

Chatham Lodging Trust  
Form 10-K  
March 16, 2015  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2014

OR  
.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number: 001-34693

CHATHAM LODGING TRUST  
(Exact Name of Registrant as Specified in Its Charter)

Maryland 27-1200777  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

50 Cocoanut Row, Suite 211 33480  
Palm Beach, Florida (Zip Code)  
(Address of Principal Executive Offices)  
(561) 802-4477

(Registrant's Telephone Number, Including Area Code)  
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Shares of Beneficial Interest, par value \$0.01 per share	New York Stock Exchange
Securities registered pursuant to Section 12(g) of the Act:	
None	

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or

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information statements incorporated by reference in Part III of this Form 10-K or any amendment to the Form 10-K.  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

The aggregate market value of the 26,877,757 common shares of beneficial interest held by non-affiliates of the registrant was \$588,622,878.30 based on the closing sale price on the New York Stock Exchange for such common shares of beneficial interest as of June 30, 2014.

The number of common shares of beneficial interest outstanding as of March 16, 2015 was 38,298,287.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's Definitive Proxy Statement for its 2015 Annual Meeting of Shareholders (to be filed with the Securities and Exchange Commission on or before April 30, 2015) are incorporated by reference into this Annual Report on Form 10-K in response to Part III hereof.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and as such may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, are generally identified by our use of words, such as "intend," "plan," "may," "should," "will," "project," "estimate," "anticipate," "believe," "expect," "continue," "potential," "opportunity," or similar expressions, whether in the negative or affirmative. All statements regarding our expected financial position, business and financing plans are forward-looking statements. Factors which could have a material adverse effect on our operations and future prospects include those discussed in "Business," "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and elsewhere in this Annual Report on Form 10-K. These risks and uncertainties should be considered in evaluating any forward-looking statement contained in this report or incorporated by reference herein.

All forward-looking statements speak only as of the date of this report or, in the case of any document incorporated by reference, the date of that document. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are qualified by the cautionary statements in this section. We undertake no obligation to update or publicly release any revisions to forward-looking statements to reflect events, circumstances or changes in expectations after the date of this report, except as required by law.

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## PART I

## Item 1. Business

## Overview

Chatham Lodging Trust (“we,” “us” or the “Company”) was formed as a Maryland real estate investment trust on October 26, 2009. We elected to be taxed as a real estate investment trust for federal income tax purposes (a “REIT”) commencing with our 2010 taxable year. The Company is internally-managed and was organized to invest primarily in premium-branded upscale extended-stay and select-service hotels.

The Company had no operations prior to the consummation of its initial public offering (“IPO”) in April 2010. The net proceeds from our share offerings are contributed to Chatham Lodging, L.P., our operating partnership (the “Operating Partnership”), in exchange for partnership interests. Substantially all of the Company’s assets are held by, and all of its operations are conducted through, the Operating Partnership. Chatham Lodging Trust is the sole general partner of the Operating Partnership and owns 100% of the common units of limited partnership interest in the Operating Partnership. Certain of the Company’s executive officers hold vested and unvested long-term incentive plan units in the Operating Partnership, which are presented as non-controlling interests on our consolidated balance sheets.

From its inception through December 31, 2014, the Company has completed the following offerings of its common shares of beneficial interest, \$0.01 par value per share (“common shares”):

Type of Offering	Date	Shares Issued	Price per Share	Gross Proceeds (in millions)	Net Proceeds (in millions)
Initial public offering	4/21/2010	8,625,000	\$20.00	\$172,500.0	\$158,700.0
Private placement offering <sup>(1)</sup>	4/21/2010	500,000	20.00	10,000.0	10,000.0
Follow-on common share offering	2/8/2011	4,000,000	16.00	64,000.0	60,300.0
Over-allotment option	2/8/2011	600,000	16.00	9,600.0	9,100.0
Follow-on common share offering	1/14/2013	3,500,000	14.70	51,400.0	48,400.0
Over-allotment option	1/31/2013	92,677	14.70	1,400.0	1,300.0
Follow-on common share offering	6/18/2013	4,500,000	16.35	73,600.0	70,000.0
Over-allotment option	6/28/2013	475,823	16.35	7,800.0	7,400.0
Follow-on common share offering	9/30/2013	3,250,000	18.35	59,600.0	56,700.0
Over-allotment option	10/11/2013	487,500	18.35	8,900.0	8,500.0
Follow-on common share offering	9/24/2014	6,000,000	0.02185	131,100	125,600
Over-allotment option	9/24/2014	900,000	0.02185	19,700	18,900
		32,931,000		\$609,600	\$574,900

(1) The Company sold 500,000 common shares to Jeffrey H. Fisher, the Company's Chairman, President and Chief Executive Officer (“Mr. Fisher”) in a private placement concurrent with the closing of its IPO.

In January 2014, the Company established a \$25 million dividend reinvestment and stock purchase plan (“DRSPP”). Under the DRSPP, shareholders may purchase additional common shares by reinvesting some or all of the cash dividends received on the Company's common shares. Shareholders may also make optional cash purchases of the Company's common shares subject to certain limitations detailed in the prospectus for the DRSPP. As of December 31, 2014 and 2013, respectively, we had issued 2,083 and 0 shares under the DRSP at a weighted average price of \$24.38. As of December 31, 2014, there was approximately \$24.9 million of commons shares available for issuance under the DRSP.

In January 2014, the Company established an At the Market Equity Offering (“ATM Plan”) whereby, from time to time, we may publicly offer and sell up to \$50 million of our common shares by means of ordinary brokers' transactions on the New York Stock Exchange (the “NYSE”), in negotiated transactions or in transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933, with Cantor Fitzgerald & Co. (“Cantor”) acting as sales agent. As of December 31, 2014 and 2013, respectively, we had issued 880,820 and 0

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shares under the ATM Plan at a weighted average price of \$23.54 in addition to the offerings discussed above. As of December 31, 2014, there was approximately \$29.3 million commons shares available for issuance under the ATM Plan.

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On January 13, 2015, the Company entered into a Sales Agreement (the "Barclays Sales Agreement") with Barclays Capital Inc. ("Barclays") to add Barclays as an additional sales agent under the Company's existing "at-the-market" offering program for its common shares of beneficial interest, par value \$0.01 per share (the "Common Shares"). As of December 31, 2014, the Company owned 34 hotels with an aggregate of 5,115 (unaudited) rooms located in 15 states and the District of Columbia. The Company also (i) held a 10.3% noncontrolling interest in a joint venture (the "NewINK JV") with NorthStar Realty Finance Corp ("NorthStar"), which was formed in the second quarter of 2014 and acquired 47 hotels from a joint venture (the "Innkeepers JV") between the Company and Cerberus Capital Management ("Cerberus"), comprising an aggregate of 6,094 (unaudited) rooms, (ii) held a 10.0% noncontrolling interest in a separate joint venture (the "Inland JV") with NorthStar, which was formed in the fourth quarter of 2014 and acquired 48 hotels from Inland American Real Estate Trust, Inc. ("Inland"), comprising an aggregate of 6,401 (unaudited) rooms, and (iii) held a 5.0% noncontrolling interest in a joint venture (the "Torrance JV") with Cerberus that owns the 248-room (unaudited) Residence Inn by Marriott in Torrance, CA. We sometimes refer to the NewINK JV, Inland JV and Torrance JV collectively as the ("JVs").

To qualify as a REIT, the Company cannot operate its hotels. Therefore, the Operating Partnership and its subsidiaries lease our wholly owned hotels to taxable REIT subsidiary lessees ("TRS Lessees"), which are wholly owned by one of the Company's taxable REIT subsidiary ("TRS") holding companies. Each hotel is leased to a TRS Lessee under a percentage lease that provides for rental payments equal to the greater of (i) a fixed base rent amount or (ii) a percentage rent based on hotel room revenue. The initial term of each of the TRS leases is 5 years. Lease revenue from each TRS Lessee is eliminated in consolidation. The Company indirectly owns its (i) 10.3% interest in 47 of the NewINK JV hotels, (ii) 10% interest in 48 of the Inland JV hotels and (iii) its 5% interest in the Torrance JV through the Operating Partnership. All of the NewINK JV hotels, Inland JV hotels and the Torrance JV hotel are leased to TRS Lessees, in which the Company indirectly owns noncontrolling interests through one of its TRS holding companies.

The TRS Lessees have entered into management agreements with third-party management companies that provide day-to-day management for the hotels. As of December 31, 2014, Island Hospitality Management Inc. ("IHM"), which was 90% owned by Mr. Fisher, managed 32 of the Company's wholly owned hotels and Concord Hospitality Enterprises Company ("Concord") managed two of the Company's wholly owned hotels. As of December 31, 2014, all of the NewINK JV hotels were managed by IHM. As of December 31, 2014, 34 of the Inland JV hotels are managed by IHM and 14 hotels are managed by Marriott International, Inc. ("Marriott"). The Torrance JV hotel is managed by Marriott.

As of December 31, 2014, our wholly owned hotels include upscale extended-stay hotels that operate under the Residence Inn by Marriott® brand (twelve hotels) and Homewood Suites by Hilton® brand (nine hotels), as well as premium-branded select-service hotels that operate under the Courtyard by Marriott® brand (four hotels), the Hampton Inn or Hampton Inn and Suites by Hilton® brand (three hotels), the SpringHill Suites by Marriott® brand (two hotels), the Hilton Garden Inn by Hilton® brand (two hotels) and the Hyatt Place® brand (two hotels).

We primarily invest in upscale extended-stay hotels such as Homewood Suites by Hilton® and Residence Inn by Marriott®. Upscale extended-stay hotels typically have the following characteristics:

- principal customer base includes business travelers who are on extended assignments and corporate relocations; services and amenities include complimentary breakfast and evening hospitality hour, high-speed internet access,
- in-room movie channels, limited meeting space, daily linen and room cleaning service, 24-hour front desk, guest grocery services, and an on-site maintenance staff; and
- physical facilities include large suites, quality construction, full separate kitchens in each guest suite, quality room furnishings, pool, and exercise facilities.

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We also invest in premium-branded select-service hotels such as Courtyard by Marriott®, Hampton Inn and Suites®, Hyatt Place®, Hilton Garden Inn by Hilton® and SpringHill Suites by Marriott®. The service and amenity offerings of these hotels typically include complimentary breakfast, high-speed internet access, local calls, in-room movie channels, and daily linen and room cleaning service.



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The following sets forth certain information with respect to our 34 wholly-owned hotels at December 31, 2014:

Property	Location	Management Company	Date of Acquisition	Year Opened	Number of Rooms	Purchase Price	Purchase Price per Room	Mortgage Debt Balance
Homewood Suites by Hilton Boston-Billerica/Bedford/Burlington	Billerica, Massachusetts	IHM	4/23/2010	1999	147	\$12.5 million	\$85,714	\$16.2 million
Homewood Suites by Hilton Minneapolis-Mall of America	Bloomington, Minnesota	IHM	4/23/2010	1998	144	\$18.0 million	\$125,000	—
Homewood Suites by Hilton Nashville-Brentwood	Brentwood, Tennessee	IHM	4/23/2010	1998	121	\$11.3 million	\$93,388	—
Homewood Suites by Hilton Dallas-Market Center	Dallas, Texas	IHM	4/23/2010	1998	137	\$10.7 million	\$78,102	—
Homewood Suites by Hilton Hartford-Farmington	Farmington, Connecticut	IHM	4/23/2010	1999	121	\$11.5 million	\$95,041	—
Homewood Suites by Hilton Orlando-Maitland	Maitland, Florida	IHM	4/23/2010	2000	143	\$9.5 million	\$66,433	—
Homewood Suites by Hilton Carlsbad (North San Diego County)	Carlsbad, California	IHM	11/3/2010	2008	145	\$32.0 million	\$220,690	\$19.9 million
Hampton Inn & Suites Houston-Medical Center	Houston, Texas	IHM	7/2/2010	1997	120	\$16.5 million	\$137,500	\$18.3 million
Courtyard Altoona	Altoona, Pennsylvania	Concord	8/24/2010	2001	105	\$11.3 million	\$107,619	\$6.2 million
Springhill Suites Washington	Washington, Pennsylvania	Concord	8/24/2010	2000	86	\$12.0 million	\$139,535	\$4.8 million
Residence Inn Long Island Holtsville	Holtsville, New York	IHM	8/3/2010	2004	124	\$21.3 million	\$171,774	—
Residence Inn White Plains	White Plains, New York	IHM	9/23/2010	1982	134	\$21.2 million	\$159,398	—
Residence Inn New Rochelle	New Rochelle, New York	IHM	10/5/2010	2000	127	\$21.0 million	\$169,355	\$14.8 million
Residence Inn Garden Grove	Garden Grove, California	IHM	7/14/2011	2003	200	\$43.6 million	\$218,000	\$34.0 million
Residence Inn Mission Valley	San Diego, California	IHM	7/14/2011	2003	192	\$52.5 million	\$273,438	\$30.1 million
Homewood Suites by Hilton San Antonio	San Antonio, Texas	IHM	7/14/2011	1996	146	\$32.5 million	\$222,603	\$17.2 million

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River Walk Residence Inn Washington DC	Washington, DC	IHM	7/14/2011	1974	103	\$29.4 million	\$280,000	—
Residence Inn Tysons Corner	Vienna, Virginia	IHM	7/14/2011	2001	121	\$37.0 million	\$305,785	\$23.5 million
Hampton Inn Portland Downtown	Portland, Maine	IHM	12/27/2012	2011	122	\$28.0 million	\$229,508	—
Courtyard Houston	Houston, Texas	IHM	2/5/2013	2010	197	\$34.8 million	\$176,395	\$19.5 million
Hyatt Place Pittsburgh North Shore	Pittsburgh, Pennsylvania	IHM	6/17/2013	2010	178	\$40.0 million	\$224,719	\$23.6 million
Hampton Inn Exeter	Exeter, New Hampshire	IHM	8/9/2013	2010	111	\$15.2 million	\$136,937	—
Hilton Garden Inn Denver Tech	Denver, Colorado	IHM	9/26/2013	1999	180	\$27.9 million	\$155,000	—
Residence Inn Bellevue	Bellevue, Washington	IHM	10/31/2013	2008	231	\$71.8 million	\$316,883	\$47.6 million
Springhill Suites Savannah	Savannah, Georgia	IHM	12/5/2013	2009	160	\$39.8 million	\$248,438	\$30.0 million
Residence Inn Silicon Valley I	Sunnyvale, CA	IHM	6/9/2014	1983	231	\$92.8 million	\$401,776	\$64.8 million
Residence Inn Silicon Valley II	Sunnyvale, CA	IHM	6/9/2014	1985	248	\$102 million	\$411,103	\$70.7 million
Residence Inn San Mateo	San Mateo, CA	IHM	6/9/2014	1985	160	\$72.7 million	\$454,097	\$48.6 million
Residence Inn Mountain View	Mountain View, CA	IHM	6/9/2014	1985	112	\$56.4 million	\$503,869	\$37.9 million
Hyatt Place Cherry Creek	Glendale, CO	IHM	8/29/2014	1987	194	\$32 million	\$164,948	—
Courtyard Addison	Addison, TX	IHM	11/17/2014	2000	176	\$24.1 million	\$137,178	—
Courtyard West University Houston	Houston, TX	IHM	11/17/2014	2004	100	\$20.1 million	\$201,481	—
Residence Inn West University Houston	Houston, TX	IHM	11/17/2014	2004	120	\$29.4 million	\$245,363	—
Hilton Garden Inn Burlington	Burlington, MA	IHM	11/17/2014	1975	179	\$33.0 million	\$184,392	—
Total					5,115	\$1,123.8 million	\$219.707	\$527.7 million

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### Financial Information About Industry Segments

We evaluate all of our hotels as a single industry segment because all of our hotels have similar economic characteristics and provide similar services to similar types of customers. Accordingly, we do not report segment information.

### Business Strategy

Our primary objective is to generate attractive returns for our shareholders through investing in hotel properties (whether wholly owned or through a joint venture) at prices that provide strong returns on invested capital, paying dividends and generating long-term value appreciation. We believe we can create long-term value by pursuing the following strategies:

Disciplined acquisition of hotel properties: We invest primarily in premium-branded upscale extended-stay and select-service hotels with a focus on the 25 largest metropolitan markets in the United States. We focus on

- acquiring hotel properties at prices below replacement cost in markets that have strong demand generators and where we expect demand growth will outpace new supply. We also seek to acquire properties that we believe are undermanaged or undercapitalized. We currently do not intend to engage in new hotel development.

Opportunistic hotel repositioning: We employ value-added strategies, such as re-branding, renovating, expanding

- or changing management, when we believe such strategies will increase the operating results and values of the hotels we acquire.

Aggressive asset management: Although as a REIT we cannot operate our hotels, we proactively manage our third-party hotel managers in seeking to maximize hotel operating performance. Our asset management activities seek to ensure that our third-party hotel managers effectively utilize franchise brands' marketing programs,

- develop effective sales management policies and plans, operate properties efficiently, control costs, and develop operational initiatives for our hotels that increase guest satisfaction. As part of our asset management activities, we regularly review opportunities to reinvest in our hotels to maintain quality, increase long-term value and generate attractive returns on invested capital.

Flexible selection of hotel management companies: We are flexible in our selection of hotel management companies and select managers that we believe will maximize the performance of our hotels. We utilize

- independent management companies, including IHM, a hotel management company 90% owned by Mr. Fisher, that currently manages 32 of our wholly owned hotels, all of the hotels owned by the NewINK JV and 34 hotels owned by the Inland JV. We believe this strategy increases the universe of potential acquisition opportunities we can consider because many hotel properties are encumbered by long-term management contracts.

Selective investment in hotel debt: We may consider selectively investing in debt collateralized by hotel property if we believe we can foreclose on or acquire ownership of the underlying hotel property in the relative near term.

- We do not intend to invest in any debt where we do not expect to gain ownership of the underlying property or to originate any debt financing.

We plan to maintain a prudent capital structure and intend to maintain our leverage over the long term at a ratio of net debt to investment in hotels (at cost) (defined as our initial acquisition price plus the gross amount of any subsequent capital investment and excluding any impairment charges) at a level that will be lower than the level at which we currently operate. A subsequent decrease in hotel property values will not necessarily cause us to repay debt to comply with this limitation. While we intend to maintain our leverage over the long term at lower levels, our Board of Trustees believes that maintaining higher leverage levels at this stage of the lodging cycle is appropriate, as interest rates on a historical basis are very attractive. At December 31, 2014, our leverage ratio was approximately 44 percent,

which increased from 36 percent at December 31, 2013. Over time, we intend to finance our growth with issuances of common shares, preferred shares and debt. Our debt may include mortgage debt collateralized by our hotel properties and unsecured debt.

When purchasing hotel properties, we may issue limited partnership interests in our operating partnership as full or partial consideration to sellers who may desire to take advantage of tax deferral on the sale of a hotel or participate in the potential appreciation in value of our common shares.

#### Competition

We face competition for investments in hotel properties from institutional pension funds, private equity investors, REITs, hotel companies and others who are engaged in hotel investments. Some of these entities have substantially greater financial and operational resources than we have or may be willing to use higher leverage. This competition may increase the bargaining power of property owners seeking to sell, reduce the number of suitable investment opportunities available to us and increase the cost of acquiring our targeted hotel properties.

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The lodging industry is highly competitive. Our hotels compete with other hotels for guests in each market in which they operate. Competitive advantage is based on a number of factors, including location, convenience, brand affiliation, room rates, range of services and guest amenities or accommodations offered and quality of customer service. Competition is often specific to the individual markets in which our hotels are located and includes competition from existing and new hotels. Competition could adversely affect our occupancy rates, our average daily rates ("ADR") and revenue per available room ("RevPAR"), and may require us to provide additional amenities or make capital improvements that we otherwise would not have to make, which may reduce our profitability.

