

HERSHA

HERSHA HOSPITALITY TRUST

2014

2014 FINANCIAL HIGHLIGHTS

(In thousands, except per share data)

Year Ended December 31,

CONSOLIDATED HOTEL OPERATING RESULTS		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
HOTEL OPERATING REVENUES	\$	417,226	338,064	299,005	229,156	184,998
AVERAGE DAILY RATE	\$	187.82	179.70	175.23	166.58	157.11
OCCUPANCY		82.6%	79.7%	78.6%	76.6%	76.7%
REVENUE PER AVAILABLE ROOM	\$	155.19	143.30	137.78	127.64	120.52

(In thousands, except per share data)

Year Ended December 31,

HERSHA HOSPITALITY TRUST OPERATING DATA: (Excluding Impairment Charges) ⁽¹⁾		<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Total Revenues (Including Discontinued Operations)	\$	419,346	396,458	364,690	329,868	283,597
Net Income applicable to Common Shareholders		54,638	44,467	8,376	(5,133)	(18,871)
Adjusted EBITDA ^{(2) (4)}		162,506	145,064	143,291	132,969	108,329
Adjusted Funds from Operations ^{(3) (4)}		102,832	86,487	76,046	68,710	52,067
PER SHARE DATA: (Excluding Impairment Charges) ⁽¹⁾						
Basic/Diluted Earnings Per Common Share	\$	0.27	0.22	0.04	(0.03)	(0.14)
AFFO		0.49	0.41	0.38	0.38	0.36
Distributions to Common Shareholders		0.26	0.24	0.24	0.23	0.20
BALANCE SHEET DATA: (as of December 31st)						
Total Assets	\$	1,855,539	1,748,097	1,707,679	1,630,909	1,457,277
Total Debt		918,923	819,336	792,708	820,132	694,720
Noncontrolling Interest in Partnership		28,007	29,181	31,281	32,124	39,778
Total Shareholder's Equity		829,382	837,958	829,828	730,671	683,434

(1) Operating and Per Share Data exclude charges recorded during 2010-2014 relating to impairment losses on investment in unconsolidated joint ventures and assets held for sale.

(2) Adjusted Earnings Before Interest, Taxes, and Depreciation and Amortization (EBITDA) is a non-GAAP financial measure within the meaning of the Securities and Exchange Commission rules. Our interpretation of Adjusted EBITDA is that EBITDA derived from our investment in unconsolidated joint ventures should be added back to net income (loss) as part of reconciling net income (loss) to Adjusted EBITDA. Our Adjusted EBITDA computation may not be comparable to EBITDA or Adjusted EBITDA reported by other companies that interpret the definition of EBITDA differently than we do. Management believes Adjusted EBITDA to be a meaningful measure of a REIT's performance because it is widely followed by industry analysts, lenders and investors and that it should be considered along with, but not as an alternative to, net income, cash flow, FFO and AFFO as a measure of the company's operating performance.

(3) Funds from Operations (FFO) as defined by NAREIT represents net income (loss) (computed in accordance with generally accepted accounting principles), excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated assets, plus certain non-cash items, such as loss from impairment of assets and depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. We present Adjusted Funds From Operations (AFFO), which reflects FFO in accordance with the NAREIT definition plus the following additional adjustments: adding back write-offs of deferred financing costs on debt extinguishment, both for consolidated and unconsolidated properties, adding back amortization of deferred financing costs, adding back non-cash stock expense, adding back acquisition and terminated transaction expenses, adding back preferred share extinguishment costs, adding back prior period tax assessment expenses, adding back FFO attributed to our partners in consolidated joint ventures, and making adjustments to ground lease payments, which are required by GAAP to be amortized on a straight-line basis over the term of the lease, to reflect the actual lease payment.

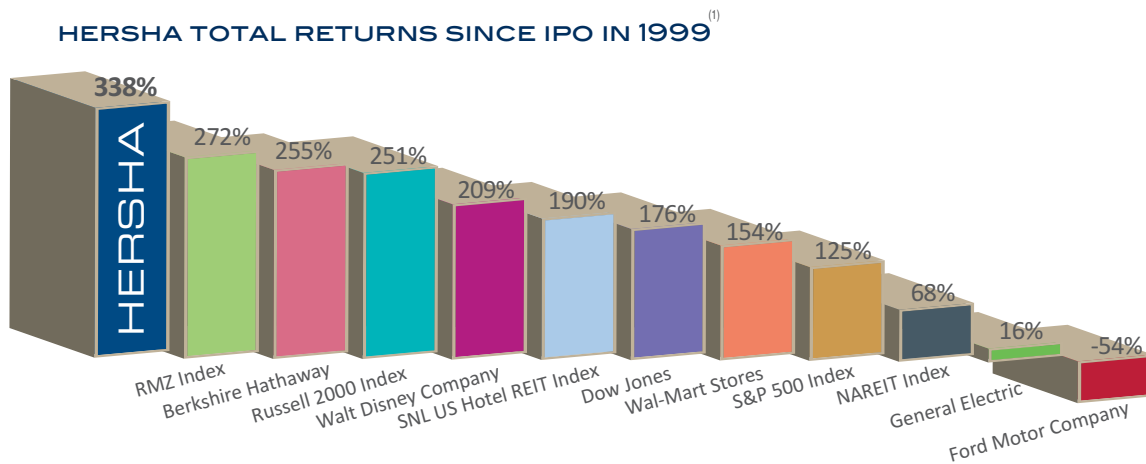
(4) In these financial highlights and in the Letter to Shareholders from our Chief Executive Officer and our President and Chief Operating Officer that follows, we present non-GAAP financial measures, including EBITDA, Adjusted EBITDA, hotel EBITDA, FFO and AFFO. We have provided reconciliations of these non-GAAP financial measures to the applicable GAAP measures in the appendix section that follows the letter to our shareholders, in portions of our Annual Report on Form 10-K for the year ended December 31, 2014, which accompanies this Letter or can be viewed at www.hersha.com, under "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations." Because hotel EBITDA is specific to individual hotels or groups of hotels and not to our Company as a whole, it is not directly comparable to any GAAP measure and should not be relied on as a measure of performance for our portfolio of hotels taken as a whole.

HERSHA

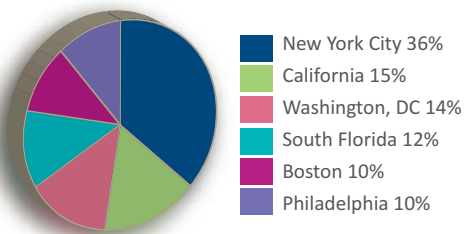
HERSHA HOSPITALITY TRUST

Hersha Hospitality Trust (HT) is a self-advised real estate investment trust in the hospitality sector, which owns and operates high quality upscale hotels in urban gateway markets. The Company's 51 hotels totaling 8,259 rooms are located in New York, Boston, Philadelphia, Washington, DC, Miami and select markets on the West Coast.

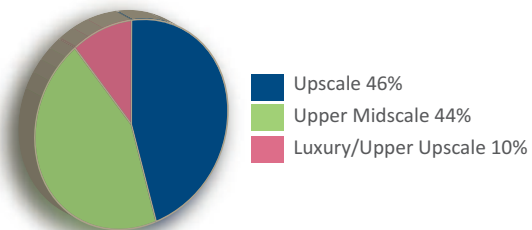
Hersha Hospitality Trust shares are traded on The New York Stock Exchange under the ticker "HT".



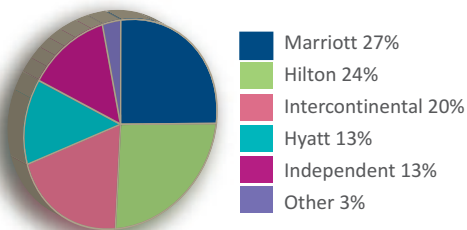
HERSHA PORTFOLIO BY LOCATION⁽²⁾



HERSHA PORTFOLIO BY MARKET SEGMENT⁽³⁾



HERSHA PORTFOLIO BY HOTEL BRAND⁽³⁾



(1) Source: Bloomberg and SNL Financial. Total Returns from January 26, 1999 through December 31, 2014. Assumes dividends are reinvested.

(2) Reflects portfolio concentration by room count for consolidated operations.

(3) Reflects portfolio EBITDA concentration for consolidated operations.

Fellow Shareholders

Last year marked our 15th year as a publicly traded real estate investment trust. Since listing in 1999, we have delivered a 338% total return to our shareholders, outperforming most of the market's relevant benchmarks. Our hotel investment strategy of owning urban transient hotels in high barrier to entry, global gateway markets in the United States is unique in the sector. The hotels that we buy produce above market cash flows and real estate value appreciation. The strategy is total return focused, with the resiliency that comes with the high margins we produce. Today we own over 50 hotels in the best markets in the country. The positive economic fundamentals in our markets, and the unique combination of premium room rates and efficient operating models at our hotels, position us for several more years of outsized earnings growth. Our skilled senior management team, which has led the Company since its IPO and successfully navigated 3 lodging cycles, is focused on driving internal growth with value-added asset and revenue management strategies. Our external growth emanates from a disciplined acquisitions program, with emphasis on buying hotels accretive to our already impressive operating and earnings metrics. Last year, we generated a 31% return to shareholders, meaningfully higher than the S&P 500's 14% return and the Dow Jones Industrial Average's 10% return.



Urbanization





Digitization



ANNUAL REPORT 2014

Portfolio Performance

The positive macroeconomic environment, recovering group business, and the continued growth of international visitation to the United States drove a rare mid-cycle re-acceleration of Revenue per Available Room (RevPAR) growth. Full-year 2014 RevPAR in the United States increased 8.3%, compared to 5.4% growth in 2013. Since 1987, the industry has recorded only 3 years of 8% or stronger growth, with each of those years occurring earlier in their respective cycles. The Average Daily Rate (ADR) in the United States increased 4.6% driven by robust transient demand, while full-year 2014 Occupancy increased 220 basis points to 64.4%. While 2014 was the sixth year of a typical 5-to-9-year lodging cycle, the United States lodging sector remains squarely in the 'middle-innings' of what most experts believe to be a prolonged cycle.

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Industry fundamentals played out better than expected in 2014, with low supply growth and an acceleration of room night demand driving revenue performance. Total hotel demand was 12.6% above the last cycle's peak and the highest recorded in U.S. history. Group dynamics also improved in 2014, with increased group room demand creating compression in our markets that benefited pricing power at our transient hotels.

International inbound travel grew briskly last year despite the strengthening U.S. dollar. In 2014, international visitation increased 7% compared to 2013, with Hersha's geographic footprint uniquely positioned to capture a greater share of inbound international travelers vis-à-vis peers, as our gateway markets welcomed approximately 59% of total international overseas visitors in 2014.

Our portfolio achieved record high RevPAR of \$155 last year representing an increase of 8.3% compared to 2013. Portfolio ADR rose 4.5% to \$188, while average hotel occupancy increased 3% to a robust 83%. Growth from higher room rates, ramp-up and stabilization of new hotels, limited disruption from renovations, and the addition of our development projects in Miami Beach and Manhattan produced impressive EBITDA growth. In 2014, hotel EBITDA reached \$157.4 million, increasing 26.4% compared to 2013, while hotel EBITDA margins expanded to a sector leading 37.7%.

Investment Discipline

During 2014, we bought 4 strategic hotels in California, South Florida and Manhattan. In March, we closed on the purchase of the Hotel Milo in Santa Barbara for approximately \$42.0 million. This popular oceanfront hotel is an attractive addition to Hersha's West Coast portfolio. The Santa Barbara hotel market is one of the highest RevPAR markets in the country with minimal new supply, making the future outlook there strong. The Hotel Milo is already producing attractive returns generating an 8.2% cash flow yield by the end of the year.

We also purchased the 148-room Parrot Key Hotel & Resort in Key West, Florida in May for \$100.0 million. The hotel is one of the most recently built waterfront hotels on the Key, with some of the largest rooms and the most oceanfront suites in Key West. The government-imposed ordinance limiting new hotel supply and consistent year-round demand make Key West a very desirable hotel investment market.

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Parrot Key has exceeded our underwriting expectations producing an 8.3% yield on cost by the end of 2014, and is expected to generate \$4.2 million of incremental EBITDA in 2015. Last year, our West Coast and South Florida portfolio contributed 25% of our EBITDA compared to 5% at the beginning of this cycle.

Later in May, we opened the brand new 205-room Hilton Garden Inn Midtown East on 52nd Street off of 3rd Avenue in Manhattan. The hotel is ideally located in a corporate office market of approximately 20 million square feet. It is proximate to the United Nations, Grand Central Station and Rockefeller Center, and is only the second new hotel to be constructed in Midtown East in 15 years. Within its first year of operation, the hotel's market value has reached \$125.0 million, a \$40.0 million gain to the Company.

In June, we opened the brand new 81-room Hampton Inn Downtown Financial District located just a block and a half from Battery Park and the Ellis Island Ferry. The hotel is the Company's 4th in the Financial District, a submarket that will benefit from 10 million square feet of brand new, world-class office space, which is expected to drive significant transient room night demand moving forward. Ramp-up at the hotel is strong with the hotel expected to achieve first-year ADR of \$241 at 88% occupancy. Both hotels add to the quality and real estate value of our New York City portfolio and have been immediately accretive to earnings. The delivery of the Hilton Garden Inn Midtown East and the Hampton Inn Downtown Financial District also mark the successful conclusion of the Company's construction and development pipeline.



Optimization





Globalization



ANNUAL REPORT 2014

While adding high-quality hotels to the portfolio, we also sold a number of stabilized, select service assets in suburban markets and one in the New York City market, monetizing gains and recycling the capital into new investments. During February 2014, the Company closed on the sale of the remaining 4 hotels of our non-core portfolio. Additionally in New York City, we sold the 70-room Hotel 373 in April to an offshore investment group for \$37.0 million, realizing a gain of \$7.2 million.

We further enhanced portfolio value by executing on timely renovation projects that are generating returns now and will continue to drive outperformance in the coming years. In 2014, we completed work at The Rittenhouse Spa, Club, Salon and Pool in Philadelphia, completing the final element of renovations at the iconic luxury urban resort. Significant renovations were also completed at some of our hotels in Boston, Los Angeles, Washington D.C. and South Florida. These properties are enjoying improved performance and enhanced market positioning as a result of the renovations. At present, all of our significant renovation projects are complete. With 70% of the portfolio fully renovated in the past 3 years, our hotels are well-positioned to leverage incremental earnings at a time in the cycle when profit potential is at its highest.

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Capital Management

We are firmly committed to a balance sheet strategy that is both secure and flexible, and provides us with economic advantages. In the competitive transactions market, our financial strength allows us to capitalize on investment opportunities by offering agility and mitigating execution risk for sellers. In early 2014, we closed on a new, attractively priced \$500.0 million credit facility, consisting of a \$250.0 million senior unsecured revolving line of credit and a \$250.0 million senior unsecured term loan. In addition to meaningful flexibility, the facility provides extended debt maturities and a reduced weighted average cost of debt.

In addition, during the first quarter 2014, we repurchased approximately 2.6 million of our own shares for \$15.2 million at a weighted average cost of \$5.80 per share. We believe opportunistic share buybacks are an attractive use of available capital and a driver of share value when the share price is temporarily dislocated and at a material discount to the Company's net asset value.

At our Board of Trustees Meeting in September of last year, the Trustees voted to increase the quarterly cash dividend by 16.7% to \$0.07 per share, representing an annualized dividend of \$0.28 per share, a 4% dividend yield at year-end. In addition to being consistent with our total return focus, our increased common dividend reflects growing cash flow and the sound financial health of the marketplace. As we have detailed, the completion of our ground-up development projects and the majority of our large-scale renovation projects undertaken in the early part of the recovery has the Company well-positioned to harvest cash flow, leverage rate driven revenue growth and return capital to our shareholders.

The Company's goal during this cycle is to remain nimble to quickly respond to any opportunities or changes within the market. The various corporate finance actions that took place in 2014 are supportive of this goal.

Confidence is Preparation

Our range of accomplishments in 2014 demonstrate our long-term value creation approach that has led to the Company's meaningful total return outperformance across the last 15 years. Our clear path for earnings and value growth is more apparent than at any point in our years as a public company.

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As we move into 2015 and beyond, we will seek growth in markets that we understand well and where we can leverage our differentiated investment philosophy. Last year's strategic acquisitions, the delivery of the development pipeline and the results of our capital recycling, uniquely position the Company for earnings and share price outperformance.

Our cash flow generation, driven by our urban transient hotel strategy in the country's top gateway markets, the operational advantages the Company brings and our collaborative management structure is expected to accelerate through the cycle, further driving value for shareholders. In the coming year, we will continue to execute on our strategy, while simultaneously remaining agile and responsive to evolving market conditions. We are grateful for your continued trust and support for our thoughtful, absolute return approach, and we look forward to updating you across the year on our progress.

JAY H. SHAH
CHIEF EXECUTIVE OFFICER

NEIL H. SHAH
PRESIDENT AND
CHIEF OPERATING OFFICER



Organization





NEW CADILLAC COURTYARD
MIAMI BEACH TOWER
IS LEED CERTIFIED

The new 93 room tower built at the Cadillac Courtyard Miami Beach is now a LEED Certified addition to the hotel. As built, the tower will reduce energy use by 15% and water use by 30% as compared to similar hotels.



Hersha Hospitality Trust embraces environmental and community stewardship as an integral part of maintaining and building a successful business. For that reason, we created and branded the EarthView® program in 2010 with a cross-functional team from our properties and our corporate offices.

Through EarthView, we deliver environmental and conservation programs that positively impact a hotel operation's financial performance while simultaneously improving the well-being of our guests, our associates, our communities, and our planet.

Sustainability

Our approach to sustainability is thoughtful and pragmatic, meaning we apply a rigorous analytical methodology to measure our financial impact, as well as our environmental and community impact. We are pleased with our results and EarthView's recognition as an award winning program, distinguished by its innovative and strong commitment to sustainability practices.

Initiatives implemented as a part of the EarthView program are designed to achieve a positive cumulative financial return. To date, these initiatives have resulted in net savings of approximately \$3.2 million since the inception of the program.



CAPTURING SUNSHINE
IN THE SUNSHINE STATE

Hersha recently installed 336 Solar PV panels on the roof of its Residence Inn by Marriott Coconut Grove property in Florida. The system captures renewable energy from the sun and will generate over 150,000 kWh of electricity each year for use by the hotel.

ANNUAL REPORT 2014

Over the last two years, we have focused on capital initiatives to target reductions in utility expenses with clear and timely returns on investment. For example, guestroom energy management systems began installation across our portfolio at the end of 2013. These systems are able to reduce guestroom heating and cooling costs by 25-35%. With a capital cost of \$2.1 Million and an annual savings in heating and cooling costs of roughly \$1 Million, the payback period is just over 2 years.

As a triple bottom line program, EarthView also focuses on strengthening Hersha's commitment to the communities our properties operate in and fostering business practices that promote the public good. Within these efforts, we embrace our ongoing partnerships with various NGOs and Trade Organizations such as the United Way, the American Hotel & Lodging Association Educational Foundation, Clean the World, and most recently, Water.org.

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FINANCIAL IMPACT

\$3.2 MILLION

EarthView's recorded savings since inception from energy initiatives implemented across our portfolio.

ENVIRONMENTAL PERFORMANCE

13% CARBON REDUCTION

Reduced energy consumption across our portfolio resulted in a decrease in carbon emissions per occupied room versus our baseline year of 2010.

8% WATER REDUCTION

Reduced water consumption across our portfolio versus our baseline year of 2010.

42% WASTE REDUCTION

Reduced waste sent to landfills across our portfolio versus our baseline year of 2010.

COMMUNITY ENGAGEMENT

2,600 HOURS

Hours volunteered by all of our associates. Over 14,000 hours since the start of the program.

215 ORGANIZATIONS SUPPORTED

Local and global organizations supported by EarthView's philanthropic initiatives.

23,000 POUNDS OF SOAP DONATED

Pounds of soap donated to Clean the World, creating 63,000 new bars sent to developing nations.

CLEAN WATER PROJECTS SUPPORTED

Support for clean water projects around the world through the EarthView water initiative, which donates \$1 for every 1 bottle of EarthView branded water sold.

NEW YORK CITY

Hyatt Union Square, Greenwich Village
Duane Street Hotel, Tribeca
NU Hotel, Brooklyn
Hilton Garden Inn, Midtown East
Hilton Garden Inn, Tribeca
Hampton Inn Manhattan/Times Square
Hampton Inn, Madison Square Garden
Hampton Inn, Chelsea
Hampton Inn, Seaport
Hampton Inn Downtown Financial District
Holiday Inn, Wall Street
Holiday Inn Express, Water Street
Holiday Inn Express, Times Square South
Holiday Inn Express, Madison Square Garden
Candlewood Suites, Times Square South

PHILADELPHIA

The Rittenhouse, Center City Philadelphia
Hampton Inn, Center City/Convention Center
Hyatt Place, King of Prussia/Valley Forge
Sheraton Wilmington South, Wilmington, DE

WASHINGTON, D.C.

Hampton Inn, Washington, D.C.
Capitol Hill Hotel, Washington, D.C.
Residence Inn by Marriott, Tyson's Corner, VA
Courtyard by Marriott, Alexandria, VA
Residence Inn by Marriott, Greenbelt, MD
Hyatt House, Gaithersburg, MD

HERSHA HOSPITALITY TRUST PROPERTIES

Sheraton Hotel, JFK International Airport
Hilton Garden Inn, JFK International Airport
Hyatt House, White Plains
Holiday Inn Express, Chester

BOSTON

The Boxer, Boston
Courtyard by Marriott, Boston/Brookline
Courtyard by Marriott, South Boston
Holiday Inn Express, Cambridge
Holiday Inn Express, South Boston
Residence Inn by Marriott, Framingham
Residence Inn by Marriott, Norwood
Hawthorn Suites, Franklin

CONNECTICUT

Marriott Downtown, Hartford
Hilton Hotel, Hartford
Mystic Marriott Hotel and Spa, Mystic/Groton

MIAMI

Cadillac Courtyard Miami Beach Oceanfront, Miami Beach
Blue Moon Hotel, Miami Beach
Winter Haven, Miami Beach
Residence Inn by Marriott Coconut Grove, Miami
Parrot Key Hotel & Resort, Key West

WEST COAST

Hotel Milo, Santa Barbara
Courtyard by Marriott Westside, Los Angeles
Courtyard by Marriott, Downtown San Diego
Hyatt House, Pleasant Hill/Walnut Creek
Hyatt House, Pleasanton/Dublin
Hyatt House, Scottsdale, AZ

Information contained in this Annual Report supercedes the information filed in Hersha Hospitality Trust's 10-K filed on February 20, 2015.

Please see our website for the definition and reconciliation of our historical non-GAAP financial measures.

CONSOLIDATED FINANCIAL STATEMENTS

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HERSHA

HERSHA HOSPITALITY TRUST

The Annual Report contains excerpts from our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, and substantially conforms with the version filed with the Securities and Exchange Commission ("SEC"). However, the Form 10-K also contains additional information. For a free copy of our Form 10-K, please contact:

Investor Relations
Hersha Hospitality Trust
44 Hersha Drive
Harrisburg, PA 17102

Our Form 10-K and other filings with the SEC are also available on our website, www.hersha.com. The most recent certifications by our chief executive officer and chief financial officer pursuant to the Sarbanes-Oxley Act of 2002 are filed as exhibits to our Form 10-K.

PART I

Item 1. Business

OVERVIEW

Hersha Hospitality Trust is a self-advised Maryland real estate investment trust that was organized in 1998 and completed its initial public offering in January of 1999. Our common shares are traded on the New York Stock Exchange under the symbol "HT." We invest primarily in institutional grade hotels in major urban gateway markets including New York, Washington DC, Boston, Philadelphia, South Florida and select markets on the West Coast. Our primary strategy is to continue to acquire high quality, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers to entry in markets with similar characteristics. We have operated and intend to continue to operate so as to qualify as a REIT for federal income tax purposes.

We seek to identify acquisition candidates located in markets with economic, demographic and supply dynamics favorable to hotel owners and operators. Through our due diligence process, we select those acquisition targets where we believe selective capital improvements and intensive management will increase the hotel's ability to attract key demand segments, enhance hotel operations and increase long-term value.

As of December 31, 2014, our portfolio consisted of 46 wholly owned limited and full service properties with a total of 6,587 rooms and interests in five limited and full service properties owned through joint venture investments with a total of 1,369 rooms. These 51 properties, with a total of 7,956 rooms, are located in Arizona, California, Connecticut, Delaware, District of Columbia, Florida, Maryland, Massachusetts, New York, Pennsylvania, and Virginia and operate under leading brands, owned by Marriott International, Inc. ("Marriott"), Hilton Worldwide, Inc. ("Hilton"), InterContinental Hotels Group ("IHG"), Hyatt Corporation ("Hyatt"), or Starwood Hotels and Resorts Worldwide, Inc. ("Starwood"). In addition, some of our hotels operate as independent boutique hotels.

We are structured as an umbrella partnership REIT, or UPREIT, and we own our hotels and our investments in joint ventures through our operating partnership, Hersha Hospitality Limited Partnership, for which we serve as general partner. As of December 31, 2014, we owned an approximate 95.8% partnership interest in our operating partnership.

The majority of our wholly-owned hotels are managed by Hersha Hospitality Management, L.P. ("HHMLP"), a privately held, qualified management company owned by certain of our trustees and executive officers and other unaffiliated third party investors. Third party qualified management companies manage the hotels that we own through joint venture interests. We lease our wholly-owned hotels to 44 New England Management Company ("44 New England"), our wholly-owned taxable REIT subsidiary ("TRS"). Each of the hotels that we own through a joint venture investment is leased to another TRS that is owned by the respective joint venture or an entity owned in part by 44 New England.

Our principal executive office is located at 44 Hersha Drive, Harrisburg, Pennsylvania 17102. Our telephone number is (717) 236-4400. Our website address is www.hersha.com. The information found on, or otherwise accessible through, our website is not incorporated into, and does not form a part of, this report.

AVAILABLE INFORMATION

We make available free of charge through our website (www.hersha.com) our code of ethics, corporate governance guidelines and the charters of the committees of our Board of Trustees (Acquisition Committee, Audit Committee, Compensation Committee, Nominating and Corporate Governance Committee and Risk Sub-Committee of the Audit Committee). We also make available through our website our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the SEC. The information available on our website is not,

and shall not be deemed to be, a part of this report or incorporated into any other filings we make with the SEC.

INVESTMENT IN HOTEL PROPERTIES

Our operating strategy focuses on increasing hotel performance for our portfolio. The key elements of this strategy are:

- working together with our hotel management companies to increase revenue per available room, or "RevPAR" and to maximize the average daily rate, or "ADR" and occupancy levels through active property-level management, including intensive marketing efforts to tour groups, corporate and government extended stay customers and other wholesale customers and expanded yield management programs, which are calculated to better match room rates to room demand; and
- maximizing our earnings by managing costs and positioning our hotels to capitalize on increased demand in the high quality, upper-upscale, upscale, mid-scale and extended-stay lodging segments, which we believe can be expected to follow from improving economic conditions.

ACQUISITIONS

We selectively acquire high quality branded upper-upscale, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers-to-entry and independent boutique hotels in similar markets. Through our due diligence process, we select those acquisition targets where we believe selective capital improvements and intensive management will increase the hotel's ability to attract key demand segments, enhance hotel operations and increase long-term value. In executing our disciplined acquisition program, we will consider acquiring hotels that meet the following additional criteria:

- nationally-franchised hotels operating under popular brands, such as Marriott, Residence Inn by Marriott, Courtyard by Marriott, Hilton Hotels, Hilton Garden Inn, Hampton Inn, Holiday Inn, Holiday Inn Express, Holiday Inn Express and Suites, Candlewood Suites, Hyatt House, Hyatt Place, Hyatt and Sheraton Hotels;
- hotels in locations with significant barriers-to-entry, such as high development costs, limited availability of land and lengthy entitlement processes;
- hotels in our target markets where we can realize operating efficiencies and economies of scale; and
- independent boutique hotels in similar markets

Since our initial public offering in January 1999 and through December 31, 2014, we have acquired, wholly or through joint ventures, a total of 107 hotels, including 28 hotels acquired from entities controlled by certain of our trustees and executive officers. Of the 28 acquisitions from entities controlled by certain of our trustees and executive officers, 25 were newly constructed or substantially renovated by these entities prior to our acquisition. We take advantage of our relationships with entities that are developing or substantially renovating hotels, including entities controlled by certain of our trustees and executive officers, to identify future hotel acquisitions that we believe may be attractive to us. We intend to continue to acquire hotels from entities controlled by certain of our trustees and executive officers if approved by a majority of our independent trustees in accordance with our related party transaction policy.

DISPOSITIONS

We evaluate our hotels on a periodic basis to determine if these hotels continue to satisfy our investment criteria. We may sell hotels opportunistically based upon management's forecast and review of the cash flow potential of each hotel and re-deploy the proceeds into debt reduction or acquisitions of hotels. We utilize several criteria to determine the long-term potential of our hotels. Hotels are identified for sale based upon management's forecast of the strength of each hotel's cash flows and its ability to remain accretive to our portfolio. Our decision to sell a hotel is often predicated upon the size of the hotel, strength of the franchise, property condition and related costs to renovate the property, strength of market demand generators, projected supply of hotel rooms in the market, probability of increased valuation and geographic profile of the hotel. All asset sales are

comprehensively reviewed by the Acquisition Committee of our Board of Trustees, which committee consists solely of independent trustees. During the time since our initial public offering in 1999 through December 31, 2014, we have sold a total of 62 hotels.

FINANCING

We intend to finance our long-term growth with common and preferred equity issuances and debt financing having staggered maturities. Our debt includes unsecured debt provided primarily under our \$500 million unsecured credit facility which provides for a \$250 million unsecured term loan and a \$250 million unsecured revolving credit facility and secured mortgage debt in our hotel properties. We intend to use our loan capacity, expanded in February 2014 as discussed below and the undrawn portion of our \$500 million senior unsecured credit facility to pay down mortgage debt and fund future acquisitions, as well as for capital improvements and working capital requirements. Subject to market conditions, we intend to repay amounts outstanding under the revolving line of credit portion of our credit facility from time to time with proceeds from periodic common and preferred equity issuances, long-term debt financings and cash flows from operations. When purchasing hotel properties, we may issue common and preferred limited partnership interests in our operating partnership as full or partial consideration to sellers.

FRANCHISE AGREEMENTS

We believe that the public's perception of quality associated with a franchisor is an important feature in the operation of a hotel. Franchisors provide a variety of benefits for franchisees, which include national advertising, publicity and other marketing programs designed to increase brand awareness, training of personnel, continuous review of quality standards and centralized reservation systems. Most of our hotels operate under franchise licenses from national hotel franchisors, including:

Franchisor	Franchises
Marriott International	Marriott, Residence Inn by Marriott, Courtyard by Marriott
Hilton Hotels Corporation	Hilton Hotels, Hilton Garden Inn, Hampton Inn
IHG	Holiday Inn, Holiday Inn Express, Holiday Inn Express & Suites, Candlewood Suites
Hyatt Hotels Corporation	Hyatt House, Hyatt Place, Hyatt
Starwood Hotels	Sheraton Hotels

We anticipate that most of the hotels in which we invest will be operated pursuant to franchise licenses.

