

AMREIT  
Form PREM14A  
May 29, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**SCHEDULE 14A**  
(RULE 14a-101)

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934**

Filed by the Registrant  p

Filed by a Party other than the Registrant  o

Check the appropriate box:

- Preliminary Proxy Statement.
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).**
- Definitive Proxy Statement.
- Definitive Additional Materials.
- Soliciting Material Pursuant to § 240.14a-12.

**AmREIT**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
  - (1) Amount previously paid:
  - (2) Form, schedule or registration statement no.:
  - (3) Filing party:
  - (4) Date filed:

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The information contained in this joint proxy statement/prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**PRELIMINARY SUBJECT TO COMPLETION DATED MAY 29, 2009**

## **PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT**

This joint proxy statement/prospectus and the enclosed proxy cards are being furnished in connection with the solicitation of proxies by (i) the Board of Trustees of AmREIT, to be voted at the special meeting of AmREIT shareholders to be held at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, on , , 2009, at a.m., Central Daylight Time, and at any adjournment for the purposes set forth in the accompanying AmREIT Notice of Special Meeting of Shareholders and in this joint proxy statement/prospectus, and (ii) the Board of Directors of REITPlus, to be voted at the special meeting of REITPlus shareholders to be held at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, on , , 2009, at a.m., Central Daylight Time, and at any adjournment for the purposes set forth in the accompanying REITPlus Notice of Special Meeting of Shareholders and in this joint proxy statement/prospectus.

REITPlus, Inc., or REITPlus, a corporation organized and existing under the Maryland General Corporation Law, or the MGCL, and AmREIT, a Maryland real estate investment trust, which we refer to as a REIT, organized and existing under the Maryland REIT Law, have entered into an Agreement and Plan of Merger dated as of May 26, 2009, which we refer to as the merger agreement, setting forth a plan of merger, which we refer to as the Plan of Merger, pursuant to which AmREIT would merge with and into REITPlus, with REITPlus being the surviving corporation in the merger. It is anticipated that the name of the surviving corporation will be changed to AmREIT, Inc. at the time of the merger, and the combined company will operate under the AmREIT name. The Plan of Merger provides for the amendment and restatement of the REITPlus charter, which we refer to as the REITPlus Articles of Amendment and Restatement, which will be substantially similar to the current Declaration of Trust of AmREIT. Subject to the satisfaction of conditions set forth in the merger agreement, including requisite approvals by the shareholders of REITPlus and AmREIT, upon consummation of the merger contemplated by the merger agreement, which we refer to as the merger:

Each share of common stock of REITPlus, par value \$0.01 per share, which we refer to as REITPlus Common Stock, will remain outstanding;

Each common share of beneficial interest in AmREIT, par value \$0.01 per share, of whatever class or series, which we refer to as AmREIT Common Stock, will be cancelled;

Each Class A common share of beneficial interest in AmREIT, par value \$0.01 per share, which we refer to as Class A Stock, will be converted into 1.0 share of REITPlus Common Stock, which conversion ratio we refer to as the Class A Exchange Ratio;

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Each Class C common share of beneficial interest in AmREIT, par value \$0.01 per share, which we refer to as Class C Stock, will be converted into 1.16 shares of REITPlus Common Stock, which conversion ratio we refer to as the Class C Exchange Ratio;

Each Class D common share of beneficial interest in AmREIT, par value \$0.01 per share, not acquired pursuant to AmREIT's Class D common share Dividend Reinvestment Plan, which we refer to as Class D Purchased Stock, will be converted into 1.11 shares of REITPlus Common Stock, which conversion ratio we refer to as the Class D Purchased Share Exchange Ratio; and

Each Class D common share of beneficial interest in AmREIT, par value \$0.01 per share, acquired pursuant to AmREIT's Class D share Dividend Reinvestment Plan, which we refer to as Class D DRIP Stock, will be converted into 1.0 share of REITPlus Common Stock, which conversion ratio we refer to as the Class D DRIP Share Exchange Ratio.

If the merger is consummated, based on the fully-diluted shares outstanding of each of REITPlus and AmREIT as of the record date, immediately after the merger there will be 22,915,539 shares of REITPlus Common Stock outstanding; current holders of REITPlus Common Stock will own approximately 3.3% of the outstanding capital stock of the surviving corporation, and current holders of AmREIT Common Stock will own approximately 96.7% of the outstanding capital stock of the surviving corporation. Neither REITPlus Common Stock nor AmREIT Common Stock is currently listed on a national securities exchange.

REITPlus and AmREIT cannot complete the proposed merger unless the shareholders of both REITPlus and AmREIT approve the merger. Proxies, in the accompanying forms, which are properly executed, duly returned to REITPlus or AmREIT, as applicable, and not revoked, will be voted in accordance with the instructions contained therein and, in the absence of specific instructions, will be voted **FOR** the merger of AmREIT with and into REITPlus pursuant to the merger agreement. Each proxy granted may be revoked at any time before its exercise by (i) delivering written notice of revocation to Chad C. Braun, the Chief Financial Officer of REITPlus and the Chief Financial Officer and Corporate Secretary of AmREIT, at the above address, (ii) submitting to REITPlus or AmREIT, as applicable, a duly executed proxy card bearing a later date, (iii) voting via the telephone or the internet at a later date, or (iv) appearing at the applicable special meeting and voting in person; provided, however, that no such revocation under clause (i) or (ii) shall be effective until written notice of revocation or a later dated proxy card is received by the Chief Financial Officer or the Corporate Secretary of REITPlus or AmREIT, respectively, at or before the applicable special meeting, and no such revocation under clause (iii) shall be effective unless received on or before 12:00 Noon Central Daylight Time, on \_\_\_\_\_, 2009.

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After careful consideration, the Board of Trustees of AmREIT, or the AmREIT Board, has determined in its business judgment that the merger is advisable and in the best interests of AmREIT and its shareholders, has approved the merger agreement and Plan of Merger and recommends that the AmREIT shareholders vote **FOR** the merger. After careful consideration, the Board of Directors of REITPlus, or the REITPlus Board, has determined in its business judgment that the merger is advisable and in the best interests of REITPlus and its shareholders, has approved the merger agreement and Plan of Merger and recommends that the REITPlus shareholders vote **FOR** the merger.

Under the Maryland REIT Law and the Declaration of Trust of AmREIT, dated as of May 20, 2009, or the Declaration of Trust, the merger must be approved by the affirmative vote of holders of a majority of the shares of AmREIT Common Stock entitled to vote on the merger. Pursuant to the Declaration of Trust, holders of shares of the Class A Stock, the Class C Stock, the Class D Purchased Stock and the Class D DRIP Stock will vote on the merger together as a single class. Under the MGCL and the Articles of Amendment and Restatement of REITPlus, dated as of October 30, 2007, or the REITPlus Charter, the merger must be approved by the affirmative vote of holders of a majority of the shares of REITPlus Common Stock entitled to vote on the merger.

Holders of record of AmREIT Common Stock at the close of business on \_\_\_\_\_, 2009, which we refer to as the Record Date, are entitled to notice of, and to vote at, the AmREIT special meeting or any adjournment thereof. As of the Record Date, 20,385,141 shares of AmREIT Common Stock were issued and outstanding, consisting of 5,279,084 shares of Class A Stock, 4,139,802 shares of Class C Stock, 9,374,938 shares of Class D Purchased Stock and 1,591,317 shares of Class D DRIP Stock. Holders of record of REITPlus Common Stock at the close of business on the Record Date are entitled to vote at the REITPlus special meeting or any adjournment thereof. As of the Record Date, 752,307 shares of REITPlus Common Stock were issued and outstanding.

No monthly dividends or other distributions will be paid with respect to outstanding shares of AmREIT Common Stock for the month in which the merger is consummated, but the REITPlus Board shall declare a dividend payable on the last day of the month in which the merger is consummated to holders of REITPlus Common Stock immediately after consummation of the Merger.

Questions may be directed to AmREIT and/or REITPlus at the address set forth above.

**More information about REITPlus, AmREIT and the merger is contained in this joint proxy statement/prospectus. We urge you to read this joint proxy statement/prospectus carefully, including Risk Factors beginning on page 17 of this joint proxy statement/prospectus for a discussion of the risks relating to the merger.**

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We strongly support the merger of REITPlus and AmREIT and join our respective boards in recommending that the shareholders of REITPlus and AmREIT vote **FOR** the merger at the REITPlus special meeting and the AmREIT special meeting, respectively.

REITPlus, Inc.

AmREIT

H. Kerr Taylor

H. Kerr Taylor

President, Chairman of the Board and  
Chief Executive Officer

President, Chairman of the Board and  
Chief Executive Officer

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.**

**THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.**

This joint proxy statement/prospectus is dated \_\_\_\_\_, 2009 and is first being mailed to the REITPlus shareholders and the AmREIT shareholders on or about \_\_\_\_\_, 2009.

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON \_\_\_\_\_, 2009

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of REITPlus, Inc., a Maryland corporation, will be held at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, on \_\_\_\_\_, 2009, at \_\_\_\_\_ a.m., Central Daylight Time, to consider and act upon the following:

- (1) The approval of the Agreement and Plan of Merger, dated as of May 26, 2009, by and among REITPlus and AmREIT, a copy of which is attached as Annex D to the accompanying joint proxy statement/prospectus, and the transactions contemplated thereby, including the merger of AmREIT with and into REITPlus, which Plan of Merger includes the amendment and restatement of the REITPlus Charter; and
- (2) To transact such other business as may properly come before the special meeting, or any adjournment or postponement thereof. Shareholders of record at the close of business on \_\_\_\_\_, 2009 are entitled to receive notice of, and to vote at, the meeting, or at any adjournment or postponement thereof.

All shareholders are cordially invited to attend the meeting. You may vote using any one of the following methods:

BY MAIL: Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided. The named proxies will vote your shares according to your directions. If you submit a signed proxy card without indicating your vote, the person voting the proxy will vote your shares in favor of the merger.

BY PHONE: Call 1-800-560-1965 and use any touch-tone telephone to transmit your voting instruction up until 12:00 Noon Central Daylight Time on \_\_\_\_\_, 2009. Have your proxy card in hand when you call and then follow the instructions as prompted.

BY INTERNET: Go to [www.eproxy.com/](http://www.eproxy.com/) / and use the Internet to transmit your voting instructions until 12:00 Noon Central Daylight Time on \_\_\_\_\_, 2009. Have your proxy card in hand when you access the Web site and then follow the instructions.

BY ATTENDING THE SPECIAL MEETING IN PERSON: The special meeting will be held at \_\_\_\_\_ a.m., Central Daylight Time, on \_\_\_\_\_, 2009, at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046. You may revoke your proxy at any time before it is exercised by:

Giving written notice of revocation to our Chief Financial Officer, Chad C. Braun, at REITPlus, 8 Greenway Plaza, Suite 1000, Houston, Texas 77046;

Timely delivering a properly executed, later-dated proxy;

Voting via the telephone or the internet at a later date; or

Voting in person at the special meeting.

Voting by proxy will in no way limit your right to vote at the special meeting if you later decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy in order to vote your shares at the special meeting. **If you submit a validly executed proxy and no direction is given, your shares will be voted in favor of the merger.** The persons authorized under the proxies will vote upon any other business that may properly come before the special meeting according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote. We do not anticipate that any other matters will be raised at the special meeting.

Very truly yours,  
REITPLUS, Inc.  
By:  
H. Kerr Taylor  
President, Chairman of the Board and  
Chief Executive Officer

Houston, TX  
\_\_\_\_\_, 2009

**IMPORTANT: The prompt return of proxies will ensure that the shareholders' interests will be voted. A self-addressed envelope is enclosed for your convenience. No postage is required if mailed within the United States.**

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**AmREIT  
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON \_\_\_\_\_, 2009**

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of AmREIT, a Maryland real estate investment trust, will be held at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, on \_\_\_\_\_, 2009, at \_\_\_\_\_ a.m., Central Daylight Time, to consider and act upon the following:

- (1) The approval of the Agreement and Plan of Merger, dated as of May 26, 2009, by and among REITPlus, Inc. and AmREIT, a copy of which is attached as Annex D to the accompanying joint proxy statement/prospectus, and the transactions contemplated thereby, including the merger of AmREIT with and into REITPlus, which Plan of Merger includes the amendment and restatement of the REITPlus Charter; and
- (2) To transact such other business as may properly come before the special meeting, or any adjournment or postponement thereof. Shareholders of record at the close of business on \_\_\_\_\_, 2009 are entitled to receive notice of, and to vote at, the meeting, or at any adjournment or postponement thereof.

All shareholders are cordially invited to attend the meeting. You may vote using any one of the following methods:

**BY MAIL:** Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided. The named proxies will vote your shares according to your directions. If you submit a signed proxy card without indicating your vote, the person voting the proxy will vote your shares in favor of the merger.

**BY PHONE:** Call 1-800-560-1965 and use any touch-tone telephone to transmit your voting instruction up until 12:00 Noon Central Daylight Time on \_\_\_\_\_, 2009. Have your proxy card in hand when you call and then follow the instructions as prompted.

**BY INTERNET:** Go to [www.eproxy.com/amy/](http://www.eproxy.com/amy/) and use the Internet to transmit your voting instructions until 12:00 Noon Central Daylight Time on \_\_\_\_\_, 2009. Have your proxy card in hand when you access the Web site and then follow the instructions.

**BY ATTENDING THE SPECIAL MEETING IN PERSON:** The special meeting will be held at \_\_\_\_\_ a.m., Central Daylight Time, on \_\_\_\_\_, 2009, at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046. You may revoke your proxy at any time before it is exercised by:

Giving written notice of revocation to our Chief Financial Officer and Corporate Secretary, Chad C. Braun, at AmREIT, 8 Greenway Plaza, Suite 1000, Houston, Texas 77046;

Timely delivering a properly executed, later-dated proxy;

Voting via the telephone or the internet at a later date; or

Voting in person at the special meeting.

Voting by proxy will in no way limit your right to vote at the special meeting if you later decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy in order to vote your shares at the special meeting. **If you submit a validly executed proxy and no direction is given, your shares will be voted in favor of the merger.** The persons authorized under the proxies will vote upon any other business that may properly come before the special meeting according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote. We do not anticipate that any other matters will be raised at the special meeting.

Very truly yours,  
AmREIT  
By:  
H. Kerr Taylor  
President, Chairman of the Board and  
Chief Executive Officer

Houston, TX  
, 2009

**IMPORTANT: The prompt return of proxies will ensure that the shareholders' interests will be voted. A self-addressed envelope is enclosed for your convenience. No postage is required if mailed within the United States.**

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## QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS

### About the Merger

***Q: Why am I receiving this joint proxy statement/prospectus?***

A: The Board of Trustees of AmREIT, or the AmREIT Board, including all of the independent trustees, and the Board of Directors of REITPlus, or the REITPlus Board, including all of the independent directors, have each approved an Agreement and Plan of Merger, which we refer to as the merger agreement, by and among AmREIT and REITPlus dated as of May 26, 2009, setting forth a plan of merger, which we refer to as the Plan of Merger. The merger agreement and Plan of Merger provide for the merger of AmREIT with and into REITPlus, which we refer to as the merger, with REITPlus being the surviving corporation in the merger, and the amendment and restatement of the REITPlus Charter as part of the Plan of Merger. See Comparison of Shareholder Rights beginning on page 54.

Shares of REITPlus Common Stock to be issued in the merger have been authorized by REITPlus and will be issued pursuant to an effective registration statement, of which this joint proxy statement/prospectus is a part, on Form S-4 filed with the Securities and Exchange Commission, which we refer to as the SEC.

This joint proxy statement/prospectus is being furnished to the shareholders of record of each of REITPlus and AmREIT as of \_\_\_\_\_, 2009, or the Record Date, for the purpose of voting on the following proposals:

- (1) To approve the merger agreement and the transactions contemplated thereby, including the merger and amendment and restatement of the REITPlus Charter pursuant to the Plan of Merger; and
- (2) To transact such other business as may properly come before the respective special meetings of REITPlus and AmREIT, or any adjournments or postponements of those special meetings.

This joint proxy statement/prospectus contains important information about the proposed merger and the special meetings, and you should read it carefully.

***Q: Why has the merger been proposed?***

A: The AmREIT Board and the REITPlus Board have each determined in its respective business judgment that the merger is advisable and in the best interests of the respective entity and its shareholders. For a description of factors considered by the AmREIT Board and the REITPlus Board, please see Proposal No. 1: The Merger Reasons for and Consequences of the Merger below.

***Q: Are there any conflicts of interest related to the merger?***

A: REITPlus may have interests in the merger that may be different from, or in addition to, the interests of other shareholders of AmREIT generally. Specifically, upon consummation of the merger, AmREIT will forgo, and REITPlus will save, management and other fees that REITPlus is obligated to pay AmREIT pursuant to various agreements between the parties, and AmREIT will forgo any right to its deferred incentive fee under its Advisory Agreement with REITPlus.

***Q: What will AmREIT shareholders receive in the merger?***

A: In the merger, each common share of beneficial interest in AmREIT, par value \$0.01 per share, or AmREIT Common Stock, other than shares held by REITPlus, will be converted into the right to receive whole shares of common stock of REITPlus, par value \$0.01 per share, or REITPlus Common Stock. Each Class A common share of beneficial interest in AmREIT, par value \$0.01 per share, which we refer to as Class A Stock, will be converted into 1.0 share of REITPlus Common Stock, which conversion ratio we refer to as the Class A Exchange Ratio. Each Class C common share of beneficial interest in AmREIT, par value \$0.01 per share, which we refer to as Class C Stock, will be converted into 1.16 shares of REITPlus Common Stock, which conversion ratio we refer to as the Class C Exchange Ratio. Each Class D common share of beneficial interest in AmREIT, par value \$0.01 per share, not acquired pursuant to AmREIT's Class D common share Dividend Reinvestment Plan, which we refer to as Class D Purchased Stock, will be converted into 1.11 shares of REITPlus Common Stock, which conversion ratio we refer to as the Class D Purchased Share Exchange Ratio. Each Class D common share of beneficial interest in AmREIT, par value \$0.01 per share, acquired pursuant to AmREIT's Class D common share Dividend Reinvestment Plan, which we refer to as Class D DRIP Stock (and together with the Class D Purchased Stock, the Class D Stock), will be converted into 1.0 share of REITPlus Common Stock, which conversion ratio we refer to as the Class D DRIP Share Exchange Ratio. No fractional shares of REITPlus Common Stock will be issued in the merger, and all fractional shares will be settled in cash. As promptly as practicable after the determination of the amount of cash, if any, to be paid to holders of fractional interests, REITPlus will forward payments to such holders of fractional interests.

***Q: What will holders of REITPlus Common Stock receive in the merger?***

A: Holders of REITPlus Common Stock will receive no additional shares or other consideration in connection with the merger. Each outstanding share of REITPlus Common Stock will remain outstanding and continue to represent one share of REITPlus Common Stock after the consummation of the merger.

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***Q: Will AmREIT shareholders continue to receive distributions prior to the merger?***

A: After the merger, REITPlus will continue to operate as a real estate investment trust, or REIT, and, as such, expects to pay regular dividends in respect of the REITPlus Common Stock in order to meet the requirements in the Internal Revenue Code of 1986, as amended, or the Code, for continued qualification as a REIT. No monthly dividends or other distributions will be paid with respect to outstanding shares of AmREIT Common Stock during the month in which the merger is consummated, but the merger agreement provides that the REITPlus Board shall declare a dividend payable on the last day of the month in which the merger is consummated to holders of REITPlus Common Stock immediately after consummation of the merger. It is anticipated that the rate of such dividend will be the same as the then-current monthly dividend rate with respect to the Class A Stock, currently \$0.041667 per share of Class A Stock. The timing and amount of any future dividend and/or distribution on the REITPlus Common Stock after consummation of the merger will be subject to the approval of the REITPlus Board. Until the merger is consummated, or in the event the merger is not consummated, in which case AmREIT may decrease the amount of, or suspend, its regular monthly dividend, AmREIT expects to continue paying such dividend with respect to each class of AmREIT Common Stock, subject to the approval of the AmREIT Board.

***Q: What will happen to AmREIT if the merger is not completed?***

A: If, under certain specified circumstances, either REITPlus or AmREIT determines that it is no longer advisable to complete the merger, they may terminate the merger agreement and the merger will not be completed. In such event, AmREIT shareholders will remain holders of AmREIT Common Stock entitled to the rights and benefits under the AmREIT Declaration of Trust, the Maryland REIT Law and the MGCL.

***Q: Do AmREIT shareholders have objecting shareholder rights in connection with the merger?***

A: AmREIT currently is a Maryland real estate investment trust governed by the Maryland REIT Law and, with respect to mergers and the rights of objecting shareholders, the MGCL. The AmREIT Declaration of Trust provides, in accordance with Section 3-202(c)(4) of the MGCL, that holders of AmREIT Common Stock shall not be entitled to exercise the rights of objecting shareholders with respect to the merger unless AmREIT's Common Stock is owned of record by less than 2,000 holders. As of the date of mailing of this joint proxy statement/prospectus, AmREIT's Common Stock was owned of record by more than 5,000 holders. Therefore, AmREIT shareholders will have no right to object to the merger and receive fair value for their shares of AmREIT Common Stock.

***Q: Do REITPlus shareholders have objecting shareholder rights in connection with the merger?***



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A: REITPlus currently is a Maryland corporation governed by the MGCL. The REITPlus Charter provides, in accordance with Section 3-202(c)(4) of the MGCL, that holders of REITPlus Common Stock shall not be entitled to exercise the rights of objecting shareholders with respect to the merger unless the REITPlus Board determines that such rights apply. The REITPlus Board has not made such determination, and, therefore, REITPlus shareholders will have no right to object to the merger and receive fair value for their shares of REITPlus Common Stock.

### ***Q: What are the tax consequences to me of the proposed mergers?***

A: REITPlus and AmREIT intend that the merger will qualify as a reorganization under the provisions of Section 368(a) of the Code. If the merger so qualifies, then for U.S. federal income tax purposes, holders of AmREIT Common Stock will not recognize any gain or loss upon the exchange of their shares of AmREIT Common Stock for REITPlus Common Stock in the merger (except with respect to cash received instead of a fractional share of REITPlus Common Stock). Your tax consequences will depend on your personal situation. You are urged to consult your own tax advisor for a full understanding of the tax consequences of the merger to you.

### ***Q. Who will constitute the Board of Directors of the combined company?***

A: It is anticipated that all of the current independent directors/trustees of AmREIT and REITPlus, as well as H. Kerr Taylor, current CEO of both companies, will constitute a seven-member Board of Directors of the combined company.

### ***Q. What will be the name of the combined company?***

A. It is anticipated that the name of the surviving corporation will be changed to AmREIT, Inc. at the time of the merger, and the combined company will operate under the AmREIT name.

## **About the Special Meetings**

### ***Q: Where and when are the special meetings?***

A: The REITPlus special meeting will take place at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046 on \_\_\_\_\_, \_\_\_\_\_, 2009, at \_\_\_\_\_ a.m. Central Daylight Time.

The AmREIT special meeting will take place at 8 Greenway Plaza, Suite 100, Houston, Texas 77046 on \_\_\_\_\_, \_\_\_\_\_, 2009, at \_\_\_\_\_ a.m. Central Daylight Time

### ***Q: Who is entitled to vote?***

A: Holders of record of REITPlus Common Stock at the close of business on the Record Date are entitled to vote at the REITPlus special meeting. As of the Record Date, there were 752,307 shares of REITPlus Common Stock outstanding.

Holders of record of AmREIT Common Stock at the close of business on the Record Date are entitled to vote as a single class at the AmREIT special meeting. As of the Record Date, there were 20,385,141 shares of AmREIT Common Stock outstanding.

### ***Q: How do I cast my vote?***

A: You may vote in the following manner:

BY MAIL: Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided. The named proxies will vote your shares according to your directions. If you submit a signed proxy card without indicating your vote, the person voting the proxy will vote your shares **FOR** the merger.

BY PHONE: Call 1-800-560-1965 and use any touch-tone telephone to transmit your voting instruction up until 12:00 Noon Central Daylight Time on \_\_\_\_\_, 2009. Have your proxy card in hand when you call and then follow the instructions as prompted.

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BY INTERNET: For AmREIT shareholders, go to [www.eproxy.com/amy/](http://www.eproxy.com/amy/) and use the Internet to transmit your voting instructions until 12:00 Noon Central Daylight Time on \_\_\_\_\_, 2009. Have your proxy card in hand when you access the Web site and then follow the instructions. For REITPlus shareholders, go to [www.eproxy.com/](http://www.eproxy.com/) / and use the Internet to transmit your voting instructions until 12:00 Noon Central Daylight Time on \_\_\_\_\_, 2009. Have your proxy card in hand when you access the Web site and then follow the instructions.

