Shareholder Activism & REIT M&A Meeting

Thursday, April 2nd
11am – 12:15pm
JW Marriot Desert Ridge Resort & Spa
Phoenix, AZ

Moderator:
David Slotkin, Partner, Morrison & Foerster LLP

Panelists:
Lauren Prevost, Partner, Morris, Manning & Martin LLP
Donald Hammett, Partner, Dentons
Jordan Ritter, SVP & General Counsel, Essex Property Trust, Inc.
Anthony Rothermel, Partner, King & Spalding

CommonWealth and Corvex Management and Related Fund Management

Chronology of Events Surrounding Unsolicited Offer and Potential Proxy Contest

Date	Event Description
February 25, 2013	CommonWealth REIT ("**CommonWealth**") announces that it intends to issue 30,000,000 common shares in a public offering, the proceeds of which will be used to repurchase up to $450 million of certain outstanding unsecured senior notes through a tender offer.
February 26, 2013	Corvex Management LP and Keith Meister (collectively, "**Corvex**") and Related Fund Management, LLC (together with certain affiliated funds, "**Related**") first report beneficial ownership as a group of 8,175,001 shares of CommonWealth's common stock, or approximately 9.75% of CommonWealth's outstanding common stock.
February 26, 2013	Corvex and Related issue a press release in the form of a letter to CommonWealth's Board of Trustees (the "**Board**") (1) demanding that CommonWealth cease its proposed equity offering and debt repurchase, (2) threatening to remove the entire Board by written consent and replace them with new independent trustees and (3) offering to engage in discussions to acquire all of CommonWealth's outstanding shares at a significant premium.
February 26, 2013	Corvex and Related issue a press release in the form of a letter to the Board offering to acquire CommonWealth for $25.00 per share in cash. The bid represents a 58% premium to CommonWealth's February 25 closing price. Corvex and Related also threaten to pursue litigation to enjoin the equity offering or provide for its rescission in the event that it is completed.
February 26, 2013	Luxor Capital Group, LP ("**Luxor**"), a shareholder of CommonWealth, issues a press release in the form of a letter to the Board expressing support for Corvex and Related. Luxor owns 6,700,000 shares of CommonWealth's common stock, or approximately 8.0% of CommonWealth's outstanding common stock.
February 27, 2013	CommonWealth issues a press release acknowledging its receipt of the two letters from Corvex and Related and announcing that, after full review, its Board has determined the best interests of the company will be served by continuing to pursue the equity offering.
February 27, 2013	CommonWealth discloses that the decision to proceed with the public offering is based on the belief that the Corvex and Related proposal (1) could result in numerous changes of control and subsequent defaults under certain debt agreements and (2) may provoke dissident litigation and other activities that could have material adverse effects on the price of CommonWealth's shares.
February 27, 2013	Corvex and Related issue a press release in the form of a letter to the Board increasing their initial offer to acquire CommonWealth from $25.00 to $27.00 per share, conditioned on the immediate cancellation of the equity offering.
February 27, 2013	Corvex and Related file a complaint in the Circuit Court for Baltimore City, Maryland alleging breach of fiduciary duties.

Date	Event Description
February 27, 2013	CommonWealth executes a purchase agreement for the equity offering which prices the public offering of 30,000,000 common shares at $19.00 per share. The underwriters have a 30-day option to purchase up to an additional 4,500,000 common shares. In addition, CommonWealth commences its tender offer.
February 28, 2013	The Delaware County Employees Retirement Fund files a complaint in the U.S. District Court for the District of Massachusetts alleging breach of fiduciary duties.
March 1, 2013	CommonWealth files a prospectus supplement containing the terms of the equity offering.
March 1, 2013	CommonWealth adopts Amended and Restated Bylaws, which clarify the requirements to remove trustees and make procedural adjustments for any shareholder action by written consent.
March 4, 2013	CommonWealth issues a press release announcing that the motions by (1) Corvex and Related and (2) the Delaware County Employees Retirement Fund to enjoin the closing of the equity offering were denied by the U.S. District Court for the District of Massachusetts.
March 5, 2013	CommonWealth issues a press release announcing that its equity offering of common shares has closed. CommonWealth received net proceeds of approximately $627.6 million.
March 11, 2013	CommonWealth enters into a registration agreement with Government Properties Income Trust ("**GOV**") and issues a press release announcing that it has begun a registered public offering of 9,950,000 common shares of GOV. As of March 8, CommonWealth beneficially owned approximately 17% of GOV's issued and outstanding common shares and will no longer own shares of GOV after the offering.
March 13, 2013	Corvex and Related file a preliminary consent solicitation statement to remove all five members of the Board by written consent, and also issue a press release announcing the same.
March 15, 2013	CommonWealth completes their offering to sell all 9,950,000 common shares of GOV for $25.20 per share, raising gross proceeds of $259.7 million.
March 15, 2013	Corvex and Related amend their complaint pending in the Maryland state court to declare void the recent bylaw amendments made by the Board on March 1, and also issue a press release announcing the same.
March 18, 2013	CommonWealth files a preliminary consent revocation statement and also issues a press release announcing the same. In addition, CommonWealth is disputing the validity of the Corvex/Related consent solicitation under Maryland law. According to CommonWealth, Corvex and Related have not satisfied the company's Amended and Restated Bylaw requirement that shareholders requesting to remove trustees by written consent hold at least 3% of the company's shares continuously for at least 3 years. Corvex and Related have only owned shares of CommonWealth since January 16, 2013.
March 25, 2013	CommonWealth enters into a registration agreement with Select Income REIT ("**SIR**") and issues a press release announcing that it may sell up to 22,000,000 common shares of SIR. As of March, CommonWealth beneficially owned

Date	Event Description
	approximately 56% of SIR's issued and outstanding common shares.
March 25, 2013	Corvex and Related send a letter to CommonWealth's Board criticizing the company's decision to sell its equity interest in SIR.
March 25, 2013	CommonWealth issues a press release announcing that it has repurchased a total of $670,295,000 aggregate principal amount of senior notes.
March 28, 2013	Corvex and Related issue a press release announcing that after meeting with CommonWealth representatives on March 26, Corvex and Related are reaffirming their proposal to acquire CommonWealth but are lowering their per share price to $24.50 (from $27.00 per share on February 27) due to the impact of the dilutive equity offering completed earlier in March. The offer is subject to further downward adjustment if CommonWealth moves forward with a sale of its controlling stake in SIR.
March 28, 2013	Corvex and Related report that they now own an aggregate amount of 10,850,500 shares, or approximately 9.2% of CommonWealth's outstanding common stock.
April 10, 2013	Corvex and Related file a definitive consent statement to remove all members of the Board by written consent.
April 13, 2013	Corvex and Related file Supplement No. 1 to the definitive consent statement filed on April 10, noting that (1) on April 12 Corvex and Related delivered to CommonWealth formal shareholder demands to fix a consent record date; (2) Corvex and Related believe that the Board has up to 20 days to fix a record date; (3) if the Board fails to fix the record date by April 22 then it is the view of Corvex and Related that it will be on April 22; and (4) Corvex and Related believe that any longer delay, as purportedly allowed under certain amendments to the Bylaws announced by CommonWealth on March, is invalid as a matter of law.
April 15, 2013	CommonWealth issues a press release stating that at its recent Board meeting on April 12, the Board elected to classify its Board into three classes pursuant to Section 3-803 of the Maryland Unsolicited Takeovers Act. It is CommonWealth's belief that after this election, members of the Board may be removed only "for cause." In connection with the election, the Board also adopted Amended and Restated Bylaws to provide for the same. Accordingly, it is CommonWealth's view that the recent consent solicitation filed by Corvex and Related seeking to remove all members of the Board without cause is invalid.
April 15, 2013	Corvex and Related issue a press release responding to CommonWealth's April 15 statement, calling it "misleading and inaccurate," urging shareholders to move forward with the consent solicitation and indicating that they are proceeding with a record date of April 22.
April 18, 2013	Corvex and Related issue a press release in the form of a letter to CommonWealth shareholders and an investor presentation.
April 18, 2013	CommonWealth formally responds to the record date request by Corvex and Related and issues a press release regarding the same. In the letter, CommonWealth states that although Corvex and Related are aware that the company's Bylaws provide for a 30 day period for the Board to fix a record date after receiving a valid request from shareholders, Corvex and Related "are

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	attempting to pretend that the record date has been set 10 days after they made a request" by announcing the date as April 22. CommonWealth also believes that the Corvex letter is not a valid request because it is not made by shareholders who have owned at least 3% of CommonWealth's shares for at least 3 years as required by the company's Bylaws, and furthermore, that the Corvex letter does not state any cause for removal.
April 18, 2013	CommonWealth issues a press release urging shareholders to take no action with regard to the purported consent solicitation by Corvex and Related, based on the company's belief that (1) no valid record date has been set and (2) the consent solicitation is invalid.
April 22, 2013	CommonWealth makes an investor presentation available online and issues a press release regarding the same.
April 23, 2013	Corvex and Related respond to issues raised by Commonwealth with regard to (1) whether their consent solicitation is permitted under CommonWealth's Bylaws, (2) whether CommonWealth is eligible to ask for a record date despite not having held 3% of the company's stock continuously for 3 years, (3) whether CommonWealth's recent action of "opting in" to Section 3-803 of the Maryland corporate statute eliminates shareholder rights to remove Board members without cause and (4) whether Corvex and Related have a valid record date. It is the view of Corvex and Related that CommonWealth has been improperly passing bylaw amendments beginning in March to eliminate certain rights granted to shareholders in the company's charter.
April 30, 2013	Perry Corp., who currently owns 5.5% of CommonWealth's outstanding common shares, issues a letter to the Board voicing support for Corvex and Related and similarly criticizing CommonWealth's recent actions.
May 8, 2013	CommonWealth issues a press release announcing that the Circuit Court for Baltimore City has upheld CommonWealth's arbitration bylaw and accordingly, all remaining issues between CommonWealth and Corvex and Related will be determined through arbitration.
May 9, 2013	Corvex and Related issue a press release commenting on the recent Baltimore court ruling and also announcing that they are continuing with their consent solicitation.
May 14, 2013	Following CommonWealth's annual shareholders meeting, held on May 14, director Joseph L. Morea resigned after having received only 21% of shareholder votes for his re-election.
May 15, 2013	CommonWealth issues a press release announcing the results of its annual shareholders meeting held on May 14. In the press release, CommonWealth's Board discloses its view that the insufficient vote for Mr. Morea "appeared not to be directed at any personal failings of Mr. Morea, but rather to be the result of the positions taken by the Board to oppose the hostile takeover efforts" by Corvex and Related. As a result, the Board has requested that Mr. Morea accept re-appointment to the vacancy created by his resignation. Mr. Morea accepts his re-appointment and is reinstated to the Board.
May 15, 2013	Corvex and Related issue a press release criticizing the recent decision by CommonWealth's Board to re-appoint Mr. Morea after he failed to receive the requisite majority of shareholder votes for re-election.

Date	Event Description
June 14, 2013	Corvex and Related issue a press release stating that ISS has recommended that CommonWealth shareholders vote to remove the entire Board.
June 17, 2013	CommonWealth issues an open letter to its shareholders requesting they take no action with regard to the Corvex/Related consent solicitation because no court or arbitration panel has made any findings as to the validity of the company's Bylaws, amended in March 1, requiring that shareholders seeking to remove trustees by written consent hold at least 3% of the company's shares continuously for at least 3 years, and on whether the Board may be removed without cause.
June 18, 2013	Corvex and Related issue a press release stating that Glass Lewis has recommended that CommonWealth shareholders vote to remove the entire Board.
June 19, 2013	Corvex and Related issue a press release committing to offer to buy 51% of Commonwealth's $630 million outstanding debt under its revolving credit agreement and term loan at par value if the entire Board is removed, in order to alleviate any shareholder concern as to the possibility of debt acceleration. In the press release, Corvex and Related state that (1) removing the entire Board will not constitute an event of default that automatically accelerates the payment of the debt outstanding under both facilities and (2) in order for an acceleration to occur, the holders of more than 50% of the outstanding obligations would have to affirmatively elect to accelerate repayment.
June 20, 2013	Corvex and Related file Supplement No. 2 to their consent statement (1) noting that it is their view that the Consent Record Date is April 22, 2013; (2) providing updates on the arbitration directed by the Circuit Court for Baltimore City and stating that a hearing regarding the validity of CommonWealth's Bylaws and whether the Board may be removed without cause has been scheduled for July 26, 2013; and (3) reiterating their commitment to purchase 51% of the outstanding debt under the company's revolving credit agreement and term loan if the entire Board is removed.
June 21, 2013	Corvex and Related issue a press release (1) announcing that holders of over 70% of the outstanding shares of CommonWealth have approved removal of the entire Board; (2) demanding that CommonWealth officers immediately call a special meeting of shareholders to elect a new Board, as mandated by the company's charter; and (3) reaffirming their commitment to buy 51% of the company's debt under its revolver and term loan at par, if necessary.
June 24, 2013	CommonWealth issues a press release stating that it is CommonWealth's continued belief that the consent solicitation recently pursued by Corvex and Related has no legal effect because the arbitration panel that is considering the actions by Corvex and Related has not yet issued a ruling.
July 8, 2013	CommonWealth discloses that it has not made a decision whether or not to sell its controlling stake in SIR at this time, and has agreed not to sell SIR shares prior to August 27, 2013 without the consent of the underwriter.
July 9, 2013	CommonWealth provides an update as to its interest in SIR, stating that (1) CommonWealth did not sell any of its 22,000,000 SIR common shares in the SIR public offering of 10,500,000 shares effected on July 2; (2) CommonWealth did not receive any proceeds from the SIR offering; (3) prior to the offering, CommonWealth owned approximately 56% of SIR's outstanding common

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	shares and SIR was one of its consolidated subsidiaries, and following completion of the offering, CommonWealth now owns approximately 44.2% of SIR's outstanding common shares and SIR has ceased to be a consolidated subsidiary.
August 7, 2013	The arbitration panel issues an interim order concluding that even though some holding period and minimum threshold ownership level can be set in the CommonWealth Bylaws as a condition to shareholders obtaining a record date for consent solicitation, these requirements "cannot in operation separately or together substantially [impair] the right of shareholders to proceed with a consent solicitation by making the obtaining of a record date unreasonably difficult to achieve." The panel holds that CommonWealth's Bylaws, which sets as a minimum requirement holding 3% of the company stock for a 3 year period (the "3+3 bylaws"), is invalid as a matter of law because it exceeds this standard. As a result, the prior version of the Bylaws providing for a $2,000 stock ownership threshold and a 1 year holding period for consent solicitations (the "2+1 bylaws"), which Corvex/Related have also challenged as invalid, is reinstated until a full evidentiary hearing scheduled for October 7 addresses its validity and all other unresolved issues. In addition, the panel notes that it is its preliminary view that CommonWealth's opt-in to Section 3-803 of the Maryland General Corporation Law does not eliminate or otherwise modify the right of the shareholders to remove Board members without cause, but that this is subject to change based on the arguments and evidence presented at the October 7 evidentiary hearing.
September 19, 2013	The arbitration panel issues an order dismissing with prejudice the derivative claim by Corvex and Related against CommonWealth's Board relating to breaches of fiduciary duty.
September 23, 2013	CommonWealth issues a press release announcing its intention to implement certain governance changes, including (1) restructuring the management agreement with Reit Management & Research LLC; (2) increasing the size of the Board and the ratio of independent trustees to total trustees; (3) recommending the elimination of its staggered Board at the 2014 annual meeting; and (4) accelerating the expiration of CommonWealth's poison pill, which currently expires on October 17, 2014, to a date after resolution of the pending disputes with Corvex/Related. CommonWealth also announces that the Board has amended the Bylaws so that the 30-day period during which qualified shareholders may present Board nominations and other business for consideration at the 2014 annual meeting will commence on December 11, 2013, and end on January 10, 2014 (rather than commencing on September 28, 2013, and ending on October 28, 2013, as previously required).
November 18, 2013	The arbitration panel issues an interim arbitration award, ruling, among other things, that the Corvex/Related consent solicitation was not properly conducted and cannot be validated, but that, in the interest of achieving an equitable result, the arbitration panel will allow Corvex and Related to conduct a new consent solicitation in accordance with the procedures set forth in the interim arbitration award.
November 24, 2013	CommonWealth's Board amends the Bylaws so that the period during which qualified shareholders may present Board nominations and other business for consideration at the 2014 annual meeting will commence on February 21, 2014,

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	and end on March 24, 2014 (rather than commencing on December 11, 2013, and ending on January 10, 2014).
November 25, 2013	CommonWealth issues a press release announcing that its 2014 annual meeting will be held on June 13, 2014.
November 25, 2013	Corvex and Related notify the arbitration panel, CommonWealth and the Board of their intention to pursue a new consent solicitation to remove the entire Board. Consistent with the interim arbitration award, Corvex and Related state that they will submit a request for a record date no later than February 16, 2014.
December 3, 2013	Corvex and Related file a new preliminary solicitation statement to remove all five members of the Board by written consent, and also issue a press release announcing the same. In the preliminary solicitation statement, Corvex and Related remind shareholders that a special meeting to elect new trustees to the Board will only occur if their proposal to remove the entire Board is supported by holders of 2/3 of the outstanding shares of CommonWealth on the record date for the consent solicitation.
December 12, 2013	CommonWealth files a consent revocation statement to allow shareholders to revoke their consents to the Corvex/Related preliminary solicitation statement, and also issues a press release announcing the same. In the consent revocation statement, CommonWealth reminds shareholders that the special meeting to elect new trustees to the Board will only occur if the Corvex/Related proposal to remove the entire Board is successful. In the press release, CommonWealth also announces its intention to implement certain governance changes, including: (1) adding an additional independent trustee to the Board; (2) appointing a lead independent trustee to the Board; (3) declassifying the Board; (4) terminating the company's poison pill; and (4) restructuring the business management fee payable to RMR, the company's manager, to be further aligned with the interests of shareholders.
December 18, 2013	Corvex and Related file an investor presentation listing the reasons why CommonWealth shareholders should vote to remove all members of the Board by written consent.
December 23, 2013	CommonWealth issues a press release announcing certain governance changes, including (1) the amendment of the company's Bylaws to provide for a $2,000 stock ownership requirement and a one-year holding period for Board nominations and shareholder proposals; (2) a plan to submit to a shareholder vote at the 2014 annual meeting an amendment to adopt a plurality voting standard for contested Board elections; (3) the company opting-out of the provisions of the Maryland Unsolicited Takeovers Act, which require a classified or staggered Board; (4) a plan to submit to a shareholder vote at the 2014 annual meeting a proposal to de-stagger the Board, which will be phased-in over a three-year period starting in 2014; and (5) the elimination of the "dead-hand" provisions of the company's poison pill, which prevents dismantling of the pill by a successor Board. The Board also restates its intent to accelerate the expiration of the company's poison pill, which currently expires on October 17, to a date soon after the resolution of the Corvex/Related disputes.
December 26, 2013	CommonWealth files a revised consent revocation statement to allow shareholders to revoke their consents to the Corvex/Related preliminary

Date	Event Description
	solicitation statement.
January 6, 2014	CommonWealth issues a press release announcing the appointment of two new independent trustees to the Board. The Board now consists of seven members, five of whom are independent trustees.
January 21, 2014	CommonWealth files a revised preliminary consent revocation statement to allow shareholders to revoke their consents to the Corvex/Related solicitation statement.
January 23, 2014	Corvex and Related file a revised preliminary solicitation statement to remove all seven members of the Board by written consent.
January 27, 2014	CommonWealth issues a press release announcing that Ronald Artinian, one of its newly appointed independent trustees, has been nominated as "Trustee of the Year" by Fund Industry Intelligence.
January 27, 2014	Corvex and Related file a definitive solicitation statement to remove all seven members of the Board by written consent, and also issue a press release announcing the same.
January 29, 2014	CommonWealth files a definitive consent revocation statement to allow shareholders to revoke their consents to the Corvex/Related solicitation statement, and also issues a press release announcing the same.
January 30, 2014	Corvex and Related file a revised investor presentation listing the reasons why CommonWealth shareholders should vote to remove all members of the Board by written consent, and also issue a press release announcing the same.
February 6, 2014	Corvex and Related file a case study presentation on what they refer to as the company's "Red Tape" Bylaws and "worst-in-class" corporate governance.
February 10, 2014	CommonWealth issues a press release announcing a conditional record date of February 18, 2014 for the consent solicitation, conditioned on Corvex and Related submitting a record date request by February 16, 2014.
February 11, 2014	Corvex and Related issue a press release announcing that Sam Zell and David Helfand, veteran REIT executives, are joining the slate of independent nominees for election to the Board if the pending consent solicitation is successful. CommonWealth issues a press release in response to the announcement.
February 13, 2014	Corvex and Related file Supplement No. 1 to their solicitation statement, noting among other things, that on February 11, 2014, Corvex and Related entered into an agreement (the "**EGI Agreement**") with EGI-CW, an affiliate of Mr. Zell's private investment firm Equity Group Investments ("**EGI**"). Under the EGI Agreement, Corvex and Related each grant to EGI-CW an option to purchase (i) up to 1,190,476 Commonwealth shares at a price per share of $21.00 and (ii) up to 833,333 Commonwealth shares at a price per share of $24.00, within a specified exercise period.
February 13, 2014	Corvex and Related file a revised investor presentation listing the reasons why CommonWealth shareholders should vote to remove all members of the Board by written consent.

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February 14, 2014	Corvex and Related deliver a formal request for a record date for the consent solicitation. In accordance with the arbitration panel's interim award, the consent solicitation will be completed no later than March 20, 2014.
February 18, 2014	CommonWealth files an investor presentation listing the reasons why CommonWealth shareholders should reject the attempt by Corvex and Related to take control of CommonWealth, and also confirms a record date of February 18, 2014.
February 18, 2014	Corvex and Related deliver an investor presentation to ISS.
February 19, 2014	Corvex and Related send a letter to CommonWealth shareholders announcing that Mr. Zell has agreed to serve as Chairman of the new Board and Mr. Helfand has agreed to serve as CommonWealth's CEO, if appointed by the new Board.
February 21, 2014	CommonWealth issues a press release announcing that (1) beginning February 21, 2014, through Monday, March 24, 2014, shareholders who have owned a minimum of $2,000 worth of common shares for at least one year may make Board nominations and shareholder proposals for consideration at CommonWealth's annual shareholders meeting on June 13, 2014; (2) among the matters to be considered at the 2014 annual meeting will be Board proposals to amend the company's Declaration of Trust to provide for (i) annual election of all members of the Board and (ii) a plurality voting standard in contested Board elections; and (3) in addition to the two independent trustees who were recently added to the Board, the Board is committed to adding at least one more additional independent trustee and to designating a lead independent trustee by the time of the 2014 annual meeting.
February 28, 2014	ISS recommends that CommonWealth shareholders vote in favor of Corvex and Related to remove the entire Board. CommonWealth issues a press release in response to the ISS report, stating: "We strongly believe that ISS reached the wrong conclusion."
March 4, 2014	Corvex and Related send a letter to CommonWealth shareholders announcing that ISS recommends for the second time that CommonWealth shareholders vote in favor of Corvex and Related to remove the entire Board.
March 6, 2014	Glass Lewis recommends for the second time that CommonWealth shareholders vote in favor of Corvex and Related to remove the entire Board. Corvex and Related issue a press release announcing the same.
March 7, 2014	Moody's Investors Service ("Moody") issues a press release announcing that it is placing CommonWealth's investment grade ratings "on review for downgrade." CommonWealth issues a press release commenting on the news, disclosing that "Moody's Investors Service placed the ratings of CommonWealth REIT on review for downgrade reflecting the potential for significant shifts in financial and strategic policies as a result of the activist shareholders' efforts to displace the current Board of Directors and management…. If the activist shareholders are successful, Moody's will focus on potential for increased leverage, secured debt and/or core asset sales, as well as execution risk associated with transitioning the operations of a large, nationally diverse real estate portfolio to a new management team and infrastructure."

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March 9, 2014	CommonWealth files an Articles Supplementary describing the adoption by the Board of resolutions that prohibit the Board from electing in the future to classify the Board pursuant to Section 3-803 of the MUTA, unless the classification or the repeal of the prohibition is approved by a majority of the holders of the company's outstanding common stock.
March 13, 2014	CommonWealth issues a press release commenting on Mr. Zell's alleged conflict of interest in connection with the consent solicitation. Mr. Zell is the lead investor in Par Petroleum Corporation ("PARR"), which recently acquired one of the largest tenants of SIR, a subsidiary of CommonWealth.
March 17, 2014	CommonWealth issues a press release disclosing additional information concerning Mr. Zell's alleged conflict of interest in connection with the consent solicitation.
March 19, 2014	CommonWealth issues a press release announcing it has received documentation from Corvex and Related that they claim are written consents from holders of approximately 81% of the Company's outstanding shares, thereby reaching the 66.7% threshold required to remove the entire Board without cause. As directed by the November 18, 2013, arbitration decision, CommonWealth will inspect the consents and declare the results of the solicitation within five business days from receipt.
March 25, 2014	CommonWealth issues a press release confirming that the Corvex/Related written consents have reached the 66.7% threshold, and all Board trustees have been removed. As required by the November 18, 2013, arbitration decision, CommonWealth will call a special meeting of shareholders for purposes of electing new trustees to the Board.
April 1, 2014	CommonWealth files a preliminary information statement for the special meeting of shareholders to elect up to seven new trustees to the Board.
April 2, 2014	Corvex and Related send a letter to CommonWealth shareholders providing additional information regarding its seven nominees to the Board for election at the special meeting of shareholders.
April 11, 2014	CommonWealth files a definitive information statement for the special meeting of shareholders to be held on May 23, 2014.
April 30, 2014	Corvex and Related confirm that except for its nominees, no additional trustee nominations were made by other shareholders prior to the deadline for special meeting nominations on April 21, 2014.
May 12, 2014	Corvex and Related issue a press release stating that ISS and Glass Lewis have recommended that CommonWealth shareholders vote for all seven of the Corvex/Related nominees at the upcoming special meeting of shareholders.
May 23, 2014	At CommonWealth's special meeting of shareholders, all seven of the Corvex/Related nominees are elected to the Board. James S. Corl and Edward A. Glickman are elected to Group I with a term of office expiring at the 2014 annual meeting of shareholders to be held on June 30, 2014 (the "2014 Annual Meeting"); Peter Linneman, James L. Lozier, Jr. and Kenneth Shea are elected to Group II with a term of office expiring at the 2015 annual meeting of shareholders; and Sam Zell and David Helfand are elected to Group III with a term of office expiring at the 2016 annual meeting of shareholders.

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June 11, 2014	CommonWealth files a preliminary proxy statement for the 2014 Annual Meeting. At the 2014 Annual Meeting, shareholders will be asked to vote on, among other things, a proposal to amend the company's Declaration of Trust to declassify the Board and provide for the annual election of trustees. To effectuate the declassification of the Board, each of the seven Corvex/Related newly elected trustees has given resignations effective immediately prior to the vote on the re-election and election, as the case may be, of a total of eleven trustees to the Board. In addition to the seven Corvex/Related trustees standing for re-election to the Board, the Board has nominated four trustees for election to the Board, with all trustees serving one-year terms expiring in 2015.
June 12, 2014	CommonWealth confirms that, as previously disclosed, the removal of the Board without cause constituted an event of default under the company's term loan and revolving credit facility agreements. As a result, CommonWealth obtained waivers of these events of default, effective June 6, 2014, and also amended its loan agreements.
June 23, 2014	CommonWealth files a definitive proxy statement for the 2014 Annual Meeting.
July 10, 2014	CommonWealth files a supplement to the definitive proxy statement for the 2014 Annual Meeting, which was convened on June 30, 2014 but promptly adjourned to July 31, 2014, to revise certain subsections of the proxy relating to amendments to the company's Declaration of Trust.
July 15, 2014	In connection with the EGI Agreement and the exercise of EGI-CW's options granted thereunder, Corvex and Related deliver more than 4 million shares of CommonWealth's common stock to EGI-CW, an affiliate of Mr. Zell's private investment firm EGI. As previously disclosed, Mr. Zell was appointed Chairman of the new Board on May 23, 2014.
July 31, 2014	CommonWealth holds its reconvened session of the 2014 Annual Meeting. At the 2014 Annual Meeting, the company's shareholders (1) elect 11 trustees for one-year terms; (2) approve, among other things, proposed amendments to the company's Declaration of Trust (the "**Charter Amendments**"); and (3) approve the reimbursement to Corvex and Related of up to $33.5 million for expenses incurred in connection with their consent solicitations, half of such payment being contingent upon the company's share performance in years 2015 and 2016. Immediately following the approval, the Company files an Amended and Restated Charter with the Maryland State Department of Assessments and Taxation, which implements the Charter Amendments and also changes the company's name to Equity CommonWealth ("**EQC**"). The company also adopts Second Amended and Restated Bylaws which includes amendments to, among other things, (1) provide for a plurality voting standard in contested trustee elections, rather than requiring the approval of a majority of outstanding shares; (2) increase the maximum permitted number of trustees to 13; and (3) provide that a trustee elected to fill a vacancy will hold office until the next annual meeting of shareholders (because the Charter Amendments declassified the Board), rather than holding office for the unexpired term of the former trustee.
August 8, 2014	Corvex and Related terminate their previous agreement dated January 29, 2013, pursuant to which the parties had agreed to take certain actions with respect to EQC's securities (the "**Termination Agreement**"). Effective upon the execution of the Termination Agreement, each of Corvex and Related ceased to beneficially own the other's shares of EQC and consequently, each

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	of Corvex and Related ceased to be the beneficial owner of more than 5% of EQC's outstanding common stock.
August 13, 2014	EQC files for removal from listing and registration on the New York Stock Exchange pursuant to 17 CFR 240.12d2-2(a)(4).
September 8, 2014	EQC files an investor presentation.
November 17, 2014	EQC files for removal from listing and registration on the New York Stock Exchange pursuant to 17 CFR 240.12d2-2(a)(1).