The franchise licenses generally specify certain management, operational, record-keeping, accounting, reporting and marketing standards and procedures with which the franchisee must comply. The franchise licenses generally obligate our lessees to comply with the franchisors' standards and requirements with respect to training of operational personnel, safety, maintaining specified insurance, the types of services and products ancillary to guest room services that may be provided by our lessees, display of signage, and the type, quality and age of furniture, fixtures and equipment included in guest rooms, lobbies and other common areas. In general, the franchise licenses require us to pay the franchisor a fee typically ranging between 6.0% and 9.3% of such hotel's revenues annually.

PROPERTY MANAGEMENT

We work closely with our hotel management companies to operate our hotels and increase same hotel performance for our portfolio.

Through our TRS and our investment in joint ventures, we have retained the following management companies to operate our hotels, as of December 31, 2014:

Manager	Wholly Owned		Joint Ventures		Total	
	Hotels	Rooms	Hotels	Rooms	Hotels	Rooms
Hersha Hospitality Management, L.P.	45	6,742	-	-	45	6,439
Waterford Hotel Group, Inc.	-	-	3	1,087	3	1,087
South Bay Boston Management, Inc.	-	-	2	282	2	282
Northwood Management, LLC.	1	148	-	-	1	148
Total	46	6,890	5	1,369	51	8,259

Each management agreement provides for a set term and is subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, all managers, including HHMLP, must qualify as an "eligible independent contractor" during the term of the management agreements.

Under the management agreements, the manager generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by the manager in performing its authorized duties are reimbursed or borne by our applicable TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. Our managers are not obligated to advance any of their own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel.

For their services, the managers receive a base management fee, and if a hotel meets and exceeds certain thresholds, an additional incentive management fee. For the year ended December 31, 2014, these thresholds were not met and incentive management fees were not earned. The base management fee for a hotel is due monthly and is generally equal to 3% of the gross revenues associated with that hotel for the related month.

EMPLOYEES

As of December 31, 2014, we had 48 employees who were principally engaged in managing the affairs of the Company unrelated to property operations. We believe that our relations with our employees are satisfactory.

TAX STATUS

We elected to be taxed as a REIT under Sections 856 through 860 of the Code, commencing with our taxable year ended December 31, 1999. As long as we qualify for taxation as a REIT, we generally will not be subject to federal income tax on the portion of our income that is currently distributed to our shareholders. If we fail to qualify as a REIT in any taxable year and do not qualify for certain statutory relief provisions, we will be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate tax rates. Additionally, we will generally be unable to qualify as a REIT for four years following the year in which qualification is lost. Even if we qualify for taxation as a REIT, we will be subject to certain state and local taxes on our income and property and to federal income and excise taxes on our undistributed income.

We own interests in several TRSs. We may own up to 100% of the stock of a TRS. A TRS is a taxable corporation that may lease hotels from our operating partnership and its subsidiaries under certain circumstances. Overall, no more than 25% of the value of our assets may consist of securities of one or more TRSs. In addition, no more than 25% of our gross income for any year may consist of dividends from one or more TRSs and income from certain non-real estate related sources.

A TRS is permitted to lease hotels from us as long as the hotels are operated on behalf of the TRS by a third party manager that qualifies as an "eligible independent contractor." To qualify for that treatment, the manager must satisfy the following requirements:

1. such manager is, or is related to a person who is, actively engaged in the trade or business of operating “qualified lodging facilities” for any person unrelated to us and the TRS;
2. such manager does not own, directly or indirectly, more than 35% of our shares;
3. no more than 35% of such manager is owned, directly or indirectly, by one or more persons owning 35% or more of our shares; and
4. we do not, directly or indirectly, derive any income from such manager.

The deductibility of interest paid or accrued by a TRS to us is limited to assure that the TRS is subject to an appropriate level of corporate taxation. A 100% excise tax is imposed on transactions between a TRS and us that are not on an arm’s-length basis.

FINANCIAL INFORMATION ABOUT SEGMENTS

We are in the business of acquiring equity interests in hotels, and we manage our hotels as individual operating segments that meet the aggregation criteria and are therefore disclosed as one reportable segment. See “Note 1 - Organization and Summary of Significant Accounting Policies” in Item 8 of this Annual Report on Form 10-K for segment financial information.

Item 2. Properties

The following table sets forth certain information with respect to the 46 hotels we wholly owned as of December 31, 2014, all of which are consolidated on the Company's financial statements.

Market	Name	Location	Year Opened	Number of Rooms
Boston Urban and Metro	Courtyard	Brookline/Boston, MA*	2003	188
	Hawthorn Suites by Wyndham	Franklin, MA	1999	100
	Holiday Inn Express	Cambridge, MA	1997	112
	Residence Inn	Framingham, MA	2000	125
	Residence Inn	Norwood, MA	2006	96
	The Boxer	Boston, MA	2004	80
California - Arizona	Courtyard	San Diego, CA	1999	245
	Courtyard	Los Angeles, CA	2008	260
	Hyatt House	Pleasant Hill, CA	2003	142
	Hyatt House	Pleasanton, CA	1998	128
	Hyatt House	Scottsdale, AZ	1999	164
	Hotel Milo	Santa Barbara, CA*	2001	122
South Florida	Blue Moon	Miami, FL	2013	75
	Courtyard	Miami, FL	2004	357
	Residence Inn	Coconut Grove, FL	2000	140
	Winter Haven	Miami, FL	2013	70
	Parrot Key Hotel & Resort	Key West, FL	2013	148
NYC Urban	Candlewood Suites	Times Square, NY	2009	188
	Duane Street	TriBeCa, NY	2008	43
	Hampton Inn	Chelsea/Manhattan, NY	2003	144
	Hampton Inn	Herald Square, Manhattan, NY	2005	136
	Hampton Inn	Seaport, NY	2006	65
	Hampton Inn	Times Square, NY	2009	184
	Hampton Inn	Pearl Street, Manhattan, NY	2012	81
	Hilton Garden Inn	JFK Airport, NY*	2005	192
	Hilton Garden Inn	TriBeCa, NY	2009	151
	Holiday Inn	Wall Street, NY	2010	113
	Holiday Inn Express	Times Square, NY	2009	210
	Holiday Inn Express	Water Street, Manhattan, NY	2010	112
	Holiday Inn Express	Madison Square Garden, Manhattan, NY	2006	228
	Hyatt	Union Square, NY	2013	178
	Nu Hotel	Brooklyn, NY	2008	93
NY-NJ Metro	Sheraton Hotel	JFK Airport, NY*	2008	150
	Hilton Garden Inn	Midtown East, Manhattan, NY	2014	205
NY-NJ Metro	Holiday Inn Express	Chester, NY	2006	80
	Hyatt House	White Plains, NY	2000	159

Market	Name	Property Name	Year Opened	Number of Rooms
Philadelphia	Hampton Inn	Philadelphia, PA	2001	250
	Hyatt Place	King of Prussia, PA	2010	129
	Sheraton Hotel	New Castle, DE	2011	192
	The Rittenhouse Hotel	Philadelphia, PA	2004	116
Washington D.C.	Courtyard	Alexandria, VA	2006	203
	Hampton Inn	Washington, DC	2005	228
	Hyatt House	Gaithersburg, MD	1998	140
	Residence Inn	Tysons Corner, VA	1984	96
	Residence Inn	Greenbelt, MD	2002	120
	The Capitol Hill Hotel	Washington, DC	2007	152
TOTAL ROOMS				6,890

* Our interests in these hotels are subject to ground leases which, in most cases, require monthly rental payment as determined by the applicable ground lease agreement. These ground lease agreements typically have initial terms of 99 years and all have a remaining term of at least 85 years.

The following table sets forth certain information with respect to the five hotels we owned through unconsolidated joint ventures with third parties as of December 31, 2014.

Market	Name	Location	Year Opened	Number of Rooms	HHLF Ownership in Asset	HHLF Preferred Return
Boston	Courtyard	South Boston, MA**	2005	164	50.0%	N/A
	Holiday Inn Express	South Boston, MA**	1998	118	50.0%	N/A
Connecticut	Hilton	Hartford, CT	2005	393	8.8%	8.5%
	Marriott	Mystic, CT	2001	285	66.7%	8.5%
	Marriott	Hartford, CT	2005	409	15.0%	8.5%
TOTAL ROOMS				1,369		

** The joint ventures interests in these hotels are subject to ground leases which, in most cases, require monthly rental payment as determined by the applicable ground lease agreements. These ground lease agreements typically have terms of 60 years and all have a remaining term of at least 47 years.

PART II

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

MARKET INFORMATION

Our common shares trade on the New York Stock Exchange under the symbol “HT.” As of February 19, 2015, the last reported closing price per common share on the New York Stock Exchange was \$6.80. The following table sets forth the high and low sales price per common share reported on the New York Stock Exchange as traded and the dividends paid on the common shares for each of the quarters indicated.

Year Ended December 31, 2014	High	Low	Dividend Per Common Share
Fourth Quarter	\$ 7.49	\$ 6.15	\$ 0.07
Third Quarter	\$ 6.95	\$ 6.35	\$ 0.07
Second Quarter	\$ 6.74	\$ 5.52	\$ 0.06
First Quarter	\$ 6.05	\$ 5.18	\$ 0.06

Year Ended December 31, 2013	High	Low	Dividend Per Common Share
Fourth Quarter	\$ 5.94	\$ 5.33	\$ 0.06
Third Quarter	\$ 6.21	\$ 5.18	\$ 0.06
Second Quarter	\$ 6.24	\$ 5.27	\$ 0.06
First Quarter	\$ 6.30	\$ 5.07	\$ 0.06

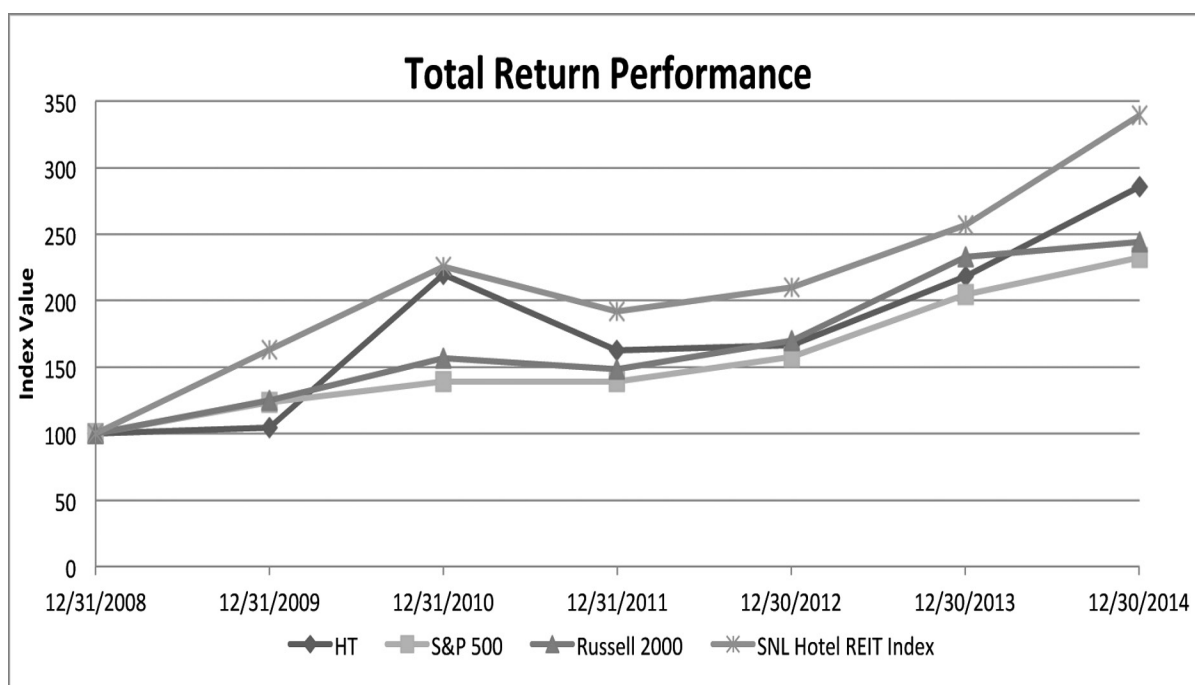
SHAREHOLDER INFORMATION

At December 31, 2014 we had approximately 120 shareholders of record of our common shares. Common Units (which are redeemable by holders for cash or, at our option, for common shares on a one for one basis, subject to certain limitations) were held by approximately 38 entities and persons, including our company.

SHARE PERFORMANCE GRAPH

The following graph compares the yearly change in our cumulative total shareholder return on our common shares for the period beginning December 31, 2008 and ending December 31, 2014, with the yearly changes in the Standard & Poor’s 500 Stock Index (the S&P 500 Index), the Russell 2000 Index, and the SNL Hotel REIT Index for the same period, assuming a base share price of \$100.00 for our common shares, the S&P 500 Index, the Russell 2000 Index and the Hotel REIT Index for comparative purposes. The Hotel REIT Index is comprised of publicly traded REITs which focus on investments in hotel properties. Total shareholder return equals appreciation in stock price plus dividends paid and assumes that all dividends are reinvested. The performance graph is not indicative of future investment performance. We do not make or endorse any predictions as to future share price performance.

	2008	2009	2010	2011	2012	2013	2014
Hersha Hospitality Trust	\$ 100.00	\$ 104.67	\$ 220.00	\$ 162.67	\$ 166.67	\$ 218.13	\$ 285.49
S&P 500	100.00	123.45	139.23	139.23	157.90	204.63	232.30
Russell 2000	100.00	125.22	156.90	148.35	170.06	232.98	244.24
SNL Hotel REIT Index	100.00	163.13	225.86	191.77	210.14	257.04	339.27



UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

A summary of our common share repurchases (in millions, except average price per share) during the year ended December 31, 2014 under the \$75 million repurchase program authorized by our Board of Trustees in December 2012 and reauthorized in January 2014, which expired on December 31, 2014, is set forth in the table below. In February 2015, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$100 million of our outstanding common shares. All such common shares were repurchased pursuant to open market transactions.

Issuer Purchases of Common Stock

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares That May Yet Be Purchased Under the Plans or Programs (in thousands) as of 12/31/2014
				\$ 75,000
January 1 to January 31, 2014	-	N/A	N/A	-
February 1 to February 28, 2014	-	N/A	N/A	-
March 1 to March 31, 2014	2,626,854	\$ 5.80	2,626,854	(15,418)
April 1 to April 30, 2014	-	N/A	N/A	-
May 1 to May 31, 2014	-	N/A	N/A	-
June 1 to June 30, 2014	-	N/A	N/A	-
July 1 to July 31, 2014	-	N/A	N/A	-
August 1 to August 31, 2014	-	N/A	N/A	-
September 1 to September 30,	-	N/A	N/A	-
October 1 to October 31, 2014	-	N/A	N/A	-
November 1 to November 30,	-	N/A	N/A	-
December 1 to December 31,	-	N/A	N/A	-
Total	2,626,854		2,626,854	\$ 59,582*

* The repurchase program was reauthorized by our Board of Trustees in February 2015, resulting in an aggregate dollar value of the maximum number of common shares that may be purchased as of February 20, 2015 of \$100 million.

Item 6. Selected Financial Data

The following sets forth selected financial and operating data on a historical consolidated basis. The following data should be read in conjunction with the financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this Form 10-K. As a result of the early adoption on January 1, 2014 of ASU Update No. 2014-08, we do not expect to classify most of our hotel dispositions as discontinued operations. For purposes of this table below, the operating results of certain real estate assets which have been sold prior to the adoption of ASU Update No. 2014-08 are included in discontinued operations for all periods presented.

HERSHA HOSPITALITY TRUST
SELECTED FINANCIAL DATA
(In thousands, except per share data)

	2014	2013	2012	2011	2010
Revenue:					
Hotel Operating Revenues	\$ 417,226	\$ 338,064	\$ 299,005	\$ 229,156	\$ 184,998
Interest Income From Development Loans	-	158	1,998	3,427	4,686
Other Revenues	180	191	212	330	324
Total Revenue	417,406	338,413	301,215	232,913	190,008
Operating Expenses:					
Hotel Operating Expenses	227,324	188,431	161,982	121,402	98,930
Gain on Insurance Settlements	(4,604)	(403)	-	-	-
Hotel Ground Rent	2,433	985	835	877	941
Real Estate and Personal Property Taxes and Property Insurance	30,342	24,083	19,341	15,936	13,738
General and Administrative (including Share Based Payments of \$6,028, \$9,746, \$9,678, \$7,590, \$6,649)	20,363	23,869	23,377	18,449	16,833
Acquisition and Terminated Transaction Costs	2,472	974	1,179	2,734	4,785
Depreciation and Amortization	69,167	55,784	48,243	40,562	34,060
Contingent Consideration	2,000	-	-	-	-
Total Operating Expenses	349,497	293,723	254,957	199,960	169,287
Operating Income (Loss)	67,909	44,690	46,258	32,953	20,721
Interest Income	805	1,784	1,311	456	168
Interest Expense	(43,357)	(40,935)	(38,070)	(34,266)	(32,409)
Other Expense	(485)	(102)	(43)	(231)	(240)
Gain on Disposition of Hotel Properties	7,195	-	-	-	-
Gain on Hotel Acquisitions, net	12,667	12,096	-	-	-
Development Loan Recovery	22,494	-	-	-	-
Loss on Debt Extinguishment	(670)	(545)	(3,189)	(102)	(852)
Income (Loss) before (Loss) Income from Unconsolidated Joint Venture Investments and Discontinued Operations	66,558	16,988	6,267	(1,190)	(12,612)
(Loss) Income from Unconsolidated Joint Ventures	693	(22)	(232)	210	(1,751)
Impairment of Investment in Unconsolidated Joint Ventures	-	(1,813)	-	(1,677)	-
(Loss) Gain from Remeasurement of Investment in Unconsolidated Joint Ventures	-	-	(1,892)	2,757	4,008
(Loss) Income from Unconsolidated Joint Venture Investments	693	(1,835)	(2,124)	1,290	2,257
Income (Loss) Before Income Taxes	67,251	15,153	4,143	100	(10,355)
Income Tax Benefit	2,685	5,600	3,355	-	-
Income (Loss) from Continuing Operations	69,936	20,753	7,498	100	(10,355)
Discontinued Operations:					
Gain(Loss) on Disposition of Hotel Properties	(128)	32,121	11,231	991	347
Impairment of Assets Held for Sale	(1,800)	(10,314)	-	(30,248)	(2,433)
Income (Loss) from Discontinued Operations	263	7,388	3,489	2,189	(4,761)
Income (Loss) from Discontinued Operations	(1,665)	29,195	14,720	(27,068)	(6,847)
Net Income (Loss)	68,271	49,948	22,218	(26,968)	(17,202)
(Income) Loss Allocated to Noncontrolling Interests	(1,016)	(335)	158	1,734	845
Issuance Costs of Redeemed Preferred Shares	-	(2,250)	-	-	-
Preferred Distributions	(14,356)	(14,611)	(14,000)	(10,499)	(4,800)
Net Income (Loss) applicable to Common Shareholders	\$ 52,899	\$ 32,752	\$ 8,376	\$ (35,733)	\$ (21,157)

HERSHA HOSPITALITY TRUST
SELECTED FINANCIAL DATA
(In thousands, except per share data)

	2014	2013	2012	2011	2010
Basic Income (Loss) from Continuing Operations applicable to Common Shareholders	\$ 0.27	\$ 0.02	\$ (0.03)	\$ (0.06)	\$ (0.11)
Diluted Income (Loss) from Continuing Operations applicable to Common Shareholders ⁽¹⁾	0.27	0.02	(0.03)	(0.06)	(0.11)
Dividends declared per Common Share	0.26	0.24	0.24	0.23	0.20
Balance Sheet Data					
Net investment in hotel properties	\$ 1,745,483	\$ 1,535,835	\$ 1,466,713	\$ 1,341,536	\$ 1,245,851
Assets Held for Sale	-	56,583	-	93,829	-
Noncontrolling Interests Common Units	29,082	29,523	15,484	16,862	19,410
Redeemable Noncontrolling Interest	-	-	15,321	14,955	19,894
Noncontrolling Interests Consolidated Joint Ventures	-	-	-	307	474
Noncontrolling Interests Consolidated Variable Interest Entity	(1,075)	(342)	476	-	-
Shareholder's equity	829,382	837,958	829,828	730,673	683,434
Total assets	1,855,539	1,748,097	1,707,679	1,630,909	1,457,277
Total debt	918,923	773,501	792,708	758,374	694,720
Liabilities related to Assets Held for Sale	-	45,835	-	61,758	-
Other Data					
Net cash provided by operating activities	\$ 112,894	\$ 90,261	\$ 71,756	\$ 58,668	\$ 42,486
Net cash used in investing activities	\$ (180,504)	\$ (125,474)	\$ (55,817)	\$ (230,758)	\$ (310,567)
Net cash provided by financing activities	\$ 53,072	\$ 2,367	\$ 28,552	\$ 131,062	\$ 322,273
Weighted average shares outstanding					
Basic	199,109,209	198,390,450	187,415,270	168,753,382	134,370,172
Diluted ⁽¹⁾	201,197,310	201,918,177	187,415,270	168,753,382	134,370,172

- (1) Income allocated to noncontrolling interest in HHP has been excluded from the numerator and Common Units have been omitted from the denominator for the purpose of computing diluted earnings per share because the effect of including these amounts in the numerator and denominator would have no impact.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Certain statements appearing in this Item 7 are forward-looking statements within the meaning of the federal securities laws. Our actual results may differ materially. We caution you not to place undue reliance on any such forward-looking statements. See "Cautionary Factors That May Affect Future Results" for additional information regarding our forward-looking statements.

BACKGROUND

As of December 31, 2014, we owned interests in 51 hotels in major urban gateway markets including New York, Washington DC, Boston, Philadelphia, San Diego, Los Angeles and Miami, including 46 wholly-owned hotels and interests in five hotels owned through unconsolidated joint ventures. Our "Summary of Operating Results" section below contains operating results for 46 consolidated hotel assets and five hotel assets owned through unconsolidated joint ventures. We have elected to be taxed as a REIT for federal income tax purposes, beginning with the taxable year ended December 31, 1999. For purposes of the REIT qualification rules, we cannot directly operate any of our hotels. Instead, we must lease our hotels to a third party lessee or to a TRS, provided that the TRS engages an eligible independent contractor to manage the hotels. As of December 31, 2014, we have leased all of our hotels to a wholly-owned TRS, a joint venture owned TRS, or an entity owned by our wholly-owned TRS. Each of these TRS entities will pay qualifying rent, and the TRS entities have entered into management contracts with qualified independent managers, including HHMLP, with respect to our hotels. We intend to lease all newly acquired hotels to a TRS. The TRS structure enables us to participate more directly in the operating performance of our hotels. The TRS directly receives all revenue from, and funds all expenses relating to, hotel operations. The TRS is also subject to income tax on its earnings.

OVERVIEW

We believe the improvements in our equity and debt capitalization and repositioning of our portfolio better enables us to capitalize on further improvement in lodging fundamentals. During 2014, we continued to see improvements in ADR, RevPAR and operating margins, led by hotels in most of our major locations. We continue to seek acquisition opportunities in urban centers and central business districts. In addition, we will continue to look for attractive opportunities to dispose of properties in secondary and tertiary markets at favorable prices, potentially redeploying that capital in our focus markets. We do not expect to actively pursue acquisitions made through joint ventures in the near term; however, we may seek to buy out, or sell our joint venture interests to, select existing joint venture partners. We do not expect to actively pursue development loans or land leases in the near term.

Although we expect continued stabilization and improvement in consumer and commercial spending and lodging demand during 2015, the manner in which the economy will continue to grow, if at all, is not predictable. In addition, the availability of hotel-level financing for the acquisition of new hotels is not within our control. As a result, there can be no assurances that we will be able to grow hotel revenues, occupancy, ADR or RevPAR at our properties as we hope. Factors that might contribute to less than anticipated performance include those described under the heading "Item 1A. Risk Factors" and other documents that we may file with the SEC in the future. We will continue to cautiously monitor recovery in lodging demand and rates, our third party hotel managers and our performance generally.

SUMMARY OF OPERATING RESULTS

The following table outlines operating results for the Company's portfolio of wholly owned hotels and those owned through joint venture interests (excluding hotel assets classified as discontinued operations) that are consolidated in our financial statements for the three years ended December 31, 2014, 2013 and 2012.

CONSOLIDATED HOTELS:

	<u>Year Ended</u> <u>2014</u>	<u>Year Ended</u> <u>2013</u>	<u>2014</u> <u>vs. 2013</u> <u>% Variance</u>	<u>Year Ended</u> <u>2012</u>	<u>2013</u> <u>vs. 2012</u> <u>% Variance</u>
Occupancy	82.6%	79.7%	2.9%	78.6%	1.1%
Average Daily Rate (ADR)	\$ 187.82	\$ 179.70	4.5%	\$ 175.23	2.6%
Revenue Per Available Room (RevPAR)	\$ 155.19	\$ 143.30	8.3%	\$ 137.78	4.0%
Room Revenues	\$ 380,461	\$ 309,452	22.9%	\$ 273,410	13.2%
Hotel Operating Revenues	\$ 417,226	\$ 338,064	23.4%	\$ 299,005	13.1%

RevPAR for the year ended December 31, 2014 increased 8.3% for our consolidated hotels when compared to the same period in 2013. This increase represents a continued growth trend in RevPAR, which is primarily due to the improving economic conditions in 2014 and the acquisition of hotel properties consummated in 2014 that are accretive to RevPAR. The increase, as noted in the table above, was the result of increases in both occupancy and ADR. Performing particularly well in 2014 were hotels in our Boston, West Coast, South Florida and Washington DC markets, each of which posted RevPAR growth in excess of 11.0% versus the same period in 2013.

The following table outlines operating results for the three years ended December 31, 2014, 2013 and 2012 for hotels we own through unconsolidated joint venture interests (excluding those hotel assets have been sold to an independent third party during the period presented). These operating results reflect 100% of the operating results of the property including our interest and the interests of our joint venture partners and other noncontrolling interest holders.

UNCONSOLIDATED JOINT VENTURES:

	<u>Year Ended</u> <u>2014</u>	<u>Year Ended</u> <u>2013</u>	<u>2014</u> <u>vs. 2013</u> <u>% Variance</u>	<u>Year Ended</u> <u>2012</u>	<u>2013</u> <u>vs. 2012</u> <u>% Variance</u>
Occupancy	67.2%	68.3%	-1.1%	68.6%	-0.3%
Average Daily Rate (ADR)	\$ 164.10	\$ 154.57	6.2%	\$ 152.51	1.4%
Revenue Per Available Room (RevPAR)	\$ 110.33	\$ 105.52	4.6%	\$ 104.66	0.8%
Room Revenues	\$ 59,135	\$ 58,273	1.5%	\$ 62,058	-6.1%
Total Revenues	\$ 80,860	\$ 80,879	0.0%	\$ 84,364	-4.1%

For our unconsolidated hotels, RevPAR for the year ended December 31, 2014 increased 4.6% compared to RevPAR achieved during the year ended December 31, 2013. The 2014 results reflect the overall condition of the market in which our unconsolidated joint venture hotels operate, particularly Boston, where our 2 hotels posted RevPAR growth of 15.1%. The relatively stable results in RevPar during the year of 2013 when compared to the year of 2012 is primarily the result of a joint venture asset which is now consolidated for financial reporting purposes and therefore no longer contributes to the operating results of our portfolio of unconsolidated hotels. The Holiday Inn Express 29th Street, New York, NY, which as of June 18, 2012, no longer was included in our unconsolidated joint venture hotel portfolio, tended to have higher occupancy and ADR than the remaining hotels in our unconsolidated joint venture portfolio, resulting in the lower room revenues and total revenues in the above table. When compared to the same period in 2012, the remaining unconsolidated joint venture hotels follow the same growth trend for RevPar as experienced in our same store consolidated hotels reported below during the year ended December 31, 2013.

We define a same store consolidated hotel as one that is currently consolidated, that we have owned in whole or in part for the entire period being reported and the comparable period in each of the periods being presented, and is deemed fully operational. Based on this definition, for the years ended December 31, 2014 and 2013, there are 34 same store consolidated hotels and 31 same store consolidated hotels for the years ended December 31, 2013 and 2012. The following table outlines operating results for the years ended December 31, 2014, 2013, and 2012, for our same store consolidated hotels:

SAME STORE CONSOLIDATED

	<i>(includes 34 hotels in both years)</i>			<i>(includes 31 hotels in both years)</i>		
	Year Ended 2014	Year Ended 2013	2014 vs. 2013 % Variance	Year Ended 2013	Year Ended 2012	2013 vs. 2012 % Variance
Occupancy	82.9%	79.7%	3.2%	80.5%	78.6%	1.9%
Average Daily Rate (ADR)	\$ 179.76	\$ 176.85	1.6%	\$ 174.65	\$ 172.67	1.1%
Revenue Per Available Room (RevPAR)	\$ 148.97	\$ 140.95	5.7%	\$ 140.55	\$ 135.69	3.6%
Room Revenues	\$ 280,421	\$ 265,142	5.8%	\$ 258,047	\$ 249,848	3.3%
Total Revenues	\$ 305,961	\$ 288,635	6.0%	\$ 272,780	\$ 263,893	3.4%

Driven by strong performance in our Boston, West Coast, and Washington DC markets, RevPAR for our same store consolidated hotels increased 5.7%, when compared to the same period in 2013.

COMPARISON OF THE YEAR ENDED DECEMBER 31, 2014 TO DECEMBER 31, 2013

(dollars in thousands, except ADR and per share data)

Revenue

Our total revenues for the years ended December 31, 2014 and 2013 primarily consisted of hotel operating revenues and other revenue. Hotel operating revenues were approximately 100.0% and 99.9% of total revenues for the years ended December 31, 2014 and 2013, respectively. Hotel operating revenues are recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that were consolidated in our financial statements during the period. Hotel operating revenues increased \$79,162, or 23.4%, from \$338,064 for the year ended December 31, 2013 to \$417,226 for the same period in 2014. This increase in hotel operating revenues was primarily attributable to the acquisitions consummated in 2014 and 2013 as well as increases in hotel operating revenues for our same store consolidated hotels.

Since December 31, 2013, we have acquired interests in three consolidated hotels and have commenced operations at the Hampton Inn Pearl Street. These four hotels contributed the following operating revenues for the twelve months ended December 31, 2014.