BY ATTENDING THE SPECIAL MEETINGS IN PERSON: The REITPlus special meeting will be held at \_\_\_\_\_ a.m., Central Daylight Time on \_\_\_\_\_, 2009, at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046. The AmREIT special meeting will be held at \_\_\_\_\_ a.m., Central Daylight Time on \_\_\_\_\_, 2009, at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046.

***Q: What vote is required and how will the votes be counted?***

A: The presence, in person or by proxy, of the holders of a majority of the shares of REITPlus Common Stock and AmREIT Common Stock, respectively, at the special meeting of each of REITPlus and AmREIT, respectively, is necessary to constitute a quorum. However, if a quorum is not present at either the REITPlus special meeting or the AmREIT special meeting or if there are not sufficient votes to approve the proposal, the chairman of the respective special meeting may adjourn the special meeting from time to time.

Under Maryland law and the applicable governing documents of REITPlus and AmREIT, the approval of the merger and the other transactions contemplated by the merger agreement and Plan of Merger requires the affirmative vote of the holders of a majority of the outstanding shares of REITPlus Common Stock entitled to notice of and to vote at the REITPlus special meeting, and a majority of the outstanding shares of AmREIT Common Stock entitled to notice of and to vote at the AmREIT special meeting voting together as a single class.

Votes cast in person or by proxy will be counted by two persons appointed by the REITPlus Board and the AmREIT Board to act as inspectors for each special meeting.

***Q: Can AmREIT shareholders change their votes after they have granted their proxies?***

A: Yes. AmREIT shareholders may revoke their proxies and change their votes at any time before their proxies are voted at the AmREIT special meeting. To revoke their proxies, they must: (i) so advise AmREIT Chief Financial Officer and Corporate Secretary, Chad C. Braun, 8 Greenway Plaza, Suite 1000, Houston, Texas 77046 in writing before their shares of AmREIT Common Stock have been voted by the proxy holders at the meeting; (ii) execute and deliver a subsequently dated proxy; (iii) vote their shares via the telephone or the internet at a later date; or (iv) attend the meeting and vote their AmREIT Common Stock in person.

***Q: Can REITPlus shareholders change their votes after they have granted their proxies?***

A: Yes. REITPlus shareholders may revoke their proxies and change their votes at any time before their proxies are voted at the REITPlus special meeting. To revoke their proxies, they must: (i) so advise REITPlus Chief Financial Officer, Chad C. Braun, 8 Greenway Plaza, Suite 1000, Houston, Texas 77046 in writing before their shares of REITPlus Common Stock have been voted by the proxy holders at the meeting; (ii) execute and deliver a subsequently dated proxy; (iii) vote their shares via the telephone or the internet at a later date; or (iv) attend the meeting and vote their REITPlus Common Stock in person.

***Q: What happens if I hold shares of AmREIT Common Stock and I do not indicate how I want to vote, do not vote or abstain from voting on the merger?***

A: If you sign and send in your proxy but do not indicate how you want to vote on the merger, your shares of AmREIT Common Stock represented by your proxy will be voted in favor of the merger at the AmREIT special meeting. If you do not submit your proxy and do not attend the AmREIT special meeting, or you otherwise abstain from voting, your AmREIT Common Stock will count as a vote against the merger.

Broker non-votes will also count as votes against the merger. A broker non-vote occurs when a nominee, such as a broker or bank, holding shares for a beneficial owner does not have discretionary voting authority with respect to a proposal and has not received instructions with respect to that proposal from the beneficial owner. Brokers that have not received voting instructions from their clients cannot vote on their clients' behalf on non-routine proposals. The merger proposal is a non-routine proposal. If your shares are held by a bank or broker, you should follow the instructions provided by the bank or broker to ensure your shares are voted.

***Q: What happens if I hold REITPlus Common Stock and I do not indicate how I want to vote, do not vote or abstain from voting on the merger?***

A: If you sign and send in your proxy but do not indicate how you want to vote on the merger, your shares of REITPlus Common Stock represented by your proxy will be voted in favor of the merger at the REITPlus special meeting. If you do not submit your proxy and do not attend the REITPlus special meeting, or you otherwise abstain from voting, your REITPlus Common Stock will count as a vote against the proposal.

Broker non-votes will also count as votes against the merger. A broker non-vote occurs when a nominee, such as a broker or bank, holding shares for a beneficial owner does not have discretionary voting authority with respect to a proposal and has not received instructions with respect to that proposal from the beneficial owner. Brokers that have not received voting instructions from their clients cannot vote on their clients' behalf on non-routine proposals. The merger proposal is a non-routine proposal. If your shares are held by a bank or broker, you should follow the instructions provided by the bank or broker to ensure your shares are voted.

***Q: Will anyone contact me regarding this vote?***

A: In addition to the solicitation of proxies by use of the mails, AmREIT, REITPlus and officers and regular employees of AmREIT and REITPlus may solicit proxies by telephone, facsimile, e-mail, or personal interviews without additional compensation. The companies reserve the right to engage solicitors and pay compensation to them for the solicitation of proxies.

***Q: Who has paid for this proxy solicitation?***

A: AmREIT will bear the cost of preparing, printing, assembling and mailing the proxy cards, the joint proxy statement/prospectus and other materials that may be sent to shareholders in connection with this solicitation.

#### **How to Get More Information**

***Q: Who can answer my questions?***

A: If you have questions about the merger or want additional copies of this joint proxy statement/prospectus or additional proxy cards, you should contact: Investor Relations, AmREIT, 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, telephone (713) 850-1400 or Investor Relations, REITPlus, 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, telephone (713) 850-1400. The toll free number for both AmREIT and REITPlus Investor Relations is (800) 888-4400.

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### **SUMMARY**

This summary highlights selected information from this joint proxy statement/prospectus. It does not contain all of the information that may be important to you. You should carefully read this entire joint proxy statement/prospectus for a more complete understanding of the matters being considered at the special meetings. In addition, we incorporate important business and financial information about AmREIT and REITPlus set forth in Annexes A, B and C attached to this joint proxy statement/prospectus. Please note that REITPlus has supplied all information contained in this joint proxy statement/prospectus relating to REITPlus, and AmREIT has supplied all information contained in this joint proxy statement/prospectus relating to AmREIT.

#### **Special Meetings**

This joint proxy statement/prospectus is being furnished to the shareholders of record of each of REITPlus and AmREIT as of the Record Date for the purpose of voting on the following proposals:

- (1) To approve the merger agreement and the transactions contemplated thereby, including the merger and the amendment and restatement of the REITPlus Charter pursuant to the Plan of Merger; and
- (2) To transact such other business as may properly come before the respective special meetings of REITPlus and AmREIT, or any adjournments or postponements of those special meetings.

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The REITPlus special meeting will take place at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, on \_\_\_\_\_, \_\_\_\_\_, 2009, at \_\_\_\_\_ a.m. Central Daylight Time. The AmREIT special meeting will take place at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, on \_\_\_\_\_, \_\_\_\_\_, 2009, at \_\_\_\_\_ a.m. Central Daylight Time.

### Parties to the Merger

REITPlus is a corporation organized under the MGCL that has elected to be taxed as a REIT for federal income tax purposes. REITPlus is externally managed by REITPlus Advisor, Inc., a wholly owned subsidiary of AmREIT. Following the merger, REITPlus will be internally managed by the current management team of AmREIT. The primary business activity of REITPlus is the acquisition, ownership and management of retail and mixed-use properties, including high-quality, multi-tenant shopping centers and mixed-use properties throughout the United States. The principal executive offices of REITPlus are located at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, and the telephone number is (713) 850-1400. Until November 2008, REITPlus was required to file periodic reports and other information with the SEC. In November 2008, REITPlus de-registered its Common Stock with the SEC, as those shares were held of record by less than 300 individuals, and discontinued filing reports with the SEC.

AmREIT is a Maryland real estate investment trust organized under the Maryland REIT Law that has elected to be taxed as a REIT for federal income tax purposes. AmREIT is internally managed, and its management team currently manages REITPlus through REITPlus Advisor, Inc., the external advisor of REITPlus. AmREIT owns commercial properties in high-traffic, highly-populated areas, which it refers to as Irreplaceable Corners<sup>TM</sup> and leases those properties primarily to investment grade corporate tenants. AmREIT's principal executive offices are located at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, and its telephone number is (713) 850-1400. AmREIT currently files periodic reports and other information with the SEC.

Copies of reports filed with the SEC by REITPlus or AmREIT may be obtained at the SEC's Public Reference Room at 100 F. Street, NE, Washington, D.C. 20549, on official business days during the hours of 10:00 a.m. to 3:00 p.m. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. In addition, the SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains reports, proxy statements and other information regarding registrants.

### Merger

The merger agreement and related Plan of Merger provide for the merger of AmREIT with and into REITPlus, with REITPlus being the surviving corporation in the merger, and the corresponding amendment and restatement of the REITPlus Charter, or the REITPlus Articles of Amendment and Restatement, which will be substantially similar to the AmREIT Declaration of Trust. It is anticipated that the name of the surviving corporation will be changed to AmREIT, Inc. at the time of the merger, and the combined company will operate under the AmREIT name.

### Merger Approval Requirement

The presence, in person or by proxy, of the holders of a majority of the shares of REITPlus Common Stock and AmREIT Common Stock, respectively, at the special meeting of each of REITPlus and AmREIT, respectively, is necessary to constitute a quorum. However, if a quorum is not present at either the REITPlus special meeting or the AmREIT special meeting or if there are not sufficient votes to approve the proposal, the chairman of the respective special meeting may adjourn the special meeting from time to time.

Under Maryland law, the REITPlus Charter and the AmREIT Declaration of Trust, the approval of the merger and the other transactions contemplated by the merger agreement and Plan of Merger requires the affirmative vote of the holders of at least a majority of the outstanding shares of REITPlus Common Stock entitled to notice of and to vote at the REITPlus special meeting, and a majority of the outstanding shares of AmREIT Common Stock entitled to notice of and to vote at the AmREIT special meeting voting together as a single class.

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As reflected in the tables below, as of May 21, 2009, the trustees and executive officers of AmREIT, as a group, beneficially owned 7.06% of outstanding AmREIT Common Stock and REITPlus directors and executive officers, as a group, owned less than 1% of outstanding REITPlus Common Stock. In addition, REITPlus owns approximately 89,641 shares of AmREIT Common Stock, representing less than 1% of AmREIT Common Stock outstanding, which it intends to vote in favor of the merger.

### Record Date

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The REITPlus Board has set the close of business on \_\_\_\_\_, 2009 as the Record Date for REITPlus shareholders who are entitled to notice of the action to be taken at the REITPlus special meeting.

The AmREIT Board has set the close of business on \_\_\_\_\_, 2009 as the Record Date for AmREIT shareholders who are entitled to notice of the action to be taken at the REITPlus special meeting.

### Merger Consideration

In the merger, each share of AmREIT Common Stock, other than shares held by REITPlus, will be converted into the right to receive whole shares of REITPlus Common Stock. Each share of Class A Stock will be converted into the right to receive 1.0 share of REITPlus Common Stock. Each share of Class C Stock will be converted into the right to receive 1.16 shares of REITPlus Common Stock. Each share of Class D Purchased Stock will be converted into the right to receive 1.11 shares of REITPlus Common Stock. Each share of Class D DRIP Stock will be converted into the right to receive 1.0 share REITPlus Common Stock. No fractional shares of REITPlus Common Stock will be issued in the merger, and all fractional shares will be settled in cash. As promptly as practicable after the determination of the amount of cash, if any, to be paid to holders of fractional interests, REITPlus will forward payments to such holders of fractional interests.

### Distributions

After the merger, REITPlus will continue to operate as a REIT and, as such, expects to pay regular dividends in respect of the REITPlus Common Stock in order to meet the requirements in the Code for continued qualification as a REIT. No monthly dividends or other distributions will be paid with respect to outstanding shares of AmREIT Common Stock during the month in which the merger is consummated, but the merger agreement provides that the REITPlus Board shall declare a dividend payable on the last day of the month in which the merger is consummated to holders of REITPlus Common Stock immediately after consummation of the merger. It is anticipated that the rate of such dividend will be the same as the then-current monthly dividend rate with respect to Class A Stock of AmREIT, currently \$0.041667 per share. Based on the Class C Exchange Ratio of 1.16 to 1.0, this translates to an equivalent monthly dividend rate of \$0.048 per share, or approximately \$0.01 per month, or \$0.12 per year, less than the dividend rate on the Class C Stock. Based on the Class D Purchased Share Exchange Ratio of 1.11 to 1.0, this translates to an equivalent monthly dividend rate of \$0.04625 per share, or approximately \$0.008 per month, or \$0.096 per year, less than the dividend rate on the Class D Purchased Stock. Based on the Class D DRIP Share Exchange Ratio of 1.0 to 1.0, the dividend rate will decrease from \$0.054167 per share to \$0.041667 per share, a \$0.0125 monthly, or \$0.15 annual, decrease. The timing and amount of any future dividends and/or distributions on the REITPlus Common Stock after consummation of the merger will be subject to the approval of the REITPlus Board. Until the merger is consummated, or in the event the merger is not consummated, in which case AmREIT may decrease the amount of, or suspend, its regular monthly dividend, AmREIT expects to continue paying such dividend with respect to each class of AmREIT Common Stock, subject to the approval of the AmREIT Board.

### Conflicts of Interest

REITPlus may have interests in the merger that may be different from, or in addition to, the interests of other shareholders of AmREIT generally. Specifically, upon consummation of the merger, AmREIT will forgo, and REITPlus will save, management and other fees that REITPlus is obligated to pay AmREIT pursuant to various agreements between the parties, and AmREIT will forgo any right to its deferred incentive fee under its Advisory Agreement with REITPlus.

### Material Tax Consequences of the Merger

The merger is intended to qualify as a reorganization within the provisions of Section 368(a) of the Code. If the merger so qualifies, then for U.S. federal income tax purposes, holders of AmREIT Common Stock who receive REITPlus Common Stock in exchange for their AmREIT Common Stock in the merger are not expected to recognize any gain or loss, except with respect to cash received instead of a fractional share of REITPlus Common Stock. See United States Federal Income Tax Considerations, below. **Your tax consequences will depend on your personal situation. You are urged to consult your own tax advisor for a full understanding of the tax consequences of the merger to you.**

### Recommendations of the AmREIT Board and the REITPlus Board

The AmREIT Board (including all of the independent trustees) and the REITPlus Board (including all of the independent directors) have approved the merger and the related transactions pursuant to the merger agreement and the Plan of Merger. The AmREIT Board has determined that the merger is advisable and in the best interests of AmREIT and its shareholders. The REITPlus Board has determined that the merger is advisable and in the best interests of REITPlus and its shareholders.

The AmREIT Board recommends that shareholders of AmREIT vote **FOR** the approval of the merger agreement and Plan of Merger, the merger and the related transactions. The REITPlus Board recommends that shareholders of REITPlus vote **FOR** the approval of the merger agreement and Plan of Merger, the merger and the related transactions.

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**Security Ownership of Certain Beneficial Owners and Management**
**AmREIT**

The following table sets forth certain information regarding the beneficial ownership of the AmREIT Common Stock as of May 21, 2009 by (1) each person known by AmREIT to own beneficially more than 5% of its outstanding common shares, (2) all current AmREIT trustees, (3) each current AmREIT executive officer, and (4) all current AmREIT trustees and executive officers as a group. The number of shares of AmREIT Common Stock beneficially owned by each entity, person, trustee or executive officer is determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has the sole or shared voting power or investment power and also any shares that the individual has a right to acquire as of July 21, 2009 (60 days after May 21, 2009) through the exercise of any share option or other right. Unless otherwise indicated, each person has sole voting and investment power (or shares such powers with his spouse) with respect to the shares set forth in the following table.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Voting Common Shares
H. Kerr Taylor President, Chairman of the Board & Chief Executive Officer	1,355,999 <sup>(1) (2)</sup>	6.65%
Robert S. Cartwright Trustee	41,791 <sup>(1)</sup>	*
Philip Taggart Trustee	26,374 <sup>(1)</sup>	*
H.L. Hank Rush, Jr. Trustee	18,400 <sup>(1)</sup>	*
Chad C. Braun Secretary, CFO and Executive VP	95,979 <sup>(1)</sup>	*
All trustees and executive officers as a group	1,538,543	7.55%

\*  
Less  
than  
1%

- (1) Management and the trustees of AmREIT only have beneficial ownership of Class A Stock. However, because all classes of AmREIT Common Stock will vote as a single class on the merger, their percent of voting common stock is a calculation of their ownership of the shares of Class A Stock divided by the total AmREIT Common Stock outstanding.
- (2) Includes 89,641 shares of Class A Stock owned by REITPlus over which Mr. Taylor exercises voting power in his capacity as chief executive officer of REITPlus. The REITPlus Board has directed Mr. Taylor to vote these shares FOR the merger.

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**REITPlus**

The following table sets forth certain information regarding the beneficial ownership of the REITPlus Common Stock as of May 21, 2009 by (1) each person known by REITPlus to own beneficially more than 5% of the outstanding REITPlus Common Stock, (2) all current REITPlus directors, (3) each current REITPlus executive officer, and (4) all current REITPlus directors and executive officers as a group. The number of shares beneficially owned by each entity, person, director or executive officer is determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has the sole or shared voting power or investment power and also any shares that the individual has a right to acquire as of July 21, 2009 (60 days after May 21, 2009) through the exercise of any stock option or other right. Unless otherwise indicated, each person has sole voting and investment power (or shares such powers with his spouse) with respect to the shares set forth in the following table.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Voting REITPlus Common Stock
H. Kerr Taylor President, Chairman of the Board and Chief Executive Officer		%
Brent M. Longnecker - Director	2,000	*
Scot J. Luther Director	2,000	*
Mack D. Pridgen III Director	2,000	*
Chad C. Braun Executive Vice President and Chief Financial Officer		
All directors and executive officers as a group	6,000	*%

\*

Less than 1%

#### Federal and State Regulatory Requirements

Other than the Form S-4 of which this joint proxy statement/prospectus forms a part becoming effective, our obtaining any necessary approvals under state securities or blue sky laws, the consent of AmREIT's credit facility lender, the consent of REITPlus joint venture partner and the filing of articles of merger by REITPlus and AmREIT with the State Department of Assessments and Taxation of the State of Maryland, or the SDAT, we are unaware of any other material federal, state or foreign regulatory requirements or other consent or approval that may be required to consummate the merger.

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#### The Merger Agreement

The merger agreement is attached to this joint proxy statement/prospectus as Annex D. We encourage you to read the merger agreement in its entirety because it is the legal document that governs the merger. The merger agreement has been included in this joint proxy statement/prospectus to provide you with information regarding its terms. It is not intended to provide you with any factual information about REITPlus or AmREIT.

#### What We Need to Do to Complete the Merger (See page 60 of the merger agreement)

REITPlus and AmREIT will complete the merger only if the conditions in the merger agreement are satisfied or, in some cases, waived. These conditions include:

the approval of the merger by the shareholders of REITPlus and AmREIT at their respective special meetings pursuant to which this joint proxy statement/prospectus is being circulated;

the receipt of all material approvals, authorizations and consents required to consummate the merger;

the absence of preliminary or permanent injunctions issued by any court or other governmental authority that would render the merger illegal or would otherwise prohibit its consummation;

the registration statement of which this joint proxy statement/prospectus is a part will have been declared effective by the SEC and no stop order suspending its effectiveness will have been issued by the SEC;

each of the representations and warranties of REITPlus and AmREIT contained in the merger agreement will be true and correct in all material respects as of the Closing Date (as defined in the merger agreement); and

REITPlus and AmREIT will have performed or complied with all agreements and covenants required by the merger agreement.

#### REITPlus Is Prohibited from Soliciting Other Offers (See page 45 of the merger agreement)

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Under the terms of the merger agreement, REITPlus is prohibited from soliciting any proposal for the acquisition of greater than 10% of the equity or consolidated assets of REITPlus. The merger agreement contains standard exceptions to this prohibition for instances of (i) responding to a tender or exchange offer, (ii) responding to an acquisition offer that is superior to the proposed value derived from the merger or (iii) complying with the fiduciary obligations of the REITPlus Board.

### **Termination of the Merger Agreement (See page 61 of the merger agreement)**

The merger agreement may be terminated at any time before the date of the closing of the merger if:

the REITPlus Board and the AmREIT Board mutually consent in writing;

any governmental authority permanently restrains, enjoins or otherwise prohibits the transactions contemplated by the merger;

any federal or state legal requirement that makes the consummation of the merger illegal is in effect or is enacted or adopted since the date of the merger agreement;

the shareholders of either REITPlus or AmREIT fail to approve the merger at their respective special meetings;

AmREIT accepts an offer to acquire its capital stock or consolidated assets that would result in the realization of greater value for AmREIT shareholders than would the merger, including over a longer time period than that contemplated by the merger;

REITPlus or AmREIT breaches a material representation, warranty, covenant or agreement without curing such a breach within the acceptable time or before the outside closing date for the merger;

the closing of the merger does not occur before the outside date set forth in the merger agreement; or

the REITPlus Board withdraws, modifies or changes in any manner adverse to AmREIT its approval or recommendation of the merger, or recommends or approves another merger transaction.

### **Continuing Indemnification of AmREIT Officers and Trustees (see page 52 of the merger agreement)**

Under the terms of the merger agreement, all rights to indemnification, advancement of expenses, and exculpation and release that currently exist in favor of the officers and trustees of AmREIT under applicable law or as provided by AmREIT's governing documents with respect to matters occurring at or prior to the date of the merger will continue in full force and effect for at least six years following the date of the merger. The surviving corporation has agreed under the merger agreement to honor those rights to indemnification, advancement of expenses, and exculpation and release to the fullest extent of the law. Furthermore, REITPlus has agreed that the AmREIT officers and trustees will have the benefit of their current trustees' and officers' liability insurance.

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## **Other Information**

### **Rights of Objecting Shareholders under the MGCL and the Merger Agreement.**

AmREIT currently is a Maryland real estate investment trust governed by the Maryland REIT Law and, with respect to mergers and the rights of objecting shareholders, the MGCL. The AmREIT Declaration of Trust provides, in accordance with Section 3-202(c)(4) of the MGCL, that holders of AmREIT Common Stock shall not be entitled to exercise the rights of objecting shareholders with respect to the merger unless AmREIT's Common Stock is owned of record by less than 2,000 holders. As of the date of mailing of this joint proxy statement/prospectus, AmREIT's Common Stock was owned of record by more than 5,000 holders. Therefore, AmREIT shareholders will have no right to object to the merger and receive fair value for their shares of AmREIT Common Stock.

REITPlus currently is a Maryland corporation governed by the MGCL. The REITPlus Charter provides, in accordance with Section 3-202(c)(4) of the MGCL, that holders of REITPlus Common Stock shall not be entitled to exercise the rights of objecting shareholders with respect to the merger unless the REITPlus Board determines that such rights apply. The REITPlus Board has not made such determination, and, therefore, REITPlus shareholders shall have no right to object to the merger and receive fair value for their shares of REITPlus Common Stock.

### **Accounting Treatment**



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The merger will be treated as a purchase for financial accounting reporting purposes. AmREIT will be the accounting acquiror due to the relative sizes of the constituent companies and the approximately 96.7% ownership of the surviving corporation by AmREIT's shareholders. This means that AmREIT will record all assets of REITPlus deemed acquired and all REITPlus liabilities deemed assumed at their estimated fair values at the time the merger is completed.

### Differences in Rights of REITPlus Common Shareholders and AmREIT Shareholders

The rights of AmREIT shareholders are currently governed by the Maryland REIT Law and AmREIT's Declaration of Trust and Bylaws. The rights of REITPlus shareholders are currently governed by the MGCL and the REITPlus Charter and Bylaws. Following the merger, the rights of former AmREIT shareholders who receive REITPlus Common Stock and REITPlus shareholders will be governed by the MGCL and the REITPlus Articles of Amendment and Restatement and Bylaws. For a comparison of shareholder rights under the REITPlus Charter, the AmREIT Declaration of Trust and the REITPlus Articles of Amendment and Restatement, see Comparison of Shareholder Rights beginning on page 54.