PROJECT [NAME]
CLOSING CHECKLIST

May 2015						
Su	M	Tu	W	Th	F	Sa
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

June 2015						
Su	M	Tu	W	Th	F	Sa
	1	2	3	4	5	6
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14	15	16	17	18	19	20
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28	29	30				

SC	[_____], counsel to Seller
I-Banker	[_____], financial advisor to Seller
Parent	[_____], a Delaware corporation
Purchaser	[_____] Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Parent
SEC	Securities and Exchange Commission
Seller	[_____], a Delaware corporation
PC	[_____], counsel to Parent and Purchaser
Depositary	Computershare Trust Company, N.A.

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
PRELIMINARY MATTERS					
1		Confidential Disclosure Agreement with Parent	Parent, Seller	Complete	
2		Initial Seller Board of Directors review and authorization to proceed with sale process	Seller	Complete	
3		Engagement letter with I-Banker	Seller	Complete	
4		Non-binding Letter of Intent from Parent	Parent	Complete	
5		Exclusivity Agreement	Parent, Seller	Complete	
PRE-SIGNING					
A.		*Corporate Matters*			
1		Formation of Purchaser • Certificate of Incorporation • Action by Sole Incorporator of Purchaser • Bylaws • Board Consent • Stock certificate issued to Parent	Parent, PC	Complete	

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
2		Seller Board of Directors meeting approving: • the Offer • the merger • merger agreement • Section 16 exemption • Delaware Business Combination Statute (including Share Tender and Voting Agreement) [Note – most REITs are Maryland corporations] • Determination that members of compensation committee satisfy the non-exclusive safe harbor under Rule 14d-10(d)(2) • Approve Authorized Officers • Regulatory and stock exchange filings • Amend existing shareholder rights plan • Amend Company Option Plans • Accelerate options, restricted stock and restricted stock units	Seller	Complete	

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
3		Seller Compensation Committee meeting approving: • Arrangements in accordance with Rule 14d-10 • Cash bonus plan for certain employees • Revise period for cash bonus plan • Bonuses/retention agreements in connection with the Offer/Merger • Establishment of a bonus pool • Treatment of stock option plans, unvested stock options, restricted stock and restricted stock units pursuant to merger agreement • Sections _____ of the merger agreement • Special transaction committee payment • Acceleration of payouts to executive officers to be paid immediately prior to Appointment Time	Seller	Complete	
4		Obtain Fairness Opinion from I-Banker	I-Banker	Complete	
5		Parent Board of Directors meeting approving the transaction and related documents	Parent	Complete	
6		Purchaser Board of Directors written consent approving the transaction and documents	Purchaser	Complete	
7		Written consent of sole stockholder of Purchaser approving the transaction and documents	Purchaser, Parent	Complete	
8		Confirm good standing of Seller in DE	Seller	Complete	
B.		*Draft and Negotiate Agreements with Third Parties*			
1		Select Dealer Manager and enter into agreement	Parent, PC	Complete	

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
2		Select Information Agent and enter into agreement	Parent, PC	Complete	
3		Select Depositary Agent and enter into agreement	Parent, PC	Complete	
4		Select Financial Printers and enter into agreement	Parent, PC, Seller, SC	Complete	
SIGNING (May 1, 2008)					
A.	*Principal Documents*				
1		Execute Agreement and Plan of Merger (with exhibits), deliver signatures of Parent, Seller, Purchaser	Parent, Seller	Complete	
2		Seller Disclosure Schedule	Seller	Complete	
3		Execute Share Tender and Voting Agreement (from Seller directors and officers) ▪ [*list of individuals*]	Parent, Seller	Complete	
4		Amendment to Shareholder Rights Agreement and related officer's certificate	Seller, SC, Transfer Agent	Complete	
5		Acknowledgement letters for certain termination payments (signed by Parent and each Seller executive officer) ▪ [*list of individuals*]	Parent, Seller	Complete	
6		Retention Agreements with ▪ [*list of individuals*]	Parent, Seller	Complete	
B.	*Other Matters*				
1		Parent /Seller joint press release announcing the signing	Parent, Seller	Complete	
2		Notice to Fidelity, AG Edwards and Merrill Lynch regarding termination of 10b5-1 trading plans	Seller	Complete	

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
3		Notice of transaction to Nasdaq Coordinator immediately prior to execution of merger agreement	Parent, PC	Complete	
4		Parent/Purchaser to file Form 8-K with SEC	Parent, PC	Complete	
5		Seller file Form 8-K with SEC: ▪ Describing and attaching the Merger Agreement ▪ Attaching joint press release regarding the signing ▪ Amendment to shareholder rights agreement ▪ Tender and Voting Agreement ▪ Disclosing bonus/retention agreements with executive officers ▪ Disclosing acceleration of payments upon a change in control ▪ Disclosing Top-Up Option (sale of unregistered securities)	Seller	Complete	
6		File Form 8-A/A (amendment to shareholder rights agreement)	Seller	Complete	
7		Prepare for analyst calls and other pre-commencement communications	Parent, Seller	Complete	
8		Seller Q&A	Seller	Complete	
9		Communications to/meeting with employees regarding Offer and Merger	Seller	Complete	
10		Parent's HSR filing	Parent, PC	Filed	
11		Seller's HSR filing	Seller, SC	Filed	
12		Determination of any foreign antitrust filings	Seller, SC	Complete	
		▪ [*list of foreign jurisdictions, if any*]	Seller, SC	Complete	
OFFER DOCUMENTS AND RELATED SEC FILINGS					

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
1		File Schedules TO-C and Schedules 14D-9C for all pre-commencement communications ▪ Attaching joint press release regarding the signing ▪ Communications regarding Parent/Purchaser ▪ Investor relations conference call transcript ▪ Communications to employees	SC, PC	Complete	File on Day of Signing and on any day announced prior to Commencement of Tender Offer
2		Request mailing labels and shareholder and NOBO list from Transfer Agent	Seller, Parent	Complete	
3		Telephonic Notice to stock exchange	Parent, Seller	Complete	
4		Reserve space in the Wall Street Journal for summary advertisement	Parent, PC	Complete	Note 48 hours prior to publishing to avoid premium fee
5		Deliver text of summary advertisement to printer and finalize proof	Parent, PC	Complete	Prior to Commencement of Tender Offer
6		Summary advertisement published	Parent	Complete	1 Day prior to Commencement of Tender Offer
7		Schedule TO and all accompanying offering materials: ▪ Offer to purchase ▪ Letter of transmittal (including Guidelines for Certification of Taxpayer Identification Number (TIN) on Substitute Form W-9) ▪ Letter to brokers, dealers, Commercial Banks, Trust Companies and Other Nominees ▪ Letter to clients ▪ Summary advertisement ▪ Notice of guaranteed delivery ▪ Non-disclosure agreement	Parent, PC	Complete	Date of Commencing Tender Offer

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
8		Schedule 14D-9, File and Print and mail offering materials and copy of Schedule 14D-9 to Seller shareholders	Seller, SC	Complete	Date of Commencing Tender Offer
9		Information Statement (per Rule 14f-1) with SEC in connection with the possible election of persons designated by Purchaser, pursuant to the Merger Agreement and mail to Seller shareholders	Seller, SC	Complete	Date of Commencing Tender Offer
DURING PENDENCY OF TENDER OFFER					
1		Press Release announcing expiration period under HSR and satisfaction of such condition under the Offer	Parent, Seller	None	During Offering Period
2		File amendments to each of Schedule TO and Schedule 14D-9 with press release regarding HSR	SC, PC	Complete	During Offering Period
3		If reviewed by SEC, respond to any comments from SEC and amend Schedule TO and Schedule 14D-9 accordingly	SC, PC	SEC confirmed "no review" on Schedule TO and Schedule 14D-9	During Offering Period
4		Amend Schedule TO and Schedule 14D-9 and file with SEC as necessary to reflect developments in the transaction	SC, PC		During Offering Period
5		Monitor status of shares tendered	SC, PC		During Offering Period
6		Ascertain whether conditions to the Offer have been satisfied	SC, PC		During Offering Period
7		Notify Transfer Agent of Appointment Time (Midnight June 12, 2008)	SC, Seller	Complete	
8		Obtain third party consents and waivers: ▪ [*list of entities*]	Parent, PC, Seller, SC	Drafts sent to Parent	Once we receive comments from Parent, Seller will mail consents
9		Purchase D&O tail insurance policy	Seller	Quote obtained	
10		Determine whether Seller's 410(k) plan or any group severance or group separation plans need to be terminated	Seller, Parent		

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
11		Obtain 280G determination from nationally recognized accounting firm pursuant to the terms of Mr. XXX's employment agreement	Seller	In progress	
12		Set up rabbi trust on XXX's behalf with [____] Bank	Seller, SC	In progress	
13		Meeting of Seller's Board of Directors to approve establishment of rabbi trust on XXX's behalf	Seller, SC		
14		Meeting of Seller Compensation Committee to allocate $450,000 bonus pool and payment of bonuses	Seller, SC		
15		Respond to FINRA requests	Seller, SC		
EXPIRATION OF TENDER OFFER (MIDNIGHT JUNE 12, 2008)					
1		Confirm minimum tender condition and the other conditions to the Offer have been satisfied	Parent, PC, Seller, SC	NOTE: If not satisfied, Parent issues press release before 9AM EST 6/13/08 announcing extension of Offer	Appointment Time (6/12)
2		Issue press release announcing closing of TO and acceptance of tendered shares, report preliminary result of shares tendered	Parent, PC	Note: May offer a "Subsequent Offering Period" for an additional 3 to 20 business days following the close of the initial tender offer	
3		Amend Schedule TO to disclose acceptance of the tendered securities and expiration of Offer	Parent, PC		
4		Amend Schedule 14D-9 to disclose acceptance of the tendered securities and expiration of Offer	Seller, SC		
5		Provide written notice to Nasdaq Coordinator of material corporate action	Parent, PC		

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
6		If necessary, Parent or Purchaser exercises Top-Up Option to acquire from Seller sufficient number of shares to hold 90% If exercised, Seller issues such shares to Parent or Purchaser in exchange for payment in the form of cash or promissory note: • Exercise Notice/ Receipt for Top-Up Option • Receipt and Notice from Seller of Number of Top-Up Shares • Determine whether Top-Up shares will be entered in Book Entry form or Certificated Form • Full Recourse Promissory Note for payment of shares purchased pursuant to Top-Up Option • Instructions to Transfer Agent to issue shares • Book Entry with respect to Purchaser's shares of Seller common stock by Transfer Agent • Transfer Agent Certificate verifying Purchaser's Book Entry Position	Parent, PC, Seller, SC		
7		Payment of severance amounts to Seller executives: • [*list of individuals*]	Parent, Seller		
8		Provide payment to Seller directors for RSUs: • [*list of individuals*]	Parent, Seller		
9		Letter from Purchaser to Depositary (accepting for payment all shares of Seller common stock tendered in the Tender Offer)	Parent, PC		
10		Notice to Dealer Manager regarding expiration of the Offer	Parent, PC		
11		Letter from Depositary (confirming the acceptance of shares in the Tender Offer)	Depositary		

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
12		Upon the Appointment Time, Parent exercises its right to designate directors to fill at least a majority of the Seller Board and any committees thereof If exercised, Seller takes all actions necessary including seeking resignations or increasing size of Board: • Determine (2) Seller directors who will remain on the Board • Letters of resignation for resigning Seller directors	Parent, PC, Seller, SC		
13		Form 4 reporting obligation for acceleration and cashing out of RSUs: • [*list of individuals*] • Form 4 reporting obligation for Section 16 officers – See Post Closing	Seller, SC		
14		Complete Transition Agreements between Parent and each of: • [*list of individuals*]	Parent, Seller		
SECOND STEP MERGER					
1		Closing of Merger – either (a) filing of short-form merger certificate with the Secretary of State of Delaware if more than 90% of shares have tendered or (b) schedule a stockholder meeting and distribute a proxy statement if more than 50% but less than 90% of the shares tendered, i.e., a long form merger (Will provide an Annex if contemplating anything other than a short-form merger)	Parent, PC		
2		Prepare flow of funds	Parent, PC		
3		Notify Nasdaq to delist Seller from trading	Seller, SC		
4		Parent Board approved short-form merger of Purchaser into Seller	Parent, PC		
5		Draft and file Certificate of Merger with Delaware Secretary of State	Parent, PC		

No.		Item	Primary Responsibility	Status / Notes	Due Date (where applicable)
6		Notify Nasdaq of approval and effectiveness of merger and request suspension of Seller trading as of the close of trading on the Effective Date of the Merger	Parent, PC, Seller, SC		
7		Issue press release announcing closing of short form merger	Parent, PC		
8		Parent (through Purchaser) transfers funds to Depositary to pay for remaining Seller shares converted into cash via the merger	Parent, PC		
9		Payment by Parent or Surviving Corporation for Seller Options and Seller Restricted Stock	Parent, Seller		
10		Draft and file Form 15 with SEC to deregister Seller as a reporting company	Seller, SC		
11		Nasdaq files Form 25 with SEC	Nasdaq		
12		Mailing of Appraisal Rights Notice to Seller stockholders (who did not tender in the Offer) per Delaware law	Parent, PC		
POST CLOSING					
1		File Forms 4 for Seller Section 16 filers: For acceleration of options and cash out of options; For tendering of common stock; for acceleration and cashing out of restricted stock: • [*list of individuals*]	Seller, SC		
2		Parent file Form 3 and Schedule 13D	Parent, PC		

MORRISON
FOERSTER

SHAREHOLDER ACTIVISM

What is Shareholder Activism?

- Shareholder activism refers to a range of activities undertaken by shareholders for the purpose of effecting change at the corporations that they own.

- Shareholder activism activities range from asking companies to present proposals at annual meetings regarding environmental, social and governance matters to seeking to cause a change of control.

- A wide spectrum of investors engage in shareholder activism, including individuals, hedge funds, pension funds and other institutional investors.

The Legal Framework for Activism

Director Duties

- A director of a Maryland corporation must perform his or her duties:
  - In good faith;
  - In a manner the trustee reasonably believes to be in the best interests of the company; and
  - With the care that an ordinarily prudent person in a like position would use under similar circumstances.

Director Duties

- Additionally, directors must:
  - Subjectively believe that the action taken is in the company's best interests, which belief must be objectively reasonable.
  - Exercise his or her own judgment as to the best interests of the company.
  - Inform themselves of all reasonably available information that is material to their decision.
- Whenever confronted with shareholder activism, directors must consider their duties to the corporation.

Federal Securities Laws

- In addition to state corporation laws, US federal securities laws must also be considered.
- The federal proxy rules provide for a mechanism by which shareholders are able to vote by proxy on matters raised by both shareholders and companies at annual and special meetings.
- SEC Rule 14a-8 provides a means by which a shareholder meeting certain eligibility requirements can have shareholder proposal included in a company's proxy statement.
- Exchange Act Section 14A requires that public companies hold an advisory vote on executive compensation.

The Legal Framework for Activism
Shareholder Proposals
Securities Exchange Act of 1934
Rule 14a-8

Shareholder Proposals

- Exchange Act Rule 14a-8.

- Shareholder Eligibility – Rule 14a-8(b)(1) –
  - Own $2000 or 1% for one year;
  - Own continuously for at least one year by the date proposal is submitted; and
  - Must continue to hold those securities through the date of the meeting.

- Number – Rule 14a-8(c) –
  - One proposal per shareholder.

Shareholder Proposals

- Length of proposal and supporting statement – Rule 14a-8(d) –
  - No more than 500 words.

- Timing – Rule 14a-8(e) –
  - Proposal must be submitted not less than 120 calendar days before the date of the proxy statement for the prior year's annual meeting.

- Presentation of proposal at annual meeting – Rule 14a-8(h) –
  - Proponent or representative must attend annual meeting and present proposal.

Shareholder Proposals

- Substantive Matters – Rule 14a-8(i) –
  - The issuer may exclude a proposal if its falls into one or more of 13 categories.

- Rule 14a-8(i) Categories –
  - (1) *Improper under state law*: The proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the issuer's organization.
  - (2) *Violation of law*: The proposal would, if implemented, cause the issuer to violate any state, federal, or foreign law to which it is subject.
  - (3) *Violation of proxy rules*: The proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials.

Shareholder Proposals

- Rule 14a-8(i) Categories (Continued) –
  - (4) *Personal grievance or special interest*: The proposal relates to the redress of a personal claim or grievance against the issuer or any other person, or if it is designed to result in a benefit to the proponent, or to further a personal interest, which is not shared by the other shareholders at large.
  - (5) *Relevance*: The proposal relates to operations which account for less than 5 percent of the issuer's total assets at the end of its most recent fiscal year, and for less than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the issuer's business.
  - (6) *Absence of power/authority*: The issuer would lack the power or authority to implement the proposal.
  - (7) *Management functions*: The proposal deals with a matter relating to the issuer's ordinary business operations.

Shareholder Proposals

- Rule 14a-8(i) Categories (Continued) –
  - (8) *Relates to election*: The proposal –
    - Would disqualify a nominee who is standing for election;
    - Would remove a director from office before his or her term expired;
    - Questions the competence, business judgment, or character of one or more nominees or directors;
    - Seeks to include a specific individual in the issuer's proxy materials for election to the board of directors; or
    - Otherwise could affect the outcome of the upcoming election of directors.

NOTE – Rule 14a-8(i)(8) Does NOT permit exclusion of "proxy access" proposals.

Shareholder Proposals

- Rule 14a-8(i) Categories (Continued) –
  - (9) *Conflicts with an issuer proposal*: The proposal directly conflicts with one of the is issuer's own proposals to be submitted to shareholders at the same meeting.

  NOTE – SEC is reconsidering Rule 14a-8(i)(9) and is not currently taking no-action positions.

  - (10) *Substantially implemented*: The issuer has already substantially implemented the proposal;
  - (11) *Duplication*: The proposal substantially duplicates another proposal previously submitted to the issuer by another proponent that will be included in the issuer's proxy materials for the same meeting;

Shareholder Proposals

- Rule 14a-8(i) Categories (Continued) –
  - (12) *Resubmissions*: The proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the issuer's proxy materials within the preceding 5 calendar years and the last time it was included the proposal received:
    - Less than 3% if proposed once in last 5 calendar years;
    - Less than 10% on its last submission if proposed three times or more within the last 5 calendar years.
    - Less than 6% on its last submission if proposed twice within the last 5 calendar years; or

  NOTE – In these situations, the issuer may exclude the proposal it from its proxy materials for any meeting held within 3 calendar years of the last time it was included.

  - (13) *Specific amount of dividends*: The proposal relates to specific amounts of cash or stock dividends.

Shareholder Proposals

- Burden of Proof – Rule 14a-8(g) –
  - The issuer has the burden to demonstrate an ability to exclude a proposal.

- Issuer obligation to submit notice to the SEC – Rule 14a-8(j) –
  - Notice demonstrating basis to exclude must be presented to the SEC no later than 80 calendar days before the issuer mails its proxy statement for the annual meeting.
  - Issuer must provide a copy of the notice to the proponent.
  - If the basis relies on state or foreign law, the notice must include an opinion of counsel.

The Profile of Activist Investors

Hedge Fund Activism Is Increasing

Notable Activist Funds

- Appaloosa Management
- Barrington Capital
- Bulldog Investors
- Cannell Capital
- Chapman Capital
- Elliott Management* (*Paul Singer*)
- ESL Investments
- Greenlight Capital* (*David Einhorn)*
- Highland Capital
- Icahn Partners* (*Carl Icahn*)
- JANA Partners* (*Barry Rosenstein*)
- Knight Vinke
- Perry Capital
- Pershing Square Capital* (*William Ackman*)
- Relational Investors* (*Ralph Whitworth*)
- Schoenfeld Asset Management
- Starboard Value* (*Jeffrey Smith*)
- Steel Partners
- Stilwell Value
- Third Point* (*Daniel Loeb*)
- TPG-Axon
- Tracinda (*Kirk Kerkorian*)
- Trian Partners* (*Nelson Peltz*)
- ValueAct Capital* (*Jeffrey Ubben*)

* Largest funds

Traditional Investors As Activists

- Long-term institutional investors have embraced activist tactics
  - Fidelity, CalSTRS, CalPERS, T. Rowe Price and BlackRock
  - "Shareholder democracy" movement has made activism more acceptable
  - Many institutional investors also invest in activist funds
- Still rare for institutional investors to lead an activist campaign
- More common for institutional investors to publicly support activist campaigns
- Non-public institutional investor support of activist campaigns is now quite commonplace

Companies can no longer assume the support of their long-term institutional shareholders.

No Company Is "Too Big"

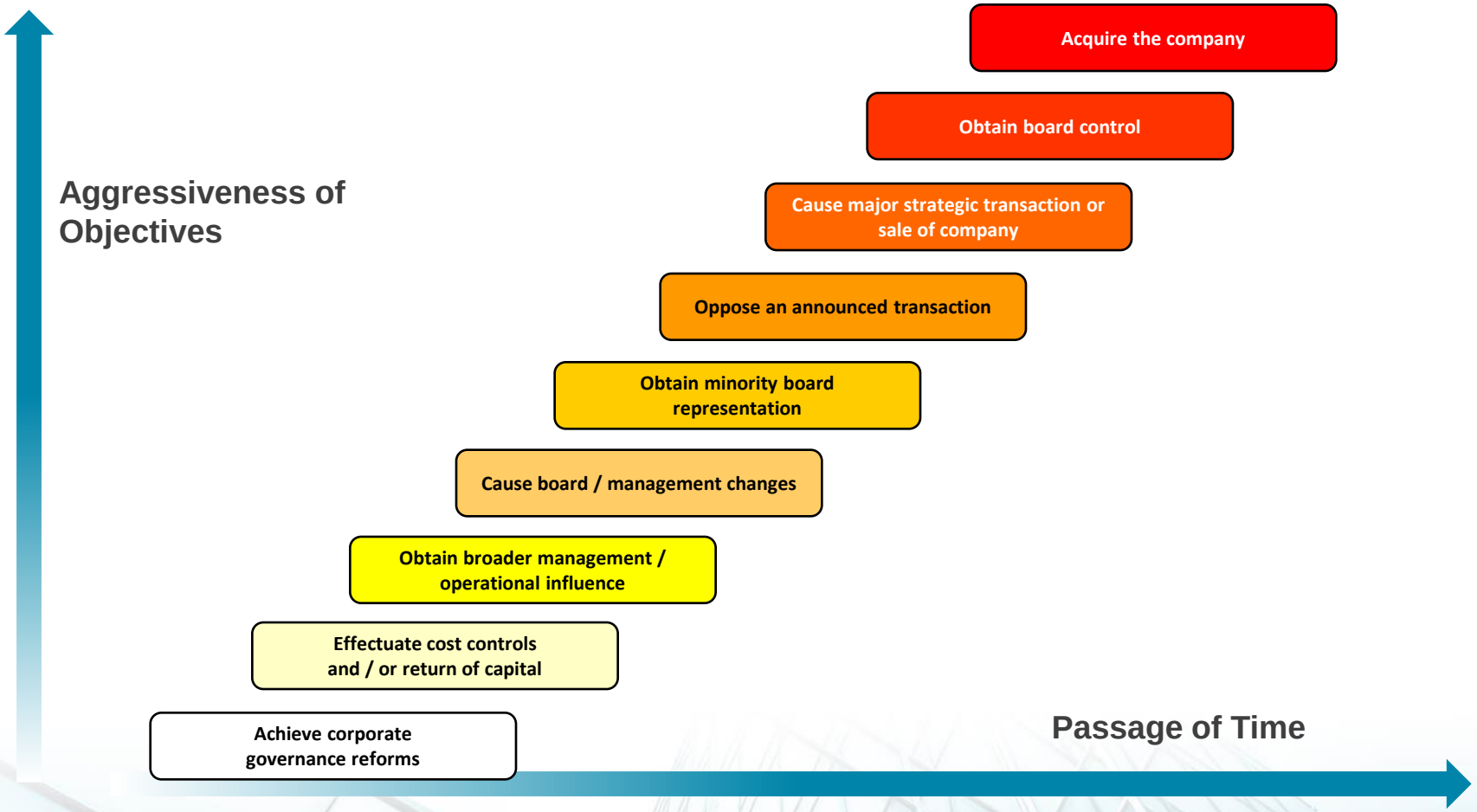
Select companies with market caps > $10BB with recent hedge fund activism

Although most activist campaigns target small and mid-sized companies, no company is too large to be subject to hedge fund activism.

Impact of Proxy Advisors Services

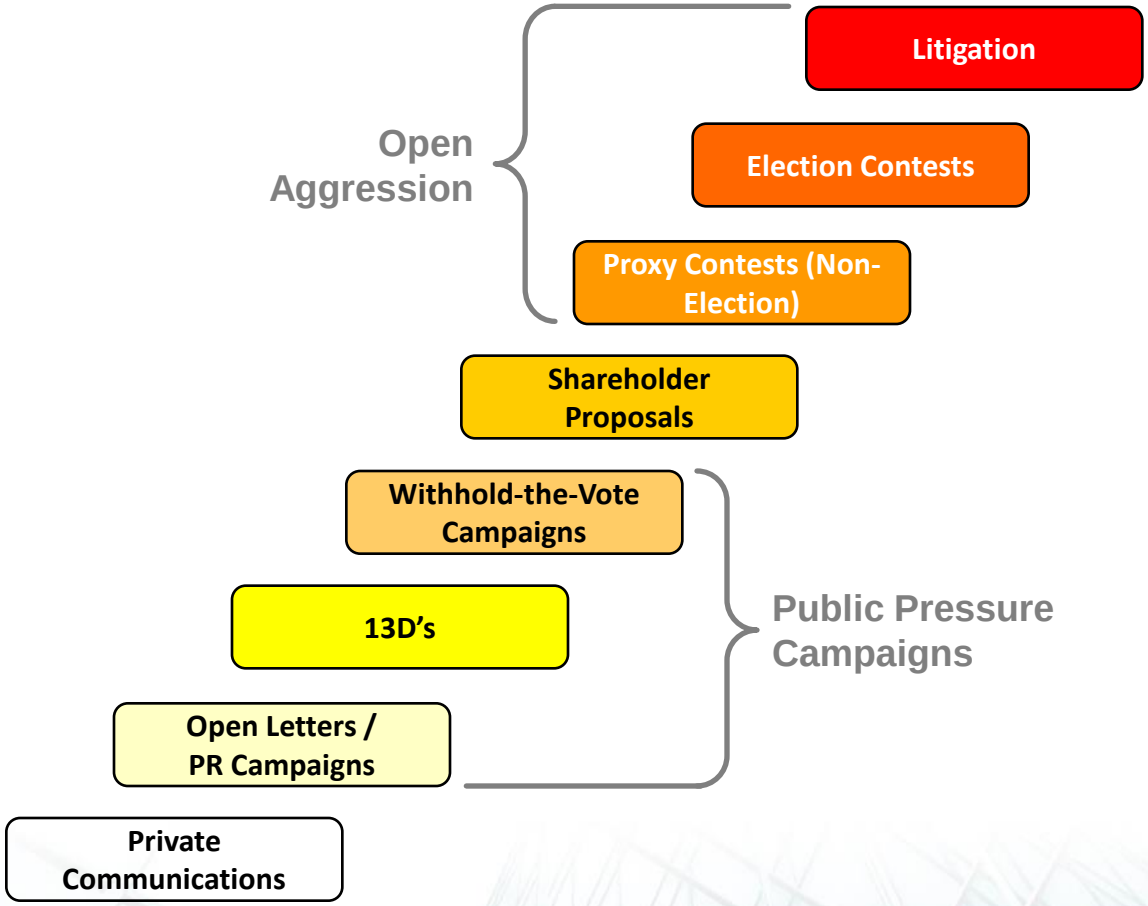
- Proxy advisory services exert significant influence on stockholder voting and governance
- ***Institutional Shareholder Services (ISS)*** — *the* largest and most influential advisory firm
  - Can directly influence the vote of 25% or more of shares outstanding
  - Most institutional investors review ISS research in some capacity
  - ISS voting policies are transparent, for the most part
  - ISS staff is willing to engage with corporate issuers in many instances
  - ISS provides services to issuers, as well as to institutional investor clients
- ***Glass Lewis & Co.*** — the largest competitor to ISS
  - Significantly less influential than ISS, given a more limited client base
  - Does not provide services to issuers
  - Is willing to engage with companies only outside of the solicitation process
- **Egan Jones Proxy Services** — much smaller and less influential than ISS and Glass Lewis
- SEC staff recently published guidance on the activities of proxy advisory services under existing SEC rules

Activist Campaign Objectives



Objectives can, and often do, change over time as activist demands are not met.

