

INVESTORS REAL ESTATE TRUST

Form S-3/A

September 03, 2002

As filed with the Securities and Exchange Commission on September 3, 2002

Registration No. 333-98575

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form S-3/A**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**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.)*

**12 South Main Street, Suite 100**

**Minot, ND 58701**

**(701) 837-4738**

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

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**Thomas A. Wentz, Jr.**

**Vice President and General Counsel**

**12 South Main Street, Suite 100**

**Minot, ND 58701**

**(701) 837-4738**

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

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**Copies to:**

**Joseph T. Kinning, Esq.**

**Amy E. Dahl, Esq.**

**Gray, Plant, Mooty, Mooty & Bennett, P.A.**

**33 South Sixth Street**

**3400 City Center**

**Minneapolis, Minnesota 55402**

**(612) 343-2800**

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**Approximate date of commencement of proposed sale to the public:** From time to time after the registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of earlier effective registration statement for same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price	Proposed maximum aggregate offering price	Amount of registration fee
Shares of Beneficial Interest, no par value.....	7,214,547 shares	\$9.45(1)	\$ 68,177,469(1)	\$ 6,272.33(1)

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) of Regulation C under the Securities Act of 1933 as of the close of the market on August 15, 2002.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant files a further amendment which specifically states that this Registration Statement will thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the Registration Statement becomes effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**Information contained in this Prospectus is not complete and may be changed. The selling shareholders identified in this Prospectus may not sell the securities covered by this Prospectus until the Securities and Exchange Commission declares effective the registration statement of which this Prospectus is a part. This Prospectus is not an offer to sell these securities and it is not an offer to buy these securities in any state where such an offer or sale is not permitted.**

**Subject to Completion, Dated September 3, 2002**

PROSPECTUS

[IRET LOGO]

## Investors Real Estate Trust

### 7,214,547 Shares of Beneficial Interest

We are a self-advised real estate investment trust ( REIT ) that is engaged in acquiring, owning and leasing multi-family residential and commercial real estate. Our principal executive office is located at 12 South Main, Suite 100, Minot, North Dakota, 58701. Our telephone number is (701) 837-4738.

This Prospectus relates to the offer and sale from time to time by certain persons listed in this Prospectus as selling shareholders of up to 7,214,547 shares of beneficial interest. Our shares of beneficial interest ( Shares ) are the functional equivalent of common stock, having the rights and preferences normally associated with common stock.

We may issue the Shares covered by this Prospectus to such selling shareholders to the extent that they redeem their limited partnership units ( LP Units ) of IRET Properties, a North Dakota Limited Partnership ( IRET Properties ) and we elect to issue Shares in connection with such redemption. We may elect to pay cash for redeemed LP Units rather than issue Shares.

We are registering the Shares covered by this Prospectus as required under the Agreement of Limited Partnership of IRET Properties, dated January 31, 1997 and as amended to date. The registration of the Shares does not necessarily mean that any of the selling shareholders will redeem their LP Units or that, following the redemption of LP Units and the issuance of Shares, any Shares will be offered or sold by the selling shareholders. All net proceeds from the sale of the Shares covered by this Prospectus will go to the selling shareholders. We will not receive any proceeds from any sales of Shares, but will incur expenses in connection with the offering. See Selling Shareholders and Plan of Distribution.

The selling shareholders may sell the Shares covered in this Prospectus from time to time on the Nasdaq National Market or such other national securities exchange or automated interdealer quotation system on which our Shares are then listed or quoted, through negotiated transactions or otherwise at market prices prevailing at the time of the sale or at negotiated prices. The selling shareholders may engage brokers or dealers who may receive commissions or discounts from the selling shareholders.

Our Shares are traded on the Nasdaq National Market under the symbol IRETS.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this Prospectus is September \_\_, 2002.

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## ABOUT THIS PROSPECTUS

This Prospectus is part of a Registration Statement on Form S-3/A that we filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the Securities Act ). This Prospectus and any accompanying prospectus supplement do not contain all of the information included in the Registration Statement. For further information, we refer you to the Registration Statement, including its exhibits. Statements contained in this Prospectus and any accompanying prospectus supplement about the provisions or contents of any agreement or other document are not necessarily complete. If the rules and regulations of the Securities and Exchange Commission require that such agreement or document be filed as an exhibit to the Registration Statement, please see such agreement or document for a complete description of these matters. You should not assume that the information in this Prospectus or any prospectus supplement is accurate as of any date other than the date on the front of each document.

This Prospectus provides you with a general description of the Shares covered by this Prospectus and any prospectus supplement. Each time a selling shareholder sells any of the Shares covered by this Prospectus, the selling shareholder will provide you with this Prospectus and a prospectus supplement, if applicable, that will contain specific information about the terms of that offering. The prospectus supplement also may add, update or change any information contained in this Prospectus. You should read both this Prospectus and any prospectus supplement together with additional information described under the heading Where to Find More Information.

## WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission. You may read and copy any document we file at the Securities and Exchange Commission's public reference rooms at 450 Fifth Street, N.W., Washington, D.C., 20549, and in New York, New York and Chicago, Illinois. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the public reference rooms. Our Securities and Exchange Commission filings are also available to the public at the Securities and Exchange Commission's web site at <http://www.sec.gov> and our web site at <http://www.irets.com>. Information on our website does not constitute part of this Prospectus. Our Exchange Act filing number is 0-14851.

The Securities and Exchange Commission allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be part of this Prospectus, and later information filed with the Securities and Exchange Commission will update and supersede this information. We incorporate by reference the documents listed below, and any future filings made with the Securities and Exchange Commission under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus but before the end of any offering of Shares under this Prospectus.

- The Company's Annual Report on Form 10-K for the year ended April 30, 2002;
- The description of the Company's shares of beneficial interest is contained in the Company's Registration Statement on Form 10 (File No. 0-14851), dated July 29, 1986, as amended by the Amended Registration Statement on Form 10, dated December 17, 1986, and the Second Amended Registration Statement on Form 10, dated March 12, 1987.

You may request a copy of these filings, at no cost, by writing or calling us at the following address and telephone number:

Timothy P. Mihalick  
Investors Real Estate Trust  
12 South Main Street, Suite 100  
Minot, N.D. 58701  
(701) 837-4738

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## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements included in this Prospectus and the documents incorporated into this Prospectus by reference are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). Such forward-looking statements include statements about our intention to invest in properties that we believe will increase in income and value; our belief that the real estate markets in which we invest will continue to perform well; our belief that we have the liquidity and capital resources necessary to meet our known obligations and to make additional real estate acquisitions and capital improvements when appropriate to enhance long term growth; and other statements preceded by, followed by or otherwise including words such as believe, expect, intend, project, anticipate, potential, may, will, should, continue and other similar expressions. These statements indicate that we have used assumptions that are subject to a number of risks and uncertainties that could cause our actual results or performance to differ materially from those projected.

Although we believe that the expectations reflected in such forward-looking statements are based on reasonable assumptions, we can give no assurance that these expectations will prove to have been correct. Important factors that could cause actual results to differ materially from the expectations reflected in the forward-looking statements include:

- the economic health of the markets in which we hold investments, specifically the states of Minnesota and North Dakota, or other markets in which we may invest in the future;
- the economic health of our commercial tenants;
- our ability to identify and secure additional multi-family residential and commercial properties that meet our criteria for investment;
- the level and volatility of prevailing market interest rates and the pricing of our Shares;
- financing risks, such as the inability to obtain debt or equity financing on favorable terms, or at all;
- timely completion and lease-up of properties under construction;
- competition;
- compliance with applicable laws, including those concerning the environment and access by persons with disabilities; and
- other risks identified in this Prospectus and from time to time in the reports that we file with the Securities and Exchange Commission or otherwise publicly disseminate.

In light of these uncertainties, the events anticipated by our forward-looking statements might not occur. We undertake no obligation to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

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## IRET

We are a self-administered, self-managed equity REIT. Our business consists of owning and operating income-producing real properties. We are structured as an UPREIT and we conduct our day-to-day business operations through our operating partnership, IRET Properties. We have fundamental strategies of focusing our real estate investments in the upper Midwest, primarily in Minnesota, North Dakota, South Dakota, Montana and Nebraska, and of diversifying our investments between multi-family residential and commercial properties.

Our objective is to increase shareholder value by employing a disciplined investment strategy. This strategy is focused on growing assets in desired geographical markets, achieving diversification by property type and location, adhering to targeted returns in acquiring properties and regularly increasing funds from operations and dividend rates. We have increased our dividends every year since our inception and every quarter since 1988.

We seek to diversify our investments between multi-family residential and commercial properties. As of April 30, 2002, our real estate portfolio consisted of:

- 66 multi-family residential properties, containing 8,296 apartment units and having a total asset value (less accumulated depreciation) of \$348 million; and
- 67 commercial properties, containing 3,769,480 square feet of leasable space and having a total asset value (less accumulated depreciation) of \$333 million.

Typically, we attempt to concentrate our multi-family residential properties in communities with populations of approximately 35,000 to 500,000 and we attempt to concentrate our commercial holdings in metropolitan areas with populations of approximately 100,000 to 3.0 million. Our multi-family residential properties include apartment buildings, complexes and communities. Our commercial properties include office buildings, warehouse and industrial

facilities, medical office and health care facilities and retail stores and centers.

