

HERSHA HOSPITALITY TRUST  
Form 10-K  
February 17, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2015

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-14765

HERSHA HOSPITALITY TRUST

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(Exact Name of Registrant as Specified in Its Charter)

Maryland 251811499  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

44 Hersha Drive, Harrisburg, PA 17102  
(Address of Registrant's Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (717) 236-4400

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Class A Common Shares of Beneficial Interest, par value \$.01 per share	New York Stock Exchange
Series B Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$.01 per share	New York Stock Exchange
Series C Cumulative Redeemable Preferred Shares of Beneficial Interest, par value \$.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (i) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (ii) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec.232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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

The aggregate market value of the outstanding Class A common shares held by nonaffiliates of the registrant, computed by reference to the closing sale price at which Class A common shares were last sold on June 30, 2015, was approximately \$1.2 billion.

As of February 16, 2016, the number of Class A common shares outstanding was 44,458,231 and there were no Class B common shares outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement, to be filed with the Securities and Exchange Commission not later than 120 days after the end of the registrant's last fiscal year pursuant to Regulation 14A, are incorporated herein by reference into Part II, Item 5 and Part III.

HERSHA HOSPITALITY TRUST

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## CAUTIONARY FACTORS THAT MAY AFFECT FUTURE RESULTS

Unless the context otherwise requires, references in this report to: (1) “we,” “us,” “our,” the “Company” and “Hersha” mean Hersha Hospitality Trust and its consolidated subsidiaries, including Hersha Hospitality Limited Partnership, taken as a whole; (2) “HHLP” and “our operating partnership” mean Hersha Hospitality Limited Partnership; and (3) “common shares” mean our Class A common shares of beneficial interest, \$0.01 par value per share.

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934 (“Exchange Act”), as amended, including, without limitation, statements containing the words, “believe,” “expect,” “anticipate,” “estimate,” “plan,” “continue,” “intend,” “should” and words of similar import. Such forward-looking statements relate to future events, our plans, strategies, prospects and future financial performance, and involve known and unknown risks that are difficult to predict, uncertainties and other factors which may cause our actual results, performance or achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers should specifically consider the various factors identified in this report including, but not limited to those discussed in the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Conditions and Results of Operations” that could cause actual results to differ. Statements regarding the following subjects are forward-looking by their nature:

our business or investment strategy;

our projected operating results;

our distribution policy;

our liquidity;

completion of any pending transactions (including the ability to close the recently announced joint venture for seven hotel assets, see “Item 1 – Business” for more information);

our ability to raise capital in light of current volatility in the U.S. equity markets;

our ability to obtain future financing arrangements or refinance or extend the maturity of existing financing arrangements as they come due;

our intent to repurchase shares from time to time;

our understanding of our competition;

market trends; and

projected capital expenditures.

Forward-looking statements are based on our beliefs, assumptions and expectations, taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Readers should not place undue reliance on forward-looking statements. The following factors could cause actual results to vary from our forward-looking statements:

general volatility of the capital markets and the market price of our common shares;

changes in our business or investment strategy;

availability, terms and deployment of capital;

availability of qualified personnel;

changes in our industry and the market in which we operate, interest rates, or the general economy;

the degree and nature of our competition;

financing risks, including the risk of leverage and the corresponding risk of default on our mortgage loans and other debt and potential inability to refinance or extend the maturity of existing indebtedness;

levels of spending in the business, travel and leisure industries, as well as consumer confidence;

declines in occupancy, average daily rate and RevPAR and other hotel operating metrics;

hostilities, including future terrorist attacks, or fear of hostilities that affect travel;

financial condition of, and our relationships with, our joint venture partners, third-party property managers, franchisors and hospitality joint venture partners;

the degree and nature of our competition;

increased interest rates and operating costs;

ability to complete development and redevelopment projects;

risks associated with potential acquisitions, including the ability to ramp up and stabilize newly acquired hotels with limited or no operating history, and dispositions of hotel properties;

availability of and our ability to retain qualified personnel;

our failure to maintain our qualification as a real estate investment trust, or REIT, under the Internal Revenue Code of 1986 or the Code, as amended;



environmental uncertainties and risks related to natural disasters;

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changes in real estate and zoning laws and increases in real property tax rates; and

the factors discussed in Item 1A of this Annual Report on Form 10-K for the year ended December 31, 2015 under the heading “Risk Factors” and in other reports we file with the U.S. Securities and Exchange Commission (“SEC”) from time to time.

These factors are not necessarily all of the important factors that could cause our actual results, performance or achievements to differ materially from those expressed in or implied by any of our forward-looking statements. Other unknown or unpredictable factors, many of which are beyond our control, also could harm our results, performance or achievements.

All forward-looking statements contained in this report are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made, and we do not undertake or assume any obligation to update publicly any of these statements to reflect actual results, new information or future events, changes in assumptions or changes in other factors affecting forward-looking statements, except to the extent required by applicable laws. If we update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

## 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 own and acquire high quality, upscale, mid-scale and extended-stay hotels in metropolitan markets with high barriers to entry and independent boutique hotels 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 aim to create value through our ability to source capital and identify high growth acquisition targets. We seek 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. To drive sustainable shareholder value, we also seek to recycle capital from stabilized assets, as evidenced by our recently announced joint venture for seven hotel assets (see “Dispositions” below for more information) and our sales of non-core hotels in secondary and tertiary markets. Capital from these types of transactions is intended to be redeployed into high growth acquisitions and share buybacks.

As of December 31, 2015, our portfolio consisted of 49 wholly owned limited and full service properties with a total of 7,225 rooms and interests in five limited and full service properties owned through joint venture investments with a total of 1,369 rooms. These 54 properties, with a total of 8,594 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 or with other brands.

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 the sole general partner. As of December 31, 2015, we owned an approximate 95.0% partnership interest in our operating partnership including all general partnership interest.

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](http://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](http://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. All reports that we have filed with the SEC including this annual report on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K, can also be obtained free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, all reports filed with the SEC may be read and copied at the SEC’s Public Reference Room at 100 F Street, NE, Washington, D.C. 20549-1090. Further information regarding the operation of the public reference room may be obtained by calling the SEC at 1-800-SEC-0330. 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 at each of our hotels 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 hotel-level earnings by managing hotel-level 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, and maximizing our operating margins.

## 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 Ritz-Carlton, 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, 2015, we have acquired, wholly or through joint ventures, a total of 110 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 and the markets in which they operate 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, acquisitions of hotels and share buybacks. 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, its ability to remain accretive to our portfolio, and the expectations for the market in which the hotel operates. 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, 2015, we have sold a total of 62 hotels.

In accordance with our strategy, on February 2, 2016, we entered into asset purchase and contribution agreements (collectively, the "Contribution Agreements") to make an equity investment in a joint venture (the "Owner JV") with Cindat Manhattan Hotel Portfolio (US) LLC ("Cindat"). The Owner JV, through its direct subsidiaries, will own seven hotels currently in the Company's NYC Urban portfolio (collectively, the "Cindat JV Properties"). The Contribution Agreements value the Cindat JV Properties at approximately \$543.5 million in the aggregate (subject to working capital and similar adjustments). The total purchase price, including closing costs, is expected to be approximately \$574.1 million.

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The Company intends to hold the proceeds of sale in escrow pending reinvestment in replacement properties to be identified and acquired in 2016 in transactions qualifying for deferral of federal income taxes as permitted by the Code.

For additional information, see “Management’s Discussion and Analysis of Financial Condition and Results of Operation” and Note 2, “Investment in Hotel Properties”.

### 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. In August 2015, we entered into a senior unsecured term loan for \$300 million. This expands our senior unsecured borrowing capacity from \$500 million to \$800 million. We intend to use our loan capacity and the undrawn portion of our \$500 million senior unsecured credit facility to pay down mortgage debt, repurchase common shares, 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	Ritz-Carlton, Marriott, Residence Inn by Marriott, Courtyard by Marriott, TownePlace Suites
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, 2015:

Manager	Wholly Owned		Joint Ventures		Total	
	Hotels	Rooms	Hotels	Rooms	Hotels	Rooms
Hersha Hospitality Management, L.P.	48	7,139	1	285	49	7,424
Waterford Hotel Group, Inc.	-	-	2	802	2	802
South Bay Boston Management, Inc.	-	-	2	282	2	282
Marriott Management	1	86	-	-	1	86
Total	49	7,225	5	1,369	54	8,594

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, 2015, 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.

#### CAPITAL IMPROVEMENTS, RENOVATION AND REFURBISHMENT

Under certain loan agreements, we have established capital reserves for our hotels to maintain the hotels in a condition that complies with their respective requirements. These capital reserves typically range from 3% to 4% of each hotel’s gross revenues. In addition, we may upgrade hotels in our portfolio in order to capitalize on opportunities to increase revenue, and, as deemed necessary by our management, to seek to meet competitive conditions and preserve asset quality. We will also renovate hotels when we believe the investment in renovations will provide an attractive return to us through increased revenues and profitability and is in the best interests of our shareholders. We maintain a capital expenditures policy by which replacements and renovations are monitored to determine whether they qualify as capital improvements. All items that are deemed to be repairs and maintenance costs are expensed and recorded in Hotel Operating Expenses in the Consolidated Statements of Operations.

#### OPERATING PRACTICES

Our hotel managers utilize centralized accounting and data processing systems, which facilitate financial statement and budget preparation, payroll management, quality control and other support functions for the on-site hotel management team. Our hotel managers also provide centralized control over purchasing and project management (which can create economies of scale in purchasing) while emphasizing local discretion within specific guidelines.

#### DISTRIBUTIONS

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We have made 68 consecutive quarterly distributions to the holders of our common shares since our initial public offering in January 1999 and intend to continue to make regular quarterly distributions to our shareholders as approved by our Board of Trustees.

The following table sets forth distribution information for the last two calendar years.

Common Shares

Quarter to which Distribution Relates	Record Date	Payment Date	Class A Common Shares and Common Units Per Share and Per Unit Distribution Amount	
2015				
Fourth Quarter	1/4/2016	1/15/2016	\$ 0.28	
Third Quarter	9/30/2015	10/15/2015	\$ 0.28	
Second Quarter	6/30/2015	7/15/2015	\$ 0.28	
First Quarter	3/31/2015	4/15/2015	\$ 0.28	*
2014				
Fourth Quarter	1/5/2015	1/15/2015	\$ 0.28	*
Third Quarter	10/2/2014	10/15/2014	\$ 0.28	*
Second Quarter	6/30/2014	7/15/2014	\$ 0.24	*
First Quarter	3/31/2014	4/15/2014	\$ 0.24	*

\*Per share and per unit amounts adjusted for reverse 4-for-1 share split effective as of June 22, 2015.

## Preferred Shares

Quarter to which Distribution Relates 2015	Record Date	Payment Date	Series B Preferred Per Share Distribution Amount	Series C Preferred Per Share Distribution Amount
Fourth Quarter	1/1/2016	1/15/2016	\$ 0.50	\$ 0.43
Third Quarter	10/1/2015	10/15/2015	\$ 0.50	\$ 0.43
Second Quarter	7/1/2015	7/15/2015	\$ 0.50	\$ 0.43
First Quarter	4/1/2015	4/15/2015	\$ 0.50	\$ 0.43
2014				
Fourth Quarter	1/1/2015	1/15/2015	\$ 0.50	\$ 0.43
Third Quarter	10/1/2014	10/15/2014	\$ 0.50	\$ 0.43
Second Quarter	7/1/2014	7/15/2014	\$ 0.50	\$ 0.43
First Quarter	4/1/2014	4/15/2014	\$ 0.50	\$ 0.43

Our Board of Trustees will determine the amount of our future distributions in its sole discretion and its decision will depend on a number of factors, including the amount of funds from operations, our partnership's financial condition, debt service requirements, capital expenditure requirements for our hotels, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as the trustees deem relevant. Our ability to make distributions will depend on the profitability of and cash flow available from our hotels. There can be no assurance we will continue to pay distributions at the rates above or any other rate. Additionally, we may, if necessary and allowable, pay taxable distributions of our shares or debt securities to meet the distribution requirements. There are no assurances we will be able to continue to make quarterly distributions at the current rate.

## SEASONALITY

Our hotels' operations historically have been seasonal in nature, reflecting higher revenues and occupancy rates during the second and third quarters. This seasonality causes fluctuations in our quarterly operating revenues, profitability, and cash flow.

## COMPETITION

The U.S. hotel industry is highly competitive. Our hotels compete with other hotels for guests in each of their markets on the basis of several factors, including, among others, location, quality of accommodations, convenience, brand affiliation, room rates, service levels and amenities, and level of customer service. In addition to traditional hotels, our properties also compete with non-traditional accommodations for travelers such as online room sharing services. Competition is often specific to the individual markets in which our hotels are located and includes competition from existing and new hotels operated under premium brands in the focused-service and full-service segments. We believe

that hotels, such as our hotels, that are affiliated with leading national brands, such as the Marriott, Hilton, Hyatt, IHG or Starwood brands, will enjoy the competitive advantages associated with operating under such brands. Increased competition could harm our occupancy and revenues and may require us to provide additional amenities or make capital improvements that we otherwise would not have to make, which may materially and adversely affect our operating results and liquidity.

The upper-upscale, upscale and mid-scale, limited service segments of the hotel business are highly competitive. There are many competitors in our market segments and new hotels are routinely being constructed. Additions to supply create new competitors, in some cases without corresponding increases in demand for hotel rooms.

We also compete for hotel acquisitions with entities that have investment objectives similar to ours. We face competition for the acquisition of hotels from institutional pension funds, private equity funds, REITs, hotel companies and others who are engaged in the acquisition of hotels. Some of these competitors have substantially greater financial and operational resources and access to capital than we have and may have greater knowledge of the markets in which we seek to invest. This competition may reduce the number of suitable investment opportunities offered to us, increase the bargaining power of property owners seeking to sell to us and decrease the attractiveness of the terms on which we may acquire our targeted hotel investments, including the cost thereof, making it more difficult for us to acquire new properties on attractive terms.

## EMPLOYEES

As of December 31, 2015, we had 51 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% (or 20% for taxable years beginning after December 31, 2017) 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.

## REGULATION

### General

Our hotels are subject to various U.S. federal, state and local laws, ordinances and regulations, including regulations relating to common areas and fire and safety requirements. We believe that each of our hotels has the necessary permits and approvals to operate its business.

### Americans with Disabilities Act

Our hotels must comply with applicable provisions of the Americans with Disabilities Act of 1993, or ADA, to the extent that such hotels are "public accommodations" as defined by the ADA. The ADA may require removal of structural barriers to access by persons with disabilities in certain public areas of our hotels where such removal is readily achievable. We believe that our hotels are in substantial compliance with the ADA and that we will not be required to make substantial capital expenditures to address the requirements of the ADA. However, non-compliance with the ADA could result in imposition of fines or an award of damages to private litigants. The obligation to make readily achievable accommodations is an ongoing one, and we will continue to assess our hotels and to make alterations as appropriate in this respect.

## Environmental Matters

Under various laws relating to the protection of the environment, a current or previous owner or operator (including tenants) of real estate may be liable for contamination resulting from the presence or discharge of hazardous or toxic substances at that property and may be required to investigate and clean up such contamination at that property or emanating from that property. These costs could be substantial and liability under these laws may attach without regard to whether the owner or operator knew of, or was responsible for, the presence of the contaminants, and the liability may be joint and several. The presence of contamination or the failure to remediate contamination at our hotels may expose us to third-party liability or materially and adversely affect our ability to sell, lease or develop the real estate or to incur debt using the real estate as collateral.

Our hotels are subject to various federal, state, and local environmental, health and safety laws and regulations that address a wide variety of issues, including, but not limited to, storage tanks, air emissions from emergency generators, storm water and wastewater discharges, lead-based paint, mold and mildew and waste management. Our hotels incur costs to comply with these laws and regulations and could be subject to fines and penalties for non-compliance.

Environmental laws require that owners or operators of buildings with asbestos-containing building materials properly manage and maintain these materials, adequately inform or train those who may come into contact with asbestos and undertake special precautions, including removal or other abatement, in the event that asbestos is disturbed during building renovation or demolition. These laws may impose fines and penalties on building owners or operators for failure to comply with these requirements. In addition, third parties may seek recovery from owners or operators for personal injury associated with exposure to asbestos-containing building materials.

Some of our hotels may contain or develop harmful mold or suffer from other adverse conditions, which could lead to liability for adverse health effects and costs of remediation. The presence of significant mold or other airborne contaminants at any of our hotels could require us to undertake a costly remediation program to contain or remove the mold or other airborne contaminants from the affected hotel or increase indoor ventilation. In addition, the presence of significant mold or other airborne contaminants could expose us to liability from guests or employees at our hotels and others if property damage or health concerns arise.

## INSURANCE

We require comprehensive insurance to be maintained by our hotel management companies, including HHMLP, on each of our hotels, including liability and fire and extended coverage in amounts sufficient to permit the replacement of the hotel in the event of a total loss, subject to applicable deductibles. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and acts of terrorism that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impracticable to use insurance proceeds to replace the applicable hotel after such applicable hotel has been damaged or destroyed. Under such circumstances, the insurance proceeds

received by us might not be adequate to restore our economic position with respect to the applicable hotel. If any of these or similar events occur, it may reduce the return from the attached property and the value of our investment.