The Range of Hedge Fund Tactics



"Open Aggression" tactics are much more costly and, therefore, not as common. However, success of aggressive actions has made them popular.

Tactics — Derivatives / Empty Voting

- Opportunistic investors can adjust their exposure to the issuer in order to decouple their economic and voting interests
  - Contra hedge can distort incentive to vote in a manner that benefits all shareholders
- Forcing activist disclosure is critical, so a target can attack the investor's "empty vote"
  - Schedule 13D requires disclosure of contracts concerning "any securities of the issuer," which can include derivatives, but often derivatives do not trigger Schedule 13D filing obligation
- Advance notice bylaw provision can require stockholders to disclose their derivative positions (and more) before submitting nominations or proposals for a stockholder meeting
- Recent rights plans also attempt to address the issue of derivative ownership
  - Include derivative positions in the definition of "Beneficial Ownership"
  - Aggregating Beneficial Ownership of persons "acting in concert" (aka wolf-packs) has faded due to concerns regarding the validity of such provisions under state law

Tactics — Short Slates

- Activist may solicit proxies for a minority of the board of directors
  - Proxy rules allow dissident to round out slate by including nominees named in the company's proxy without obtaining their consent
- Continue to be popular
  - More likely to be supported by institutional shareholders than control slates
  - Often supported by ISS and other proxy advisory firms and, if supported, often successful
  - Allows dissident to exercise influence without having to run the company
  - Allows dissident to leave certain incumbents on the board and support nominees of another dissident—dissident can round out its slate with nominees of the company or another dissident
  - Useful when election of a control slate would trigger change-of-control provisions in company debt agreements, severance agreements and other material contracts
  - However, activists are seeking control of boards more frequently than in the recent past, and getting surprisingly strong support
    - Notwithstanding strong activist pressure with backing from ISS, successful defense against short slate campaign still possible (*see, e.g.*, 2012 AOL proxy contest)

Tactics — Proxy Access

- "Proxy access" describes when a qualifying shareholder or group of qualifying shareholders has the ability to nominate one or more directors through the company's proxy statement.
- The SEC adopted a mandatory proxy access rule in August 2010, which was vacated by the United States Court of Appeals for the DC Circuit in July 2011; the SEC did not appeal or seek re-hearing of the court's decision.
- The SEC adopted amendments to its shareholder proposal rule (Rule 14a-8) to pave the way for "private ordering" of proxy access through the use of the shareholder proposal process.
- There are a number of options available under Rule 14a-8 for a company that receives a proxy access shareholder proposal:
  - Argue that the proposal is contrary to the proxy rules under Rule 14a-8(i)(3), *i.e.*, the resolution contained in the proposal is inherently vague or indefinite
  - Propose a company proxy access proposal that conflicts with the shareholder proposal under Rule 14a-8(i)(9), although the SEC has recently stopped expressing a view on 14a-8(i)(9)
  - Adopt a proxy access bylaw amendment and argue that proxy access has been "substantially implemented" under Rule 14a-8(i)(10)
  - Argue other substantive and procedural bases for exclusion, as applicable
- Many companies continue to take a "wait and see" approach to proxy access; however, some large companies – *e.g.*, Hewlett-Packard, Verizon and McKesson – have adopted, or announced their intention to propose, a proxy access bylaw.

Countering Activists — Investor Relations

- Regularly communicate with and court large shareholders (subject to Reg FD)
- Constantly monitor statements by shareholders and financial press
- Focus on accumulations of shares and movements of significant positions, particularly involving activists that often work together
- Review ISS corporate governance analysis for potential issues
- Make sure the company has a clear communications policy and speaks with one voice
- Anticipate activist issues and address them proactively:
  - Address Board composition issues
  - Formulate plans for cash and articulate them to the market
  - Consider divestiture (or other alternatives) for non-core, underperforming or unused assets

Activists typically take minority positions and need the support of other shareholders to succeed.

Countering Activists — Readiness

- Monitor the activity of activist investors, particularly in the technology sector, to better anticipate any potential threats
- Different activists employ different strategies and have different risk tolerances
  - Know the activists you're dealing with and craft your strategy accordingly
- Have an advisory team ready, including key management, investment bankers, inside and outside legal counsel, a proxy solicitor, and a financial public relations firm
- Respond to any activist approach promptly
- With activism increasing, periodically assess the vulnerability of the Company to hedge fund activism
  - Evaluate the Company's corporate governance profile and bylaws, seeking to identify any potential areas of weakness
  - Evaluate the Company's strategy, and be prepared to defend that strategy in the event of a challenge by an activist investor
  - Based on the Company's profile, develop a response plan that can be implemented if the Company is targeted in the future

Countering Activists — Readiness

- Shareholder engagement should be a centralized and coordinated effort
  - Board members can be an important part of shareholder engagement but it should be coordinated through the company
  - All requests to speak with board members should be referred to the company
  - Essential to speak with one voice
  - Remember that communications with shareholders are regulated—for example, Reg FD and proxy communication rules
- Shareholder activism may lead to litigation
  - Emails and other written communications may be taken out of context; consider oral communications when appropriate

Case Studies

Case Study — Apple Inc. (Return-of-Capital Objective)

- At the end of 2012, Apple had over $130 billion in cash and had announced plans to return some cash to shareholders through dividends and buybacks but many investors thought it was insufficient.
- In 2013, Greenlight Capital proposed that Apple issue preferred stock to shareholders that would provide shareholders with higher dividend income over time.
- Apple responded by proposing to amend its Articles of Incorporation to remove preferred stock authority. Apple combined the proposal with other amendments to the Articles.
- Greenlight sued Apple, alleging improper "bundling" of the amendment proposals. The court agreed with Greenlight, and Apple withdrew the proposal from the annual 2013 meeting agenda.
- In 2013-14, Carl Icahn pushed for a larger stock buyback. He submitted a proposal for Apple's Annual Meeting for a non-binding shareholder vote on a $50 billion buy back but dropped proposal due to lack of support.

Case Study — eBay Inc. (Spin-off Objective)

- January 2014, eBay announces receipt of notice from Icahn of
  (1) a non-binding proposal to spin-off eBay's PayPal business and
  (2) nomination of two Icahn nominees for the eBay board.
  - eBay / PayPal release materials arguing that eBay and PayPal are more valuable together
- February 2014, Icahn sends open letter to eBay shareholders stating there is "complete disregard for accountability at eBay" and directors should resign "out of pure decency or sheer embarrassment." The letter asks shareholders to approve Icahn's nominees and the spin-off proposal.
- February / March 2014, Substantial back and forth between eBay and Icahn regarding Icahn's allegations. Icahn remained very critical of certain Board members (in part to garner support for his nominees).
- March 2014, eBay and Icahn each file proxy materials in support of their nominees / positions on Icahn's spin-off proposal.
- April 2014, eBay announces settlement with Icahn that results in Icahn's withdrawal of the proposal and his nominees, and eBay's addition of another independent director to the Board (not one of Icahn's nominees).

Case Study — Microsoft (Strategic Direction Objective)

- April 2013, ValueAct Capital disclosed approximate $2 billion stake in Microsoft
- ValueAct operates less publicly than other activists (such as Icahn, Ackman and Einhorn)
  - ValueAct supported long-term investment in Microsoft, believing it was undervalued
  - ValueAct presented its views to management, which included a return of capital to shareholders and a strategic focus on core business software and Internet-based cloud services and less emphasis on consumer products
  - ValueAct apparently left open the possibility of a proxy contest to add a board member(s)
- August 2013, Microsoft announces agreement with ValueAct under which:
  - ValueAct was awarded a board seat in the first quarter of 2014
  - ValueAct agreed not to pursue a proxy contest or extraordinary transaction, and agreed to other restrictions on its activities
- The agreement was announced on deadline for shareholder nominations / proposals and one week after Ballmer announced his retirement (though said not to be related)

Case Study — Allergan Inc. (Acquisition Objective)

Valeant, Pershing bid for Allergan

•February 2014, Pershing Square and Valeant Pharmaceuticals create a joint fund and accumulate shares of to acquire Allergan. Current holdings are 9.7% of outstanding Allergan shares.

•April 2014, Valeant offers $48.30 in cash + 0.83 shares of Valeant stock for each Allergan share, Allergan adopts a poison pill to expire in 1 year.

•May 12, 2014, Allergan rejects Valeant's offer.

•May 13, 2014, Pershing files a proxy statement with the SEC announcing a meeting of Allergan stockholders to vote on a non-binding resolution requesting the Allergan board to engage in good faith discussions with Valeant regarding Valeant's proposal.

•May 28, 2014, Valeant offers $58.30 in cash + 0.83 shares of Valeant stock for each Allergan share.

•May 30, 2014, Without waiting for a reply from Allergan, Valeant revises its offer to $72 in cash + 0.83 shares of Valeant stock for each Allergan share.

•June 2, 2014, Pershing and Valeant take their bid to Allergan's shareholders by requesting, in an SEC filing, a Special Meeting for the purpose of removing a majority of the Allergan board.

Allergan share price = $169.22 on 6/30/2014 (NYSE:AGN)

SAMPLE EXCESS SHARE PROVISIONS

The following excess share provisions were excerpted from the charters of various real estate investment trusts. These excerpts demonstrate a variety of approaches to imposing share ownership and transfer limitations and will serve as a reference for our discussion of the validity of excess share provisions as a takeover defense. The following excerpts are presented below:

1. An excess share provision applicable to 13D groups
2. An excess share provision not applicable to 13D groups
3. An excess share provision directly addressing related party rent issues
4. An excess share provision not directly addressing related party rent issues
5. An excess share provision giving the board broad discretion to grant exemptions
6. An excess share provision giving the board very limited discretion to grant exemptions

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1. An excess share provision applicable to 13D groups

ARTICLE X
RESTRICTIONS ON TRANSFER AND OWNERSHIP OF SHARES

10.1 Definitions. For the purpose of this Article X, the following terms shall have the following meanings:

…

"Person" The term "Person" shall mean an individual, corporation, partnership, limited liability company, estate, trust (including, without limitation, a trust qualified under Sections 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity and also includes a group as that term is used for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

…

10.2 Share Ownership Limitations.

(a) Basic Restrictions.

(i) No Person shall Beneficially Own or Constructively Own Common Shares in excess of the Common Share Ownership Limit unless, as provided in Section 10.2(i), the Board of Directors, in its sole and absolute discretion, increases the Common Share Ownership Limit, in which case no Person shall Beneficially Own or Constructively Own Common Shares in excess of such modified Common Share Ownership Limit.

(ii) No Person shall Beneficially Own or Constructively Own Preferred Shares in excess of the Preferred Share Ownership Limit unless, as provided in Section 10.2(i), the Board of Directors, in its sole and absolute discretion, increases the Preferred Share Ownership Limit, in which case no Person shall Beneficially Own or Constructively Own Preferred Shares in excess of such modified Preferred Share Ownership Limit.

(iii) No Person shall Beneficially Own or Constructively Own Shares to the extent that:

(1) such Beneficial Ownership or Constructive Ownership of Shares would result in the Corporation being "closely held" within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a taxable year);

(2) such Beneficial Ownership or Constructive Ownership of Shares would result in (a) the Corporation owning (directly or indirectly) an interest in a tenant that is described in Section 856(d)(2)(B) of the Code if the income derived by the Corporation (either directly or indirectly through one or more partnerships or limited liability companies) from such tenant for the taxable year of the Corporation during which such determination is being made would reasonably be expected to equal or exceed the lesser of (I) one percent (1%) of the Corporation's gross income (as determined for purposes of Section 856(c) of the Code), or (II) an amount that would cause the Corporation to fail to satisfy any of the gross income requirements of Section 856(c) of the Code or (b) any

manager or operator of a "qualified lodging facility," within the meaning of Section 856(d)(9)(D) of the Code, leased by the Corporation (or any subsidiary of the Corporation) to one of its taxable REIT subsidiaries with respect to the Corporation failing to qualify as an "eligible independent contractor," within the meaning of Section 856(d)(9)(A) of the Code, in either case if the income derived by the Corporation from such tenant or such taxable REIT subsidiary, taking into account any other income of the Corporation that would not qualify under the gross income requirements of Section 856(c) of the Code, would (or in the sole judgment of the Board of Directors, could) cause the Corporation to fail to satisfy any of such gross income requirements; or

(3) such Beneficial Ownership or Constructive Ownership of Shares would result in the Corporation otherwise failing to qualify as a REIT.

(iv) No Person shall Transfer any Shares if, as a result of the Transfer, the Shares would be Beneficially Owned by fewer than 100 Persons (determined without reference to the rules of attribution under the Code). Subject to Section 10.4 and notwithstanding any other provisions contained herein, any Transfer of Shares (whether or not such Transfer is the result of a transaction entered into through the facilities of the NYSE or any other national securities exchange or automated inter-dealer quotation system) that, if effective, would result in Shares being Beneficially Owned by fewer than 100 Persons (determined under the principles of Section 856(a)(5) of the Code) shall be void *ab initio*, and the intended transferee shall acquire no rights in such Shares.

2. **An excess share provision not applicable to 13D groups**

SECTION 2. REIT-RELATED RESTRICTIONS AND LIMITATIONS ON THE EQUITY STOCK.

Until the "Restriction Termination Date," as defined below, all Equity Stock shall be subject to the following restrictions and limitations intended to preserve the Corporation's status as a REIT:

(a) Definitions. As used in this Article V, the following terms shall have the indicated meanings:

…

"Person" shall mean an individual, corporation, partnership, estate, trust (including a trust qualified under Section 401(a) or 501(c)(17) of the Code), a portion of a trust permanently set aside for or to be used exclusively for the purposes described in Section 642(c) of the Code, association, private foundation within the meaning of Section 509(a) of the Code, joint stock company or other entity; but does not include an underwriter that participated in a public offering of any Equity Stock for a period of 25 days following the purchase by such underwriter of such Equity Stock.

…

(b) Ownership Limitation and Transfer Restrictions with Respect to Equity Stock.

(i) Except as provided in Section 2(f) of this Article V, prior to the Restriction Termination Date, no Person shall Beneficially Own or Constructively Own Equity Stock in excess of the Ownership Limit.

(ii) Except as provided in Section 2(f) of this Article V, prior to the Restriction Termination Date, any Transfer that, if effective would result in any Person Beneficially Owning or Constructively Owning Equity Stock in excess of the Ownership Limit shall be void ab initio as to the Transfer of such Equity Stock that would be otherwise Beneficial Owned or Constructively Owned (as the case may be) by such Person in excess of the Ownership Limit; and the Purported Record Transferee (and the Purported Beneficial Transferee, if different) shall acquire no rights in such Equity Stock.

(iii) Except as provided in Section 2(f) of this Article V, prior to the Restriction Termination Date, any Transfer that, if effective, would result in the outstanding Equity Stock being Beneficially Owned by less than 100 Persons (determined without reference to any rules of attribution) shall be void ab initio as to the Transfer of such Equity Stock which would be otherwise Beneficially Owned by the transferee; and the Purported Record Transferee (and the Purported Beneficial Transferee, if different) shall acquire no rights in such Equity Stock.

(iv) Prior to the Restriction Termination Date, any Transfer that, if effective, would result in the Corporation being "closely held" within the meaning of Section 856(h) of the Code, or would otherwise result in the Corporation failing to qualify as a REIT, shall be void ab initio as to the Transfer of the Equity Stock that would cause the Corporation to be "closely held" within the meaning of Section 856(h) of the Code or otherwise to fail to qualify as a REIT, as the case may be; and the Purported Record Transferee (and the Purported Beneficial Transferee, if different) shall acquire no rights in such Equity Stock.

(v) If the Board of Directors or its designee shall at any time determine in good faith that a Transfer of Equity Stock has taken place in violation of this Section 2(b) or that a Person intends to acquire or has attempted to acquire beneficial ownership (determined without reference to any rules of attribution), Beneficial Ownership or Constructive Ownership of any Equity Stock of the Corporation in violation of this Section 2(b), the Board of Directors or its designee shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer, including but not limited to, refusing to give effect to such Transfer on the books of the Corporation or instituting proceedings to enjoin such Transfer; provided, however; that any Transfers or attempted Transfers in violation of Section 2(b)(ii), Section 2(b)(iii) or Section 2(b)(iv) of this Article V shall automatically result in the conversion and exchange described in Section 2(c), irrespective of any action (or non-action) by the Board of Directors, except as provided in Section 2(f) of this Article V.

3. **An excess share provision directly addressing related party rent issues**

2. Capital Stock.

(1) Ownership Limitations. During the period commencing on the Initial Date and prior to the Restriction Termination Date, but subject to Section 4:

(A) Basic Restrictions.

(i) (1) No Person, other than an Excepted Holder, shall Beneficially Own or Constructively Own shares of Capital Stock in excess of the Aggregate Stock Ownership Limit, (2) no Person, other than an Excepted Holder, shall Beneficially Own or Constructively Own shares of Common Stock in excess of the Common Stock Ownership Limit and (3) no Excepted Holder shall Beneficially Own or Constructively Own shares of Capital Stock in excess of the Excepted Holder Limit for such Excepted Holder.

(ii) No Person shall Beneficially Own shares of Capital Stock to the extent that such Beneficial Ownership of Capital Stock would result in the Corporation being "closely held" within the meaning of Section 856(h) of the Code (without regard to whether the ownership interest is held during the last half of a taxable year).

(iii) No Person shall Beneficially Own or Constructively Own shares of Capital Stock to the extent that such Beneficial Ownership or Constructive Ownership of Capital Stock would otherwise result in the Corporation failing to qualify as a REIT (including, but not limited to, Beneficial Ownership or Constructive Ownership that would result in the Corporation actually owning or Constructively Owning an interest in a tenant that is described in Section 856(d)(2)(B) of the Code if the income derived by the Corporation from such tenant would cause the Corporation to fail to satisfy any of the gross income requirements of Section 856(c) of the Code).

(iv) No Person shall Beneficially Own or Constructively Own shares of Capital Stock to the extent that such Beneficial Ownership or Constructive Ownership of Capital Stock could result in the Corporation failing to qualify as a "domestically controlled qualified investment entity" within the meaning of Section 897(h)(4)(B) of the Code.

(v) Notwithstanding any other provision contained herein, any Transfer of shares of Capital Stock that, if effective, would result in the shares of Capital Stock being beneficially owned by less than 100 Persons (determined under the principles of Section 856(a)(5) of the Code) shall be void ab initio, and the intended transferee shall acquire no rights in such shares of Capital Stock.

The number and value of the outstanding shares of Capital Stock (or any class or series thereof) Beneficially Owned or Constructively Owned by any Person shall be determined by the Board of Directors, which determination shall be final and conclusive for all purposes hereof. For purposes of determining the percentage ownership of Capital Stock (or any class or series thereof) by any Person, shares of Capital Stock that may be acquired upon conversion, exchange or exercise of any securities of the Corporation directly or Constructively held by such Person, but not shares of Capital Stock issuable with respect to the conversion, exchange or exercise of securities for the Corporation held by other Persons, shall be deemed to be outstanding prior to conversion, exchange or exercise.

4. **<u>An excess share provision not directly addressing related party rent issues</u>**

[*Note: this is the same provision seen above in Section 2 as an example of a "non-13D group" provision*]

(b) Ownership Limitation and Transfer Restrictions with Respect to Equity Stock.

(i) Except as provided in Section 2(f) of this Article V, prior to the Restriction Termination Date, no Person shall Beneficially Own or Constructively Own Equity Stock in excess of the Ownership Limit.

(ii) Except as provided in Section 2(f) of this Article V, prior to the Restriction Termination Date, any Transfer that, if effective would result in any Person Beneficially Owning or Constructively Owning Equity Stock in excess of the Ownership Limit shall be void ab initio as to the Transfer of such Equity Stock that would be otherwise Beneficial Owned or Constructively Owned (as the case may be) by such Person in excess of the Ownership Limit; and the Purported Record Transferee (and the Purported Beneficial Transferee, if different) shall acquire no rights in such Equity Stock.

(iii) Except as provided in Section 2(f) of this Article V, prior to the Restriction Termination Date, any Transfer that, if effective, would result in the outstanding Equity Stock being Beneficially Owned by less than 100 Persons (determined without reference to any rules of attribution) shall be void ab initio as to the Transfer of such Equity Stock which would be otherwise Beneficially Owned by the transferee; and the Purported Record Transferee (and the Purported Beneficial Transferee, if different) shall acquire no rights in such Equity Stock.

(iv) Prior to the Restriction Termination Date, any Transfer that, if effective, would result in the Corporation being "closely held" within the meaning of Section 856(h) of the Code, or would otherwise result in the Corporation failing to qualify as a REIT, shall be void ab initio as to the Transfer of the Equity Stock that would cause the Corporation to be "closely held" within the meaning of Section 856(h) of the Code or otherwise to fail to qualify as a REIT, as the case may be; and the Purported Record Transferee (and the Purported Beneficial Transferee, if different) shall acquire no rights in such Equity Stock.

(v) If the Board of Directors or its designee shall at any time determine in good faith that a Transfer of Equity Stock has taken place in violation of this Section 2(b) or that a Person intends to acquire or has attempted to acquire beneficial ownership (determined without reference to any rules of attribution), Beneficial Ownership or Constructive Ownership of any Equity Stock of the Corporation in violation of this Section 2(b), the Board of Directors or its designee shall take such action as it deems advisable to refuse to give effect to or to prevent such Transfer, including but not limited to, refusing to give effect to such Transfer on the books of the Corporation or instituting proceedings to enjoin such Transfer; provided, however; that any Transfers or attempted Transfers in violation of Section 2(b)(ii), Section 2(b)(iii) or Section 2(b)(iv) of this Article V shall automatically result in the conversion and exchange described in Section 2(c), irrespective of any action (or non-action) by the Board of Directors, except as provided in Section 2(f) of this Article V.

5. **An excess share provision giving the board broad discretion to grant exemptions**

Section 3. Limit on Ownership; Excess Shares .

a. Except as otherwise provided by Subparagraph (f), no person shall at any time directly or indirectly acquire or hold beneficial ownership in the aggregate of more than the percentage limit ("Limit") set forth in Subparagraph (b) of the outstanding Stock of any class of the Corporation. Such shares of Stock held by a Stockholder over the Limit, including any shares of Stock that would exceed the Limit if Stock was redeemed in accordance with Subparagraph (e) (but excluding any shares exempted by the Board of Directors in accordance with Subparagraph (f), are herein referred to as "Excess Common Shares" if originally shares of Common Stock and as "Excess Preferred Shares" if originally shares of Preferred Stock and collectively as "Excess Shares". For purposes of this Section 3 a person shall be deemed to be the beneficial owner of the Stock that such person (i) actually owns, (ii) constructively owns after applying the rules of Section 544 of the Code as modified in the case of a REIT by Sections 856(a)(6) and Section 856(h) of the Code, and (iii) has the right to acquire upon exercise of outstanding rights, options and warrants, and upon conversion of any securities convertible into Stock, if any, if such inclusion will cause such person to own more than the Limit.

…

f. Shares described in this Subparagraph shall not be deemed to be Excess Shares at the times and subject to the terms and conditions set forth in this Subparagraph.

…

(ii) Subject to the provisions of Subparagraph (g), Shares which the Board of Directors in its sole discretion may exempt from the Limit while owned by a person who has provided the Corporation with evidence and assurances acceptable to the Board that the qualification of the Corporation as a REIT would not be jeopardized thereby.

…

g. The Board of Directors, in its sole discretion, may at any time revoke any exception in the case of any Stockholder pursuant to Subparagraph (f)(i) or (f)(ii), and upon such revocation, the provisions of Subparagraphs (d) and (e) shall immediately become applicable to such Stockholder and all shares of which such Stockholder may be the beneficial owner. The decision to exempt or refuse to exempt from the Limit ownerships of certain designated shares of Stock, or to revoke an exemption previously granted, shall be made by the Board of Directors at its sole discretion, based on any reason whatsoever, including but not limited to, the preservation of the Corporation's qualification as a REIT.

6. **An excess share provision giving the board very limited discretion to grant exemptions**

Exception. The Ownership Limit shall not apply to the acquisition of shares of Equity Stock by an underwriter that participates in a public offering of such shares for a period of 90 days following the purchase by such underwriter of such shares provided that the restrictions contained in Section (A)(2) of Article IX hereof will not be violated following the distribution by such underwriter of such shares. In addition, the Board of Directors, upon receipt of a ruling from the Internal Revenue Service or an opinion of counsel in each case to the effect that the restrictions contained in Section (A)(2)(b), Section (A)(2)(c), and/or Section (A)(2)(d) of Article IX hereof will not be violated, may exempt a Person from the Ownership Limit provided that (i) the Board of Directors obtains such representations and undertakings from such Person as are reasonably necessary to ascertain that no individual's Beneficial Ownership or Constructive Ownership of shares of Equity Stock will violate the Ownership Limit and (ii) such Person agrees in writing that any violation or attempted violation will result in such transfer to the Trust of shares of Equity Stock pursuant to Section (A)(3) of Article IX hereof.

SAMPLE RESPONSES TO SEC COMMENTS

REGISTRATION STATEMENTS ON FORM S-4

April 2015

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July 26, 2013

Jessica Barberich
Division of Corporate Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Brookfield DTLA Fund Office Trust Investor Inc.
Registration Statement on Form S-4
Filed June 12, 2013
File No.: 333-189273

Dear Ms. Barberich:

This letter sets forth the response of Brookfield DTLA Fund Office Trust Investor Inc. (the "Company" or "Sub REIT") to the comment letter, dated July 9, 2013 (the "Comment Letter"), of the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC") with respect to the Company's Registration Statement on Form S-4 filed on June 12, 2013 (the "Registration Statement"). This letter is being filed with Amendment No. 1 to the Registration Statement (as so amended, the "Amended Registration Statement"), which reflects certain revisions in response to the Comment Letter. In order to facilitate your review, we have repeated each comment in its entirety in the original numbered sequence. The Amended Registration Statement also contains other changes for information that has been updated since the filing of the Registration Statement on June 12, 2013. We have sent to your attention via courier courtesy copies of the Amended Registration Statement marked to show changes from the Registration Statement. Capitalized terms used but not defined in this letter have the meanings ascribed to such terms in the Amended Registration Statement.

General

1. *We note that you incorporate by reference certain Exchange Act filings by MPG Office Trust, Inc. and Brookfield Office Properties, Inc. To the extent that there are any outstanding comments relating to any filing incorporated by reference, please note that we will not be able to accelerate the effectiveness of this registration statement until all outstanding comments are resolved.*

Response:

The Company acknowledges the Staff's comment and understands that you will not be able to accelerate the effectiveness of the Registration Statement until all outstanding comments relating to any filing incorporated by reference have been resolved. Please note that we have amended our disclosure and no longer incorporate by reference any of BPO's Exchange Act filings. Any required disclosure regarding BPO that was previously incorporated by reference has been included in the Amended Registration Statement.

2. *Please provide us with copies of the "board books" or similar documentation provided to the boards and management in connection with the proposed transaction. Such materials should include all presentations made by the financial advisors. Please revise to include all the information required by Item 1015 of Regulation M-A with respect to written presentations and analyses prepared by financial advisors. Refer to Item 4(b) of Form S-4.*

Response:

The Company advises the Staff that no external report, opinion or appraisal was provided to the Company or its affiliated transaction parties.

