

INVESTORS REAL ESTATE TRUST

Form 10-Q

March 10, 2016

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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 ACT OF 1934

For the quarterly period ended January 31, 2016

or

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 001-35624

INVESTORS REAL ESTATE TRUST

(Exact name of registrant as specified in its charter)

North Dakota

(State or other jurisdiction of incorporation or organization)

45-0311232

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

1400 31<sup>st</sup> Avenue SW, Suite 60

Post Office Box 1988

Minot, ND 58702-1988

(Address of principal executive offices) (Zip code)

(701) 837-4738

(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 the filing requirements for at least 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or 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

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

Yes No

The number of common shares of beneficial interest outstanding as of March 3, 2016, was 121,054,247.

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## PART I

## ITEM 1. FINANCIAL STATEMENTS - THIRD QUARTER - FISCAL 2016

## INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)

	(in thousands, except share data)	
	January 31, 2016	April 30, 2015
<b>ASSETS</b>		
Real estate investments		
Property owned	\$1,801,019	\$1,546,367
Less accumulated depreciation	(346,895 )	(313,308 )
	1,454,124	1,233,059
Development in progress	78,341	153,994
Unimproved land	22,304	25,827
Total real estate investments	1,554,769	1,412,880
Assets held for sale	22,064	463,103
Cash and cash equivalents	47,117	48,970
Other investments	50	329
Receivable arising from straight-lining of rents, net of allowance of \$766 and \$718, respectively	16,778	15,617
Accounts receivable, net of allowance of \$163 and \$438, respectively	5,118	2,865
Real estate deposits	1,250	2,489
Prepaid and other assets	3,943	3,174
Intangible assets, net of accumulated amortization of \$21,214 and \$19,610, respectively	23,913	26,213
Tax, insurance, and other escrow	7,834	10,073
Property and equipment, net of accumulated depreciation of \$1,116 and \$1,464, respectively	1,442	1,542
Goodwill	1,715	1,718
Deferred charges and leasing costs, net of accumulated amortization of \$9,078 and \$8,077, respectively	9,816	8,864
<b>TOTAL ASSETS</b>	<b>\$1,695,809</b>	<b>\$1,997,837</b>
<b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>		
<b>LIABILITIES</b>		
Liabilities held for sale	\$11,449	\$321,393
Accounts payable and accrued expenses	48,778	56,399
Revolving line of credit	17,500	60,500
Mortgages payable	761,645	668,112
Construction debt and other	140,264	144,111
<b>TOTAL LIABILITIES</b>	<b>979,636</b>	<b>1,250,515</b>
<b>COMMITMENTS AND CONTINGENCIES (NOTE 6)</b>		
<b>REDEEMABLE NONCONTROLLING INTERESTS – CONSOLIDATED REAL ESTATE ENTITIES</b>	<b>7,244</b>	<b>6,368</b>
<b>EQUITY</b>		
Investors Real Estate Trust shareholders' equity		
Series A Preferred Shares of Beneficial Interest (Cumulative redeemable preferred shares, no par value, 1,150,000 shares issued and outstanding at January 31, 2016 and April 30, 2015, aggregate liquidation preference of \$28,750,000)	27,317	27,317
	111,357	111,357

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Series B Preferred Shares of Beneficial Interest (Cumulative redeemable preferred shares, no par value, 4,600,000 shares issued and outstanding at January 31, 2016 and April 30, 2015, aggregate liquidation preference of \$115,000,000)

Common Shares of Beneficial Interest (Unlimited authorization, no par value, 121,033,647 shares issued and outstanding at January 31, 2016, and 124,455,624 shares issued and outstanding at April 30, 2015)

Accumulated distributions in excess of net income	924,658	951,868
Total Investors Real Estate Trust shareholders' equity	(434,388 )	(438,432 )
Noncontrolling interests – Operating Partnership (13,863,575 units at January 31, 2016 and 13,999,725 units at April 30, 2015)	628,944	652,110
Noncontrolling interests – consolidated real estate entities	58,254	58,325
Total equity	21,731	30,519
<b>TOTAL LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>	<b>708,929</b>	<b>740,954</b>
	<b>\$1,695,809</b>	<b>\$1,997,837</b>

See accompanying Notes to Condensed Consolidated Financial Statements.

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INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (unaudited)  
for the three and nine months ended January 31, 2016 and 2015

	(in thousands, except per share data)			
	Three Months		Nine Months Ended	
	Ended		January 31	
	January 31		January 31	
	2016	2015	2016	2015
REVENUE				
Real estate rentals	\$50,277	\$46,753	\$142,526	\$135,621
Tenant reimbursement	4,492	5,223	13,466	15,122
TRS senior housing revenue	1,003	963	3,006	2,599
TOTAL REVENUE	55,772	52,939	158,998	153,342
EXPENSES				
Depreciation/amortization related to real estate investments	14,789	12,627	42,522	37,700
Utilities	3,427	3,564	9,757	9,533
Maintenance	5,821	5,033	16,979	15,081
Real estate taxes	5,029	5,284	14,948	15,052
Insurance	1,214	1,215	3,558	3,745
Property management expenses	4,676	3,825	13,182	10,970
Other property expenses	169	197	344	753
TRS senior housing expenses	912	825	2,493	2,243
Administrative expenses	2,929	2,754	8,316	9,308
Other expenses	86	488	1,714	1,678
Amortization related to non-real estate investments	130	210	470	647
Impairment of real estate investments	162	540	3,320	4,663
TOTAL EXPENSES	39,344	36,562	117,603	111,373
Operating income	16,428	16,377	41,395	41,969
Interest expense	(10,540)	(10,009)	(29,867)	(29,710)
Loss on extinguishment of debt	0	0	(106)	0
Interest income	566	561	1,687	1,681
Other income	135	109	286	371
Income before gain (loss) on sale of real estate and other investments and income from discontinued operations	6,589	7,038	13,395	14,311
Gain (loss) on sale of real estate and other investments	1,446	951	1,271	(811)
Income from continuing operations	8,035	7,989	14,666	13,500
Income from discontinued operations	35,408	1,162	50,181	1,322
NET INCOME	43,443	9,151	64,847	14,822
Net income attributable to noncontrolling interests – Operating Partnership	(4,227)	(657)	(5,940)	(618)
Net loss (income) attributable to noncontrolling interests – consolidated real estate entities	581	(123)	2,096	(870)
Net income attributable to Investors Real Estate Trust	39,797	8,371	61,003	13,334
Dividends to preferred shareholders	(2,879)	(2,879)	(8,636)	(8,636)
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$36,918	\$5,492	\$52,367	\$4,698
Earnings per common share from continuing operations – Investors Real Estate Trust – basic and diluted	\$ .04	\$ .04	\$ .06	\$ .03
Earnings per common share from discontinued operations – Investors Real Estate Trust – basic and diluted	.26	.01	.36	.01

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NET INCOME PER COMMON SHARE – BASIC AND DILUTED	\$ .30	\$ .05	\$ .42	\$ .04
DIVIDENDS PER COMMON SHARE	\$ .13	\$ .13	\$ .39	\$ .39

See accompanying Notes to Condensed Consolidated Financial Statements.

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INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (unaudited)  
 for the nine months ended January 31, 2016 and 2015

	(in thousands)				ACCUMULATED		
	NUMBER		NUMBER		DISTRIBUTIONS	NONREDEEMABLE	
	OF		OF		IN EXCESS	NONCONTROLLING	
	PREFERRED	PREFERRED	COMMON	COMMON	OF	INTERESTS	TOTAL
	SHARES	SHARES	SHARES	SHARES	NET		EQUITY
	SHARES	SHARES			INCOME		
Balance April 30, 2014	5,750	\$ 138,674	109,019	\$ 843,268	\$ (389,758	) \$ 128,362	\$ 720,546
Net income attributable to Investors Real Estate Trust and nonredeemable noncontrolling interests					13,334	1,351	14,685
Distributions – common shares and units					(45,222	) (6,753	) (51,975
Distributions – Series A preferred shares					(1,779	)	(1,779
Distributions – Series B preferred shares					(6,857	)	(6,857
Distribution reinvestment and share purchase plan			6,205	50,875			50,875
Share-based compensation			204	2,632			2,632
Partnership units issued						100	100
Redemption of units for common shares			6,706	38,512		(38,512	) 0
Contributions from nonredeemable noncontrolling interests – consolidated real estate entities						8,540	8,540
Distributions paid to non-controlling interests						(555	) (555
Balance January 31, 2015	5,750	\$ 138,674	122,134	\$ 935,287	\$ (430,282	) \$ 92,533	\$ 736,212
Balance April 30, 2015	5,750	\$ 138,674	124,455	\$ 951,868	\$ (438,432	) \$ 88,844	\$ 740,954
Net income attributable to Investors Real Estate Trust and nonredeemable noncontrolling interests					61,003	4,087	65,090
Distributions – common shares and units					(48,323	) (5,431	) (53,754
Distributions – Series A preferred shares					(1,779	)	(1,779
Distributions – Series B preferred shares					(6,857	)	(6,857



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Distribution reinvestment and share purchase plan	821	5,619			5,619
Share-based compensation	220	1,191			1,191
Partnership units issued			400		400
Redemption of units for common shares	181	980	(980)	)	0
Shares repurchased	(4,643	) (35,000	)		(35,000)
Distributions paid to non-controlling interests			(6,935	)	(6,935)
Balance January 31, 2016	5,750	\$ 138,674	121,034	\$ 924,658	\$ (434,388) ) \$ 79,985
					\$ 708,929

See accompanying Notes to Condensed Consolidated Financial Statements.

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INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)  
 for the nine months ended January 31, 2016 and 2015

	(in thousands)	
	Nine Months Ended	
	January 31	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$64,847	\$14,822
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	43,811	39,198
Depreciation and amortization from discontinued operations	5,425	14,385
(Gain) loss on sale of real estate, land, other investments and discontinued operations	(25,512 )	811
Gain on extinguishment of debt	(35,552 )	0
Share-based compensation expense	1,391	1,935
Impairment of real estate investments	3,760	6,105
Bad debt expense	392	840
Changes in other assets and liabilities:		
Receivable arising from straight-lining of rents	(104 )	(244 )
Accounts receivable	301	2,217
Prepaid and other assets	(265 )	(1,140 )
Tax, insurance and other escrow	(193 )	(548 )
Deferred charges and leasing costs	(999 )	(2,716 )
Accounts payable, accrued expenses, and other liabilities	(10,363 )	5,109
Net cash provided by operating activities	46,939	80,774
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Proceeds from real estate deposits	3,725	575
Payments for real estate deposits	(2,486 )	(7,924 )
Decrease in other investments	279	0
Decrease in lender holdbacks for improvements	3,906	11,063
Increase in lender holdbacks for improvements	(862 )	(913 )
Proceeds from sale of discontinued operations	366,125	0
Proceeds from sale of real estate and other investments	8,580	26,758
Insurance proceeds received	1,035	2,537
Payments for acquisitions of real estate assets	(71,381 )	(24,404 )
Payments for development and re-development of real estate assets	(106,306)	(143,256)
Payments for improvements of real estate assets	(20,692 )	(18,203 )
Payments for improvements of real estate assets from discontinued operations	(5,182 )	(6,478 )
Net cash provided (used) by investing activities	176,741	(160,245)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from mortgages payable	95,602	78,875
Principal payments on mortgages payable	(218,264)	(83,198 )
Proceeds from revolving line of credit	43,000	45,000
Principal payments on revolving line of credit and other debt	(110,554)	(17,000 )
Proceeds from construction debt	62,268	69,051
Proceeds from sale of common shares under distribution reinvestment and share purchase program	1,493	38,819
Proceeds from noncontrolling partner – consolidated real estate entities	1,120	1,916
Repurchase of common shares	(35,000 )	0

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Distributions paid to common shareholders	(44,326 )	(33,672 )
Distributions paid to preferred shareholders	(8,636 )	(8,636 )
Distributions paid to noncontrolling interests – Unitholders of the Operating Partnership	(5,301 )	(6,247 )
Distributions paid to noncontrolling interests – consolidated real estate entities	(6,935 )	(556 )
Net cash (used) provided by financing activities	(225,533)	84,352
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(1,853 )	4,881
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	48,970	47,267
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$47,117	\$52,148

See accompanying Notes to Condensed Consolidated Financial Statements.