#### 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.

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Item 1A. Risk Factors

You should carefully consider the following risks, together with the other information included in this Annual Report on Form 10-K. If any of the following risks actually occur, our business, financial condition or results of operations may suffer. As a result, the trading price of our securities could decline, and you may lose all or part of any investment you have in our securities.

Risks Related to the Economy and Credit Markets

Difficult economic conditions may continue to adversely affect the hotel industry.

The performance of the hotel industry has historically been linked to key macroeconomic indicators, such as GDP growth, employment, corporate earnings and investment, and travel demand. If the U.S. economy should falter for any reason, including the recent decline in the price of oil, and there is an extended period of economic weakness, a recession or depression, our revenues and profitability could be adversely affected.

A recession could result in declines in our average daily room rates, occupancy and RevPAR, and thereby have a material adverse effect on our results of operations.

The performance of the hotel industry has traditionally been closely linked with the general economy. During the recession of 2008 and 2009, overall travel was reduced, which had a significant effect on our results of operations. While operating results have subsequently improved, there can be no assurance that any increases in hotel revenues or earnings at our properties will continue for any number of reasons, including, but not limited to, slower growth in the economy, changes in unemployment, underemployment and changes in travel patterns. A stall in the economic recovery or a resurgent recession would have a material adverse effect on our results of operations. While we believe the U.S. economy continues on a trajectory of slow, steady growth, other economies around the world, including Europe, Canada, Japan and China, have demonstrated sluggish, stagnant or slowing growth in recent quarters. It remains to be seen what effect, if any, the slowing in these economies will have on us. If a property's occupancy or room rates drop to the point where its revenues are insufficient to cover its operating expenses, then we would be required to spend additional funds for that property's operating expenses.

In addition, if operating results decline at our hotels secured by mortgage debt, there may not be sufficient operating profit from the hotel to cover the debt service on the mortgage. In such a case, we may be forced to choose from a number of unfavorable options, including using corporate cash, drawing on our revolving credit facility, selling the hotel on disadvantageous terms, including an unattractive price, or defaulting on the mortgage debt and permitting the lender to foreclose. Any one of these options could have a material adverse effect on our business, results of operations, financial condition and ability to pay distributions to our shareholders.

Disruptions in the financial markets could adversely affect our ability to obtain sufficient third-party financing for our capital needs, including expansion, acquisition and other activities, on favorable terms or at all, which could materially and adversely affect us.

In the recession of 2008 and 2009 and some recent years, the U.S. stock and credit markets have experienced significant price volatility, dislocations and liquidity disruptions, which have caused market prices of many stocks to fluctuate substantially and the spreads on prospective debt financings to widen considerably. These circumstances have materially impacted liquidity in the financial markets, making terms for certain financings less attractive, and in some cases have resulted in the unavailability of financing, even for companies which otherwise are qualified to obtain financing. Continued volatility and uncertainty in the stock and credit markets in the U.S. and abroad may negatively impact our ability to access additional financing for our capital needs, including expansion, acquisition activities and other purposes, on favorable terms or at all, which may negatively affect our business. Additionally, due to this uncertainty, we may in the future be unable to refinance or extend our debt, or the terms of any refinancing may not be as favorable as the terms of our existing debt. If we are not successful in refinancing our debt when it becomes due, we may be forced to dispose of hotels on disadvantageous terms, which might adversely affect our ability to service other debt and to meet our other obligations. A prolonged downturn in the financial markets may cause us to seek alternative sources of potentially less attractive financing and may require us to further adjust our business plan accordingly. These events also may make it more difficult or costly for us to raise capital through the issuance of new equity capital or the incurrence of additional secured or unsecured debt, which could materially and adversely affect us.

## RISKS RELATED TO THE HOTEL INDUSTRY

Our hotels are subject to general hotel industry operating risks, which may impact our ability to make distributions to shareholders.

Our hotels are subject to all operating risks common to the hotel industry. The hotel industry has experienced volatility in the past, as have our hotels, and there can be no assurance that such volatility will not occur in the future. These risks include, among other things: competition from other hotels; over-building in the hotel industry that could adversely affect hotel revenues and hotel values; increases in operating costs due to inflation and other factors, which may not be offset by increased room rates; reduction in business and commercial travel and tourism; strikes and other labor disturbances of hotel employees; increases in energy costs and other expenses of travel; adverse effects of general and local economic conditions; and adverse political conditions. These factors could reduce revenues of the hotels and adversely affect our ability to make distributions to our shareholders.

The value of our hotels depends on conditions beyond our control.

Our hotels are subject to varying degrees of risk generally incident to the ownership of hotels. The underlying value of our hotels, our income and ability to make distributions to our shareholders are dependent upon the operation of the hotels in a manner sufficient to maintain or increase revenues in excess of operating expenses. Hotel revenues may be adversely affected by adverse changes in national economic conditions, adverse changes in local market conditions due to changes in general or local economic conditions and neighborhood characteristics, competition from other hotels, changes in interest rates and in the availability, cost and terms of mortgage funds, the impact of present or future environmental legislation and compliance with environmental laws, the ongoing need for capital improvements, particularly in older structures, changes in real estate tax rates and other operating expenses, adverse changes in governmental rules and fiscal policies, civil unrest, acts of terrorism, acts of God, including earthquakes, hurricanes and other natural disasters, acts of war, adverse changes in zoning laws, and other factors that are beyond our control. In particular, general and local economic conditions may be adversely affected by terrorist incidents, such as those in New York, Washington, D.C. and Boston. Our management is unable to determine the long-term impact, if any, of these incidents or of any acts of war or terrorism in the United States or worldwide, on the U.S. economy, on us or our hotels or on the market price of our common shares.

Our investments are concentrated in a single segment of the hotel industry.

Our primary business strategy is to continue to acquire high quality, upper-upscale, upscale and mid-scale limited service and extended-stay hotels in metropolitan markets with high barriers to entry including New York, Washington DC, Boston, Philadelphia, San Diego, Los Angeles, Miami and other markets and other markets with similar characteristics. We are subject to risks inherent in concentrating investments in a single industry and in a specific market segment within that industry. The adverse effect on amounts available for distribution to shareholders resulting from a downturn in the hotel industry in general or the mid-scale segment in particular could be more pronounced than

if we had diversified our investments outside of the hotel industry or in additional hotel market segments.

Operating costs and capital expenditures for hotel renovation may be greater than anticipated and may adversely impact distributions to shareholders.

Hotels generally have an ongoing need for renovations and other capital improvements, particularly in older structures, including periodic replacement of furniture, fixtures and equipment. Under the terms of our management agreements, we generally are obligated to pay the cost of expenditures for items that are classified as capital items under GAAP that are necessary for the continued operation of our hotels.

If these expenses exceed our expectations, the additional cost could have an adverse effect on amounts available for distribution to shareholders. In addition, we may acquire hotels in the future that require significant renovation. Renovation of hotels involves certain risks, including the possibility of environmental problems, construction cost overruns and delays, uncertainties as to market demand or deterioration in market demand after commencement of renovation and the emergence of unanticipated competition from hotels.

The hotel industry is highly competitive.

The hotel industry is highly competitive. Our hotels compete with other existing and new hotels in their geographic markets. In addition to traditional hotels, our properties also compete with non-traditional accommodations for travelers such as online room sharing services. Many of our competitors have substantially greater marketing and financial resources than we do. Effective marketing by our competitors may reduce our hotel revenue and adversely impact our ability to make distributions to our shareholders.

Risks of operating hotels under franchise licenses, which may be terminated or not renewed, may impact our ability to make distributions to shareholders.

The continuation of our franchise licenses is subject to specified operating standards and other terms and conditions. All of the franchisors of our hotels periodically inspect our hotels to confirm adherence to their operating standards. The failure to maintain such standards or to adhere to such other terms and conditions could result in the loss or cancellation of the applicable franchise license. It is possible that a franchisor could condition the continuation of a franchise license on the completion of capital improvements that our trustees determine are too expensive or otherwise not economically feasible in light of general economic conditions, the operating results or prospects of the affected hotel. In that event, our trustees may elect to allow the franchise license to lapse or be terminated.

There can be no assurance that a franchisor will renew a franchise license at each option period. If a franchisor terminates a franchise license, we may be unable to obtain a suitable replacement franchise, or to successfully operate the hotel independent of a franchise license. The loss of a franchise license could have a material adverse effect upon the operations or the underlying value of the related hotel because of the loss of associated name recognition, marketing support and centralized reservation systems provided by the franchisor. Our loss of a franchise license for one or more of the hotels could have a material adverse effect on our partnership's revenues and our amounts available for distribution to shareholders.

The hotel industry is seasonal in nature.

The hotel industry is seasonal in nature. Generally, in certain markets we operate, hotel revenues are greater in the second and third quarters than in the first and fourth quarters. Our hotels' operations historically reflect this trend in these markets. As a result, our results of operations may vary on a quarterly basis, impairing comparability of operating data and financial performance on a quarter to quarter basis.

The cyclical nature of the hotel industry may cause fluctuations in our operating performance, which could have a material adverse effect on us.

The hotel industry historically has been highly cyclical in nature. Fluctuations in lodging demand and, therefore, operating performance, are caused largely by general economic and local market conditions, which subsequently affect levels of business and leisure travel. In addition to general economic conditions, new hotel room supply is an important factor that can affect the hotel industry's performance, and overbuilding has the potential to further exacerbate the negative impact of an economic recession. Room rates and occupancy, and thus RevPAR, tend to increase when demand growth exceeds supply growth. We can provide no assurances regarding whether, or the extent to which, lodging demand will rebound or whether any such rebound will be sustained. An adverse change in lodging fundamentals could result in returns that are substantially below our expectations or result in losses, which could have a material adverse effect on us.

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

Although a majority of rooms sold on the Internet are sold through websites maintained by the hotel franchisors and managers, some of our hotel rooms will be booked through Internet travel intermediaries. These Internet travel intermediaries may purchase rooms at a negotiated discount from participating hotels, which could result in lower room rates than the franchisor or manager otherwise could have obtained. As these Internet bookings increase, these intermediaries may be able to obtain higher commissions, reduced room rates or other significant contract concessions from us and any hotel management companies that we engage. Moreover, some of these Internet travel intermediaries are attempting to offer hotel rooms as a commodity, by increasing the importance of price and general indicators of quality, such as "three-star downtown hotel," at the expense of brand identification or quality of product or service. If consumers develop brand loyalties to Internet reservations systems rather than to the brands under which our hotels are franchised, the value of our hotels could deteriorate and our business could be materially and adversely affected. Although most of the business for our hotels is expected to be derived from traditional channels, if the amount of sales made through Internet intermediaries increases significantly, room revenues may flatten or decrease and our profitability may be materially and adversely affected.

The need for business-related travel and, thus, demand for rooms in our hotels may be materially and adversely affected by the increased use of business-related technology.

The increased use of teleconference and video-conference technology by businesses could result in decreased business travel as companies increase the use of technologies that allow multiple parties from different locations to participate at meetings without traveling to a centralized meeting location, such as our hotels. To the extent that such technologies play an increased role in day-to-day business and the necessity for business-related travel decreases, demand for our hotel rooms may decrease and we could be materially and adversely affected.

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

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

The outbreak of widespread contagious disease could reduce travel and adversely affect hotel demand.

The widespread outbreak of infectious or contagious disease, such as influenza, mumps and Zika virus, in the U.S. could reduce travel and adversely affect the hotel industry generally and our business in particular.

## RISKS RELATED TO OUR BUSINESS AND OPERATIONS

We face risks associated with the use of debt, including refinancing risk.

At December 31, 2015, we had outstanding long-term debt of \$1.2 billion. We may borrow additional amounts from the same or other lenders in the future. Any future repurchases of our own shares may require additional borrowings. Some of these additional borrowings may be secured by our hotels. Our declaration of trust (as amended and restated, our "Declaration of Trust") does not limit the amount of indebtedness we may incur. We cannot assure you that we will be able to meet our debt service obligations and, to the extent that we cannot, we risk the loss of some or all of our hotels to foreclosure. Our indebtedness contains various financial and non-financial events of default covenants customarily found in financing arrangements. Our mortgages 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 from the applicable hotels.

There is also a risk that we may not be able to refinance existing debt or that the terms of any refinancing will not be as favorable as the terms of the existing debt. If principal payments due at maturity cannot be refinanced, extended or repaid with proceeds from other sources, such as new equity capital or sales of properties, we may be forced to use operating income to repay such indebtedness, which would have a material adverse effect on our cash available for distribution in years when significant “balloon” payments come due. In some such cases, we may lose the applicable hotels to foreclosure. This risk is particularly significant. See Item 7A of this Annual Report on Form 10-K for a detailed schedule of debt principal repayments.

We face high levels of competition for the acquisition of hotel properties and other assets, which may impede our ability to make future acquisitions or may increase the cost of these acquisitions.

We face competition for investment opportunities in high quality, upper-upscale, upscale and mid-scale limited service and extended-stay hotels from entities organized for purposes substantially similar to our objectives, as well as other purchasers of hotels. We compete for such investment opportunities with entities that have substantially greater financial resources than we do, including access to capital or better relationships with franchisors, sellers or lenders. Our competitors may generally be able to accept more risk than we can manage prudently and may be able to borrow the funds needed to acquire hotels on more favorable terms. Competition may generally reduce the number of suitable investment opportunities offered to us and increase the bargaining power of property owners seeking to sell.



We do not operate our hotels and, as a result, we do not have complete control over implementation of our strategic decisions.

In order for us to satisfy certain REIT qualification rules, we cannot directly or indirectly operate or manage any of our hotels. Instead, we must engage an independent management company to operate our hotels. As of December 31, 2015, our TRSs and our joint venture partnerships have engaged independent management companies as the property managers for all of our wholly owned hotels leased to our TRSs and the respective hotels for the joint ventures, as required by the REIT qualification rules. The management companies operating the hotels make and implement strategic business decisions with respect to these hotels, such as decisions with respect to the repositioning of a franchise or food and beverage operations and other similar decisions. Decisions made by the management companies operating the hotels may not be in the best interests of a particular hotel or of the Company. Accordingly, we cannot assure you that the management companies will operate our hotels in a manner that is in our best interests. In addition, the financial condition of the management companies could impact their future ability to operate our hotels.

Our acquisitions may not achieve expected performance, which may harm our financial condition and operating results.

We anticipate that acquisitions will largely be financed with the net proceeds of securities offerings and through externally generated funds such as borrowings under our revolving credit facility and other secured and unsecured debt financing. Acquisitions entail risks that investments will fail to perform in accordance with expectations and that estimates of the cost of improvements necessary to acquire and market properties will prove inaccurate, as well as general investment risks associated with any new real estate investment. As a result, we may not be able to generate enough cash from these hotels to make debt service payments or pay operating expenses.

Acquisition of hotels with limited operating history may not achieve desired results.

Many of our recent acquisitions are newly-developed hotels. Newly-developed or newly-renovated hotels do not have the operating history that would allow our management to make pricing decisions in acquiring these hotels based on historical performance. The purchase prices of these hotels are based upon management's expectations as to the operating results of such hotels, subjecting us to risks that such hotels may not achieve anticipated operating results or may not achieve these results within anticipated time frames. As a result, we may not be able to generate enough cash flow from these hotels to make debt payments or pay operating expenses. In addition, room revenues may be less than that required to provide us with our anticipated return on investment. In either case, the amounts available for distribution to our shareholders could be reduced.

We may be unable to integrate acquired hotels into our operations or otherwise manage our planned growth, which may adversely affect our operating results.

We cannot assure you that we or our management companies will be able to adapt our management, administrative, accounting and operational systems and arrangements, or hire and retain sufficient operational staff to successfully integrate these investments into our portfolio and manage any future acquisitions of additional assets without operational disruptions or unanticipated costs. Acquisition of hotels generates additional operating expenses that we will be required to pay. As we acquire additional hotels, we will be subject to the operational risks associated with owning new lodging properties. Our failure to integrate successfully any future acquisitions into our portfolio could have a material adverse effect on our results of operations and financial condition and our ability to pay dividends to shareholders or make other payments in respect of securities issued by us.

There can be no assurance that we will be able to close the equity investment in a joint-venture with Cindat on the terms contemplated by the Contribution Agreements, or at all, or that we will be able to realize the anticipated benefits of such transaction.

On February 2, 2016, we entered into the Contribution Agreements to make an equity investment in a joint venture with Cindat. The joint venture, through its direct subsidiaries, will own seven hotels currently in the Company's NYC Urban portfolio, with these properties valued at approximately \$543.5 million in the aggregate (subject to working capital and similar adjustments). The purchase price for this transaction is expected to be \$571.4 million including closing costs. The closing of this transaction is contingent on obtaining financing on the terms specified by the Contribution Agreements and other closing conditions, including the approval of Cindat's investment by the Chinese government. There can be no assurance that the transaction will close on the terms contemplated, in accordance with the anticipated timing or at all, or that the conditions to closing will be satisfied. Furthermore, even if we are able to consummate the transaction, there can be no assurance that we will realize the anticipated benefits to us of such transaction, including a decrease in our concentration risk relating to the New York City market.