### Seasonality

Demand for our hotels is affected by recurring seasonal patterns. Generally, we expect that we will have lower revenue, operating income and cash flow in the first and fourth quarters and higher revenue, operating income and cash flow in the second and third quarters. These general trends are, however, influenced by overall economic cycles and the geographic locations of our hotels. To the extent that cash flow from operations is insufficient during any quarter, due to temporary or seasonal fluctuations in revenue, we expect to utilize cash on hand or borrowings under our credit facility to pay expenses, debt service or to make distributions to our equity holders.

### Regulation

Our properties are subject to various covenants, laws, ordinances and regulations, including regulations relating to common areas and fire and safety requirements. We believe each of our hotels has the necessary permits and approvals to operate its business, and each is adequately covered by insurance.

### Americans with Disabilities Act

Our properties must comply with Title III of the Americans with Disabilities Act of 1990 ("ADA") to the extent that such properties are "public accommodations" as defined by the ADA. Under the ADA, all public accommodations must meet federal requirements related to access and use by disabled persons. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our properties where such removal is readily achievable. Although we believe that the properties in which we own interests (including the JV properties) substantially comply with present requirements of the ADA, we have not conducted a comprehensive audit or investigation of all of our properties to determine our compliance, and one or more properties may not be fully compliant with the ADA.

In March 2012, a substantial number of changes to the Accessibility Guidelines under the ADA took effect. The new guidelines have caused us to renovate some of our hotel properties and to incur costs to become fully compliant.

If we or any of our joint ventures are required to make substantial modifications to our wholly-owned or joint venture hotel properties, whether to comply with the ADA or other changes in governmental rules and regulations, our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders could be adversely affected. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our properties and to make alterations as appropriate.

### Environmental Regulations

Under various federal, state and local laws, ordinances and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. Such laws often impose such liability without regard to whether the owner knew of or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefore as to any property are generally not limited under such laws and could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate contamination from such substances, may adversely affect the owner's ability to sell the real estate or to borrow funds using such property as

collateral, which could have an adverse effect on our return from such investment.

Furthermore, various court decisions have established that third parties may recover damages for injury caused by release of hazardous substances and for property contamination. For instance, a person exposed to asbestos while working at or staying in a hotel may seek to recover damages if he or she suffers injury from the asbestos. Lastly, some of these environmental issues restrict the use of a property or place conditions on various activities. One example is laws that require a business using chemicals to manage them carefully and to notify local officials if regulated spills occur.

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Although it is our policy to require an acceptable Phase I environmental survey for all real property in which we invest prior to our investment, such surveys are limited in scope. As a result, there can be no assurance that a Phase I environmental survey will uncover any or all hazardous or toxic substances on a property prior to our investment in that property. We cannot assure you that:

- there are not existing environmental liabilities related to our properties of which we are not aware;
- future laws, ordinances or regulations will not impose material environmental liability; or
- the current environmental condition of a hotel will not be affected by the condition of properties in the vicinity of the hotel (such as the presence of leaking underground storage tanks) or by third parties unrelated to us.

## Tax Status

We elected to be taxed as a REIT for federal income tax purposes commencing with our short taxable year ended December 31, 2010 under the Internal Revenue Code of 1986, as amended (the "Code"). Our qualification as a REIT depends upon our ability to meet, on a continuing basis, through actual investment and operating results, various complex requirements under the Code relating to, among other things, the sources of our gross income, the composition and values of our assets, our distribution levels and the diversity of ownership of our shares of beneficial interest. We believe that we are organized in conformity with the requirements for qualification as a REIT under the Code and that our current and intended manner of operation will enable us to meet the requirements for qualification and taxation as a REIT for federal income tax purposes.

As a REIT, we generally will not be subject to federal income tax on our REIT taxable income that we distribute currently to our shareholders. Under the Code, REITs are subject to numerous organizational and operational requirements, including a requirement that they distribute each year at least 90% of their taxable income, determined without regard to the deduction for dividends paid and excluding any net capital gains. If we fail to qualify for taxation as a REIT in any taxable year and do not qualify for certain statutory relief provisions, our income for that year will be taxed at regular corporate rates, and we will be disqualified from taxation as a REIT for the four taxable years following the year during which we ceased to qualify as a REIT. Even if we qualify as a REIT for federal income tax purposes, we may still be subject to state and local taxes on our income and assets and to federal income and excise taxes on our undistributed income. Additionally, any income earned by our TRS Lessees will be fully subject to federal, state and local corporate income tax.

### Hotel Management Agreements

The management agreements with Concord have an initial ten-year term that expire on February 28, 2017 and will renew automatically for successive one-year terms unless terminated by the TRS lessee or the manager by written notice to the other party no later than 90 days prior to the then current term's expiration date. The management agreements may be terminated for cause, including the failure of the managed hotel operating performance to meet specified levels. If the Company were to terminate the management agreements during the first nine years of the initial term other than for breach or default by the manager, the Company would be responsible for paying termination fees to the manager.

The management agreements with IHM have an initial term of five years and may be renewed for two five-year periods at IHM's option. The IHM management agreements provide for early termination at the Company's option upon sale of any IHM-managed hotel for no termination fee, with six months advance notice. The IHM management agreements may be terminated for cause, including the failure of the managed hotel to meet specified performance levels.





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Terms of our management agreements for our 34 wholly owned hotels are as follows:

Property	Management Company	Base Management Fee	Monthly Accounting Fee	Monthly Revenue Management Fee	Incentive Management Fee	
Courtyard Altoona	Concord	4.0	% 1,211	—	—	
Springhill Suites Washington	Concord	4.0	% 991	—	—	
Homewood Suites by Hilton Boston-Billerica/Bedford/ Burlington	IHM	2.0	% 1,000	550	1.0	%
Homewood Suites by Hilton Minneapolis-Mall of America	IHM	2.0	% 1,000	550	1.0	%
Homewood Suites by Hilton Nashville-Brentwood	IHM	2.0	% 1,000	550	1.0	%
Homewood Suites by Hilton Dallas-Market Center	IHM	2.0	% 1,000	550	1.0	%
Homewood Suites by Hilton Hartford-Farmington	IHM	2.0	% 1,000	550	1.0	%
Homewood Suites by Hilton Orlando-Maitland	IHM	2.0	% 1,000	550	1.0	%
Homewood Suites by Hilton Carlsbad (North San Diego County)	IHM	3.0	% 1,000	—	1.0	%
Hampton Inn & Suites Houston-Medical Center	IHM	3.0	% 1,000	—	1.0	%
Residence Inn Long Island Holtsville	IHM	3.0	% 1,000	—	1.0	%
Residence Inn White Plains	IHM	3.0	% 1,000	—	1.0	%
Residence Inn New Rochelle	IHM	3.0	% 1,000	—	1.0	%
Residence Inn Garden Grove	IHM	2.5	% 1,000	—	1.0	%
Residence Inn Mission Valley	IHM	2.5	% 1,000	—	1.0	%
Homewood Suites by Hilton San Antonio River Walk	IHM	2.5	% 1,000	—	1.0	%
Residence Inn Washington DC	IHM	2.5	% 1,000	—	1.0	%
Residence Inn Tysons Corner	IHM	2.5	% 1,000	—	1.0	%
Hampton Inn Portland Downtown	IHM	3.0	% 1,000	550	1.0	%
Courtyard Houston	IHM	3.0	% 1,000	550	1.0	%
Hyatt Place Pittsburgh North Shore	IHM	3.0	% 1,500	1,000	1.0	%
Hampton Inn Exeter	IHM	3.0	% 1,200	1,000	1.0	%
Hilton Garden Inn Denver Tech	IHM	3.0	% 1,500	1,000	1.0	%
Residence Inn Bellevue	IHM	3.0	% 1,200	1,000	1.0	%
Springhill Suites Savannah	IHM	3.0	% 1,200	1,000	1.0	%
Residence Inn Silicon Valley I	IHM	3.0	% 1,200	1,000	1.0	%
Residence Inn Silicon Valley II	IHM	3.0	% 1,200	1,000	1.0	%
Residence Inn San Mateo	IHM	3.0	% 1,200	1,000	1.0	%
Residence Inn Mountain View	IHM	3.0	% 1,200	1,000	1.0	%
Hyatt Place Cherry Creek	IHM	3.0	% 1,500	1,000	1.0	%
Courtyard Addison	IHM	3.0	% 1,500	1,000	1.0	%
Courtyard West University Houston	IHM	3.0	% 1,500	1,000	1.0	%
Residence Inn West University Houston	IHM	3.0	% 1,200	1,000	1.0	%
Hilton Garden Inn Burlington	IHM	3.0	% 1,500	1,000	1.0	%

Base management fees are calculated as a percentage of the hotel's gross revenue. If certain financial thresholds are met or exceeded, an incentive management fee is calculated as 10% of the hotel's net operating income less fixed

costs, base management fees and a specified return threshold. The incentive management fee is capped at 1% of gross hotel revenues for the applicable calculation.

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Management fees totaled approximately \$6.1 million, \$3.8 million and \$2.9 million, respectively, for the years ended December 31, 2014, 2013 and 2012. Incentive management fees paid to IHM for the years ended December 31, 2014, 2013 and 2012 were \$0.2 million, \$0.1 million and \$16.0 thousand, respectively. There have been no incentive management fees paid to Concord.

## Hotel Franchise Agreements

The fees associated with the franchise agreements are calculated on the specified percentage of the hotel's gross room revenue. Terms of the Company's franchise agreements for its 34 wholly owned hotels as of December 31, 2014 are as follows:

Property	Franchise Company	Franchise/Royalty Fee	Marketing/Program Fee	Expiration
Homewood Suites by Hilton Boston-Billerica/Bedford/ Burlington	Promus Hotels, Inc	4	% 4	2025
Homewood Suites by Hilton Minneapolis-Mall of America	Promus Hotels, Inc	4	% 4	2025
Homewood Suites by Hilton Nashville-Brentwood	Promus Hotels, Inc	4	% 4	2025
Homewood Suites by Hilton Dallas-Market Center	Promus Hotels, Inc	4	% 4	2025
Homewood Suites by Hilton Hartford-Farmington	Promus Hotels, Inc	4	% 4	2025
Homewood Suites by Hilton Orlando-Maitland	Promus Hotels, Inc	4	% 4	2025
Homewood Suites by Hilton Carlsbad (North San Diego County)	Promus Hotels, Inc	4	% 4	2028
Hampton Inn & Suites Houston-Medical Center	Hampton Inns Franchise LLC	5	% 4	2020
Courtyard Altoona	Marriott International, Inc	5.5	% 2	2030
Springhill Suites Washington	Marriott International, Inc	5	% 2.5	2030
Residence Inn Long Island Holtsville	Marriott International, Inc	5.5	% 2.5	2025
Residence Inn White Plains	Marriott International, Inc	5.5	% 2.5	2030
Residence Inn New Rochelle	Marriott International, Inc	5.5	% 2.5	2030
Residence Inn Garden Grove	Marriott International, Inc	5	% 2.5	2031
Residence Inn Mission Valley	Marriott International, Inc	5	% 2.5	2031
Homewood Suites by Hilton San Antonio River Walk	Promus Hotels, Inc	4	% 4	2026
Residence Inn Washington DC	Marriott International, Inc	5.5	% 2.5	2033
Residence Inn Tysons Corner	Marriott International, Inc	5	% 2.5	2031
Hampton Inn Portland Downtown	Hampton Inns Franchise LLC	6	% 4	2032

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Courtyard Houston	Marriott International, Inc	5.5	%	2	%	2030
Hyatt Place Pittsburgh North Shore	Hyatt Hotels, LLC	5	%	3.5	%	2030
Hampton Inn Exeter	Hampton Inns Franchise LLC	6	%	4	%	2031
Hilton Garden Inn Denver Tech	Hilton Garden Inns Franchise LLC	4.3	%	5.5	%	2028
Residence Inn Bellevue	Marriott International, Inc	5.5	%	2.5	%	2033
Springhill Suites Savannah	Marriott International, Inc	5	%	2.5	%	2033
Residence Inn Silicon Valley I	Marriott International, Inc	5.5	%	2.5	%	2029
Residence Inn Silicon Valley II	Marriott International, Inc	5.5	%	2.5	%	2029
Residence Inn San Mateo	Marriott International, Inc	5.5	%	2.5	%	2029
Residence Inn Mountain View	Marriott International, Inc	5.5	%	2.5	%	2029
Hyatt Place Cherry Creek	Hyatt Hotels, LLC	3-5%		3.5	%	2034
Courtyard Addison	Marriott International, Inc	5.5	%	2	%	2029
Courtyard West University Houston	Marriott International, Inc	5.5	%	2	%	2029
Residence Inn West University Houston	Marriott International, Inc	6	%	2	%	2024
Hilton Garden Inn Burlington	Hilton Garden Inns Franchise LLC	5.5	%	4.3	%	2029

Franchise fees totaled approximately \$15.1 million, \$9.4 million \$7.5 million, respectively, for the years ended December 31, 2014, 2013 and 2012.

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## Ground Leases

The Altoona hotel is subject to a ground lease with an expiration date of April 30, 2029 with an extension option by the Company of up to 12 additional terms of five years each. Monthly payments are determined by the quarterly average room occupancy of the hotel. Rent is equal to approximately \$7,000 per month when monthly occupancy is less than 85% and can increase up to approximately \$20,000 per month if occupancy is 100%, with minimum rent increased on an annual basis by two and one-half percent (2.5%).

At the New Rochelle Residence Inn, there is an air rights lease and garage lease that each expires on December 1, 2104. The lease agreements with the City of New Rochelle cover the space above the parking garage that is occupied by the hotel as well as 128 parking spaces in a parking garage that is attached to the hotel. The annual base rent for the garage lease is the hotel's proportionate share of the city's adopted budget for the operations, management and maintenance of the garage and established reserves to fund for the cost of capital repairs.

Future minimum rental payments under the terms of all non-cancellable operating ground leases under which the Company is the lessee are expensed on a straight-line basis regardless of when payments are due. The following is a schedule of the minimum future obligation payments required under the ground, air rights and garages leases for the next five years and thereafter as of December 31, 2014 (in thousands):

	Amount
2015	\$210
2016	212
2017	214
2018	217
2019	219
Thereafter	11,009
Total	\$12,081

## Employees

As of March 16, 2015, we had 45 employees, 37 of which are shared with or allocated to the NewINK JV, Inland JV and an entity which is 2.5% owned by Mr. Fisher. All persons employed in the day-to-day operations of our hotels are employees of the management companies engaged by our TRS Lessees to operate such hotels. None of our employees is represented by a collective bargaining agreement, however, certain employees of IHM are represented under a collective bargaining agreement.

## Available Information

Our Internet website is [www.chathamlodgingtrust.com](http://www.chathamlodgingtrust.com). We make available free of charge through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Section 16 reports on Forms 3,4 and 5 and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the Securities and Exchange Commission ("SEC"). In addition, our website includes corporate governance information, including the charters for committees of our Board of Trustees, our Corporate Governance Guidelines, Conflict of Interest Policy and our Code of Business Conduct. This information is available in print to any shareholder who requests it by writing to Investor Relations, Chatham Lodging Trust, 50 Cocoanut Row, Suite 211, Palm Beach, FL 33480. The information on our website is not, and shall not be deemed to be, a part of this report or incorporated into any other filings that we make with the SEC.

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Item 1A. Risk Factors

Our business faces many risks. The risks described below may not be the only risks we face. Additional risks that we do not yet know of or that we currently believe are immaterial may also impair our business operations. If any of the events or circumstances described in the following risk factors actually occurs, our business, financial condition or results of operations could suffer, our ability to make cash distributions to our shareholders could be impaired and the trading price of our common shares could decline. You should know that many of the risks described may apply to more than just the subsection in which we grouped them for the purpose of this presentation.

Risks Related to Our Business

Our investment policies are subject to revision from time to time at our Board of Trustees' discretion, which could diminish shareholder returns below expectations.

Our investment policies may be amended or revised from time to time at the discretion of our Board of Trustees, without a vote of our shareholders. Such discretion could result in investments that may not yield returns consistent with investors' expectations.

We depend on the efforts and expertise of our key executive officers whose continued service is not guaranteed.

We depend on the efforts and expertise of our chief executive officer, as well as our other senior executives, to execute our business strategy. The loss of their services, and our inability to find suitable replacements, could have an adverse effect on our business.

If we are unable to successfully manage our growth, our operating results and financial condition could be adversely affected.

Our ability to grow our business depends upon our senior executive officers' business contacts and their ability to successfully hire, train, supervise and manage additional personnel. We may not be able to hire and train sufficient personnel or develop management, information and operating systems suitable for our expected growth. If we are unable to manage any future growth effectively, our operating results and financial condition could be adversely affected.

Our future growth depends on obtaining new financing and if we cannot secure financing in the future, our growth will be limited.

The success of our growth strategy depends on access to capital through use of excess cash flow, borrowings or subsequent issuances of common shares or other securities. Acquisitions of new hotel properties will require significant additional capital and existing hotels (including those owned through joint ventures) require periodic capital improvement initiatives to remain competitive. We may not be able to fund acquisitions or capital improvements solely from cash provided from our operating activities because we must distribute at least 90% of our REIT taxable income (determined before the deduction for dividends paid and excluding any net capital gains) each year to satisfy the requirements for qualification as a REIT for federal income tax purposes. As a result, our ability to fund capital expenditures for acquisitions through retained earnings is very limited. Our ability to grow through acquisitions of hotels will be limited if we cannot obtain satisfactory debt or equity financing, which will depend on capital markets conditions. We cannot assure you that we will be able to obtain additional equity or debt financing or that we will be able to obtain such financing on favorable terms.

We may be unable to invest proceeds from offerings of our securities.

We will have broad authority to invest the net proceeds of any offering of our securities in any real estate investments that we may identify in the future, and we may use those proceeds to make investments with which you may not agree. In addition, our investment policies may be amended or revised from time to time at the discretion of our Board of Trustees, without a vote of our shareholders. These factors will increase the uncertainty, and thus the risk, of investing in our common shares. Our failure to apply the net proceeds of any offering effectively or to find suitable hotel properties to acquire in a timely manner or on acceptable terms could result in returns that are substantially below expectations or result in losses.

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Until appropriate investments can be identified, we may invest the net proceeds of any offering of our securities in interest-bearing short-term securities or money-market accounts that are consistent with our intention to qualify as a REIT. These investments are expected to provide a lower net return than we seek to achieve from our hotel properties. We may be unable to invest the net proceeds on acceptable terms, or at all, which could delay shareholders from receiving an appropriate return on their investment. We cannot assure you that we will be able to identify properties that meet our investment criteria, that we will successfully consummate any investment opportunities we identify, or that investments we may make will generate income or cash flow.

We must rely on third-party management companies to operate our hotels in order to qualify as a REIT under the Code and, as a result, we have less control than if we were operating the hotels directly.

In order for us to qualify as a REIT under the Code, third parties must operate our hotels. We lease each of our hotels to our TRS Lessees. The TRS Lessees, in turn, have entered into management agreements with third party management companies to operate our hotels. While we expect to have some input on operating decisions for those hotels leased by our TRS Lessees and operated under management agreements, we have less control than if we were managing the hotels ourselves. Even if we believe that our hotels are not being operated efficiently, we may not be able to require an operator to change the way it operates our hotels. If this is the case, we may decide to terminate the management agreement and potentially incur costs associated with the termination. Additionally, Jeffrey H. Fisher, our chief executive officer, controls IHM, a hotel management company that manages 32 of our hotels, all of the 47 hotels owned by the NewINK JV, 34 of the hotels owned by the Inland JV, as of December 31, 2014, and may manage additional hotels that we acquire in the future. See - "There are conflicts of interest between us and affiliates owned by our Chief Executive Officer" below.

Our management agreements could adversely affect the sale or financing of hotel properties and, as a result, our operating results and ability to make distributions to our shareholders could suffer.

