This release is not an offer for sale of the securities in the United States. The Rights Units and Nil-Paid Rights may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act. Neither the Manager nor any seller of securities intends to register any portion of any offering in the United States or to conduct a public offering of securities in the United States.



SGX-ST Announcement

PROPOSED RIGHTS ISSUE AND RECEIPT OF APPROVAL IN-PRINCIPLE FOR THE LISTING OF NEW UNITS IN STARHILL GLOBAL REIT

1. Overview

YTL Pacific Star REIT Management Limited, as manager of Starhill Global Real Estate Investment Trust ("Starhill Global REIT", and as manager of Starhill Global REIT, the "Manager"), wishes to announce that it proposes to undertake a rights issue (the "Rights Issue") on a basis of one Rights Unit¹ for every one existing Unit² ("Existing Unit", and the basis of the Rights Issue, the "Rights Ratio") held as at 5.00 p.m. on 21 July 2009 (the "Rights Issue Books Closure Date"), at an issue price of S\$0.35 per Rights Unit (the "Rights Issue Price"), to raise gross proceeds of approximately S\$337.3 million comprising an offer of 963,724,106 Rights Units to be made on a fully underwritten and renounceable basis to Eligible Unitholders³.

The Manager has appointed DBS Bank Ltd as the sole financial adviser to the Rights Issue. The Rights Issue will be fully underwritten by DBS Bank Ltd, Merrill Lynch (Singapore) Pte Ltd and Credit Suisse (Singapore) Limited (the "Joint Lead Managers and Underwriters").

2. Rationale for the Rights Issue

The Rights Issue is part of Starhill Global REIT's long term proactive capital management strategy. While Starhill Global REIT presently has a strong capital position, the proceeds

[&]quot;Rights Units" refers to the new Units proposed to be issued by way of the Rights Issue.

² "Units" representing an undivided interest in Starhill Global REIT.

[&]quot;Eligible Unitholders" refer to Unitholders with Units standing to the credit of their securities accounts with The Central Depository (Pte) Limited ("CDP") and whose registered addresses with CDP are in Singapore as at the Rights Issue Books Closure Date or who have, at least three Market Days prior to the Rights Issue Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents and such Unitholders who the Manager, on behalf of Starhill Global REIT, in consultation with the Joint Lead Managers and Underwriters determine, may be offered Rights Units without breaching applicable securities laws. "Market Day" refers to any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore and Singapore Exchange Securities Trading Limited ("SGX-ST") is open for trading.

from the Rights Issue may be utilised by Starhill Global REIT to pare down some of its existing debt, to capitalise on acquisition opportunities and/or for asset enhancement initiatives, and/or for other general corporate and working capital purposes.

The Rights Issue would also offer Eligible Unitholders the opportunity to subscribe for their pro rata entitlement to the Rights Units ("Rights Entitlements") at a discount to the market price and Eligible Unitholders who do not wish to subscribe for the Rights Units may choose to sell their provisional allotments of Rights Units during the "nil-paid" rights trading period to realise the value of their Rights Entitlements.

The Rights Issue Price represents:

- a discount of approximately 45.3% to the Closing Price⁴ being the last trading day (i) of the Units prior to the announcement of the Rights Issue;
- (ii) a discount of approximately 46.8% to the 30-day VWAP⁵;
- a discount of approximately 29.3% to the TERP⁶; and (iii)
- a discount of approximately 56.4% to the pro forma net asset value per Unit after (iv) completion of the Rights Issue of S\$0.802 per Unit.

Eligible Unitholders will be at liberty to accept in part or in full, decline, renounce or trade on Singapore Exchange Securities Trading Limited (the "SGX-ST") (during the "nil-paid" rights trading period prescribed by the SGX-ST) their Rights Entitlements and are eligible to apply for Excess Rights Units (as defined herein) in excess of their Rights Entitlements.