Most of our hotels are located in the Eastern United States and many are located in the area from Washington, DC to Boston, MA, which may increase the effect of any regional or local economic conditions.

Most of our hotels are located in the area from Washington, DC to Boston, MA. As a result, regional or localized adverse events or conditions, such as an economic recession, could have a significant adverse effect on our operations, and ultimately on the amounts available for distribution to shareholders.

Our ownership of hotels in the New York City market exposes us to concentration risk, which may lead to increased volatility in our results of operations.

As of December 31, 2015, our consolidated portfolio of hotels in New York City have accounted for approximately 47% of our hotel operating revenues. The operations of our consolidated portfolio of hotels in New York City will have a material impact on our overall results of operations. Concentration risk with respect to our ownership of hotels in the New York City market may lead to increased volatility in our overall results of operations. Our overall results of operations may be adversely affected and our ability to pay distributions to our shareholders could be negatively impacted in the event:

- downturns in lodging fundamentals are more severe or prolonged in New York City compared to the United States as a whole;

- negative economic conditions are more severe or prolonged in New York City compared to other areas, due to concentration of the financial industry in New York or otherwise;

- as new hotel supply enters the New York City market, this could impact our ability to grow ADR and RevPar as a result of the new supply;

- we adopt an unsuccessful strategy to ramp up and stabilize operations at our newly acquired New York hotels; or

- New York City is impacted by other unforeseen events beyond our control, including, among others, terrorist attacks and travel related health concerns including pandemics and epidemics.

We own a limited number of hotels and significant adverse changes at one hotel may impact our ability to make distributions to shareholders.

As of December 31, 2015, our portfolio consisted of 49 wholly-owned limited and full service properties and joint venture investments in five hotels with a total of 8,594 rooms. However, certain larger hotels or hotels in certain locations disproportionately impact our performance. Accordingly, significant adverse changes in the operations of any one of these hotels could have a material adverse effect on our financial performance and on our ability to make expected distributions to our shareholders.

We focus on acquiring hotels operating under a limited number of franchise brands, which creates greater risk as the investments are more concentrated.

We place particular emphasis in our acquisition strategy on hotels similar to our current hotels. We invest in hotels operating under a few select franchises and therefore will be subject to risks inherent in concentrating investments in a particular franchise brand, which could have an adverse effect on amounts available for distribution to shareholders. These risks include, among others, the risk of a reduction in hotel revenues following any adverse publicity related to a specific franchise brand or the failure of the franchisor to maintain a certain brand.

We depend on key personnel.

We depend on the services of our existing senior management team, including Jay H. Shah, Neil H. Shah, Ashish R. Parikh and Michael R. Gillespie, to carry out our business and investment strategies. As we expand, we will continue to need to attract and retain qualified additional senior management. We have employment agreements with certain of our senior management; however, the employment agreements may be terminated under certain circumstances. The termination of an employment agreement and the loss of the services of any of our key management personnel, or our inability to recruit and retain qualified personnel in the future, could have an adverse effect on our business and financial results.

Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on co-venturers' financial conditions and disputes between us and our co-venturers.

As of December 31, 2015, we had several joint ventures in which we shared ownership and decision-making power with one or more parties. Joint venture investments involve risks that may not be present with other methods of ownership, including the possibility: that our partner might become insolvent, refuse to make capital contributions when due or otherwise fail to meet its obligations, which may result in certain liabilities to us for guarantees and other commitments; that our partner might at any time have economic or other business interests or goals that are or become inconsistent with our interests or goals; that we could become engaged in a dispute with our partner, which could require us to expend additional resources to resolve such disputes and could have an adverse impact on the operations and profitability of the joint venture; and that our partner may be in a position to take action or withhold consent contrary to our instructions or requests. Our joint venture partners must agree in order for the applicable joint venture to take, or in some cases, may have control over whether the applicable joint venture will take, specific major actions, such as budget approvals, acquisitions, sales of assets, debt financing, executing lease agreements, and vendor approvals. Under these joint venture arrangements, any disagreements between us and our partners may result in delayed decisions. Our inability to take unilateral actions that we believe are in our best interests may result in missed opportunities and an ineffective allocation of resources and could have an adverse effect on the financial performance of the joint venture and our operating results.

We engage in hedging transactions to limit our exposure to fluctuations in interest rates, which can limit our gains and increase exposure to losses.

We enter into hedging transactions intended to protect us from the effects of interest rate fluctuations on floating rate debt and also intended to protect our portfolio of mortgage assets from interest rate and prepayment rate fluctuations. Our hedging transactions may include entering into interest rate swaps, caps, and floors, options to purchase such items, and futures and forward contracts. Hedging activities may not have the desired beneficial impact on our results of operations or financial condition. No hedging activity can completely insulate us from the risks associated with changes in interest rates and prepayment rates. Moreover, interest rate hedging could fail to protect us or could adversely affect our operating results because, among other things:

Available interest rate hedging may not correspond directly with the interest rate risk for which protection is sought;

The duration of the hedge may not match the duration of the related liability;

The party at risk in the hedging transaction may default on its obligation to pay;

The credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction; and

The value of derivatives used for hedging may be adjusted from time to time in accordance with accounting rules to reflect changes in fair value.

Hedging transactions may reduce our shareholders' equity.

Hedging involves risk and typically involves costs, including transaction costs, which may reduce returns on our investments. These costs increase as the period covered by the hedging increases and during periods of rising and volatile interest rates. These costs will also limit the amount of cash available for distribution to shareholders. The REIT qualification rules may also limit our ability to enter into hedging transactions. We generally intend to hedge as much of our interest rate risk as our management determines is in our best interests given the cost of such hedging transactions and the requirements applicable to REITs. If we are unable to hedge effectively because of the cost of such hedging transactions or the limitations imposed by the REIT rules, we will face greater interest risk exposure than may be commercially prudent.

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

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

#### RISKS RELATED TO REAL ESTATE INVESTMENT GENERALLY

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

Real estate investments are relatively illiquid. Our ability to vary our portfolio in response to changes in operating, economic and other conditions will be limited. No assurances can be given that the fair market value of any of our hotels will not decrease in the future.

If we suffer losses that are not covered by insurance or that are in excess of our insurance coverage limits, we could lose investment capital and anticipated profits.

We require comprehensive insurance to be maintained on each of the our hotels, including liability and fire and extended coverage in amounts sufficient to permit the replacement of the hotel in the event of a total loss, subject to applicable deductibles. However, there are certain types of losses, generally of a catastrophic nature, such as earthquakes, floods, hurricanes and acts of terrorism that may be uninsurable or not economically insurable. Inflation, changes in building codes and ordinances, environmental considerations and other factors also might make it impracticable to use insurance proceeds to replace the applicable hotel after such applicable hotel has been damaged or destroyed. Under such circumstances, the insurance proceeds received by us might not be adequate to restore our economic position with respect to the applicable hotel. If any of these or similar events occur, it may reduce the return from the attached property and the value of our investment.

Real estate is subject to property taxes.

Each hotel is subject to real and personal property taxes. The real and personal property taxes on hotel properties in which we invest may increase as property tax rates change and as the properties are assessed or reassessed by taxing authorities. Many state and local governments are facing budget deficits that have led many of them, and may in the future lead others to, increase assessments and/or taxes. If property taxes increase, our operating results may be negatively affected.

Environmental matters could adversely affect our results.

Operating costs may be affected by the obligation to pay for the cost of complying with existing environmental laws, ordinances and regulations, as well as the cost of future legislation. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real property may be liable for the costs of removal or remediation of hazardous or toxic substances on, under or in such property. Such laws often impose liability whether or not the owner or operator knew of, or was responsible for, the presence of such hazardous or toxic substances. The cost of complying with environmental laws could materially adversely affect amounts available for distribution to shareholders. Phase I environmental assessments have been obtained on all of our hotels. Nevertheless, it is possible that these reports do not reveal all environmental liabilities or that there are material environmental liabilities of which we are unaware.



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

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

Costs associated with complying with the ADA may adversely affect our financial condition and operating results.

Under the ADA, all public accommodations are required to meet certain federal requirements related to access and use by disabled persons. While we believe that our hotels are substantially in compliance with these requirements, a determination that we are not in compliance with the ADA could result in imposition of fines or an award of damages to private litigants. In addition, changes in governmental rules and regulations or enforcement policies affecting the use and operation of the hotels, including changes to building codes and fire and life-safety codes, may occur. If we were required to make substantial modifications at the hotels to comply with the ADA or other changes in governmental rules and regulations, our ability to make expected distributions to our shareholders could be adversely affected.

## RISKS RELATED TO CONFLICTS OF INTEREST

Due to conflicts of interest, many of our existing agreements may not have been negotiated on an arm's-length basis and may not be in our best interest.

Some of our officers and trustees have ownership interests in HHMLP and in entities with which we have entered into transactions, including hotel acquisitions and dispositions and certain financings. Consequently, the terms of our agreements with those entities, including hotel contribution or purchase agreements, the Option Agreement (as defined below) between our operating partnership and some of the trustees and officers and our property management agreements with HHMLP, while intended to be negotiated on an arm's-length basis, may not have been and may not be in the best interest of all our shareholders. We have policies in place to encourage agreements to be negotiated on an arm's-length basis. Transactions with related persons must be approved by a majority of the Company's independent trustees. The Board of Trustee's policy requires any independent trustee with a direct or indirect interest in the transaction to excuse himself from any consideration of the related person transaction in which he has an interest.

Conflicts of interest with HHMLP may result in decisions that do not reflect our best interests.

We have entered into an option agreement (as amended, the "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.

The following officers and trustees own collectively approximately 27% of HHMLP: Hasu P. Shah, Jay H. Shah, and Neil H. Shah. Conflicts of interest may arise with respect to the ongoing operation of our hotels including, but not limited to, the enforcement of the contribution and purchase agreements, the Option Agreement and our property management agreements with HHMLP. These officers and trustees also make decisions for our company with respect to property management. Consequently, these officers and trustees may not act solely in the best interests of our shareholders relating to property management by HHMLP.

Conflicts of interest relating to sales or refinancing of hotels acquired from some of our trustees and officers may lead to decisions that are not in our best interest.

Some of our non-independent trustees and officers have unrealized gains associated with their interests in the hotels we have acquired from them and, as a result, any sale of these hotels or refinancing or prepayment of principal on the indebtedness assumed by us in purchasing these hotels may cause adverse tax consequences to such trustees and

officers. Therefore, our interests and the interests of these individuals may be different in connection with the disposition or refinancing of these hotels.

Hotels owned or acquired by some of our trustees and officers may hinder these individuals from spending adequate time on our business.

Some of our trustees and officers own hotels and may develop or acquire new hotels, subject to certain limitations. Such ownership, development or acquisition activities may materially affect the amount of time these officers and trustees devote to our affairs. Some of our trustees and officers operate hotels that are not owned by us, which may materially affect the amount of time that they devote to managing our hotels. Pursuant to the Option Agreement we have an option to acquire any hotels developed by our officers and trustees.

#### RISKS RELATING TO OUR STRUCTURE

There are no assurances of our ability to make distributions in the future.

We intend to pay quarterly dividends and to make distributions to our shareholders in amounts such that all or substantially all of our taxable income in each year, subject to certain adjustments, is distributed. However, our ability to pay dividends may be adversely affected by the risk factors described in this annual report. All distributions will be made at the discretion of our Board of Trustees and will depend upon our earnings, our financial condition, maintenance of our REIT status and such other factors as our Board of Trustees may deem relevant from time to time. There are no assurances of our ability to pay dividends in the future.

An increase in market interest rates may have an adverse effect on the market price of our securities.

One of the factors that investors may consider in deciding whether to buy or sell our securities is our dividend rate as a percentage of our share or unit price, relative to market interest rates. If market interest rates increase, prospective investors may desire a higher dividend or interest rate on our securities or seek securities paying higher dividends or interest. The market price of our common shares likely will be based primarily on the earnings and return that we derive from our investments and income with respect to our properties and our related distributions to shareholders, and not from the market value or underlying appraised value of the properties or investments themselves. As a result, interest rate fluctuations and capital market conditions can affect the market price of our common shares. For instance, if interest rates rise without an increase in our dividend rate, the market price of our common shares could decrease because potential investors may require a higher dividend yield on our common shares as market rates on interest-bearing securities, such as bonds, rise. In addition, rising interest rates would result in increased interest expense on our variable rate debt, thereby adversely affecting cash flow and our ability to service our indebtedness and pay dividends.

Holder of our outstanding preferred shares have dividend, liquidation and other rights that are senior to the rights of the holders of our common shares.

Our Board of Trustees has the authority to designate and issue preferred shares with liquidation, dividend and other rights that are senior to those of our common shares. As of December 31, 2015, 4,600,000 Series B Preferred Shares and 3,000,000 Series C Preferred Shares were issued and outstanding. Holders of our outstanding preferred shares are entitled to cumulative dividends before any dividends may be declared or set aside on our common shares. Upon our voluntary or involuntary liquidation, dissolution or winding up, before any payment is made to holders of our common shares, holders of our preferred shares are entitled to receive a liquidation preference of \$25.00 per share plus any accrued and unpaid distributions. This will reduce the remaining amount of our assets, if any, available to distribute to holders of our common shares. In addition, holders of our preferred shares have the right to elect two additional trustees to our Board of Trustees whenever dividends are in arrears in an aggregate amount equivalent to six or more quarterly dividends, whether or not consecutive.

Future offerings of equity securities, which would dilute our existing shareholders and may be senior to our common shares for the purposes of dividend distributions, may adversely affect the market price of our common shares.

In the future, we may attempt to increase our capital resources by making additional offerings of equity securities, including classes of preferred or common shares. Upon liquidation, holders of our preferred shares and lenders with respect to other borrowings will receive a distribution of our available assets prior to the holders of our common shares. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our common shares, or both. Our preferred shares, if issued, could have a preference on liquidating distributions or a preference on dividend payments that could limit our ability to make a dividend distribution to the holders of our common shares. Because our decision to issue securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future offerings. Thus, our shareholders bear the risk of our future offerings reducing the market price of our common shares and

diluting their share holdings in us.

We may change our distribution policy in the future.

In the past we have reduced the quarterly distributions paid to our shareholders, and we may reduce or eliminate the quarterly distribution paid to our shareholders in the future. The decision to declare and pay distributions on our common shares in the future, as well as the timing, amount and composition of any such future distributions, will be at the sole discretion of our board of trustees and will depend on our earnings, funds from operations, liquidity, financial condition, capital requirements, contractual prohibitions or other limitations under our indebtedness and preferred shares, the annual distribution requirements under the REIT provisions of the Code, state law and such other factors as our board of trustees deems relevant. Any change in our distribution policy could have a material adverse effect on the market price of our common shares.

The market price of our securities could be volatile and could decline, resulting in a substantial or complete loss of your investment in our securities.

The stock markets have experienced significant price and volume fluctuations in the recent past. As a result, the market price of our securities has been and could be similarly volatile in the future, and investors in our securities may experience a decrease in the value of their investments, including decreases unrelated to our operating performance or prospects. The market price of our securities could be subject to wide fluctuations in response to a number of factors, including:

our operating performance and the performance of other similar companies;

actual or anticipated differences in our operating results;

changes in our revenues or earnings estimates or recommendations by securities analysts; publication of research reports about us or our industry by securities analysts;

additions and departures of key personnel;

strategic decisions by us or our competitors, such as acquisitions, divestments, spin-offs, joint ventures, strategic investments or changes in business strategy;

the passage of legislation or other regulatory developments that adversely affect us or our industry;

speculation in the press or investment community; actions by institutional shareholders;

changes in accounting principles;

terrorist acts; and

general market conditions, including factors unrelated to our performance.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their stock price. This type of litigation could result in substantial costs and divert our management's attention and resources.

Future sales of our common shares or securities convertible into or exchangeable or exercisable for our common shares could depress the market price of our common shares.

We cannot predict whether future sales of our common shares or securities convertible into or exchangeable or exercisable for our common shares or the availability of these securities for resale in the open market will decrease the market price of our common shares. Sales of a substantial number of these securities in the public market,

including sales upon the redemption of Common Units held by the limited partners of our operating partnership, (other than us and our subsidiaries) or the perception that these sales might occur, may cause the market price of our common shares to decline and you could lose all or a portion of your investment.

Future issuances of our common shares or other securities convertible into or exchangeable or exercisable for our common shares, including, without limitation, common units of beneficial interest in our Operating Partnership (“Common Units”), in connection with property, portfolio or business acquisitions and issuances of equity-based awards to participants in our equity incentive plans, could have an adverse effect on the market price of our common shares. Future issuances of these securities also could adversely affect the terms upon which we obtain additional capital through the sale of equity securities. In addition, future sales or issuances of our common shares may be dilutive to existing shareholders.