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INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited, continued)  
 for the nine months ended January 31, 2016 and 2015

	(in thousands)	
	Nine Months Ended	
	January 31	
	2016	2015
<b>SUPPLEMENTARY SCHEDULE OF NON-CASH INVESTING AND FINANCING</b>		
<b>ACTIVITIES FOR THE PERIOD</b>		
Distribution reinvestment plan – shares issued	\$3,997	\$11,550
Operating partnership distribution reinvestment plan – shares issued	130	506
Operating partnership units converted to shares	980	38,512
Real estate assets acquired through the issuance of operating partnership units	400	100
Real estate assets acquired through assumption of indebtedness and accrued costs	0	12,169
(Decrease) increase to accounts payable included within real estate investments	(4,991 )	6,384
Real estate assets contributed by noncontrolling interests – consolidated real estate entities	0	6,624
Construction debt reclassified to mortgages payable	41,649	0
Decrease in real estate assets in connection with transfer of real estate assets in settlement of debt	87,213	0
Decrease in debt in connection with transfer of real estate assets in settlement of debt	122,610	0
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid for interest, net of amounts capitalized of \$4,396 and \$3,628, respectively	\$28,990	\$39,073

See accompanying Notes to Condensed Consolidated Financial Statements.

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INVESTORS REAL ESTATE TRUST AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

for the nine months ended January 31, 2016 and 2015

NOTE 1 • ORGANIZATION

Investors Real Estate Trust (“IRET”, “we” or “us”) is a self-advised real estate investment trust engaged in acquiring, owning and leasing multifamily residential and commercial real estate. We have elected to be taxed as a Real Estate Investment Trust (“REIT”) under Sections 856-860 of the Internal Revenue Code of 1986, as amended. As a REIT, we are subject to a number of organizational and operational requirements, including a requirement to distribute 90% of ordinary taxable income to shareholders, and, generally, are not subject to federal income tax on net income, except for taxes on undistributed REIT taxable income and taxes on the income generated by our taxable REIT subsidiary (“TRS”). Our TRS is subject to corporate federal and state income tax on its taxable income at regular statutory rates. We have considered estimated future taxable income and have determined that there were no material income tax provisions or material net deferred income tax items for our TRS for the nine months ended January 31, 2016 and 2015. Our multifamily properties and commercial properties are located mainly in the states of North Dakota and Minnesota, but also in the states of Idaho, Iowa, Kansas, Montana, Nebraska, South Dakota, Wisconsin and Wyoming. As of January 31, 2016, we held for investment 94 multifamily properties with 12,401 apartment units and 83 commercial properties, consisting of healthcare, industrial and other, totaling 4.5 million net rentable square feet. We held for sale 8 multifamily properties, 1 commercial property and 1 parcel of land as of January 31, 2016. We conduct a majority of our business activities through our consolidated operating partnership, IRET Properties, a North Dakota Limited Partnership (the “Operating Partnership”), as well as through a number of other consolidated subsidiary entities.

All references to IRET, we or us refer to Investors Real Estate Trust and its consolidated subsidiaries.

NOTE 2 • BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements include our accounts and the accounts of all our subsidiaries in which we maintain a controlling interest, including the Operating Partnership. All intercompany balances and transactions are eliminated in consolidation. Our fiscal year ends April 30th.

Our interest in the Operating Partnership was 89.7% of the limited partnership units of the Operating Partnership (“Units”) as of January 31, 2016 and 89.9% as of April 30, 2015. Under the terms of the Operating Partnership’s Agreement of Limited Partnership, limited partners have the right to require the Operating Partnership to redeem their Units for cash any time following the first anniversary of the date they acquired such Units (“Exchange Right”). When a limited partner exercises the Exchange Right, we have the right, in our sole discretion, to acquire such Units by either making a cash payment or exchanging the Units for our common shares of beneficial interest (“Common Shares”), on a one-for-one basis. The Exchange Right is subject to certain conditions and limitations, including the limited partner may not exercise the Exchange Right more than two times during a calendar year and the limited partner may not exercise for less than 1,000 Units, or, if such limited partner holds less than 1,000 Units, for less than all of the Units held by such limited partner. The Operating Partnership and some limited partners have contractually agreed to a holding period of greater than one year, a greater number of redemptions during a calendar year or other limitations to their Exchange Right.

The condensed consolidated financial statements also reflect the ownership by the Operating Partnership of certain joint venture entities in which the Operating Partnership has a general partner or controlling interest. These entities are consolidated into our other operations, with noncontrolling interests reflecting the noncontrolling partners’ share of

ownership and income and expenses.

#### UNAUDITED INTERIM FINANCIAL STATEMENTS

Our interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”) for interim financial information and the applicable rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, certain disclosures accompanying annual financial statements prepared in accordance with U.S. GAAP are omitted. The year-end balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. In the opinion of management, all adjustments, consisting solely of normal recurring adjustments, necessary for the fair presentation of our financial position, results of operations and cash flows for the interim periods have been included.

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The current period's results of operations are not necessarily indicative of results which ultimately may be achieved for the year. The interim condensed consolidated financial statements and accompanying notes thereto should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the fiscal year ended April 30, 2015, as filed with the SEC on June 29, 2015.

## RECENT ACCOUNTING PRONOUNCEMENTS

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers. The standard will eliminate the transaction- and industry-specific revenue recognition guidance under current U.S. GAAP and replace it with a principle based approach for determining revenue recognition. ASU 2014-09 does not apply to lease contracts accounted for under ASC 840, Leases. The ASU is effective for fiscal years beginning after December 15, 2017. We do not expect adoption of this update to have a material impact on our operating results or financial position.

In February 2015, the FASB issued ASU 2015-02, Amendments to the Consolidation Analysis. ASU 2015-02 affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. Specifically, the amendments: (i) modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities or voting interest entities, (ii) eliminate the presumption that a general partner should consolidate a limited partnership, (iii) affect the consolidated analysis of reporting entities that are involved with variable interest entities, and (iv) provide a scope exception for certain entities. The ASU is effective for fiscal years beginning after December 15, 2015. We do not expect adoption of this update to have a material impact on our operating results or financial position.

In April 2015, the FASB issued ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs. ASU 2015-03 requires that debt issuance costs be presented in the balance sheet as a direct deduction from the carrying amount of the debt liability to which they relate, consistent with debt discounts, as opposed to being presented as assets. The ASU is effective for fiscal years beginning after December 15, 2015. We do not expect adoption of this update to have a material impact on our operating results or financial position.

In April 2015, the FASB issued ASU 2015-05, Customer's Accounting for Fees Paid in a Cloud Computing Arrangement. Under ASU 2015-05, if a cloud computing arrangement includes a software license, then the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The ASU is effective for fiscal years beginning after December 15, 2015. We do not expect adoption of this update to have a material impact on our operating results or financial position.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities. ASU 2016-01 amends certain aspects of recognition, measurement, presentation and disclosure of financial instruments, including the requirement to measure certain equity investments at fair value with changes in fair value recognized in net income. The ASU is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2017. We do not expect adoption of this update to have a material impact on our operating results or financial position.

In February 2016, the FASB issued ASU 2016-02, Leases. ASU 2016-02 amends existing accounting standards for lease accounting, including by requiring lessees to recognize most leases on the balance sheet and making certain changes to lessor accounting. The ASU is effective for interim and annual reporting periods in fiscal years beginning after December 15, 2018. We are currently evaluating the impact the new standard may have on our consolidated financial statements.

## IMPAIRMENT OF LONG-LIVED ASSETS

We periodically evaluate our long-lived assets, including investments in real estate, for impairment indicators. The impairment evaluation is performed on assets by property such that assets for a property form an asset group. The judgments regarding the existence of impairment indicators are based on factors such as operational performance, market conditions, expected holding period of each asset group and legal and environmental concerns. If indicators exist, we compare the expected future undiscounted cash flows for the long-lived asset group against the carrying amount of that asset group. If the sum of the estimated undiscounted cash flows is less than the carrying amount of the asset group, an impairment loss is recorded for the difference between the estimated fair value and the carrying amount of the asset group. If our anticipated holding period for properties, the estimated fair value of properties or other factors change based on market conditions or otherwise, our evaluation of impairment charges may be different and such differences could be material to our consolidated financial statements. The evaluation of anticipated cash flows is subjective and is based, in part, on assumptions regarding future occupancy, rental rates and capital requirements that could differ materially from actual results. Plans to hold properties over longer periods decrease the likelihood of recording impairment losses.



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During the nine months ended January 31, 2016, we incurred a loss of approximately \$3.8 million due to impairment of one office property, two parcels of land and eight multifamily properties. We recognized impairments of approximately \$440,000 on an office property in Eden Prairie, Minnesota; \$1.3 million on a parcel of land in Grand Chute, Wisconsin; \$1.9 million on eight multifamily properties in St. Cloud, Minnesota; and \$162,000 on a parcel of land in River Falls, Wisconsin. These properties were written-down to estimated fair value during the first, second and third quarters of fiscal year 2016 based on receipt of individual market offers to purchase and our intent to dispose of the properties or, in the case of the Grand Chute, Wisconsin, the sale listing price and our intent to dispose of the property. The impairment loss of the Eden Prairie, Minnesota property for the first quarter of fiscal year 2016 is reported in discontinued operations. See Note 7 for additional information.

During the nine months ended January 31, 2015, we incurred a loss of \$6.1 million due to impairment of four commercial properties and two parcels of unimproved land. We recognized impairments of approximately \$2.1 million on a retail property in Kalispell, Montana; \$183,000 on an office property in Golden Valley, Minnesota; \$1.8 million on an office property in Minneapolis, Minnesota; \$1.4 million on an office property in Boise, Idaho; \$98,000 on unimproved land in Eagan, Minnesota; and \$442,000 on unimproved land in Weston, Wisconsin. These properties were written-down to estimated fair value during the first, second and third quarters of fiscal year 2015 based on receipt of individual market offers to purchase and our intent to dispose of the properties or, in the case of the Boise, Idaho and Weston, Wisconsin properties, an independent appraisal. The Kalispell and Golden Valley properties were sold in the second quarter of fiscal year 2015, the Weston property was sold in the fourth quarter of fiscal year 2015, the Minneapolis property was sold in the first quarter of fiscal year 2016, and the Boise property was sold in the second quarter of fiscal year 2016.

**HELD FOR SALE**

We classify properties as held for sale when they meet the U.S. GAAP criteria, which include: (a) management commits to and initiates a plan to sell the asset (disposal group), (b) the sale is probable and expected to be completed within one year under terms that are usual and customary for sales of such assets (disposal groups), and (c) actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Real estate held for sale is stated at the lower of its carrying amount or estimated fair value less disposal costs. Depreciation is not recorded on assets classified as held for sale. Liabilities classified as held for sale consist of liabilities to be included in the transaction and liabilities directly associated with assets that will be transferred in the transaction. At January 31, 2016, we had 8 multifamily properties, one healthcare property and one parcel of land classified as held for sale with assets of \$22.1 million and liabilities of \$11.4 million. At April 30, 2015, we had 49 office properties, 17 retail properties and two healthcare properties classified as held for sale with assets of \$463.1 million and liabilities of \$321.4 million.

**COMPENSATING BALANCES AND OTHER INVESTMENTS; HOLDBACKS**

We maintain compensating balances, not restricted as to withdrawal, with several financial institutions in connection with financing received from those institutions and/or to ensure future credit availability. At January 31, 2016, our compensating balances totaled \$13.2 million and consisted of the following:

Financial Institution	
First International Bank, Watford City, ND	\$6,000,000
Associated Bank, Green Bay, WI	3,000,000
The PrivateBank, Minneapolis, MN	2,000,000
Bremer Bank, Saint Paul, MN	1,285,000
Dacotah Bank, Minot, ND	350,000
Peoples State Bank, Velva, ND	225,000
American National Bank, Omaha, NE	200,000

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Commerce Bank a Minnesota Banking Corporation	100,000
Total	\$ 13,160,000

A portion of the deposit at Dacotah Bank is held as a certificate of deposit and comprises the approximately \$50,000 in other investments on the Condensed Consolidated Balance Sheets. The certificate of deposit has a remaining term of less than six months and we intend to hold it to maturity.

We have a number of mortgage loans under which the lender retains a portion of the loan proceeds or requires a deposit for the payment of construction costs or tenant improvements. The decrease of \$3.9 million in holdbacks for improvements reflected in the Condensed Consolidated Statements of Cash Flows for the nine months ended January 31, 2016 is due primarily to the release of loan proceeds to us upon completion of construction and tenant improvement projects, while the increase of approximately \$862,000 represents additional amounts retained by lenders for new projects.

