ENTERTAINMENT PROPERTIES TRUST
Form 424B5
March 27, 2008

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The information in this preliminary prospectus supplement and accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(5)
Registration File No. 333-140978

Subject to completion, dated March 26, 2008

Preliminary Prospectus Supplement
(To prospectus dated February 27, 2007)

3,000,000 Shares

Entertainment Properties Trust

% Series E cumulative convertible preferred shares
liquidation preference $25.00 per share

We are offering 3,000,000 shares of our % Series E cumulative convertible preferred shares of beneficial interest, par value $0.01 per share, or the Series E preferred shares, in this offering. We will pay cumulative distributions on the Series E preferred shares from and including the date of original issuance in the amount of $ per share each year, which is equivalent to % of the $25.00 liquidation preference per share. Distributions on the Series E preferred shares will be payable quarterly in arrears, beginning on July 15, 2008. Our only other preferred shares outstanding as of the date of this prospectus supplement are 3,200,000 shares of our 7.75% Series B cumulative redeemable preferred shares with a liquidation preference of $25.00 per share, or Series B preferred shares, 5,400,000 shares of our 5.75% Series C cumulative convertible preferred shares with a liquidation preference of $25.00 per share, or Series C preferred shares, and 4,600,000 shares of our 7.375% Series D cumulative redeemable preferred shares with a liquidation preference of $25.00 per share, or Series D preferred shares. The Series E preferred shares will rank on a parity with the Series B, Series C and Series D preferred shares.

You may convert the Series E preferred shares into our common shares subject to certain conditions. The conversion rate will initially be common shares per $25.00 liquidation preference, which is equivalent to an initial conversion price of $ per common share. The conversion rate will be subject to adjustment upon the occurrence of specified events. On or after April 20, 2013, we may, at our option, convert some or all of the Series E preferred shares into common shares in certain circumstances based on the market price of our common shares. Upon any conversion of Series E preferred shares, we will have the option to deliver either (1) a number of common shares based upon the applicable conversion rate, or (2) an amount of cash and common shares, as described in this prospectus supplement.

If you elect to convert your Series E preferred shares in connection with a fundamental change that occurs on or prior to April 20, 2018, we will increase the conversion rate for the Series E preferred shares surrendered for conversion to the extent disclosed in this prospectus supplement. In addition, upon a fundamental change, when the actual applicable price of our common shares is less than $ per share, you may require us to convert some or all of your Series E preferred shares at a conversion rate equal to the liquidation preference of the Series E preferred shares being converted plus accrued and unpaid distributions divided by 98% of the market price of our common shares.

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We will have the right to repurchase for cash some or all of the Series E preferred shares that would otherwise be required to be converted, as described in this prospectus supplement.

We have filed an application to list the Series E preferred shares on the New York Stock Exchange, or NYSE, under the symbol EPR PrE. If the application is approved, trading of the Series E preferred shares on the NYSE is expected to begin within 30 days after the date of initial delivery of the Series E preferred shares. Our common shares are listed on the NYSE under the symbol EPR . The last reported sale price of our common shares on March 25, 2008 was $54.08 per share.

Investing in our Series E preferred shares involves risks. Before buying any Series E preferred shares you should carefully read this entire prospectus supplement and the accompanying prospectus and the documents incorporated by reference herein and therein, including the section of this prospectus supplement entitled Risk factors beginning on page S-14, the section of the accompanying prospectus entitled Risk Factors on page 3 and the Risk Factors section of our annual report on Form 10-K for the year ended December 31, 2007 filed with the Securities and Exchange Commission, or SEC, on February 26, 2008, and, to the extent applicable, our quarterly reports on Form 10-Q.

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

	Per Share	Total
Public offering price(1)	$	$
Underwriting discount	$	$
Proceeds, before expenses, to us	$	$

(1) Plus accrued distributions, if any, from (and including) the original date of issuance.

The underwriters have an option to purchase up to an additional 450,000 Series E preferred shares from us to cover over-allotments, if any.

The Series E preferred shares are subject to certain restrictions on ownership and transfer designed to preserve our qualification as a real estate investment trust for federal income tax purposes. See Description of the Series E Preferred Shares Restrictions on Ownership and Transfer on page S-52 of this prospectus supplement and Description of Certain Provisions of Maryland Law and EPR s Declaration of Trust and Bylaws Restrictions on Ownership and Transfer of Shares on page 29 of the accompanying prospectus for more information about these restrictions.

The underwriters expect that the Series E preferred shares will be ready for delivery in book-entry form through the facilities of The Depository Trust Company on or about April , 2008.

Joint Book-Running Managers

JP Morgan **Morgan Stanley**

Co-Manager

RBC Capital Markets

The date of this prospectus supplement is , 2008

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. Neither we nor the underwriters have authorized any person to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates or as of other dates which are specified in those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

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About this prospectus supplement

We are providing information to you about this offering of our Series E preferred shares in two parts. The first part is this prospectus supplement, which provides the specific details regarding this offering. The second part is the accompanying prospectus, which provides general information, including information about our common shares. Generally, when we refer to this prospectus, we are referring to both documents combined. Some of the information in the accompanying prospectus may not apply to this offering. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on the information contained in this prospectus supplement.