As discussed in more detail in connection with Comment 22 below, MPG has informed us that there are no "board books" or similar documentation provided to the board and management of MPG that are "materially relating" to the issuance of Company Series A Preferred Stock that would be required to be disclosed pursuant to Item 4(b) of Form S-4.

3. *We note your statement on page 4 that no vote of the holders of the MPG Preferred Stock is required to consummate the mergers. Please provide us with your legal analysis that details the basis of your statement.*

Response:

The Company advises the Staff that, under the terms of the Articles Supplementary of MPG with respect to the MPG Preferred Stock (filed as Exhibit 3.2 to MPG's Annual Report on Form 10-K for the fiscal year ended December 31, 2012), the affirmative vote or consent of the holders of MPG Preferred Stock is required to amend, alter or repeal the provisions of MPG's charter or the terms of the MPG Preferred Stock, whether by merger, consolidation, transfer or conveyance of all or substantially all of its assets or otherwise (an "Event"), so as to "materially and adversely affect any right, preference, privilege or voting power" of the MPG Preferred Stock. As described in the section of the Registration Statement entitled "Comparison of Stockholders' Rights" beginning on page 116, the rights and preferences of the Company Series A Preferred Stock are substantially the same as the current rights and preferences of the MPG Preferred Stock and are materially unchanged. The charter of the Company is substantially the same as MPG's charter, and the Company Series A Articles Supplementary are substantially similar to the Articles Supplementary classifying and designating the MPG Preferred Stock, as described in detail in the section of the Registration Statement entitled "Description of the Company Series A Preferred Stock" beginning on page 107. In addition, Section 6(f) of Article Third of the Articles Supplementary of MPG with respect to the MPG Preferred Stock expressly provides that, with respect to the occurrence of any Event, so long as the MPG Preferred Stock remains outstanding with the terms thereof materially unchanged, taking into account that, upon the occurrence of an Event, MPG may not be the surviving entity, "the occurrence of such Event shall not be deemed to materially and adversely affect such rights, preferences, privileges or voting power of the holders of MPG Preferred Stock, and in such case such holders shall not have any voting rights with respect to the occurrence of" such Event.

Accordingly, we respectfully advise the Staff that no vote of the holders of the MPG Preferred Stock is required to consummate the Mergers. We also note that this was the conclusion reached by MPG. As noted in the definitive proxy statement on Form DEF 14A filed by MPG with the SEC on June 7, 2013, only MPG's common stockholders of record were entitled to vote at the special meeting called to approve the REIT Merger and the other transactions contemplated by the Merger Agreement.

4. *We note the Merger Agreement dated as of April 24, 2013 filed as Exhibit No. 2.1. Pursuant to Item 601(b)(2) of Regulation S-K, please file a list briefly identifying the contents of all omitted schedules or similar supplements. In addition, please file an agreement to furnish the staff with a copy of any omitted schedule upon request. The agreement to furnish staff with copies of omitted schedules may be included in the exhibit index to the registration statement.*

   Response:

   In response to the Staff's comment the Company has filed with the Amended Registration Statement a list briefly identifying the contents of all omitted schedules, which includes the Company's agreement to furnish the Staff with a copy of any omitted schedule upon request. Please see Exhibit 2.4 to the Amended Registration Statement.

5. *We note references to Ernst & Young Tower and Ernst & Young Plaza throughout your document. Please clarify if the Tower and the Plaza are the same property. If not, explain and disclose if the property 7th and Figueroa is included in either. Also, tell us why the occupancy rates for both the Tower and the Plaza are the same. See pages 126 and 139 for reference.*

   Response:

   In response to the Staff's comment the Company has clarified and revised the disclosure to reflect that Ernst & Young Tower is the office tower subset of Ernst & Young Plaza. Ernst & Young Plaza is the combination of Ernst & Young Tower and the 7th and Figueroa retail space. Please see pages 130 and 143 of the Amended Registration Statement.

Summary Term Sheet, page 3

6. *Please include in the summary a description of the material transaction fees that have been and will be incurred in connection with this transaction. Please clarify, as applicable, which fees are contingent on approval and consummation of the merger.*

Response:

As discussed briefly with the Staff via teleconference on July 12, 2013, the material fees of the Brookfield Parties with respect to the transaction have been incurred by, and have been (or will be) paid by, Brookfield DTLA (Brookfield DTLA Holdings LLC), the direct parent of the Company. Accordingly, because these fees are not liabilities of the Company and will not have any impact on the Company going forward, the Company respectfully submits that they are not relevant to a holder of Company Series A Preferred Stock and therefore has not included a description of such fees in the Amended Registration Statement.

In response to the Staff's comment the Company has revised the disclosure to include a description of the material transaction fees that have been and will be incurred by MPG in connection with the transaction, to the extent they are known or can be estimated at this time. Please see pages 3 and 88 of the Amended Registration Statement.

7. *We note the ownership structure diagram included on page 49. Please revise your disclosure to clarify, as applicable, that this chart represents the ownership structure of the company, post-merger. In addition, please highlight the position of the company and the holders of Series A Preferred post-merger.*

Response:

In response to the Staff's comment the Company has revised the diagram and related disclosure with respect to the ownership structure of the Company post-merger. Please see pages 54-55 of the Amended Registration Statement.

Structure of the Company and its Subsidiaries Following the Mergers and the Subsequent Transactions, page 6

8. *We note your disclosure on page 7 which states that you currently expect that leasing activities at your real properties will also require material amounts of cash to be invested in the real property assets for at least several years. Please be more specific about the material amounts of cash that you expect to invest over the next several years. Describe the expected expenditures and tell us if you are referring to renovations or re-developments. We may have further comment.*

Response:

In response to the Staff's comment the Company has revised the disclosure to describe the expected expenditures that will require investments of cash over the next several years. Excluding tenant improvements and leasing commissions, the Company projects spending between $35 million and $40 million in the next ten years, with the majority ($25 million to $30 million) in the next five years. The expected expenditures include, but are not limited to, renovations and physical capital upgrades to the Company's properties, such as new fire alarm systems, elevator repairs and modernizations, façade work, roof replacements and new turbines. Please see pages 5 and 159 of the Amended Registration Statement.

Unaudited Pro Forma Condensed Combined Consolidated Financial Statements, page 13

9. *It appears that you intend to consolidate New OP subsequent to the Mergers and Subsequent Transactions. Please provide us with your consolidation analysis and tell us the guidance that you relied upon. Clarify whether New OP will be a VIE and how you came to your conclusion.*

Response:

The consolidation analysis was performed in accordance with the guidance at ASC 810 – Consolidation. Although the Company determined that New OP is a variable interest entity (VIE), and therefore subject to the VIE subsections of ASC 810, the Company also considered the consolidation analysis under the voting interest entity guidance in ASC 810.

In determining the relevant subsections of ASC 810, we first performed an analysis to determine whether New OP is a VIE. After evaluating the exceptions from the VIE guidance in ASC 810-10-15-12, and concluding that none of these exceptions apply to New OP, we focused our analysis on the definition of a VIE in ASC 810-10-15-14. The Company determined that, under ASC 810-10-15-14(c), New OP is considered a VIE. ASC 810-10-15-14(c) indicates that an entity is a VIE if both of the following conditions are met:

1. The voting rights of some investors are not proportional to their obligations to absorb the expected losses of the legal entity, their rights to receive the expected residual returns of the legal entity, or both.
2. Substantially all of the legal entity's activities (for example, providing financing or buying assets) either involve or are conducted on behalf of an investor that has disproportionately few voting rights.

Regarding the first condition above, the voting rights of Brookfield DTLA are not proportional to its rights to absorb the expected losses and to receive the expected returns of New OP because Brookfield DTLA has all the common equity interests in New OP but the power to direct the activities of New OP rests with Surviving LLC as its managing member. Furthermore, we concluded that any rights of Brookfield DTLA to unilaterally remove Surviving LLC as the managing member would not be considered substantive given the common control relationship.

Regarding the second condition above, since New OP was designed on behalf of Brookfield DTLA and the Company, which are considered related parties under common control, substantially all of the activities of New OP would be considered to be conducted on behalf of Brookfield DTLA and its related parties (i.e., since all the potential variable interests in New OP are held by a related party group, this second condition above is considered met as all of the activities of New OP would be considered to be conducted on behalf of such related party group).

After determining that New OP is a VIE, we then focused on which variable interest holder would be considered the primary beneficiary of New OP.

New OP is owned within a group of related parties controlled by Brookfield DTLA. Please see the structure chart on page 54 of the Amended Registration Statement.

At the Brookfield DTLA level, it is clear that New OP is controlled (either directly or indirectly), and therefore should be consolidated. However, for purposes of the Company's separate financial statements, it is necessary to determine which party in the related party group is the direct primary beneficiary of New OP.

In accordance with ASC 810-10-25-44, If two or more related parties . . . hold variable interests in the same VIE, and the aggregate variable interest held by those parties would, if held by a single party, identify that party as the primary beneficiary, then the party within the related party group that is most closely associated with the VIE is the primary beneficiary. The determination of which party within the related party group is most closely associated with the VIE requires judgment and shall be based on an analysis of all relevant facts and circumstances, including all of the following:

a. The existence of a principal-agency relationship between parties within the related party group;
b. The relationship and significance of the activities of the VIE to the various parties within the related party group;
c. A party's exposure to the expected losses of the VIE; and
d. The design of the VIE.

Performing the analysis under ASC 810-10-25-44 requires significant judgment when all the variable interest holders are within a commonly controlled group. In this regard, our focus was on whether Brookfield DTLA or the Company (through its consolidated subsidiaries REIT Merger Sub and Surviving LLC) would be considered most closely associated with New OP. Also, as noted above, since Brookfield DTLA would nevertheless consolidate New OP (either directly if considered to be most closely associated with New OP under ASC 810-10-25-44 or indirectly through the consolidation of the Company), the analysis under ASC 810-10-25-44 is relevant only to the conclusion as to whether New OP should or should not be included in the consolidated financial statements of the Company.

Our analysis under ASC 810-10-25-44 focused on conditions (b) and (d). We did not give significant consideration to conditions (a) and (c) since Brookfield DTLA and the Company are under common control. Within a common control group, we do not believe the assessment should give any significant consideration to a principal-agency relationship or exposure to expected losses because the ultimate parent of the common control group would typically have the ability to control members of the common control group and therefore potentially dictate a principal-agency relationship or assign economics to any entity within the group it chooses. Therefore, we believe the focus should be on the substance of the arrangements related to the VIE, and therefore the consideration of conditions (b) and (d).

Regarding conditions (b) and (d) of ASC 810-10-25-44, New OP is significant to both the Company and Brookfield DTLA and was designed on behalf of both the Company and Brookfield DTLA. However, in the context of the design and purpose of the Company, and considering the role of the managing member of New OP which is controlled by the Company, we concluded that these conditions pointed more closely to the Company. The Company was designed solely to issue preferred stock to third party investors whose cash flows are dependent solely on the properties owned by New OP. Absent the decision to issue preferred stock to third parties, there would have been no substantive reason to include the Company and REIT Merger Sub in the ownership structure. Additionally, the managing member of New OP (Surviving LLC) is controlled by the Company, and conducts the significant activities of New OP (i.e., managing the operations and leasing of the properties). For these reasons, we believed the relationship and significance of the activities of the VIE, along with its design, pointed towards the Company as being most closely associated, and therefore the direct primary beneficiary of New OP.

It should be noted that, in reaching the conclusion that the Company should consolidate New OP, we gave consideration to the consolidation analysis under the voting interest entity model under ASC 810. We concluded that if New OP were considered a voting interest entity, the Company would still consolidate New OP. This conclusion was reached based on the guidance in ASC 810-20-25-3 through 25-5. According to that guidance, since the Company, through its subsidiary Surviving LLC, is the managing member of New OP, and the ability of Brookfield DTLA to remove the managing member will not be considered substantive under ASC 810-20-25-8 through 25-10 since Brookfield DTLA and the Company are under common control, it would consolidate New OP.

In summary, whether analyzed as a VIE or voting interest entity, we believe the Company should consolidate New OP. This conclusion results in the most meaningful and transparent financial statement presentation for the users of the financial statements of the Company. In particular, this presentation allows the holders of the Company Series A Preferred Stock to transparently see the results of operations of the properties underlying New OP which will be the sole source of cash flows on these preferred stock instruments.

In response to the Staff's comment the Company has revised the disclosure to include a statement indicating that New OP is a VIE and that the Company is the primary beneficiary and will consolidate New OP. Please see page 17 of the Amended Registration Statement.

Note 3 – Significant Accounting Policies

(b) Common Control Transactions, page 18

10. *We note that your basis for common control is sharing the same parent and no change in control at the parent level. Please further clarify for us how you determined that 333 South Hope, EYP Realty, and you are all controlled by BPO; clarify the ownership form (e.g., managing member units, etc.) and percentage owned of each entity.*

Response:

BPO's current control of 333 South Hope and EYP Realty

333 South Hope and EYP Realty are controlled by BPO through its indirect ownership interest in TRZ Holding IV, LLC ("TRZ"). TRZ owns 100% of the member units of 333 South Hope and EYP Realty, and BPO indirectly owns 84% of the member units of TRZ. As TRZ does not have any of the conditions set out in ASC 810-10-15-14 which stipulate that consolidation should be analyzed under the VIE subsections, we applied the voting interest model. In accordance with ASC 810-10-15-8 the usual condition for a controlling financial interest is ownership of a majority voting interest, and, therefore, as a general rule ownership by one reporting entity, directly or indirectly, of more than 50% of the outstanding voting shares of another entity is a condition pointing toward consolidation. As BPO indirectly owns 84% of the member units of TRZ, and there are no other factors that would impact the assessment (such as removal rights or participating rights of minority investors), we concluded that BPO controls 333 South Hope and EYP Realty.

BPO's control of the Company

BPO controls the Company through an indirect ownership of 100% of the common shares of BOP Management Inc. and BPOP Investor Subsidiary Inc. BOP Management Inc. and BPOP Investor Subsidiary Inc. own 33% and 15% of Brookfield DTLA, respectively (which in turn, owns 100% of the common shares of the Company). The remaining interest in Brookfield DTLA is held by three investors that own approximately 17%, 17% and 18% of the interests in Brookfield DTLA, respectively.

The voting interest model was applied in performing an analysis to determine whether BPO will control and consolidate Brookfield DTLA, as Brookfield DTLA does not meet any of the conditions in ASC 810-10-15-14.

As the entity is not considered a VIE, ASC 810-10-15-8 and ASC 970-810-25-3 are the relevant sections of guidance to determine whether or not an entity is to be consolidated. Thus, we must review if BPO has a controlling financial interest in Brookfield DTLA. Brookfield DTLA owns 100% of the common shares of the Company. BPO is the sole owner of BOP Management Inc. (the general partner of Brookfield DTLA), which has broad authorities in regard to the operations of the entity. Since the entity is a limited partnership, the general partner is presumed to control the limited partnership, unless rights of the limited partners overcome that presumption of control.

As the rights of the limited partners (through the LP Advisory Board and Board of Managers) are protective in nature (no abilities to carry out and direct ordinary operations of the entity), we can conclude that the rights of the limited partners do not overcome the presumption of control by the general partner. Thus, based on this assessment, BPO controls the Company through its indirect ownership of the general partnership interest in Brookfield DTLA.

Note 4 – Pro Forma Adjustments

(a) MPG Acquisition, page 19

11. *We note that consideration for the acquisition of MPG will be in the form of cash of approximately $190 million and exchange of $243 million shares of preferred stock with roughly the same terms and conditions. Given the involvement of cash and equity, please disclose the entity determined to be the accounting acquirer in this transaction and your basis in Topic 805 of the Financial Accounting Standards Codification that supports your conclusion.*

    Response:

    Per ASC 805-10-55-11, "In a business combination effected primarily by transferring cash or other assets or by incurring liabilities, the acquirer usually is the entity that transfers the cash or other assets or incurs the liabilities." The Company, through its subsidiary REIT Merger Sub, is considered to be the acquirer, transferring consideration in the form of cash of approximately $190 million and exchanging approximately $243 million in shares of Company Series A Preferred Stock with roughly the same terms and conditions, as noted above.

    The net assets obtained through the Mergers will be contributed into the subsidiary New OP. The accounting conclusions related to New OP are discussed in more detail in the response to Comment 9 above.

    We considered the guidance at ASC 805-10-55-12, which addresses business combinations effected primarily by exchanging equity interests; however, the Company is not issuing any common stock as part of the transaction. All common interest will be held by the parent company, Brookfield DTLA. The Company Series A Preferred Stock being issued in exchange for the outstanding MPG Preferred Stock has limited voting rights. Further, only those holders of shares of MPG Preferred Stock that do not agree to tender their shares in the Tender Offer will hold Company Series A Preferred Stock.

12. *We note that MPG will be acquired for approximately $433 million and that no goodwill or bargain purchase option is anticipated to be recorded as a result of this transaction. We also note that the merger agreement will be amended from time to time, please clarify whether the purchase price will change prior to effectiveness. Also, expand your disclosure to show how you calculated the purchase price including number of shares and your basis for prices per share used to determine the fair value of the consideration to be transferred. In addition, address your consideration of the merger consideration related to restricted stock, stock options, and restricted stock units disclosed on page 71 when determining the purchase price.*

Response:

The Company advises the Staff that at present the Company does not anticipate making any further amendments to the Merger Agreement nor is the purchase price expected to change prior to effectiveness. The $243 million value ascribed to the Company Series A Preferred Stock as part of the purchase consideration was based on the Company's estimate of what similar securities would be worth, which is $25 per share. This valuation took into consideration the risks associated with owning this type of security, underlying cash flow projections of the Company's properties (discounted to present value), projections on the timing for dividend payments, and the projected period these securities would be outstanding. We note that although the Company will have interests in a larger and more diverse pool of assets than MPG, the holders of Company Series A Preferred Stock will not be entitled to any greater return or liquidation preference than they were as holders of MPG Preferred Stock. The benefit of holding an indirect interest in the Brookfield DTLA Contributed Assets is uncertain and may be limited, as described in detail on pages 47-49 of the Amended Registration Statement.

The $190 million cash consideration to be paid is comprised of the following:

Purchase Price (REIT Merger Consideration)	Shares	Description
	57,445,249	Common Shares outstanding at June 30, 2013
	2,211,060	Restricted Stock Units
	417,477	Converted Options based on bid price per share
	25,526	OP Units
	60,099,312	Total Shares
$3.15	$189,312,833	Total Consideration

The $3.15 price to be paid for each share of MPG Common Stock (and common stock equivalents) was determined through a negotiation process which is described in detail in the section "Background of the Mergers" which begins on page 58 of the Amended Registration Statement. The Company performed an analysis to measure the identifiable assets to be acquired and liabilities to be assumed in connection with the MPG acquisition and determined that the amount is consistent with the fair value of the consideration transferred of $433 million. Therefore, no goodwill or bargain purchase gain will be recognized.

In response to the Staff's comment the Company has revised the disclosure to include the above table in the notes to the Unaudited Pro Forma Condensed Combined Consolidated Financial Statements. Please see page 19 of the Amended Registration Statement.

13. *Please revise to provide a description of the valuation techniques and significant inputs used to determine the fair value of the identifiable assets and liabilities used in your preliminary purchase price allocation. Please address each material asset and liability category separately.*

Response:

Valuation techniques followed in determining the fair value of the identifiable assets and liabilities used in our preliminary purchase price allocation were done pursuant to ASC 820 (Fair Value Measurements and Disclosures), which defines fair value and provides a framework for measuring fair value in accordance with Generally Accepted Accounting Principles. Key aspects of valuation techniques to be followed include the market approach, income approach and/or cost approach. The market approach uses prices and other relevant information generated by similar market transactions for comparable assets. The income approach uses valuation techniques to convert future amounts to a single present amount. The cost approach is based on the amount that currently would be required to replace the asset being measured.

The principal valuation technique employed by the Company in determining the fair value of the identifiable assets and liabilities was the income approach, which was supported primarily by the cost approach. Tangible values for land, building, site improvements and tenant improvements were calculated based on replacement costs for like type quality assets. Above and below market lease values were determined comparing in place rents with current market rents. In place lease amounts were determined by calculating the potential lost revenue during the replacement of the current lease in place.

Leasing commissions and legal/marketing fees were determined based upon current market allowances prorated over remaining lease terms. After calculating the value of each asset component such amounts were adjusted based upon the conclusion drawn by the income approach.

Liabilities were for the most part current trade payables or short term obligations, so the current carrying value approximates the recorded value. Property debt was also analyzed with current market terms for similar debt. The results produced an immaterial difference, so no adjustment to the carrying value was recorded.

In response to the Staff's comment the Company has revised the disclosure to include a description of the valuation techniques and inputs used in the preliminary purchase price allocation. Please see pages 19-20 of the Amended Registration Statement.

14. *Please revise to include a table broken down by line item that shows how you determined the fair value adjustments in the MPG Acquisition column on the unaudited pro forma condensed combined consolidated balance sheet.*

Response:

The fair value adjustments are determined as the difference between the historical book value of MPG's identifiable assets and liabilities and the fair value as determined by the Company with the assistance of a third party analyst. See response to Comment 13 above regarding the valuation techniques used by the Company.

In response to the Staff's comment the Company has revised the disclosure to include a table broken down by line item that shows the fair value adjustments. Please see page 20 of the Amended Registration Statement.

15. *We note you have adjusted rental revenue and depreciation and amortization within your un-audited pro-forma consolidated statement of operations, please tell us and expand disclosures to discuss what each adjustment represents and provide a calculation of the amounts adjusted for within the pro forma financial statements.*

Response:

The adjustments made to the income statements are to adjust the amortization and depreciation expense for the change in the value of real estate and intangibles shown in the table referenced in our response to Comment 14 (included on page 20 of the Amended Registration Statement).

In response to the Staff's comment the Company has expanded the disclosure to include a table showing the calculation of the adjustments made to amortization and depreciation expense within the pro forma financial statements. Please see page 20 of the Amended Registration Statement.

(b) USBT Reclass & (c) PLF Reclass, page 19

16. *Please clarify whether the sale of US Bank Tower and the Westlawn off-site parking garage (USBT) or Plaza Las Fuentes (PLF) will result in the recognition of a gain or loss on disposal. To the extent it does, please disclose.*

Response:

The Company has revised disclosure to reflect that MPG will recognize a gain on the disposal of USBT and PLF. The Company did not reflect these gains in the Unaudited Pro Forma Consolidated Statement of Operations because it only includes income (loss) from continuing operations. Please see page 21 of the Amended Registration Statement.

Risk Factors, page 20

17. *We note your statement that the risks and uncertainties described below are not the only ones facing you and that additional risks and uncertainties not presently know to you or that are currently deemed immaterial could negatively impact your business. Please revise to clarify that all material risks are disclosed.*

Response:

In response to the Staff's comment the Company has revised the introductory language to the section of the Registration Statement entitled "Risk Factors" to clarify that all known material risks are disclosed. Please see page 22 of the Amended Registration Statement.

Risks Related to the Ownership of the Company Series A Preferred Stock, page 20

The Company's subsidiaries may in the future, issue equity securities..., page 20

18. *You state that after the consummation of the transactions contemplated by the Merger Agreement and as part of the Subsequent Transactions, subsidiaries of the Company will issue equity interests that rank senior to the equity securities of such subsidiaries held indirectly by the Company, and as a result, will effectively rank senior to the Company Series A Preferred Stock. You also state on page 22 that the Company may not, without a vote of the holders of Company Series A Preferred Stock, authorize, create, issue or increase the authorized or issued amount of any class of capital stock ranking senior to the Company Series A Preferred Stock. Please revise to reconcile or explain these statements.*

Response:

The Company advises the Staff that the restriction on authorizing, creating, issuing or increasing the authorized or issued amount of any class of capital stock ranking senior to the Company Series A Preferred Stock, without a vote of the holders of Company Series A Preferred Stock, is a restriction under Section 6(g) of Article THIRD of the Company Series A Articles Supplementary (and mirrors the corresponding restriction that is currently found in the Articles Supplementary of the MPG Preferred Stock), and applies to issuances by the Company. Section 6(h) of Article THIRD of the Company Series A Articles Supplementary further provides that the Company may not cause or permit Brookfield DTLA Fund Office Trust Inc., a direct subsidiary of the Company and the surviving entity in the REIT Merger, to authorize, create, issue or increase the authorized or issued amount of any class of capital stock ranking senior to the Series A Preferred Stock of Brookfield DTLA Fund Office Trust Inc. without a vote of the holders of Company Series A Preferred Stock. As to all other direct or indirect subsidiaries of the Company, their respective organizational documents generally do not restrict the issuance of debt or equity by such subsidiaries, and the terms of the Company Series A Preferred Stock do not grant the holders thereof any consent or voting rights with respect to the actions of any subsidiaries other than Brookfield DTLA Fund Office Trust Inc. Accordingly, the consent of the holders of the Company Series A Preferred Stock is not required in connection with the issuance of debt or equity by any of the Company's subsidiaries (other than Brookfield DTLA Fund Office Trust Inc.). We note that this structure (and the relative rights of the holders of the Company Series A Preferred Stock below Brookfield DTLA Fund Office Trust Inc.) is consistent with the structure (and the relative rights of the holders of MPG Preferred Stock) currently in place at MPG.

Brookfield DTLA Fund Office Trust Investor Inc., page 36

19. *Please tell us whether you intend to register the 12.5% Series B Cumulative Nonvoting Preferred Stock. If not, please tell us the exemption upon which you intend to rely.*

    Response:

    The Company advises the Staff that it does not intend to register its Series B Preferred Stock, which, as described in the Amended Registration Statement, is now contemplated to be 15% Series B Cumulative Nonvoting Preferred Stock. The Company intends to rely on the private offering exemption of Rule 506 under Regulation D of the Securities Act of 1933, as amended.

20. *We note that the Brookfield DTLA Contributed Assets has an approximately $595 million fair value based on the price being made for an approximately 35% in these assets by two investors in Brookfield DTLA that did not own any interest prior to the Merger agreement. Please clarify what consideration is being exchanged by the investors for the 35% interest.*

    Response:

In response to the Staff's comment the Company has revised the disclosure to clarify that the consideration being exchanged by the two investors for the 35% interest in the Brookfield DTLA Contributed Assets is cash. Please see page 48 of the Amended Registration Statement.

Structure of the Company and its Subsidiaries Following the Mergers and the Subsequent Transactions, page 40

21. *We note your disclosure on the top of page 47 regarding the distribution priorities. Please revise your disclosure to quantify and provide an example, as applicable, explaining these distribution priorities. In addition, we note the reference on page 48 to the New OP Waterfall 'plus an 11% per annum return.' Please clarify how the additional 11% per annum return relates to the distribution priorities and whether the additional return is reflected in the ownership chart on page 49.*

Response:

In response to the Staff's comment the Company has revised the disclosure to provide examples that illustrate the New OP distribution priorities and to clarify how the additional 11% per annum return relates to the distribution priorities. Please see pages 51-53 of the Amended Registration Statement.

Background to the Mergers, page 52

22. *We note your disclosure on page 61 that the MPG Board considered the separate financial presentations and written opinions of Wells Fargo Securities and BofA Merrill Lynch as to the fairness, from a financial point of view, of the merger consideration to be received pursuant to the Merger Agreement. Please disclose the information as required by Item 4(b) of Form S-4, including all the information required by Item 1015(b) of Regulation M-A. In addition, please file any reports, opinions or appraisals as exhibits in accordance with Item 21(c) of Form S-4.*

Response:

As disclosed on page 61 of the Registration Statement, the opinions of Wells Fargo Securities and BofA Merrill Lynch that were received by MPG's board of directors related solely to the fairness, from a financial point of view, of the merger consideration to be received pursuant to the Merger Agreement by holders of MPG Common Stock. Neither of the opinions related in any way to MPG's Preferred Stock. Rather, both of these opinions specifically disclaimed expressing any view as to the treatment of the MPG Preferred Stock under the Merger Agreement (see pages D3 and E2 of MPG's definitive proxy statement on Form 14A filed with the SEC on June 7, 2013, which summarized those opinions and included the full text as annexes thereto). Accordingly, we do not believe that either of the opinions is "materially relating" to the issuance of Company Series A Preferred Stock contemplated by the Form S-4. The transactions contemplated by the Merger Agreement have resulted in the filing and mailing of a number of disclosure documents, including a proxy statement, tender offer documents, a Schedule 14D-9 and the Registration Statement. Given the volume of disclosures, the parties to these transactions initially had determined to harmonize similar disclosures across these various documents. However, in light of the Staff's comments here and in Comment 2, the Company has revised the disclosure to delete references to the opinions received by MPG's board of directors to avoid confusion and to ensure that holders of MPG Preferred Stock do not mistakenly conclude that the opinions address the issuance of Company Series A Preferred Stock contemplated by the Registration Statement. Similarly, the Company will not be filing copies of the opinions as exhibits to the Amended Registration Statement.