3. **Use of Proceeds**

The Manager intends to utilise the net proceeds of approximately S\$326.1 million from the Rights Issue towards the following:

Uses	Proportion of Net Proceeds of Rights Issue (in percentage terms)
Repayment of debt, acquisition opportunities (as and when they may arise) and asset enhancement initiatives	90% - 100%
General corporate and working capital purposes	0% -10%

Market capitalisation of Starhill Global REIT (based on the Closing Price) + Gross proceeds from the Rights Issue TERP =

The closing price of S\$0.64 per Unit on the SGX-ST on 19 June 2009.

[&]quot;30-day VWAP" refers to the 30-day volume weighted average price immediately preceding 22 June 2009 of S\$0.658 per Unit.

[&]quot;TERP" refers to the theoretical ex-rights price, which is calculated as follows:

For illustrative purposes, the following table sets out Starhill Global REIT's gearing position should the Manager elect to repay selected borrowings:

	As at 31 March 2009		
	Actual	Pro Forma before the Rights Issue (adjusted for revaluation)	Pro Forma after the Rights Issue (adjusted for revaluation)
Total Borrowings ⁽¹⁾ (S\$ million)	670.1	670.1	434.1
Total Assets (S\$ million)	2,155.2	2,006.5 ⁽²⁾	2,096.6 ⁽²⁾
Gearing (%)	31.1	33.4	20.7

Notes:

- (1) Total borrowings of Starhill Global REIT and its subsidiaries ("Starhill Global REIT Group") as at 31 March 2009, comprising (i) \$\$380.0 million term loan (repayable on 20 September 2010), (ii) \$\$190.0 million term loan and \$\$30.0 million revolving credit facility (repayable on 10 September 2010), (iii) \$\$35.0 million revolving credit facility (out of which \$\$16.0 million is outstanding as at 31 March 2009, repayable on 31 March 2010), (iv) \$3.1 billion bond facility (equivalent to \$\$47.9 million as at 31 March 2009, repayable in May 2012) and (v) RMB34.3 million loan from a third party (carrying amount of RMB28.0 million or \$\$6.2 million as at 31 March 2009 representing the discounted value of the loan, repayable in equal and annual instalments with the final instalment due in August 2014).
- (2) Total assets of the Starhill Global REIT Group as at 31 March 2009, adjusted based on the latest valuation as at 15 June 2009.

The Manager believes that a reduction in gearing would be viewed positively, especially in light of current market conditions.

Notwithstanding the above, the Manager reserves the right to deploy the net proceeds of the Rights Issue at its absolute discretion based on the potential uses as set out in the first table of paragraph 3 above.

The pro forma financial effects of the Rights Issue have been calculated based on the assumption that S\$236.0 million of debt facilities as at 31 March 2009, would be repaid, as the Manager has not finalised any plans for making acquisitions or asset enhancements. The amount of debt of S\$236.0 million which is assumed to be repaid is purely and strictly for illustrative purposes only. The actual amount of debt to be repaid by the Manager may differ, depending on the opportunities to make acquisitions and/or asset enhancements which are available at the relevant times. In the event that the actual amount of debt to be repaid by the Manager is different from what the Manager has assumed, the pro forma financial effects of the Rights Issue would be different as well. The Manager is continuously evaluating opportunities to make acquisitions, carry out asset enhancements, and other means of enhancing returns for the benefit of unitholders of Starhill Global REIT ("Unitholders").

Pending deployment, the net proceeds from the Rights Issue may be deposited with banks and/or financial institutions, or used for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

The Manager will make periodic announcements on the utilisation of the net proceeds of the Rights Issue via SGXNET as and when such funds are materially utilised.

4. Status of the Rights Units

The Rights Units will, upon allotment and issue, rank *pari passu* in all respects with the existing Units in issue as at the date of issue of the Rights Units, including the right to any distributions which may accrue for the period from 1 July 2009 to 30 September 2009 as well as all distributions thereafter.

For the avoidance of doubt, the Rights Units will not be entitled to Starhill Global REIT's distribution for the period from 1 April 2009 to 30 June 2009 which is expected to be paid on 28 August 2009.