References to we, us, our, EPR or the Company refer to Entertainment Properties Trust. When we refer to our Declaration of Trust we mean Entertainment Properties Trust s Amended and Restated Declaration of Trust, including the articles supplementary for each series of preferred shares, as amended. When we refer to our Bylaws we mean Entertainment Properties Trust s Bylaws, as amended. The term you refers to a prospective investor.

Incorporation of certain information by reference

The SEC allows us to incorporate by reference the information we file with the SEC, which means we can disclose important information to you by referring to those documents. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus. Any statement contained in a document which is incorporated by reference in this prospectus supplement or the accompanying prospectus is automatically updated and superseded if information contained in this prospectus supplement, the accompanying prospectus, or information we later file with the SEC, modifies or replaces that information.

The documents listed below have been filed by us under the Securities Exchange Act of 1934, as amended (the Exchange Act) (File No. 1-13561) and are incorporated by reference in this prospectus supplement:

1. Our annual report on Form 10-K for the year ended December 31, 2007, filed on February 26, 2008.

2. The description of our common shares included in our registration statement on Form 8-A filed on November 4, 1997.

3. The description of our Series B Preferred Shares included in our registration statement filed on Form 8-A/A filed on January 14, 2005.

4. The description of our Series C Preferred Shares included in our registration statement filed on Form 8-A filed on December 21, 2006.

5. The description of our Series D Preferred Shares included in our registration statement filed on Form 8-A filed on May 4, 2007.

In addition, all documents filed by us under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any information that is deemed to have been furnished and not filed with the SEC) after the date of this prospectus supplement and prior to the termination of the offering of the securities covered by this prospectus supplement, are incorporated by reference herein.

To obtain a free copy of any of the documents incorporated by reference in this prospectus supplement (other than exhibits, unless they are specifically incorporated by reference in the documents) please contact us at:

Investor Relations Department
Entertainment Properties Trust
30 W. Pershing Road, Suite 201
Kansas City, Missouri 64108
(816) 472-1700/FAX (816) 472-5794
Email info@eprkc.com

Our SEC filings also are available on our Internet website at www.eprkc.com. The information on our website is not, and you must not consider the information to be, a part of this prospectus supplement or the accompanying prospectus.

As you read these documents, you may find some differences in information from one document to another. You should assume that the information appearing in the prospectus supplement or the accompanying prospectus is accurate only as of the date on their respective covers, and you should assume the information appearing in any document incorporated or deemed to be incorporated by reference in this prospectus supplement or the accompanying prospectus is accurate only as of the date that document was filed with the SEC. Our business, financial condition, results of operations and prospects may have changed since those dates.

Cautionary statement concerning forward-looking statements

With the exception of historical information, this prospectus supplement and the accompanying prospectus and our reports filed under the Exchange Act and incorporated by reference in this prospectus supplement and the accompanying prospectus and other offering materials and documents deemed to be incorporated by reference herein or therein may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Exchange Act, such as those pertaining to our acquisition or disposition of properties, our capital resources, future expenditures for development projects and our results of operations. Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of actual events. There is no assurance the events or circumstances reflected in the forward-looking statements will occur. You can identify forward-looking statements by use of words such as will be, intend, continue, believe, may, expect, hope, anticipate, goal, forecast, or other comparable terms, or by discussions of strat or intentions. Forward-looking statements necessarily are dependent on assumptions, data or methods that may be incorrect or imprecise.

Factors that could materially and adversely affect us include, but are not limited to, the factors listed below:

General international, national, regional and local business and economic conditions;

Our ability to compete effectively;

Defaults in the performance of lease terms by our tenants;

The financial condition of our tenants, including the extent of tenant bankruptcies or defaults;

Risk of our tenants not renewing their leases;

The concentration of leases with our single largest tenant;

Our continued qualification as a REIT;

Risks relating to real estate ownership and development, for example local conditions such as an oversupply of space or a reduction in demand for real estate in the area, competition from other available space, whether tenants and users such as customers of our tenants consider a property attractive, changes in real estate taxes and other expenses, changes in market rental rates, the timing and costs associated with property improvements and rentals, changes in taxation or zoning laws or other governmental regulation, whether we are able to pass some or all of any increased operating costs through to tenants, how well we manage our properties;

Risks associated with use of leverage to acquire properties;

Fluctuations in interest rates;

Acts of terrorism or armed conflicts;

Our ability to secure adequate insurance and risk of potential uninsured losses, including from natural disasters;

Risks involved in joint ventures;

Risks in leasing multi-tenant properties;

Risks of environmental liability;

Risks associated with owning or financing properties for which the tenant s or mortgagor s operations may be impacted by weather conditions;

Risks associated with the ownership of vineyards;

Our ability to raise capital;

Our ability to pay distributions to our shareholders;

Changes in laws and regulations, including tax laws and regulations;

Risks associated with changes in the Canadian exchange rate; and

Certain limits on change in control imposed under law and by our Declaration of Trust and Bylaws.