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## IDENTIFIED INTANGIBLE ASSETS AND LIABILITIES AND GOODWILL

Upon acquisition of real estate, we record the intangible assets and liabilities acquired (for example, if the leases in place for the real estate property acquired carry rents above the market rent, the difference is classified as an intangible asset) at their estimated fair value separate and apart from goodwill. We amortize identified intangible assets and liabilities that are determined to have finite lives based on the period over which the assets and liabilities are expected to affect, directly or indirectly, the future cash flows of the real estate property acquired (generally the life of the lease). In the nine months ended January 31, 2016 and 2015, respectively, we added approximately \$1.3 million and \$365,000 of new intangible assets and approximately \$101,000 and \$0 of new intangible liabilities. The weighted average lives of the intangible assets acquired in the nine months ended January 31, 2016 and 2015 are 0.8 years and 0.5 years, respectively. Amortization of intangibles related to above or below-market leases is recorded in real estate rentals in the Condensed Consolidated Statements of Operations. Amortization of other intangibles is recorded in depreciation/amortization related to real estate investments in the Condensed Consolidated Statements of Operations. Intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized if the carrying amount of an intangible asset is not recoverable and its carrying amount exceeds its estimated fair value.

Our identified intangible assets and intangible liabilities at January 31, 2016 and April 30, 2015 were as follows:

	(in thousands)	
	January 31, 2016	April 30, 2015
Identified intangible assets (included in intangible assets):		
Gross carrying amount	\$45,127	\$45,823
Accumulated amortization	(21,214)	(19,610)
Net carrying amount	\$23,913	\$26,213
Identified intangible liabilities (included in other liabilities):		
Gross carrying amount	\$159	\$82
Accumulated amortization	(49 )	(61 )
Net carrying amount	\$110	\$21

The amortization of acquired below-market leases and acquired above-market leases reduced rental income by approximately \$3,000 and \$7,000 for the three months ended January 31, 2016 and 2015, respectively, and approximately \$14,000 and \$18,000 for the nine months ended January 31, 2016 and 2015, respectively. The estimated annual amortization of acquired below-market leases, net of acquired above-market leases, for each of the five succeeding fiscal years is as follows:

Year Ended April 30,	(in thousands)
2017	\$ 3
2018	(11 )
2019	(20 )
2020	(16 )
2021	(13 )

Amortization of all other identified intangible assets (a component of depreciation and amortization expense) was \$1.4 million and \$1.1 million for the three months ended January 31, 2016 and 2015, respectively, and \$3.6 million and \$4.0 million for the nine months ended January 31, 2016 and 2015, respectively. The estimated annual amortization of all other identified intangible assets for each of the five succeeding fiscal years is as follows:

Year Ended April 30,	(in thousands)
2017	\$ 3,835
2018	3,605
2019	3,507
2020	3,440
2021	3,312

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The excess of the cost of an acquired property over the net of the amounts assigned to assets acquired (including identified intangible assets) and liabilities assumed is recorded as goodwill. Our goodwill has an indeterminate life and is not amortized, but is tested for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset might be impaired. The book value of goodwill as of January 31, 2016 and April 30, 2015 was \$1.7 million. The annual review at April 30, 2015 indicated no impairment to goodwill and there was no indication of impairment at January 31, 2016. During the nine months ended January 31, 2016, we disposed of eight commercial properties to which goodwill had been assigned, and as a result, approximately \$196,000 of goodwill was derecognized. During the nine months ended January 31, 2015, we recognized approximately \$852,000 of goodwill from the acquisition of the Homestead Garden multifamily property and disposed of one multifamily property to which goodwill had been assigned, and as a result, approximately \$11,000 of goodwill was derecognized.

### USE OF ESTIMATES

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### RECLASSIFICATIONS

Certain previously reported amounts have been reclassified to conform to the current financial statement presentation. On the Condensed Consolidated Statements of Operations, we reclassified certain expenses from general and administrative expenses to administrative expenses and other expenses. On the Condensed Consolidated Balance Sheets, we reclassified assets and liabilities related to properties classified as held for sale.

We report, in discontinued operations, the results of operations and the related gains or losses of properties that have either been disposed of or classified as held for sale and for which the disposition represents a strategic shift that has or will have a major effect on our operations and financial results. As the result of discontinued operations, retroactive reclassifications that change prior period numbers have been made. See Note 7 for additional information. During the first quarter of fiscal year 2016, we classified as discontinued operations 48 office properties, 17 retail properties and 1 healthcare property.

### PROCEEDS FROM FINANCING LIABILITY

During the first quarter of fiscal year 2014, we sold a non-core assisted living property in exchange for \$7.9 million in cash and a \$29.0 million contract for deed. The buyer leased the property back to us, and also granted us an option to repurchase the property at a specified price at or prior to July 31, 2018. We accounted for the transaction as a financing liability due to our continuing involvement with the property and recorded the \$7.9 million in sales proceeds within other liabilities on the Condensed Consolidated Balance Sheets. The balance of the liability as of January 31, 2016 was \$7.9 million.

### VARIABLE INTEREST ENTITY

On November 27, 2012, we entered into a joint venture operating agreement with a real estate development company to construct an apartment project in Minot, North Dakota as IRET – Minot Apartments, LLC, with approximately 69% of the project financed with third-party debt and approximately 7% financed with debt from us to the joint venture entity. The two-phase project was substantially completed in the third quarter of fiscal year 2015. As of January 31, 2016, we are the approximately 51.0% owner of the joint venture and have management and leasing responsibilities and the real estate development company owns approximately 49.0% of the joint venture and was responsible for the development and construction of the property. We have determined that the joint venture is a variable interest entity

("VIE"), primarily based on the fact that the equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support. We have also determined that we are the primary beneficiary of the VIE due to the fact that we are providing more than 50% of the equity contributions, the subordinated debt and a guarantee on the third party debt and have the power to direct the most significant activities that impact the entity's economic performance.

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On June 12, 2014 we entered into a joint venture operating agreement with a real estate development company and two other partners to construct a three-phase apartment project in Edina, Minnesota as IRET – 71 France, LLC. We estimate total costs for the project at \$73.3 million, with approximately 69% of the project financed with third-party debt and approximately 7% financed with debt from us to the joint venture entity. The first phase of the project was substantially completed in the second quarter of fiscal year 2016, the second phase of the project was substantially completed in the third quarter of fiscal year 2016 and construction of the third phase is expected to be completed in the first quarter of fiscal year 2017. See Development, Expansion and Renovation Projects in Note 6 for additional information. As of January 31, 2016, we are the approximately 52.6% owner of the joint venture and will have management and leasing responsibilities after the project has been in service for 24 months and the real estate development company and the other two partners own approximately 47.4% of the joint venture and are responsible for the development, construction and initial leasing of the property. We have determined that the joint venture is a VIE, primarily based on the fact that the equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support. We have also determined that we are the primary beneficiary of the VIE due to the fact that we are providing more than 50% of the equity contributions, the subordinated debt and a guarantee on the third party debt and have the power to direct the most significant activities that impact the entity's economic performance.

## NOTE 3 • EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income available to common shareholders by the weighted average number of Common Shares outstanding during the period. We have no outstanding options, warrants, convertible stock or other contractual obligations requiring issuance of additional shares that would result in dilution of earnings. Units can be exchanged for shares on a one-for-one basis after a minimum holding period of one year. The following table presents a reconciliation of the numerator and denominator used to calculate basic and diluted earnings per share reported in the condensed consolidated financial statements for the three and nine months ended January 31, 2016 and 2015:

	(in thousands, except per share data)			
	Three Months Ended		Nine Months Ended	
	January 31		January 31	
	2016	2015	2016	2015
<b>NUMERATOR</b>				
Income from continuing operations – Investors Real Estate Trust	\$8,028	\$7,334	\$15,938	\$12,195
Income from discontinued operations – Investors Real Estate Trust	31,769	1,037	45,065	1,139
Net income attributable to Investors Real Estate Trust	39,797	8,371	61,003	13,334
Dividends to preferred shareholders	(2,879 )	(2,879 )	(8,636 )	(8,636 )
Numerator for basic earnings per share – net income available to common shareholders	36,918	5,492	52,367	4,698
Noncontrolling interests – Operating Partnership	4,227	657	5,940	618
Numerator for diluted earnings per share	\$41,145	\$6,149	\$58,307	\$5,316
<b>DENOMINATOR</b>				
Denominator for basic earnings per share weighted average shares	121,864	120,855	123,793	116,303
Effect of convertible operating partnership units	13,877	14,461	13,913	17,334
Denominator for diluted earnings per share	135,741	135,316	137,706	133,637
Earnings per common share from continuing operations – Investors Real Estate Trust – basic and diluted	\$.04	\$.04	\$.06	\$.03
Earnings per common share from discontinued operations – Investors Real Estate Trust – basic and diluted	.26	.01	.36	.01
<b>NET INCOME PER COMMON SHARE – BASIC &amp; DILUTED</b>	<b>\$.30</b>	<b>\$.05</b>	<b>\$.42</b>	<b>\$.04</b>

NOTE 4 • EQUITY

ATM. During the second quarter of fiscal year 2014, we and our Operating Partnership entered into an At the Market sales agreement (“ATM”) with Robert W. Baird & Co. Incorporated as sales agent, pursuant to which we may from time to time sell our Common Shares having an aggregate offering price of up to \$75 million. The shares would be issued pursuant to our currently-effective shelf registration statement on Form S-3ASR. To date, we have not issued any shares under the ATM.

Equity Awards. During the first quarter of fiscal year 2016, we issued approximately 220,000 Common Shares, net of withholding, with a total grant-date value of approximately \$1.6 million, under our 2008 Incentive Award Plan, for executive officer and trustee share-based compensation for fiscal year 2015 performance. Of these shares, approximately 108,000 are restricted, and will vest on the one-year anniversary of the grant date (i.e., on April 30, 2016), provided the recipient is still employed with us, and subject to the terms and conditions of our long-term incentive plan (“LTIP”). During the first quarter of fiscal year 2015, we issued approximately 204,000 Common Shares, with a total grant-date value of approximately \$1.9 million, under the our 2008 Incentive Award Plan, for executive officer and trustee share-based compensation for fiscal year 2014 performance.



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Share Repurchase Program. In August 2015, we publicly announced the share repurchase program authorized by our Board of Trustees to repurchase up to \$50 million of our Common Shares over a one year period. During the third quarter of fiscal year 2016, we repurchased and retired approximately 1.8 million Common Shares for an aggregate cost of approximately \$13.1 million, including commissions, at an average price per share of \$7.30. During the nine months ended January 31, 2016, we repurchased and retired approximately 4.6 million Common Shares for an aggregate cost of approximately \$35.0 million, including commissions, at an average price per share of \$7.54.

DRIP. We have implemented a Distribution Reinvestment and Share Purchase Plan (“DRIP”), which provides our common shareholders and the unitholders of the Operating Partnership an opportunity to invest their cash distributions in Common Shares and to purchase additional Common Shares through voluntary cash contributions. A DRIP participant cannot purchase additional Common Shares in excess of \$10,000 per month, unless waived by us. We did not issue any waivers during the three months ended January 31, 2016 and 2015. We did not issue any waivers during the nine months ended January 31, 2016. During the nine months ended January 31, 2015, DRIP participants purchased approximately 926,000 additional Common Shares at an average price of \$8.64 per share pursuant to waivers granted by us, for total net proceeds of \$8.0 million.

As permitted under the DRIP, starting on October 1, 2015, we changed the source from which Common Shares will be purchased under the DRIP to open market transactions, which are not eligible for purchase price discounts. During the three months ended January 31, 2016, no shares were issued under the DRIP. During the three months ended January 31, 2015, 2.0 million Common Shares with a total value included in equity of \$16.1 million, and an average price per share after applicable discounts of \$8.06, were issued under the DRIP. During the nine months ended January 31, 2016 and 2015, approximately 821,000 and 6.2 million Common Shares with a total value included in equity of \$5.6 million and \$50.9 million, and an average price per share after applicable discounts of \$6.85 and \$8.20, respectively, were issued under the DRIP.

Exchange Rights. Pursuant to Exchange Rights, during the three months ended January 31, 2016 and 2015, respectively, approximately 26,800 Units and 333,000 Units were exchanged for Common Shares, with a total value of approximately \$125,000 and \$811,000 included in equity. During the nine months ended January 31, 2016 and 2015, respectively, approximately 180,600 Units and 6.7 million Units were exchanged for Common Shares, with a total value of approximately \$981,000 and \$38.5 million included in equity.

**NOTE 5 • SEGMENT REPORTING**

We report our results in three reportable segments, which are aggregations of similar properties: multifamily, healthcare (including senior housing) and industrial properties. Prior to the first quarter of fiscal year 2016, we had reported our results in five reportable segments, which included the office and retail segments. However, during the first quarter of fiscal year 2016, we classified the majority of the properties in the office and retail segments as held for sale and discontinued operations, and the remaining properties under these segments fell below the quantitative thresholds for reporting as separate reportable segments and are included in “all other.”