Our Board of Trustees may authorize the issuance of additional shares that may cause dilution or prevent a transaction that is in the best interests of our shareholders.

Our Declaration of Trust authorizes the Board of Trustees, without shareholder approval, to:

amend the Declaration of Trust to increase or decrease the aggregate number of shares of beneficial interest or the number of shares of beneficial interest of any class or series that we have the authority to issue;

cause us to issue additional authorized but unissued common shares or preferred shares; or

classify or reclassify any unissued common or preferred shares and to set the preferences, rights and other terms of such classified or reclassified shares, including the issuance of additional common shares or preferred shares that have preference rights over the common shares with respect to dividends, liquidation, voting and other matters.

Any one of these events could cause dilution to our common shareholders, delay, deter or prevent a transaction or a change in control that might involve a premium price for the common shares or otherwise not be in the best interest of holders of common shares.

Our Declaration of Trust contains a provision that creates staggered terms for our Board of Trustees.

Our Board of Trustees is divided into two classes, the terms of which expire every two years. Trustees of each class are elected for two-year terms upon the expiration of their current terms and each year one class of trustees will be elected by the shareholders. The staggered terms of trustees may delay, deter or prevent a tender offer, a change in control of us or other transaction, even though such a transaction might be in the best interest of the shareholders.

Certain provisions of Maryland law may discourage a third party from acquiring us.

Under the Maryland General Corporation Law, as amended (MGCL), as applicable to REITs, certain “business combinations” (including certain issuances of equity securities) between a Maryland REIT and any person who beneficially owns ten percent or more of the voting power of the trust’s shares, or an affiliate thereof, are prohibited for five years after the most recent date on which such shareholder acquired at least ten percent of the voting power of the trust’s shares. Thereafter, any such business combination must be approved by two super-majority shareholder votes unless, among other conditions, the trust’s common shareholders receive a minimum price (as defined in the MGCL) for their shares and the consideration is received in cash or in the same form as previously paid by the interested shareholder for its common shares. These provisions could delay, deter or prevent a change of control or other transaction in which holders of our equity securities might receive a premium for their shares above then-current market prices or which such shareholders otherwise might believe to be in their best interests. Although our bylaws contain a provision exempting acquisitions of our shares from the control share acquisition legislation referenced above, there can be no assurance that this provision will not be amended or eliminated at any time in the future.

Our Board of Trustees may change our investment and operational policies without a vote of the common shareholders.

Our major policies, including our policies with respect to acquisitions, financing, growth, operations, debt limitation and distributions, are determined by our Board of Trustees. The Trustees may amend or revise these and other policies from time to time without a vote of the holders of the common shares.

Our Board of Trustees and management make decisions on our behalf, and shareholders have limited management rights.

Our shareholders have no right or power to take part in our management except through the exercise of voting rights on certain specified matters. The Board of Trustees is responsible for our management and strategic business direction, and our management is responsible for our day-to-day operations. Certain policies of our Board of Trustees may not be consistent with the immediate best interests of our shareholders.



## RISKS RELATED TO OUR TAX STATUS

If we fail to qualify as a REIT, our dividends will not be deductible to us, and our income will be subject to taxation, which would reduce the cash available for distribution to our shareholders.

We have operated and intend to continue to operate so as to qualify as a REIT for federal income tax purposes. However, the federal income tax laws governing REITs are extremely complex, and interpretations of the federal income tax laws governing REITs are limited. Our continued qualification as a REIT will depend on our continuing ability to meet various requirements concerning, among other things, the ownership of our outstanding shares of beneficial interest, the nature of our assets, the sources of our income, and the amount of our distributions to our shareholders. Moreover, new tax legislation, administrative guidance or court decisions, in each instance potentially with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT. If we were to fail to qualify as a REIT in any taxable year and did not qualify for certain statutory relief provisions, we would not be allowed a deduction for distributions to our shareholders in computing our taxable income and would be subject to federal income tax (including any applicable alternative minimum tax) on our taxable income at regular corporate rates. Any such corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our shareholders, which in turn could have an adverse impact on the value of, and trading prices for, our shares. Unless entitled to relief under certain Code provisions, we also would be disqualified from treatment as a REIT for the four taxable years following the year during which qualification was lost. As a result, amounts available for distribution to shareholders would be reduced for each of the years involved. Although we currently intend to continue to operate in a manner so as to qualify as a REIT, it is possible that future economic, market, legal, tax or other considerations may cause our Board of Trustees, with the consent of holders of two-thirds of the outstanding shares, to revoke our REIT election.

Failure to make required distributions would subject us to tax, which would reduce the cash available for distribution to our shareholders.

In order to qualify as a REIT, each year we must distribute to our shareholders at least 90% of our REIT taxable income determined without regard to the deduction for dividends paid and excluding net capital gain. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our actual distributions in any year are less than the sum of:

85% of our REIT ordinary income for that year;

95% of our REIT capital gain net income for that year; and

100% of our undistributed taxable income required to be distributed from prior years.

We have distributed, and intend to continue to distribute, our taxable income to our shareholders in a manner intended to satisfy the 90% distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax. Differences in timing between the recognition of income and the related cash receipts or the effect of required debt amortization payments could require us to borrow money or sell assets to pay out enough of our taxable income to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in a particular year. In the past we have borrowed, and in the future we may borrow, to pay distributions to our shareholders and the limited partners of our operating partnership. Such borrowings subject us to risks from borrowing as described herein. Additionally, we may, if necessary and allowable, pay taxable dividends of our shares or debt securities to meet the distribution requirements.

If the leases of our hotels to our TRSs are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.

To qualify as a REIT, we must satisfy two gross income tests, under which specified percentages of our gross income must be derived from certain sources, such as “rents from real property.” Rents paid to our operating partnership by our TRSs pursuant to the lease of our hotels constitute substantially all of our gross income. In order for such rent to qualify as “rents from real property” for purposes of the gross income tests, the leases must be respected as true leases for federal income tax purposes and not be treated as service contracts, joint ventures or some other type of arrangement. If our leases are not respected as true leases for federal income tax purposes, we would fail to qualify as a REIT.

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

A REIT may own up to 100% of the stock of one or more TRSs. A TRS may hold assets and earn income that would not be qualifying assets or income if held or earned directly by a REIT, including gross operating income from hotel operations pursuant to hotel management contracts. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 25% (or 20% for taxable years beginning after December 31, 2017) of the value of a REIT's assets may consist of stock or securities of one or more TRSs. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

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

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

Rent paid by a lessee that is a “related party tenant” of ours will not be qualifying income for purposes of the two gross income tests applicable to REITs. We lease our hotels to our TRSs. A TRS will not be treated as a “related party tenant,” and will not be treated as directly operating a lodging facility, which is prohibited, to the extent the TRS leases properties from us that are managed by an “eligible independent contractor.”

We believe that the rent paid by our TRSs is qualifying income for purposes of the REIT gross income tests and that our TRSs qualify to be treated as taxable REIT subsidiaries for federal income tax purposes, but there can be no assurance that the Internal Revenue Service, or the IRS, will not challenge this treatment or that a court would not sustain such a challenge. If the IRS successfully challenged this treatment, we would likely fail to satisfy the asset tests applicable to REITs and substantially all of our income would fail to qualify for the gross income tests. If we failed to satisfy either the asset or gross income tests, we would likely lose our REIT qualification for federal income tax purposes, unless certain relief provisions applied.

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

The federal income tax laws governing REITs are complex.

We intend to continue to operate in a manner that will qualify us as a REIT under the federal income tax laws. The REIT qualification requirements are extremely complex, however, and interpretations of the federal income tax laws governing qualification as a REIT are limited. Accordingly, we cannot be certain that we will be successful in operating so we can continue to qualify as a REIT. At any time, new laws, interpretations, or court decisions may change the federal tax laws or the federal income tax consequences of our qualification as a REIT.

Complying with REIT requirements may force us to sell otherwise attractive investments.

To qualify as a REIT, we must satisfy certain requirements with respect to the character of our assets. If we fail to comply with these requirements at the end of any calendar quarter, we must correct such failure within 30 days after the end of the calendar quarter (by, possibly, selling assets notwithstanding their prospects as an investment) to avoid losing our REIT status. If we fail to comply with these requirements at the end of any calendar quarter, and the failure exceeds a de minimis threshold, we may be able to preserve our REIT status if (a) the failure was due to reasonable cause and not to willful neglect, (b) we dispose of the assets causing the failure within six months after the last day of the quarter in which we identified the failure, (c) we file a schedule with the IRS, describing each asset that caused the failure, and (d) we pay an additional tax of the greater of \$50,000 or the product of the highest applicable tax rate multiplied by the net income generated on those assets. As a result, we may be required to liquidate otherwise attractive investments.

The prohibited transactions tax may limit our ability to engage in transactions, including dispositions of assets that would be treated as sales for federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, held primarily for sale to customers in the ordinary course of business. We may be subject to the prohibited transaction tax upon a disposition of real property. Although a safe harbor to the characterization of the sale of real property by a REIT as a prohibited transaction is available, we cannot assure you that we can comply with the safe harbor or that we will avoid owning property that may be characterized as held primarily for sale to customers in the ordinary course of business. Consequently, we may choose not to engage in certain sales of real property or may conduct such sales through a TRS.

We may pay taxable dividends partly in shares and partly in cash, in which case shareholders may sell our shares to pay tax on such dividends, placing downward pressure on the market price of our shares.

We may make taxable dividends that are payable partly in cash and partly in shares. The IRS has issued private letter rulings to other REITs treating certain distributions that are paid partly in cash and partly in shares as dividends that would satisfy the REIT annual distribution requirement and qualify for the dividends paid deduction for federal income tax purposes. Those rulings may be relied upon only by the taxpayers to whom they were issued, but we could request a similar ruling from the IRS. In addition, the IRS issued a revenue procedure creating a temporary safe harbor that authorized publicly traded REITs to make elective cash/stock dividends, but that temporary safe harbor has expired. Accordingly, it is unclear whether and to what extent we will be able to make taxable dividends payable in cash and shares. If in the future we choose to pay dividends in our own shares, our shareholders may be required to pay tax in excess of the cash that they receive. If a U.S. shareholder sells the shares that it receives as a dividend in order to pay this tax, the sales proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of our shares at the time of the sale. Furthermore, with respect to certain non-U.S. shareholders, we may be required to withhold U.S. federal income tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in shares. If we pay dividends in our own shares and a significant number of our shareholders determine to sell our shares in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our shares.

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

The tax rate applicable to “qualified dividend income” payable to domestic stockholders taxed at individual rates may be 20% or lower. Dividends payable by REITs, however, generally are not eligible for the reduced rates or qualified dividend income. Although this legislation does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could cause investors who are taxed at individual rates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our common shares.

Our share ownership limitation may prevent certain transfers of our shares.

In order to maintain our qualification as a REIT, not more than 50% in value of our outstanding shares of beneficial interest may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities). Our Declaration of Trust prohibits direct or indirect ownership (taking into account applicable ownership provisions of the Code) of more than (a) 9.9% of the aggregate number of outstanding common shares of any class or series or (b) 9.9% of the aggregate number of outstanding preferred shares of any class or series of outstanding preferred shares by any shareholder or group, or the Ownership Limitation. Generally, the shares of beneficial interest owned by related owners will be aggregated for purposes of the Ownership Limitation. The ownership limitation could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of shares might receive a premium for their shares over the then prevailing market price or which such holders might believe to be otherwise in their best interests. Any transfer of shares of beneficial interest that would violate the

Ownership Limitation, cause us to have fewer than 100 shareholders, cause us to be “closely held” within the meaning of Section 856(h) of the Code or cause us to own, directly or indirectly, 10% or more of the ownership interest in any tenant (other than a TRS) will be void, the intended transferee of such shares will be deemed never to have had an interest in such shares, and such shares will be designated “shares-in-trust.” Further, we will be deemed to have been offered shares-in-trust for purchase at the lesser of the market price (as defined in the Declaration of Trust) on the date we accept the offer and the price per share in the transaction that created such shares-in-trust (or, in the case of a gift, devise or non-transfer event (as defined in the Declaration of Trust), the market price on the date of such gift, devise or non-transfer event). Therefore, the holder of shares of beneficial interest in excess of the Ownership Limitation will experience a financial loss when such shares are purchased by us, if the market price falls between the date of purchase and the date of redemption.

We have, in limited instances from time to time, permitted certain owners to own shares in excess of the Ownership Limitation. The Board of Trustees has waived the Ownership Limitation for such owners after following procedures set out in our Declaration of Trust, under which the owners requesting the waivers provided certain information and our counsel provided certain legal opinions. These waivers established levels of permissible share ownership for the owners requesting the waivers that are higher than the Ownership Limitation. If the owners acquire shares in excess of the higher limits, those shares are subject to the risks described above in the absence of further waivers. The Board of Trustees is not obligated to grant such waivers and has no current intention to do so with respect to any owners who (individually or aggregated as the Declaration of Trust requires) do not currently own shares in excess of the Ownership Limitation.

Item 1B. Unresolved Staff Comments

None.

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## Item 2. Properties

The following table sets forth certain information with respect to the 49 hotels we wholly owned as of December 31, 2015, 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
	The Boxer	Boston, MA	2004	80
	Holiday Inn Express	Cambridge, MA	1997	112
	Residence Inn	Framingham, MA	2000	125
	Residence Inn	Norwood, MA	2006	96
	Hawthorn Suites by Wyndham	Franklin, MA	1999	100
	California - Arizona	Courtyard	San Diego, CA	1999
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
TownePlace Suites		Sunnyvale, CA*	2003	94
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

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	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
		Madison Square Garden,		
	Holiday Inn Express	Manhattan, NY	2006	228
	Hyatt	Union Square, NY	2013	178
	Nu Hotel	Brooklyn, NY	2008	93
	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

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Market	Name	Location	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.	Ritz Carlton	Georgetown, DC	2014	86
	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
	St. Gregory Hotel	Washington, DC	2014	155

TOTAL ROOMS 7,225

\*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, 2015.

Market	Name	Location	Year Opened	Number of Rooms	HHLP Ownership in Asset	HHLP 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%

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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.

Item 3. Legal Proceedings

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.

Item 4. Mine Safety Disclosures

Not applicable.

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## PART II

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

## MARKET INFORMATION

Our common shares trade on the New York Stock Exchange under the symbol "HT." As of February 16, 2016, the last reported closing price per common share on the New York Stock Exchange was \$18.92. 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, 2015	High	Low	Dividend Per Common Share	
Fourth Quarter	\$ 25.63	\$ 21.47	\$ 0.28	
Third Quarter	\$ 28.60	\$ 22.20	\$ 0.28	
Second Quarter	\$ 26.92	\$ 25.04	\$ 0.28	
First Quarter	\$ 28.84	\$ 25.12	\$ 0.28	*

Year Ended December 31, 2014	High	Low	Dividend Per Common Share	
Fourth Quarter	\$ 29.96	\$ 24.60	\$ 0.28	*
Third Quarter	\$ 27.80	\$ 25.41	\$ 0.28	*
Second Quarter	\$ 26.96	\$ 22.08	\$ 0.24	*
First Quarter	\$ 24.20	\$ 20.72	\$ 0.24	*

\*Adjusted for 4-for-1 reverse share split effective as of June 22, 2015.

## SHAREHOLDER INFORMATION

At December 31, 2015 we had approximately 123 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 32 entities and persons, including our company.

Our Declaration of Trust, subject to certain exceptions, provides that no person may own, or be deemed to own by virtue of the attribution provisions of the Code, more than 9.9% of the number of outstanding common shares of any class or series of common shares or the number of outstanding preferred shares of any class or series of preferred shares. For this purpose, a person includes a “group” and a “beneficial owner” as those terms are used for purposes of Section 13(d)(3) of the Exchange Act. Any transfer of common or preferred shares that would result in any person owning, directly or indirectly, common or preferred shares in excess of the ownership limitation, result in the common and preferred shares being owned by fewer than 100 persons (determined without reference to any rules of attribution), result in our being “closely held” within the meaning of Section 856(h) of the Code, or cause us to own, actually or constructively, 10% or more of the ownership interests in a tenant (other than a TRS) of our or our operating partnership’s real property, within the meaning of Section 856(d)(2)(B) of the Code, will be null and void, and the intended transferee will acquire no rights in such common or preferred shares.

Any person who acquires or attempts to acquire common or preferred shares in violation of the foregoing restrictions, or any person who owned common or preferred shares that were transferred to a trust, will be required to give written notice immediately to us of such event and provide us with such other information as we may request in order to determine the effect, if any, of such transfer on our status as a REIT.

In addition, our trustees, upon receipt of advice of counsel or other evidence satisfactory to the trustees, in their sole and absolute discretion, may, in their sole and absolute discretion, exempt a person from the ownership limitation under certain circumstances. The foregoing restrictions continue to apply until the trustees determine that it is no longer in our best interests to attempt to qualify, or to continue to qualify, as a REIT and there is an affirmative vote of two-thirds of the number of common and preferred shares entitled to vote on such matter at a regular or special meeting of our shareholders.