You should consider the risks described in the Risk factors section on page S-14 of this prospectus supplement, the Risk Factors section on page 3 of the accompanying prospectus and the Risk Factors section of our annual report on Form 10-K for the year ended December 31, 2007, filed with the SEC on February 26, 2008, and, to the extent applicable, our quarterly reports on Form 10-Q, in evaluating any forward-looking statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus.

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Given these uncertainties, you should not place undue reliance on these forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements included or incorporated by reference in this prospectus supplement or the accompanying prospectus, whether as a result of new information, future events or otherwise. In light of the factors referred to above, the future events discussed or incorporated by reference in this prospectus supplement or the accompanying prospectus may not occur and actual results, performance or achievements could differ materially from those anticipated or implied in the forward-looking statements.

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Prospectus supplement summary

This summary may not contain all of the information that is important to you. Before making a decision to purchase our Series E preferred shares, you should carefully read this entire prospectus supplement and the accompanying prospectus, especially the Risk factors section on page S-14 of this prospectus supplement, the Risk Factors section on page 3 of the accompanying prospectus and the Risk Factors section of our annual report on Form 10-K for the year ended December 31, 2007, filed on February 26, 2008, and incorporated by reference herein, as well as the Risk Factors section in our quarterly reports on Form 10-Q, to the extent applicable, and the other documents incorporated by reference in this prospectus supplement and in the accompanying prospectus. Unless otherwise indicated, financial information included in this prospectus supplement is presented on a historical basis.

About EPR

We are a self-administered real estate investment trust, or REIT, that develops, owns, acquires and finances properties for consumer preferred high-quality businesses, including megaplex movie theatres, entertainment retail centers and other destination recreational and specialty properties.

Our real estate portfolio is comprised of over $1.9 billion in assets (before accumulated depreciation) and consists of:

- 79 megaplex movie theatre properties (including four joint venture properties) located in 26 states and Ontario, Canada
- one theatre property under development in California
- eight entertainment retail centers (including two joint venture properties) located in Westminster, Colorado, New Rochelle, New York, White Plains, New York, Burbank, California, and Ontario, Canada
- other specialty properties, including six wineries and six vineyards located in California and a ski property located in Ohio
- a 50% joint venture interest in JERIT CS Fund I (CS Fund I), which owns 12 public charter school properties located in seven states and the District of Columbia
- land parcels leased to restaurant and retail operators adjacent to several of our theatre properties

As of March 25, 2008, we had invested approximately $19.6 million in development land and construction in progress for real-estate development.

Also, as of March 25, 2008, we had the following mortgage notes receivable:

- $107.2 million (including accrued interest) in mortgage financing for the development of Toronto Life Square, an entertainment retail center in Canada
- $123.0 million (including accrued interest) in mortgage financing for ten ski properties and development land located in New Hampshire, Vermont, Missouri, Indiana, Ohio and Pennsylvania

$3.6 million (including accrued interest) in mortgage financing for the development of an amphitheatre located in Illinois.

$107.3 million (including accrued interest) in mortgage financing for the development of a water park anchored entertainment village in the greater Kansas City area

The theatre project under development has been pre-leased to the prospective tenant under a long-term triple-net lease. The cost of development will be paid by us in periodic draws. The related timing and amount of rental payments to be received by us from the tenant under the lease correspond to the timing and amount of funding by us of the cost of development. This theatre will have 12 screens and we anticipate that the total development cost will be approximately $13.2 million. Through March 25, 2008, we had not yet invested any funds in this project but have commitments to fund the $13.2 million in improvements. We plan to fund development primarily with funds generated by debt financing and/or equity offerings. If we determine that construction is not being completed in accordance with the terms of the development agreement, we can discontinue funding construction draws.

We generally lease our single-tenant properties to tenants on a long-term triple-net basis that requires the tenant to assume the primary risks involved in operating the property and to pay substantially all expenses associated with the operation and maintenance of the property. We also provide secured mortgage financing and we own multi-tenant properties which are managed for us by third-party management companies.

Our theatre properties are leased to prominent theatre operators, including American Multi-Cinema, Inc. (referred to in this prospectus as AMC), Muvico Entertainment LLC, Regal Cinemas, Consolidated Theatres, Loews Cineplex Entertainment (now part of AMC), Rave Motion Pictures, Wallace Theatres, Southern Theatres, Cobb Theatres and Kerasotes Showplace Theatres. As of March 25, 2008, approximately 51% of our megaplex theatre properties were leased to AMC as a result of a series of sale-leaseback transactions relating to a number of AMC megaplex theatres, and approximately 51% of our total annual lease revenues were derived from rental payments by AMC under these leases.

