RLJ Lodging Trust
Form 10-Q
August 08, 2012
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# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

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# FORM 10-Q

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

**For the quarterly period ended June 30, 2012**

**OR**

**o** **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 001-35169**

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# RLJ LODGING TRUST

(Exact Name of Registrant as Specified in Its Charter)

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| **Maryland** | **27-4706509** |
|---|---|
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |

| **3 Bethesda Metro Center, Suite 1000**<br>**Bethesda, Maryland** | **20814** |
|---|---|
| (Address of Principal Executive Offices) | (Zip Code) |

**(301) 280-7777**

(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. x Yes o 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). x Yes o 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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

| Large accelerated filer o | Accelerated filer o |
|---|---|
| Non-accelerated filer x<br>(do not check if a smaller reporting company) | Smaller reporting company o |

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

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

As of August 2, 2012, 106,634,076 common shares of beneficial interest of the Registrant, $0.01 par value per share, were outstanding.

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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements.**

**RLJ Lodging Trust**

**Combined Consolidated Balance Sheets**

**(Amounts in thousands, except share and per share data)**

| | June 30, 2012 (unaudited) | December 31, 2011 |
|---|---|---|
| **Assets** | | |
| Investment in hotel properties, net | $ 3,016,334 | $ 2,820,457 |
| Investment in loans | 12,531 | 12,633 |
| Cash and cash equivalents | 155,595 | 310,231 |
| Restricted cash reserves | 82,085 | 87,288 |
| Hotel receivables, net of allowance of $240 and $150, respectively | 29,288 | 20,081 |
| Deferred financing costs, net | 9,327 | 9,639 |
| Deferred income tax asset | 1,626 | 1,369 |
| Prepaid expense and other assets | 34,046 | 28,320 |
| **Total assets** | **$ 3,340,832** | **$ 3,290,018** |
| **Liabilities and Equity** | | |
| Borrowings under credit facility | $ 85,000 | $ |
| Mortgage loans | 1,335,186 | 1,341,735 |
| Interest rate swap liability | 1,421 | 1,796 |
| Accounts payable and accrued expense | 73,892 | 86,213 |
| Deferred income tax liability | 3,292 | 3,314 |
| Advance deposits and deferred revenue | 8,782 | 4,781 |
| Accrued interest | 2,343 | 2,115 |
| Distributions payable | 17,742 | 16,076 |
| **Total liabilities** | **1,527,658** | **1,456,030** |
| | | |
| Commitments and Contingencies (Note 8) | | |
| | | |
| **Equity** | | |
| Shareholders equity: | | |
| Preferred shares of beneficial interest, $0.01 par value, 50,000,000 shares authorized; zero shares issued and outstanding at June 30, 2012 and December 31, 2011, respectively. | | |
| Common shares of beneficial interest, $0.01 par value, 450,000,000 shares authorized; 106,634,076 and 106,279,049 shares issued and outstanding at June 30, 2012 and December 31, 2011, respectively. | 1,067 | 1,063 |
| Additional paid-in-capital | 1,837,231 | 1,835,011 |
| Accumulated other comprehensive loss | (1,407) | (1,782) |
| Distributions in excess of net earnings | (41,803) | (18,960) |
| Total shareholders equity | 1,795,088 | 1,815,332 |
| | | |
| Noncontrolling interest | | |

| | | | | |
|---|---|---|---|---|
| Noncontrolling interest in joint venture | | 6,762 | | 7,170 |
| Noncontrolling interest in Operating Partnership | | 11,324 | | 11,486 |
| Total noncontrolling interest | | 18,086 | | 18,656 |
| **Total equity** | | **1,813,174** | | **1,833,988** |
| **Total liabilities and equity** | **$** | **3,340,832** | **$** | **3,290,018** |

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

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**RLJ Lodging Trust**

**Combined Consolidated Statements of Operations and Comprehensive Income (Loss)**

**(Amounts in thousands, except share and per share data)**

*(unaudited)*

| | For the three months ended June 30, | | For the six months ended June 30, | |
|---|---|---|---|---|
| | **2012** | **2011** | **2012** | **2011** |
| **Revenue** | | | | |
| Hotel operating revenue | | | | |
| Room revenue | $ 194,842 | $ 177,903 | $ 353,421 | $ 322,628 |
| Food and beverage revenue | 22,403 | 21,254 | 41,908 | 40,167 |
| Other operating department revenue | 6,012 | 5,114 | 11,121 | 9,645 |
| **Total revenue** | **223,257** | **204,271** | **406,450** | **372,440** |
| **Expense** | | | | |
| Hotel operating expense | | | | |
| Room | 40,967 | 38,133 | 77,897 | 71,741 |
| Food and beverage | 15,508 | 14,870 | 29,948 | 28,289 |
| Management fees | 7,638 | 6,985 | 13,942 | 12,764 |
| Other hotel expenses | 65,156 | 58,897 | 123,714 | 113,184 |
| Total hotel operating expense | 129,269 | 118,885 | 245,501 | 225,978 |
| Depreciation and amortization | 31,454 | 30,702 | 65,151 | 62,453 |
| Property tax, insurance and other | 12,474 | 12,068 | 25,108 | 23,488 |
| General and administrative | 7,481 | 6,165 | 14,741 | 11,175 |
| Transaction and pursuit costs | 2,795 | 634 | 2,814 | 3,332 |
| IPO costs | | 10,244 | | 10,244 |
| Total operating expense | 183,473 | 178,698 | 353,315 | 336,670 |
| Operating income | 39,784 | 25,573 | 53,135 | 35,770 |
| Other income | 106 | 69 | 190 | 224 |
| Interest income | 418 | 357 | 837 | 840 |
| Interest expense | (20,374) | (27,894) | (40,555) | (53,752) |
| Loss on disposal | (634) | | (634) | |
| Income (loss) from continuing operations before income taxes | 19,300 | (1,895) | 12,973 | (16,918) |
| Income tax expense | (281) | (407) | (875) | (688) |
| Income (loss) from continuing operations | 19,019 | (2,302) | 12,098 | (17,606) |
| Loss from discontinued operations | | (159) | | (1,131) |
| Net income (loss) | 19,019 | (2,461) | 12,098 | (18,737) |
| Net (income) loss attributable to non-controlling interests | | | | |
| Noncontrolling interest in joint venture | 38 | (83) | 408 | 77 |
| Noncontrolling interest in common units of Operating Partnership | (172) | 21 | (134) | 21 |
| Net income (loss) attributable to the Company | 18,885 | (2,523) | 12,372 | (18,639) |
| Distributions to preferred unitholders | | (45) | | (61) |
| Net income (loss) attributable to common shareholders | $ 18,885 | $ (2,568) | $ 12,372 | $ (18,700) |
| **Basic per common share data:** | | | | |
| Net income (loss) per share attributable to common shareholders before discontinued operations | $ 0.18 | $ (0.03) | $ 0.11 | $ (0.22) |
| Discontinued operations | | | | (0.01) |

| | | | | |
|---|---|---|---|---|
| Net income (loss) per share attributable to common shareholders | $ 0.18 | $ (0.03) | $ 0.11 | $ (0.23) |
| Weighted-average number of common shares | 105,388,743 | 88,767,570 | 105,360,778 | 81,228,975 |
| **Diluted per common share data:** | | | | |
| Net income (loss) per share attributable to common shareholders before discontinued operations | $ 0.18 | $ (0.03) | $ 0.11 | $ (0.22) |
| Discontinued operations | | | | (0.01) |
| Net income (loss) per share attributable to common shareholders | $ 0.18 | $ (0.03) | $ 0.11 | $ (0.23) |
| Weighted-average number of common shares | 105,454,679 | 88,767,570 | 105,414,876 | 81,228,975 |
| **Comprehensive income (loss)** | | | | |
| Net income (loss) attributable to the Company | $ 18,885 | $ (2,523) | $ 12,372 | $ (18,639) |
| Unrealized gain (loss) on interest rate derivatives | 381 | (384) | 375 | 812 |
| Comprehensive income (loss) attributable to the Company | $ 19,266 | $ (2,907) | $ 12,747 | $ (17,827) |

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

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**RLJ Lodging Trust**

**Combined Consolidated Statement of Changes in Equity**

**(Amounts in thousands, except share data)**

*(unaudited)*

| | Shareholders Equity | | | | | Noncontrolling Interests | | |
|---|---|---|---|---|---|---|---|---|
| | Common Stock | | | | Accumulated Other | | | |
| | Shares | Par Value | Additional Paid-in-Capital | Distributions in excess of net earnings | Comprehensive Loss | Operating Partnership | Consolidated Joint Venture | Total Noncontrolling Interests | Total Equity |
| **Balance at December 31, 2011** | **106,279,049** | **$ 1,063** | **$ 1,835,011** | **$ (18,960)** | **$ (1,782)** | **$ 11,486** | **$ 7,170** | **$ 18,656** | **$ 1,833,988** |
| Net income | | | | 12,372 | | 134 | (408) | (274) | 12,098 |
| Unrealized gain on interest rate derivative | | | | | 375 | | | | 375 |
| Issuance of restricted stock | 436,646 | 4 | (4) | | | | | | |
| Amortization of share based compensation | | | 3,213 | | | | | | 3,213 |
| Share grants to trustees | 4,352 | | 80 | | | | | | 80 |
| Shares acquired to satisfy minimum required federal and state tax withholding on vesting restricted stock | (59,465) | | (1,069) | | | | | | (1,069) |
| Forfeiture of restricted stock | (26,506) | | | | | | | | |
| Distributions on common shares and units | | | | (35,215) | | (296) | | (296) | (35,511) |
| **Balance at June 30, 2012** | **106,634,076** | **$ 1,067** | **$ 1,837,231** | **$ (41,803)** | **$ (1,407)** | **$ 11,324** | **$ 6,762** | **$ 18,086** | **$ 1,813,174** |

| | Partners Capital | | | | Members Capital | | Preferred Units | | Shareholders Equity | | | | | Noncontrolling Interests | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Fund II | | Fund III | | | | | | Common Stock | | | | Accumulated | | | |
| | General Partner | Limited Partners | General Partner | Limited Partners | Class A | Class B | Fund II | Fund III | Shares | Par Value | Additional Paid-in-Capital | Distributions in excess of net earnings | Other Comprehensive Loss | Consolidated Operating Partnership | Consolidated Joint Venture | Total Noncontrolling Interests |
| **Balance at December 31, 2010** | **$ (13,409)** | **$ 433,013** | **$ (23,328)** | **$ 811,918** | **$ 6,592** | **$ 4,751** | **$ 189** | **$ 190** | | **$** | **$** | **$** | **$ (3,806)** | **$** | **$ 7,623** | **$ 7,623** |
| Net loss | (7) | (9,444) | | (234) | (256) | (85) | | | | | | (8,613) | | (21) | (77) | (98) |
| Unrealized gain on interest rate derivatives | | | | | | | | | | | | | 812 | | | |
| Partners contributions | 4,258 | 3,291 | 5,031 | 114,141 | | | | | | | | | | | | |
| Partners distributions | (3,230) | (4,876) | (3,798) | (4,392) | | | | | | | | | | | | |
| Members distributions | | | | | (2,666) | (596) | | | | | | | | | | |

| | | | | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Proceeds from sale of common stock, net | | | | | | | | | 31,595,000 | 316 | 529,173 | | | | |
| Issuance of restricted stock | | | | | | | | | 1,120,830 | 11 | (11) | | | | |
| Amortization of share based compensation | | | | | | | | | | | 639 | | | | |
| Share grants to trustees | | | | | | | | | 2,302 | | 40 | | | | |
| Exchange of owners equity for common stock and units | 12,388 | (421,960) | 22,095 | (921,396) | (3,670) | (4,070) | 61 | 60 | 73,605,951 | 736 | 1,304,343 | | 11,413 | | 11,413 |
| Distributions to JV partner | | | | | | | | | | | | | | (500) | (500) |
| Distributions to preferred unitholders | | (24) | | (37) | | | | | | | | | | | |
| Redemption of preferred units | | | | | | | (250) | (250) | | | | | | | |
| Distributions on common shares and units | | | | | | | | | | | | (8,505) | (72) | | (72) |
| | | | | | | | | | | | | | | | |
| **Balance at June 30, 2011** | **$** | **$** | **$** | **$** | **$** | **$** | **$** | **$** | **106,324,083** | **$ 1,063** | **$ 1,834,184** | **$ (17,118)** | **$ (2,994)** | **$ 11,320** | **$ 7,046** | **$ 18,366** |

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

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**RLJ Lodging Trust**

**Combined Consolidated Statements of Cash Flows**

**(Amounts in thousands)**

*(unaudited)*

| | For the six months ended June 30, 2012 | 2011 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net income (loss) | $ 12,098 | $ (18,737) |
| Adjustments to reconcile net income (loss) to cash flow provided by operating activities: | | |
| Depreciation and amortization | 65,151 | 64,386 |
| Amortization of deferred financing costs | 2,062 | 3,657 |
| Amortization of deferred management fees | 500 | 500 |
| Loss on disposal | 634 | |
| Share grants to trustees | 80 | 40 |
| Amortization of share based compensation | 3,213 | 639 |
| Deferred income taxes | (279) | |
| Changes in assets and liabilities: | | |
| Hotel receivables, net | (9,136) | (7,233) |
| Prepaid expense and other assets | (5,629) | (445) |
| Accounts payable and accrued expense | (14,566) | 9,237 |
| Advance deposits and deferred revenue | 3,838 | 986 |
| Accrued interest | 228 | (401) |
| Net cash flow provided by operating activities | 58,194 | 52,629 |
| **Cash flows from investing activities:** | | |
| Acquisition of hotel properties, net of cash acquired | (182,690) | (194,830) |
| Proceeds from principal payments on investment in loans | 102 | 108 |
| Improvements and additions to hotel properties | (76,991) | (26,331) |
| Additions to property and equipment | (241) | (73) |
| Releases from (funding of) restricted cash reserves, net | 5,203 | (24,772) |
| Net cash flow used in investing activities | (254,617) | (245,898) |
| **Cash flows from financing activities:** | | |
| Borrowings under credit facility | 85,000 | |
| Proceeds from term loan | | 140,000 |
| Proceeds from mortgage loans | 85,000 | |
| Payment of mortgage principal | (91,549) | (483,197) |
| Payment of members distributions | | (3,262) |
| Proceeds from partners contributions | | 126,721 |
| Payment of partners distributions | | (16,296) |
| Distribution to preferred unitholders | | (500) |
| Proceeds from issuance of common shares | | 568,700 |
| Payment of offering costs | | (39,211) |
| Distributions to noncontrolling interest | | (500) |
| Repurchase of common shares | (1,069) | |
| Distributions on common shares | (33,563) | |
| Distributions on OP units | (282) | |
| Payment of preferred unitholder distributions | | (61) |
| Payment of deferred financing costs | (1,750) | (4,020) |
| Net cash flow provided by financing activities | 41,787 | 288,374 |
| Net change in cash and cash equivalents | (154,636) | 95,105 |

| | | | | |
|---|---|---|---|---|
| Cash and cash equivalents, beginning of period | | 310,231 | | 267,454 |
| **Cash and cash equivalents, end of period** | **$** | **155,595** | **$** | **362,559** |

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

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**RLJ Lodging Trust**

**Notes to the Combined Consolidated Financial Statements**

*(unaudited)*

## 1. Organization

RLJ Lodging Trust (the Company ) was formed as a Maryland real estate investment trust ( REIT ) on January 31, 2011. The Company is a self-advised and self-administered REIT that invests primarily in premium-branded, focused-service and compact full-service hotels. The Company completed the initial public offering of its common shares of beneficial interest (the IPO ) on May 16, 2011. The IPO resulted in the sale of 27,500,000 common shares at a price per share of $18.00 and generated gross proceeds of $495.0 million. The aggregate proceeds to the Company, net of underwriters discounts in connection with the IPO, were approximately $464.1 million. On June 3, 2011, the Company issued and sold an additional 4,095,000 common shares at a price per share of $18.00 upon exercise of the underwriters overallotment option (the Overallotment ), generating gross proceeds of approximately $73.7 million. The Company received aggregate proceeds, net of underwriters discounts, in connection with the Overallotment of approximately $69.1 million. Subsequent to the IPO, the Company contributed the net proceeds from the IPO, including proceeds received from the Overallotment, to the Company s operating partnership, RLJ Lodging Trust, L.P. (the Operating Partnership ), which was formed as a Delaware limited partnership on January 31, 2011, in exchange for units of limited partnership interest in the Operating Partnership ( OP units ). The Operating Partnership holds substantially all of the Company s assets and conducts substantially all of its business. Upon completion of the IPO, the Company owned approximately 99.1% of the aggregate OP units. The Company intends to elect and qualify to be taxed as a REIT, for U.S. federal income tax purposes, commencing with the portion of its taxable year ending December 31, 2011.