All certificates representing common or preferred shares bear a legend referring to the restrictions described above.

The restrictions on ownership and transfer described above could have the effect of delaying, deterring or preventing a change in control or other transaction in which holders of some, or a majority, of our common shares might receive a premium for their shares over the then-prevailing market price or which such holders might believe to be otherwise in their best interest.

## EQUITY COMPENSATION PLAN

See Part III, Item 12, for a description of securities authorized for issuance under our Amended and Restated 2012 Equity Incentive Plan.

## DISTRIBUTION INFORMATION

Future distributions, if any, will be at the discretion of our Board of Trustees and will depend on our actual cash flow, financial condition, capital requirements, the annual distribution requirements under the REIT provisions of the Internal Revenue Code and such other factors as we may deem relevant. Our ability to make distributions will depend on our receipt of distributions from our operating partnership and lease payments from our lessees with respect to the hotels. We rely on the profitability and cashflows of our hotels to generate sufficient cash flow for distributions. Additionally, we may, if necessary and allowable, pay taxable dividends of our shares or debt securities to meet the distribution requirements.

## 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, 2015, 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.



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	2010	2011	2012	2013	2014	2015
Hersha Hospitality Trust	\$ 100.00	\$ 73.94	\$ 75.76	\$ 84.39	\$ 110.45	\$ 89.53
S&P 500	100.00	100.00	113.40	146.97	166.84	169.14
Russell 2000	100.00	94.55	108.38	148.49	155.66	148.80
SNL Hotel REIT Index	100.00	84.91	93.04	113.81	150.22	116.21

## 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, 2015 under the \$100 million repurchase program authorized by our Board of Trustees in December 2012 and reauthorized in February 2015 is set forth in the table below. All such common shares were repurchased pursuant to open market transactions.

In October 2015, our Board of Trustees authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding common shares. This new program is in addition to the existing \$100,000 program authorized in February 2015 and will commence upon completion of the existing \$100,000 common share repurchase program, and will expire on December 31, 2016. We may seek Board of Trustee approval to increase the 2016 authorization.

In May 2015, our Board of Trustees approved a reverse share split of our issued and outstanding common shares at a ratio of 1-for-4. This reverse share split converted every four issued and outstanding common shares into one common share. The reverse share split was effective as of 5:00 PM Eastern time on June 22, 2015. All common share and per share data shown below have been updated to reflect this share split as if it occurred on January 1, 2015.

## 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)
January 1 to January 31, 2015	-	N/A	N/A	-
February 1 to February 28, 2015	-	N/A	N/A	-
March 1 to March 31, 2015	494,441	\$ 25.44	494,441	\$ 87,413
April 1 to April 30, 2015	160,167	25.56	654,608	83,317
May 1 to May 31, 2015	1,002,970	25.68	1,657,578	57,568
June 1 to June 30, 2015	306,573	25.36	1,964,151	49,791
	-	N/A	1,964,151	49,791

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July 1 to July 31, 2015				
August 1 to August 31, 2015	643,334	24.38	2,607,485	34,109
September 1 to September 30, 2015	813,453	23.57	3,420,938	17,174
October 1 to October 31, 2015	297,600	22.56	3,718,538	108,227
November 1 to November 30, 2015	516,128	23.31	4,234,666	96,197
December 1 to December 31, 2015	1,075,705	22.45	5,310,371	72,053

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## 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)

	2015	2014	2013	2012	2011
Revenue:					
Hotel Operating Revenues	\$ 470,272	\$ 417,226	\$ 338,064	\$ 299,005	\$ 229,156
Interest Income From Development Loans	-	-	158	1,998	3,427
Other Revenues	113	180	191	212	330
Total Revenue	470,385	417,406	338,413	301,215	232,913
Operating Expenses:					
Hotel Operating Expenses	254,313	227,324	188,431	161,982	121,402
Gain on Insurance Settlements	-	(4,604)	(403)	-	-
Hotel Ground Rent	3,137	2,433	985	835	877
Real Estate and Personal Property Taxes and Property Insurance	34,518	30,342	24,083	19,341	15,936
General and Administrative (including Share Based Payments of \$6,523, \$6,028, \$9,746, \$9,678, \$7,590)	20,515	20,363	23,869	23,377	18,449
Acquisition and Terminated Transaction Costs	1,119	2,472	974	1,179	2,734
Depreciation and Amortization	74,390	69,167	55,784	48,243	40,562
Contingent Consideration	-	2,000	-	-	-
Total Operating Expenses	387,992	349,497	293,723	254,957	199,960
Operating Income	82,393	67,909	44,690	46,258	32,953
Interest Income	193	805	1,784	1,311	456
Interest Expense	(43,557)	(43,357)	(40,935)	(38,070)	(34,266)
Other Expense	(367)	(485)	(102)	(43)	(231)
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	(561)	(670)	(545)	(3,189)	(102)

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Income (Loss) before (Loss) Income from Unconsolidated Joint Venture Investments and Discontinued Operations	38,101	66,558	16,988	6,267	(1,190)
Income (Loss) from Unconsolidated Joint Ventures	965	693	(22)	(232)	210
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
Income (Loss) from Unconsolidated Joint Venture Investments	965	693	(1,835)	(2,124)	1,290
Income Before Income Taxes	39,066	67,251	15,153	4,143	100
Income Tax Benefit	3,141	2,685	5,600	3,355	-
Income from Continuing Operations	42,207	69,936	20,753	7,498	100
Discontinued Operations:					
(Loss) Gain on Disposition of Hotel Properties	-	(128)	32,121	11,231	991
Impairment of Assets Held for Sale	-	(1,800)	(10,314)	-	(30,248)
Income from Discontinued Operations	-	263	7,388	3,489	2,189
(Loss) Income from Discontinued Operations	-	(1,665)	29,195	14,720	(27,068)
Net Income (Loss)	42,207	68,271	49,948	22,218	(26,968)
(Income) Loss Allocated to Noncontrolling Interests	(411)	(1,016)	(335)	158	1,734
Issuance Costs of Redeemed Preferred Shares	-	-	(2,250)	-	-
Preferred Distributions	(14,356)	(14,356)	(14,611)	(14,000)	(10,499)
Net Income (Loss) applicable to Common Shareholders	\$ 27,440	\$ 52,899	\$ 32,752	\$ 8,376	\$ (35,733)

## HERSHA HOSPITALITY TRUST

## SELECTED FINANCIAL DATA

(In thousands, except per share data)

	2015	2014	2013	2012	2011
Basic Income (Loss) from Continuing Operations applicable to Common Shareholders	\$ 0.56	\$ 1.08	\$ 0.07	\$ (0.12)	\$ (0.24)
Diluted Income (Loss) from Continuing Operations applicable to Common Shareholders (1)	0.56	1.07	0.07	(0.12)	(0.24)
Dividends declared per Common Share	1.12	1.04	0.96	0.96	0.92
Balance Sheet Data					
Net investment in hotel properties	\$ 1,831,119	\$ 1,745,483	\$ 1,535,835	\$ 1,466,713	\$ 1,341,536
Assets Held for Sale	-	-	56,583	-	93,829
Noncontrolling Interests Common Units	31,876	29,082	29,523	15,484	16,862
Redeemable Noncontrolling Interest	-	-	-	15,321	14,955
Noncontrolling Interests Consolidated Joint Ventures	-	-	-	-	307
Noncontrolling Interests Consolidated Variable Interest Entity	(1,760)	(1,075)	(342)	476	-
Shareholder's equity	678,039	829,381	837,958	829,828	730,673
Total assets	1,969,772	1,855,539	1,748,097	1,707,679	1,630,909
Total debt	1,177,087	918,923	773,501	792,708	758,374
Liabilities related to Assets Held for Sale	-	-	45,835	-	61,758
Other Data					
Net cash provided by operating activities	\$ 121,817	\$ 112,894	\$ 90,261	\$ 71,756	\$ 58,668
Net cash used in investing activities	\$ (143,909)	\$ (180,504)	\$ (125,474)	\$ (55,817)	\$ (230,758)
Net cash provided by financing activities	\$ 28,372	\$ 53,072	\$ 2,367	\$ 28,552	\$ 131,062
Weighted average shares outstanding					
Basic	47,786,811	49,777,302	49,597,613	46,853,818	42,188,346
Diluted (1)	48,369,658	50,307,506	50,479,545	46,853,818	42,188,346

(1) Income allocated to noncontrolling interest in HHLP 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, 2015, we owned interests in 54 hotels in major urban gateway markets including New York, Washington DC, Boston, Philadelphia, San Diego, Los Angeles and Miami, including 49 wholly-owned hotels and interests in five hotels owned through unconsolidated joint ventures. Our "Summary of Operating Results" section below contains operating results for 49 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, 2015, 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 2015, 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 divest of properties at favorable prices, potentially redeploying that capital in our focus markets or opportunistically repurchasing our common shares. We do not expect to actively pursue acquisitions of new hotels in 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.

Since 2010, the lodging cycle has been characterized by limited new supply and muted GDP growth. Favorable supply and demand fundamentals are expected for the next 2-to-3 years and increasing domestic and leisure transient business, combined with the resurgence of group travelers, is expected to offset global macroeconomic uncertainty and drive lodging demand moving forward. Limited new supply and strong demand has resulted in historically high occupancies across the United States (“U.S.”), with RevPAR growth forecast to be rate-driven for the remainder of the cycle. We expect moderate improvement in consumer and commercial spending and lodging demand during 2016. However, 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, 2015, 2014 and 2013.

## CONSOLIDATED HOTELS:

	Year Ended 2015	Year Ended 2014	2015 vs. 2014 % Variance	Year Ended 2013	2014 vs. 2013 % Variance
Occupancy	84.1%	82.6%	1.5%	79.7%	2.9%
Average Daily Rate (ADR)	\$ 197.34	\$ 187.82	5.1%	\$ 179.70	4.5%
Revenue Per Available Room (RevPAR)	\$ 165.88	\$ 155.19	6.9%	\$ 143.30	8.3%
Room Revenues	\$ 424,383	\$ 380,461	11.5%	\$ 309,452	22.9%
Hotel Operating Revenues	\$ 470,272	\$ 417,226	12.7%	\$ 338,064	23.4%

RevPAR for the year ended December 31, 2015 increased 6.9% for our consolidated hotels when compared to the same period in 2014. This increase represents a continued growth trend in RevPAR, which is primarily due to the improving economic conditions in 2015 and the acquisition of hotel properties consummated in 2015 and 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 2015 were hotels in our Boston, West Coast, and South Florida markets, each of which posted RevPAR growth in excess of 11.0% versus the same period in 2014.

The following table outlines operating results for the three years ended December 31, 2015, 2014 and 2013 for hotels we own through unconsolidated joint venture interests (excluding those hotel assets that 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:

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	Year Ended 2015	Year Ended 2014	2015 vs. 2014 % Variance	Year Ended 2013	2014 vs. 2013 % Variance
Occupancy	68.1%	67.2%	0.9%	68.3%	-1.1%
Average Daily Rate (ADR)	\$ 170.20	\$ 164.10	3.7%	\$ 154.57	6.2%
Revenue Per Available Room (RevPAR)	\$ 115.93	\$ 110.33	5.1%	\$ 105.52	4.6%
Room Revenues	\$ 57,927	\$ 59,135	-2.0%	\$ 58,273	1.5%
Total Revenues	\$ 80,703	\$ 80,860	-0.2%	\$ 80,879	0.0%

For our unconsolidated hotels, RevPAR for the year ended December 31, 2015 increased 5.1% compared to RevPAR achieved during the year ended December 31, 2014. The 2015 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 8.1%. In addition, the Courtyard Norwich, CT is included in the results for the year ended 2014, but is not included in the results for the year ended 2015. The owner of the property, Mystic Partners, LLC, transferred the title of the property, of which we held a 66.7% interest, to the lender during the fourth quarter of 2014. This property had occupancy of 56.6%, ADR of \$115.52 and RevPAR of \$65.42 for the year ended 2014, which was the lowest operating statistics for the Mystic Partners, LLC portfolio.

As noted in “Item 1 – Business,” we entered into Contribution Agreements to make an equity investment in a joint venture, which will own seven hotels currently included in the Company’s consolidated hotels noted above. Upon contribution of the Cindat JV Properties into the joint venture, we believe the properties will be accounted for as an unconsolidated joint venture. The impact of this transaction on future occupancy, ADR and RevPAR reported for our consolidated hotels and unconsolidated joint ventures will depend upon the timing of contribution and the future results of the Cindat JV Properties.

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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, 2015 and 2014, there are 41 same store consolidated hotels and 34 same store consolidated hotels for the years ended December 31, 2014 and 2013. The following table outlines operating results for the years ended December 31, 2015, 2014, and 2013, for our same store consolidated hotels:

SAME STORE

CONSOLIDATED HOTELS:

	(includes 41 hotels in both years)			(includes 34 hotels in both years)		
	Year Ended 2015	Year Ended 2014	2015 vs. 2014 % Variance	Year Ended 2014	Year Ended 2013	2014 vs. 2013 % Variance
Occupancy	83.7%	82.1%	1.6%	82.9%	79.7%	3.2%
Average Daily Rate (ADR)	\$ 193.62	\$ 185.13	4.6%	\$ 179.76	\$ 176.85	1.6%
Revenue Per Available Room (RevPAR)	\$ 162.06	\$ 152.03	6.6%	\$ 148.97	\$ 140.95	5.7%
Room Revenues	\$ 374,679	\$ 351,248	6.7%	\$ 280,421	\$ 265,142	5.8%
Total Revenues	\$ 415,395	\$ 385,065	7.9%	\$ 305,961	\$ 288,635	6.0%

Driven by strong performance in our Boston, West Coast, and Washington DC markets, RevPAR for our same store consolidated hotels increased 6.6% during the year ended December 31, 2015, when compared to the same period in 2014.

COMPARISON OF THE YEAR ENDED DECEMBER 31, 2015 TO DECEMBER 31, 2014

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

Revenue

Our total revenues for the years ended December 31, 2015 and 2014 consisted entirely of hotel operating revenues and other revenue. 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 \$53,046, or 12.7%, from \$417,226 for the year ended December 31, 2014 to \$470,272 for the same period in 2015. This increase in hotel operating revenues was primarily attributable to the acquisition of hotel properties consummated in 2015 and 2014 as well as the continued growth and stabilization of our existing assets.

Since December 31, 2014, we have acquired interests in three consolidated hotels. These three hotels contributed the following operating revenues for the twelve months ended December 31, 2015.

Brand	Location	Acquisition Date	Rooms	2015 Hotel Operating Revenues
St. Gregory Hotel	Washington, DC	June 16, 2015	155	\$ 5,257
TownePlace Suites	Sunnyvale, CA	August 25, 2015	94	1,744
Ritz Carlton Georgetown	Washington, DC	December 29, 2015	86	149
			335	\$ 7,150

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, 2015 included revenues for the following hotels that were purchased during the year ended December 31, 2014. Hotels acquired during the year ended December 31, 2014 would have a full year of results included in the year ended December 31, 2015 but not necessarily a full year of results during the same period in 2014.

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We acquired interests in the following consolidated hotels during the year ended December 31, 2014:

Brand	Location	Acquisition Date	Rooms	2015 Hotel Operating Revenues	2014 Hotel Operating Revenues
Hotel Milo	Santa Barbara, CA	February 28, 2014	122	\$ 9,141	\$ 8,655
Parrot Key Resort	Key West, FL	May 7, 2014	148	15,089	9,145
Hilton Garden Inn 52nd Street	New York, NY	May 30, 2014*	205	17,935	10,439
Hampton Inn Pearl Street	New York, NY	June 23, 2014*	81	5,563	2,867
			556	\$ 47,728	\$ 31,106

\*Date the hotel began operations.

In addition, our same store consolidated portfolio experienced improvements in ADR and occupancy during the year ended December 31, 2015 when compared to the same period in 2014. Occupancy in our same store consolidated hotels increased 158 basis points from 82.1% during the year ended December 31, 2014 to 83.7% for the same period in 2015. ADR improved 4.6%, increasing from \$185.13 for the year ended December 31, 2014 to \$193.62 during the same period in 2015. These improvements were due to improvements in lodging trends in the markets in which our hotels are located.