Approximately 15% of our total annual revenue is derived from our four entertainment retail centers in Ontario, Canada and a mortgage note receivable secured by an additional property under development in Ontario, Canada. The Canadian entertainment retail centers combined with the carrying value of our mortgage note receivable represent approximately 23% of the Company s net assets as of March 25, 2008.

Beginning with our taxable year ended December 31, 1997, we elected to be treated as a REIT for U.S. federal income tax purposes. In order to maintain our status as a REIT, we must comply with a number of requirements under federal income tax law that are discussed in Additional U.S. federal income tax considerations on page S-53 of this prospectus supplement and U.S. Federal Income Tax Considerations on page 32 of the accompanying prospectus.

Our executive offices are located at 30 W. Pershing Road, Suite 201, Kansas City, Missouri 64108. Our telephone number is (816) 472-1700.

Growth Strategies

As a part of our growth strategies, we will consider developing or acquiring additional megaplex theatre properties, and developing or acquiring single-tenant entertainment, entertainment-related, recreational or specialty properties. We will also consider developing or

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acquiring additional entertainment retail centers. In lieu of acquisition or development, we may also pursue opportunities to provide mortgage financing for these same property types.

Our investing strategies center on certain guiding principles, which we refer to as our Five Star Principles :

Inflection Opportunity

We look for a new generation of facilities emerging as a result of age, technology, or change in the lifestyle of consumers which create development, renewal or restructuring opportunities requiring significant capital.

Enduring Value

We look for real estate that supports activities that are commercially successful and have a reasonable basis for continued and sustainable customer demand in the future. Further, we seek circumstances where the magnitude of change in the new generation of facilities adds substantially to the customer experience.

Excellent Execution

We seek attractive locations and best-of-class executions that create market-dominant properties which we believe create a competitive advantage and enhance sustainable customer demand within the category despite a potential change in tenant. We minimize the potential for turnover by seeking quality tenants with a reliable track record of customer service and satisfaction.

Attractive Economics

We seek investments that provide accretive returns initially and increasing returns over time with rent escalators and percentage rent features that allow participation in the financial performance of the property. Further, we are interested in investments that provide a depth of opportunity to invest sufficient capital to be meaningful to our total financial results and also provide a diversity by market, geography or tenant operator.

Advantageous Position

In combination with the preceding principles, when investing we look for a competitive advantage such as unique knowledge of the category, access to industry information, a preferred tenant relationship, or other relationships that provide access to sites and development projects.

Recent Developments

The following are principal recent developments since January 1, 2008:

Debt Financing

On January 11, 2008, the Company obtained a $17.5 million non-recourse mortgage loan maturing on February 1, 2018 and secured by a theatre property located in Garland, Texas, which bears interest at 6.19% per year, and requires monthly principal and interest payments of $127 thousand and a final principal payment at maturity of $11.6 million.

On March 13, 2008, the Company s subsidiary VinREIT, LLC entered into a $65.0 million term loan and revolving credit facility with Bank of the West and various lenders. The credit facility is evidenced by a Credit Agreement dated as of March 4, 2008 and includes pricing of LIBOR plus 1.5% on loans advanced against real property and LIBOR plus 1.75% on loans advanced against fixtures and equipment. The Credit Agreement provides for an aggregate advance rate of 65% based on the lesser of cost or appraised value. Term loans against real property may be drawn on through March 14, 2010. These loans are amortized over a 25-year period and mature on the earlier of ten years after disbursement or the maturity of the related real property lease. The equipment and fixture loans have a maturity date that is the earlier of ten years or the maturity of the related lease and require full principal amortization over the term of the loan. The Credit Agreement contains an accordion feature whereby, subject to lender approval, VinREIT, LLC may obtain additional revolving credit and term loan commitments in an aggregate principal amount not to exceed $35.0 million. The Credit Agreement is secured by the existing and future personal property of VinREIT, LLC, and is jointly and severally guaranteed by two wholly-owned subsidiaries of VinREIT, LLC, Havens VinREIT, LLC and Duncan Peak VinREIT LLC. Each of these subsidiaries granted a lien on its existing real estate and its existing and future personal property to secure its guaranty. The initial disbursement under the Credit Agreement consisted of two term loans in the aggregate principal amount of approximately $9.5 million with maturity dates of December 1, 2017 and March 13, 2018, respectively, and we simultaneously entered into interest rate swap agreements that fixed the interest rates at an average of 5.52%. On March 24, 2007, we obtained $3.2 million of equipment loans that mature on December 1, 2017. Other wholly-owned subsidiaries of VinREIT, LLC may subsequently become eligible to join in the credit facility as secured guarantors, thus facilitating credit extensions under the Credit Agreement.

The net proceeds from the above-referenced loans were used to pay down outstanding indebtedness under our unsecured revolving credit facility.