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### AMREIT COMMON STOCK

Class A Stock - As of May 21, 2009, there were approximately 512 holders of record for 5,279,084 shares of Class A Stock outstanding, net of 1,355,405 shares held in treasury. On December 1, 2008 the Board of Trust Managers of AmREIT (acting as a Texas REIT) approved the privatization of AmREIT through the voluntary withdrawal of its shares of Class A Stock from listing on the NYSE Alternext Exchange (NYSE, formerly the American Stock Exchange). On December 19, 2008, trading on the NYX ceased and all AmREIT share classes became unlisted. Since the voluntary withdrawal of the listing on the NYX on December 19, 2008, shares of Class A Stock have been exchanged sporadically in The Pink Sheets, which is an electronic market where quotations to purchase and sell securities may be entered by registered broker-dealers. Upon voluntarily delisting on the NYX in December, AmREIT's Board of Trust Managers intended that no trading market exist for the company's shares of Class A Stock, and trading in The Pink Sheets market, which began on December 22, 2008, was not requested by AmREIT or the AmREIT Board and has been increasingly limited and sporadic, with volume during the month of May 2009 (through May 21, 2009) being an average of less than 1,000 shares per day. The AmREIT Board has determined in its business judgment that the prices at which the Class A Stock has been exchanged in the Pink Sheets are not indicative of the fair market value of the Class A Stock.

Class C Stock - As of May 21, 2009, there were approximately 1,203 holders of record for 4,139,802 shares of Class C Stock. The Class C Stock is not listed on an exchange and there is currently no available trading market for the Class C Stock. Each share of Class C Stock has the same general voting rights as each share of Class A Stock and Class D Stock. The shares of Class C Stock were issued at \$10.00 per share. Holders of shares of Class C Stock are entitled to a fixed 7.0% non-cumulative preferred annual dividend, payable in monthly installments, when, as and if declared by the AmREIT Board. The AmREIT Declaration of Trust requires prior or contemporaneous payment of monthly dividends with respect to shares of Class C Stock before a monthly dividend can be paid with respect to shares of Class A Stock and Class D Stock. Shares of Class C Stock are convertible into shares of Class A Stock after a 7-year lock out period (which ends in August 2010 with respect to the earliest issued shares of Class C Stock) at a conversion price equal to 110% of invested capital (or \$11.00 per share), at the holder's option. After three years and beginning in August 2006, subject to the issuance date of the respective shares, AmREIT has the right to redeem, in whole or in part, shares of Class C Stock for a cash redemption price of \$11.00 per share, or at the holder's option, shares of Class A Stock at the conversion price described above.

Class D Stock - As of May 21, 2009, there were approximately 3,312 holders of record for 10,993,010 shares of Class D Stock. The Class D Stock is not listed on an exchange and there is currently no available trading market for the Class D Stock. Each share of Class D Stock has the same general voting rights as each share of Class A Stock and Class C Stock. The shares of Class D Purchased Stock were issued at \$10.00 per share, and dividends on Class D Stock reinvested pursuant to the Class D share Dividend Reinvestment Plan were reinvested in Class D DRIP Stock at \$9.50 per share. Holders of shares of Class D Stock are entitled to a fixed 6.5% non-cumulative annual dividend on the \$10.00 per share original issuance price, paid in monthly installments, when, as and if declared by the AmREIT Board, subject to prior or contemporaneous payment of monthly dividends then payable with respect to shares of Class C Common Stock. The AmREIT Declaration of Trust does not require prior or contemporaneous payment of monthly dividends with respect to shares of Class D Stock before monthly dividends can be Paid with respect to shares of Class A Stock. Consequently, holders of Class A Stock could receive payments of monthly dividends in certain months when no dividends are paid with respect to the Class D Stock. After a 7-year lock out period (which ends in July 2011 with respect to the earliest issued shares of Class D Stock), shares of Class D Purchased Stock are convertible at the holder's option into shares of Class A Stock at a conversion price equal to the \$10.00 per share issuance price plus a 7.7% premium on original capital. Shares of Class D DRIP Stock are convertible into shares of Class A Stock at the same time as Class D Purchased Stock, on a one-for-one basis with no conversion premium. After one year and beginning in July 2005, subject to the issuance date of the respective shares, AmREIT has the right to redeem, in whole or in part, shares of Class D Stock at a cash price of \$10.00 per share plus the accreted portion of the conversion premium.

## REITPLUS COMMON STOCK

As of May 21, 2009, there were 257 holders of record of 752,208 shares of REITPlus Common Stock. There is no established public trading market for shares of REITPlus Common Stock.

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## COMPARATIVE PER SHARE DATA

The following table presents, for the periods indicated, selected historical per share data for REITPlus Common Stock and AmREIT Common Stock. You should read this information in conjunction with, and the information is qualified in its entirety by, the consolidated financial statements and accompanying notes of REITPlus and AmREIT, which are attached hereto as Annexes B and C.

	<b>Three Months Ended March 31, 2009</b>	<b>Year Ended December 31, 2008</b>
	Unaudited	
<i>REITPlus-Historical</i>		
Income (loss) from continuing operations per common share - basic and diluted	\$(0.19)	\$1.02
Book value per share at period end	\$7.51	\$7.78
<i>AmREIT-Historical</i>		
Income (loss) from continuing operations per common share - basic and diluted	\$(0.37)	\$(1.42)
Book value per share at period end	\$6.27	\$6.30
<i>Unaudited Pro Forma Combined</i>		
Loss from continuing operations per common share - basic and diluted	\$(0.09)	\$(0.39)
Book value per share at period end	\$5.89	

## Dividend Information

The REITPlus Common Stock and the AmREIT Common Stock are not traded on any national securities exchange. The following table shows the cash dividends paid per share of REITPlus Common Stock and the distributions paid per share of AmREIT Common Stock. There is no trading market for the REITPlus Common Stock or AmREIT Common Stock.

	<b>REITPlus Common Stock</b>	<b>AmREIT Class A Stock</b>	<b>AmREIT Class C Stock</b>	<b>AmREIT Class D Stock</b>
	<b>Dividends</b>	<b>Distributions</b>	<b>Distributions</b>	<b>Distributions</b>
<b>2007</b>				
First Quarter	\$	\$ 0.1242	\$ 0.1750	\$ 0.1625
Second Quarter	\$	\$ 0.1242	\$ 0.1750	\$ 0.1625
Third Quarter	\$	\$ 0.1242	\$ 0.1750	\$ 0.1625
Fourth Quarter	\$	\$ 0.1242	\$ 0.1750	\$ 0.1625
<b>2008</b>				
First Quarter	\$	\$ 0.1242	\$ 0.1750	\$ 0.1625
Second Quarter	\$	\$ 0.1242	\$ 0.1750	\$ 0.1625
Third Quarter	\$ 0.1089	\$ 0.1242	\$ 0.1750	\$ 0.1625
Fourth Quarter	\$ 0.1250	\$ 0.1242	\$ 0.1750	\$ 0.1625

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	REITPlus Common Stock	AmREIT Class A Stock	AmREIT Class C Stock	AmREIT Class D Stock
	Dividends	Distributions	Distributions	Distributions
<b>2009</b>				
First Quarter	\$ 0.0750	\$ 0.1242	\$ 0.1750	\$ 0.1625
Second Quarter (through April 30, 2009)	\$ 0.0250	\$ 0.0414	\$ 0.0583	\$ 0.0541

**Dividend Policy**

The REITPlus Board determines the time and amount of dividends to holders of REITPlus Common Stock. Future dividends with respect to the REITPlus Common Stock will be authorized at the discretion of the REITPlus Board and will depend on REITPlus's actual cash flow, its financial condition, its capital requirements, the annual distribution requirements under the REIT provisions of the Code, and such other factors as the REITPlus Board may deem relevant.

After the merger, REITPlus will continue to operate as a REIT and, as such, expects to pay regular dividends in respect of the REITPlus Common Stock in order to meet the requirements in the Code for continued qualification as a REIT. No monthly dividends or other distributions will be paid with respect to outstanding shares of AmREIT Common Stock during the month in which the merger is consummated, but the merger agreement provides that the REITPlus Board shall declare a dividend payable on the last day of the month in which the merger is consummated to holders of REITPlus Common Stock immediately after consummation of the Merger. It is anticipated that the rate of such dividend will be the same as the then-current monthly dividend rate with respect to the AmREIT Class A Stock, currently \$0.041667 per share. The current dividend rate with respect to the Class A Stock, adjusted as appropriate to take into account the Class C Exchange Ratio, the Class D Purchased Share Exchange Ratio and the Class D DRIP Share Exchange Ratio, is less than the current dividend rate with respect to the Class C Stock, the Class D Purchased Stock and the Class D DRIP Stock. The following table reflects the dividend rates currently in effect for REITPlus and all classes of AmREIT Common Stock compared to the current dividend rate for the Class A Stock, adjusted as appropriate for the applicable exchange ratio:

Dividend Pre-Merger	REITPlus	Class A Stock	Class C Stock	Class D Purchased Stock	Class D DRIP Stock
Per month	\$ 0.0250	\$ 0.041667	\$ 0.058333	\$ 0.054167	\$ 0.054167
Per year	\$ 0.30	\$ 0.50	\$ 0.70	\$ 0.65	\$ 0.65

**As Converted Based on  
Exchange Ratio**

Exchange Ratio	1.0 to 1.0	1.0 to 1.0	1.16 to 1.0	1.11 to 1.0	1.0 to 1.0
Per month	\$ 0.041667	\$ 0.041667	\$ 0.048333	\$ 0.045833	\$ 0.041667
Per year	\$ 0.50	\$ 0.50	\$ 0.58	\$ 0.55	\$ 0.50

Annual difference per 1,000 per shares	\$ 200.00	\$	\$ (120.00)	\$ (100.00)	\$ (150.00)
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**RISK FACTORS**

*The merger involves certain risks and other adverse factors. You are urged to read this joint proxy statement/prospectus carefully in its entirety, including all annexes and supplements hereto and including the matters addressed in Warning About Forward-Looking Statements,*

and should carefully consider the following risk factors in evaluating the merger.

### **Risks Relating to the Merger**

***The values of the Class A Stock and the REITPlus Common Stock, which values are an important factor in determining the Class A Exchange Ratio, the Class C Exchange Ratio, the Class D Purchased Share Exchange Ratio and the Class D DRIP Share Exchange Ratio, are estimates by the AmREIT Board and the REITPlus Board, respectively, and are not based on an active trading market.***

The AmREIT Board, after considering independent appraisals of AmREIT's real estate properties by CB Richard Ellis, or CBRE, a full-service real estate firm, and Valuation Associates, a nationally-recognized real estate appraisal firm specializing in the appraisal of restaurant properties, input and analyses from management and a fairness opinion received from KeyBanc Capital Markets, has determined that the current fair market value of the Class A Stock is \$9.50 per share. The REITPlus Board, after considering an independent appraisal of REITPlus's single real estate property by CBRE, with input from management, has estimated the current fair market value of the REITPlus Common Stock to be \$9.50 per share. Based on these respective estimates, the parties have agreed that the Class A Exchange Ratio will be 1.0 share of REITPlus Common Stock for each share of Class A Stock. These estimates are not based on quoted prices in an established trading market and may not accurately reflect what an independent buyer under no compulsion to purchase would pay for either the Class A Stock or the REITPlus Common Stock.

The provisions in the AmREIT Declaration of Trust governing the Class C Stock and the Class D Stock require that any merger agreement to which AmREIT is a party must provide for an exchange ratio with respect to the Class C Stock and Class D Stock that assumes the conversion of those classes of AmREIT Common Stock into Class A Stock. The conversion price of Class C Stock as set forth in the Declaration of Trust is equal to \$11.00 per share, which is referred to as the Class C Conversion Price. The conversion price of Class D Purchased Stock as set forth in the Declaration of Trust is equal to the original \$10.00 issuance price of the Class D Purchased Stock, increased by a premium of 1.1% per year outstanding (with a maximum increase of 7.7%), such increased price being referred to as the Class D Conversion Price. The Class D DRIP Stock is convertible into Class A Stock on a one-for-one basis. The conversion ratio of Class C Stock or Class D Purchased Stock, as the case may be, into Class A Stock is determined under the Declaration of Trust by dividing the applicable conversion price by the fair market value of the Class A Stock. Accordingly, in determining the Class C Exchange Ratio and the Class D Purchased Share Exchange Ratio, the AmREIT Board has used the following methodology: (1) the Class C Conversion Price of \$11.00 per share has been divided by an estimated fair market value of \$9.50 per share of Class A Stock to derive a conversion ratio of Class C Stock into Class A Stock of 1.16, which, when multiplied by the Class A Exchange Ratio of 1.0, yields a Class C Exchange Ratio of 1.16 shares of REITPlus Common Stock for each share of Class C Stock; and (2) the Class D Purchased Share Conversion Price of \$10.55 per share (equal to \$10.00 per share increased by 1.1% per year for the five years since the date of issue of the earliest-issued share of Class D Purchased Stock) has been divided by an estimated fair market value of \$9.50 per share of Class A Stock to derive a conversion ratio of Class D Purchased Stock into Class A Stock of 1.11, which when multiplied by the Class A Exchange Ratio of 1.0 yields a Class D Purchased Share Exchange Ratio of 1.11 shares of REITPlus Common Stock per share of Class D Purchased Stock. Because the fair market value of the Class A Stock and the REITPlus Common Stock are estimates that are not based on published quotations in any established trading market, there can be no assurance that the Class A Exchange Ratio, the Class C Exchange Ratio, the Class D Purchased Share Exchange Ratio or the Class D DRIP Share Exchange Ratio accurately represent the relative values of the various classes of AmREIT Common Stock and the REITPlus Common Stock or appropriately allocate the merger consideration among the various classes of AmREIT Common Stock.

***REITPlus and AmREIT expect to incur significant costs and expenses in connection with the merger which could result in the combined company not realizing some or all of the anticipated benefits of the merger.***

REITPlus and AmREIT are expected to incur one-time, pre-tax closing costs of approximately \$1.3 million in connection with the merger. These costs include regulatory filing fees, investment banking expenses, appraisal fees, legal and accounting fees, printing expenses and other related charges incurred and expected to be incurred by REITPlus and AmREIT. Completion of the merger could trigger a mandatory prepayment (including a penalty in some cases) of AmREIT debt unless appropriate lender consents or waivers are received. Although AmREIT does not believe that it has any such debt outstanding, if those consents and waivers cannot be obtained prior to completion of the merger, the existing AmREIT debt might be accelerated and need to be prepaid. There can be no assurance that the costs incurred by REITPlus and AmREIT in connection with the merger will not be higher than expected or that the combined company will not incur additional unanticipated costs and expenses in connection with the merger.

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***There may be unexpected delays in the consummation of the merger, which would delay AmREIT shareholders' receipt of the merger consideration and could impact AmREIT's ability to timely achieve cost savings associated with the merger.***

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The merger is expected to close during September 2009. However, certain events may delay the consummation of the merger. If these events were to occur, the receipt of shares of REITPlus Common Stock by holders of AmREIT Common Stock would be delayed. Some of the events that could delay the consummation of the merger include difficulties in obtaining shareholder approval of the merger or the satisfaction of any closing conditions to which the merger is subject. If the merger were to not close in a timely manner as expected, the realization by the surviving company of the anticipated cost savings associated with the merger may be delayed, thereby prolonging the duplicative cost burden on AmREIT and its shareholders.

***REITPlus has interests in the merger that may be different from, or in addition to, the interests of other AmREIT shareholders generally.***

REITPlus may have interests in the merger that may be different from, or in addition to, the interests of other AmREIT shareholders generally. Specifically, upon consummation of the merger, AmREIT will forgo, and REITPlus will save, management and other fees that REITPlus is obligated to pay AmREIT pursuant to various agreements between the parties, and AmREIT will forgo any right to its deferred incentive fee under its Advisory Agreement with REITPlus. The AmREIT Board was aware of these interests and considered them, among other matters, in approving the merger.

REITPlus is the holder of approximately 0.5% of the outstanding AmREIT Common Stock and intends to vote its AmREIT Common Stock in favor of the merger.

***Failure to complete the merger could negatively impact future business and operations of REITPlus and/or AmREIT.***

It is possible that the merger may not be completed. If the merger is not completed, the respective businesses and operations of REITPlus and AmREIT may be harmed to the extent that there is uncertainty surrounding the future direction of REITPlus and AmREIT and the strategy of their respective management teams. The parties' obligations to complete the merger are subject to the satisfaction or waiver of specified conditions, some of which are beyond the control of REITPlus and AmREIT. For example, the merger is conditioned on the receipt of the required approvals of REITPlus shareholders and AmREIT shareholders. If these approvals are not received, the merger cannot be completed even if all of the other conditions to the merger agreement are satisfied or waived. If the merger is not completed for any reason, REITPlus and/or AmREIT may be subject to certain material risks, including (i) the incurrence of substantial costs related to the merger, such as legal, accounting and financial advisor fees, which must be paid even if the merger is not completed; (ii) the fact that activities relating to the merger and related uncertainties may lead to a loss of revenue that REITPlus and/or AmREIT may not be able to regain if these transactions do not occur; and (iii) the focus of the parties' management being directed toward the merger instead of on their core businesses and other opportunities that could have been beneficial to REITPlus and AmREIT. If the merger is not completed, there can be no assurance to REITPlus shareholders and AmREIT shareholders that these risks will not materialize or materially adversely affect the business, financial condition, operating results and cash flows, including the ability to service debt and to make distributions, of REITPlus and/or AmREIT.

***AmREIT shareholders have no rights to demand fair value for their shares of AmREIT Common Stock in connection with the merger, and objecting AmREIT shareholders will be required to accept REITPlus Common Stock if the merger is consummated.***

AmREIT currently is a Maryland real estate investment trust governed by the Maryland REIT Law and, with respect to mergers and the rights of objecting shareholders, the MGCL. The AmREIT Declaration of Trust provides, in accordance with Section 3-202(c)(4) of the MGCL, that holders of AmREIT Common Stock shall not be entitled to exercise the rights of objecting shareholders with respect to the merger unless AmREIT's Common Stock is owned of record by less than 2,000 holders. As of the date of mailing of this joint proxy statement/prospectus, AmREIT's Common Stock was owned of record by more than 5,000 holders. Therefore, AmREIT shareholders will have no right to object to the merger and receive fair value for their shares of AmREIT Common Stock. This provision is consistent with the rights of objecting shareholders under Texas law, AmREIT's previous jurisdiction. Consequently, if the merger is consummated, objecting AmREIT shareholders will be required to accept REITPlus Common Stock and will generally have no means of disposing of such stock, as no market for REITPlus Common Stock is expected to exist immediately after consummation of the merger, and there can be no assurance that such market will exist in the future.

***REITPlus, AmREIT and/or the combined company may be subject to the risks of litigation relating to the merger.***

Any significant business combination transaction generates some degree of litigation risk, and both REITPlus and AmREIT may be subject to claims and actions incidental to the pending merger, potentially from shareholders or other third parties who seek to disrupt the transaction to serve their own interests. REITPlus and AmREIT are not currently aware of, nor do they presently anticipate, any such litigation, however the transaction may result in litigation prior to or upon closing of the transaction, if completed. If such litigation arises, the outcome of these proceedings cannot be predicted. If a plaintiff were successful in a claim against either or both REITPlus or AmREIT, either or both of the companies, or the combined company if the merger is closed, could be burdened with the required payment of a material sum of money. If this

were to occur, it could have an adverse effect on either or both companies' financial condition and the financial condition of the combined company if the merger is consummated. Moreover, both REITPlus and AmREIT are obligated to indemnify their respective directors and trustees in the event those persons are named as defendants in any such litigation and to advance expenses incurred by those persons, including legal fees, in defending such litigation. The cost of such indemnification could have a material adverse effect on the indemnifying entity.

***After the merger is completed, AmREIT shareholders and REITPlus shareholders will be governed by the REITPlus Articles of Amendment and Restatement and will have different rights that may be less advantageous than their current rights.***

After the closing of the merger, holders of AmREIT Common Stock will become holders of REITPlus Common Stock. REITPlus is a Maryland corporation and AmREIT is a Maryland real estate investment trust. The combined company will be governed by the REITPlus Articles of Amendment and Restatement that are included in the Plan of Merger, the provisions of which are substantially similar to the AmREIT Declaration of Trust except that the AmREIT Common Stock will be converted into a single class of REITPlus Common Stock. Differences in the REITPlus Articles of Amendment and Restatement, the REITPlus Charter and the AmREIT Declaration of Trust may result in changes to the rights of AmREIT shareholders and REITPlus shareholders. AmREIT shareholders or REITPlus shareholders may conclude that their current rights are more advantageous than the rights they may have under the REITPlus Articles of Amendment and Restatement. See Comparison of Shareholder Rights.

### **Risks Related to the Combined Company**

**The prospective management of the combined company believes that the risks associated with the combined company are not materially different from the risks attendant to REITPlus and AmREIT prior to the merger, and may include the following:**

***Adverse macroeconomic and business conditions may significantly and negatively affect the combined company's revenues, profitability and results of operations.***

The United States is currently in a deep recession that has resulted in higher unemployment, shrinking demand for products, large-scale business failures and tight credit markets. The combined company's results of operations may be sensitive to changes in overall economic conditions that impact tenant leasing practices. A continuation of ongoing adverse economic conditions affecting disposable tenant income, such as employment levels, business conditions, interest rates, tax rates, fuel and energy costs, and other matters could reduce overall tenant leasing or cause tenants to shift their leasing practices. A general reduction in the level of tenant leasing or shifts in tenant leasing practices could adversely affect the combined company's growth and profitability.

It is difficult to determine the breadth and duration of the economic and financial market problems and the many ways in which they may affect the combined company's tenants and its business in general. Nonetheless, continuation or further worsening of these difficult financial and macroeconomic conditions could have a significant adverse effect on the combined company's sales, profitability and results of operations.

***Real estate investments are subject to varying degrees of risk that may adversely affect the business and the operating results of the combined company after the merger.***

The combined company's revenue and the value of its properties may be adversely affected by a number of factors, including:

- acts of God, including earthquakes, floods and other natural disasters, which may result in uninsured losses;
- acts of war or terrorism, including the consequences of terrorist attacks;
- adverse changes in national and local economic and market conditions;
- changes in governmental laws and regulations, fiscal policies and zoning ordinances and the related costs of compliance with laws and regulations, fiscal policies and ordinances;

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- the perceptions of prospective tenants of the attractiveness of the properties;
- costs of remediation and liabilities associated with environmental conditions; and/or
- the potential for uninsured or under-insured property losses.

In addition, real estate values and income from properties are also affected by factors such as applicable laws, including tax laws, interest rate levels and the availability of financing. If the combined company's properties do not generate revenue sufficient to meet operating expenses, debt service, tenant improvements, leasing commissions and other capital expenditures, it may have to borrow additional amounts to cover its expenses. Incurring additional debt may harm the combined company's cash flow and ability to make distributions to its shareholders.

***The combined company would be subject to a range of complex organizational and operational requirements and would succeed to and may incur adverse tax consequences if AmREIT or REITPlus failed to qualify as a REIT for U.S. federal income tax purposes.***

As REITs, REITPlus and AmREIT must each distribute at least 90% of their REIT taxable income to their respective shareholders each year. Other restrictions apply to a REIT's income and assets. In any taxable year that REITPlus or AmREIT fails to qualify as a REIT, they would not be allowed a deduction for dividends paid to their respective shareholders in computing taxable income and thus would become subject to U.S. federal income tax as if they were regular taxable corporations. In such an event, either REITPlus or AmREIT could be subject to potentially significant tax liabilities. Unless entitled to relief under certain statutory provisions, REITPlus or AmREIT, as the case may be, would also be disqualified from treatment as a REIT for the four taxable years following the year in which they lost their qualification. REITPlus has assumed that AmREIT has qualified and will continue to qualify as a REIT for U.S. federal income tax purposes and that the combined company will be able to continue to qualify as a REIT following the merger. However, if AmREIT has failed or fails to qualify as a REIT and the merger is completed, the combined company generally would succeed to and may incur significant tax liabilities, and the combined company could possibly lose its REIT status should disqualifying activities continue after the merger.

***The combined company may be unable to effectuate the contemplated growth strategy.***

The combined company's growth strategy is currently contemplated to focus upon the acquisition and development of additional properties and related assets, including acquisitions through co-investment programs such as joint ventures. The combined company's plan to grow through the acquisition and development of new properties could be adversely affected by trends in the real estate and financing businesses. The consummation of any future acquisitions will be subject to satisfactory completion of an extensive valuation analysis and due diligence review and to the negotiation of definitive documentation. The combined company's ability to implement its contemplated strategy may be impeded because it may have difficulty finding new properties and investments at attractive prices that meet its investment criteria, negotiating with new or existing tenants or securing acceptable financing. If the combined company is unable to carry out its contemplated strategy, its financial condition and results of operations could be adversely affected.