While we would prefer to enter into flexible management contracts that will provide us with the ability to replace hotel managers on relatively short notice and with limited cost, we may enter into, or acquire properties subject to, management contracts that contain more restrictive covenants. For example, the terms of some management agreements may restrict our ability to sell a property unless the purchaser is not a competitor of the manager and assumes the related management agreement and meets specified other conditions. Also, the terms of a long-term management agreement encumbering our properties may reduce the value of the property. If we enter into or acquire properties subject to any such management agreements, we may be precluded from taking actions that would otherwise be in our best interest or could cause us to incur substantial expense, which could adversely affect our operating results and our ability to make distributions to shareholders. Moreover, the management agreements that we use in connection with hotels managed by IHM were not negotiated on an arm's-length basis due to Mr. Fisher's control of IHM and therefore may not contain terms as favorable to us as we could obtain in an arm's-length transaction with a third party. See "There are conflicts of interest between us and affiliates owned by our Chief Executive Officer" below.

Our franchisors could cause us to expend additional funds on upgraded operating standards, which may reduce cash available for distribution to shareholders.

Our hotels operate under franchise agreements, and we may become subject to the risks that are found in concentrating our hotel properties in one or several franchise brands. Our hotel operators must comply with operating standards and terms and conditions imposed by the franchisors of the hotel brands under which our hotels operate. Pursuant to certain of the franchise agreements, certain upgrades are required approximately every six years, and the franchisors may also impose upgraded or new brand standards, such as substantially upgrading the bedding, enhancing the complimentary breakfast or increasing the value of guest awards under its 'frequent guest' program, which can add



substantial expense for the hotel. The franchisors also may require us to make certain capital improvements to maintain the hotel in accordance with system standards, the cost of which can be substantial and may reduce cash available for distribution to our shareholders.

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Our franchisors may cancel or fail to renew our existing franchise licenses, which could adversely affect our operating results and our ability to make distributions to shareholders.

Our franchisors periodically inspect our hotels to confirm adherence to the franchisors' operating standards. The failure of a hotel to maintain standards could result in the loss or cancellation of a franchise license. We rely on our hotel managers to conform to operational standards. In addition, when the term of a franchise expires, the franchisor has no obligation to issue a new franchise. The loss of a franchise could have a material adverse effect on the operations or the underlying value of the affected hotel because of the loss of associated name recognition, marketing support and centralized reservation systems provided by the franchisor. The loss of a franchise or adverse developments with respect to a franchise brand under which our hotels operate could also have a material adverse effect on our financial condition, results of operations and cash available for distribution to shareholders. Fluctuations in our financial performance, capital expenditure requirements and excess cash flow could adversely affect our ability to make and maintain distributions to our shareholders.

As a REIT, we are required to distribute at least 90% of our REIT taxable income each year to our shareholders (determined before the deduction for dividends paid and excluding any net capital gains). In the event of downturns in our operating results and financial performance or unanticipated capital improvements to our hotels (including capital improvements that may be required by franchisors or joint venture partners), we may be unable to declare or pay distributions to our shareholders, or maintain our then-current dividend rate. The timing and amount of distributions are in the sole discretion of our Board of Trustees, which considers, among other factors, our financial performance, debt service obligations and applicable debt covenants (if any), and capital expenditure requirements. We cannot assure you we will generate sufficient cash in order to continue to fund distributions.

Among the factors which could adversely affect our results of operations and distributions to shareholders are reductions in hotel revenues; increases in operating expenses at the hotels leased to our TRS Lessees; increased debt service requirements, including those resulting from higher interest rates on variable rate indebtedness; cash demands from the joint ventures and capital expenditures at our hotels, including capital expenditures required by the franchisors of our hotels. Hotel revenue can decrease for a number of reasons, including increased competition from new hotels and decreased demand for hotel rooms. These factors can reduce both occupancy and room rates at hotels and could directly affect us negatively by:

- reducing the hotel revenue that we recognize with respect to hotels leased to our TRS Lessees; and
- correspondingly reducing the profits (or increasing the loss) of hotels leased to our TRS Lessees. We may be
- unable to reduce many of our expenses in tandem with revenue declines, (or we may choose not to reduce them for competitive reasons), and certain expenses may increase while our revenue declines.

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Future debt service obligations could adversely affect our overall operating results or cash flow and may require us to liquidate our properties, which could adversely affect our ability to make distributions to our shareholders and our share price.

We plan to maintain a prudent capital structure and intend to maintain our leverage over the long term at a ratio of net debt to investment in hotels (at cost) (defined as our initial acquisition price plus the gross amount of any subsequent capital investment and excluding any impairment charges) at a level that will be lower than the level at which we currently operate. A subsequent decrease in hotel property values will not necessarily cause us to repay debt to comply with this limitation. While we intend to maintain our leverage over the long term at lower levels, our Board of Trustees believes that maintaining higher leverage levels at this stage of the lodging cycle is appropriate, as interest rates on a historical basis are very attractive. As a result, we may be able to incur substantial additional debt, including secured debt, in the future. Incurring additional debt could subject us to many risks, including the risks that:

- operating cash flow will be insufficient to make required payments of expenses, principal and interest;
- our leverage may increase our vulnerability to adverse economic and industry conditions;
- we may be required to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing cash available for distribution to our shareholders, funds available for operations and capital expenditures, future business opportunities or other purposes;
- the terms of any refinancing will not be as favorable as the terms of the debt being refinanced; and
- the terms of our debt may limit our ability to make distributions to our shareholders.

If we violate covenants in our debt agreements, we could be required to repay all or a portion of our indebtedness before maturity at a time when we might be unable to arrange financing for such repayment on attractive terms, if at all.

If we are unable to repay our debt obligations in the future, we may be forced to refinance debt or dispose of or encumber our assets, which could adversely affect distributions to shareholders.

If we do not have sufficient funds to repay our outstanding debt at maturity or before maturity in the event we breach our debt agreements and our lenders exercise their right to accelerate repayment, we may be required to refinance the debt through additional debt or additional equity financings. Covenants applicable to our existing and future debt could impair our planned investment strategy and, if violated, result in a default. If we are unable to refinance our debt on acceptable terms, we may be forced to dispose of hotel properties on disadvantageous terms, potentially resulting in losses. We have placed mortgages on certain of our hotel properties to secure a portion of our credit facility, have assumed mortgages on other hotels we acquired and may place additional mortgages on certain of our hotels to secure other debt. To the extent we cannot meet any future debt service obligations, we will risk losing some or all of our hotel properties that are pledged to secure our obligations to foreclosure.

Interest expense on our debt may limit our cash available to fund our growth strategies and shareholder distributions.

Higher interest rates could increase debt service requirements on debt under our credit facility and any floating rate debt that we incur in the future and could reduce the amounts available for distribution to our shareholders, as well as reduce funds available for our operations, future business opportunities, or other purposes. Interest expense on our credit facility is based on floating interest rates.

Failure to hedge effectively against interest rate changes may adversely affect our results of operations and our ability to make shareholder distributions.

We may obtain in the future one or more forms of interest rate protection - in the form of swap agreements, interest rate cap contracts or similar agreements - to hedge against the possible negative effects of interest rate fluctuations. However, such hedging implies costs and we cannot assure you that any hedging will adequately relieve the adverse effects of interest rate increases or that counterparties under these agreement will honor their obligations thereunder. Furthermore, any such hedging agreements would subject us to the risk of incurring significant non-cash losses on our hedges due to declines in interest rates if our hedges were not considered effective under applicable accounting standards.

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Joint venture investments that we make could be adversely affected by our lack of sole decision-making authority, our reliance on joint venture partners' financial condition and disputes between us and our joint venture partners.

We are co-investors with NorthStar in each of the NewINK JV and Inland JV, which own 47 and 48 hotels, respectively. We are co-investors with Cerberus in the Torrance JV, which owns the 248-room Residence Inn by Marriott in Torrance, CA, and we may invest in additional joint ventures in the future. We may not be in a position to exercise sole decision-making authority regarding the properties owned through the JVs or other joint ventures that we may invest in. Investments in joint ventures may, under certain circumstances, involve risks not present when a third party is not involved, including reliance on our joint venture partners and the possibility that joint venture partners might become bankrupt or fail to fund their share of required capital contributions, thus exposing us to liabilities in excess of our share of the investment. Joint venture partners may have business interests or goals that are inconsistent with our business interests or goals, and may be in a position to take actions contrary to our policies or objectives. Such investments may also have the potential risk of impasses on decisions, such as a sale, because neither we nor the partner would have full control over the partnership or joint venture. Any disputes that may arise between us and our joint venture partners may result in litigation or arbitration that would increase our expenses and prevent our officers and/or trustees from focusing their time and effort on our business. Consequently, actions by, or disputes with, our joint venture partners might result in subjecting properties owned by the partnership or joint venture to additional risk. In addition, we may in certain circumstances be liable for the actions of our third-party partners or co-venturers.

It may be difficult for us to exit a joint venture after an impasse with our co-venturer. In our joint ventures, there will be a potential risk of impasse in some joint venture decisions because our approval and the approval of each co-venturer will be required for some decisions. The types of decisions that would require the approval of each co-venturer would be determined under the joint venture agreement between the parties, but those types of decisions are likely to include borrowing above a certain level or disposing of assets. In any joint venture, we may have the right to buy our co-venturer's interest or to sell our own interest on specified terms and conditions in the event of an impasse regarding a sale. However, it is possible that neither party will have the funds necessary to complete such a buy-out. In addition, we may experience difficulty in locating a third-party purchaser for our joint venture interest and in obtaining a favorable sale price for the interest. As a result, it is possible that we may not be able to exit the relationship if an impasse develops. In addition, there is no limitation under our declaration of trust and bylaws as to the amount of funds that we may invest in joint ventures. Accordingly, we may invest a substantial amount of our funds in joint ventures, which ultimately may not be profitable as a result of disagreements with or among our co-venturers.

The Company does not have sole control of the JVs and may be required to contribute additional capital in the event of a capital call.

The Company's ownership interests in the JVs are subject to change in the event that we, NorthStar or Cerberus calls for additional capital contributions to a JV that is necessary for the conduct of business, including contributions to fund costs and expenses related to capital expenditures. NorthStar or Cerberus may also approve certain actions by the JVs in which it participates without the Company's consent, including certain property dispositions conducted at arm's length, certain actions related to the restructuring of the JV's and the removal of the Company as managing member in the event the Company fails to fulfill its material obligations under the joint venture agreement.

Our Operating Partnership acts as guarantor under certain debt obligations of the JVs.

In connection with certain non-recourse mortgage loans on certain of the properties owned by the JVs, our Operating Partnership could be required to repay portions of this indebtedness, up to an amount commensurate with our ownership interests in those JVs, in connection with certain customary non-recourse carve-out provisions such as environmental conditions, misuse of funds and material misrepresentations.



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We may from time to time make distributions to our shareholders in the form of our common shares, which could result in shareholders incurring tax liability without receiving sufficient cash to pay such tax.

Although we have no current intention to do so, we may, if possible, in the future distribute taxable dividends that are payable in cash or common shares at the election of each shareholder. Taxable shareholders receiving such dividends will be required to include the full amount of the dividend as ordinary income to the extent of our current and accumulated earnings and profits for federal income tax purposes. As a result, shareholders may be required to pay income taxes with respect to such dividends in excess of the cash dividends received. If a U.S. shareholder sells the common shares that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our shares at the time of the sale. Furthermore, with respect to certain non-U.S. shareholders, we may be required to withhold federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in common shares. In addition, if a significant number of our shareholders determine to sell common shares in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our common shares.

Our conflict of interest policy may not be successful in eliminating the influence of future conflicts of interest that may arise between us and our trustees, officers and employees.

We have adopted a policy that any transaction, agreement or relationship in which any of our trustees, officers or employees has a direct or indirect pecuniary interest must be approved by a majority of our disinterested trustees. Other than this policy, however, we have not adopted and may not adopt additional formal procedures for the review and approval of conflict of interest transactions generally. As such, our policies and procedures may not be successful in eliminating the influence of conflicts of interest.

There are conflicts of interest between us and affiliates owned by our Chief Executive Officer.

Our chief executive officer, Mr. Fisher, owned 90% of IHM, a hotel management company that manages 32 of our wholly owned hotels, all of the 47 hotels owned by the NewINk JV and 34 of the hotels owned by the Inland JV as of December 31, 2014, and may manage additional hotels that we acquire or own in the future. Because Mr. Fisher is our Chief Executive Officer and controls IHM, conflicts of interest may arise between us and Mr. Fisher as to whether and on what terms new management contracts will be awarded to IHM, whether and on what terms management agreements will be renewed upon expiration of their terms, enforcement of the terms of the management agreements and whether hotels managed by IHM will be sold.

### Risks Related to the Lodging Industry

The lodging industry has experienced significant declines in the past and failure of the lodging industry to exhibit improvement may adversely affect our ability to execute our business strategy.

The performance of the lodging industry has historically been closely linked to the performance of the general economy and, specifically, growth in U.S. gross domestic product, or GDP. It is also sensitive to business and personal discretionary spending levels. Declines in corporate budgets and consumer demand due to adverse general economic conditions, risks affecting or reducing travel patterns, lower consumer confidence or adverse political conditions can lower the revenues and profitability of our future hotel properties and therefore the net operating profits of our TRSs.

A substantial part of our business strategy is based on the belief that the lodging markets in which we invest will continue to experience improving economic fundamentals in the future. We cannot predict the extent to which lodging industry fundamentals will continue to improve. In the event conditions in the industry do not continue to improve as

we expect, or deteriorate, our ability to execute our business strategy would be adversely affected, which could adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.



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Our ability to make distributions to our shareholders may be affected by various operating risks common in the lodging industry.

Hotel properties are subject to various operating risks common to the hotel industry, many of which are beyond our control, including:

- competition from other hotel properties in the markets in which we and our joint ventures operate, some of which may have greater marketing and financial resources;
- an over-supply or over-building of hotel properties in the markets in which we and our joint ventures operate, which could adversely affect occupancy rates and revenues;
- dependence on business and commercial travelers and tourism;
- increases in energy costs and other expenses affecting travel, which may affect travel patterns and reduce the number of business and commercial travelers and tourists;
- increases in operating costs due to inflation and other factors that may not be offset by increased room rates;
- necessity for periodic capital reinvestment to repair and upgrade hotel properties;
- changes in interest rates and in the availability, cost and terms of debt financing;
- 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;
- unforeseen events beyond our control, such as terrorist attacks, travel related health concerns including pandemics and epidemics such as H1N1 influenza (swine flu), avian bird flu and SARS, political instability, regional hostilities, imposition of taxes or surcharges by regulatory authorities, travel related accidents and unusual weather patterns, including natural disasters such as hurricanes, tsunamis or earthquakes;
- disruptions to the operations of our hotels caused by organized labor activities, including strikes, work stoppages or slow-downs;
- adverse effects of a downturn in the economy or in the hotel industry; and
- risk generally associated with the ownership of hotel properties and real estate, as we discuss in detail below.

These factors could reduce the net operating profits of our TRSs and the rental income we receive from our TRS Lessees, which in turn could adversely affect our ability to make distributions to our shareholders.

Competition for acquisitions may reduce the number of properties we can acquire.

We compete for hotel investment opportunities with competitors that may have a different tolerance for risk or have substantially greater financial resources than are available to us. This competition may generally limit the number of hotel properties that we are able to acquire and may also increase the bargaining power of hotel owners seeking to sell, making it more difficult for us to acquire hotel properties on attractive terms, or at all.

Competition for guests may lower our hotels' revenues and profitability.

The upscale extended-stay and mid-price segments of the hotel business are highly competitive. Our hotels and those of our JVs compete on the basis of location, room rates and quality, service levels, reputation, and reservation systems, among many other factors. Competitors may have substantially greater marketing and financial resources than our operators or us. New hotels create new competitors, in some cases without corresponding increases in demand for hotel rooms. The result in some cases may be lower revenue, which would result in lower cash available for distribution to shareholders.

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The seasonality of the hotel industry may cause fluctuations in our quarterly revenues that cause us to borrow money to fund distributions to shareholders.

Some hotel properties have business that is seasonal in nature. This seasonality can be expected to cause quarterly fluctuations in revenues. Quarterly earnings may be adversely affected by factors outside our control, including weather conditions and poor economic factors. As a result, we may have to enter into short-term borrowings in order to offset these fluctuations in revenue and to make distributions to shareholders.

The cyclical nature of the lodging industry may cause the return on our investments to be substantially less than we expect.

The lodging industry is cyclical in nature. Fluctuations in lodging demand and, therefore, operating performance, are caused largely by general economic and local market conditions, which subsequently affects levels of business and leisure travel. In addition to general economic conditions, new hotel room supply is an important factor that can affect the lodging industry's performance and overbuilding has the potential to further exacerbate the negative impact of an economic recession. Room rates and occupancy, and thus RevPAR, tend to increase when demand growth exceeds supply growth. Decline in lodging demand, or a continued growth in lodging supply, could result in returns that are substantially below expectations or result in losses, which could have a material adverse effect on our business, financial condition, results of operations and our ability to make distributions to our shareholders.

Due to our concentration in hotel investments, a downturn in the lodging industry would adversely affect our operations and financial condition.

Our entire business is related to the hotel industry. Therefore, a downturn in the hotel industry, in general, will have a material adverse effect on our revenues, net operating profits and cash available to distribute to shareholders.

The ongoing need for capital expenditures at our hotel properties may adversely affect our financial condition and limit our ability to make distributions to our shareholders.

Hotel properties have an ongoing need for renovations and other capital improvements, including replacements, from time to time, of furniture, fixtures and equipment. The franchisors of our hotels and those of our JVs also require periodic capital improvements as a condition of keeping the franchise licenses. In addition, our lenders require us to set aside amounts for capital improvements to our hotel properties. These capital improvements may give rise to the following risks:

- possible environmental problems;
- construction cost overruns and delays;
- possibility that revenues will be reduced temporarily while rooms or restaurants offered are out of service due to capital improvement projects;
- a possible shortage of available cash to fund capital improvements and the related possibility that financing for these capital improvements may not be available on affordable terms;
- uncertainties as to market demand or a loss of market demand after capital improvements have begun; and
- disputes with franchisors/managers regarding compliance with relevant management/franchise agreements.

The costs of all these capital improvements could adversely affect our financial condition and amounts available for distribution to our shareholders.

The increasing use of Internet travel intermediaries by consumers may adversely affect our profitability.

Some of our hotel rooms are booked through Internet travel intermediaries. As Internet bookings increase, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from us and our management companies. Moreover, some of these Internet travel intermediaries are attempting to offer hotel rooms as a commodity, by increasing the importance of price and general indicators of quality (such as "three-star downtown hotel") at the expense of brand identification. These agencies hope that consumers will eventually develop brand loyalties to their reservations system rather than to the brands under which our properties are franchised. Although most of the business for our hotels is expected to be derived from traditional channels, if the amount of sales made through Internet intermediaries increases significantly, room revenues may flatten or decrease and our profitability may be adversely affected.

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We and our hotel managers rely on information technology in our operations, and any material failure, inadequacy, interruption or security failure of that technology could harm our business.

We and our hotel managers rely on information technology networks and systems, including the Internet, to process, transmit and store electronic information, and to manage or support a variety of business processes, including financial transactions and records, personal identifying information, reservations, billing and operating data. We purchase some of our information technology from vendors, on whom our systems depend. We rely on commercially available systems, software, tools and monitoring to provide security for processing, transmission and storage of confidential customer information, such as individually identifiable information, including information relating to financial accounts. Although we have taken steps to protect the security of our information systems and the data maintained in those systems, it is possible that our safety and security measures will not be able to prevent the systems' improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cyber attacks. Security breaches, including physical or electronic break-ins, computer viruses, attacks by hackers and similar breaches, can create system disruptions, shutdowns or unauthorized disclosure of confidential information. Any failure to maintain proper function, security and availability of our information systems could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties and could have a material adverse effect on our business, financial condition and results of operations.

Future terrorist attacks or changes in terror alert levels could adversely affect travel and hotel demand.

Previous terrorist attacks and subsequent terrorist alerts have adversely affected the U.S. travel and hospitality industries over the past several years, often disproportionately to the effect on the overall economy. The impact that terrorist attacks in the U.S. or elsewhere could have on domestic and international travel and our business in particular cannot be determined but any such attacks or the threat of such attacks could have a material adverse effect on our business, our ability to finance our business, our ability to insure our properties and our results of operations and financial condition.