Upon completion of the IPO and related formation transactions, the Company succeeded to the operations and hotel investment and ownership platform of RLJ Development, LLC ( RLJ Development ), and the lodging assets of RLJ Lodging Fund II, L.P. (and its parallel fund) ( Fund II ) and RLJ Real Estate Fund III, L.P. (and its parallel fund) ( Fund III ), which collectively comprise the Company s predecessor (the RLJ Predecessor ). Accordingly, the RLJ Predecessor was not a separate legal entity. RLJ Development, Fund II and Fund III were entities under the common control of Robert L. Johnson, the Company s Executive Chairman, and were formed for the purpose of acquiring and operating hotel properties. Upon completion of the IPO and formation transactions, all of the existing investors in RLJ Development, Fund II and Fund III received common shares or OP units, as applicable, as consideration for their respective interests in RLJ Development, Fund II and Fund III, and as a result became equity owners of the Company and/or the Operating Partnership, as applicable.

Due to the timing of the IPO and the formation transactions, the Company s results of operations for the three and six months ended June 30, 2011 reflect the combined financial condition and results of operations of the RLJ Predecessor together with the Company. The financial condition as of December 31, 2011 and June 30, 2012 and results of operations for the three and six months ended June 30, 2012 reflect solely the Company.

Substantially all of the Company s assets are held by, and all of its operations are conducted through, the Operating Partnership. The Company is the sole general partner of the Operating Partnership. As of June 30, 2012, there were 107,528,076 OP units outstanding and the Company owned, through a combination of direct and indirect interests, 99.2% of the outstanding OP units.

As of June 30, 2012, the Company owned interests in 144 hotels with 21,342 rooms located in 20 states and the District of Columbia, interests in land parcels located adjacent to certain hotels and an interest in two mortgage loans secured by hotels. The Company, through wholly-owned subsidiaries, owned a 100% interest in all of its assets, with the exception of the Doubletree Metropolitan Hotel New York City, in which the Company, through wholly-owned subsidiaries, owned a 95% interest in a joint venture, DBT Met Hotel Venture, LP, which was formed to engage in hotel operations related to the Doubletree Metropolitan hotel. An independent hotel operator manages each hotel.

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**2. Summary of Significant Accounting Policies**

***Basis of Presentation and Principles of Consolidation***

The accompanying unaudited interim combined consolidated financial statements and related notes have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ( GAAP) and in conformity with the rules and regulations of the SEC applicable to interim financial information. As such, certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been omitted in accordance with the rules and regulations of the SEC. The accompanying unaudited interim financial statements include adjustments based on management s estimates (consisting of normal recurring adjustments), which the Company considers necessary for the fair statement of the combined consolidated balance sheets, statements of operations and comprehensive loss, statements of changes in equity and statements of cash flows for the interim periods presented. The unaudited interim combined consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto as of and for the year ended December 31, 2011, included in our Annual Report on Form 10-K filed with the SEC on March 8, 2012. Operating results for the three and six months ended June 30, 2012 are not necessarily indicative of actual operating results for the entire year.

The unaudited interim combined consolidated financial statements include the accounts of the Company, the Operating Partnership and its wholly-owned subsidiaries, including a joint venture. All significant intercompany balances have been eliminated in consolidation.

The unaudited interim combined consolidated financial statements of RLJ Lodging Trust for the periods prior to the IPO include the accounts of Fund II, Fund III, and RLJ Development and their respective wholly-owned subsidiaries. All significant intercompany balances have been eliminated in consolidation. RLJ Development, Fund II and Fund III were entities under the common control of Robert L. Johnson and were formed for the purpose of acquiring and operating hotel properties. As part of the IPO and related formation transactions, the Company acquired certain of the assets of RLJ Development, including employees, furniture, fixtures and equipment ( FF&E ) and leases, which represented substantially all of RLJ Development s business. Since these three entities were under common control and the Company succeeded to their operations and businesses, the combined entities of Fund II, Fund III and RLJ Development, for the periods prior to the IPO, are presented as the RLJ Predecessor and referred to as the Company.

***Reporting Periods***

As of June 30, 2012, the Company owned five hotels that are managed by affiliates of Marriott International ( Marriott ). The Company s hotels managed by Marriott are accounted for on a fiscal year comprised of 52 or 53 weeks ending on the Friday closest to December 31. The Company s results for the three and six months ended June 30, 2012 and 2011 include the results of operations for the Company s Marriott-managed hotels for the 24-week periods ending June 15, 2012 and June 17, 2011, respectively.

***Use of Estimates***

The preparation of the Company s financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities and the amounts of contingent assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

***Reclassifications***

Certain prior year amounts in these financial statements have been reclassified to conform to the current year presentation with no impact to net income, owners equity or cash flows.

***Revenue Recognition***

The Company s revenue comprises hotel operating revenue, such as room revenue, food and beverage revenue and revenue from other hotel operating departments (such as telephone, parking and business centers). These revenues are recorded net of any sales and occupancy taxes collected from guests. All rebates or discounts are recorded as a reduction in revenue, and there are no material contingent obligations with respect to rebates and discounts offered by the hotels. All revenues are recorded on an accrual basis as earned. Appropriate allowances are made for doubtful accounts and are recorded as bad debt expense. The allowances are calculated as a percentage of aged accounts receivable, based on individual hotel management company policy. Cash received prior to guest arrival is recorded as an advance from the guest and recognized as revenue at the time of occupancy.

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Incentive payments received pursuant to entry into management agreements are deferred and amortized into income over the life of the respective agreements. In May 2012, the Company received an incentive payment of $4.0 million related to purchasing a hotel and entering into a franchise agreement, which will be recognized over the remaining term of the franchise agreement. As of June 30, 2012, there is approximately $4.0 million remaining to be recognized.

***Investment in Hotel Properties***

Hotel acquisitions consist almost exclusively of land, land improvements, buildings, building improvements, furniture, fixtures and equipment and inventory. The Company records the purchase price among these asset classes based on their respective fair values. When the Company acquires properties, they are acquired for use. Generally, the Company does not acquire any significant in-place leases or other intangible assets (e.g., management agreements, franchise agreements or trademarks) when hotels are acquired. The only intangible assets acquired through June 30, 2012 consisted of favorable lease agreements and miscellaneous operating agreements, which are short-term in nature. In conjunction with the acquisition of a hotel, the Company typically negotiates new franchise and management agreements with the selected brand and manager.

The Company s investments in hotels are carried at cost and are depreciated using the straight-line method over estimated useful lives of 15 years for land improvements, 15 years for building improvements, 40 years for buildings and three to five years for furniture, fixtures and equipment. Intangible assets arising from favorable or unfavorable leases are amortized using the straight-line method over the non-cancelable portion of the term of the agreement. Maintenance and repairs are expensed and major renewals or improvements are capitalized. Upon the sale or disposition of a fixed asset, the asset and related accumulated depreciation are removed from the accounts and the related gain or loss is included in discontinued operations.

The Company considers each individual hotel to be an identifiable component of the business. In accordance with the guidance on impairment or disposal of long-lived assets, the Company does not consider a hotel as held for sale until it is probable that the sale will be completed within one year and the other requisite criteria for such classification have been met. Once a hotel is designated as held for sale the operations for that hotel are included in discontinued operations. The Company does not depreciate hotel assets so long as they are classified as held for sale. Upon designation of a hotel as being held for sale and quarterly thereafter, the Company reviews the realizability of the carrying value, less cost to sell, in accordance with the guidance. Any such adjustment in the carrying value of a hotel classified as held for sale is reflected in discontinued operations. The Company includes in discontinued operations the operating results of those hotels that are classified as held for sale.

The Company assesses the carrying values of each hotel whenever events or changes in circumstances indicate that the carrying amounts of these hotels may not be fully recoverable. Recoverability of the hotel is measured by comparison of the carrying amount of the hotel to the estimated future undiscounted cash flows which take into account current market conditions and the Company s intent with respect to holding or disposing of the hotel. If the Company s analysis indicates that the carrying value of the hotel is not recoverable on an undiscounted cash flow basis, it recognizes an impairment charge for the amount by which the carrying value exceeds the fair value of the hotel. Fair value is determined through various valuation techniques, including internally developed discounted cash flow models, comparable market transactions and third party appraisals, where considered necessary.

The use of projected future cash flows is based on assumptions that are consistent with a market participant s future expectations for the travel industry and economy in general and the Company s plans to manage the underlying hotels. However, assumptions and estimates about future cash flows and capitalization rates are complex and subjective. Changes in economic and operating conditions and the Company s ultimate

investment intent that occur subsequent to a current impairment analysis could impact these assumptions and result in future impairment charges of the hotels.

***Franchise Agreements***

As of June 30, 2012, 139 of the Company s hotel properties are operated under franchise agreements with terms ranging from 10 to 30 years. The franchise agreements for these hotels allow the properties to operate under the respective brands. Pursuant to the franchise agreements, the Company pays a royalty fee, generally between 3.0% and 6.0% of room revenue, plus additional fees for marketing, central reservation systems and other franchisor costs that amount to between 1.0% and 4.3% of room revenue. Certain hotels are also charged a royalty fee of between 1.0% and 3.0% of food and beverage revenues. Franchise fees are included in other hotel expenses in the accompanying unaudited interim combined consolidated financial statements.

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***Earnings Per Share***

Basic earnings per share is calculated by dividing net income by the weighted-average number of common shares outstanding during the period excluding the weighted average number of unvested restricted shares ( participating securities as defined in Note 10). The basic earnings per share calculation includes the effect of such participating securities. Diluted earnings per share is calculated by dividing net income by the weighted-average number of common shares outstanding during the period plus other potentially dilutive securities such as stock grants or shares that would be issued in the event of conversion of OP units. No adjustment is made for shares that are anti-dilutive during a period.

***Share Based Compensation***

From time to time, the Company may award non-vested shares under the 2011 Equity Incentive Plan (the 2011 Plan ), as compensation to officers, employees and non-employee trustees (see Note 9). The shares issued to officers and employees vest over a period of time as determined by the Board of Trustees at the date of grant. The Company recognizes compensation expense for non-vested shares on a straight-line basis over the vesting period based upon the fair market value of the shares on the date of grant, adjusted for forfeitures.

***Recent Accounting Pronouncements***

*Recently Adopted*

In May 2011, the FASB issued ASU No. 2011-04, Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure requirements in U.S.GAAP and IFRSs ( ASU 2011-04 ). ASU 2011-04 provides new guidance concerning fair value measurements and disclosure. The new guidance is the result of joint efforts by the FASB and the International Accounting Standards Board ( IASB ) to develop a single, converged fair value framework on how to measure fair value and the necessary disclosures concerning fair value measurements. The guidance is to be applied prospectively and is effective for interim and annual periods beginning after December 15, 2011. Early adoption is not permitted. This ASU did not have a material effect on the Company s financial position, results of operations, or cash flows.

In June 2011, the FASB issued ASU No. 2011-05, Comprehensive Income (Topic 220): Presentation of Comprehensive Income ( ASU 2011-05 ). ASU 2011-05 revised guidance over the manner in which entities present comprehensive income in the financial statements. This guidance removes the previous presentation options and provides that entities must report comprehensive income in either a continuous statement of comprehensive income or two separate but consecutive statements. This guidance does not change the items that must be reported in other comprehensive income nor does it require incremental disclosures in addition to those previously required. The guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. This ASU did not have a material effect on the Company s financial position, results of operations, or cash flows.

*Recently Issued But Not Yet Adopted*

In December 2011, the FASB issued ASU No. 2011-10, *Property, Plant, and Equipment (Topic 360): Derecognition of in Substance Real Estate-a Scope Clarification* ( ASU No. 2011-10 ). ASU No. 2011-10 represents the consensus reached in EITF Issue No. 10-E, Derecognition of in Substance Real Estate. The objective of this ASU is to resolve the diversity in practice about whether the guidance in *FASB Accounting Standards Codification*TM (Codification) Subtopic 360-20, Property, Plant, and Equipment Real Estate Sales, of Codification Topic 360, *Property, Plant, and Equipment,* applies to a parent that ceases to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary s nonrecourse debt.

ASU 2011-10 provides that when a parent (reporting entity) ceases to have a controlling financial interest in a subsidiary that is in substance real estate as a result of default on the subsidiary s nonrecourse debt, the reporting entity should apply the guidance in Codification Subtopic 360-20 to determine whether it should derecognize the in substance real estate. Generally, a reporting entity would not satisfy the requirements to derecognize the in substance real estate before the legal transfer of the real estate to the lender and the extinguishment of the related nonrecourse indebtedness. That is, even if the reporting entity ceases to have a controlling financial interest under Subtopic 810-10, the reporting entity would continue to include the real estate, debt, and the results of the subsidiary s operations in its consolidated financial statements until legal title to the real estate is transferred to legally satisfy the debt.

