

January 22, 2008

VIA E-MAIL (rule-comments@sec.gov)

Ms. Nancy M. Morris, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549-1090

HinesREIT Re: Proposal to Revise Form S-11 to Permit Historical Incorporation by Reference File No. S7-30-07

Dear Ms. Morris:

It is our pleasure to submit this letter in response to the request of the Securities and Exchange Commission (the "Commission") for comments on its proposal (the "Proposal") contained in Release No. 33-8871 (December 14, 2007), 72 Fed. Reg. 72,274 (December 20, 2007) (the "Release"), to amend Form S-11 to permit qualified registrants to incorporate by reference information previously filed in reports under the Securities Exchange Act of 1934 (the "Exchange Act").

We strongly believe that the adoption of this Proposal will enhance capital formation for real estate companies by simplifying and making more efficient the offering process, while providing investors with the same information which they are already receiving in a more readable form and at a significantly lower cost to real estate companies and their shareholders.

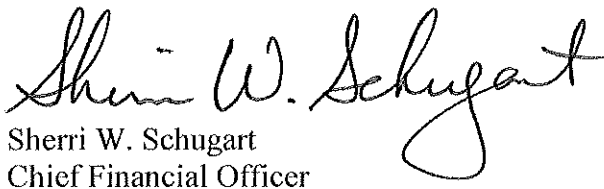
Currently, Guide 5 requires us to (i) file a sticker supplement to our prospectus describing each property not previously identified in our prospectus at such time as there arises a reasonable probability that such property will be acquired (the "Sticker Supplement") and (ii) consolidate all such Sticker Supplements into a post-effective amendment (the "Post-Effective Amendment") filed at least once every three months, with the information contained in such Post-Effective Amendment provided simultaneously to the existing shareholders. Over the course of a two-year offering, we are likely to file at least eight Post-Effective Amendments and more than 30 Sticker Supplements. This quantity of filings means that toward the end of a two-year offering, our prospectus can become extremely cumbersome and expensive to prepare, print and mail at more than 500 pages long (and we have seen prospectuses of other issuers which even run longer). We have contemplated a three-year offering period and we can only imagine the length and cost of the prospectus in that situation.

Our expenses include not only the cost of printing and postage but also the cost of the review of our filings by our auditors and our external legal counsel. Under the current rules, there is also an enormous expense due to duplication. The information which we have already filed in a report under the Exchange Act must be repeated in the Sticker Supplement. The information in the Sticker Supplement must be repeated in the Post-Effective Amendment. The information in the Post-Effective Amendment must then be reprinted and included in all subsequent Post-Effective Amendments, either by including copies of prior supplements or creating a new supplement which supersedes the prior supplements - in all events at great expense to registrants, which ultimately can lead to a dilution of shareholder value. Furthermore, the time, effort and cost expended in this process do not enhance the disclosure to investors -- more likely it makes the registration statement less readable. Because investors can access this information both on the SEC website and on our own website, they will have access to the same information they presently receive in the registration statement, no later than they presently receive it (and possibly even earlier). The requirement in the Proposal that we post the reports to our website will not cause us to incur additional expense because we already post such reports on our website. With the ability to incorporate by reference to descriptions of our real estate acquisitions, financial statements and other information in our Exchange Act reports, we believe the average length of our prospectus could be shortened significantly, leading to a reduction in the cost incurred and time spent preparing, printing and mailing the registration statement, Post-Effective Amendments and Sticker Supplements.

In conclusion, we fully support the Commission's Proposal to conform the incorporation by reference rules for Form S-11 to those applicable to Forms S-1 and F-1. We believe the Proposal will allow us to access the capital markets at a lower cost, without sacrificing investor protection. In addition, we think it would be helpful if the Commission would confirm that issuers will be permitted to incorporate by reference to their Exchange Act reports in Sticker Supplements as well as Post Effective Amendments.

Thank you for this opportunity to comment on the Proposal.

Very truly yours,


Sherri W. Schugart
Chief Financial Officer