We measure the performance of our segments based on net operating income (“NOI”), which we define as total real estate revenues and gain on involuntary conversion less real estate expenses (which consist of utilities, maintenance, real estate taxes, insurance, property management expenses and other property expenses). We believe that NOI is an important supplemental measure of operating performance for a REIT’s operating real estate because it provides a measure of core operations that is unaffected by depreciation, amortization, financing and general and administrative expense. NOI does not represent cash generated by operating activities in accordance with US GAAP and should not be considered an alternative to net income, net income available for common shareholders or cash flow from operating activities as a measure of financial performance.

The revenues and NOI for these reportable segments are summarized as follows for the three and nine month periods ended January 31, 2016 and 2015, along with reconciliations to the condensed consolidated financial statements. Segment assets are also reconciled to total assets as reported in the condensed consolidated financial statements.

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	(in thousands)				
				All	
Three Months Ended January 31, 2016	Multifamily	Healthcare	Industrial	Other	Total
Real estate revenue	\$33,296	\$ 18,350	\$ 1,650	\$1,473	\$54,769
Real estate expenses	15,460	4,208	453	215	20,336
Net operating income	\$17,836	\$ 14,142	\$ 1,197	\$ 1,258	34,433
TRS senior housing revenue, net of expenses					91
Depreciation/amortization					(14,919)
Administrative expenses					(2,929 )
Other expenses					(86 )
Impairment of real estate investments					(162 )
Interest expense					(10,540)
Interest and other income					701
Income before gain on sale of real estate and other investments and income from discontinued operations					6,589
Gain on sale of real estate and other investments					1,446
Income from continuing operations					8,035
Income from discontinued operations					35,408
Net income					\$43,443

	(in thousands)				
				All	
Three Months Ended January 31, 2015	Multifamily	Healthcare	Industrial	Other	Total
Real estate revenue	\$30,256	\$ 17,491	\$ 1,741	\$2,488	\$51,976
Real estate expenses	13,318	4,260	501	1,039	19,118
Net operating income	\$16,938	\$ 13,231	\$ 1,240	\$ 1,449	32,858
TRS senior housing revenue, net of expenses					138
Depreciation/amortization					(12,837)
Administrative expenses					(2,754 )
Other expenses					(488 )
Impairment of real estate investments					(540 )
Interest expense					(10,009)
Interest and other income					670
Income before gain on sale of real estate and other investments and income from discontinued operations					7,038
Gain on sale of real estate and other investments					951
Income from continuing operations					7,989
Income from discontinued operations					1,162
Net income					\$9,151

	(in thousands)				
				All	
Nine Months Ended January 31, 2016	Multifamily	Healthcare	Industrial	Other	Total
Real estate revenue	\$96,782	\$ 50,435	\$ 4,913	\$3,862	\$155,992
Real estate expenses	44,602	12,202	1,138	826	58,768
Net operating income	\$52,180	\$ 38,233	\$ 3,775	\$ 3,036	97,224
TRS senior housing revenue, net of expenses					513
Depreciation/amortization					(42,992)
Administrative expenses					(8,316 )
Other expenses					(1,714 )

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Impairment of real estate investments	(3,320 )
Interest expense	(29,867 )
Loss on extinguishment of debt	(106 )
Interest and other income	1,973
Income before gain on sale of real estate and other investments and income from discontinued operations	13,395
Gain on sale of real estate and other investments	1,271
Income from continuing operations	14,666
Income from discontinued operations	50,181
Net income	\$64,847

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	(in thousands)				
Nine Months Ended January 31, 2015	Multifamily	Healthcare	Industrial	All Other	Total
Real estate revenue	\$87,576	\$ 50,024	\$ 4,904	\$8,239	\$150,743
Real estate expenses	37,700	12,726	1,223	3,485	55,134
Net operating income	\$49,876	\$ 37,298	\$ 3,681	\$4,754	95,609
TRS senior housing revenue, net of expenses					356
Depreciation/amortization					(38,347 )
Administrative expenses					(9,308 )
Other expenses					(1,678 )
Impairment of real estate investments					(4,663 )
Interest expense					(29,710 )
Interest and other income					2,052
Income before loss on sale of real estate and other investments and income from discontinued operations					14,311
Loss on sale of real estate and other investments					(811 )
Income from continuing operations					13,500
Income from discontinued operations					1,322
Net income					\$14,822

## Segment Assets and Accumulated Depreciation

Segment assets are summarized as follows as of January 31, 2016, and April 30, 2015, along with reconciliations to the condensed consolidated financial statements:

	(in thousands)				
As of January 31, 2016	Multifamily	Healthcare	Industrial	All Other	Total
Segment Assets					
Property owned	\$1,133,560	\$559,997	\$61,238	\$46,224	\$1,801,019
Less accumulated depreciation	(200,363 )	(123,992 )	(12,494 )	(10,046 )	(346,895 )
Net property owned	\$933,197	\$436,005	\$48,744	\$36,178	1,454,124
Assets held for sale					22,064
Cash and cash equivalents					47,117
Other investments					50
Receivables and other assets					71,809
Development in progress					78,341
Unimproved land					22,304
Total assets					\$1,695,809

	(in thousands)				
As of April 31, 2015	Multifamily	Healthcare	Industrial	All Other	Total
Segment Assets					
Property owned	\$946,520	\$495,021	\$60,611	\$44,215	\$1,546,367
Less accumulated depreciation	(180,414 )	(112,515 )	(11,256 )	(9,123 )	(313,308 )
Net property owned	\$766,106	\$382,506	\$49,355	\$35,092	1,233,059
Assets held for sale					463,103

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Cash and cash equivalents	48,970
Other investments	329
Receivables and other assets	72,555
Development in progress	153,994
Unimproved land	25,827
Total assets	\$1,997,837

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NOTE 6 • COMMITMENTS AND CONTINGENCIES

**Litigation.** We are not a party to any legal proceedings which are expected to have a material effect on our liquidity, financial position, cash flows or results of operations. We are subject to a variety of legal actions for personal injury or property damage arising in the ordinary course of our business, most of which are covered by liability insurance. Various claims of resident discrimination are also periodically brought, most of which also are covered by insurance. While the resolution of these matters cannot be predicted with certainty, management believes that the final outcome of such legal proceedings and claims will not have a material effect on our liquidity, financial position, cash flows or results of operations.

**Insurance.** We carry insurance coverage on our properties in amounts and types that we believe are customarily obtained by owners of similar properties and are sufficient to achieve our risk management objectives.

**Purchase Options.** We have granted options to purchase certain of our properties to tenants under lease agreements. In general, the options grant the tenant the right to purchase the property at the greater of such property's appraised value or an annual compounded increase of a specified percentage of our initial cost for the property. As of January 31, 2016, our total property cost for the 15 properties subject to purchase options was \$117.6 million, and the total gross rental revenue from these properties was \$6.8 million for the nine months ended January 31, 2016. The tenant in the Nebraska Orthopaedic Hospital property has exercised its option to purchase the property, which accounts for \$16.0 million of the total property cost and \$1.3 million of the total gross rental revenue subject to purchase options. However, we can give no assurance if or when such sale of the property will be completed.

**Environmental Matters.** Under various federal, state and local laws, ordinances and regulations, a current or previous owner or operator of real estate may be liable for the costs of removal of, or remediation of, certain hazardous or toxic substances in, on, around or under the property. While we currently have no knowledge of any material violation of environmental laws, ordinances or regulations at any of our properties, there can be no assurance that areas of contamination will not be identified at any of our properties, or that changes in environmental laws, regulations or cleanup requirements would not result in material costs to us.

**Restrictions on Taxable Dispositions.** Approximately 78 of our properties, consisting of 2.7 million square feet of our combined commercial properties and 5,372 apartment units, are subject to restrictions on our ability to resell in taxable transactions. These restrictions are contained in agreements we entered into with some of the sellers or contributors of the properties, and are effective for varying periods. The real estate investment amount of these properties (net of accumulated depreciation) was \$670.6 million at January 31, 2016. We do not believe that these restrictions materially affect the conduct of our business or decisions whether to dispose of these properties during the restriction periods because we generally hold properties for investment purposes, rather than for sale. Historically, however, where we have deemed it to be in the shareholders' best interests to dispose of restricted properties, we have done so through tax-deferred transactions under Section 1031 of the Internal Revenue Code.

**Exchange Value of Units.** Whenever limited partners of the Operating Partnership exercise their Exchange Rights, we have the right, but not the obligation, to acquire such Units in exchange for either cash or our Common Shares on a one-for-one basis. If Units are exchanged for cash, the amount of cash per Unit is equal to the average of the daily market price of a Common Share for the ten consecutive trading days immediately preceding the date of valuation of the Unit. As of January 31, 2016 and 2015, the aggregate exchange value of the then-outstanding Units of the Operating Partnership owned by limited partners was approximately \$89.4 million and \$122.0 million, respectively. All Units receive the same cash distributions as those paid on our Common Shares.

**Joint Venture Buy/Sell Options.** Several of our joint venture agreements contain buy/sell options in which each party under certain circumstances has the option to acquire the interest of the other party, but do not generally require that we buy our partners' interests. However, from time to time, we have entered into joint venture agreements which

contain options compelling us to acquire the interest of the other parties. We currently have one such joint venture, our Southgate apartment project in Minot, North Dakota, in which our joint venture partner can, for the four-year period from February 6, 2016 through February 5, 2020, compel us to acquire the partner's interest for a price to be determined in accordance with the provisions of the joint venture agreement. The joint venture partner's interest is reflected as a redeemable noncontrolling interest on the Condensed Consolidated Balance Sheets.

Tenant Improvements. In entering into leases with tenants, we may commit to fund improvements or build-outs of the rented space to suit tenant requirements. These tenant improvements are typically funded at the beginning of the lease term, and we are accordingly exposed to some risk of loss if a tenant defaults prior to the expiration of the lease term, and the rental income that was expected to cover the cost of the tenant improvements is not received. As of January 31, 2016, we are committed to fund \$4.5 million in tenant improvements within approximately the next 12 months.



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Development, Expansion and Renovation Projects. As of January 31, 2016, we had several development, expansion and renovation projects underway or placed in service during the quarter, the costs for which have been capitalized, as follows:

Project Name and Location	Planned Segment	Rentable Square Feet or Number of Units	(in thousands)		(in fiscal years)
			Anticipated Total Cost <sup>(1)</sup>	Costs as of January 31, 2016 <sup>(1)</sup>	Anticipated Construction Completion
Deer Ridge - Jamestown, ND	Multifamily	163 units	24,874	24,874	4Q 2016
Cardinal Point - Grand Forks, ND <sup>(2)</sup>	Multifamily	251 units	48,242	48,242	4Q 2016
71 France - Edina, MN <sup>(3)</sup>	Multifamily	241 units	73,290	69,105	1Q 2017
Monticello Crossings - Monticello, MN	Multifamily	202 units	31,784	11,210	2Q 2017
Other	n/a	n/a	n/a	3,524	n/a
			\$178,190	\$ 156,955	

(1) Includes costs related to development projects that are placed in service in phases (Deer Ridge - \$14.3 million, 71 France - \$41.3 million, Cardinal Point - \$23.0 million).

Anticipated total cost as of January 31, 2016 includes incremental cost increase due to the replacement of the (2) project's original general contractor. There may be additional costs for this project as it nears completion in the fourth quarter of fiscal year 2016.

The project is being constructed in three phases by a joint venture entity in which we currently have an (3) approximately 52.6% interest. The anticipated total cost amount given in the table above is the total cost to the joint venture entity. The anticipated total cost includes approximately 21,772 square feet of retail space.

These development projects are subject to various contingencies, and no assurances can be given that they will be completed within the time frames or on the terms currently expected.

Construction interest capitalized for the three month periods ended January 31, 2016 and 2015, respectively, was \$1.0 million and \$1.4 million for development projects completed and in progress. Construction interest capitalized for the nine month periods ended January 31, 2016 and 2015, respectively, was \$4.4 million and \$3.6 million for development projects completed and in progress.

Pending Acquisitions. We currently have signed purchase agreements for the acquisition of the following properties. These pending acquisitions are subject to various closing conditions and contingencies, and no assurances can be given that the transactions will be completed on the terms currently proposed, or at all:

four multifamily properties with 393 units in Rochester, Minnesota, for a purchase price of \$72.5 million, of which approximately \$47.5 million is to be paid in cash with the remainder in Units of the Operating Partnership valued at approximately \$25.0 million.

Pending Dispositions. We currently have signed sales agreements for the disposition of the following properties. These pending dispositions are subject to various closing conditions and contingencies, and no assurances can be

given that the transactions will be completed on the terms currently proposed, or at all:

a healthcare property in Omaha, Nebraska for a sales price of \$24.4 million, pursuant to the tenant exercising its purchase option;

eight multifamily properties in St. Cloud, Minnesota for a sales price of \$5.6 million; and

a parcel of unimproved land in River Falls, Wisconsin for a sales price of \$20,000.