Uninsured and underinsured losses could adversely affect our operating results and our ability to make distributions to our shareholders.

We maintain comprehensive insurance on each of our hotel properties, including liability, terrorism, fire and extended coverage, of the type and amount customarily obtained for or by hotel property owners. There can be no assurance that such coverage will continue to be available at reasonable rates. Various types of catastrophic losses, like earthquakes and floods and losses from foreign terrorist activities such as those on September 11, 2001 or losses from domestic terrorist activities such as the Oklahoma City bombing may not be insurable or may not be insurable on reasonable economic terms. Lenders may require such insurance and failure to obtain such insurance could constitute a default under loan agreements. Depending on our access to capital, liquidity and the value of the properties securing the affected loan in relation to the balance of the loan, a default could have a material adverse effect on our results of operations and ability to obtain future financing.

In the event of a substantial loss, insurance coverage may not be sufficient to cover the full current market value or replacement cost of the lost investment. Should an uninsured loss or a loss in excess of insured limits occur, we could lose all or a portion of the capital we invested in a hotel property, as well as the anticipated future revenue from that particular hotel. In that event, we might nevertheless remain obligated for any mortgage debt or other financial obligations related to the property. Inflation, changes in building codes and ordinances, environmental considerations and other factors might also keep us from using insurance proceeds to replace or renovate a hotel after it has been damaged or destroyed. Under those circumstances, the insurance proceeds we receive might be inadequate to restore our economic position on the damaged or destroyed property.

Noncompliance with environmental laws and governmental regulations could adversely affect our operating results and our ability to make distributions to shareholders.

Under various federal, state and local laws, ordinances and regulations, an owner of real property may be liable for the costs of removal or remediation of certain hazardous or toxic substances on or in such property. Such laws often impose such liability without regard to whether the owner knew of or was responsible for, the presence of such hazardous or toxic substances. The cost of any required remediation and the owner's liability therefore as to any property are generally not limited under such laws and could exceed the value of the property and/or the aggregate assets of the owner. The presence of such substances, or the failure to properly remediate contamination from such substances, may adversely affect the owner's ability to sell the real estate or to borrow funds using such property as collateral, which could have an adverse effect on our return from such investment.

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Furthermore, various court decisions have established that third parties may recover damages for injury caused by release of hazardous substances and for property contamination. For instance, a person exposed to asbestos while working at or staying in a hotel may seek to recover damages if he or she suffers injury from the asbestos. Lastly, some of these environmental issues restrict the use of a property or place conditions on various activities. One example is laws that require a business using chemicals to manage them carefully and to notify local officials if regulated spills occur.

Although it is our policy to require an acceptable Phase I environmental survey for all real property in which we invest prior to our investment, such surveys are limited in scope. As a result, there can be no assurance that a Phase I environmental survey will uncover any or all hazardous or toxic substances on a property prior to our investment in that property. We cannot assure you:

- There are no existing liabilities related to our properties of which we are not aware;
- that future laws, ordinances or regulations will not impose material environmental liability; or
- that the current environmental condition of a hotel will not be affected by the condition of properties in the vicinity of the hotel (such as the presence of leaking underground storage tanks) or by third parties unrelated to us.

Compliance with the ADA and other changes in governmental rules and regulations could substantially increase our cost of doing business and adversely affect our operating results and our ability to make distributions to our shareholders.

Our hotel properties are subject to the ADA. Under the ADA, all places of public accommodation are required to meet certain federal requirements related to access and use by disabled persons. Although we intend to continue to acquire assets that are substantially in compliance with the ADA, we may incur additional costs of complying with the ADA at the time of acquisition and from time-to-time in the future to stay in compliance with any changes in the ADA. A number of additional federal, state and local laws exist that also may require modifications to our investments, or restrict certain further renovations thereof, with respect to access thereto by disabled persons. Additional legislation may impose further burdens or restrictions on owners with respect to access by disabled persons. If we were required to make substantial modifications at our properties to comply with the ADA or other changes in governmental rules and regulations, our ability to make expected distributions to our shareholders could be adversely affected.

In March 2012, a substantial number of changes to the Accessibility Guidelines under the ADA took effect. The new guidelines caused some of our hotel properties to incur costs to become fully compliant.

If we are required to make substantial modifications to our hotel properties, whether to comply with the ADA or other changes in governmental rules and regulations, our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders could be adversely affected. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our properties and to make alterations as appropriate.

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General Risks Related to Real Estate Industry

Illiquidity of real estate investments could significantly impede our ability to respond to adverse changes in the performance of our hotel properties and adversely affect our financial condition.

Because real estate investments are relatively illiquid, our ability to promptly sell one or more hotel properties in our portfolio in response to changing economic, financial and investment conditions may be limited. The real estate market is affected by many factors that are beyond our control, including:

- adverse changes in international, national, regional and local economic and market conditions;
- changes in interest rates and in the availability, cost and terms of debt financing;
- 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;
- the ongoing need for capital improvements, particularly in older structures;
- changes in operating expenses; and
- civil unrest, acts of God, including earthquakes, floods and other natural disasters, which may result in uninsured losses, and acts of war or terrorism.

We may seek to sell hotel properties owned by us or any of the JVs in the future. There can be no assurance that we will be able to sell any hotel property on acceptable terms.

If financing for hotel properties is not available or is not available on attractive terms, it will adversely impact the ability of third parties to buy our hotels. As a result, we or our JVs may hold hotel properties for a longer period than we would otherwise desire and may sell hotels at a loss.

We may be required to expend funds to correct defects or to make improvements before a hotel property can be sold. We cannot assure you that we will have funds available to correct those defects or to make those improvements. In acquiring a hotel property, we may agree to lock-out provisions that materially restrict us from selling that property for a period of time or impose other restrictions, such as a limitation on the amount of debt that can be placed or repaid on that property. These factors and any others that would impede our ability to respond to adverse changes in the performance of our properties could have a material adverse effect on our operating results and financial condition, as well as our ability to pay distributions to shareholders.

Increases in our property taxes would adversely affect our ability to make distributions to our shareholders.

Hotel properties are subject to real and personal property taxes. These taxes may increase as tax rates change and as the properties are assessed or reassessed by taxing authorities. In particular, our property taxes could increase following our hotel purchases as the acquired hotels are reassessed. If property taxes increase, our financial condition, results of operations and our ability to make distributions to our shareholders could be materially and adversely affected and the market price of our common shares could decline.



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Our hotel properties may contain or develop harmful mold, which could lead to liability for adverse health effects and costs of remediating the problem.

When excessive moisture accumulates in buildings or on building materials, mold growth may occur, particularly if the moisture problem remains undiscovered or is not addressed over a period of time. Some molds may produce airborne toxins or irritants. Concern about indoor exposure to mold has been increasing, as exposure to mold may cause a variety of adverse health effects and symptoms, including allergic or other reactions. As a result, the presence of mold to which hotel guests or employees could be exposed at any of the properties in which we own an interest could require us to undertake a costly remediation program to contain or remove the mold from the affected property, which could be costly. In addition, exposure to mold by guests or employees, management company employees or others could expose us to liability if property damage or health concerns arise.

## Risks Related to Our Organization and Structure

Our rights and the rights of our shareholders to take action against our trustees and officers are limited, which could limit your recourse in the event of actions not in your best interests.

Under Maryland law generally, a trustee is required to perform his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. Under Maryland law, trustees are presumed to have acted with this standard of care. In addition, our declaration of trust limits the liability of our trustees and officers to us and our shareholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- active and deliberate dishonesty by the trustee or officer that was established by a final judgment as being material to the cause of action adjudicated.

Our bylaws obligate us to indemnify our trustees and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each trustee or officer, to the maximum extent permitted by Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we may be obligated to advance the defense costs incurred by our trustees and officers. As a result, we and our shareholders may have more limited rights against our trustees and officers than might otherwise exist absent the current provisions in our declaration of trust and bylaws or that might exist with other companies.

Provisions of Maryland law may limit the ability of a third party to acquire control of our Company and may result in entrenchment of management and diminish the value of our common shares.

Certain provisions of the Maryland General Corporation Law ("MGCL") applicable to Maryland real estate investment trusts may have the effect of inhibiting a third party from making a proposal to acquire us or of impeding a change of control under circumstances that otherwise could provide our common shareholders with the opportunity to realize a premium over the then-prevailing market price of such shares, including:

- "Business combination" provisions that, subject to limitations, prohibit certain business combinations between us and an "interested shareholder" (defined generally as any person who beneficially owns 10% or more of the voting power of our shares) or an affiliate of any interested shareholder for five years after the most recent date on which the shareholder becomes an interested shareholder, and thereafter imposes special appraisal rights and special shareholder voting requirements on these combinations; and

- "Control share" provisions that provide that our "control shares" (defined as shares which, when aggregated with other shares controlled by the shareholder, entitle the shareholder to exercise one of three increasing ranges of voting power in electing trustees) acquired in a "control share acquisition" (defined as the direct or indirect acquisition of ownership or control of "control shares") have no voting rights except to the extent approved by our shareholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding all interested shares.

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Additionally, Title 3, Subtitle 8 of the MGCL permits our Board of Trustees, without shareholder approval and regardless of what is currently provided in our declaration of trust or bylaws, to implement certain takeover defenses, including, but not limited to, the adoption of a classified board, which we had in place as of December 31, 2014. These provisions may have the effect of inhibiting a third party from making an acquisition proposal for our company or of delaying, deferring or preventing a change in control of our company under the circumstances that otherwise could provide our common shareholders with the opportunity to realize a premium over the then current market price.

Provisions of our declaration of trust may limit the ability of a third party to acquire control of our Company and may result in entrenchment of management and diminish the value of our common shares.

Our declaration of trust authorizes our Board of Trustees to issue up to 500,000,000 common shares and up to 100,000,000 preferred shares. In addition, our Board of Trustees may, without shareholder approval, amend our declaration of trust to increase the aggregate number of our shares or the number of shares of any class or series that we have the authority to issue and to classify or reclassify any unissued common shares or preferred shares and to set the preferences, rights and other terms of the classified or reclassified shares. As a result, our Board of Trustees may authorize the issuance of additional shares or establish a series of common or preferred shares that may have the effect of delaying or preventing a change in control of our company, including transactions at a premium over the market price of our shares, even if shareholders believe that a change of control is in their interest. Failure to make required distributions would subject us to tax.

In order for federal corporate income tax not to apply to earnings that we distribute, each year we must distribute to our shareholders at least 90% of our REIT taxable income, determined before the deductions for dividends paid and excluding any net capital gain. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed REIT taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our shareholders in a calendar year is less than a minimum amount specified under the Code. Our only source of funds to make these distributions comes from distributions that we will receive from our operating partnership. Accordingly, we may be required to borrow money, sell assets or make taxable distributions of our capital shares or debt securities, to enable us to pay out enough of our REIT taxable income to satisfy the distribution requirement and to avoid federal corporate income tax and the 4% nondeductible excise tax in a particular year.

Failure to qualify as a REIT, or failure to remain qualified as a REIT, would subject us to federal income tax and potentially to state and local taxes.

We elected to be taxed as a REIT for federal income tax purposes. However, qualification as a REIT involves the application of highly technical and complex provisions of the Code, for which only a limited number of judicial and administrative interpretations exist. Even an inadvertent or technical mistake could jeopardize our REIT qualification. Our qualification as a REIT depends on our satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis.

Moreover, new tax legislation, administrative guidance or court decisions, in each instance potentially applicable with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT. If we were to fail to qualify as a REIT in any taxable year, we would be subject to federal income tax, including any applicable alternative minimum tax, on our taxable income at regular corporate rates, and distributions to shareholders would not be deductible by us in computing our taxable income. We may also be subject to state and local taxes if we fail to qualify as a REIT. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an adverse impact on the value of our shares of beneficial interest. If, for any reason, we failed to qualify as a REIT and we were not entitled to relief under certain Code provisions, we would be unable to elect REIT status for the four taxable years following the year during which we

ceased to so qualify, which would negatively impact the value of our common shares.

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Our TRS Lessee structure subjects us to the risk of increased hotel operating expenses that could adversely affect our operating results and our ability to make distributions to shareholders.

Our leases with our TRS Lessees require our TRS Lessees to pay rent based in part on revenues from our hotels. Our operating risks include decreases in hotel revenues and increases in hotel operating expenses, which would adversely affect our TRS Lessees' ability to pay rent due under the leases, including but not limited to the increases in wage and benefit costs, repair and maintenance expenses, energy costs, property taxes, insurance costs and other operating expenses.

Increases in these operating expenses can have a significant adverse impact on our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

Our TRS structure increases our overall tax liability.

Our TRS Lessees are subject to federal, state and local income tax on their taxable income, which consists of the revenues from the hotel properties leased by our TRS Lessees, net of the operating expenses for such hotel properties and rent payments to us. Accordingly, although our ownership of our TRS Lessees allows us to participate in the operating income from our hotel properties in addition to receiving rent, that operating income is fully subject to income tax. The after-tax net income of our TRS Lessees is available for distribution to us.

Our ownership of TRSs is limited and our transactions with our TRSs will cause us to be subject to a 100% penalty tax on certain income or deductions if those transactions are not conducted on arm's-length terms.

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT, including gross operating income from hotels that are operated by eligible independent contractors pursuant to hotel management agreements. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 25% of the value of a REIT's gross assets may consist of stock or securities of one or more TRSs. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

Our TRSs are subject to federal, foreign, state and local income tax on their taxable income, and their after-tax net income is available for distribution to us but is not required to be distributed to us. We believe that the aggregate value of the stock and securities of our TRSs is and will continue to be less than 25% of the value of our total gross assets (including our TRS stock and securities). Furthermore, we will monitor the value of our respective investments in our TRSs for the purpose of ensuring compliance with TRS ownership limitations. In addition, we will scrutinize all of our transactions with our TRSs to ensure that they are entered into on arm's-length terms to avoid incurring the 100% excise tax described above. There can be no assurance, however, that we will be able to comply with the 25% limitation discussed above or to avoid application of the 100% excise tax discussed above.

If our leases with our TRS Lessees are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.

To qualify as a REIT, we are required to satisfy two gross income tests, pursuant to which specified percentages of our gross income must be passive income, such as rent. For the rent paid pursuant to the hotel leases with our TRS Lessees, which should constitute substantially all of our gross income, to qualify for purposes of the gross income tests, the leases must be respected as true leases for federal income tax purposes and must not be treated as service

contracts, joint ventures or some other type of arrangement. We have structured our leases, and intend to structure any future leases, so that the leases will be respected as true leases for federal income tax purposes, but there can be no assurance that the IRS will agree with this characterization, not challenge this treatment or that a court would not sustain such a challenge. If the leases were not respected as true leases for federal income tax purposes, we would not be able to satisfy either of the two gross income tests applicable to REITs and likely would fail to qualify for REIT status.

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Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.

The maximum tax rate applicable to "qualified dividend income" payable to U.S. shareholders taxed at individual rates is 20%. Dividends payable by REITs, however, generally are not eligible for the reduced rates. The more favorable rates applicable to regular corporate qualified dividends could cause investors who are taxed at individual rates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the shares of REITs, including our common shares.

If our hotel managers do not qualify as "eligible independent contractors," we would fail to qualify as a REIT.

Rent paid by a lessee that is a "related party tenant" of ours will not be qualifying income for purposes of the two gross income tests applicable to REITs. We lease substantially all of our hotels to our TRS Lessees. A TRS Lessee will not be treated as a "related party tenant," and will not be treated as directly operating a lodging facility to the extent the TRS Lessee leases properties from us that are managed by an "eligible independent contractor." In addition, our TRS holding companies will fail to qualify as "taxable REIT subsidiaries" if they lease or own a lodging facility that is not managed by an "eligible independent contractor."

If our hotel managers do not qualify as "eligible independent contractors," we would fail to qualify as a REIT. Each of the hotel management companies that enters into a management contract with our TRS Lessees must qualify as an "eligible independent contractor" under the REIT rules in order for the rent paid to us by our TRS Lessees to be qualifying income for our REIT income test requirements and for our TRS holding companies to qualify as "taxable REIT subsidiaries". Among other requirements, in order to qualify as an eligible independent contractor a manager must not own more than 35% of our outstanding shares (by value) and no person or group of persons can own more than 35% of our outstanding shares and the ownership interests of the manager, taking into account only owners of more than 5% of our shares and, with respect to ownership interests in such managers that are publicly traded, only holders of more than 5% of such ownership interests. Complex ownership attribution rules apply for purposes of these 35% thresholds. Although we intend to monitor ownership of our shares by our property managers and their owners, there can be no assurance that these ownership levels will not be exceeded.

Our ownership limitations may restrict or prevent you from engaging in certain transfers of our common shares.

In order to satisfy the requirements for REIT qualification, no more than 50% in value of our outstanding shares may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of each taxable year. To assist us in satisfying the requirements for our REIT qualification, our declaration of trust contains an ownership limit on each class and series of our shares. Under applicable constructive ownership rules, any common shares owned by certain affiliated owners generally will be added together for purposes of the common share ownership limit, and any shares of a given class or series of preferred shares owned by certain affiliated owners generally will be added together for purposes of the ownership limit on such class or series.

If anyone transfers shares in a way that would violate the ownership limit, or prevent us from qualifying as a REIT under the federal income tax laws, those shares instead will be transferred to a trust for the benefit of a charitable beneficiary and will be either redeemed by us or sold to a person whose ownership of the shares will not violate the ownership limit. If this transfer to a trust fails to prevent such a violation or our continued qualification as a REIT, then the initial intended transfer shall be null and void from the outset. The intended transferee of those shares will be deemed never to have owned the shares. Anyone who acquires shares in violation of the ownership limit or the other restrictions on transfer in our declaration of trust bears the risk of suffering a financial loss when the shares are redeemed or sold if the market price of our shares falls between the date of purchase and the date of redemption or sale.

Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.

The REIT provisions of the Code substantially limit our ability to hedge our liabilities. Any income from a hedging transaction we enter into to manage risk of interest rate changes with respect to borrowings made or to be made to acquire or carry real estate assets does not constitute "gross income" for purposes of the 75% or 95% gross income tests applicable to REITs. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both of the gross income tests. As a result of these rules, we intend to limit our use of advantageous hedging techniques or implement those hedges through a TRS. This could increase the cost of our hedging activities because our TRSs would be subject to tax on gains or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in our TRSs will generally not provide any tax benefit, except for being carried forward against future taxable income in the TRSs.



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The ability of our Board of Trustees to revoke our REIT qualification without shareholder approval may cause adverse consequences to our shareholders.

Our declaration of trust provides that our Board of Trustees may revoke or otherwise terminate our REIT election, without the approval of our shareholders, if it determines that it is no longer in our best interest to continue to qualify as a REIT. If we cease to qualify as a REIT, we would become subject to federal income tax on our taxable income and would no longer be required to distribute most of our taxable income to our shareholders, which may have adverse consequences on our total return to our shareholders.

The ability of our Board of Trustees to change our major policies may not be in our shareholders' interest.

Our Board of Trustees determines our major policies, including policies and guidelines relating to our acquisitions, leverage, financing, growth, operations and distributions to shareholders and our continued qualification as a REIT. Our board may amend or revise these and other policies and guidelines from time to time without the vote or consent of our shareholders. Accordingly, our shareholders will have limited control over changes in our policies and those changes could adversely affect our financial condition, results of operations, the market price of our common shares and our ability to make distributions to our shareholders.