We generally use available cash or short-term floating rate debt to acquire real estate. We then replace such cash or short-term floating rate debt with fixed-rate secured debt, typically in an amount equal to 70% of the acquisition cost. In appropriate circumstances, we also may acquire one or more properties in exchange for equity securities or LP Units of IRET Properties, which are convertible into Shares on a one-to-one basis after the expiration of a minimum one-year holding period. Subject to our continued ability to raise equity capital and exchange LP Units, we anticipate acquiring \$100 million to \$200 million of real estate assets on an annual basis.

We contract with locally based third-party management companies to handle all onsite management duties necessary for the proper operation of our properties. All of our management contracts provide for compensation ranging from 2.8 to five percent of gross rent collections and may be terminated by us in 60 days or less by providing written notice of termination. The use of locally-based management companies allows us to enjoy the benefits of local knowledge of the applicable real estate market, while avoiding the cost and difficulty associated with maintaining management personnel in every location in which we operate.

We operate in a manner intended to enable us to qualify as a REIT under the Internal Revenue Code. In accordance with the Code, a REIT that distributes its capital gain and at least 90% of its taxable income to its shareholders each year, and which meets certain other conditions, will not be taxed on the portion of taxable income that is distributed to shareholders.

#### **NO PROCEEDS TO IRET**

We will not receive any proceeds from the sale by the selling shareholders of the Shares covered by this Prospectus. All of the net proceeds from the sale of the Shares covered by this Prospectus will go to the selling shareholders who offer and sell their shares. All costs and expenses incurred in connection with the registration under the Securities Act of the offering made hereby will be paid by us, other than any brokerage fees and commissions, fees and disbursements of legal counsel for the selling shareholders and share transfer and other taxes attributable to the sale of Shares, which will be paid by the selling shareholders. See Selling Shareholders.

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#### **SELLING SHAREHOLDERS**

The selling shareholders hold 7,214,547 LP Units in IRET Properties. We may issue the Shares covered by this Prospectus to the selling shareholders in exchange for LP Units if and to the extent that the selling shareholders redeem the LP units and we elect to issue Shares in exchange for such LP Units. The following table sets forth certain information with respect to the selling shareholders and their ownership of Shares as of July 31, 2002. Except as indicated below, none of the named selling shareholders hold any position, office or has any other material relationship with us, or any of our predecessors or affiliates, during the past three years. Except as indicated below, the Shares owned by each selling shareholder prior to the offering represent less than 1% of the sum of the Shares outstanding as of July 31, 2002 plus all Shares to be issued upon redemption of the outstanding LP Units in IRET Properties by the selling shareholders named herein, assuming redemption of all outstanding LP Units in IRET Properties in exchange for Shares.

Since the selling shareholders may sell all, some or none of the offered shares, and since there are currently no agreements, arrangements or understandings with respect to the sale of any of such Shares, no estimate can be given as to the number or percentage of shares that will be held by the selling shareholders upon termination of any offering made hereby. The Shares covered by this Prospectus represent approximately 18% of the sum of our total Shares outstanding as of July 31, 2002 plus all Shares to be issued upon redemption of the outstanding LP Units in

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IRET Properties by the selling shareholders named herein, assuming redemption of all outstanding LP Units in IRET Properties in exchange for Shares.

Name of Selling Shareholder	Amount Owned	
	Prior to Offering (1)	Amount Offered Hereby (2)
Alvin & Carolyn Aaseth	1,800	1,800
Alvin & Ann Abelstad, JTWROS	300	300
Hewes D. Agnew	52,991	52,991
Bette Lu Anderson (3)	90,113	84,685
C. Morris Anderson (4)	86,595	86,485
Robert O. & Marianne J. Anderson, TC	36,991	36,991
Loren Andreson	1,856	1,856
Norman H. Andrews	4,280	3,212
William Lee Arndt	37,450	37,450
Jerome O. & Irene H. Askelson, JTWROS	300	300
Ralph Atlas	38,730	38,730
Richard Baertsch	80,310	1,528
Daniel Baranick	2,284	2,284
Norma Baranick	2,284	2,284
Bascom Family Trust, Clifford William & Janet Longfellow Bascom, Trustees	116,279	116,279
Albert H. Bauer Living Trust, Albert H. Bauer, Trustee	19,847	6,424
Leonard & Dianne Benfiet, JTWROS	300	300
Peter J. & Anna Berger, JT	10,724	10,724
Catherine Bialis	309	309
Marilyn K. Bigwood	3,686	600
Melvin & Marie Boeshans Living Trust, Melvin & Marie Boeshans, Trustees	30,485	600

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Name of Selling Shareholder	Amount Owned	
	Prior to Offering (1)	Amount Offered Hereby (2)
Ronald Briggs	6,455	6,455
John & Jean Brown Estate Trust, John & Jean Brown Trustees	5,349	4,320
Irene Buckner	2,284	2,284
Gene Buehner	25,581	25,581
Ronald & Lowella Bushaw, JT	12,048	11,722
Robert A. Buxton	28,137	28,137
Phyllis & Alan Campbell, JTWROS	354	300
Ronald K. Carlson	120,809	106,920
Edwin C. Carpenter	12,910	12,910
Walter S. Carpenter	81,395	81,395
John Caye	23,511	23,511
Calvin T. & Marva Kirby Christian, JTWROS	150	150
Donald & Marcella Christianson, JTWROS	300	300

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Timothy F. Corwin	7,718	7,718
Virginia Coughlin	12,897	928
Gordon L. Cox	52,990	52,990
Elvin C. Dahl Living Trust, Elvin C. & Delores M. Dahl Trustees	465	300
Dain Rauscher Incorporated FBO A. James McArthur	53,460	53,460
James J. Deibert	300	300
Fred & Paula Deigert	25,101	25,101
Kurt A. Deter	3,000	3,000
Edward & Tillie Dobrinski, JTWROS	600	600
Edward & Tillie Dobrinski, TC	39,781	300
Beatrice Dreyer	13,018	300
E.L. Johnson Partners	144,983	144,983
Francis D. Ellingson	2,761	2,456
Laurence Elm Family Trust U/Will Beverly Elm Trustee	750	750
Arthur Emerson Trust, Roger Emerson, Trustee	6,488	6,488
Gordon F. & Elizabeth Emerson, TC	38,362	12,976
Matelen C. Emerson	12,976	12,976
Terry Enervold & Cheryl Enervold, JT	16,691	4,662
Edith J. Engberg	2,015	1,856
Margaret Engleson	309	309
Jay Enyart	3,365	2,944
Armond G. Erickson	7,718	7,718
Martin Evenrud	42,788	1,200
Daniel L. Feist (5)	(11) 630,999	1,856
Charles Ferguson	29,307	29,307
Herman L. & Velma R. Fettig, JTWROS	2,009	300

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Name of Selling Shareholder	Amount Owned	
	Prior to Offering (1)	Amount Offered Hereby (2)
Arnold Fiedler	2,284	2,284
Robert O. Field	2,284	2,284
The Duane L. & MaryAnn Fields Family Trust, Duane L. & MaryAnn Fields, Trustees	300	300
Roy & Darlene Filler, TC	300	300
First Prebsyterian Church	50,257	1,200
James M. Fisher Grantor Retained Annuity Trust, First Western Bank and Trust Trustee	295,812	295,812
Chauncey O. Frisbie	6,664	6,664
F. Elizabeth Frisbie	2,944	2,944
Helen Frost	6,689	300
Shirley M. Frost	4,705	1,500
Virgil R. Frost	13,035	300
Craig W. Gagnon	5,226	4,573



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Sandra R. Geiszler	354	300
David Gellman	6,455	6,455
Donald R. Givens	3,859	3,859
Jerry & Karen Goetz, JTWROS	52,080	600
Elmer & Marion Gorde, JTWROS	300	300
Jae Carmene Gross	3,212	3,212
Gerald R. Grote	7,302	7,302
Walters Group	35,031	35,031
Richard & Alice Gunter, TC	7,781	7,781
Lois J. Gydesen	79,414	75,741
Gery & Palmyra Haag, JTWROS	300	300
Richard & Mary Haenke, JTWROS	740	740
Kimberly Rohrer Hale	2,156	400
Duane Hanauer	35,266	35,266
Daryl B. Hanson	17,697	17,697
Ruth Hanson	300	300
Robert M. & Shirley A. Haugen, JTWROS	9,046	7,185
Vernon & Delores Helm, JTWROS	485	300
David A. Himmelman	12,910	12,910
Theodore F. & Darlene Hochsprung, TC	300	300
Lloyd & Betty Hoffer, JTWROS	88,557	87,273
Bradley A. Holtan	29,260	20,161
Dorothea M. Howey	928	928
Bruce K. Hoyt Revocable Trust, Bruce K. & Gayle J. Hoyt, Trustees	75,275	75,275
Bradley A. Hoyt	27,885	27,885
Steven B. Hoyt (6)	(12) 86,013	86,013
Steven B. & Michelle L. Hoyt, TC (6)	(12) 763,947	763,947
Robert & Ardis Huizenga, JTWROS	9,248	300