Eligible Unitholders who validly accept, in full, their Rights Entitlements, will receive such amount of the accrued distributions for the period from 1 July 2009 to 30 September 2009 which they would have been entitled to had the Rights Issue not occurred. Eligible Unitholders who decide not to accept in full their Rights Entitlements can, where applicable, make arrangements to trade their "nil-paid" rights on the SGX-ST under the book-entry (scripless) settlement system.

For Ineligible Unitholders, the Manager may, at its absolute discretion and if it is practicable to do so, arrange for the "nil-paid" rights which would otherwise have been provisionally allotted to Ineligible Unitholders to be sold "nil-paid" on the SGX-ST as soon as practicable after dealings in the "nil-paid" rights commence. Such sales may, however, only be effected if the Manager, in its absolute discretion, determines that the proceeds from such sales can at least cover the expenses to be incurred in relation thereto.

The Manager is of the view that the above arrangement is fair to existing Unitholders.

5. Fully Underwritten Rights Issue

The Rights Issue is fully underwritten by the Joint Lead Managers and Underwriters on the terms and subject to the conditions of a management and underwriting agreement entered into between the Manager and the Joint Lead Managers and Underwriters today, 22 June 2009 (the "Underwriting Agreement").

The Joint Lead Managers and Underwriters will be entitled to a commission (the "Underwriting Commission") of:

- (i) 1.75% of the Rights Issue Price multiplied by the number of YTL Proportionate Rights Units (as defined herein) of 256,101,000 Units, representing approximately 26.6% of the Rights Units (which is equivalent to approximately \$\$1.6 million);
- (ii) 2.50% of the Rights Issue Price multiplied by the number of YTL Sub-Underwritten Units (as defined herein) of 466,692,080 Units, representing approximately 48.4% of the Rights Units (which is equivalent to approximately \$\$4.1 million); and
- (iii) 2.75% of the Rights Issue Price multiplied by 240,931,026 Units, representing

approximately 25.0% of the Rights Units being 963,724,106 Units which are fully underwritten by the Joint Lead Managers and Underwriters under the terms of the Underwriting Agreement less the aggregate of the YTL Proportionate Rights Units of 256,101,000 Units and the YTL Sub-Underwritten Units of 466,692,080 Units (which is equivalent to approximately S\$2.3 million),

together with any goods and services tax payable thereon.

6. YTL Commitment

To demonstrate its support for Starhill Global REIT and the Rights Issue, YTL Corporation Berhad ("YTL"), which owns an aggregate interest of approximately 26.6% in Starhill Global REIT through the Relevant Entities ⁷ as at 18 June 2009, being the Latest Practicable Date, has:

- (i) provided an irrevocable undertaking to the Manager and the Joint Lead Managers and Underwriters today, 22 June 2009 (the "YTL Pro Rata Undertaking"), pursuant to which YTL will procure that the Relevant Entities accept, and/or procure any one or more subsidiaries of YTL, whether existing or to be incorporated by YTL ("YTL Subsidiaries"), to subscribe for the Relevant Entities' respective provisional allocation of Rights Units (the "YTL Proportionate Rights Units"); and
- (ii) entered into a sub-underwriting agreement with the Joint Lead Managers and Underwriters today, 22 June 2009 (the "YTL Sub-Underwriting Agreement"), pursuant to which YTL agrees, either directly or indirectly through one or more of the Relevant Entities and/or any one or more of the YTL Subsidiaries, (collectively, the "Subscribing Entities"), to subscribe for up to 75.0% of the total number of Rights Units, to the extent that they are not validly subscribed for under the Rights Issue, less the YTL Proportionate Rights Units, subject to the passing of the Whitewash Resolution (as defined herein) (the "YTL Sub-Underwritten Units", and together with the YTL Proportionate Rights Units, the "YTL Commitment Rights Units").

Under the terms of the YTL Pro Rata Undertaking and the YTL Sub-Underwriting Agreement, YTL and the Subscribing Entities may subscribe for a total of up to 75.0% of the Rights Units.