23. *We note your disclosure on page 67 that certain directors and executive officers of MPG have interests in the mergers that may be different from, or in addition to, the interests of the holders of MPG Common Stock and MPG Preferred Stock generally. Please revise your disclosure here or elsewhere as appropriate to identify these certain directors and executive officers and describe these conflicts of interest. In addition, when describing the background of the merger, please revise to identify the representatives of MPG senior management that were present at the meetings.*

Response:

In response to the Staff's comment the Company has revised the disclosure to include a new section entitled "Interests of MPG's Directors and Executive Officer's in the REIT Merger" beginning on page 151 of the Amended Registration Statement.

In addition, as requested the Company has revised the background disclosure to identify the representatives of MPG senior management that were present at each of the meetings described in that section. Please see pages 59-63 of the Amended Registration Statement.

24. *We note your disclosure that "as a result of BPO's due diligence and BPO's ownership of three assets in the Downtown Los Angeles office market, BPO was familiar with MPG's assets and the Downtown Los Angeles office market." Please disclose whether BPO sought third party appraisals in connection with its determination of MPG's value.*

Response:

In response to the Staff's comment the Company has revised the disclosure to reflect the fact that BPO did not seek third party appraisals in connection with its determination of MPG's value. Please see page 59 of the Amended Registration Statement.

25. *Please revise to elaborate on the BPO board's consideration of the debt load of MPG.*

Response:

In response to the Staff's comment the Company has revised the disclosure in the section entitled, "The Company's Reasons for the Merger" to make clear that the BPO board considered the debt load of MPG, among other things, in its consideration of MPG and its business. Please see page 70 of the Amended Registration Statement. We also refer the Staff to the disclosure on pages 5 and 53 of the Amended Registration Statement, which describes certain actions that the Company intends to take in the future with respect to the mortgage debt that encumbers certain of the MPG Contributed Properties.

26. *We note your disclosure on page 60 that the Merger Agreement resulted from a third-party solicitation and negotiation process lasting more than eight months as well as the three bullet points describing certain proposals. Please revise to briefly describe the other bids and alternatives to the merger.*

Response:

The Company acknowledges the Staff's comment and respectfully advises the Staff that representatives of MPG have informed the Company that the Registration Statement includes all material information with respect to MPG's sale process. Accordingly, no additional disclosure has been incorporated into the Amended Registration Statement.

Projections, page 65

27. *We note your disclosure on page 66 that the projections necessarily were based on numerous assumptions that are inherently uncertain. Please revise to more specifically describe the material assumptions on which the projections were based.*

Response:

In response to the Staff's comment and consistent with our discussion with the Staff via teleconference on July 12, 2013, the section of the Registration Statement entitled "Projections" has been removed and is not included in the Amended Registration Statement.

Material U.S. Federal Income Tax Consequences, page 86

28. *We note your disclosure on page 95 that the Company expects to have an election to be taxed as a REIT for its taxable year ending on December 31, 2013. Please file an opinion of counsel regarding your ability to satisfy the requirements for such REIT qualification commencing with such taxable year or advise.*

Response:

As discussed with the Staff via teleconference on July 12, 2013 and consistent with materials submitted to the Staff via electronic mail on July 15, 2013, the Company respectfully advises the Staff that it is revising its disclosure to state clearly that the Company is not receiving a REIT opinion and also to provide the reasons why an opinion is not being rendered. The Company has also added a risk factor and other relevant disclosure providing a discussion of the alternative tax consequences if the Company is not able to qualify as a REIT.

The REIT tests contained in Sections 856 et. seq. of the Code include tests that require an analysis of certain asset composition and gross income tests. For example, in order to qualify as a REIT, at least 95% of an entity's gross income in each taxable year generally must be derived from investments relating to real property or mortgages on real property, including "rents from real property," dividends received from and gains from the disposition of other shares of REITs, interest income derived from loans secured by real property, and gains from the sale of real estate assets, as well as other dividends, interest, and gain from the sale or disposition of other stock or securities.

The Company's parent entity, Brookfield DTLA Holdings LLC ("Brookfield DTLA"), is funding the acquisition of MPG in part with funds contributed by unaffiliated investors. As a condition to making this investment, the investors required that, in contrast to MPG's organizational structure in which a single REIT owns all of MPG's assets, the Company's acquisition structure involves the division of MPG's assets into multiple individual entities. In order for the Company to qualify as a REIT, these separate subsidiary companies must satisfy the REIT tests discussed above, including the income and assets tests, on an individual company by company basis[1]. Because the assets of the Company will consist almost exclusively of interests in these individual subsidiary companies, the Company's ability to qualify as a REIT after the consummation of the Mergers and the Subsequent Transactions will depend on the ability of each subsidiary company to qualify as a REIT. Whether each individual subsidiary company will be able to qualify for taxation as a REIT, and therefore whether the Company will able to qualify as a REIT, is a question of fact.

In connection with the closing of the REIT Merger, Brookfield DTLA expects to receive an opinion from counsel to MPG that MPG has been organized and operated in conformity with the requirements for qualification and taxation as a REIT under the Code and its actual method of operation has enabled MPG to meet, through the closing date, the requirements for qualification and taxation as a REIT under the Code. MPG, however, has operated its historical assets so as to qualify as a REIT on an aggregate basis, and not on an individual property-by-property basis. As noted by MPG's counsel during our teleconference on July 9, 2013, MPG has maintained its records consistent with its application of the various tests for qualification as a REIT on an aggregate basis and not on an individual asset or property basis. In the absence of information and records that maintain the various REIT qualification tests on a property-by-property basis, we cannot know for certain if each new entity that will hold one of MPG's properties, and therefore the Company, will be able to satisfy the requirements for REIT qualification on a going forward basis. These facts will not be known until after the consummation of the Mergers and the Subsequent Transactions.

Not rendering an opinion in these circumstances is contemplated in SEC Staff Legal Bulletin No. 19 (Oct. 2011). Staff Legal Bulletin No. 19 notes that:

[1] An entity may qualify as a REIT if at least 75% of its assets are qualifying real estate assets. Stock of any entity that is not a REIT is not a qualifying asset.

If the author of the opinion is unable to opine on a material tax consequence, the opinion should:

- state this fact clearly;
- provide the reason for the author's inability to opine on a material tax consequence (for example, the facts are currently unknown or the law is unclear); and
- discuss the possible alternatives and risks to investors of that tax consequence.

SEC Staff Legal Bulletin No. 19 (Oct. 2011), Para. III(C)(1).

In accordance with SEC Staff Legal Bulletin No. 19, the Company has revised the tax disclosure in the Amended Registration Statement to state clearly that Company counsel is not rendering an opinion in this case, to explain the reasons why our counsel is not rendering an opinion at this time, to describe how holders of Company Series A Preferred Shares will be taxed if the Company qualifies as a REIT, as well as the tax consequences to holders of Company Series A Preferred Shares and the Company if the Company fails to qualify as a REIT and to add a risk factor with respect to the foregoing. (With respect to the last point, the Company does not anticipate paying dividends on the Company Series A Preferred Stock for at least 5 years following the REIT Merger.) Please see pages 90-106 of the Amended Registration Statement. In light of the foregoing and based on guidance of the Staff provided via teleconference on July 25, 2013, the Company is not filing an opinion of counsel regarding its ability to satisfy the REIT requirements.

Description of Real Estate and Operating Data of the Company, page 117

29. *We note the data relating to the lease expirations for each of the properties. Please revise, here or elsewhere, as applicable, to discuss the relationship between current market rents and leases expected to expire in the next reporting period.*

Response:

In response to the Staff's comment the Company has revised disclosure to discuss the relationship between current market rents and leases expected to expire in 2013. Please see page 132 of the Amended Registration Statement.

Exhibit Index, page 162

30. *We note that you will be filing certain exhibits by amendment. If you are not in a position to file the legal opinion with the next amendment, please provide us with a draft copy for our review.*

Response:

The Company acknowledges the Staff comment and has enclosed as Exhibit A hereto a draft copy of the legal opinion as to the validity of the shares of Company Series A Preferred Stock.

Exhibits

333 South Hope Co. LLC & EYP Realty, LLC

31. *Please tell us how you factored any fixed rate renewal options into the calculation of the fair value of the below market lease intangibles and the period over which your below market lease intangibles are amortized. Your response should also discuss how you determine the likelihood that a lessee will execute a below-market lease renewal, and how you consider the likelihood, if at all, in determining the amortization period.*

Response:

The Company acknowledges the Staff's comment and respectfully advises the Staff that 333 South Hope and EYP Realty do not have any leases with fixed rate renewal options and, therefore, the below market lease intangible is amortized only over the noncancelable term of the lease.

32. *Please provide an affirmative statement that the un-audited interim financial statements furnished reflects all adjustments, which are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented. If all such adjustments are of a normal recurring nature, a statement to that effect shall be made; otherwise, there shall be furnished information describing in appropriate detail the nature and amount of any adjustments other than normal and recurring. Reference is made to Rule 10-01(b)(8) of Regulation S-X.*

Response:

In response to the Staff's comment the Company has included statements satisfying the requirements of Rule 10-01(b)(8) of Regulation S-X. Please see the revised Exhibits 99.2 and 99.4 to the Amended Registration Statement.

Should you have any questions or comments with respect to this filing, please call me at (212) 859-8622.

Sincerely,
/s/ Abigail P. Bomba
Abigail P. Bomba

cc: Wilson Lee, Securities & Exchange Commission
Folake Ayoola, Securities & Exchange Commission
Jennifer Gowetski, Securities & Exchange Commission
Kathleen G. Kane, Brookfield DTLA Fund Office Trust Investor Inc.
Lee S. Parks, Fried, Frank, Harris, Shriver & Jacobson LLP

Exhibit A

[MILES AND STOCKBRIDGE DRAFT]

EXHIBIT 5.1

[LETTERHEAD OF MILES & STOCKBRIDGE P.C.]

August [_], 2013

Brookfield DTLA Fund Office Trust Investor Inc.
250 Vesey Street, 15th Floor
New York, New York 10281

Re: Registration Statement on Form S-4 (Reg. No. 333-189273)

Ladies and Gentlemen:

We have acted as special Maryland counsel to Brookfield DTLA Fund Office Trust Investor Inc., a Maryland corporation (the "Company"), in connection with the issuance of up to 10,000,000 shares of the Company's 7.625% Series A Cumulative Redeemable Preferred Stock, par value $0.01 per share (the "Shares"). The issuance of the Shares will be registered under the Securities Act of 1933, as amended, in a Registration Statement on Form S–4 (Registration Number 333-189273), as amended through the date hereof (the "Registration Statement").

We have examined the Registration Statement, the Agreement and Plan of Merger, dated as of April 24, 2013, by and among the Company, MPG Office Trust, Inc., Brookfield DTLA Holdings L.P., Brookfield DTLA Fund Office Trust Inc., Brookfield DTLA Fund Properties LLC and MPG Office, L.P. (as amended by that Waiver and First Amendment to Agreement and Plan of Merger dated as of May 19, 2013 and that Second Amendment to Agreement and Plan of Merger dated as of July 10, 2013) (the " Merger Agreement"), pursuant to which the Shares will be issued, the charter of the Company, including the Articles Supplementary with respect to the Shares accepted for record by the State Department of Assessment and Taxation of the State of Maryland on July [_], 2013, the bylaws of the Company, certain records of proceedings of the board of directors of the Company with respect to the authorization and issuance of the Shares and the transactions contemplated by the Merger Agreement, and such other corporate records, certificates and documents as we deemed necessary for the purpose of this opinion. We have relied as to certain factual matters on information obtained from public officials and from officers of the Company. Based on that examination, it is our opinion that the Shares, when issued under the circumstances contemplated in the Registration Statement, will be legally issued, fully paid and non-assessable.

We express no opinion with respect to the laws of, or the effect or applicability of the laws of, any jurisdiction other than, and our opinion expressed herein is limited to, the laws of the State of Maryland. The opinion expressed herein is limited to the matters expressly set forth in this letter and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the use of our name under the heading "Legal Matters" in the prospectus that is a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

Miles & Stockbridge P.C.

By: _____
Principal

Direct Line: (212) 859-8622
Fax: (212) 859-4000
abigail.bomba@friedfrank.com

August 27, 2013

Jessica Barberich
Division of Corporate Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Brookfield DTLA Fund Office Trust Investor Inc.
Amendment No. 1 to Registration Statement on Form S-4
Filed July 26, 2013
File No.: 333-189273

Dear Ms. Barberich:

This letter sets forth the response of Brookfield DTLA Fund Office Trust Investor Inc. (the "Company" or "Sub REIT") to the comment letter, dated August 16, 2013 (the "Comment Letter"), of the staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "SEC") with respect to Amendment No. 1 to the Company's Registration Statement on Form S-4 filed on July 26, 2013 (the "Registration Statement"). This letter is being filed with Amendment No. 2 to the Registration Statement (as so amended, the "Amended Registration Statement"), which reflects certain revisions in response to the Comment Letter. In order to facilitate your review, we have repeated each comment in its entirety in the original numbered sequence. The Amended Registration Statement also contains other changes for information that has been updated since the filing of the Registration Statement on July 26, 2013. We have sent to your attention via courier courtesy copies of the Amended Registration Statement marked to show changes from Amendment No. 1 to the Registration Statement. Capitalized terms used but not defined in this letter have the meanings ascribed to such terms in the Amended Registration Statement.

Summary Term Sheet, page 1

1. *We note your response to comment 6 of our comment letter dated July 9, 2013. Please revise your disclosure to provide a summary of the material transactions fees, including quantifying those fees that have been incurred by the parent of the company, Brookfield DTLA Holdings LLC. Also, tell us how you intend to account for these fees in your financial statements.*

   Response:

   In response to the Staff's comment, the disclosure has been revised to provide a summary of the material transaction fees of the Brookfield Parties, including those fees that have been or will be incurred by Brookfield DTLA Holdings LLC. Please see pages 3 and 90 of the Amended Registration Statement. These costs will be reported as a transaction expense of the Company and funded through an equity contribution from Brookfield DTLA Holdings LLC.

Unaudited Pro Forma Condensed Combined Consolidated Financial Statements, page 13

2. *We note that you and MPG entered into an MOU on July 10, 2013 regarding a proposed settlement related to the Common Stock Actions. Please explain in your disclosure how you considered this proposed settlement in preparing your pro forma financial statements. Please clarify which entity will pay the proposed settlement amount, if approved, and provide an estimate or an estimated range of the possible payment, if known.*

   Response:

   In connection with the proposed settlement, the plaintiffs in the Common Stock Actions intend to seek, and the defendants have agreed to pay, an award of attorneys' fees and expenses in an amount to be determined by the court. The MOU states that the payment of the attorneys' fees and expenses shall be paid by MPG or its successors, which could be the Company if the REIT Merger closes prior to the resolution and court approval of the proposed settlement. Given that the stipulation of settlement is currently in negotiation and will be submitted to the court for approval, the amount of the potential settlement or range of possible payment cannot be reasonably estimated; therefore, neither the MPG financial statements nor the unaudited pro forma condensed combined consolidated financial statements of the Company include an accrual in respect of the proposed settlement.

   In response to the Staff's comment, the disclosure has been revised to incorporate the foregoing information. Please see page 44 of the Amended Registration Statement.

3. *We have considered your response to comment 9 of our letter dated July 9, 2013 and reviewed your revised disclosures. Please expand your disclosures further to include some of the information highlighted within your response related to how you determined that New OP is a VIE and that you are the primary beneficiary of New OP. Also, in your response, please further address your consideration of the design of the VIE and the relationship with its members as well as the economics of the common and preferred interests in the VIE. In this regard, we note that all of the common interests are held by Brookfield DTLA and that Surviving LLC is only entitled to a limited amount of distributions. Although the cash flows that will ultimately be paid to the third party preferred stock investors in your company are dependent on the properties owned by New OP, the return to your company has a cap since after all of the distributions have been made to Surviving LLC based on the terms of the New OP Series A Interests, Brookfield DTLA will be entitled to 100% of any further distributions from New OP. In light of these terms, please expand on how you still determined that your company (through REIT Merger Sub and Surviving LLC) is most closely associated with the VIE.*

   Response:

   In response to the comment from the Staff, we have revised disclosure 3(a) in the notes to the Unaudited Pro Forma Condensed Combined Consolidated Financial Statements to disclose how the Company determined that New OP is a VIE and that the Company is the primary beneficiary of New OP. Please see page 18 of the Amended Registration Statement.

As stated in our July 26 response letter to the Staff and reiterated in your question above, Brookfield DTLA will own all of the common interests of New OP and Surviving LLC will hold a preferred interest, the New OP Series A Interest. Therefore, all income from operations, after payment of dividends on the New OP Series A Interest, will be allocated to Brookfield DTLA. This is consistent with the presentation of the Unaudited Pro Forma Condensed Combined Consolidated Financial Statements which present all of the members' equity as non-controlling interest and income (loss) from continuing operations as amounts attributable to non-controlling interest to reflect the common interest in New OP held directly by Brookfield DTLA.

As stated in the Amended Registration Statement, the Company currently anticipates that it will receive no substantial distributions from New OP for a period of at least five years, unless the Company or DTLA OP changes its current plans and determines to sell one or more of its real property assets prior to such time. The section of the Amended Registration Statement "*Structure of the Company and its Subsidiaries Following the Mergers and the Subsequent Transactions*," beginning on page 47, discloses the distribution and liquidation preferences in detail.

There will be a preferred interest, the New Op Series A1 Interest, that will be issued to Brookfield DTLA, through Properties Holding Inc., in exchange for the contribution of equity of the Brookfield Contributed Assets, that will carry mirror rights to the New OP Series A Interest held by Surviving LLC. The purpose of this structure is to meet certain requirements relating to domestic control of the MPG Asset REITs and the Brookfield Asset REITs.

We recognize that if a liquidation event occurred subsequent to the REIT Merger, the holders of the New OP Series A Interest would be entitled to all unpaid and accrued dividends on the New OP Series A Interest and the remaining distributions would be made to the common shareholders. This is consistent with the discussion above that all the profits and losses after payments of dividends on the New OP Series A Interest will be allocated to Brookfield DTLA.

As stated in our July 26 response letter to the Staff, in accordance with ASC 810-10-25-44, if two or more related parties hold variable interests in the same VIE, and the aggregate variable interest held by those parties would, if held by a single party, identify that party as the primary beneficiary, then the party within the related party group that is most closely associated with the VIE is the primary beneficiary.

The guidance in ASC 810-10-25-44 is technically only applicable if one party within a related party group does not possess both of the characteristics in ASC 810-10-25-38A (power and economic interest). In this regard, we concluded that the Company possesses both characteristics with respect to New OP:

1. The managing member of New OP, which has power to make the decisions that most significantly impact the economic performance of New OP, is controlled by the Company.

2. Through the variability absorbed by the New OP Series A Preferred Interest, the Company has variable interests in New OP that contain an obligation to absorb losses and a right to receive returns of New OP that could potentially be significant.

Notwithstanding that the two conditions in ASC 810-10-25-44 are met with respect to the Company's involvement in New OP, given that the Company is ultimately controlled by Brookfield DTLA, we believed it was appropriate to also consider the guidance in ASC 810-10-25-44.

As indicated in our July 26 response letter, in analyzing the conditions in ASC 810-10-25-44, we did not give significant consideration to conditions (a) and (c) since Brookfield DTLA and the Company are under common control. Within a common control group, we do not believe the assessment should give any significant consideration to a principal-agency relationship or exposure to expected losses because the ultimate parent of the common control group would typically have the ability to control members of the common control group and therefore potentially dictate a principal-agency relationship or assign economics to any entity within the group it chooses. Therefore, we believe the focus should be on the substance of the arrangements related to the VIE, and therefore the consideration of conditions (b) the relationship and significance of the activities of the VIE to the various parties within the related party group and (d) the overall design of the VIE.

The Company was designed solely to issue Company Series A Preferred Stock to third party investors whose cash flows are dependent solely on the properties owned by New OP. Absent the decision to issue this preferred stock to third parties, there would have been no substantive reason to include the Company and REIT Merger Sub in the ownership structure. Additionally, the managing member of New OP (Surviving LLC) is controlled by the Company, and conducts the significant activities of New OP (i.e., managing the operations and leasing of the properties). For these reasons, we believed the relationship and significance of the activities of the VIE, along with its design, pointed towards the Company as being most closely associated, and therefore the direct primary beneficiary of New OP.

If we had given significant consideration to the remaining conditions (a) and (c), this would not have changed our conclusion. Given the common control relationship between the Company and Brookfield DTLA, we believe the determination of the principal versus the agent is indeterminate. By virtue of its control of the managing member, and the rights related to the managing member that are conferred to the Company as a result of the shares of Company Series A Preferred Stock held by third parties, it could be concluded that the Company is acting as a principal with regards to New OP. However, given that the Company is ultimately controlled by Brookfield DTLA, this is indeterminate.

With respect to the exposure to variability of New OP, since all the common interests are held by Brookfield DTLA, this would point to Brookfield DTLA, but when considered in the context of all the conditions in ASC 810-10-25-44 (see above), we do not believe this would change our conclusion that under ASC 810-10-25-44, the Company would consolidate New OP.

It should be noted that absent consolidation of New OP, the Company would account for its economic interest in New OP using the cost method of accounting; since it does not have a common ownership interest, the equity method of accounting would not be applicable. The financial statements of the Company would therefore primarily reflect a one line item investment in New OP and a one line item amount on the income statement for dividends received from New OP. As previously indicated, the sole reason for Company's existence, and the registration statement of which the Company's financial statements are included, is because of the shares of Company Series A Preferred Stock that will be held by third parties. Considering this, and the results of our consolidation analysis above, we believe that the Company should consolidate New OP. This conclusion results in the most meaningful and transparent financial statement presentation for the users of the financial statements of the Company. In particular, this presentation allows the third party holders of the Company Series A Preferred Stock to transparently see the results of operations of the properties underlying New OP, which will be the sole source of cash flows with respect to the Company Series A Preferred Stock.

This conclusion results in the most meaningful and transparent financial statement presentation for the users of the financial statements of the Company. In particular, this presentation allows the third party holders of the Company Series A Preferred Stock to transparently see the results of operations of the properties underlying New OP, which will be the sole source of cash flows with respect to the Company Series A Preferred Stock.

We acknowledge that there are inherently significant judgments involved in determining which party within a common control group is most closely associated with a VIE. The authoritative guidance in ASC 810 is limited to ASC 810-10-25-44. That guidance does not specifically address the accounting for down-stream common control relationships when it is apparent that the ultimate parent will consolidate the VIE, either directly or indirectly through a down-stream consolidated subsidiary. As mentioned in our prior response letter, since Brookfield DTLA controls the Company, it will consolidate New OP under ASC 810. As a result, the analysis under ASC 810-10-25-44 is only relevant to whether, in its stand-alone financial statements, the Company should consolidate New OP. Given that both the conditions in ASC 810-10-25-38A are met (see above) and it appears the Company is most closely associated with New OP under ASC 810-10-25-44 (see above), we believe consolidation of New OP by the Company is required under ASC 810. We believe any conclusion to the contrary is not appropriate under GAAP, and it would be potentially misleading for the financial statements of the Company included in the registration statement and in future filings under the securities laws to omit New OP, which contains all the substantive assets and operations underlying the cash flows available for payment of dividends and other amounts on the Company Series A Preferred Stock held by third party investors (which is the reason for the filing of the Registration Statement).

Note 4 – Pro Forma Adjustments

(a) MPG Acquisition, page 19

4. *You disclose that the principal valuation technique that you employed in determining the fair value of the identifiable assets and liabilities was the income approach which was supported primarily by the cost approach. You also state that after calculating the value of each asset component such amounts were adjusted based upon the conclusion drawn by the income approach. Please further advise us of the extent to which the values determined under the replacement cost method were adjusted as a result of the income method conclusions. To the extent the adjustments were significant, please clarify the role of the replacement cost method if the values determined using that method were just adjusted to be consistent with the values determined using the income method.*

Response:

In response to the Staff's comment the Company has revised the disclosure to remove the statement that "after calculating the value of each asset component such amounts were adjusted based on the conclusion drawn by the income approach". The Company has revised the disclosure to state that the primary valuation technique employed was the income approach which was validated by the cost approach. The Company believes that the income approach is the more reliable approach and the one that would be used by a market participant in a similar transaction. The Company has revised the disclosure to state that the role of the replacement cost approach was to validate the conclusions reached by the income approach. The cost approach resulted in values that were approximately 6.3% higher than the conclusions reached under the income approach. The Company believes this margin is acceptable, as all valuations involve some level of imprecision, and supports the Company's ultimate value conclusions based on the income approach. Please see page 21 of the Amended Registration Statement.

5. *Please clarify how the MPG Preferred Accrual was reflected with your pro-forma financial statements and/or explain in your disclosure why such an accrual would not be reflected or disclosed as a part of preparing your pro forma financial statements.*

Response:

The MPG Preferred Accrual relates to all accrued and unpaid dividends (whether or not such dividends are declared) on each share of MPG Preferred Stock. These dividends were accumulated by MPG but not accrued as an obligation because MPG had not declared a dividend. As described on pages 47 and 48 of the Amended Registration Statement, these dividends will remain cumulative and unpaid when the MPG Preferred Stock is exchanged for the Company's Series A Preferred Stock in the REIT Merger. This MPG Preferred Accrual was not reflected in the Company's pro-forma financial statements because the unpaid dividends will not be a liability until declared.

Risk Factors, page 22

6. *We note your response to comment 17 of our comment letter dated July 9, 2013 and the revised language, "the risks and uncertainties described below include all of the known material risks facing us." All material risks should be disclosed. Please revise to remove the disclosure referencing "known" risks and the statement that "[a]dditional risks and uncertainties not presently known to us, or that are currently deemed immaterial, could negatively impact our business."*

Response:

In response to the Staff's comment, the disclosure has been revised to remove both the reference to "known" risks and the statement that "[a]dditional risks and uncertainties not presently known to us, or that are currently deemed immaterial, could negatively impact our business." Please see page 24 of the Amended Registration Statement.

The Company's subsidiaries may in the future, issue equity securities..., page 22

7. *We note your response to comment 18 of our comment letter dated July 9, 2013. Please revise your summary to briefly clarify and explain, if true, that after the consummation of the transactions contemplated by the Merger Agreement and as part of the Subsequent Transactions, subsidiaries of the Company will issue equity interests that rank senior to the equity securities of such subsidiaries held indirectly by the Company, and as a result, will effectively rank senior to the Company Series A Preferred Stock.*

Response:

We respectfully advise the Staff that the Registration Statement included disclosure advising the holders of Company Series A Preferred Stock that after the consummation of the transactions contemplated by the Merger Agreement and as part of the Subsequent Transactions, subsidiaries of the Company will issue equity interests that rank senior to the equity securities of such subsidiaries held indirectly by the Company. Please see pages 24 and 25 of the Amended Registration Statement. However, in response to the Staff's comment, additional disclosure has been included to further clarify this point and explain that equity interests issued by subsidiaries of the Company will rank senior to the equity securities of such subsidiaries held indirectly by the Company, and as a result, will effectively rank senior to the Company Series A Preferred Stock. Please see the revised disclosure on page 48 of the Amended Registration Statement.

Background to the Mergers, page 58

8. *We note your response to comment 24 of our comment letter dated July 9, 2013 where you state that BPO did not seek third party appraisals in connection with its determination of MPG's value. If material, please revise the risk factors section to include related risk factors.*

Response:

In response to the Staff's comment, the risk factors section has been revised to include a risk factor noting that BPO did not seek any third party appraisal in connection with its determination of MPG's value. Please see page 25 of the Amended Registration Statement.

Draft Legal Opinion

9. *We note that the registration statement on Form S-4 is registering 9,730,370 shares of the company's 7.625% Series A Cumulative Redeemable Preferred Stock. Please tell us why counsel's opinion refers to "the issuance of up to 10,000,000 shares of the Company's 7.625% Series A Cumulative Redeemable Preferred Stock."*

Response:

In response to the Staff's comment, counsel has revised the form of legal opinion relating to the validity of the shares of Company Series A Preferred Stock to refer to the issuance of 9,730,370 shares of Company Series A Preferred Stock. The revised form of opinion and a copy marked to show this change are attached hereto as Exhibits A-1 and A-2, respectively.

Should you have any questions or comments with respect to this filing, please call me at (212) 859-8622.