**NOTE 7 • DISCONTINUED OPERATIONS**

We report in discontinued operations the results of operations and any gain or loss on sale of a property or group of properties that has either been disposed of or is classified as held for sale and for which the disposition represents a strategic shift that has or will have a major effect on our operations and financial results. During the first quarter of fiscal year 2016, we determined that our strategic plan to exit the office and retail segments met the criteria for discontinued operations. Accordingly, 48 office properties, 17 retail properties and 1 healthcare property were classified as held for sale and discontinued operations at July 31, 2015. We sold these properties during the second and third quarters of fiscal year 2016.

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The following information shows the effect on net income and the gains or losses from the sales of properties classified as discontinued operations for the three and nine months ended January 31, 2016 and 2015:

	(in thousands)			
	Three Months		Nine Months Ended	
	Ended		January 31	
	2016	2015	2016	2015
<b>REVENUE</b>				
Real estate rentals	\$3,576	\$13,687	\$21,966	\$40,780
Tenant reimbursement	718	6,290	8,268	18,309
<b>TOTAL REVENUE</b>	<b>4,294</b>	<b>19,977</b>	<b>30,234</b>	<b>59,089</b>
<b>EXPENSES</b>				
Depreciation/amortization related to real estate investments	0	4,207	4,239	12,146
Utilities	416	1,803	3,016	5,608
Maintenance	588	2,766	4,784	8,310
Real estate taxes	756	3,532	5,341	10,531
Insurance	58	264	462	815
Property management expenses	468	921	1,941	2,761
Other property expenses	0	30	0	30
Amortization related to non-real estate investments	105	706	1,002	1,981
Impairment of real estate investments	0	0	440	1,442
<b>TOTAL EXPENSES</b>	<b>2,391</b>	<b>14,229</b>	<b>21,225</b>	<b>43,624</b>
Operating income	1,903	5,748	9,009	15,465
Interest expense <sup>(1)</sup>	(3,436 )	(4,586 )	(12,832)	(14,148)
Gain on extinguishment of debt <sup>(1)</sup>	36,456	0	29,336	0
Other income	154	0	427	5
Income from discontinued operations before gain on sale	35,077	1,162	25,940	1,322
Gain on sale of discontinued operations	331	0	24,241	0
<b>INCOME FROM DISCONTINUED OPERATIONS<sup>(2)</sup></b>	<b>\$35,408</b>	<b>\$1,162</b>	<b>\$50,181</b>	<b>\$1,322</b>

Interest expense includes \$1.6 million and \$4.7 million for the three and nine months ended January 31, 2016, respectively, of default interest related to a \$122.6 million non-recourse loan by one of our subsidiaries. Gain on extinguishment of debt in the three and nine months ended January 31, 2016, respectively, includes \$36.5 million of gain on extinguishment of debt recognized in connection with our transfer of ownership to the mortgage lender of the nine properties serving as collateral for the \$122.6 million non-recourse loan and the removal of the debt obligation and accrued interest from our balance sheet.

Discontinued operations for the nine months ended January 31, 2016 and 2015 includes a noncontrolling interest for our Mendota joint venture entity. Income from discontinued operations attributable to us was \$51.4 million and \$1.7 million for the nine months ended January 31, 2016 and 2015, respectively.

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The following information reconciles the carrying amounts of major classes of assets and liabilities of the discontinued operations to assets and liabilities held for sale that are presented separately on the Condensed Consolidated Balance Sheets:

	(in thousands)	
	January 31, 2016	April 30, 2015
Carrying amounts of major classes of assets included as part of discontinued operations		
Property owned and intangible assets, net of accumulated depreciation and amortization	\$0	\$417,045
Receivable arising from straight-lining of rents	0	10,078
Accounts receivable	0	566
Prepaid and other assets	0	699
Tax, insurance and other escrow	0	1,176
Goodwill	0	193
Deferred charges and leasing costs	0	9,606
Total major classes of assets of the discontinued operations	0	439,363
Other assets included in the disposal group classified as held for sale	22,064	23,740
Total assets of the disposal group classified as held for sale on the balance sheet	\$22,064	\$463,103
Carrying amounts of major classes of liabilities included as part of discontinued operations		
Accounts payable and accrued expenses	\$0	\$13,952
Mortgages payable	0	295,677
Other	0	4
Total major classes of liabilities of the discontinued operations	0	309,633
Other liabilities included in the disposal group classified as held for sale	11,449	11,760
Total liabilities of the disposal group classified as held for sale on the balance sheet	\$11,449	\$321,393

NOTE 8 • ACQUISITIONS, DEVELOPMENTS PLACED IN SERVICE AND DISPOSITIONS

PROPERTY ACQUISITIONS

We added \$71.8 million of new real estate properties to our portfolio through property acquisitions during the nine months ended January 31, 2016, compared to \$41.3 million in the nine months ended January 31, 2015. We expensed approximately \$162,000 and \$104,000 of transaction costs related to the acquisitions in the nine months ended January 31, 2016 and 2015, respectively. Our acquisitions during the nine months ended January 31, 2016 and 2015 are detailed below.

Nine Months Ended January 31, 2016

Acquisitions	Date Acquired	(in thousands)					
		Total Acquisition Cost	Form of Consideration Cash	Units <sup>(1)</sup>	Investment Allocation		
					Land	Building	Intangible Assets
Multifamily							
74 unit - Gardens - Grand Forks, ND	2015-09-10	\$9,250	\$8,850	\$ 400	\$518	\$8,672	\$ 60
	2015-10-29	56,000	56,000	0	5,003	50,363	634

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276 unit - GrandeVille at Cascade Lake -  
Rochester, MN

65,250 64,850 400 5,521 59,035 694

Healthcare

27,819 sq ft Lakeside Medical Plaza -  
Omaha, NE

2015-08-20 6,500 6,500 0 903 5,109 488

Total Property Acquisitions

\$71,750 \$71,350 \$ 400 \$6,424 \$64,144 \$ 1,182

(1) Value of Units of the Operating Partnership at the acquisition date.

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Nine Months Ended January 31, 2015

Acquisitions	Date Acquired	(in thousands)		Form of Consideration		Investment Allocation		
		Total Acquisition Cost	Cash	Units <sup>(1)</sup>	Other <sup>(2)</sup>	Land	Building	Intangible Assets
<b>Multi-Family</b>								
152 unit - Homestead Garden - Rapid City, SD <sup>(3)</sup>	2014-06-02	\$ 15,000	\$ 5,092	\$ 0	\$ 9,908	\$ 655	\$ 14,139	\$ 206
52 unit - Silver Springs - Rapid City, SD	2014-06-02	3,280	1,019	0	2,261	215	3,006	59
68 unit - Northridge - Bismarck, ND	2014-09-12	8,500	8,400	100	0	884	7,516	100
		26,780	14,511	100	12,169	1,754	24,661	365
<b>Unimproved Land</b>								
Creekside Crossing - Bismarck, ND	2014-05-22	4,269	4,269	0	0	4,269	0	0
PrairieCare Medical - Brooklyn Park, MN	2014-06-05	2,616	2,616	0	0	2,616	0	0
71 France Phase I - Edina, MN <sup>(4)</sup>	2014-06-12	1,413	0	0	1,413	1,413	0	0
Monticello 7 <sup>th</sup> Addition - Monticello, MN	2014-10-09	1,660	1,660	0	0	1,660	0	0
71 France Phase II & III - Edina, MN <sup>(4)</sup>	2014-11-04	3,309	0	0	3,309	3,309	0	0
Minot 1525 24 <sup>th</sup> Ave SW - Minot, ND	2014-12-23	1,250	1,250	0	0	1,250	0	0
		14,517	9,795	0	4,722	14,517	0	0
<b>Total Property Acquisitions</b>		<b>\$41,297</b>	<b>\$24,306</b>	<b>\$ 100</b>	<b>\$ 16,891</b>	<b>\$16,271</b>	<b>\$24,661</b>	<b>\$ 365</b>

(1) Value of Units of the Operating Partnership at the acquisition date.

(2) Consists of assumed debt (Homestead Garden I: \$9.9 million, Silver Springs: \$2.3 million) and value of land contributed by the joint venture partner (71 France: \$4.7 million).

(3) At acquisition, we adjusted the assumed debt to fair value and recognized approximately \$852,000 of goodwill.

(4) Land was contributed to a joint venture in which we currently have an approximately 52.6% interest. The joint venture is consolidated in our financial statements.

Acquisitions in the nine months ended January 31, 2016 and 2015 are immaterial to our real estate portfolio both individually and in the aggregate, and consequently no proforma information is presented. The results of operations from acquired properties are included in the Condensed Consolidated Statements of Operations as of their acquisition date. The revenue and net income of our acquisitions in the nine months ended January 31, 2016 and 2015, respectively, are detailed below.

	(in thousands)	
Nine Months Ended January 31,	2016	2015
Total revenue	\$1,969	\$1,756
Net income (loss)	\$(62 )	\$(27 )



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## DEVELOPMENT PROJECTS PLACED IN SERVICE

The Operating Partnership placed \$136.8 million and \$113.6 million of development projects in service during the nine months ended January 31, 2016 and 2015, respectively, as detailed below.

## Nine Months Ended January 31, 2016

Development Projects Placed in Service <sup>(1)</sup>	Date Placed in Service	(in thousands)		Development Cost
		Land	Building	
<b>Multifamily</b>				
72 unit – Chateau II - Minot, ND <sup>(2)</sup>	2015-06-01	\$240	\$14,401	\$ 14,641
288 unit – Renaissance Heights - Williston, ND <sup>(3)</sup>	2015-07-27	3,080	59,371	62,451
		3,320	73,772	77,092
<b>Healthcare</b>				
57,624 sq ft Edina 6565 France SMC III - Edina, MN <sup>(4)</sup>	2015-06-01	0	32,725	32,725
70,756 sq ft PrairieCare Medical – Brooklyn Park, MN <sup>(5)</sup>	2015-09-08	2,610	21,748	24,358
		2,610	54,473	57,083
<b>Other</b>				
7,963 sq ft Minot Southgate Retail - Minot, ND <sup>(6)</sup>	2015-10-01	889	1,734	2,623
<b>Total Development Projects Placed in Service</b>		<b>\$6,819</b>	<b>\$129,979</b>	<b>\$ 136,798</b>

Development projects that are placed in service in phases are excluded from this table until the entire project has (1) been placed in service. See Note 6 for additional information on the Deer Ridge, 71 France, and Cardinal Point projects, which were partially placed in service during the nine months ended January 31, 2016.

(2) Costs paid in prior fiscal years totaled \$12.3 million. Additional costs incurred in fiscal year 2016 totaled \$2.3 million, for a total project cost at January 31, 2016 of \$14.6 million.

(3) Costs paid in prior fiscal years totaled \$57.7 million. Additional costs incurred in fiscal year 2016 totaled \$4.8 million, for a total project cost at January 31, 2016 of \$62.5 million. The project is owned by a joint venture entity in which we currently have an approximately 70.0% interest. The joint venture is consolidated in our financial statements.

(4) Costs paid in prior fiscal years totaled \$20.8 million. Additional costs incurred in fiscal year 2016 totaled \$11.9 million, for a total project cost at January 31, 2016 of \$32.7 million.

(5) Costs paid in prior fiscal years totaled \$17.3 million. Additional costs incurred in fiscal year 2016 totaled \$7.1 million, for a total project cost at January 31, 2016 of \$24.4 million.

(6) Costs paid in prior fiscal years totaled \$2.1 million. Additional costs incurred in fiscal year 2016 totaled approximately \$500,000, for a total project cost at January 31, 2016 of \$2.6 million.



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Nine Months Ended January 31, 2015

Development Projects Placed in Service	Date Placed in Service	(in thousands)		Development Cost
		Land	Building	
<b>Multifamily</b>				
44 unit - Dakota Commons - Williston, ND <sup>(1)</sup>	2014-07-15	\$823	\$9,596	\$ 10,419
130 unit - Red 20 - Minneapolis, MN <sup>(2)</sup>	2014-11-21	1,900	26,430	28,330
233 unit - Commons at Southgate - Minot, ND <sup>(3)</sup>	2014-12-09	3,691	30,921	34,612
64 unit - Cypress Court II - St. Cloud, MN <sup>(4)</sup>	2015-01-01	447	6,191	6,638
165 unit - Arcata - Golden Valley, MN <sup>(5)</sup>	2015-01-01	2,088	28,296	30,384
		8,949	101,434	110,383
<b>Other</b>				
4,998 sq ft Minot Wells Fargo Bank - Minot, ND <sup>(6)</sup>	2014-11-10	992	2,193	3,185
<b>Total Development Projects Placed in Service</b>		<b>\$9,941</b>	<b>\$ 103,627</b>	<b>\$ 113,568</b>

(1) Costs paid in prior fiscal years totaled \$8.1 million. Additional costs paid in fiscal year 2015 totaled \$2.3 million, for a total project cost at January 31, 2015 of \$10.4 million.