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Name of Selling Shareholder	Amount Owned Prior to Offering (1) Amount Offered Hereby (2)	
Leonard L. & Ida D. Hummel, JTWROS	13,423	13,423
Helen E. Hurly	27,373	600
Leo E. Ireys Revocable Living Trust, Leo E. Ireys Trustee	50,336	1,856
J & L Family Limited Partnership	57,507	57,507
Margery Jangula	27,221	150
JAS & CO FBO Mike F. Dolan Trust Agency	105,995	5,240
Gary & Gayle Jeffrey, JTWROS	6,883	600
James C. Jensen	30,980	30,872
The Carl E. Johnson Family Trust, Norma G. Johnson Trustee	8,555	8,555
The Norma G. Johnson Revocable Trust, Norma G. Johnson Trustee	8,555	8,555
Robert & Ellen Johnson, JTWROS	46,187	46,187

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Vincent W. & Eunice J. Johnson, JTWROS	300	300
Audrey Jones	6,488	6,488
Arnold P. Kaplan	12,910	12,910
Clayton Kaufman Trust, Clayton & Douglas Kaufman Trustees	6,455	6,455
Irving & June Keating	13,852	600
Alvin H. Kenner	1,800	1,800
Harris Kenner	2,128	2,128
Clay B. King	1,543	1,528
Kermit Kjonaas	300	300
Eugene & Lorrain Klein	300	300
James L. & Ruth M. Knutson, JTWROS	50,697	50,697
Calvin Krueger	106,920	106,920
Ernest & Louise Kunnanz, JTWROS	366	300
Jerome S. Lang	206,920	206,920
Joseph I Langer C/O Barrett Moving	12,910	12,910
Laurence J. & Bonnie J. Larson, JTWROS	16,672	300
Ardis Larson	7,038	928
Gerald E. & Janet I. Lawson, JTWROS	928	928
Clarence & Ann Lee, JTWROS	9,676	300
Dr. Kon-Hweii Lee	1,228	1,228
Dr. Kon-Hweii & Alice Shwu-Heuy Lee, JTWROS	1,856	1,856
Peter J. & Minnie M. Lefor, JT	12,528	12,528
Florence Lehr	93,583	87,168
Marvin Lehr	93,583	87,168
Darrell & Susan Leier, TC	943	900
Marlo & Edith Lelm, JTWROS	11,507	1,500
Julia Lenertz	928	928

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Name of Selling Shareholder	Amount Owned Prior to Offering	Amount Offered Hereby (2)
Phillip L. Levin Trust, Phillip L. Levin Trustee	12,910	12,910
Steven B. Liefschultz	12,196	10,671
Liffrig Family Investments, LLP	16,901	14,317
Darwin D. Lindberg	31,795	31,795
Mary Lipp	25,480	25,480
Hy Liss	12,910	12,910
Liss Family Trust, Joseph M. & Adeline N. Liss, Trustees	12,910	12,910
Omar & Helen Locken, JTWROS	652	600
Ann Loder	1,228	1,228
Leroy & Ann Loder, JTWROS	2,284	2,284
Leroy & Ann Loder, TC	600	600
Leroy Loder	928	928
Robert L. & Patricia A. Lorentson	48,565	44,604
Lowell Lundberg	7,834	7,718
Patsy McArthur	53,460	53,460

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Mary Mahoney Marital Trust, Meg Mahoney, Trustee	1,450	1,228
Mitchell Mahoney Family Trust, Meg Mahoney, Trustee	38,710	2,284
Jack G. Marcil	3,859	3,859
Tamra I. Medina	10,163	10,163
Jerome J. Mergen	21,400	18,725
Arnold Merkel	2,284	2,284
J&M Miller Living Trust, John A. Miller & Marlene A. Miller, Trustees	57,839	3,056
Jeffrey Miller (7)	163,001	5,496
Kenneth or Jeanette Miller, JTWROS	12,591	2,284
Kenneth L. & Jeanette E. Miller Trust, Kenneth L. & Jeannette E. Miller, Trustees	31,468	31,468
Peggy Miller (8)	159,376	1,228
Laurence & Agnes Mizeur, JTWROS	600	600
Ernest Mock	17,582	2,284
Karen Mock	400	400
Ronald & Nancy Mongeon, JTWROS	4,592	300
Helen Mork & Craig Mork, JTWROS	9,331	6,424
Helen Mork & Deborah Branseky, JTWROS	3,212	3,212
Helen Mork & Linda Jundt, JTWROS	2,284	2,284
Ronald A. Morton	64,225	2,000
Richard L. Muus	1,450	1,228
Burton G. Neff Revocable Trust, Burton G. & Annette Neff Trustees	7,620	6,455
Adeline Neuharth Residuary Trust, Hilmer Neuharth Trustee	27,635	27,635

Name of Selling Shareholder	Amount Owned	
	Prior to Offering (1)	Amount Offered Hereby (2)
Hilmer & Adeline L. Neuharth Trust, Hilmer Neuharth Trustee	27,635	27,635
Andrew Nikitenko	6,321	2,284
D. Michael Noonan	7,302	7,302
North Dakota State Land Department Unclaimed Property Division	309	309
Delores Odell Living Trust, Roger R. or Delores Odell Trustees (9)	287,832	199,935
Roger R. Odell Living Trust, Roger R. or Delores Odell Trustees (9)	115,271	97,906
Terrance W. Oehrlein	21,751	18,725
David C. & Kathleen B. Olson, JTWROS	3,278	600
Oscar & Jean Olson, JTWROS	1,228	1,228
Phyllis A. Olson Living Trust	600	600
Vernon D. Olson Trust	5,735	2,156
Nancy Oster	106,920	106,920
DeLaine M. Owen	18,182	18,182

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Lillian M. Owen	18,182	18,182
Monica Paper	25,523	300
Parktown Partnership	37,450	37,450
Clayton & Bonnie Patterson, JTWROS	60,675	3,056
Clayton Patterson	2,884	2,884
David & Lucille Paulson, JTWROS	300	300
Frances M. Peerboom	45,208	18,248
Pella Investments	61,248	61,248
Dennis & Mary Peterson, JTWROS	354	300
D. Duane Peterson	174,566	158,757
Ronald & Ardis Petterson, JTWROS	14,815	14,815
Bruce C. Pinkerton	52,990	52,990
Jean L. Pringle	50,877	300
The Protective Group Inc.	(13) 479,150	479,150
Mark Purdy	8,399	4,112
The Evelyn I. Rechtzigel Trust, Frank H. & Gene A. Rechtzigel, Trustees	83,333	83,333
Raymond Reich Family Limited Liability Partnership	19,291	16,012
Donald J. Rensch Family Protection Trust, Donald J. & Phyllis K. Rensch Trustees	42,228	35,795
Gerald & Vivian Rensch, TC	2,130	1,828
Harold Rensch & Jeanne Rensch, JT	35,795	35,795
Phyllis K Rensch Family Protection Trust, Donald J. Rensch, Trustee	9,846	8,341
Timothy Reuer	1,417	1,200
George Richter	108,737	108,737
Ridge Oaks Apartments, Ltd.	178,743	178,743

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Name of Selling Shareholder	Amount Owned	
	Prior to Offering (1)	Amount Offered Hereby (2)
Orrin V. Rinke	7,302	7,302
Jay & Phyllis Ritland, JTWROS	331	300
Henry Roath	3,475	2,944
Richard L. Rosenberg	7,620	6,455
Ralph D. Rudrud	7,718	7,718
Robert E. Sage 1984 Revocable Living Trust, Robert E. Sage Trustee	31,847	31,847
Joann Salley	928	928
William & Joann Salley, JTWROS	300	300
Dale & Arnola Savelkoul, JTWROS	300	300
Dale & Arnola Savelkoul, TC	71,818	300
Leonard & Blanche Schaan	13,353	300
Bernard J. & Elaine Schaefer, TC	10,868	9,575
Joseph R. Schan	20,112	600
Edward Schmit Family Trust, Francis J. Schmit Trustee	300	300

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Dennis D. Schreffler	59,541	52,990
Yvonne L. Schultz Living Trust, Yvonne L. Schultz Trustee	34,237	300
Schulz Cottage Grove Partners	31,603	31,603
Melvin A. & Ardella L. Score, TC	4,873	1,228
Gertrude B. Sehl	62,534	62,534
The Mary E. Shirley Trust, Mary E. Shirley Trustee	2,284	2,284
Glenn H. & Janet M. Sivertson, JTWROS	928	928
Violet Skarphol Marital Trust, Community First National Bank, Trustee	7,718	7,718
Doris Slaaten Trust, Doris Slaaten, Trustee	2,284	2,284
Wayne O. & Patricia A. Solberg, TWROS	1,062	900
Arnold Soskin	12,910	12,910
The Stebleton Family 1986 Trust, Roger V. & H. Pat Stebleton, Trustees	94,752	94,752
Estell Stillman	6,455	6,455
Keith H. & Sally Stinson, JTWROS	928	928
Keith H. Stinson	300	300
Paul Storsteen	5,542	2,284
Donald Streitz	24,970	600
David W. & Joann M. Tanberg, JTWROS	7,818	600
Tarno Distributing	132,139	600
Bernard H. Terhaar	41,763	41,763
Shirley M. Terhaar	41,763	41,763