Brand	Location	Acquisition Date	Rooms	2014 Hotel Operating Revenues
Hotel Milo	Santa Barbara, CA	February 28, 2014	122	8,655
Parrot Key Resort	Key West, FL	May 7, 2014	148	9,145
Hilton Garden Inn 52nd Street	New York, NY	May 30, 2014*	205	10,439
Hampton Inn Pearl Street	New York, NY	June 23, 2014*	81	2,867
			556	\$ 31,106

* Date the hotel began operations.

Revenues for all hotels were recorded from the date of acquisition as hotel operating revenues. Further, hotel operating revenues for the year ended December 31, 2014 included revenues for the following hotels that were purchased during the year ended December 31, 2013. Hotels acquired during the year ended December 31, 2013 would have a full year of results included in the year ended December 31, 2014 but not necessarily a full year of results during the same period in 2013.

We acquired interests in the following consolidated hotels during the year ended December 31, 2013:

Brand	Location	Acquisition Date	Rooms	2014 Hotel Operating Revenues	2013 Hotel Operating Revenues
Hyatt Union Square	New York, NY	April 9, 2013	178	\$ 19,066	\$ 11,272
Courtyard by Marriott	San Diego, CA	May 30, 2013	245	16,205	8,350
Residence Inn	Coconut Grove, FL	June 12, 2013	140	4,424	2,889
Winter Haven	Miami, FL	December 20, 2013	70	4,185	203
Blue Moon	Miami, FL	December 20, 2013	75	4,446	175
			708	\$ 48,326	\$ 22,889

In addition, our same store consolidated portfolio experienced improvements in ADR and occupancy during the year ended December 31, 2014 when compared to the same period in 2013. Occupancy in our same store consolidated hotels increased 320 basis points from 79.7% during the year ended December 31, 2013 to 82.9% for the same period in 2014. ADR improved 1.6%, increasing from \$176.85 for the year ended December 31, 2013 to \$179.76 during the same period in 2014. These improvements were due to improvements in lodging trends in the markets in which our hotels are located.

Expenses

Total hotel operating expenses increased 20.6% to approximately \$227,324 for the year ended December 31, 2014 from \$188,431 for the year ended December 31, 2013. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2013, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization of 24.0%, or \$13,383, to \$69,167 for the year ended December 31, 2014 from \$55,784 for the year ended December 31, 2013. Real estate and personal property tax and property insurance increased \$6,259, or 26.0%, for the year ended December 31, 2014 when compared to the same period in 2013 due to our acquisitions

along with a general overall increase in tax assessments and tax rates as the economy improves, but was partially offset by reductions resulting from our rigorous management of this expense.

General and administrative expense decreased by approximately \$3,506 from \$23,869 in 2013 to \$20,363 in 2014. General and administrative expense includes expense related to non-cash share based payments issued as incentive compensation to the Company's trustees, executives, and employees. Expense related to share based compensation decreased \$3,718 when comparing the year ended December 31, 2014 to the same period in 2013. This decrease in share based compensation expense is due primarily to the vesting of the 2010 Multi-Year LTIP Plan as of December 31, 2013 as well as a lesser amount of restricted shares issued since December 31, 2013. Please refer to "Note 8 – Share Based Payments" of the notes to the consolidated financial statements for more information about our stock based compensation.

Amounts recorded on our consolidated statement of operations for acquisition and terminated transactions costs will fluctuate from period to period based on our acquisition activities. Acquisition costs typically consist of transfer taxes, legal fees and other costs associated with acquiring a hotel property and transactions that were terminated during the year. Acquisition and terminated transaction costs increased \$1,498 from \$974 for the year ended December 31, 2013 to \$2,472 for the year ended December 31, 2014. While we acquired more properties in 2013, the manner in which acquisition targets are found can and do dictate the costs necessary to complete the acquisition. The costs incurred in 2014 were related to the following hotels: \$1,836 related to our Hilton Garden Inn 52nd Street acquisition, \$173 related to our Hotel Milo acquisition, and \$169 related to our Parrot Key Resort acquisition. The costs incurred in 2013 were related to the following hotels: \$500 related to our Hyatt Union Square acquisition; \$152 related to our Residence Inn Coconut Grove acquisition; \$65 related to our Courtyard San Diego acquisition; and \$138 for our Winter Haven and Blue Moon Hotel acquisitions. Also included in these costs are charges related to transactions that were terminated during the year.

Operating Income

Operating income for the year ended December 31, 2014 was \$67,909 compared to operating income of \$44,690 during the same period in 2013. Operating income was positively impacted by the improved operating results of our hotels discussed above as well as insurance recoveries of \$4,604, much of which represents settlement of business interruption insurance claims that arose from the Hurricane Sandy natural disaster in 2012.

Interest Expense

Interest expense increased \$2,422 from \$40,935 for the year ended December 31, 2013 to \$43,357 for the year ended December 31, 2014. The increase in interest expense is primarily due to increased borrowings drawn on our unsecured credit facilities. During 2014, we entered into a new credit facility which allowed for an additional \$100,000 in unsecured term loan, which we drew during the second quarter of 2014.

Gain on Disposition of Hotel Properties

During the year ended December 31, 2014, the Company recorded a gain of \$7,195 related to its sale of Hotel 373 in Manhattan.

Gain on Hotel Acquisitions, net

During the year ended December 31, 2014, the Company recorded a net gain of \$12,667 related primarily to its purchase of the Hilton Garden Inn on 52nd Street in Manhattan as the purchase price of the asset was less than the appraised fair value as of the closing date. During the year ended December 31, 2013, the company had recorded a similar net gain of \$12,096 related to its purchase of Hyatt Union Square.

Development Loan Recovery

Consideration given in exchange for the Hilton Garden Inn 52nd Street included cash to the seller and our reinstatement and cancellation of a development loan receivable in the original principal amount of \$10,000 and \$12,494 of accrued interest and late fees. This development loan receivable had previously been fully impaired in 2009, but was recovered as part of this acquisition. As a result, we recognized a gain of \$22,494 on the recovery of the previously impaired development loan.

Unconsolidated Joint Venture Investments

The loss from unconsolidated joint ventures consists of our interest in the operating results of the properties we own in joint ventures. The operating results of the unconsolidated joint ventures improved by \$715 for the year ended December 31, 2014. This is primarily because of the improved performance in our Boston market, where two of our five properties owned in joint ventures are located.

We recorded an impairment loss of \$1,813 related to the Courtyard, Norwich, CT, one of the properties owned by Mystic Partners, LLC during the year ended December 31, 2013. At that time, we did not anticipate recovering our investment balance in this asset, and as such we reduced our investment attributed to this property to \$0 as of December 31, 2013. During the third quarter of 2014, the title on this property was transferred to the lender.

Income Tax Benefit

During the year ended December 31, 2014, the Company recorded an income tax benefit of \$2,685 compared to an income tax benefit of \$5,600 in 2013. Prior year income tax benefit included the reversal of allowances against state deferred tax assets resulting from cumulative net operating losses that were deemed to be realizable based on projections of future performance of the hotels generating these net operating losses.

Discontinued Operations

On September 20, 2013, the Company entered into a purchase and sale agreement to sell a portfolio of 16 non-core hotels for an aggregate purchase price of approximately \$217,000. During the third quarter of 2013, the Company had recorded an impairment of \$6,591 in connection with the anticipated disposition. As of December 31, 2013, the Company had closed on the sale of 12 of the hotels, with the remaining four hotels closing during the first quarter of 2014. Accordingly, a gain of \$31,559 was recognized during the fourth quarter of 2013 as the proceeds from the sale exceeded the carrying value.

For the year ended December 31, 2014, the Company recorded a loss of \$128 in connection with the closing of the remaining 4 properties. In addition, we recorded an impairment loss of \$1,800 in the first quarter of 2014, as the proceeds did not exceed the carrying value for certain of these properties.

On June 12, 2013, we closed on the sale of our Comfort Inn, Harrisburg, PA. The Company sold the hotel for \$3,700 and recorded a gain on sale of \$442. Additionally, on September 17, 2013, we closed on the sale of Holiday Inn Express Camp Springs, MD property. The Company sold the hotel for \$8,500 and recorded a gain on the sale of \$120 and an impairment charge of \$3,723 during the second quarter of 2013 as the anticipated net proceeds did not exceed the carrying value.

The operating results for all 18 of the above described hotel properties and one land parcel have been reclassified to discontinued operations in the statement of operations for the years end December 31, 2014 and 2013, respectively.

We recorded income from discontinued operations of approximately \$263 during the twelve months ended December 31, 2014, compared to income of approximately \$7,388 during the twelve months ended December 31, 2013. See “Note 12 – Discontinued Operations” for more information.

Effective January 1, 2014, we early adopted ASU Update No. 2014-08 concerning the classification and reporting of discontinued operations. This amendment defines discontinued operations as a component of an entity that represents a strategic shift that has (or will have) a major effect on an entity’s operations and financial results. As a result of the early adoption of ASU Update No. 2014-08, we anticipate that most of our hotel dispositions will not be classified as discontinued operations as most will not fit this definition.

Net Income Applicable to Common Shareholders

Net income applicable to common shareholders for the year ended December 31, 2014 was \$52,899 compared to net income applicable to common shareholders of \$32,752 for the same period in 2013. Net income applicable to common shareholders for the year ended December 31, 2014 was positively impacted by the improved operating results of our hotels and one-time gains discussed above. Net income applicable to common shareholders for the year ended December 31, 2013 was negatively impacted by the extinguishment of \$2,250 of issuance costs associated with the redemption of all of our outstanding Series A Preferred Shares.

Comprehensive Income Attributable to Common Shareholders

Comprehensive income applicable to common shareholders for the year ended December 31, 2014 was \$52,917 compared to \$34,162 for the same period in 2013. This amount was primarily attributable to net income as more fully described above. Further change in other comprehensive income was primarily the result of the positive shift in the position of the fair value of our derivative instruments. For the year ended December 31, 2014, we recorded other comprehensive income of \$68,289 when compared to \$51,358 of other comprehensive income for the year ended December 31, 2013. The expected rise in the interest rate yield curve in the next few years has continued to increase the fair value of our interest rate swaps, increasing the asset value of certain derivative instruments and decreasing the liability of shifting the liability to an asset position for other derivative instruments.

COMPARISON OF THE YEAR ENDED DECEMBER 31, 2013 TO DECEMBER 31, 2012 (dollars in thousands, except per share data)

Revenue

Our total revenues for the years ended December 31, 2013 and 2012 consisted of hotel operating revenues, interest income from our development loan program and other revenue. Hotel operating revenues were approximately 99.9% and 99.3% of total revenues for the years ended December 31, 2013 and 2012, respectively. Hotel operating revenues are recorded for wholly owned hotels that are leased to our wholly owned TRS and hotels owned through joint venture interests that were consolidated in our financial statements during the period. Hotel operating revenues increased \$39,059, or 13.1%, from \$299,005 for the year ended December 31, 2012 to \$338,064 for the same period in 2013. This increase in hotel operating revenues was primarily attributable to the acquisitions consummated in 2013 and 2012 as well as increases in hotel operating revenues for our same store consolidated hotels.

We acquired interests in the following consolidated hotels that contributed the following operating revenues for the year ended December 31, 2013:

Brand	Location	Acquisition Date	Rooms	2013 Hotel Operating Revenues	
Hyatt Union Square	New York, NY	April 9, 2013	178	\$	11,272
Courtyard by Marriott	San Diego, CA	May 30, 2013	245		8,350
Residence Inn	Coconut Grove, FL	June 12, 2013	140		2,889
Winter Haven	Miami, FL	December 20, 2013	70		203
Blue Moon	Miami, FL	December 20, 2013	75		175
			708	\$	22,889

Revenues for all hotels were recorded from the date of acquisition as hotel operating revenues. Further, hotel operating revenues for the year ended December 31, 2013 included revenues for the following hotels that were purchased during the year ended December 31, 2012. Hotels acquired during the year ended December 31, 2012 would have a full year of results included in the year ended December 31, 2013 but not necessarily a full year of results during the same period in 2012. We acquired interests in the following consolidated hotels during the year ended December 31, 2012:

Brand	Location	Acquisition Date	Rooms	2013 Hotel Operating Revenues		2012 Hotel Operating Revenues	
Rittenhouse Hotel	Philadelphia, PA	March 1, 2012	116	\$	16,969	\$	16,809
The Boxer	Boston, MA	May 7, 2012	80		3,799		2,791
Holiday Inn Express	New York, NY	June 18, 2012	228		16,746		10,170
			424	\$	37,514	\$	29,770

In addition, our same store consolidated portfolio experienced improvements in ADR and occupancy during the year ended December 31, 2013 when compared to the same period in 2012. Occupancy in our same store consolidated hotels increased 190 basis points from 78.6% during the year ended December 31, 2012 to 80.5% for the same period in 2013. ADR improved 1.1%, increasing from \$172.67 for the year ended December 31, 2012 to \$174.65 during the same period in 2013. These improvements were due to improvements in lodging trends in the markets in which our hotels are located.

We had previously invested in hotel development projects by providing mortgage or mezzanine financing to hotel developers and through the acquisition of land that is then leased to hotel developers. Interest income from development loans receivable was \$158 for the year ended December 31, 2013 compared to \$1,998 for the same period in 2012.

In April 2013, we acquired the Hyatt Union Square and as part of the consideration we agreed to cancel the \$13,303 development loan receivable in its entirety. Furthermore, the only remaining development loan, related to the Hyatt 48Lex, was paid off in full during April 2013. As of December 31, 2013, we had no outstanding development loans receivable.

Expenses

Total hotel operating expenses increased 16.3% to approximately \$188,431 for the year ended December 31, 2013 from \$161,982 for the year ended December 31, 2012. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2012, as mentioned above. The acquisitions also resulted in an increase in depreciation and

amortization of 15.6%, or \$7,541, to \$55,784 for the year ended December 31, 2013 from \$48,243 for the year ended December 31, 2012. Real estate and personal property tax and property insurance increased \$4,742, or 24.5%, for the year ended December 31, 2013 when compared to the same period in 2012 due to our acquisitions along with a general overall increase in tax assessments and tax rates as the economy improves.

General and administrative expense increased by approximately \$492 from \$23,377 in 2012 to \$23,869 in 2013. Increases in other general and administrative expenses were primarily from increases in employee headcount and resulting base compensation and payroll taxes increases. General and administrative expense includes expense related to non-cash share based payments issued as incentive compensation to the Company's trustees, executives, and employees. Expense related to share based compensation increased \$68 during the year ended December 31, 2013 when compared to the same period of 2012. Please refer to "Note 8 – Share Based Payments" of the notes to the consolidated financial statements for more information about our stock based compensation.

Amounts recorded on our consolidated statement of operations for acquisition and terminated transactions costs will fluctuate from period to period based on our acquisition activities. Acquisition costs typically consist of transfer taxes, legal fees and other costs associated with acquiring a hotel property and transactions that were terminated during the year. Acquisition and terminated transaction costs decreased \$205 from \$1,179 for the year ended December 31, 2012 to \$974 for the year ended December 31, 2013. While we acquired more properties during the year ended December 31, 2013 when compared to the same period in 2012, the manner in which acquisition targets are found can and do dictate the costs necessary to complete the acquisition. The costs incurred in 2013 were related to the following hotels: \$500 related to our Hyatt Union Square acquisition; \$152 related to our Residence Inn Coconut Grove acquisition; \$65 related to our Courtyard San Diego acquisition; and \$138 for our Winter Haven and Blue Moon Hotel acquisitions. The costs incurred in 2012 were related to following hotels: \$963 related to our acquisition of The Rittenhouse Hotel; \$61 related to acquisition of The Boxer; \$67 related to our acquisition of Holiday Inn Express Manhattan. The remaining costs were primarily related to transactions that were terminated during the year.

Operating Income

Operating income for the year ended December 31, 2013 was \$44,690 compared to operating income of \$46,258 during the same period in 2012. As noted above, the decrease in operating income resulted partially from improved performance of our portfolio and acquisitions that have occurred since the beginning of 2012, but is offset by increases in real estate taxes.

Interest Expense

Interest expense increased \$2,865 from \$38,070 for the year ended December 31, 2012 to \$40,935 for the year ended December 31, 2013. The increase in interest expense is due primarily to an increase in borrowings drawn on our senior unsecured term loan and our line of credit throughout the year. A portion of these borrowings were used to repay various mortgage loans, which lowered our overall consolidated secured mortgage indebtedness outstanding. Additionally, we used proceeds from the line of credit to fund the purchase of our Residence Inn Coconut Grove and Courtyard San Diego acquisitions. Finally, we financed a portion of our Hyatt Union Square acquisition with variable rate mortgage debt and borrowed an additional \$10,000 to fund construction of the tower at our Courtyard Miami Beach hotel.

Unconsolidated Joint Venture Investments

The loss from unconsolidated joint ventures consists of our interest in the operating results of the properties we own in joint ventures. The operating results of the unconsolidated joint ventures improved by \$210 for the year ended December 31, 2013.

Since the beginning of 2012, we have made efforts to decrease our investment in unconsolidated joint ventures resulting in the sale of 5 of these assets to third parties and the purchase of the remaining 50% interest in

our Holiday Inn Express, New York, NY hotel on June 18, 2012. Accordingly, the results of this hotel are now included in our consolidated results and our interest in Metro 29th was remeasured. As a result, during the year ended December 31, 2012, we recorded a loss from the remeasurement of our investments in the unconsolidated joint venture of approximately \$224.

On August 13, 2012, the Company purchased the remaining 50% ownership interest in Inn America Hospitality at Ewing, the lessee of the Courtyard by Marriot, Ewing, NJ. As such, we ceased to account for our investment in Inn America Hospitality at Ewing under the equity method of accounting as of August 10, 2012 because it became a consolidated subsidiary. Our interest in Inn America Hospitality at Ewing, which consisted of our investment in Inn America Hospitality at Ewing and a receivable, was remeasured and as a result based on the appraised value of the hotel, we recorded a loss from the remeasurement of our investments in the unconsolidated joint venture of approximately \$1,668 during the twelve months ended December 31, 2012.

We recorded an impairment loss of \$1,813 related to the Courtyard, Norwich, CT, one of the properties owned by Mystic Partners, LLC during the year ended December 31, 2013. At that time, we did not anticipate recovering our investment balance in this asset, and as such we reduced our investment attributed to this property to \$0 as of December 31, 2013. Mystic Partners, LLC transferred title to the property to the lender in the third quarter of 2014.

Income Tax Benefit

During the year ended December 31, 2013, the Company recorded an income tax benefit of \$5,600 compared an income tax benefit of \$3,355 in 2012. Excluded from the income tax benefit for 2013 is \$190 of income tax expense related to discontinued operations. Approximately \$2,866 of the income tax benefit relates to deferred tax assets that the Company now believes are realizable and variances between the tax return and year end provision for the year ended December 31, 2012. The remaining income tax benefit is a result of the operations of the Company's taxable REIT subsidiary, 44 New England.

Discontinued Operations

On September 20, 2013, the Company entered into a purchase and sale agreement to sell a portfolio of 16 non-core hotels for an aggregate purchase price of approximately \$217,000. During the third quarter of 2013, the Company had recorded an impairment of \$6,591 in connection with the anticipated disposition. As of December 31, 2013, the Company had closed on the sale of 12 of the hotels. Accordingly, a gain of \$31,559 was recognized during the fourth quarter of 2013 as the proceeds from the sale exceeded the carrying value. The Company closed on the remaining four non-core hotels during the first quarter of 2014.

On June 12, 2013, we closed on the sale of our Comfort Inn, Harrisburg, PA. The Company sold the hotel for \$3,700 and recorded a gain on sale of \$442. Additionally, on September 17, 2013, we closed on the sale of Holiday Inn Express Camp Springs, MD property. The Company sold the hotel for \$8,500 and recorded a gain on the sale of \$120 and an impairment charge of \$3,723 during the second quarter of 2013 as the anticipated net proceeds did not exceed the carrying value.

During the year ended December 31, 2012, the Company closed on the sale of 18 non-core hotel properties, transferred the title of the Comfort Inn North Dartmouth, MA to the lender and closed on the sale of the land parcel and improvements located at 585 Eighth Avenue, New York, NY. As a result of these transactions, we recognized a gain of approximately \$11,231 for the year ended December 31, 2012.

The operating results for all 37 of the above described hotel properties and one land parcel have been reclassified to discontinued operations in the statement of operations for the years end December 31, 2013 and 2012, respectively.

We recorded income from discontinued operations of approximately \$7,388 during the twelve months ended December 31, 2013, compared to income of approximately \$3,489 during the twelve months ended December 31, 2012. See “Note 11 – Discontinued Operations” for more information.

Net Income Applicable to Common Shareholders

Net income applicable to common shareholders for the year ended December 31, 2013 was \$32,752 compared to net income applicable to common shareholders of \$8,376 for the same period in 2012. As previously discussed, net income applicable to common shareholders for the year ended December 31, 2013 was positively impacted by a net gain of approximately \$12,096 on the purchase of the Hyatt Union Square, New York, NY, as the fair value of the assets acquired less any liabilities assumed exceeded the consideration transferred. Additionally, the \$31,559 gain on the sale of 12 of the 16 non-core hotels that closed during the year ended December 31, 2013 positively impacted net income applicable to common shareholders.

Comprehensive Income Applicable to Common Shareholders

Comprehensive income applicable to common shareholders for the year ended December 31, 2013 was \$34,162 compared to \$7,741 for the same period in 2012. This amount was primarily attributable to net income/loss as more fully described above. Further change in other comprehensive income was primarily the result of the positive shift in the position of the fair value of our derivative instruments. For the year ended December 31, 2013, we recorded other comprehensive income of \$1,410 when compared to \$635 of other comprehensive loss for the year ended December 31, 2012. During the year, a projected rise in the interest rate yield curve had favorably shifted many of our interest rate swaps from a liability to an asset position.

LIQUIDITY, CAPITAL RESOURCES, AND EQUITY OFFERINGS

(dollars in thousands, except per share data)

Potential Sources of Capital

Our organizational documents do not limit the amount of indebtedness that we may incur. Our ability to incur additional debt is dependent upon a number of factors, including the current state of the overall credit markets, our degree of leverage and borrowing restrictions imposed by existing lenders. Our ability to raise funds through the issuance of debt and equity securities is dependent upon, among other things, capital market volatility, risk tolerance of investors, general market conditions for REITs and market perceptions related to the Company’s ability to generate cash flow and positive returns on its investments.

In addition, our mortgage indebtedness contains various financial and non-financial covenants customarily found in secured, nonrecourse financing arrangements. If the specified criteria are not satisfied, the lender may be able to escrow cash flow generated by the property securing the applicable mortgage loan. We have determined that certain debt service coverage ratio covenants contained in the loan agreements securing a number of our hotel properties were not met as of December 31, 2014. Pursuant to the loan agreements, certain lenders have elected to escrow the operating cash flow for these properties. However, these covenants do not constitute an event of default for these loans. Future deterioration in market conditions could cause restrictions in our access to the cash flow of additional properties.

On February 28, 2014, we entered into a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provides for a \$500,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit and a \$250,000 senior unsecured term loan. This new facility amended and restated the existing \$400,000 senior secured credit facility. The \$500,000 unsecured credit facility expires on February 28, 2018 and, provided no event of default has occurred, we may request that the lenders renew the credit facility for an additional one-year period. The credit facility is also expandable to \$850,000 at our request, subject to the satisfaction of certain conditions.

As of December 31, 2014, the outstanding unsecured term loan balance under the \$500,000 senior unsecured credit facility was \$250,000 and therefore fully drawn, and we had no outstanding borrowings under the \$250,000 revolving line of credit. As of December 31, 2014, our remaining borrowing capacity under the \$500,000 unsecured credit facility's revolving line of credit was \$245,745, which is based on certain operating metrics of unencumbered hotel properties designated as borrowing base assets. We intend to repay indebtedness incurred under the \$500,000 unsecured credit facility from time to time, for acquisitions or otherwise, out of cash flow and from the proceeds of issuances of additional common and preferred shares and potentially other securities.

We will continue to monitor our debt maturities to manage our liquidity needs. However, no assurances can be given that we will be successful in refinancing all or a portion of our future debt obligations due to factors beyond our control or that, if refinanced, the terms of such debt will not vary from the existing terms. As of December 31, 2014, we have \$69,063 of indebtedness maturing on or before December 31, 2015. We currently expect that cash requirements for all debt that is not refinanced by our existing lenders for which the maturity date is not extended will be met through a combination of cash on hand, refinancing the existing debt with new lenders, draws on the \$250,000 revolving line of credit portion of our \$500,000 credit facility and the issuance of our securities.

On February 25, 2013, we completed a public offering of 3,000,000 6.875% Series C preferred shares. These shares have a par value of \$0.01 per share with a \$25.00 liquidation preference per share. Net proceeds of the offering, after deducting underwriting discounts and offering expenses, were approximately \$72,370. We utilized the net proceeds of the offering to redeem all outstanding 8.00% Series A preferred shares on March 28, 2013, and for general corporate purposes. The Series A preferred shares were redeemed at a per share redemption price of \$25.00 together with accrued and unpaid dividends to the redemption date for an aggregate per share redemption price of \$25.4056. Dividends ceased accruing on the Series A preferred shares on March 28, 2013.

Common Share Repurchase Plan

In December 2012, our Board of Trustees authorized us to repurchase from time to time up to an aggregate of \$75,000 of our outstanding common shares through December 31, 2013. We did not repurchase any common shares prior to the expiration of the share repurchase program. In January 2014, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$75,000 of our outstanding common shares. In February 2015, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding common shares. The current share repurchase program will expire on December 31, 2015. For the year ended December 31, 2014, the Company repurchased 2,626,854 common shares for an aggregate purchase price of \$15,418. As of February 20, 2015, we have not repurchased any common shares pursuant to the newly reauthorized share repurchase program. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares.

Development Loans Receivable

During April 2013, we acquired the Hyatt Union Square, and as part of the consideration we agreed to cancel the \$13,303 development loan receivable in its entirety. Furthermore, the development loan related to the Hyatt 48Lex was paid in full during the year ended December 31, 2013. As of December 31, 2014, we had no outstanding development loans receivable.

Acquisitions

During the year ended December 31, 2014, we acquired the following wholly-owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Ground Lease Intangible	Franchise Fees and Loan Costs	Total Purchase Price	Assumption of Debt
Hotel Milo, Santa Barbara, CA	2/28/2014	\$ -	\$ 55,080	\$ 805	\$ (14,230)	\$ 273	\$ 41,928	\$ 24,924
Parrot Key Resort, Key West, FL	5/7/2014	57,889	33,959	8,152	-	-	100,000	-
Hilton Garden Inn 52nd Street, New York, NY	5/27/2014	45,480	60,762	4,920	-	1,123	112,285	-
TOTAL		\$ 103,369	\$ 149,801	\$ 13,877	\$ (14,230)	\$ 1,396	\$ 254,213	\$ 24,924

We intend to invest in additional hotels only as suitable opportunities arise and adequate sources of financing are available. We expect that future investments in hotels will depend on and will be financed by, in whole or in part, our existing cash, the proceeds from additional issuances of common or preferred shares, proceeds from the sale of assets, issuances of Common Units, issuances of preferred units or other securities or borrowings.

Operating Liquidity and Capital Expenditures

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 the \$250,000 unsecured revolving line of credit portion of our \$500,000 unsecured credit facility. We believe that the net cash provided by operations in the coming year and borrowings drawn on the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility will be adequate to fund the Company's operating requirements, monthly recurring debt service and the payment of dividends in accordance with REIT requirements of the Code, as amended.

To qualify as a REIT, we must distribute annually at least 90% of our taxable income. This distribution requirement limits our ability to retain earnings and requires us to raise additional capital in order to grow our business and acquire additional hotel properties. However, there is no assurance that we will be able to borrow funds or raise additional equity capital on terms acceptable to us, if at all. In addition, we cannot guarantee that we will continue to make distributions to our shareholders at the current rate or at all. Due to the seasonality of our business, cash provided by operating activities fluctuates significantly from quarter to quarter. However, we believe that, based on our current estimates, which include the addition of cash provided by hotels acquired during 2014, our cash provided by operating activities will be sufficient over the next 12 months to fund the payment of our dividend at its current level. However, our Board of Trustees continues to evaluate the dividend policy in the context of our overall liquidity and market conditions and may elect to reduce or suspend these distributions. Net cash provided by operating activities for the year ended December 31, 2014 was \$112,894 and cash used for the payment of distributions and dividends for the year ended December 31, 2014 was \$66,366.

We also project that our operating cash flow and available borrowings under the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility will be sufficient to satisfy our liquidity and other capital needs over the next twelve to eighteen months.

Our long-term liquidity requirements consist primarily of the costs of acquiring additional hotel properties, renovation and other non-recurring capital expenditures that need to be made periodically with respect to hotel properties and scheduled debt repayments. We will seek to satisfy these long-term liquidity requirements through

various sources of capital, including borrowings under the \$250,000 revolving line of credit portion of our \$500,000 unsecured credit facility and through secured, non-recourse mortgage financings with respect to our unencumbered hotel properties. In addition, we may seek to raise capital through public or private offerings of our securities. Certain factors may have a material adverse effect on our ability to access these capital sources, including our degree of leverage, the value of our unencumbered hotel properties and borrowing restrictions imposed by lenders or franchisors. We will continue to analyze which source of capital is most advantageous to us at any particular point in time, but financing may not be consistently available to us on terms that are attractive, or at all.

Spending on capital improvements during the year ended December 31, 2014 decreased when compared to spending on capital improvements during the year ended December 31, 2013. During the year ended December 31, 2014, we spent \$38,342 on capital expenditures to renovate, improve or replace assets at our hotels. This compares to \$42,854 during the same period in 2013. These capital expenditures were undertaken to comply with brand mandated improvements and to initiate projects that we believe will generate a return on investment to take advantage of the continuing recovery in the lodging sector.

In addition to capital reserves required under certain loan agreements and capital expenditures to renovate, improve or replace assets at our hotels, we have opportunistically engaged in hotel development projects. During the twelve months ended December 31, 2014, we spent \$16,290 less on hotel development projects than during the same period of 2013 as both the new tower construction at Courtyard Miami Beach and re-development project at Hampton Inn Pearl Street hotels neared completion. Projects such as these require significant capital, which we expect to fund with various sources of capital, including available borrowings under the \$250,000 revolving line of credit portion of our credit facility and through secured, non-recourse mortgage financings. In addition, we may seek to raise capital through public or private offerings of our securities to fund these capital improvements.

We may spend additional amounts, if necessary, to comply with the reasonable requirements of any franchise license under which any of our hotels operate and otherwise to the extent we deem such expenditures to be in our best interests. We are also obligated to fund the cost of certain capital improvements to our hotels. We expect to use operating cash flow, borrowings under the \$250,000 revolving line of credit portion of our credit facility, and proceeds from issuances of our securities to pay for the cost of capital improvements and any furniture, fixture and equipment requirements in excess of the set aside referenced above.