If we fail to maintain an effective system of internal controls, we may not be able to accurately determine our financial results or prevent fraud. As a result, our investors could lose confidence in our reported financial information, which could harm our business and the market value of our common shares.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. We may in the future discover areas of our internal controls that need improvement. Section 404 of the Sarbanes-Oxley Act of 2002 requires us to evaluate and report on our internal controls over financial reporting and have our independent auditors annually issue their opinion on our internal control over financial reporting. As we grow our business and acquire new hotel properties, directly or through joint ventures, with existing internal controls that may not be consistent with our own, our internal controls will become more complex, and we will require significantly more resources to ensure our internal controls remain effective. If we or our independent auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market value of our common shares. In particular, we will need to establish, or cause our third party hotel managers to establish, controls and procedures to ensure that hotel revenues and expenses are properly recorded at our hotels. The existence of any material weakness or significant deficiency would require management to devote significant time and incur significant expense to remediate any such material weaknesses or significant deficiencies and management may not be able to remediate any such material weaknesses or significant deficiencies in a timely manner. Any such failure could cause investors to lose confidence in our reported financial information and adversely affect the market value of our common shares or limit our access to the capital markets and other sources of liquidity.

Complying with REIT requirements may cause us to forego otherwise attractive opportunities or liquidate otherwise attractive investments.

To qualify as a REIT for federal income tax purposes, we must continually satisfy tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts we distribute to our shareholders and the ownership of our shares of beneficial interest. In order to meet these tests, we may be required to forego investments we might otherwise make. Thus, compliance with the REIT requirements may hinder our performance.

In particular, we must ensure that at the end of each calendar quarter, at least 75% of the value of our gross assets consists of cash, cash items, government securities and qualified real estate assets. The remainder of our investment in securities (other than government securities, securities that constitute qualified real estate assets and securities of our TRSs) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our gross assets (other than government securities, securities that constitute qualified real estate assets and securities of our TRSs) can consist of the securities of any one issuer, and no more than 25% of the value of our total gross assets can be represented by the securities of one or more TRSs. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our shareholders.

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We have not established a minimum distribution payment level and we may be unable to generate sufficient cash flows from our operations to make distributions to our shareholders at any time in the future.

We are generally required to distribute to our shareholders at least 90% of our REIT taxable income each year for us to qualify as a REIT under the Code, which requirement we currently intend to satisfy. To the extent we satisfy the 90% distribution requirement but distribute less than 100% of our REIT taxable income, we will be subject to federal corporate income tax on our undistributed taxable income. We have not established a minimum distribution payment level, and our ability to make distributions to our shareholders may be adversely affected by the risk factors described in this Form 10-K. Subject to satisfying the requirements for REIT qualification, we intend over time to make regular distributions to our shareholders. Our Board of Trustees has the sole discretion to determine the timing, form and amount of any distributions to our shareholders. Our Board of Trustees makes determinations regarding distributions based upon, among other factors, our historical and projected results of operations, financial condition, cash flows and liquidity, satisfaction of the requirements for REIT qualification and other tax considerations, capital expenditure and other expense obligations, debt covenants, contractual prohibitions or other limitations and applicable law and such other matters as our Board of Trustees may deem relevant from time to time. Among the factors that could impair our ability to make distributions to our shareholders are:

- our inability to realize attractive returns on our investments;
- unanticipated expenses that reduce our cash flow or non-cash earnings;
- decreases in the value of the underlying assets; and
- the fact that anticipated operating expense levels may not prove accurate, as actual results may vary from estimates.

As a result, no assurance can be given that we will be able to continue to make distributions to our shareholders or that the level of any distributions we do make to our shareholders will achieve a market yield or increase or even be maintained over time, any of which could materially and adversely affect the market price of our common shares. Distributions could be dilutive to our financial results and may constitute a return of capital to our investors, which would have the effect of reducing each shareholder's basis in its common shares. We also could use borrowed funds or proceeds from the sale of assets to fund distributions.

In addition, distributions that we make to our shareholders are generally taxable to our shareholders as ordinary income. However, a portion of our distributions may be designated by us as long-term capital gains to the extent that they are attributable to capital gain income recognized by us or may constitute a return of capital to the extent that they exceed our earnings and profits as determined for tax purposes. A return of capital is not taxable, but has the effect of reducing the basis of a shareholder's investment in our common shares.

Our senior secured revolving credit facility prohibits us from repurchasing our common shares and may limit our ability to pay dividends on common shares.

Our senior secured revolving credit facility, which matures on November 5, 2016, prohibits us from repurchasing any common shares during the term of the senior secured revolving credit facility. Under our senior secured revolving credit facility, our distributions may not exceed the greater of (i) 95% of adjusted funds from operations (as defined in our senior secured revolving credit facility) for the preceding four-quarter period or (ii) the amount required for us to qualify and maintain our status as a REIT. As a result, if we do not generate sufficient adjusted funds from operations during the four quarters preceding any common share dividend payment date, we would not be able to pay dividends

to our common shareholders consistent with our past practice without causing a default under our senior secured revolving credit facility. In the event of a default under our senior secured revolving credit facility, we would be unable to borrow under our senior secured revolving credit facility and any amounts we have borrowed thereunder could become due and payable.

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The market price of our equity securities may vary substantially, which may limit your ability to liquidate your investment.

The trading prices of equity securities issued by REITs have historically been affected by changes in market interest rates. One of the factors that may influence the price of our shares in public trading markets is the annual yield from distributions on our common or preferred shares as compared to yields on other financial instruments. An increase in market interest rates, or a decrease in our distributions to shareholders, may lead prospective purchasers of our shares to demand a higher annual yield, which could reduce the market price of our equity securities.

Other factors that could affect the market price of our equity securities include the following:

- actual or anticipated variations in our quarterly results of operations;
- changes in market valuations of companies in the hotel or real estate industries;
- changes in expectations of future financial performance or changes in estimates of securities analysts;
- fluctuations in stock market prices and volumes;
- issuances of common shares or other securities in the future;
- the addition or departure of key personnel; and
- announcements by us or our competitors of acquisitions, investments or strategic alliances or changes thereto.

Because we have a smaller equity market capitalization compared to some other hotel REITs and our common shares may trade in low volumes, the stock market price of our common shares may be susceptible to fluctuation to a greater extent than companies with larger market capitalization. As a result, your ability to liquidate your investment in our company may be limited.

The number of shares available for future sale could adversely affect the market price of our common shares.

We cannot predict the effect, if any, of future sales of common shares, or the availability of common shares for future sale, on the market price of our common shares. Sales of substantial amounts of common shares (including shares issued to our trustees and officers), or the perception that these sales could occur, may adversely affect prevailing market prices for our common shares.

We also may issue from time to time additional common shares or limited partnership interests in our operating partnership in connection with the acquisition of properties and we may grant demand or piggyback registration rights in connection with these issuances. Sales of substantial amounts of our common shares or the perception that these sales could occur may adversely affect the prevailing market price for our common shares or may impair our ability to raise capital through a sale of additional equity securities. Our Equity Incentive Plan provides for grants of equity based awards up to an aggregate of 3,000,000 common shares and we may seek to increase shares available under our Equity Incentive Plan in the future.

Future offerings of debt or equity securities ranking senior to our common shares or incurrence of debt (including under our credit facility) may adversely affect the market price of our common shares.

If we decide to issue debt or equity securities in the future ranking senior to our common shares or otherwise incur indebtedness (including under our credit facility), it is possible that these securities or indebtedness will be governed

by an indenture or other instrument containing covenants restricting our operating flexibility and limiting our ability to make distributions to our shareholders. Additionally, any convertible or exchangeable securities that we issue in the future may have rights, preferences and privileges, including with respect to distributions, more favorable than those of our common shares and may result in dilution to owners of our common shares. Because our decision to issue debt or equity securities in any future offering or otherwise incur indebtedness will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings or financings, any of which could reduce the market price of our common shares and dilute the value of our common shares.

Item 1B. Unresolved Staff Comments

None

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## Item 2. Properties

The following table sets forth certain operating information for our wholly-owned hotels as of December 31, 2014:

Property	Location	Management Company	Date of Acquisition	Year Opened	Number of Rooms	Purchase Price	Purchase Price per Room	Mortgage Debt Balance
Homewood Suites by Hilton Boston-Billerica/ Bedford/ Burlington	Billerica, Massachusetts	IHM	4/23/2010	1999	147	\$12.5 million	\$85,714	\$16.2 million
Homewood Suites by Hilton Minneapolis-Mall of America	Bloomington, Minnesota	IHM	4/23/2010	1998	144	\$18.0 million	\$125,000	—
Homewood Suites by Hilton Nashville-Brentwood	Brentwood, Tennessee	IHM	4/23/2010	1998	121	\$11.3 million	\$93,388	—
Homewood Suites by Hilton Dallas-Market Center	Dallas, Texas	IHM	4/23/2010	1998	137	\$10.7 million	\$78,102	—
Homewood Suites by Hilton Hartford-Farmington	Farmington, Connecticut	IHM	4/23/2010	1999	121	\$11.5 million	\$95,041	—
Homewood Suites by Hilton Orlando-Maitland	Maitland, Florida	IHM	4/23/2010	2000	143	\$9.5 million	\$66,433	—
Homewood Suites by Hilton Carlsbad (North San Diego County)	Carlsbad, California	IHM	11/3/2010	2008	145	\$32.0 million	\$220,690	\$19.9 million
Hampton Inn & Suites Houston-Medical Center	Houston, Texas	IHM	7/2/2010	1997	120	\$16.5 million	\$137,500	\$18.3 million
Courtyard Altoona	Altoona, Pennsylvania	Concord	8/24/2010	2001	105	\$11.3 million	\$107,619	\$6.2 million
Springhill Suites Washington	Washington, Pennsylvania	Concord	8/24/2010	2000	86	\$12.0 million	\$139,535	\$4.8 million
Residence Inn Long Island Holtsville	Holtsville, New York	IHM	8/3/2010	2004	124	\$21.3 million	\$171,774	—
Residence Inn White Plains	White Plains, New York	IHM	9/23/2010	1982	134	\$21.2 million	\$159,398	—
Residence Inn New Rochelle	New Rochelle, New York	IHM	10/5/2010	2000	127	\$21.0 million	\$169,355	\$14.8 million
Residence Inn Garden Grove	Garden Grove, California	IHM	7/14/2011	2003	200	\$43.6 million	\$218,000	\$34.0 million
		IHM	7/14/2011	2003	192		\$273,438	

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Residence Inn Mission Valley	San Diego, California					\$52.5 million		\$30.1 million
Homewood Suites by Hilton San Antonio River Walk	San Antonio, Texas	IHM	7/14/2011	1996	146	\$32.5 million	\$222,603	\$17.2 million
Residence Inn Washington DC	Washington, DC	IHM	7/14/2011	1974	103	\$29.4 million	\$280,000	—
Residence Inn Tysons Corner	Vienna, Virginia	IHM	7/14/2011	2001	121	\$37.0 million	\$305,785	\$23.5 million
Hampton Inn Portland Downtown	Portland, Maine	IHM	12/27/2012	2011	122	\$28.0 million	\$229,508	—
Courtyard Houston	Houston, Texas	IHM	2/5/2013	2010	197	\$34.8 million	\$176,395	\$19.5 million
Hyatt Place Pittsburgh North Shore	Pittsburgh, Pennsylvania	IHM	6/17/2013	2010	178	\$40.0 million	\$224,719	\$23.6 million
Hampton Inn Exeter	Exeter, New Hampshire	IHM	8/9/2013	2010	111	\$15.2 million	\$136,937	—
Hilton Garden Inn Denver Tech	Denver, Colorado	IHM	9/26/2013	1999	180	\$27.9 million	\$155,000	—
Residence Inn Bellevue	Bellevue, Washington	IHM	10/31/2013	2008	231	\$71.8 million	\$316,883	\$47.6 million
Springhill Suites Savannah	Savannah, Georgia	IHM	12/5/2013	2009	160	\$39.8 million	\$248,438	\$30.0 million
Residence Inn Silicon Valley I	Sunnyvale, CA	IHM	6/9/2014	1983	231	\$92.8 million	\$401,776	\$64.8 million
Residence Inn Silicon Valley II	Sunnyvale, CA	IHM	6/9/2014	1985	248	\$102 million	\$411,103	\$70.7 million
Residence Inn San Mateo	San Mateo, CA	IHM	6/9/2014	1985	160	\$72.7 million	\$454,097	\$48.6 million
Residence Inn Mountain View	Mountain View, CA	IHM	6/9/2014	1985	112	\$56.4 million	\$503,869	\$37.9 million
Hyatt Place Cherry Creek	Glendale, CO	IHM	8/29/2014	1987	194	\$32 million	\$164,948	—
Courtyard Addison	Addison, TX	IHM	11/17/2014	2000	176	\$24.1 million	\$137,178	—
Courtyard West University Houston	Houston, TX	IHM	11/17/2014	2004	100	\$20.1 million	\$201,481	—
Residence Inn West University Houston	Houston, TX	IHM	11/17/2014	2004	120	\$29.4 million	\$245,363	—
Hilton Garden Inn Burlington	Burlington, MA	IHM	11/17/2014	1975	179	\$33.0 million	\$184,392	—
Total					5,115	\$1,123.8 million	\$219.707	\$527.7 million

We lease our headquarters at 50 Cocoanut Row, Suite 211, Palm Beach, FL 33480. The Altoona hotel is subject to a ground lease with an expiration of April 30, 2029. The Company has an option of up to 12 additional terms of five years each. In connection with the New Rochelle hotel, there are an air rights lease and garage lease that each expire on December 1, 2104.





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Item 3. Legal Proceedings

The nature of the operations of the hotels exposes the hotels, the Company and the Operating Partnership to the risk of claims and litigation in the normal course of their business. An affiliate of the Company is currently a defendant, along with IHM, in a class action lawsuit pending in the San Diego County Superior Court. The class actions were filed on April 25, 2012 and February 27, 2013, and have subsequently been consolidated on November 8, 2013 under the title Martinez et al v. Island Hospitality Management, Inc., et al. Case No. 37-2012-00096221-CU-OE-CTL. The class actions relate to fifteen hotels operated by IHM in the state of CA and owned by affiliates of the Company, NewINK JV, INK JV, and/or certain third parties. Both complaints in the now consolidated lawsuit allege various wage and hour law violations including unpaid off-the-clock work, failure to provide meal breaks and failure to provide rest breaks. The plaintiffs seek injunctive relief, money damages, penalties, and interest. We are defending our case vigorously. As of December 31, 2014, included in accounts payable and expenses, is \$0.3 million, which represents an estimate of our exposure to the litigation and is also estimated as the maximum possible loss that the Company may incur.

Item 4. Mine Safety Disclosures

Not applicable.

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## Part II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## Market Information

Our common shares began trading on the NYSE, on April 16, 2010 under the symbol "CLDT". The closing price of our common shares on the NYSE on December 31, 2014 was \$28.97 per share. The following table sets forth, for the periods indicated, the high and low closing sales prices per share reported on the New York Stock Exchange as traded and the cash dividends declared per share:

## 2014

	High	Low	Dividends
First quarter	\$21.30	\$19.85	\$0.21
Second quarter	22.95	20.21	0.24
Third quarter	23.41	21.08	0.24
Fourth Quarter	29.61	22.75	0.24

## 2013

	High	Low	Dividends
First quarter	\$17.61	\$14.60	\$0.21
Second quarter	19.58	16.25	0.21
Third quarter	19.85	17.25	0.21
Fourth Quarter	21.15	17.85	0.21

The Company's board of trustees has authorized a monthly dividend payment of \$0.10 per share for the first quarter of 2015. The January 2015 monthly dividend was paid on February 27, 2015 to shareholders of record on January 30, 2015.

## Shareholder Information

On February 28, 2015, there were 79 registered holders of record of our common shares. This figure does not include beneficial owners who hold shares in nominee name. However, because many of our common shares are held by brokers and other institutions, we believe that there are more beneficial holders of our common shares than record holders. In order to comply with certain requirements related to our qualification as a REIT, our charter, subject to certain exceptions, limits the number of common shares that may be owned by any single person or affiliated group to 9.8% of the outstanding common shares.

	Initial investment at April 16, 2010	Value of initial investment at December 31, 2010	Value of initial investment at December 31, 2011	Value of initial investment at December 31, 2012	Value of initial investment at December 31, 2013	Value of initial investment at December 31, 2014
Chatham Lodging Trust	\$ 100.00	\$87.92	\$58.12	\$87.62	\$122.03	180.06
Russell 2000 Index	\$ 100.00	\$109.57	\$105.00	\$122.17	\$169.59	177.90
FTSE NAREIT All Equity REIT Index	\$ 100.00	\$112.59	\$121.91	\$145.93	\$150.10	192.16

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FTSE NAREIT Lodging/Resorts Index	\$ 100.00	\$ 110.00	\$94.25	\$106.07	\$134.90	178.74
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The above graph provides a comparison of the cumulative total return on our common shares from April 16, 2010, the date on which our shares began trading, to the NYSE closing price per share on December 31, 2014 with the cumulative total return on the Russell 2000 Index (the “Russell 2000”), the FTSE NAREIT All Equity REIT Index (the “NAREIT All Equity”) and the NAREIT Lodging/Resorts Index (the “NAREIT Lodging”). The total return values were calculated assuming a \$100 investment on April 21, 2010 with reinvestment of all dividends in (i) our common shares, (ii) the Russell 2000, (iii) the NAREIT All Equity and (iv) the NAREIT Lodging. The total return values include any dividends paid during the period.

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## Distribution Information

In order to maintain our qualification as a REIT, we must make distributions to our stockholders each year in an amount equal to at least:

- 90% of our REIT taxable income determined without regard to the dividends paid deduction and excluding net capital gains; plus
- 90% of the excess of our net income from foreclosure property over the tax imposed on such income by the Code; minus
- Any excess non-cash income (as defined in the Code).

The following table sets forth information regarding the declaration, payment and income tax characterization of distributions by the Company on its common shares for the years ended December 31, 2014 and 2013 and respectively:

## 2014

Month to which distribution relates	Record Date	Payment Date	Common Share Distribution amount	Ordinary Income	Return of Capital
January	1/31/2014	2/28/2014	\$0.07	\$0.069	\$0.001
February	2/28/2014	3/28/2014	0.07	0.069	0.001
March	3/31/2014	4/25/2014	0.07	0.069	0.001
April	4/30/2014	5/30/2014	0.08	0.078	0.002
May	5/30/2014	6/27/2014	0.08	0.078	0.002
June	6/30/2014	7/25/2014	0.08	0.078	0.002
July	7/31/2014	8/29/2014	0.08	0.078	0.002
August	8/29/2014	9/26/2014	0.08	0.078	0.002
September	9/30/2014	10/31/2014	0.08	0.078	0.002
October	10/31/2014	11/28/2014	0.08	0.078	0.002
November	11/28/2014	12/26/2014	0.08	0.078	0.002
December	12/31/2014	1/30/2015	0.08	0.078	0.002
			\$0.93	\$0.909	\$0.021

## 2013

Month to which distribution relates	Record Date	Payment Date	Common Share Distribution amount	Ordinary Income	Return of Capital
January	1/31/2013	2/22/2013	\$0.07	\$0.06	\$0.01
February	2/28/2013	3/29/2013	0.07	0.06	0.01
March	3/29/2013	4/26/2013	0.07	0.06	0.01
April	4/30/2013	5/31/2013	0.07	0.06	0.01
May	5/31/2013	6/28/2013	0.07	0.06	0.01
June	6/28/2013	7/26/2013	0.07	0.06	0.01
July	7/31/2013	8/30/2013	0.07	0.06	0.01
August	8/30/2013	9/27/2013	0.07	0.06	0.01
September	9/30/2013	10/25/2013	0.07	0.06	0.01
October	10/31/2013	11/29/2013	0.07	0.06	0.01
November	11/29/2013	12/27/2013	0.07	0.06	0.01

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December	12/31/2013	1/31/2014	0.07	0.06	0.01
			\$0.84	\$0.72	\$0.12

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## Equity Compensation Plan Information

The following table provides information, as of December 31, 2014, relating to our Equity Incentive Plan pursuant to which grants of common share options, share awards, share appreciation rights, performance units and other equity-based awards options may be granted from time to time.

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans
Equity compensation plans approved by security holders <sup>1</sup>	—	—	2,296,458
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	2,296,458

<sup>1</sup> Our Equity Incentive Plan was approved by our company's sole trustee and our company's sole shareholder prior to completion of our IPO. The plan was amended and restated as of May 17, 2013 by our Board of Trustees to increase the maximum number of shares available under the plan to 3,000,000 shares.