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Name of Selling Shareholder	Amount Owned	
	Prior to Offering (1)	Amount Offered Hereby (2)
David J. & Karen L. Theusch, JTWROS	502	300
Laurence & Opal Thompson, TC	600	600
Laurence & Opal Thompson, JTWROS	900	900
Marguerite N. Thompson	14,271	2,400
Mary Ellen Thompson	113,056	53,125
Keith & Janette Timmreck, JTWROS	19,256	600
Violet Torno	4,573	900
Tri-Dak	19,905	13,423
Roger Van Berkomp	2,284	2,284
Michael Vandall	300	300
VCI Partnership	192,613	192,613
Barbara Voeller	9,184	400
Donald Volkmuth	105,797	105,797
Clive P. & Elizabeth P. Ware	56,483	56,483
G. Paul & A. Suzanne Ware, TC	127,389	127,389
Dr. Kevin & Kari Ware, TC	157,082	157,082
Stephen C. Weisberg	7,620	6,455
Michael V. & Judy K. Welder, JTWROS	58,594	900
Fredric Wemlinger	14,043	14,043

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Thomas A. Wentz, Sr. (10)	353,360	115,250
Westbrand & Co FBO Larry & Marion Knutson Agency	928	928
Gaila Willenbring	45,250	600
Jerry D. Wolf	211,962	211,962

- (1) Represents Shares currently owned or issuable in exchange for an equal number of LP Units currently owned by the named selling shareholder.
- (2) Represents the number of Shares (rounded down to the nearest whole Share) that may be issued by us from time to time in exchange for an equal number of LP Units held by the named selling shareholder.
- (3) Mrs. Anderson is the wife of C. Morris Anderson.
- (4) Mr. Anderson is currently a Vice Chairman and member of our Board of Trustees. He has served as a Vice Chairman since 2000 and as a member of our Board of Trustees since 1971.
- (5) Mr. Feist is currently a Vice Chairman and member of our Board of Trustees. He has served as a Vice Chairman since 2000 and as a member of our Board of Directors since 1985.
- (6) Mr. Hoyt is currently a member of our Board of Trustees. He has served in such capacity since 2001. Mr. Hoyt is also the owner of Hoyt Properties, Inc., a company that manages certain of our commercial properties. We have acquired a total of nine properties from Mr. Hoyt or his affiliates during the last three years for cash, debt and LP Units in the following amounts:

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Assumption of Debt	\$	27,741,219
New Debt		13,660,000
Cash		3,957,044
OP Units		<u>15,736,831</u>
	\$	61,095,094

- (7) Mr. Miller is currently the Chairman and a member of our Board of Trustees. He has served as chairman since 2000 and as a member of the Board of Trustees since 1985.
- (8) Mrs. Miller is the wife of Jeffrey Miller.
- (9) Roger Odell is a Trustee of the Delores Odell Living Trust and the Roger R. Odell Living Trust. Mr. Odell served as our President and as a member of our Board of Trustees from our inception in 1971 to July 1, 2000. Mr. Odell was also a 50% owner of Odell-Wentz & Associates, L.L.C., the company who served as our advisor prior to July 1, 2000. Effective on July 1, 2000, we became self-advised as a result of the acquisition of Odell-Wentz & Associates, L.L.C. Currently, Mr. Odell has no relationship with the Company as an employee, officer or trustee.
- (10) Mr. Wentz, Sr. is currently our President and Chief Executive Officer. He has served in such positions since July 1, 2000. Mr. Wentz was also a 50% owner of Odell-Wentz & Associates,

L.L.C.

(11) Represents approximately 1.6% of the sum of our total Shares outstanding as of July 31, 2002 plus all Shares to be issued upon redemption of the outstanding LP Units in IRET Properties by the selling shareholders named herein, assuming redemption of all outstanding LP Units in IRET Properties in exchange for Shares.

(12) The aggregate number of Shares owned individually by Mr. Hoyt and as a tenant in common with his wife represents approximately 2.2% of the sum of our total Shares outstanding as of July 31, 2002 plus all Shares to be issued upon redemption of the outstanding LP Units in IRET Properties by the selling shareholders named herein, assuming redemption of all outstanding LP Units in IRET Properties in exchange for Shares.

(13) Represents approximately 1.2% of the sum of our total Shares outstanding as of July 31, 2002 plus all Shares to be issued upon redemption of the outstanding LP Units in IRET Properties by the selling shareholders named herein, assuming redemption of all outstanding LP Units in IRET Properties in exchange for Shares.

### PLAN OF DISTRIBUTION

Once the selling shareholders have exchanged their LP Units for Shares, they may, from time to time, in one or more transactions, offer and sell all or a portion of their Shares that are covered by this Prospectus. We are registering the Shares covered by this Prospectus for resale to provide the transferees of the selling shareholders with freely tradable securities. Registration does not, however, necessarily mean that the selling shareholders will offer and sell any of their Shares.

Certain selling shareholders are subject to restrictions on the redemption of their LP Units for cash or Shares. Specifically, E.L. Johnson Partners and George Richter, collectively, may not redeem LP Units for cash or Shares worth more than \$600,000 per calendar quarter or, individually, may not redeem LP Units for cash or Shares worth more than \$100,000 per calendar quarter; G. Paul & A. Suzanne Ware, TC, may not redeem LP Units for cash or Shares worth more than \$1 million in any calendar year; Jerome Lang, Calvin Krueger, A. James McArthur, Patsy McArthur, Ronald Carlson, Nancy Oster and Robert Buxton, individually, may not redeem more than one-fifth of their LP Units for cash or Shares in any calendar year; Ralph Atlas, Ronald Briggs, Edwin Carpenter, David Gellman, David Himmelman, the Clayton Kaufman Trust, Joseph Langer, the Phillip Levin Trust, Hy Liss, the Liss Family Trust, the Burton Neff Revocable Trust, Richard Rosenberg, Estelle Stillman, Stephen Weisberg and Arnold

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Soskin, individually, may not redeem more than one-third of their LP Units for cash or Shares in any calendar year; and Steve Hoyt may not redeem more than five percent (5%) of his LP Units in any calendar quarter.

The selling shareholders, or their pledgees, donees, transferees or other successors in interest, may offer and sell the Shares covered by this Prospectus in the following manner:

- on the Nasdaq National Market or other quotation system or national exchange on which the Shares are listed or traded at the time of sale;
- in the over-the-counter market;
- in privately negotiated transactions;
- in underwritten transactions;
- or otherwise; at prices then prevailing or related to the then current market price or at negotiated prices.

The offering price of the Shares covered by this Prospectus and offered from time to time will be determined by the selling shareholders and, at the time of determination, may be higher or lower than the market price of the Shares on the Nasdaq National Market.

In connection with an underwritten offering, underwriters or agents may receive compensation in the form of discounts, concessions or commissions from a selling shareholder or from purchasers of offered Shares for whom they may act as agents, and underwriters may sell offered Shares to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriters and/or commissions from the purchasers from whom they may act as agents.

Offered Shares may be sold directly or through broker-dealers acting as principal or agent, or pursuant to a distribution by one or more underwriters on a firm commitment or best-efforts basis. The methods by which offered Shares may be sold include:

- a block trade in which the broker-dealer so engaged will attempt to sell offered Shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by such broker-dealer for its own account pursuant to this Prospectus;
- ordinary brokerage transactions and transactions in which the broker solicits purchases;
- an exchange distribution in accordance with the rules of the exchange or quotation system; privately negotiated transactions; and
- underwritten transactions.

The selling shareholders and any underwriters, dealer or agents participating in the distribution of offered Shares may be deemed to be underwriters within the meaning of the Securities Act. Any profit on the sale of offered Shares by the selling shareholders and any commissions received by any such broker-dealers may be deemed to be underwriting commissions under the Securities Act.

When a selling shareholder elects to make a particular offer of Shares, a prospectus supplement, if required, will be distributed that identifies any underwriters, dealers or agents and any discounts, commissions and other terms constituting compensation from such selling shareholder and any other required information.

In order to comply with state securities laws, if applicable, offered Shares may be sold only through registered or licensed brokers or dealers. In addition, in certain states, offered Shares may not be sold unless they have been registered or qualified for sale in such state or an exemption from such registration or qualification requirement is available and complied with.

We have agreed to pay all costs and expenses incurred in connection with the registration under the Securities Act of the Shares covered by this Prospectus, including, but not limited to, all registration and filing fees, printing expenses and fees and disbursements of our legal counsel and accountants. The selling shareholders will pay any brokerage fees and commissions, fees and disbursements of legal counsel for the selling shareholders and stock transfer and other taxes attributable to the sale of Shares covered by this Prospectus.

## **DESCRIPTION OF SHARES OF BENEFICIAL INTEREST**

### **General**



The securities being offered pursuant to this Prospectus are our Shares. As of the effective date of this Prospectus, which is listed on the front cover, each Share has the rights and benefits outlined below. Unless otherwise noted, none of the items listed may be changed without notice to, and the affirmative vote of, a majority of the outstanding Shares.

### **Dividend, Voting and Other Rights**

Our Shares are of one class, without par value. All Shares participate equally in dividends and distributions, when and as declared by the members of our Board of Trustees, and in net assets upon liquidation. All Shares are fully paid and non-assessable upon issuance and have no preference, conversion, exchange, pre-emptive or redemption rights.

Shareholders are entitled to one vote for each Share registered in his, her or its name. With respect to the election of members of our Board of Trustees, the Shares have cumulative voting rights, which allow each shareholder one vote for each Share registered in his, her or its name for as many members as there are to be elected to our Board of Trustees.