CASH FLOW ANALYSIS (dollars in thousands, except per share data)

Comparison of the Years Ended December 31, 2014 and December 31, 2013

Net cash provided by operating activities increased \$22,633 from \$90,261 for the year ended December 31, 2013 to \$112,894 for the comparable period in 2014. Net income, adjusted for non-cash items reflected in the statement of cash flows for the years ended December 31, 2014 and 2013, increased \$17,698 for the year ended December 31, 2014 when compared to 2013. This is primarily due to cash provided by properties acquired over the past twelve months and improving operating results within our existing portfolio. The offsetting decrease in cash provided by operating activities was attributable to an increase in working capital assets.

Net cash used in investing activities for the year ended December 31, 2014 increased \$55,030 from \$125,474 for the year ended December 31, 2013 compared to \$180,504 for 2014. While spending on the purchase of hotel properties and deposits on hotel acquisitions was \$43,742 higher during the year ended December 31, 2013, compared to same period in 2014, proceeds from the disposition of hotel properties was \$105,959 less during the year ended December 31, 2014 when compared to the year ended December 31, 2013. Offsetting this was spending on hotel development projects which was \$16,290 less during the year ended December 31, 2014 when compared to the year ended December 31, 2013 and a repayment of note receivable of \$15,122 which occurred during the year ended December 31, 2013. During the year ended December 31, 2014 we received

\$30,056 in proceeds from the disposition of Hotel 373 in the second quarter and the remaining 4 non-core properties during the first quarter.

Net cash provided by financing activities for the year ended December 31, 2014 was \$53,072 compared to net cash provided by financing activities for the year ended December 31, 2013 of \$2,367. Net proceeds received during the year ended December 31, 2014 under our unsecured credit facility were \$50,000 higher than during the same period in 2013. Net proceeds from mortgages and notes payable were \$29,050 higher during the year ended December 31, 2014, when compared to the same period in 2013. During the first quarter of 2013, we completed an offering of Series C Preferred Shares with net proceeds of \$72,370, after deducting underwriting discounts and offering expenses, which was primarily used to redeem all of the issued and outstanding Series A Preferred Shares with a redemption value of \$60,000. During the year ended December 31, 2014, we used \$15,418 for the repurchase of common shares. Dividends and distributions payable decreased \$391 during the year ended December 31, 2014, compared to 2013, due to a decrease in the number of outstanding common shares.

Comparison of the Years Ended December 31, 2013 and December 31, 2012

Net cash provided by operating activities increased \$18,505, from \$71,756 for the year ended December 31, 2012 to \$90,261 for 2013. Net income, adjusted for non-cash items such as gain on acquisition of hotel assets, gain on disposition of hotel properties, impairment of assets, benefit for income taxes, depreciation and amortization, non-cash debt extinguishment, development loan interest income added to principal, interest in income/loss from and distributions from unconsolidated joint ventures, loss recognized on change in fair value of derivative instruments and stock based compensation increased \$4,720 for the year ended December 31, 2013 when compared to 2012. This is primarily due to cash provided by properties acquired over the past twelve months and improving operating results within our existing portfolio. In addition to these increases in cash provided by these operating activities was an increase in net cash used in funding working capital assets, such as payments into escrows, and repaying working capital liabilities, such as accounts payable and accrued expenses.

Net cash used in investing activities increased \$69,657, from \$55,817 for year ended December 31, 2012 to \$125,474 for 2013. Spending on the purchase of hotel properties, deposits on hotel acquisitions and development projects was \$142,474 higher during 2013 compared to 2012. Offsetting this increase in spending on the purchase of new hotels was an increase in proceeds from the disposition of hotel properties, which during the year ended December 31, 2013 was \$72,293 higher than during the year ended December 31, 2012.

Net cash provided by financing activities for year ended December 31, 2013 was \$2,367 compared to \$28,552 during the same period in 2012. During the year ended December 31, 2013, we received proceeds of \$72,370 from the issuance of our series C preferred shares and used \$60,000 of these proceeds to redeem our series A preferred shares, resulting in net proceeds of \$12,370. During the same period in 2012 we received net proceeds of \$128,558 from the issuance of common shares. Dividends and distributions payable increased \$6,630 during the year ended December 31, 2013, compared to 2012, due to an increase in the number of outstanding common shares as a result of a common stock offering completed in May 2012, and the additional preferred share dividends we paid due to the timing of the preferred stock offering and subsequent redemption which occurred in March 2013. For the year ended December 31, 2013, borrowings under our unsecured term loan and mortgages and notes payable, net of repayments provided cash of \$60,602, compared to net repayments of \$39,783 for the same period in 2012.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

FUNDS FROM OPERATIONS
(in thousands, except share data)

The National Association of Real Estate Investment Trusts (“NAREIT”) developed Funds from Operations (“FFO”) as a non-GAAP financial measure of performance of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. We calculate FFO applicable to common shares and Common Units in accordance with the April 2002 National Policy Bulletin of NAREIT, which we refer to as the White Paper. The White Paper defines FFO as net income (loss) (computed in accordance with GAAP) excluding extraordinary items as defined under GAAP and gains or losses from sales of previously depreciated assets, gains on hotel acquisitions, plus certain non-cash items, such as loss from impairment of assets and depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures. Our interpretation of the NAREIT definition is that noncontrolling interest in net income (loss) should be added back to (deducted from) net income (loss) as part of reconciling net income (loss) to FFO. Our FFO computation may not be comparable to FFO reported by other REITs that do not compute FFO in accordance with the NAREIT definition, or that interpret the NAREIT definition differently than we do.

The GAAP measure that we believe to be most directly comparable to FFO, net income (loss) applicable to common shareholders, includes loss from the impairment of certain depreciable assets, our investment in unconsolidated joint ventures and land, depreciation and amortization expenses, gains or losses on property sales, gains on hotel acquisitions, noncontrolling interest and preferred dividends. In computing FFO, we eliminate these items because, in our view, they are not indicative of the results from our property operations. We determined that the loss from the impairment of certain depreciable assets including investments in unconsolidated joint ventures and land, was driven by a measurable decrease in the fair value of certain hotel properties and other assets as determined by our analysis of those assets in accordance with applicable GAAP. As such, these impairments have been eliminated from net loss to determine FFO.

FFO does not represent cash flows from operating activities in accordance with GAAP and should not be considered an alternative to net income as an indication of the Company’s performance or to cash flow as a measure of liquidity or ability to make distributions. We consider FFO to be a meaningful, additional measure of operating performance because it excludes the effects of the assumption that the value of real estate assets diminishes predictably over time, and because it is widely used by industry analysts as a performance measure. We show both FFO from consolidated hotel operations and FFO from unconsolidated joint ventures because we believe it is meaningful for the investor to understand the relative contributions from our consolidated and unconsolidated hotels. The display of both FFO from consolidated hotels and FFO from unconsolidated joint ventures allows for a detailed analysis of the operating performance of our hotel portfolio by management and investors. We present FFO applicable to common shares and Common Units because our Common Units are redeemable for common shares. We believe it is meaningful for the investor to understand FFO applicable to all common shares and Common Units.

The following table reconciles FFO for the periods presented to the most directly comparable GAAP measure, net income, for the same periods (*dollars in thousands*):

	Year Ended		
	December 31, 2014	December 31, 2013	December 31, 2012
Net income applicable to common shareholders	\$ 52,899	\$ 32,752	\$ 8,376
Income (loss) allocated to noncontrolling interests	1,016	335	(158)
(Income) loss from unconsolidated joint ventures	(693)	1,835	2,124
Gain on hotel acquisition	(12,667)	(12,096)	-
Development Loan Recovery	(22,494)	-	-
Gain on disposition of hotel properties	(7,067)	(32,121)	(11,231)
Loss from impairment of depreciable assets	1,800	10,314	-
Depreciation and amortization	69,167	55,784	48,243
Depreciation and amortization from discontinued operations	-	7,050	9,148
Funds from consolidated hotel operations applicable to common shareholders and Partnership units	81,961	63,853	56,502
Income (loss) from Unconsolidated Joint Ventures	693	(1,835)	(2,124)
Loss from remeasurement of investment in unconsolidated joint ventures	-	-	1,892
Impairment of investment in unconsolidated joint ventures	-	1,813	-
Depreciation and amortization of purchase price in excess of historical cost ⁽¹⁾	570	596	902
Interest in depreciation and amortization of unconsolidated joint ventures ⁽²⁾	5,915	6,068	5,441
Funds from unconsolidated joint ventures operations applicable to common shareholders and Partnership units	7,178	6,642	6,111
Funds from Operations applicable to common shareholders and Partnership units	\$ 89,139	\$ 70,495	\$ 62,613
Weighted Average Common Shares and Units Outstanding			
Basic	199,109,209	198,390,450	187,415,270
Diluted	208,139,670	208,886,212	198,110,615

(1) Adjustment made to add depreciation of purchase price in excess of historical cost of the assets in the unconsolidated joint venture at the time of our investment.

(2) Adjustment made to add our interest in real estate related depreciation and amortization of our unconsolidated joint ventures. Allocation of depreciation and amortization is consistent with allocation of income and loss.

Certain amounts related to depreciation and amortization and depreciation and amortization from discontinued operations in the prior year FFO reconciliation have been recast to conform to the current year presentation. In addition, based on guidance provided by NAREIT, we have eliminated loss from the impairment of certain depreciable assets, including investments in unconsolidated joint ventures and land, from net income (loss) to arrive at FFO in each year presented.

INFLATION

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

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities.

On an on-going basis, estimates are evaluated by us, including those related to carrying value of investments in hotel properties. Our estimates are based upon historical experience and on various other assumptions we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our consolidated financial statements:

Revenue Recognition

Approximately 95% of our revenues are derived from hotel room revenues and revenue from other hotel operating departments. We directly recognize revenue and expense for all consolidated hotels as hotel operating revenue and hotel operating expense when earned and incurred. These revenues are recorded net of any sales or occupancy taxes collected from our guests. All revenues are recorded on an accrual basis, as earned. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred.

Revenue for interest on development loan financing is recorded in the period earned based on the interest rate of the loan and outstanding balance during the period. Development loans receivable and accrued interest on the development loans receivable are evaluated to determine if outstanding balances are collectible. Interest is recorded only if it is determined the outstanding loan balance and accrued interest balance are collectible.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of hotel revenue and are recorded in the period earned.

New Accounting Pronouncements

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU No. 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

Investment in Hotel Properties

Investments in hotel properties are recorded at cost. Improvements and replacements are capitalized when they extend the useful life of the asset. Costs of repairs and maintenance are expensed as incurred. Depreciation is computed using the straight-line method over the estimated useful life of up to 40 years for buildings and improvements, two to seven years for furniture, fixtures and equipment. We are required to make

subjective assessments as to the useful lives of our properties for purposes of determining the amount of depreciation to record on an annual basis with respect to our investments in hotel properties. These assessments have a direct impact on our net income because if we were to shorten the expected useful lives of our investments in hotel properties we would depreciate these investments over fewer years, resulting in more depreciation expense and lower net income on an annual basis.

Most identifiable assets, liabilities, noncontrolling interests, and goodwill related to hotel properties acquired in a business combination are recorded at full fair value. Estimating techniques and assumptions used in determining fair values involve significant estimates and judgments. These estimates and judgments have a direct impact on the carrying value of our assets and liabilities which can directly impact the amount of depreciation expense recorded on an annual basis and could have an impact on our assessment of potential impairment of our investment in hotel properties.

The operations related to properties that have been sold or properties that are intended to be sold are presented as discontinued operations in the statement of operations for all periods presented, and properties intended to be sold are designated as "held for sale" on the balance sheet.

Based on the occurrence of certain events or changes in circumstances, we review the recoverability of the property's carrying value. Such events or changes in circumstances include the following:

- a significant decrease in the market price of a long-lived asset;
- a significant adverse change in the extent or manner in which a long-lived asset is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of a long-lived asset, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current-period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset; and
- a current expectation that, it is more likely than not that, a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

We review our portfolio on an on-going basis to evaluate the existence of any of the aforementioned events or changes in circumstances that would require us to test for recoverability. In general, our review of recoverability is based on an estimate of the future undiscounted cash flows, excluding interest charges, expected to result from the property's use and eventual disposition. These estimates consider factors such as expected future operating income, market and other applicable trends and residual value expected, as well as the effects of hotel demand, competition and other factors. If impairment exists due to the inability to recover the carrying value of a property, an impairment loss is recorded to the extent that the carrying value exceeds the estimated fair value of the property. We are required to make subjective assessments as to whether there are impairments in the values of our investments in hotel properties.

As of December 31, 2014, based on our analysis, we have determined that the future cash flow of each of the properties in our portfolio is sufficient to recover its carrying value.

Investment in Joint Ventures

Properties owned in joint ventures are consolidated if the determination is made that we are the primary beneficiary in a variable interest entity (VIE) or we maintain control of the asset through our voting interest or other rights in the operation of the entity. To determine if we are the primary beneficiary of a VIE, we evaluate whether we have a controlling financial interest in that VIE. An enterprise is deemed to have a controlling financial interest if it has i) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance, and ii) the obligation to absorb losses of the VIE that could be significant to the VIE

or the rights to receive benefits from the VIE that could be significant to the VIE. Control can also be demonstrated by the ability of a member to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the other member and the inability of the members to replace the managing member. This evaluation requires significant judgment.

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or our voting interest in a voting interest entity, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to nominal ownership percentages due to specified preferred return rate thresholds.

The Company periodically reviews the carrying value of its investment in unconsolidated joint ventures to determine if circumstances exist indicating impairment to the carrying value of the investment that is other than temporary. When an impairment indicator is present, we will estimate the fair value of the investment. Our estimate of fair value takes into consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. This determination requires significant estimates by management, including the expected cash flows to be generated by the assets owned and operated by the joint venture. Subsequent changes in estimates could impact the determination of whether impairment exists. To the extent impairment has occurred, the loss will be measured as the excess of the carrying amount over the fair value of our investment in the unconsolidated joint venture.

Accounting for Derivative Financial Investments and Hedging Activities

We use derivatives to hedge, fix and cap interest rate risk and we account for our derivative and hedging activities by recording all derivative instruments at fair value on the balance sheet. Derivative instruments designated in a hedge relationship to mitigate exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. We formally document all relationships between hedging instruments and hedged items, as well as our risk-management objective and strategy for undertaking each hedge transaction. Cash flow hedges that are considered highly effective are accounted for by recording the fair value of the derivative instrument on the balance sheet as either an asset or liability, with a corresponding amount recorded in other comprehensive income within shareholders' equity. Amounts are reclassified from other comprehensive income to the income statements in the period or periods the hedged forecasted transaction affects earnings.

Under cash flow hedges, derivative gains and losses not considered highly effective in hedging the change in expected cash flows of the hedged item are recognized immediately in the income statement. For hedge transactions that do not qualify for the short-cut method, at the hedge's inception and on a regular basis thereafter, a formal assessment is performed to determine whether changes in the cash flows of the derivative instruments have been highly effective in offsetting changes in cash flows of the hedged items and whether they are expected to be highly effective in the future.

RELATED PARTY TRANSACTIONS

We have entered into a number of transactions and arrangements that involve related parties. For a description of the transactions and arrangements, please see Note 6, "Commitments and Contingencies and Related Party Transactions," to the consolidated financial statements.

CONTRACTUAL OBLIGATIONS AND COMMERCIAL COMMITMENTS

The following table summarizes our contractual obligations and commitments to make future payments under contracts, such as debt and lease agreements, as of December 31, 2014.

Contractual Obligations	2015	2016	2017	2018	2019	Thereafter
Long Term Debt	\$ 69,063	\$ 273,824	\$ 204,219	\$ 1,564	\$ 44,892	\$ 73,777
Interest Expense on Long Term Debt	29,450	22,908	5,155	3,730	3,541	31,072
Unsecured Term Loan	-	-	-	-	250,000	-
Unsecured Line of Credit	-	-	-	-	-	-
Interest Expense on Unsecured Term Loan	7,320	7,320	7,320	7,320	651	-
Hotel Ground Rent	2,342	2,374	2,374	2,374	2,374	229,028
Total	\$ 108,175	\$ 306,426	\$ 219,068	\$ 14,988	\$ 301,458	\$ 333,877

From time to time, we acquire properties subject to an obligation to pay contingent consideration arrangements with the former owner if specified operating objectives are achieved by the acquired entity. Our current maximum cash payment under this arrangement is \$2,000 in 2015 the Parrot Key Resort in Key West, FL. As of December 31, 2014, we recorded the full amount of contingent consideration as we believe the likelihood of the hotel achieving the specific operating targets is probable.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk (in thousands, except per share data)

Our primary market risk exposure is to changes in interest rates on our variable rate debt which has not been effectively hedged with interest swaps or interest rate caps. As of December 31, 2014, we are exposed to interest rate risk with respect to variable rate borrowings under our \$500,000 credit facility and certain variable rate mortgages and notes payable. As of December 31, 2014, we had total variable rate debt outstanding of \$298,048 with a weighted average interest rate of 3.04%. The effect of a 100 basis point increase or decrease in the interest rate on our variable rate debt outstanding as of December 31, 2014 would be an increase or decrease in our interest expense for the twelve months ended December 31, 2014 of \$2,083.

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 for a portion of our borrowings through the use of fixed rate debt instruments to the extent that reasonably favorable rates are obtainable with such arrangements. We have also entered into derivative financial instruments such as interest rate swaps or caps, and in the future may enter into treasury options or locks, to mitigate our interest rate risk on a related financial instrument or to effectively lock the interest rate on a portion of our variable rate debt. As of December 31, 2014, we have an interest rate cap related to debt on the Hilton Garden Inn, 52nd Street, New York, Hyatt Union Square, New York, NY and our two subordinated notes payable, and we have six interest rate swaps related to debt on the Courtyard by Marriott, Westside, Los Angeles, CA, Capitol Hill Hotel, Washington DC, Courtyard by Marriott, Miami Beach, FL, Duane Street Hotel, New York, NY, and our unsecured credit facility. We do not intend to enter into derivative or interest rate transactions for speculative purposes.

As of December 31, 2014 approximately 84% of our outstanding consolidated long-term indebtedness is subject to fixed rates or effectively capped, while 16% of our outstanding long term indebtedness is subject to floating rates, including borrowings under our revolving credit facility.

Changes in market interest rates on our fixed-rate debt impact the fair value of the debt, but such changes have no impact on interest expense incurred. If interest rates rise 100 basis points and our fixed rate debt balance remains constant, we expect the fair value of our debt to decrease. The sensitivity analysis related to our fixed-rate debt assumes an immediate 100 basis point move in interest rates from their December 31, 2014 levels, with all other variables held constant. A 100 basis point increase in market interest rates would cause the fair value of our fixed-rate debt outstanding at December 31, 2014 to be approximately \$901,571 and a 100 basis point decrease in market interest rates would cause the fair value of our fixed-rate debt outstanding at December 31, 2014 to be approximately \$932,755.

	2015	2016	2017	2018	2019	Thereafter	Total
Fixed Rate Debt	\$ 69,063	\$ 218,824	\$ 203,172	\$ 491	\$ 150,513	\$ 22,229	\$ 664,292
Weighted Average Interest Rate	4.77%	4.29%	3.36%	3.36%	4.40%	4.40%	4.10%
Floating Rate Debt	\$ -	\$ 55,000	\$ 1,047	\$ 1,073	\$ 144,379	\$ 51,548	\$ 253,047
Weighted Average Interest Rate	3.04%	2.68%	2.68%	2.68%	3.17%	3.17%	2.88%
	\$ 69,063	\$ 273,824	\$ 204,219	\$ 1,564	\$ 294,892	\$ 73,777	\$ 917,339
Line of Credit Facility	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Weighted Average Interest Rate	-	-	-	2.62%	-	-	2.62%
	\$ 69,063	\$ 273,824	\$ 204,219	\$ 1,564	\$ 294,892	\$ 73,777	\$ 917,339

The table incorporates only those exposures that existed as of December 31, 2014, and does not consider exposure or positions that could arise after that date. As a result, our ultimate realized gain or loss with respect to interest rate fluctuations will depend on the exposures that arise during the future period, prevailing interest rates, and our hedging strategies at that time.

Item 8. Financial Statements and Supplementary Data**Hersha Hospitality Trust**

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Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of
Hersha Hospitality Trust:

We have audited the accompanying consolidated balance sheets of Hersha Hospitality Trust and subsidiaries as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2014. In connection with our audits of the consolidated financial statements, we have also audited the financial statement schedule as listed in the accompanying index. These consolidated financial statements and financial statement schedule are the responsibility of Hersha Hospitality Trust's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Hersha Hospitality Trust and subsidiaries as of December 31, 2014 and 2013, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2014, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 11 to the consolidated financial statements, the Company has changed its method for reporting discontinued operations as of January 1, 2014.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Hersha Hospitality Trust's internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 20, 2015, expressed an unqualified opinion on the effectiveness of Hersha Hospitality Trust's internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania
February 20, 2015

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2014 AND 2013
[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	December 31, 2014	December 31, 2013
Assets:		
Investment in Hotel Properties, Net of Accumulated Depreciation, Including Consolidation of Variable Interest Entity Assets of \$84,247 and \$85,759	\$ 1,745,483	\$ 1,535,835
Investment in Unconsolidated Joint Ventures	11,150	12,044
Cash and Cash Equivalents	21,675	36,213
Escrow Deposits	16,941	25,938
Hotel Accounts Receivable, Net of Allowance for Doubtful Accounts of \$39 and \$43	9,363	9,141
Deferred Financing Costs, Net of Accumulated Amortization of \$6,938 and \$7,070	8,605	7,570
Due from Related Parties	6,580	11,124
Intangible Assets, Net of Accumulated Amortization of \$3,514 and \$3,227	7,316	7,603
Deposits on Hotel Acquisitions	-	18,586
Other Assets	28,426	27,460
Hotel Assets Held for Sale	-	56,583
Total Assets	\$ 1,855,539	\$ 1,748,097
Liabilities and Equity:		
Line of Credit	\$ -	\$ -
Unsecured Term Loan	250,000	150,000
Unsecured Notes Payable	51,548	51,548
Mortgages Payable, including Net Unamortized Premium and Consolidation of Variable Interest Entity Debt of \$54,132 and \$55,714	617,375	571,953
Accounts Payable, Accrued Expenses and Other Liabilities	54,115	40,852
Dividends and Distributions Payable	17,909	15,955
Due to Related Parties	7,203	4,815
Liabilities Related to Hotel Assets Held for Sale	-	45,835
Total Liabilities	\$ 998,150	\$ 880,958
Equity:		
Shareholders' Equity:		
Preferred Shares: \$.01 Par Value, 29,000,000 Shares Authorized, 4,600,000 Series B and 3,000,000 Series C Shares Issued and Outstanding at December 31, 2014 and December 31, 2013, with Liquidation Preferences of \$25 Per Share (Note 1)	\$ 76	\$ 76
Common Shares: Class A, \$.01 Par Value, 300,000,000 Shares Authorized at December 31, 2014 and December 31, 2013, 198,835,083 and 202,759,419 Shares Issued and Outstanding at December 31, 2014 and December 31, 2013, respectively	1,989	2,028
Common Shares: Class B, \$.01 Par Value, 1,000,000 Shares Authorized, None Issued and Outstanding at December 31, 2014 and December 31, 2013	-	-
Accumulated Other Comprehensive Loss	(358)	(376)
Additional Paid-in Capital	1,193,056	1,200,798
Distributions in Excess of Net Income	(365,381)	(364,568)
Total Shareholders' Equity	829,382	837,958
Noncontrolling Interests (Note 1):		
Noncontrolling Interests - Common Units	29,082	29,523
Noncontrolling Interests - Consolidated Variable Interest Entity	(1,075)	(342)
Total Noncontrolling Interests	28,007	29,181
Total Equity	857,389	867,139
Total Liabilities and Equity	\$ 1,855,539	\$ 1,748,097

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012
[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2014	2013	2012
Revenue:			
Hotel Operating Revenues	\$ 417,226	\$ 338,064	\$ 299,005
Interest Income from Development Loans	-	158	1,998
Other Revenues	180	191	212
Total Revenues	417,406	338,413	301,215
Operating Expenses:			
Hotel Operating Expenses	227,324	188,431	161,982
Insurance Recoveries	(4,604)	(403)	-
Hotel Ground Rent	2,433	985	835
Real Estate and Personal Property Taxes and Property Insurance	30,342	24,083	19,341
General and Administrative (including Share Based Payments of \$6,028, \$9,746, and \$9,678 for the year ended December 31, 2014, 2013 and 2012, respectively)	20,363	23,869	23,377
Acquisition and Terminated Transaction Costs	2,472	974	1,179
Depreciation and Amortization	69,167	55,784	48,243
Contingent Consideration Related to Acquisition of Hotel Property	2,000	-	-
Total Operating Expenses	349,497	293,723	254,957
Operating Income	67,909	44,690	46,258
Interest Income	805	1,784	1,311
Interest Expense	(43,357)	(40,935)	(38,070)
Other Expense	(485)	(102)	(43)
Gain on Disposition of Hotel Properties	7,195	-	-
Gain on Hotel Acquisitions, net	12,667	12,096	-
Development Loan Recovery	22,494	-	-
Loss on Debt Extinguishment	(670)	(545)	(3,189)
Income Before Income (Loss) from Unconsolidated Joint Venture Investments, Income Taxes and Discontinued Operations	66,558	16,988	6,267
Income (Loss) from Unconsolidated Joint Ventures	693	(22)	(232)
Impairment of Investment in Unconsolidated Joint Venture	-	(1,813)	-
Loss from Remeasurement of Investment in Unconsolidated Joint Venture	-	-	(1,892)
Income (Loss) from Unconsolidated Joint Venture Investments	693	(1,835)	(2,124)
Income Before Income Taxes	67,251	15,153	4,143
Income Tax Benefit	2,685	5,600	3,355
Income from Continuing Operations	69,936	20,753	7,498
Discontinued Operations (Note 11):			
(Loss) Gain on Disposition of Discontinued Assets	(128)	32,121	11,231
Impairment of Discontinued Assets	(1,800)	(10,314)	-
Income from Discontinued Operations, Net of Income Taxes	263	7,388	3,489
(Loss) Income from Discontinued Operations	(1,665)	29,195	14,720
Net Income	68,271	49,948	22,218
(Income) Loss Allocated to Noncontrolling Interests	(1,016)	(335)	158
Preferred Distributions	(14,356)	(14,611)	(14,000)
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	-	(2,250)	-
Net Income Applicable to Common Shareholders	\$ 52,899	\$ 32,752	\$ 8,376

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012
[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2014	2013	2012
Earnings Per Share:			
BASIC			
Income (Loss) from Continuing Operations Applicable to Common Shareholders	\$ 0.27	\$ 0.02	\$ (0.03)
Income (Loss) from Discontinued Operations Applicable to Common Shareholders	(0.01)	0.14	0.07
Net Income (Loss) Applicable to Common Shareholders	<u>\$ 0.26</u>	<u>\$ 0.16</u>	<u>\$ 0.04</u>
DILUTED			
Income (Loss) from Continuing Operations Applicable to Common Shareholders	\$ 0.27	\$ 0.02	\$ (0.03)
Income (Loss) from Discontinued Operations Applicable to Common Shareholders	(0.01)	0.14	0.07
Net Income (Loss) Applicable to Common Shareholders	<u>\$ 0.26</u>	<u>\$ 0.16</u>	<u>\$ 0.04</u>
Weighted Average Common Shares Outstanding:			
Basic	199,109,209	198,390,450	187,415,270
Diluted*	201,197,310	201,918,177	187,415,270

* Income (loss) allocated to noncontrolling interest in Hersha Hospitality Limited Partnership (the "Operating Partnership" or "HHLP") has been excluded from the numerator and common units of limited partnership interest ("Common Units") in the Operating Partnership have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these shares and units in the numerator and denominator would have no impact. In addition, potentially dilutive common shares, if any, have been excluded from the denominator if they are anti-dilutive to income (loss) from continuing operations applicable to common shareholders.