Investments

As previously announced, on October 30, 2007, we acquired, through our wholly-owned subsidiary, EPT Schoolhouse, LLC (EPT Schoolhouse), a 50% ownership interest in CS Fund I for $39.3 million. CS Fund I currently owns 12 public charter school properties located in Nevada, Arizona, Ohio, Georgia, Missouri, Michigan, Florida and Washington D.C. and leases them under a long-term triple net master lease. Our partner in CS Fund I is JERIT CS Fund I Member (JERIT Fund Member). On March 25, 2008, EPT Schoolhouse entered into a membership purchase agreement with JERIT Fund Member, pursuant to which EPT Schoolhouse will purchase all of JERIT Fund Member s 50% ownership interest in CS Fund I for approximately $39.5 million. Upon completion of this transaction, CS Fund I will become a wholly-owned subsidiary of the Company. The member purchase agreement provides that EPT Schoolhouse shall pay JERIT Fund Member a monthly asset management fee of 1.875% of the monthly rent for the public charter school properties, for the six month period following the closing. The membership purchase agreement also contains an option pursuant to which JERIT Fund Member may re-acquire its 50% interest in CS Fund I within six months after the acquisition of such interest by EPT Schoolhouse. We anticipate that the acquisition of JERIT Fund Member s 50% interest in CS Fund I by EPT Schoolhouse will be completed in early April; however, we cannot assure you that this transaction will be completed or completed for the amount or on the terms summarized above. Depending on the timing of this acquisition, we may finance the purchase price with a portion of the proceeds from this offering and the concurrent offering of our common shares, or we may finance the purchase price with borrowings under our unsecured revolving credit facility which would be repaid using a portion of the proceeds from this offering and the concurrent common shares offering.

CS Fund I currently has an option to purchase an additional $120 million of public charter school properties, of which $60 million of properties would be scheduled to close within the next 60 to 90 days if such option is exercised. We cannot offer any assurance that this option will be exercised or as to the timing or terms of the transaction or that the transaction will be completed.

Concurrent Offering of Common Shares

Concurrently with this offering, we are offering 1,500,000 common shares pursuant to a separate offering registered under the Securities Act. We have granted the underwriters for the common shares offering an over-allotment option to purchase up to 225,000 additional common shares. If we complete the offering of the common shares, we expect to use the proceeds from that offering and from this offering as described in Use of Proceeds. The completion of this offering of Series E preferred shares is not subject to the completion of the concurrent offering of common shares and the completion of the concurrent offering of common shares is not subject to the completion of this offering of Series E preferred shares.

For a description of the common shares, please see the prospectus supplement and other offering materials for the common shares, all of which have been or will be filed with the SEC.

This prospectus supplement shall not be deemed to be an offer to sell or a solicitation of an offer to buy any common shares and we cannot assure you that the concurrent offering of our common shares will be completed or completed for the amount or on the terms contemplated.

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The offering

The following is a brief summary of certain terms of this offering and is not intended to be complete. It does not contain all of the information that will be important to a holder or the issuer of the Series E preferred shares. For a more complete description of the terms of the Series E preferred shares, see Description of the Series E Preferred Shares in this prospectus supplement and Description of Shares of Beneficial Interest and Description of Certain Provisions of Maryland Law and EPR s Declaration of Trust and Bylaws in the accompanying prospectus.

Issuer	Entertainment Properties Trust.
Securities Offered	3,000,000 shares of % Series E cumulative convertible preferred shares plus up to an additional 450,000 shares of Series E preferred shares that we may issue and sell upon the exercise of the underwriters overallotment option.
Ranking	The Series E preferred shares will rank, with respect to distribution rights and rights upon our liquidation, dissolution or winding up: junior to all of our existing and future debt obligations, including convertible or exchangeable debt securities; senior to our common shares and to any other of our equity securities that by their terms rank junior to the Series E preferred shares with respect to distribution rights or payments upon our liquidation, dissolution or winding up; on a parity with our existing Series B, Series C, and Series D preferred shares and with other series of our preferred shares or other equity securities that we may later authorize and that by their terms are on a parity with the Series E preferred shares with respect to distribution rights or payments upon our liquidation, dissolution or winding up; and junior to any equity securities that we may later authorize or issue and that by their terms rank senior to the Series E preferred shares (which we may only authorize with the affirmative vote of the holders of at least two-thirds of the Series E preferred shares).
Distributions	Holders of Series E preferred shares will be entitled to receive cumulative cash distributions on the Series E preferred shares from the original date of issuance at a rate of % per year of the $25.00 liquidation preference (equivalent to $ per year per share). Distributions on the Series E preferred shares are payable quarterly in arrears on January 15, April 15, July 15 and October 15 of each year, or if not a business day, the next succeeding business day. The first distribution will be paid on July 15, 2008, and will be a pro rata distribution from and including the original issue date to and including July 15, 2008 in the amount of $ per share. See Description of the Series E Preferred Shares Distributions.