Acquisitions of additional properties entail the risk that investments will fail to perform in accordance with expectations, including operating and leasing expectations. Redevelopment and new project development are subject to numerous risks, including risks of construction delays, cost overruns or force majeure events that may increase project costs, new project commencement risks such as the receipt of zoning, occupancy and other required governmental approvals and permits, and the incurrence of development costs in connection with projects that are not pursued to completion.

Some of the combined company's acquisitions and developments may be financed using the proceeds of periodic equity or debt offerings, lines of credit or other forms of secured or unsecured financing that may result in a risk that permanent financing for newly acquired projects might not be available or would be available only on disadvantageous terms. If permanent debt or equity financing is not available on acceptable terms to refinance acquisitions undertaken without permanent financing, further acquisitions may be curtailed or cash available for distribution to shareholders may be adversely affected.

***The interest of the combined company's shareholders could be diluted.***

The combined company's future growth will depend in part on its ability to raise additional capital. If the combined company raises additional capital through the issuance of common shares, the interests of the combined company's shareholders could be diluted. Likewise, the combined company's board of directors will be authorized to cause the combined company to issue preferred shares in one or more series, the holders of which would be entitled to dividends and voting and other rights as the combined company's board of directors determines, and which could be senior to or convertible into the combined company's common shares. Accordingly, an issuance by the combined company of common and/or preferred shares could be dilutive to or otherwise adversely affect the interests of the combined company's shareholders.

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***The combined company may have limited control over joint venture investments.***

AmREIT's joint venture investments will constitute a portion of the combined company's assets and will constitute a component of the combined company's growth strategy. The combined company's joint venture investments may involve risks not otherwise present for investments made prior to the merger, including the possibility that the combined company's joint venture partner might, at any time, become bankrupt, have different interests or goals than the combined company does, or take action contrary to the combined company's instructions, requests, policies or objectives, including the combined company's policy with respect to maintaining its qualification as a REIT. Other risks of joint venture investments include impasse on decisions, such as a sale, because neither the combined company nor a joint venture partner have full control over the joint venture. Also, there will be no limitation under the combined company's organizational documents as to the amount of

funds that may be invested in joint ventures.

***The combined company's common stock will not have a trading market and will have restrictions on transferability.***

The REITPlus Common Stock currently has no public or other trading market. The combined company will not immediately list its common stock on a national securities exchange, and it is unlikely that any person will make a market in the REITPlus Common Stock immediately after the merger, or that an active market for the REITPlus Common Stock will develop in the near future, if at all.

The REITPlus Common Stock will also be subject to significant restrictions on transferability. Under its amended and restated charter, the combined company may prohibit any transfer of the common shares of the combined company that would result in the combined company losing its REIT status under the Code and being treated as an association taxable as a corporation for federal income tax purposes. As a result of these restrictions on transferability, the combined company's shareholders may not be able to sell their REITPlus Common Stock should a need for immediate liquidity arise and, even if REITPlus Common Stock is sold, the price at which it is sold may be significantly less than its fair market value.

***The combined company will be dependent upon its key personnel.***

The combined company will be dependent on its key personnel for strategic business direction and real estate experience, the continued employment of any of whom cannot be guaranteed. AmREIT has previously entered into employment agreements with H. Kerr Taylor, its President, Chairman of the Board and Chief Executive Officer, Chad C. Braun, its Executive Vice-President, Chief Financial Officer and Secretary, Tenel H. Tayar, its Senior Vice-President and Chief Investment Officer, Charles Scoville, its Managing Vice-President and Director of Leasing/Property Management, and Brett Treadwell, its Managing Vice-President Finance and Chief Accounting Officer. Upon consummation of the merger, the following persons have agreed to assume the following positions at the combined company:

<b>Name</b>	<b>Title</b>
H. Kerr Taylor	President, Chairman of the Board and Chief Executive Officer
Chad C. Braun	Executive Vice-President, Chief Financial Officer and Secretary
Tenel H. Tayar	Senior Vice-President and Chief Investment Officer
Charles Scoville	Managing Vice-President and Director of Leasing/Property Management
Brett Treadwell	Managing Vice-President Finance and Chief Accounting Officer

The combined company's inability to retain the services of any of these executives or the combined company's loss of any of their services after the merger could adversely impact the operations of the combined company.

***Certain limitations will exist with respect to a third party's ability to acquire the combined company or effectuate a change in control.***

*Limitations imposed to protect the combined company's REIT status.* In order to protect the combined company against the loss of its REIT status, the REITPlus Articles of Amendment and Restatement restricts any shareholder from owning more than 9.8% in value of the combined company's outstanding shares, subject to certain exceptions. The ownership limit may have the effect of precluding acquisition of control of the combined company.

*Limitation due to the combined company's ability to issue preferred shares.* The REITPlus Articles of Amendment and Restatement authorizes the REITPlus Board to issue preferred shares, without limitation as to amount. The REITPlus Board will be able to establish the preferences and rights of any preferred shares issued which could have the effect of delaying or preventing someone from taking control of the combined company, even if a change in control were in its shareholders' best interests. Prior to the merger, the AmREIT Board may not designate or cause the issuance of AmREIT authorized preferred stock without the approval of the holders of Class C Stock and Class D Stock.

*Limitation imposed by the Maryland Business Combination Act.* The MGCL establishes special restrictions against business combinations between a Maryland corporation, including a Maryland REIT, and interested shareholders or their affiliates unless an exemption is applicable. An interested shareholder includes a person who beneficially owns, and an affiliate or associate of the combined company who, at any time within the two-year period prior to the date in question, was the beneficial owner of, 10% or more of the voting power of the combined company's then-outstanding voting shares, but a person is not an interested shareholder if the board of directors or trustees shall have approved in advance the transaction by which the person otherwise would have been an interested shareholder. Among other things, Maryland law prohibits (for a period of five years) a merger and certain other transactions between a Maryland corporation, including a Maryland REIT, and an



interested shareholder. The five-year period runs from the most recent date on which the interested shareholder became an interested shareholder. Thereafter, to consummate such business combination, the business combination (1) must be recommended by the combined company's board of directors or trustees and approved by the affirmative vote of holders of two-thirds of the number of shares of the combined company entitled to vote on the matter, among other conditions, and (2) must provide common shareholders with a minimum price for their shares and the consideration must be received in cash or in the same form as previously paid by the interested shareholder for its shares. The statute permits various exemptions from its provisions, including business combinations that are exempted by the board of directors or trustees prior to the time that the interested shareholder becomes an interested shareholder. The business combination statute could have the effect of discouraging offers to acquire the combined company and of increasing the difficulty of consummating any such offers, even if the combined company's acquisition would be in its shareholders' best interests.

*Maryland Control Share Acquisition Act.* The MGCL provides that control shares of a corporation or REIT acquired in a control share acquisition shall have no voting rights except to the extent approved by a vote of two-thirds of the vote eligible to be cast on the matter under the Maryland Control Share Acquisition Act. The term control shares means shares that, if aggregated with all other shares previously acquired by the acquirer or in respect of which the acquirer is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquirer to exercise voting power in electing trustees within one of the following ranges of voting power: one-tenth or more but less than one-third, one-third or more but less than a majority or a majority or more of all voting power. Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained shareholder approval. The term control share acquisition means the acquisition of control shares, subject to certain exceptions. If voting rights of control shares acquired in a control share acquisition are not approved at a shareholders' meeting, then, subject to certain conditions and limitations, the combined company may redeem any or all of the control shares for fair value. If voting rights of such control shares are approved at a shareholders' meeting and the acquirer becomes entitled to vote a majority of the shares entitled to vote, all other shareholders may exercise appraisal rights. Any control shares acquired in a control share acquisition which are not exempt under the combined company's bylaws will be subject to the Maryland Control Share Acquisition Act.

#### **Risk Factors Associated with AmREIT's Business**

*AmREIT is subject to conflicts of interest arising out of its relationships with its merchant development funds.*

AmREIT experiences competition for acquisition properties. Through its advisory business, AmREIT invests in and advises multiple merchant development funds, which can develop and manage certain types of properties similar to those in which AmREIT invests. In evaluating property acquisitions, certain properties may be appropriate for acquisition by either AmREIT or one of its merchant development funds. AmREIT shareholders do not have the opportunity to evaluate the manner in which these conflicts of interest are resolved. Generally, AmREIT evaluates each property, considering the investment objectives, creditworthiness of the tenants, expected holding period of the property, available capital and geographic and tenant concentration issues when determining the allocation of properties among AmREIT and its merchant development funds.

There are competing demands on AmREIT's management and the AmREIT Board. AmREIT's management team and the AmREIT Board are not only responsible for AmREIT, but also for its merchant development funds. For this reason, the management team and the AmREIT Board divide their management time and services among those funds and AmREIT, do not devote all of their attention to AmREIT and could take actions that are more favorable to the other entities than to AmREIT.

AmREIT may invest along side its merchant development funds. AmREIT may also invest in joint ventures, partnerships or limited liability companies for the purpose of owning or developing retail real estate projects. In either event, AmREIT may be a general partner and fiduciary for and owe certain duties to its other partners in such ventures. The interests, investment objectives and expectations regarding timing of dispositions may be different for the other partners than those of AmREIT shareholders, and there are no assurances that AmREIT shareholder interests and investment objectives will take priority.

AmREIT may, from time to time, purchase one or more properties from its merchant development funds. In such circumstances, AmREIT will work with the applicable merchant development fund to ascertain, and AmREIT will pay, the market value of the property. By AmREIT dealing directly with its merchant development funds in this manner, generally no brokerage commissions will be paid; however, there can be no assurance that the price AmREIT pays for any property will be equal to or less than the price AmREIT would have been able to negotiate from an independent third party. These property acquisitions from the merchant development funds will be limited to properties that the merchant development funds developed.

As a result of these factors, results for any quarter should not be relied upon as being indicative of performance in future quarters.

***The economic performance and value of AmREIT's shopping centers depend on many factors, each of which could have an adverse impact on its cash flows and operating results.***

The economic performance and value of AmREIT's properties can be affected by many factors, including the following:

- Changes in the national, regional and local economic climate;
- Local conditions such as an oversupply of space or a reduction in demand for retail real estate in the area;
- The attractiveness of the properties to tenants;
- Competition from other available space;
- AmREIT's ability to provide adequate management services and to maintain its properties;
- Increased operating costs, if these costs cannot be passed through to tenants;
- The expense of periodically renovating, repairing and re-leasing spaces;
- The financial condition of AmREIT's tenants;
- Fluctuations in interest rates;
- Changes in taxation or zoning laws;
- Availability of financing on acceptable terms or at all; and/or
- Potential liability under environmental or other laws or regulations.

The rents AmREIT receives and occupancy levels at its properties may decline as a result of adverse changes in any of these factors. If, following the merger, the rental revenues and/or occupancy levels of the combined company decline, the combined company will have less cash available to pay its indebtedness and distribute to its shareholders.

***Bankruptcy or insolvency of tenants may decrease AmREIT's revenues and available cash.***

From time to time, some of AmREIT's tenants have declared bankruptcy, and other tenants may declare bankruptcy or become insolvent in the future. If a major tenant declares bankruptcy or becomes insolvent, the rental property at which it leases space may have lower revenues and experience operational difficulties. In the case of AmREIT's shopping centers, the bankruptcy or insolvency of a major tenant could cause AmREIT to have difficulty leasing the remainder of the affected property. AmREIT's leases generally do not contain restrictions designed to ensure the creditworthiness of its tenants. As a result, the bankruptcy or insolvency of a major tenant could result in a lower level of net income and funds available for the payment of the combined company's indebtedness or for distribution to its shareholders.

***AmREIT's dependence on rental income may adversely affect its ability to meet its debt obligations and make distributions to its shareholders.***

The majority of AmREIT's income is derived from rental income from its portfolio of properties. As a result, the combined company's performance will depend on AmREIT's ability to collect rent from tenants. AmREIT's income and therefore the combined company's ability to make distributions would be negatively affected if a significant number of its tenants, or any of its major tenants:

- Delay lease commencements;
- Decline to extend or renew leases upon expiration;
- Fail to make rental payments when due; and/or
- Close stores or declare bankruptcy.

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Any of these actions could result in the termination of the tenant's leases and the loss of rental income attributable to the terminated leases. Lease terminations by an anchor tenant or a failure by that anchor tenant to occupy the premises could also result in lease terminations or reductions in rent by other tenants in the same shopping center under the terms of some leases. In addition, AmREIT cannot be sure that any tenant whose lease expires will renew that lease or that AmREIT will be able to re-lease space on economically advantageous terms. The loss of rental revenues from a number of AmREIT's tenants and AmREIT's inability to replace such tenants may adversely affect the combined company's profitability and its ability to meet debt and other financial obligations and make distributions to shareholders.

***Tenant, geographic or retail product concentrations in AmREIT's real estate portfolio could make the combined company vulnerable to negative economic and other trends.***

There is no limit on the number of properties that AmREIT may lease to a single tenant. However, under investment guidelines established by the AmREIT Board, no single tenant may represent more than 15% of AmREIT's total annual revenue unless approved by the

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AmREIT Board. The AmREIT Board reviews AmREIT's properties and potential investments in terms of geographic and tenant diversification. IHOP, Kroger and CVS/pharmacy accounted for 8.96%, 8.51% and 3.7%, respectively, of AmREIT's total operating revenues for the year ended December 31, 2008. There is a risk that any adverse developments affecting either Kroger, IHOP or CVS/Pharmacy could materially adversely affect revenues (thereby affecting the combined company's ability to make distributions to shareholders).

Approximately 59% of AmREIT's rental income for the year ended December 31, 2008, was generated from properties located in the Houston, Texas metropolitan area. Additionally, approximately 92% of AmREIT's rental income for the year was generated from properties located throughout major metropolitan areas in the State of Texas. Therefore, AmREIT is vulnerable to economic downturns affecting Houston and Texas, or any other metropolitan area where it might in the future have a concentration of properties.

If in the future properties AmREIT acquires result in or extend geographic or tenant concentrations or concentration of product types, such acquisitions may increase the risk that the combined company's financial condition will be adversely affected by the poor judgment of a particular tenant's management group, by poor performance of AmREIT's tenants' brands, by a downturn in a particular market sub-segment or by market disfavor with a certain product type.

The combined company's profitability and its ability to diversify its investments, both geographically and by type of properties purchased, will be limited by the amount of capital at its disposal. An economic downturn in one or more of the markets in which the combined company has invested could have an adverse effect on its financial condition and its ability to make distributions.

***If the combined company cannot meet its REIT distribution requirements, it may have to borrow funds or liquidate assets to maintain its REIT status.***

REITs generally must distribute 90% of their taxable income annually. In the event that the combined company does not have sufficient available cash to make these distributions, the ability of the combined company to acquire additional properties may be limited. Also, for the purposes of determining taxable income, the combined company may be required to include interest payments, rent and other items it has not yet received and exclude payments attributable to expenses that are deductible in a different taxable year. As a result, the combined company could have taxable income in excess of cash available for distribution. In such event, the combined company could be required to borrow funds or sell assets in order to make sufficient distributions and maintain its REIT status.

***Compliance or failure to comply with the Americans with Disabilities Act or other safety regulations and requirements could result in substantial costs.***

The Americans with Disabilities Act generally requires that public buildings, including AmREIT properties, be made accessible to disabled persons. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants. To date, neither REITPlus nor AmREIT has had any such claims that have resulted in any material expense or liability. If, under the Americans with Disabilities Act, the combined company is required to make substantial alterations and capital expenditures in one or more of its properties, including the removal of access barriers, it could adversely affect its financial condition and results of operations, as well as the amount of cash available for distribution to its shareholders.

AmREIT's properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If the combined company fails to comply with these requirements, it could incur fines or private damage awards. AmREIT does not know whether existing requirements will change or whether compliance with future requirements will require significant unanticipated expenditures that will affect its cash flow and results of operations.

***The combined company may not be able to obtain capital to make investments.***

AmREIT depends primarily on external financing to fund the growth of its business. This is because one of the requirements of the Internal Revenue Code of 1986, as amended, for a REIT is that it distribute 90% of its net taxable income, excluding net capital gains, to its shareholders. There is a separate requirement to distribute net capital gains or pay a corporate level tax in lieu thereof. Following the merger, the access to debt or equity financing of the combined company will depend on the willingness of third parties to lend or make equity investments and on conditions in the capital markets generally. AmREIT and other companies in the real estate industry have experienced limited availability of financing from time to time. Although AmREIT believes that the combined company will be able to finance any investments it may wish to make in the foreseeable future, new financing may not be available on acceptable terms.

***Covenants in AmREIT's debt instruments could adversely affect the combined company's financial condition and its acquisitions and development activities.***

The mortgages on AmREIT's properties contain customary covenants such as those that limit its ability, without the prior consent of the lender, to further mortgage the applicable property or to discontinue insurance coverage. AmREIT's unsecured credit facilities, unsecured debt securities and other loans that the combined company may obtain in the future contain customary restrictions, requirements and other limitations on its ability to incur indebtedness, including covenants that limit its ability to incur debt based upon the level of its ratio of total debt to total assets, its ratio of secured debt to total assets, its ratio of EBITDA to interest expense, and fixed charges, and that will require the combined company to maintain a certain level of unencumbered assets to unsecured debt. AmREIT's ability to borrow under these facilities is subject to compliance with certain financial and other covenants. In addition, failure to comply with these covenants could cause a default under the applicable debt instrument, and the combined company may then be required to repay such debt with capital from other sources. Under those circumstances, other sources of capital may not be available to the combined company or be available only on unattractive terms. Additionally, the ability of the combined company to satisfy current or prospective lenders' insurance requirements may be adversely affected if lenders generally insist upon greater insurance coverage against acts of terrorism than is available to the combined company in the marketplace or on commercially reasonable terms.

AmREIT relies upon debt financing, including borrowings under its unsecured credit facilities, issuances of unsecured debt securities and debt secured by individual properties, to finance acquisitions and development activities and for working capital. If the combined company is unable to obtain debt financing from these or other sources, or refinance existing indebtedness upon maturity, the financial condition and results of operations of the combined company would likely be adversely affected. If the combined company breaches covenants in its debt agreements, the lenders can declare a default and, if the debt is secured, can take possession of the property securing the defaulted loan.

**Risks Associated with an Investment in Real Estate**

***Real estate investments are relatively illiquid.***

Real estate investments are relatively illiquid. Illiquidity will limit the ability of the combined company to vary its portfolio promptly in response to changes in economic or other conditions. In addition, federal income tax provisions applicable to REITs may limit the ability of the combined company to sell properties at a time which would be in the best interest of its shareholders.

***The properties of the combined company will be subject to general real estate operating risks.***

In general, a downturn in the national or local economy, changes in zoning or tax laws or the lack of availability of financing could adversely affect occupancy or rental rates. In addition, increases in operating costs due to inflation and other factors may not be offset by increased rents. If operating expenses increase, the local rental market for properties similar to those of the combined company may limit the extent to which rents may be increased to meet increased expenses without decreasing occupancy rates. If any of the above occurs, the ability of the combined company to make distributions to shareholders could be adversely affected.

***The combined company may construct improvements, the cost of which may not be recoverable.***

The combined company may on occasion acquire properties and construct improvements or acquire properties under contract for development. Investment in properties to be developed or constructed is more risky than investments in fully developed and constructed properties with operating histories. In connection with the acquisition of these properties, the combined company may advance, on an unsecured basis, a portion of the purchase price in the form of cash, a conditional letter of credit and/or a promissory note. The combined company will be dependent upon the seller or lessee of the property under construction to fulfill its obligations, including the return of advances and the completion of construction. This party's ability to carry out its obligations may be affected by financial and other conditions which are beyond the control of the combined company.

If the combined company acquires construction properties, the general contractors and the subcontractors may not be able to control the construction costs or build in conformity with plans, specifications and timetables. The failure of a contractor to perform may necessitate the commencing of legal action by the combined company to rescind the construction contract, to compel performance or to rescind the combined company's purchase contract. These legal actions may result in increased costs to the combined company. Performance may also be affected or delayed by conditions beyond the contractor's control, such as building restrictions, clearances and environmental impact studies imposed or caused by governmental bodies, labor strikes, adverse weather, unavailability of materials or skilled labor and by financial insolvency of the general contractor or any subcontractors prior to completion of construction. These factors can result in increased project costs and

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corresponding depletion of the combined company's working capital and reserves and in the loss of permanent mortgage loan commitments relied upon as a primary source for repayment of construction costs.

The combined company may make periodic progress payments to the general contractors of properties prior to construction completion. By making these payments, the combined company may incur substantial additional risk, including the possibility that the developer or contractor receiving these payments may not fully perform the construction obligations in accordance with the terms of the contractor's agreement with the combined company and that the combined company may be unable to enforce the contract or to recover the progress payments.

***An uninsured loss or a loss that exceeds the insurance policy limits on AmREIT's properties could subject the combined company to lost capital or revenue on those properties.***

Under the terms and conditions of the leases currently in force on AmREIT's properties, tenants generally are required to indemnify and hold AmREIT harmless from liabilities resulting from injury to persons, air, water, land or property, on or off the premises, due to activities conducted on the properties, except for claims arising from AmREIT's negligence or intentional misconduct or that of AmREIT's agents. Tenants are generally required, at the tenant's expense, to obtain and keep in full force during the term of the lease, liability and property damage insurance policies. AmREIT has obtained comprehensive liability, casualty, property, flood and rental loss insurance policies on its properties. All of these policies may involve substantial deductibles and certain exclusions. In addition, AmREIT cannot assure shareholders of the combined company that the tenants will properly maintain their insurance policies or have the ability to pay the deductibles. Should a loss occur that is uninsured or in an amount exceeding the combined aggregate limits for the policies noted above, or in the event of a loss that is subject to a substantial deductible under an insurance policy, the combined company could lose all or part of the capital AmREIT invested in, and anticipated revenue from, one or more of the properties, which could have a material adverse effect on the operating results and financial condition of the combined company, as well as its ability to make distributions to shareholders.

***The combined company will have no economic interest in leasehold estate properties.***

AmREIT currently owns properties, and may acquire additional properties, in which it owns only the leasehold interest, and does not own or control the underlying land. With respect to these leasehold estate properties, the combined company will have no economic interest in the land at the expiration of the lease, and therefore may lose the right to the use of the properties at the end of the ground lease.

***The combined company may invest in joint ventures.***

Joint venture investments present certain risks:

The joint venture partner may have economic or business interests or goals which are inconsistent with those of the combined company;

The potential inability of the combined company's joint venture partner to perform;

The joint venture partner may take actions contrary to the combined company's requests or instructions or contrary to the combined company's objectives or policies; and/or

The joint venture partners may not be able to agree on matters relating to the property they jointly own. Although each joint owner is likely to have a right of first refusal to purchase the other owner's interest, in the event a sale is desired, the joint owner may not have sufficient resources to exercise such right of first refusal.

The combined company also may participate with other investors, possibly including investment programs or other entities affiliated with its management, in investments as tenants-in-common or in some other joint venture arrangement. The risks of such joint ownership may be similar to those mentioned above for joint ventures and, in the case of a tenancy-in-common, each co-tenant normally has the right, if an un-resolvable dispute arises, to seek partition of the property, which partition might decrease the value of each portion of the divided property.

***The properties of the combined company may be subject to environmental liabilities.***

Under various federal and state environmental laws and regulations, as an owner or operator of real estate, the combined company may be required to investigate and clean up certain hazardous or toxic substances, asbestos-containing materials, or petroleum product releases at its properties. The combined company may also be held liable to a governmental entity or to third parties for property damage and for investigation and cleanup costs incurred by those parties in connection with the contamination. In addition, some environmental laws create a lien in favor of the government on the contaminated site for damages and costs the government incurs in connection with the contamination. The presence of

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contamination or the failure to remediate contaminations at any of the combined company's properties may adversely affect its ability to sell or lease the properties or to borrow using the properties as collateral. The combined company could also be liable under common law to third parties for damages and injuries resulting from environmental contamination coming from its properties.

Certain of AmREIT's properties that will become the combined company's properties have had prior tenants such as gasoline stations and, as a result, have existing underground storage tanks and/or other deposits that currently or in the past contained hazardous or toxic substances. Other properties have known asbestos containing materials. The existence of underground storage tanks, asbestos containing materials or other hazardous substances on or under the combined company's properties could have the consequences described above. Also, AmREIT has not recently had environmental reports produced for many of its older properties, and, as a result, many of the environmental reports relating to its older properties are significantly outdated. In addition, AmREIT has not obtained environmental reports for five of its older properties. These properties could have environmental conditions with unknown consequences.