The following table summarizes potentially dilutive securities that have been excluded from the denominator for the purpose of computing diluted earnings per share:

	Year Ended December 31,		
	2014	2013	2012
Common Units	6,909,649	6,968,035	7,208,123
LTIP Units	32,711	-	-
Unvested Stock Awards Outstanding	-	-	433,097
Contingently Issuable Share Awards	-	-	2,778,545
Options to Acquire Common Shares Outstanding	-	-	275,580
Total Potentially Dilutive Securities Excluded from the Denominator	<u>6,942,360</u>	<u>6,968,035</u>	<u>10,695,345</u>

The Accompanying Notes Are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012
[IN THOUSANDS]

	Year Ended December 31,		
	2014	2013	2012
Net Income	\$ 68,271	\$ 49,948	\$ 22,218
Other Comprehensive Income (Loss)			
Change in Fair Value of Derivative Instruments	1,527	2,694	1,073
Less: Reclassification Adjustment for Change in Fair Value of Derivative Instruments Included in Net Income	(1,509)	(1,284)	(1,708)
Comprehensive Income	68,289	51,358	21,583
Less: Comprehensive Loss (Income) Attributable to Noncontrolling Interests	(1,016)	(335)	158
Less: Preferred Distributions	(14,356)	(14,611)	(14,000)
Less: Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	-	(2,250)	-
Comprehensive Income Attributable to Common Shareholders	\$ 52,917	\$ 34,162	\$ 7,741

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012
[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Shareholders' Equity								
	Common Shares	Class A Common Shares (\$)	Class B Common Shares (\$)	Preferred Shares	Preferred Shares (\$)	Additional Paid-In Capital (\$)	Accumulated Other Comprehensive Loss (\$)	Distributions in Excess of Net Earnings (\$)	Total Shareholders' Equity (\$)
Balance at December 31, 2011	169,969,973	1,699	-	7,000,000	70	1,041,027.00	(1,151)	(310,972)	730,673
Unit Conversion	157,810	1	-	-	-	571	-	-	572
Reallocation of Noncontrolling Interest	-	-	-	-	-	(966)	-	-	(966)
Common Stock Issuance									
Common Stock Offering, Net of Costs	24,000,000	240	-	-	-	128,318	-	-	128,558
Common Stock Option Cancellation	2,521,561	25	-	-	-	(25)	-	-	-
Dividends and Distributions declared:									
Common Stock (\$0.24 per share)	-	-	-	-	-	-	-	(46,138)	(46,138)
Preferred Stock	-	-	-	-	-	-	-	(14,000)	(14,000)
Common Units (\$0.24 per share)	-	-	-	-	-	-	-	-	-
Dividend Reinvestment Plan	5,117	-	-	-	-	24	-	-	24
Stock Based Compensation									
Grants	2,017,895	21	-	-	-	2,616	-	-	2,637
Amortization	-	-	-	-	-	6,727	-	-	6,727
Consolidation of Variable Interest Entity	-	-	-	-	-	-	-	-	-
Deconsolidation of Consolidated Joint	-	-	-	-	-	-	-	-	-
Change in Fair Value of Derivative	-	-	-	-	-	-	(635)	-	(635)
Net Income (Loss)	-	-	-	-	-	-	-	22,376	22,376
Balance at December 31, 2012	198,672,356	1,986	-	7,000,000	70	1,178,292	(1,786)	(348,734)	829,828
Unit Conversion/Redemption	27,790	1	-	-	-	(234)	-	-	(233)
Reallocation of Noncontrolling Interest	-	-	-	-	-	-	-	-	-
Preferred Shares									
Preferred Share Offering, Net of Costs	-	-	-	3,000,000	30	72,340	-	-	72,370
Preferred Share Redemption	-	-	-	(2,400,000)	(24)	(59,976)	-	-	(60,000)
Dividends and Distributions declared:									
Common Shares (\$0.24 per share)	-	-	-	-	-	-	-	(50,836)	(50,836)
Preferred Shares	-	-	-	-	-	-	-	(14,611)	(14,611)
Common Units (\$0.24 per share)	-	-	-	-	-	-	-	-	-
Dividend Reinvestment Plan	7,206	-	-	-	-	38	-	-	38
Share Based Compensation:									
Grants	4,052,067	41	-	-	-	467	-	-	508
Amortization	-	-	-	-	-	9,871	-	-	9,871
Consolidation of Variable Interest Entity	-	-	-	-	-	-	-	-	-
Deconsolidation of Consolidated Joint	-	-	-	-	-	-	-	-	-
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	1,410	-	1,410
Net Income	-	-	-	-	-	-	-	49,613	49,613
Balance at December 31, 2013	202,759,419	2,028	-	7,600,000	76	1,200,798	(376)	(364,568)	837,958
Unit Conversion/Redemption	18,900	-	-	-	-	(77)	-	-	(77)
Restricted Shares Forfeiture/LTIP Unit Issuance	(1,948,324)	(19)	-	-	-	19	-	-	-
Repurchase of Common Shares	(2,626,854)	(26)	-	-	-	(13,771)	-	(1,621)	(15,418)
Reclassification of Noncontrolling Interest	-	-	-	-	-	-	-	-	-
Preferred Stock									
Preferred Stock Offering, Net of Costs	-	-	-	-	-	-	-	-	-
Preferred Stock Redemption	-	-	-	-	-	-	-	-	-
Dividends and Distributions declared:									
Common Shares (\$0.26 per share)	-	-	-	-	-	-	-	(52,091)	(52,091)
Preferred Shares	-	-	-	-	-	-	-	(14,356)	(14,356)
Common Units (\$0.26 per share)	-	-	-	-	-	-	-	-	-
LTIP Units (\$0.07 per share)	-	-	-	-	-	-	-	-	-
Dividend Reinvestment Plan	8,647	-	-	-	-	50	-	-	50
Share Based Compensation:									
Grants	641,295	6	-	-	-	641	-	-	647
Amortization	-	-	-	-	-	5,396	-	-	5,396
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	18	-	18
Net Income	-	-	-	-	-	-	-	67,255	67,255
Balance at December 31, 2014	198,853,083	1,989	-	7,600,000	76	1,193,056	(358)	(365,381)	829,382

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012
[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Noncontrolling Interests						Redeemable Noncontrolling Interests		
	Total Shareholders' Equity (\$)	Consolidated			Total Noncontrolling Interests (\$)	Total Equity (\$)	Shares	Common Units (\$)	
		Shares	Common Units (\$)	Joint Ventures (\$)					
Balance at December 31, 2011	730,673		16,862	307	-	17,169	747,842	3,064,252	14,955
Unit Conversion	572		(572)	-	-	(572)	-	-	-
Reallocation of Noncontrolling Interest	(966)		-	-	-	-	(966)	-	966
Common Stock Issuance									
Common Stock Offering, Net of Costs	128,558		-	-	-	-	128,558	-	-
Common Stock Option Cancellation	-		-	-	-	-	-	-	-
Dividends and Distributions declared:									
Common Stock (\$0.24 per share)	(46,138)		-	-	-	-	(46,138)	-	-
Preferred Stock	(14,000)		-	-	-	-	(14,000)	-	-
Common Units (\$0.24 per share)	-		(991)	-	-	(991)	(991)	-	(736)
Dividend Reinvestment Plan	24		-	-	-	-	24	-	-
Stock Based Compensation									
Grants	2,637		-	-	-	-	2,637	-	-
Amortization	6,727		-	-	-	-	6,727	-	-
Consolidation of Variable Interest Entity	-		-	-	956	956	956	-	-
Deconsolidation of Consolidated Joint	-		-	(307)	-	(307)	(307)	-	-
Change in Fair Value of Derivative Instruments	(635)		-	-	-	-	(635)	-	-
Net Income (Loss)	22,376		185	-	(480)	(295)	22,081	-	136
Balance at December 31, 2012	829,828		15,484	-	476	15,960	845,788	3,064,252	15,321
Unit Conversion/Redemption	(233)		(766)	-	-	(766)	(999)	-	-
Reallocation of Noncontrolling Interest	-		15,365	-	-	15,365	15,365	-	(15,365)
Preferred Shares									
Preferred Share Offering, Net of Costs	72,370		-	-	-	-	72,370	-	-
Preferred Share Redemption	(60,000)		-	-	-	-	(60,000)	-	-
Dividends and Distributions declared:									
Common Shares (\$0.24 per share)	(50,836)		-	-	-	-	(50,836)	-	-
Preferred Shares	(14,611)		-	-	-	-	(14,611)	-	-
Common Units (\$0.24 per share)	-		(1,669)	-	-	(1,669)	(1,669)	-	-
Dividend Reinvestment Plan	38		-	-	-	-	38	-	-
Share Based Compensation:									
Grants	508		-	-	-	-	508	-	-
Amortization	9,871		-	-	-	-	9,871	-	-
Consolidation of Variable Interest Entity	-		-	-	-	-	-	-	-
Deconsolidation of Consolidated Joint	-		-	-	-	-	-	-	-
Change in Fair Value of Derivative Instruments	1,410		-	-	-	-	1,410	-	-
Net Income	49,613		1,109	-	(818)	291	49,904	-	44
Balance at December 31, 2013	837,958		29,523	-	(342)	29,181	867,139	-	-
Unit Conversion/Redemption	(77)	(65,304)	(261)	-	-	(261)	(338)	-	-
Restricted Shares Forfeiture/LTIP Unit Issuance	-	1,948,324	-	-	-	-	-	-	-
Repurchase of Common Shares	(15,418)		-	-	-	-	(15,418)	-	-
Reclassification of Noncontrolling Interest	-		-	-	-	-	-	-	-
Preferred Stock									
Preferred Stock Offering, Net of Costs	-		-	-	-	-	-	-	-
Preferred Stock Redemption	-		-	-	-	-	-	-	-
Dividends and Distributions declared:									
Common Shares (\$0.26 per share)	(52,091)		-	-	-	-	(52,091)	-	-
Preferred Shares	(14,356)		-	-	-	-	(14,356)	-	-
Common Units (\$0.26 per share)	-		(1,793)	-	-	(1,793)	(1,793)	-	-
LTIP Units (\$0.07 per share)	-		(136)	-	-	(136)	(136)	-	-
Dividend Reinvestment Plan	50		-	-	-	-	50	-	-
Share Based Compensation:									
Grants	647		-	-	-	-	647	-	-
Amortization	5,396		-	-	-	-	5,396	-	-
Change in Fair Value of Derivative Instruments	18		-	-	-	-	18	-	-
Net Income	67,255		1,749	-	(733)	1,016	68,271	-	-
Balance at December 31, 2014	829,382		29,082	-	(1,075)	28,007	857,389	-	-

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013 AND 2012
[IN THOUSANDS]

	2014	2013	2012
Operating Activities:			
Net Income	\$ 68,271	\$ 49,948	\$ 22,218
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:			
Gain on Hotel Acquisitions, Net	(12,667)	(12,096)	-
Contingent Consideration	2,000	-	-
Development Loan Recovery	(22,494)	-	-
Gain on Disposition of Hotel Properties	(7,067)	(32,121)	(11,231)
Impairment of Hotel Assets	1,800	10,314	-
Deferred Taxes	(2,685)	(5,500)	(3,355)
Depreciation	68,753	61,801	56,071
Amortization	1,979	2,545	3,680
Loss on Debt Extinguishment	673	471	2,261
Development Loan Interest Added to Principal	-	-	(678)
Equity in Loss of Unconsolidated Joint Ventures	(693)	1,835	2,124
Distributions from Unconsolidated Joint Ventures	1,262	568	1,387
Loss Recognized on Change in Fair Value of Derivative Instrument	71	22	658
Share Based Compensation Expense	6,028	9,746	9,678
Change in Assets and Liabilities:			
(Increase) Decrease in:			
Hotel Accounts Receivable	(350)	2,419	(235)
Escrows	1,272	476	(1,944)
Other Assets	2,182	(4,269)	(2,683)
Due from Related Parties	4,544	(2,636)	(5,500)
Increase (Decrease) in:			
Due to Related Parties	2,388	412	1,541
Accounts Payable, Accrued Expenses and Other Liabilities	(2,373)	6,326	(2,236)
Net Cash Provided by Operating Activities	\$ 112,894	\$ 90,261	\$ 71,756
Investing Activities:			
Purchase of Hotel Property Assets	\$ (175,236)	\$ (217,142)	\$ (67,637)
Deposits on Hotel Acquisitions, Net	-	(1,836)	(18,750)
Capital Expenditures	(38,342)	(42,854)	(28,443)
Cash Paid for Hotel Development Projects	(3,764)	(20,054)	(10,171)
Proceeds from Disposition of Hotel Properties	30,056	136,015	63,722
Net Changes in Capital Expenditure Escrows	4,577	(1,287)	(4,454)
Investment in Notes Receivable	-	-	(150)
Repayment of Notes Receivable	-	-	1,720
Proceeds from Insurance Claims	1,881	5,001	-
Repayment of Development Loans Receivable	-	15,122	8,000
Distributions from Unconsolidated Joint Venture	324	1,711	476
Advances and Capital Contributions to Unconsolidated Joint Ventures	-	(150)	(130)
Net Cash Used in Investing Activities	\$ (180,504)	\$ (125,474)	\$ (55,817)

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012
[IN THOUSANDS]

	2014	2013	2012
Financing Activities:			
Proceeds from (Repayments of) Borrowings Under Line of Credit, Net	\$ -	\$ -	\$ (51,000)
Proceeds from Unsecured Term Loan Borrowing	100,000	50,000	100,000
Principal Repayment of Mortgages and Notes Payable	(61,348)	(54,398)	(187,478)
Proceeds from Mortgages and Notes Payable	101,000	65,000	98,695
Cash Paid for Deferred Financing Costs	(4,450)	(2,283)	(96)
Proceeds from Issuance of Preferred Shares, Net	-	72,370	-
Proceeds from Issuance of Common Shares, Net	-	-	128,558
Redemption of Series A Preferred Shares	-	(60,000)	-
Repurchase of Common Shares	(15,418)	-	-
Redemption of Common Partnership Units	(338)	(1,000)	-
Settlement of Interest Rate Cap	(8)	(565)	-
Dividends Paid on Common Shares	(50,286)	(50,553)	(44,391)
Dividends Paid on Preferred Shares	(14,356)	(14,522)	(14,000)
Distributions Paid on Common Partnership Units	(1,724)	(1,682)	(1,736)
Net Cash Provided by Financing Activities	\$ 53,072	\$ 2,367	\$ 28,552
Net Increase (Decrease) in Cash and Cash Equivalents	\$ (14,538)	\$ (32,846)	\$ 44,491
Cash and Cash Equivalents - Beginning of Period	36,213	69,059	24,568
Cash and Cash Equivalents - End of Period	\$ 21,675	\$ 36,213	\$ 69,059

The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Hersha Hospitality Trust (“we” or the “Company”) was formed in May 1998 as a self-administered, Maryland real estate investment trust. We have elected to be taxed and expect to continue to elect to be taxed as a real estate investment trust, or REIT, for federal income tax purposes.

The Company owns a controlling general partnership interest in Hersha Hospitality Limited Partnership (“HHLP” or the “Partnership”), which owns a 99% limited partnership interest in various subsidiary partnerships. Hersha Hospitality, LLC (“HHLLC”), a Virginia limited liability company, owns a 1% general partnership interest in the subsidiary partnerships and the Partnership is the sole member of HHLLC.

The Partnership owns a taxable REIT subsidiary (“TRS”), 44 New England Management Company (“44 New England” or “TRS Lessee”), which leases certain of the Company’s hotels.

Hersha’s common shares of beneficial interest trade on the New York Stock Exchange (“the NYSE”) under the ticker symbol “HT”, its 8.0% Series B preferred shares of beneficial interest trade on the NYSE under the ticker symbol “HT PR B” and its 6.875% Series C preferred shares of beneficial interest trade on the NYSE under the ticker symbol “HT PR C.”

As of December 31, 2014, the Company, through the Partnership and subsidiary partnerships, wholly owned 46 limited and full service hotels. All of the wholly owned hotel facilities are leased to the Company’s TRS, 44 New England.

In addition to the wholly owned hotel properties, as of December 31, 2014, the Company owned joint venture interests in another five properties. The properties owned by the joint ventures are leased to a TRS owned by the joint venture or to an entity owned by the joint venture partners and 44 New England. The following table lists the properties owned by these joint ventures:

Joint Venture	Ownership	Property	Location	Lessee/Sublessee
Unconsolidated Joint Ventures				
Mystic Partners, LLC	66.7%	Marriott	Mystic, CT	Mystic Partners Leaseco, LLC
	8.8%	Hilton	Hartford, CT	Mystic Partners Leaseco, LLC
	15.0%	Marriott	Hartford, CT	Mystic Partners Leaseco, LLC
SB Partners, LLC	50.0%	Holiday Inn	South Boston, MA	South Bay Sandeep, LLC
Hiren Boston, LLC	50.0%	Courtyard	South Boston, MA	South Bay Boston, LLC

Mystic Partners, LLC owns an interest in three hotel properties. Our interest in Mystic Partners, LLC is relative to our interest in each of the three properties owned by the joint venture as defined in the joint venture’s governing documents. Each of the three properties owned by Mystic Partners, LLC is leased to a separate entity that is consolidated in Mystic Partners Leaseco, LLC which is owned by 44 New England and our joint venture partner in Mystic Partners, LLC.

The properties are managed by eligible independent management companies, including Hersha Hospitality Management, LP (“HHMLP”). HHMLP is owned in part by certain of our trustees and executive officers and other unaffiliated third party investors.

Principles of Consolidation and Presentation

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles and include all of our accounts as well as accounts of the Partnership, subsidiary partnerships and our wholly owned TRS Lessee. All significant inter-company amounts have been eliminated.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Consolidated properties are either wholly owned or owned less than 100% by the Partnership and are controlled by the Company as general partner of the Partnership. Properties owned in joint ventures are also consolidated if the determination is made that we are the primary beneficiary in a variable interest entity (VIE) or we maintain control of the asset through our voting interest in the entity.

Control can be demonstrated when the general partner has the power to impact the economic performance of the partnership, which includes the ability of the general partner to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the limited partners and the inability of the limited partners to replace the general partner. Control can be demonstrated by the limited partners if the limited partners have the right to dissolve or liquidate the partnership or otherwise remove the general partner without cause or have rights to participate in the significant decisions made in the ordinary course of the partnership's business.

We evaluate each of our investments and contractual relationships to determine whether they meet the guidelines of consolidation. Entities are consolidated if the determination is made that we are the primary beneficiary in a VIE or we maintain control of the asset through our voting interest or other rights in the operation of the entity. To determine if we are the primary beneficiary of a VIE, we evaluate whether we have a controlling financial interest in that VIE. An enterprise is deemed to have a controlling financial interest if it has i) the power to direct the activities of a variable interest entity that most significantly impact the entity's economic performance, and ii) the obligation to absorb losses of the VIE that could be significant to the VIE or the rights to receive benefits from the VIE that could be significant to the VIE. Control can also be demonstrated by the ability of a member to manage day-to-day operations, refinance debt and sell the assets of the partnerships without the consent of the other member and the inability of the members to replace the managing member. Based on our examination, the following entities were determined to be VIE's: Mystic Partners, LLC; Mystic Partners Leaseco, LLC; South Bay Boston, LLC; Brisam Management DE, LLC; Hersha Statutory Trust I; and Hersha Statutory Trust II. Mystic Partners, LLC is a VIE entity, however because we are not the primary beneficiary it is not consolidated by the Company. Our maximum exposure to losses due to our investment in Mystic Partners, LLC is limited to our investment in the joint venture which is \$5,556 as of December 31, 2014. Also, Mystic Partners Leaseco, LLC; and South Bay Boston, LLC lease hotel properties from our joint venture interests and are VIEs. These entities are consolidated by the lessors, the primary beneficiaries of each entity. Brisam Management DE, LLC is consolidated in our financial statements, as we are considered to be the primary beneficiary. Hersha Statutory Trust I and Hersha Statutory Trust II are VIEs but HHLP is not the primary beneficiary in these entities. Accordingly, the accounts of Hersha Statutory Trust I and Hersha Statutory Trust II are not consolidated with and into HHLP.

We allocate resources and assess operating performance based on individual hotels and consider each one of our hotels to be an operating segment. All of our individual operating segments meet the aggregation criteria. All of our other real estate investment activities are immaterial and meet the aggregation criteria, and thus, we report one segment: investment in hotel properties.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (US GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Although we believe the assumptions and estimates we made are reasonable and appropriate, as discussed in the applicable sections throughout these Consolidated Financial Statements, different assumptions and estimates could materially impact our reported results. The current economic environment has increased the degree of uncertainty inherent in these estimates and assumptions and changes in market conditions could impact our future operating results.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment in Hotel Properties

The Company allocates the purchase price of hotel properties acquired based on the fair value of the acquired real estate, furniture, fixtures and equipment, and intangible assets and the fair value of liabilities assumed, including debt. The fair value allocations were determined using Level 3 inputs, which are typically unobservable and are based on our own assumptions, as there is little, if any, related market activity. The Company's investments in hotel properties are carried at cost and are depreciated using the straight-line method over the following estimated useful lives:

Building and Improvements	7 to 40 Years
Furniture, Fixtures and Equipment	2 to 7 Years

The Company periodically reviews the carrying value of each hotel to determine if circumstances indicate impairment to the carrying value of the investment in the hotel or that depreciation periods should be modified. If facts or circumstances support the possibility of impairment, the Company will prepare an estimate of the undiscounted future cash flows, without interest charges, of the specific hotel. Based on the properties undiscounted future cash flows, the Company will determine if the investment in such hotel is recoverable. If impairment is indicated, an adjustment will be made to reduce the carrying value of the hotel to reflect the hotel at fair value.

We consider a hotel to be held for sale when management and our independent trustees commit to a plan to sell the property, the property is available for sale, management engages in an active program to locate a buyer for the property and it is probable the sale will be completed within a year of the initiation of the plan to sell.

Acquisition-related cost, such as due diligence, legal and accounting fees, are not capitalized or applied in determining the fair value of the above acquired assets.

Investment in Unconsolidated Joint Ventures

If it is determined that we do not have a controlling interest in a joint venture, either through our financial interest in a VIE or our voting interest in a voting interest entity, the equity method of accounting is used. Under this method, the investment, originally recorded at cost, is adjusted to recognize our share of net earnings or losses of the affiliates as they occur rather than as dividends or other distributions are received, limited to the extent of our investment in, advances to and commitments for the investee. Pursuant to our joint venture agreements, allocations of profits and losses of some of our investments in unconsolidated joint ventures may be allocated disproportionately as compared to nominal ownership percentages due to specified preferred return rate thresholds.

The Company periodically reviews the carrying value of its investment in unconsolidated joint ventures to determine if circumstances indicate impairment to the carrying value of the investment that is other than temporary. When an impairment indicator is present, we will estimate the fair value of the investment. Our estimate of fair value takes into consideration factors such as expected future operating income, trends and prospects, as well as the effects of demand, competition and other factors. This determination requires significant estimates by management, including the expected cash flows to be generated by the assets owned and operated by the joint venture. To the extent impairment has occurred and the impairment is considered other than temporary, the loss will be measured as the excess of the carrying amount over the fair value of our investment in the unconsolidated joint venture.

Cash and Cash Equivalents

Cash and cash equivalents represent cash on hand and in banks plus short-term investments with an initial maturity of three months or less when purchased.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Escrow Deposits

Escrow deposits include reserves for debt service, real estate taxes, and insurance and reserves for furniture, fixtures, and equipment replacements, as required by certain mortgage debt agreement restrictions and provisions.

Hotel Accounts Receivable

Hotel accounts receivable consists primarily of meeting and banquet room rental and hotel guest receivables. The Company generally does not require collateral. Ongoing credit evaluations are performed and an allowance for potential losses from uncollectible accounts is provided against the portion of accounts receivable that is estimated to be uncollectible.

Deferred Financing Costs

Deferred financing costs are recorded at cost and amortized over the terms of the related indebtedness using the effective interest method.

Due from/to Related Parties

Due from/to Related Parties represents current receivables and payables resulting from transactions related to hotel management and project management with affiliated entities. Due from related parties results primarily from advances of shared costs incurred and interest receivable on development loans made to related parties. Due to affiliates results primarily from hotel management and project management fees incurred. Both due to and due from related parties are generally settled within a period not to exceed one year.

Intangible Assets and Liabilities

Intangible assets consist of leasehold intangibles for above-market value of in-place leases and deferred franchise fees. The leasehold intangibles are amortized over the remaining lease term. Deferred franchise fees are amortized using the straight-line method over the life of the franchise agreement.

Intangible liabilities consist of leasehold intangibles for below-market value of in-place leases. The leasehold intangibles are amortized over the remaining lease term. Intangible liabilities are included in the accounts payable, accrued expenses and other liabilities on the Company's consolidated balance sheets.

Development Project Capitalization

We have opportunistically engaged in the development and re-development of hotel assets. We capitalize expenditures related to hotel development projects and renovations, including indirect costs such as interest expense, real estate taxes and utilities related to hotel development projects and renovations.

Noncontrolling Interest

Noncontrolling interest in the Partnership represents the limited partner's proportionate share of the equity of the Partnership. Income (loss) is allocated to noncontrolling interest in accordance with the weighted average percentage ownership of the Partnership during the period. At the end of each reporting period the appropriate adjustments to the income (loss) are made based upon the weighted average percentage ownership of the Partnership during the period. Our ownership interest in the Partnership as of December 31, 2014, 2013 and 2012 was 95.8%, 96.7%, and 96.5%, respectively.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

We define a noncontrolling interest as the portion of equity in a subsidiary not attributable, directly or indirectly, to a parent. Such noncontrolling interests are reported on the consolidated balance sheets within equity, but separately from the shareholders' equity. Revenues, expenses and net income or loss attributable to both the Company and noncontrolling interests are reported on the consolidated statements of operations.

In accordance with US GAAP, we classify securities that are redeemable for cash or other assets at the option of the holder, or not solely within the control of the issuer, outside of permanent equity in the consolidated balance sheet. The Company makes this determination based on terms in applicable agreements, specifically in relation to redemption provisions. Additionally, with respect to noncontrolling interests for which the Company has a choice to settle the contract by delivery of its own shares, the Company considers the guidance in US GAAP to evaluate whether the Company controls the actions or events necessary to issue the maximum number of common shares that could be required to be delivered at the time of settlement of the contract.

We classify the noncontrolling interests of our consolidated joint ventures, consolidated variable interest entity, and certain Common Units ("Nonredeemable Common Units") as equity. The noncontrolling interests of Nonredeemable Common Units totaled \$29,082 as of December 31, 2014 and \$29,523 as of December 31, 2013. As of December 31, 2014, there were 8,797,736 Nonredeemable Common Units outstanding with a fair market value of \$61,848, based on the price per share of our common shares on the NYSE on such date.

In accordance with the partnership agreement of the Partnership, holders of these units may redeem them for cash unless we, in our sole and absolute discretion, elect to issue common shares on a one-for-one basis in lieu of paying cash.

Prior to February 1, 2013, certain Common Units ("Redeemable Common Units") had been pledged as collateral in connection with a pledge and security agreement entered into by the Company and the holders of the Redeemable Common Units. The redemption feature contained in the pledge and security agreement where the Redeemable Common Units served as collateral contains a provision that could result in a net cash settlement outside of the control of the Company. As a result, prior to February 1, 2013, the Redeemable Common Units were classified in the mezzanine section of the consolidated balance sheets as they did not meet the requirements for equity classification under US GAAP. Effective February 1, 2013, the aforementioned pledge and security agreement is no longer in place and therefore these Common Units have been treated as Nonredeemable Common Units. The carrying value of the Redeemable Common Units equals the greater of carrying value based on the accumulation of historical cost or the redemption value. As of December 31, 2014 and 2013, there were no outstanding Common Units designated as Redeemable Common Units.

Net income or loss attributed to Nonredeemable Common Units and Redeemable Common Units (collectively, "Common Units"), as well as the net income or loss related to the noncontrolling interests of our consolidated joint venture and consolidated variable interest entity, is included in net income or loss in the consolidated statements of operations. Net income or loss attributed to the Common Units and the noncontrolling interests of our consolidated joint ventures and consolidated variable interest entity is excluded from net income or loss applicable to common shareholders in the consolidated statements of operations.

Shareholders' Equity

On February 25, 2013, we completed a public offering of 3,000,000 6.875% Series C Cumulative Redeemable Preferred Shares. These shares have a par value of \$0.01 per share with a \$25.00 liquidation preference per share. Net proceeds of the offering, after deducting the underwriting discount and the offering expenses payable by us, were approximately \$72,370.

We utilized the net proceeds of the offering to redeem all outstanding 8.00% Series A Cumulative Redeemable Preferred Shares on March 28, 2013, and for general corporate purposes. The Series A Preferred Shares were

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

redeemed at a per share redemption price of \$25.00 together with accrued and unpaid dividends to the redemption date for an aggregate per share redemption price of \$25.4056. Dividends ceased accruing on the Series A Preferred Shares on March 28, 2013.

Terms of the Series B and Series C Preferred Shares outstanding at December 31, 2014 and 2013 are summarized as follows:

Series	Shares Outstanding		Aggregate Liquidation Preference	Distribution Rate	Dividend Per Share Year Ended December 31,	
	December 31, 2014	December 31, 2013			2014	2013
Series B	4,600,000	4,600,000	\$ 115,000	8.000%	\$ 2.0000	\$ 2.0000
Series C	3,000,000	3,000,000	75,000	6.875%	1.7188	1.4753
Total	<u>7,600,000</u>	<u>7,600,000</u>				

In December 2012, our Board of Trustees authorized us to repurchase from time to time up to an aggregate of \$75,000 of our outstanding common shares through December 31, 2013. We did not repurchase any common shares prior to the expiration of the share repurchase program. In January 2014, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$75,000 of our outstanding common shares. In February 2015, our Board of Trustees again authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding shares. The current share repurchase program will expire on December 31, 2015. For the year ended December 31, 2014, the Company repurchased 2,626,854 common shares for an aggregate purchase price of \$15,418. As of February 20, 2015, we have not repurchased any common shares pursuant to the newly reauthorized share repurchase program. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares.

On August 4, 2009, we entered into a purchase agreement with Real Estate Investment Group L.P. (“REIG”), pursuant to which we sold 5,700,000 common shares at a price of \$2.50 per share to REIG for gross proceeds of \$14,250. We also granted REIG the option to buy up to an additional 5,700,000 common shares at a price of \$3.00 per share, which was exercisable through August 4, 2014. On February 13, 2012, pursuant to the terms of the original option, we called in and canceled the option granted to REIG in exchange for the issuance of 2,521,561 common shares with an aggregate value equal to \$13,566. This amount equals the volume weighted average price per common share for the 20 trading days prior to the exercise of the option, less the \$3.00 option price, multiplied by the 5,700,000 common shares remaining under the option.

On December 23, 2014, we amended our partnership agreement to allow for the issuance of profits interests in HHLP in the form of LTIP Units, a new class of limited partnership units in HHLP, and to establish the terms of the LTIP Units. The LTIP Units vest on December 31 and June 1 of each year, beginning on December 31, 2014 and ending on June 1, 2017. The LTIP units contain restricted stock awards that were forfeited and replaced with LTIP unit awards with similar terms. The total number of Restricted Stock Awards forfeited and LTIP Units awarded was 1,948,324.

Stock Based Compensation

We measure the cost of employee service received in exchange for an award of equity instruments based on the grant-date fair value of the award. The compensation cost is amortized on a straight line basis over the period during which an employee is required to provide service in exchange for the award. The compensation cost related to performance awards that are contingent upon market based criteria being met is recorded at the fair value of the award on the date of the grant and amortized over the performance period.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Derivatives and Hedging

The Company's objective in using derivatives is to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps and interest rate caps as part of its cash flow hedging strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable-rate amounts in exchange for fixed-rate payments over the life of the agreements without exchange of the underlying principal amount. Interest rate caps designated as cash flow hedges limit the Company's exposure to increased cash payments due to increases in variable interest rates.

Revenue Recognition

We recognize revenue and expense for all consolidated hotels as hotel operating revenue and hotel operating expense when earned and incurred. These revenues are recorded net of any sales or occupancy taxes collected from our guests. We participate in frequent guest programs sponsored by the brand owners of our hotels and we expense the charges associated with those programs, as incurred.

Interest income on development loan financing is recorded in the period earned based on the interest rate of the loan and outstanding balance during the period. Development loans receivable and accrued interest on the development loans receivable are evaluated to determine if outstanding balances are collectible. Interest is recorded only if it is determined the outstanding loan balance and accrued interest balance are collectible.

Other revenues consist primarily of fees earned for asset management services provided to hotels we own through unconsolidated joint ventures. Fees are earned as a percentage of hotel revenue and are recorded in the period earned to the extent of the noncontrolling interest ownership.

Income Taxes

The Company qualifies as a REIT under applicable provisions of the Internal Revenue Code, as amended, and intends to continue to qualify as a REIT. In general, under such provisions, a trust which has made the required election and, in the taxable year, meets certain requirements and distributes to its shareholders at least 90% of its REIT taxable income will not be subject to Federal income tax to the extent of the income which it distributes. Earnings and profits, which determine the taxability of dividends to shareholders, differ from net income reported for financial reporting purposes due primarily to differences in depreciation of hotel properties for Federal income tax purposes.

Deferred income taxes relate primarily to the TRS Lessee and are accounted for using the asset and liability method. Under this method, deferred income taxes are recognized for temporary differences between the financial reporting bases of assets and liabilities of the TRS Lessee and their respective tax bases and for their operating loss and tax credit carry forwards based on enacted tax rates expected to be in effect when such amounts are realized or settled. However, deferred tax assets are recognized only to the extent that it is more likely than not that they will be realized based on consideration of available evidence, including tax planning strategies and other factors.