Sincerely,

/s/ Abigail P. Bomba
Abigail P. Bomba

cc: Wilson Lee, Securities & Exchange Commission
Folake Ayoola, Securities & Exchange Commission
Jennifer Gowetski, Securities & Exchange Commission
Kathleen G. Kane, Brookfield DTLA Fund Office Trust Investor Inc.
Lee S. Parks, Fried, Frank, Harris, Shriver & Jacobson LLP

Exhibit A-1

DRAFT FORM OF LEGAL OPINION
OF
MILES AND STOCKBRIDGE

EXHIBIT 5.1

[LETTERHEAD OF MILES & STOCKBRIDGE P.C.]

August [_], 2013

Brookfield DTLA Fund Office Trust Investor Inc.
250 Vesey Street, 15th Floor
New York, New York 10281

Re: Registration Statement on Form S-4 (Reg. No. 333-189273)

Ladies and Gentlemen:

We have acted as special Maryland counsel to Brookfield DTLA Fund Office Trust Investor Inc., a Maryland corporation (the "Company"), in connection with the issuance of up to 9,730,370 shares of the Company's 7.625% Series A Cumulative Redeemable Preferred Stock, par value $0.01 per share (the "Shares"). The issuance of the Shares will be registered under the Securities Act of 1933, as amended, in a Registration Statement on Form S–4 (Registration Number 333-189273), as amended through the date hereof (the "Registration Statement").

We have examined the Registration Statement, the Agreement and Plan of Merger, dated as of April 24, 2013, by and among the Company, MPG Office Trust, Inc., Brookfield DTLA Holdings L.P., Brookfield DTLA Fund Office Trust Inc., Brookfield DTLA Fund Properties LLC and MPG Office, L.P. (as amended by that Waiver and First Amendment to Agreement and Plan of Merger dated as of May 19, 2013, that Second Amendment to Agreement and Plan of Merger dated as of July 10, 2013 and that Third Amendment to Agreement and Plan of Merger dated as of August 14, 2013) (the " Merger Agreement"), pursuant to which the Shares will be issued, the charter of the Company, including the Articles Supplementary with respect to the Shares accepted for record by the State Department of Assessment and Taxation of the State of Maryland on August 23, 2013, the bylaws of the Company, certain records of proceedings of the board of directors of the Company with respect to the authorization and issuance of the Shares and the transactions contemplated by the Merger Agreement, and such other corporate records, certificates and documents as we deemed necessary for the purpose of this opinion. We have relied as to certain factual matters on information obtained from public officials and from officers of the Company. Based on that examination, it is our opinion that the Shares, when issued under the circumstances contemplated in the Registration Statement, will be legally issued, fully paid and non-assessable.

We express no opinion with respect to the laws of, or the effect or applicability of the laws of, any jurisdiction other than, and our opinion expressed herein is limited to, the laws of the State of Maryland. The opinion expressed herein is limited to the matters expressly set forth in this letter and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the use of our name under the heading "Legal Matters" in the prospectus that is a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

Miles & Stockbridge P.C.

By: _____
Principal

Exhibit A-2

MARKED COPY OF
DRAFT FORM OF LEGAL OPINION OF
MILES AND STOCKBRIDGE

EXHIBIT 5.1

[LETTERHEAD OF MILES & STOCKBRIDGE P.C.]

August [_], 2013

Brookfield DTLA Fund Office Trust Investor Inc.
250 Vesey Street, 15th Floor
New York, New York 10281

Re: Registration Statement on Form S-4 (Reg. No. 333-189273)

Ladies and Gentlemen:

We have acted as special Maryland counsel to Brookfield DTLA Fund Office Trust Investor Inc., a Maryland corporation (the "Company"), in connection with the issuance of up to ~~10,000,000~~9,730,370 shares of the Company's 7.625% Series A Cumulative Redeemable Preferred Stock, par value $0.01 per share (the "Shares"). The issuance of the Shares will be registered under the Securities Act of 1933, as amended, in a Registration Statement on Form S–4 (Registration Number 333-189273), as amended through the date hereof (the "Registration Statement").

We have examined the Registration Statement, the Agreement and Plan of Merger, dated as of April 24, 2013, by and among the Company, MPG Office Trust, Inc., Brookfield DTLA Holdings L.P., Brookfield DTLA Fund Office Trust Inc., Brookfield DTLA Fund Properties LLC and MPG Office, L.P. (as amended by that Waiver and First Amendment to Agreement and Plan of Merger dated as of May 19, ~~2013 and~~2013, that Second Amendment to Agreement and Plan of Merger dated as of July 10, 2013 and that Third Amendment to Agreement and Plan of Merger dated as of August 14, 2013) (the " Merger Agreement"), pursuant to which the Shares will be issued, the charter of the Company, including the Articles Supplementary with respect to the Shares accepted for record by the State Department of Assessment and Taxation of the State of Maryland on ~~July [_],~~August 23, 2013, the bylaws of the Company, certain records of proceedings of the board of directors of the Company with respect to the authorization and issuance of the Shares and the transactions contemplated by the Merger Agreement, and such other corporate records, certificates and documents as we deemed necessary for the purpose of this opinion. We have relied as to certain factual matters on information obtained from public officials and from officers of the Company. Based on that examination, it is our opinion that the Shares, when issued under the circumstances contemplated in the Registration Statement, will be legally issued, fully paid and non-assessable.

We express no opinion with respect to the laws of, or the effect or applicability of the laws of, any jurisdiction other than, and our opinion expressed herein is limited to, the laws of the State of Maryland. The opinion expressed herein is limited to the matters expressly set forth in this letter and no other opinion should be inferred beyond the matters expressly stated.

We hereby consent to the use of our name under the heading "Legal Matters" in the prospectus that is a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving our consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

Miles & Stockbridge P.C.

By: _____
Principal

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November 20, 2013

VIA EDGAR AND FEDEX

Jessica Barberich
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

Re: PMC Commercial Trust
Registration Statement on Form S-4
Initially filed August 30, 2013
File No. 333-190934

Dear Ms. Barberich:

Set forth below are the responses of PMC Commercial Trust ("**PMC Commercial**") to the Staff's comment letter dated November 1, 2013 (the "**Comment Letter**") regarding Amendment No. 1 to the referenced Registration Statement on Form S-4, which was filed on October 11, 2013 ("**Amendment No. 1**").

For your convenience, we have set forth below the Staff's comments followed by PMC Commercial's responses thereto in bold typeface. The numbered paragraphs and headings below correspond to the numbered paragraphs and headings contained in the Comment Letter. The page numbers referenced below refer to the page numbers of Amendment No. 2 to the referenced Registration Statement on Form S-4 (the "**Registration Statement**"), which is filed herewith. You will note that the Registration Statement includes financial and other information through September 30, 2013, so to the extent that the Staff's comments relate to June 30, 2013 information we have responded with reference to September 30 information. Capitalized terms used but not defined herein have the meanings given to such terms in the Registration Statement.

To expedite your review, we are sending to you and Jennifer Gowetski via FedEx a copy of this letter, together with clean and marked copies of the Registration Statement showing changes made to Amendment No. 1.

General

1. We note your response to comment 3 of our letter dated September 27, 2013, and continue to note that you intend to issue convertible preferred shares to CIM REIT and affiliates. We reissue our comment as it is not clear how you can register the conversion of the preferred shares when you do not have a sufficient number of common shares currently authorized. Please provide a more detailed legal analysis regarding how the preferred shares and the common shares to be issued upon conversion will be duly authorized and validly issued in light of the fact that you currently do not have sufficient authorized shares. As part of your analysis, please explain how you can register shares that are not currently authorized and how counsel will be able to opine on the legality of the preferred shares as well as the underlying common shares.

   In light of the Staff's positions regarding the registration of shares that are not yet authorized and regarding Exhibit 5 legal opinions with respect to shares not yet authorized, PMC Commercial is amending the Registration Statement to remove the registration of the PMC Commercial Preferred Shares and the underlying PMC Commercial Common Shares. Appropriate revisions to reflect that change have been made to the cover page of the Registration Statement. The Exhibit 5 legal opinion has likewise been revised to exclude the PMC Commercial Preferred Shares and the underlying PMC Commercial Common Shares, as they are no longer being registered, which eliminated the need to assume an increase in the number of PMC Commercial's authorized shares in the opinion.

   The PMC Commercial Preferred Shares and the underlying PMC Commercial Common Shares will be issued in a private placement in compliance with the requirements of the Securities Act of 1933, as amended, under the authority of the guidance provided in CDI 139.25 and Securities Act Release 8828. With respect to such guidance, please note that PMC Commercial's relationship with the CIM entities long predates the preparation and filing of the Registration Statement, as is discussed under "THE MERGER—Background of the Merger." The filing of the Registration Statement played no part in soliciting the CIM entities' interest in acquiring the PMC Commercial Preferred Shares and the underlying PMC Commercial Common Shares, which was pre-existing.

2. We note your response to comment 4 of our letter dated September 27, 2013. We reissue our comment. We note that your shareholders are voting on the share issuance proposal to approve the issuance of common shares and preferred shares pursuant to the merger agreement as well as to vote, through a non-binding advisory vote, on the merger-related compensation proposal. Please provide a more detailed legal analysis as to how you determined that your shareholders did not need to approve the agreement and plan of merger.

   You have requested that PMC Commercial provide a more detailed legal analysis as to how it has determined that its shareholders do not need to approve the Merger Agreement.

   Texas Law:

   PMC Commercial is Not Deemed "A Party to the Merger". **PMC Commercial is a real estate investment trust organized under the Texas Business Organizations Code (the "TBOC"). The requirements for voting on mergers of real estate investment**

trusts are set forth in Chapter 10 of the TBOC applicable to mergers and other similar transactions of entities generally (and specifically, Sections 10.001, 10.002, 10.004, 10.007, 10.008, 10.151, 10.153 and 10.156 thereof), and in Chapter 200, Subchapter I, of the TBOC, applicable to mergers and similar transactions involving real estate investment trusts (and specifically, Sections 200.401, 200.402, 200.406, 200.407 and 200.408 - 410 thereof). In these provisions the TBOC distinguishes between entities that are merely signatories to a merger agreement and the entities that are themselves merging. The shareholders of the former are explicitly not required to vote on the merger, as discussed below.

The definitions section of the TBOC, Section 1.002, in subsection (69), defines "party to the merger" as:

> **"a domestic or non-code organization that under a plan of merger is divided or combined by a merger. The term does not include a domestic entity or non-code organization that is not to be divided or combined into or with one or more domestic entities or non-code organizations, regardless of whether ownership interest (*sic*) of the entity are to be issued under the plan of merger."**

While PMC Commercial is a party to the Merger Agreement and its shares are being issued, it is not an entity that is being combined and therefore it is not a "party to the merger".

Section 10.002(b), of general applicability, provides that "[t]o effect a merger, each domestic entity that is a party to the merger must act on and approve the plan of merger in the manner prescribed by this code for the approval of mergers by the domestic entity". Section 200.402 provides in subsection (a) that "[a]real estate investment trust that is a party to the merger under Chapter 10 must approve the merger by complying with this section". Section 200.402(c) provides, "[e]xcept as provided by this subchapter or Chapter 10, the plan of merger shall be submitted to the shareholders of the real estate investment trust for approval as provided by this subchapter" and Section 200.402(e) provides, "[e]xcept as provided by Chapter 10 or Sections 200.407-409, the shareholders of the real estate investment trust shall approve the plan of merger as provided by this subchapter" (emphasis added to each of the above).

Section 200.407, applicable to real estate investment trusts, specifies the vote required for mergers. Section 200.407(d) provides, "Unless required by the certificate of formation, approval of a merger by shareholders is not required under this code for a real estate investment trust that is a party to the plan of merger unless that real estate investment trust is also a party to the merger" (emphasis added).

Thus, under Section 200.407(d) as applied to this transaction, it is expressly provided that no vote of PMC Commercial shareholders is required because PMC Commercial is not a "party to the merger" under the TBOC. Further, Sections 10.002(b) and 200.402(a) discussed above do not by their terms require a vote by PMC Commercial because it is not a "party to the merger".

***Contribution of Assets Analysis*.** **The Merger Agreement also includes provisions for the contribution of the assets of PMC Commercial to PMC Merger Sub. Section 10.252 of the TBOC provides in pertinent part that "[e]xcept as otherwise provided by this code, the governing documents of the domestic entity, or specific limitations established by the governing authority, a sale, lease, assignment, conveyance, … or other transfer of an interest in real property or other property made by a domestic entity does not require the approval of the members or owners of the entity" (emphasis added).**

Section 200.405 of the TBOC includes provisions for voting by shareholders on a "sale of all or substantially all of the assets" of a real estate investment trust. That term is defined in Section 200.401, which provides in pertinent part:

> **"'Sale of all or substantially all of the assets' means the sale, lease, exchange, or other disposition … of all or substantially all of the property and assets of a domestic real estate investment trust that is not made in the usual and regular course of the trust's business without regard to whether the disposition is made with the goodwill of the business. The term does not include a transaction that results in the real estate investment trust directly or indirectly: (A) continuing to engage in one or more businesses; or (B) applying a portion of the consideration received in connection with the transaction to the conduct of a business that the real estate investment trust engages in after the transaction." (emphasis added).**

PMC Commercial will, after the contribution of assets to PMC Merger Sub, continue to engage in its former business indirectly through its ownership of PMC Merger Sub. Thus the voting provisions of Section 200.405 do not apply to the contribution of assets to PMC Merger Sub because under the TBOC it does not constitute a "sale of all or substantially all of the assets" of PMC Commercial, and under Section 10.252 no vote of the shareholders of PMC Commercial is required to approve the contribution of assets to PMC Merger Sub for the reasons discussed above and below.

***Declaration of Trust Analysis*.** **Article Eight of PMC Commercial's Declaration of Trust, as amended, contains the relevant voting requirements. It provides in pertinent part:**

> **"Except as specifically required by law or this Declaration of Trust or as specifically provided in any resolution or resolutions of the Trust Managers providing for the issuance of any particular series of Preferred Shares, the Common Shares shall have the exclusive right to vote on all matters (as to which common shareholders shall be entitled to vote pursuant to applicable law) at all meetings of the shareholders of [PMC Commercial]. Subject to the provisions of the Texas REIT Act and this Declaration of Trust that may require a greater voting requirement, any matter to be voted upon by the holders of Common Shares shall be approved if the matter receives the affirmative vote of the holders of at least a majority of the Common Shares that are represented in person or by proxy at a meeting of shareholders at which a quorum is present." (emphasis added).**

Shareholders of PMC Commercial thus have the right to vote on matters as to which they are entitled to vote pursuant to applicable law. No special voting rights on mergers, dispositions of assets, or other matters are granted under the Declaration of Trust. As discussed above, the TBOC does not grant voting rights with respect to the merger of PMC Merger Sub or the contribution of assets to PMC Merger Sub. To the extent applicable law may be deemed to include the voting requirements of Corporate Governance Rules of the NYSE MKT with respect to the issuance of additional shares, those voting requirements are being complied with. No voting rights or other "special limitations" have been granted by action of the governing authority of PMC Commercial – its Board of Trust Managers. No other requirements of applicable law impose additional voting rights with respect to the Merger Agreement. Therefore, under Texas law and PMC Commercial's Declaration of Trust, no vote of the holders of shares of PMC Commercial is required on the Merger Agreement.

Delaware Law:

The merging parties involved in the Merger are CIM Merger Sub and PMC Merger Sub, both of which are Delaware limited liability companies. PMC Commercial owns 100% of the equity interests in PMC Merger Sub. PMC Commercial, as a Texas real estate investment trust, is not subject to the Delaware Limited Liability Company Act provisions on voting on mergers except insofar as those provisions pertain to the vote required by the owners of Delaware entities. As the sole owner of PMC Merger Sub, the approval of the merger by PMC Commercial itself as an entity is required, but no vote is required of the owners of PMC Commercial (i.e., its shareholders), as discussed in more detail below:

Section 18-209(b) of the Delaware Limited Liability Company Act, which governs mergers of Delaware limited liability companies, provides in pertinent part:

> **"Pursuant to an agreement of merger …, 1 or more domestic limited liability companies may merge … with or into 1 or more domestic limited liability companies …with such domestic limited liability company … as the agreement may provide being the surviving or resulting domestic limited liability company … . Unless otherwise provided in the limited liability company agreement, an agreement of merger … or a plan of merger shall be approved by each domestic limited liability company which is to merge … by the members … by members who own more than 50 percent of the then current percentage or other interest in the profits of the domestic limited liability company owned by all of the members …" (emphasis added).**

The vote thus required for approval of the Merger on the PMC Merger Sub side is the vote by PMC Commercial itself, because only members are entitled to vote and it is the sole member of PMC Merger Sub. The statute makes no reference to any other vote by holders of ownership interests in the member (i.e., the shareholders of

PMC Commercial). The Board of Managers of PMC Commercial has authority to direct the voting of shares that it holds in subsidiaries, as it is authorized to manage the assets of PMC Commercial. Therefore, under Delaware law no other vote besides the approval of PMC Commercial itself is required for approval of the Merger Agreement. Further, nothing in the limited liability company agreement of PMC Merger Sub requires a vote by the holders of shares of PMC Commercial on the Merger Agreement.

Sample Registered Transactions:

In addition to the foregoing analysis, we note that the subsidiary merger structure in which public company shareholders are asked to approve the issuance of shares in the merger, rather than the merger itself, is a relatively common transaction structure that has been used in numerous other public transactions, several of which recent transactions are referenced below.

Registrant	Registration Number	Initial Filing Date	Counterparty	Legal Counsel: Registrant/Counterparty
Enerjex Resources, Inc.	333-190590	8/13/13 (S-4)	Black Raven Energy, Inc.	Reicker, Pfau, Pyle & McRoy LLP/ Levine, Garfinkel and Eckersley, L.L.P.
Alexander & Baldwin, Inc.	333-189822	7/5/13 (S-4)	GPC Holdings, Inc.	Skadden, Arps, Slate, Meagher & Flom LLP/ Sidley Austin LLP
Integrated Electrical Services, Inc.	333-188182	4/26/13 (S-4)	MISCOR Group, Ltd.	Andrews Kurth LLP/ Ulmer & Berne LLP
Office Depot, Inc.	333-187807	4/9/13 (S-4)	OfficeMax Incorporated	Simpson Thacher & Bartlett LLP/ Skadden, Arps, Slate, Meagher & Flom LLP
Tranzyme, Inc.	N/A	05/14/13 (PREM14A)	Ocera Therapeutics, Inc.	Skadden, Arps, Slate, Meagher & Flom LLP/Reed Smith LLP
Parametric Sound Corporation,	N/A	11/4/13 (PREM14A)	VTB Holdings, Inc.	Sheppard Mullin Richter & Hampton LLP/Dechert LLP
American Realty Capital Properties, Inc.	333-185935	1/9/13 (S-4)	American Realty Capital Trust IV, Inc.	Duane Morris LLP/ Proskauer Rose LLP

3. We note your response to comment 5 of our letter dated September 27, 2013. We note that the Smith Travel Research Inc. report was commissioned by CIM. Please tell us why this is not expertized disclosure requiring a consent as per Rule 436. Refer to Securities Act Sections Compliance and Disclosure Interpretation 141.02. Alternatively, please file their consent as an exhibit.

PMC Commercial respectfully submits that Smith Travel Research, Inc. ("STR") is not an "expert" within the meaning of Rule 436. Rule 436 requires that a consent be filed if any portion of a report or opinion of an expert is quoted or summarized as such in a registration statement. Section 7 of the Securities Act of 1933, as amended (the "Securities Act"), provides that an expert is "any accountant, engineer, or appraiser, or any person whose profession gives authority to a statement made by him." PMC Commercial respectfully submits that statistical data providers are not among the class of persons subject to Section 7 and Rule 436 as "experts" unless PMC Commercial expressly identifies such providers as experts or the statements are purported to be made on the authority of such providers as "experts." Accordingly, absent a specific statement asserting that STR is an "expert" or that the data obtained from STR are purported to be made on the authority of STR as an "expert," PMC Commercial believes that STR should not be considered an "expert" within the meaning of the federal securities laws. PMC Commercial further notes that STR does not consider itself to be an "expert" within the meaning of the federal securities laws, as it states that it "tracks supply and demand data for the hotel industry." In light of the foregoing, the disclosure on page 143 is included to clearly indicate that the data obtained from STR have not been expertized.

In addition, PMC Commercial notes that the consent requirements of Rule 436 are generally directed at circumstances in which an issuer has engaged a third party expert or counsel to prepare a valuation, opinion or other report specifically for use in connection with a registration statement. In this instance, the STR data included in the Registration Statement were not prepared in connection with PMC Commercial's Registration Statement; rather, CIM Urban and/or its affiliates subscribe to STR reports in the ordinary course of managing their limited number of hotel properties and have referenced data from those reports in the Registration Statement. As a result of the foregoing, PMC Commercial respectfully submits that STR should not be considered an expert for purposes of Rule 436 and thus a consent is not required to be filed as an exhibit to the Registration Statement.

Interests of PMC Commercial … page 18

4. We note your response to comment 11 of our letter dated September 27, 2013. Please revise your disclosure on page 18 to briefly explain or quantify the certain benefits to be provided to Messrs. Salit and Berlin as well as the continued employee benefits for Messrs. Salit and Berlin.

The disclosure on page 18 has been revised to briefly explain and, where possible, quantify the benefits to be provided to Messrs. Salit and Berlin under their Restated Executive Employment Agreements, as well as the continued employee benefits for Messrs. Salit and Berlin provided under the terms of the Merger Agreement.

Estimated Transactions Fees, page 18

5. We note your response to comment 10 of our letter dated September 27, 2013. Please provide a more detailed breakdown of the fees incurred to date and the fees to be incurred upon consummation of the Merger.

As requested, a more detailed breakdown of fees is provided on page 19 of the Registration Statement.

Unaudited Pro Forma Condensed Combined Financial Statements, page 25

Note 3: Preliminary Purchase Accounting Allocation, page 31

6. We note your response to comment 13 of our letter dated September 27, 2013 and your revised purchase price allocation. Your disclosure indicates that the purchase price is based on the amount of PMC Commercial shares outstanding and the per share price of those shares. You also indicate that there are two components of the purchase price: the special dividend and the residual value of the share consideration. Please explain these two components to us in more detail and clarify how the special dividend impacts the purchase price. Also, tell us how you considered the dividend liability of PMC in the purchase price allocation.

In accordance with ASC 805-30-30-2, in a reverse acquisition the accounting acquirer typically issues no consideration for the acquiree. Instead, the accounting acquiree typically issues its equity shares to the owners of the accounting acquirer. Accordingly, the acquisition-date fair value of the consideration transferred by the accounting acquirer for its interest in the accounting acquiree is based on the number of equity interests the legal subsidiary would have had to issue to give the owners of the legal parent the same percentage equity interest in the combined entity that results from the reverse acquisition. In connection with the proposed business combination, we determined that CIM Urban is the accounting acquirer and PMC Commercial is the accounting acquiree (primarily because CIM Urban will obtain effective control of PMC Commercial).

Furthermore, in a reverse acquisition involving only the exchange of equity, the fair value of the equity of the accounting acquiree may be used to measure consideration transferred if the value of the accounting acquiree's equity interests are more reliably measurable than the value of the accounting acquirer's equity interests. This may occur if a private company acquires a public company with a quoted and reliable market price. If so, the acquirer should determine the purchase consideration by using the acquisition-date fair value of the accounting acquiree's equity interests per ASC 805-30-30-2 and 805-30-30-3. As CIM Urban is a private company without a readily determinable market price, the most factually supportable measure available to determine the purchase consideration is the quoted market price of PMC Commercial's Common Shares. Notwithstanding that a portion of the consideration is in the form of cash, based on ASC 805, the quoted price of the PMC Commercial Common Shares has been determined to be the most factually supportable measure available to support the determination of total consideration.

The terms of the proposed business combination involve the issuance of PMC Commercial Common Shares to the owners of CIM Urban as well as a cash component equal to $5.50 per outstanding share to the record holders of PMC Commercial Common Shares prior to the effective date of the Merger. The $10.50 per share price disclosed in the initially filed Registration Statement (dated August 30, 2013) was based on the aggregate of (1) an estimated $5.00 per share for the fair value of PMC Commercial's Common Shares upon consummation of the proposed Merger and (2) $5.50 per share for the cash dividend to existing holders of PMC Commercial Common Shares to be declared in conjunction with the Merger effectiveness and paid within 10 business days of the Effective Date of the Merger.

As we noted in footnote 3 to the unaudited Pro Forma Condensed Combined Financial Statements filed on August 30, 2013, we did not utilize the quoted market price of PMC Commercial Common Shares in the determination of the purchase consideration because the financial information of CIM Urban had not been publicly available prior to the filing of the initial registration statement, and accordingly, the market price of PMC Commercial Common Shares may not have been fully adjusted to consider the historical financial and other non-public information of CIM Urban. We further disclosed in the initial registration statement that had the closing price of PMC Commercial Common Shares as of August 28, 2013 been utilized, the purchase price would have been reduced, resulting in a bargain purchase gain of approximately $6.5 million.

With the filing of Amendment No. 1, we updated the pro forma presentation to utilize the then current (October 8, 2013) price of PMC Commercial Common Shares in determining the purchase consideration. This was consistent with our previous disclosure regarding information of CIM Urban being available to the market via the registration statement and the PMC Commercial Common Share price having some period of time to take into account the impact of the proposed transaction. Although we continue to believe, from a business perspective, that the value of the PMC Commercial Common Shares was in excess of the then current trading price, the accounting practices established have provided that the most factually supportable method of valuation of purchase consideration would be (per the guidance for business combinations in ASC 805) utilization of the current trading price of those shares. Therefore, this is the most factually supportable for purposes of the pro forma financial presentation.

In determining the purchase price to be utilized when establishing the consideration paid pursuant to the Merger, there are two independently determinable and measurable points of reference, (1) the quoted market price of the publicly traded PMC Commercial Common Shares and (2) the contractual obligation to pay a Special Dividend of $5.50 per share upon completion of the Merger. Since only the record holders of PMC Commercial Common Shares prior to the consummation of the Merger have the right to receive the Special Dividend upon completion of the Merger, the best available information supports that the value of the cash payment is reflected in the quoted market price of the PMC Commercial Common Shares. Accordingly, in the absence of a more readily determinable measure, the total

consideration to existing PMC Commercial shareholders is based on (1) the $5.50 cash component (the Special Dividend) and (2) the estimated closing price of the PMC Commercial Common Shares immediately prior to closing of the transaction adjusted by the $5.50 per share impact of the proposed dividend discussed above.

In accordance with guidance in ASC 805-40-55-08 through 55-10, we measured the consideration transferred as follows (in thousands, except per share amount):

PMC Commercial shares outstanding(a)	**10,596**
Equity consideration price per common share(b)	**$ 3.40**
Estimated fair value of the equity consideration(c)	**$36,027**
Payment in cash—Special Dividend(d)	**58,279**
Estimated total purchase price	**$94,306**

(a) Number of shares of PMC Commercial Common Shares issued and outstanding as of September 30, 2013.
(b) Closing price of PMC Commercial Common Shares on the NYSE MKT on November 14, 2013 of $8.90 per share, adjusted by the $5.50 per PMC Commercial Common Share impact of the Special Dividend cash payment as discussed in (d) below.
(c) Number of PMC Commercial Common Shares outstanding multiplied by the estimated equity consideration price per common share.
(d) The cash payment is the Special Dividend made in connection with the Merger to the PMC Commercial shareholders. PMC Commercial will make the $58,279 cash payment (or $5.50 per share) on or prior to the tenth business day after the consummation of the Merger, without interest, in the aggregate to the holders of PMC Commercial Common Shares on the last business day prior to the consummation of the Merger.

We have updated our disclosure in the footnotes to the unaudited Pro Forma Condensed Combined Financial Statements to more clearly identify the components of the purchase price, including the Special Dividend per common share utilized based on the current trading price of the PMC Commercial Common Shares. In addition, as the Special Dividend is due to the record holders of PMC Commercial Common Shares on the last business day prior to the consummation of the Merger, we have adjusted the purchase price allocation to reflect the Special Dividend as a component of the purchase price allocation rather than a balance sheet adjustment as part of the funding of the transaction.

7. We note that you adjust for $6 million of transaction costs to be incurred by the acquiree when calculating net book value of PMC's net assets at June 30, 2013. Please clarify your basis for this adjustment and tell us if these costs are the same transaction costs discussed in footnote (C). In footnote (C), you state that those costs will be paid out in cash or accrued by CIM Urban.

In the preliminary purchase price allocation, when we calculated the net book value of PMC Commercial's net assets at June 30, 2013, we adjusted the net worth for $6.0 million direct, incremental estimated fees and costs of the transaction to be incurred by the acquiree which have not been reflected in the historical consolidated financial statements of PMC Commercial. As of September 30, 2013, the adjustment for these estimated transaction fees and costs has been reduced to approximately $4.6 million primarily as a result of costs paid by PMC Commercial during the quarter ended September 30, 2013. The accompanying pro forma financial statements have been updated for third quarter financial results.