(2) Costs paid in prior fiscal years totaled \$12.2 million. Additional costs paid in fiscal year 2015 totaled \$16.1 million, for a total project cost at January 31, 2015 of \$28.3 million. The project is owned by a joint venture entity in which we currently have an approximately 58.6% interest. The joint venture is consolidated in our financial statements.

(3) Costs paid in prior fiscal years totaled \$26.5 million. Additional costs paid in fiscal year 2015 totaled \$8.1 million, for a total project cost at January 31, 2015 of \$34.6 million. The project is owned by a joint venture entity in which we have an approximately 52.9% interest. The joint venture is consolidated in our financial statements.

(4) Costs paid in prior fiscal years totaled \$1.2 million. Additional costs paid in fiscal year 2015 totaled \$5.5 million, for a total project cost at January 31, 2015 of \$6.6 million. The project is owned by a joint venture entity in which we currently have an approximately 86.1% interest. The joint venture is consolidated in our financial statements.

(5) Costs paid in prior fiscal years totaled \$11.3 million. Additional costs paid in fiscal year 2015 totaled \$19.1 million, for a total project cost at January 31, 2015 of \$30.4 million.

(6) Costs paid in prior fiscal years totaled \$1.0 million. Additional costs paid in fiscal year 2015 totaled \$2.2 million, for a total project cost at January 31, 2015 of \$3.2 million.

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## PROPERTY DISPOSITIONS

During the third quarter of fiscal year 2016, we sold 3 retail properties for a total sales price of \$3.5 million and transferred ownership of nine office properties pursuant to a deed in lieu transaction. During the third quarter of fiscal year 2015, we sold one office property and one retail property for a total sales price of \$10.0 million. The following table details our dispositions during the nine months ended January 31, 2016 and 2015:

## Nine Months Ended January 31, 2016

Dispositions	Date Disposed	(in thousands)		
		Sales Price	Book Value and Sales Cost	Gain/(Loss)
Other				
117,144 sq ft Thresher Square – Minneapolis, MN	2015-05-18	\$7,000	\$7,175	\$ (175 )
2,549,222 sq ft Office Sale Portfolio <sup>(1)</sup>	2015-08-03	250,000	231,537	18,463
420,216 sq ft Mendota Office Center Portfolio – Mendota Heights, MN <sup>(2)</sup>	2015-08-12	40,000	41,574	(1,574 )
1,027,208 sq ft Retail Sale Portfolio <sup>(3)</sup>	2015-09-30	78,960	71,913	7,047
48,700 sq ft Eden Prairie 6101 Blue Circle Drive – Eden Prairie, MN	2015-10-19	2,900	2,928	(28 )
8,526 sq ft Burnsville I Strip Center – Burnsville, MN	2015-12-23	1,300	913	387
4,800 sq ft Pine City C-Store – Pine City, MN	2016-01-08	300	355	(55 )
11,003 sq ft Minot Plaza – Minot, ND	2016-01-19	1,854	393	1,461
937,518 sq ft 9-Building Office Portfolio <sup>(4)(5)</sup>	2016-01-29	122,600 <sup>(5)</sup>	86,144 <sup>(5)</sup>	36,456 <sup>(5)</sup>
Total Property Dispositions		\$504,914	\$442,932	\$ 61,982

The properties included in this portfolio disposition are: 610 Business Center, 7800 West Brown Deer Road, Ameritrade, Barry Pointe Office Park, Benton Business Park, Brenwood, Brook Valley I, Crosstown Centre, Golden Hills Office Center, Granite Corporate Center, Great Plains, Highlands Ranch I, Highlands Ranch II, Interlachen Corporate Center, Intertech Building, Minnesota National Bank, Northpark Corporate Center, Omaha 10802 Farnam Dr, Plaza VII, Plymouth 5095 Nathan Lane, Prairie Oak Business Center, Rapid City 900 Concourse Drive, Spring Valley IV, Spring Valley V, Spring Valley X, Spring Valley XI, Superior Office Building, TCA Building, Three Paramount Plaza, UHC Office, US Bank Financial Center, Wells Fargo Center, West River Business Park and Westgate.

(1) The properties included in this portfolio disposition are: Mendota Office Center I, Mendota Office Center II, Mendota Office Center III, Mendota Office Center IV and American Corporate Center.

(2) The properties included in this portfolio disposition are: Champlin South Pond, Chan West Village, Duluth 4615 Grand, Duluth Denfeld Retail, Forest Lake Auto, Forest Lake Westlake Center, Grand Forks Medpark Mall, Jamestown Buffalo Mall, Jamestown Business Center, Lakeville Strip Center, Monticello C Store & vacant land, Omaha Barnes & Noble, Pine City Evergreen Square, Rochester Maplewood Square and St. Cloud Westgate.

(3) The properties included in this portfolio disposition are: Corporate Center West, Farnam Executive Center, (4) Flagship Corporate Center, Gateway Corporate Center, Miracle Hills One, Pacific Hills, Riverport, Timberlands, and Woodlands Plaza IV.

(5) On January 29, 2016, we transferred ownership of nine properties to the mortgage lender on a \$122.6 million non-recourse loan and removed the debt obligation and accrued interest from our balance sheet. The properties had an estimated fair value of \$89.3 million on the transfer date. Upon completion of this transfer, we recognized a gain

on extinguishment of debt of \$36.5 million, representing the difference between the loan and accrued interest payable extinguished over the carrying value of the properties, cash, accounts payable and accounts receivable transferred as of the transfer date and related closing costs.

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Nine Months Ended January 31, 2015

Dispositions	Date Disposed	(in thousands)		
		Sales Price	Book Value and Sales Cost	Gain/(Loss)
<b>Multi-Family</b>				
83 unit - Lancaster - St. Cloud, MN	2014-09-22	\$4,451	\$3,033	\$ 1,418
<b>Industrial</b>				
198,600 sq ft Eagan 2785 & 2795 - Eagan, MN	2014-07-15	3,600	5,393	(1,793 )
<b>Other</b>				
73,338 sq ft Dewey Hill - Edina, MN	2014-05-19	3,100	3,124	(24 )
25,644 sq ft Weston Retail - Weston, WI	2014-07-28	n/ a	1,176	(1,176 )
74,568 sq ft Wirth Corporate Center - Golden Valley, MN	2014-08-29	4,525	4,695	(170 )
52,000 sq ft Kalispell Retail - Kalispell, MT	2014-10-15	1,230	1,229	1
34,226 sq ft Fargo Express Center & SC Pad - Fargo, ND	2014-11-18	2,843	2,211	632
79,297 sq ft Northgate I – Maple Grove, MN	2014-12-01	7,200	6,881	319
		18,898	19,316	(418 )
<b>Unimproved Land</b>				
Kalispell Unimproved - Kalispell, MT	2014-10-15	670	670	0
<b>Total Property Dispositions</b>		<b>\$27,619</b>	<b>\$28,412</b>	<b>\$ (793 )</b>

**NOTE 9 • MORTGAGES PAYABLE AND LINE OF CREDIT**

Most of the properties we own serve as collateral for separate mortgage loans on single properties or groups of properties. The majority of these mortgages payable are non-recourse to us, other than for standard carve-out obligations such as fraud, waste, failure to insure, environmental conditions and failure to pay real estate taxes. Interest rates on mortgages payable range from 2.73% to 7.94%, and the mortgages have varying maturity dates from the current fiscal year through July 1, 2036. As of January 31, 2016, our management believes there are no defaults or material compliance issues in regard to any mortgages payable.

Of the mortgages payable, the balances of fixed rate mortgages totalled \$671.6 million at January 31, 2016 and \$629.8 million at April 30, 2015. The balances of variable rate mortgages totalled \$90.0 million and \$38.3 million as of January 31, 2016 and April 30, 2015, respectively. We do not utilize derivative financial instruments to mitigate our exposure to changes in market interest rates. Most of the fixed rate mortgages have substantial pre-payment penalties. As of January 31, 2016, the weighted average rate of interest on our mortgage debt, excluding mortgages on properties held for sale, was 4.80%, compared to 4.95% on April 30, 2015. The aggregate amount of required future principal payments on mortgages payable as of January 31, 2016, excluding \$10.7 million in outstanding mortgage indebtedness related to assets held for sale, is as follows:

	(in
Fiscal year ended April 30,	thousands)
2016 (remainder)	\$ 46,710

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2017	43,543
2018	41,229
2019	116,598
2020	111,490
Thereafter	402,075
Total payments	\$ 761,645

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In addition to the individual first mortgage loans comprising our \$761.6 million of mortgage indebtedness, we also have a revolving, multi-bank line of credit with First International Bank and Trust, Watford City, North Dakota, as lead bank, which had, as of January 31, 2016, lending commitments of \$100.0 million. This line of credit is not included in our mortgage indebtedness total. As of January 31, 2016, the line of credit was secured by mortgages on 17 properties. Under the terms of the line of credit, properties may be added and removed from the collateral pool with the agreement of the lenders. Participants in this credit facility as of January 31, 2016 included, in addition to First International Bank, the following financial institutions: The Bank of North Dakota, First Western Bank and Trust, Dacotah Bank, Highland Bank, American State Bank & Trust Company, Town & Country Credit Union, WoodTrust Bank, and United Community Bank. As of January 31, 2016, the line of credit had an interest rate of 4.75% and a minimum outstanding principal balance requirement of \$17.5 million. As of January 31, 2016 and April 30, 2015, we had borrowed \$17.5 million and \$60.5 million, respectively. The line of credit includes covenants and restrictions requiring us to achieve on a fiscal and calendar quarter basis a debt service coverage ratio on borrowing base collateral of 1.25x in the aggregate and 1.00x on individual assets in the collateral pool. We are also required to maintain minimum depository account(s) totaling \$6.0 million with First International Bank, of which \$1.5 million is to be held in a non-interest bearing account. As of January 31, 2016, we believe we were in compliance with the line of credit's covenants.

**NOTE 10 • FAIR VALUE MEASUREMENTS**

ASC 820, Fair Value Measurement and Disclosures defines and establishes a framework for measuring fair value. The objective of fair value is to determine the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). ASC 820 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three levels, as follows:

Level 1: Quoted prices in active markets for identical assets

Level 2: Significant other observable inputs

Level 3: Significant unobservable inputs

Fair value estimates may be different than the amounts that may ultimately be realized upon sale or disposition of the assets and liabilities.

**Fair Value Measurements on a Recurring Basis**

We had no assets or liabilities recorded at fair value on a recurring basis at January 31, 2016 and April 30, 2015.

**Fair Value Measurements on a Nonrecurring Basis**

Non-financial assets and liabilities measured at fair value on a nonrecurring basis at January 31, 2016 consisted of real estate held for sale that was written-down to estimated fair value during the nine months ended January 31, 2016. Non-financial assets measured at fair value on a nonrecurring basis at April 30, 2015 consisted of real estate held for sale that was written-down to estimated fair value during fiscal year 2015. See Note 2 for additional information on impairment losses recognized during fiscal years 2016 and 2015. The aggregate fair value of these assets by their levels in the fair value hierarchy is as follows:

	(in thousands)		
	Level	Level	Level
Total	1	2	3

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January 31, 2016

Real estate held for sale	\$20	\$ 0	\$ 0	\$20
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April 30, 2015

Real estate held for sale	7,100	0	0	7,100
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Financial Assets and Liabilities Not Measured at Fair Value

The following methods and assumptions were used to estimate the fair value of each class of financial assets and liabilities. The fair values of our financial instruments approximate their carrying amount in the consolidated financial statements except for debt.

Cash and Cash Equivalents. The carrying amount approximates fair value because of the short maturity.

Other Investments. The carrying amount, or cost plus accrued interest, of the certificates of deposit approximates fair value.

Other Debt. For variable rate loans that re-price frequently, fair values are based on carrying values. The fair value of fixed rate loans is estimated based on the discounted cash flows of the loans using relevant treasury interest rates plus credit spreads (Level 2).

Line of Credit. The carrying amount approximates fair value because the variable rate debt re-prices frequently.

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Mortgages Payable. For variable rate loans that re-price frequently, fair values are based on carrying values. The fair value of fixed rate loans is estimated based on the discounted cash flows of the loans using relevant treasury interest rates plus credit spreads (Level 2).

