

**CODE OF ETHICS
FOR PRESIDENT, CHIEF INVESTMENT OFFICER AND SENIOR FINANCIAL OFFICERS
OF JER INVESTORS TRUST INC.**

JER Investors Trust Inc. (the "Company") is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business conduct and to full and accurate financial disclosure in compliance with applicable law. This Code of Ethics (this "Code"), applicable to the Company's President, Chief Investment Officer, Chief Financial Officer and Treasurer (or persons performing similar functions to the aforementioned officers regardless of whether such persons (1) are employed directly by the Company or (2) are employed by JER Commercial Debt Advisors LLC (the "Manager"), the manager of the Company pursuant to that certain Management Agreement, dated as of June 4, 2004, by and among the Company and the Manager (the "Management Agreement") and perform such functions on behalf of the Company pursuant to the Management Agreement) (collectively, "Senior Officers"), sets forth specific policies to guide each Senior Officer in the performance of his or her duties.

Each Senior Officer must not only comply with applicable law but must engage in and promote honest and ethical conduct and abide by the Company's Code of Business Conduct and Ethics and other policies and procedures that govern the conduct of the Company's business. The leadership responsibilities of Senior Officers include creating a culture of high ethical standards and commitment to compliance, maintaining a work environment that encourages employees of the Company (and employees of the Manager who provide services to the Company pursuant to the Management Agreement) to raise concerns and promptly addressing employee compliance concerns.

Compliance With Laws, Rules And Regulations

Each Senior Officer is required to comply with the laws, rules and regulations that govern the conduct of the Company's business and to report any suspected violations in accordance with the section below entitled "Compliance With Code Of Ethics."

Conflicts Of Interest

A Senior Officer's obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual and apparent conflicts of interest between personal and professional relationships. No Senior Officer shall make any investment, accept any position or benefits, participate in any transaction or business arrangement or otherwise act in a manner that creates or appears to create a conflict of interest unless the Senior Officer makes full disclosure of all facts and circumstances to the Nominating/Corporate Governance Committee of the Board of Directors and obtains the prior written approval of a majority of the members of such committee (including a majority of the disinterested directors on such committee). Certain transactions that

present a conflict of interest may also be required to be submitted to a vote of the Independent Directors of the Board of Directors..

Disclosures

It is the Company's policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents that the Company delivers to its stockholders or files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company. Each Senior Officer is required to promote compliance with this policy and to abide by Company standards, policies and procedures designed to promote compliance with this policy.

Compliance With Code Of Ethics

A Senior Officer who knows of or suspects a violation of applicable laws, rules or regulations or this Code of Ethics must immediately report that information to the General Counsel and a member of the Audit Committee of the Board of Directors. *No one will be subject to retaliation because of a good faith report of a suspected violation.*

Violations of this Code of Ethics may result in disciplinary action, up to and including discharge. The Audit Committee of the Board of Directors shall determine, or shall designate appropriate persons to determine, appropriate action in response to violations of this Code.

Waivers Of Code Of Ethics

A Senior Officer who would like to seek a waiver of the Code of Ethics must make full disclosure of particular circumstances to, and obtain the prior approval of, the Board of Directors. Amendments to and waivers of this Code will be publicly disclosed as required by applicable law and regulations.

No Rights Created

This Code of Ethics is a statement of certain fundamental principles, policies and procedures that govern the Company's Senior Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.