of our common stock could decline as a result of issuances of a large number of shares of our common stock after this offering or the perception that such issuances could occur.

***Our management will have broad discretion with respect to the use of the proceeds resulting from the issuance of common stock under the At-The-Market offering program.***

Our management has significant flexibility in applying the net proceeds we expect to receive from the issuance of common stock under the Equity Distribution Agreements. We intend to use the net proceeds from this offering for general corporate purposes, which may include repaying debt, including our revolving credit facility. However, because the net proceeds are not required to be allocated to any specific investment or transaction, you cannot determine at this time the value or propriety of our application of the net proceeds, and you may not agree with our decisions. In addition, our use of the net proceeds from this offering may not yield a significant return or any return at all. The failure by our management to apply these funds effectively could have an adverse effect on our financial condition, results of operations or the trading price of our common stock.

***Our international expansion may subject us to different or greater risk from those associated with our domestic operations.***

We hold an interest in a joint venture property that operates in Canada and we may pursue additional expansion and development opportunities outside the United States. International development and ownership activities carry risks that are different from those we face with our domestic properties and operations. These risks include:

- adverse effects of changes in exchange rates for foreign currencies;
- changes in foreign political and economic environments, regionally, nationally, and locally;
- challenges of complying with a wide variety of foreign laws including corporate governance, operations, taxes, and litigation;
-

difficulties in managing international operations, including difficulties that arise from ambiguities in contracts written in foreign languages and difficulties that arise in enforcing such contracts;

- differing lending practices;

- differing employment and labor issues;

- changes in applicable laws and regulations in the United States that affect foreign operations;

- difficulties in managing international operations;

- obstacles to the repatriation of earnings and cash;

- obstacles to hiring appropriately trained staff; and

· differences in cultures including adapting practices and strategies that have been successful in the U.S. student housing business to retail needs and expectations in new markets

Although our international activities currently are a relatively small portion of our business, to the extent that we expand our international activities, these risks could increase in significance which in turn could adversely affect our results of operations and financial condition.

*Even if we remain qualified as a REIT, we may face other tax liabilities that have a material and adverse effect on us.*

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

In particular, various services provided at our properties are not permitted to be provided directly by the Operating Partnership, but must be provided through TRSs that are treated as fully taxable corporations.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

**ITEM 6. EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description of Document</b>  |
|---------------------------|---|
| 3.1                       | Articles of Amendment to Articles of Amendment and Restatement of the Company, effective April 25, 2013 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 26, 2013).   |
| 10.1*                     | Waiver of Required Lenders and Administrative Agent, dated as of April 8, 2013, by Campus Crest Communities Operating Partnership, LP, Citibank, N.A. and the other parties thereto.  |
| 10.2*                     | Waiver of Required Lenders and Administrative Agent, dated as of June 28, 2013, by Campus Crest Communities Operating Partnership, LP, Campus Crest Communities, Inc., Citibank, N.A. and the other parties thereto.  |
| 31.1*                     | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 31.2*                     | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.   |
| 32.1*                     | Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101*                      | The following materials from Campus Crest Communities, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 formatted in XBRL (eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations and Comprehensive Income (Loss), (iii) the Condensed Consolidated Statement of Changes in Equity, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) related notes to the Condensed Consolidated Financial Statements. |

As provided in Rule 406T of Regulation S-T, this information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

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\* Filed herewith.

**SIGNATURES**

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

Dated: July 30, 2013

**CAMPUS CREST COMMUNITIES,  
INC.**

**By: /s/ Donald L. Bobbitt, Jr.  
Donald L. Bobbitt, Jr.  
Executive Vice President and  
Chief Financial Officer (Principal  
Financial Officer and Principal  
Accounting Officer)**

**Exhibit Index**

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