All of the combined company's future properties will be acquired subject to satisfactory Phase I environmental assessments, which generally involve the inspection of site conditions without invasive testing such as sampling or analysis of soil, groundwater or other media or conditions; or satisfactory Phase II environmental site assessments, which generally involve the testing of soil, groundwater or other media and conditions. The board of directors of the combined company may determine that it will acquire a property in which a Phase I or Phase II environmental assessment indicates that a problem exists and has not been resolved at the time the property is acquired, provided that (i) the seller has (a) agreed in writing to indemnify the combined company and/or (b) established in escrow cash equal to a predetermined amount greater than the estimated costs to remediate the problem; or (ii) the combined company has negotiated other comparable arrangements, including, without limitation, a reduction in the purchase price. The combined company cannot be sure, however, that any seller will be able to pay under an indemnity the combined company obtains or that the amount in escrow will be sufficient to pay all remediation costs. Further, the combined company cannot be sure that all environmental liabilities have been identified or that no prior owner, operator or current occupant has created an environmental condition not known to the combined company. Moreover, the combined company cannot be sure that (i) future laws, ordinances or regulations will not impose any material environmental liability or (ii) the current environmental condition of its properties will not be affected by tenants and occupants of the properties, by the condition of land or operations in the vicinity of the properties (such as the presence of underground storage tanks), or by third parties unrelated to the combined company. Environmental liabilities that the combined company may incur could have an adverse effect on its financial condition or results of operations.

### ***AmREIT depends upon its anchor tenants to attract shoppers.***

AmREIT owns several grocery anchored and other shopping centers that are typically anchored by well-known national or regional tenants who generate shopping traffic at the shopping center or property. Following the merger, the value of the combined company's properties would be adversely affected if tenants or anchors failed to meet their contractual obligations, sought concessions in order to continue operations or ceased their operations. If the sales of stores operating in the combined company's properties were to decline significantly due to economic conditions, closing of anchors or for other reasons, tenants may be unable to pay their minimum rents or expense recovery charges. In the event of a default by a tenant or anchor, the combined company may experience delays and costs in enforcing its rights as landlord.

### **Risks Associated with Federal Income Taxation of the Combined Company**

#### ***The failure by the combined company to qualify as a REIT for tax purposes would result in taxation of the combined company as a corporation and the reduction of funds available for shareholder distribution.***

Although we believe the combined company will be organized and will operate so as to qualify as a REIT, the combined company may not be able to continue to remain so qualified. In addition, REIT qualification provisions under the tax laws may change. We are not aware, however, of any currently pending tax legislation that would adversely affect the combined company's ability to qualify as a REIT.

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For any taxable year that the combined company fails to qualify as a REIT, it will be subject to federal income tax on its taxable income at corporate rates. In addition, unless entitled to relief under certain statutory provisions, the combined company also will be disqualified from treatment as a REIT for the four taxable years following the year during which qualification is lost. This treatment would reduce the net earnings available for investment or distribution to shareholders because of the additional tax liability for the year or years involved. In addition, distributions no longer would qualify for the dividends paid deduction nor would there be any requirement that such distributions be made. To the extent that distributions to shareholders would have been made in anticipation of its qualifying as a REIT, the combined company might be required to borrow funds or to liquidate certain of its investments to pay the applicable tax.

#### ***The combined company may be liable for prohibited transaction tax and/or penalties.***

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A violation of the REIT provisions, even where it does not cause failure to qualify as a REIT, may result in the imposition of substantial taxes, such as the 100% tax that applies to net income from a prohibited transaction if the combined company is determined to be a dealer in real property. Because the question of whether that type of violation occurs may depend on the facts and circumstances underlying a given transaction, these violations could inadvertently occur. To reduce the possibility of an inadvertent violation, the board of directors of the combined company intends to rely on the advice of legal counsel in situations where they perceive REIT provisions to be inconclusive or ambiguous.

*Changes in the tax law may adversely affect the REIT status of the combined company.*

The discussions of the federal income tax considerations are based on current tax laws. Changes in the tax laws could result in tax treatment that differs materially and adversely from that described herein.

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### THE MERGER

#### BACKGROUND OF THE ACTIONS

##### Historical Context

AmREIT's direct predecessor, American Asset Advisers Trust, Inc. (AAA), was formed as a Maryland corporation in 1993. Prior to 1998, AAA was externally advised by American Asset Advisors Corp., which was formed in 1985. Each of these entities was founded by H. Kerr Taylor, AmREIT's chairman and chief executive officer. In June 1998, AAA merged with its advisor and changed its name to AmREIT, Inc. and became a self-advised, self-managed REIT, of which Mr. Taylor was the chairman and chief executive officer. In December 2002, AmREIT, Inc. reorganized as a Texas REIT and became AmREIT and operated as a self-advised, self-managed Texas REIT. In 2002, in connection with AmREIT's rollup of three limited partnerships it managed, AmREIT issued shares of class B convertible common stock (Class B Stock) as well as additional shares of Class A Stock. The Class B Stock was convertible into Class A Stock at a conversion price of \$9.50 per share and was not listed on a securities exchange. At that time, AmREIT's Class A Stock was also listed for trading on the American Stock Exchange. On May 21, 2009, AmREIT changed its state of domicile from Texas to Maryland by merging with a newly formed Maryland REIT.

REITPlus was formed by AmREIT in April 2007 to acquire a portfolio of retail and mixed-use properties, including a combination of stabilized, income-producing properties and value-added opportunities. REITPlus was organized as an externally managed Maryland corporation that intended to elect to be taxed as a REIT. On May 31, 2007, REITPlus filed with the SEC a registration statement for the offer and sale of up to 50 million shares of REITPlus Common Stock at a fixed price of \$10.00 per share and up to an additional 5,263,158 shares of REITPlus Common Stock at a fixed price of \$9.50 per share pursuant to a dividend reinvestment plan. The registration statement was declared effective by the SEC on November 21, 2007, at which time REITPlus commenced its public offering of REITPlus Common Stock. The REITPlus Board intended to continuously offer and sell shares of REITPlus Common Stock pursuant to the registration statement, but did not intend to list or cause the quotation of such shares on any securities exchange or in any automated quotation system. In September 2008, the REITPlus Board elected to discontinue the offering of REITPlus Common Stock pursuant to the registration statement. At such time, REITPlus had offered and sold 752,307 shares of REITPlus Common Stock.

##### Background of the Merger

From the time of its reorganization in 1998 until late 2008, AmREIT operated three separate businesses: (1) its real estate investment business, (2) a real estate securities brokerage business and (3) a real estate development and management business for affiliates and third party clients. The securities business primarily acted as a wholesaler for private and public funds promoted by AmREIT, but also assisted in the distribution of shares of Class C Stock and Class D Stock. The real estate development and management business provided a fully integrated real estate solution including construction and development, property management, asset acquisition and disposition, brokerage and leasing, tenant representation, sale/leaseback and joint venture management services to affiliates and third parties, deriving fee income in return.

In August 2003 and September 2004, respectively, AmREIT commenced registered public offerings of up to 4,400,000 shares of Class C Stock and up to 17,000,000 shares of Class D Stock, which shares were convertible into Class A Stock at conversion prices of \$11.00 per share and \$10.77 per share, respectively, beginning seven years after issuance. Neither the Class C Stock nor the Class D Stock was listed on a securities exchange. In May 2005, AmREIT issued 2,400,000 shares of Class A Stock in an underwritten public offering. Between the fourth quarter 2006 and the third quarter 2008, through a series of tender offers, AmREIT used a portion of the proceeds of the offering of Class A Stock to acquire all outstanding shares of Class B Stock, so that at end of the third quarter 2008, AmREIT's outstanding common stock consisted only of Class A Stock, Class C Stock and Class D Stock. The balance of the proceeds from these AmREIT Common Stock issuances was used

to acquire retail properties, including Uptown Park in Houston, Texas, the flagship property in AmREIT's portfolio.

In connection with its underwritten public offering in May 2005, AmREIT's management received feedback from potential institutional investors and REIT industry equity analysts that its capital structure, particularly the existence of the Class B Stock and the Class C Stock and Class D Stock held exclusively by a large number of retail investors, was complicated and a potential deterrent to institutional ownership of the American Stock Exchange-listed Class A Stock. Management first sought to address this issue through a tender offer for the outstanding Class B Stock, but lack of funding precluded a significant redemption or tender offer for the Class C Stock and Class D Stock. During the period from May 2005 until the beginning of 2008, the trading prices of the Class A Stock remained in a range of \$6.70 per share to \$9.75 per share, but on very small volume, and AmREIT attracted very little interest from sell-side securities analysts and had virtually no institutional ownership.

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During the period of time from early 2005 through the end of 2007, utilizing the net proceeds from its various offerings of AmREIT Common Stock, AmREIT continued to invest in properties on what management calls Irreplaceable Corners, which are locations with high traffic, substantial visibility and in neighborhoods with excellent demographics and high barriers to entry. In early 2008, AmREIT management perceived that its shares were undervalued relative to the quality of the company's real estate assets due primarily to (1) the high operating costs of its fee-based securities and real estate development and management businesses, revenue from which had declined significantly, (2) AmREIT's complicated capital structure, and (3) AmREIT's small public float and low trading volume of the Class A Stock. Management realized that to continue growing its Irreplaceable Corner portfolio, AmREIT would need to become more focused on its investing business and more efficient from an operational standpoint. In addition, AmREIT would require access to additional equity capital to finance future growth. Management believed that the complexity of the capital structure, as previously noted by potential institutional investors at the time of the 2005 underwritten offering, and more recently from REIT industry equity analysts, could impede access to the equity capital markets. Management, with approval of the AmREIT Board, undertook a strategic planning process called Vision 2010, the purpose of which was to position AmREIT to capture value that management perceived shareholders were missing.

In the third quarter of 2008, AmREIT management presented to the AmREIT Board, and the AmREIT Board approved, the Vision 2010 strategic plan. Vision 2010 consists of the following distinct steps intended to make AmREIT a more attractive company to prospective investors and to position it for growth and liquidity:

Making AmREIT's operations more efficient immediately;

Simplifying AmREIT's capital structure; and

Preparing for growth when the economy improves.

In September 2008, AmREIT terminated the REITPlus continuous offering, which in nine months had only yielded approximately \$5 million of net proceeds. It also discontinued its securities and third party real estate development and management businesses, cutting AmREIT's overhead by approximately 50%, or over \$7 million per year, rendering AmREIT much less dependent on third party fee revenue to cover its operating costs and providing stability to AmREIT's earnings and cash flows. After discontinuing these businesses, AmREIT's cash flows were sufficient to cover the dividends on the three classes of AmREIT Common Stock.

After accomplishing phase one of Vision 2010, management then began considering ways in which to simplify AmREIT's capital structure. Management and the AmREIT Board perceived the trading prices of AmREIT's Class A Stock on the NYSE Alternext exchange, or NYX (the successor to the American Stock Exchange) to be volatile, disproportionately impacted by the low public float and small trading volume and not reflective of the true value inherent in AmREIT's Irreplaceable Corners portfolio. In addition, management believed that it could not issue additional Class A Stock so long as there existed the overhang of the Class C Stock and Class D Stock, which were both convertible into Class A Stock beginning in 2010 and 2011, respectively, at conversion prices of \$11.00 and \$10.77, respectively, and at an exchange ratio per share of Class A Stock tied to the value of the Class A Stock.

Accordingly, management and the AmREIT Board, in November 2008, approved the delisting of the Class A Stock on the NYX, effective on December 20, 2008. AmREIT notified the SEC of its intention to discontinue its NYX listing, notified its shareholders of the proposed delisting, and on December 20, 2008, the Class A Stock ceased trading on the NYX.

On January 7, 2009, the AmREIT Board and the REITPlus Board met separately to consider their respective strategic plans in light of market conditions and capital constraints. The AmREIT Board believed that the most efficient means for consolidating its three outstanding classes of AmREIT Common Stock into a single class would be through a merger with another REIT. REITPlus, being externally advised by a wholly owned subsidiary of AmREIT, the management of which consisted of the senior management team of AmREIT, was, in the view of the AmREIT Board, the most logical merger partner. Moreover, the REITPlus continuous offering had resulted in only approximately 752,307



shares of REITPlus Common Stock being issued to 257 shareholders, and REITPlus had raised capital sufficient to acquire an interest in only one property, which was located in AmREIT's market and was of a quality consistent with AmREIT's portfolio. The REITPlus Board had discontinued the continuous offering in September 2008. The REITPlus Board believed that the cost of continuing to operate REITPlus as a separate company, given the small amount of capital that REITPlus had been able to raise, outweighed the benefits of continuing to operate independently of AmREIT. Both the AmREIT Board and the REITPlus Board believed that AmREIT's role as manager of REITPlus, the small size of REITPlus and the similarity of the single real estate asset owned by REITPlus to the portfolio of AmREIT's real estate assets was the functional equivalent of the two companies operating as one. Accordingly, the AmREIT Board and the REITPlus Board approved the concept of a merger of AmREIT into REITPlus. On January 8, 2009, AmREIT publicly announced that the AmREIT Board had approved a merger with REITPlus in concept, subject to negotiation of a definitive merger agreement.

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At its regular quarterly meeting on March 5, 2009, the AmREIT Board authorized AmREIT to engage CBRE to conduct appraisals on each of AmREIT's owned properties other than its 19-property IHOP portfolio, and Valuation Associates, a nationally-recognized appraisal firm for single-tenant restaurant properties, or VA, to appraise the IHOP portfolio, with the effect that every property owned by AmREIT would be appraised. The AmREIT Board also authorized AmREIT to engage KeyBanc Capital Markets, or KeyBanc, to act as its financial adviser in evaluating a proposed merger transaction with REITPlus, and to deliver its opinion on the fairness, from a financial point of view, of the consideration received by the holders of the Class A Stock, the Class C Stock, the Class D Purchased Stock and the Class D DRIP Stock in the merger. The AmREIT Board considered a number of possible financial advisers to provide such fairness opinion and chose KeyBanc for its platform, qualifications and experience in REITs, real estate and investment banking, as well as its M & A track record. The AmREIT Board also approved the engagement of Bass Berry & Sims PLC, or Bass Berry, as AmREIT's legal adviser in connection with the prospective merger. The REITPlus Board authorized REITPlus to engage CBRE to appraise its sole property interest.

In mid-April 2009, CBRE and VA delivered to AmREIT appraisal reports with respect to each AmREIT property and CBRE delivered to REITPlus an appraisal report with respect to its sole property interest. AmREIT management, based on the appraisal reports and its estimate of the value of AmREIT's third party property management contracts, workforce in place, goodwill and other intangibles and the \$11.00 and \$10.55 current conversion prices, respectively, of the Class C Stock and Class D Purchased Stock, determined that the Class A Stock had a market value of between \$9.00 and \$12.00 per share.

Prior to the regular meetings of the REITPlus Board and the AmREIT Board on May 6, 2009, AmREIT management distributed to the independent members of the REITPlus Board and the AmREIT Board a draft merger agreement providing for the merger of AmREIT into REITPlus. The merger agreement provided for a one-for-one exchange ratio of Class A Stock for REITPlus Common Stock, and a corresponding exchange of Class C Stock, Class D Purchased Stock and Class D DRIP Stock for REITPlus Common Stock that provided for the conversion of those classes of AmREIT Common Stock at the conversion prices set forth in the merger agreement. Because the REITPlus Charter was designed for an externally managed non-listed company, the merger agreement contemplated that the Plan of Merger would amend and restate the charter, for the surviving corporation, which would be substantially similar to the AmREIT Declaration of Trust except the capital section would mirror the REITPlus capital structure with only one class of common stock currently authorized.

At the regular meeting of the REITPlus Board on May 6, 2009, management of AmREIT, the external manager of REITPlus, made a detailed presentation to the REITPlus Board with respect to the overall value of AmREIT, their opinion regarding the overall value of REITPlus, and the relative benefits of a merger of AmREIT into REITPlus. The REITPlus Board held a lengthy discussion concerning the difficulties of REITPlus continuing to operate as a separate company, the relative efficiencies to be obtained from a merger with AmREIT and their opinions regarding the accuracy of the valuation model presented by AmREIT management. At the close of the meeting, the REITPlus Board considered the engagement of Bass Berry as its counsel in connection with any proposed merger with AmREIT. AmREIT management and Bass Berry informed the REITPlus Board that Bass Berry was representing both companies on an ongoing basis and had been engaged by AmREIT at the March 5, 2009 meeting of the AmREIT Board to represent AmREIT in connection with the potential merger of AmREIT with and into REITPlus. Bass Berry informed the REITPlus Board that it had drafted the merger agreement that the REITPlus Board had received prior to the meeting. After these disclosures, the REITPlus Board discussed whether it would be appropriate for Bass Berry to represent both AmREIT and REITPlus in the merger. After discussing the facts that (1) REITPlus had a single real estate asset consisting of a minority interest in a property controlled by a third party carried at a cost of approximately \$5.5 million, (2) the balance sheet of REITPlus at March 31, 2009 reflected approximately \$6.7 million of total assets, (3) REITPlus was entirely dependent on its relationship with AmREIT as external manager for its very existence, (4) REITPlus shareholders would own approximately 3% of the combined company after a merger, and (5) the cost of engaging separate legal advisers in the merger would far exceed the benefit to be derived, given REITPlus's small size, the REITPlus Board agreed to engage Bass Berry as REITPlus's legal counsel in the merger, subject to the consent of the AmREIT Board to Bass Berry representing both parties. At the close of the meeting, Bass Berry advised the REITPlus Board of their fiduciary duties, including careful review of the draft merger agreement prior to adoption of the merger agreement and approval and recommendation of the merger.

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At the regular meeting of the AmREIT Board on May 6, 2009, management made a detailed presentation to the AmREIT Board providing an analysis of the relative values of the Class A Stock, the Class C Stock and the Class D Purchased Stock, expressing management's conclusion that the fair market value of the Class A Stock was in a range of \$9.00 to \$12.00 and that the Class C Stock and Class D Purchased Stock had relative values equal to their current conversion prices of \$11.00 and \$10.55, respectively. After a lengthy discussion and consideration of all relevant factors, including current market and economic conditions, lack of an established trading market for the Class A Stock and the dividend preference of the Class C Stock, the AmREIT Board determined that for purposes of a merger with AmREIT and conversion of AmREIT Common Stock into a single class, the fair market value of the Class A Stock should be fixed at the low end of the range, or \$9.50, which was a 25% discount from the high end of the range. The AmREIT Board, in consultation with Bass Berry, determined that under the AmREIT Declaration of Trust and the designating resolutions for the Class C Stock and the Class D Stock, any merger agreement would require a term that exchanged Class C Stock, Class D Purchased Stock and Class D DRIP Stock on the same basis as if they had been converted into Class A Stock in the manner described in the Declaration of Trust and the designating resolutions for optional conversions. Therefore, the AmREIT Board directed Bass Berry to confirm that the exchange ratios of Class C Stock, Class D Purchased Stock and Class D DRIP Stock for REITPlus Common Stock be in accordance with the Declaration of Trust and the designating resolutions. At the close of the meeting, Bass Berry advised the AmREIT Board of their fiduciary duties, including careful review of the draft merger agreement prior to adoption of the merger agreement and approval and recommendation of the merger.

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The AmREIT Board held a special meeting on May 20, 2009 to consider approval of the merger agreement and the transactions contemplated in the merger agreement. Also attending the meeting were members of AmREIT's management as well as representatives from KeyBanc and Bass Berry. At the beginning of the meeting, Bass Berry advised the AmREIT Board of their fiduciary duties. Bass Berry then made a presentation to the AmREIT Board describing the material terms of the merger agreement, including the proposed exchange ratios of Class A Stock, Class C Stock, Class D Purchased Stock and Class D DRIP Stock, respectively, for REITPlus Common Stock, the representations, warranties and covenants of AmREIT under the merger agreement and the termination provisions. Bass Berry explained to the AmREIT Board that the exchange ratios of Class C Stock, Class D Purchased Stock and Class D DRIP Stock for REITPlus Common Stock fully complied with the Declaration of Trust as they provided for an exchange as if the Class C Stock, Class D Purchased Stock and Class D DRIP Stock had been converted into Class A Stock immediately prior to the merger at the conversion prices set forth in the Declaration of Trust. After Bass Berry's presentation, KeyBanc made a presentation to the AmREIT Board regarding the fairness to the holders of the Class A Stock, the Class C Stock, the Class D Purchased Stock and the Class D DRIP Stock, from a financial point of view, of the consideration to be received in the merger. KeyBanc's analysis and opinion are described in the section of this joint proxy statement/prospectus entitled "Proposal No. 1: The Merger" Opinion of AmREIT's Financial Adviser. After considering the presentations of Bass Berry and KeyBanc and asking questions of, and receiving answers from, the respective advisers and management of AmREIT, the AmREIT Board unanimously deemed the merger advisable and in the best interests of AmREIT and its shareholders, approved the merger agreement and the transactions described therein and recommended that the holders of AmREIT Common Stock approve the merger. The AmREIT Board also consented to the representation by Bass Berry of both of AmREIT and REITPlus in connection with the merger.

The REITPlus Board held a special meeting on May 20, 2009 to consider approval of the merger agreement and the transactions contemplated in the merger agreement. Also attending the meeting were members of AmREIT's management as well as representatives from Bass Berry. At the beginning of the meeting, Bass Berry advised the REITPlus Board of their fiduciary duties. Bass Berry then made a presentation to the REITPlus Board describing the material terms of the merger agreement, including the proposed exchange ratios of Class A Stock, Class C Stock, Class D Purchased Stock and Class D DRIP Stock, respectively, for REITPlus Common Stock. After Bass Berry's presentation, AmREIT management made a presentation to the REITPlus Board regarding the cost savings and other synergies to be obtained from the merger as well as their analysis of the value of REITPlus Common Stock and the justification for an exchange ratio of one share of REITPlus Common Stock for each share of Class A Stock. The REITPlus Board engaged in a lengthy discussion regarding the value of REITPlus Common Stock both before and after consummation of the merger and concluded that the one-for-one exchange ratio based on a \$9.50 estimated fair market value of both Class A Stock and REITPlus Common Stock was fair and that the \$9.50 estimated fair market value per share of the combined company after the merger was supported by the valuation analysis of management indicating a range of fair market value for AmREIT Common Stock of \$9.00 to \$12.00 per share. After considering the presentations of Bass Berry and AmREIT management and asking questions of, and receiving answers from, the respective advisers and management of AmREIT, the REITPlus Board unanimously deemed the merger advisable and in the best interests of REITPlus and its shareholders, approved the merger agreement and the transactions described therein and recommended that the holders of REITPlus Common Stock approve the merger. The REITPlus Board also consented to the representation by Bass Berry of both of AmREIT and REITPlus in connection with the merger.

In approving the merger agreement and the transactions contemplated thereby, including the merger, both the AmREIT Board and the REITPlus Board considered the interests of certain persons in the merger as well as the reasons for and consequences of the merger, all as set forth in the section of this joint proxy statement/prospectus entitled "Proposal No. 1: The Merger" Reasons for and Consequences of the Merger.

### THE AMREIT SPECIAL MEETING

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The special meeting of holders of AmREIT Common Stock will be held at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, on \_\_\_\_\_, 2009, at \_\_\_\_\_ a.m., Central Daylight Time, to consider and act upon (i) the approval of the merger agreement and the transactions contemplated thereby, including the merger of AmREIT with and into REITPlus, and (ii) to transact such other business as may properly come before the special meeting, or any adjournments or postponements thereof.

All shareholders of record at the close of business on \_\_\_\_\_, 2009 are entitled to receive notice of and to vote at, the meeting, or at any adjournment or postponements thereof.

Shareholders may vote by mail, by phone, by Internet or by attending the special meeting in person. Voting by proxy will in no way limit your right to vote at the special meeting if holders of AmREIT Common Stock later decide to attend in person. If your shares of AmREIT Common Stock are held in the name of a bank, broker or other holder of record you must follow the instructions of your bank or broker to obtain a proxy in order to vote your shares at the special meeting. **If you submit a validly executed proxy and no direction is given your shares will be voted in favor of the merger.**

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The persons authorized under the proxies will vote upon any other business that may properly come before the special meeting according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote.

AmREIT shareholders may revoke their proxy and change their vote at any time before their proxy is voted at the special meeting. To revoke their proxy instructions, they must: (i) so advise AmREIT Chief Financial Officer, Chad C. Braun, 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, in writing before their shares of AmREIT Common Stock have been voted by the proxy holders at the meeting; (ii) execute and deliver a subsequently dated proxy; (iii) vote via the telephone or the internet at a later date; or (iv) attend the meeting and vote their shares of AmREIT Common Stock in person.