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This guidance should be applied on a prospective basis to deconsolidation events occurring after the effective date; with prior periods not adjusted even if the reporting entity has continuing involvement with previously derecognized in substance real estate entities. The guidance is effective for fiscal years, and interim periods within those years, beginning on or after June 15, 2012. The Company does not expect this ASU to have a material effect on the Company s financial position, results of operations, or cash flows.

**3. Acquisition of Hotel Properties**

During the six months ended June 30, 2012, the Company acquired the following hotels, which were funded through a combination of cash available on the Company s balance sheet and borrowings under its credit facility:

| Hotel | Location | Acquisition Date | Management Company | Rooms | Purchase Price | % Interest |
|---|---|---|---|---|---|---|
| Residence Inn Bethesda | Bethesda, MD | May 29, 2012 | Marriott International | 187 | $ 64.5 million | 100% |
| Courtyard New York Manhattan/Upper East Side | New York, NY | May 30, 2012 | Highgate Hotels | 226 | 82.0 million | 100% |
| Hilton Garden Inn San Francisco/Oakland Bay Bridge | Emeryville, CA | June 11, 2012 | Davidson Hotels & Resorts | 278 | 36.2 million | 100% |
| | | | | 691 | $ 182.7 million | |

During the six months ended June 30, 2011, the Company, through wholly-owned subsidiaries, acquired the following hotels, which were funded by capital contributions:

| Hotel | Location | Acquisition Date | Management Company | Rooms | Purchase Price | % Interest |
|---|---|---|---|---|---|---|
| Embassy Suites Columbus | Columbus, OH | January 11, 2011 | Crescent Hotels and Resorts | 221 | $ 9.5 million | 100% |
| Renaissance Pittsburgh Hotel | Pittsburgh, PA | January 12, 2011 | Sage Hospitality | 300 | 47.1 million | 100% |
| Courtyard Atlanta Buckhead | Atlanta, GA | January 18, 2011 | Noble | 181 | 27.0 million | 100% |
| Doubletree Hotel Columbia | Columbia, MD | January 18, 2011 | Urgo Hotels | 152 | 10.5 million | 100% |
| Denver Airport Marriott at Gateway Park | Denver, CO | January 18, 2011 | Sage Hospitality | 238 | 46.0 million | 100% |
| Embassy Suites West Palm Beach-Central | West Palm Beach, FL | January 18, 2011 | Windsor Capital Group | 194 | 16.0 million | 100% |
| Hilton Garden Inn Raleigh Durham-Research Triangle Park | Durham, NC | January 24, 2011 | Noble Management Group | 177 | 7.0 million | 100% |
| Hilton Garden Inn Pittsburgh University Place | Pittsburgh, PA | January 24, 2011 | Urgo Hotels | 202 | 21.2 million | 100% |
| Hampton Inn Houston-Near the Galleria | Houston, TX | March 14, 2011 | Interstate Hotels and Resorts | 176 | 20.3 million | 100% |
| | | | | 1,841 | $ 204.6 million | |

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The allocation of purchase price for the hotel properties acquired was as follows (in thousands):

| | June 30, 2012 | June 30, 2011 |
|---|---|---|
| Land and land improvements | $ 40,711 | $ 29,131 |
| Buildings and improvements | 135,727 | 155,995 |
| Furniture, fixtures and equipment | 6,220 | 21,900 |
| Deferred tax liabilities assumed | | (2,438) |
| **Total Purchase Price** | **$ 182,658** | **$ 204,588** |

There were no contingent consideration arrangements associated with these acquisitions nor was any goodwill recognized. See Note 14 for detail of non-cash prorations assumed at acquisition dates.

For the hotels acquired during the six months ended June 30, 2012 and 2011, respectively, total revenues and net income (loss) from the date of acquisition through June 30, 2012 and 2011, respectively, are included in the accompanying combined consolidated statements of operations for the three and six months ended June 30, 2012 and 2011, respectively, as follows (in thousands):

| | 2012 acquisitions | | | |
|---|---|---|---|---|
| | For the three months ended June 30, | | For the six months ended June 30, | |
| | 2012 | 2011 | 2012 | 2011 |
| Revenue | $ 3,022 | $ | $ 3,022 | $ |
| Net loss | $ (2,413) | $ | $ (2,413) | $ |

| | 2011 acquisitions | | | |
|---|---|---|---|---|
| | For the three months ended June 30, | | For the six months ended June 30, | |
| | 2012 | 2011 | 2012 | 2011 |
| Revenue | $ 24,031 | $ 19,539 | $ 43,323 | $ 33,574 |
| Net income (loss) | $ 3,668 | $ 2,571 | $ 4,326 | $ (65) |

The unaudited condensed pro forma financial information excludes discontinued operations and is not necessarily indicative of what actual results of operations of the Company would have been assuming the 2012 and 2011 acquisitions had taken place on the latter of January 1, 2011 or the opening date of the hotel, nor does it purport to represent the results of operations for future periods. The unaudited condensed pro forma financial information in the table below excludes discontinued operations (in thousands):

| | For the three months ended June 30, | | For the six months ended June 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Revenue | $ 231,554 | $ 215,769 | $ 422,599 | $ 394,567 |
| Net income (loss) | $ 23,047 | $ (211) | $ 16,837 | $ (13,246) |
| Net income (loss) per share attributable to common shareholders - basic | $ 0.22 | $ (0.00) | $ 0.16 | $ (0.16) |
| Net income (loss) per share attributable to common shareholders - diluted | $ 0.22 | $ (0.00) | $ 0.16 | $ (0.16) |
| Weighted average number of shares outstanding - basic | 105,388,743 | 88,767,570 | 105,360,778 | 81,228,975 |

| | | | | |
|---|---|---|---|---|
| Weighted average number of shares outstanding - diluted | 105,454,679 | 88,767,570 | 105,414,876 | 81,228,975 |

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**4. Discontinued Operations**

In February 2010, Fund II received a notice of event of default for failure to make the required monthly payment on its mortgage loan secured by the New York LaGuardia Airport Marriott located in New York, NY. The mortgage loan matured in July 2010. In April 2011, Fund II escrowed an executed deed in lieu of foreclosure agreement for the benefit of the lenders. On August 5, 2011, the Company transferred title to the hotel to the lenders pursuant to the deed in lieu of foreclosure arrangement. The Company recorded a gain on extinguishment of indebtedness of approximately $23.5 million to discontinued operations in August 2011 and removed the hotel s net assets and liabilities from its combined consolidated balance sheet at that time.

Operating results of discontinued operations were as follows (in thousands):

| | For the three months ended June 30, 2011 | For the six months ended June 30, 2011 |
|---|---|---|
| Net revenues | $ 7,259 | $ 13,380 |
| Operating expenses | 7,212 | 14,099 |
| Operating income (loss) | 47 | (719) |
| Interest expense | (206) | (412) |
| Net loss from discontinued operations | $ (159) | $ (1,131) |

**5. Investment in Hotel Properties**

Investment in hotel properties as of June 30, 2012 and December 31, 2011 consisted of the following (in thousands):

| | June 30, 2012 | December 31, 2011 |
|---|---|---|
| Land and land improvements | $ 556,908 | $ 515,957 |
| Buildings and improvements | 2,572,749 | 2,392,669 |
| Furniture, fixtures and equipment | 409,169 | 375,561 |
| Intangibles | 1,857 | 1,857 |
| | 3,540,683 | 3,286,044 |
| Accumulated depreciation and amortization | (524,349) | (465,587) |
| **Investment in hotel properties, net** | **$ 3,016,334** | **$ 2,820,457** |

For the three and six months ended June 30, 2012, depreciation and amortization expense related to investment in hotel properties was approximately $31.3 million and $64.9 million (excluding discontinued operations), respectively. For the three and six months ended June 30, 2011, depreciation and amortization expense related to investment in hotel properties was approximately $30.5 million and $61.9 million (excluding discontinued operations), respectively.

*Impairment*

During each of the three and six months ended June 30, 2012 and 2011, the Company determined there was no impairment on its investment in hotels.

**6. Debt**

*Credit Facility*

The Company entered into an unsecured revolving credit facility on June 20, 2011 that provides for maximum borrowings of up to $300.0 million. The credit facility requires that a group of no less than 15 of the Company s hotel properties remain unencumbered by outstanding indebtedness. The credit facility contains certain financial covenants relating to the Company s maximum leverage ratio, minimum fixed charge coverage ratio, minimum tangible net worth and maximum secured indebtedness. If an event of default exists, under the terms of the credit facility, the Company is not permitted to make distributions to shareholders, other than those required to qualify for and maintain REIT status. As of June 30, 2012, the Company was in compliance with all financial covenants.

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The credit facility matures on June 20, 2014 and may be extended for an additional year at the Company s option. In addition, the Company has the option to increase the revolving loan commitment to $450.0 million, subject to certain conditions (including consent of the lenders). The Company incurred $3.0 million in fees related to the credit facility which are being deferred and amortized over the term of the credit facility. The computed amortization approximates the amount that would be computed using the effective interest method.

Borrowings under the credit facility bear interest at variable rates equal to the London InterBank Offered Rate ( LIBOR ) plus an applicable margin. The margin ranges from 2.25% to 3.25%, depending on the Company s leverage ratio, as calculated under the terms of the credit facility. The Company incurs an unused facility fee of between 0.30% and 0.40%, based on the amount by which the maximum borrowing amount exceeds the total principal balance of outstanding borrowings.

Under the terms of the credit facility, one or more standby letters of credit, up to a maximum aggregate outstanding balance of $30.0 million, may be issued on behalf of the Company by the lenders holding the credit facility. The Company will incur a fee of 0.125% of the value of each standby letter of credit that is issued on its behalf. Any outstanding standby letters of credit would reduce the available borrowings on the credit facility by a corresponding amount. No standby letters of credit were outstanding at June 30, 2012. The Company also may borrow up to a maximum aggregate outstanding balance of $40.0 million of swingline loans. Any outstanding swingline loans would reduce the available borrowings on the credit facility by a corresponding amount. No swingline loans were outstanding at June 30, 2012.

The Company incurred interest expense on the credit facility for the three and six months ended June 30, 2012 of approximately $0.6 million and $0.6 million, respectively. For the three and six months ended June 30, 2012, the Company incurred an unused commitment fee of approximately $0.2 million and $0.5 million, respectively. There were $85.0 million of borrowings outstanding at June 30, 2012.

The Company did not incur any interest expense on the credit facility for the three and six months ended June 30, 2011. For both the three and six months ended June 30, 2011, the Company incurred an unused commitment fee of approximately $37,000.

*RLJ Predecessor Credit Facility*

Fund III, through wholly-owned subsidiaries, maintained a credit facility that provided for maximum borrowings of up to $200.0 million. The credit facility was collateralized by Fund III s partners committed and uncalled capital and was guaranteed by Fund III. Borrowings under the credit facility bore interest at variable rates equal to the LIBOR plus a margin of 0.75%. The credit facility matured on January 31, 2011.

Fund III incurred no interest expense related to the credit facility for either the three or six months ended June 30, 2011. Additionally, there was an unused commitment fee of 0.15% of the unused portion of the credit facility. For both the three and six months ended June 30, 2011, Fund III incurred an unused commitment fee of approximately $12,000.

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*Mortgage Loans*

As of June 30, 2012 and December 31, 2011, the Company was subject to the following mortgage loans (in thousands):

| Lender | Number of Assets Encumbered | Interest rate at June 30, 2012 (1) | Maturity Date | Principal balance at, June 30, 2012 | Principal balance at, December 31, 2011 |
|---|---|---|---|---|---|
| Keybank | | | April 2012(2) | $ | $ 48,000 |
| State Street Bank | | | April 2012(2) | | 37,000 |
| Wells Fargo | 1 | 4.25%(3) | June 2013(4) | 60,000 | 60,000 |
| Wells Fargo | 1 | 5.50%(3) | Oct 2013(4) | 40,000 | 40,000 |
| Wells Fargo | 1 | 5.50%(3) | Oct 2013(4) | 31,000 | 31,000 |
| Wells Fargo (5) | 1 | 4.90%(6) | Dec 2013(4) | 150,000 | 150,000 |
| Blackstone (5) | | 10.75%(6) | Dec 2013(4) | 50,000 | 50,000 |
| Wells Fargo | 1 | 3.85%(3) | Oct 2014(4) | 68,500 | 68,500 |
| Wells Fargo | 1 | 3.85%(3) | Oct 2014(4) | 17,500 | 17,500 |
| Wells Fargo | 1 | 3.85%(3) | Oct 2014(4) | 21,000 | 21,000 |
| Wells Fargo | 1 | 3.85%(3) | Oct 2014(4) | 11,000 | 11,000 |
| Wells Fargo | 1 | 3.85%(3) | Oct 2014(4) | 24,000 | 24,000 |
| Capmark Financial Group | 1 | 6.12% | April 2015 | 4,265 | 4,327 |
| Capmark Financial Group | 1 | 5.55% | May 2015 | 11,478 | 11,656 |
| Capmark Financial Group | 1 | 5.50% | June2015 | 5,014 | 5,014 |
| Capmark Financial Group | 1 | 5.55% | June 2015 | 4,979 | 5,057 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 2,601 | 2,642 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 4,270 | 4,336 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 9,953 | 10,107 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 8,883 | 9,020 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 7,962 | 8,084 |
| Barclay s Bank | 1 | 5.60% | June 2015 | 5,520 | 5,603 |
| Barclay s Bank | 1 | 5.60% | June 2015 | 8,577 | 8,707 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 5,216 | 5,296 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 34,581 | 35,115 |
| Barclay s Bank | 1 | 5.60% | June 2015 | 6,568 | 6,669 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 5,853 | 5,943 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 6,726 | 6,830 |
| Barclay s Bank | 1 | 5.60% | June 2015 | 8,569 | 8,701 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 6,718 | 6,821 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 7,394 | 7,508 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 6,726 | 6,830 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 7,678 | 7,796 |
| Barclay s Bank | 1 | 5.55% | June 2015 | 9,635 | 9,783 |
| Capmark Financial Group | 1 | 5.50% | July 2015 | 6,779 | 6,883 |
| Barclay s Bank | 1 | 5.44% | Sept 2015 | 11,054 | 11,223 |
| PNC Bank | 7 | 2.60%(3) | May 2016(8) | 85,000 | |
| Merrill Lynch | 1 | 6.29% | July 2016 | 9,236 | 9,294 |
| Merrill Lynch | 1 | 6.29% | July 2016 | 5,552 | 5,552 |
| Merrill Lynch | 1 | 6.29% | July 2016 | 7,731 | 7,780 |
| Merrill Lynch | 1 | 6.29% | July 2016 | 9,252 | 9,307 |
| Wachovia Securities (7) | 43 | 6.29% | July 2016 | 490,288 | 493,358 |
| Wachovia Securities | 1 | 6.29% | July 2016 | 6,622 | 6,664 |
| Wells Fargo / Morgan Stanley | 2 | 6.29% | July 2016 | 35,037 | 35,256 |
| Wells Fargo / Morgan Stanley | 1 | 6.29% | July 2016 | 6,794 | 6,837 |

| | | | | | |
|---|---|---|---|---|---|
| Wells Fargo / Morgan Stanley | 1 | 6.29% | July 2016 | 9,675 | 9,736 |
| | **92** | | | **$ 1,335,186** | **$ 1,341,735** |

(1) Interest rate at June 30, 2012 gives effect to interest rate swaps and LIBOR floors, where applicable.