The Company may recognize a tax benefit from an uncertain tax position when it is more-likely-than-not (defined as a likelihood of more than 50%) that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. If a tax position does not meet the more-likely-than-not recognition threshold, despite the Company's belief that its filing position is supportable, the benefit of that tax position is not recognized in the statements of operations. The Company recognizes interest and penalties, as applicable, related to unrecognized tax benefits as a component of income tax expense. The Company recognizes unrecognized tax benefits in the period that the uncertainty is eliminated by either affirmative agreement of the uncertain tax position by the applicable taxing authority, or by expiration of the applicable

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

statute of limitation. For the years ended December 31, 2014, 2013 and 2012, the Company did not record any uncertain tax positions. As of December 31, 2014, with few exceptions, the Company is subject to tax examinations by U.S. federal, state, and local income tax authorities for years 2003 through 2014.

Reclassification

Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation.

New Accounting Pronouncements

On May 28, 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for the Company on January 1, 2017. Early adoption is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. The Company is evaluating the effect that ASU No. 2014-09 will have on its consolidated financial statements and related disclosures. The Company has not yet selected a transition method nor has it determined the effect of the standard on its ongoing financial reporting.

NOTE 2 – INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties consists of the following at December 31, 2014 and December 31, 2013:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Land	\$ 439,540	\$ 339,027
Buildings and Improvements	1,424,842	1,222,639
Furniture, Fixtures and Equipment	203,275	171,116
Construction in Progress	-	63,168
	<u>2,067,657</u>	<u>1,795,950</u>
Less Accumulated Depreciation	<u>(322,174)</u>	<u>(260,115)</u>
Total Investment in Hotel Properties	\$ 1,745,483	\$ 1,535,835

Depreciation expense was \$68,418, \$61,500 and \$55,956 (including depreciation on assets held for sale) for the years ended December 31, 2014, 2013, and 2012, respectively.

During the year ended December 31, 2014, we acquired the following wholly-owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Ground Lease Intangible	Franchise Fees and Loan Costs	Total Purchase Price	Assumption of Debt
Hotel Milo, Santa Barbara, CA	2/28/2014	\$ -	\$ 55,080	\$ 805	\$ (14,230)	\$ 273	\$ 41,928	\$ 24,924
Parrot Key Resort, Key West, FL	5/7/2014	57,889	33,959	8,152	-	-	100,000	-
Hilton Garden Inn 52nd Street, New York, NY	5/27/2014	45,480	60,762	4,920	-	1,123	112,285	-
TOTAL		\$ 103,369	\$ 149,801	\$ 13,877	\$ (14,230)	\$ 1,396	\$ 254,213	\$ 24,924

Acquisition-related cost, such as due diligence, legal and accounting fees, are not capitalized or applied in determining the fair value of the above acquired assets. During the year ended December 31, 2014, we paid \$2,178 in acquisition costs related to the above acquired assets.

The purchase agreement for the acquisition of the Parrot Key Resort in Key West, FL, contains a provision that entitles the seller to additional consideration of \$2,000 contingent upon the hotel achieving certain net operating income thresholds within twelve months of acquisition. At the time of acquisition, no liability was recorded as the fair market value of the contingent consideration was determined to be \$0. Upon remeasurement at December 31, 2014, a liability was recorded as the fair market value of the contingent consideration was determined to be \$2,000.

On May 27, 2014, we completed the acquisition of the Hilton Garden Inn 52nd Street hotel in New York, NY from an unaffiliated seller. Previously, we had entered into a purchase and sale agreement to acquire this property for total consideration of \$84,000. The purchase price for this property was contractually fixed on August 23, 2012, the date we entered into the purchase and sale agreement. During the 21-month period of time between entering in the purchase and sale agreement on August 23, 2012 and the closing date, the real estate market for hotels located in Manhattan experienced significant price appreciation due to improved economic conditions in the market and in the overall economy. This resulted in an increase in the fair value of the property at the time of closing the acquisition and, as such, we recognized a gain of approximately \$13,594, which is net of preopening expenses of \$927 on the statement of operations, as the fair value of the asset acquired less any liabilities assumed exceeded the consideration transferred.

NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

Consideration given in exchange for the property included \$27,500 paid in cash to the seller and our reinstatement and cancellation of a development loan receivable in the original principal amount of \$10,000 and \$12,494 of accrued interest and late fees. This development loan receivable had previously been fully impaired in 2009, but was recovered as part of this acquisition. As a result, we recognized a gain of \$22,494 on the recovery of the previously impaired development loan. In addition, we paid off the existing construction financing and entered into a new mortgage loan of \$45,000. Concurrent with our entry into the new mortgage loan, we entered into an interest rate cap and swap – see “Note 7 – Fair Measurements and Derivative Instruments” for more information on this derivative. No other consideration was exchanged in connection with the acquisition of this property. Below is a tabular reference to illustrate the components of the consideration and fair value of the property:

Hotel	Initial Purchase Price	Interest and Late Fees on Development Loan	Non-Cash Fair Market Value Gain on Acquisition	Other	Fair Market Value At Acquisition	Franchise Fees and Loan Costs	Asset Value Upon Acquisition
Hilton Garden Inn 52nd Street, New York, NY	\$ 84,000	\$ 12,494	\$ 13,594	\$ 1,074	\$ 111,162	\$ 1,123	\$ 112,285

Included in the consolidated statement of operations for the year ended December 31, 2014 are total revenues of \$28,239 and a total net income of \$6,219 for hotels we have acquired and consolidated since the date of acquisition. These amounts represent the results of operations for these hotels since the date of acquisition:

Hotel	Year Ended December 31,	
	Revenue	Net Income
Hotel Milo, Santa Barbara, CA	\$ 8,655	\$ 668
Parrot Key Resort, Key West, FL	9,145	2,978
Hilton Garden Inn 52nd Street, New York, NY	10,439	2,573
Total	\$ 28,239	\$ 6,219

During the year ended December 31, 2013, we acquired the following wholly-owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Franchise Fees and Loan Costs	Total Purchase Price
Hyatt Union Square, New York, NY*	4/9/2013	\$ 32,940	\$ 79,300	\$ 9,760	\$ 1,945	\$ 123,945
Courtyard by Marriott, San Diego, CA	5/30/2013	15,656	51,674	3,671	183	71,184
Residence Inn, Coconut Grove, FL	6/12/2013	4,146	17,456	218	75	21,895
Blue Moon, Miami Beach, FL	12/20/2013	4,874	20,354	1,125	-	26,353
Winter Haven, Miami Beach, FL	12/20/2013	5,400	18,147	1,050	-	24,597
Total		\$ 63,016	\$ 186,931	\$ 15,824	\$ 2,203	\$ 267,974

NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

* On April 9, 2013, we completed the acquisition of the Hyatt Union Square hotel in New York, NY from Risingsam Union Square LLC. Consideration given in exchange for the property included \$36,000 paid in cash to the seller and our cancellation of a development loan receivable in the original principal amount of \$10,000 and \$3,303 of accrued interest on the loan. In addition, we paid off the existing construction financing and entered into a new mortgage loan of \$55,000. We recognized a net gain of approximately \$12,108 on the purchase of the Hyatt Union Square hotel as the fair value of the assets acquired less any liabilities assumed exceeded the consideration transferred.

During the year ended December 31, 2013, we paid \$855 in acquisition costs related to the above acquired assets.

As shown in the table below, included in the consolidated statements of operations for the year ended December 31, 2013 are total revenues of \$22,889 and a total net income of \$1,412 for hotels we have acquired and consolidated since the date of acquisition. These amounts represent the results of operations for these hotels since the date of acquisition:

Hotel	Year Ended December 31,	
	2013	
	Revenue	Net (Loss) Income
Hyatt Union Square, New York, NY	\$ 11,272	\$ (1,466)
Courtyard by Marriott, San Diego, CA	8,350	1,914
Residence Inn, Coconut Grove, FL	2,889	713
Blue Moon, Miami Beach, FL	175	111
Winter Haven, Miami Beach, FL	203	140
Total	\$ 22,889	\$ 1,412

Pro Forma Results (Unaudited)

The following condensed pro forma financial data are presented as if all acquisitions completed since January 1, 2014 and 2013 had been completed on January 1, 2013 and 2012. Properties acquired without any operating history are excluded from the condensed pro forma operating results. The condensed pro forma financial data is not necessarily indicative of what actual results of operations of the Company would have been assuming the acquisitions had been consummated on January 1, 2014 and 2013 at the beginning of the year presented, nor do they purport to represent the results of operations for future periods.

	Year Ended December 31,	
	2014	2013
Pro Forma Total Revenues	\$ 425,029	\$ 376,767
Pro Forma Income from Continuing Operations	\$ 72,864	\$ 27,859
(Loss) from Discontinued Operations	(1,665)	29,195
Pro Forma Net Income	71,199	57,054
Income (Loss) Allocated to Noncontrolling Interest	(1,016)	(335)
Preferred Distributions	(14,356)	(14,611)
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	-	(2,250)
Pro Forma Net Income (Loss) Applicable to Common Shareholders	<u>\$ 55,827</u>	<u>\$ 39,858</u>
Pro Forma Income Applicable to Common Shareholders per Common Share		
Basic	\$ 0.28	\$ 0.20
Diluted	\$ 0.28	\$ 0.20
Weighted Average Common Shares Outstanding		
Basic	199,109,209	198,390,450
Diluted	201,197,310	201,918,177

NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

Asset Development and Renovation

The Company has opportunistically engaged in the development of hotel assets. On July 22, 2011, the Company completed the acquisition of the real property and improvements located at 32 Pearl Street, New York, NY, from an unaffiliated seller for a total purchase price of \$28,300. On June 23, 2014, this property opened as a Hampton Inn. The total construction costs spent on this property since acquisition were \$9,564, which equates to a total carrying value of approximately \$37,864 when the property opened.

In January 2014, the Company completed the construction of an additional oceanfront tower, additional meeting space and structured parking on a land parcel adjacent to the Courtyard by Marriott, Miami, FL, a hotel acquired on November 16, 2011. This land parcel was included in the acquisition of the hotel.

We capitalize expenditures related to hotel development projects and renovations, including indirect costs such as interest expense, real estate taxes and utilities related to hotel development projects and renovations.

We have capitalized the following indirect development costs for the years ended December 31, 2014, 2013 and 2012:

	Year Ended December 31,		
	2014	2013	2012
Property Tax	\$ 223	\$ 388	\$ 296
Interest Expense	458	1,320	1,542
Utilities	73	3	9
Total	<u>\$ 754</u>	<u>\$ 1,711</u>	<u>\$ 1,847</u>

During the second quarter of 2014, we finalized our settlement of the insurance claim we had for losses incurred as a result of Hurricane Sandy. In October 2012, Hurricane Sandy affected numerous hotels within our portfolio. Two hotels within our portfolio were significantly impacted by this natural disaster; one hotel was inoperable (Holiday Inn Express Water Street, New York, NY) and one hotel development project, which was subsequently completed on June 23, 2014, incurred delays in construction (Hampton Inn, Pearl Street, New York, NY). Prior to March 31, 2014, we had recorded estimated property losses of \$1,586 on the Holiday Inn Express Water Street and a corresponding insurance claim receivable of \$1,486. This hotel reopened in April 2013. We also had recorded estimated property losses of \$1,997 on the Hampton Inn Pearl Street and a corresponding insurance claim receivable of \$1,897. This hotel opened in June 2014. As a result of the claim settlement, we recorded a gain on insurance settlements of approximately \$4,604, which included business interruption claims.

NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

As of December 31, 2014 and December 31, 2013 our investment in unconsolidated joint ventures consisted of the following:

Joint Venture	Hotel Properties	Percent Owned	Preferred Return	December 31, 2014	December 31, 2013
SB Partners, LLC	Holiday Inn Express, South Boston, MA	50.0%	N/A	\$ 913	\$ 1,057
Hiren Boston, LLC	Courtyard by Marriott, South Boston, MA	50.0%	N/A	4,680	4,777
Mystic Partners, LLC	Hilton and Marriott branded hotels in CT	8.8%-66.7%	8.5% non-cumulative	5,556	6,210
				<u>\$ 11,150</u>	<u>\$ 12,044</u>

In 2013, we recorded an impairment loss of \$1,813 related to the Courtyard, Norwich, CT, one of the properties owned by Mystic Partners, LLC. Mystic Partners, LLC transferred the title to the property to the lender during the year ended December 31, 2014. As we did not anticipate recovering our investment balance in this asset, we reduced the portion of our Mystic Partners, LLC investment related to this property to \$0 as of December 31, 2013.

On February 1, 2013, the Company closed on the sale of its interest in one of the unconsolidated joint venture properties owned in part by Mystic Partners, LLC to its joint venture partner. As our investment in this unconsolidated joint venture equated the net proceeds distributed to us, we did not record a gain or loss in connection with the sale of this hotel.

As noted in “Note 2 – Investment in Hotel Properties,” on August 13, 2012, the Company purchased the remaining 50% ownership interest in Inn America Hospitality at Ewing, the lessee of the Courtyard by Marriott, Ewing, NJ. As such, we ceased to account for our investment in Inn America Hospitality at Ewing under the equity method of accounting as of August 13, 2012 because it became a consolidated subsidiary. Our interest in Inn America Hospitality at Ewing, which consisted of our investment in Inn America Hospitality at Ewing and a receivable, was remeasured and as a result based on the appraised value of the hotel, we recorded a loss of approximately \$1,668 during the twelve months ended December 31, 2012.

As noted in “Note 2 – Investment in Hotel Properties,” on June 18, 2012, the Company purchased the remaining 50% ownership interest in Metro 29th, the lessee of the Holiday Inn Express, Manhattan, New York, NY. As such, we ceased to account for our investment in Metro 29th under the equity method of accounting as of June 18, 2012 because it became a consolidated subsidiary. Our interest in Metro 29th was remeasured, and as a result, we recorded a loss of approximately \$224.

Fair value for our previously held investments in Inn America Hospitality at Ewing and Metro 29th was determined through the use of an income approach and was measured using Level 3 inputs. The income approach estimates an income stream for a hotel property (typically 5 years) and discounts this income plus a reversion (presumed sale) into a present value at a risk adjusted rate. RevPAR growth assumptions utilized in this approach are derived from market transactions as well as other financial and industry data. The terminal cap rate and discount rate are significant inputs to this valuation. The fair value measurements determined during the year included RevPAR growth assumptions ranging between 3% and 8%, terminal cap rates ranging between 8.5% and 9.5%, and a discount rate of 10.5%. Changes in these inputs could result in a significant change in the valuation of our original joint venture investments and a change in the loss from remeasurement of investment in unconsolidated joint venture recognized during the period.

NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

On February 23, 2012, the Company closed on the sale of 14 non-core hotel properties, including three of the unconsolidated joint venture hotel properties. On May 8, 2012, the Company closed on the remaining four non-core hotel properties, including one of the unconsolidated joint venture hotel properties. As our investment in these unconsolidated joint ventures equated the net proceeds distributed to us, we did not record a gain or loss in connection with the sale of these hotel properties. See “Note 11 – Hotel Dispositions” for more information.

Income or loss from our unconsolidated joint ventures is allocated to us and our joint venture partners consistent with the allocation of cash distributions in accordance with the joint venture agreements. Any difference between the carrying amount of these investments and the underlying equity in net assets is amortized over the expected useful lives of the properties and other intangible assets.

Income (loss) recognized during the years ended December 31, 2014, 2013, and 2012, for our investments in unconsolidated joint ventures is as follows:

	Year Ended December 31,		
	2014	2013	2012
SB Partners, LLC	\$ 407	\$ 264	\$ 85
Hiren Boston, LLC	603	113	230
Mystic Partners, LLC	(317)	(399)	(433)
Metro 29th Street Associates, LLC	-	-	(114)
Income (Loss) from Unconsolidated Joint Venture Investments	693	(22)	(232)
Impairment from Unconsolidated Joint Ventures	-	(1,813)	-
Loss from Remeasurement of Investment in Unconsolidated Joint Ventures	-	-	(1,892)
Income (Loss) from Unconsolidated Joint Venture Investments	\$ 693	\$ (1,835)	\$ (2,124)

The Mystic Partners, LLC joint venture agreement provides for an 8.5% non-cumulative preferred return based on our contributed equity interest in the venture. Cash distributions will be made from cash available for distribution, first, to us to provide an 8.5% annual non-compounded return on our unreturned capital contributions and then to our joint venture partner to provide an 8.5% annual non-compounded return of their unreturned contributions. Any remaining cash available for distribution will be distributed to us 10.5% with respect to the net cash flow from the Hartford Marriott, 7.0% with respect to the Hartford Hilton and 56.7%, with respect to the remaining property. Mystic Partners, LLC allocates income to us and our joint venture partner consistent with the allocation of cash distributions in accordance with the joint venture agreements.

Each of the Mystic Partners, LLC hotel properties, except the Hartford Hilton, is under an Asset Management Agreement with 44 New England to provide asset management services. Fees for these services are paid monthly to 44 New England and recognized as income in the amount of 1% of operating revenues, except for the Hartford Marriott which is 0.25% of operating revenues.

The Company and our joint venture partner in Mystic Partners, LLC jointly and severally guarantee the performance of the terms of a loan to Adriaen’s Landing Hotel, LLC, owner of the Hartford Marriott, in the amount of \$50,000, and 315 Trumbull Street Associates, LLC, owner of the Hartford Hilton, in the amount of \$27,000, if at any time during the term of the note and during such time as the net worth of Mystic Partners falls below the amount of the guarantee. We have determined that the probability of incurring loss under this guarantee is remote and the value attributed to the guarantee is de minimis.

NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

The following tables set forth the total assets, liabilities, equity and components of net income or loss, including the Company's share, related to the unconsolidated joint ventures discussed above as of December 31, 2014 and December 31, 2013 and for the years ended December 31, 2014, 2013, and 2012.

Balance Sheets

	<u>December 31,</u>		<u>December 31,</u>	
	2014		2013	
Assets				
Investment in Hotel Properties, Net	\$	106,430	\$	114,221
Other Assets		19,032		19,146
Total Assets	\$	125,462	\$	133,367
Liabilities and Equity				
Mortgages and Notes Payable	\$	115,446	\$	112,654
Other Liabilities		30,832		37,464
Equity:				
Hersha Hospitality Trust		23,060		26,230
Joint Venture Partner(s)		(43,876)		(42,981)
Total Equity		(20,816)		(16,751)
Total Liabilities and Equity	\$	125,462	\$	133,367

Statements of Operations

	<u>Year Ended December 31,</u>		
	<u>2014</u>	<u>2013</u>	<u>2012</u>
Room Revenue	\$ 59,135	\$ 58,273	\$ 62,058
Other Revenue	21,725	22,606	22,306
Operating Expenses	(54,831)	(55,179)	(57,131)
Lease Expense	(1,063)	(996)	(3,729)
Property Taxes and Insurance	(2,934)	(3,034)	(3,438)
General and Administrative	(5,783)	(5,794)	(5,904)
Depreciation and Amortization	(6,376)	(6,697)	(6,533)
Interest Expense	(11,995)	(7,526)	(7,650)
Debt Extinguishment and Gain on Debt Forgiveness	3,016	-	-
Gain (Loss) allocated to Noncontrolling Interests	115	(179)	(2,614)
Net Income from Continuing Operations	1,009	1,474	(2,635)
(Loss) Income from Discontinued Operations	-	(55)	121
Gain on Disposition of Hotel Properties	-	1,161	25,131
Net Income	\$ 1,009	\$ 2,580	\$ 22,617

NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES (CONTINUED)

The following table is a reconciliation of the Company's share in the unconsolidated joint ventures' equity to the Company's investment in the unconsolidated joint ventures as presented on the Company's balance sheets as of December 31, 2014 and December 31, 2013.

	December 31, 2014	December 31, 2013
Company's share of equity recorded on the joint ventures' financial statements	\$ 23,060	\$ 26,230
Adjustment to reconcile the Company's share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures ⁽¹⁾	(11,910)	(14,186)
Investment in Unconsolidated Joint Ventures	<u>\$ 11,150</u>	<u>\$ 12,044</u>

(1) Adjustment to reconcile the Company's share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures consists of the following:

- cumulative impairment of the Company's investment in joint ventures not reflected on the joint ventures' financial statements;
- the Company's basis in the investment in joint ventures not recorded on the joint ventures' financial statements; and
- accumulated amortization of the Company's equity in joint ventures that reflects the Company's portion of the excess of the fair value of joint ventures' assets on the date of our investment over the carrying value of the assets recorded on the joint ventures financial statements (this excess investment is amortized over the life of the properties, and the amortization is included in Income (Loss) from Unconsolidated Joint Venture Investments on the Company's consolidated statement of operations).

NOTE 4 – OTHER ASSETS AND DEPOSITS ON HOTEL ACQUISITIONS

Other Assets

Other Assets consisted of the following at December 31, 2014 and December 31, 2013:

	<u>December 31, 2014</u>	<u>December 31, 2013</u>
Transaction Costs	\$ -	\$ 115
Investment in Statutory Trusts	1,548	1,548
Prepaid Expenses	7,883	9,256
Insurance Claims Receivable	64	1,706
Deferred Tax Asset, Net of Valuation Allowance of \$804	11,448	8,766
Other	7,483	6,069
	<u>\$ 28,426</u>	<u>\$ 27,460</u>

Transaction Costs - Transaction costs include legal fees and other third party transaction costs incurred relative to entering into debt facilities, issuances of equity securities, and other costs which are recorded in other assets prior to the closing of the respective transactions.

Investment in Statutory Trusts - We have an investment in the common stock of Hersha Statutory Trust I and Hersha Statutory Trust II. Our investment is accounted for under the equity method.

Prepaid Expenses - Prepaid expenses include amounts paid for property tax, insurance and other expenditures that will be expensed in the next twelve months.

Insurance Claims Receivable – As noted in “Note 2 – Investment in Hotel Properties,” we recorded an insurance claim receivable due to the property damage that occurred at several of our hotel properties as a result of Hurricane Sandy in October 2012. This claim was settled in June 2014, and we received our final claim payment in July 2014 in the amount of \$2,498. The remaining balance in insurance claims receivable as of December 31, 2014 is comprised of claims that arose from property damage at hotel properties as a result of other events.

Deferred Tax Asset - We have approximately \$11,448 of net deferred tax assets as of December 31, 2014. We have considered various factors, including future reversals of existing taxable temporary differences, future projected taxable income and tax planning strategies in determining a valuation allowance for our deferred tax assets, and we believe that it is more likely than not that we will be able to realize the \$11,448 of net deferred tax assets in the future.

Deposits on Hotel Acquisitions

As of December 31, 2014, we had no deposits on hotel acquisitions. As of December 31, 2013, deposits on hotel acquisitions consisted of \$15,486 in interest bearing deposits related to the acquisition of the Hilton Garden Inn 52nd Street, New York, NY and \$3,100 in non-interest bearing deposits related to the acquisition of the Hotel Milo, located in Santa Barbara, California. The acquisition of the Hotel Milo closed in the first quarter and the Hilton Garden Inn 52nd Street closed in the second quarter of 2014. See “Note 2 – Investment In Hotel Properties” for more information.

NOTE 5 – DEBT

Mortgages

We had total mortgages payable at December 31, 2014 and December 31, 2013 of \$617,375 and \$617,788 (including \$45,835 in outstanding mortgage indebtedness related to assets held for sale at December 31, 2013), respectively. These balances consisted of mortgages with fixed and variable interest rates, which ranged from 2.47% to 6.50% as of December 31, 2014. Included in these balances are net premiums of \$1,584 and \$2,466 as of December 31, 2014 and December 31, 2013, respectively, which are amortized over the remaining life of the loans. Aggregate interest expense incurred under the mortgage loans payable totaled \$31,046, \$34,854, and \$38,343 during the years ended December 31, 2014, 2013, and 2012, respectively.

Our mortgage indebtedness contains various financial and non-financial covenants customarily found in secured, non-recourse financing arrangements. Our mortgage loans payable typically require that specified debt service coverage ratios be maintained with respect to the financed properties before we can exercise certain rights under the loan agreements relating to such properties. If the specified criteria are not satisfied, the lender may be able to escrow cash flow generated by the property securing the applicable mortgage loan. We have determined that certain debt service coverage ratio covenants contained in the loan agreements securing four of our hotel properties were not met as of December 31, 2014. Pursuant to these loan agreements, the lender has elected to escrow the operating cash flow for a number of these properties. However, these covenants do not constitute an event of default for these loans.

As of December 31, 2014, the maturity dates for the outstanding mortgage loans ranged from January 2015 to April 2023.

Subordinated Notes Payable

We have two junior subordinated notes payable in the aggregate amount of \$51,548 to the Hersha Statutory Trusts pursuant to indenture agreements which will mature on July 30, 2035, but may be redeemed at our option, in whole or in part, prior to maturity in accordance with the provisions of the indenture agreements. The \$25,774 notes issued to Hersha Statutory Trust I and Hersha Statutory Trust II, bear interest at a variable rate of LIBOR plus 3% per annum. This rate resets two business days prior to each quarterly payment. The weighted average interest rate on our two junior subordinated notes payable during the years ended December 31, 2014, 2013, and 2012 was 3.28%, 3.32%, and 3.51%, respectively. Interest expense in the amount of \$1,690, \$1,712, and \$1,810 was recorded for the years ended December 31, 2014, 2013, and 2012, respectively.

Credit Facilities

On February 28, 2014, we entered into a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provides for a \$500,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit and a \$250,000 senior unsecured term loan. This new facility amended and restated the existing \$400,000 senior unsecured credit facility. The \$500,000 unsecured credit facility expires on February 28, 2018 and, provided no event of default has occurred, we may request that the lenders renew the credit facility for an additional one-year period. The credit facility is also expandable to \$850,000 at our request, subject to the satisfaction of certain conditions.

Prior to February 28, 2014, we maintained a senior unsecured credit agreement with Citigroup Global Markets Inc. and various other lenders. The credit agreement provided for a \$400,000 senior unsecured credit facility consisting of a \$250,000 senior unsecured revolving line of credit and a \$150,000 senior unsecured term loan.

NOTE 5 – DEBT (CONTINUED)

The amount that we can borrow at any given time on our credit facility is governed by certain operating metrics of designated unencumbered hotel properties known as borrowing base assets. As of December 31, 2014, the following hotel properties were borrowing base assets:

- Holiday Inn Express, Cambridge, MA	- Hampton Inn, Philadelphia, PA
- Holiday Inn, Wall Street, NY	- Hampton Inn, Washington, DC
- Holiday Inn Express, Times Square, NY	- Hyatt Place, King of Prussia, PA
- Residence Inn, Norwood, MA	- Nu Hotel, Brooklyn, NY
- Residence Inn, Framingham, MA	- The Rittenhouse Hotel, Philadelphia, PA
- Sheraton, Wilmington South, DE	- The Boxer, Boston, MA
- Sheraton Hotel, JFK Airport, New York, NY	- Holiday Inn Express (Water Street), New York, NY
- Candlewood Suites, Times Square, NY	- Courtyard, San Diego, CA
- Hampton Inn, Times Square, NY	- Residence Inn, Coconut Grove, FL
- Winter Haven, Miami, FL	- Blue Moon, Miami, FL
- Hampton Inn, Pearl Street, NY	- Parrot Key Resort, Key West, FL
- Residence Inn, Greenbelt, MD	

The interest rate for the \$500,000 unsecured credit facility is based on a pricing grid with a range of one month U.S. LIBOR plus 1.70% to 2.45% for the revolving line of credit and 1.60% to 2.35% for the unsecured term loan.

As of December 31, 2014, we had borrowed \$250,000 in unsecured term loans under the unsecured credit facility, \$150,000 for which we had entered into interest rate swaps which effectively fix the interest rate on these term loans at a blended rate of 3.217%. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information.

The credit agreement providing for the \$500,000 unsecured credit facility includes certain financial covenants and requires that we maintain: (1) a minimum tangible net worth of \$803,711, which is calculated by adding back accumulated depreciation to the recorded value of our investment in hotel properties and subtracting certain intangible assets and debt and is subject to increases under certain circumstances; (2) annual distributions not to exceed 95% of adjusted funds from operations; and (3) certain financial ratios, including the following:

- a fixed charge coverage ratio of not less than 1.45 to 1.00, which increases to 1.50 to 1.00 as of January 1, 2016;
- a maximum leverage ratio of not more than 60%; and
- a maximum secured debt leverage ratio of 50%, which decreases to 45% as of January 1, 2016

The Company is in compliance with each of the covenants listed above as of December 31, 2014. As of December 31, 2014, our remaining borrowing capacity under the \$500,000 unsecured credit facility was \$245,745, based on the borrowing base assets at December 31, 2014.

As of December 31, 2014, the outstanding unsecured term loan balance under the \$500,000 unsecured credit facility was \$250,000 and we had outstanding borrowings of \$0 on the revolving line of credit. As of December 31, 2013, the outstanding unsecured term loan under the prior \$400,000 unsecured credit facility was \$150,000 and

NOTE 5 – DEBT (CONTINUED)

the revolving line of credit had no balance outstanding.

The Company recorded interest expense of \$6,218, \$5,413, and \$2,405 related to borrowings drawn on each of the aforementioned credit facilities, for the years ended December 31, 2014, 2013, and 2012, respectively. The weighted average interest rate on our credit facilities was 2.82%, 3.08%, and 4.57% for the years ended December 31, 2014, 2013, and 2012, respectively.

Aggregate annual principal payments for the Company’s credit facility and mortgages and subordinated notes payable for the five years following December 31, 2015 and thereafter are as follows:

Year Ending December 31,	Amount
2015	\$ 69,063
2016	273,824
2017	204,219
2018	1,564
2019	294,892
Thereafter	73,777
Net Unamortized Premium	1,584
	<u>\$ 918,923</u>

Capitalized Interest

We utilize mortgage debt and our \$500,000 revolving credit facility to finance on-going capital improvement projects at our hotels. Interest incurred on mortgages and the revolving credit facility that relates to our capital improvement projects is capitalized through the date when the assets are placed in service. For the years ended December 31, 2014, 2013, and 2012, we capitalized \$458, \$1,320, and \$1,542 respectively, of interest expense related to these projects.

Deferred Financing Costs

Costs associated with entering into mortgages and notes payable and our revolving line of credit are deferred and amortized over the life of the debt instruments. Amortization of deferred financing costs is recorded in interest expense. As of December 31, 2014, deferred costs were \$8,605, net of accumulated amortization of \$6,938. Amortization of deferred costs for the years ended December 31, 2014, 2013, and 2012 was \$2,768, \$2,886, and \$2,991 respectively.

Debt Payoff

On October 27, 2014, we repaid \$10,179 on our mortgage with Berkadia Commercial Mortgage, LLC for the Residence Inn, Greenbelt, MD property. The loan was due to mature in October 2014, and we incurred no loss on debt extinguishment in paying off the loan.

On June 30, 2013, we repaid \$7,928 on our mortgage with Berkadia Commercial Mortgage, LLC for the Residence Inn, Tysons Corner, VA property. The loan was due to mature in July 2013, and we incurred no loss on debt extinguishment in paying off the loan.