AmREIT will bear the cost of preparing, printing, assembling and mailing the proxy cards, this joint proxy statements/prospectus and other materials that may be sent to shareholders in connection with this solicitation.

AmREIT does not expect that any other matters will come before the AmREIT special meeting.

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### THE REITPLUS SPECIAL MEETING

The special meeting of holders of REITPlus Common Stock will be held at 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, on \_\_\_\_\_, 2009, at \_\_\_\_\_ a.m., Central Daylight Time, to consider and act upon (i) the approval of the merger agreement and the transactions contemplated thereby, including the merger of AmREIT with and into REITPlus, and (ii) to transact such other business as may properly come before the special meeting, or any adjournments or postponements thereof.

All shareholders of record at the close of business on \_\_\_\_\_, 2009 are entitled to receive notice of and to vote at, the meeting, or at any adjournment or postponements thereof.

Shareholders may vote by mail, by phone, by Internet or by attending the special meeting in person. Voting by proxy will in no way limit your right to vote at the special meeting if holders of REITPlus Common Stock later decide to attend in person. If your shares of REITPlus Common Stock are held in the name of a bank, broker or other holder of record you must follow the instructions of your bank or broker to obtain a proxy in order to vote your shares at the special meeting. **If you submit a validly executed proxy and no direction is given your shares will be voted in favor of the merger.**

The persons authorized under the proxies will vote upon any other business that may properly come before the special meeting according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote.

REITPlus shareholders may revoke their proxy and change their vote at any time before their proxy is voted at the special meeting. To revoke their proxy instructions, they must: (i) so advise REITPlus Chief Financial Officer and Corporate Secretary, Chad C. Braun, 8 Greenway Plaza, Suite 1000, Houston, Texas 77046, in writing before their shares of REITPlus Common Stock have been voted by the proxy holders at the

meeting; (ii) execute and deliver a subsequently dated proxy; (iii) vote via the telephone or the internet at a later date; or (iv) attend the meeting and vote their shares of REITPlus Common Stock in person.

REITPlus will bear the cost of preparing, printing, assembling and mailing the proxy cards, this joint proxy statements/prospectus and other materials that may be sent to shareholders in connection with this solicitation.

REITPlus does not expect that any other matters will come before the REITPlus special meeting.

## PROPOSAL NUMBER 1: THE MERGER

### Parties to the Merger

*REITPlus.* REITPlus is a corporation organized under the MGCL that has elected to be taxed as a REIT for federal income tax purposes. REITPlus is externally managed by REITPlus Advisor, Inc., a wholly owned subsidiary of AmREIT. Following the merger, REITPlus will be internally managed by AmREIT's current management team. The primary business of REITPlus is the acquisition, ownership and management of retail and mixed-use properties, including high-quality, multi-tenant shopping centers and mixed-use properties throughout the United States. As of March 31, 2009, REITPlus had an interest in one consolidated property in Texas.

The REITPlus Common Stock is not traded on an exchange. See Annex B for more information concerning REITPlus and its business and assets.

REITPlus owns its real estate asset through an operating partnership, REITPlus Operating Partnership, L.P., a Delaware limited partnership, which we refer to as REITPlus OP. This provides REITPlus with an umbrella partnership REIT, or UPREIT, structure which the REITPlus Board believes facilitates the acquisition of properties in exchange for limited partnership interest, or OP Units on a tax deferred basis. OP Units are redeemable for REITPlus Common Stock on a one-for-one basis or, at REITPlus's option, cash, twelve months after issuance of the OP Units. REITPlus is the sole general partner of REITPlus OP. REITPlus Holdings, LLC, a wholly owned subsidiary of AmREIT, is a limited partner of REITPlus OP and will continue to hold its interest as a wholly owned subsidiary of REITPlus after the merger. In addition, AmREIT owns 100,000 OP units, which will be acquired by REITPlus upon consummation of the merger.

*AmREIT.* AmREIT is a Maryland real estate investment trust that has elected to be taxed as a REIT for federal income tax purposes. AmREIT is internally managed, and AmREIT owns commercial properties in high-traffic, highly-populated areas, most of which are leased to investment grade corporate tenants.

AmREIT's Class A Stock, Class C Stock and Class D Stock are not traded on an exchange. See Annex C for more information concerning AmREIT and its business and assets.

Under the MGCL and the AmREIT Declaration of Trust, the approval of the merger and the other transactions contemplated by the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of AmREIT Common Stock, with all classes of common stock voting together as a single class. Under the MGCL and the REITPlus Charter, approval of the merger requires the affirmative vote of the holders of a majority of the outstanding shares of REITPlus Common Stock.

As of the Record Date, REITPlus held approximately 90,000 shares of Class A Stock, representing less than 1% of the AmREIT Common Stock outstanding as of the date of this joint proxy statement/prospectus. REITPlus intends to vote those shares FOR the merger.

### Record Date

The REITPlus Board has set the close of business on \_\_\_\_\_, 2009 as the Record Date for REITPlus shareholders who are entitled to notice of the action to be taken at the REITPlus special meeting.

The AmREIT Board has set the close of business on \_\_\_\_\_, 2009 as the Record Date for AmREIT shareholders who are entitled to notice of the action to be taken at the AmREIT special meeting.

### Merger Consideration

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Subject to the satisfaction of conditions set forth in the merger agreement, including requisite approvals by the shareholders of REITPlus and AmREIT, upon consummation of the merger contemplated by the merger agreement, shares of AmREIT Common Stock and REITPlus Common Stock, respectively, outstanding at the time of the merger will be affected in the following manner:

Each share of REITPlus Common Stock will remain outstanding;

Each share of AmREIT Common Stock shall be cancelled;

Each share of Class A Stock will be converted into 1.0 share of REITPlus Common Stock;

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Each share of Class C Stock will be converted into 1.16 shares of REITPlus Common Stock;

Each share of Class D Purchased Stock will be converted into 1.11 shares of REITPlus Common Stock; and

Each share of Class D DRIP Stock will be converted into 1.0 share of REITPlus Common Stock.

If the merger is consummated, based on the fully-diluted shares of capital stock outstanding of each of REITPlus and AmREIT as of the Record Date, current holders of REITPlus Common Stock will own approximately 3.3% of the outstanding capital stock of the surviving company, and current holders of AmREIT Common Stock will own approximately 96.7% of the outstanding capital stock of the surviving company.

### Distributions

After the merger, REITPlus will continue to operate as a REIT and, as such, expects to pay regular dividends in respect of the REITPlus Common Stock in order to meet the requirements in the Code for continued qualification as a REIT. No monthly dividends or other distributions will be paid with respect to outstanding shares of AmREIT Common Stock during the month in which the merger is consummated, but the merger agreement provides that the REITPlus Board shall declare a dividend payable on the last day of the month in which the merger is consummated to holders of REITPlus Common Stock immediately after consummation of the merger. It is anticipated that the rate of such dividend will be the same as the then-current monthly dividend rate with respect to the Class A Stock, currently \$0.041667 per share. Based on the Class C Exchange Ratio of 1.16 to 1.0, this translates to an equivalent monthly dividend rate of \$0.048 per share, or approximately \$0.01 per month, or \$0.12 per year, less than the dividend rate on the Class C Stock. Based on the Class D Purchased Share Exchange Ratio of 1.11 to 1.0, this translates to an equivalent monthly dividend rate of \$0.04625 per share, or approximately \$0.008 per month, or \$0.096 per year, less than the dividend rate on the Class D Purchased Stock. Based on the Class D DRIP Share Exchange Ratio of 1.0 to 1.0, the dividend rate will decrease from \$0.054167 per share to \$0.041667 per share, a \$0.0125 monthly, or \$0.15 annual, decrease. The timing and amount of any future dividends and/or distributions on the REITPlus Common Stock after consummation of the merger will be subject to the approval of the REITPlus Board. Until the merger is consummated, or in the event the merger is not consummated, in which case AmREIT may decrease the amount of or suspend the payment of its regular monthly dividend, AmREIT expects to continue paying such dividend with respect to each class of AmREIT Common Stock, subject to the approval of the AmREIT Board.

### Conflicts of Interest

REITPlus may have interests in the merger that may be different from, or in addition to, the interests of other shareholders of AmREIT generally. Specifically, upon consummation of the merger, AmREIT will forgo, and REITPlus will save, management and other fees that REITPlus is obligated to pay AmREIT pursuant to various agreements between the parties, and AmREIT will forgo any right to its deferred incentive fee under its Advisory Agreement with REITPlus.

### Conditions to the Merger

REITPlus and AmREIT will complete the merger only if the conditions in the merger agreement are satisfied or, in some cases, waived. These conditions include:

the approval of the merger by the shareholders of REITPlus and AmREIT at their respective special meetings with respect to which this joint proxy statement/prospectus is being circulated;

the receipt of all material approvals, authorizations and consents required to consummate the merger;

there being no preliminary or permanent injunctions issued by any court or other governmental authority that would render the merger illegal or would otherwise prohibit its consummation;

the registration statement circulated with this joint proxy statement/prospectus having been declared effective by the SEC and no stop order suspending its effectiveness having been issued by the SEC;

each of the representations and warranties of REITPlus and AmREIT contained in the merger agreement being true and correct in all material respects as of the Closing Date (as defined in the merger agreement); and

REITPlus and AmREIT having performed or complied with all agreements and covenants required by the merger agreement.

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## Reasons for and Consequences of the Merger

In deciding to approve the merger and the merger agreement, the AmREIT Board and the REITPlus Board considered a number of factors, both potentially positive and potentially negative, with respect to the merger, including the following:

**Administrative Cost Savings.** The merger is expected to result in administrative and operational economies of scale and cost savings for the benefit of both holders of shares of AmREIT Common Stock and REITPlus Common Stock, primarily in the form of decreased expense from duplicate audits, duplicate legal fees and planned reduction of certain other overhead expenses.

**Additional Liquidity.** With a more traditional operating structure and simplified capital structure, the AmREIT Board and REITPlus Board believe that the surviving company will have greater access to capital from lenders, institutional equity and retail investors. The AmREIT Board and REITPlus Board believe that this improved capital structure and greater access to capital will increase the likelihood that all shareholders will have improved liquidity.

**Ability to Attract Additional Equity.** The merger and resulting simplification of the surviving company's capital structure is expected to lead to greater interest from, and potential investment by, sell-side securities analysts and institutional investors, providing capital with which to acquire or selectively develop additional properties.

**Tax Consequences.** The merger is intended to qualify as a reorganization within the provisions of Section 368(a) of the Code. If the merger so qualifies, then for U.S. federal income tax purposes, holders of shares of AmREIT Common Stock who receive REITPlus Common Stock in exchange for their shares in the merger are not expected to recognize any gain or loss, except with respect to cash received instead of a fractional share of REITPlus Common Stock.

**Avoidance of Conflicts of Interest.** AmREIT conducts businesses similar to that of REITPlus. The conduct of these businesses and the allocation of business opportunities and investments between REITPlus and AmREIT may give rise to conflicts of interest. In addition, there are complexities associated with allocating resources and costs for overhead, personnel and other matters between REITPlus and AmREIT. These conflict situations will be eliminated through the merger.

**Future Investment Opportunities.** The economies of scale created by the merger will also enable the combined company to take advantage of additional investment opportunities, which will further diversify the investment risk.

**Elimination of Dependency on AmREIT and its Personnel.** REITPlus is externally managed by and is dependent upon AmREIT and its wholly-owned subsidiary, REITPlus Advisor, Inc., which provides advisory services to REITPlus pursuant to an advisory agreement and whose continued service is not guaranteed. REITPlus's inability to continue to retain the services of AmREIT and REITPlus Advisor, Inc. or REITPlus's loss of any of their services could adversely impact REITPlus's operation. The merger would ensure the continued service of AmREIT and its advisory services because AmREIT is a self-administered and a self-managed real estate investment trust.

**Governing Documents.** The REITPlus Charter was designed to accommodate REITPlus's structure as an externally advised and managed non-listed company. In addition, many of the provisions of the Charter were included in order to comply with the requirements of the North American Securities Administrators Association's Statement of Policy Regarding Real Estate Investment Trusts (NASAA Guidelines), as adopted by many of the states, which permitted REITPlus to conduct offerings of REITPlus Common Stock registered with the SEC and several states. Because the surviving entity will be internally managed and may seek to list shares on a stock exchange in the future and would no longer be subject to the NASAA Guidelines, the merger agreement provides that upon effectiveness of the Plan of Merger the surviving corporation will be governed by a new charter, the REITPlus Articles of Amendment and Restatement, which is substantially similar to the AmREIT Declaration of Trust. The

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REITPlus Articles of Amendment and Restatement are included in Annex E to this joint proxy statement/prospectus. The existing REITPlus bylaws will remain in effect for the surviving corporation, but may be amended by the board of directors of the surviving corporation.

**Sustainability of Dividends.** The AmREIT Board believes that the current capital structure of AmREIT, with multiple classes of stock and mandatory, fixed preferential dividends, could in the future impair AmREIT's liquidity and result in erratic dividend payments. The AmREIT Board believes that simplification of the capital structure and elimination of mandatory, fixed preferential dividends through the merger will better enable the surviving corporation to pay a stable dividend in the future and will lessen the likelihood of liquidity issues and severe dividend cuts.

In view of the wide variety of factors considered by AmREIT and REITPlus, neither AmREIT nor REITPlus found it practicable to quantify or otherwise attempt to assign relative weights to the specific factors considered.

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### Opinion of AmREIT's Financial Adviser

KeyBanc was asked by the AmREIT Board to render an opinion to the AmREIT Board as to the fairness, from a financial point of view, of the consideration to be received by the holders of the Class A Stock, Class C Stock, Class D Purchased Stock and Class D DRIP Stock in the proposed merger with REITPlus.

On May 20, 2009, KeyBanc delivered to the AmREIT Board its oral opinion, subsequently confirmed in writing, that, as of the date of its opinion, based upon and subject to the assumptions, limitations and qualifications contained in its opinion, and other matters KeyBanc considers relevant, the consideration to be received by the holders of the issued and outstanding shares of Class A Stock, Class C Stock, Class D Purchased Stock and Class D DRIP Stock was fair, from a financial point of view.

The full text of the written opinion of KeyBanc is furnished as Exhibit 99.3 to the registration statement of which this joint proxy statement/prospectus is a part and is incorporated into this joint proxy statement/prospectus by reference. AmREIT urges you to read that opinion carefully and in its entirety for the assumptions made, procedures followed, other matters considered and limits of the review undertaken in arriving at the opinion.

KeyBanc's opinion was prepared for the information and assistance of the AmREIT Board and is limited only to the consideration to be received by the holders of the issued and outstanding shares of Class A Stock, Class C Stock, Class D Purchased Stock and Class D DRIP Stock and does not address the fairness of any other aspect of the proposed merger and does not address AmREIT's underlying business decision to effect the proposed merger or any other terms thereof. KeyBanc's opinion does not constitute a recommendation to any stockholder of AmREIT as to how such stockholder should vote at any meeting held in connection with the merger. In addition, KeyBanc's opinion does not express any opinion as to the fairness of the amount or the nature of the compensation now paid or to be paid to any of AmREIT's officers, managers, or employees, or class of such persons, relative to the compensation to public stockholders.

The consideration to be received by the holders of the issued and outstanding shares of Class A Stock, Class C Stock, and Class D Purchased Stock and Class D DRIP Stock in the merger was determined in arm's-length negotiations between AmREIT and REITPlus and not by KeyBanc. KeyBanc did not recommend the consideration to be paid in the proposed merger. The consideration was determined in negotiations among the parties to the merger agreement, in which KeyBanc did not advise the AmREIT Board.

No restrictions or limitations were imposed by the Board on KeyBanc with respect to the investigations made or the procedures followed by KeyBanc in rendering its opinion.

In rendering its opinion, KeyBanc reviewed, among other things:

1. a draft of the merger agreement dated May 20, 2009, which KeyBanc understood to be in substantially final form;
2. certain publicly available information concerning AmREIT, including the Annual Reports on Form 10-K of AmREIT for each of the years in the three year period ended December 31, 2008, a draft of the Quarterly Report on Form 10-Q of AmREIT for the quarter ended March 31, 2009, which KeyBanc understood to be in substantially final form;
3. certain other internal information, primarily financial in nature, including projections, concerning the business and operations of AmREIT furnished to KeyBanc by AmREIT for purposes of KeyBanc analysis;

4. third party property appraisal reports for AmREIT and REITPlus prepared by CB Richard Ellis, Inc. and Valuation Associates Real Estate Group, Inc.;
5. certain publicly available information concerning REITPlus;
6. certain other internal information, primarily financial in nature concerning REITPlus;
7. certain publicly available information with respect to certain other publicly traded companies that KeyBanc believes to be comparable to AmREIT and the trading markets for certain of such other companies' securities; and
8. certain publicly available information concerning the nature and terms of certain other transactions that KeyBanc considers relevant to its inquiry.

KeyBanc also held meetings with certain officers and employees of AmREIT to discuss the business and prospects of AmREIT, as well as other matters KeyBanc believed relevant to its inquiry, and considered such other data and information it judged necessary to render its opinion.

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In rendering its opinion, KeyBanc assumed and relied upon the accuracy and completeness of all of the financial and other information provided to it or publicly available. KeyBanc also assumed the accuracy of and relied upon the representations and warranties of the parties contained in the merger agreement. KeyBanc was not engaged to, and did not independently attempt to, verify any of such information. KeyBanc also relied upon the management of AmREIT as to the reasonableness and achievability of the financial and operating projections (and the assumptions and bases for those projections) provided to it, and assumed, with the consent of the AmREIT Board, that those projections reflected the best available estimates and judgment of AmREIT's management. KeyBanc was not engaged to assess the reasonableness or achievability of those projections or the assumptions on which they were based and expressed no view on those matters. KeyBanc did not conduct a physical inspection or appraisal of any of the assets, properties or facilities of AmREIT. KeyBanc was furnished with and has relied upon the completeness and accuracy of certain appraisals prepared for AmREIT by CB Richard Ellis, a national full-service real estate firm, and Valuation Associates Real Estate Group, Inc., a recognized leader in valuation of restaurant properties. KeyBanc also assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the proposed transaction will be obtained without material adverse effect on AmREIT or the proposed merger.

KeyBanc's opinion is based on economic and market conditions and other circumstances existing on, and information made available, as of the date of its opinion and does not address any matters after such date. Although subsequent developments may affect its opinion, KeyBanc does not have the obligation to update, revise or reaffirm its opinion.

The following is a brief summary of the analyses performed by KeyBanc in connection with its opinion. This summary is not intended to be an exhaustive description of the analyses performed by KeyBanc but includes all material factors considered by KeyBanc in rendering its opinion. KeyBanc drew no specific conclusions from any individual analysis, but subjectively factored its observations from all of these analyses into its assessments.

Each analysis performed by KeyBanc is a common methodology utilized in determining valuations. Although other valuation techniques may exist, KeyBanc believes that the analyses described below, when taken as a whole, provide the most appropriate analyses for KeyBanc to arrive at its opinion.

#### *Comparable Public Company Analysis*

KeyBanc reviewed and compared certain financial data and stock trading prices for eight publicly traded retail REIT companies chosen by KeyBanc. The comparable companies chosen by KeyBanc included:

Acadia Realty Trust	Regency Centers Corporation
Equity One, Inc.	Saul Centers, Inc.
Federal Realty Investment Trust	Urstadt Biddle Properties Inc
Kimco Realty Corporation	Weingarten Realty Investors



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For each of these comparable companies, KeyBanc calculated the applicable company's total enterprise (Cap Rate) value as of May 18, 2009 (based on market data as of May 18, 2009), as a multiple of that company's implied capitalization rate for the last twelve months (LTM). Comparable company implied LTM Cap Rate was calculated from information set forth in the applicable company's most recently filed Form 10-K or Form 10-Q, as applicable. KeyBanc then calculated a range of Cap Rates (6.5% to 7.5%) for AmREIT around the mean Cap Rate of the comparable companies (7.0%). KeyBanc then estimated the range of price per Share for AmREIT (\$7.25-\$9.75) by applying the endpoints of the implied Cap Rate range of 6.5% to 7.5% to AmREIT's LTM net operating income.

No company utilized in the comparable public company analysis is identical to AmREIT. KeyBanc made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, many of which are beyond the control of the parties to the merger agreement. Mathematical analysis of comparable public companies (such as determining means and medians) in isolation from other analyses is not an effective method of evaluating transactions.

### *Discounted Cash Flow Analysis*

KeyBanc analyzed various financial projections prepared by the management of AmREIT for the fiscal years 2009 through 2013 and performed a discounted cash flow analysis of AmREIT based on these projections. A discounted cash flow analysis is a methodology used to derive a valuation of a corporate entity by discounting to the present its future expected cash flows. The discounted cash flow analysis was conducted by estimating AmREIT's weighted average cost of capital (WACC) at a range of 9.5% to 11.0%. KeyBanc discounted to present value AmREIT's projected free cash flows for each of the fiscal years 2009 through 2013, and a range of terminal values of AmREIT (the calculated range of values of AmREIT at the end of the projection period). KeyBanc calculated the range of terminal values in year 2013 by applying a range of Cap Rate exit multiples (6.0% to 7.0%) to AmREIT's projected property net operating income and a range of exit multiples (4.5x to 6.5x) to the terminal year operating Company Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) multiples (4.5x to 6.5x) times AmREIT's projected EBITDA for the year 2013. KeyBanc calculated a range of enterprise values of AmREIT by adding together the ranges of discounted cash flows and discounted terminal values calculated as described above. KeyBanc then calculated a range of equity values of AmREIT as a whole and the implied values per share of AmREIT's Common Stock (\$7.47 to \$10.73).

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While discounted cash flow analysis is a widely accepted and practiced valuation methodology, it relies on a number of assumptions, including growth rates, terminal multiples and discount rates. The valuation derived from the discounted cash flow analysis is not necessarily indicative of AmREIT's present or future value or results. Discounted cash flow analysis in isolation from other analyses is not an effective method of evaluating transactions.

### *Net Asset Value Analysis.*

Using information provided by the management of AmREIT and individual property appraisals completed by CBRE and Valuation Associates, KeyBanc calculated the net asset value, or NAV, per share for AmREIT. For this analysis, KeyBanc relied upon individual property appraisals completed by CBRE and Valuation Associates to value AmREIT's real estate holdings. A range of the value of AmREIT's third party fee-based business was determined by using certain valuation techniques, including public company comparable analysis, discounted cash flow analysis, and comparable transaction analysis. The value of the core real estate portfolio as determined by the appraisals and the value of the third party fee-based business were then added together with other assets to determine the aggregate value of AmREIT's assets. AmREIT's liabilities were subtracted from the aggregate value of AmREIT's assets to calculate AmREIT's sum-of-parts valuation.

The AmREIT NAV per share was then calculated by dividing AmREIT's sum-of-parts valuation by the number of the shares of AmREIT Common Stock outstanding. The resulting NAV per share of AmREIT Common Stock had a range of \$10.83 to \$11.87 per share.

### *Conclusion*

The summary set forth above describes the principal analyses performed by KeyBanc in connection with its opinion delivered to the AmREIT Board on May 20, 2009. The preparation of a fairness opinion involves various determinations as to the most appropriate and relevant methods of financial analysis and the application of these methods to the particular circumstances and, therefore, the analyses underlying the opinion are not readily susceptible to summary description. Each of the analyses conducted by KeyBanc was carried out in order to provide a different perspective on the proposed merger and add to the total mix of information available.

KeyBanc did not form a conclusion as to whether any individual analysis, considered in isolation, supported or failed to support an opinion as to fairness from a financial point of view. Rather, in reaching its conclusion, KeyBanc considered the results of the analyses in light of each other and ultimately reached its opinion based upon the results of all analyses taken as a whole. Except as indicated above, KeyBanc did

not place particular reliance or weight on any individual analysis, but instead concluded that its analyses, taken as a whole, support its determination. Accordingly, notwithstanding the separate factors summarized above, KeyBanc believes that its analyses must be considered as a whole and that selecting portions of its analysis and the factors considered by it, without considering all analyses and factors, could create an incomplete or misleading view of the evaluation process underlying its opinion. In performing its analyses, KeyBanc made numerous assumptions with respect to industry performance, business and economic conditions and other matters. Due in part to the inherent unpredictability of industry performance, business conditions and economic conditions, the analyses performed by KeyBanc are not necessarily indicative of actual value or future results, which may be significantly more or less favorable than suggested by the analyses.