## Issuer Purchases of Equity Securities

We do not currently have a repurchase plan or program in place. Pursuant to the terms of our senior secured revolving credit facility, we are not able to repurchase shares in the future. However, we do provide employees, who have been issued restricted common shares, the option of forfeiting shares to us to satisfy the minimum statutory tax withholding requirements on the date their shares vest. There were 867 and 445 common shares forfeited in the years ended December 31, 2014 and 2013, respectively, related to such repurchases.



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## Item 6. Selected Financial Data

The following tables present selected historical financial information as of and for the years ended December 31, 2014, 2013, 2012, 2011 and 2010. The data for the year ended December 31, 2010 represents the period from April 16, 2010 to December 31, 2010. The selected historical financial information as of and for the years ended December 31, 2014, 2013, 2012, 2011 and 2010 has been derived from our audited consolidated financial statements. The selected historical financial data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the financial statements and notes thereto, both included in this Annual Report on Form 10-K.

	Year Ended December 31, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012	Year Ended December 31, 2011	Period from April 16, 2010 December 31, 2010
(In thousands, except share and per-share data)					
Statement of Operations Data:					
Total revenue	\$ 197,216	\$ 126,228	\$ 100,464	\$ 73,096	\$ 25,470
Hotel operating expenses	100,961	68,596	55,030	42,167	15,025
Depreciation and amortization	34,710	18,249	14,273	11,971	2,564
Property taxes and insurance	12,624	8,915	7,088	5,321	1,606
General and administrative	9,852	8,131	7,565	5,802	3,547
Hotel property acquisition costs and other charges	10,381	3,341	236	7,706	3,189
Reimbursed costs from unconsolidated real estate entities	1,992	1,635	1,622	—	—
Total operating expenses	170,520	108,867	85,814	72,967	25,931
Operating income	26,696	17,361	14,650	129	(461 )
Interest and other income	108	132	55	22	193
Interest expense, including amortization of deferred fees	(21,354 )	(11,580 )	(14,641 )	(8,190 )	(932 )
Loss on early extinguishment of debt	(184 )	(933 )	—	—	—
Loss from unconsolidated real estate entities	(3,830 )	(1,874 )	(1,439 )	(997 )	—
Net gain from remeasurement and sale of investment in unconsolidated real estate entities	65,750	—	—	—	—
Income (loss) before income tax expense	67,186	3,106	(1,375 )	(9,036 )	(1,200 )
Income tax expense	(105 )	(124 )	(75 )	(69 )	(17 )
Net income (loss)	\$ 67,081	\$ 2,982	\$ (1,450 )	\$ (9,105 )	\$ (1,217 )
Net income attributable to non-controlling interest	(208 )	—	—	—	—
Net income attributable to common shareholders	\$ 66,873	\$ 2,982	\$ (1,450 )	\$ (9,105 )	\$ (1,217 )
Income per Common Share - Basic:					
Net income (loss) attributable to common shareholders	\$ 2.32	\$ 0.13	\$ (0.12 )	\$ (0.69 )	\$ (0.20 )

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Income per Common Share - Diluted:

Net income (loss) attributable to common shareholders	\$2.30	\$0.13	\$(0.12)	\$(0.69)	\$(0.20)
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Weighted average number of common shares outstanding:

Basic	28,531,094	21,035,892	13,811,691	13,280,149	6,377,333
Diluted	28,846,724	21,283,831	13,811,691	13,280,149	6,377,333

Other Data:

Net cash provided by operating activities	49,306	31,571	14,885	8,946	5,274
Net cash used in investing activities	(452,988)	(235,190)	(13,036)	(112,523)	(201,511)
Net cash provided by (used in) financing activities	414,538	203,344	(2,033)	103,489	200,981
Cash dividends declared per common share	0.93	0.84	0.78	0.70	0.35

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	As of December 31, 2014 (In thousands)	As of December 31, 2013	As of December 31, 2012	As of December 31, 2011	As of December 31, 2010
Balance Sheet Data:					
Investment in hotel properties, net	\$1,096,425	\$652,877	\$426,074	\$402,815	\$208,080
Cash and cash equivalents	15,077	4,221	4,496	4,680	4,768
Restricted cash	12,030	4,605	2,949	5,299	3,018
Investment in unconsolidated real estate entities	28,152	774	13,362	36,003	—
Hotel receivables (net of allowance for doubtful accounts)	3,601	2,455	2,098	2,057	891
Deferred costs, net	7,514	7,113	6,312	6,350	4,710
Prepaid expenses and other assets	2,300	1,879	1,930	1,502	735
Total assets	\$1,165,099	\$673,924	\$457,221	\$458,706	\$222,202
Mortgage debt	\$527,721	\$222,063	\$159,746	\$161,440	\$12,333
Revolving credit facility	22,500	50,000	79,500	67,500	37,800
Accounts payable and accrued expenses	20,042	12,799	8,488	10,184	5,248
Distributions in excess of investments of unconsolidated real estate entities	—	1,576	—	—	—
Distributions payable	2,884	1,950	2,875	2,464	1,657
Total liabilities	573,147	288,388	250,609	241,588	57,038
Total shareholders' equity	588,537	383,369	205,001	216,090	164,739
Noncontrolling Interest in Operating Partnership	3,415	2,167	1,611	1,028	425
Total liabilities and equity	\$1,165,099	\$673,924	\$457,221	\$458,706	\$222,202

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Overview

Chatham Lodging Trust (“we,” “us” or the “Company”) was formed as a Maryland real estate investment trust on October 26, 2009. The Company is internally-managed and was organized to invest primarily in premium-branded upscale extended-stay and select-service hotels. The Company has elected to be taxed as a real estate investment trust for federal income tax purposes (“REIT”).

The Company had no operations prior to the consummation of the IPO. The net proceeds from our share offerings are contributed to Chatham Lodging, L.P., our operating partnership (the “Operating Partnership”), in exchange for partnership interests. Substantially all of the Company’s assets are held by, and all operations are conducted through, the Operating Partnership. Chatham Lodging Trust is the sole general partner of the Operating Partnership and owns 100% of the common units of limited partnership interest in the Operating Partnership. Certain of the Company’s executive officers hold vested and unvested long-term incentive plan units in the Operating Partnership, which are presented as non-controlling interests on our consolidated balance sheets.

From inception through December 31, 2014, the Company has completed the following offerings of its common shares:

Type of Offering	Date	Shares Issued	Price per Share	Gross Proceeds (in millions)	Net Proceeds (in millions)
Initial public offering	4/21/2010	8,625,000	\$20.00	\$172,500.0	\$158,700.0
Private placement offering (1)	4/21/2010	500,000	20.00	10,000.0	10,000.0
Follow-on common share offering	2/8/2011	4,000,000	16.00	64,000.0	60,300.0
Over-allotment option	2/8/2011	600,000	16.00	9,600.0	9,100.0
Follow-on common share offering	1/14/2013	3,500,000	14.70	51,400.0	48,400.0
Over-allotment option	1/31/2013	92,677	14.70	1,400.0	1,300.0
Follow-on common share offering	6/18/2013	4,500,000	16.35	73,600.0	70,000.0
Over-allotment option	6/28/2013	475,823	16.35	7,800.0	7,400.0
Follow-on common share offering	9/30/2013	3,250,000	18.35	59,600.0	56,700.0
Over-allotment option	10/11/2013	487,500	18.35	8,900.0	8,500.0
Follow-on common share offering	9/24/2014	6,000,000	0.02185	131,100	125,600
Over-allotment option	9/24/2014	900,000	0.02185	19,700	18,900
		32,931,000		\$609,600	\$574,900

(1) The Company sold 500,000 common shares to Jeffrey H. Fisher, the Company’s Chairman, President and Chief Executive Officer (“Mr. Fisher”) in a private placement concurrent with its IPO.

As of December 31, 2014, the Company owned 34 hotels with an aggregate of 5,115 (unaudited) rooms located in 15 states and the District of Columbia. The Company also (i) held a 10.3% noncontrolling interest in a joint venture (the “NewINK JV”) with NorthStar Realty Finance Corp (“NorthStar”), which was formed in the second quarter of 2014 and acquired 47 hotels from a joint venture (the “Innkeepers JV”) between the Company and Cerberus Capital Management (“Cerberus”), comprising an aggregate of 6,094 (unaudited) rooms, (ii) held a 10.0% noncontrolling interest in a separate joint venture (the “Inland JV”) with NorthStar, which was formed in the fourth quarter of 2014 and acquired 48 hotels from Inland American Real Estate Trust, Inc. (“Inland”), comprising an aggregate of 6,401 (unaudited) rooms, and (iii) held a 5.0% noncontrolling interest in a joint venture (the “Torrance JV”) with Cerberus that owns the 248-room (unaudited) Residence Inn by Marriott in Torrance, CA. We sometimes refer to the NewINK JV, Inland JV and Torrance JV collectively as the (“JVs”).



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To qualify as a REIT, the Company cannot operate its hotels. Therefore, the Operating Partnership and its subsidiaries lease our wholly owned hotels to taxable REIT subsidiary lessees (“TRS Lessees”), which are wholly owned by one of the Company’s taxable REIT subsidiary (“TRS”) holding companies. Each hotel is leased to a TRS Lessee under a percentage lease that provides for rental payments equal to the greater of (i) a fixed base rent amount or (ii) a percentage rent based on hotel room revenue. The initial term of each of the TRS leases is 5 years. Lease revenue from each TRS Lessee is eliminated in consolidation. The Company indirectly owns its (i) 10.3% interest in 47 of the NewINK JV hotels, (ii) 10% interest in 48 of the Inland JV hotels and (iii) its 5% interest in the Torrance JV through the Operating Partnership. All of the NewINK JV hotels, Inland JV hotels and the Torrance JV hotel are leased to TRS Lessees, in which the Company indirectly owns noncontrolling interests through one of its TRS holding companies.

The TRS Lessees have entered into management agreements with third-party management companies that provide day-to-day management for the hotels. As of December 31, 2014, Island Hospitality Management Inc. (“IHM”), which was 90% owned by Mr. Fisher, managed 32 of the Company’s wholly owned hotels and Concord Hospitality Enterprises Company (“Concord”) managed two of the Company’s wholly owned hotels. As of December 31, 2014, all of the NewINK JV hotels were managed by IHM. As of December 31, 2014, 34 of the Inland JV hotels are managed by IHM and 14 hotels are managed by Marriott International, Inc. (“Marriott”). The Torrance JV hotel is managed by Marriott.

Financial Condition and Operating Performance Metrics

We measure financial condition and hotel operating performance by evaluating financial metrics and measures such as:

- Revenue Per Available Room (“RevPAR”),
- Average Daily Rate (“ADR”),
- Occupancy percentage,
- Funds From Operations (“FFO”),
- Adjusted FFO,
- Earnings before interest, taxes, depreciation and amortization (“EBITDA”),
- Adjusted EBITDA, and
- Hotel EBITDA.

We evaluate the hotels in our portfolio and potential acquisitions using these metrics to determine each hotel’s contribution toward providing income to our shareholders through increases in distributable cash flow and increasing long-term total returns through appreciation in the value of our common shares. RevPAR, ADR and Occupancy are hotel industry measures commonly used to evaluate operating performance. RevPAR, which is calculated as total room revenue divided by total number of available rooms, is an important metric for monitoring hotel operating performance, and more specifically hotel revenue.

“Non-GAAP Financial Measures” provides a detailed discussion of our use of FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA and a reconciliation of FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA to net income or loss, measurements recognized by generally accepted accounting principles in the United States (“GAAP”).

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## Results of Operations

## Industry outlook

We believe that the hotel industry's performance is correlated to the performance of the economy overall, and specifically key economic indicators such as GDP growth, employment trends, corporate travel and corporate profits. We expect a continuing improvement in the performance of the hotel industry as GDP is currently forecast to grow approximately 3.2% in 2015, labor market conditions are expected to continue to improve and corporate profits and travel expense are expected to continue to rise. As reported by Smith Travel Research, monthly industry RevPAR has been higher year over year since March 2010, so we are into the fifth year of RevPAR growth in what some believe will be a longer cycle than those experienced in the past. As a comparison, from 1992 to 2000, the industry saw nine consecutive years of RevPAR growth and from 2003 to 2007 the industry saw five consecutive years of RevPAR growth. As reported by Smith Travel Research, industry RevPAR grew 6.8% in 2012, 5.4% in 2013 and 8.3% in 2014 compared to the same periods in the respective prior years. Industry analysts such as Smith Travel Research and PKF Hospitality are projecting industry RevPAR to grow in a range of 6.4% to 6.7% in 2015 based on economic growth, with lodging demand projected to increase by 2% to 3% and new supply projected to grow by 1.1% to 1.3%. Of the projected RevPAR growth, industry analysts believe growth in ADR will comprise the majority of the expected growth. Primary hotel franchisors Marriott, Hilton, Hyatt and Starwood are projecting 2015 RevPAR growth in North America in a range of 5% to 7%. We are currently projecting RevPAR at our hotels to grow 5% to 7% in 2015 with ADR comprising all of our RevPAR growth. Industry analysts are currently predicting that RevPAR will continue to grow in 2016 with preliminary estimates from Smith Travel Research and PFK Hospitality ranging between 5.9% and 6.6%.

Comparison of the year ended December 31, 2014 ("2014") to the year ended December 31, 2013 ("2013")

Results of operations for the year ended December 31, 2014 include the operating activities of our 34 wholly owned hotels and our investments in the NewINK JV, Inland JV and Torrance JV as well as the Innkeepers JV. We owned 25 hotels at December 31, 2013 and owned a 10.3% joint venture interest in the Innkeepers JV and a 5% interest in the Torrance JV. Accordingly, the comparisons below are influenced by the fact that nine wholly owned hotels and the NewINK JV and Inland JV were owned by us for only a portion of the year ended December 31, 2014. We acquired our 10.3% interest in NewINK JV (which comprised 47 of the 51 hotels owned by the Innkeepers JV) on June 9, 2014, we acquired four hotels in the Silicon Valley, CA area on June 9, 2014 from the Innkeepers JV, we acquired one hotel in Glendale, CO on August 29, 2014, and we acquired four hotels and our 10% interest in the Inland JV on November 17, 2014.

## Revenue

Revenue, which consists primarily of room, food and beverage and other operating revenues from our wholly owned hotels, was as follows for the periods indicated (in thousands):

	Year ended			
	December 31, 2014	December 31, 2013	% Change	
Room	\$ 184,926	\$ 118,169	56.5	%
Food and beverage	2,764	1,311	110.8	%
Other	7,534	5,113	47.3	%
Cost reimbursements from unconsolidated real estate entities	1,992	1,635	21.8	%
Total revenue	\$ 197,216	\$ 126,228	56.2	%

Total revenue was \$197.2 million for the year ended December 31, 2014 compared to total revenue of \$126.2 million for the 2013 period. Total revenue related to the six hotels acquired during 2013 contributed \$30.3 million of the increase and nine hotels acquired during 2014 contributed \$31.3 million of the increase. Since all of our hotels are select service or limited service hotels, room revenue is the primary revenue source as these hotels do not have significant food and beverage revenue or large group conference facilities. Room revenue was \$184.9 million and \$118.2 million for the years ended December 31, 2014 and 2013, respectively, with \$27.5 million of this increase attributable to the six hotels acquired in 2013 and \$30.7 million attributable to the nine hotels acquired in 2014. The

\$8.5 million remainder of the increase represents an 7.2% increase over 2013.

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As reported by Smith Travel Research, industry RevPAR for the years ended December 31, 2014 and 2013 increased 8.3% and 5.4%, respectively, as compared to the years ended December 31, 2013 and 2012. RevPAR at our wholly owned hotels increased 8.2% and 4.6%, respectively, in the 2014 and 2013 periods as compared to the respective prior periods. Our RevPAR performance in the year ended December 31, 2013 was adversely impacted by renovations that occurred at our Washington, D.C. hotel, which operated without a brand for most of 2013 until it was rebranded to a Residence Inn by Marriott on September 20, 2013. Excluding the Washington D.C. hotel, RevPAR was up 6.3% for the year ended December 31, 2013 as compared to the year ended December 31, 2012.

Since room revenue is the primary component of total revenue, our revenue results are dependent on maintaining and improving hotel occupancy and ADR at our hotels. Occupancy, ADR, and RevPAR results for the 34 wholly owned hotels are presented in the following table in each period to reflect operation of the hotels regardless of our ownership interest during the periods presented. Operations at the Cherry Creek Hotel did not begin until October 2013 and for this reason have been excluded from the results below:

	For the year ended December 31, 2014		For the year ended December 31, 2013	
Occupancy	81.6	%	79.9	%
ADR	\$150.64		\$141.72	
RevPAR	\$122.91		\$113.21	

The RevPAR increase above of 8.6% was attributable to an increase in ADR of 6.3% and an increase in occupancy of 2.1%.

Food and beverage revenue was \$2.8 million and \$1.3 million for the years ended December 31, 2014 and 2013, respectively. For 2014, \$2.1 million of the increase relates to the Pittsburgh, Courtyard Houston and Denver Tech hotels, which were acquired in 2013 and \$0.2 million relates to the Cherry Creek and Burlington Hotels, which were acquired in 2014.

Other operating revenue, comprised of meeting room, gift shop, in-room movie and other ancillary amenities revenue, was \$7.5 million and \$5.1 million for the years ended December 31, 2014 and 2013, respectively. Total other operating revenue related to six hotels acquired in 2013 contributed \$1.6 million of the increase and the nine hotels acquired in 2014 contributed \$0.3 million of the increase. The remaining \$0.5 million increase is attributable to increased occupancy at the 19 comparable hotels.

Cost reimbursements from unconsolidated real estate entities, comprised of payroll costs at the Innkeepers JV (from January 1, 2013 to June 8, 2014), NewINK JV (from June 9, 2014 to December 31, 2014) and Inland JV (from November 17, 2014 to December 31, 2014) where the Company is the employer and an entity which is 2.5% owned by Mr. Fisher (from August 1, 2014 to December 31, 2014), were \$2.0 million and \$1.6 million for the years ended December 31, 2014 and 2013, respectively. The increase is due to additional employees hired during 2014.

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## Hotel Operating Expenses

Hotel operating expenses consisted of the following for the periods indicated (in thousands):

	Year ended		% Change	
	December 31, 2014	December 31, 2013		
Hotel operating expenses:				
Room	\$ 37,516	\$ 25,709	45.9	%
Food and beverage expense	1,966	944	108.3	%
Telephone expense	1,304	899	45.1	%
Other expense	2,056	1,580	30.1	%
General and administrative	16,265	11,529	41.1	%
Franchise and marketing fees	15,110	9,394	60.8	%
Advertising and promotions	3,676	2,782	32.1	%
Utilities	7,269	4,955	46.7	%
Repairs and maintenance	8,705	6,310	38.0	%
Management fees	6,096	3,752	62.5	%
Insurance	998	742	34.5	%
Total hotel operating expenses	\$ 100,961	\$ 68,596	47.2	%

Hotel operating expenses increased \$32.4 million to \$101.0 million for the year ended December 31, 2014 from \$68.6 million for the year ended December 31, 2013. Overall, total hotel operating expenses increased 47.2%, which is consistent with the increase in revenue from the new hotels as well as from increased occupancy at our other hotels. The increase in total hotel operating expenses attributable to the six hotels acquired in 2013 is \$15.5 million while the nine hotels acquired in 2014 contributed \$12.9 million to the increase. Excluding those hotels, total hotel operating expenses increased \$4.0 million or 6.6%, which is less than the increase in revenue. Because of this, our margins expanded in 2014.

Room expenses, which are the most significant component of hotel operating expenses, increased \$11.8 million from \$25.7 million in 2013 to \$37.5 million in 2014. Total room expenses related to the six hotels acquired in 2013 contributed \$5.6 million to the increase and the nine hotels acquired in 2014 contributed \$4.5 million to the increase. Excluding those hotels, room expenses increased \$1.7 million or 7.5%, due primarily to increased hotel employee compensation and benefits.