These transaction fees and costs are the same costs discussed in footnote (C) and are the same fees and costs discussed on page 19 of the amended Registration Statement. In footnote (C), we have updated the note to more accurately reflect that those costs will be paid out in cash or accrued by PMC Commercial and not by CIM Urban.

8. We note that your purchase price allocation results in a bargain purchase gain. Please confirm to us that you have reassessed whether you have correctly identified all of the assets acquired and all of the liabilities assumed and that you have properly measured the consideration transferred. Please address why you believe that it is reasonable that this transaction would result in a bargain purchase gain. See ASC 805-30-25-4 for reference.

We confirm that, as the acquirer, CIM Urban management has reassessed whether they have correctly identified all of the assets acquired and all of the liabilities assumed and that they have properly measured the consideration transferred in the preliminary purchase price allocation.

The guidance regarding recognition of a gain is contained in paragraphs 2 and 3 of ASC 805-30-25. In addition, the guidance of paragraph 4 of ASC 805-30-25 states:

> **"Before recognizing a gain on a bargain purchase, the acquirer shall reassess whether it has correctly identified all of the assets acquired and all of the liabilities assumed and shall recognize any additional assets or liabilities that are identified in that review. See paragraphs 805-30-30-4 through 30-6 for guidance on the review of measurement procedures in connection with a reassessment required by this paragraph."**

Paragraph 6 of ASC 805-30-30 goes on to state that:

> **"The objective of the review is to ensure that the measurements appropriately reflect consideration of all available information as of the acquisition date."**

In addition, all fair values have been updated as part of updating the Pro Forma Condensed Combined Financial Statements to include operations through September 30, 2013. The preliminary purchase price allocation established in accordance with ASC 805 currently indicates that based on the range of reasonable fair values for the identifiable assets to be acquired and liabilities to be assumed, a bargain purchase gain will result from the proposed business combination.

The pro forma adjustments and disclosures regarding the acquisition accounting, including the adjustment and disclosure regarding the possibility that the transactions may ultimately result in a bargain purchase gain, were based on CIM Urban management's best estimates of the fair values of the assets and liabilities as of September 30, 2013, which it believes includes a comprehensive internal effort to identify all possible intangible assets and contingent liabilities in connection with the proposed business combination.

Furthermore, CIM Urban management has concluded that prior to recognizing a gain on a bargain purchase, it will wait until it has all available information to complete the fair value allocation as well as the reassessment process provided in ASC 805-30-30-4 through 30-6. In addition, it is acknowledged that, while best efforts are being used to identify all of the assets to be acquired and all of the liabilities to be assumed and recording such at their estimated fair value, the possibility that these transactions would result in a bargain purchase gain is further impacted by the closing share price of PMC Commercial Common Shares immediately prior to the closing of the transactions. As discussed in our response to Comment #6, we have utilized the acquisition-date fair value of the acquiree's equity interests in accordance with ASC 805-30-30-2.

Note 4: Reclassification and Pro Forma Adjustments (I), page 32

9. We note that you recorded the issuance of preferred stock. Please provide us with your analysis of how you determined the appropriate accounting treatment for this preferred stock; address your consideration of the conversion feature in your response.

Pursuant to the Merger Agreement, PMC Commercial will issue approximately 22 million PMC Commercial Common Shares and approximately 65 million PMC Commercial Preferred Shares. As of the date of the Merger Agreement, PMC Commercial is authorized to issue these shares. We have considered the terms of the PMC Commercial Preferred Shares and have concluded that such amounts are appropriately classified as equity for purposes of the unaudited Pro Forma Condensed Combined Financial Statements primarily based on the fact that such preferred shares are not redeemable and they automatically convert to PMC Commercial Common Shares at a 7:1 ratio immediately upon the availability of sufficient authorized shares.

As of the pro forma balance sheet date, the PMC Commercial Preferred Shares are still subject to a shareholder vote to increase the number of authorized shares before such preferred shares are automatically converted to PMC Commercial Common Shares, thus the preferred shares are not assumed to be converted into common shares for purposes of the pro forma balance sheet. As we discuss in footnote (P) to the Pro Forma Condensed Combined Financial Statements, for purposes of the earnings per share calculations in the pro forma historical income statements presented, we have assumed conversion for purposes of the basic earnings per share calculation since Urban II has agreed, as part of the Merger Agreement, to vote the post-Merger PMC Commercial Common Shares over which it has voting control, approximately 97.8%, in favor of an increase in the number of

authorized PMC Commercial Common Shares to one billion. This increase in the number of authorized shares satisfies the condition for the automatic conversion of the preferred shares into common shares. However, as the preferred shares are neither redeemable nor convertible as of the Merger date, the preferred shares are appropriately classified as equity in the unaudited pro forma condensed combined balance sheet.

Note 4: Reclassification and Pro Forma Adjustments (J), page 33

10. We have reviewed your response to comment 19 of our letter dated September 27, 2013 and note that you have recorded the value of the noncontrolling interest based on the par value of the shares. Please tell us your basis in GAAP for utilizing the par value as the fair value of the shares.

As disclosed in Note 4(J) to the Unaudited Pro Forma Condensed Combined Financial Statements, PMC Commercial's noncontrolling interest represents cumulative preferred stock held by the SBA. The preferred stock was issued by a specialized small business investment company ("SSBIC") pursuant to the Small Business Investment Act of 1958. The SSBIC which issued the preferred stock is required to be structured as a taxable REIT subsidiary ("TRS") solely as a result of the outstanding preferred stock. Additionally, SSBICs have more restrictive lending requirements than many other forms of regulated entities.

CIM Urban reassessed the fair value of the underlying preferred stock instrument based on current market data and all relevant costs related to the security instrument. Based on available market data for preferred obligations of mortgage REIT's, the current market rate for public preferred stock instruments ranged from approximately 8% to 9% per annum. Furthermore, the preferred stock issued by the SSBIC is a privately held investment and has no call protection as it is redeemable at any time and a resultant yield expectation for the investment is estimated by CIM Urban to be approximately 10%. In addition, CIM Urban determined the annual cost to the SSBIC for the outstanding instrument ranged from approximately 10% to 11% based on the par value of $3.0 million. The preliminary estimate of fair value was also influenced by the projected carrying costs of the preferred instrument by CIM Urban relative to the redemption option, which is stipulated by the instrument as the $3.0 million par value.

Accordingly, CIM Urban's preliminary conclusion for the fair value of the SSBIC preferred stock held by the noncontrolling interest was $3.0 million in accordance with ASC 820 based on the various distinctive characteristics of the security instrument.

Note 4: Reclassification and Pro Forma Adjustments (N), page 33

11. We note that on page 33 you included an adjustment for incremental compensation expense that is based on the per share price of $8.78 on October 8, 2013 less the Special Dividend of $5.50 per share. Please clarify your basis for using a value of $3.28 per share to value these awards; explain why you believe it is appropriate to adjust the per share price of the PMC shares in your valuation.

Please see our response to Comment #6 regarding our discussion of the determination of the purchase price, including our consideration of the cash (Special Dividend) and share components of the purchase price, based on the required use of the acquiree (PMC Commercial) share price in accordance with ASC 805-30-30-2 in determining the Merger consideration. As noted therein, in determining the purchase price for the Merger, there are two independently determinable and measurable points of reference: (1) the quoted market price of the publicly traded PMC Commercial Common Shares, and (2) the contractual obligation to pay the Special Dividend of $5.50 per share to the record holders of PMC Commercial Common Shares prior to the effective date of the Merger, which is payable within 10 business days subsequent to the consummation of the Merger. As the PMC Commercial shareholders of record prior to the effective time of the Merger own the right to the Special Dividend, to be paid within 10 business days after consummation of the Merger, we assume that the value of the cash payment is reflected in the quoted market price of the PMC Commercial Common Shares for purposes of the pro forma financial statement presentation. Accordingly, in the absence of a more readily determinable measure, the equity consideration component of the total consideration provided to the PMC Commercial common shareholders was determined to be $3.40 per PMC Commercial Common Share. Such amount is independent and separate from the $5.50 per share Special Dividend.

ASC 718 establishes that the fair value of restricted stock should be the grant date price of the company's shares, reduced by the amount of dividends that the employees are not entitled to earn. Furthermore, with respect to the incremental compensation expense reflected in the unaudited Pro Forma Condensed Combined Financial Statements, the executives entitled to the incremental compensation as a result of the Merger are not entitled to the Special Dividend on any restricted share awards. Therefore, the $3.40 per share value of the equity consideration was utilized as the grant date fair value of the restricted shares. Given that the award is issued to only the two employees who are currently executives of PMC Commercial, the forfeiture rate was assumed to be zero over the two year vesting period.

Risk Factors, page 38

In connection with the proposed Merger …, page 42

12. We note your statement that the "allegations in the complaint are without merit." We note that this appears to be a legal conclusion that you are not qualified to make. Please provide an opinion of counsel upon which you are relying or remove this statement. Please make similar revisions throughout your registration statement as appropriate, including page 88.

The disclosure on page 43 and throughout the Registration Statement has been modified to indicate that PMC Commercial and CIM REIT management deny the allegations in the complaint and intend to vigorously defend against the allegations, thus eliminating any statement that may constitute a legal conclusion.

PMC Commercial and CIM Urban face other risks, page 60

13. We note your response to comment 22 of our letter dated September 27, 2013. We note your statement that "PMC Commercial and CIM Urban will face various other risks." Please remove this statement and clarify that all material risks are disclosed or incorporated by reference.

The disclosure on page 61 has been modified, as requested.

The Merger, page 66

14. We note your response to comment 23 of our letter dated September 27, 2013. We continue to believe that you should revise to identify the third party that summarized the results of its due diligence report. Please revise accordingly.

As previously indicated in Locke Lord's letter to the Staff dated October 11, 2013, the due diligence work performed by the third party service provider was only a part of the overall due diligence effort conducted by PMC Commercial with respect to CIM REIT. While PMC Commercial considered the conduct of its overall due diligence efforts important to its evaluation of the transaction, the due diligence performed by the third party service provider was no more important than that conducted by PMC Commercial's management, Sandler O'Neill or legal counsel on other aspects of CIM REIT. The due diligence conducted by the third party service provider was intended to confirm PMC Commercial's understanding of certain financial and tax aspects of CIM REIT; such due diligence revealed nothing materially negative about CIM REIT and therefore was not regarded as material by the Board of Trust Managers of PMC Commercial. Rather, the Board of Trust Managers was kept apprised by PMC Commercial's management of these and other due diligence efforts and results throughout the transaction evaluation process. As previously indicated in Locke Lord's response letter of October 11, the third-party service provider's summary of its due diligence work that was presented at the July 5 meeting of the Board of Trust Managers was included because the timing of the completion of its work happened to coincide with the time of that meeting. The summary did not convey any meaningful new information to the Board of Trust Managers, and the Board of Trust Managers did not consider the summary to be material in its evaluation of the transaction. Hence, the references to the summary on page 72 have been removed.

Transactional Services, page 107

15. We note your response to comment 28 of our letter dated September 27, 2013. Please revise your disclosure to state whether you intend to hire third parties to operate your business or whether you intend to rely primarily on affiliates. To the extent you intend to use affiliates to operate your business, please disclose the amounts you will pay to affiliates for providing these services. In addition, please revise to quantify the "certain agreed limits" referenced on the top of page 108.

PMC Commercial has revised the disclosure on page 109 to state that the Manager has not made any determination at this time as to whether third parties or affiliates will be retained to perform Transactional Services. In addition, the disclosure relating to "certain agreed limits" on page 109 has been changed to refer to the limitations as set forth in the CIM Urban Partnership Agreement.

Term, page 109

16. We note your disclosure that "removal of [the manager] will not, in and of itself, affect the rights of the Manager under the Master Services Agreement." Please clarify the rights that the manager will retain under the agreement and add a risk factor to address this risk, as applicable.

The disclosure on page 111 has been revised to clarify the rights that the Manager will retain under the Master Services Agreement. In addition, the risk factor "Following the Merger, the Manager will have the right to manage the business of PMC Commercial and its subsidiaries pursuant to the Master Services Agreement…" on page 58 has been expanded to include this risk.

Investment Management Agreement, page 160

17. We note your response to comment 27 of our letter dated September 27, 2013. Please expand your disclosure in this section to disclose the role of your advisor after the merger.

The disclosure on page 162 has been expanded to disclose the role of the Advisor after the Merger.

C IM Urban's Management's Discussion and Analysis, page 163

18. We note your response to comments 35 and 36 of our letter dated September 27, 2013. Please revise your disclosure in this section regarding new rents, tenant improvement costs and leasing commissions to provide information with respect to both new rents on second generation leases and renewed leases.

We have revised our disclosure on page 167 to provide additional information regarding rental rates, tenant improvement costs and leasing commissions for new leases, renewals and in total.

Results of Operations, page 166

19. We note your response to comment 38 of our letter dated September 27, 2013. Please provide more detailed disclosure regarding the role CIM's board has in determining the ultimate property valuations.

The disclosure on pages 170-171 has been expanded to clarify the role CIM's board has in determining property valuations.

Draft Tax Opinion 8.1

20. Please revise the disclosure in the "Material U.S. Federal Income Tax Consequences" section to state the relevant disclosure is the opinion of Locke Lord and likewise revise the opinion to state the disclosure in the registration statement is the opinion of counsel.

We have revised the disclosure on pages 114-115 under "Material U.S. Federal Income Tax Consequences" to clarify that the entire section has been reviewed and opined upon by either Locke Lord or DLA Piper, and to clearly indicate which Firm reviewed each subsection. In addition, Locke Lord's draft Exhibit 8.1 tax opinion is revised to clarify that the portion of the disclosure reviewed by Locke Lord is the opinion of Locke Lord. The remainder of the disclosure is covered by the opinion of DLA Piper, as set forth in its Exhibit 8.2 tax opinion. Please note that revised drafts of the tax opinions are attached hereto as Exhibit A, which are marked to show the changes thereto from the prior drafts submitted with Locke Lord's last letter to the Staff dated October 11, 2013.

Draft Tax Opinion 8.2

21. Please have counsel revise the last paragraph to clarify that shareholders may rely on the opinion.

The first sentence of the last paragraph of the opinion ("This opinion is rendered only to you and may not be quoted in whole or in part or otherwise referred to, nor be filed with, or furnished to, any other person or entity…") has been deleted, thus eliminating any suggestion that shareholders cannot rely upon the opinion.

If you have any questions regarding the above responses, please do not hesitate to contact the undersigned by phone at 214-740-8675 or by email at jmcknight@lockelord.com, or Mr. Jan Salit by phone at 972-349-3200, or by email at j.salit@pmctrust.com. We look forward to working with you to complete the Registration Statement. Thank you.

Very truly yours,

/s/ John B. McKnight
John B. McKnight

cc: Jan F. Salit

EXHIBIT A

Draft Tax Opinions Attached Hereto

[Locke Lord LLP Letterhead]

__, 2013

PMC Commercial Trust
17950 Preston Road, Suite 600
Dallas, Texas 75252

Ladies and Gentlemen:

We have acted as counsel to PMC Commercial Trust, a Texas real estate investment trust ("PMC Commercial"), in connection with the Special Dividend (defined below) and Merger (as defined below) as described in a Registration Statement on Form S-4, File No. 333-190934, and the related joint proxy statement/prospectus filed by PMC Commercial, Southfork Merger Sub, LLC, a Delaware limited liability company ("PMC Merger Sub"), CIM Urban REIT, LLC, a Delaware limited liability company ("CIM REIT"), and CIM Merger Sub, LLC, a Delaware limited liability ("CIM Merger Sub"), with the United States Securities and Exchange Commission on **November** __, 2013 (the "Registration Statement"). In connection with the filing of the Registration Statement, we have been asked to provide you with this letter regarding the United States federal income tax treatment of the Special Dividend (as defined below).

CIM REIT, CIM Merger Sub, PMC Commercial and PMC Merger Sub are parties to that certain Agreement and Plan of Merger, dated July 8, 2013 (as amended, the "Merger Agreement"). Pursuant to the Merger Agreement, CIM Merger Sub will merge with and into PMC Merger Sub (the "Merger"). Pursuant to the Merger Agreement, the board of trust managers of PMC Commercial will declare a dividend to be paid to the holders of PMC Commercial common shares (each, a "PMC Commercial Common Share") as of the last business day prior to consummation of the Merger, providing for the payment of $5.50 per PMC Commercial Common Share plus that portion of PMC Commercial's regular quarterly dividend accrued through that day, which in accordance with the terms of the Merger Agreement shall be payable on or prior to the tenth business day after consummation of the Merger (the "Special Dividend").

In rendering our opinion, we are relying upon the accuracy and completeness at all relevant times of the facts, information, statements, representations, warranties and covenants contained in (i) the Merger Agreement, (ii) the Registration Statement, and (iii) such other information and documentation as we have deemed necessary or appropriate. In addition, we have assumed that the Special Dividend will be paid in the manner contemplated by, and in accordance with the provisions of, the Merger Agreement and the Registration Statement, and that none of the terms or conditions contained in the Merger Agreement will be waived or modified.

Subject to the assumptions, exceptions, qualifications and limitations stated herein and in the Registration Statement, we **are of the opinion that** the conclusions of law with respect to United States federal income tax matters set forth in the Registration Statement under the subheading "Tax Consequences to PMC Commercial Shareholders of the Special Dividend" (which is a subsection of the discussion under the heading "Material U.S. Federal Income Tax Consequences") are accurate and complete in all material respects.

We express no opinion as to any matter not discussed in the Registration Statement under the subheading "Tax Consequences to PMC Commercial Shareholders of the Special Dividend." Our opinion is limited to the federal income tax laws of the United States and does not purport to discuss the consequences or treatment of the Special Dividend under any other laws.

Our opinion is rendered to you as of the effective date of the Registration Statement, and we undertake no obligation to update our opinion subsequent to the date hereof. Our opinion is based upon current provisions of the Internal Revenue Code of 1986, as amended, existing Treasury regulations thereunder, current administrative rulings of the Internal Revenue Service (the "IRS"), and court decisions, all of which are subject to change at any time possibly with retroactive effect. Any change in applicable law or facts and circumstances surrounding the Special Dividend, or any inaccuracy or incompleteness in the statements, facts, information, assumptions, representations, warranties or covenants on which our opinion is based could affect our conclusions. Our opinion is not binding on the IRS or the courts, and no ruling has been, or will be, obtained from the IRS as to any federal income tax consequences of the Special Dividend.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Registration Statement. This consent does not constitute an admission that we are "experts" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

DRAFT

LOCKE LORD LLP

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T 312.368.4000
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~~October 11~~November , 2013

PMC Commercial Trust
17950 Preston Road, Suite 600
Dallas, Texas 75252

CIM Urban REIT, LLC
6922 Hollywood Blvd.
Ninth Floor
Los Angeles, CA 90028

Ladies and Gentlemen:

We have acted as counsel to CIM Urban REIT, LLC, a Delaware limited liability company ("CIM REIT"), in connection with the Merger (defined below) as described in a Registration Statement on Form S–4, File No. 333-190934, and the related joint proxy statement/prospectus filed by PMC Commercial (as defined below), PMC Merger Sub (as defined below), CIM REIT and CIM Merger Sub (as defined below) with the U.S. Securities and Exchange Commission (the "SEC") on ~~October 11~~November 15, 2013 (the "Registration Statement"). This opinion letter is furnished to you at your request to enable PMC Commercial to fulfill the requirements of Item 601(b)(8) of Regulation S-K, 17 C.F.R. § 229.601(b)(8), in connection with the Registration Statement.

CIM REIT, CIM Merger Sub, LLC, a Delaware limited liability company and a subsidiary of CIM REIT ("CIM Merger Sub"), PMC Commercial Trust, a Texas real estate investment trust ("PMC Commercial"), and Southfork Merger Sub, LLC, a Delaware limited liability company and wholly owned subsidiary of PMC Commercial ("PMC Merger Sub"), are parties to the Agreement and Plan of Merger, dated July 8, 2013 (as it may be amended from time to time, the "Merger Agreement").

Pursuant to the Merger Agreement, CIM Merger Sub will merge with and into PMC Merger Sub (the "Merger"), with PMC Merger Sub surviving the Merger as a direct, wholly owned subsidiary of PMC Commercial. CIM REIT and PMC Commercial have requested our opinion with respect to the matters set forth below.

In connection with rendering the opinion expressed below, we have examined originals (or copies identified to our satisfaction as true copies of the originals) of the following documents (collectively, the "Reviewed Documents"):

(1) The Registration Statement;

(2) CIM REIT's limited liability company agreement;

(3) The Merger Agreement; and

(4) Such other documents as may have been presented to us by CIM REIT from time to time.

In addition, we have relied upon the factual representations contained in the certificate issued by PMC Commercial, dated as of the date thereof, executed by a duly appointed officer of PMC Commercial, setting forth certain representations relating to the organization and proposed operation of PMC Commercial and its subsidiaries.

For purposes of our opinion, we have not made an independent investigation of the facts set forth in the documents we reviewed. We consequently have assumed that the information presented in such documents or otherwise furnished to us accurately and completely describes all material facts relevant to our opinion. No facts have come to our attention, however, that would cause us to question the accuracy and completeness of such facts or documents in a material way. Any representation or statement in any document upon which we rely that is made "to the best of our knowledge" or otherwise similarly qualified is assumed to be correct. Any alteration of such facts may adversely affect our opinion.

In our review, we have assumed, with your consent, that all of the representations and statements of a factual nature set forth in the documents we reviewed are true and correct, and all of the obligations imposed by any such documents on the parties thereto have been and will be performed or satisfied in accordance with their terms. We have also assumed the genuineness of all signatures, the proper execution of all documents, the authenticity of all documents submitted to us as originals, the conformity to originals of documents submitted to us as copies, and the authenticity of the originals from which any copies were made.

The opinion set forth in this Letter is based on relevant provisions of the Code, the regulations promulgated thereunder by the United States Department of the Treasury ("Regulations") (including proposed and temporary Regulations), and interpretations of the foregoing as expressed in court decisions, the legislative history, and existing administrative rulings and practices of the Internal Revenue Service ("IRS"), including its practices and policies in issuing private letter rulings, which are not binding on the IRS except with respect to a taxpayer that receives such a ruling, all as of the date hereof.

In rendering this opinion, we have assumed that the transactions contemplated by the Reviewed Documents have been or will be consummated in accordance with the terms and provisions of such documents, and that such documents accurately reflect the material facts of such transactions. In addition, the opinion is based on the assumption that PMC Commercial and its subsidiaries (if any) will each be operated in the manner described in the Declaration of Trust of PMC Commercial and the other organizational documents of each such entity and their subsidiaries, as the case may be, and all terms and provisions of such agreements and documents will be complied with by all parties thereto.

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 opinion could affect our conclusions. Furthermore, if the facts vary from those relied upon (including any representations, warranties, covenants or assumptions upon which we have relied are inaccurate, incomplete, breached or ineffective), our opinion contained herein could be inapplicable. Moreover, the qualification and taxation of PMC Commercial as REIT depends upon its ability to meet, through actual annual operating results, distribution levels and diversity of share ownership and the various qualification tests imposed under the Code, the results of which will not be reviewed by the undersigned. Accordingly, no assurance can be given that the actual results of the operations of PMC Commercial for any one taxable year will satisfy such requirements.

Based upon and subject to the foregoing, we are of the opinion that the conclusions of law with respect to the United States federal income tax matters set forth in the Registration Statement under the heading "Material U.S. Federal Income Tax Consequences," excluding the matters set forth under the subheading "Tax Consequences to PMC Commercial Shareholders of the Special Dividend" (for which Locke Lord LLP, counsel to PMC Commercial, shall render an opinion) are accurate and complete in all material respects.

The foregoing opinion is limited to the matters specifically discussed herein, which are the only matters to which you have requested our opinion. Other than as expressly stated above, we express no opinion on any issue relating to the Company or to any investment therein.

We assume no obligation to advise you of any changes in the foregoing subsequent to the date of this Letter, and we are not undertaking to update this Letter from time to time. You should be aware that an opinion of counsel represents only counsel's best legal judgment, and has no binding effect or official status of any kind, and that no assurance can be given that contrary positions may not be taken by the IRS or that a court considering the issues would not hold otherwise.

~~This opinion is rendered only to you and may not be quoted in whole or in part or otherwise referred to, nor be filed with, or furnished to, any other person or entity in connection with the Registration Statements, except as follows.~~ We hereby consent to the filing of this opinion as an exhibit to the Registration Statement under the Securities Act of 1933, as amended, pursuant to Item 601(b)(8) of Regulation S-K, 17 C.F.R § 229.601(b)(8), and the reference to DLA Piper LLP (US) contained under the heading "Material U.S. Federal Income Tax Consequences" in the Registration Statement. In giving this consent, we do not admit that we are included in 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.

Very truly yours,

DRAFT

DLA Piper LLP (US)

Locke Lord LLP
Attorneys & Counselors

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December 17, 2013

VIA EDGAR AND FEDEX

Jessica Barberich
Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E.
Washington, D.C. 20549

Re: PMC Commercial Trust
Registration Statement on Form S-4
Initially filed August 30, 2013
File No. 333-190934

Dear Ms. Barberich:

Set forth below are the responses of PMC Commercial Trust ("**PMC Commercial**") to the Staff's comment letter dated December 13, 2013 (the "**Comment Letter**") regarding Amendment No. 2 to the referenced Registration Statement on Form S-4, which was filed on November 20, 2013 ("**Amendment No. 2**").

For your convenience, we have set forth below the Staff's comments followed by PMC Commercial's responses thereto in bold typeface. The numbered paragraphs and headings below correspond to the numbered paragraphs and headings contained in the Comment Letter. The page numbers referenced below refer to the page numbers of Amendment No. 3 to the referenced Registration Statement on Form S-4 (the "**Registration Statement**"), which is filed herewith. Capitalized terms used but not defined herein have the meanings given to such terms in the Registration Statement.

To expedite your review, we are sending to you and Jennifer Gowetski via FedEx a copy of this letter, together with clean and marked copies of the Registration Statement showing changes made to Amendment No. 2.

General

1. We note your response to comment 2 of our letter dated November 1, 2013, including your reference to your Declaration of Trust. Please file a copy of your Declaration of Trust.

We have filed the Declaration of Trust and the amendments thereto as Exhibit 3.1 to the Registration Statement in lieu of incorporating those documents by reference.

2. Please tell us whether CIM shareholders have approved this transaction, and, if applicable, how such approval was obtained. We may have further comment.

In accordance with the Delaware Limited Liability Company Act (the "DLLCA") and as discussed below, the only shareholder approval required by the CIM Group is the approval by Urban II as the sole member of CIM Merger Sub. This matter will be presented to Urban II for its approval after the Registration Statement is declared effective by the Staff.

The transaction set forth in the Registration Statement involves the issuance of the common shares and preferred shares of PMC Commercial in connection with the merger of CIM Merger Sub with and into PMC Merger Sub, with PMC Merger Sub being the surviving entity. Each of CIM Merger Sub and PMC Merger Sub are Delaware limited liability companies, so the provisions of the DLLCA govern the Merger.

Section 18-209(b) of the DLLCA provides as follows:

> **(b) Pursuant to an agreement of merger or consolidation, 1 or more domestic limited liability companies may merge or consolidate with or into 1 or more domestic limited liability companies or 1 or more other business entities formed or organized under the laws of the State of Delaware or any other state or the United States or any foreign country or other foreign jurisdiction, or any combination thereof, with such domestic limited liability company or other business entity as the agreement shall provide being the surviving or resulting domestic limited liability company or other business entity. Unless otherwise provided in the limited liability company agreement, a merger or consolidation shall be approved by each domestic limited liability company which is to merge or consolidate by the members or, if there is more than one class or group of members, then by each class or group of members, in either case, by members who own more than 50 percent of the then current percentage or other interest in the profits of the domestic limited liability company owned by all of the members or by the members in each class or group, as appropriate.**

In accordance with Section 18-209(b) of the DLLCA and given the absence of a merger voting provision in CIM Merger Sub's limited liability company agreement, the approval of Urban II as the sole member of CIM Merger Sub is required to approve consummation of the Merger. None of the governing documents of CIM REIT, CIM Urban or any other entity within CIM Group require shareholder approval of the Merger, so Urban II's approval is the sole shareholder approval required by the entities comprising CIM Group to consummate the Merger. The approval of the Merger is contemplated by the second sentence of CIM REIT's representation and warranty in Section 5.4 of the Merger Agreement, which provides that: "The execution and delivery of this Agreement by each of CIM [REIT] and CIM Merger Sub and the consummation by each of CIM [REIT], CIM Merger Sub and each CIM Subsidiary of the Transactions to which it is a party have been duly authorized by all necessary limited liability company or other action on the part of CIM [REIT], CIM Merger Sub and each such CIM Subsidiary, subject to approval of this Agreement by CIM [REIT] in its capacity as sole member of CIM Merger Sub." As set forth in the Consent and Waiver entered into as of November 20, 2013, Urban II is replacing CIM REIT as the sole member of CIM Merger Sub. Accordingly, Urban II will be presented with the decision to approve the Merger, as contemplated by the DLLCA and the Merger Agreement, after the Registration Statement has been declared effective.