Liquidation Preference	If we liquidate, dissolve or wind up, you will have the right to receive $25.00 per Series E preferred share, plus accrued and unpaid distributions (whether or not authorized or declared) to the date of payment, before any payments are made to our common shareholders or to holders of any other of our equity securities that we may issue ranking junior to the Series E preferred shares as to liquidation rights (but after any payments are made to holders of our debt, holders of our subsidiaries debt and holders of any other of our equity securities that we may issue ranking senior to the Series E preferred shares as to liquidation rights (which equity securities we may authorize only with the affirmative vote of the holders of at least two-thirds of the Series E preferred shares)). Your rights to receive the liquidation preference will be subject to the proportionate rights of each other series or class of our equity securities ranking on a parity with the Series E preferred shares that we have issued or may issue in the future (including our Series B, Series C, and Series D preferred shares). See Description of the Series E Preferred Shares Liquidation Preference.
Conversion Rights	You, at your option, may convert some or all of your outstanding Series E preferred shares initially at a conversion rate of common shares per $25.00 liquidation preference, referred to as the Conversion Rate, which is equivalent to an initial conversion price of approximately $ per common share (subject to adjustment in certain events). Except as otherwise provided, our Series E preferred shares will only be convertible into our common shares. See Description of the Series E Preferred Shares Conversion Rights.
Company Conversion Option	On or after April 20, 2013, we may, at our option, convert some or all of the Series E preferred shares into that number of common shares that are issuable at the then applicable Conversion Rate, which we refer to as the Company Conversion Option. We may exercise the Company Conversion Option only if (1) the Closing Sale Price (as defined below) of our common shares equals or exceeds 150% of then applicable conversion price of the Series E preferred shares for at least 20 Trading Days (as defined below) in a period of 30 consecutive Trading Days (including the last Trading Day of such period) ending on the Trading Day immediately prior to our issuance of a press release announcing our exercise of the Company Conversion Option and our form of payment as described below under Conversion Settlement and (2) on or prior to the effective date of the Company Conversion Option, we have either declared and paid, or declared and set apart for payment, any unpaid distributions that are in arrears on the Series E preferred shares. See Description of the Series E Preferred Shares Company Conversion Option.

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Conversion Settlement	Upon conversion, we will deliver, at our option, either (1) a number of common shares based upon the applicable Conversion Rate, or (2) an amount of cash and common shares as follows: cash in an amount equal to the lesser of (a) the Conversion Value and (b) the $25.00 liquidation preference, and if the Conversion Value (as defined below) is greater than the $25.00 liquidation preference, a number of common shares equal to the difference between the Conversion Value and the $25.00 liquidation preference, divided by the average of the Closing Sale Price of our common shares during the Cash Settlement Averaging Period. See Description of Series E Preferred Shares Conversion Rights Conversion Settlement. The Conversion Value for each Series E preferred share to be converted is an amount equal to the applicable Conversion Rate multiplied by the average of the Closing Sale Price of our common shares during the Cash Settlement Averaging Period. The Cash Settlement Averaging Period for each Series E preferred share is equal to the average of the Closing Sale Price over the 20 consecutive Trading Days (including the last Trading Day of such period) starting on, and including the third Trading Day following the conversion date for such shares. At any time, we may irrevocably waive in our sole discretion our right to satisfy our conversion obligation solely in our common shares as described above.
Payment of Distributions Upon Conversion	If you exercise your conversion rights, upon delivery of the Series E preferred shares for conversion, those Series E preferred shares will cease to cumulate distributions as of the conversion date and you will not receive any cash payment representing accrued and unpaid distributions on the Series E preferred shares, except in those limited circumstances discussed below. Except as provided below, we will make no payment for accrued and unpaid distributions, whether or not in arrears, on Series E preferred shares converted at your election, or for distributions on the common shares issued upon such conversion. If we convert your Series E preferred shares pursuant to the Company Conversion Option, whether prior to, on, or after the record date for the current period, all unpaid distributions that are in arrears as of the Company Conversion Option Date will be payable to you. See Description of the Series E Preferred Shares Payment of Distributions Upon Conversion.