#### Expenses

Total hotel operating expenses increased 11.9% to approximately \$254,313 for the year ended December 31, 2015 from \$227,324 for the year ended December 31, 2014. Consistent with the increase in hotel operating revenues, hotel operating expenses increased primarily due to the acquisitions consummated since the comparable period in 2014, as mentioned above. The acquisitions also resulted in an increase in depreciation and amortization of 7.6%, or \$5,223, to \$74,390 for the year ended December 31, 2015 from \$69,167 for the year ended December 31, 2014. Real estate and personal property tax and property insurance increased \$4,176, or 13.8%, for the year ended December 31, 2015 when compared to the same period in 2014. This increase is 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 increased by approximately \$152 to \$20,515 for the year ended December 31, 2015 from \$20,363 for the year ended December 31, 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 increased \$495 when comparing the year ended December 31, 2015 to the same period in 2014. The increase in share based compensation expense is due primarily to the issuance of the shares attributable to the 2014 ALTIP Plan during the first quarter of 2015. 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 \$1,353 from \$2,472 for the year ended December 31, 2014 to \$1,119 for the year ended December 31, 2015. While we acquired more properties in 2014, the manners in which acquisition targets are found can and do dictate the costs necessary to complete the acquisition. The costs incurred in 2015 were related to the following hotels: \$76 related to our St. Gregory acquisition, \$84 related to our TownePlace Suites acquisition, and \$548 related to our Ritz Carlton Georgetown 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. 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, 2015 was \$82,393 compared to operating income of \$67,909 during the same period in 2014. Operating income was positively impacted by the improved operating results of our hotels discussed above. Offsetting this increase was insurance recoveries of approximately \$4,604 recognized during the year ended December 31, 2014 related to the settlement of insurance claims from Hurricane Sandy. A similar event did not occur during the year ended December 31, 2015.

## Interest Expense

Interest expense increased \$200 from \$43,357 for the year ended December 31, 2014 to \$43,557 for the year ended December 31, 2015. Our borrowings have increased in total since December 31, 2014, largely in part because of increased borrowings drawn on our unsecured credit facility and unsecured term loan. However, these borrowings were used to repay several secured mortgage indebtedness during the year ended December 31, 2015. The borrowings on our unsecured credit facility and unsecured term loan bear interest at a lower interest rate than the mortgage loans in which the proceeds were used to repay, thereby compressing the increase in interest expense for the year ended December 31, 2015 as compared to the same period in 2014. During 2014, we entered into a new credit facility which allowed for an additional \$100,000 unsecured term loan, which we drew during the second quarter of 2014. On August 10, 2015, we entered into a \$300,000 senior unsecured term loan with Citigroup Global Markets Inc. and various other lenders, which was fully drawn down by December 31, 2015.

## 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 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. A similar event did not occur during the year ended December 31, 2015.

## 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 during the year ended December 31, 2014. A similar event did not occur during the year ended December 31, 2015.

#### Unconsolidated Joint Venture Investments

The income 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 \$272 for the year ended December 31, 2015. This is primarily because of the improved performance in our Boston market, where two of our five properties owned in joint ventures are located.

#### Income Tax Benefit

During the year ended December 31, 2015, the Company recorded an income tax benefit of \$3,141 compared to an income tax benefit of \$2,685 in 2014.

#### Net Income Applicable to Common Shareholders

Net income applicable to common shareholders for the year ended December 31, 2015 was \$27,440 compared to net income applicable to common shareholders of \$52,899 for the same period in 2014. 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 which occurred for the year ended December 31, 2014 only.



## Comprehensive Income Attributable to Common Shareholders

Comprehensive income applicable to common shareholders for the year ended December 31, 2015 was \$27,332 compared to \$52,917 for the same period in 2014. 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 decrease in fair value of our interest rate swaps and caps used as cash flow hedges. The decrease in fair value of these instruments is attributed to changes in the forecasted LIBOR rates from period to period, as interest rates continue to be forecasted at historic lows. For the year ended December 31, 2015, we recorded other comprehensive loss of \$108 when compared to \$18 of other comprehensive income for the year ended December 31, 2014. The decrease in other comprehensive income was primarily due to the decrease in fair value of our interest rate swaps and caps used as cash flow hedges. The decrease in fair value of these instruments is attributed to changes in the forecasted LIBOR rates from period to period, as interest rates continue to be forecasted at historic lows.

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

(dollars in thousands, except per share data)

## Revenue

Our total revenues for the years ended December 31, 2014 and 2013 consisted of hotel operating revenues and other revenue. Hotel operating revenues were approximately 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.

We acquired interests in the following consolidated hotels that contributed the following operating revenues for the year 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

\*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, 2016 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 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 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 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 remaining costs were primarily 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 due primarily 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 income 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 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 four 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 ended 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 11 – Hotel Dispositions” 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 Applicable 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 \$18 when compared to \$1,410 of other comprehensive income for the year ended December 31, 2013.

## 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, 2015. 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.

We maintain 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. On August 10, 2015, we entered into a \$300,000 senior unsecured term loan agreement with Citigroup Global Markets Inc. and various other lenders. As of December 31, 2015, we had fully drawn this term loan. This new term loan expands our senior unsecured borrowing capacity from \$500,000 to \$800,000.

As of December 31, 2015, the outstanding unsecured term loan balance under the \$500,000 senior unsecured credit facility and unsecured term loan agreement was \$550,000 and we had \$27,000 outstanding borrowings under the \$250,000 revolving line of credit. As of December 31, 2015, our remaining borrowing capacity under the \$500,000 unsecured credit facility's revolving line of credit was \$218,745, 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, 2015, we have \$158,167 of indebtedness maturing on or before December 31, 2016. 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.

In addition to the incurrence of debt and the offering of equity securities, disposition of property or investment from a joint venture partner serve as additional capital resources and sources of liquidity. We may recycle capital from stabilized assets, as evidenced by our recently announced transaction involving the Cindat JV Properties or from sales of non-core hotels in secondary and tertiary markets. Capital from these types of transactions is intended to be redeployed into high growth acquisitions, share buybacks, or to pay down existing debt.

#### Common Share Repurchase Plan

In February 2015, our Board of Trustees authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding shares. In October 2015, our Board of Trustees authorized a new \$100,000 share repurchase program which would commence up on the completion of the existing program. The new program will expire on December 31, 2016 unless extended by the Board of Trustees. We may seek Board of Trustee approval to increase the 2016 authorization. For the year ended December 31, 2015, the Company repurchased 5,310,371 common shares for an aggregate purchase price of \$128,239 under the February 2015 and October 2015 repurchase programs. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares.

#### Acquisitions

During the year ended December 31, 2015, we acquired the following wholly-owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Other Intangibles	Loan Costs	Total Purchase Price	Assump of Debt
St. Gregory Hotel, Washington, DC	6/16/2015	\$ 23,764	\$ 33,005	\$ 3,240	\$ 45	\$ 978	\$ 61,032	\$ 28,902
TownePlace Suites, Sunnyvale, CA	8/25/2015	-	18,999	2,348	6,453	** -	27,800	-
Ritz-Carlton Georgetown, DC	12/29/2015	17,570	29,160	3,270	-	-	50,000	-
<b>TOTAL</b>		<b>\$ 41,334</b>	<b>\$ 81,164</b>	<b>\$ 8,858</b>	<b>\$ 6,498</b>	<b>\$ 978</b>	<b>\$ 138,832</b>	<b>\$ 28,902</b>

\*Includes a \$3,050 premium as we determined that the stated rate of interest on the assumed mortgage debt was above market.

\*\*Acquired ground lease asset of \$6,353 and intangible asset related to the franchise agreement of \$100 with purchase of the property.

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 Internal Revenue Code of 1986, 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 2015, 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, 2015 was \$121,817 and cash used for the payment of distributions and dividends for the year ended December 31, 2015 was \$70,971.

We also project that our operating cash flow and available borrowings under the \$250,000 revolving line of credit portion of our \$800,000 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 \$800,000 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, 2015 decreased when compared to spending on capital improvements during the year ended December 31, 2014. During the year ended December 31, 2015, we spent \$27,366 on capital expenditures to renovate, improve or replace assets at our hotels. This compares to \$38,342 during the same period in 2014. 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, 2015, we spent \$2,814 less on hotel development projects than during the same period of 2014 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, 2015 and December 31, 2014

Net cash provided by operating activities increased \$8,923 from \$112,894 for the year ended December 31, 2014 to \$121,817 for the comparable period in 2015. Net income, adjusted for non-cash items reflected in the statement of cash flows for the years ended December 31, 2015 and 2014, increased \$16,769 for the year ended December 31, 2015 when compared to 2014. This is primarily due to cash provided by properties acquired over the past twelve months and improving operating results within our existing portfolio. Further, a net decrease in working capital assets provided additional cash from operating activities.

Net cash used in investing activities for the year ended December 31, 2015 decreased \$36,595 from \$180,504 for the year ended December 31, 2014 compared to \$143,909 for 2015. While spending on the purchase of hotel properties and deposits on hotel acquisitions was \$60,060 higher during the year ended December 31, 2014, compared to same period in 2015, proceeds from the disposition of hotel properties was \$30,056 less during the year ended December 31, 2015 when compared to the year ended December 31, 2014. Offsetting this was spending on hotel development projects which were \$2,814 less during the year ended December 31, 2015 when compared to the year ended December 31, 2014. 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, 2015 was \$28,372 compared to net cash provided by financing activities for the year ended December 31, 2014 of \$53,072. Net proceeds received during the year ended December 31, 2015 under our unsecured credit facility were \$227,000 higher than during the same period in 2014. Net proceeds from mortgages and notes payable were \$136,258 lower during the year ended December 31, 2015, when compared to the same period in 2014. During the year ended December 31, 2015, we used \$128,239 for the repurchase of common shares. Dividends and distributions payable increased \$4,605 during the year ended December 31, 2015, compared to 2014, due to the increase in our dividend paid on common shares from \$1.04 to \$1.12 per share. This was partially offset by the reduction of dividends paid on common shares due to our common share repurchases.

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 same period 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 increased \$55,030, from \$125,474 for year ended December 31, 2013 to \$180,504 for 2014. Spending on the purchase of hotel properties and deposits on hotel acquisitions was \$43,742 less during 2014 compared to 2013, 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 four non-core properties during the first quarter.

Net cash provided by financing activities for year ended December 31, 2014 was \$53,072 compared to \$2,367 during the same period in 2013. 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.

## 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.



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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, 2015	December 31, 2014	December 31, 2013
Net income applicable to common shareholders	\$ 27,440	\$ 52,899	\$ 32,752
Income allocated to noncontrolling interests	411	1,016	335
(Income) loss from unconsolidated joint ventures	(965)	(693)	1,835
Gain on hotel acquisition	-	(12,667)	(12,096)
Development Loan Recovery	-	(22,494)	-
Gain on disposition of hotel properties	-	(7,067)	(32,121)
Loss from impairment of depreciable assets	-	1,800	10,314
Depreciation and amortization	74,390	69,167	55,784
Depreciation and amortization from discontinued operations	-	-	7,050
Funds from consolidated hotel operations applicable to common shareholders and Partnership units	101,276	81,961	63,853
Income (loss) from Unconsolidated Joint Ventures	965	693	(1,835)
Impairment of investment in unconsolidated joint ventures	-	-	1,813
Depreciation and amortization of purchase price in excess of historical cost (1)	481	570	596
Interest in depreciation and amortization of unconsolidated joint ventures (2)	5,027	5,915	6,502
Funds from unconsolidated joint ventures operations applicable to common shareholders and Partnership units	6,473	7,178	7,076
Funds from Operations applicable to common shareholders and Partnership units	\$ 107,749	\$ 89,139	\$ 70,929
Weighted Average Common Shares and Units Outstanding			
Basic	47,786,811	49,777,302	49,597,613
Diluted	50,276,867	52,035,256	52,221,554

(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.

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## 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, 2018. Early adoption is permitted, but not prior to the original effective date of January 1, 2017. 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.

On February 18, 2015, the FASB issued ASU No. 2015-02, Consolidation – Amendments to the Consolidation Analysis, which amends the current consolidation guidance affecting both the variable interest entity (VIE) and voting interest entity (VOE) consolidation models. The standard does not add or remove any of the characteristics in determining if an entity is a VIE or VOE, but rather enhances the way the Company assesses some of these characteristics. The new standard is effective for the Company on January 1, 2016. The Company does not expect ASU No. 2015-02 to have a significant impact on its consolidated financial statements and related disclosures.

On April 17, 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. ASU 2015-03 does not address debt issuance costs related to line-of-credit arrangements. The SEC staff announced at the June 18, 2015 Emerging Issues Task Force Meeting that it would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing deferred debt issuance costs ratably over the term of a line-of-credit arrangement, regardless of whether there are outstanding borrowings under that line-of-credit arrangement. In August 2015, the FASB issued ASU 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements, which incorporates the SEC staff guidance into the FASB Accounting Standards Codification. Currently, debt issuance costs are recorded as an asset and amortization of these deferred financing costs is recorded in interest expense. Under the new standard, debt issuance costs will continue to be amortized over the life of the debt instrument and amortization will continue to be recorded in interest expense. The new standard is effective for the Company on January 1, 2016 and will be applied on a retrospective basis. The Company anticipates a change in our balance sheet presentation only because the standard does not alter the accounting for amortization of debt issuance costs.

### 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, 2015, 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.

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## 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, 2015.

Contractual Obligations	Total	2016	2017	2018	2019	2020	Thereafter
Long Term Debt	\$ 596,584	\$ 158,167	\$ 203,737	\$ 101,871	\$ 2,872	\$ 2,912	\$ 127,025
Interest Expense on Long Term Debt	87,982	25,812	9,954	7,243	5,309	5,194	34,470
Unsecured Term Loan	550,000	-	-	-	250,000	300,000	-
Unsecured Line of Credit	27,000	-	-	27,000	-	-	-
Interest Expense on Credit Facility	73,159	15,662	15,662	15,662	9,764	8,584	7,825
Hotel Ground Rent	262,944	2,701	2,706	2,714	2,719	2,744	249,360
Total	\$ 1,597,669	\$ 202,342	\$ 232,059	\$ 154,490	\$ 270,664	\$ 319,434	\$ 418,680

## 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, 2015, we are exposed to interest rate risk with respect to variable rate borrowings under our \$500,000 credit facility and \$300,000 unsecured term loan and certain variable rate mortgages and notes payable. As of December 31, 2015, we had total variable rate debt outstanding of \$640,798 with a weighted average interest rate of 2.65%. The effect of a 100 basis point increase or decrease in the interest rate on our variable rate debt outstanding as of December 31, 2015 would be an increase or decrease in our interest expense for the twelve months ended December 31, 2015 of \$4,215.

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, 2015, we have an interest rate cap related to debt on the Hyatt Union Square, New York, NY and Courtyard by Marriott, Westside, Los Angeles, CA and we have four interest rate swaps related to debt on the Duane Street Hotel, New York, NY, Hilton Garden Inn, 52nd Street, 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, 2015 approximately 53% of our outstanding consolidated long-term indebtedness is subject to fixed rates or effectively capped, while 47% 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, 2015 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, 2015 to be approximately \$1,159,874 and a 100 basis point decrease in market interest rates would cause the fair value of our fixed-rate debt outstanding at December 31, 2015 to be approximately \$1,182,336.

	2016	2017	2018	2019	2020	Thereafter	Total
Fixed Rate Debt	\$ 157,120	\$ 177,492	\$ 828	\$ 150,872	\$ 912	\$ 45,563	\$ 532,787
Weighted Average Interest Rate	4.32%	3.51%	3.51%	5.39%	5.40%	5.39%	4.59%

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Floating Rate Debt	\$ 1,047	\$ 26,245	\$ 101,043	\$ 102,000	\$ 2,000	\$ 381,462	\$ 613,797
Weighted Average Interest Rate	2.74%	2.74%	2.76%	2.77%	2.77%	2.77%	2.76%
	\$ 158,167	\$ 203,737	\$ 101,871	\$ 252,872	\$ 2,912	\$ 427,025	\$ 1,146,584
Line of Credit Facility	\$ -	\$ -	\$ 27,000	\$ -	\$ -	\$ -	\$ 27,000
Weighted Average Interest Rate	-	-	2.81%	-	-	-	2.81%
	\$ 158,167	\$ 203,737	\$ 128,871	\$ 252,872	\$ 2,912	\$ 427,025	\$ 1,173,584

The table incorporates only those exposures that existed as of December 31, 2015, 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 Stockholders

Hersha Hospitality Trust:

We have audited the accompanying consolidated balance sheets of Hersha Hospitality Trust and subsidiaries as of December 31, 2015 and 2014, 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, 2015. 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 the 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, 2015 and 2014, and the results of their operations and their cash flows for each of the years in the three year period ended December 31, 2015, 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 also have 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, 2015, 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 17, 2016, expressed an unqualified opinion on the effectiveness of Hersha Hospitality Trust's internal control over financial reporting.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 17, 2016