The estimated fair values of our financial instruments as of January 31, 2016 and April 30, 2015, are as follows:

	(in thousands)			
	January 31, 2016		April 30, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>FINANCIAL ASSETS</b>				
Cash and cash equivalents	\$47,117	\$47,117	\$48,970	\$48,970
Other investments	50	50	329	329
<b>FINANCIAL LIABILITIES</b>				
Other debt	140,155	139,658	144,090	143,749
Line of credit	17,500	17,500	60,500	60,500
Mortgages payable	761,645	803,479	668,112	749,604
Mortgages payable related to assets held for sale	10,661	12,757	306,716	374,818

**NOTE 11 • REDEEMABLE NONCONTROLLING INTERESTS**

Redeemable noncontrolling interests on the Condensed Consolidated Balance Sheets represent the noncontrolling interest in joint ventures in which our unaffiliated partner, at its election, could require us to buy its interest at a purchase price to be determined by an appraisal conducted in accordance with the terms of the agreement, or at a negotiated price. Redeemable noncontrolling interests are presented at the greater of their carrying amount or redemption value at the end of each reporting period. Changes in the value from period to period are charged to Common Shares on the Condensed Consolidated Balance Sheets. We currently have one joint venture, the Southgate apartment project in Minot, North Dakota, in which our joint venture partner can, for the four-year period from February 6, 2016 through February 5, 2020, compel us to acquire the partner's interest for a price to be determined in accordance with the provisions of the joint venture agreement.

As of January 31, 2016, the estimated redemption value of the redeemable noncontrolling interests was \$7.2 million. Below is a table reflecting the activity of the redeemable noncontrolling interests.

	(in thousands)
Balance at April 30, 2015	\$ 6,368
Contributions	1,120
Net loss	(244 )
Balance at January 31, 2016	\$ 7,244

**NOTE 12 • SHARE BASED COMPENSATION**

Share based awards are provided to officers, non-officer employees and trustees under our 2015 Incentive Plan approved by shareholders on September 15, 2015, which allows for awards in the form of cash and unrestricted and restricted Common Shares, up to an aggregate of 4,250,000 shares, over the ten year period in which the plan will be in effect. Through January 31, 2016, awards under the 2015 Incentive Plan consisted of restricted and unrestricted Common Shares.



Prior to the approval of our 2015 Incentive Plan, share based awards were provided to officers, non-officer employees and trustees under the our 2008 Incentive Award Plan, which was approved by shareholders on September 16, 2008, which allowed for awards in the form of cash and unrestricted and restricted Common Shares, up to an aggregate of 2,000,000 shares, over the period in which the plan will be in effect. Through January 31, 2016, awards under the 2008 Incentive Award Plan consisted of cash and restricted and unrestricted Common Shares.

#### Long-Term Incentive Plan

Under the 2008 Incentive Award Plan, our officers and non-officer employees could earn share awards under the Long-Term Incentive Plan (“LTIP”) adopted pursuant to the plan, which was a backward-looking program that measured performance over a one-year performance period beginning on the first day of each fiscal year. Such awards were payable to the extent deemed earned in shares, 50% of which vested on the last day of the performance period and 50% of which vested on the first anniversary of the end of the performance period. Such awards utilized the sole performance metric of the three-year average of the annual absolute total shareholder return (“TSR”).

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Under the 2015 Incentive Plan, our officers and non-officer employees may earn share awards under a revised long-term incentive plan, a forward-looking program that measures long-term performance over the stated performance period. Such awards are payable to the extent deemed earned in shares, 50% of which will vest at the conclusion of the performance period and 50% of which will vest on the first anniversary of the end of the performance period. To accommodate the transition from the 2008 Incentive Award Plan to the 2015 Incentive Plan, performance periods for such awards granted on September 16, 2015 (“2016 LTIP Awards”) included one-year, two-year and three-year periods beginning on May 1, 2015. Going forward, it is anticipated that LTIP awards will be issued with a three-year performance period. The 2016 LTIP Awards utilize the performance metrics of relative TSR for 67% of the award and absolute TSR for 33% of the award. The 2016 LTIP Awards for performance periods of one, two and three years were 380,498; 353,535 and 353,535 shares, respectively.

In connection with the LTIP awards, we recognize compensation expense ratably (over 31.5 months for the 50% unrestricted shares and over 43.5 months for the 50% restricted shares) based on the grant date fair value, as determined using a binomial model employing the Monte Carlo simulation, and regardless of whether the market conditions are achieved and the LTIP awards ultimately vest. The market conditions utilized for the 2016 LTIP Awards are absolute TSR (1/3 weighting) and relative TSR measured against the MSCI US REIT Index (2/3 weighting). The model evaluates the LTIP awards for changing TSR over the vesting periods, and uses random simulations that are based on past share characteristics as well as distribution growth and other factors. The assumptions used to value the LTIP awards were an expected volatility of 16.6%, a risk-free interest rate of 1.13% and an expected life of 3 years. We based the expected volatility on the historical volatility of our daily closing share price. The share price at the grant date, September 16, 2015, was \$7.13. We based the risk-free interest rate on the interest rates on U.S. treasury bonds with a maturity equal to the remaining performance period of the LTIP award. We based the expected term on the performance period of the LTIP award.

The calculated grant date fair value as a percentage of the officers’ base salary for the 2016 LTIP Awards with a three-year performance period beginning on May 1, 2015 ranged from approximately 42% to 85% for the portion of the awards based on relative TSR and from 5% to 10% for the portion of the awards based on absolute TSR. For the transition 2016 LTIP Awards with a one-year performance period beginning on May 1, 2015, the calculated grant date fair value as a percentage of the officers’ base salary ranged from approximately 46% to 96% for the portion of the awards based on relative TSR and from 5% to 10% for the portion of the awards based on absolute TSR. For the transition 2016 LTIP Awards with a two-year performance period beginning on May 1, 2015, the calculated grant date fair value as a percentage of the officers’ base salary ranged from approximately 43% to 86% for the portion of the awards based on relative TSR and from 5% to 10% for the portion of the awards based on absolute TSR.

### Total Compensation Expense

Share-based compensation expense recognized in the consolidated financial statements for all outstanding share based awards was approximately \$787,000 and \$260,000 for the three months ended January 31, 2016 and 2015, respectively, and \$1.4 million and \$1.9 million for the nine months ended January 31, 2016 and 2015, respectively.

### Restricted Share Awards

No share awards vested during the nine months ended January 31, 2016 and 2015. The total unvested restricted share awards at January 31, 2016 was 107,536 shares, which had a weighted average grant date fair value of \$7.17 per share.

As of January 31, 2016, the total compensation cost related to non-vested share awards not yet recognized was approximately \$96,000, which we expect to recognize during the remainder of fiscal year 2016.

### NOTE 13 • SUBSEQUENT EVENTS

Common and Preferred Share Distributions. On March 8, 2016, our Board of Trustees declared the following distributions:

Class of shares/units	Quarterly Amount per Share or Unit	Record Date	Payment Date
Common shares and limited partnership units	\$ 0.1300	March 21, 2016	April 1, 2016
Preferred shares:			
Series A	\$ 0.5156	March 21, 2016	March 31, 2016
Series B	\$ 0.4968	March 21, 2016	March 31, 2016

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

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements included in this report, as well as our audited financial statements for the fiscal year ended April 30, 2015, which are included in our Form 10-K filed with the SEC on June 29, 2015.

**Forward Looking Statements.** Certain matters included in this discussion are forward looking statements within the meaning of the federal securities laws. Although we believe that the expectations reflected in the following statements are based on reasonable assumptions, we can give no assurance that the expectations expressed will actually be achieved. Many factors may cause actual results to differ materially from our current expectations, including general economic conditions, local real estate conditions, the general level of interest rates and the availability of financing and various other economic risks inherent in the business of owning and operating investment real estate.

Overview

We are a self-advised equity REIT engaged in owning and operating income-producing real estate properties. Our investments include multifamily residential properties and commercial properties located primarily in the upper Midwest states of Minnesota and North Dakota. As of January 31, 2016, we held for investment 94 multifamily properties containing 12,401 apartment units and having a total real estate investment amount net of accumulated depreciation of \$933.2 million, and 83 commercial properties containing approximately 4.5 million square feet of leasable space and having a total real estate investment amount net of accumulated depreciation of \$520.9 million. We held for sale 8 multifamily properties, 1 commercial property and 1 parcel of land as of January 31, 2016.

Our primary source of income and cash is rents associated with multifamily and commercial leases. Our business objective is to increase shareholder value by employing a disciplined investment strategy. This strategy is implemented by growing income-producing assets in desired geographical markets in real estate classes we believe will provide a consistent return on investment for our shareholders. We have paid quarterly distributions continuously since our first distribution in 1971.

Critical Accounting Policies

In preparing the condensed consolidated financial statements, management has made estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. A summary of our critical accounting policies is included in our Form 10-K for the fiscal year ended April 30, 2015, filed with the SEC on June 29, 2015, under the section titled "Management's Discussion and Analysis of Financial Condition and Results of Operations." There have been no significant changes to those policies during the three months ended January 31, 2016.

Third Quarter Activities

Summarized below are transactions that occurred during the third quarter of our fiscal year 2016:

As part of our strategic plan to sell our commercial office and retail portfolios, we disposed of three retail properties for sales prices totaling \$3.5 million.

We disposed of nine office properties that secured a \$122.6 million non-recourse mortgage loan. Ownership in these properties was transferred to the mortgage lender, and we removed the debt obligation and accrued interest from our balance sheet.

We repurchased 1.8 million Common Shares, at an average price of \$7.30 per share, under our share repurchase program.

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Market Conditions and Outlook

The demand for investment and institutional quality real estate in our markets is strong. Investors have abundant equity and access to debt to facilitate acquisitions. Prices and sales volumes are up over last year. Fundamentals are also favorable with flat vacancies and rising rents in most of our markets. The exception for us is in the Bakken Oil impacted markets of Williston and Minot, North Dakota where we are experiencing rising apartment vacancies and concessions to attract residents.

We experienced generally stable trends across most of our apartment investments during the first three quarters of fiscal year 2016. Same-store net operating income decreased approximately \$2.4 million for the nine months ended January 31, 2016 compared to the same period of the prior fiscal year and occupancy increased slightly from 94.5 to 94.9% from one year ago on same-store properties. According to AXIOMetrics Inc., the national apartment occupancy rate is just 2 basis points higher than one year ago, at 94.6%. Our ability to maintain occupancy levels and raise rents remains dependent on continued healthy employment and wage growth. We have continued to observe considerable multifamily development activity in our markets, and as this new construction is completed and leased, we will experience increased competition for residents. However, based on information available to us, apartment developers in our markets are currently seeing increases in construction costs for potential new apartment developments, which may slow new developments in our markets. The U.S. economic outlook through 2017 is forecasted to be good according to U.S. Bureau of Labor Statistics and Moody's Analytics. Businesses are adding jobs and for the first time in this phase of the economic cycle we are seeing meaningful wage growth. There is an attitudinal shift also occurring toward renting by professional millennials and to lesser, although growing degree, by baby boomers. These trends are beneficial to apartment owners.

Our healthcare segment consists of medical office properties and senior housing facilities. The medical office component remains stable with high occupancy at 95.8% (same-store) and modest rent increases.

The industrial property market continues to improve as vacancies have come down across the country and in our principal market of Minneapolis. Our industrial properties are located primarily in the Minneapolis market, and same-store occupancy remained at 100%. We have placed into service one newly redeveloped industrial property of 220,557 square feet, located in Roseville, Minnesota, which is 83.6% leased. The demand for bulk warehouse and manufacturing space in our markets is healthy, with rents generally rising. The Minneapolis metro vacancy rate was 8.1% as of the fourth quarter calendar year 2015, according to Colliers International.

Same-store and Non-same-store Properties

Throughout this Quarterly Report on Form 10-Q, we have provided certain information on a same-store and non-same-store properties basis. Information provided on a same-store properties basis includes the results of properties that we have owned and operated for the entirety of both periods being compared (except for properties for which significant redevelopment or expansion occurred during either of the periods being compared, and properties sold or classified as held for sale), and which, in the case of development or re-development properties, have achieved a target level of occupancy of 90% for multifamily properties and 85% for healthcare, industrial and other properties.

For the comparison of the three and nine months ended January 31, 2016 and 2015, all or a portion of 52 properties were non-same-store, of which 16 were redevelopment or in-service development properties.

While there are judgments to be made regarding changes in designation, we typically remove properties from same-store to non-same-store when redevelopment has or is expected to have a significant impact on property net operating income within the fiscal year. Acquisitions are moved to same-store once we have owned the property for the entirety of comparable periods and the property is not under significant redevelopment or expansion. Our development projects in progress are not included in our non-same-store properties category until they are placed

in-service, which occurs upon the substantial completion for a commercial development property and upon receipt of a certificate of occupancy for a multifamily development project. They are then subsequently moved from non-same-store to same-store when the property has been in-service for the entirety of both periods being compared and has reached the target level of occupancy specified above.