Separately, YTL may directly and/or through the Subscribing Entities choose to acquire YTL Nil-Paid Rights Units (as defined herein). The acquisition of the YTL Excess Rights Units⁸ and the YTL Nil-Paid Rights Units may, when aggregated with the YTL Commitment Rights Units, result in YTL acquiring, directly or indirectly, more than 75.0% of all the Rights Units.

The acquisition of the YTL Excess Rights Units and the YTL Nil-Paid Rights Units would

[&]quot;Relevant Entities" refers to subsidiaries of YTL which hold either direct or indirect interest in Units, being YTL Cayman Limited and Starhill Global REIT Investments Limited.

^{8 &}quot;YTL Excess Rights Units" refer to Excess Rights Units acquired directly by YTL and/or through the Subscribing Entities.

be offset against the YTL Commitment Rights Units which YTL has committed to subscribe pursuant to the YTL Sub-Underwriting Agreement.

Pursuant to the YTL Sub-Underwriting Agreement, the Joint Lead Managers and Underwriters agree to pay to YTL from the Underwriting Commission:

- (a) a fee of 1.75% of the Rights Issue Price multiplied by the number of YTL Proportionate Rights Units of 256,101,000 Units, representing approximately 26.6% of the Rights Units (which is equivalent to approximately S\$1.6 million); and
- (b) a fee of 2.25% of the Rights Issue Price multiplied by the number of YTL Sub-Underwritten Units of 466,692,080 Units, representing approximately 48.4% of the Rights Units (which is equivalent to approximately \$\$3.7 million),

together with any goods and services tax payable thereon (the "Sub-Underwriting Fee").

The Sub-Underwriting Fee payable to YTL will be paid by the Joint Lead Managers and Underwriters from the Underwriting Commission and the percentage level of the commission payable by the Joint Lead Managers and Underwriters to YTL pursuant to the YTL Sub-Underwriting Agreement will not be more than the percentage level of the commission which the Joint Lead Managers and Underwriters receive pursuant to the Underwriting Agreement.

7. Whitewash Resolution

In order for the Rights Issue to proceed on an underwritten basis as described in the Unitholders' Circular (as described herein), the Manager is seeking approval from Independent Unitholders⁹ for a waiver of their rights to receive a mandatory offer from YTL and parties acting in concert with it ("**Mandatory Offer**") for all the remaining issued Units not owned or controlled by YTL and parties acting in concert with it, in the event they incur a mandatory bid obligation pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**") as a result of:

- (i) YTL and the Subscribing Entities acquiring Rights Units through:
 - (a) taking up provisional allotments of Rights Units issued and allotted to them; and/or
 - (b) if applicable, through applying for Excess Rights Units; and/or
 - (c) if applicable, acquiring "nil-paid" rights entitlements on the open market during the "nil-paid" rights trading period and subsequently exercising the "nil-paid" rights entitlements to acquire Rights Units ("YTL Nil-Paid Rights Units"); and/or
- (ii) YTL and the Subscribing Entities subscribing for the YTL Sub-Underwritten Units pursuant to the YTL Sub-Underwriting Agreement

(the "Whitewash Resolution").

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⁹ "Independent Unitholders" refers to Unitholders, other than YTL, parties acting in concert with it and parties which are not independent of YTL.

A circular to Unitholders will be issued today, 22 June 2009 (the "Unitholders' Circular").

Details of the Whitewash Resolution will be set out in the Unitholders' Circular.

8. Approval in-Principle

The Manager is pleased to announce that the SGX-ST has on 19 June 2009 given its approval in-principle for the listing and quotation of the Rights Units on the Main Board of the SGX-ST.

The SGX-ST's in-principle approval is not an indication of the merits of Starhill Global REIT, the Rights Issue or the Rights Units.

The listing approval is subject to *inter alia* the following conditions:

- (i) compliance with the continued listing requirements of the Listing Manual of the SGX-ST (the "Listing Manual");
- (ii) no material variance in respect of the information or details on the terms of the Rights Issue;
- (iii) submission of an undertaking from Starhill Global REIT to make periodic announcements on the use of proceeds as and when the funds from the Rights Issue are materially disbursed and to provide a status report on the use of the Rights Issue proceeds in the annual report;
- (iv) preference being given to the rounding of odd lots in the allotment of any Excess Rights Units. Directors and Substantial Unitholders should rank last in priority in the allotment of any Excess Rights Units; and
- (v) submission of a notification as required in Rule 864(4) of the Listing Manual, if applicable, upon any significant changes affecting the matter in the listing application.