(2) The Keybank and State Street Bank loans were paid off with borrowings on the $300.0 million Credit Facility at maturity on April 9, 2012.

(3) Requires payments of interest only until the commencement of the extension periods.

(4) Maturity date may be extended for up to two additional one-year terms at the Company s option (subject to the Company s prior satisfaction of certain conditions and advance notice of the exercise of the Company s option).

(5) The Wells Fargo and Blackstone loans are a senior and a mezzanine loan, respectively, which, as of June 30, 2012, had outstanding balances of $150.0 million and $50.0 million, respectively.

(6) Requires payments of interest only until the commencement of the second extension period.

(7) The 43 Wachovia Securities loans are cross-collateralized.

(8) Maturity date may be extended for one one-year term at the Company s option (subject to the Company s prior satisfaction of certain conditions and advance notice of the exercise of the Company s option).

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Some mortgage agreements are subject to customary financial covenants. The Company was in compliance with these covenants at June 30, 2012 and December 31, 2011.

In November 2011, the Company elected to cease the subsidization of debt service on the mortgage loan secured by the SpringHill Suites Southfield, Michigan. The loan matures in June 2015. In January 2012, the Company received notice of an event of default for failure to make the required monthly payment on its mortgage loan secured by the SpringHill Suites Southfield. The Company is working with the lender to transfer the asset in an orderly manner. As of June 30, 2012, the principal balance outstanding was $5.0 million for the SpringHill Suites Southfield.

In November 2011, the Company elected to cease the subsidization of debt service on the mortgage loan secured by the Courtyard Goshen, Indiana. The loan matures in July 2016. In December 2011, the Company received notice of an event of default for failure to make the required monthly payment on its mortgage loan secured by the Courtyard Goshen. In May 2012, an Order Appointing Receiver (the Order ) was entered in the Elkhart County, Indiana, Superior Court No. 1. In June 2012, the receiver, pursuant to the Order, took control of the property for the benefit of the lender of the mortgage loan. As of June 30, 2012, the principal balance outstanding was $5.6 million for the Courtyard Goshen.

*Term Loan*

On January 14, 2011, Fund III entered into a $140.0 million unsecured term loan. Fund III agreed to maintain an unencumbered asset pool of ten hotel properties during the term of the term loan. The term loan had an original maturity date of September 30, 2011, with two six month extension options, and bore interest at LIBOR plus 4.25%, with a LIBOR floor of 1.00%. For the three and six months ended June 30, 2011, the Company incurred $1.7 million and $3.2 million of interest expense, respectively, related to the term loan. The term loan was fully repaid on October 21, 2011.

**7. Income Taxes**

The Company intends to elect to be taxed as a real estate investment trust under Sections 856 through 860 of the Internal Revenue Code when it files its U.S. federal tax return for its short taxable year ended December 31, 2011. To qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that it currently distribute at least 90% of its adjusted taxable income to its owners. The Company s intention is to adhere to these requirements and maintain the qualification for taxation as a REIT. As a REIT, the Company is not subject to federal corporate income tax on that portion of net income that is currently distributed to its owners. However, the Company s taxable REIT subsidiaries ( TRS ) will generally be subject to federal, state, and local income taxes.

The Company accounts for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in earnings in the period when the new rate is enacted.

The Company had no accruals for tax uncertainties as of June 30, 2012 and December 31, 2011.

**8. Commitments and Contingencies**

The Company is obligated to maintain reserve funds for capital expenditures at the hotels (including the periodic replacement or refurbishment of furniture, fixtures and equipment) as determined pursuant to the management agreements, franchise agreements and/or mortgage loan documents. The management agreements, franchise agreements and/or mortgage loan documents require the Company to reserve restricted cash ranging from 1.0% to 5.0% of the individual hotel s revenues and maintain the reserves in restricted cash reserve escrows. Amounts will be capitalized as incurred. Any unexpended amounts will remain the property of the Company upon termination of the management agreements, franchise agreements or mortgage loan documents. Additionally, some mortgage agreements require the Company to reserve restricted cash for the periodic payment of real estate taxes and insurance. As of June 30, 2012 and December 31, 2011, approximately $82.1 million and $87.3 million, respectively, was available in restricted cash reserves for future capital expenditures, real estate taxes and insurance.

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*Litigation*

Neither the Company nor any of its subsidiaries are currently involved in any regulatory or legal proceedings that management believes will have a material adverse effect on the financial position, operations or liquidity of the Company.

**9. Equity Incentive Plan**

The Company may issue equity-based awards to officers, employees, non-employee trustees and other eligible persons under the 2011 Plan. The 2011 Plan provides for a maximum of 5,000,000 common shares of beneficial interest to be issued in the form of share options, share appreciation rights, restricted share awards, unrestricted share awards, share units, dividend equivalent rights, long-term incentive units, other equity-based awards and cash bonus awards. In addition, the maximum number of common shares subject to awards of any combination that may be granted under the 2011 Plan during any calendar year to any one individual is limited to 1,000,000 shares. The exercise price of share options is determined by the Board of Trustees, but may not be less than 100% of the fair market value of the common shares on the date of grant. For grantees that own greater than ten percent of the total combined voting power of all classes of outstanding voting securities of the Company, the exercise price of share options may not be less than 110% of the fair market value of the common shares on the date of grant. The fair market value for all other types of share awards is determined by the closing price on the date of grant. As of June 30, 2012, there were 3,459,868 common shares available for future grant under the 2011 Plan.

**Non-vested Restricted Share Awards**

From time to time, the Company may award non-vested shares under the 2011 Plan, as compensation to officers, employees and non-employee trustees. The shares issued to officers and employees vest over a period of time as determined by the Board of Trustees at the date of grant. The Company recognizes compensation expense for non-vested shares on a straight-line basis over the vesting period based upon the fair market value of the shares on the date of issuance, adjusted for forfeitures.

A summary of the non-vested shares as of June 30, 2012 is as follows:

| | Number of Shares | Weighted Average Grant Date Fair Value |
|---|---|---|
| Unvested at January 1, 2012 | 970,288 | $ 17.93 |
| Granted | 436,646 | 17.57 |
| Vested | (171,399) | 17.86 |
| Forfeited | (26,506) | 17.78 |
| Unvested at June 30, 2012 | 1,209,029 | $ 17.81 |

For the three and six months ended June 30, 2012, the Company recognized approximately $1.7 million and $3.2 million, respectively, of share-based compensation expense related to these restricted share awards. For both the three and six months ended June 30, 2011, the

Company recognized approximately $0.6 million of share-based compensation expense related to these restricted share awards. As of June 30, 2012, there was $20.7 million of total unrecognized compensation costs related to non-vested share awards. As of June 30, 2012, these costs were expected to be primarily recognized over a weighted-average period of 3.1 years. The total fair value of shares vested (calculated as number of shares multiplied by vesting date share price) during the six months ended June 30, 2012 was approximately $3.1 million.

**10. Earnings per Common Share**

The limited partners outstanding limited partnership units in the Operating Partnership (which may be redeemed for common shares of beneficial interest under certain circumstances) have been excluded from the diluted earnings per share calculation as there was no effect on the amounts for the three and six months ended June 30, 2012, since the limited partners share of income would also be added back to net income. Any anti-dilutive shares have been excluded from the diluted earnings per share calculation. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and are included in the computation of earnings per share pursuant to the two-class method. Accordingly, distributed and undistributed earnings attributable to unvested restricted shares (participating securities) have been excluded, as applicable, from net income or loss attributable to common shareholders utilized in the basic and diluted earnings per share calculations. Net income or loss figures are presented net of noncontrolling interests in the earnings per share calculations. The weighted average number of OP units held by the noncontrolling interest was 894,000 for both the three and six months ended June 30, 2012.

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The computation of basic and diluted earnings per common share is as follows (in thousands, except share and per share data):

| | For the three months ended, | | For the six months ended, | |
|---|---|---|---|---|
| | June 30, 2012 | June 30, 2011 | June 30, 2012 | June 30, 2011 |
| **Numerator:** | | | | |
| Net income (loss) attributable to common shareholders before discontinued operations | $ 18,885 | $ (2,409) | $ 12,372 | $ (17,569) |
| Add: Income (loss) from discontinued operations | | (159) | | (1,131) |
| Net income (loss) attributable to common shareholders | 18,885 | (2,568) | 12,372 | (18,700) |
| Less: Dividends paid on unvested restricted shares | (199) | (90) | (411) | (90) |
| Less: Undistributed earnings attributable to unvested restricted shares | (13) | | | |
| Net income (loss) attributable to common shareholders excluding amounts attributable to unvested restricted shares | $ 18,673 | $ (2,658) | $ 11,961 | $ (18,790) |
| **Denominator:** | | | | |
| Weighted-average number of common shares - basic | 105,388,743 | 88,767,570 | 105,360,778 | 81,228,975 |
| Unvested restricted shares | 65,936 | | 54,098 | |
| Weighted-average number of common shares - diluted | 105,454,679 | 88,767,570 | 105,414,876 | 81,228,975 |
| Net income (loss) per share attributable to common shareholders - basic | $ 0.18 | $ (0.03) | $ 0.11 | $ (0.22) |
| Discontinued operations | | | | (0.01) |
| Net income (loss) per share attributable to common shareholders - basic | $ 0.18 | $ (0.03) | $ 0.11 | $ (0.23) |
| Net income (loss) per share attributable to common shareholders - diluted | $ 0.18 | $ (0.03) | $ 0.11 | $ (0.22) |
| Discontinued operations | | | | (0.01) |
| Net income (loss) per share attributable to common shareholders - diluted | $ 0.18 | $ (0.03) | $ 0.11 | $ (0.23) |

Unvested restricted shares are considered participating securities which require the use of the two-class method for the computation of basic and diluted earnings per share. For the three months ended June 30, 2012, approximately $13,000 representing undistributed earnings were allocable to participating shares. For the six months ended June 30, 2012, no earnings representing undistributed earnings were allocated to participating shares because the Company paid dividends in excess of net income. For both the three and six months ended June 30, 2011, no earnings representing undistributed earnings were allocated to participating shares because the Company had a net loss for the both periods.

**11. Financial Instruments: Derivatives and Hedging**

The Company employs interest rate swaps and caps to hedge against interest rate fluctuations. Unrealized gains and losses are reported in other comprehensive loss with no effect recognized in earnings as long as the characteristics of the swap and the hedged item are closely matched. The ineffective portion of all hedges is recognized in earnings in the current period. As of June 30, 2012 and December 31, 2011, approximately 25.2% and 25.1%, respectively, of the Company s borrowings were subject to variable rates, after taking into consideration the effect of interest rate swaps and caps.

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As of June 30, 2012 and December 31, 2011, the Company has entered into the following interest rate swaps and caps, which the Company has designated as cash flow hedges (in thousands):

| Hedge type | Notional value at June 30, 2012 | Notional value at December 31, 2011 | Hedge interest rate | Maturity | Fair value at June 30, 2012 | Fair value at December 31, 2011 |
|---|---|---|---|---|---|---|
| Interest rate cap | $ | $ 48,000 | 6.00% | 4/9/2012 | $ | $ |
| Interest rate cap | | 37,000 | 6.00% | 4/9/2012 | | |
| Interest rate cap | | 60,000 | 5.00% | 6/29/2012 | | |
| Interest rate cap | 50,000 | 50,000 | 3.50% | 12/23/2012 | | 3 |
| Swap-cash flow | 150,000 | 150,000 | 1.15% | 12/23/2012 | (747) | (1,145) |
| Swap-cash flow | 40,000 | 40,000 | 1.00% | 10/6/2013 | (367) | (369) |
| Swap-cash flow | 31,000 | 31,000 | 1.00% | 10/6/2013 | (285) | (285) |
| Interest rate cap | 60,000 | | 1.00% | 6/29/2013 | (22) | |
| | **$ 331,000** | **$ 416,000** | | | **$ (1,421)** | **$ (1,796)** |

As of June 30, 2012 and December 31, 2011, there was approximately $1.4 million and $1.8 million, respectively, in unrealized losses included in accumulated other comprehensive loss, a component of shareholders equity, related to interest rate hedges that are effective in offsetting the variable cash flows. The Company does not expect to reclassify any amount into earnings within the next 12 months. There were no ineffective hedges during either the three or six months ended June 30, 2012 or 2011.

**12. Fair Value**

*Fair Value of Financial Instruments*

The estimated fair values of financial instruments have been determined by the Company using available market information and appropriate valuation methods. Considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts that the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methods may have a material effect on the estimated fair value amounts. The Company used the following market assumptions and/or estimation methods:

- Cash and cash equivalents, hotel receivables, accounts payable and accrued expenses - The carrying amounts reported in the combined consolidated balance sheet for these financial instruments approximate fair value because of their short maturities.

- Investment in collateralized loans - Fair value is determined by discounting the future contractual cash flows to the present value using a current market interest rate. The market rate is determined by giving consideration to one or both of the following criteria, as appropriate: (1) interest rates for loans of comparable quality and maturity, and (2) the value of the underlying collateral. The fair values of the Company s investment in collateralized loans are generally classified within Level 3 of the valuation hierarchy. The fair value estimated at both June 30, 2012 and December 31, 2011 was $22.6 million.

- Interest rate swaps and caps - The fair value of interest rate swaps and caps is determined as discussed in Note 11 to these financial statements.

- Variable rate mortgage notes payable and borrowings under the credit facility - The carrying amounts reported in the combined consolidated balance sheets for these financial instruments approximate fair value. The Company estimates the fair value of its variable rate debt by using quoted market rates for similar loans with similar terms and loan to value ratios, which is a Level 3 input. As a result, the Company determined that its fixed rate mortgage notes payable in their entirety are classified in Level 3 of the fair value hierarchy.