### **Ownership and Transfer Restrictions**

The Shares are fully transferable and alienable subject only to certain restrictions that are intended to maintain our status as a REIT. To insure compliance with the Code provision that provides that no more than 50% of the outstanding Shares may be owned by five or fewer individuals, we may, at any time, redeem Shares from any shareholder at the fair market value thereof as determined by us in good faith and based on an independent appraisal of our assets made within six months of the redemption date. Additionally, we may refuse to transfer Shares to any person whose acquisition of additional Shares might, in our opinion, violate such Code requirement. Since our formation in 1970, we have never imposed the restrictions on transfer or redeemed any of our Shares pursuant to these restrictions.

### **Senior Securities**

As of April 30, 2002, we had \$25.2 million worth of investment certificates issued and outstanding. Such securities, which are issued for a definite term and annual interest rate, are senior to the Shares offered for sale in this Prospectus. In the event that we cease operations or liquidate and distribute all of our assets, the holders of such investment certificates would be paid in full before any money is distributed to the holders of our Shares. In April 2002, we discontinued our investment certificate program. No additional investment certificates will be issued and those outstanding as of April 30, 2002, will be redeemed upon maturity.

### **Authorized Shares and Shares Currently Outstanding**

Our Second Restated Declaration of Trust authorizes us to issue an unlimited number of Shares. As of April 30, 2002 there were 27,847,079 Shares outstanding. No shareholder held five percent or more of such Shares

as of that date. We have no other classes of stock and, as of April 30, 2002, there were no warrants, stock options or other contractual arrangements, other than the LP Units, requiring the issuance of Shares or other stock.

## **CERTAIN TAX CONSIDERATIONS**

## Considerations Regarding IRET and its Shareholders

*Federal Income Taxation.* Since our organization, we have operated in a manner intended to qualify as a REIT under Sections 856-858 of the Code. Under such Code Sections, a REIT that meets certain requirements will not be subject to Federal income tax with respect to income that it distributes to its shareholders. Rather all such income will be taxed at the shareholder level. In order to be considered a REIT for purposes of the Federal income tax laws, we must continue to meet the requirements of those Sections of the Code, including the following:

(i) At the end of each fiscal quarter, at least 75% of our total assets must consist of real estate, cash and cash items (including receivables), and government securities. As to non-real estate investments, which may not exceed 25% of our total assets, the securities that we own in any one issuer may not represent more than five percent of the value of our assets or more than ten percent of the total value or voting power of that issuer.

(ii) At least 75% of our gross income for the taxable year must be derived from real estate rents or mortgages or other specified real estate related activities.

(iii) Beneficial ownership of our Shares must be held by 100 or more persons during at least 335 days of each 12-month taxable year. More than 50% of the outstanding Shares may not be owned, directly or indirectly, by or for, five or fewer individuals, at any time during the last half of the taxable year.

As a REIT, we will not be taxed on that portion of our taxable income that is distributed to our shareholders, provided that at least 90% of our taxable income is distributed. To the extent that there is undistributed taxable income or undistributed capital gain income, we will be taxed as a domestic corporation at corporate income tax rates. However, we may retain some or all of our net capital gain without incurring double taxation. If we elect to do this, we are taxed on the amount we designate as retained capital gain at the capital gains rate generally applicable to corporations. Our shareholders then must include in their income their proportionate share of the undistributed capital gain in income as long-term capital gain. In this case the shareholder is deemed to have paid the shareholder's share of the tax we paid, and is entitled to a credit for this amount on the shareholder's income tax return. In addition, the shareholder's basis in the shareholder's Shares is increased by the amount of the undistributed long-term capital gains taxed to the shareholder, less the amount of capital gains tax we paid on those capital gains. As a REIT, we will not be entitled to carry back or carry forward any net operating losses with respect to the income taxed to us.

So long as we have met the statutory requirements for taxation as a REIT, distributions made to our shareholders will be taxed to such shareholders as ordinary income or long-term capital gain. Distributions will not be eligible for the dividends received deduction for corporations. We will notify each shareholder as to that portion of the distributions which, in the opinion of our counsel, constitutes ordinary income or capital gain. The shareholders may not include in their individual income tax returns any of our operating or extraordinary losses, whether ordinary or capital.

If we do not qualify as a REIT for any taxable year, we will be taxed as a domestic corporation, and we will not be able to deduct distributions to our shareholders in computing our taxable income. Such distributions, to the extent made out of our current or accumulated earnings and profits, would be taxable to the shareholders as dividends, but would be eligible for the dividends received deduction for corporations.

In the opinion of the law firm of Pringle & Herigstad, P.C., we have conducted our operations in such a manner to qualify as a REIT. Treasury Regulations issued under the Code require that the members of our Board of

Trustees have continuing exclusive authority over our management, the conduct of our affairs and, with certain limitations, the management and disposition of the property we own. Our Board of Trustees intends to adopt any

amendments to our Second Restated Declaration of Trust that may be necessary in order for us to continue to operate as a REIT. Any amendments to our Second Restated Declaration of Trust that are required in order for us to remain qualified as a REIT may be made by the Board of Trustees without notice to, or a vote of, the shareholders.

*Taxation of Our Shareholders.* Distributions made to our shareholders out of current or accumulated earnings and profits will be taxed to the shareholders as ordinary income. Distributions that are designated as capital gain dividends will generally be taxed as long-term capital gains to the extent they do not exceed our actual net capital gain income for the taxable year. Distributions to a shareholder in excess of current or accumulated earnings and profits will be treated as a nontaxable return of capital to the extent that they do not exceed the adjusted basis of a shareholder's Shares. If distributions in excess of current or accumulated earnings and profits exceed the adjusted basis of a shareholder's Shares, the distributions will be included in the shareholder's income as long-term or short-term capital gain (assuming the Shares are held as a capital asset in the hands of the shareholder).

We will notify shareholders at the end of each year as to the portions of the distributions that constitute ordinary income, net capital gain or return of capital. Any dividend declared by us during the months of October, November or December of any year payable to a shareholder of record on a specified date in any such month will be treated as both paid by us and received by the shareholder on December 31 of such year, even though the dividend may not actually be paid by us until January of the following calendar year.

In addition, as described earlier, if we retain some or all of our net capital gain and elect to avoid double tax on these gains, we will be taxed on the amount so designated at the capital gains rate generally applicable to corporations. A Shareholders then must include the shareholder's proportionate share of these undistributed capital gains in income as long-term capital gain. The shareholders are deemed to have paid their share of the tax we paid, and they may claim a credit for this amount on their income tax returns. In addition, the tax of in the shareholder's Shares is increased by the amount of such undistributed long-term capital gains taxed to the shareholder, less the amount of capital gains tax we paid on those capital gains.

In general, any gain or loss upon a sale or exchange of Shares by a shareholder who has held such Shares as a capital asset will be long-term or short-term, depending on whether the stock was held for more than one year; provided, however, that any loss on the sale or exchange of Shares that have been held by such shareholder for six months or less will be treated as a long-term capital loss to the extent that distributions from us are required to be treated by such shareholders as long-term capital gain.

*State and Local Income Taxation.* Since we qualify as a REIT for purposes of the Federal income tax laws, we generally are not subject to state income tax on that portion of our taxable income that is distributed to our shareholders. Shareholders, however, may be subject to taxation on distributions we make to them depending on the state or local jurisdiction of residence of the shareholder. Prospective shareholders should consult their tax advisors for an explanation of how state and local tax laws could affect their investment.

*Taxation of IRAs, 401(k)s and Other Pension and Profit-sharing Trusts, and Other Tax-exempt Shareholders.* Amounts distributed as dividends by a qualified REIT generally do not constitute unrelated business taxable income (UBTI) when received by a tax-exempt entity. As a consequence, the dividend income received from us should not, subject to certain exceptions described below, be UBTI to a pension or profit-sharing trust, 401(k), IRA or other

tax-exempt entity (a Tax-Exempt Shareholder ), provided that (i) the Tax-Exempt Shareholder has not held its Shares as debt financed property within the meaning of the Code, (ii) the Shares are not otherwise used in an unrelated trade or business of the Tax-Exempt Shareholder, or (iii) in the case of a pension or profit-sharing trust (A) the trust does not hold more than 25% by value of the interests in us or (B) the trust does not hold more than 10% by value of the interests in us unless the total holdings of all pension or profit-sharing trusts holding more than 10% by value is not more than 50% by value of the interests in us. Similarly, income from the sale of Shares should not, subject to certain exceptions described below, constitute UBTI unless the Tax-Exempt Shareholder has held such Shares as a dealer (under Section 512(b)(5)(B) of the Code) or as debt-financed property within the meaning of Section 514 of the Code.

With respect to Tax-Exempt Shareholders that are social clubs, voluntary employee benefit associations, supplemental unemployment benefit trusts and qualified group legal services plans exempt from federal income taxation under Sections 501(c)(7), (9), (17) and (20) of the Code, respectively, income from an investment in us will

constitute UBTI unless the organization is able to deduct amounts set aside or placed in reserve for certain purposes so as to offset the income generated by its investment in us. Such prospective investors should consult their tax advisors concerning these set-aside and reserve requirements.