9. Board Confirmation

The board of directors of the Manager (the "Board")¹⁰ has considered the terms of the:

- (i) Underwriting Agreement (including the commission payable to the Joint Lead Managers and Underwriters) and is of the view that it has been entered into on an arm's length basis and on normal commercial terms; and
- (ii) the YTL Sub-Underwriting Agreement (including the Sub-Underwriting Fee payable to YTL) and is of the view that the terms are fair, and not prejudicial to Starhill Global REIT and to other Unitholders and are in the interests of Starhill Global REIT and its Unitholders as a whole,

For good corporate governance, Tan Sri Dato' (Dr) Francis Yeoh Sock Ping and Dato' Yeoh Seok Kian abstained from taking part in any decisions or recommendations relating to the YTL Sub-Underwriting Agreement as they are, *inter alia*, directors of YTL.

on the basis that:

- (A) given the recent months of market uncertainty and volatility, the execution risks posed by the long rights issue execution period and the likely material adverse consequences of an unsuccessful rights issue, it is important for the Rights Issue to be underwritten;
- (B) the Joint Lead Managers and Underwriters have indicated that they will only underwrite the Rights Issue if YTL enters into the YTL Sub-Underwriting Agreement and the entry into the YTL Sub-Underwriting Agreement will facilitate the underwriting of the Rights Issue by the Joint Lead Managers and Underwriters, thereby ensuring a successful Rights Issue; and
- (C) as YTL is making an upfront commitment, it will be assuming market risks for the entire Rights Issue period and forgoing its ability to trade its Rights Entitlements.

None of the directors of the Manager (the "Directors") dissented with the above opinion.

The Directors of the Manager who own Units as at the date of this Circular (being Mr Franklin Heng Ang Tee, Dr Hong Hai, Mr Michael Hwang and Mr Keith Tay Ah Kee) have indicated that they intend to fully take up their pro rata entitlements under the Rights Issue.

10. Eligibility to participate in the Rights Issue

The Rights Units represented by the provisional allotments (A) of (i) Eligible Unitholders who decline, do not accept, and elect not to renounce or sell their Rights Entitlements under the Rights Issue (during the "nil-paid" rights trading period prescribed by the SGX-ST) and/or (ii) Ineligible Unitholders which have not been sold during the "nil-paid" rights trading period or (B) that have not been validly taken up by the original allottees, renouncees of the provisional allotments or the purchasers of "nil-paid" rights Units (collectively, "Excess Rights Units") will be issued to satisfy Excess Rights Units applications as the Manager may, in its discretion, deem fit.

Eligible Unitholders will be at liberty to accept in part or in full, decline or otherwise renounce or trade (during the "nil-paid" rights trading period prescribed by the SGX-ST) their Rights Entitlements and are eligible to apply for Excess Rights Units in excess of their Rights Entitlements.

Eligible Unitholders who have subscribed for or purchased Units under the Central Provident Fund Investment Scheme ("CPFIS") and/or the Supplementary Retirement Scheme ("SRS") can only accept their Rights Entitlements by instructing the relevant banks in which they hold their CPFIS accounts and/or SRS accounts to do so on their behalf. Any application made directly to CDP or through ATMs will be rejected.

In the allotment of Excess Rights Units, preference will be given to the rounding of odd lots (if any). YTL, the Subscribing Entities, other Substantial Unitholders¹¹ and the Directors will rank last in priority.

The Rights Issue is conditional upon, inter alia, the lodgement of the offer information

[&]quot;Substantial Unitholders" refer to unitholders with an interest in one or more Units constituting not less than 5.0% of all Units in issue.

statement in relation to the Rights Issue with the MAS and prevailing market conditions at the relevant time.