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

AS OF DECEMBER 31, 2015 AND 2014

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	December 31, 2015	December 31, 2014
Assets:		
Investment in Hotel Properties, Net of Accumulated Depreciation, Including Consolidation of Variable Interest Entity Assets of \$82,787 and \$84,247	\$ 1,831,119	\$ 1,745,483
Investment in Unconsolidated Joint Ventures	10,316	11,150
Cash and Cash Equivalents	27,955	21,675
Escrow Deposits	19,204	16,941
Hotel Accounts Receivable, Net of Allowance for Doubtful Accounts of \$12 and \$39	9,465	9,363
Deferred Financing Costs, Net of Accumulated Amortization of \$8,024 and \$6,938	8,971	8,605
Due from Related Parties	6,243	6,580
Intangible Assets, Net of Accumulated Amortization of \$3,951 and \$3,514	13,389	7,316
Deposits on Hotel Acquisitions	5,000	-
Other Assets	38,110	28,426
Total Assets	\$ 1,969,772	\$ 1,855,539
Liabilities and Equity:		
Line of Credit	\$ 27,000	\$ -
Unsecured Term Loan	550,000	250,000
Unsecured Notes Payable	51,548	51,548
Mortgages Payable, including Net Unamortized Premium and Consolidation of Variable Interest Entity Debt of \$52,509 and \$54,132	548,539	617,375
Accounts Payable, Accrued Expenses and Other Liabilities	59,226	54,116
Dividends and Distributions Payable	16,515	17,909
Due to Related Parties	8,789	7,203
Total Liabilities	\$ 1,261,617	\$ 998,151
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, 2015 and December 31, 2014, 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, 2015 and December 31, 2014, 44,457,368 and 49,708,771 Shares Issued and Outstanding at December 31, 2015 and December 31, 2014, respectively	444	497
Common Shares: Class B, \$.01 Par Value, 1,000,000 Shares Authorized, None Issued and Outstanding at December 31, 2015 and December 31, 2014	-	-



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Accumulated Other Comprehensive Loss	(466)	(358)
Additional Paid-in Capital	1,086,259	1,194,547
Distributions in Excess of Net Income	(408,274)	(365,381)
Total Shareholders' Equity	678,039	829,381
Noncontrolling Interests (Note 1):		
Noncontrolling Interests - Common Units and LTIP Units	31,876	29,082
Noncontrolling Interests - Consolidated Variable Interest Entity	(1,760)	(1,075)
Total Noncontrolling Interests	30,116	28,007
Total Equity	708,155	857,388
Total Liabilities and Equity	\$ 1,969,772	\$ 1,855,539

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, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2015	2014	2013
Revenue:			
Hotel Operating Revenues	\$ 470,272	\$ 417,226	\$ 338,064
Interest Income from Development Loans	-	-	158
Other Revenues	113	180	191
Total Revenues	470,385	417,406	338,413
Operating Expenses:			
Hotel Operating Expenses	254,313	227,324	188,431
Insurance Recoveries	-	(4,604)	(403)
Hotel Ground Rent	3,137	2,433	985
Real Estate and Personal Property Taxes and Property Insurance	34,518	30,342	24,083
General and Administrative (including Share Based Payments of \$6,523, \$6,028 and \$9,746 for the year ended December 31, 2015, 2014 and 2013, respectively)	20,515	20,363	23,869
Acquisition and Terminated Transaction Costs	1,119	2,472	974
Depreciation and Amortization	74,390	69,167	55,784
Contingent Consideration Related to Acquisition of Hotel Property	-	2,000	-
Total Operating Expenses	387,992	349,497	293,723
Operating Income	82,393	67,909	44,690
Interest Income	193	805	1,784
Interest Expense	(43,557)	(43,357)	(40,935)
Other Expense	(367)	(485)	(102)
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	(561)	(670)	(545)
Income Before Income (Loss) from Unconsolidated Joint Venture Investments, Income Taxes and Discontinued Operations	38,101	66,558	16,988

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Income (Loss) from Unconsolidated Joint Ventures	965	693	(22)
Impairment of Investment in Unconsolidated Joint Venture	-	-	(1,813)
Income (loss) from Unconsolidated Joint Venture Investments	965	693	(1,835)
Income Before Income Taxes	39,066	67,251	15,153
Income Tax Benefit	3,141	2,685	5,600
Income from Continuing Operations	42,207	69,936	20,753
Discontinued Operations (Note 11):			
(Loss) Gain on Disposition of Discontinued Assets	-	(128)	32,121
Impairment of Discontinued Assets	-	(1,800)	(10,314)
Income from Discontinued Operations, Net of Income Taxes	-	263	7,388
(Loss) Income from Discontinued Operations	-	(1,665)	29,195
Net Income	42,207	68,271	49,948
Income Allocated to Noncontrolling Interests	(411)	(1,016)	(335)
Preferred Distributions	(14,356)	(14,356)	(14,611)
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	-	-	(2,250)
Net Income Applicable to Common Shareholders	\$ 27,440	\$ 52,899	\$ 32,752

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, 2015, 2014, AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2015	2014	2013
Earnings Per Share:			
BASIC			
Income from Continuing Operations Applicable to Common Shareholders	\$ 0.56	\$ 1.08	\$ 0.07
(Loss) Income from Discontinued Operations Applicable to Common Shareholders	0.00	(0.03)	0.57
Net Income Applicable to Common Shareholders	\$ 0.56	\$ 1.05	\$ 0.64
DILUTED			
Income from Continuing Operations Applicable to Common Shareholders	\$ 0.56	\$ 1.07	\$ 0.07
(Loss) Income from Discontinued Operations Applicable to Common Shareholders	0.00	(0.03)	0.56
Net Income Applicable to Common Shareholders	\$ 0.56	\$ 1.04	\$ 0.63
Weighted Average Common Shares Outstanding:			
Basic	47,786,811	49,777,302	49,597,613
Diluted*	48,369,658	50,307,506	50,479,545

\*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,		
	2015	2014	2013
Common Units and Vested LTIP Units	1,907,209	1,727,750	1,742,009
Total Potentially Dilutive Securities Excluded from the Denominator	1,907,209	1,727,750	1,742,009

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

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2015, 2014, AND 2013  
[IN THOUSANDS]

	Year Ended December 31,		
	2015	2014	2013
Net Income	\$ 42,207	\$ 68,271	\$ 49,948
Other Comprehensive Income			
Change in Fair Value of Derivative Instruments	1,459	1,527	2,694
Less: Reclassification Adjustment for Change in Fair Value of Derivative Instruments Included in Net Income	(1,567)	(1,509)	(1,284)
	\$ (108)	\$ 18	\$ 1,410
Comprehensive Income	42,099	68,289	51,358
Less: Comprehensive Income Attributable to Noncontrolling Interests	(411)	(1,016)	(335)
Less: Preferred Distributions	(14,356)	(14,356)	(14,611)
Less: Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Shares	-	-	(2,250)
Comprehensive Income Attributable to Common Shareholders	\$ 27,332	\$ 52,917	\$ 34,162

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

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Shareholders' Equity								Distributions in Excess of Total Shareholders' Equity (\$)	Net Earnings (\$)	Total Shareholders' Equity (\$)
	Common Shares	Class A Common Shares (\$)	Class B Common Shares (\$)	Preferred Shares (\$)	Preferred Shares (\$)	Additional Paid-In Capital (\$)	Accumulated Other Comprehensive Loss (\$)				
Balance at December 31, 2014	49,708,771	497	-	7,600,000	76	1,194,547	(358)	(365,381)	829,381	2,	
Unit Conversion	8,965	-	-	-	-	132	-	-	132	(8)	
Repurchase of Common Shares	(5,310,371)	(53)	-	-	-	(110,517)	-	(17,669)	(128,239)	-	
Dividends and Distributions declared: Common Shares	-	-	-	-	-	-	-	(52,664)	(52,664)	-	
Preferred Shares	-	-	-	-	-	-	-	(14,356)	(14,356)	-	
Common Units	-	-	-	-	-	-	-	-	-	-	
LTIP Units	-	-	-	-	-	-	-	-	-	-	
Dividend Reinvestment Plan	2,018	-	-	-	-	50	-	-	50	-	

Share Based Compensation:										
Grants	47,985	-	-	-	-	620	-	-	620	12
Amortization	-	-	-	-	-	1,427	-	-	1,427	-
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	(108)	-	(108)	-
Net Income (Loss)	-	-	-	-	-	-	-	41,796	41,796	-
Balance at December 31, 2015	44,457,368	444	-	7,600,000	76	1,086,259	(466)	(408,274)	678,039	2,

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



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[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 Shareholder Equity (\$)	
Balance at December 31, 2013	50,689,868	507	-	7,600,000	76	1,202,316	(376)	(364,568)	837,955	
Unit Conversion/Redemption	4,725	-	-	-	-	(77)	-	-	(77)	
Restricted Shares Forfeiture/LTIP Unit Issuance	(487,081)	(5)	-	-	-	5	-	-	0	
Repurchase of Common Shares	(656,714)	(7)	-	-	-	(13,791)	-	(1,621)	(15,419)	
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	2,162	-	-	-	-	50	-	-	50	
Share Based Compensation: Grants	155,811	2	-	-	-	647	-	-	649	
Amortization	-	-	-	-	-	5,397	-	-	5,397	
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	18	-	18	
Net Income (Loss)	-	-	-	-	-	-	-	67,255	67,255	

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Balance at December 31, 2014	49,708,771 497	-	7,600,000 76	1,194,547 (358)	(365,381)	829,381
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The Accompanying Notes are an Integral Part of These Consolidated Financial Statements.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF EQUITY (CONTINUED)

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Shareholders' Equity							Noncontrolling			
	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 (\$)	Shares	Units	
Balance at December 31, 2013	6,048,102	497	-	7,000,000	70	1,179,780	(1,786)	(348,734)	829,827	1,012,064	15,400
Conversion of Noncontrolling Interest	-	-	-	-	-	(234)	-	-	(234)	(49,448)	(766,063)
Reallocation of Noncontrolling Interest	-	-	-	-	-	-	-	-	-	766,063	15,300
Preferred Shares Offering, Net of Costs	-	-	3,000,000	30	72,340	-	-	72,370	-	-	-
Preferred Shares Redemption	-	-	(2,400,000)	(24)	(59,976)	-	-	(60,000)	-	-	-
Dividends and Distributions declared:											
Common Stock (\$0.24 per share)	-	-	-	-	-	-	-	(50,836)	(50,836)	-	-
Preferred Shares	-	-	-	-	-	-	-	(14,611)	(14,611)	-	-
Common Units	-	-	-	-	-	-	-	-	-	-	(1,600)

(\$0.24 per share) Dividend Reinvestment Plan	802	-	-	-	-	38	-	-	38	-	-
Share Based Compensation: Grants	13,017	10	-	-	-	497	-	-	507	-	-
Amortization	-	-	-	-	-	9,871	-	-	9,871	-	-
Change in Fair Value of Derivative Instruments	-	-	-	-	-	-	1,410	-	1,410	-	-
Net Income (Loss)	-	-	-	-	-	-	-	49,613	49,613	-	1,100
Balance at December 31, 2013	1,689,868	507	-	7,600,000	76	1,202,316	(376)	(364,568)	837,955	1,728,679	29,500

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, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARES AND PER SHARE AMOUNTS]

	Year Ended December 31,		
	2015	2014	2013
Operating Activities:			
Net Income	\$ 42,207	\$ 68,271	\$ 49,948
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:			
Gain on Acquisition of Hotel Assets, Net	-	-	-
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)
Impairment of Hotel Assets	-	1,800	10,314
Deferred Taxes	(3,141)	(2,685)	(5,500)
Depreciation	74,007	68,753	61,801
Amortization	1,492	1,979	2,545
Loss on Debt Extinguishment	324	673	471
Equity in (Income) Loss of Unconsolidated Joint Ventures	(965)	(693)	1,835
Distributions from Unconsolidated Joint Ventures	1,446	1,262	568
Loss Recognized on Change in Fair Value of Derivative Instrument	107	71	22
Share Based Compensation Expense	6,523	6,028	9,746
Change in Assets and Liabilities:			
(Increase) Decrease in:			
Hotel Accounts Receivable	993	(350)	2,419
Escrows	(14)	1,272	476
Other Assets	(6,973)	2,182	(4,269)
Due from Related Parties	337	4,544	(2,636)

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(Decrease) Increase in:			
Due to Related Parties	1,586	2,388	412
Accounts Payable, Accrued Expenses and Other Liabilities	3,888	(2,373)	6,326
Net Cash Provided by Operating Activities	\$ 121,817	\$ 112,894	\$ 90,261
Investing Activities:			
Purchase of Hotel Property Assets	\$ (110,176)	\$ (175,236)	\$ (217,142)
Deposits on Hotel Acquisitions	(5,000)	-	(1,836)
Capital Expenditures	(27,366)	(38,342)	(42,854)
Cash Paid for Hotel Development Projects	(950)	(3,764)	(20,054)
Proceeds from Disposition of Hotel Properties	-	30,056	136,015
Net Changes in Capital Expenditure Escrows	(779)	4,577	(1,287)
Proceeds from Insurance Claims	-	1,881	5,001
Repayment of Development Loans Receivable	-	-	15,122
Distributions from Unconsolidated Joint Venture	362	324	1,711
Advances and Capital Contributions to Unconsolidated Joint Ventures	-	-	(150)
Net Cash Used in Investing Activities	\$ (143,909)	\$ (180,504)	\$ (125,474)

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, 2015, 2014 AND 2013

[IN THOUSANDS]

	Year Ended December 31,		
	2015	2014	2013
Financing Activities:			
Proceeds from Borrowings Under Line of Credit, Net	\$ 27,000	\$ -	\$ -
Proceeds from Unsecured Term Loan Borrowing	300,000	100,000	50,000
Principal Repayment of Mortgages and Notes Payable	(184,356)	(61,348)	(54,398)
Proceeds from Mortgages and Notes Payable	87,750	101,000	65,000
Cash Paid for Deferred Financing Costs	(2,362)	(4,450)	(2,283)
Proceeds from Issuance of Preferred Shares, Net	-	-	72,370
Redemption of Series A Preferred Shares	-	-	(60,000)
Repurchase of Common Shares	(128,239)	(15,418)	-
Redemption of Common Partnership Units	-	(338)	(1,000)
Settlement of Interest Rate Cap	(450)	(8)	(565)
Dividends Paid on Common Shares	(54,041)	(50,286)	(50,553)
Dividends Paid on Preferred Shares	(14,356)	(14,356)	(14,522)
Distributions Paid on Common Units	(2,574)	(1,724)	(1,682)
Net Cash Provided by Financing Activities	\$ 28,372	\$ 53,072	\$ 2,367
Net Increase (Decrease) in Cash and Cash Equivalents	\$ 6,280	\$ (14,538)	\$ (32,846)
Cash and Cash Equivalents - Beginning of Period	21,675	36,213	69,059
Cash and Cash Equivalents - End of Period	\$ 27,955	\$ 21,675	\$ 36,213

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





HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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 (“HLLC”), a Virginia limited liability company, owns a 1% general partnership interest in the subsidiary partnerships and the Partnership is the sole member of HLLC.

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, 2015, the Company, through the Partnership and subsidiary partnerships, wholly owned 49 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, 2015, 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 Express	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.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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 \$5,022 as of December 31, 2015. 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.

#### 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

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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

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.

#### 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.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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

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. 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, 2015, 2014 and 2013 was 95.0%, 95.8%, and 96.7%, respectively.

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 \$31,876 as of December 31, 2015 and \$29,082 as of December 31, 2014. As of December 31, 2015, there were 2,319,301 Nonredeemable Common Units outstanding with a fair market value of \$50,468, based on the price per share of our common shares on the NYSE on such date.



HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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

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 equaled the greater of carrying value based on the accumulation of historical cost or the redemption value. As of December 31, 2015 and 2014, 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 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, 2015 and 2014 are summarized as follows:

Series	Shares Outstanding		Aggregate Liquidation Preference	Distribution Rate	Dividend Per Share Year Ended December 31,	
	December 31, 2015	December 31, 2014			2015	2014
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	1.7188
Total	7,600,000	7,600,000				

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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

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 authorized us to repurchase from time to time up to an aggregate of \$100,000 of our outstanding shares. In October 2015, our Board of Trustees authorized a new share repurchase program for \$100,000 which would commence up on the completion of the existing program. The new program will expire on December 31, 2016 unless extended by the Board of Trustees. We may seek Board of Trustee approval to increase the 2016 authorization. For the year ended December 31, 2015, the Company repurchased 5,310,371 common shares for an aggregate purchase price of \$128,239 under the February 2015 and October 2015 repurchase programs. Upon repurchase by the Company, these common shares ceased to be outstanding and became authorized but unissued common shares.

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.

In May 2015, our Board of Trustees approved a reverse share split of our issued and outstanding common shares and Common Units and LTIP units at a ratio of 1-for-4. This reverse share split converted every four issued and outstanding common shares into one common share. The reverse share split was effective as of 5:00 PM Eastern time on June 22, 2015. As a result of the reverse share split, the number of outstanding Common Units and LTIP Units was reduced from 9,313,063 to 2,328,276 units. In addition, the second quarter dividend was adjusted to \$0.28 per common share from the previously announced \$0.07 per common share. All common share, Common Unit and LTIP Unit and per share data related to these classes of equity have been updated in the accompanying consolidated financial statements to reflect this share split for all periods presented.

## 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.

## 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.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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

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 statute of limitation. For the years ended December 31, 2015, 2014 and 2013, the Company did not record any uncertain tax positions. As of December 31, 2015, with few exceptions, the Company is subject to tax examinations by U.S. federal, state, and local income tax authorities for years 2003 through 2015.

#### Reclassification

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

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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

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, 2018. Early adoption is permitted, but not prior to the original effective date of January 1, 2017. 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.