*Reporting to the IRS and Backup Withholding.* We will report to our shareholders and the Internal Revenue Service the amount of dividends paid during each calendar year and the amount of tax withheld, if any. Under the backup withholding rules, a shareholder may be subject to backup withholding, currently at the rate of 30%, with respect to dividends paid, unless such holder: (i) is a corporation or comes within certain other exempt categories and, when required, demonstrates this fact, or (ii) provides a correct taxpayer identification number, certifies as to no loss of exemption from backup withholding and otherwise complies with applicable requirements of the backup withholding rules. A shareholder that does not provide us with a correct taxpayer identification number may be subject to penalties imposed by the Internal Revenue Service. Any amount paid as backup withholding will be creditable against the shareholder's income tax liability. In addition, we may be required to withhold a portion of capital gain distributions to any shareholder who fails to certify their non-foreign status to us.

### **Tax Treatment of IRET Properties and Its Limited Partners**

The following discussion summarizes certain federal income tax considerations applicable to IRET's investment in IRET Properties. The discussion does not cover state or local tax laws or any federal tax laws other than income tax laws.

We will include in our income our share of IRET Properties' income and deduct our share of IRET Properties' losses only if IRET Properties is classified for federal income tax purposes as a partnership rather than as a corporation or an association taxable as a corporation.

We have not requested, and do not intend to request, a ruling from the IRS that IRET Properties will be classified as a partnership for federal income tax purposes. Instead, based on certain factual assumptions and representations we have made and on currently applicable Treasury Regulations under Section 7701 of the Code, Pringle & Herigstad, P.C., is of the opinion that IRET Properties will be treated for federal income tax purposes as a partnership. Further, based on certain factual assumptions and representations we have made, Pringle & Herigstad, P.C., is of the opinion that IRET Properties will not be a publicly traded partnership. Unlike a tax ruling, an opinion of counsel is not binding upon the IRS, and no assurance can be given that the IRS will not challenge the status of IRET Properties as a partnership for federal income tax purposes. If a court sustained such a challenge, IRET

Properties would be treated as a corporation for federal income tax purposes, as described below. In addition, the opinion of Pringle & Herigstad, P.C., is based on existing law. No assurance can be given that administrative or judicial changes would not modify the conclusions expressed in the opinion.

If for any reason IRET Properties was taxable as a corporation, rather than a partnership, for federal income tax purposes, we would not be able to qualify as a REIT. In addition, any change in the IRET Properties' status for tax purposes might be treated as a taxable event, in which case we might incur a tax liability without any related cash distribution. Further, items of income and deduction of IRET Properties would not pass through to its partners, and its partners would be treated as shareholders for tax purposes. Additionally, IRET Properties would be required to pay income tax at corporate tax rates on its net income, and distributions to its partners would constitute dividends that would not be deductible in computing IRET Properties' taxable income.

### **Income Taxation of IRET Properties and its Partners**

*Partners, Not IRET Properties, Subject to Tax.* A partnership is not a taxable entity for Federal income tax purposes. As such, we will be required to take into account our allocable share of income, gains, losses, deductions and credits from IRET Properties for any taxable year ending within, or with, our taxable year, without regard to whether we have received, or will receive, any distributions.

*Partnership Allocation Income, Losses and Capital Gain.* Although a partnership agreement generally will determine the allocation of income and losses among partners, such allocations will be disregarded for tax purposes under Section 704(b) of the Code if they do not comply with the provisions of Section 704(b) of the Code and the Treasury Regulations promulgated thereunder. If an allocation is not recognized for Federal income tax purposes,

the item subject to the allocation will be reallocated in accordance with the partners' interests in the partnership, which will be determined by taking into account all of the facts and circumstances relating to the economic arrangement of the partners with respect to such item. IRET Properties' allocations of taxable income and loss are intended to comply with the requirements of Section 704(b) of the Code and the Treasury Regulations promulgated thereunder.

*Tax Allocations with Respect to Contributed Property.* Pursuant to Section 704(c) of the Code, income, gain, loss and deductions that are attributable to appreciated or depreciated property contributed to a partnership in exchange for an interest in the partnership must be allocated for Federal income tax purposes in a manner such that the contributor is charged with, or benefits from, the unrealized gain or unrealized loss associated with the property at the time of the contribution. The amount of such unrealized gain or unrealized loss is generally equal to the difference between the fair market value of the contributed property at the time of contribution and the adjusted tax basis of such property at the time of contribution. The Treasury Department has issued regulations requiring partnerships to use a reasonable method for allocating items affected by Section 704(c) of the Code, and outlining several reasonable allocation methods. IRET Properties plans to elect to use the traditional method for allocating Code Section 704(c) items with respect to the properties it acquires in exchange for LP Units.

Under the limited partnership agreement of IRET Properties, depreciation or amortization deductions will be allocated among the partners in accordance with their respective interests. In addition, gain on the sale of a property contributed to IRET Properties by a limited partner in exchange for LP Units will be specially allocated to such limited partner to the extent of any built-in gain with respect to the property. Depending on the allocation method elected under Code Section 704(c), it is possible that: (i) we may be allocated lower amounts of depreciation deductions for tax purposes with respect to contributed properties than would be allocated to us if such properties

were to have a tax basis equal to their fair market value at the time of contribution, and (ii) we may be allocated taxable gain in the event of a sale of such contributed properties in excess of the economic profit allocated to us as a result of such sale. These allocations may cause us to recognize taxable income in excess of cash proceeds, which may adversely affect our ability to comply with the REIT distribution requirements. This situation has not occurred in the past, and we do not currently have any reason to believe it will occur in the future.

The allocation rules may also affect the calculation of our earnings and profits for purposes of determining the portion of our distributions that are taxable as a dividend. The allocations described in this paragraph may result in a higher portion of our distributions being taxed as a dividend than would have occurred had we purchased the properties for cash.

*Tax Basis in IRET Properties.* In general, our adjusted tax basis of our partnership interest in IRET Properties is equal to: (i) the amount of cash and the basis of any other property that we contribute to IRET Properties, (ii) increased by our share of income and indebtedness, and (iii) reduced, but not below zero, by our share of the loss and the amount of cash and the basis of any other property distributed to us.

If the allocation of our share of loss would reduce the adjusted tax basis of our partnership interest in IRET Properties below zero, the recognition of such loss will be deferred until such time as the recognition of such loss would not reduce our adjusted tax basis below zero. To the extent that cash distributions, or any decrease in our share of the indebtedness, would reduce our adjusted tax basis below zero, the excess distributions (after our adjusted tax basis has been reduced to zero) will constitute taxable income to us. Such income normally will be characterized as capital gain, and, if our partnership interest in IRET Properties has been held for longer than the long-term capital gain holding period, the income will constitute long-term capital gain.

*Sale of Real Estate.* Generally, any gain realized by IRET Properties on the sale of property held for more than one year will be long-term capital gain, except for any portion of such gain that is treated as depreciation or cost recovery recapture.

Any gain recognized on the disposition of a particular property contributed by a partner in exchange for limited partnership will be allocated first to such contributing partner under Section 704(c) of the Code to the extent of such contributing partner's built-in gain. Any remaining gain will be allocated among the partners in accordance with their respective ownership percentage interests in IRET Properties.

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### **ERISA and Prohibited Transaction Considerations**

The following is a discussion of material considerations arising under the Employee Retirement Income Security Act of 1974, as amended ( ERISA ), and the prohibited transaction provisions of Section 4975 of the Code that may be relevant to a prospective purchaser. The discussion does not purport to deal with all aspects of ERISA or Section 4975 of the Code that may be relevant to particular shareholders in light of their particular circumstances.

The discussion is based on current provisions of ERISA and the Code and any change in the current law may render this discussion incorrect.

A fiduciary of a pension, profit-sharing, other employee benefit plan, IRA or 401(k) plan subject to Title I of ERISA should carefully consider whether an investment in our Shares is consistent with his or her fiduciary responsibilities under ERISA. In particular, the fiduciary requirements of Part 4 of Title I of ERISA require an

ERISA Plan's investments to be: (i) prudent and in the best interests of the ERISA Plan's participants and beneficiaries, (ii) diversified in order to minimize the risk of large losses, unless it is clearly prudent not to do so, and (iii) authorized under the terms of the ERISA Plan's governing documents insofar as such documents are consistent with the provisions of Title I and Title IV of ERISA.

*Status of IRET and IRET Properties under ERISA.* The following section discusses certain principles that apply in determining whether the fiduciary and prohibited transaction provisions of ERISA and the Code apply to us or IRET Properties because one or more shareholders may be an ERISA Plan, a Non-ERISA Plan or an IRA subject to such prohibited transactions provisions of Section 4975 of the Code.

If our assets are deemed to be plan assets under ERISA: (i) the prudence standards and other provisions of Part 4 of Title I of ERISA would be applicable to any transactions involving our assets, (ii) persons who exercise any authority over our assets, or who provide investment advice to us, would (for purposes of fiduciary responsibility provisions of ERISA) be fiduciaries of each ERISA Plan that acquires our Shares, and transactions involving our assets undertaken at their direction or pursuant to their advice might violate their fiduciary responsibilities under ERISA, especially with regard to conflicts of interest, (iii) a fiduciary exercising his investment discretion over the assets of an ERISA Plan to cause it to acquire or hold our Shares could be liable under Part 4 of Title I of ERISA for transactions entered into by us that do not conform to ERISA standards of prudence and fiduciary responsibility, and (iv) certain transactions that we might enter into in the ordinary course of its business and operations might constitute prohibited transactions under ERISA and the Code.