11. The Proposed Trust Deed Supplement to Facilitate Equity Fund Raisings

The Manager will also in the Unitholders' Circular seek Unitholders' approval to supplement the Trust Deed for the purposes of allowing the Manager to (i) fix the issue price for new Units offered by way of a renounceable rights issue at a discount of more than 50.0% of the prevailing Market Price ¹² of the Units and (ii) obtain Unitholders' approval for the issue of Units, where such approval is required under the Trust Deed, by way of an Ordinary Resolution instead of an Extraordinary Resolution.

The current financial crisis has adversely affected the ability of real estate investment trusts ("REITs") to raise funds from financial institutions through the issue of Units and/or debt financing.

The Manager believes that allowing it to obtain Unitholders' approval for the issue of Units, where specific approval is required, by way of an Ordinary Resolution instead of an Extraordinary Resolution is in line with recently constituted REITs whose trust deeds require approval to be obtained only by way of an Ordinary Resolution.

In addition, the Manager believes that the removal of the existing limit in the Trust Deed (which currently requires the issue price of Units offered by way of renounceable pro rata rights issues to be not less than 50.0% of the prevailing Market Price of Units) will give the Manager the flexibility of offering new Units to Unitholders under a renounceable rights issue at a more attractive price by issuing such Units at a discount of more than 50.0% of the prevailing Market Price of the Units. The removal of any limit on the minimum issue price of Units to be offered by way of renounceable rights issues is also in line with the Listing Manual and the trust deeds of a number of recently constituted REITs listed on the SGX-ST which do not set any limit on the discount at which new Units to be offered by way of renounceable rights issues may be priced.

By Order of the Board YTL Pacific Star REIT Management Limited (Company registration no. 200502123C) (as manager of Starhill Global Real Estate Investment Trust)

Patricia Ong Joint Company Secretary Singapore 22 June 2009

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[&]quot;Market Price" is defined under Clause 5.2.4 of the Trust Deed as the volume weighted average price for a Unit (if applicable, of the same class) for all trades on the SGX-ST or any other recognised stock exchange in the ordinary course of trading for the period of 10 Business Days immediately preceding the relevant Business Day and, if applicable, in accordance with the listing rules or for such other period of Business Days as may be permitted by any other relevant recognised stock exchange. "Business Day" refers to any day (other than a Saturday, Sunday or gazetted public holiday) on which commercial banks are open for business in Singapore and the SGX-ST is open for trading.

About Starhill Global REIT

Starhill Global REIT is a Singapore-based real estate investment trust investing primarily in real estate used for retail and office purposes, both in Singapore and overseas. Listed on the Main Board of the SGX-ST since 20 September 2005, Starhill Global REIT owns two landmark properties on Orchard Road, Singapore's premier shopping and tourist precinct. Its initial portfolio included a 74.23% strata title interest in Wisma Atria and a 27.23% strata title interest in Ngee Ann City.

In 2007, Starhill Global REIT enlarged its asset base and geographical footprint with the acquisition of seven properties in the prime areas of Roppongi, Shibuya-ku, Minato-ku and Meguro-ku in Tokyo, Japan and a premier retail property in Chengdu, China. Starhill Global REIT's portfolio now comprises 10 properties in the three countries, valued at about \$\$2.0 billion. Starhill Global REIT remains focused on sourcing property assets in Asia, while driving organic growth from its existing portfolio, through proactive leasing efforts and creative asset enhancements.

Starhill Global REIT is managed by an external manager, YTL Pacific Star REIT Management Limited. The Manager is a wholly owned subsidiary of YTL Pacific Star REIT Management Holdings Pte Ltd, a 50:50 joint venture between Starhill Global REIT Management Limited (an indirect wholly owned subsidiary of YTL Corporation Berhad) and Pacific Star REIT Management Holdings Limited. Visit Starhill Global REIT's website at www.starhillglobalreit.com for more details.

Important Notice

The value of Starhill Global REIT units ("Units") and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This document is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of Starhill Global REIT is not necessarily indicative of the future performance of Starhill Global REIT.

This document may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.