Conversion Rate Adjustments	The Conversion Rate is subject to adjustment upon the occurrence of certain events, including if we distribute in any fiscal quarter to our common shareholders any cash, including quarterly cash distributions, in excess of $ per common share (subject to adjustment). See Description of the Series E Preferred Shares Conversion Rate Adjustments.
Adjustment to Conversion Rate Upon Certain Fundamental Changes	If you elect to convert your Series E preferred shares in connection with a Fundamental Change (as defined below) that occurs on or prior to April 20, 2018, we will increase the Conversion Rate for the Series E preferred shares surrendered for conversion by a number of additional shares determined based on our share price at the time of such Fundamental Change. See Description of the Series E Preferred Shares The Increase in the Conversion Rate.
Rights Upon Fundamental Change	On or prior to April 20, 2018, in the event of a Fundamental Change, when the actual applicable price of our common shares described in Description of the Series E preferred shares The Increase in the Conversion Rate is less than $ per share, then you will have a special right to convert some or all of your Series E preferred shares on the Fundamental Change Conversion Date (as defined below) into a number of our common shares per $25.00 liquidation preference equal to such liquidation preference, plus accrued and unpaid distributions to, but not including, the Fundamental Change Conversion Date, divided by 98% of the Market Price (as defined below) of our common shares. In the event that you exercise that special conversion right, we have the right to repurchase for cash all or any part of your Series E preferred shares as to which the conversion right was exercised at a repurchase price equal to 100% of the liquidation preference of the Series E preferred shares to be repurchased plus accrued and unpaid distributions to, but not including, the Fundamental Change Conversion Date. If we elect to exercise our repurchase right, you will not have the special conversion right described in this paragraph. See Description of the Series E Preferred Shares Special Conversion Right of Series E Preferred Shares upon a Fundamental Change; Company Repurchase Right.
No Maturity; Redemption	Our Series E preferred shares have no maturity date and will not be subject to any sinking fund. We are not required to redeem or repurchase the Series E preferred shares, and, except as described under Description of the Series E Preferred Shares Special Conversion Right of Series E preferred shares upon a Fundamental Change; Company Repurchase Right or Restrictions on Ownership and Transfer , we may not elect to redeem or repurchase, the Series E

	preferred shares. On or after April 20, 2013, we have the right, in certain circumstances, to require you to convert your Series E preferred shares. See Description of the Series E Preferred Shares Company Conversion Option.
Voting Rights	Holders of any series of our preferred shares, including the Series E preferred shares, generally have no voting rights. However, if we do not pay distributions on our Series E preferred shares for six or more quarterly periods (whether or not consecutive), the holders of the Series E preferred shares, voting together with the holders of any other series of our preferred shares which have similar voting rights, including our Series B, Series C, and Series D preferred shares, will be entitled to vote for the election of two additional trustees to serve on our board of trustees until we pay or declare and set aside for payment all distributions which we owe on our preferred shares. In addition, the affirmative vote of the holders of at least two-thirds of the Series E preferred shares is required for us to authorize, create or increase the number of shares ranking senior to the Series E preferred shares or to amend our Declaration of Trust in a manner that materially and adversely affects the rights of the holders of the Series E preferred shares. See Description of the Series E Preferred Shares Voting Rights.
Listing	We have filed an application to list the Series E preferred shares on the NYSE under the symbol EPR PrE. If the application is approved, trading of the Series E preferred shares on the NYSE is expected to begin within 30 days after the date of initial delivery of the Series E preferred shares.
Form	The Series E preferred shares will be issued and maintained initially in book-entry form registered in the name of the nominee of The Depository Trust Company.
Restrictions on Ownership and Transfer	For us to qualify as a REIT under the Internal Revenue Code of 1986, as amended, referred to herein as the Code, not more than 50% in value of our outstanding shares of beneficial interest may be owned, directly or constructively, by five or fewer individuals, as defined in the Code to include certain entities, during the last half of any taxable year. In addition, our Declaration of Trust and the articles supplementary establishing the Series E preferred shares contain provisions that limit to 9.8% the percentage ownership of our equity by class or series, including the Series E preferred shares or our common shares, by any one person or group of affiliated persons. Our Declaration of Trust and articles supplementary establishing the Series E preferred shares allow our board of trustees to waive this ownership limit, subject to certain conditions. See Description of the Series E Preferred Shares Restrictions on Ownership and Transfer in this prospectus supplement and Description of Certain Provisions of

	Maryland Law and EPR s Declaration of Trust and Bylaws Restrictions on Ownership and Transfer of Shares on page 29 of the accompanying prospectus for more information about these restrictions.
Tax consequences	The U.S. federal income tax consequences of purchasing, owning and disposing of the Series E preferred shares and common shares into which the shares are convertible are summarized in Additional U.S. Federal Income Tax Considerations on page S-53 of this prospectus supplement and U.S. Federal Income Tax Considerations on page 32 of the accompanying prospectus.
Concurrent Offering	Concurrently with this public offering of Series E preferred shares, we are offering 1,500,000 common shares (or 1,725,000 common shares if the underwriters exercise their over-allotment option) pursuant to a separate public offering registered under the Securities Act. The completion of the offering of the common shares is not subject to the completion of the offering of Series E preferred shares and the completion of the offering of Series E preferred shares is not subject to the completion of the offering of common shares. See Concurrent Offering of Common Shares .
Use of Proceeds	The net proceeds to us from the sale of Series E preferred shares offered hereby are expected to be approximately $ ($ if the underwriters exercise their over-allotment option in full), after deducting the underwriting discount and commissions and our estimated offering expenses. As summarized above in this prospectus supplement, we are concurrently offering our common shares pursuant to a separate offering registered under the Securities Act. The net proceeds to us from the sale of our common shares are expected to be approximately $ ($ if the underwriters exercise their over-allotment option in full), after deducting the underwriting discount and commissions and our estimated offering expenses. We intend to use the net proceeds from this offering and the concurrent offering of our common shares for general business purposes, which may include funding the acquisition, development or financing of properties or the repayment of debt. We are continuously seeking acquisition, development and financing opportunities relating to megaplex movie theatres, entertainment retail centers and other destination recreational and specialty properties. We believe we have a strong pipeline of development, acquisition and financing transaction opportunities and we are a party to several letters of intent and have entered into other commitments in furtherance of these efforts, including our agreement to purchase the remaining 50% interest in CS Fund I for approximately $39.5 million. For a description of this transaction, see Prospectus Supplement Summary Recent Developments Investments. Pending application of net proceeds from this offering and the concurrent offering of our common shares to the uses described above, we intend to use the net proceeds from this offering and the concurrent offering of our common shares to reduce