Regulations of the Department of Labor ( DOL ) provide that the ERISA rules do not apply in the case of a security which is a publicly-offered security. The Plan Asset Regulations define a publicly-offered security as a security that is widely-held, freely transferable and either part of a class of securities registered under the Exchange Act, or sold pursuant to an effective registration statement under the Securities Act. The DOL regulations provide that a security is widely-held only if it is part of a class of securities that is owned by 100 or more investors independent of the issuer and of one another. As of April 30, 2001, we had approximately 5,000 shareholders and, therefore, we are of the opinion that our Shares are now, and will be, widely held.

The Plan Asset Regulations provide that whether a security is freely transferable is a factual question to be determined on the basis of all relevant facts and circumstances. We currently impose only the following restrictions on transfer of our Shares:

Our Second Restated Declaration of Trust provides that to insure compliance with the Internal Revenue Code provision that no more than 50% of the outstanding Shares may be owned by five or fewer individuals, the Trustees may at any time redeem Shares from any Shareholder at the fair market value thereof (as determined in good faith by the Trustees based on an independent appraisal of Trust assets made within six months of the redemption date). Also, the Trustee may refuse to transfer Shares to any Person whose acquisition of additional Shares might, in the opinion of the Trustees, violate the above requirement.

We are not aware of any other facts or circumstances limiting the transferability of our Shares that are not enumerated in the Plan Asset Regulations as those not affecting free transferability.

Assuming that our Shares will be widely held, and that no other facts and circumstances other than those referred to in the preceding paragraph exist that restrict transferability, it is our opinion that our Shares should be publicly offered securities and the our assets should not be deemed to be plan assets of any ERISA Plan, IRA or

Non-ERISA Plan that invests in our Shares of beneficial ownership.

## LEGAL MATTERS

The validity of the Shares offered by this Prospectus and other legal matters will be passed upon for us by Pringle & Herigstad, P.C., Minot, North Dakota.

## EXPERTS

Our consolidated financial statements and schedule, as of April 30, 2002 and 2001, and the statements of income, shareholders' equity and cash flows of the Company for each of the three most recent fiscal years ended April 30, have been incorporated herein by reference in reliance on the reports of Brady Martz & Associates, P.C., Minot, North Dakota, independent accountants, and upon the authority of said firm as experts in accounting and auditing.

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**No dealer, sales representative or any other person has been authorized to give any information or to make any representations other than those contained in this Prospectus in connection with the offer and sale of Shares covered by this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized by us. This Prospectus does not constitute an offer to sell, or the solicitation of any offer to buy, any security other than the securities offered by this Prospectus, nor does it constitute an offer to sell or a solicitation of any offer to buy the securities offered hereby by anyone in any jurisdiction in which such offer or solicitation is not authorized, or in which the person making such offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make such offer or solicitation. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that information contained herein is correct as of any time subsequent to the date hereof.**

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7,214,547 Shares

[IRET LOGO]

**INVESTORS REAL ESTATE TRUST**  
**Shares of Beneficial Interest**

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**PROSPECTUS**

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**PART II**

**INFORMATION NOT REQUIRED TO BE IN PROSPECTUS**

**Item 14. *Other Expenses of Issuance and Distribution***

The following table sets forth our various expenses in connection with the registration of the Shares covered by this Prospectus. All of the amounts shown are estimates, except for the Securities and Exchange Commission registration fee. All of such expenses will be paid by the Company.

Securities and Exchange Commission	\$
Fee.....	6,272
Accounting Fees and	\$
Expenses.....	1,300
Legal Fees and	\$
Expenses.....	<u>11,500</u>
	\$
TOTAL.....	<u>19,072</u>

**Item 15. *Indemnification of Directors and Officers***

*Limitation of Liability and Indemnification.* Our Second Restated Declaration of Trust provides that under certain circumstances we will indemnify the members of our Board of Trustees and employees against all claims, costs and liabilities incurred as a result of acting as a member of the Board or employee, provided that the following conditions have been satisfied:

- The course of conduct which caused the loss was in the our best interests
- The affected member of the Board of Trustees or the employee was acting on our behalf.
- The loss was not the result of negligence or misconduct by a member of the Board of Trustees or an employee, or gross negligence or willful misconduct by an independent member of the Board of Trustees.
- Any indemnification payment is only recoverable from our net assets and not from the shareholders.

Members of the Board of Trustees and employees will not be indemnified by us for any losses, liabilities or expenses arising from or out of an alleged violation of federal or state securities laws, unless one or more of the following conditions are met:

- There has been a successful adjudication on the merits of each count involving alleged securities law violations.
- Such claims have been dismissed with prejudice on the merits by a court of competent jurisdiction.
- A court of competent jurisdiction approves a settlement of the claims against, and finds that, indemnification of the settlement and the related costs should be made, and the court considering the request for indemnification has been advised of the position of the Securities and Exchange Commission and of the published position of any state securities regulatory authority in which our securities were offered or sold as to indemnification for violations of securities laws.

The advancement of our funds to a trustee or employee for legal expenses and other costs incurred for which indemnification is being sought is permissible only if all of the following conditions are satisfied:

## II-1

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- The legal action relates to acts or omissions with respect to the performance of duties or services on our behalf.
- The legal action is initiated by a third party who is not a shareholder, or the legal action is initiated by a shareholder acting in his or her capacity as such and a court of competent jurisdiction specifically approves such advancement.
- The member of the Board of Trustees or the employee undertakes to repay to us the advanced funds, together with the applicable legal rate of interest thereon, in cases in which such member of the Board or such employee is found not to be entitled to indemnification.

In addition to providing indemnification to members of our Board of Trustees and employees, under certain circumstance we also maintain insurance covering members of the Board and officers against liability as a result of their actions or inactions on our behalf.

With the exception of indemnification and insurance provisions set forth above, there is no other statute, charter provision, by-law, contract or other arrangement under which a member of our Board of Trustees or an employee is insured or indemnified in any manner against liability that he or she may incur in his or her capacity as a member of our Board trustee or as an employee.

### **Item 16. Exhibits**

#### **Exhibit**

<u>Number</u>	<u>Description</u>
3.1	Second Restated Declaration of Trust, dated February 10, 1999(1)
3.2	IRET Properties Partnership Agreement, dated January 31, 1997(2)
5	Opinion of Pringle & Herigstad, P.C.*
8	Opinion of Pringle & Herigstad, P.C.*
23.1	Consent of Independent Auditors*
23.2	Consent of Pringle & Herigstad, P.C.*
24	Power of Attorney (included on signature page)

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\* Filed herewith.

(1) Incorporated by reference to the Company's Registration Statement on Form S-11 (File No. 333-78223), filed with the SEC on May 11, 1999.

(2) Incorporated by reference to the Company's Registration Statement on Form S-11 (File No. 333-21945), filed with the SEC on February 18, 1997.

### **Item 17. *Undertakings***

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of the securities offered would not exceed that which was registered) and any deviation of from the low or high end of the estimated maximum offering range may be reflected in the form of the prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3/A, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(d) The undersigned Registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933 the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) under the Securities Act of 1933 shall be deemed to be part of this registration statement as of the time it was declared effective.

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(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering thereof.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3/A and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minot, State of North Dakota, on this 3rd day of September, 2002.

## INVESTORS REAL ESTATE TRUST

By: /s/ Thomas A. Wentz, Jr.  
 Thomas A. Wentz, Jr.  
 Its: Vice President and General Counsel

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas A. Wentz, Jr. his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and Power of Attorney have been signed by the following persons in the capacities and on the date indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeffrey L. Miller</u> Jeffrey L. Miller	Trustee and Chairman	September 3, 2002
<u>/s/ Daniel L. Feist</u> Daniel L. Feist	Trustee and Vice Chairman	September 3, 2002

<u>/s/ C. Morris Anderson</u> C. Morris Anderson	Trustee and Vice Chairman	September 3, 2002
<u>/s/ John F. Decker</u> John F. Decker	Trustee	September 3, 2002
<u>/s/ Patrick G. Jones</u> Patrick G. Jones	Trustee	September 3, 2002

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<u>/s/ Stephen L. Stenehjem</u> Stephen L. Stenehjem	Trustee	September 3, 2002
<u>/s/ Steven B. Hoyt</u> Steven B. Hoyt	Trustee	September 3, 2002
<u>/s/ Thomas A. Wentz, Jr.</u> Thomas A. Wentz, Jr.	Trustee, Vice President and General Counsel	September 3, 2002
<u>/s/ Timothy P. Mihalick</u> Timothy P. Mihalick	Trustee, Senior Vice President and Chief Operating Officer	September 3, 2002
<u>/s/ Thomas A. Wentz, Sr.</u> Thomas A. Wentz, Sr.	President and Chief Executive Officer	September 3, 2002
<u>/s/ Diane K. Bryantt</u> Diane K. Bryantt	Secretary and Chief Financial Officer	September 3, 2002

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**INVESTORS REAL ESTATE TRUST  
Form S-3/A Registration Statement**

**INDEX TO EXHIBITS**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
3.1	Second Restated Declaration of Trust, dated February 10, 1999(1)
3.2	IRET Properties Partnership Agreement, dated January 31, 1997(2)
5	Opinion of Pringle & Herigstad, P.C.*

- 8 Opinion of Pringle & Herigstad, P.C.\*
- 23.1 Consent of Independent Auditors\*
- 23.2 Consent of Pringle & Herigstad, P.C.\*
- 24 Power of Attorney (included on signature page)

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\* Filed herewith.