- Fixed rate mortgage notes payable - The fair value estimated at June 30, 2012 and December 31, 2011 of $752.5 million and $771.5 million, respectively, is calculated based on the net present value of payments over the term of the loans using estimated market rates for similar mortgage loans with similar terms and loan to value ratios, which is a Level 3 input. As a result, the Company determined that its fixed rate mortgage notes payable in their entirety are classified in Level 3 of the fair value hierarchy. The carrying value of fixed rate mortgage notes payable at June 30, 2012 and December 31, 2011 was $777.2 million and $783.7 million, respectively.

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*Fair Value Measurement*

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. The fair value hierarchy has three levels of inputs, both observable and unobservable:

- Level 1 Inputs include quoted market prices in an active market for identical assets or liabilities.

- Level 2 Inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities, quoted market prices in an inactive market, and other observable information that can be corroborated by market data.

- Level 3 Inputs are unobservable and corroborated by little or no market data.

Recurring Fair Value Measurements: The following table presents the Company s fair value hierarchy for those financial assets and liabilities measured at fair value on a recurring basis as of June 30, 2012 (in thousands).

| | Fair Value at June 30, 2012 | | | |
|---|---|---|---|---|
| | **Level 1** | **Level 2** | **Level 3** | **Total** |
| Interest rate swap and cap liability | $ | $ (1,421) | $ | $ (1,421) |
| Total | $ | $ (1,421) | $ | $ (1,421) |

The fair values of the derivative financial instruments are determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. The Company determined that the significant inputs, such as interest yield curves and discount rates, used to value its derivatives fall within Level 2 of the fair value hierarchy and that the credit valuation adjustments associated with the Company s counterparties and its own credit risk utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by itself and its counterparties. As of June 30, 2012, the Company assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and determined that the credit valuation adjustments were not significant to the overall valuation of its derivatives. As a result, the Company determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

**13. Related Party Transactions**

Upon completion of the IPO, the management fee obligation of the RLJ Predecessor ceased to exist. The Company paid monthly fees for management advisory services to the managing member of RLJ Development. Such fees amounted to $0.3 million and $0.9 million for the three

months and six months ended June 30, 2011, respectively, and are included in general and administrative expense.

The Company periodically pays or collects certain amounts on behalf of or from RLJ Companies, LLC, an entity controlled by Robert L. Johnson, the Company s Executive Chairman. As of June 30, 2012, there was $15,000 due to RLJ Companies, LLC which was included in accounts payable and accrued expense. At December 31, 2011, there was $28,000 due from RLJ Companies, LLC which was included in prepaid and other assets.

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**14. Supplemental Information to Statements of Cash Flows (in thousands)**

| | For the six months ended June 30, 2012 | 2011 |
|---|---|---|
| **Interest paid** | $ 38,265 | $ 50,908 |
| **Income taxes paid** | $ 1,221 | $ 1,010 |
| **Supplemental investing and financing transactions:** | | |
| In conjunction with the hotel acquisitions, the Company assumed the following assets and liabilities: | | |
| Purchase of real estate | $ 182,658 | $ 204,588 |
| Accounts receivable | 71 | 457 |
| Other assets | 556 | 862 |
| Advance deposits | (163) | (368) |
| Accounts payable and accrued expenses | (432) | (2,209) |
| Application of purchase deposit | | (8,500) |
| Acquisition of hotel properties | $ 182,690 | $ 194,830 |
| **Supplemental non-cash transactions:** | | |
| Change in fair market value of interest rate swaps | $ 375 | $ 812 |
| Accrued capital expenditures | $ 1,813 | $ |
| Distributions payable | $ 17,742 | $ 8,577 |

**15. Subsequent Events**

On July 13, 2012, the Company paid a dividend of $0.165 per common share of beneficial interest to shareholders of record at June 29, 2012.

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**Item 2. Management s Discussion and Analysis of Results of Operations and Financial Condition.**

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this report, as well as the information contained in our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on March 8, 2012 (the Annual Report ), which is accessible on the SEC s website at www.sec.gov.

**Statement Regarding Forward-Looking Information**

The following information contains forward-looking statements within the meaning Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act ). These forward-looking statements include information about possible or assumed future results of our business, financial condition, liquidity, results of operations, cash flows, earnings before interest, tax, depreciation and amortization ( EBITDA ), funds from operations ( FFO ) and plans and objectives or the current or future state of the lodging industry. These statements generally are characterized by the use of the words believe, expect, anticipate, estimate, plan, continue, intend, should, may or similar express we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, beliefs and expectations, such forward-looking statements are not predictions of future events or guarantees of future performance and our actual results could differ materially from those set forth in the forward-looking statements. Some factors that might cause such a difference include the following: the current global economic downturn, increased direct competition, changes in government regulations or accounting rules, changes in local, national and global real estate conditions, declines in the lodging industry, seasonality of the lodging industry, our ability to obtain lines of credit or permanent financing on satisfactory terms, changes in interest rates, availability of proceeds from offerings of our common shares of beneficial interest ( common shares ), our ability to identify suitable investments, our ability to close on identified investments and inaccuracies of our accounting estimates. Given these uncertainties, undue reliance should not be placed on such statements. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

While forward-looking statements reflect our good faith beliefs, assumptions and expectations, they are not guarantees of future performance. Furthermore, we disclaim any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions or factors, of new information, data or methods, future events or other changes. We caution investors not to place undue reliance on these forward-looking statements and urge you to carefully review the disclosures we make concerning risks and uncertainties in the sections entitled Risk Factors, Forward-Looking Statements, and Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report, as well as risks, uncertainties and other factors discussed in this Quarterly Report on Form 10-Q and identified in other documents filed by us with the SEC.

**Overview**

We are a self-advised and self-administered Maryland real estate investment trust, which invests primarily in premium-branded, focused-service and compact full-service hotels. As of June 30, 2012, we owned 144 hotels in 20 states and the District of Columbia comprising 21,342 rooms. We are one of the largest U.S. publicly-traded lodging REITs in terms of both number of hotels and number of rooms. Our hotels are concentrated in urban and dense suburban markets that we believe generally exhibit multiple demand generators and high barriers to entry.

Our strategy is to invest primarily in premium-branded, focused-service and compact full-service hotels. Focused-service hotels typically generate most of their revenue from room rentals, have limited food and beverage outlets and meeting space and require fewer employees than traditional full-service hotels. We believe premium-branded, focused-service hotels have the potential to generate attractive returns relative to other types of hotels due to their ability to achieve revenue per available room ( RevPAR ) levels at or close to those achieved by traditional full-service hotels while achieving higher profit margins due to their more efficient operating model and less volatile cash flows.

We recognize the challenging geopolitical environment and the possibility that the current economic recovery might not be as robust as anticipated or that economic conditions could deteriorate. However, with expected growth in lodging supply expected to be below historical averages for the next few years and corporate profits rising, we currently do not anticipate any significant slowdown in lodging fundamentals. Accordingly, we remain cautiously optimistic that we are in the midst of a multiyear lodging recovery.

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Furthermore, we believe that attractive acquisition opportunities that meet our investment profile remain available in the market. We believe our cash on hand and expected access to capital (including availability under our revolving credit facility) along with our senior management team s experience, extensive industry relationships and asset management expertise, will enable us to compete effectively for such acquisitions and enable us to generate additional internal and external growth.

**Our Customers**

Substantially all of our hotels consist of premium-branded focused-service and compact full-service hotels. As a result of this property profile, the majority of our customers are transient in nature. Transient business typically represents individual business or leisure travelers. The majority of our hotels are located in the business districts and suburban markets of major metropolitan areas. Accordingly, business travelers represent the majority of the transient demand at our hotels. As a result, macroeconomic factors impacting business travel have a greater effect on our business than factors impacting leisure travel.

Group business is typically defined as a minimum of 10 guestrooms booked together as part of the same piece of business. Group business may or may not use the meeting space at any given hotel. Given the limited meeting space at the majority of our hotels, this group of business represents a smaller component of our customer base.

A number of our hotels are affiliated with brands marketed toward extended-stay customers. Extended-stay customers are generally defined as those staying five nights or longer. Reasons for extended-stays may include, but are not limited to, training and/or special project business, relocation, litigation and insurance claims.

**Our Revenues and Expenses**

Our revenue is derived from hotel operations, including the sale of rooms, food and beverage revenue and other operating department revenue, which consist of telephone, parking and other guest services.

Our operating costs and expenses consist of the costs to provide hotel services, including room expense, food and beverage expense, management fees and other hotel expenses. Room expense includes housekeeping, reservation systems, room supplies, laundry services and front desk costs. Food and beverage expense primarily includes food, beverage and associated labor costs. Other hotel expenses include labor and other costs associated with the other operating department revenue, as well as labor and other costs associated with administrative departments, franchise fees, sales and marketing, repairs and maintenance and utility costs. Our hotels are managed by independent, third-party management companies under long-term agreements under which the management companies typically earn base and incentive management fees based on the levels of revenues and profitability of each individual hotel. We generally receive a cash distribution from the hotel management companies on a monthly basis, which reflects hotel-level sales less hotel-level operating expenses.

**Critical Accounting Policies**

Our discussion and analysis of the historical financial condition and results of operations of our predecessor is based on our predecessor s combined consolidated financial statements. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts may differ significantly from these estimates and assumptions. We have provided a summary of our significant accounting policies in the notes to the historical combined consolidated financial statements included elsewhere in this filing. We have set forth below those accounting policies that we believe require material subjective or complex judgments and have the most significant impact on our financial condition and results of operations. We evaluate our estimates, assumptions and judgments on an ongoing basis, based on information that is then available to us, our experience and various matters that we believe are reasonable and appropriate for consideration under the circumstances.

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***Investment in Hotel Properties***

Hotel acquisitions consist almost exclusively of land, land improvements, buildings, building improvements, furniture, fixtures and equipment and inventory. We record the purchase price among these asset classes based on their respective fair values. When we acquire hotels, we acquire them for use. Generally, we do not acquire any significant in-place leases or other intangible assets (e.g., management agreements, franchise agreements or trademarks) when hotels are acquired. The only intangible assets acquired through June 30, 2012 consisted of favorable lease agreements and miscellaneous operating agreements, which are short-term in nature. In conjunction with the acquisition of a hotel, we typically negotiate new franchise and management agreements with the selected brand and manager.

Our investments in hotels are carried at cost and are depreciated using the straight-line method over estimated useful lives of 15 years for land improvements, 15 years for building improvements, 40 years for buildings and three to five years for furniture, fixtures and equipment. Intangible assets arising from favorable or unfavorable leases are amortized using the straight-line method over the term of the non-cancelable term of the agreement. Maintenance and repairs are expensed and major renewals or improvements are capitalized. Upon the sale or disposition of a fixed asset, the asset and related accumulated depreciation are removed from the accounts and the related gain or loss is included in discontinued operations.

We assess the carrying values of each hotel whenever events or changes in circumstances indicate that the carrying amounts of these hotels may not be fully recoverable. Recoverability of the hotel is measured by comparison of the carrying amount of the hotel to the estimated future undiscounted cash flows, which take into account current market conditions and our intent with respect to holding or disposing of the hotel. If our analysis indicates that the carrying value of the hotel is not recoverable on an undiscounted cash flow basis, we recognize an impairment charge for the amount by which the carrying value exceeds the fair value of the hotel. Fair value is determined through various valuation techniques, including internally developed discounted cash flow models, comparable market transactions and third-party appraisals, where considered necessary.

The use of projected future cash flows is based on assumptions that are consistent with a market participant s future expectations for the travel industry and economy in general and our strategic plans to manage the underlying hotels. However, assumptions and estimates about future cash flows and capitalization rates are complex and subjective. Changes in economic and operating conditions and our ultimate investment intent that occur subsequent to a current impairment analysis could impact these assumptions and result in future impairment charges of the hotels.

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**Results of Operations**

At June 30, 2012 and 2011, we owned 144 and 140 hotels, respectively (excluding one hotel reported as discontinued operations in 2011). All hotels owned during these periods, excluding discontinued operations, have been included in our results of operations during those respective periods or since their date of acquisition. Operating results for certain hotels are not comparable for the three and six month periods ended June 30, 2012 and 2011. The hotels listed in the table below are hereafter referred to as non-comparable hotels.

| Hotel | Location | Acquisition Date | Noncomparable hotel for the three months ended June 30, 2012/2011 | Noncomparable hotel for the six months ended June 30, 2012/2011 |
|---|---|---|---|---|
| Fairfield Inn & Suites Washington DC / Downtown (1) | Washington DC | June 1, 2010 | | x |
| Hilton Garden Inn Raleigh Durham-Research Triangle Park | Durham, NC | January 24, 2011 | | x |
| Hilton Garden Inn Pittsburgh University Place | Pittsburgh, PA | January 24, 2011 | | x |
| Hampton Inn Houston-Near the Galleria | Houston, TX | March 14, 2011 | | x |
| Courtyard Charleston Historic District | Charleston, SC | October 27, 2011 | x | x |
| Residence Inn Bethesda Hotel Downtown | Bethesda, MD | May 29, 2012 | x | x |
| Courtyard New York / Manhattan Upper East Side | New York, NY | May 30, 2012 | x | x |
| Hilton Garden Inn San Francisco / Oakland Bay Bridge | Emeryville, CA | June 11, 2012 | x | x |

(1) Property was closed for renovation until March 29, 2011.