On January 3, 2013, we funded an additional \$50,000 in unsecured term loan borrowings under our then \$400,000 unsecured credit facility which was used to pay off the balance of the mortgage loan secured by the Holiday Inn Express, Times Square, New York, NY on January 7, 2013. This mortgage was also subject to an interest rate swap,

NOTE 5 – DEBT (CONTINUED)

which was terminated as a cash flow hedge as of December 31, 2012 due to this payoff. As a result of this payoff, we expensed \$261 in unamortized deferred financing costs and fees, which are included in the Loss on Debt Extinguishment caption of the consolidated statements of operations for the year ended December 31, 2013. Due to the timing of this transaction, the hedge relationship on our interest rate swap was derecognized as of December 31, 2012. Therefore, the accumulated other comprehensive loss on this swap as of December 31, 2012, was reclassified to income and we recorded \$530 in the Loss on Debt Extinguishment on the statement of operations for the year ended December 31, 2012.

As previously mentioned, we replaced our previous \$250,000 secured credit facility with a new \$400,000 unsecured credit facility with Citigroup Global Markets Inc. and various other lenders on November 5, 2012. Concurrently with this closing, we funded \$100,000 in unsecured term loan borrowings. These borrowings were used to pay off in full the balance on seven mortgage loans on hotel properties. As a result of terminating our previous \$250,000 secured credit facility and extinguishing the debt on these seven properties, we expensed \$2,410 in unamortized deferred financing costs and fees, which are included in the Loss of Debt Extinguishment caption on the consolidated statements of operations for the year ended December 31, 2012.

New Debt/Refinance

On November 13, 2014, we repaid outstanding mortgage debt on with an original principal balance of \$32,000 secured by the Hilton Garden Inn, Tribeca, NY and simultaneously entered into a new mortgage obligation of \$46,500 with a new lender. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 2.30% and matures on November 1, 2019.

As previously mentioned, we refinanced our previous \$400,000 unsecured credit facility with a \$500,000 unsecured credit facility with Citigroup Global Markets Inc. and various other lenders on February 28, 2014. As a result of this refinance, we expensed \$579 in unamortized deferred financing costs and fees, which are included in the Loss on Debt Extinguishment caption of the consolidated statements of operations for the year ended December 31, 2014.

On January, 31, 2014, we paid down \$5,175 of the outstanding debt and modified the mortgage loan on the Duane Street Hotel, New York, NY. As a result, we entered into a \$9,500 loan with a maturity date of February 1, 2017. The modified loan bears interest at a variable rate of one month U.S. dollar LIBOR plus 4.50%. The modification also includes an interest rate swap, which effectively fixes the interest rate at 5.433%. As a result of this modification, we expensed \$91 in unamortized deferred financial costs and fees during the year ended December 31, 2014.

On April 24, 2013, we modified the \$30,000 mortgage loan on the Courtyard by Marriott, Westside, Los Angeles, CA. The modified loan bears interest at a variable rate of one month U.S. dollar LIBOR plus 3.00%, and matures on September 29, 2017. The modification also contains an option for the Company to advance \$5,000 in principal subject to certain conditions, including there being no event of default and compliance with debt service coverage ratio requirements. As a result of this modification, we incurred a loss on debt extinguishment of \$284. This modification did not change the terms of the interest rate swap that we entered into in 2011, which had effectively fixed the interest at 4.947%, and now effectively fixes the interest at 4.10% through September 29, 2015. After the maturity date of the swap, the loan will bear interest at the stated variable rate of one-month U.S. dollar LIBOR plus 3.00%, with a LIBOR floor of 0.75%. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information.

On May 23, 2012, we repaid outstanding mortgage debt with an original principal balance of \$22,000 secured by the Hotel 373, Fifth Avenue, NY, and on May 24, 2012 entered into a new mortgage obligation of \$19,000,

NOTE 5 – DEBT (CONTINUED)

incurring a loss on debt extinguishment of approximately \$66. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 3.85% and matures on June 1, 2017. In conjunction with this refinance, we entered into an interest rate cap that matures on June 1, 2015 that effectively limits interest to 5.85% per annum.

On May 9, 2012, we repaid outstanding mortgage debt with a principal balance of \$29,730 secured by the Courtyard by Marriott, Miami, FL. On July 2, 2012, we entered into a new mortgage with an initial obligation of \$45,000, with three additional draws of \$5,000 every 90 days to fund the construction of the new oceanfront tower as described in “Note 2 – Investment in Hotel Properties”. The new mortgage debt bears interest at a variable rate of one month U.S. LIBOR plus 3.50% and matures on July 1, 2016. Also on July 2, 2012, we entered into an interest rate cap that effectively limits interest to 4.32% per annum.

On January 31, 2012, we repaid outstanding mortgage debt with an original principal balance of \$32,500 secured by the Capitol Hill Suites, Washington, D.C., incurring a loss on debt extinguishment of approximately \$7 and simultaneously entered into a new mortgage obligation of \$27,500. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 3.25% and matures on February 1, 2015. On the same date, we entered into an interest rate swap that effectively fixes the interest at 3.79% per annum.

As a result of our acquisition of Metro 29th, first mortgage debt with a principal balance of \$54,602 secured by the Holiday Inn Express, New York, NY is included on our consolidated balance sheet. This debt bears interest at a fixed rate of 6.50% and matures on November 5, 2016. In addition, we consolidated mezzanine debt with a principal balance of \$15,000. We repaid this mezzanine debt on June 29, 2012 and incurred a loss on debt extinguishment of approximately \$176.

NOTE 6 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS

Management Agreements

Our wholly-owned taxable REIT subsidiary ("TRS"), 44 New England, engages eligible independent contractors in accordance with the requirements for qualification as a REIT under the internal revenue code of 1986, as amended, including HHMLP, as the property managers for hotels it leases from us pursuant to management agreements. HHMLP is owned, in part, by certain executives and trustees of the Company. Our management agreements with HHMLP provide for five-year terms and are subject to early termination upon the occurrence of defaults and certain other events described therein. As required under the REIT qualification rules, HHMLP must qualify as an "eligible independent contractor" during the term of the management agreements. Under the management agreements, HHMLP generally pays the operating expenses of our hotels. All operating expenses or other expenses incurred by HHMLP in performing its authorized duties are reimbursed or borne by our TRS to the extent the operating expenses or other expenses are incurred within the limits of the applicable approved hotel operating budget. HHMLP is not obligated to advance any of its own funds for operating expenses of a hotel or to incur any liability in connection with operating a hotel. Management agreements with other unaffiliated hotel management companies have similar terms.

For its services, HHMLP receives a base management fee and, if a hotel exceeds certain thresholds, an incentive management fee. The base management fee for a hotel is due monthly and is equal to 3% of gross revenues associated with each hotel managed for the related month. The incentive management fee, if any, for a hotel is due annually in arrears on the ninetieth day following the end of each fiscal year and is based upon the financial performance of the hotels. For the years ended December 31, 2014, 2013, and 2012, base management fees incurred totaled \$12,263, \$11,713, and \$10,781 respectively, and are recorded as Hotel Operating Expenses. For the years ended December 31, 2014, 2013, and 2012, we did not incur incentive management fees.

Franchise Agreements

Our branded hotel properties are operated under franchise agreements assumed by the hotel property lessee. The franchise agreements have 10 to 20 year terms, but may be terminated by either the franchisee or franchisor on certain anniversary dates specified in the agreements. The franchise agreements require annual payments for franchise royalties, reservation, and advertising services, and such payments are based upon percentages of gross room revenue. These payments are paid by the hotels and charged to expense as incurred. Franchise fee expense for the years ended December 31, 2014, 2013, and 2012 were \$26,015, \$26,247, and \$24,278 respectively, and are recorded in Hotel Operating Expenses. The initial fees incurred to enter into the franchise agreements are amortized over the life of the franchise agreements.

Accounting and Information Technology Fees

Each of the wholly-owned hotels and consolidated joint venture hotel properties managed by HHMLP incurs a monthly accounting and information technology fee. Monthly fees for accounting services are between \$2 and \$3 per property and monthly information technology fees range from \$1 to \$2 per property. For the years ended December 31, 2014, 2013, and 2012, the Company incurred accounting fees of \$1,410, \$1,739, and \$1,741 respectively. For the years ended December 31, 2014, 2013, and 2012, the Company incurred information technology fees of \$416, \$510, and \$509 respectively. Accounting fees and information technology fees are included in Hotel Operating Expenses.

Capital Expenditure Fees

HHMLP charges a 5% fee on all capital expenditures and pending renovation projects at the properties as compensation for procurement services related to capital expenditures and for project management of renovation projects. For the years ended December 31, 2014, 2013, and 2012, we incurred fees of \$742, \$1,459, and \$1,076 respectively, which were capitalized with the cost of fixed asset additions.

NOTE 6 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

Acquisitions from Affiliates

We have entered into an option agreement with each of our officers and certain trustees such that we obtain a right of first refusal to purchase any hotel owned or developed in the future by these individuals or entities controlled by them at fair market value. This right of first refusal would apply to each party until one year after such party ceases to be an officer or trustee of the Company. Our Acquisition Committee of the Board of Trustees is comprised solely of independent trustees, and the purchase prices and all material terms of the purchase of hotels from related parties are approved by the Acquisition Committee.

Hotel Supplies

For the years ended December 31, 2014, 2013, and 2012, we incurred charges for hotel supplies of \$163, \$222, and \$149 respectively. For the years ended December 31, 2014, 2013, and 2012, we incurred charges for capital expenditure purchases of \$10,610, \$19,783, and \$11,809 respectively. These purchases were made from Hersha Purchasing and Design, a hotel supply company owned, in part, by certain executives and trustees of the Company. Hotel supplies are expensed and included in Hotel Operating Expenses on our consolidated statements of operations, and capital expenditure purchases are included in investment in hotel properties on our consolidated balance sheets. Approximately \$2 is included in accounts payable at December 31, 2014 and December 31, 2013, respectively.

Due From Related Parties

The due from related parties balance as of December 31, 2014 and December 31, 2013 was approximately \$6,580 and \$11,124, respectively. The balances primarily consisted of working capital deposits made to Hersha affiliates.

Due to Related Parties

The balance due to related parties as of December 31, 2014 and December 31, 2013 was approximately \$7,203 and \$4,815, respectively. The balances consisted of amounts payable to HHMLP for administrative, management, and benefit related fees.

Hotel Ground Rent

For the years ended December 31, 2014, 2013, and 2012 we incurred \$2,433, \$985, and \$835 respectively, of rent expense payable pursuant to ground leases related to certain hotel properties.

Future minimum lease payments (without reflecting future applicable Consumer Price Index increases) under these agreements are as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2015	\$ 2,342
2016	2,374
2017	2,374
2018	2,374
2019	2,374
Thereafter	229,028
	<u>\$ 240,866</u>

NOTE 6 – COMMITMENTS AND CONTINGENCIES AND RELATED PARTY TRANSACTIONS (CONTINUED)

Contingent Consideration

As noted in “Note 2 – Investment in Hotel Properties”, the purchase agreement for the acquisition of the Parrot Key Resort in Key West, FL, contains a provision that entitles the seller to additional consideration of \$2,000 contingent upon the hotel achieving certain net operating income thresholds within twelve months of acquisition. Since the time of acquisition and upon measurement at December 31, 2014, a liability of \$2,000 was recorded as the fair value of the contingent consideration was determined to be \$2,000. The maximum cash payment under this arrangement is \$2,000 in 2015.

Litigation

We are not presently subject to any material litigation nor, to our knowledge, is any other litigation threatened against us, other than routine actions for negligence or other claims and administrative proceedings arising in the ordinary course of business, some of which are expected to be covered by liability insurance and all of which collectively are not expected to have a material adverse effect on our liquidity, results of operations or business or financial condition.

NOTE 7 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS

Fair Value Measurements

Our determination of fair value measurements are based on the assumptions that market participants would use in pricing the asset or liability. As a basis for considering market participant assumptions in fair value measurements, we utilize a fair value hierarchy that distinguishes between market participant assumptions based on market data obtained from sources independent of the reporting entity (observable inputs that are classified within Levels 1 and 2 of the hierarchy) and the reporting entity's own assumptions about market participant assumptions (unobservable inputs classified within Level 3 of the hierarchy).

Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 inputs are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs may include quoted prices for similar assets and liabilities in active markets, as well as inputs that are observable for the asset or liability (other than quoted prices), such as interest rates, foreign exchange rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs for the asset or liabilities, which are typically based on an entity's own assumptions, as there is little, if any, related market activity. In instances where the determination of the fair value measurement is based on inputs from different levels of the fair value hierarchy, the level in the fair value hierarchy within which the entire fair value measurement falls is based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

As of December 31, 2014, the Company's derivative instruments represented the only financial instruments measured at fair value. Currently, the Company uses derivative instruments, such as interest rate swaps and caps, to manage its interest rate risk. The valuation of these instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs.

We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level 3 inputs, such as estimates of current credit spreads, to evaluate the likelihood of default by us and the counterparties. However, as of December 31, 2014 we have assessed the significance of the effect of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

NOTE 7 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS (CONTINUED)

Derivative Instruments

Hedged Debt	Type	Strike Rate	Index	Effective Date	Maturity Date	Notional Amount	Estimated Fair Value	
							December 31, 2014	December 31, 2013
Courtyard, LA Westside, Culver City, LA	Swap	1.097%	1-Month LIBOR + 3.85%	September 29, 2011	September 29, 2015	\$ 30,000	\$ (174)	\$ (374)
Capitol Hill Hotel, Washington, DC	Swap	0.540%	1-Month LIBOR + 3.25%	February 1, 2012	February 1, 2015	26,639	(8)	(88)
Hotel 373, New York, NY *	Cap	2.000%	1-Month LIBOR + 3.85%	May 24, 2012	June 1, 2015	18,356	-	1
Courtyard, Miami, FL	Swap	0.820%	1-Month LIBOR + 3.50%	July 2, 2012	July 1, 2016	60,000	(218)	(354)
Subordinated Notes Payable	Cap	2.000%	1-Month LIBOR + 3.00%	July 30, 2012	July 30, 2014	51,548	-	-
Unsecured Term Loan	Swap	0.545%	1-Month LIBOR + 2.40%	November 5, 2012	November 5, 2016	100,000	272	430
Unsecured Term Loan	Swap	0.600%	1-Month LIBOR + 2.40%	December 18, 2012	November 5, 2016	50,000	85	137
Hyatt, Union Square, New York, NY	Cap	2.000%	1-Month LIBOR + 4.19%	April 9, 2013	April 9, 2016	55,000	9	76
Duane Street Hotel, New York, NY	Swap	0.933%	1-Month LIBOR + 4.50%	February 1, 2014	February 1, 2017	9,352	(29)	-
Hilton Garden Inn 52nd Street, New York, NY	Cap	1.100%	1-Month LIBOR + 2.90%	May 27, 2014	June 1, 2015	45,000	-	-
Hilton Garden Inn 52nd Street, New York, NY	Swap	1.152%	1-Month LIBOR + 2.90%	June 1, 2015	February 21, 2017	45,000	(149)	-
							<u>\$ (212)</u>	<u>\$ (172)</u>

* On April 30, 2014, we sold Hotel 373, New York, NY, and therefore, terminated the interest rate cap associated with the mortgage on this property. As a result of this termination, we expensed \$55 in fees, which are included in the gain on disposition of hotel properties.

On January 31, 2014, we entered into an interest rate swap that effectively fixes interest payments at 5.433% on a variable rate mortgage on the Duane Street Hotel. See “Note 5 – Debt” for more information on the interest rate swap.

On May 27, 2014, we entered into an interest rate cap that effectively fixes interest payments when 1 month-U.S. dollar LIBOR exceeds 1.10% on a variable rate mortgage on the Hilton Garden Inn 52nd Street, New York, NY. The notional amount of the interest rate cap is \$45,000 and equals the principal of the variable rate mortgage being hedged. This interest rate cap matures on June 1, 2015. Upon maturity of the interest rate cap, an interest rate swap will go into effect that effectively fixes the interest payment at 4.052%.

The fair value of certain swaps and our interest rate caps is included in other assets at December 31, 2014 and December 31, 2013 and the fair value of certain of our interest rate swaps is included in accounts payable, accrued expenses and other liabilities at December 31, 2014 and December 31, 2013.

The net change in fair value of derivative instruments designated as cash flow hedges was a gain of \$18 and a gain of \$1,410, and a loss of \$635 for the years ended December 31, 2014, 2013, and 2012, respectively. These unrealized gains and losses were reflected on our consolidated balance sheet in accumulated other comprehensive income.

Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company’s variable-rate derivative. The change in net

NOTE 7 – FAIR VALUE MEASUREMENTS AND DERIVATIVE INSTRUMENTS (CONTINUED)

unrealized gains/losses on cash flow hedges reflects a reclassification of \$1,509 of net unrealized gains/losses from accumulated other comprehensive income as an increase to interest expense during 2014. During 2015, the Company estimates that an additional \$1,113 will be reclassified as an increase to interest expense.

Fair Value of Debt

The Company estimates the fair value of its fixed rate debt and the credit spreads over variable market rates on its variable rate debt by discounting the future cash flows of each instrument at estimated market rates or credit spreads consistent with the maturity of the debt obligation with similar credit policies. Credit spreads take into consideration general market conditions and maturity. The inputs utilized in estimating the fair value of debt are classified in Level 2 of the fair value hierarchy. As of December 31, 2014, the carrying value and estimated fair value of the Company's debt were \$918,923 and \$916,877, respectively. As of December 31, 2013, the carrying value and estimated fair value of the Company's debt were \$819,336 and \$828,974, respectively.

Impaired Hotel Property

As discussed in "Note 12-Discontinued Operations," the Company recorded an impairment loss for the year ended December 31, 2013 of approximately \$3,723 for the Holiday Inn Express Camp Springs, MD for which the anticipated net proceeds from the sale of the hotel did not exceed the carrying value. The fair value of the hotel was estimated using level 2 inputs.

As discussed in "Note 12-Discontinued Operations," the Company recorded an impairment loss for the year ended December 31, 2013 of approximately \$6,591 for the non-core hotel portfolio the Company was under contract to sell for which the anticipated net proceeds did not exceed the carrying value. The fair value of the non-core hotel portfolio was estimated using level 2 inputs.

NOTE 8 – SHARE BASED PAYMENTS

In May 2011, the Company established and our shareholders approved the Hersha Hospitality Trust 2012 Equity Incentive Plan (the “2012 Plan”) for the purpose of attracting and retaining executive officers, employees, trustees and other persons and entities that provide services to the Company.

Executives & Employees

Annual Long Term Equity Incentive Programs

To further align the interests of the Company’s executives with those of shareholders, the Compensation Committee grants annual long term equity incentive awards that are both “performance based” and “time based.” The following table is a summary of all share awards issued to executives under the Annual LTIPs:

Original Issuance Date	Shares Issued	Share Price on date of grant	Vesting Period	Vesting Schedule	Shares Vested ⁽²⁾		Unearned Compensation ⁽²⁾	
					December 23, 2014	December 31, 2013	December 31, 2014	December 31, 2013
March 21, 2014 (2013 Annual LTIP)	447,959	\$ 5.80	3 years	25%/year ⁽¹⁾	111,988	-	\$ -	\$ -
March 20, 2013 (2012 Annual LTIP)	779,045	\$ 5.95	3 years	25%/year ⁽¹⁾	389,520	389,520	-	1,039
March 26, 2012 (2011 Annual LTIP)	748,927	\$ 5.45	3 years	25%/year ⁽¹⁾	561,694	561,694	-	266
					<u>1,063,202</u>	<u>951,214</u>	<u>\$ -</u>	<u>\$ 1,305</u>

(1) 25% of the issued shares vested immediately upon issuance. In general, the remaining shares vest 25% on the first through third anniversaries of the date of effective issuance (subject to continuous employment through the applicable vesting date).

(2) All of the unvested shares issued as part of the Annual LTIP plans noted above were forfeited on December 23, 2014, and concurrently issued as LTIP Units. See below for more information.

Stock based compensation expense related to the Annual LTIP Plans of \$2,987, \$3,762, and \$3,925 was incurred during the years ended December 31, 2014, 2013, and 2012, respectively. Unearned compensation related to the Annual LTIPs as of December 31, 2014 and December 31, 2013 was \$0 and \$1,305, respectively.

LTIP Units

On December 23, 2014, the 2012 Plan was amended and restated to add LTIP Units as a type of award available under the 2012 Plan. On this date, the Compensation Committee approved an aggregate of 1,948,324 LTIP Units to certain executive officers. These executive officers forfeited an aggregate of 1,948,324 Class A Common Shares, all of which were unvested as of the grant date of the LTIP Units and previously awarded to the executive officers under the 2012 Plan as restricted stock awards. The LTIP Units granted on December 23, 2014 are subject to the same time-based vesting conditions that applied to the forfeited restricted stock awards.

NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

The following table is a summary of the LTIP Units issued to executive officers as of December 31, 2014.:

Issuance Date	LTIP Units Issued	Vesting Period	Vesting Schedule	December 31, 2014	
				Units Vested	Unearned Compensation
December 23, 2014					
(2013 Annual LTIP)	335,972	3 years	25%/year ⁽¹⁾	111,991	\$ 582
December 23, 2014					
(2012 Annual LTIP)	389,524	3 years	25%/year ⁽¹⁾	194,761	309
December 23, 2014					
(2011 Annual LTIP)	187,233	3 years	25%/year ⁽¹⁾	187,233	-
December 23, 2014	1,035,595	5 years	33% Year 3, 4, 5 ⁽²⁾	-	2,650
	<u>1,948,324</u>			<u>493,985</u>	<u>\$ 3,541</u>

- (1) As noted above, the vesting schedule for each of the Annual LTIP Plans remains intact with the conversion to LTIP Units.
- (2) On April 18, 2012, the Company entered into amended and restated employment agreements with the Company's executive officers. To induce the executives to agree to the substantial reduction in benefits upon certain terminations following a change of control as described in the agreements, the Company awarded an aggregate of 1,035,595 restricted common shares to the executives pursuant to the 2012 Plan. None of these restricted common shares will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of restricted common shares will vest on each of the third, fourth and fifth anniversaries of the date of issuance. Vesting will accelerate upon a change of control or if the relevant executive's employment with the Company were to terminate for any reason other than for cause (as defined in the agreements).

Multi-Year LTIP

On April 11, 2014, the Compensation Committee approved the 2014 Multi-Year LTIP. The common shares issuable under this program are based on the Company's achievement of a certain level of (1) absolute total shareholder return (37.50% of the award), (2) relative total shareholder return as compared to the Company's peer group (37.50% of the award), and (3) relative growth in revenue per available room compared to the Company's peer group (25% of the award). This program has a three-year performance period which commenced on January 1, 2014 and ends December 31, 2016. As of December 31, 2014 no common shares have been issued in accordance with the 2014 Plan to the executive officers in settlement of 2014 Multi-Year LTIP awards.

On April 15, 2013, the Compensation Committee approved the 2013 Multi-Year LTIP. The common shares issuable under this program are based on the Company's achievement of a certain level of (1) absolute total shareholder return (50% of the award), (2) relative total shareholder return as compared to the Company's peer group (25% of the award), and (3) relative growth in revenue per available room compared to the Company's peer group (25% of the award). This program has a three year performance period which commenced on January 1, 2013 and ends December 31, 2015. As of December 31, 2014 no common shares have been issued in accordance with the 2013 Plan to the executive officers in settlement of 2013 Multi-Year LTIP awards.

The Company accounts for the total shareholder return components of these grants as market-based awards where the Company estimates unearned compensation at the grant date fair value which is then amortized into compensation cost over the vesting period of each individual plan. The Company accounts for the RevPAR component of the grants as performance-based awards.

NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

Stock based compensation expense of \$598, \$3,481 and \$3,192 was recorded for the years ended December 31, 2014, 2013, and 2012, respectively, for the Multi-Year LTIPs. Unearned compensation related to the Multi Year LTIPs as of December 31, 2014 and December 31, 2013, respectively, was \$1,621 and \$1,157.

Restricted Share Awards

In addition to stock based compensation expense related to awards under the Multi-Year LTIPs and Annual LTIPs, stock based compensation expense related to restricted common shares issued to executives and employees of the Company of \$1,495, \$1,618, and \$1,911 was incurred during the years ended December 31, 2014, 2013, and 2012 respectively. Unearned compensation related to the restricted share awards as of December 31, 2014 and December 31, 2013 was \$322 and \$4,102, respectively. The following table is a summary of all unvested share awards issued to executives under the 2012 Plan and prior equity incentive plans:

Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
					December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
July 15, 2014	52,077	6.75	2 years	50% /year	6,126	-	177	-
June 23, 2014	4,411	6.50	2 years	50% /year	-	-	20	-
March 24, 2014	8,184	5.69	2 years	50% /year	4,091	-	10	-
February 13, 2014	1,846	5.44	2 years	50% /year	923	-	2	-
September 20, 2013	4,605	5.52	2-4 years	25-50% /year	4,605	-	-	19
June 28, 2013	48,600	5.64	2-4 years	25-50% /year	22,895	-	69	199
June 29, 2012	52,703	5.28	2-4 years	25-50% /year	44,967	22,480	36	110
April 18, 2012	1,035,595	5.47	5 years	33% Year 3, 4, 5	-	-	-	3,746
June 30, 2011	17,692	5.57	2-4 years	25-50% /year	13,804	9,919	8	28
Total	1,225,713				97,411	32,399	\$ 322	\$ 4,102

- (1) As noted above, the unvested shares associated with this issuance were forfeited and immediately issued as LTIP Units on December 23, 2014. The historical information pertaining to the unvested shares before the conversion is shown this table.

Trustees

Annual Retainer

The Compensation Committee approved a program that allows the Company's trustees to make a voluntary election to receive any portion of the annual cash retainer in the form of common equity valued at a 25% premium to the cash that would have been received. On December 30, 2014, we issued 12,860 shares which do not fully vest until December 31, 2015. Compensation expense incurred for the years ended December 31, 2014, 2013, and 2012, respectively, was \$220, \$160, and \$66.

The following table is a summary of all unvested share awards issued to trustees in lieu of annual cash retainer:

Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Unearned Compensation	
					December 31, 2014	December 31, 2013
December 30, 2014	12,860	\$ 7.25	1 year	100%	\$ 93	\$ -
December 27, 2013	39,133	5.63	1 year	100%	-	220
Total	51,993				93	220

NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

Multi-Year Long-Term Equity Incentives

Compensation expense for the multi-year long term incentive plans for the Company's trustees incurred for the years ended December 31, 2014, 2013, and 2012, respectively, was \$71, \$55, and \$43. Unearned compensation related to the multi-year long term equity incentives was \$127 and \$124 as of December 31, 2014 and December 31, 2013, respectively.

The following table is a summary of all unvested share awards issued to trustees under the 2012 Plan and prior to equity incentive plans:

Original Issuance Date	Shares Issued	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
				December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
December 30, 2014	10,000	3 years	33% /year	-	-	\$ 73	\$ -
December 27, 2013	12,000	3 years	33% /year	5,335	-	38	67
December 28, 2012	12,000	3 years	33% /year	8,670	4,002	16	39
June 5, 2012	10,800	3 years	33% /year	10,800	7,200	-	18
				<u>24,805</u>	<u>11,202</u>	<u>\$ 127</u>	<u>\$ 124</u>

Share Awards

Compensation expense related to share awards issued to the Board of Trustees of \$457, \$496 and \$402 was incurred during the years ended December 31, 2014, 2013, and 2012, respectively and is recorded in general and administrative expense on the statement of operations. Share awards issued to the Board of Trustees are immediately vested. On June 23, 2014 an aggregate 47,475 shares were issued to the Board of Trustees at a price per share on the date of grant of \$6.50. On December 30, 2014, an aggregate 20,500 shares were issued to the Board of Trustees at a price per share on the date of grant of \$7.25.

Non-employees

The Company issues share based awards as compensation to non-employees for services provided to the Company consisting primarily of restricted common shares. The Company recorded stock based compensation expense of \$200, \$174, and \$139 for the years ended December 31, 2014, 2013, and 2012, respectively. Unearned compensation related to the restricted share awards as of December 31, 2014 and December 31, 2013 was \$81 and \$81, respectively. The following table is a summary of all unvested share awards issued to non-employees under the Company's 2008 Equity Incentive Plan and the 2012 Plan:

Original Issuance Date	Shares Issued	Share Price on Date of Grant	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
					December 31, 2014	December 31, 2013	December 31, 2014	December 31, 2013
March 24, 2014	30,000	\$ 5.69	2 years	50% /year	15,000	-	\$ 81	\$ -
February 1, 2013	30,000	\$ 5.41	2 years	50% /year	30,000	14,999	-	81
Total	<u>60,000</u>				<u>45,000</u>	<u>14,999</u>	<u>\$ 81</u>	<u>\$ 81</u>

NOTE 9 – EARNINGS PER SHARE

The following table is a reconciliation of the income or loss (numerator) and the weighted average shares (denominator) used in the calculation of basic and diluted earnings per common share. The computation of basic and diluted earnings per share is presented below.

	For the Year Ended December 31,		
	2014	2013	2012
NUMERATOR:			
<i>Basic and Diluted*</i>			
Income from Continuing Operations	\$ 69,936	\$ 20,753	\$ 7,498
(Income) Loss from Continuing Operations allocated to Noncontrolling Interests	(1,069)	658	703
Distributions to Preferred Shareholders	(14,356)	(14,611)	(14,000)
Dividends Paid on Unvested Restricted Shares and LTIP Units	(515)	(804)	(459)
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Stock	-	(2,250)	-
Income (Loss) from Continuing Operations attributable to Common Shareholders	53,996	3,746	(6,258)
Discontinued Operations			
(Loss) Income from Discontinued Operations	(1,665)	29,195	14,720
Loss (Income) from Discontinued Operations allocated to Noncontrolling Interests	53	(993)	(545)
(Loss) from Discontinued Operations attributable to Common Shareholders	(1,612)	28,202	14,175
Net Income attributable to Common Shareholders	\$ 52,384	\$ 31,948	\$ 7,917
DENOMINATOR:			
Weighted average number of common shares - basic	199,109,209	198,390,450	187,415,270
Effect of dilutive securities:			
Restricted Stock Awards (unvested)	1,358,603	2,384,165	-*
Contingently Issued Shares	729,498	1,143,562	-*
Weighted average number of common shares - diluted	201,197,310	201,918,177	187,415,270

* Income (loss) allocated to noncontrolling interest in Hersha Hospitality Limited Partnership has been excluded from the numerator and units of limited partnership interest in Hersha Hospitality Limited Partnership have been omitted from the denominator for the purpose of computing diluted earnings per share since the effect of including these amounts in the numerator and denominator would have no impact. In addition, potentially dilutive common shares, if any, have been excluded from the denominator if they are anti-dilutive to income (loss) from continuing operations applicable to common shareholders.