#### *Miscellaneous*

Pursuant to the terms of an engagement letter dated March 30, 2009, AmREIT agreed to pay KeyBanc fees for rendering its May 20, 2009 opinion to the AmREIT Board that are customary in transactions similar to the proposed merger. The terms of the fee arrangement with KeyBanc were negotiated at arm's-length between the Board and KeyBanc. In accordance with the terms of the engagement letter, AmREIT paid KeyBanc a fee of \$400,000 upon the delivery of KeyBanc's fairness opinion. The Board also agreed to cause AmREIT to reimburse KeyBanc for certain expenses and indemnify KeyBanc under certain circumstances.

KeyBanc has not provided any services to AmREIT other than in connection with the fairness opinion summarized above. In the ordinary course of business, KeyBanc may actively trade the securities of AmREIT for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in those securities.

#### **Rights of Objecting Shareholders to Seek Fair Value for their Common Stock**

AmREIT currently is a Maryland real estate investment trust governed by the Maryland REIT Law and, with respect to mergers and the rights of objecting shareholders, the MGCL. The AmREIT Declaration of Trust provides, in accordance with Section 3-202(c)(4) of the MGCL, that holders of AmREIT Common Stock shall not be entitled to exercise the rights of objecting shareholders with respect to the merger unless AmREIT's Common Stock is owned of record by less than 2,000 holders. As of the date of mailing of this joint proxy statement/prospectus, AmREIT's Common Stock was owned of record by more than 5,000 holders. Therefore, AmREIT shareholders will have no right to object to the merger and receive fair value for their shares of AmREIT Common Stock.

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REITPlus currently is a Maryland corporation governed by the MGCL. The REITPlus Charter provides, in accordance with Section 3-202(c)(4) of the MGCL, that holders of REITPlus Common Stock shall not be entitled to exercise the rights of objecting shareholders with respect to the merger unless the REITPlus Board determines that such rights apply. The REITPlus Board has not made such determination, and, therefore, REITPlus shareholders will have no right to object to the merger and receive fair value for their shares of REITPlus Common Stock.

#### **Terms of the Merger Agreement**

The complete text of the merger agreement is included as Annex D and is incorporated by reference into this joint proxy statement prospectus.

*Structure of the Merger.* The merger agreement provides for the merger of AmREIT with and into REITPlus, with REITPlus as the surviving corporation. It is anticipated that the name of the surviving corporation will be changed to AmREIT, Inc. at the time of the merger, and the combined company will operate under the AmREIT name.

*Merger Consideration.* At the effective time of the merger, each issued and outstanding share of AmREIT Common Stock shall be converted into the following rights: (1) each share of Class A Stock outstanding shall be entitled to receive 1.0 share of REITPlus Common Stock, (2) each share of Class C Stock outstanding shall be entitled to receive 1.16 shares of REITPlus Common Stock, (3) each share of Class D Purchased Stock outstanding shall be entitled to receive 1.11 shares of REITPlus Common Stock, and (4) each share of Class D DRIP Stock outstanding shall be entitled to receive 1.0 share of REITPlus Common Stock. No fractional shares of REITPlus Common Stock will be issued in the merger, but persons entitled to such fractional shares shall be entitled to receive cash in lieu thereof. As promptly as practicable after the determination of the amount of cash, if any, to be paid to holders of fractional interests, REITPlus will forward payments to such holders of fractional interests.

*Closing and Effective Time of the Merger.* The closing of the merger is expected to occur on or about \_\_\_\_\_, 2009 and the effective time of the merger will be 12:00 Noon on \_\_\_\_\_, 2009.

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*Governing Documents.* At the effective time of the Merger, the REITPlus Articles of Amendment and Restatement, which are set forth in the Plan of Merger and as Annex D, will become the charter of the surviving company. The existing REITPlus bylaws will remain in effect.

*Exchange of Securities; No Fractional Shares; Withholding Rights.*

Exchange of Securities. REITPlus will deposit with Phoenix American cash and book-entry shares evidencing REITPlus Common Stock to be paid or issued to the holders of AmREIT Common Stock under and as contemplated by the merger agreement. Promptly after the merger and upon execution of a letter of transmittal, each record holder of AmREIT Common Stock will receive book-entry shares evidencing the number of full shares of REITPlus Common Stock for which the aggregate number of shares of AmREIT Common Stock owned by such holder have been exchanged pursuant to the merger agreement, plus any cash that such holder is entitled to receive in lieu of fractional shares of REITPlus Common Stock.

No Fractional Shares. All fractional shares of REITPlus Common Stock that a holder of AmREIT Common Stock would otherwise be entitled to receive as a result of the merger shall be aggregated and if a fractional share results from such aggregation, such holder shall be entitled to receive, in lieu thereof, an amount in cash without interest determined by multiplying the fraction of a share of REITPlus Common Stock to which such holder would otherwise have been entitled by \$9.50.

Withholding Rights. REITPlus will be entitled to deduct and withhold from the consideration otherwise payable pursuant to the merger agreement to any holder of AmREIT Common Stock such amounts as they are required to deduct and withhold with respect to the making of such payment under the Code and the rules and regulations promulgated thereunder, or any provision of state, local or foreign tax law.

*Representations and Warranties*

The merger agreement contains customary representations and warranties made by REITPlus to AmREIT and by AmREIT to REITPlus. These representations and warranties relate to, among other things:

Organization and qualifications of the entities

Capitalization of the entities

Subsidiaries of the entities

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Authorizations and execution of the merger agreement

Absence of conflict; governmental authorizations

SEC reports and financial statements

Absence of certain changes or events

Litigation involving the parties

No undisclosed liabilities

Information supplied

Permits

Compliance with legal requirements

Taxes

Properties

Environmental

Intellectual property

Material contracts

Brokers

Opinion of financial advisor

Insurance

Voting requirements

Affiliate transactions

Investment Company Act of 1940

Business relationships

Vote required

Certain payments

Tax treatment

Certain of these representations are qualified as to materiality or material adverse effect. For purposes of the merger agreement, material adverse effect means, with respect to REITPlus only, any change, event, circumstance or effect that, individually or in the aggregate, is materially adverse to the business, operations, financial condition, results of operations, properties, assets or liabilities of REITPlus and its subsidiaries taken as a whole or on the ability of REITPlus to timely consummate the transactions contemplated by the merger agreement; provided, however, that this definition shall exclude any such change, event, circumstance or effect to the extent arising out of, attributable to or resulting from (a) conditions generally affecting the real estate industry (including economic, legal and regulatory changes); (b) changes in general international, national or regional economic or financial conditions or changes in the securities markets in general; (c) changes in any laws or regulations or accounting regulations or principles applicable to REITPlus and its subsidiaries; (d) any outbreak or escalation of hostilities (including any declaration of war by the United States) or act of terrorism; (e) the announcement, execution or consummation of this merger agreement and the transactions contemplated thereby; (f) REITPlus's compliance with the terms of, or taking any actions required by, this merger agreement, or taking or not taking any actions at the request of or with the consent of AmREIT; or (g) any decrease in the fair market value of REITPlus Common Stock, provided that this exception will not prevent or otherwise affect a determination that any change, event, circumstance or effect underlying such decrease had or contributed to a material adverse effect.

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Except for certain specified exceptions, the representations and warranties in the merger agreement do not survive the effective time of the merger and if the agreement is validly terminated, neither party will have any liability or obligation for its representations and warranties, or otherwise under the merger agreement, unless the party has willfully breached any representation, warranty or covenant contained therein.

#### *Termination of the Merger Agreement*

The merger agreement may be terminated at any time before the date of the closing of the merger if:

the REITPlus Board and the AmREIT Board mutually consent in writing;

any governmental authority permanently restrains, enjoins or otherwise prohibits the transactions contemplated by the merger;

any federal or state legal requirement that makes the consummation of the merger illegal is in effect or is enacted or adopted since the date of the merger agreement;

the shareholders of either REITPlus or AmREIT fail to approve the merger at their respective special meetings;

AmREIT accepts an offer to acquire its capital stock or consolidated assets that would result in the realization of greater long-term value for AmREIT shareholders than would the merger;

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REITPlus or AmREIT breaches a material representation, warranty, covenant or agreement without curing such a breach within the acceptable time or before the outside closing date for the merger;

the closing of the merger does not occur before the outside date set forth in the merger agreement; and

the AmREIT Board withdraws, modifies or changes in any manner adverse to REITPlus its approval or recommendation of the merger, or recommends or approves another merger transaction.

*Effect of Termination.* If the merger agreement is terminated, the merger agreement will be void and have no effect, and there will be no liability or obligation of AmREIT or REITPlus, or their respective officers, directors, trustees, subsidiaries or partners, as applicable, except for willful breaches of the merger agreement.

### *Continuing Indemnification of AmREIT officers and Trustees*

Under the terms of the merger agreement, all rights to indemnification, advancement of expenses, and exculpation and release that currently exist in favor of the officers and trustees of AmREIT under applicable law or as provided by AmREIT's governing documents with respect to matters occurring at or prior to the date of the merger will continue in full force and effect for at least six years following the date of the merger. The surviving corporation has agreed under the merger agreement to honor those rights to indemnification, advancement of expenses, and exculpation and release to the fullest extent of the law. Furthermore, REITPlus has agreed that the AmREIT officers and trustees will have the benefit of their current trustees' and officers' liability insurance.

### **Material Tax Consequences of the Merger**

The merger is intended to qualify as a reorganization within the provisions of Section 368(a) of the Code. If the merger so qualifies, then for U.S. federal income tax purposes, holders of AmREIT Common Stock who receive REITPlus Common Stock in exchange for their AmREIT Common Stock in the merger are not expected to recognize any gain or loss, except with respect to cash received instead of a fractional share of REITPlus Common Stock. See "United States Federal Income Tax Considerations," below. **Your tax consequences will depend on your personal situation. You are urged to consult your own tax advisor for a full understanding of the tax consequences of the merger to you.**

### **Regulatory or Other Approvals**

Other than the Form S-4 of which this joint proxy statement/prospectus forms a part becoming effective, our obtaining any necessary approvals under state securities or "blue sky" laws, the consent of AmREIT's credit facility lender, the consent of REITPlus's joint venture partner and the filing of articles of merger by REITPlus and AmREIT with the SDAT, we are unaware of any other material federal, state or foreign regulatory or other approvals as requirements necessary to consummate the merger.

### **Conduct of REITPlus and AmREIT's Businesses in the Event the Merger is not Consummated**

In the event that the merger is not consummated for any reason, the AmREIT Board will continue to operate AmREIT's business in accordance with AmREIT's business plan. The REITPlus Board will likely cause REITPlus to sell all its assets and discontinue execution of REITPlus's business plan.

### **Accounting Treatment**

The merger will be treated as a purchase for financial accounting reporting purposes. AmREIT will be the accounting acquiror due to the relative sizes of the constituent companies and the approximately 96.7% ownership of the surviving corporation by AmREIT's shareholders. This means that AmREIT will record all assets of REITPlus deemed acquired and all REITPlus liabilities deemed assumed at their estimated fair values at the time the merger is completed.

### **Restrictions on Resale of REITPlus Common Stock Issued in the Merger**

REITPlus Common Stock issued in the merger will be freely transferable under the Securities Act of 1933, as amended, referred to herein as the Securities Act, except for shares issued to any person who may be deemed to be an "affiliate" of AmREIT within the meaning of Rule 145 under the Securities Act or who will become an "affiliate" of REITPlus within the meaning of Rule 144 under the Securities Act after the merger. REITPlus Common Stock received by persons who are deemed to be AmREIT affiliates or who will become REITPlus affiliates may be resold by these persons only in transactions permitted by the limited resale provisions of Rule 145 or as otherwise permitted under the Securities Act.

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Persons who may be deemed to be affiliates of AmREIT or REITPlus generally include individuals or entities that, directly or indirectly through one or more intermediaries, control, are controlled by or are under common control with AmREIT or REITPlus, respectively. Notwithstanding the free transferability of REITPlus Common Stock after the merger, no market is expected to exist for REITPlus Common Stock immediately after the merger.

### Directors and Executive Officers of the Combined Company

At the effective time of the merger, the independent directors of REITPlus and the independent trustees of AmREIT immediately prior to the merger, plus Mr. Taylor, will comprise the REITPlus Board until REITPlus's next annual meeting of shareholders or a director's earlier resignation or removal.

REITPlus's current executive officers are expected to continue to hold office after the effective time of the merger in their current capacities, until their successors are duly elected and qualified or until their earlier resignations or removals.

### Who Can Answer Other Questions

If you have any questions about the merger or would like additional copies of this joint proxy statement/prospectus, you should contact:

AmREIT  
8 Greenway Plaza, Suite 1000  
Houston, Texas 77046  
(713) 850-1400  
Attention: Investor Relations

REITPlus, Inc.  
8 Greenway Plaza, Suite 1000  
Houston, Texas 77046  
(713) 850-1400  
Attention: Investor Relations

**THE AMREIT BOARD RECOMMENDS A VOTE FOR THE APPROVAL OF THE MERGER AGREEMENT, THE MERGER AND THE RELATED TRANSACTIONS**

**THE REITPLUS BOARD RECOMMENDS A VOTE FOR THE APPROVAL OF THE MERGER AGREEMENT, THE MERGER AND THE RELATED TRANSACTIONS.**

It is important that proxies be returned promptly. Shareholders are, therefore, urged to fill in, date, sign and return the enclosed proxy card immediately. No postage need be affixed if mailed in the enclosed envelope in the United States.

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## INFORMATION ABOUT REITPLUS

### REITPlus Historical Developments

REITPlus was formed as a Maryland corporation in April 2007 and initially capitalized on May 16, 2007 to invest in a portfolio of retail and mixed-use properties, including a combination of stabilized, income-producing properties and value-added opportunities. REITPlus's investment in a stabilized, income-producing property focuses on an investment that it believes has the potential based on demographic and market trends and forecasts to become a premier retail property in high-traffic, highly populated, affluent metropolitan areas, and REITPlus refers to this property as Tomorrow's Irreplaceable Corners. Value-added opportunities are properties REITPlus believes possess a strong potential for significant enhancement in value and cash flow through development and redevelopment, product repositioning, capital expenditures or improved property management. REITPlus's targeted investments include high-quality, multi-tenant shopping centers and mixed-use properties throughout the United States. REITPlus has no employees and is externally managed by its Advisor pursuant to an advisory agreement, or the Advisory Agreement, between REITPlus's Advisor, AmREIT, REITPlus's operating partnership and REITPlus. The Advisory Agreement initially had a one year term that expired on October 30, 2008 and is subject to successive one-year renewals upon the mutual consent of the parties. REITPlus's Advisor supervises and manages REITPlus's day-to-day operations and will select the properties and securities REITPlus acquires, subject to oversight by the REITPlus Board. REITPlus's Advisor will also provide marketing, sales and client services on REITPlus's behalf. Upon consummation of the merger, the Advisory Agreement will terminate and REITPlus will thereafter be internally managed by AmREIT's management team.

### REITPlus Property

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As of March 31, 2009, REITPlus owned a 10% interest in AmREIT Shadow Creek Acquisition, LLC ( Shadow Creek ), which owns a multi-tenant retail property located in Pearland, Texas with a combined gross leasable area of 616,370 square feet. The ownership interest was acquired at net book value for \$5.3 million from AmREIT Realty Investment Company, an affiliated AmREIT entity. The remaining 90% is owned by an unaffiliated third party (80%) and by an affiliated AmREIT entity, AmREIT Monthly Income & Growth Fund IV, L.P. (10%).

*Shadow Creek, Pearland, Texas.* Shadow Creek is REITPlus's only property interest. The Shadow Creek property, which was built in 2008, has a combined gross leasable area of approximately 600,000 square feet and is located in the city of Pearland, Texas. The typical retail space is roughly 2,100 square feet. As of March 31, 2009, the building was 76% leased to 41 tenants.

The following table sets forth certain leasing and other information for the Shadow Creek property at December 31, 2008.

Occupancy Rate	Non-Anchor Average Annual Base Rent per Leased Square Foot(1)	Federal Income Tax Basis
72.20%	\$29.14	\$107,864,000

(1) Including anchor tenants the average annual base rent per square foot is \$11.20 per square foot.

Depreciation on the Shadow Creek property is taken on a straight line basis over up to 39 years for book purposes, resulting in a depreciation rate of approximately 3.0% per year.

The following table sets forth information with respect to the property's major tenants and lease expirations.

Major Tenants						
Name	Principal Nature of Business	Lease Expiration	Leased Square Feet	Percentage of Property's Total Leased Square Feet	Annualized Base Rent (1)	Percentage of Annualized Base Rent (2)
HEB Grocery	Grocery	11/30/27	150,615	33.53%	758,016	15.00%
Academy Sports	Sporting Goods	6/30/27	85,584	19.05%	620,484	12.28%
Hobby Lobby	Craft Supplies	9/30/22	59,166	13.17%	473,328	9.37%
Ashley Furniture	Furniture	7/31/23	50,016	11.13%	532,670	10.54%

(1) Calculated as the tenant's actual March 2009 base rent multiplied by 12. Because annualized base rental revenue is not derived from historical results that were accounted for in accordance with generally accepted accounting principles, historical results differ from the annualized amounts.

(2) Calculated as the percentage of the tenant's annualized base rent divided by the product of the property's actual total March 2009 base rent and 12.

### Lease Expiration Schedule Shadow Creek

Year of Lease Expiration	Number of Leases Expiring	Square Footage of Expiring Leases	Percentage of Property's Total Leased Square Feet	Annualized Base Rent of Expiring Leases (1)	Percentage of Property's Annualized Base Rent (2)
2009	0				
2010	0				
2011	0				

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2012	0				
2013	11	19,888	4.43%	555,617.04	11.00%
2014	5	14,549	3.24%	275,375.00	5.45%
2015	6	15,625	3.48%	453,012.48	8.97%
2016	0				
2017	0				
2018	7	17,805	3.96%	490,170.00	9.70%
Thereafter	12	381,389	84.89%	3,277,798.44	64.88%
Total	41	449,256	100%	5,051,972.96	100%

- (1) Calculated as the product of actual March 2009 base rent of expiring leases at the property and 12. Because annualized base rental revenue is not derived from historical results that were accounted for in accordance with generally accepted accounting principles, historical results differ from the annualized amounts.
- (2) Calculated as the percentage of annualized base rent of expiring leases divided by the product of the actual total March 2009 base rent for the property and 12.

The property is subject to a mortgage loan with a principal balance, as of March 31, 2009, of approximately \$65.0 million. The loan requires monthly interest-only payments for the first three years and matures in March 2015. While prepayment of the loan is not restricted, prepayments are subject to a penalty provision.

Real estate taxes for 2008 on the Shadow Creek property were \$1,656,000, and the current real property tax rate with respect to the property is 3.56% of the assessed value.

### Legal proceedings of REITPlus

REITPlus is involved in various matters of litigation arising in the normal course of business. While it is unable to predict with certainty the amounts involved, the management of REITPlus and counsel to the company believe that when such litigation is resolved, the resulting liability of REITPlus, if any, will not have a material adverse effect on its consolidated financial statements.

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## DESCRIPTION OF REITPLUS S COMMON STOCK

*The following summary of the material terms and provisions of the REITPlus Common Stock does not purport to be complete and is subject to the detailed provisions of the REITPlus Articles of Amendment and Restatement, a copy of which are attached to this joint proxy statement/prospectus as part of Annex E. You should carefully read each of these documents in order to fully understand the terms and provisions of the REITPlus Common Stock.*

### General

Under the REITPlus Articles of Amendment and Restatement, REITPlus has the authority to issue up to 1,050,000,000 total shares, consisting of 1,000,000,000 shares of common stock, \$0.01 par value per share, and 50,000,000 shares of preferred stock, \$0.01 par value per share.

### Terms

The shares of REITPlus Common Stock will be subject to the express terms of any series of shares of REITPlus preferred stock. Except as may otherwise be specified in the terms of any class or series of REITPlus Common Stock, each share of REITPlus Common Stock will entitle the holder thereof to one vote per share on all matters upon which the shareholders are entitled to vote.

In the event of any voluntary or involuntary liquidation, dissolution or winding up, or any distribution of the assets of REITPlus, the aggregate assets available for distribution to holders of shares of the REITPlus Common Stock will be determined in accordance with applicable law. Each holder of shares of REITPlus Common Stock of a particular class will be entitled to receive, ratably with each other holder of REITPlus Common Stock of such class, that portion of such aggregate assets available for distribution as the number of outstanding shares of REITPlus Common Stock of such class held by such holder bears to the total number of outstanding shares of REITPlus Common Stock of such



class then outstanding.

Except as may be provided otherwise in the REITPlus Articles of Amendment and Restatement, and subject to the express terms of any series of shares of preferred stock, the holders of shares of the REITPlus Common Stock will have the exclusive right to vote on all matters (as to which a holder of shares of REITPlus Common Stock will be entitled to vote pursuant to applicable law) at all meetings of the REITPlus shareholders.

The REITPlus Board may from time to time authorize REITPlus to declare and pay to its stockholders such dividends or distributions, in cash or other assets of REITPlus or in securities of REITPlus or from any other source as the REITPlus Board in its discretion shall determine. The REITPlus Board will endeavor to authorize REITPlus to declare and pay such dividends and distributions as will be necessary for REITPlus to qualify as a REIT under the Code; however, REITPlus stockholders will have no right to any dividend or distribution unless and until authorized by the REITPlus Board and declared by REITPlus.

### **Restrictions on Ownership**

For REITPlus to qualify as a REIT under the Code, not more than 50% in value of its outstanding capital shares may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) during the last half of a taxable year. To assist REITPlus in meeting this requirement, REITPlus may take certain actions to limit the beneficial ownership, directly or indirectly, by a single person of REITPlus's outstanding equity securities. See Certain Provisions of Maryland Law and of the REITPlus Articles of Amendment and Restatement, below.

The REITPlus Articles of Amendment and Restatement also provides certain limitations and restrictions on ownership of shares of the REITPlus Common Stock including limitations on aggregate share ownership and ownership that would result in REITPlus being closely held within the meaning of the Code and restrictions on ownership that would result in shares of the REITPlus Common Stock being beneficially owned by less than one hundred persons.

### **Transfer Agent**

The transfer agent and registrar for REITPlus's Common Stock is Phoenix American.

### **Change of Control**

The REITPlus Articles of Amendment and Restatement does not contain provisions restricting a change of control of REITPlus.

## **CERTAIN PROVISIONS OF MARYLAND LAW AND OF THE REITPLUS ARTICLES OF AMENDMENT AND RESTATEMENT**

### **Restrictions Relating To REIT Status**

For REITPlus to qualify as a REIT under the Code, among other things, not more than 50% in value of REITPlus's outstanding capital shares may be owned, directly or indirectly, by five or fewer individuals (defined in the Code to include certain entities) during the last half of a taxable year, and such capital shares must be beneficially owned by 100 or more persons during at least 335 days of a taxable year of 12 months or during a proportionate part of a shorter taxable year (in each case, other than the first such year).

### **Maryland Law**

**Business Combinations.** Under Maryland law, business combinations between a Maryland corporation and an interested shareholder or an affiliate of an interested shareholder are prohibited for five years after the most recent date on which the interested shareholder becomes an interested shareholder. These business combinations include a merger, consolidation, share exchange, or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. An interested shareholder is defined as:

any person who beneficially owns ten percent or more of the voting power of the corporation's shares; or

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an affiliate or associate of the corporation who, at any time within the two-year period prior to the date in question, was the beneficial owner of ten percent or more of the voting power of the then outstanding voting shares of the corporation.

A person is not an interested shareholder under the statute if the board of directors approved in advance the transaction by which he otherwise would have become an interested shareholder. However, in approving a transaction, the board of directors may provide that its approval is subject to compliance, at or after the time of approval, with any terms or conditions determined by the board.

After the five-year prohibition, any business combination between the Maryland corporation and an interested shareholder generally must be recommended by the board of directors and approved by the affirmative vote of at least:

eighty percent of the votes entitled to be cast by holders of outstanding voting shares of REITPlus; and

two-thirds of the votes entitled to be cast by holders of voting shares of REITPlus other than shares held by the interested shareholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested shareholder.

These super-majority vote requirements do not apply if REITPlus's common shareholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested shareholder for its shares.

The statute permits various exemptions from its provisions, including business combinations that are exempted by the board of directors prior to the time that the interested shareholder becomes an interested shareholder.

The business combination statute may discourage others from trying to acquire control of REITPlus and increase the difficulty of consummating any offer.

**Control Share Acquisitions.** Maryland law provides that control shares of a Maryland corporation acquired in a control share acquisition have no voting rights except to the extent approved by a vote of two-thirds of the votes entitled to be cast on the matter. Shares owned by the acquiror, by officers or by employees who are directors of REITPlus are excluded from shares entitled to vote on the matter. Control shares are voting shares which, if aggregated with all other shares owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing directors within one of the following ranges of voting power:

one-tenth or more but less than one-third;

one-third or more but less than a majority; or

a majority or more of all voting power.