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***Comparison of the three months ended June 30, 2012 to the three months ended June 30, 2011***

Net income from continuing operations for the three months ended June 30, 2012 was $19.0 million compared to a net loss from continuing operations of $2.3 million for the three months ended June 30, 2011, representing an increase of $21.3 million. This improved performance was primarily due to a $19.0 million, or 9.3%, increase in total revenue (including $5.9 million arising from hotel acquisitions) and a $7.5 million, or 27.0%, decrease in interest expense, partially offset by a $4.8 million, or 2.7%, increase in total operating expenses. The increase in total operating expenses was primarily attributable to $7.6 million from hotel acquisitions partially offset by non-recurring costs related to our IPO.

| | For the three months ended June 30, | | | |
|---|---|---|---|---|
| | 2012 | 2011 | $ change | % change |
| | (amounts in thousands) | | | |
| **Revenue** | | | | |
| Hotel operating revenue | | | | |
| Room revenue | $ 194,842 | $ 177,903 | $ 16,939 | 9.5% |
| Food and beverage revenue | 22,403 | 21,254 | 1,149 | 5.4% |
| Other operating department revenue | 6,012 | 5,114 | 898 | 17.6% |
| **Total revenue** | **223,257** | **204,271** | **18,986** | 9.3% |
| | | | | |
| **Expense** | | | | |
| Hotel operating expense | | | | |
| Room | 40,967 | 38,133 | 2,834 | 7.4% |
| Food and beverage | 15,508 | 14,870 | 638 | 4.3% |
| Management fees | 7,638 | 6,985 | 653 | 9.3% |
| Other hotel expenses | 65,156 | 58,897 | 6,259 | 10.6% |
| Total hotel operating expense | 129,269 | 118,885 | 10,384 | 8.7% |
| Depreciation and amortization | 31,454 | 30,702 | 752 | 2.4% |
| Property tax, insurance and other | 12,474 | 12,068 | 406 | 3.4% |
| General and administrative | 7,481 | 6,165 | 1,316 | 21.3% |
| Transaction and pursuit costs | 2,795 | 634 | 2,161 | 340.9% |
| IPO Costs | | 10,244 | (10,244) | (100.0)% |
| Total operating expense | 183,473 | 178,698 | 4,775 | 2.7% |
| Operating income | 39,784 | 25,573 | 14,211 | 55.6% |
| Other income | 106 | 69 | 37 | 53.6% |
| Interest income | 418 | 357 | 61 | 17.1% |
| Interest expense | (20,374) | (27,894) | 7,520 | (27.0)% |
| Loss on disposal | (634) | | (634) | |
| | | | | |
| Income (loss) from continuing operations before income taxes | 19,300 | (1,895) | 21,195 | 1118.5% |
| | | | | |
| Income tax expense | (281) | (407) | 126 | (31.0)% |
| Income (loss) from continuing operations | 19,019 | (2,302) | 21,321 | 926.2% |
| | | | | |
| Loss from discontinued operations | | (159) | 159 | (100.0)% |
| | | | | |
| Net income (loss) | 19,019 | (2,461) | 21,480 | 872.8% |
| | | | | |
| Net (income) loss attributable to non-controlling interests | | | | |
| Noncontrolling interest in joint venture | 38 | (83) | 121 | (145.8)% |
| | (172) | 21 | (193) | 919.0% |

| | | | | |
|---|---|---|---|---|
| Noncontrolling interest in common units of Operating Partnership | | | | |
| Net income (loss) attributable to the Company | 18,885 | (2,523) | 21,408 | 848.5% |
| Distributions to preferred unitholders | | (45) | 45 | (100.0)% |
| **Net income (loss) attributable to common shareholders** | **$ 18,885** | **$ (2,568)** | **$ 21,453** | 835.4% |

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***Revenue***

Total revenue increased $19.0 million, or 9.3%, to $223.3 million for the three months ended June 30, 2012 from $204.3 million for the three months ended June 30, 2011. The increase was a result of $5.9 million in revenue attributable to non-comparable hotels and a 6.7% increase in RevPAR at the comparable properties.

The following are the quarter-to-date key hotel operating statistics for hotels owned at June 30, 2012 and 2011, respectively:

| | For the three months ended June 30, | | |
|---|---|---|---|
| | **2012** | **2011** | **% Change** |
| Number of hotels (at end of period) | 144 | 140 | 2.9% |
| Occupancy % | 76.9% | 75.5% | 1.8% |
| ADR | $ 134.85 | $ 127.44 | 5.8% |
| RevPAR | $ 103.68 | $ 96.23 | 7.7% |

Portfolio RevPAR increased to $103.68 from $96.23, a 7.7% increase. RevPAR, excluding non-comparable hotels, increased 6.7% and was driven by a 5.1% increase in ADR and a 1.5% increase in occupancy. RevPAR at non-comparable hotels increased 57.1%, driven by an ADR increase of 23.8% and an occupancy increase of 22.1%.

*Room Revenue*

Our portfolio consists primarily of focused-service and compact full-service hotels that generate the majority of their revenues through room sales. Room revenue increased $16.9 million, or 9.5%, to $194.8 million for the three months ended June 30, 2012 from $177.9 million for the three months ended June 30, 2011. This increase was a result of $5.3 million of room revenue from non-comparable hotels and a 6.7% RevPAR growth in comparable properties.

*Food and Beverage Revenue*

Food and beverage revenue increased $1.1 million, or 5.4%, to $22.4 million for the three months ended June 30, 2012 from $21.3 million for the three months ended June 30, 2011. The increase includes $0.4 million in food and beverage revenue arising from non-comparable hotels.

*Other Operating Department Revenue*

Other operating department revenue, which includes revenue derived from ancillary sources, increased $0.9 million, or 17.6%, to $6.0 million for the three months ended June 30, 2012 from $5.1 million for the three months ended June 30, 2011 primarily due to a $0.5 million increase in parking revenue across the portfolio and a $0.2 million increase in tenant rent revenue.

***Hotel Operating Expense***

Hotel operating expense increased $10.4 million, or 8.7%, to $129.3 million for the three months ended June 30, 2012 from $118.9 million for the three months ended June 30, 2011. This increase includes $3.1 million in hotel operating expense as a result of non-comparable hotels. The remaining increase was primarily attributable to higher room expense, other operating department costs, and management and franchise fees. Room expense and other operating department costs were driven by higher occupancy at hotels not under renovation. Management fees and franchise fees, which are computed as a percentage of gross revenue and room revenue, respectively, increased as a result of higher revenues.

***Depreciation and Amortization***

Depreciation and amortization expense increased $0.7 million, or 2.4%, to $31.4 million for the three months ended June 30, 2012 from $30.7 million for the three months ended June 30, 2011. The increase reflects a $0.7 million increase in depreciation on building and furniture, fixtures and equipment for capital expenditures made during the three months ended June 30, 2012 and a $1.1 million increase in depreciation and amortization expense arising from non-comparable hotels. The offsetting decrease is a result of furniture, fixtures and equipment being fully depreciated during the periods.

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***Property Tax, Ground Rent and Insurance***

Property tax, ground rent and insurance expense increased $0.4 million, or 3.4%, to $12.5 million for the three months ended June 30, 2012 from $12.1 million for the three months ended June 30, 2011. The increase includes $0.6 million in property tax, ground rent and insurance expense arising from non-comparable hotels. Property tax, ground rent and insurance expense for the remainder of the portfolio decreased $0.2 million.

***General and Administrative***

General and administrative expense increased $1.3 million, or 21.3%, to $7.5 million for the three months ended June 30, 2012 from $6.2 million for the three months ended June 30, 2011. The increase in general and administrative expense is attributable to an increase in amortization of restricted share awards of $1.1 million, professional fees of $0.3 million and public company expenses of $0.2 million. This is partially offset by a decrease of $0.3 million of management advisory fees.

***Transaction and Pursuit costs***

Transaction and pursuit costs increased $2.2 million to $2.8 million for the three months ended June 30, 2012 from $0.6 million for the three months ended June 30, 2011. There were three acquisitions during the three months ended June 30, 2012 compared to no acquisitions during the three months ended June 30, 2011 resulting in transaction costs of $2.8 million for the period.

***IPO Costs***

Non-recurring IPO and related formation transaction costs totaled $10.2 million for the three months ended June 30, 2011. Such costs primarily arose as a result of the transfer and assumption of indebtedness and other contractual obligations of our predecessor in conjunction with the IPO and our formation transactions. There were no such costs for the three months ended June 30, 2012.

***Interest Income***

Interest income increased $0.1 million, or 17.1%, to $0.4 million for the three months ended June 30, 2012 from $0.4 million for the three months ended June 30, 2011.

***Interest Expense***

Interest expense decreased $7.5 million, or 27.0%, to $20.4 million for the three months ended June 30, 2012 from $27.9 million for the three months ended June 30, 2011. The decrease in interest expense was the result of a $1.6 million decrease in mortgage interest expense due to approximately $472.6 million of mortgage principal balances that were paid down with proceeds from our IPO, $2.9 million of expense related to the payoff of variable rate indebtedness, $1.7 million of interest expense related to the term loan which was incurred during the three months ended June 30, 2011 but not in 2012, the expiration of unfavorable interest rate hedges resulting in a decrease in hedge related interest expense of $0.8 million and a decrease in deferred financing fee expense of $1.4 million. The offsetting increase was primarily due to a $0.2 million increase of unused fee incurred on the $300.0 million credit facility and $0.6 million of interest incurred on borrowings on the credit facility.

***Loss on Disposal***

Loss on disposal increased $0.6 million to $0.6 million for the three months ended June 30, 2012 from zero for the three months ended June 30, 2011. The increase was the result of the disposal of furniture, fixtures and equipment at the Hotel Indigo Garden District, in New Orleans, Louisiana, that was purchased at acquisition.

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***Income Taxes***

As part of the structure, the Company owns TRSs that are subject to federal and state income taxes; as such the Company calculates an effective rate for each quarter. The effective tax rates were 18.67% and 56.58% for the three months ended June 30, 2012 and June 30, 2011, respectively. The decrease in rate is primarily due to forecast losses in the TRS entity and subsequent application of a valuation allowance. The Company s tax expense decreased $0.1 million to $0.3 million for the three months ended June 30, 2012 from $0.4 million for the three months ended June 30, 2011, primarily as a result of recognition of federal tax benefits related to our stand alone TRSs.

***Loss from Discontinued Operations***

Net loss from discontinued operations decreased $0.2 million to zero for the three months ended June 30, 2012 from $0.2 million for the three months ended June 30, 2011. The decrease in net loss from discontinued operations arose from the transfer of title to the New York LaGuardia Airport Marriott pursuant to a deed in lieu of foreclosure arrangement on August 5, 2011.

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***Comparison of the six months ended June 30, 2012 to the six months ended June 30, 2011***

Net income from continuing operations for the six months ended June 30, 2012 was $12.1 million compared to a net loss from continuing operations of $17.6 million for the six months ended June 30, 2011, representing an increase of $29.7 million. This improved performance was primarily due to a $34.0 million, or 9.1%, increase in total revenue (including $13.8 million arising from hotel acquisitions) and a $13.2 million, or 24.6%, decrease in interest expense, partially offset by an $16.6 million, or 4.9%, increase in total operating expenses. The increase in total operating expenses was primarily attributable to $14.6 million from hotel acquisitions partially offset by non-recurring costs related to our IPO.

| | For the six months ended June 30, | | | |
|---|---|---|---|---|
| | 2012 | 2011 | $ change | % change |
| | (amounts in thousands) | | | |
| **Revenue** | | | | |
| Hotel operating revenue | | | | |
| Room revenue | $ 353,421 | $ 322,628 | $ 30,793 | 9.5% |
| Food and beverage revenue | 41,908 | 40,167 | 1,741 | 4.3% |
| Other operating department revenue | 11,121 | 9,645 | 1,476 | 15.3% |
| **Total revenue** | **406,450** | **372,440** | **34,010** | 9.1% |
| | | | | |
| **Expense** | | | | |
| Hotel operating expense | | | | |
| Room | 77,897 | 71,741 | 6,156 | 8.6% |
| Food and beverage | 29,948 | 28,289 | 1,659 | 5.9% |
| Management fees | 13,942 | 12,764 | 1,178 | 9.2% |
| Other hotel expenses | 123,714 | 113,184 | 10,530 | 9.3% |
| Total hotel operating expense | 245,501 | 225,978 | 19,523 | 8.6% |
| Depreciation and amortization | 65,151 | 62,453 | 2,698 | 4.3% |
| Property tax, insurance and other | 25,108 | 23,488 | 1,620 | 6.9% |
| General and administrative | 14,741 | 11,175 | 3,566 | 31.9% |
| Transaction and pursuit costs | 2,814 | 3,332 | (518) | (15.5)% |
| IPO Costs | | 10,244 | (10,244) | (100.0)% |
| Total operating expense | 353,315 | 336,670 | 16,645 | 4.9% |
| Operating income | 53,135 | 35,770 | 17,365 | 48.5% |
| Other income | 190 | 224 | (34) | (15.2)% |
| Interest income | 837 | 840 | (3) | (0.4)% |
| Interest expense | (40,555) | (53,752) | 13,197 | (24.6)% |
| Loss on disposal | (634) | | (634) | |
| Income (loss) from continuing operations before income taxes | 12,973 | (16,918) | 29,891 | 176.7% |
| Income tax expense | (875) | (688) | (187) | 27.2% |
| Income (loss) from continuing operations | 12,098 | (17,606) | 29,704 | (168.7)% |
| Loss from discontinued operations | | (1,131) | 1,131 | (100.0)% |
| Net income (loss) | 12,098 | (18,737) | 30,835 | (164.6)% |
| Net (income) loss attributable to non-controlling interests | | | | |
| Noncontrolling interest in joint venture | 408 | 77 | 331 | 429.9% |
| Noncontrolling interest in common units of Operating Partnership | (134) | 21 | (155) | 738.1% |
| Net income (loss) attributable to the Company | 12,372 | (18,639) | 31,011 | 166.4% |
| Distributions to preferred unitholders | | (61) | 61 | (100.0)% |
| **Net income (loss) attributable to common shareholders** | **$ 12,372** | **$ (18,700)** | **$ 31,072** | 166.2% |

***Revenue***

Total revenue increased $34.0 million, or 9.1%, to $406.5 million for the six months ended June 30, 2012 from $372.4 million for the six months ended June 30, 2011. The increase was a result of $13.8 million in revenue attributable to non-comparable hotels and a 4.9% increase in RevPAR at the comparable properties.

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The following are the year-to-date key hotel operating statistics for hotels owned at June 30, 2012 and 2011, respectively:

| | For the six months ended June 30, | | |
|---|---|---|---|
| | 2012 | 2011 | % Change |
| Number of hotels (at end of period) | 144 | 140 | 2.9% |
| Occupancy % | 72.3% | 71.5% | 1.2% |
| ADR | $ 130.55 | $ 124.50 | 4.9% |
| RevPAR | $ 94.44 | $ 88.99 | 6.1% |

Portfolio RevPAR increased to $94.44 from $88.99, a 6.1% increase. RevPAR, excluding non-comparable hotels, increased 4.9% and was driven by a 3.8% increase in ADR and a 1.0% increase in occupancy. RevPAR at non-comparable hotels increased 36.0%, driven by an ADR increase of 26.0% and an occupancy increase of 8.0%.

*Room Revenue*

Our portfolio consists primarily of focused-service and compact full-service hotels that generate the majority of their revenues through room sales. Room revenue increased $30.8 million, or 9.5%, to $353.4 million for the six months ended June 30, 2012 from $322.6 million for the six months ended June 30, 2011. This increase was a result of $12.3 million of room revenue from non-comparable hotels and a 4.9% RevPAR growth in comparable properties.

*Food and Beverage Revenue*

Food and beverage revenue increased $1.7 million, or 4.3%, to $41.9 million for the six months ended June 30, 2012 from $40.2 million for the six months ended June 30, 2011. The increase includes $0.7 million in food and beverage revenue arising from non-comparable hotels.