NOTE 9 – EARNINGS PER SHARE (CONTINUED)

The following table summarizes potentially dilutive securities that have been excluded from the denominator for the purpose of computing diluted earnings per share:

	For the Year Ended December 31,		
	2014	2013	2012
Common Units	6,909,649	6,968,035	7,208,123
LTIP Units	32,711	-	-
Unvested Stock Awards Outstanding	-	-	433,097
Contingently Issuable Share Awards	-	-	2,778,545
Options to Acquire Common Shares Outstanding	-	-	275,580
Total potentially dilutive securities excluded from the denominator	6,942,360	6,968,035	10,695,345

NOTE 10 – CASH FLOW DISCLOSURES AND NON CASH INVESTING AND FINANCING ACTIVITIES

Interest paid during 2014, 2013, and 2012 totaled \$40,760, \$42,984, and \$41,744 respectively. The following non-cash investing and financing activities occurred during 2014, 2013 and 2012:

	2014	2013	2012
Common Shares issued as part of the Dividend Reinvestment Plan	\$ 50	\$ 38	\$ 24
Acquisition of hotel properties:			
Debt assumed	24,924	-	85,913
Development loan accrued interest revenue receivable paid in-kind by adding balance to development loan principal	-	-	678
Settlement of development loan receivable principal and accrued interest revenue receivable	22,494	13,303	-
Disposition of hotel properties:			
Investment in hotel properties, net, conveyed to mortgage lender	-	-	1,938
Debt conveyed to mortgage lender	-	-	2,940
Debt assumed by purchaser	45,710	-	54,217
Conversion of Common Units to Common Shares	72	106	572
Reallocation of noncontrolling interest	-	-	(966)
Accrued payables for fixed assets placed into service	1,312	2,572	-

NOTE 11 – HOTEL DISPOSITIONS

Effective January 1, 2014, we early adopted ASU Update No. 2014-08 concerning the classification and reporting of discontinued operations. This amendment defines discontinued operations as a component of an entity that represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. As a result of the early adoption of ASU Update No. 2014-08, we anticipate that most of our hotel dispositions will not be classified as discontinued operations as most will not fit this definition.

For transactions that have been classified as held for sale or as discontinued operations for periods prior to our adoption of ASU Update No. 2014-08, we will continue to present the operating results as discontinued operations in the statements of operations for all applicable periods presented.

Disposed Assets

Hotel	Acquisition Date	Disposition Date	Consideration	Gain on Disposition
Hotel 373	June 2007	April 2014	\$ 37,000	\$ 7,195
2014 Total				\$ 7,195 ⁽¹⁾
Non-Core Portfolio II (12)	January 1999 - July 2010	December 2013	\$ 158,600	\$ 31,559 ⁽²⁾
Holiday Inn Express, Camp Springs, MD	June 2008	September 2013	8,500	120 ⁽³⁾
Comfort Inn, Harrisburg, PA	January 1999	June 2013	3,700	442
2013 Total				<u>32,121</u>
Non-Core Hotel Portfolio (18)	January 1999 - July 2007	February 2012 & May 2012	\$ 155,000	\$ 4,978 ⁽⁴⁾
Land Parcel, Eighth Ave, Manhattan, NY	June 2006	April 2012	19,250	5,037
Comfort Inn, North Dartmouth, MA	May 2006	March 2012	-	1,216 ⁽⁵⁾
2012 Total				<u>\$ 11,231</u>

(1) The operations from this property included (loss) income of (\$137), \$858, \$546 for the years ended December 31, 2014, 2013, and 2012, respectively.

(2) In September 2013, our Board of Trustees authorized management of the Company to sell this portfolio. On September 20, 2013, the Company entered into a purchase and sale agreement to dispose of a portfolio of 16 non-core hotel properties, for an aggregate purchase price of approximately \$217,000. The 16 non-core hotel properties in the portfolio were acquired by the Company between 1999 and 2010. We recorded an impairment loss of approximately \$6,591 for those assets for which the anticipated net proceeds do not exceed the carrying value.

On December 20, 2013, the Company closed on the sale of 12 of these non-core hotel properties. As a result of entering into these purchase and sale agreements for the 16 non-core assets mentioned above, the operating results for the consolidated assets were reclassified to discontinued operations in the statement of operations for the years ended December 31, 2014, 2013, and 2012. The 12 assets were sold for a total sales price of \$158,600, reduced the Company's consolidated mortgage debt by \$33,044 and generated a gain on sale of approximately \$31,559. In February 2014, the remaining 4 assets were sold for a total sales price of \$58,400 and reduced the Company's consolidated mortgage debt by \$45,710. We recorded an impairment loss of approximately \$1,800 for those assets for which the anticipated net proceeds did not exceed the carrying value.

NOTE 11 – HOTEL DISPOSITIONS (CONTINUED)

- (3) We recorded an impairment loss for this property of approximately \$3,723 as the net proceeds did not exceed the carrying value.
- (4) On February 23, 2012, the Company closed on the sale of 14 non-core hotel properties, including three hotel properties owned in part by the Company through an unconsolidated joint venture, and closed on the remaining four properties, on May 8, 2012, including one hotel property owned in part by the Company through an unconsolidated joint venture. The operating results for the consolidated assets were reclassified to discontinued operations in the statement of operations for the year ended December 31, 2012. The 18 assets were sold for a total sales price of \$155,000, reduced the Company's consolidated mortgage debt by \$61,298 and generated a gain on sale of approximately \$4,978.
- (5) On March 30, 2012, we transferred the title to the Comfort Inn, located in North Dartmouth, to the lender. Previously, we had ceased operations at this property on March 31, 2011. The operating results were reclassified to discontinued operations in the statements of operations for the year ended December 31, 2012. The transfer of the title resulted in a gain of approximately \$1,216, since the outstanding mortgage loan payable exceeded the net book value of the property.

Assets Held for Sale

Assets held for sale or liabilities related to assets held for sale consisted of the following as of December 31, 2013:

	<u>December 31, 2013</u>
Land	\$ 9,517
Buildings and Improvements	58,129
Furniture, Fixtures and Equipment	9,198
	<u>76,844</u>
Less: Accumulated Depreciation & Amortization	(20,261)
Assets Held for Sale	\$ 56,583
Liabilities Related to Assets Held for Sale	\$ 45,835

NOTE 11 – HOTEL DISPOSITIONS (CONTINUED)

The following table sets forth the components of discontinued operations for the years ended December 31, 2014, 2013, and 2012. Discontinued operations include the results of operations for hotels sold in 2013 and the first quarter of 2014 (which were held for sale as of December 31, 2013).

	Year Ended December 31,		
	2014	2013	2012
Revenue:			
Hotel Operating Revenues	\$ 1,940	\$ 58,045	\$ 63,465
Other Revenue	-	-	11
Total Revenues	1,940	58,045	63,476
Expenses:			
Hotel Operating Expenses	1,151	35,158	39,046
Gain on Insurance Settlements	74	-	-
Hotel Ground Rent	-	-	72
Real Estate and Personal Property Taxes and Property Insurance	91	3,316	3,636
General and Administrative	4	36	27
Acquisition and Termination Transaction Costs	-	-	8
Depreciation and Amortization	1	7,050	9,148
Interest Expense	354	4,863	7,872
Other Expense	-	44	10
Loss on Debt Extinguishment	-	-	168
Income Tax Expense	2	190	-
Total Expenses	1,677	50,657	59,987
Income from Discontinued Operations	\$ 263	\$ 7,388	\$ 3,489

We allocate to income or loss from discontinued operations interest expense related to debt that is to be assumed or that is required to be repaid as a result of the disposal transaction.

NOTE 12 – SHAREHOLDERS’ EQUITY AND NONCONTROLLING INTERESTS IN PARTNERSHIP

Common Shares

The Company’s outstanding common shares have been duly authorized, and are fully paid and non-assessable. Common shareholders are entitled to receive dividends if and when authorized and declared by the Board of Trustees of the Company out of assets legally available and to share ratably in the assets of the Company legally available for distribution to its shareholders in the event of its liquidation, dissolution or winding up after payment of, or adequate provision for, all known debts and liabilities of the Company.

Preferred Shares

The Declaration of Trust authorizes our Board of Trustees to classify any unissued preferred shares and to reclassify any previously classified but unissued preferred shares of any series from time to time in one or more series, as authorized by the Board of Trustees. Prior to issuance of shares of each series, the Board of Trustees is required by Maryland REIT Law and our Declaration of Trust to set for each such series, subject to the provisions of our Declaration of Trust regarding the restriction on transfer of shares of beneficial interest, the terms, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications and terms or conditions of redemption for each such series. Thus, our Board of Trustees could authorize the issuance of additional preferred shares with terms and conditions which could have the effect of delaying, deferring or preventing a transaction or a change in control in us that might involve a premium price for holders of common shares or otherwise be in their best interest.

Common Units

Common Units are issued in connection with the acquisition of wholly owned hotels and joint venture interests in hotel properties. The total number of Common Units outstanding as of December 31, 2014, 2013 and 2012 was 6,849,412, 6,914,716, and 7,112,506, respectively. These units can be redeemed for cash or converted to common shares, at the Company’s option, on a one-for-one basis. The number of common shares issuable upon exercise of the redemption rights will be adjusted upon the occurrence of stock splits, mergers, consolidation or similar pro rata share transactions, that otherwise would have the effect of diluting the ownership interest of the limited partners or our shareholders. During 2014, 2013 and 2012, 18,900, 27,790, and 157,810 Common Units were converted to common shares, respectively. The Company redeemed 46,404 Common Units for \$338 during 2014. In addition, as noted in “Note 8 – Share Based Payments,” during 2014, the Company issued 1,948,324 of LTIP Units.

NOTE 13 – INCOME TAXES

The Company elected to be taxed as a REIT under Sections 856 through 860 of the Internal Revenue Code commencing with its taxable year ended December 31, 1999. 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 REIT taxable income to its shareholders. It is the Company's current intention to adhere to these requirements and maintain the Company's qualification for taxation as a REIT. As a REIT, the Company generally will not be subject to federal corporate income tax on that portion of its net income that is currently distributed to shareholders. If the Company fails to qualify for taxation as a REIT in any taxable year, it will be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and may not be able to qualify as a REIT for four subsequent taxable years. Even if the Company qualifies for taxation as a REIT, the Company may be subject to certain state and local taxes on its income and property, and to federal income and excise taxes on its undistributed taxable income.

Taxable income from non-REIT activities managed through taxable REIT subsidiaries is subject to federal, state and local income taxes. 44 New England is subject to income taxes at the applicable federal, state and local tax rates.

The provision for income taxes differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income from continuing operations as a result of the following differences:

	For the year ended December 31,		
	2014	2013	2012
Statutory federal income tax provision	\$ 22,865	\$ 5,152	\$ 1,409
Adjustment for nontaxable loss	(25,274)	(7,472)	(623)
State income taxes, net of federal income tax effect	(367)	(1,317)	151
Recognition of deferred tax assets	91	(1,963)	-
Changes in valuation allowance	-	-	(4,292)
Total income tax benefit	\$ (2,685)	\$ (5,600)	\$ (3,355)

The components of the Company's income tax expense (benefit) from continuing operations for the years ended December 31, 2014, 2013 and 2012 were as follows:

	For the year ended December 31,		
	2014	2013	2012
Income tax expense (benefit):			
Current:			
Federal	\$ -	\$ -	\$ -
State	-	-	229
Deferred:			
Federal	\$ (2,130)	(3,604)	(3,584)
State	(555)	(1,996)	-
Total	(2,685)	\$ (5,600)	\$ (3,355)
Income tax expense (benefit):			
From continuing operations	\$ (2,685)	(5,600)	(3,355)
From discontinued operations	2	190	-
Total	(2,683)	\$ (5,410)	\$ (3,355)

NOTE 13 – INCOME TAXES (CONTINUED)

The components of consolidated TRS's net deferred tax asset as of December 31, 2014 and 2013 were as follows:

	As of December 31,	
	2014	2013
Deferred tax assets:		
Net operating loss carryforwards	\$ 11,387	\$ 8,605
Accrued expenses and other	616	685
Tax credit carryforwards	481	280
Total gross deferred tax assets	12,484	9,570
Valuation allowance	(804)	(804)
Total net deferred tax assets	\$ 11,680	\$ 8,766
Deferred tax liabilities:		
Depreciation and amortization	232	-
Total Net deferred tax assets (liabilities)	\$ 11,448	\$ 8,766

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. Based on limitations related to the utilization of certain tax attribute carryforwards, the Company recorded a valuation allowance of approximately \$804 as these attributes are not more likely than not to be realized prior to their expiration. Based on the level of historical taxable income, tax planning strategies and projections for future taxable income over the periods in which the remaining deferred tax assets are deductible, Management believes it is more likely than not that the remaining deferred tax assets will be realized.

As of December 31, 2014, we have gross federal net operating loss carryforwards of \$28,732 which expire over various periods from 2023 through 2034. As of December 31, 2014, we have gross state net operating loss carryforwards of \$30,868 which expire over various periods from 2014 to 2034. The Company has tax credits of \$481 available which begin to expire in 2028.

Earnings and profits, which will determine the taxability of distributions to shareholders, will differ from net income reported for financial reporting purposes due to the differences for federal tax purposes in the estimated useful lives and methods used to compute depreciation. The following table sets forth certain per share information regarding the Company's common and preferred share distributions for the years ended December 31, 2014, 2013 and 2012.

	2014	2013	2012
Preferred Shares - 8% Series A			
Ordinary income	N/A	100.00%	100.00%
Return of Capital	N/A	0.00%	0.00%
Capital Gain Distribution	N/A	0.00%	0.00%
Preferred Shares - 8% Series B			
Ordinary income	100.00%	100.00%	100.00%
Return of Capital	0.00%	0.00%	0.00%
Capital Gain Distribution	0.00%	0.00%	0.00%
Preferred Shares - 6.875% Series C			
Ordinary income	100.00%	100.00%	N/A
Return of Capital	0.00%	0.00%	N/A
Capital Gain Distribution	0.00%	0.00%	N/A
Common Shares - Class A			
Ordinary income	76.34%	45.15%	1.28%
Return of Capital	23.66%	54.85%	98.72%
Capital Gain Distribution	0.00%	0.00%	0.00%

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2014, 2013, AND 2012
[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 14 – SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

	Year Ended December 31, 2014			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total Revenues	\$ 80,348	\$ 111,830	\$ 113,048	\$ 112,985
Total Expenses	85,203	53,593	106,625	106,232
(Loss) Income from Unconsolidated Joint Ventures	(420)	419	607	87
(Loss) Income from Continuing Operations	(5,275)	58,656	7,030	6,840
Income Tax Benefit	108	(1)	699	1,879
Income (Loss) from Discontinued Operations (including Gain on Disposition of Discontinued Assets)*	(1,346)	(69)	(142)	(108)
Net (Loss) Income	(6,513)	58,586	7,587	8,611
(Loss) Income Allocated to Noncontrolling Interests in Continuing Operations	(507)	1,655	(49)	(83)
Issuance Costs of Redeemed Preferred Stock	-	-	-	-
Preferred Distributions	3,589	3,589	3,589	3,589
Net (Loss) Income applicable to Common Shareholders	\$ (9,595)	\$ 53,342	\$ 4,047	\$ 5,105
Basic and diluted earnings per share:				
(Loss) Income from continuing operations applicable to common shareholders	\$ (0.04)	\$ 0.27	\$ 0.02	\$ 0.03
Discontinued Operations	(0.01)	0.00	0.00	0.00
Net (Loss) Income applicable to Common Shareholders	\$ (0.05)	\$ 0.27	\$ 0.02	\$ 0.03
Weighted Average Common Shares Outstanding				
Basic	200,743,751	198,494,473	198,597,517	198,629,945
Diluted	200,743,751	200,213,554	200,621,986	200,779,472
	Year Ended December 31, 2013			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total Revenues	\$ 65,878	\$ 91,068	\$ 90,741	\$ 92,510
Total Expenses	73,174	71,703	87,512	90,820
(Loss) Income from Unconsolidated Joint Ventures	(396)	148	227	(1,814)
(Loss) Income from Continuing Operations	(7,692)	19,513	3,456	(124)
Income Tax Benefit	1,129	(1,222)	2,375	3,318
(Loss) Income from Discontinued Operations (including Gain on Disposition of Discontinued Assets)	(1,113)	(206)	(3,532)	34,046
Net (Loss) Income	(7,676)	18,085	2,299	37,240
(Loss) Income Allocated to Noncontrolling Interests in Continuing Operations	(673)	210	(164)	962
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	2,250	-	-	-
Preferred Distributions	3,844	3,589	3,589	3,589
Net (Loss) Income applicable to Common Shareholders	\$ (13,097)	\$ 14,286	\$ (1,126)	\$ 32,689
Basic and diluted earnings per share:				
(Loss) Income from continuing operations applicable to common shareholders	\$ (0.07)	\$ 0.08	\$ 0.01	\$ 0.00
Discontinued Operations	0.00	(0.01)	(0.02)	0.16
Net Loss (Income) applicable to Common Shareholders	\$ (0.07)	\$ 0.07	\$ (0.01)	\$ 0.16
Weighted Average Common Shares Outstanding				
Basic	197,029,017	198,633,051	198,878,496	198,944,277
Diluted	197,029,017	201,201,337	201,644,633	198,944,277

* Effective January 1, 2014, we early adopted ASU Update No. 2014-08 concerning the classification and reporting of discontinued operations. As such, this line item for quarterly results presented for 2014 will not be comparable.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2014

[IN THOUSANDS]

Description	<u>Initial Costs</u>		<u>Costs Capitalized Subsequent to Acquisition</u>		<u>Gross Amounts at which Carried at Close of Period</u>			<u>Accumulated Depreciation</u>	<u>Net Book Value</u>	Date of Acquisition	
	Encumbrances	Buildings & Land Improvements	Buildings & Land Improvements	Buildings & Land Improvements	Buildings & Land Improvements	Total	Buildings & Improvements*	Land, Buildings & Improvements			
Residence Inn, Framingham, MA		1,325	12,737	-	4,844	1,325	17,581	18,906	(\$4,860)	14,046	03/26/04
Hampton Inn, New York, NY	(23,026)	5,472	23,280	-	1,458	5,472	24,738	30,210	(6,703)	23,507	04/01/05
Residence Inn, Greenbelt, MD		2,615	14,815	-	2,250	2,615	17,065	19,680	(5,021)	14,659	07/16/04
Courtyard, Brookline, MA	(36,453)	-	47,414	-	1,554	-	48,968	48,968	(12,438)	36,530	06/16/05
Residence Inn, Tyson's Corner, VA		4,283	14,475	-	1,920	4,283	16,395	20,678	(4,113)	16,565	02/02/06
Hilton Garden Inn, JFK Airport, NY	(19,707)	-	25,018	-	2,618	-	27,636	27,636	(6,770)	20,866	02/16/06
Hawthorne Suites, Franklin, MA	(7,520)	1,872	8,968	-	505	1,872	9,473	11,345	(2,211)	9,134	04/25/06
Holiday Inn Exp, Cambridge, MA		1,956	9,793	-	2,352	1,956	12,145	14,101	(3,469)	10,632	05/03/06
Residence Inn, Norwood, MA		1,970	11,761	-	1,482	1,970	13,243	15,213	(2,904)	12,309	07/27/06
Hampton Inn, Chelsea, NY	(33,696)	8,905	33,500	-	1,944	8,905	35,444	44,349	(8,215)	36,134	09/29/06
Hyatt House, Gaithersburg, MD	(13,720)	2,912	16,001	-	3,812	2,912	19,813	22,725	(4,616)	18,109	12/28/06
Hyatt House, Pleasant Hills, CA	(20,160)	6,216	17,229	-	2,996	6,216	20,225	26,441	(4,200)	22,241	12/28/06
Hyatt House, Pleasanton, CA	(14,490)	3,941	12,560	-	3,497	3,941	16,057	19,998	(3,815)	16,183	12/28/06
Hyatt House, Scottsdale, AZ	(16,778)	3,060	19,968	-	3,408	3,060	23,376	26,436	(5,575)	20,861	12/28/06
Hyatt House, White Plains, NY	(33,030)	8,823	30,273	-	2,700	8,823	32,973	41,796	(7,501)	34,295	12/28/06
Holiday Inn Exp & Suites, Chester, NY	(6,264)	1,500	6,671	-	242	1,500	6,913	8,413	(1,404)	7,009	01/25/07

(1) Costs capitalized subsequent to acquisition include reductions of asset value due to impairment.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2014

[IN THOUSANDS]

Description	<u>Initial Costs</u>		<u>Costs Capitalized Subsequent to Acquisition</u>		<u>Gross Amounts at which Carried at Close of Period</u>			<u>Accumulated Depreciation</u>	<u>Net Book Value</u>	Date of Acquisition	
	Encumbrances	Land	Buildings & Improvements	Buildings & Improvements	Land	Buildings & Improvements	Total				
Hampton Inn, Seaport, NY	(17,764)	7,816	19,040	-	811	7,816	19,851	27,667	(4,049)	23,618	02/01/07
Sheraton Hotel, JFK Airport, NY	-	-	27,315	-	1,430	-	28,745	28,745	(4,877)	23,868	06/13/08
Hampton Inn, Philadelphia, PA	-	3,490	24,382	-	5,914	3,490	30,296	33,786	(10,619)	23,167	02/15/06
Duane Street, Tribeca, NY	(9,352)	8,213	12,869	-	1,276	8,213	14,145	22,358	(2,883)	19,475	01/04/08
NU Hotel, Brooklyn, NY	-	-	22,042	-	1,515	-	23,557	23,557	(3,947)	19,610	01/14/08
Hilton Garden Inn, Tribeca, NY	(46,500)	21,077	42,955	-	583	21,077	43,538	64,615	(6,222)	58,393	05/01/09
Hampton Inn, Times Square, NY	-	10,691	41,637	-	316	10,691	41,953	52,644	(5,163)	47,481	02/09/10
Holiday Inn Express, Times Square, NY	-	11,075	43,113	-	54	11,075	43,167	54,242	(5,288)	48,954	02/09/10
Candlewood Suites, Times Square, NY	-	10,281	36,687	-	44	10,281	36,731	47,012	(4,491)	42,521	02/09/10
Hyatt Place, KOP, PA	-	1,133	7,267	-	4,012	1,133	11,279	12,412	(4,436)	7,976	08/17/10
Holiday Inn Express, Wall Street, NY	-	12,152	21,100	-	323	12,152	21,423	33,575	(2,526)	31,049	05/09/10
Hampton Inn, Washington, DC	-	9,335	58,048	-	1,191	9,335	59,239	68,574	(6,651)	61,923	09/01/10
Courtyard, Alexandria, VA	(23,403)	6,376	26,089	-	2,555	6,376	28,644	35,020	(6,701)	28,319	09/29/06
Sheraton, Wilmington South, DE	-	1,765	16,929	-	1,187	1,765	18,116	19,881	(2,902)	16,979	12/21/10
Holiday Inn, Water Street, NY	-	7,341	28,591	-	326	7,341	28,917	36,258	(2,415)	33,843	03/25/11

(1) Costs capitalized subsequent to acquisition include reductions of asset value due to impairment.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2014

[IN THOUSANDS]

Description	<u>Initial Costs</u>		<u>Costs Capitalized Subsequent to Acquisition</u>		<u>Gross Amounts at which Carried at Close of Period</u>			<u>Accumulated Depreciation</u>	<u>Net Book Value</u>	Date of Acquisition	
	Encumbrances	Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements	Buildings & Improvements*	Land, Buildings & Improvements		
Capitol Hill Suites Washington, DC	(26,639)	8,095	35,141	-	3,874	8,095	39,015	47,110	(4,318)	42,792	04/15/11
Courtyard, LA Westside, CA	(30,000)	13,489	27,025	-	4,531	13,489	31,556	45,045	(3,142)	41,903	05/19/11
Hampton Inn, Pearl Street, NY		11,384	23,432	-	480	11,384	23,912	35,296	(295)	35,001	07/22/11
Courtyard, Miami, FL	(60,000)	35,699	55,805	-	22,163	35,699	77,968	113,667	(5,080)	108,587	11/16/11
The Rittenhouse Hotel, PA		7,108	29,556	-	13,661	7,108	43,217	50,325	(4,819)	45,506	03/01/12
Bulfinch, Boston, MA		1,456	14,954	-	1,448	1,456	16,402	17,858	(1,338)	16,520	05/07/12
Holiday Inn Express, Manhattan, NY		30,329	57,016	-	731	30,329	57,747	88,076	(3,805)	84,271	06/18/12
Hyatt, Union Square, NY	(55,000)	32,940	79,300	-	759	32,940	80,059	112,999	(3,499)	109,500	04/09/13
Courtyard, San Diego, CA		15,656	51,674	-	274	15,656	51,948	67,604	(2,061)	65,543	05/30/13
Residence Inn, Coconut Grove, FL		4,146	17,456	-	5,107	4,146	22,563	26,709	(953)	25,756	06/12/13
Hotel Milo, Santa Barbara, CA	(24,577)	-	55,080	-	193	-	55,273	55,273	(1,156)	54,117	02/28/14
Hilton Garden Inn, Midtown East, NY	(45,000)	45,480	60,762	-	21	45,480	60,783	106,263	(908)	105,355	05/27/14

(1) Costs capitalized subsequent to acquisition include reductions of asset value due to impairment.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES
SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2014
[IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at Close of Period		Total	Accumulated Depreciation	Net Book Value	Date of Acquisition
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements				
Parrot Key Hotel, Key West, FL	-	57,889	33,959	-	54	57,889	34,014	91,903	(555)	91,348	05/07/14
Winter Haven Hotel, Miami Beach, FL	-	5,400	18,147	-	110	5,400	18,258	23,658	(477)	23,181	12/20/13
Blue Moon Hotel, Miami Beach, FL	-	4,874	20,354	-	127	4,873	20,482	25,354	(498)	24,856	12/20/13
Total Investment in Real Estate	\$ (563,079)	439,540	1,312,189	-	112,653	439,540	1,424,842	1,864,382	(\$189,889)	1,674,493	

* Assets are depreciated over a 7 to 40 year life, upon which the latest income statement is computed

The aggregate cost of land, buildings and improvements for Federal income tax purposes for the years ended December 31, 2014, 2013 and 2012 is approximately \$1,836,861, \$1,575,555, and \$1,278,318 respectively.

Depreciation is computed for buildings and improvements using a useful life for these assets of 7 to 40 years.

See Accompanying Report of Independent Registered Public Accounting Firm

	2014	2013	2012
Reconciliation of Real Estate			
Balance at beginning of year	\$ 1,629,312	\$ 1,520,151	\$ 1,481,433
Additions during the year	333,889	275,032	167,916
Dispositions/Deconsolidation of consolidated joint venture during the year	(98,819)	(156,504)	(127,992)
Changes/Impairments in Assets Held for Sale	-	(9,367)	(1,206)
Total Real Estate	\$ 1,864,382	\$ 1,629,312	\$ 1,520,151
Reconciliation of Accumulated Depreciation			
Balance at beginning of year	\$ 162,189	\$ 150,353	\$ 139,057
Depreciation for year	43,218	39,771	35,597
Changes/Impairments in Assets Held for Sale	-	51	-
Accumulated depreciation on assets sold	(15,518)	(27,986)	(24,301)
Balance at the end of year	\$ 189,889	\$ 162,189	\$ 150,353

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures**EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report are functioning effectively to provide reasonable assurance that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. A control system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined within Exchange Act Rules 13a-15(f) and 15d-15(f). Internal control over financial reporting refers to the processes designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles, and includes policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting based on the criteria contained in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations (COSO) of the Treadway Commission as of December 31, 2014. Based on that evaluation, management has concluded that, as of December 31, 2014, the Company's internal control over financial reporting was effective based on those criteria. The effectiveness of our internal control over financial reporting as of December 31, 2014 has been audited by KPMG LLP, an independent registered public accounting firm, as stated in their attestation report which is included herein.

Report of Independent Registered Public Accounting Firm

The Board of Trustees and Shareholders of
Hersha Hospitality Trust:

We have audited Hersha Hospitality Trust and subsidiaries' internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Hersha Hospitality Trust's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Hersha Hospitality Trust maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Hersha Hospitality Trust as of December 31, 2014 and 2013, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the years in the three-year period ended December 31, 2014, and our report dated February 20, 2015 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania
February 20, 2015

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2014, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

HERSHA

HERSHA HOSPITALITY TRUST

CORPORATE HEADQUARTERS

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Telephone: (717) 236-4400
Fax: (717) 774-7383

EXECUTIVE OFFICES

One Washington Square
510 Walnut Street, 9th Floor
Philadelphia, PA 19106
Telephone: (215) 238-1046
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CORPORATE/SECURITIES COUNSEL

Hunton & Williams LLP

INDEPENDENT AUDITORS

KPMG LLP

REGISTRAR & STOCK TRANSFER AGENT

American Stock Transfer & Trust Company

COMMON STOCK INFORMATION

The Common Stock of Hersha Hospitality Trust is traded on The New York Stock Exchange under the Symbol "HT".

MANAGEMENT CERTIFICATIONS

The Company's Chief Executive Officer and Chief Financial Officer provided certifications to the Securities and Exchange Commission as required by Section 302 of the Sarbanes-Oxley Act of 2002 and these certifications are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. In addition, as required by Section 303A.12(a) of The New York Stock Exchange (NYSE) Listed Company Manual, on June 22, 2014, the Company's Chief Executive Officer submitted to the NYSE the annual CEO certification regarding the Company's compliance with the NYSE's corporate governance listing standards.

ANNUAL REPORT ON FORM 10-K

Shareholders may obtain a copy of the Company's Annual Report on Form 10-K as filed with the Securities and Exchange Commission free of charge (except for exhibits), by writing to the Company's Chief Financial Officer, Hersha Hospitality Trust, 44 Hersha Drive, Harrisburg, PA; or, visit the Company's website at www.hersha.com and refer to the Company's SEC Filings.

ANNUAL MEETING

The annual meeting of shareholders of Hersha Hospitality Trust will be held at 9:00 A.M. (EDT) on Thursday, May 21, 2015 at One Washington Square, 510 Walnut Street, 9th Floor, Philadelphia, PA 19106.

BOARD OF TRUSTEES

Hasu P. Shah
Chairman,
Hersha Hospitality Trust

Jay H. Shah
Chief Executive Officer,
Hersha Hospitality Trust

Donald J. Landry
Lead Director, Hersha Hospitality Trust
Former President & CEO, Sunburst Hospitality Inc.

Michael A. Leven
Former President and Chief Operating Officer,
Las Vegas Sands Corp.

Thomas J. Hutchison III
Former CEO,
CNL Hotels & Resorts
and CNL Retirement Properties, Inc.

Dianna F. Morgan
Former Senior Vice President,
Walt Disney World Co.

John M. Sabin
Executive Vice President and CFO,
Revolution LLC. and Case Foundation

MANAGEMENT TEAM

Jay H. Shah
Chief Executive Officer

Neil H. Shah
President and Chief Operating Officer

Ashish R. Parikh
Chief Financial Officer

Michael R. Gillespie
Chief Accounting Officer

David L. Desfor
Treasurer and Corporate Secretary

William J. Walsh
Senior Vice President of Asset Management

Robert C. Hazard III
Senior Vice President of Acquisitions and Development

Bennett Thomas
Vice President of Finance and Sustainability



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