Estimated Transaction Fees, page 19

3. We note footnote (1) on page 19. Please revise to briefly explain what you mean by "non-fee transaction costs."

We have revised the disclosure on pages 19-20 to clarify the nature of the "non-professional fee transaction costs."

Markets Overview, page 143

4. We note your revised disclosure stating that you cannot assure the accuracy or completeness of the data prepared by REIS and STR or other sources. This statement appears to disclaim the issuer's responsibility for information in the registration statement. As this is not consistent with the liability provisions of the Securities Act, please revise the disclosure to remove this disclaimer. We would not object to a statement, if accurate, that you have not verified the accuracy or completeness of this third-party data.

The sentence on page 144 has been deleted and replaced with the following sentence: "Neither PMC Commercial nor the CIM Group has verified the accuracy or completeness of the information provided by these sources."

Note 10: Commitments and Contingencies, page F-38

5. Please revise your disclosure related to the class action lawsuit to provide an estimate of the possible loss or range of loss or a statement that such an estimate cannot be made. Please see ASC 450-20-50 for reference.

The last sentence of the Litigation paragraph on page F-38 has been updated to read as follows: "However, no assurance can be given as to the outcome of this lawsuit and the Partnership cannot estimate the possible loss or range of loss arising from the lawsuit."

If you have any questions regarding the above responses, please do not hesitate to contact the undersigned by phone at 214-740-8675 or by email at jmcknight@lockelord.com, or Mr. Jan Salit by phone at 972-349-3200, or by email at j.salit@pmctrust.com. We look forward to working with you to complete the Registration Statement. Thank you.

Very truly yours,

/s/ John B. McKnight

cc: Jan F. Salit

GOODWIN | PROCTER

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August 9, 2013

VIA EDGAR TRANSMISSION

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, D.C. 20549

Attention: Tom Kluck, Branch Chief
Angela McHale

Re: Mid-America Apartment Communities, Inc.
Registration Statement on Form S-4
Filed July 19, 2013
File No. 333-190027

Mid-America Apartments, L.P.
Registration Statement on Form S-4
Filed July 19, 2013
File No. 333-190028

Ladies and Gentlemen:

This letter is submitted on behalf of Mid-America Apartment Communities, Inc. ("MAA") and Mid-America Apartments, L.P. ("MAA LP") in response to the comments of the staff of the Division of Corporation Finance of the Securities and Exchange Commission (the "Staff") as set forth in your letter to H. Eric Bolton, Jr., dated August 8, 2013, with respect to MAA's and MAA LP's registration statements on Form S-4 filed on July 19, 2013 (the "Registration Statements").

For reference purposes, the text of the Staff's comment has been reproduced herein with our response below.

1. *We note that part of the business combinations involves Colonial Realty Limited Partnership merging with Mid America Apartments L.P. (the "Partnership Merger"), whereby each limited partner interest in Colonial LP will be cancelled and converted into Class A Common Units in MAA LP. We note that this Partnership Merger is separate from the parent REIT merger. It appears that the Partnership Merger may constitute a roll-up transaction that would be subject to Subpart 900 of Regulation S-K. Please provide all the disclosure and other relevant information required by Subpart 900 or provide us with a supplemental analysis as to why you do not believe that this transaction constitutes a roll-up transaction.*

Response to Comment No. 1

As an initial matter, we respectfully advise the Staff that we do not believe that either MAA LP or Colonial Realty Limited Partnership ("Colonial LP") are "partnerships" as defined in Item 901(b) of Regulation S-K and the roll-up rules thus do not apply to the Partnership Merger. Moreover, even if it were determined that either or both MAA LP and/or Colonial LP are "partnerships" as defined in Item 901(b), we believe that at least three of the exemptions provided in Item 901(c)(2) would be applicable to exempt the Partnership Merger from applicability of the roll-up rules.

A. Definition of "Partnership". For the purposes of the 900 Series of Regulation S-K, a "partnership" is defined in Item 901(b)(2)(i) as a "finite life limited partnership", further defined as an entity that:

(A) "operates as a conduit vehicle for investors to participate in the ownership of assets for a limited period of time;" and

(B) "has a policy or purpose of distributing to investors proceeds from the sale, financing or refinancing of assets or cash from operations, rather than reinvesting such proceeds or cash in the business."

With respect to the "finite life" requirement, MAA LP's Second Amended and Restated Agreement of Limited Partnership (the "MAA LP Partnership Agreement") provides that the term of MAALP will continue until December 31, 2053, unless it is sooner dissolved by reason of other provisions of the partnership agreement. Similarly, Colonial LP's Fourth Amended and Restated Agreement of Limited Partnership (the "Colonial LP Partnership Agreement") provides for an even longer term, ending December 31, 2092. While both MAA LP and Colonial LP are thus nominally "finite life" entities, they are not practically the type of entity the 900 Series rules were intended to cover, inasmuch as the life of both partnerships effectively only terminate upon the sale of all or substantially all of the applicable partnership's assets and limited partners would not view the remaining terms of 40 to 80 years as a "limited period of time."

Even if MAALP or Colonial LP were deemed to have a "finite life," neither MAA LP nor Colonial LP has as a policy or purpose distributing to investors proceeds from the sale, financing or refinancing of assets or cash from operations. Each of these entities is the operating partnership in an UPREIT structure and, as such, makes quarterly distributions to enable its principal limited partner, the public REIT, to distribute its REIT-taxable income each year as required by applicable tax laws. Item 901(b)(2)(ii) of Regulation S-K specifically acknowledges that the requirement that a REIT distribute its net income does not mean that a REIT will be deemed to be a "partnership," so long as it does not have a policy of distributing the proceeds of sales, financings, or refinancing of assets. This principle applies equally to the operating partnership through which a REIT owns and operates its assets. Moreover, pursuant to the MAA LP Partnership Agreement and Colonial LP Partnership Agreement, respectively, each of Colonial LP and MAA LP may reinvest such proceeds or operating cash flow in the business for the following:

- investments in any entity (including loans);

- certain cash expenditures, including capital expenditures; and
- increases in reserves which the general partner of MAA LP or the general partner of Colonial LP, as applicable, determines, in its sole discretion, is necessary or appropriate.

Accordingly, neither the Colonial LP Partnership Agreement nor the MAA LP Partnership Agreement can be said to have a policy or the purpose of distributing sales and financing proceeds or operating cash flow to investors within the meaning of Item 901(b). Rather, under the terms of their respective partnership agreements, subject to the policy of making distributions sufficient to enable their REIT partners to distribute their net income, MAA LP and Colonial LP have the ability and the policy of investing proceeds from financings and sales and operating cash flow in their respective businesses.

B. Item 901(c)(2) Exemptions. Even if it were to be determined that either MAA LP or Colonial LP falls within the definition of a "partnership" under Item 901(b), we believe that each of the exemptions to the roll-up rules provided by Items 901(c)(2)(iii), 901 (c)(2)(iv) and 901(c)(2)(vii) would be applicable to the Partnership Merger.

Item 901(c)(2)(iii). Item 901(c)(2)(iii) exempts transactions that involve "only issuers that are not required to register or report under Section 12 of the Securities Exchange Act of 1934, both before and after the transaction". In the context of the Partnership Merger, MAA LP is not, nor will be, required to report under Section 12, either before or after the Partnership Merger.

Item 901(c)(2)(iv). Item 901(c)(2)(iv) exempts transactions where a non-affiliated party succeeds to the interests of a general partner or sponsor, if:

(A) such action is approved by not less than 66-2/3% of the outstanding units of each of the participating partnerships; and

(B) as a result of the transaction, the existing general partners will receive only compensation to which they are entitled as expressly provided for in the preexisting partnership agreements.

In the context of the Partnership Merger, Colonial LP will become a wholly-owned subsidiary of MAA LP and MAA LP, an unaffiliated party, will succeed to the interests of Colonial Properties Trust, as general partner. In addition, (A) pursuant to the terms of the merger agreement as described in the Registration Statements, the Partnership Merger will only be consummated if approved by at least 66 2/3% of the outstanding units of each of MAA LP and Colonial LP, and (B) MAA and Colonial, as general partners of MAA LP and Colonial LP, respectively, will receive only the compensation to which they are entitled to under the terms of the of the preexisting MAA LP Partnership Agreement and the Colonial LP Partnership Agreement.

Item 901(c)(2)(vii). Item 901(c)(2)(vii) exempts transactions in which the investors are not subject to a significant adverse change with respect to voting rights, the terms of existence of the entity, management compensation or investment objectives. Under the terms of the merger agreement as described in the Registration Statements, in the Partnership Merger neither MAA LP unitholders nor Colonial LP unitholders will be subject to a significant adverse change with respect to voting rights, the terms of existence of the entity, management compensation or

investment objectives as a result of the Partnership Merger. Specifically, each MAA LP unit held by MAA LP unitholders immediately prior to the Partnership Merger will continue to represent one MAA LP unit after the Partnership Merger. Immediately prior to the Partnership Merger, MAA LP's limited partnership agreement will also be amended and restated on terms that are substantially similar to those contained in Colonial LP's current partnership agreement. As a result, the rights of Colonial LP unitholders upon the closing of the partnership merger will be substantially similar to the current rights of Colonial LP unitholders. In addition, the differences between the existing MAA LP limited partnership agreement and the form of partnership agreement which will be in effect following consummation of the Partnership Merger, as described in the Registration Statements, are not sufficiently material in the sense that they could be said to subject MAA LP unitholders to a significant adverse change with respect to voting rights, the term of existence of the entity, management compensation or investment objectives.

If you should have any questions concerning the enclosed matters, please contact the undersigned at (212) 813-8831.

Very truly yours,

/s/ Yoel Kranz

Yoel Kranz

Cc: H. Eric Bolton
Albert M. Campbell, III
Mid-America Apartment Communities, Inc.
Mid-America Apartments, L.P.
Gilbert G. Menna
Mark S. Opper
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November 24, 2014

VIA EDGAR AND OVERNIGHT COURIER

United States Securities and Exchange Commission
Division of Corporate Finance
100 F Street, N.E.
Washington, D.C. 20549

Attention: Jennifer Gowetski, Special Counsel

Re: Select Income REIT
Registration Statement on Form S-4
Filed October 17, 2014
File No. 333-199445

Dear Ms. Gowetski:

On behalf of Select Income REIT ("SIR"), we are hereby responding to comments of the staff (the "Staff") of the United States Securities and Exchange Commission (the "Commission") contained in your letter dated November 14, 2014 in connection with the above-captioned registration statement (the "Registration Statement"). Amendment No. 1 to the Registration Statement is being filed simultaneously with this response (the "Amended Registration Statement"). For the convenience of the Staff, we are also enclosing clean and marked copies of the Amended Registration Statement.

Your numbered comments with respect to the Registration Statement have been reproduced below in italicized text. SIR's responses thereto are set forth immediately following the reproduced comment to which they relate. Information below regarding Cole Corporate Income Trust, Inc. ("CCIT") and its affiliates has been provided to SIR by CCIT.

General

1. Please provide us with copies of any non-public information, including board books, financial forecasts, and projections, presented to the board and/or the independent directors or trustees of Select Income REIT or Cole Corporate Income Trust, Inc. by their respective management and financial advisors in connection with the proposed transaction.

Response: In response to the Staff's comment, on behalf of SIR, counsel to UBS Securities LLC ("UBS") is providing to the Staff, under separate cover and on a confidential and supplemental basis pursuant to Rule 418 under the Securities Act of 1933, as amended (the "Securities Act") and Rule 12b-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), copies of the written materials presented by UBS in connection with its opinions, each dated August 30, 2014, to the SIR board of trustees. In response to the Staff's comment, on behalf of CCIT, counsel to each of Wells Fargo Securities, LLC ("Wells Fargo Securities") and Hentschel & Company, LLC ("Hentschel & Company") is providing to the Staff, under separate cover and on a confidential and supplemental basis pursuant to Rule 418 under the Securities Act and Rule 12b-4 under the Exchange Act, copies of the written materials presented by Wells Fargo Securities and Hentschel & Company in connection with their respective opinions, each dated August 30, 2014, to the CCIT board of directors. Also pursuant to such rules, the respective counsel for each of UBS, Wells Fargo Securities and Hentschel & Company has requested that these materials be returned promptly following completion of the Staff's review thereof. By separate letters, the respective counsel for each of UBS, Wells Fargo Securities and Hentschel & Company also has requested confidential treatment of this information in accordance with Rule 83 of the Commission's Rules on Information and Requests, 17 C.F.R. § 200.83.

Summary, page 12

2. Refer to the Schedule TO filed by CMG Partners, LLC and affiliates on November 4, 2014, as amended. Please revise your disclosure to address the offer. Ensure that disclosure included in the proxy statement/prospectus is consistent with disclosure that will be included in Cole Corporate Income Trust, Inc.'s recommendation statement on Schedule 14d-9.

Response: In response to the Staff's comment, the following section has been added to the Summary of the Amended Registration Statement on page 28: "Summary — The CCIT Board of Directors Recommends that CCIT Stockholders Reject the Unsolicited Tender Offer by CMG Partners, LLC."

3. *Please include a description of the material transaction fees that have been and will be incurred in connection with this transaction. Please clarify which fees are contingent on approval and consummation of the merger.*

Response: In response to the Staff's comment, the following section has been added to the Summary of the Amended Registration Statement on page 27: "Summary — Estimated Transaction Fees."

4. *Please include a discussion as the tax consequences of the healthcare properties purchase and sale, or tell us why you believe such disclosure is not material. Please provide similar disclosure in the "Material United States Federal Income Tax Considerations" section starting on page 155.*

Response: In response to the Staff's comment, the disclosure on pages 27-28 and 171-172 has been revised in the Amended Registration Statement. Additionally, SIR respectfully directs the Staff's attention to the existing disclosure regarding the Healthcare Properties Sale under the headings "Material United States Federal Income Tax Considerations — Material United States Federal Income Tax Consequences of the Merger — Material United States Federal Income Tax Consequences of the Merger to CCIT and SIR" beginning on page 162, and "Material United States Federal Income Tax Considerations — Material United States Federal Income Tax Considerations Related to SIR Common Shares — REIT Qualification Requirements — Income Tests" beginning on page 169, of the Amended Registration Statement.

Recent Developments, page 27

5. *Please update your disclosure under this heading to reference the pending tender offer by CMG Partners, LLC and affiliates for up to 2,000,000 shares of CCIT.*

Response: Please see the response to Comment 2 above.

Unaudited Pro Forma Condensed Consolidated Financial Information, page 31

Notes to Unaudited Pro Forma Condensed Consolidated Financial Information, page 35

(2) The Merger and Related Transactions, page 35

6. *Please revise your disclosure to discuss how you determined fair value of the assets acquired and liabilities assumed. Additionally, please revise your disclosure to clarify if you considered bargain renewal options periods in your valuation of below market lease liabilities.*

Response: In response to the Staff's comment, the disclosure on pages 38-39 has been revised in the Amended Registration Statement. Additionally, SIR respectfully advises the Staff that SIR did not identify any bargain renewal options in the CCIT portfolio.

(3) Notes to Unaudited Pro Forma Condensed Consolidated Balance Sheet Adjustments, page 37

7. We note your adjustments (A) and (B), please narratively clarify that the aggregate of these two columns is consistent with the net purchase price allocation provided in note (2).

Response: In response to the Staff's comment, the disclosure on page 41 has been revised in the Amended Registration Statement.

8. Please revise your description of your adjustment (C) to explain the $7.9 million adjustment to deferred financing costs.

Response: In response to the Staff's comment, the disclosure on page 41 has been revised in the Amended Registration Statement.

(4) Notes to Unaudited Pro Forma Condensed Consolidated Statements of Income, page 40

9. We note your adjustment for interest expense in column (E). Please clarify for us and in your filing the nature of the $4.6 million increase in mortgage interest.

Response: As disclosed in the Registration Statement, SIR expects to assume approximately $297.7 million of CCIT's secured mortgage debt in the transaction. The $4.6 million increase in mortgage interest relates to this mortgage debt. Additionally, the disclosure under the heading "Summary — Unaudited Pro Forma Condensed Consolidated Financial Information — Notes to Unaudited Pro Forma Condensed Consolidated Financial Information — (4) Notes to Unaudited Pro Forma Condensed Consolidated Statements of Income" on page 42 has been revised in the Amended Registration Statement to include this clarification.

10. We note your adjustment for interest expense in column (E). Please revise your disclosure to also disclose the applicable amounts for the six months ended June 30, 2014.

Response: In response to the Staff's comment, the disclosure on page 42 has been revised in the Amended Registration Statement. Please note that the pro forma financial information has been updated to reflect September 30, 2014 interim financial information.

11. We note your footnote (2) to adjustment (G). Please revise to disclose the amount of these fees.

Response: In response to the Staff's comment, the disclosure on page 43 has been revised in the Amended Registration Statement.

Property Portfolio Information, page 70

Combined Company, page 70

12. We refer to footnote 3 to the series of tables beginning on page 70. Please revise to clarify whether tenant concessions are reflected in annualized rental revenue and explain briefly how you estimated recurring expense reimbursements. To the extent tenant concessions are not reflected in annualized rental revenue, please revise to include footnote disclosure quantifying such concessions.

Response: In response to the Staff's comment, the footnote on page 77 has been revised in the Amended Registration Statement.

The SIR Special Meeting, page 82

13. Please confirm that shareholder approval is not required for the Healthcare Properties Sale or advise.

Response: In response to the Staff's comment, SIR confirms that shareholder approval is not required for the Healthcare Properties Sale.

The Merger, page 91

Background of the Merger and the Related Transactions, page 91

14. We refer to the April 15, 2014 meeting at which representatives from Wells Fargo Securities discussed with CCIT's board of director potential strategic options for CCIT. We note that the CCIT board determined to move forward with a targeted third party solicitation process. Please discuss in greater detail why the other strategic options presented by Wells Fargo Securities were not pursued, and why the board felt that a third party solicitation process was in the best interests of CCIT shareholders at that time.

Response: In response to the Staff's comment, the disclosure on page 94 has been revised in the Amended Registration Statement.

15. We note the disclosure on page 100 regarding discussions concerning the sale of the Healthcare Properties. Please revise to describe any discussions proposing such sale and relating to SIR's decision not to absorb those properties in the merger.

Response: In response to the Staff's comment, the disclosure on page 102 has been revised in the Amended Registration Statement.

16. Please discuss whether each respective board believes that the transaction or consideration is fair form a financial point of view.

Response: As disclosed in the Registration Statement, the decision of the SIR board of trustees on August 30, 2014 to approve, adopt, declare advisable and enter into the Merger Agreement was the result of the review and careful consideration of many factors, including the opinion of UBS, dated August 30, 2014, to the effect that, as of that date and based on and subject to the matters described therein, the per share consideration to be paid by SIR in the Merger was fair, from a financial point of view, to SIR. Implicit in such determination of the SIR board of trustees is the SIR board of trustees' view that the per share consideration to be paid by SIR in the Merger was fair, from a financial point of view, to SIR.

As disclosed in the Registration Statement, the decision of the CCIT board of directors on August 30, 2014 to approve, adopt, declare advisable and enter into the Merger Agreement was the result of the review and careful consideration of many factors, including the opinions of Wells Fargo Securities and Hentschel & Company, each dated August 30, 2014, to the effect that, as of that date and based on and subject to the matters described therein, the consideration to be received by CCIT stockholders in the Merger was fair, from a financial point of view, to such holders. Implicit in such determination of the CCIT board of directors is the CCIT board of directors' view that the consideration to be received by CCIT stockholders in the Merger was fair, from a financial point of view, to CCIT stockholders.

Opinion of SIR's Financial Advisor Regarding the Merger, page 113

17. We note that UBS's opinions were delivered on August 30, 2014. Please disclose whether any material changes in Select Income REIT's or Cole Corporate Income Trust, Inc.'s operations, performance, or in any of the projections or assumptions upon which UBS based its opinions have occurred since the delivery of the opinion or that are anticipated to occur before the Select Income REIT shareholder meeting.

Response: In response to the Staff's comment, the disclosure on pages 108 and 113 has been revised in the Amended Registration Statement.

Select Public Companies Analysis, Page 116

18. Please disclose in more detail the criteria used to select the public companies used. If any company met the criteria but was excluded from the analysis, please identify the company and explain why it was excluded. Please provide similar disclosure in the "Selected Precedent Transactions Analysis" section on page 117, the "Selected Public Companies Analysis" section on page 123, and the "Selected Precedent Transactions Analysis" on page 124.

Response: In response to the Staff's comment, the disclosure on pages 117-119 and 124-126 has been revised in the Amended Registration Statement.

19. Please revise your disclosure to clarify how estimated FFO and AFFO values of comparable companies were calculated, including whether the FFO values were all calculated in accordance with the NAREIT FFO definition. Please include similar disclosure in the "Selected Public Companies Analysis" section starting on page 123 as well as throughout the registration statement when providing comparable company analysis.

Response: In response to the Staff's comment, the disclosure on pages 117 and 122-124 has been revised in the Amended Registration Statement.

Discounted Cash Flow Analysis — CCIT Standalone, including Potential Net Synergies, page 118

20. Please discuss in greater detail the assumptions used in this discounted cash flow analysis. Please provide similar disclosure in the "Discounted Cash Flow Analysis — SIR Standalone" section on page 118.

Response: In response to the Staff's comment, the disclosure on pages 119-120 has been revised in the Amended Registration Statement.

Opinion of SIR's Financial Advisor Regarding the Healthcare Properties Sale — Miscellaneous, page 125

21. Please disclose the amount of compensation UBS has received from Select Income REIT, Cole Corporate Income Trust, Inc., and their respective affiliates in the last two years for the services disclosed in this section or advise.

Response: In response to the Staff's comment, the disclosure on page 128 has been revised in the Amended Registration Statement.

Opinion of CCIT's Financial Advisors — Wells Fargo Securities, LLC, page 129

22. We note that Wells Fargo's opinion was delivered on August 30, 2014. Please disclose whether any material changes in Select Income REIT's or Cole Corporate Income Trust, Inc.'s operations, performance, or in any of the projections or assumptions upon which Wells Fargo based its opinion have occurred since the delivery of the opinion or that are anticipated to occur before the Cole Corporate Income Trust, Inc. stockholder meeting.

Response: In response to the Staff's comment, the disclosure on pages 108 and 113 has been revised in the Amended Registration Statement.

CCIT Financial Analyses, Page 133

23. We note your disclosure that the term "'implied per share Merger Consideration' refers to $10.50 per share based on the cash portion of the Merger Consideration, taking into account both the Minimum Cash Consideration Number and the Maximum Cash Consideration Number, and the implied value of the Share Consideration utilizing the 0.360x exchange ratio and the closing price of SIR Common Shares of $27.90 per share on August 29, 2014." Please clarify how this number takes into account the implied value of the Share Consideration.

Response: In response to the Staff's comment, the disclosure on page 135 has been revised in the Amended Registration Statement.

Selected Publicly Traded Companies Analysis, page 134

24. Please disclose in more detail the criteria used to select the public companies used. If any company met the criteria but was excluded from the analysis, please identify the company and explain why it was excluded. Please provide similar disclosure in the "Selected Precedent Transactions Analysis" section on page 134, and the "Selected Publicly Traded Companies Analysis" section on page 136.

Response: In response to the Staff's comment, the disclosure on pages 135-138 has been revised in the Amended Registration Statement.

General, Page 137

25. Please disclose the amount of compensation Wells Fargo has received from Cole Corporate Income Trust, Inc., Select Income REIT, and their respective affiliates in the last two years for the services disclosed in this section or advise.

Response: In response to the Staff's comment, the disclosure on page 140 has been revised in the Amended Registration Statement.

Opinions of CCIT's Financial Advisors — Hentschel & Company, LLC, page 138

26. We note that Hentschel & Company's opinion was delivered on August 30, 2014. Please disclose whether any material changes in Select Income REIT's or Cole Corporate Income Trust, Inc.'s operations, performance, or in any of the projections or assumptions upon which Hentschel & Company based its opinion have occurred since the delivery of the opinion or that are anticipated to occur before the Cole Corporate Income Trust, Inc. stockholder meeting.

Response: In response to the Staff's comment, the disclosure on pages 108 and 113 has been revised in the Amended Registration Statement.

Comparable Company Analysis, page 141

27. Please disclose in more detail the criteria used to select the public companies used. If any company met the criteria but was excluded from the analysis, please identify the company and explain why it was excluded. Please provide similar disclosure in the "Precedent Transactions Analysis" section on page 143, and the "Comparable Company Analysis" section on page 145.

Response: In response to the Staff's comment, the disclosure on pages 143-145 and 147-148 has been revised in the Amended Registration Statement.

Discounted Cash Flow Analysis, page 144

28. Please discuss in greater detail the assumptions used in this discounted cash flow analysis. Please provide similar disclosure in the "Discounted Cash Flow Analysis" section on page 146.

Response: In response to the Staff's comment, the disclosure on pages 146-147 and 148-149 has been revised in the Amended Registration Statement.

Material United States Federal Income Tax Consideration, page 155

29. Please confirm for us that you will file all tax opinions prior to the registration statement being declared effective. If you are not in a position to file the tax opinions with your next amendment, please file drafts of such opinions so that we may review them.

Response: In response to the Staff's comment, SIR is supplementally furnishing to the Staff drafts of the tax opinions. SIR hereby confirms that final opinions will be filed as exhibits to a later amendment of the Registration Statement prior to it being declared effective.

The Merger Agreement — Consideration to be Received in the Merger, page 181

30. Please include disclosure as to the aggregate minimum and maximum cash consideration and stock consideration payable by you in connection with the merger. Please also provide examples of the consideration a Cole Corporate Income Trust shareholder will receive for one share of CCIT should no CCIT shareholders elect to receive the cash consideration and should all CCIT shareholders elect to receive cash consideration.

Response: In response to the Staff's comment, the disclosure on pages 185-186 has been revised in the Amended Registration Statement.

Funding of the Transaction, page 183

31. Please state, if true, that the merger will not cause a default under your existing credit facility.

Response: In response to the Staff's comment, the disclosure on page 187 has been revised in the Amended Registration Statement.

Signatures

32. Please identify your principal executive officer with your next filing.

Response: In response to the Staff's comment, SIR has revised the signature page of the Amended Registration Statement.

If you have any questions regarding the responses to the comments of the Staff, or require additional information, please call me at (617) 573-4859.

Very truly yours,

/s/ Margaret R. Cohen

Margaret R. Cohen

cc: Sara von Althann, Attorney-Advisor
United States Securities and Exchange Commission

John C. Popeo, Treasurer and Chief Financial Officer
Select Income REIT

Enclosures

Select Income REIT

Two Newton Place, 255 Washington Street, Newton, MA 02458-1634
(617) 796-8303 tel (617) 796-8335 fax www.sirreit.com

November 24, 2014

VIA EDGAR AND OVERNIGHT COURIER

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, NE
Washington, D.C. 20549

Attention: Jennifer Gowetski, Special Counsel

RE: Select Income REIT
Registration Statement on Form S-4
Filed October 17, 2014
File No. 333-199445

Dear Ms. Gowetski:

In response to the request of the staff (the "Staff") of the United States Securities and Exchange Commission (the "Commission") contained in your letter dated November 14, 2014, in connection with the above-captioned registration statement of Select Income REIT (the "Company"), the Company hereby acknowledges that, in the event the Company requests acceleration of the effective date of such registration statement:

- should the Commission or the Staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;

- the action of the Commission or the Staff, acting pursuant to delegated authority, in declaring the filing effective, does not

relieve the Company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and

- the Company may not assert Staff comments and the declaration of effectiveness as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

If you have any questions regarding the responses to the comments of the Staff, or require additional information, please contact our counsel, Margaret R. Cohen, Skadden, Arps, Slate, Meagher & Flom LLP, at (617) 573-4859.

Very truly yours,

/s/ John C. Popeo

John C. Popeo

cc: Margaret R. Cohen
Skadden, Arps, Slate, Meagher & Flom LLP