*Other Operating Department Revenue*

Other operating department revenue, which includes revenue derived from ancillary sources, increased $1.5 million, or 15.3%, to $11.1 million for the six months ended June 30, 2012 from $9.6 million for the six months ended June 30, 2011. The increase is primarily due to $0.8 million of other operating department revenue at non-comparable hotels and a $0.5 million increase in parking revenue across the portfolio.

***Hotel Operating Expense***

Hotel operating expense increased $19.5 million, or 8.6%, to $245.5 million for the six months ended June 30, 2012 from $226.0 million for the six months ended June 30, 2011. This increase includes $6.3 million in hotel operating expense as a result of non-comparable hotels. The remaining increase was primarily attributable to higher room expense, other operating department costs, and management and franchise fees. Room expense and other operating department costs were driven by higher occupancy at hotels not under renovation. Management fees and franchise fees, which are computed as a percentage of gross revenue and room revenue, respectively, increased as a result of higher revenues.

***Depreciation and Amortization***

Depreciation and amortization expense increased $2.7 million, or 4.3%, to $65.1 million for the six months ended June 30, 2012 from $62.5 million for the six months ended June 30, 2011. The increase reflects a $2.6 million increase in depreciation on building and furniture, fixtures and equipment for capital expenditures made during the six months ended June 30, 2012, a $2.2 million increase in depreciation and amortization expense arising from non-comparable hotels and $3.1 million of accelerated depreciation of furniture, fixtures and equipment at certain hotels that underwent renovations during the period. The offsetting decrease is a result of furniture, fixtures and equipment being fully depreciated during the periods.

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***Property Tax, Ground Rent and Insurance***

Property tax, ground rent and insurance expense increased $1.6 million, or 6.9%, to $25.1 million for the six months ended June 30, 2012 from $23.5 million for the six months ended June 30, 2011. The increase includes $1.0 million in property tax, ground rent and insurance expense arising from non-comparable hotels. Property tax, ground rent and insurance expense for the remainder of the portfolio increased $0.6 million.

***General and Administrative***

General and administrative expense increased $3.6 million, or 31.9%, to $14.7 million for the six months ended June 30, 2012 from $11.2 million for the six months ended June 30, 2011. The increase in general and administrative expense is attributable to an increase in amortization of restricted share awards of $2.7 million, professional fees of $0.8 million and public company expenses of $0.5 million. This is partially offset by a decrease of $0.9 million in management advisory fees.

***Transaction and Pursuit costs***

Transaction and pursuit costs decreased $0.5 million to $2.8 million for the six months ended June 30, 2012 from $3.3 million for the six months ended June 30, 2011. There were three acquisitions during the six months ended June 30, 2012 compared to nine acquisitions during the six months ended June 30, 2011.

***IPO Costs***

Non-recurring IPO and related formation transaction costs totaled $10.2 million for the six months ended June 30, 2011. Such costs primarily arose as a result of the transfer and assumption of indebtedness and other contractual obligations of our predecessor in conjunction with the IPO and our formation transactions. There were no such costs for the six months ended June 30, 2012.

***Interest Expense***

Interest expense decreased $13.2 million, or 24.6%, to $40.6 million for the six months ended June 30, 2012 from $53.8 million for the six months ended June 30, 2011. The decrease in interest expense was the result of a $5.0 million decrease in mortgage interest expense due to approximately $472.6 million of mortgage principal balances that were paid down with proceeds from our IPO, $2.9 million of expense related to the payoff of variable rate indebtedness, $3.2 million of interest expense related to the term loan which was incurred during the six months ended June 30, 2011 but not in 2012, the expiration of unfavorable interest rate hedges resulting in a decrease in hedge related interest expense of $1.6 million and a decrease in deferred financing fee expense of $1.6 million. The offsetting increase was primarily due to a $0.5 million increase of unused fee incurred on the $300.0 million credit facility and $0.6 million of interest incurred on borrowings on the credit facility.

***Loss on Disposal***

Loss on disposal increased $0.6 million to $0.6 million for the six months ended June 30, 2012 from zero for the six months ended June 30, 2011. The increase was the result of the disposal of furniture, fixtures and equipment at the Hotel Indigo Garden District, in New Orleans, Louisiana, that was purchased at acquisition.

***Income Taxes***

As part of the structure, the Company owns TRSs that are subject to federal and state income taxes; as such the Company calculates an effective rate for each quarter. The effective tax rates were 4.99% and 3.66% for the six months ended June 30, 2012 and 2011, respectively. The increase in rate is primarily due to state taxes at the Operating Partnership. The Company s tax expense increased $0.2 million to $0.9 million for the six months ended June 30, 2012 from $0.7 million for the six months ended June 30, 2011, primarily as a result of state taxes based on revenues as well as taxes at the Operating Partnership.

***Loss from Discontinued Operations***

Net loss from discontinued operations decreased $1.1 million to zero for the six months ended June 30, 2012 from $1.1 million for the six months ended June 30, 2011. The decrease in net loss from discontinued operations arose from the transfer of title to the New York LaGuardia Airport Marriott pursuant to a deed in lieu of foreclosure arrangement on August 5, 2011.

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**Non-GAAP Financial Measures**

We consider the following non-GAAP financial measures useful to investors as key supplemental measures of our performance: (1) FFO, (2) Adjusted FFO, (3) EBITDA, and (4) Adjusted EBITDA. These non-GAAP financial measures should be considered along with, but not as alternatives to, net income or loss as a measure of our operating performance. FFO, Adjusted FFO, EBITDA and Adjusted EBITDA, as calculated by us, may not be comparable to other companies that do not define such terms exactly as the Company.

***Funds From Operations***

We calculate FFO in accordance with standards established by the National Association of Real Estate Investment Trusts, or NAREIT, which defines FFO as net income or loss (calculated in accordance with GAAP), excluding gains or losses from sales of real estate, items classified by GAAP as extraordinary, the cumulative effect of changes in accounting principles, plus depreciation and amortization, 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 real estate industry investors consider FFO to be helpful in evaluating a real estate company s operations. We believe that the presentation of FFO provides useful information to investors regarding our operating performance by excluding the effect of depreciation and amortization, gains or losses from sales for real estate, extraordinary items and the portion of items related to unconsolidated entities, all of which are based on historical cost accounting, and that FFO can facilitate comparisons of operating performance between periods and between REITs, even though FFO does not represent an amount that accrues directly to common shareholders. Our calculation of FFO may not be comparable to measures calculated by other companies who do not use the NAREIT definition of FFO or do not calculate FFO per diluted share in accordance with NAREIT guidance. Additionally, FFO may not be helpful when comparing us to non-REITs. We present FFO attributable to common shareholders, which includes our OP units, because our OP units are redeemable for common shares. We believe it is meaningful for the investor to understand FFO attributable to all common shares and OP units.

We further adjust FFO for certain additional items that are not in NAREIT s definition of FFO, such as hotel transaction and pursuit costs, the amortization of share based compensation and other nonrecurring expenses that were the result of the IPO and related formation transactions. We believe that Adjusted FFO provides investors with another financial measure that may facilitate comparisons of operating performance between periods and between REITs.

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The following is a reconciliation of our GAAP net income (loss) to FFO and Adjusted FFO for the three and six months ended June 30, 2012 and 2011 (in thousands):

| | For the three months ended June 30, | | For the six months ended June 30, | |
|---|---|---|---|---|
| | 2012 | 2011 | 2012 | 2011 |
| Net income (loss) (1) | $ 19,019 | $ (2,461) | $ 12,098 | $ (18,737) |
| Depreciation and amortization | 31,454 | 30,702 | 65,151 | 62,453 |
| Depreciation and amortization, discontinued operations | | 983 | | 1,933 |
| Distributions to preferred unitholders | | (45) | | (61) |
| Loss on disposal | 634 | | 634 | |
| Noncontrolling interest in joint venture | 38 | (83) | 408 | 77 |
| Adjustments related to joint venture (2) | (113) | (75) | (211) | (145) |
| **FFO attributable to common shareholders** | **51,032** | **29,021** | **78,080** | **45,520** |
| Transaction and pursuit costs | 2,795 | 634 | 2,814 | 3,332 |
| IPO Costs (3) | | 10,244 | | 10,244 |
| Amortization of share based compensation | 1,754 | 639 | 3,213 | 639 |
| Other expenses (4)(5) | | 4,883 | | 5,665 |
| **Adjusted FFO** | **$ 55,581** | **$ 45,421** | **$ 84,107** | **$ 65,400** |

(1) Includes net loss of discontinued operations.

(2) Includes depreciation and amortization expense allocated to the noncontrolling interest in joint venture.

(3) Includes expenses related to the transfer and assumption of indebtedness and other contractual obligations of our predecessor in connection with the IPO and our formation transactions.

(4) Includes $4.3 million, for both the three and six months ended June 30, 2011, of incremental interest expense related to the accelerated payoff of mortgage indebtedness.

(5) Includes $0.6 million and $1.4 million, respectively, for the three and six months ended June 30, 2011 of certain compensation obligations of our predecessor not continued.

***Earnings Before Interest, Taxes, Depreciation and Amortization***

EBITDA is defined as net income or loss excluding: (1) interest expense; (2) provision for income taxes, including income taxes applicable to sale of assets; and (3) depreciation and amortization. We consider EBITDA useful to an investor in evaluating and facilitating comparisons of our operating performance between periods and between REITs by removing the impact of our capital structure (primarily interest expense) and asset base (primarily depreciation and amortization) from our operating results. In addition, EBITDA is used as one measure in determining the value of hotel acquisitions and dispositions. We present EBITDA attributable to common shareholders, which includes our OP units, because our OP units are redeemable for common shares. We believe it is meaningful for the investor to understand EBITDA attributable to all common shares and OP units.

We further adjust EBITDA for certain additional items such as hotel transaction and pursuit costs, the amortization of share based compensation, disposal of assets and other nonrecurring expenses that were the result of the IPO and related formation transactions. We believe that Adjusted

EBITDA provides investors with another financial measure that can facilitate comparisons of operating performance between periods and between REITs.

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The following is a reconciliation of our GAAP net income (loss) to EBITDA and Adjusted EBITDA for the three and six months ended June 30, 2012 and 2011 (in thousands):

| | For the three months ended June 30, | | For the six months ended June 30, | |
|---|---|---|---|---|
| | **2012** | **2011** | **2012** | **2011** |
| Net income (loss) (1) | $ 19,019 | $ (2,461) | $ 12,098 | $ (18,737) |
| Depreciation and amortization | 31,454 | 30,702 | 65,151 | 62,453 |
| Depreciation and amortization, discontinued operations | | 983 | | 1,933 |
| Distributions to preferred unitholders | | (45) | | (61) |
| Interest expense, net (2) | 20,364 | 27,949 | 40,533 | 53,721 |
| Interest expense, net, discontinued operations | | 205 | | 410 |
| Income tax expense | 281 | 407 | 875 | 688 |
| Noncontrolling interest in joint venture | 38 | (83) | 408 | 77 |
| Adjustments related to joint venture (3) | (287) | (249) | (559) | (494) |
| **EBITDA** | **70,869** | **57,408** | **118,506** | **99,990** |
| Transaction and pursuit costs | 2,795 | 634 | 2,814 | 3,332 |
| IPO costs (4) | | 10,244 | | 10,244 |
| Loss on disposal | 634 | | 634 | |
| Amortization of share based compensation | 1,754 | 639 | 3,213 | 639 |
| Other expenses (5) | | 581 | | 1,362 |
| **Adjusted EBITDA** | **$ 76,052** | **$ 69,506** | **$ 125,167** | **$ 115,567** |

(1) Includes net loss of discontinued operations.

(2) Excludes amounts attributable to investment in loans of $0.4 million and $0.8 million for the three and six months ended June 30, 2012 and 2011, respectively.

(3) Includes depreciation, amortization and interest expense allocated to the noncontrolling interest in joint venture.

(4) Includes expenses related to the transfer and assumption of indebtedness and other contractual obligations of our predecessor in connection with the IPO and our formation transactions.

(5) Includes $0.6 million and $1.4 million, respectively, for the three and six months ended June 30, 2011 of certain compensation obligations of our predecessor not continued.

**Liquidity and Capital Resources**

Our short-term liquidity requirements consist primarily of funds necessary to pay for operating expenses and other expenditures directly associated with our hotels, including:

- recurring maintenance and capital expenditures necessary to maintain our hotels in accordance with brand standards;

- interest expense and scheduled principal payments on outstanding indebtedness, including our revolving credit facility (see Revolving Credit Facility );

- distributions necessary to qualify for taxation as a REIT; and

- capital expenditures to improve our hotels, including repositioning efforts and capital expenditures required by our franchisors in connection with our formation transactions.

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under our revolving credit facility.

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Our long-term liquidity requirements consist primarily of funds necessary to pay for the costs of acquiring additional hotels and redevelopments, renovations, expansions and other capital expenditures that need to be made periodically with respect to our hotels and scheduled debt payments. We expect to meet our long-term liquidity requirements through various sources of capital, including our revolving credit facility, future equity (including OP units) or debt offerings, existing working capital, net cash provided by operations, long-term hotel mortgage indebtedness and other secured and unsecured borrowings. However, there are a number of factors that may have a material adverse effect on our ability to access these capital sources, including the current state of overall equity and credit markets, our degree of leverage, the value of our unencumbered assets and borrowing restrictions imposed by lenders, general market conditions for REITs, our operating performance and liquidity and market perceptions about us. The success of our business strategy will depend, in part, on our ability to access these various capital sources.

Our hotels will require periodic capital expenditures and renovation to remain competitive. In addition, acquisitions, redevelopments or expansions of hotels will require significant capital outlays. We may not be able to fund such capital improvements solely from net cash provided by operations because we must distribute annually at least 90% of our REIT taxable income, determined without regard to the deductions for dividends paid and excluding net capital gains, to qualify and maintain our qualification as a REIT, and we are subject to tax on any retained income and gains. As a result, our ability to fund capital expenditures, acquisitions or hotel redevelopment through retained earnings is very limited. Consequently, we expect to rely heavily upon the availability of debt or equity capital for these purposes. If we are unable to obtain the necessary capital on favorable terms, or at all, our financial condition, liquidity, results of operations and prospects could be materially and adversely affected.

***Revolving Credit Facility***

We have an unsecured revolving credit facility that provides for maximum borrowings of up to $300.0 million. The credit facility requires that a group of no less than fifteen of our hotel properties remain unencumbered by indebtedness. The credit facility contains certain financial covenants relating to maximum leverage ratio, minimum fixed charge coverage ratio, minimum tangible net worth and maximum secured indebtedness. We were in compliance with all such covenants at June 30, 2012. If an event of default exists, under the terms of the credit facility, we are not permitted to make distributions to shareholders, other than those required to qualify for and maintain REIT status. The credit facility matures on June 20, 2014 and may be extended for an additional year, at our option.