(1) Incorporated by reference to the Company's Registration Statement on Form S-11 (File No. 333-78223), filed with the SEC on May 11, 1999.

(2) Incorporated by reference to the Company's Registration Statement on Form S-11 (File No. 333-21945), filed with the SEC on February 18, 1997.

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**Exhibit 5**

OPINION RE LEGALITY

September 3, 2002

Securities and Exchange Commission  
Washington, DC 20549

**INVESTORS REAL ESTATE TRUST - FORM S-3/A DATED SEPTEMBER 3, 2002**

We have acted as special counsel to Investors Real Estate Trust, a North Dakota business trust ( IRET ), in connection with the registration of 7,214,547 Shares of Beneficial Interest, no par value, of IRET (the Shares ), as described in the Registration Statement filed on the date hereof on Form S-3/A with the Securities and Exchange Commission (the Registration Statement ). In connection with the filing of the Registration Statement by IRET, we advise you that we have examined and are familiar with the documents, trust records and other instruments relating to the organization of IRET, and the authorization and issuance of the Shares, including without limitation the Registration Statement, and the Second Restated Declaration of Trust of Investors Real Estate Trust dated February 10, 1999 (the Declaration of Trust ).

In our examination of the foregoing documents, trust records, and other instruments (the Documents ), we have assumed that:

- i. All Documents reviewed by us are original Documents, or true and accurate copies of original Documents, and have not been subsequently amended;
- ii. The signatures on each original Document are genuine;
- iii. Each party who executed the Documents had proper authority and capacity;
- iv. All representations and statements set forth in such Documents are true and correct;

v. All obligations imposed by any such Documents on the parties thereto have been or will be performed or satisfied in accordance with their terms; and

vi. IRET at all times has been and will continue to be organized and operated in accordance with the terms of such Documents. We have further assumed the accuracy of the statements and descriptions of IRET's intended activities as described in the Registration Statement, and that IRET has operated and will continue to operate in accordance with the method of operation described in the Registration Statement.

From our examination of said documents and records, subject to the assumptions, conditions, and limitations set forth herein, it is our opinion:

1. IRET has been duly organized, and is a validly existing, business trust under the laws of the State of North Dakota.

2. IRET has the power under North Dakota law to conduct the business activities described in the Declaration of Trust, and in the Registration Statement.

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3. The Shares have been duly and validly authorized.

4. The Shares, once sold in the manner described in the Registration Statement, and once paid for by a purchaser, will be legally issued, fully paid, and non-assessable.

The opinions contained herein are limited to federal laws of the United States, and the laws of the State of North Dakota. We are not purporting to opine on any matter to the extent that it involves the laws of any other jurisdiction. This opinion is rendered as of the date hereof. We assume no obligation to update such opinion to reflect any facts or circumstances which may hereafter come to our attention or changes in the law which may hereafter occur. This opinion is limited to the matters set forth herein, and no other opinion should be inferred beyond the matters expressly stated. We have not participated in the preparation of the Registration Statement and assume no responsibility for its contents.

These opinions are furnished to you solely for your benefit in connection with the transactions described herein, and are not to be used for any other purpose without our prior written consent.

PRINGLE & HERIGSTAD, P.C.

By           /s/ David J. Hogue            
David J. Hogue

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**Exhibit 8**

OPINION RE TAX MATTERS

September 3, 2002



Securities and Exchange Commission  
Washington, DC 20549

**INVESTORS REAL ESTATE TRUST - FORM S-3/A DATED SEPTEMBER 3, 2002**

We have acted as special counsel to Investors Real Estate Trust, a North Dakota business trust ( IRET ), in connection with the registration of 7,214,547 Shares of Beneficial Interest, no par value, of IRET (the Shares ), as described in the Registration Statement filed on the date hereof on Form S-3/A with the Securities and Exchange Commission (the Registration Statement ). In connection with the filing of the Registration Statement by IRET, we advise you that we have examined and are familiar with the documents, trust records and other instruments relating to the organization of IRET, and the authorization and issuance of the Shares, including without limitation the Registration Statement, and the Second Declaration of Trust of Investors Real Estate Trust dated February 10, 1999 (the Declaration of Trust ).

In our examination of the foregoing documents, trust records, and other instruments (the Documents ), we have assumed that:

- i. All Documents reviewed by us are original Documents, or true and accurate copies of original Documents, and have not been subsequently amended;
- ii. The signatures on each original Document are genuine;
- iii. Each party who executed the Documents had proper authority and capacity;
- iv. All representations and statements set forth in such Documents are true and correct;
- v. All obligations imposed by any such Documents on the parties thereto have been or will be performed or satisfied in accordance with their terms; and
- vi. IRET at all times has been and will continue to be organized and operated in accordance with the terms of such Documents. We have further assumed the accuracy of the statements and descriptions of IRET s intended activities as described in the Registration Statement, and that IRET has operated and will continue to operate in accordance with the method of operation described in the Registration Statement.

Our opinions expressed herein are based on the Internal Revenue Code of 1986, as amended (the Code ), the Treasury regulations promulgated thereunder, and the interpretations of the Code and such regulations by the courts and the Internal Revenue Service, all as they are in effect and exist at the date of this letter. It should be noted that statutes, regulations, judicial decisions, and administrative interpretations are subject to change at any time and, in some circumstances, with retroactive effect. A material change that is made after the date hereof in any of the foregoing bases for our opinions, could adversely affect our conclusions.

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Securities and Exchange Commission  
Page 2

From our examination of said documents and records, subject to the assumptions, conditions, and limitations set forth herein, it is our opinion:

1. IRET is organized in conformity with the requirements for qualification as a real estate investment trust under the Code, and that the present and proposed method of operation of IRET, as described in the Registration Statement and as represented to us by IRET, will permit IRET

to continue to so qualify; and

2. The information in the Registration Statement under the (a) Considerations Regarding IRET and Its Shareholders, (b) Tax Treatment of IRET Properties and Its Limited Partners, and (c) Income Taxation of IRET Properties and Its Partners, has been reviewed by us and, to the extent that it constitutes matters of law, summaries of legal matters or documents, or legal conclusions, is correct in all material respects.

The opinion stated above represents our conclusions as to the application of the federal income tax laws existing as of the date of this letter to the transactions contemplated in the Registration Statement and we can give no assurance that legislative enactments, administrative changes or court decisions may not be forthcoming that would modify or supersede our opinion. Moreover, there can be no assurance that positions contrary to our opinion will not be taken by the Internal Revenue Service, or that a court considering the issues would not hold contrary to such opinion. Further, the opinion set forth above represents our conclusions based upon the documents, facts and representations referred to above. Any material amendments to such documents, changes in any significant facts or inaccuracy of such representations could affect the opinion referred to herein. Moreover, IRET's qualification and taxation as a real estate investment trust depend upon IRET's ability to meet, through actual annual operating results, requirements under the Code regarding income, assets, distributions and diversity of stock ownership. Because IRET's satisfaction of these requirements will depend on future events, no assurance can be given that the actual results of IRET's operations for any particular taxable year will satisfy the tests necessary to qualify as or be taxed as a real estate investment trust under the Code. Although we have made such inquiries and performed such investigations as we have deemed necessary to fulfill our professional responsibilities as counsel, we have not undertaken an independent investigation of all of the facts referred to in this letter and in the Registration Statement.

These opinions are furnished to you solely for your benefit in connection with the transactions described herein, and are not to be used for any other purpose without our prior written consent.

PRINGLE & HERIGSTAD, P.C.

By           /s/ David J. Hogue            
David J. Hogue

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**Exhibit 23.1**

September 3, 2002

Securities and Exchange Commission  
450 5th Street NW  
Mail Stop 7-6  
Washington, DC 20549

We consent to incorporation by reference in the Registration Statement of Investors Real Estate Trust on Form S-3/A of our audit report dated May 22, 2002, relating to the consolidated balance sheets of Investors Real Estate Trust as of April 30, 2002 and 2001 and related consolidated statements of operations, changes in shareholders equity, and cash flows for each of the years in the three-year period ended April 30, and related schedules, which report appears in the April 30, 2002 Annual Report on Form 10-K of Investors Real Estate Trust. We also consent to the reference to our firm under the heading "Experts" in the prospectus, which is part of the Registration Statement.

/s/ Brady Martz & Associates, P.C.  
BRADY MARTZ & ASSOCIATES, P.C.  
Minot, North Dakota 58701

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**Exhibit 23.2**

September 3, 2002

United States Securities and  
Exchange Commissioner  
Washington, DC 20549

**FORM S-3/A REGISTRATION STATEMENT  
INVESTORS REAL ESTATE TRUST**

TO WHOM IT MAY CONCERN:

We consent to the incorporation directly or by reference in the Registration Statement of Investors Real Estate Trust, on Form S-3/A dated September 3, 2002, of our Legality and Tax Matters opinion letters dated September 3, 2002. In giving the foregoing consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the Rules and Regulations of the Securities and Exchange Commission thereunder.

PRINGLE & HERIGSTAD, P.C.

By           /s/ David J. Hogue            
David J. Hogue

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END