Control shares do not include shares the acquiring person is then entitled to vote as a result of having previously obtained shareholder approval. A control share acquisition means the acquisition of control shares, subject to certain exceptions.

A person who has made or proposes to make a control share acquisition may compel the REITPlus Board to call a special meeting of shareholders to be held within 50 days of demand to consider the voting rights of the shares. The right to compel the calling of a special meeting is subject to the satisfaction of certain conditions, including an undertaking to pay the expenses of the meeting. If no request for a meeting is made, REITPlus may itself present the question at any shareholders meeting.

If voting rights are not approved at the meeting or if the acquiring person does not deliver an acquiring person statement as required by the statute, then REITPlus may redeem for fair value any or all of the control shares, except those for which voting rights have previously been approved. The right of REITPlus to redeem control shares is subject to certain conditions and limitations. Fair value is determined, without regard to the absence of voting rights for the control shares, as of the date of the last control share acquisition by the acquiror or of any meeting of shareholders at which the voting rights of the shares are considered and not approved. If voting rights for control shares are approved at a shareholders meeting and the acquirer becomes entitled to vote a majority of the shares entitled to vote, all other shareholders may exercise appraisal rights. The fair value of the shares as determined for purposes of appraisal rights may not be less than the highest price per share paid by the acquiror in the control share acquisition.

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The control share acquisition statute does not apply (a) to shares acquired in a merger, consolidation or share exchange if REITPlus is a party to the transaction or (b) to acquisitions approved or exempted by the REITPlus Charter or REITPlus bylaws.

***Certain Elective Provisions of Maryland Law.*** Publicly-held Maryland corporations ( Maryland Corporation ) may elect to be governed by all or any part of Maryland law provisions relating to extraordinary actions and unsolicited takeovers. The election to be governed by one or more of these provisions can be made by a Maryland corporation in its articles of incorporation or bylaws ( charter documents ) or by resolution adopted by its board of trustees so long as the Maryland Corporation has at least three trustees who, at the time of electing to be subject to the provisions, are not:

officers or employees of the Maryland Corporation;

persons seeking to acquire control of the Maryland Corporation;

directors, officers, affiliates or associates of any person seeking to acquire control; or

nominated or designated as directors by a person seeking to acquire control.

Articles supplementary must be filed with the Maryland SDAT if a Maryland Corporation elects to be subject to any or all of the provisions by board resolution or bylaw amendment. Shareholder approval is not required for the filing of these articles supplementary.

Maryland law provides that a Maryland Corporation can elect to be subject to all or any portion of the following provisions, notwithstanding any contrary provisions contained in that Maryland Corporation s existing charter documents:

***Classified Board:*** The Maryland Corporation may divide its board into three classes which, to the extent possible, will have the same number of directors, the terms of which will expire at the third annual meeting of shareholders after the election of each class;

***Two-thirds Shareholder Vote to Remove Directors:*** The shareholders may remove any director only by the affirmative vote of at least two-thirds of all votes entitled to be cast by the shareholders generally in the election of directors;

***Size of Board Fixed by Vote of Board:*** The number of directors will be fixed only by resolution of the board;

***Board Vacancies Filled by the Board for the Remaining Term:*** Vacancies that result from an increase in the size of the board, or the death, resignation, or removal of a director, may be filled only by the affirmative vote of a majority of the remaining directors even if they do not constitute a quorum. Directors elected to fill vacancies will hold office for the remainder of the full term of the class of directors in which the vacancy occurred, as opposed to until the next annual meeting of shareholders, and until a successor is elected and qualified; and

***Shareholder Calls of Special Meetings:*** Special meetings of shareholders may be called by the secretary of the Maryland Corporation only upon the written request of shareholders entitled to cast at least a majority of all votes entitled to be cast at the meeting and only in accordance with procedures set out in the MGCL.

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### INFORMATION ABOUT AMREIT

In addition to the information set forth below, additional information about AmREIT may be found in Annex C.

#### **AmREIT Significant Property**

***Uptown Park, Houston, Texas.*** Uptown Park accounts for 20% of AmREIT s total assets. The Uptown Park property, which was built in 1999 and then expanded in 2005, consists of 169,000 rentable square foot in several buildings located in the Galleria area of Houston, Texas. AmREIT acquired the property in June 2005. The typical retail space is roughly 3,000 square feet. At March 31, 2009, the building was 99% leased to 49 tenants. The federal income tax basis for the Uptown Park property is 67,631,000.

The following table sets forth the occupancy rate and average annual rent per leased rentable square foot for the Uptown Park property at the end of each period indicated.

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	Occupancy Rate	Average Annual Base Rent per Leased Square Foot
2005	85%	\$ 27
2006	93%	\$ 29
2007	99%	\$ 31
2008	98%	\$ 32

Depreciation on the Uptown Park property is taken on a straight line basis over 15 to 41 years for book purposes, resulting in a depreciation rate of approximately 4% per year.

The following table sets forth information with respect to the property's major tenants and lease expirations.

Major Tenants

Name	Principal Nature of Business	Lease Expiration	Leased Square Feet	Percentage of Property's Total Leased Square Feet	Annualized Base Rent (1)	Percentage of Annualized Base Rent (2)
Champps	Restaurant	8/5/2014	11,384	7%	\$ 409,824.00	8%
McCormick & Schmicks	Restaurant	7/11/2014	8,822	5%	\$ 327,093.00	6%
Tasting Room	Wine Bar	10/31/2013	7,568	5%	\$ 248,684.52	5%

- (1) Calculated as the tenant's actual March 2009 base rent multiplied by 12. Because annualized base rental revenue is not derived from historical results that were accounted for in accordance with generally accepted accounting principles, historical results differ from the annualized amounts.
- (2) Calculated as the percentage of the tenant's annualized base rent divided by the product of the property's actual total March 2009 base rent times 12 months.

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Lease Expiration Schedule Uptown Park

Year of Lease Expiration	Number of Leases Expiring	Square Footage of Expiring Leases	Percentage of Property's Total Leased Square Feet	Annualized Base Rent of Expiring Leases (1)	Percentage of Property's Annualized Base Rent (2)
2009	7	18,691	11%	\$ 1,228,335	9%
2010	8	18,715	11%	1,027,798	7%
2011	2	8,415	5%	589,233	4%
2012	7	16,100	10%	1,215,833	8%
2013	11	37,112	22%	2,824,544	20%
2014	7	33,414	20%	3,196,665	22%
2015					
2016	4	21,033	13%	1,842,868	13%
2017	2	6,860	4%	1,512,528	11%
2018	1	1,337	1%	76,089	1%
Thereafter	2	6,540	4%	802,069	6%
Total	51	168,217		\$ 14,315,962	

- (1) Calculated as the product of actual March 2009 base rent of expiring leases at the property times 12 months. Because annualized base rental revenue is not derived from historical results that were accounted for in accordance with generally accepted accounting principles, historical results differ from the annualized amounts.

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(2) Calculated as the percentage of annualized base rent of expiring leases divided by the product of the actual total March 2009 base rent for the property times 12 months.

The property is subject to a mortgage loan with a principal balance, as of March 31, 2009, of approximately \$49.0 million. The loan matures on June 1, 2015 and requires monthly interest-only payments. While prepayment of the loan is not restricted, prepayments are subject to a penalty provision.

Real estate taxes for 2008 on the Uptown Park property were \$899,000, and the current real property tax rate with respect to the property is 2.67% of the assessed value.

*MacArthur Park, Irving, Texas*, MacArthur Park accounts for 16% of AmREIT's total assets. The MacArthur park property, which was built in 2000, has a combined gross leasable area of 237,381 square feet and is located in the city of Irving, Texas. AmREIT acquired the property in 2004 and 2005. The typical retail space is roughly 2,200 square feet. As of March 31, 2009, the building was 82% leased, including the Linen-N-Things vacancy of 35,000 square feet or 15%, to 39 tenants. The federal income tax basis for the MacArthur Park property is \$48,541,953.

The following table sets forth the occupancy rate and average annual rent per leased rentable square foot for the MacArthur Park property at the end of each period indicated.

	Occupancy Rate	Average Annual Base Rent per Leased Square foot
2004	100%	\$15
2005	98%	\$16
2006	97%	\$17
2007	97%	\$17
2008	96%	\$17

Depreciation on the MacArthur Park property is taken on a straight line basis up to 39 years for book purposes, resulting in a rate of approximately 3% per year.

The following tables set forth information with respect to the property's top three major tenants and lease expirations, respectively.

### Major Tenants

Name	Principal Nature of Business	Lease Expiration	Leased Square Feet	Percentage of Property's Total Leased Square Feet	Annualized Base Rent (1)	Percentage of Annualized Base Rent (2)
Kroger	Grocery	11/30/2020	63,373	33%	\$ 522,827.28	15%
Pier 1 Import, Inc.	Home Décor	2/28/2010	9,028	5%	\$ 192,115.80	5%
Men's Wearhouse	Men's Wear	2/2/2010	6,660	3%	\$ 168,964.20	5%

(1) Calculated as the tenant's actual March 2009 base rent multiplied by 12. Because annualized base rental revenue is not derived from historical results that were accounted for in accordance with generally accepted accounting principles, historical results differ from the annualized amounts.

(2) Calculated as the percentage of the tenant's annualized base rent divided by the product of the property's actual total March 2009 base rent times 12 months.

### Lease Expiration Schedule - MacArthur Park

Year of Lease Expiration	Number of Leases Expiring	Square Footage of Expiring Leases	Percentage of Properties Total Leased Square Feet	Annualized Base Rent of Expiring Leases (1)	Percentage of Property's Annualized Base Rent (2)
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2009	4	11,088	6%	\$	576,510	8%
2010	8	39,622	20%		1,756,892	25%
2011	18	65,759	33%		3,145,906	45%
2012	2	4,792	2%		177,139	3%
2013	5	7,514	4%		366,422	5%
2014	n/a	n/a	n/a		n/a	n/a
2015	n/a	n/a	n/a		n/a	n/a
2016	n/a	n/a	n/a		n/a	n/a
2017	1	2,818	1%		364,046	5%
2018	1	1,400	1%		51,716	1%
Thereafter	1	63,373	32%		578,699	8%
Total	40	196,366		\$	7,017,330	

- (1) Calculated as the product of actual March 2009 base rent of expiring leases at the property times 12 months. Because annualized base rental revenue is not derived from historical results that were accounted for in accordance with generally accepted accounting principles, historical results differ from the annualized amounts.
- (2) Calculated as the percentage of annualized base rent of expiring leases divided by the product of the actual total March 2009 base rent for the property times 12 months.

The property is subject to a mortgage loan with a principal balance, as of March 31, 2009, of approximately \$17 million. The loan requires monthly interest only payments for the first two years and matures December 1, 2011. While prepayment of the loan is not restricted, prepayments are subject to a penalty provision.

Real estate taxes for 2008 on the MacArthur Park property were \$1,247,000, and the current real property tax rate with respect to the property is 3.16% of the assessed value.

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### AMREIT S DECLARATION OF TRUST; EXCHANGE OF SHARES OF AMREIT COMMON STOCK

*The following summary of the material terms and provisions of the AmREIT Declaration of Trust does not purport to be complete and is subject to the detailed provisions of the AmREIT Declaration of Trust, as filed with the SEC.*

#### **Management**

Pursuant to the AmREIT Declaration of Trust, the business and affairs of AmREIT shall be managed under the direction of the AmREIT Board and (b) the AmREIT Board shall have full, exclusive and absolute power, control and authority over any and all property of AmREIT. The AmREIT Board may take any action as in its sole judgment and discretion is necessary or appropriate to conduct the business and affairs of AmREIT. The Declaration of Trust shall be construed with the presumption in favor of the grant of power and authority to the AmREIT Board. Any construction of the Declaration of Trust or determination made in good faith by the AmREIT Board concerning its powers and authority hereunder shall be conclusive.

#### **Transferability of Interests**

Subject to certain exceptions specified in the Declaration of Trust, no person may beneficially own or constructively own shares of AmREIT Common Stock in excess of the prescribed ownership limit.

No person may beneficially own or constructively own shares of AmREIT Common Stock to the extent that (1) such beneficial ownership of shares of common stock would result in AmREIT 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), or (2) such beneficial ownership or constructive ownership of shares of AmREIT Common Stock would result in AmREIT otherwise failing to qualify as a REIT.

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No person may transfer any shares of AmREIT Common Stock if, as a result of the transfer, the shares of AmREIT Common Stock would be beneficially owned by less than 100 persons (determined without reference to the rules of attribution under Section 544 of the Code). Any transfer of shares of AmREIT Common Stock that, if effective, would result in such shares 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 AmREIT Common Stock.

### Redemption Rights under the AmREIT Declaration of Trust

#### *Class A Stock*

The shares of Class A Stock are not redeemable.

#### *Class C Stock*

The shares of Class C Stock are not redeemable prior to September 2010. On and after that date, AmREIT, at its option (to the extent AmREIT has funds legally available therefor) upon not less than thirty (30) nor more than sixty (60) days' written notice, may redeem shares of Class C Stock, in whole or in part, at any time or from time to time, for, at the option of the holder thereof, either (i) cash at the redemption price per share of \$11.00 or (ii) one share of Class A Stock for each share of Class C Stock redeemed by such holder.

#### *Class D Stock*

The shares of Class D Stock are not redeemable prior to July 2011. On and after that date, AmREIT, at its option (to the extent AmREIT has funds legally available therefor) upon not less than thirty (30) nor more than sixty (60) days' written notice, may redeem the shares of Class D Stock, in whole or in part, at any time or from time to time, for cash at the redemption price per share of \$10.00, plus the pro rata portion of the 7.7% conversion premium, based on the number of years the shares are outstanding (for example, if the shares of Class D Stock are called on the first anniversary of issuance the call price would be \$10.11 per share).

### Tax Treatment of Exchange of Shares of AmREIT Common Stock in the Merger

See United States Federal Income Tax Considerations for a summary of certain federal income tax considerations that may be relevant to a holder who exchanges his or her shares of AmREIT Common Stock for REITPlus Common Stock and any fractional shares of its AmREIT Common Stock, if any, for cash in the merger.

**Each holder of AmREIT Common Stock should consult his or her own tax advisor regarding the tax consequences of the exchange of shares in the merger, including the federal, state, local and foreign tax consequences of the exchange of AmREIT Common Stock in the merger in his or her particular circumstances and potential changes in applicable laws.**

### Operations of AmREIT

The purposes for which AmREIT is formed are to engage in any lawful act or activity, including, without limitation or obligation, to invest in and to acquire, hold, manage, administer, control and dispose of property (including mortgages) including, without limitation or obligation, engaging in business as a REIT under the Code. AmREIT has all of the powers granted to real estate investment trusts by the Maryland REIT Law and all other powers set forth in the Declaration of Trust that are not inconsistent with law and are appropriate to promote and attain the purposes set forth in the Declaration of Trust.

### Distributions

#### *Class A Stock*

The holders of shares of Class A Stock are entitled to receive such dividends as may be declared by the AmREIT Board out of funds legally available therefore.

#### *Class C Stock*

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Subject to the preferential rights of any series of preferred shares, holders of shares of Class C Stock are entitled to receive, when, as and if declared by the AmREIT Board, out of funds legally available for the payment of dividends, non-cumulative cash dividends in an amount per share of Class C Stock equal to \$0.70 per annum, payable monthly. Under the Declaration of Trust, no dividends may be paid in any month with respect to the Class A Stock or Class D Stock unless and until full dividends for such month are paid in respect of the Class C Stock.

### *Class D Stock*

Subject to the preferential rights of any series of preferred shares, holders of shares of Class D Stock are entitled to receive, when, as and if declared by the AmREIT Board, out of funds legally available for the payment of dividends, non-cumulative cash dividends in an amount per share of Class D Stock equal to \$0.65 per annum, payable monthly. Under the Declaration of Trust, no dividends may be paid in any month with respect to the Class D Stock unless and until full dividends for such month are paid in respect of the Class C Stock. The Declaration of Trust does not require prior or contemporaneous payment of monthly dividends with respect to the Class D Stock before monthly dividends can be paid with respect to the Class A Stock. Consequently, holders of Class A Stock could receive payments of monthly dividends in certain months when no dividends are paid with respect to the Class D Stock.

AmREIT has all of the powers granted to real estate investment trusts by the Maryland REIT Law and all other powers set forth in the Declaration of Trust that are not inconsistent with law and are appropriate to promote and attain the purposes set forth in the Declaration of Trust.

### **Amendments**

AmREIT reserves the right from time to time to make any amendment to its Declaration of Trust, now or hereafter authorized by law, including, without limitation, any amendment altering the terms or contract rights, as expressly set forth in the Declaration of Trust, of any shares of capital stock. All rights and powers conferred by the Declaration of Trust on shareholders, trustees and officers are granted subject to this reservation. REITPlus will file Articles of Amendment with respect to the combined company as required by Maryland law.

The AmREIT Board may amend the Declaration of Trust from time to time, in the manner provided by the Maryland REIT Law and the MGCL, without any action by the shareholders: (i) to qualify as a real estate investment trust under the Code or under the Maryland REIT Law, (ii) in any respect in which the charter of a Maryland corporation may be amended without shareholder approval, and (iii) as otherwise provided in the Declaration of Trust.

Except as otherwise provided in the Declaration of Trust, any amendment to the Declaration of Trust shall be valid only after the AmREIT Board has adopted a resolution setting forth the proposed amendment and declaring such amendment advisable, and such amendment has been approved by the affirmative vote of the holders of not less than a majority of the shares of capital stock then outstanding and entitled to vote thereon. If an amendment materially and adversely affects the voting powers, rights or preferences of the holders of the Class C Stock, the affirmative vote of holders of at least two-thirds of the votes entitled to be cast by the holders of the Class C Stock, voting as a class, is required to approve such amendment. If an amendment materially and adversely affects the voting powers, rights or preferences of the holders of the Class D Stock, the affirmative vote of holders of at least two-thirds of the votes entitled to be cast by the holders of the Class D Stock, voting as a class, is required to approve such amendment.

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### **Exculpation and Indemnification**

AmREIT shall have the power, to the maximum extent permitted by Maryland law in effect from time to time, to obligate itself to indemnify, and to pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (a) any individual who is a present or former shareholder, trustee or officer of AmREIT and (b) any individual who, while a trustee or officer of AmREIT and at the request of AmREIT, serves or has served as a director, officer, partner, trustee, employee or agent of another real estate investment trust, corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise from and against any claim or liability to which he or she may become subject by reason of his or her status as a present or former shareholder, trustee or officer of AmREIT or service in any such capacity. AmREIT has entered into indemnification agreements with its officers and directors which obligate AmREIT to provide such indemnification and advancement of expenses.

### **Term**

AmREIT shall continue perpetually unless terminated pursuant to the Declaration of Trust or pursuant to any applicable provision of the Maryland REIT Law.



## COMPARISON OF SHAREHOLDER RIGHTS

On May 20, 2009, the shareholders of AmREIT approved a redomestication merger pursuant to which AmREIT migrated from a Texas REIT to a Maryland real estate investment trust. In connection with that transaction, AmREIT adopted a Maryland declaration of trust. The REITPlus Charter was designed to accommodate REITPlus's structure as an externally advised and managed, non-listed company which offered its Common Stock in registered state offerings and was subject to the NASAA Guidelines. Because after the merger REITPlus will be internally managed and may seek to list shares on a national stock exchange in the future and will no longer be subject to the NASAA Guidelines, relevant provisions of the existing REITPlus Charter will be combined with the relevant provisions of the AmREIT Declaration of Trust, and the new governing document of the surviving company will be adopted and filed as part of the Plan of Merger as the Articles of Amendment and Restatement of REITPlus. The following table sets forth a comparison of (i) the provisions of the existing REITPlus Charter, (ii) the AmREIT Declaration of Trust filed in connection with the redomestication merger and (iii) the Articles of Amendment and Restatement of REITPlus, as the surviving company. It is anticipated that the provisions of the AmREIT Maryland Declaration of Trust and the REITPlus Articles of Amendment and Restatement will be substantially similar. For more information, please see the REITPlus Articles of Amendment and Restatement attached hereto as Annex E.

	<b>REITPlus Charter</b>	<b>AmREIT Declaration of Trust</b>	<b>Articles of Amendment and Restatement of Surviving Company (REITPlus)</b>
<b>Name</b>	The REITPlus Charter provides for the name REITPlus, Inc.	AmREIT's Declaration of Trust provides for the name AmREIT. The board of trustees may change the name without shareholder approval.	The surviving company's Articles of Amendment and Restatement provide for the name AmREIT, Inc. It is anticipated that the name of the surviving corporation will be changed to AmREIT, Inc. at the time of the merger. The board of directors may change the name without stockholder approval.
<b>Suitability of Stockholders/Shareholders</b>	Subject to suitability standards established by individual states, stockholders are required to meet certain investment suitability standards.	As AmREIT does not intend to offer unlisted shares through registered state securities offerings in the future, AmREIT's Declaration of Trust does not address shareholder suitability standards.	As the surviving company does not intend to offer unlisted shares of stock through registered state securities offerings in the future, the Articles of Amendment and Restatement of the surviving company do not address stockholder suitability standards.
<b>Repurchase of Shares</b>	The board of directors may establish repurchase programs, provided, however, that such programs do not impair the capital or operations of REITPlus.	AmREIT's Declaration of Trust does not specifically allow or preclude the repurchase of shares of AmREIT Common Stock by AmREIT.	The surviving company's Articles of Amendment and Restatement do not specifically allow or preclude the repurchase of shares of common stock by the surviving company.

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	<b>REITPlus Charter</b>	<b>AmREIT Declaration of Trust</b>	<b>Articles of Amendment and Restatement of Surviving Company (REITPlus)</b>
<b>Term of Directors/Trustees</b>	Each director holds office for a term of one year and may be elected to an unlimited number of successive terms.	Each initial trustee holds office until the first meeting of shareholders of AmREIT and until his or her successor is duly elected and qualified.	Each initial director holds office until the first meeting of stockholders of the surviving company and until his or her successor is duly elected and qualified.
<b>Number of Directors/Trustees</b>	The number of directors was initially five (5) and may be increased or decreased from time to time as prescribed in the REITPlus bylaws.	The number of trustees is currently four (4) and the trustees may increase the number of trustees and fill any vacancy, whether resulting from an increase in the number of trustees or	The number of directors is currently seven (7) and the directors may increase the number of directors and fill any vacancy, whether resulting from an increase in the number of

		otherwise, on the board of trustees in the manner provided in the bylaws.	directors or otherwise, on the board of directors in the manner provided in the bylaws.
<b>Removal of Directors/ Trustees</b>	A director may be removed from office by the affirmative vote of the holders of a majority of all votes entitled to be cast on the matter.	A trustee may be removed only for cause by the affirmative vote of at least two-thirds (2/3) of all votes entitled to be cast.	A director may be removed only for cause by the affirmative vote of at least two-thirds (2/3) of all votes entitled to be cast.
<b>Experience of Directors/ Trustees</b>	The REITPlus Charter provides that candidates for director must have three years of relevant real estate-related experience. At least one independent director must have three years of relevant real estate experience.	AmREIT's Declaration of Trust does not have an equivalent experience requirement.	The surviving company's Articles of Amendment and Restatement do not have an equivalent experience requirement.
<b>Limitation of Director/ Trustee and Officer Liability</b>	The REITPlus Charter eliminates directors' and officers' liability to REITPlus or its stockholders for money damages provided, however, that indemnification of a director shall not be permitted unless the following have been satisfied: (i) the director determined, in good faith, that the course of conduct that caused the loss or liability was in the best interests of REITPlus; (ii) the director was acting on behalf of or performing services for REITPlus; (iii) such liability or loss was not the result of (a) negligence or misconduct, in the case of a non-independent director or (b) gross negligence or willful misconduct, in the case of an independent director; and (iv) such indemnification is recoverable only out of REITPlus's net assets, not from its stockholders.	The AmREIT Declaration of Trust eliminates trustees' and officers' liability to the maximum extent permitted by Maryland law, which eliminates the liability of trustees and officers to the trust and its shareholders for money damages, except for liability resulting from (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active and deliberate dishonesty established by a final judgment and which is material to the cause of action.	The surviving company's Articles of Amendment and Restatement eliminate directors' and officers' liability to the maximum extent permitted by Maryland law, which eliminates the liability of directors and officers to the corporation and its stockholders for money damages, except for liability resulting from (i) actual receipt of an improper benefit or profit in money, property or services or (ii) active and deliberate dishonesty established by a final judgment and which is material to the cause of action.