The remaining hotel operating expenses increased \$20.5 million or 47.9%, from \$42.9 million in 2013 to \$63.4 million in 2014, which increase is consistent with the 42.3% increase in the number of rooms owned in 2014 compared to 2013. The number of rooms for the year increased from 3,591 in 2013 to 5,115 rooms in 2014 due to acquisitions. The increase attributable to the six hotels acquired in 2013 is \$9.9 million while the nine hotels acquired in 2014 contributed \$8.4 million to the increase. Food and beverage expense increased due to the Pittsburgh, Courtyard Houston and Denver Tech hotels that were acquired in 2013 and the Cherry Creek and Burlington Hotels acquired in 2014 that have food and beverage operations. Most of our other hotels have limited for sale food and beverage activities.

## Depreciation and Amortization

Depreciation and amortization expense increased \$16.5 million from \$18.2 million for the year ended December 31, 2013 to \$34.7 million for the year ended December 31, 2014. The increase attributable to the six hotels acquired in 2013 is \$5.2 million, while the increase attributable to the nine hotels acquired in 2014 is \$9.6 million. Depreciation is recorded on our assets generally 40 years for buildings, 20 years for land improvements, 15 years for building improvements and one to ten years for hotel furniture, fixtures and equipment from the date of acquisition on a straight-line basis. Depreciable lives of hotel furniture, fixtures and equipment are generally between the date of acquisition and the expected date furniture, fixtures and equipment will be replaced. Amortization of franchise fees is recorded on a straight-line basis over the term of the respective franchise agreement.



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## Property Taxes and Insurance

Total property taxes and insurance expenses increased \$3.7 million from \$8.9 million for the year ended December 31, 2013 to \$12.6 million for the year ended December 31, 2014. The increase related to the six hotels acquired in 2013, which contributed \$1.7 million of the increase, and the nine hotels acquired in 2014, which contributed \$1.6 million of the increase. The remaining increase of \$0.4 million, or 10.8%, for the remaining hotels is due to incremental increases in values and assessments.

## General and Administrative

General and administrative expenses principally consist of employee-related costs, including base payroll, bonuses and amortization of restricted stock and awards of long-term incentive plan ("LTIP") units. These expenses also include corporate operating costs, professional fees and trustees' fees. Total general and administrative expenses (excluding amortization of stock based compensation of \$2.5 million and \$2.1 million for the years ended December 31, 2014 and 2013, respectively) increased \$1.4 million, or 23.3%, to \$7.4 million in 2014 from \$6.0 million in 2013, with the increase due to higher employee compensation of \$1.0 million in 2014 associated with additional employees and incentive compensation and a \$0.4 million increase in franchise and state taxes.

## Hotel Property Acquisition Costs and Other Charges

Hotel property acquisition costs increased \$7.1 million from \$3.3 million for the year ended December 31, 2013 to \$10.4 million for the year ended December 31, 2014. Expenses during 2014 related primarily to our portion of the expenses related to the recapitalization and sale of the Innkeepers JV, and our acquisition of the four Silicon Valley hotels, the Cherry Creek Hotel and the four Inland hotels. Acquisition-related costs are expensed when incurred. The Company incurred other charges of \$1.9 million in 2014 related to matters associated with the unsolicited offer from Blue Mountain Capital Management and matters related to its proxy settlement agreement with the HG Vora Group. The expense is primarily comprised of attorney's fees of \$1.0 million and financial advisory expenses of \$0.9 million.

## Reimbursed Costs from Unconsolidated Real Estate Entities

Reimbursed costs from unconsolidated real estate entities, comprised of corporate payroll costs of the Innkeepers JV, NewINK JV and Inland JV and an entity which is 2.5% owned by Mr. Fisher, where the Company is the employer, were \$2.0 million and \$1.6 million for the years ended December 31, 2014 and 2013, respectively. These costs are offset by the cost reimbursements from unconsolidated real estate entities included in revenues.

## Interest and Other Income

Interest on cash and cash equivalents and other income decreased \$24 thousand from \$132 thousand for the year ended December 31, 2013 to \$108 thousand for the year ended December 31, 2014.

## Interest Expense, Including Amortization of Deferred Fees

Interest expense increased \$9.8 million or 84.4% from \$11.6 million for the year ended December 31, 2013 to \$21.4 million for the year ended December 31, 2014 due to the 102.2% increase in debt outstanding from December 31, 2013 to 2014. Borrowings increased significantly to fund a portion of the \$500 million of acquisitions made during 2014. Interest expense is comprised of the following (in thousands):

	Year ended December 31, 2014	December 31, 2013	% Change	
Mortgage debt interest	\$17,748	\$8,639	105.4	%
Credit facility interest	1,588	1,593	(0.3)	)%
Other fees	485	258	88.0	%
Amortization of deferred financing costs	1,533	1,090	40.6	%
Total	\$21,354	\$11,580	84.4	%

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The increase in interest expense for the years ended December 31, 2014 and 2013, is due to interest expense of \$6.7 million on \$306.5 million of loans issued in 2014, including the four new loans with an aggregate principal balance of \$222.0 million secured by the four Silicon Valley hotels and new loans of \$84.5 million secured by the Savannah, Billerica, Houston Medical Center and Carlsbad hotels. Lower credit facility interest is due to a decrease in the weighted average interest rate to 2.66% in 2014 from 2.78% in 2013. The increase in amortization of deferred financing costs relates to the new loans issued in 2014.

**Loss on Early Extinguishment of Debt**

Loss on early extinguishment of debt decreased \$0.7 million from a loss of \$0.9 million for the year ended December 31, 2013 compared to a loss of \$0.2 million for the year ended December 31, 2014 due to refinancing or paying off four loans in 2013 and one loan in 2014.

**Loss from Unconsolidated Real Estate Entities**

Loss from unconsolidated real estate entities increased \$1.9 million from a loss of \$1.9 million for the year ended December 31, 2013 to a loss of \$3.8 million for the year ended December 31, 2014. The majority of the increase is due to losses associated with the acquisition of an interest in the Inland JV of \$2.3 million, which included \$2.3 million of acquisition costs during the fourth quarter.

**Gain on Sale from Unconsolidated Real Estate Entities**

Gain on sale from unconsolidated real estate entities increased \$65.8 million from 2013. The increase is due to the sale of the Innkeepers JV to NewINK JV.

**Income Tax Expense**

Income tax expense decreased \$19 thousand from an expense of \$124 thousand for the year ended December 31, 2013 to an expense of \$105 thousand for the year ended December 31, 2014. We are subject to income taxes based on the taxable income of our TRS holding companies at a combined federal and state tax rate of approximately 40%.

**Net Income**

Net income was \$67.1 million for the year ended December 31, 2014, compared to net income of \$3.0 million for the year ended December 31, 2013. The increase in our net income was due to the factors discussed above.

**Material Trends or Uncertainties**

We are not aware of any material trends or uncertainties, favorable or unfavorable, that may be reasonably anticipated to have a material impact on either the capital resources or the revenues or income to be derived from the acquisition and operation of properties, loans and other permitted investments, other than those referred to in the risk factors identified in the "Risk Factors" section of this Annual Report on Form 10-K.

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Comparison of the year ended December 31, 2013 (“2013”) to the year ended December 31, 2012 (“2012”)

Results of operations for the year ended December 31, 2013 include the operating activities of our 25 wholly owned hotels and our investments in the Innkeepers JV and the Torrance JV. We owned 19 hotels at December 31, 2012. Accordingly, the comparisons below are influenced by the fact that six hotels and the Torrance JV were not owned by us for the year ended December 31, 2012, whereas they were owned by us for all or part of 2013.

**Revenues**

Revenue, which consists primarily of the room, food and beverage and other operating revenues from our hotels, was as follows for the periods indicated (in thousands):

	Years Ended		% Change	
	December 31, 2013	December 31, 2012		
Room	\$ 118,169	\$ 94,566	25.0	%
Food and beverage	1,311	253	418.2	%
Other	5,113	4,023	27.1	%
Cost reimbursements from unconsolidated real estate entities	1,635	1,622	100.0	%
Total revenue	\$ 126,228	\$ 100,464	25.6	%

Total revenue was \$126.2 million for the year ended December 31, 2013 compared to total revenue of \$100.5 million for 2012. Since all of our hotels are select service or limited service hotels, room revenue is the primary revenue source as these hotels do not have significant food and beverage revenue or large group conference facilities. Room revenue was \$118.2 million and \$94.6 million for the years ended December 31, 2013 and 2012, respectively, with \$14.0 million of this increase attributable to the six hotels acquired in 2013 and \$6.5 million attributable to the Portland hotel acquired in late December 2012.

As reported by Smith Travel Research, industry RevPAR for the years ended December 31, 2013 and 2012 increased 5.4% and up 6.8%, respectively, as compared to the respective prior periods. RevPAR at our hotels increased 4.6% and 8.0%, respectively, in the 2013 and 2012 periods as compared to the respective prior periods. Our RevPAR performance in the year ended December 31, 2013 was adversely impacted by renovations that occurred at our Washington, D.C. hotel, which operated without a brand for most of 2013 until it was rebranded to a Residence Inn by Marriott on September 20, 2013. Excluding the Washington D.C. hotel, RevPAR was up 6.3% for the year ended December 31, 2013 as compared to the year ended December 31, 2012.

Since room revenue is the primary component of total revenue, our revenue results are dependent on maintaining and improving hotel occupancy and ADR at our hotels. Occupancy, ADR, and RevPAR results are presented in the following table in each period to reflect operation of our wholly owned hotels regardless of our ownership interest during the period presented:

	For the year ended December 31, 2013	For the year ended December 31, 2012	
Occupancy	79.5	% 78.8	%
ADR	\$137.11	\$132.15	
RevPAR	\$108.96	\$104.14	

The RevPAR increase above of 4.6% was due to an increase in ADR of 3.8% and an increase in occupancy of 0.8%. Excluding the D.C. hotel under going rebranding, occupancy would have been 79.9% for the year ended December 31, 2013.

Food and beverage revenue was \$1.3 million and \$0.3 million for years ended December 31, 2013 and 2012, respectively. For 2013, \$1.0 million of the increase relates to the Pittsburgh, Courtyard Houston and Denver Tech hotels, which were acquired in 2013 and which have food and beverage operations. Most of our other hotels have limited for sale food and beverage activities.



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Other operating revenue, comprised of meeting room, gift shop, in-room movie and other ancillary amenities revenue, was \$5.1 million and \$4.0 million for the years ended December 31, 2013 and 2012, respectively. Total other operating revenue related to the seven hotels acquired since late December 2012 contributed \$1.0 million of the increase.

Cost reimbursements from unconsolidated real estate entities, comprised of corporate payroll costs at the Innkeepers JV where the Company is the employer, were \$1.6 million for each of the years ended December 31, 2013 and 2012.

**Hotel Operating Expenses**

Hotel operating expenses consisted of the following for the periods indicated (in thousands):

	Years Ended			
	December 31, 2013	December 31, 2012	% Change	
Hotel operating expenses:				
Room	\$ 25,709	\$ 20,957	22.7	%
Food and beverage expense	944	307	207.5	%
Telephone expense	899	718	25.2	%
Other expense	1,580	1,508	4.8	%
General and administrative	11,529	9,320	23.7	%
Franchise and marketing fees	9,394	7,529	24.8	%
Advertising and promotions	2,782	2,257	23.3	%
Utilities	4,955	4,081	21.4	%
Repairs and maintenance	6,310	4,958	27.3	%
Management fees	3,752	2,872	30.6	%
Insurance	742	523	41.9	%
Total hotel operating expenses	\$ 68,596	\$ 55,030	24.7	%

Hotel operating expenses increased \$13.6 million to \$68.6 million for the year ended December 31, 2013 from \$55.0 million for the year ended December 31, 2012. Overall, total hotel operating expenses increased 24.7%, which is consistent with the 25.6% increase in total revenue. The increase in total hotel operating expenses in 2013 attributable to the seven hotels acquired in late December 2012 and full year 2013 is \$11.5 million. Excluding the acquired hotels, total operating expenses increased 3.8%.

Room expenses, which are the most significant component of hotel operating expenses, increased \$4.7 million from \$21.0 million in 2012 to \$25.7 million in 2013. Total room expenses related to the seven hotels recently acquired contributed \$4.0 million of the increase. Excluding those hotels, room expenses increased \$0.7 million or 3.3%, due primarily to increased hotel employee compensation and benefits.

The remaining hotel operating expenses increased \$8.8 million or 25.9%, from \$34.1 million in 2012 to \$42.9 million in 2013, driven by the 48.9% increase in the number of rooms owned in 2013 compared to rooms owned for most of 2012 (excluding the Portland, ME hotel, which was acquired in late December 2012). The number of rooms increased from 2,412 rooms in 2012 (excluding Portland, ME) to 3,591 rooms in 2013 due to acquisitions. The increase attributable to the seven hotels acquired in late December 2012 and full year 2013 is \$7.4 million. Food and beverage expense increased due to the Pittsburgh, Courtyard Houston and Denver Tech hotels that were acquired in 2013 and have food and beverage operations where as most of our other hotels have limited for sale food and beverage activities.

**Depreciation and Amortization**

Depreciation and amortization expense increased \$3.9 million from \$14.3 million for the year ended December 31, 2012 to \$18.2 million for the year ended December 31, 2013. The increase attributable to the seven hotels acquired in late 2012 and full year 2013 is \$3.8 million. Depreciation is recorded on our hotel buildings over 40 years from the date of acquisition on a straight-line basis. Depreciable lives of hotel furniture, fixtures and equipment are generally three to ten years between the date of acquisition and the expected date furniture, fixtures and equipment will be replaced. Amortization of franchise fees is recorded on a straight-line basis over the term of the respective franchise



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## Property Taxes and Insurance

Total property taxes and insurance expenses increased \$1.8 million from \$7.1 million for the year ended December 31, 2012 to \$8.9 million for the year ended December 31, 2013. The increase related to the seven hotels acquired in late 2012 and full year 2013, which contributed \$1.3 million of the increase. The remaining increase of \$0.5 million, or 6.7%, for the remaining hotels is due to incremental increase in values and assessments.

## General and Administrative

General and administrative expenses principally consist of employee-related costs, including base payroll, bonuses and amortization of restricted stock and awards of LTIP units. These expenses also include corporate operating costs, professional fees and trustees' fees. Total general and administrative expenses (excluding amortization of stock based compensation of \$2.1 million and \$2.0 million for the years ended December 31, 2013 and 2012, respectively) increased \$0.4 million, or 7.1%, to \$6.0 million in 2013 from \$5.6 million in 2012 with the increase due to employee compensation.

## Hotel Property Acquisition Costs and Other Charges

Hotel property acquisition costs increased \$3.1 million from \$0.2 million for the year ended December 31, 2012 to \$3.3 million for the year ended December 31, 2013. Expenses during 2013 related primarily to our acquisitions of the Courtyard Houston, Pittsburgh, Exeter, Denver Tech, Bellevue and Savannah Hotels. Acquisition-related costs are expensed when incurred. Only one acquisition, the Portland hotel, occurred in 2012.

## Reimbursed Costs from Unconsolidated Real Estate Entities

Reimbursed costs from unconsolidated real estate entities, comprised of corporate payroll costs at the Innkeepers JV where the Company is the employer, were \$1.6 million and \$1.6 million for the year ended December 31, 2013 and 2012, respectively. These costs are offset by the cost reimbursements from unconsolidated real estate entities included in revenues.

## Interest and Other Income

Interest on cash and cash equivalents and other income increased \$77 thousand from \$55 thousand for the year ended December 31, 2012 to \$132 thousand for the year ended December 31, 2013.

## Interest Expense, Including Amortization of Deferred Fees

Interest expense decreased \$3.1 million from \$14.6 million for the year ended December 31, 2012 to \$11.6 million for the year ended December 31, 2013. A breakdown of interest expense is as follows (in thousands):

	Years Ended			
	December 31, 2013	December 31, 2012	% Change	
Mortgage debt interest	\$ 8,639	\$ 9,654	(10.5	)%
Credit facility interest	1,593	2,932	(45.7	)%
Other fees	258	213	21.1	%
Amortization of deferred financing costs	1,090	1,842	(40.8	)%
Total	\$ 11,580	\$ 14,641	(20.9	)%

The \$3.1 million decrease in interest expense is due to a reduction in interest expense of \$2.4 million and amortization of deferred fees of \$0.7 million. Mortgage debt interest decreased \$1.0 million or 10.5% due to the refinancing of three loans in the first quarter of 2013 which saved \$1.5 million due to lower interest rates, interest saved from paying off the Washington, D.C. hotel loan on January 31, 2013 of \$1.0 million, a lower interest rate on our senior secured revolving credit facility borrowings as a result of our amendment to the credit agreement in the fourth quarter of 2012 (which had weighted average borrowings of \$53.4 million at 2.78% in 2013 compared to weighted average borrowings of \$56.8 million at 5.05% in 2012), and partially offset by interest on three new loans on recently acquired hotels and reduced loan amortization costs attributable to deferred expenses written off on the loans repaid in 2013 included in loss from early extinguishment of debt.



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Loss from Unconsolidated Real Estate Entities

Loss from unconsolidated real estate entities increased \$0.5 million from a loss of \$1.4 million for the year ended December 31, 2012 to a loss of \$1.9 million for the year ended December 31, 2013. The majority of the increase is due to costs associated with the early debt extinguishment and refinancing of \$8.9 million for the Innkeepers JV, of which our share was \$0.9 million.

Income Tax Expense

Income tax expense increased \$49 thousand from an expense of \$75 thousand for the year ended December 31, 2012 to an expense of \$124 thousand for the year ended December 31, 2013. We are subject to income taxes based on the taxable income of our taxable REIT subsidiary holding companies at a combined federal and state tax rate of approximately 40%.

Net Income

Net income was \$3.0 million for the year ended December 31, 2013, compared to a net loss of \$1.5 million for the year ended December 31, 2012. The increase in our net income was due to the factors discussed above.

Material Trends or Uncertainties

We are not aware of any material trends or uncertainties, favorable or unfavorable, that may be reasonably anticipated to have a material impact on either the capital resources or the revenues or income to be derived from the acquisition and operation of properties, loans and other permitted investments, other than those referred to in the risk factors identified in the "Risk Factors" section of this Annual Report on this Form 10-K.

Non-GAAP Financial Measures

We consider the following non-GAAP financial measures useful to investors as key supplemental measures of our operating performance: (1) FFO, (2) Adjusted FFO, (3) EBITDA, (4) Adjusted EBITDA and (5) Hotel EBITDA. These non-GAAP financial measures should be considered along with, but not as alternatives to, net income or loss as a measure of our operating performance prescribed by GAAP.

FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not represent cash generated from operating activities under GAAP and should not be considered as alternatives to net income or loss, cash flows from operations or any other operating performance measure prescribed by GAAP. FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA are not measures of our liquidity, nor are FFO, Adjusted FFO, EBITDA, Adjusted EBITDA or Hotel EBITDA indicative of funds available to fund our cash needs, including our ability to make cash distributions. These measurements do not reflect cash expenditures for long-term assets and other items that have been and will be incurred. FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA may include funds that may not be available for management's discretionary use due to functional requirements to conserve funds for capital expenditures, property acquisitions, and other commitments and uncertainties.

We calculate FFO in accordance with standards established by the National Association of Real Estate Investment Trusts (NAREIT), which defines FFO as net income or loss (calculated in accordance with GAAP), excluding gains or losses from sales of real estate, impairment write-downs, items classified by GAAP as extraordinary, the cumulative effect of changes in accounting principles, plus depreciation and amortization (excluding amortization of deferred financing costs), and after adjustments for unconsolidated partnerships and joint ventures following the same approach. We believe that the presentation of FFO provides useful information to investors regarding our operating performance because it measures our performance without regard to specified non-cash items such as real estate depreciation and amortization, gain or loss on sale of real estate assets and certain other items that we believe are not indicative of the performance of our underlying hotel properties. We believe that these items are more representative of our asset base and our acquisition and disposition activities than our ongoing operations, and that by excluding the effects of the items, FFO is useful to investors in comparing our operating performance between periods and between REITs that report FFO using the NAREIT definition.