Borrowings under the credit facility bear interest at variable rates equal to the LIBOR plus an applicable margin. The margin ranges from 2.25% to 3.25%, depending on our leverage ratio, as calculated under the terms of the credit facility. We incur an unused facility fee of between 0.30% and 0.40%, based on the amount by which the maximum borrowing amount exceeds the total principal balance of outstanding borrowings.

The Company incurred interest expense on the credit facility for the three and six months ended June 30, 2012 of approximately $0.6 million and $0.6 million, respectively. For the three and six months ended June 30, 2012, the Company incurred an unused commitment fee of approximately $0.2 million and $0.5 million, respectively. There are $85.0 million of borrowings outstanding under the revolving credit facility as of the date of this Quarterly Report on Form 10-Q.

**Sources and Uses of Cash**

As of June 30, 2012, we had $155.6 million of cash and cash equivalents compared to $310.2 million at December 31, 2011.

***Cash flows from Operating Activities***

Net cash flow provided by operating activities totaled $58.2 million for the six months ended June 30, 2012. Net income of $12.1 million was partially offset by significant non-cash expenses, including $65.2 million of depreciation, $2.1 million of amortization of deferred financing costs, $0.5 million of amortization of deferred management fees, $0.6 million loss on disposal and $3.2 million of amortization of share based compensation. In addition, changes in operating assets and liabilities due to the timing of cash receipts and payments from our hotels resulted in net cash outflow of $25.5 million.

Net cash flow provided by operating activities totaled $52.6 million for the six months ended June 30, 2011. Net loss of $18.7 million was due in significant part to non-cash expenses, including $64.4 million of depreciation, $3.7 million of amortization of deferred financing costs, $0.5 million of amortization of deferred management fees and $0.6 million of amortization of share based compensation. In addition, changes in operating assets and liabilities due to the timing of cash receipts and payments from our hotels resulted in net cash inflow of $2.1 million.

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***Cash flows from Investing Activities***

Net cash flow used in investing activities totaled $254.6 million for six months ended June 30, 2012 primarily due to $182.7 million used for the purchase of three hotels, $77.0 million in improvements and additions to hotels, $0.2 million of additions to property and equipment, offset by the net release of restricted cash reserves of $5.2 million.

Net cash flow used in investing activities totaled $245.9 million for six months ended June 30, 2011 primarily due to $194.8 million used for the purchase of nine hotels, $26.3 million in improvements and additions to hotels, and the net funding of restricted cash reserves of $24.8 million.

***Cash flows from Financing Activities***

Net cash flow provided by financing activities totaled $41.8 million for six months ended June 30, 2012 primarily due to $85.0 million of borrowings under the credit facility and $85.0 million of proceeds from mortgage loans. This was offset by $91.5 million of mortgage loan repayments, $1.1 million paid to repurchase common shares to satisfy employee statutory minimum federal income tax obligations, $33.8 million of distributions on common shares and OP units and $1.8 million paid for deferred financing fees.

Net cash flow provided by financing activities totaled $288.4 million for six months ended June 30, 2011 primarily due to $568.7 of proceeds from the issuance of common shares, $140.0 million in proceeds from the term loan and $126.7 million in net contributions from partners. This was offset by $483.2 million of mortgage loan repayments, $39.2 million paid for offering costs related to the common shares, $16.3 million of partners distributions, $3.3 million in payment of member distributions, $0.5 million of payments for the redemption of preferred units, a $0.5 million distribution related to the joint venture noncontrolling interest and $4.0 million paid for deferred financing fees.

**Capital Expenditures and Reserve Funds**

We maintain each of our hotels in good repair and condition and in conformity with applicable laws and regulations, franchise agreements and management agreements. The cost of all such routine improvements and alterations are paid out of furniture, fixture and equipment ( FF&E ) reserves, which are funded by a portion of each hotel s gross revenues. Routine capital expenditures are administered by the hotel management companies. However, we have approval rights over the capital expenditures as part of the annual budget process for each of our hotels.

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, public space, meeting space, and/or restaurants, in order to better compete with other hotels in our markets. In addition, upon acquisition of a hotel we often are required to complete a property improvement plan 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 reserves. To the extent that the FF&E reserves are not available or adequate to cover the cost of the renovation, we will fund all or the remaining portion of the renovation with cash and cash equivalents on hand, our credit facility and/or other sources of available liquidity.

The Company s 2012 capital plan to upgrade and/or reposition 45 hotels for approximately $95.0 million is currently in progress.

During the quarter ended June 30, 2012, approximately $9.1 million of additional upgrades were initiated at five hotels. Year-to-date, the Company has initiated an estimated $62.6 million of upgrades across 22 hotels, which also includes the recent completion of the $25.0 million rooms renovation at the DoubleTree by Hilton Hotel Metropolitan New York City.

Once the remaining 23 assets are completed, the Company s comprehensive two-year capital program will be substantially complete.

With respect to some of our hotels that are operated under franchise agreements with major national hotel brands and for some of our hotels subject to first mortgage liens, we are obligated to maintain FF&E reserve accounts for future capital expenditures at these hotels. The amount funded into each of these reserve accounts is generally determined pursuant to the management agreements, franchise agreements and/or mortgage loan documents for each of the respective hotels, and typically ranges between 2.0% and 5.0% of the respective hotel s total gross revenue. As of June 30, 2012, approximately $43.5 million was held in FF&E reserve accounts for future capital expenditures.

**Off-Balance Sheet Arrangements**

As of June 30, 2012, we had no off-balance sheet arrangements.

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**Inflation**

We rely entirely on the performance of the hotels and their ability to increase revenues to keep pace with inflation. Increases in the costs of operating our hotels due to inflation would adversely affect the operating performance of our TRS, which in turn, could inhibit the ability of our TRS to make required rent payments to us. Hotel management companies, 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 hotel management companies to raise room rates.

**Seasonality**

Depending on a hotel s location and market, operations for the hotel may be seasonal in nature. This seasonality can be expected to cause fluctuations in our quarterly operating performance. For hotels located in non-resort markets, 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. 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.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Market risk includes risks that arise from changes in interest rates, equity prices and other market changes that affect market sensitive instruments. Our primary market risk exposure is to changes in interest rates on our variable rate debt. As of June 30, 2012, we had approximately $558.0 million of total variable debt outstanding (or 41.8% of total indebtedness) with a weighted average interest rate of 4.81% per annum. If market rates of interest on our variable rate debt outstanding as of June 30, 2012 were to increase by 1.00%, or 100 basis points, interest expense would decrease future earnings and cash flows by approximately $3.1 million annually, taking into account our existing contractual hedging arrangements.

Our interest rate risk objectives are to limit the impact of interest rate fluctuations on earnings and cash flows and to lower our overall borrowing costs. To achieve these objectives, we manage our exposure to fluctuations in market interest rates through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable. We have entered into derivative financial instruments such as interest rate swaps or caps to mitigate our interest rate risk or to effectively lock the interest rate on a portion of our variable rate debt. We do not enter into derivative or interest rate transactions for speculative purposes.

The following table provides information about our financial instruments that are sensitive to changes in interest rates. For debt obligations outstanding as of June 30, 2012, the following table presents principal repayments and related weighted average interest rates by contractual maturity dates (in thousands):

| | 2012 | 2013 | 2014 | 2015 | 2016 | Thereafter | Total |
|---|---|---|---|---|---|---|---|
| Fixed rate debt | $ | $ | $ | $ 196,999 | $ 580,187 | $ | $ 777,186 |
| Weighted average interest rate | | | | 5.56% | 6.29% | | 6.11% |

| | | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Variable rate debt | $ | $ | 331,000 | $ | 142,000 | $ | | $ | 85,000 | $ | $ | 558,000 |
| Weighted average interest rate | | | 5.79% | | 3.85% | | | | 2.60% | | | 4.81% |
| **Total** | **$** | **$** | **331,000** | **$** | **142,000** | **$** | **196,999** | **$** | **665,187** | **$** | **$** | **1,335,186** |

The foregoing table reflects indebtedness outstanding as of June 30, 2012 and does not consider indebtedness, if any, incurred or repaid after that date. Our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during future periods, prevailing interest rates, and our hedging strategies at that time.

Changes in market interest rates on our fixed rate debt impact the fair value of the debt, but such changes have no impact on our combined consolidated financial statements. If interest rates rise, and our fixed rate debt balance remains constant, we expect the fair value of our debt to decrease. As of June 30, 2012, the estimated fair value of our fixed rate debt was $752.5 million, which is based on having the same debt service requirements that could have been borrowed at the date presented, at prevailing current market interest rates.

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**Item 4. Controls and Procedures.**

***Disclosure Controls and Procedures***

In accordance with Rule 13a-15(b) of the Exchange Act, the Company s management, with the participation of the Chief Executive Officer and the Chief Financial Officer, carried out an evaluation of the effectiveness of the Company s disclosure controls and procedures , as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, as of the end of the period covered by this report. Based on that evaluation, the Company s Chief Executive Officer and Chief Financial Officer concluded that the Company s disclosure controls and procedures were effective as of June 30, 2012.

***Changes in Internal Control over Financial Reporting***

There have been no changes in the Company s internal control over financial reporting (as defined in Rule 13a-15 and 15d-15 of the Exchange Act) during the period ended June 30, 2012 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings.**

The nature of the operations of the hotels exposes the hotels, the Company and the Operating Partnership to the risk of claims and litigation in the normal course of their business. Other than routine litigation arising out of the ordinary course of business, the Company is not presently subject to any litigation nor, to the Company s knowledge, is any litigation threatened against the Company.

**Item 1A. Risk Factors.**

For a discussion of our potential risks and uncertainties, see the information under the heading Risk Factors in the Annual Report which is accessible on the SEC s website at www.sec.gov. There have been no material changes to the risk factors previously disclosed in the Annual Report.

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

***Unregistered Sales of Equity Securities***

The Company did not sell any securities during the quarter ended June 30, 2012 that were not registered under the Securities Act of 1933, as amended.

***Use of Proceeds from Registered Securities***

Our registration statement on Form S-11, as amended (Registration No. 333-172011) (the Registration Statement ), with respect to the IPO, registered up to $495.0 million of our common shares, par value $0.01 per share, and was declared effective by the SEC on May 10, 2011. We sold a total of 27,500,000 common shares in the IPO for gross proceeds of $495.0 million. The IPO was completed on May 16, 2011. The joint book-running managers of the IPO were BofA Merrill Lynch, Barclays Capital Inc. and Wells Fargo Securities. Senior Co-managers of the IPO were Deutsche Bank Securities and Goldman, Sachs & Co. Co-managers of the IPO were Keybanc Capital Markets, Raymond James and RBC Capital Markets.

The proceeds to us of the IPO were approximately $464.1 million, net of the underwriters discount of approximately $30.9 million. The net proceeds from the IPO were contributed to the Operating Partnership in exchange for 99.1% of the OP units in our Operating Partnership. The Company used all of the net proceeds from the IPO and cash on hand to repay approximately $472.6 million of secured indebtedness.

On June 3, 2011, we sold 4,095,000 common shares in connection with the Overallotment for gross proceeds of approximately $73.7 million. The proceeds to us from the Overallotment were approximately $69.1 million, net of the underwriters discount of approximately $4.6 million. As of June 30, 2012, the Company holds the net proceeds from the overallotment as cash, to be used for working capital purposes or to invest in short-term, interest-bearing, investment-grade securities, and money market accounts that are consistent with our intention to qualify as a REIT.

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All of the foregoing underwriting discounts and expenses were direct or indirect payments to persons other than: (i) our trustees, officers or any of their associates; (ii) persons owning ten percent (10%) or more of our common shares; or (iii) our affiliates.

***Issuer Purchases of Equity Securities***

During the six months ended June 30, 2012, certain of our employees surrendered common shares owned by them to satisfy their statutory minimum federal income tax obligations associated with the vesting of restricted common shares of beneficial interest issued under the 2011 Plan.

The following table summarizes all of these repurchases during the six months ended June 30, 2012.

| Period | Total number of shares purchased | Average price paid per share | Total number of shares purchased as part of publibly announced plans or programs | Maximum number of shares that may yet be purchased under the plans or programs |
|---|---|---|---|---|
| January 1, 2012 through January 31, 2012 | | | N/A | N/A |
| February 1, 2012 through February 29, 2012 | 24,128(1) | $ 18.15 | | N/A |
| March 1, 2012 through March 31, 2012 | 536(1) | $ 17.44 | | N/A |
| April 1, 2012 through April 30, 2012 | | | N/A | N/A |
| May 1, 2012 through May 31, 2012 | 25,264(1) | $ 18.44 | | N/A |
| June 1, 2012 through June 30, 2012 | 9,537(1) | $ 17.29 | | N/A |
| | | | | |
| Total during six months ended June 30, 2012 | 59,465 | | | |

(1) The number of shares purchased represents common shares surrendered by certain of our employees to satisfy their statutory minimum federal and state tax obligations associated with the vesting of restricted common shares of beneficial interest issued under our 2011 Equity Incentive Plan. With respect to these shares, the price paid per share is based on the closing price of our common shares as of the date of the determination of the statutory minimum federal income tax.

**Item 3. Defaults Upon Senior Securities.**

None.

**Item 4. Mine Safety Disclosures**

Not Applicable.

**Item 5. Other information.**

None.

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**Item 6. Exhibits.**

The following exhibits are filed as part of this report:

**Exhibit Index**

| Exhibit Number | Description of Exhibit | |
|---|---|---|
| 31.1* | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | |
| 31.2* | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 | |
| 32.1* | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | |
| 101.INS | XBRL Instance Document | Submitted electronically with this report |
| 101.SCH | XBRL Taxonomy Extension Schema Document | Submitted electronically with this report |
| 101.CAL | XBRL Taxonomy Calculation Linkbase Document | Submitted electronically with this report |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | Submitted electronically with this report |
| 101.LAB | XBRL Taxonomy Label Linkbase Document | Submitted electronically with this report |
| 101.PRE | XBRL Taxonomy Presentation Linkbase Document | Submitted electronically with this report |

* Filed herewith

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**SIGNATURE**

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

**RLJ LODGING TRUST**

Dated: August 8, 2012

/s/ THOMAS J. BALTIMORE, JR.
**Thomas J. Baltimore, Jr.**
President, Chief Executive Officer and Trustee

Dated: August 8, 2012

/s/ LESLIE D. HALE
**Leslie D. Hale**
Chief Financial Officer and Treasurer
(Principal Financial and Accounting Officer)

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