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## RESULTS OF OPERATIONS

Consolidated Results of Operations for the Three and Nine Months Ended January 31, 2016 and 2015

The discussion that follows is based on our consolidated results of operations for the three and nine months ended January 31, 2016 and 2015.

	(in thousands, except percentages)								
	Three Months Ended				Nine Months Ended				
	January 31		2016 vs 2015		January 31		2016 vs 2015		
2016	2015	\$	%	2016	2015	\$	%		
Real estate rentals	\$50,277	\$46,753	\$3,524	7.5 %	\$142,526	\$135,621	\$6,905	5.1 %	
Tenant reimbursement	4,492	5,223	(731 )	(14.0 )%	13,466	15,122	(1,656 )	(11.0 )%	
TRS senior housing revenue	1,003	963	40	4.2 %	3,006	2,599	407	15.7 %	
<b>TOTAL REVENUE</b>	<b>55,772</b>	<b>52,939</b>	<b>2,833</b>	<b>5.4 %</b>	<b>158,998</b>	<b>153,342</b>	<b>5,656</b>	<b>3.7 %</b>	
Depreciation/amortization related to real estate investments	14,789	12,627	2,162	17.1 %	42,522	37,700	4,822	12.8 %	
Utilities	3,427	3,564	(137 )	(3.8 )%	9,757	9,533	224	2.3 %	
Maintenance	5,821	5,033	788	15.7 %	16,979	15,081	1,898	12.6 %	
Real estate taxes	5,029	5,284	(255 )	(4.8 )%	14,948	15,052	(104 )	(0.7 )%	
Insurance	1,214	1,215	(1 )	(0.1 )%	3,558	3,745	(187 )	(5.0 )%	
Property management expenses	4,676	3,825	851	22.2 %	13,182	10,970	2,212	20.2 %	
Other property expenses	169	197	(28 )	(14.2 )%	344	753	(409 )	(54.3 )%	
TRS senior housing expenses	912	825	87	10.5 %	2,493	2,243	250	11.1 %	
Administrative expenses	2,929	2,754	175	6.4 %	8,316	9,308	(992 )	(10.7 )%	
Other expenses	86	488	(402 )	(82.4 )%	1,714	1,678	36	2.1 %	
Amortization related to non-real estate investments	130	210	(80 )	(38.1 )%	470	647	(177 )	(27.4 )%	
Impairment of real estate investments	162	540	(378 )	(70.0 )%	3,320	4,663	(1,343 )	(28.8 )%	
<b>TOTAL EXPENSES</b>	<b>39,344</b>	<b>36,562</b>	<b>2,782</b>	<b>7.6 %</b>	<b>117,603</b>	<b>111,373</b>	<b>6,230</b>	<b>5.6 %</b>	
Operating income	16,428	16,377	51	0.3 %	41,395	41,969	(574 )	(1.4 )%	
Interest expense	(10,540)	(10,009)	(531 )	5.3 %	(29,867 )	(29,710 )	(157 )	0.5 %	
Loss on extinguishment of debt	0	0	0	n/a	(106 )	0	(106 )	n/a	
Interest income	566	561	5	0.9 %	1,687	1,681	6	0.4 %	
Other income	135	109	26	23.9 %	286	371	(85 )	(22.9 )%	
Income before gain (loss) on sale of real estate and other investments and income from discontinued operations	6,589	7,038	(449 )	(6.4 )%	13,395	14,311	(916 )	(6.4 )%	
Gain (loss) on sale of real estate and other	1,446	951	495	52.1 %	1,271	(811 )	2,082	(256.7 )%	



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investments										
Income from continuing operations	8,035	7,989	46	0.6 %	14,666	13,500	1,166	8.6 %		
Income from discontinued operations	35,408	1,162	34,246	2,947.2 %	50,181	1,322	48,859	3,695.8 %		
NET INCOME	43,443	9,151	34,292	374.7 %	64,847	14,822	50,025	337.5 %		
Net income attributable to noncontrolling interests – Operating Partnership	(4,227 )	(657 )	(3,570 )	543.4 %	(5,940 )	(618 )	(5,322 )	861.2 %		
Net loss (income) attributable to noncontrolling interests – consolidated real estate entities	581	(123 )	704	(572.4 )%	2,096	(870 )	2,966	(340.9 )%		
Net income attributable to Investors Real Estate Trust	39,797	8,371	31,426	375.4 %	61,003	13,334	47,669	357.5 %		
Dividends to preferred shareholders	(2,879 )	(2,879 )	0	0.0 %	(8,636 )	(8,636 )	0	0.0 %		
NET INCOME AVAILABLE TO COMMON SHAREHOLDERS	\$36,918	\$5,492	31,426	572.2 %	\$52,367	\$4,698	47,669	1,014.7 %		

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Revenues. Revenues for the three months ended January 31, 2016 were \$55.8 million compared to \$52.9 million in the three months ended January 31, 2015, an increase of \$2.8 million or 5.4%. The increase in revenue for the three months ended January 31, 2016 resulted primarily from properties acquired and development projects placed in service in fiscal years 2016 and 2015, as shown in the table below.

	(in thousands)
	Increase in Total Revenue Three Months ended January 31, 2016
Revenue primarily from properties acquired and development projects placed in service in Fiscal 2016	\$ 3,496
Increase in revenue primarily from properties acquired and development projects placed in service in Fiscal 2015	1,227
Decrease in revenue on same-store properties, excluding straight line rent <sup>(1)</sup>	(188 )
Net change in straight line rent on same-store properties <sup>(1)</sup>	(16 )
Decrease in revenue from properties sold or classified as held for sale in Fiscal 2016 and 2015	(1,726 )
Increase in TRS senior housing revenue <sup>(2)</sup>	40
Net increase in total revenue	\$ 2,833

(1) See analysis of NOI by segment below for additional information.

(2) See discussion in TRS Senior Housing Expenses paragraph below.

Revenues for the nine months ended January 31, 2016 were \$159.0 million compared to \$153.3 million in the nine months ended January 31, 2015, an increase of \$5.7 million or 3.7%. The increase in revenue for the nine months ended January 31, 2016 resulted primarily from properties acquired and development projects placed in service in fiscal years 2016 and 2015, as shown in the table below.

	(in thousands)
	Increase in Total Revenue Nine Months ended January 31, 2016
Revenue primarily from properties acquired and development projects placed in service in Fiscal 2016	\$ 4,575
Increase in revenue primarily from properties acquired and development projects placed in service in Fiscal 2015	7,196
Increase in revenue on same-store properties, excluding straight line rent <sup>(1)</sup>	87
Net change in straight line rent on same-store properties <sup>(1)</sup>	(553 )
Decrease in revenue from properties sold or classified as held for sale in Fiscal 2016 and 2015	(6,056 )
Increase in TRS senior housing revenue <sup>(2)</sup>	407
Net increase in total revenue	\$ 5,656

(1) See analysis of NOI by segment below for additional information.

(2) See discussion in TRS Senior Housing Expenses paragraph below.

**Depreciation/Amortization Related to Real Estate Investments.** Depreciation/amortization related to real estate investments increased by 17.1% to \$14.8 million in the third quarter of fiscal year 2016, compared to \$12.6 million in the same period of the prior fiscal year. This increase was primarily due to depreciation on new developments placed in service and acquisitions.

Depreciation/amortization related to real estate investments increased by 12.8% to \$42.5 million in the nine months ended January 31, 2016, compared to \$37.7 million in the same period of the prior fiscal year. This increase was primarily due to depreciation on new developments placed in service and acquisitions.

**Utilities.** Utilities decreased by 3.8% to \$3.4 million in the third quarter of fiscal year 2016, compared to \$3.6 million in the same period of the prior fiscal year. Same-store properties realized a decrease of \$276,000 due to decreased heating costs resulting from a milder winter. This decrease was offset by an increase of \$139,000 attributable to non-same-store properties.

Utilities increased by 2.3% to \$9.8 million in the nine months ended January 31, 2016 compared to \$9.5 million in the same period of the prior fiscal year. Same-store properties realized a decrease of \$65,000 while an increase of \$289,000 was attributable to non-same-store properties.

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Maintenance. Maintenance expenses increased by 15.7% to \$5.8 million in the third quarter of fiscal year 2016, compared to \$5.0 million in the same period of the prior fiscal year. An increase of \$323,000 was attributable to same-store properties primarily due to an increase in labor and benefit costs as a result of tight labor markets. Non-same-store properties realized an increase of \$465,000.

Maintenance expenses increased by 12.6% to \$17.0 million in the nine months ended January 31, 2016 compared to \$15.1 million in the same period of the prior fiscal year. An increase of \$1.1 million was attributable to same-store properties primarily due to an increase in labor and benefit costs as a result of tight labor markets. Non-same-store properties realized an increase of \$779,000.

Real Estate Taxes. Real estate taxes decreased by 4.8% to \$5.0 million in the third quarter of fiscal year 2016, compared to \$5.3 million in the same period of the prior fiscal year. A decrease of \$351,000 was attributable to same-store properties primarily due to decreased assessments in our North Dakota markets. An increase of \$96,000 was attributable to non-same-store properties

Real estate taxes decreased by 0.7% to \$14.9 million in the nine months ended January 31, 2016 compared to \$15.1 million in the same period of the prior fiscal year. A decrease of \$116,000 was attributable to same-store properties primarily due to decreased assessments in our North Dakota markets. An increase of \$12,000 was attributable to non-same-store properties.

Insurance. Insurance expense decreased by 5.0% to \$3.6 million in the nine months ended January 31, 2016 compared to \$3.7 million in the same period of the prior fiscal year. Deductibles paid on insurance claims at same-store properties decreased by \$308,000 when compared to the prior year while insurance premiums at same-store properties decreased by \$74,000. These decreases were offset by an increase of \$195,000 which was attributable to non-same-store properties. The change in insurance expense between the quarters ending January 31, 2016 and 2015 was immaterial.

Property Management Expenses. Property management expenses increased by 22.2% to \$4.7 million in the third quarter of fiscal year 2016, compared to \$3.8 million in the same period of the prior fiscal year. An increase of \$346,000 was attributable primarily to an increase in labor and benefit costs at same-store properties while an increase of \$505,000 was realized at non-same-store properties.

Property management expenses increased by 20.2% to \$13.2 million in the nine months ended January 31, 2016 compared to \$11.0 million in the same period of the prior fiscal year. An increase of \$851,000 was attributable primarily to increases in marketing costs, property management costs and labor and benefits costs at same-store properties while an increase of \$1.4 million was realized at non-same-store properties.

Other Property Expenses. Other property expense, consisting primarily of bad debt provision expense, decreased to approximately \$344,000 in the nine months ended January 31, 2016, compared to approximately \$753,000 in the same period of the prior fiscal year, primarily due to a decrease in the provision for bad debt. The change in other property expenses between the quarters ending January 31, 2016 and 2016 was immaterial.

TRS Senior Housing Expenses. We have one TRS which is the tenant in the Legends at Heritage Place senior housing facility. Property management expenses for the Heritage Place property are paid by the TRS, as the tenant in the property, and revenue from the Heritage Place facility is shown as TRS senior housing revenue on the Condensed Consolidated Statements of Operations. TRS senior housing expense for the nine months ended January 31, 2016 increased \$250,000 compared to the same period of the prior year. The change in TRS senior housing expenses between the quarters ending January 31, 2016 and 2016 was immaterial.

**Administrative Expenses.** Administrative expenses decreased by 10.7% to \$8.3 million in the nine months ended January 31, 2016, compared to \$9.3 million in the same period of the prior fiscal year. This change was primarily due to decreases of approximately \$864,000 in short term incentive plan expense and \$617,000 in share-based compensation expense, offset by increases in salary and bonus expenses. The change in other administrative expenses between the quarters ending January 31, 2016 and 2015 was immaterial.

**Other Expenses.** Other expenses decreased 82.4% to approximately \$86,000 in the third quarter of fiscal year 2016 compared to the same period of the prior fiscal year. The decrease for the quarter was primarily due to a post-sale reduction in property expenses. The change in other expenses between the nine months ending January 31, 2016 and 2015 was immaterial.

**Impairment of Real Estate Investments.** We recognized approximately \$162,000 and \$540,000 of impairment in continuing operations during the three months ended January 31, 2016 and 2015, respectively and \$3.3 million and \$4.7 million during the nine months ended January 31, 2016 and 2015, respectively. See Note 2 of the Notes to the Condensed Consolidated Financial Statements in this report for additional information.

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Interest Expense. Components of interest expense in the three and nine months ended January 31, 2016 and 2015 were as follows.

(in thousands, except percentages)

	Three Months Ended				Nine Months Ended				
	January 31		2016 vs 2015		January 31		2016 vs 2015		
	2016	2015	\$	%	2016	2015	\$	%	
		Change	Change			Change	Change		
Mortgage debt	\$9,407								