We calculate Adjusted FFO by further adjusting FFO for certain additional items that are not in NAREIT's definition of FFO, including hotel property acquisition costs and other charges, losses on the early extinguishment of debt and similar items related to our unconsolidated real estate entities that we believe do not represent recurring operations. We believe that Adjusted FFO provides investors with another financial measure that may facilitate comparisons of operating performance between periods and between REITs that make similar adjustments to FFO.



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The following is a reconciliation of net income (loss) to FFO and Adjusted FFO for the years ended December 31, 2014, 2013 and 2012 (in thousands, except share data):

	For the year ended December 31,		
	2014	2013	2012
Funds From Operations ("FFO"):			
Net income (loss)	\$67,081	\$2,982	\$(1,450 )
Noncontrolling interest	(208 )	—	—
Net gain from remeasurement and sale of investment in unconsolidated real estate entities	(65,750 )	—	—
Loss (gain) on the sale of assets within the unconsolidated real estate entity	1	252	(257 )
Depreciation	34,579	18,162	14,198
Adjustments for unconsolidated real estate entity items	4,902	5,055	5,340
FFO attributed to common shareholders	40,605	26,451	17,831
Hotel property acquisition costs and other charges	10,381	3,341	236
Loss on early extinguishment of debt	184	933	—
Adjustments for unconsolidated real estate entity items	3,932	964	49
Adjusted FFO	\$55,102	\$31,689	18,116
Weighted average number of common shares			
Basic	28,531,094	21,035,892	13,811,691
Diluted	28,846,724	21,283,831	13,937,726

Diluted per share count may differ from GAAP per share count when FFO or Adjusted FFO is positive. Unvested restricted shares and unvested long-term incentive plan units ("LTIP units") that could potentially dilute basic earnings per share in the future were not included in the computation of diluted loss per share for the periods where a loss has been recorded, because they would have been anti-dilutive for the periods presented.

We calculate EBITDA for purposes of the credit facility debt covenants as net income or loss excluding: (1) interest expense; (2) provision for income taxes, including income taxes applicable to sale of assets; (3) depreciation and amortization; and (4) unconsolidated real estate entity items including interest, depreciation and amortization excluding gains or losses from sales of real estate. We believe EBITDA is useful to investors in evaluating our operating performance because it helps investors compare our operating performance between periods and between REITs by removing the impact of our capital structure (primarily interest expense) and asset base (primarily depreciation and amortization) from our operating results. In addition, we use EBITDA as one measure in determining the value of hotel acquisitions and dispositions.

We calculate Adjusted EBITDA by further adjusting EBITDA for certain additional items, including hotel property acquisition costs and other charges, gains or losses on the sale of real estate, losses on the early extinguishment of debt, amortization of non-cash share-based compensation and similar items related to our unconsolidated real estate entities which we believe are not indicative of the performance of our underlying hotel properties entities. We believe that Adjusted EBITDA provides investors with another financial measure that may facilitate comparisons of operating performance between periods and between REITs that report similar measures.

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The following is a reconciliation of net income (loss) to EBITDA and Adjusted EBITDA for the years ended December 31, 2014, 2013 and 2012 (in thousands):

	For the year ended December 31,		
	2014	2013	2012
Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”):			
Net income (loss)	\$67,081	\$2,982	\$(1,450 )
Interest expense	21,354	11,580	14,641
Income tax expense	105	124	75
Depreciation and amortization	34,710	18,249	14,273
Adjustments for unconsolidated real estate entity items	10,211	10,934	11,319
Noncontrolling interest	(208 )	—	—
EBITDA	133,253	43,869	38,858
Hotel property acquisition costs and other charges	10,381	3,341	236
Loss on early extinguishment of debt	184	933	—
Adjustments for unconsolidated real estate entity items	4,053	964	49
Net gain from remeasurement and sale of investment in unconsolidated real estate entities	(65,750 )	—	—
Loss (gain) on the sale of assets within the unconsolidated real estate entity	1	252	(257 )
Share based compensation	2,469	2,086	2,004
Adjusted EBITDA	\$84,591	\$51,445	\$40,890

The following is a presentation of Hotel EBITDA for the years ended December 31, 2014, 2013 and 2012 (in thousands):

	For the year ended December 31,		
	2014	2013	2012
Total revenue	197,216	126,228	100,464
Less: total hotel operating expense	100,961	68,596	55,030
Gross operating income	96,255	57,632	45,434
Less: property taxes and insurance	12,624	8,915	7,088
Hotel EBITDA	\$83,631	\$48,717	\$38,346

We present Hotel EBITDA because we believe it is useful to investors in comparing our hotel operating performance between periods and comparing our Hotel EBITDA margins to those of our peer companies. Hotel EBITDA represents the results of operations for our wholly owned hotels only.

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Although we present FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA because we believe they are useful to investors in comparing our operating performance between periods and between REITs that report similar measures, these measures have limitations as analytical tools. Some of these limitations are:

• FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect our cash expenditures or future requirements, for capital expenditures or contractual commitments;

• FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect changes in, or cash requirements for, our working capital needs;

• FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect funds available to make cash distributions;

• EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debts;

Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may need to be replaced in the future, and FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect any cash requirements for such replacements;

Non-cash compensation is and will remain a key element of our overall long-term incentive compensation package, although we exclude it as an expense when evaluating our ongoing operating performance for a particular period using Adjusted EBITDA;

Adjusted FFO, Adjusted EBITDA and Hotel EBITDA do not reflect the impact of certain cash charges (including acquisition transaction costs) that result from matters we consider not to be indicative of the underlying performance of our hotel properties; and

• Other companies in our industry may calculate FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA differently than we do, limiting their usefulness as a comparative measure.

In addition, FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not represent cash generated from operating activities as determined by GAAP and should not be considered as alternatives to net income or loss, cash flows from operations or any other operating performance measure prescribed by GAAP. FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA are not measures of our liquidity. Because of these limitations, FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA only supplementally. Our consolidated financial statements and the notes to those statements included elsewhere are prepared in accordance with GAAP.



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## Sources and Uses of Cash

Our principal sources of cash include net cash from operations and proceeds from debt and equity issuances. Our principal uses of cash include acquisitions, capital expenditures, operating costs, corporate expenditures, interest costs and debt repayments and distributions to equity holders.

As of December 31, 2014 and December 31, 2013, we had cash and cash equivalents of approximately \$15.1 million and \$4.2 million, respectively. As of December 31, 2014, we are required to maintain at least a total of \$10.0 million of unrestricted cash and cash equivalents under certain non-recourse covenant guarantees related to debt in the NewINK JV and the Inland JV. Additionally, we had \$152.5 million available under our \$175.0 million senior secured revolving credit facility as of December 31, 2014.

For the year ended December 31, 2014, net cash flows provided by operations were \$49.3 million, driven by net income of \$67.1 million, offset by \$42.7 million of non-cash items, including \$36.2 million of depreciation and amortization, \$0.2 million of the extinguishment of debt, \$2.5 million of share-based compensation expense and \$3.8 million related to the loss from unconsolidated entities, offset by a net gain from the sale of interests in unconsolidated real estate entities of \$65.8 million. In addition, changes in operating assets and liabilities due to the timing of cash receipts, payment for real estate taxes, payments of corporate compensation and payments from our hotels resulted in net cash inflow of \$5.3 million. Net cash flows used in investing activities were \$452.9 million, primarily related to the purchase of the four Silicon Valley hotels, the Cherry Creek hotel and the four hotels acquired from Inland for \$404.7 million, investment in the Inland JV of \$28.0 million, capital improvements on our 34 wholly owned hotels of \$14.9 million, \$7.4 million related to required escrow deposits included in restricted cash, reduced by distributions of \$2.1 million received from unconsolidated real estate entities. Net cash flows provided by financing activities were \$414.5 million, comprised of proceeds from the issuance of new mortgage loans of \$340.5 million, net proceeds of \$150.7 million raised from our September 2014 follow-on common share offerings, \$20.8 million raised from our ATM Plan, net repayments on our secured credit facility of \$27.5 million, principal payments or payoffs on mortgage debt of \$34.8 million, payments of deferred financing and offering costs of \$8.7 million and distributions to shareholders of \$26.5 million.

For the year ended December 31, 2013, net cash and net cash inflows provided by operations were \$31.6 million, driven by net income of \$3.0 million, non-cash expenses of \$24.3 million, changes in operating assets and liabilities in net cash inflow of \$4.3 million. Net cash flows used in investing activities were \$235.2 million, primarily related to the purchase of the Courtyard Houston, Pittsburgh, Exeter, Denver Tech, Bellevue and Savannah hotels for \$229.6 million, capital improvements on our 25 wholly owned hotels of \$16.2 million, investment in the Torrance JV of \$1.6 million, \$1.7 million related to the required escrow deposits of restricted cash, reduced by distributions of \$13.9 million from unconsolidated real estate entities. Net cash flows provided by financing activities were \$203.3 million, comprised primarily of net proceeds of \$192.4 million raised from our January, June and September 2013 follow-on common share offerings, and proceeds from the issuance of new mortgage loans of \$164.6 million, offset by net repayments on our secured credit facility of \$29.5 million, principal payments or payoffs on mortgage debt of \$102.3 million, payments of deferred financing costs of \$2.4 million and distributions to shareholders of \$19.4 million.

For the year ended December 31, 2012, net cash flows provided by operations were \$14.9 million, comprised of a net loss of \$1.5 million and primarily significant non-cash expenses, including \$16.1 million of depreciation and amortization, \$2.0 million of share-based compensation expense and \$1.5 million related to a loss from unconsolidated entities. In addition, changes in operating assets and liabilities due to the timing of cash receipts, payments for real estate taxes, payments of corporate compensation and payments from our hotels resulted in net cash outflow of \$3.2 million. Net cash flows used in investing activities were \$13.0 million, comprised of distributions of \$21.2 million from unconsolidated real estate entities consisting of \$11.7 million of net proceeds from mortgage financing, \$4.4 million attributable to cash generated from the operations of the Innkeepers JV and \$5.1 million for the sale of assets and reimbursements from required escrows of \$2.4 million. Future distributions from unconsolidated real estate entities are contingent upon projected hotel operations and the potential sale of assets, offset by additional capital improvements to the 18 hotels owned during 2012 (excluding the Portland hotel acquired in December 2012) of \$8.6 million and \$28.0 million related to the purchase of the Portland hotel. Net cash flows used in financing activities were \$2.0 million, comprised of principal payments on mortgage debt of \$1.7 million, payment of deferred

financing and offering costs of \$1.7 million and distributions to shareholders of \$10.6 million, offset by net borrowings on our secured credit facility of \$12.0 million.

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We paid regular quarterly dividends and distributions on common shares and LTIP units beginning with the third quarter of 2010 through 2012. In January 2013, we changed our dividend payment frequency from a quarterly dividend to a monthly dividend. Dividends and distributions for the first quarter of 2012 were \$0.175 per common share and LTIP unit. Dividends and distributions for the second, third and fourth quarters of 2012 increased to \$0.20 per common share and LTIP unit. We declared total dividends of \$0.07 per common share and LTIP unit for each month of 2013. We declared total dividends of \$0.07 per common share and LTIP unit for the first three months of 2014. In April 2014, we changed the monthly dividend and distribution from \$0.07 to \$0.08 per common share and LTIP unit. On January 30, 2015, we paid an aggregate of \$2.8 million in dividends on our common shares and distributions on our LTIP units attributable to the December 2014 monthly dividend.

## Liquidity and Capital Resources

We plan to maintain a prudent capital structure and intend to maintain our leverage over the long term at a ratio of net debt to investment in hotels (at cost) (defined as our initial acquisition price plus the gross amount of any subsequent capital investment and excluding any impairment charges) at a level that will be lower than the level at which we currently operate. A subsequent decrease in hotel property values will not necessarily cause us to repay debt to comply with this limitation. While we intend to maintain our leverage over the long term at lower levels, our Board of Trustees believes that maintaining higher leverage levels at this stage of the lodging cycle is appropriate, as interest rates on a historical basis are very attractive. At December 31, 2014, our leverage ratio was approximately 44 percent, which increased from 36 percent at December 31, 2013. Over time, we intend to finance our growth with issuances of common shares, preferred shares and debt. Our debt may include mortgage debt collateralized by our hotel properties and unsecured debt.

At December 31, 2014 and 2013, we had \$22.5 million and \$50.0 million, respectively, in borrowings under our senior secured revolving credit facility. At December 31, 2014, there were 10 properties in the borrowing base under the credit agreement and the maximum borrowing availability under the senior secured revolving credit facility was \$175.0 million. We also had mortgage debt on individual hotels aggregating \$527.7 million and \$222.1 million at December 31, 2014 and 2013, respectively.

The Company entered into an amendment (the "Amendment") to its amended and restated senior secured revolving credit facility on December 11, 2013. The Amendment extends the maturity date to November 5, 2016 and includes the Company's option to extend the maturity date by an additional year. Other key terms are as follows:

Facility amount	\$175 million
Accordion feature	Increase additional \$50 million
LIBOR floor	None
Interest rate applicable margin	200-300 basis points, based on leverage ratio
Unused fee	25 basis points if less than 50% unused, 35 basis points if more than 50% unused
Minimum fixed charge coverage ratio	1.5x

The credit facility contains representations, warranties, covenants, terms and conditions customary for transactions of this type, including a maximum leverage ratio, a minimum fixed charge coverage ratio and minimum net worth financial covenants, limitations on (i) liens, (ii) incurrence of debt, (iii) investments, (iv) distributions, and (v) mergers and asset dispositions, covenants to preserve corporate existence and comply with laws, covenants on the use of proceeds of the credit facility and default provisions, including defaults for non-payment, breach of representations and warranties, insolvency, non-performance of covenants, cross-defaults and guarantor defaults. Such limitations on distributions also includes a limitation on the extent of allowable distributions from the operating partnership to the Company not to exceed the greater of 95% of FFO and the minimum amount of distributions required for the Company to maintain its REIT status. We were in compliance with all financial covenants at December 31, 2014.

In January 2014, we established a \$25 million DRSP. Under the DRSP, shareholders may purchase additional common shares by reinvesting some or all of the cash dividends received on our common shares. Shareholders may also make optional cash purchases of our common shares subject to certain limitations detailed in the prospectus for

the DRSP. As of December 31, 2014 and 2013, respectively, we had issued 2,083 and 0 shares under the DRSP at a weighted average price of \$24.38. As of December 31, 2014, there was approximately \$24.9 million of common shares available for issuance under the DRSP.

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In January 2014, we established an ATM Plan whereby, from time to time, we may publicly offer and sell up to \$50 million of our common shares by means of ordinary brokers' transactions on the New York Stock Exchange (the "NYSE"), in negotiated transactions or in transactions that are deemed to be "at the market" offerings as defined in Rule 415 under the Securities Act, with Cantor Fitzgerald & Co. ("Cantor") acting as sales agent. As of December 31, 2014 and 2013, respectively, we had issued 880,820 and 0 shares under the ATM Plan at a weighted average price of \$23.54 in addition to the offerings discussed above. As of December 31, 2014, there was approximately \$29.3 million common shares available for issuance under the ATM Plan.

On January 13, 2015, the Company entered into a Sales Agreement (the "Barclays Sales Agreement") with Barclays Capital Inc. ("Barclays") to add Barclays as an additional sales agent under the Company's existing "at-the-market" offering program for its common shares of beneficial interest, par value \$0.01 per share (the "Common Shares").

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under our credit facility or through the encumbrance of any unencumbered hotels. We believe that our net cash provided by operations will be adequate to fund operating obligations, pay interest on any borrowings and fund dividends in accordance with the requirements for qualification as a REIT under the Code. We expect to meet our long-term liquidity requirements, such as hotel property acquisitions and debt maturities or repayments through additional long-term secured and unsecured borrowings, the issuance of additional equity or debt securities or the possible sale of existing assets.

We intend to continue to invest in hotel properties or joint ventures only as suitable opportunities arise. We intend to finance our future investments with the net proceeds from additional issuances of common and preferred shares, issuances of units of limited partnership interest in our Operating Partnership or other securities or borrowings. The success of our acquisition strategy depends, in part, on our ability to access additional capital through issuances of equity securities and borrowings. There can be no assurance that we will continue to make investments in properties that meet our investment criteria. Additionally, we may choose to dispose of certain hotels that do not meet our long-term investment objectives as a means to provide liquidity.

### Capital Expenditures

We intend to maintain each hotel property in good repair and condition and in conformity with applicable laws and regulations and in accordance with the franchisor's standards and any agreed-upon requirements in our management and loan agreements. After we acquire a hotel property, we may be required to complete a property improvement plan ("PIP") in order to be granted a new franchise license for that particular hotel property. PIPs are intended to bring the hotel property up to the franchisor's standards. Certain of our loans require that we escrow for property improvement purposes, at the hotels collateralizing these loans, amounts up to 5% of gross revenue from such hotels. We intend to spend amounts necessary to comply with any reasonable loan or franchisor requirement and otherwise to the extent that such expenditures are in the best interest of the hotel. To the extent that we spend more on capital expenditures than is available from our operations, we intend to fund those capital expenditures with available cash and borrowings under our senior secured revolving credit facility.

For the years ended December 31, 2014 and 2013, we invested approximately \$14.9 million and \$16.2 million, respectively, on capital projects in our hotels. We expect to invest \$16.8 million on capital improvements to our existing hotels in 2015, including improvements required under any brand required PIP.

The Company is planning to develop and expand all four hotels that comprise the Silicon Valley Hotels to increase the aggregate room count by 36% to a total of 1,023 rooms. The 272 room expansion, which would take approximately 12 months from commencement date at each location once all approvals are obtained, is expected to include a new lobby and public spaces in each location with an estimated aggregate cost of approximately \$59.0 million, or approximately \$217,000 per room.

### Related Party Transactions

We have entered into transactions and arrangements with related parties that could result in potential conflicts of interest. See "Risks Related to Our Business" and Note 13, "Related Party Transactions", to our consolidated financial statements included in this Annual Report on Form 10-K.



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## Contractual Obligations

The following table sets forth our contractual obligations as of December 31, 2014, and the effect these obligations are expected to have on our liquidity and cash flow in future periods (in thousands). We had no other material off-balance sheet arrangements at December 31, 2014 other than non-recourse debt associated with the NewINK JV, Inland JV and the Torrance JV as discussed below.

Contractual Obligations	Payments Due by Period				
	Total	Less Than One Year	One to Three Years	Three to Five Years	More Than Five Years
Corporate office lease	\$69	\$69	\$—	\$—	\$ —
Revolving credit facility, including interest (1)	24,675	1,135	23,540	—	—
Ground leases	12,081	210	426	436	11,009
Property loans, including interest (1)	722,365	32,545	61,138	57,641	571,041
Total	\$759,190	\$33,959	\$85,104	\$58,077	\$ 582,050

Does not reflect paydowns or additional borrowings under the revolving credit facility after December 31, 2014.

(1) Interest payments are based on the interest rate in effect as of December 31, 2014. See Note 6, "Debt" to our consolidated financial statements for additional information relating to our property loans.

In addition, we pay management and franchise fees to our hotel management companies and franchisors based on the revenues of our hotels.

The Company's ownership interests in the NewINK JV, Inland JV and the Torrance JV are subject to change in the event that either we, NorthStar or Cerberus calls for additional capital contributions to the respective JVs, as applicable, necessary for the conduct of that JV's business, including contributions to fund costs and expenses related to capital expenditures. We manage the NewINK, Inland and Torrance JVs and will receive a promote interest in the applicable JV if it meets certain return thresholds. NorthStar and Cerberus may also approve certain actions by their respective JV or JVs without the Company's consent, including certain property dispositions conducted at arm's length, certain actions related to the restructuring of the respective JVs and removal of the Company as managing member in the event the Company fails to fulfill its material obligations and