	indebtedness under our unsecured revolving credit facility and to invest any remaining net proceeds in interest-bearing accounts and short-term interest-bearing securities which are consistent with our qualification as a REIT under the Code. The proceeds we ultimately receive from this offering of Series E preferred shares and the concurrent offering of common shares are dependent upon numerous factors and subject to general market conditions. We may not consummate the concurrent offering of common shares or we may not consummate it for the amount or on the terms planned. Accordingly, the amounts described above may differ materially from the actual amounts we receive. This offering of Series E preferred shares is not conditioned on completion of the concurrent offering of our common shares and the concurrent offering of our common shares is not conditioned on the completion of this offering of Series E preferred shares. See Use of Proceeds.
Settlement Date	Delivery of the Series E preferred shares will be made against payment therefor on or about April , 2008.
Risk Factors	See the Risk factors section on page S-14 of this prospectus supplement, the Risk Factors section on page 3 of the accompanying prospectus and the Risk Factors section of our annual report on Form 10-K for the year ended December 31, 2007, filed on February 26, 2008, and, to the extent applicable, our quarterly reports on Form 10-Q for other information you should consider before buying our Series E preferred shares.

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Ratio of earnings to fixed charges and preferred share distributions

The table below presents our ratio of earnings to combined fixed charges and preferred share distributions by dividing earnings by combined fixed charges and preferred share distributions. For this purpose, earnings is the sum of net income before discontinued operations, equity in earnings of unconsolidated subsidiaries, minority interest in earnings (excluding those that have not incurred fixed charges) and fixed charges (excluding capitalized interest) plus distributed income from unconsolidated subsidiaries. Fixed charges consist of interest incurred on all indebtedness related to continuing operations (including amortization of original issue discount, if any). The ratios are based solely on historical financial information and no pro forma adjustments have been made.

	Years Ended December 31,				
	2007	**2006**	**2005**	**2004**	**2003**
Ratio of earnings to combined fixed charges and preferred share distributions	1.9X	2.1X	2.0X	2.0X	1.8X

Risk factors

Before you decide to purchase our Series E preferred shares, you should be aware that there are risks in making this investment. You should carefully consider the risks described below, in the Risk Factors section on page 3 of the accompanying prospectus, in the Risk Factors section of our annual report of on Form 10-K for the year ended December 31, 2007 filed on February 26, 2008, and to the extent applicable, in our quarterly reports on Form 10-Q, together with all other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, before you decide to invest in our Series E preferred shares.

The trading price for the Series E preferred shares will be directly affected by the trading price for our common shares, which is impossible to predict.

The trading price of the Series E preferred shares will be affected by the trading price for our common shares. Our common share trading price may depend on many factors, including prevailing interest rates, general economic conditions, capital market conditions (which may not be related to the operating performance of companies), the market for similar securities, our financial condition, performance and prospects, variations from analysts expectations and our issuance of additional debt or equity securities, and may be more volatile than the general trading prices of preferred shares that are not convertible.

The price of our common shares could be affected by possible sales of our common shares by investors who view the Series E preferred shares as a more attractive means of equity participation in us and by hedging or arbitrage trading activity that may develop involving our common shares. The hedging or arbitrage trading activity could, in turn, affect the trading prices of the Series E preferred shares.

The trading price for the Series E preferred shares could be substantially affected by various other factors.

As with other publicly-traded securities, the trading price for the Series E preferred shares will depend on many factors other than the trading price of our common shares, which may change from time to time, including:

- the trading price for our Series B, Series C, and Series D Preferred Shares;
- any increases in prevailing interest rates, which may negatively affect the market for the Series E preferred shares;
- the market for similar securities;
- additional issuances of other series or classes of preferred shares;
- general economic conditions or conditions in the financial or real estate markets; and
- our financial condition, performance and prospects.

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The Conversion Rate of the Series E preferred shares may not be adjusted for all dilutive events. Accordingly, we may engage in transactions that could dilute the value of the common shares into which your Series E preferred shares may be convertible.

As described under Description of the Series E Preferred Shares Conversion Rate Adjustments , we will adjust the Conversion Rate of the Series E preferred shares only for certain events. We will not adjust the Conversion Rate, among other things, for: