

Edgar Filing: Chesapeake Lodging Trust - Form 10-Q

Chesapeake Lodging Trust  
Form 10-Q  
November 02, 2015  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-Q

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

For the quarterly period ended September 30, 2015

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 001-34572

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CHESAPEAKE LODGING TRUST  
(Exact name of registrant as specified in its charter)

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|   |   |
|---|---|
| MARYLAND  | 27-0372343                              |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification No.) |
| 1997 Annapolis Exchange Parkway, Suite 410 Annapolis,<br>Maryland | 21401                                   |
| (Address of principal executive offices)                          | (Zip Code)                              |
| (410) 972-4140  |   |
| (Registrant's telephone number, including area code)              |   |

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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 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

As of October 29, 2015, there were 59,657,589 shares of the registrant's common shares issued and outstanding.

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## PART I

## Item 1. Financial Statements

CHESAPEAKE LODGING TRUST  
CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

|   | September 30,<br>2015<br>(unaudited) | December 31,<br>2014 |
|---|--------------------------------------|----------------------|
| <b>ASSETS</b>   |                                      |                      |
| Property and equipment, net   | \$1,939,257                          | \$1,580,427          |
| Intangible assets, net  | 36,558                               | 36,992               |
| Cash and cash equivalents   | 45,735                               | 29,326               |
| Restricted cash   | 42,548                               | 43,387               |
| Accounts receivable, net of allowance for doubtful accounts of \$128 and \$161, respectively  | 26,514                               | 13,102               |
| Prepaid expenses and other assets   | 18,150                               | 10,637               |
| Deferred financing costs, net of accumulated amortization of \$2,625 and \$4,048, respectively  | 6,965                                | 6,064                |
| Total assets  | \$2,115,727                          | \$1,719,935          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                                      |                      |
| Long-term debt  | \$783,915                            | \$551,723            |
| Accounts payable and accrued expenses   | 66,636                               | 53,442               |
| Other liabilities   | 46,475                               | 32,788               |
| Total liabilities   | 897,026                              | 637,953              |
| Commitments and contingencies (Note 12)   |                                      |                      |
| Preferred shares, \$.01 par value; 100,000,000 shares authorized; Series A Cumulative Redeemable Preferred Shares; 5,000,000 shares issued and outstanding, respectively (\$127,422 liquidation preference) | 50                                   | 50                   |
| Common shares, \$.01 par value; 400,000,000 shares authorized; 59,658,985 shares and 54,818,064 shares issued and outstanding, respectively   | 597                                  | 548                  |
| Additional paid-in capital  | 1,295,970                            | 1,138,391            |
| Cumulative dividends in excess of net income  | (77,120)                             | ) (57,007 )          |
| Accumulated other comprehensive loss  | (796)                                | ) —                  |
| Total shareholders' equity  | 1,218,701                            | 1,081,982            |
| Total liabilities and shareholders' equity  | \$2,115,727                          | \$1,719,935          |

The accompanying notes are an integral part of these consolidated financial statements.

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CHESAPEAKE LODGING TRUST  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(in thousands, except per share data)  
(unaudited)

|   | Three Months Ended<br>September 30, |           | Nine Months Ended<br>September 30, |           |
|---|-------------------------------------|-----------|------------------------------------|-----------|
|   | 2015                                | 2014      | 2015                               | 2014      |
| <b>REVENUE</b>                              |                                     |           |                                    |           |
| Rooms                                       | \$128,388                           | \$102,473 | \$332,948                          | \$271,430 |
| Food and beverage                           | 29,620                              | 22,883    | 86,032                             | 69,214    |
| Other                                       | 7,001                               | 5,484     | 17,464                             | 13,835    |
| Total revenue                               | 165,009                             | 130,840   | 436,444                            | 354,479   |
| <b>EXPENSES</b>                             |                                     |           |                                    |           |
| Hotel operating expenses:                   |                                     |           |                                    |           |
| Rooms                                       | 27,826                              | 21,985    | 75,070                             | 61,930    |
| Food and beverage                           | 22,769                              | 17,860    | 64,730                             | 52,800    |
| Other direct                                | 2,061                               | 2,234     | 5,300                              | 6,013     |
| Indirect                                    | 54,111                              | 42,641    | 148,140                            | 118,423   |
| Total hotel operating expenses              | 106,767                             | 84,720    | 293,240                            | 239,166   |
| Depreciation and amortization               | 18,306                              | 12,466    | 51,162                             | 37,488    |
| Air rights contract amortization            | 130                                 | 130       | 390                                | 390       |
| Corporate general and administrative        | 4,019                               | 3,694     | 13,094                             | 11,505    |
| Hotel acquisition costs                     | 19                                  | 60        | 854                                | 60        |
| Total operating expenses                    | 129,241                             | 101,070   | 358,740                            | 288,609   |
| Operating income                            | 35,768                              | 29,770    | 77,704                             | 65,870    |
| Interest income                             | —                                   | 8         | —                                  | 8         |
| Interest expense                            | (8,287 )                            | (6,963 )  | (23,634 )                          | (20,477 ) |
| Gain on sale of hotel                       | —                                   | 7,006     | —                                  | 7,006     |
| Income before income taxes                  | 27,481                              | 29,821    | 54,070                             | 52,407    |
| Income tax expense                          | (301 )                              | (1,133 )  | (1,293 )                           | (292 )    |
| Net income                                  | 27,180                              | 28,688    | 52,777                             | 52,115    |
| Preferred share dividends                   | (2,422 )                            | (2,422 )  | (7,266 )                           | (7,266 )  |
| Net income available to common shareholders | \$24,758                            | \$26,266  | \$45,511                           | \$44,849  |
| Net income available per common share:      |                                     |           |                                    |           |
| Basic                                       | \$0.42                              | \$0.52    | \$0.79                             | \$0.90    |
| Diluted                                     | \$0.42                              | \$0.52    | \$0.78                             | \$0.89    |

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands)

(unaudited)

|  | Three Months Ended |          | Nine Months Ended |          |
|--|--------------------|----------|-------------------|----------|
|  | September 30,      |          | September 30,     |          |
|  | 2015               | 2014     | 2015              | 2014     |
| Net income   | \$27,180           | \$28,688 | \$52,777          | \$52,115 |
| Other comprehensive income (loss):   |                    |          |                   |          |
| Unrealized losses on cash flow hedge instruments   | (400               | ) —      | (1,336            | ) (9     |
| Reclassification of unrealized losses on cash flow hedge instruments to interest expense | 239                | —        | 540               | 76       |
| Comprehensive income   | \$27,019           | \$28,688 | \$51,981          | \$52,182 |

The accompanying notes are an integral part of these consolidated financial statements.

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CHESAPEAKE LODGING TRUST  
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY  
(in thousands, except share data)  
(unaudited)

|  | Preferred Shares |        | Common Shares |        | Additional         | Cumulative                                 | Accumulated                 |              |
|--|------------------|--------|---------------|--------|--------------------|--|-----------------------------|--------------|
|  | Shares           | Amount | Shares        | Amount | Paid-In<br>Capital | Dividends in<br>Excess of<br>Net<br>Income | Other<br>Comprehens<br>Loss | Total        |
| Balances at December 31, 2014                                      | 5,000,000        | \$ 50  | 54,818,064    | \$ 548 | \$ 1,138,391       | \$ (57,007 )                               | \$ —                        | \$ 1,081,982 |
| Sale of common shares, net of underwriting fees and offering costs | —                | —      | 4,600,000     | 46     | 153,640            | —  | —                           | 153,686      |
| Repurchase of common shares  | —                | —      | (44,496 )     | —      | (1,698 )           | —  | —                           | (1,698 )     |
| Issuance of restricted common shares                               | —                | —      | 289,270       | 3      | (3 )               | —  | —                           | —            |
| Issuance of unrestricted common shares                             | —                | —      | 2,081         | —      | 62                 | —  | —                           | 62           |
| Forfeiture of restricted common shares                             | —                | —      | (5,934 )      | —      | —                  | —  | —                           | —            |
| Amortization of deferred compensation                              | —                | —      | —             | —      | 5,578              | —  | —                           | 5,578        |
| Declaration of dividends on common shares                          | —                | —      | —             | —      | —                  | (65,624 )                                  | —                           | (65,624 )    |
| Declaration of dividends on preferred shares                       | —                | —      | —             | —      | —                  | (7,266 )                                   | —                           | (7,266 )     |
| Net income   | —                | —      | —             | —      | —                  | 52,777                                     | —                           | 52,777       |
| Other comprehensive loss   | —                | —      | —             | —      | —                  | —  | (796 )                      | (796 )       |
| Balances at September 30, 2015                                     | 5,000,000        | \$ 50  | 59,658,985    | \$ 597 | \$ 1,295,970       | \$ (77,120 )                               | \$ (796 )                   | \$ 1,218,701 |

The accompanying notes are an integral part of these consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(unaudited)

|   | Nine Months Ended September |            |
|---|-----------------------------|------------|
|   | 30,                         | 2014       |
|   | 2015                        | 2014       |
| Cash flows from operating activities:   |                             |            |
| Net income  | \$52,777                    | \$52,115   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                             |            |
| Depreciation and amortization   | 51,162                      | 37,488     |
| Air rights contract amortization  | 390                         | 390        |
| Deferred financing costs amortization   | 1,410                       | 1,950      |
| Gain on sale of hotel   | —                           | (7,006)    |
| Share-based compensation  | 5,640                       | 4,311      |
| Other   | (613)                       | ) 771      |
| Changes in assets and liabilities:  |                             |            |
| Accounts receivable, net  | (11,590)                    | ) (8,958)  |
| Prepaid expenses and other assets   | (4,821)                     | ) 26       |
| Accounts payable and accrued expenses   | 8,311                       | 4,629      |
| Other liabilities   | 5,972                       | (22)       |
| Net cash provided by operating activities   | 108,638                     | 85,694     |
| Cash flows from investing activities:   |                             |            |
| Acquisition of hotels, net of cash acquired                                       | (255,249)                   | ) —        |
| Disposition of hotel, net of cash sold  | —                           | 31,933     |
| Deposit on hotel acquisition  | —                           | (42,142)   |
| Improvements and additions to hotels  | (30,044)                    | ) (67,500) |
| Change in restricted cash   | 839                         | (5,680)    |
| Net cash used in investing activities   | (284,454)                   | ) (83,389) |
| Cash flows from financing activities:   |                             |            |
| Proceeds from sale of common shares, net of underwriting fees                     | 153,962                     | 144,320    |
| Payment of offering costs related to sale of common shares                        | (276)                       | ) (378)    |
| Borrowings under revolving credit facility  | 315,000                     | 85,000     |
| Repayments under revolving credit facility  | (200,000)                   | ) (50,000) |
| Proceeds from issuance of mortgage debt   | —                           | 90,000     |
| Scheduled principal payments on mortgage debt                                     | (7,650)                     | ) (67,326) |
| Payment of deferred financing costs   | (2,311)                     | ) (1,980)  |
| Payment of dividends to common shareholders                                       | (57,536)                    | ) (42,455) |
| Payment of dividends to preferred shareholders                                    | (7,266)                     | ) (7,266)  |
| Repurchase of common shares   | (1,698)                     | ) (438)    |
| Net cash provided by financing activities   | 192,225                     | 149,477    |
| Net increase in cash  | 16,409                      | 151,782    |
| Cash and cash equivalents, beginning of period                                    | 29,326                      | 28,713     |
| Cash and cash equivalents, end of period  | \$45,735                    | \$180,495  |
| Supplemental disclosure of cash flow information:                                 |                             |            |
| Cash paid for interest  | \$21,962                    | \$18,617   |
| Cash paid for income taxes  | \$3,207                     | \$535      |
| Assumption of mortgage debt related to hotel acquisition                          | \$125,000                   | \$—        |

The accompanying notes are an integral part of these consolidated financial statements.





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CHESAPEAKE LODGING TRUST  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(unaudited)

1. Organization and Description of Business

Chesapeake Lodging Trust (the “Trust”) is a self-advised real estate investment trust (“REIT”) that was organized in the state of Maryland in June 2009. The Trust is focused on investments primarily in upper-upscale hotels in major business and convention markets and, on a selective basis, premium select-service hotels in urban settings or unique locations in the United States of America (“U.S.”). The Trust completed its initial public offering (“IPO”) in January 2010. The Trust owned no hotels nor had any operations prior to its IPO. As of September 30, 2015, the Trust owned 22 hotels with an aggregate of 6,699 rooms in nine states and the District of Columbia.

Substantially all of the Trust’s assets are held by, and all of its operations are conducted through, Chesapeake Lodging, L.P., a Delaware limited partnership, which is wholly owned by the Trust (the “Operating Partnership”). For the Trust to qualify as a REIT, it cannot operate hotels. Therefore, the Operating Partnership leases its hotels to taxable REIT subsidiaries (each, a “TRS”), which are wholly owned subsidiaries of the Operating Partnership and are treated as TRSs for federal income tax purposes. The TRSs then engage hotel management companies to operate the hotels pursuant to management agreements.

2. Summary of Significant Accounting Policies

**Basis of Presentation**—The interim consolidated financial statements presented herein include all of the accounts of Chesapeake Lodging Trust and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The information in these interim consolidated financial statements is unaudited but, in the opinion of management, reflects all adjustments necessary for a fair presentation of the results for the periods covered. All such adjustments are of a normal, recurring nature unless disclosed otherwise. These interim consolidated financial statements, including notes, have been prepared in accordance with the applicable rules of the Securities and Exchange Commission (“SEC”) and do not include all of the information and disclosures required by U.S. generally accepted accounting principles (“GAAP”) for complete financial statements. These interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and accompanying notes included in the Trust’s Form 10-K for the year ended December 31, 2014.

**Cash and Cash Equivalents**—The Trust considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

**Restricted Cash**—Restricted cash includes reserves held in escrow for normal replacements of furniture, fixtures and equipment (“FF&E”), property improvement plans (each, a “PIP”), real estate taxes, and insurance pursuant to certain requirements in the Trust’s hotel management, franchise, and loan agreements.

**Investments in Hotels**—The Trust allocates the purchase prices of hotels acquired based on the fair value of the property, FF&E, and identifiable intangible assets acquired and the fair value of the liabilities assumed. In making estimates of fair value for purposes of allocating the purchase price, the Trust utilizes a number of sources of information that are obtained in connection with the acquisition of a hotel, including valuations performed by independent third parties and cost segregation studies. The Trust also considers information obtained about each hotel as a result of its pre-acquisition due diligence in estimating the fair value of the tangible and intangible assets acquired and liabilities assumed. Hotel acquisition costs, such as transfer taxes, title insurance, environmental and property condition reviews, and legal and accounting fees, are expensed in the period incurred.

Property and equipment are depreciated using the straight-line method over the estimated useful lives of the assets, generally 15 to 40 years for buildings and building improvements and three to ten years for FF&E. Leasehold improvements are amortized over the shorter of the lease term or the useful lives of the related assets. Replacements and improvements at the hotels are capitalized, while repairs and maintenance are expensed as incurred. Upon the sale or retirement of property and equipment, the cost and related accumulated depreciation are removed from the Trust’s accounts and any resulting gain or loss is recognized in the consolidated statements of operations.

Intangible assets and liabilities are recorded on non-market contracts, including air rights, lease, management, and franchise agreements, assumed as part of the acquisition of certain hotels. Above-market and below-market contract values are based on the present value of the difference between contractual amounts to be paid pursuant to the contracts assumed and the Trust's estimate of the fair market contract rates for corresponding contracts measured over a period equal to the remaining non-cancelable term of the contracts assumed. No value is allocated to market contracts. Intangible assets and liabilities are amortized using the straight-line method over the remaining non-cancelable term of the related contracts.

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The Trust reviews its hotels for impairment whenever events or changes in circumstances indicate that the carrying values of the hotels may not be recoverable. Events or circumstances that may cause a review include, but are not limited to, adverse changes in the demand for lodging at the hotels due to declining national or local economic conditions and/or new hotel construction in markets where the hotels are located. When such conditions exist, management performs an analysis to determine if the estimated undiscounted future cash flows from operations and the proceeds from the ultimate disposition of a hotel exceed its carrying value. If the estimated undiscounted future cash flows are less than the carrying amount of the asset, an adjustment to reduce the carrying amount to the related hotel's estimated fair market value is recorded and an impairment loss is recognized. No impairment losses have been recognized related to any hotels for the three and nine months ended September 30, 2015 and 2014.

The Trust classifies a hotel as held for sale in the period in which it has made the decision to dispose of the hotel, a binding agreement to purchase the hotel has been signed under which the buyer has committed a significant amount of nonrefundable cash, and no significant financing contingencies exist which could cause the transaction not to be completed in a timely manner. If these criteria are met, depreciation and amortization of the hotel will cease and an impairment loss will be recognized if the fair value of the hotel, less the costs to sell, is lower than the carrying amount of the hotel. If the sale represents a strategic shift that has (or will have) a major effect on the Trust's operations and financial results, the Trust will classify the loss, together with the related operating results, as discontinued operations in the consolidated statements of operations and will classify the related assets and liabilities as held for sale in the consolidated balance sheets. As of September 30, 2015, the Trust had no assets held for sale or liabilities related to assets held for sale.

**Revenue Recognition**—Revenues from operations of the hotels are recognized when the services are provided. Revenues consist of room sales, food and beverage sales, and other hotel department revenues, such as parking, marina, theater, telephone, and gift shop sales.

**Prepaid Expenses and Other Assets**—Prepaid expenses and other assets consist of prepaid real estate taxes, prepaid insurance, deferred franchise costs, inventories, deferred tax assets, and other assets.

**Deferred Financing Costs**—Deferred financing costs are recorded at cost and consist of loan fees and other costs incurred in issuing debt. Amortization of deferred financing costs is computed using a method that approximates the effective interest method over the term of the related debt and is included in interest expense in the consolidated statements of operations.

**Derivative Instruments**—From time to time, the Trust is a party to interest rate swaps, which are considered derivative instruments, in order to manage its interest rate exposure. The Trust's interest rate risk management objective is to limit the impact of interest rate changes on earnings and cash flows. The Trust records derivative instruments at fair value as either assets or liabilities and designates them as cash flow hedging instruments at inception. The Trust evaluates the hedge effectiveness of the designated cash flow hedging instruments on a quarterly basis and records the effective portion of the change in the fair value of the cash flow hedging instruments as other comprehensive income (loss). Amounts reported in accumulated other comprehensive income (loss) related to cash flow hedging instruments are reclassified to interest expense as interest payments are made on the variable-rate debt being hedged. The Trust does not enter into derivative instruments for trading or speculative purposes and monitors the financial stability and credit standing of its counterparties.

**Fair Value Measurements**—The Trust accounts for certain assets and liabilities at fair value. In evaluating the fair value of both financial and non-financial assets and liabilities, GAAP outlines a valuation framework and creates a fair value hierarchy that distinguishes between market assumptions based on market data (observable inputs) and the reporting entity's own assumptions about market data (unobservable inputs). The three levels of the fair value hierarchy are as follows:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that are accessible at the measurement date. An active market is defined as a market in which transactions occur with sufficient frequency and volume to provide pricing on an ongoing basis.

Level 2 – Inputs include quoted prices in active markets for similar assets and liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active (markets with few transactions), inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates, yield curves), and inputs that are derived

principally from or corroborated by observable market data correlation or other means.

Level 3 – Unobservable inputs reflect the reporting entity’s own assumptions about the pricing of an asset or liability when observable inputs are not available or when there is minimal, if any, market activity for an identical or similar asset or liability at the measurement date.

Income Taxes—The Trust has elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code. As a REIT, the Trust generally will not be subject to federal income tax on that portion of its net income that does not relate to any of the Trust's TRSs, and that is currently distributed to its shareholders. Our TRSs, which lease the Trust’s hotels from the subsidiaries of the Operating Partnership owning them, are subject to federal and state income taxes.

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The Trust accounts for income taxes using the asset and liability method under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Valuation allowances are provided if based upon the weight of the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

**Share-Based Compensation**—From time to time, the Trust grants restricted share awards to employees and trustees. To date, the Trust has granted two types of restricted share awards: (1) awards that vest solely on continued employment or service (time-based awards) and (2) awards that vest based on the Trust achieving specified levels of relative total shareholder return and continued employment (performance-based awards). The Trust measures share-based compensation expense for the restricted share awards based on the fair value of the awards on the date of grant. The fair value of time-based awards is determined based on the closing price of the Trust’s common shares on the measurement date, which is generally the date of grant. The fair value of performance-based awards is determined using a Monte Carlo simulation performed by an independent third party. For time-based awards, share-based compensation expense is recognized on a straight-line basis over the life of the entire award. For performance-based awards, share-based compensation expense is recognized over the requisite service period for each award. No share-based compensation expense is recognized for awards for which employees or trustees do not render the requisite service.

**Earnings Per Share**—Basic earnings per share is computed by dividing net income available to common shareholders, adjusted for dividends declared on and undistributed earnings allocated to unvested time-based awards, by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income available to common shareholders, adjusted for dividends declared on and undistributed earnings allocated to unvested time-based awards, by the weighted-average number of common shares outstanding, plus potentially dilutive securities, such as unvested performance-based awards, during the period. The Trust’s unvested time-based awards are entitled to receive non-forfeitable dividends, if declared. Therefore, unvested time-based awards qualify as participating securities, requiring the allocation of dividends and undistributed earnings under the two-class method to calculate basic earnings per share. The percentage of undistributed earnings allocated to the unvested time-based awards is based on the proportion of the weighted-average unvested time-based awards outstanding during the period to the total of the weighted-average common shares and unvested time-based awards outstanding during the period. No adjustment is made for shares that are anti-dilutive during the period.

**Segment Information**—The Trust has determined that its business is conducted in one reportable segment, hotel ownership.

**Use of Estimates**—The preparation of the interim consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Recent Accounting Pronouncements**—In April 2015, the Financial Accounting Standards Board (the “FASB”) issued updated accounting guidance for the presentation of debt issuance costs in the consolidated balance sheets. Under the new accounting guidance, debt issuance costs will be shown as a direct deduction from the related debt liability rather than as an asset in the consolidated balance sheet. The amortization of the costs will continue to be included in interest expense in the consolidated statement of operations. The new accounting guidance is effective for interim and annual periods beginning on or after December 15, 2015. The Trust will adopt the new accounting guidance on January 1, 2016. The Trust does not believe that the adoption of this guidance will have a material impact on the consolidated financial statements.

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## 3. Acquisitions

The Trust has acquired the following hotels since January 1, 2014 (in thousands, except rooms data):

| Hotel   | Location          | Rooms | Net Assets Acquired | Acquisition Date |
|---|-------------------|-------|---------------------|------------------|
| 2014 Acquisition:   |                   |       |                     |                  |
| JW Marriott San Francisco Union Square <sup>(1)</sup>                   | San Francisco, CA | 337   | 154,143             | October 1, 2014  |
|   |                   | 337   | 154,143             |                  |
| 2015 Acquisitions:  |                   |       |                     |                  |
| Royal Palm South Beach Miami, a Tribute Portfolio Resort <sup>(2)</sup> | Miami Beach, FL   | 393   | 153,662             | March 9, 2015    |
| Ace Hotel and Theater Downtown Los Angeles                              | Los Angeles, CA   | 182   | 101,687             | April 30, 2015   |
|   |                   | 575   | 255,349             |                  |

(1) As part of the acquisition, the Trust assumed a ground lease, which has a term ending January 2083. See Note 12, "Commitments and Contingencies," for additional information relating to the lease agreement.

As part of the acquisition, the Trust assumed a \$125.0 million term loan with a carrying value that approximated its (2) fair value at the date of acquisition. See Note 7, "Long-Term Debt," for additional information related to the term loan.

The preliminary allocation of the purchase prices to the assets acquired and liabilities assumed in the 2015 acquisitions, based on their fair values was as follows (in thousands):

|                                       | 2015 Acquisitions |   |
|---------------------------------------|-------------------|---|
| Land and land improvements            | \$64,462          |   |
| Buildings and leasehold improvements  | 294,968           |   |
| Furniture, fixtures and equipment     | 20,518            |   |
| Cash                                  | 100               |   |
| Accounts receivable, net              | 1,823             |   |
| Prepaid expenses and other assets     | 2,692             |   |
| Accounts payable and accrued expenses | (4,089            | ) |
| Other liabilities                     | (125              | ) |
| Mortgage loan                         | (125,000          | ) |
| Net assets acquired                   | \$255,349         |   |

The following financial information presents the pro forma results of operations of the Trust for the three and nine months ended September 30, 2015 and 2014 as if all acquisitions during 2015 and 2014 had taken place on January 1, 2014. The pro forma results for the three and nine months ended September 30, 2015 and 2014 have been prepared for comparative purposes only and do not purport to be indicative of the results of operations that would have actually occurred had all transactions taken place on January 1, 2014, or of future results of operations (in thousands, except per share data).

|   | Three Months Ended |                    | Nine Months Ended  |                    |
|---|--------------------|--------------------|--------------------|--------------------|
|   | September 30, 2015 | September 30, 2014 | September 30, 2015 | September 30, 2014 |
| Total revenue                               | \$ 165,009         | \$ 157,279         | \$ 456,730         | \$ 437,449         |
| Total hotel operating expenses              | 106,767            | 104,660            | 306,684            | 298,882            |
| Total operating expenses                    | 129,222            | 124,695            | 373,500            | 359,473            |
| Operating income                            | 35,787             | 32,584             | 83,230             | 77,976             |
| Net income available to common shareholders | 24,777             | 27,761             | 49,459             | 52,961             |
| Net income available per common share:      |                    |                    |                    |                    |
| Basic                                       | \$0.42             | \$0.47             | \$0.84             | \$0.90             |

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|         |        |        |        |        |
|---------|--------|--------|--------|--------|
| Diluted | \$0.42 | \$0.47 | \$0.83 | \$0.89 |
|---------|--------|--------|--------|--------|

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For the three and nine months ended September 30, 2015, the consolidated statement of operations includes total revenue of \$15.2 million and \$34.1 million, respectively, and total hotel operating expenses of \$10.9 million and \$22.3 million, respectively, related to the operations of the two hotels acquired during 2015.

## 4. Disposition

On September 30, 2014, the Trust sold the 153-room Courtyard Anaheim at Disneyland Resort located in Anaheim, California for \$32.5 million, including sold working capital. Net proceeds from the sale were \$31.8 million, which resulted in the recognition of a gain on sale of \$7.0 million. This sale did not represent a strategic shift that had (or will have) a major effect on the Trust's operations and financial results, and therefore, did not qualify to be reported as discontinued operations.

## 5. Property and Equipment

Property and equipment as of September 30, 2015 and December 31, 2014 consisted of the following (in thousands):

|   | September 30,<br>2015 | December 31,<br>2014 |
|---|-----------------------|----------------------|
| Land and land improvements                      | \$319,633             | \$255,037            |
| Buildings and leasehold improvements            | 1,624,399             | 1,312,529            |
| Furniture, fixtures and equipment               | 187,962               | 138,163              |
| Construction-in-progress                        | 3,932                 | 20,205               |
|   | 2,135,926             | 1,725,934            |
| Less: accumulated depreciation and amortization | (196,669              | ) (145,507           |
| Property and equipment, net                     | \$1,939,257           | \$1,580,427          |

## 6. Intangible Assets and Liability

Intangible assets and liability as of September 30, 2015 and December 31, 2014 consisted of the following (in thousands):

|   | September 30,<br>2015 | December 31,<br>2014 |
|---|-----------------------|----------------------|
| Intangible assets:  |                       |                      |
| Air rights contract <sup>(1)</sup>                            | \$36,105              | \$36,105             |
| Favorable ground leases <sup>(2)</sup>                        | 3,568                 | 3,568                |
|   | 39,673                | 39,673               |
| Less: accumulated amortization                                | (3,115                | ) (2,681             |
| Intangible assets, net  | \$36,558              | \$36,992             |
| Intangible liability:   |                       |                      |
| Unfavorable contract liability <sup>(2)</sup>                 | \$14,236              | \$14,236             |
| Less: accumulated amortization                                | (1,570                | ) (1,276             |
| Intangible liability, net (included within other liabilities) | \$12,666              | \$12,960             |

In conjunction with the acquisition of the Hyatt Regency Boston on March 18, 2010, the Trust acquired an air rights contract which expires in September 2079 and that requires no payments through maturity. The Trust (1) recorded the fair value of the air rights contract of \$36.1 million as an intangible asset and is amortizing the value over the term of the contract.

(2) In conjunction with the acquisition of the Denver Marriott City Center on October 3, 2011, the Trust assumed three lease agreements for land parcels underlying a portion of the hotel with initial terms ending July 2068, February 2072 and April 2072. The Trust concluded that the terms of two of the three ground leases were below market terms and recorded an aggregate of \$4.8 million of favorable ground lease assets, which the Trust is amortizing over the life of the respective leases and including within indirect hotel operating expenses in the interim



consolidated statements of operations. On July 29, 2014, the Trust terminated one of the two ground leases with below market terms in connection with acquiring the associated land parcel and recognized a \$1.2 million loss on impairment of intangible asset, which was included within indirect hotel operating expenses in the consolidated statements of operations for the year ended December 31, 2014. Also in conjunction with the acquisition of the Denver Marriott City Center, the Trust assumed a management contract with a non-cancelable term ending December 2047. The Trust concluded that the management agreement terms were above market terms and recorded a \$14.2 million unfavorable contract liability, which the Trust is amortizing over the remaining non-cancelable term and including within indirect hotel operating expenses in the interim consolidated statements of operations.

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## 7. Long-Term Debt

Long-term debt as of September 30, 2015 and December 31, 2014 consisted of the following (in thousands):

|  | Origination   | Original<br>Principal<br>Amount | Maturity      | Interest<br>Rate | Principal<br>Amortization<br>Period | September<br>30,<br>2015 | December<br>31,<br>2014 |
|--|---------------|---------------------------------|---------------|------------------|-------------------------------------|--------------------------|-------------------------|
| Revolving credit facility <sup>(1)</sup>                                       | July 2010     | n/a                             | March 2019    | Floating         | n/a                                 | \$115,000                | \$—                     |
| Term loan:   |               |                                 |               |                  |                                     |                          |                         |
| Royal Palm South Beach Miami, a Tribute Portfolio Resort <sup>(2)</sup>        | March 2015    | \$125,000                       | March 2017    | Floating         | n/a                                 | 125,000                  | —                       |
| Other mortgage loans:  |               |                                 |               |                  |                                     |                          |                         |
| Hyatt Regency Boston   | June 2011     | \$95,000                        | July 2016     | 5.01%            | 30                                  | 89,008                   | 90,184                  |
| Courtyard Washington Capitol Hill/Navy Yard <sup>(3)</sup>                     | June 2011     | \$37,497                        | November 2016 | 5.90%            | 30                                  | 34,685                   | 35,245                  |
| Boston Marriott Newton   | May 2013      | \$60,000                        | June 2020     | 3.63%            | 25                                  | 56,616                   | 57,776                  |
| Le Meridien San Francisco  | July 2013     | \$92,500                        | August 2020   | 3.50%            | 25                                  | 87,595                   | 89,402                  |
| Denver Marriott City Center <sup>(4)</sup>                                     | July 2012     | \$70,000                        | August 2022   | 4.90%            | 30                                  | 66,585                   | 67,464                  |
| Hilton Checkers Los Angeles  | February 2013 | \$32,000                        | March 2023    | 4.11%            | 30                                  | 30,626                   | 31,054                  |
| W Chicago – City Center  | July 2013     | \$93,000                        | August 2023   | 4.25%            | 25                                  | 88,571                   | 90,211                  |
| Hyatt Herald Square New York/Hyatt Place New York Midtown South <sup>(5)</sup> | July 2014     | \$90,000                        | July 2024     | 4.30%            | 30                                  | 90,000                   | 90,000                  |
|  |               |                                 |               |                  |                                     | 783,686                  | 551,336                 |
| Unamortized premium <sup>(3)</sup>   |               |                                 |               |                  |                                     | 229                      | 387                     |
| Long-term debt   |               |                                 |               |                  |                                     | \$783,915                | \$551,723               |

The Trust may exercise an option to extend the maturity by one year, subject to certain customary conditions. As of (1) September 30, 2015, the interest rate in effect was 1.76%. See below for additional information related to the revolving credit facility.

On March 9, 2015, in connection with the acquisition of the Royal Palm South Beach Miami, a Tribute Portfolio Resort, the Trust assumed an existing loan agreement with an outstanding principal balance of \$125.0 million. The term loan was amended and restated at the time of assumption and provides for a new two-year term and, subject to certain customary conditions, an option to extend the maturity by one year. The term loan bears interest equal to (2) one-month LIBOR plus 2.40%. Contemporaneous with the assumption of the term loan, the Trust entered into an interest rate swap to effectively fix the interest rate on the term loan for the new two-year term at 3.34% per annum. Under the terms of this interest rate swap, the Trust pays fixed interest of 0.94% per annum on a notional amount of \$125.0 million and receives floating rate interest equal to one-month LIBOR. The effective date of this interest rate swap is March 9, 2015 and it matures on March 9, 2017.

On June 30, 2011, in connection with the acquisition of the Courtyard Washington Capitol Hill/Navy Yard, the Trust assumed an existing loan agreement with an outstanding principal balance of \$37.5 million. Based on interest rates on similar types of debt instruments at the time of assumption, the Trust recorded the loan at its estimated fair value of \$38.6 million, which included a premium on mortgage loan of \$1.1 million. Amortization of premium on mortgage loan is computed using a method that approximates the effective interest method over the term of the loan agreement and is included in interest expense in the interim consolidated statements of operations.

(3) The loan has a term of 30 years, but is callable by the lender after 10 years, and the Trust expects the lender to call the loan at that time. The indicated maturity is based on the date the loan is callable by the lender.

(5) The loan requires interest-only payments for the first two years and principal and interest payments thereafter.  
Revolving credit facility

On March 4, 2015, the Trust entered into an amended credit agreement to (1) convert its revolving credit facility from a secured to an unsecured revolving credit facility, (2) increase the maximum borrowing availability under the revolving credit facility from \$250.0 million to \$300.0 million, (3) lower the interest rate to LIBOR plus 1.55% - 2.30% (the spread over LIBOR continues to be based on the Trust's consolidated leverage ratio), and (4) extend the maturity date to March 2019. The amended credit agreement provides for the possibility of further future increases, up to a maximum of \$450.0 million, in accordance with the terms of the amended credit agreement. The amended credit agreement also provides for an extension of the maturity date by one year, subject to satisfaction of certain customary conditions.

The amount that the Trust can borrow under the revolving credit facility is based on the value of the Trust's hotels included in the borrowing base, as defined in the amended credit agreement. As of September 30, 2015, the borrowing base included 11 of the Trust's hotels providing borrowing availability of \$300.0 million under the revolving credit facility, of which

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\$185.0 million remained available. The amended credit agreement contains more favorable financial covenants, including the leverage ratio and minimum tangible net worth requirement, as compared to those in effect prior to the amendment, and has additional financial covenants typically found in similar unsecured revolving credit facilities, including a consolidated secured debt ratio, an unsecured leverage ratio and an unsecured debt service coverage ratio. Other

Certain of the Trust's mortgage loan agreements contain standard financial covenants relating to coverage ratios and standard provisions that require loan servicers to maintain escrow accounts for certain items, including real estate taxes, insurance premiums, the completion of PIPs, and normal replacements of FF&E.

As of September 30, 2015, the Trust was in compliance with all financial covenants under its borrowing arrangements. As of September 30, 2015, the Trust's weighted-average interest rate on its long-term debt was 3.83%. Future scheduled principal payments of debt obligations (assuming no exercise of extension options) as of September 30, 2015 are as follows (in thousands):

| Year       | Amounts   |
|------------|-----------|
| 2015       | \$2,621   |
| 2016       | 131,909   |
| 2017       | 135,074   |
| 2018       | 10,493    |
| 2019       | 125,930   |
| Thereafter | 377,659   |
|            | \$783,686 |

## 8. Earnings Per Share

The following is a reconciliation of the amounts used in calculating basic and diluted earnings per share (in thousands, except share and per share data):

|   | Three Months Ended<br>September 30, |            | Nine Months Ended<br>September 30, |            |
|---|-------------------------------------|------------|------------------------------------|------------|
|   | 2015                                | 2014       | 2015                               | 2014       |
| Numerator:  |                                     |            |                                    |            |
| Net income available to common shareholders   | \$24,758                            | \$26,266   | \$45,511                           | \$44,849   |
| Less: Dividends declared on unvested time-based awards  | (153)                               | (128)      | (426)                              | (385)      |
| Less: Undistributed earnings allocated to unvested time-based awards                                      | (8)                                 | (84)       | —                                  | —          |
| Net income available to common shareholders, excluding amounts attributable to unvested time-based awards | \$24,597                            | \$26,054   | \$45,085                           | \$44,464   |
| Denominator:  |                                     |            |                                    |            |
| Weighted-average number of common shares outstanding—basic  | 58,552,800                          | 50,141,513 | 57,107,919                         | 49,364,637 |
| Effect of dilutive unvested performance-based awards  | 438,287                             | 426,336    | 429,052                            | 393,407    |
| Weighted-average number of common shares outstanding—diluted  | 58,991,087                          | 50,567,849 | 57,536,971                         | 49,758,044 |
| Net income available per common share:  |                                     |            |                                    |            |
| Basic   | \$0.42                              | \$0.52     | \$0.79                             | \$0.90     |
| Diluted   | \$0.42                              | \$0.52     | \$0.78                             | \$0.89     |

For the three and nine months ended September 30, 2015, 212,579 unvested performance-based awards, and for the three and nine months ended September 30, 2014, 61,616 unvested performance-based awards, were excluded from diluted weighted-average common shares outstanding as the awards had not achieved the specific levels of relative total shareholder return required for vesting at each period end.



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## 9. Shareholders' Equity

Common Shares—The Trust is authorized to issue up to 400,000,000 common shares, \$.01 par value per share. Each outstanding common share entitles the holder to one vote on all matters submitted to a vote of shareholders. Holders of the Trust's common shares are entitled to receive distributions when authorized by the Trust's board of trustees out of assets legally available for the payment of distributions.

On September 6, 2013, the Trust entered into sales agreements with two sales agents, pursuant to which the Trust may issue and sell up to \$100.0 million in the aggregate of its common shares through a continuous at-the-market offering or other methods (the "ATM program"). The Trust did not sell any common shares under the ATM program during the nine months ended September 30, 2015. As of September 30, 2015, \$76.0 million of common shares remained available for issuance under the ATM program.

On September 9, 2014, the Trust completed an underwritten public offering of 4,830,000 common shares at a price of \$29.88 per share, including 630,000 shares sold pursuant to the underwriter's exercise of their option to purchase additional shares. After deducting underwriting fees and offering costs, the Trust generated net proceeds of \$143.9 million.

On March 27, 2015, the Trust completed an underwritten public offering of 4,600,000 common shares at a price of \$33.47 per share, including 600,000 shares sold pursuant to the underwriters' exercise of their option to purchase additional shares. After deducting underwriting fees and offering costs, the Trust generated net proceeds of \$153.7 million.

On September 29, 2015, the Trust's board of trustees authorized a share repurchase program pursuant to which the Trust may acquire up to \$100.0 million of its common shares. The repurchase program authorizes the Trust to repurchase its common shares from time to time through open market purchases, negotiated transactions or other means, in accordance with applicable securities laws and other restrictions. The repurchase program expires in September 2018, but may be suspended or discontinued at any time, and does not obligate the Trust to acquire any particular amount of its shares. As of September 30, 2015, \$100.0 million remained available for the repurchase of common shares.

For the nine months ended September 30, 2015, the Trust issued 2,081 unrestricted common shares and 289,270 restricted common shares to its trustees and employees. For the nine months ended September 30, 2015, the Trust repurchased 44,496 common shares from employees to satisfy the minimum statutory tax withholding requirements related to the vesting of their previously granted restricted common shares. As of September 30, 2015, the Trust had 59,658,985 common shares outstanding.

For the nine months ended September 30, 2015, the Trust paid or its board of trustees declared the following dividends per common share:

|                     | Record Date        | Payment Date     | Dividend Per Common Share |
|---------------------|--------------------|------------------|---------------------------|
| Fourth Quarter 2014 | December 31, 2014  | January 15, 2015 | \$0.30                    |
| First Quarter 2015  | March 31, 2015     | April 15, 2015   | \$0.35                    |
| Second Quarter 2015 | June 30, 2015      | July 15, 2015    | \$0.35                    |
| Third Quarter 2015  | September 30, 2015 | October 15, 2015 | \$0.40                    |

Preferred Shares—The Trust is authorized to issue up to 100,000,000 preferred shares, \$.01 par value per share. The Trust's board of trustees is required to set for each class or series of preferred shares the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications, and terms or conditions of redemption. As of September 30, 2015, the Trust had 5,000,000 shares of its 7.75% Series A Cumulative Redeemable Preferred Shares outstanding.

Holder of Series A Cumulative Redeemable Preferred Shares are entitled to receive, when and as authorized by the Trust's board of trustees, out of funds legally available for the payment of dividends, cumulative cash dividends at the rate of 7.75% per annum of the \$25.00 per share liquidation preference, equivalent to \$1.9375 per annum per share. Dividends on the Series A Cumulative Redeemable Preferred Shares are cumulative from the date of original issuance and are payable quarterly in arrears on or about the 15th day of each of January, April, July and October. The Series A Cumulative Redeemable Preferred Shares rank senior to the Trust's common shares with respect to the payment of

dividends; the Trust will not declare or pay any dividends, or set aside any funds for the payment of dividends, on its common shares unless the Trust also has declared and either paid or set aside for payment the full cumulative dividends on the Series A Cumulative Redeemable Preferred Shares.

For the nine months ended September 30, 2015, the Trust paid or its board of trustees declared the following dividends per preferred share:

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|                     | Record Date        | Payment Date     | Dividend Per Series A<br>Cumulative Redeemable<br>Preferred Share |
|---------------------|--------------------|------------------|---|
| Fourth Quarter 2014 | December 31, 2014  | January 15, 2015 | \$0.484375  |
| First Quarter 2015  | March 31, 2015     | April 15, 2015   | \$0.484375  |
| Second Quarter 2015 | June 30, 2015      | July 15, 2015    | \$0.484375  |
| Third Quarter 2015  | September 30, 2015 | October 15, 2015 | \$0.484375  |

The Trust cannot redeem the Series A Cumulative Redeemable Preferred Shares prior to July 17, 2017, except as described below and in certain limited circumstances related to the ownership limitation necessary to preserve the Trust's qualification as a REIT. On and after July 17, 2017, the Trust, at its option, can redeem the Series A Cumulative Redeemable Preferred Shares, in whole or from time to time in part, at a redemption price of \$25.00 per share, plus any accrued and unpaid dividends. The holders of Series A Cumulative Redeemable Preferred Shares have no voting rights, except in certain limited circumstances.

Upon the occurrence of a change of control, as defined in the articles supplementary designating the Series A Cumulative Redeemable Preferred Shares, as a result of which the Trust's common shares and the common securities of the acquiring or surviving entity are not listed or quoted on the New York Stock Exchange, the NYSE MKT or the NASDAQ Stock Market, or any successor exchanges, the Trust may, at its option, redeem the Series A Cumulative Redeemable Preferred Shares in whole or in part within 120 days following the change of control by paying \$25.00 per share, plus any accrued and unpaid dividends through the date of redemption. If the Trust does not exercise its right to redeem the Series A Cumulative Redeemable Preferred Shares upon a change of control, the holders of the Series A Cumulative Redeemable Preferred Shares have the right to convert some or all of their shares into a number of the Trust's common shares based on a defined formula subject to a share cap. The share cap on each Series A Cumulative Redeemable Preferred Share is 2.9189 common shares.

#### 10. Equity Plan

In January 2010, the Trust established the Chesapeake Lodging Trust Equity Plan (the "Plan"), which provides for the issuance of equity-based awards, including restricted shares, unrestricted shares, share options, share appreciation rights, and other awards based on the Trust's common shares. Employees and trustees of the Trust and other persons that provide services to the Trust are eligible to participate in the Plan. The compensation committee of the board of trustees administers the Plan and determines the number of awards to be granted, the vesting period, and the exercise price, if any.

The Trust initially reserved 454,657 common shares for issuance under the Plan at its establishment. In May 2012, the Trust's common shareholders approved an amendment to the Plan such that the number of shares available for issuance under the Plan was increased by 2,750,000. Shares that are issued under the Plan to any person pursuant to an award are counted against this limit as one share for every one share granted. If any shares covered by an award are not purchased or are forfeited, if an award is settled in cash, or if an award otherwise terminates without delivery of any shares, then the number of common shares counted against the aggregate number of shares available under the Plan with respect to the award will, to the extent of any such forfeiture or termination, again be available for making awards under the Plan. As of September 30, 2015, subject to increases that may result in the case of any future forfeiture or termination of currently outstanding awards, 1,272,806 common shares were reserved and available for future issuances under the Plan.

The Trust will make appropriate adjustments to outstanding awards and the number of shares available for issuance under the Plan, including the individual limitations on awards, to reflect share dividends, share splits, spin-offs and other similar events. While the compensation committee can terminate or amend the Plan at any time, no amendment can adversely impair the rights of grantees with respect to outstanding awards. In addition, an amendment will be contingent on approval of the Trust's common shareholders to the extent required by law or if the amendment would materially increase the benefits accruing to participants under the Plan, materially increase the aggregate number of shares that can be issued under the Plan, or materially modify the requirements as to eligibility for participation in the Plan. Unless terminated earlier, the Plan will terminate in January 2020, but will continue to govern unexpired awards.



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For the nine months ended September 30, 2015, the Trust granted 289,270 restricted common shares to certain employees and trustees, of which 114,918 shares were time-based awards and 174,352 shares were performance-based awards (the “2015 Performance-Based Awards”). The time-based awards are generally eligible to vest at the annual rate of one-third of the number of restricted shares granted commencing on the first anniversary of their issuance. The 2015 Performance-Based Awards are eligible to vest at December 31, 2017. Dividends on the 2015 Performance-Based Awards accrue, but are not paid unless the related shares vest. The fair value of the 2015 Performance-Based Awards was \$17.13 per share and was determined using a Monte Carlo simulation with the following assumptions: volatility of 19.90%; an expected term equal to the requisite service period for the awards; and a risk-free interest rate of 0.85%.

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The actual number of shares under the 2015 Performance-Based Awards that vest will be based on the Trust's total shareholder return ("TSR"), as defined in the restricted share agreements, measured over a three-year performance period ending December 31, 2017, against the total return generated by the SNL US Hotel REIT Index prepared by SNL Financial LC (the "Index"). The payout schedule for the 2015 Performance-Based Awards is as follows, with linear interpolation for performance between 67% and 100%, and between 100% and 133% of the Index:

| Trust TSR as % of<br>Index Total Return | Payout<br>(% of Maximum) |
|---|--------------------------|
| <67%                                    | 0%                       |
| 67%                                     | 25%                      |
| 100%                                    | 50%                      |
| ≥133%                                   | 100%                     |

If the Trust's TSR is negative for the performance period, no shares under the 2015 Performance-Based Awards will vest. If the Trust's TSR is positive for the performance period and the total return of the Index is negative, 100% of the shares subject to vesting under the 2015 Performance-Based Awards will vest.

As of September 30, 2015, there was approximately \$11.5 million of unrecognized share-based compensation expense related to restricted common shares. The unrecognized share-based compensation expense is expected to be recognized over a weighted-average period of 1.7 years.

The following is a summary of the Trust's restricted common share activity for the nine months ended September 30, 2015:

|   | Number of<br>Shares | Weighted-Average<br>Grant-Date<br>Fair Value |
|---|---------------------|--|
| Restricted common shares as of December 31, 2014  | 927,552             | \$ 15.87                                     |
| Granted   | 289,270             | \$ 25.36                                     |
| Vested  | (105,852)           | ) \$ 23.57                                   |
| Forfeited   | (5,934)             | ) \$ 29.80                                   |
| Restricted common shares as of September 30, 2015 | 1,105,036           | \$ 17.54                                     |

#### 11. Fair Value Measurements and Derivative Instrument

The following table sets forth the Trust's financial assets and liabilities measured at fair value by level within the fair value hierarchy (in thousands). Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

|  | Fair Value at September 30, 2015 |         |         |         |
|--|----------------------------------|---------|---------|---------|
|  | Total                            | Level 1 | Level 2 | Level 3 |
| Liabilities:   |                                  |         |         |         |
| Interest rate swap (included within other liabilities) | \$796                            | \$—     | \$796   | \$—     |
|  | \$796                            | \$—     | \$796   | \$—     |

Derivative instruments are classified within Level 2 of the fair value hierarchy as they are valued using third-party pricing models which contain inputs that are derived from observable market data. Where possible, the values produced by the pricing models are verified to market prices. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, credit spreads, measures of volatility, and correlations of such inputs. The Trust's financial instruments in addition to those disclosed in the table above include cash and cash equivalents, restricted cash, accounts receivable, accounts payable and accrued expenses, and long-term debt. The carrying values reported in the consolidated balance sheets for cash and cash equivalents, restricted cash, accounts receivable, and accounts payable and accrued expenses approximate fair value. The Trust estimates the fair value of its fixed rate debt by discounting the future cash flows of each instrument using estimated market rates of debt instruments with similar maturities and credit profiles. These inputs are classified as Level 3 within the fair value hierarchy. As of September 30, 2015, the carrying value reported in the consolidated balance sheet for the Trust's long-term debt approximated its fair value.



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12. Commitments and Contingencies

**Management Agreements**—The Trust’s hotels operate pursuant to management agreements with various third-party management companies. Each management company receives a base management fee generally between 2% and 4% of hotel revenues. The management companies are also eligible to receive an incentive management fee if hotel operating income, as defined in the management agreements, exceeds certain performance thresholds. The incentive management fee is generally calculated as a percentage of hotel operating income after the Trust has received a priority return on its investment in the hotel.

**Franchise Agreements**—As of September 30, 2015, 12 of the Trust’s hotels operated pursuant to franchise agreements with hotel brand companies and 10 hotels operated pursuant to management agreements with hotel brand companies that allowed them to operate under their respective brands. Under the 12 franchise agreements, the Trust generally pays a royalty fee ranging from 3% to 6% of room revenues and up to 3% of food and beverage revenues, plus additional fees for marketing, central reservation systems, and other franchisor costs that amount to between 1% and 5% of room revenues.

**Ground Lease Agreements**—The Trust leases the land underlying the Hyatt Regency Mission Bay Spa and Marina pursuant to a lease agreement, which has an initial term ending January 2056. Rent due under the lease agreement is the greater of base rent or percentage rent. Base rent is currently \$2.2 million per year. Base rent resets every three years over the remaining term of the lease equal to 75% of the average of the actual rent paid over the two years preceding the base rent reset year. The next base rent reset year is 2016. Annual percentage rent is calculated based on various percentages of the hotel’s various sources of revenue, including room, food and beverage, and marina rentals, earned during the period.

The Trust also leases the land underlying the JW Marriott San Francisco Union Square pursuant to a lease agreement, which has a term ending January 2083. Rent due under the lease agreement is the greater of base rent or percentage rent. Base rent is currently \$1.7 million per year. Base rent resets every five years over the remaining term of the lease based on the level of inflation, as defined in the agreement, over the preceding five years, but in no event resulting in an increase of more than 125% of the base rent in effect immediately prior to the reset year (nor subject to any decrease). The next base rent reset year is 2019. In January 2034, base rent will reset to 10% of the fair market value of the underlying land as determined by a valuation performed by an independent third party, if such reset results in an increase over the base rent in effect immediately prior to the reset year. Annual percentage rent is calculated based on various percentages of the hotel’s various sources of revenue, including room and food and beverage, earned during the period.

**FF&E Reserves**—Pursuant to its management, franchise and loan agreements, the Trust is required to establish a FF&E reserve for each hotel to cover the cost of replacing FF&E. Contributions to the FF&E reserve are based on a percentage of gross revenues at each hotel. The Trust is generally required to contribute between 3% and 5% of gross revenues over the term of the agreements.

**Litigation**—The Trust is not involved in any material litigation nor, to its knowledge, is any material litigation threatened against the Trust.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations  
Forward-Looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, 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," and similar expressions, whether negative or affirmative. We cannot guarantee that we actually will achieve these plans, intentions or expectations. 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, but are not limited to:

- U.S. economic conditions generally and the real estate market and the lodging industry specifically;
- management and performance of our hotels;
- our plans for renovation of our hotels;
- our financing plans and the terms on which capital is available to us;
- supply and demand for hotel rooms in our current and proposed market areas;
- our ability to acquire additional hotels and the risk that potential acquisitions may not be completed or perform in accordance with expectations;
- legislative/regulatory changes, including changes to laws governing taxation of real estate investment trusts; and
- our competition.

These risks and uncertainties, together with the information contained in our Form 10-K for the year ended December 31, 2014 under the caption "Risk Factors," 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. 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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## Overview

The Trust was organized as a self-advised REIT in the state of Maryland in June 2009, with a focus on investments primarily in upper-upscale hotels in major business and convention markets and, on a selective basis, premium select-service hotels in urban settings or unique locations in the U.S. We completed our IPO in January 2010 and own the following 22 hotels as of the date of this filing:

| Hotel   | Location          | Rooms | Acquisition Date  |
|---|-------------------|-------|-------------------|
| 1 Hyatt Regency Boston                                      | Boston, MA        | 502   | March 18, 2010    |
| 2 Hilton Checkers Los Angeles                               | Los Angeles, CA   | 193   | June 1, 2010      |
| 3 Boston Marriott Newton                                    | Newton, MA        | 430   | July 30, 2010     |
| 4 Le Meridien San Francisco                                 | San Francisco, CA | 360   | December 15, 2010 |
| 5 Homewood Suites Seattle Convention Center                 | Seattle, WA       | 195   | May 2, 2011       |
| 6 W Chicago – City Center                                   | Chicago, IL       | 403   | May 10, 2011      |
| 7 Hotel Indigo San Diego Gaslamp Quarter                    | San Diego, CA     | 210   | June 17, 2011     |
| 8 Courtyard Washington Capitol Hill/Navy Yard               | Washington, DC    | 204   | June 30, 2011     |
| 9 Hotel Adagio San Francisco, Autograph Collection          | San Francisco, CA | 171   | July 8, 2011      |
| 10 Denver Marriott City Center                              | Denver, CO        | 613   | October 3, 2011   |
| 11 Hyatt Herald Square New York                             | New York, NY      | 122   | December 22, 2011 |
| 12 W Chicago – Lakeshore                                    | Chicago, IL       | 520   | August 21, 2012   |
| 13 Hyatt Regency Mission Bay Spa and Marina                 | San Diego, CA     | 429   | September 7, 2012 |
| 14 The Hotel Minneapolis, Autograph Collection              | Minneapolis, MN   | 222   | October 30, 2012  |
| 15 Hyatt Place New York Midtown South                       | New York, NY      | 185   | March 14, 2013    |
| 16 W New Orleans – French Quarter                           | New Orleans, LA   | 97    | March 28, 2013    |
| 17 Le Meridien New Orleans                                  | New Orleans, LA   | 410   | April 25, 2013    |
| 18 Hyatt Fisherman's Wharf                                  | San Francisco, CA | 316   | May 31, 2013      |
| 19 Hyatt Santa Barbara                                      | Santa Barbara, CA | 205   | June 27, 2013     |
| 20 JW Marriott San Francisco Union Square                   | San Francisco, CA | 337   | October 1, 2014   |
| 21 Royal Palm South Beach Miami, a Tribute Portfolio Resort | Miami Beach, FL   | 393   | March 9, 2015     |
| 22 Ace Hotel and Theater Downtown Los Angeles               | Los Angeles, CA   | 182   | April 30, 2015    |
|   |                   | 6,699 |                   |

## Hotel Operating Metrics

We believe that the results of operations of our hotels are best explained by five key performance indicators: occupancy, average daily rate ("ADR"), room revenue per available room ("RevPAR"), Adjusted Hotel EBITDA, and Adjusted Hotel EBITDA Margin. See the "Non-GAAP Financial Measures" section for additional information on Adjusted Hotel EBITDA and Adjusted Hotel EBITDA Margin.

Occupancy is a major driver of room revenue, as well as other revenue categories, such as food and beverage and parking. Fluctuations in occupancy are accompanied by fluctuations in most categories of variable hotel operating expenses, such as utility costs and certain labor costs, such as housekeeping. ADR helps to drive room revenue as well; however, it does not have a direct effect on other revenue categories. Fluctuations in ADR are accompanied by fluctuations in limited categories of hotel operating expenses, such as management fees and franchise fees, since variable hotel operating expenses generally do not increase or decrease correspondingly. Thus, increases in RevPAR attributable to increases in occupancy typically result in varying levels of increases in Adjusted Hotel EBITDA and Adjusted Hotel EBITDA Margin, while increases in RevPAR attributable to increases in ADR typically result in greater levels of increases in Adjusted Hotel EBITDA and Adjusted Hotel EBITDA Margin.

## Executive Summary

Our hotel portfolio generated RevPAR growth of 7.2% during the third quarter of 2015 as compared to the third quarter of 2014, driven by an increase in occupancy of 4.4 percentage points and an increase in ADR of 1.8%. Our hotel portfolio outperformed the U.S. industry average RevPAR growth of 5.9%, as reported by STR. We saw strong demand at our hotels during the third quarter of 2015, particularly those located in Boston, Denver, Seattle, and Los Angeles. However, our hotels located in San Francisco and Chicago were impacted during the third quarter 2015 by weaker demand from group customers which was driven by unfavorable convention calendars for these two markets as compared to the third quarter of 2014.

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Our hotel portfolio generated an increase in Adjusted Hotel EBITDA of 9.6% during the third quarter of 2015 as compared to the third quarter of 2014. Although the increase in RevPAR was primarily a result of an increase in occupancy, our hotel managers were able to either limit increases in or decrease certain expenses to partially offset the increase in variable operating expenses associated with the higher occupancy levels, resulting in an increase in Adjusted Hotel EBITDA Margin of 110 basis points to 35.2%. The increases in Adjusted Hotel EBITDA and Adjusted Hotel EBITDA Margin were however limited by increases in property taxes related to increases in the assessed values of several of our hotels.

We expect favorable hotel supply and demand fundamentals for the U.S. lodging industry to continue for the foreseeable future. We expect operating trends for our hotel portfolio to also benefit from the completion in the first half of 2015 of guestroom renovations at three of our hotels located in San Francisco and Boston and from investments made in 2014 for the comprehensive renovations of the W Chicago – Lakeshore, the Le Meridien New Orleans, and the Hyatt Herald Square New York. We believe future revenue growth will be led by increases in ADR given our hotel portfolio is currently operating at high levels of occupancy, which should result in profitability growth.

## Results of Operations

### Comparison of three months ended September 30, 2015 and 2014

Results of operations for the three months ended September 30, 2015 include the operating activity of 22 hotels for the full period, whereas the results of operations for the three months ended September 30, 2014 include the operating activity of 19 hotels for the full period and one hotel for part of the period. We use the term “comparable hotel portfolio” to refer to those hotels owned for the entirety of the two periods being compared and the term “non-comparable hotel portfolio” to refer to those hotels acquired in either of the two periods being compared or sold in or prior to either of the two periods being compared. The comparable hotel portfolio for the three months ended September 30, 2015 and 2014 includes 19 of the 22 hotels owned as of September 30, 2015.

Revenues—Total revenue for the three months ended September 30, 2015 was \$165.0 million, of which \$138.1 million was contributed by the comparable hotel portfolio and \$26.9 million was contributed by the non-comparable hotel portfolio. Total revenue for the three months ended September 30, 2014 was \$130.8 million, of which \$129.0 million was contributed by the comparable hotel portfolio and \$1.8 million was contributed by the non-comparable hotel portfolio. The increase in total revenue for the comparable hotel portfolio was \$9.1 million. We experienced increased demand for rooms from corporate and leisure transient customers, particularly at our hotels located in Boston, Denver, Seattle and Los Angeles during the three months ended September 30, 2015 as compared to the three months ended September 30, 2014. During the three months ended September 30, 2015, the W Chicago – Lakeshore experienced an increase in total revenue as the hotel completed a comprehensive renovation in June 2014 and was still stabilizing during the three months ended September 30, 2014. The Le Meridien New Orleans and the Hyatt Herald Square New York also experienced significant increases in total revenue due to the fact that the hotels were undergoing comprehensive renovations during the three months ended September 30, 2014. During the three months ended September 30, 2015, we experienced weaker demand from customers at our hotels located in San Francisco and Chicago which was driven by unfavorable convention calendars for these markets as compared to the three months ended September 30, 2014.

Hotel operating expenses—Hotel operating expenses, excluding depreciation and amortization, for the three months ended September 30, 2015 was \$106.8 million, of which \$87.5 million was contributed by the comparable hotel portfolio and \$19.3 million was contributed by the non-comparable hotel portfolio. Hotel operating expenses, excluding depreciation and amortization, for the three months ended September 30, 2014 was \$84.7 million, of which \$83.7 million was contributed by the comparable hotel portfolio and \$1.0 million was contributed by the non-comparable hotel portfolio. The increase in total hotel operating expenses for the comparable hotel portfolio of \$3.8 million was primarily a result of the increase in corresponding total revenue for the comparable hotel portfolio. Specifically driving the increase in total hotel operating expenses were rooms expense and the following indirect hotel operating expenses: general and administrative, sales and marketing, franchise fees, management fees, and property taxes. Credit card commissions (included within general and administrative), brand marketing fees (included within sales and marketing), franchise fees and management fees are all variable hotel operating expenses calculated as a



percentage of revenue and therefore, increased commensurate with the increase in total revenues. The increase in property taxes related to increases in the assessed values at our hotels located in Chicago, Boston, and Washington, DC. The aforementioned increases in total hotel operating expenses were offset partially by the recognition of a \$1.2 million loss on impairment of intangible asset during the three months ended September 30, 2014 related to the termination of a ground lease associated with the Denver Marriott City Center; no similar expense was incurred during the three months ended September 30, 2015.

Depreciation and amortization—Depreciation and amortization expense for the three months ended September 30, 2015 and 2014 was \$18.3 million and \$12.5 million, respectively. The increase in depreciation and amortization expense was primarily attributable to the acquisitions of the JW Marriott San Francisco Union Square in October 2014, the Royal Palm

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South Beach Miami, a Tribute Portfolio Resort in March 2015 and the Ace Hotel and Theater Downtown Los Angeles in April 2015.

Air rights contract amortization—Air rights contract amortization expense associated with the Hyatt Regency Boston for each of the three months ended September 30, 2015 and 2014 was \$0.1 million.

Corporate general and administrative—Corporate general and administrative expense for the three months ended September 30, 2015 and 2014 was \$4.0 million and \$3.7 million, respectively. Included in corporate general and administrative expense for the three months ended September 30, 2015 and 2014 was \$1.9 million and \$1.5 million, respectively, of non-cash share-based compensation expense. The increase in corporate general and administrative expense is primarily related to an increase in non-cash share-based compensation expense related to restricted common shares granted to employees since September 30, 2014.

Interest expense—Interest expense for the three months ended September 30, 2015 and 2014 was \$8.3 million and \$7.0 million, respectively. The increase is primarily related to the increase in long-term debt outstanding, reflecting the use of debt to partially fund the acquisitions of the JW Marriott San Francisco Union Square in October 2014, the Royal Palm South Beach Miami, a Tribute Portfolio Resort in March 2015, and the Ace Hotel and Theater Downtown Los Angeles in April 2015.

Gain on sale of hotel—Gain on sale of hotel for the three months ended September 30, 2014 was \$7.0 million and related to the sale of the Courtyard Anaheim at Disneyland Resort on September 30, 2014.

Income tax expense—Income tax expense for the three months ended September 30, 2015 and 2014 was \$0.3 million and \$1.1 million, respectively. Income tax expense is directly related to taxable income generated by our TRSs during the periods.

Comparison of nine months ended September 30, 2015 and 2014

Results of operations for the nine months ended September 30, 2015 include the operating activity of 20 hotels for the full period and two hotels for part of the period, whereas the results of operations for the nine months ended September 30, 2014 include the operating activity of 19 hotels for the full period and one hotel for part of the period. The comparable hotel portfolio for the nine months ended September 30, 2015 and 2014 includes 19 of our 22 hotels owned as of September 30, 2015.

Revenues—Total revenue for the nine months ended September 30, 2015 was \$436.4 million, of which \$368.3 million was contributed by the comparable hotel portfolio and \$68.1 million was contributed by the non-comparable hotel portfolio. Total revenue for the nine months ended September 30, 2014 was \$354.5 million, of which \$349.3 million was contributed by the comparable hotel portfolio and \$5.2 million was contributed by the non-comparable hotel portfolio. The increase in total revenue for the comparable hotel portfolio was \$19.0 million. We experienced increased demand for rooms from corporate and leisure transient customers, particularly at our hotels located in Boston, Chicago, Denver, San Diego, Seattle, Los Angeles and Washington, DC, and from group customers at our hotels located in Chicago which was driven by a favorable convention calendar during the nine months ended September 30, 2015 as compared to the nine months ended September 30, 2014. Even beyond the strong market dynamics of Chicago during the nine months ended September 30, 2015, the W Chicago – Lakeshore experienced a significant increase in total revenue as a result of the comprehensive renovation that was completed during the nine months ended September 30, 2014. The Le Meridien New Orleans and Hyatt Herald Square New York also experienced significant increases in total revenue due to the fact that the hotels were undergoing comprehensive renovations during the nine months ended September 30, 2014. The aforementioned increases in total revenue were offset partially by (1) decreases in total revenue from the Le Meridien San Francisco and the Hyatt Fisherman's Wharf as a result of the two hotels undergoing guestroom renovations during the nine months ended September 30, 2015, which negatively impacted customer demand at those hotels, (2) a decrease in total revenue from the Hyatt Place New York Midtown South as a result of the New York market experiencing an increase in hotel room supply that was greater than the increase in hotel room demand during the nine months ended September 30, 2015, and (3) cancellations related to travel disruptions caused by harsher than normal winter weather in early 2015, particularly in Boston.

Hotel operating expenses—Hotel operating expenses, excluding depreciation and amortization, for the nine months ended September 30, 2015 was \$293.2 million, of which \$246.0 million was contributed by the comparable hotel

portfolio and \$47.2 million was contributed by the non-comparable hotel portfolio. Hotel operating expenses, excluding depreciation and amortization, for the nine months ended September 30, 2014 was \$239.2 million, of which \$236.1 million was contributed by the comparable hotel portfolio and \$3.1 million was contributed by the non-comparable hotel portfolio. The increase in total hotel operating expenses for the comparable hotel portfolio of \$9.9 million was primarily a result of the increase in corresponding total revenue for the comparable hotel portfolio offset partially by decreases in total hotel operating expenses at the Hyatt Fisherman's Wharf and the Hyatt Place New York Midtown South commensurate with the decreases in total revenue at those hotels during the nine months ended September 30, 2015. Specifically driving the increase in total hotel operating expenses were rooms expense and the following indirect hotel operating expenses: general and administrative, sales and marketing, franchise fees, management fees, and property taxes. Credit card commissions (included within general and administrative), brand marketing fees (included within sales and marketing), franchise fees and management fees are all variable hotel operating expenses calculated as a percentage of revenue and therefore, increased commensurate with the

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increase in total revenues. The increase in property taxes related to increases in the assessed values at our hotels located in Chicago, Boston, New Orleans and Washington, DC. The aforementioned increases in total hotel operating expenses were offset partially by the recognition of a \$1.2 million loss on impairment of intangible asset during the nine months ended September 30, 2014 related to the termination of a ground lease associated with the Denver Marriott City Center; no similar expense was incurred during the nine months ended September 30, 2015.

Depreciation and amortization—Depreciation and amortization expense for the nine months ended September 30, 2015 and 2014 was \$51.2 million and \$37.5 million, respectively. The increase in depreciation and amortization expense was primarily attributable to the acquisitions of the JW Marriott San Francisco Union Square in October 2014, the Royal Palm South Beach Miami, a Tribute Portfolio Resort in March 2015 and the Ace Hotel and Theater Downtown Los Angeles in April 2015.

Air rights contract amortization—Air rights contract amortization expense associated with the Hyatt Regency Boston for each of the nine months ended September 30, 2015 and 2014 was \$0.4 million.

Corporate general and administrative—Corporate general and administrative expense for the nine months ended September 30, 2015 and 2014 was \$13.1 million and \$11.5 million, respectively. Included in corporate general and administrative expense for the nine months ended September 30, 2015 and 2014 was \$5.6 million and \$4.3 million, respectively, of non-cash share-based compensation expense. The increase in corporate general and administrative expense is primarily related to an increase in employee compensation expense, including non-cash share-based compensation expense, and professional services fees.

Hotel acquisition costs—Hotel acquisition costs for the nine months ended September 30, 2015 and 2014 was \$0.9 million and \$0.1 million, respectively. The increase in hotel acquisition costs is a result of two hotel acquisitions occurring during the nine months ended September 30, 2015, as compared to no hotel acquisitions occurred during the nine months ended September 30, 2014.

Interest expense—Interest expense for the nine months ended September 30, 2015 and 2014 was \$23.6 million and \$20.5 million, respectively. The increase is primarily related to the increase in long-term debt outstanding, reflecting the use of debt to partially fund the acquisitions of the JW Marriott San Francisco Union Square in October 2014, the Royal Palm South Beach Miami, a Tribute Portfolio Resort in March 2015, and the Ace Hotel and Theater Downtown Los Angeles in April 2015.

Gain on sale of hotel—Gain on sale of hotel for the nine months ended September 30, 2014 was \$7.0 million and related to the sale of the Courtyard Anaheim at Disneyland Resort on September 30, 2014.

Income tax expense—Income tax expense for the nine months ended September 30, 2015 and 2014 was \$1.3 million and \$0.3 million, respectively. Income tax expense is directly related to taxable income generated by our TRSs during the periods.

#### Hotel operating results

We assess the operating performance of our hotels irrespective of the hotel owner during the periods compared. We use the term "pro forma" to refer to metrics that include, or comparisons of metrics that are based on, the operating results of hotels under previous ownership for either a portion of or the entire period. Since two of our hotels owned as of September 30, 2015 were acquired during 2015 and another one of our hotels was acquired in October 2014, the key operating metrics below reflect the pro forma operating results for those hotels for all, or a certain period, of the three and nine months ended September 30, 2015 and 2014. Included in the following table are comparisons of occupancy, ADR, RevPAR, Adjusted Hotel EBITDA, and Adjusted Hotel EBITDA Margin for the hotel portfolio for the three and nine months ended September 30, 2015 and 2014 (in thousands, except for ADR and RevPAR):

|                                 | Three Months Ended September 30, |                     |           | Nine Months Ended September 30, |                     |           |
|---------------------------------|----------------------------------|---------------------|-----------|---------------------------------|---------------------|-----------|
|                                 | 2015                             | 2014 <sup>(1)</sup> | Change    | 2015 <sup>(1)</sup>             | 2014 <sup>(1)</sup> | Change    |
| Pro forma Occupancy             | 87.9                             | % 83.5              | % 440 bps | 82.0                            | % 80.8              | % 120 bps |
| Pro forma ADR                   | \$237.33                         | \$233.06            | 1.8%      | \$230.75                        | \$220.30            | 4.7%      |
| Pro forma RevPAR                | \$208.58                         | \$194.50            | 7.2%      | \$189.32                        | \$178.09            | 6.3%      |
| Pro forma Adjusted Hotel EBITDA | \$58,087                         | \$52,989            | 9.6%      | \$149,630                       | \$137,445           | 8.9%      |

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|  |      |   |      |   |         |      |   |      |   |         |
|--|------|---|------|---|---------|------|---|------|---|---------|
| Pro forma Adjusted Hotel EBITDA Margin | 35.2 | % | 34.1 | % | 110 bps | 32.8 | % | 31.8 | % | 100 bps |
|--|------|---|------|---|---------|------|---|------|---|---------|

(1) Includes results of operations for certain hotels prior to our acquisition.

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RevPAR increased on a pro forma basis by 7.2% for the hotel portfolio for the three months ended September 30, 2015 as compared to the three months ended September 30, 2014. We experienced increased demand for rooms from corporate and leisure transient customers, particularly at our hotels located in Boston, Denver, Seattle, and Los Angeles during the three months ended September 30, 2015 as compared to the three months ended September 30, 2014. The pro forma increase in RevPAR was primarily driven by a pro forma increase in occupancy and, to a lesser extent, a pro forma increase in ADR. Even beyond the strong market dynamics of Los Angeles during the three months ended September 30, 2015, RevPAR increased on a pro forma basis at the Ace Hotel and Theater Downtown Los Angeles as a result of increased market awareness and penetration following the hotel's opening in January 2014. During the three months ended September 30, 2015, the W Chicago – Lakeshore experienced an increase in both occupancy and ADR as the hotel completed a comprehensive renovation in June 2014 and was still stabilizing during the three months ended September 30, 2014. In addition, the Le Meridien New Orleans and Hyatt Herald Square New York also experienced significant increases in both occupancy and ADR due to the fact that the hotels were undergoing comprehensive renovations during the three months ended September 30, 2014. The aforementioned pro forma increases in RevPAR were offset partially by (1) a pro forma decrease in RevPAR at the Royal Palm South Beach Miami, a Tribute Portfolio Resort as ADR at the hotel was negatively impacted by new luxury supply offering lower competing rates during the three months ended September 30, 2015, and (2) weaker demand from customers at our hotels located in San Francisco and Chicago which was driven by unfavorable convention calendars for these markets as compared to the three months ended September 30, 2014.

Adjusted Hotel EBITDA increased on a pro forma basis by 9.6% and Adjusted Hotel EBITDA Margin increased on a pro forma basis by 110 basis points for the hotel portfolio for the three months ended September 30, 2015 as compared to the three months ended September 30, 2014. The pro forma increase in Adjusted Hotel EBITDA was primarily a result of the increase in RevPAR on a pro forma basis by 7.2%. Although the increase in RevPAR was primarily a result of an increase in occupancy, our hotel managers were able to either limit increases in or decrease certain expenses to partially offset the increase in variable operating expenses associated with the higher occupancy levels. Furthermore, we were able to significantly reduce total hotel operating expenses at the Royal Palm South Beach Miami, a Tribute Portfolio Resort as a result of operational changes we instituted subsequent to our acquisition of the hotel in March 2015. The increases in Adjusted Hotel EBITDA and Adjusted Hotel EBITDA Margin during the three months ended September 30, 2015 were negatively impacted by increases in property taxes related to increases in the assessed values of our hotels located in Chicago, Boston, and Washington, DC, as well as the JW Marriott San Francisco Union Square, which was acquired in October 2014, and the Ace Hotel and Theater Downtown Los Angeles, which was acquired in April 2015.

#### Non-GAAP Financial Measures

Non-GAAP financial measures are measures of our historical financial performance that are different from measures calculated and presented in accordance with U.S. generally accepted accounting principles. We report the following eight non-GAAP financial measures that we believe are useful to investors as key measures of our operating performance: (1) Hotel EBITDA, (2) Adjusted Hotel EBITDA, (3) Adjusted Hotel EBITDA Margin, (4) Corporate EBITDA, (5) Adjusted Corporate EBITDA, (6) Funds from operations (FFO), (7) FFO available to common shareholders, and (8) Adjusted FFO (AFFO) available to common shareholders.

**Hotel EBITDA**—Hotel EBITDA is defined as net income before interest, income taxes, depreciation and amortization, air rights amortization, corporate general and administrative, and hotel acquisition costs. The Trust believes that Hotel EBITDA provides investors a useful financial measure to evaluate the Trust's hotel operating performance, excluding the impact of the Trust's capital structure (primarily interest), the Trust's asset base (primarily depreciation and amortization), and the Trust's corporate-level expenses (corporate general and administrative and hotel acquisition costs).

**Adjusted Hotel EBITDA**—We further adjust Hotel EBITDA for certain additional recurring and non-recurring items. Specifically, we adjust for non-cash amortization of intangible assets and liabilities, including ground lease assets and unfavorable contract liabilities, deferred franchise costs, and deferred key money, all of which are recurring items. We believe that Adjusted Hotel EBITDA provides investors with another useful financial measure to evaluate our hotel

operating performance, excluding the effect of these non-cash items.

Adjusted Hotel EBITDA Margin—Adjusted Hotel EBITDA Margin is defined as Adjusted Hotel EBITDA as a percentage of total revenues. We believe that Adjusted Hotel EBITDA Margin provides investors another useful measure to evaluate our hotel operating performance.

The following table reconciles net income to Hotel EBITDA, Adjusted Hotel EBITDA, pro forma Adjusted Hotel EBITDA, and pro forma Adjusted Hotel EBITDA Margin for the three and nine months ended September 30, 2015 and 2014 (in thousands):

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|  | Three Months Ended |           | Nine Months Ended |           |   |
|--|--------------------|-----------|-------------------|-----------|---|
|  | September 30,      |           | September 30,     |           |   |
|  | 2015               | 2014      | 2015              | 2014      |   |
| Net income                                       | \$27,180           | \$28,688  | \$52,777          | \$52,115  |   |
| Add: Interest expense                            | 8,287              | 6,963     | 23,634            | 20,477    |   |
| Income tax expense                               | 301                | 1,133     | 1,293             | 292       |   |
| Depreciation and amortization                    | 18,306             | 12,466    | 51,162            | 37,488    |   |
| Air rights contract amortization                 | 130                | 130       | 390               | 390       |   |
| Corporate general and administrative             | 4,019              | 3,694     | 13,094            | 11,505    |   |
| Hotel acquisition costs                          | 19                 | 60        | 854               | 60        |   |
| Less: Interest income                            | —                  | (8 )      | —                 | (8 )      |   |
| Hotel EBITDA                                     | 58,242             | 53,126    | 143,204           | 122,319   |   |
| Less: Non-cash amortization <sup>(1)</sup>       | (155 )             | 1,119     | (416 )            | 970       |   |
| Gain of sale of hotel                            | —                  | (7,006 )  | —                 | (7,006 )  |   |
| Adjusted Hotel EBITDA                            | 58,087             | 47,239    | 142,788           | 116,283   |   |
| Add: Prior owner Hotel EBITDA <sup>(2)</sup>     | —                  | 6,500     | 6,842             | 23,255    |   |
| Less: Hotel EBITDA of hotel sold <sup>(3)</sup>  | —                  | (750 )    | —                 | (2,093 )  |   |
| Pro forma Adjusted Hotel EBITDA                  | \$58,087           | \$52,989  | \$149,630         | \$137,445 |   |
| <br>   |                    |           |                   |           |   |
| Total revenue                                    | \$165,009          | \$130,840 | \$436,444         | \$354,479 |   |
| Add: Prior owner total revenue <sup>(2)</sup>    | —                  | 26,439    | 20,286            | 82,970    |   |
| Less: Total revenue of hotel sold <sup>(3)</sup> | —                  | (1,803 )  | —                 | (5,166 )  |   |
| Pro forma total revenue                          | \$165,009          | \$155,476 | \$456,730         | \$432,283 |   |
| <br>   |                    |           |                   |           |   |
| Pro forma Adjusted Hotel EBITDA Margin           | 35.2               | % 34.1    | % 32.8            | % 31.8    | % |

(1) Reflects non-cash amortization of ground lease asset, deferred franchise costs, deferred key money, and unfavorable contract liability.

(2) Reflects results of operations for certain hotels prior to our acquisition.

(3) Reflects results of operations of the Courtyard Anaheim at Disneyland Resort which was sold on September 30, 2014.

Corporate EBITDA—Corporate EBITDA is defined as net income before interest, income taxes, and depreciation and amortization. We believe that Corporate EBITDA provides investors a useful financial measure to evaluate our operating performance, excluding the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization).

Adjusted Corporate EBITDA—We further adjust Corporate EBITDA for certain additional recurring and non-recurring items. Specifically, we adjust for hotel acquisition costs and non-cash amortization of intangible assets and liabilities, including air rights contracts, ground lease assets and unfavorable contract liabilities, deferred franchise costs, and deferred key money, all of which are recurring items, and gains (losses) from sales of real estate, which is a non-recurring item. We believe that Adjusted Corporate EBITDA provides investors with another financial measure of our operating performance that provides for greater comparability of our core operating results between periods. The following table reconciles net income to Corporate EBITDA and Adjusted Corporate EBITDA for the three and nine months ended September 30, 2015 and 2014 (in thousands):



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|  | Three Months Ended |           | Nine Months Ended |            |   |
|--|--------------------|-----------|-------------------|------------|---|
|  | September 30,      |           | September 30,     |            |   |
|  | 2015               | 2014      | 2015              | 2014       |   |
| Net income                                 | \$ 27,180          | \$ 28,688 | \$ 52,777         | \$ 52,115  |   |
| Add: Interest expense                      | 8,287              | 6,963     | 23,634            | 20,477     |   |
| Income tax expense                         | 301                | 1,133     | 1,293             | 292        |   |
| Depreciation and amortization              | 18,306             | 12,466    | 51,162            | 37,488     |   |
| Less: Interest income                      | —                  | (8        | ) —               | (8         | ) |
| Corporate EBITDA                           | 54,074             | 49,242    | 128,866           | 110,364    |   |
| Add: Hotel acquisition costs               | 19                 | 60        | 854               | 60         |   |
| Less: Non-cash amortization <sup>(1)</sup> | (25                | ) 1,248   | (26               | ) 1,359    |   |
| Gain on sale of hotel                      | —                  | (7,006    | ) —               | (7,006     | ) |
| Adjusted Corporate EBITDA                  | \$ 54,068          | \$ 43,544 | \$ 129,694        | \$ 104,777 |   |

(1) Reflects non-cash amortization of ground lease asset, deferred franchise costs, deferred key money, unfavorable contract liability, and air rights contract.

FFO—We calculate FFO in accordance with standards established by the National Association of Real Estate Investment Trusts ("NAREIT"), which defines FFO as net income (calculated in accordance with GAAP), excluding depreciation and amortization, impairment charges of depreciable real estate, gains (losses) from sales of real estate, the cumulative effect of changes in accounting principles, and adjustments for unconsolidated partnerships and joint ventures. Historical cost accounting for real estate assets implicitly assumes that the value of real estate assets diminishes predictably over time. Since real estate values instead have historically risen or fallen with market conditions, most industry investors consider presentations of operating results for real estate companies that use historical cost accounting to be insufficient by themselves. By excluding the effect of depreciation and amortization and gains (losses) from sales of real estate, both of which are based on historical cost accounting and which may be of lesser significance in evaluating current performance, we believe that FFO provides investors a useful financial measure to evaluate our operating performance.

FFO available to common shareholders—We reduce FFO for preferred share dividends and dividends declared on and earnings allocated to unvested time-based awards (consistent with adjustments required by GAAP in reporting net income available to common shareholders and related per share amounts). FFO available to common shareholders provides investors another financial measure to evaluate our operating performance after taking into account the interests of holders of our preferred shares and unvested time-based awards.

AFFO available to common shareholders—We further adjust FFO available to common shareholders for certain additional recurring and non-recurring items that are not in NAREIT's definition of FFO. Specifically, we adjust for hotel acquisition costs and non-cash amortization of intangible assets and liabilities, including air rights contracts, ground lease assets and unfavorable contract liabilities, deferred franchise costs, and deferred key money, all of which are recurring items. We believe that AFFO available to common shareholders provides investors with another financial measure of our operating performance that provides for greater comparability of our core operating results between periods.

The following table reconciles net income to FFO, FFO available to common shareholders, and AFFO available to common shareholders for the three and nine months ended September 30, 2015 and 2014 (in thousands, except per share amounts):

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|  | Three Months Ended |          | Nine Months Ended |          |
|--|--------------------|----------|-------------------|----------|
|  | September 30,      |          | September 30,     |          |
|  | 2015               | 2014     | 2015              | 2014     |
| Net income   | \$27,180           | \$28,688 | \$52,777          | \$52,115 |
| Add: Depreciation and amortization                             | 18,306             | 12,466   | 51,162            | 37,488   |
| Less: Gain on sale of hotel                                    | —                  | (7,006)  | —                 | (7,006)  |
| FFO  | 45,486             | 34,148   | 103,939           | 82,597   |
| Less: Preferred share dividends                                | (2,422)            | (2,422)  | (7,266)           | (7,266)  |
| Dividends declared on unvested time-based awards               | (153)              | (128)    | (426)             | (385)    |
| Undistributed earnings allocated to unvested time-based awards | (8)                | (84)     | —                 | —        |
| FFO available to common shareholders                           | 42,903             | 31,514   | 96,247            | 74,946   |
| Add: Hotel acquisition costs                                   | 19                 | 60       | 854               | 60       |
| Less: Non-cash amortization <sup>(1)</sup>                     | (25)               | 1,248    | (26)              | 1,359    |
| AFFO available to common shareholders                          | \$42,897           | \$32,822 | \$97,075          | \$76,365 |
| FFO available per common share:                                |                    |          |                   |          |
| Basic  | \$0.73             | \$0.63   | \$1.69            | \$1.52   |
| Diluted  | \$0.73             | \$0.62   | \$1.67            | \$1.51   |
| AFFO available per common share:                               |                    |          |                   |          |
| Basic  | \$0.73             | \$0.65   | \$1.70            | \$1.55   |
| Diluted  | \$0.73             | \$0.65   | \$1.69            | \$1.53   |

(1) Reflects non-cash amortization of ground lease asset, deferred franchise costs, deferred key money, unfavorable contract liability, and air rights contract.

None of Hotel EBITDA, Adjusted Hotel EBITDA, Corporate EBITDA, Adjusted Corporate EBITDA, FFO, FFO available to common shareholders, or AFFO available to common shareholders represent cash generated from operating activities as determined by GAAP, nor shall any of these measures be considered as an alternative to GAAP net income (loss), as an indication of our financial performance, or to GAAP cash flow from operating activities, as a measure of liquidity. In addition, Hotel EBITDA, Adjusted Hotel EBITDA, Corporate EBITDA, Adjusted Corporate EBITDA, FFO, FFO available to common shareholders, and AFFO available to common shareholders are not indicative of funds available to fund cash needs, including the ability to make cash distributions.

## Sources and Uses of Cash

For the nine months ended September 30, 2015, net cash flows from operating activities were \$108.6 million; net cash flows used in investing activities were \$284.5 million, including \$255.2 million to partially fund the acquisition of the Royal Palm South Beach Miami, a Tribute Portfolio Resort, and to fund the acquisition of the Ace Hotel and Theater Downtown Los Angeles, and \$30.0 million for improvements and additions to our hotels; and net cash flows provided by financing activities were \$192.2 million, including net proceeds of \$153.7 million from the sale of common shares and net borrowings of \$115.0 million under our revolving credit facility, offset by \$7.7 million in scheduled principal payments on mortgage debt and \$64.8 million in dividend payments to common and preferred shareholders. As of September 30, 2015, we had cash and cash equivalents of \$45.7 million.

## Liquidity and Capital Resources

We expect our primary source of cash to meet operating requirements, including payment of dividends in accordance with the REIT requirements of the U.S. federal income tax laws, payment of interest on any borrowings and funding of any capital expenditures, will be from our hotels' results of operations and existing cash and cash equivalent balances. We currently expect that our operating cash flows will be sufficient to fund our continuing operations. We

also expect to use existing restricted cash balances to partially fund any capital expenditures. We intend to incur indebtedness to supplement our investment capital and to maintain flexibility to respond to industry conditions and opportunities. We are targeting an overall debt level not to exceed

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40% of the aggregate value of all of our hotels as calculated in accordance with our revolving credit facility; as of September 30, 2015, our overall debt level was 33.1% under this calculation.

We expect to meet long-term liquidity requirements, such as new hotel acquisitions and scheduled debt maturities, through additional secured and unsecured borrowings and the issuance of equity securities. Our ability to raise funds through the issuance of equity securities depends on, among other things, general market conditions for hotel companies and REITs and market perceptions about us. We will continue to analyze alternate sources of capital in an effort to minimize our capital costs and maximize our financial flexibility.

We expect to continue declaring distributions to shareholders, as required to maintain our REIT status, although no assurances can be made that we will continue to generate sufficient income to distribute similar aggregate amounts in the future. The per share amounts of future distributions will depend on the number of our common and preferred shares outstanding from time to time and will be determined by our board of trustees following its periodic review of our financial performance and capital requirements, and the terms of our existing borrowing arrangements.

On September 29, 2015, our board of trustees authorized a share repurchase program pursuant to which we may acquire up to \$100.0 million of our common shares. The repurchase program authorizes us to repurchase our common shares from time to time through open market purchases, negotiated transactions or other means, in accordance with applicable securities laws and other restrictions. The repurchase program expires in September 2018, but may be suspended or discontinued at any time, and does not obligate us to acquire any particular amount of our shares. As of the date of this filing, \$100.0 million remained available for repurchase of our common shares.

As of the date of this filing, we have approximately \$48.0 million of cash and cash equivalents, approximately \$42.5 million of restricted cash, and total borrowing availability of \$300.0 million under our revolving credit facility, of which \$170.0 million remained available. See Note 7, "Long-Term Debt," to our interim consolidated financial statements for additional information relating to our revolving credit facility and other long-term debt.

Capital Expenditures

We maintain each hotel in good repair and condition and in conformity with applicable laws and regulations and in accordance with the franchisor's standards and the agreed-upon requirements in our management and loan agreements. The cost of all such routine improvements and alterations will be paid out of property improvement reserves, which will be funded by a portion of each hotel's gross revenues. Routine capital expenditures will be administered by the management companies. However, we will have approval rights over the capital expenditures as part of the annual budget process.

From time to time, certain of our hotels may be undergoing renovations as a result of our decision to upgrade portions of the hotels, such as guestrooms, meeting space, and/or restaurants, in order to better compete with other hotels in our markets. In addition, often after we acquire a hotel, we are required to complete a PIP in order to bring the hotel up to the respective franchisor's standards. If permitted by the terms of the management agreement, funding for a renovation will first come from the FF&E reserve. To the extent that the FF&E reserve is not adequate to cover the cost of the renovation, we will fund the remaining portion of the renovation with cash and cash equivalents or available borrowings under our revolving credit facility.

Contractual Obligations

The following table sets forth our contractual obligations as of September 30, 2015, and the effect such obligations are expected to have on our liquidity and cash flow in future periods (in thousands). There were no other material off-balance sheet arrangements at September 30, 2015.

| Contractual Obligations                                      | Payments Due by Period |                       |                       |                        |                         |
|--|------------------------|-----------------------|-----------------------|------------------------|-------------------------|
|  | Total                  | Less Than<br>One Year | One to<br>Three Years | Three to<br>Five Years | More Than<br>Five Years |
| Revolving credit facility, including interest <sup>(1)</sup> | \$122,354              | \$2,058               | \$4,104               | \$116,192              | \$—                     |
| Term loan, including interest <sup>(1)</sup>                 | 131,448                | 4,245                 | 127,203               | —                      | —                       |
| Other mortgage loans, including interest                     | 662,454                | 121,320               | 88,074                | 175,414                | 277,646                 |

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|                              |             |           |           |           |           |
|------------------------------|-------------|-----------|-----------|-----------|-----------|
| Corporate office lease       | 470         | 231       | 239       | —         | —         |
| Ground leases <sup>(2)</sup> | 213,218     | 4,021     | 8,129     | 8,129     | 192,939   |
|                              | \$1,129,944 | \$131,875 | \$227,749 | \$299,735 | \$470,585 |

Assumes no additional borrowings and interest payments are based on the interest rate in effect at September 30, (1)2015. Also assumes that no extension options are exercised. See the notes to our interim consolidated financial statements for additional information relating to our revolving credit facility and term loan.

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- The ground leases for the Hyatt Regency Mission Bay Spa and Marina and the JW Marriott San Francisco Union Square provide for the greater of base or percentage rent, subject to potential increases over the term of the leases.
- (2) Amounts assume only base rent for all periods presented and do not assume any adjustments for potential increases.

### Inflation

Operators of hotels, in general, possess the ability to adjust room rates daily to reflect the effects of inflation. However, competitive pressures may limit the ability of our management companies to raise room rates.

### Seasonality

Demand in the lodging industry is affected by recurring seasonal patterns. For non-resort properties, demand is generally lower in the winter months due to decreased travel and higher in the spring and summer months during the peak travel season. For resort properties, demand is generally higher in the winter months. We expect that our operations will generally reflect non-resort seasonality patterns. Accordingly, 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, expected to be greatly influenced by overall economic cycles.

### Critical Accounting Policies

Our interim consolidated financial statements have been prepared in conformity with GAAP, which requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our interim consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. While we do not believe the reported amounts would be materially different, application of these policies involves the exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. We evaluate our estimates and judgments on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances. All of our critical accounting policies are disclosed in our Form 10-K for the year ended December 31, 2014.

### Recent Accounting Pronouncements

See Note 2, "Summary of Significant Accounting Policies," to our interim consolidated financial statements for additional information relating to recent accounting pronouncements.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

We earn interest income primarily from cash and cash equivalent balances. Based on our cash and cash equivalents as of September 30, 2015, if interest rates increase or decrease by 1.00%, our interest income will increase or decrease by approximately \$0.5 million annually.

Amounts borrowed under our revolving credit facility currently bear interest at variable rates based on LIBOR plus 1.55% - 2.30% (the spread over LIBOR based on our consolidated leverage ratio). If prevailing LIBOR on any outstanding borrowings under our revolving credit facility were to increase or decrease by 1.00%, the increase or decrease in interest expense on our debt would increase or decrease future earnings and cash flows by approximately \$1.2 million annually, assuming that the amount outstanding under our revolving credit facility was to remain at \$115.0 million, the balance at September 30, 2015.

### Item 4. Controls and Procedures

The Chief Executive Officer and Chief Financial Officer of the Trust have evaluated the effectiveness of the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as required by paragraph (b) of Rules 13a-15 and 15d-15 under the Exchange Act, and have concluded that as of the end of the period covered by this report, the Trust's disclosure controls and procedures were effective at a reasonable assurance level.

There was no change in the Trust's internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act during the Trust's most recent fiscal quarter that materially affected, or is reasonably likely to materially affect, the Trust's internal control over financial reporting.

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PART II

Item 1. Legal Proceedings

We are not involved in any material litigation nor, to our knowledge, is any material litigation threatened against us.

Item 1A. Risk Factors

There have been no material changes from the risk factors disclosed under the caption "Risk Factors" in the Trust's Form 10-K for the year ended December 31, 2014.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The following exhibits are filed as part of this Form 10-Q:

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 3.2            | Amended and Restated Bylaws, as amended through September 17, 2015 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on September 17, 2015) |
| 31.1           | Rule 13a-14(a)/15d-14(a) Certification of President and Chief Executive Officer  |
| 31.2           | Rule 13a-14(a)/15d-14(a) Certification of Executive Vice President and Chief Financial Officer   |
| 32.1           | Section 1350 Certification of President and Chief Executive Officer  |
| 32.2           | Section 1350 Certification of Executive Vice President and Chief Financial Officer   |
| 101.INS XBRL   | Instance Document  |
| 101.SCH XBRL   | Taxonomy Extension Schema Document   |
| 101.CAL XBRL   | Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF XBRL   | Taxonomy Extension Definition Linkbase Document  |
| 101.LAB XBRL   | Taxonomy Extension Label Linkbase Document   |
| 101.PRE XBRL   | Taxonomy Extension Presentation Linkbase Document  |





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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CHESAPEAKE LODGING TRUST

Date: November 2, 2015

By: /S/ DOUGLAS W. VICARI  
Douglas W. Vicari  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)

/S/ GRAHAM J. WOOTTEN  
Graham J. Wootten  
Senior Vice President and Chief Accounting Officer  
(Principal Accounting Officer)