On February 18, 2015, the FASB issued ASU No. 2015-02, Consolidation – Amendments to the Consolidation Analysis, which amends the current consolidation guidance affecting both the variable interest entity (VIE) and voting interest entity (VOE) consolidation models. The standard does not add or remove any of the characteristics in determining if an entity is a VIE or VOE, but rather enhances the way the Company assesses some of these characteristics. The new standard is effective for the Company on January 1, 2016. The Company does not expect ASU No. 2015-02 to have a significant impact on its consolidated financial statements and related disclosures.

On April 17, 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the associated debt liability. ASU 2015-03 does not address debt issuance costs related to line-of-credit arrangements. The SEC staff announced at the June 18, 2015 Emerging Issues Task Force Meeting that it would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing deferred debt issuance costs ratably over the term of a line-of-credit arrangement, regardless of whether there are outstanding borrowings under that line-of-credit arrangement. In August 2015, the FASB issued ASU 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements, which incorporates the SEC staff guidance into the FASB Accounting Standards Codification. Currently, debt issuance costs are recorded as an asset and amortization of these deferred financing costs is recorded in interest expense. Under the new standard, debt issuance costs will continue to be amortized over the life of the debt instrument and amortization will continue to be recorded in interest expense. The new standard is effective for the Company on January 1, 2016 and will be applied on a retrospective basis. The Company anticipates a change in our balance sheet presentation only because the standard does not alter the accounting for amortization of debt issuance costs.





HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

NOTE 2 – INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties consists of the following at December 31, 2015 and December 31, 2014:

	December 31, 2015	December 31, 2014
Land	\$ 480,874	\$ 439,540
Buildings and Improvements	1,518,565	1,424,842
Furniture, Fixtures and Equipment	227,527	203,275
	2,226,966	2,067,657
Less Accumulated Depreciation	(395,847)	(322,174)
Total Investment in Hotel Properties	\$ 1,831,119	\$ 1,745,483

Depreciation expense was \$73,672, \$68,418 and \$61,500 (including depreciation on assets held for sale) for the years ended December 31, 2015, 2014 and 2013, respectively.

During the year ended December 31, 2015, we acquired the following wholly-owned hotel properties:

Hotel	Acquisition Date	Land	Buildings and Improvements	Furniture Fixtures and Equipment	Other Intangibles	Loan Costs	Total Purchase Price	Assump of Debt
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St. Gregory Hotel, Washington, DC	6/16/2015	\$ 23,764	\$ 33,005	\$ 3,240	\$ 45	\$ 978	\$ 61,032	\$ 28,902
TownePlace Suites, Sunnyvale, CA	8/25/2015	-	18,999	2,348	6,453	** -	27,800	-
Ritz-Carlton Georgetown, DC	12/29/2015	17,570	29,160	3,270	-	-	50,000	-
<b>TOTAL</b>		<b>\$ 41,334</b>	<b>\$ 81,164</b>	<b>\$ 8,858</b>	<b>\$ 6,498</b>	<b>\$ 978</b>	<b>\$ 138,832</b>	<b>\$ 28,902</b>

\*Includes a \$3,050 premium as we determined that the stated rate of interest on the assumed mortgage debt was above market.

\*\*Acquired ground lease asset of \$6,353 and intangible asset related to the franchise agreement of \$100 with purchase of the property.

Acquisition-related costs, 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, 2015, we paid \$708 in acquisition costs related to the above acquired assets.

Included in the consolidated statements of operations for the year ended December 31, 2015 are total revenues of \$7,150 and a total net income of \$548 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, 2015	
	Revenue	Net Income
St. Gregory Hotel, Washington, DC	\$ 5,257	\$ 164
TownePlace Suites, Sunnyvale, CA	1,744	364
Ritz-Carlton Georgetown, DC	149	20
<b>Total</b>	<b>\$ 7,150</b>	<b>\$ 548</b>



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

## Purchase and Sale Agreement

In October 2015, we entered into a purchase and sale agreement to purchase the Sanctuary Beach Resort in Monterey, CA from an unaffiliated buyer for a total purchase price of \$39,500. The transaction closed on January 28, 2016. Upon closing, we assumed debt of \$14,700. Accounting for this acquisition requires an allocation of the purchase price to the assets acquired and the liabilities assumed in the transaction at their respective estimated fair values. The purchase price allocations are estimated based on current available information; however, we still are in the process of obtaining appraisals and finalizing the accounting for the acquisition, which was acquired subsequent to year-end.

On February 4, 2016, we announced the signing of definitive agreements with Cindat Capital Management Limited to form a joint venture for 7 of our limited service hotels in Manhattan totaling 1,087 rooms for a total purchase price, including closing costs of \$571,400, or \$526 per key. The proposed joint venture is structured with Cindat as the preferred joint venture partner holding a 70.0% ownership stake, while we retain a 30% equity interest. We also announced the signing of a purchase and sale agreement to acquire the 238-room Hilton Garden Inn M Street, in Washington, DC for \$106,500. These transactions are expected to close no later than March 31, 2016, and are subject to closing conditions, including the completion of the buyer's due diligence. No assurance can be given that these transactions will close within the expected time frame or at all.

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
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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 costs, 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, contained a provision that entitled 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.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

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## 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:

	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
Hotel 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:

	Year Ended December 31, 2014	
Hotel	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

#### 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.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 2 – INVESTMENT IN HOTEL PROPERTIES (CONTINUED)

We have capitalized the following indirect development costs for the years ended December 31, 2015, 2014 and 2013:

	Year Ended December 31,			
	2015	2014	2013	
Property Tax	\$ -	\$ 223	223	\$ 388
Interest Expense	-	458	458	1,320
Utilities	-	73	73	3
Total	\$ -	\$ 754	754	\$ 1,711

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.

Pro Forma Results (Unaudited)



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The following condensed pro forma financial data are presented as if all acquisitions completed since January 1, 2015 and 2014 had been completed on January 1, 2014 and 2013. 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, 2015 and 2014 at the beginning of the year presented, nor do they purport to represent the results of operations for future periods.

	Year Ended December 31,	
	2015	2014
Pro Forma Total Revenues	493,096	456,189
Pro Forma Income from Continuing Operations	43,180	73,717
Loss from Discontinued Operations	-	(1,665)
Pro Forma Net Income	43,180	72,052
(Loss) Allocated to Noncontrolling Interest	(448)	(1,144)
Preferred Distributions	(14,356)	(14,356)
Pro Forma Net Income Applicable to Common Shareholders	\$ 28,376	\$ 56,552
Pro Forma Income Applicable to Common Shareholders per Common Share		
Basic	\$ 0.59	\$ 1.14
Diluted	\$ 0.59	\$ 1.12
Weighted Average Common Shares Outstanding		
Basic	47,786,811	49,777,302
Diluted	48,369,658	50,307,506

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 3 – INVESTMENT IN UNCONSOLIDATED JOINT VENTURES

As of December 31, 2015 and December 31, 2014 our investment in unconsolidated joint ventures consisted of the following:

Joint Venture	Hotel Properties	Percent Owned	Preferred Return	December 31, 2015	December 31, 2014
SB Partners, LLC	Holiday Inn Express, South Boston, MA	50.0%	N/A	\$ 795	\$ 913
Hiren Boston, LLC	Courtyard by Marriott, South Boston, MA	50.0%	N/A	4,499	4,680
Mystic Partners, LLC	Hilton and Marriott branded hotels in CT	8.8%-66.7%	8.5% non-cumulative	5,022	5,556
				\$ 10,316	\$ 11,150

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, 2015, 2014 and 2013, for our investments in unconsolidated joint ventures is as follows:

	Year Ended		
	December 31,		
	2015	2014	2013
SB Partners, LLC	\$ 582	\$ 407	\$ 264
Hiren Boston, LLC	694	603	113
Mystic Partners, LLC	(311)	(317)	(399)
Income (Loss) from Unconsolidated Joint Venture Investments	965	693	(22)
Impairment from Unconsolidated Joint Ventures	-	-	(1,813)
Income (Loss) from Unconsolidated Joint Venture Investments	\$ 965	\$ 693	\$ (1,835)

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.

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.

The Hartford Marriott, part of the Mystic Partners, LLC joint venture, 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 0.25% of operating revenues.



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

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## 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, 2015 and December 31, 2014 and for the years ended December 31, 2015, 2014 and 2013.

## Balance Sheets

	December 31, 2015	December 31, 2014
Assets		
Investment in Hotel Properties, Net	\$ 105,354	\$ 106,430
Other Assets	15,558	19,032
Total Assets	\$ 120,912	\$ 125,462
Liabilities and Equity		
Mortgages and Notes Payable	\$ 113,532	\$ 115,446
Other Liabilities	30,575	30,832
Equity:		
Hersha Hospitality Trust	22,698	23,060
Joint Venture Partner(s)	(45,893)	(43,876)
Total Equity	(23,195)	(20,816)
Total Liabilities and Equity	\$ 120,912	\$ 125,462

## Statements of Operations

	Year Ended December 31,		
	2015	2014	2013
Room Revenue	\$ 57,927	\$ 59,135	\$ 58,273
Other Revenue	22,776	21,725	22,606
Operating Expenses	(55,178)	(54,831)	(55,179)
Lease Expense	(1,115)	(1,063)	(996)

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Property Taxes and Insurance	(2,948)	(2,934)	(3,034)
General and Administrative	(5,609)	(5,783)	(5,794)
Depreciation and Amortization	(6,549)	(6,376)	(6,697)
Interest Expense	(6,677)	(11,995)	(7,526)
Debt Extinguishment and Gain on Debt Forgiveness	-	3,016	-
Gain (Loss) allocated to Noncontrolling Interests	(341)	115	(179)
Net Income From Continuing Operations	\$ 2,286	\$ 1,009	\$ 1,474
(Loss) Income from Discontinued Operations	-	-	(55)
Gain on Disposition of Hotel Properties	-	-	1,161
Net Income	\$ 2,286	\$ 1,009	\$ 2,580

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## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

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## 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, 2015 and December 31, 2014.

	December 31, 2015	December 31, 2014
Company's share of equity recorded on the joint ventures' financial statements	\$ 22,698	\$ 23,060
Adjustment to reconcile the Company's share of equity recorded on the joint ventures' financial statements to our investment in unconsolidated joint ventures(1)	(12,382)	(11,910)
Investment in Unconsolidated Joint Ventures	\$ 10,316	\$ 11,150

(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).





HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

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NOTE 4 – OTHER ASSETS AND DEPOSITS ON HOTEL ACQUISITIONS

Other Assets

Other Assets consisted of the following at December 31, 2015 and December 31, 2014:

	December 31, 2015	December 31, 2014
Investment in Statutory Trusts	1,548	1,548
Prepaid Expenses	14,434	7,883
Deferred Tax Asset, Net of Valuation Allowance of \$804	14,590	11,448
Other	7,538	7,547
	\$ 38,110	\$ 28,426

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.

Deferred Tax Asset - We have approximately \$14,590 of net deferred tax assets as of December 31, 2015. 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 \$14,590 of net deferred tax assets in the future.

Deposits on Hotel Acquisitions

As of December 31, 2015, we had \$5,000 in interest bearing deposits related to the future acquisition of the Sanctuary Beach Resort, located in Marina, California (See “Note 2 – Investment in Hotel Properties” for more information). As of December 31, 2014, we had no deposits on hotel acquisitions.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

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NOTE 5 – DEBT

Mortgages

We had total mortgages payable at December 31, 2015 and December 31, 2014 of \$548,539 and \$617,375, respectively. These balances consisted of mortgages with fixed and variable interest rates, which ranged from 2.61% to 6.50% as of December 31, 2015. Included in these balances are net premiums of \$3,503 and \$1,584 as of December 31, 2015 and December 31, 2014, respectively, which are amortized over the remaining life of the loans. Aggregate interest expense incurred under the mortgage loans payable totaled \$26,581, \$31,046 and \$34,854 during the years ended December 31, 2015, 2014 and 2013, 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 two of our hotel properties were not met as of December 31, 2015. 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, 2015, the maturity dates for the outstanding mortgage loans ranged from May 2016 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, 2015, 2014 and 2013 was 3.33%, 3.28% and 3.32%, respectively. Interest expense in the amount of \$1,715, \$1,690 and \$1,712 was recorded for the years ended December 31, 2015, 2014 and 2013, respectively.

#### Credit Facilities

On August 10, 2015, we entered into a \$300,000 senior unsecured term loan agreement with Citigroup Global Markets Inc. and various other lenders. The term loan expires on August 10, 2020. This new term loan expands our senior unsecured borrowing capacity from \$500,000 to \$800,000.

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.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

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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, 2015, the following hotel properties were borrowing base assets:

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

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. The \$300,000 unsecured term loan's interest rate is based on a pricing grid with a range of one month U.S LIBOR plus 1.50% to 2.25%. As noted above, we refinanced our credit facility during February 2014. Prior to this refinancing, the pricing grid for the evolving line of credit and unsecured term loan was U.S. LIBOR plus 1.75% to 2.65%.

As of December 31, 2015, we had borrowed \$250,000 in unsecured term loans under the \$500,000 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 2.914%. See "Note 7 – Fair Value Measurements and Derivative Instruments" for more information. As of December 31, 2015, we had fully drawn the \$300,000 unsecured term loan.

As of December 31, 2015, we had a balance of \$27,000 outstanding on the revolving line of credit. As of December 31, 2014, the outstanding unsecured \$250,000 term loan under the \$500,000 unsecured credit facility was fully drawn and the \$250,000 revolving line of credit had no balance outstanding.

The credit agreement providing for the \$500,000 unsecured credit facility and \$300,000 unsecured term loan include certain financial covenants and requires that we maintain: (1) a minimum tangible net worth of \$900,000, plus an amount equal to 75% of the net cash proceeds of all issuances and primary sales of equity interests of the parent guarantor or any of its subsidiaries consummated following the closing date; (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, 2015. As of December 31, 2015, our remaining borrowing capacity under the \$500,000 unsecured credit facility and \$300,000 unsecured term loan was \$218,745 based on the borrowing base assets at December 31, 2015.

The Company recorded interest expense of \$10,147, \$6,218 and \$5,413 related to borrowings drawn on each of the aforementioned credit facilities, for the years ended December 31, 2015, 2014 and 2013, respectively. The weighted average interest rate on our credit facilities was 2.69%, 2.82% and 3.08% for the years ended December 31, 2015, 2014 and 2013, respectively.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 5 – DEBT (CONTINUED)

Aggregate annual principal payments for the Company’s credit facility, unsecured term loan and mortgages and subordinated notes payable for the five years following December 31, 2016 and thereafter are as follows:

Year Ending December 31,	Amount
2016	\$ 158,167
2017	203,737
2018	128,871
2019	252,872
2020	2,912
Thereafter	427,025
Net Unamortized Premium	3,503
	\$ 1,177,087

Capitalized Interest

We utilize cash, mortgage debt and our unsecured 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, 2015, 2014 and 2013, we capitalized \$0, \$458 and \$1,320 respectively, of interest expense related to these projects.

Deferred Financing Costs

Costs associated with entering into mortgages, notes payable, unsecured term loan and our credit facilities 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, 2015, deferred costs were \$8,971, net of accumulated amortization of \$8,024. Amortization of deferred costs for the years ended December 31, 2015, 2014 and 2013 was \$2,650, \$2,768 and \$2,886 respectively.

## Debt Payoff

On August 10, 2015, we repaid in full outstanding mortgage debt with an original principal balance of \$60,000 secured by the Courtyard by Marriott, Miami, FL. In connection with this transaction, we terminated the interest rate swap associated with the mortgage on this property. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information on this transaction. The loan was due to mature on July 1, 2016, and we incurred approximately \$329 in expense in unamortized deferred financing costs and fees.

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, 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.



HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 5 – DEBT (CONTINUED)

New Debt/Refinance

On October 27, 2015, we refinanced the outstanding mortgage debt with an original balance of \$30,000 secured by the Courtyard by Marriott, Los Angeles, California and simultaneously entered into a new mortgage obligation of \$35,000, incurring a loss on debt extinguishment of approximately \$10. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 3.00% and matures on September 29, 2017. Also on October 27, 2015, we entered into an interest rate cap that matures on September 27, 2017 that effectively limits the interest at 3.00% per annum. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information on the interest rate cap.

On June 10, 2015, we refinanced the outstanding mortgage debt with an original principal balance of \$55,000 secured by the Hyatt Union Square, New York, NY and simultaneously entered into a new mortgage obligation of \$55,750, incurring a loss on debt extinguishment of approximately \$212. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 2.30% and matures on June 10, 2019. Also on June 10, 2015, we entered into an interest rate cap that matures on June 10, 2016 that effectively limits the interest at 3.00% per annum. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information on the interest rate cap.

On April 10, 2015, we refinanced the outstanding mortgage debt with an original principal balance of \$38,913 secured by the Courtyard by Marriott, Brookline, MA. The loan was due to mature in July 2015, and we incurred approximately \$10 in expense in unamortized deferred financing costs and fees.

On January 30, 2015, we repaid in full outstanding mortgage debt with an original principal balance of \$27,500 secured by the Capitol Hill Hotel, Washington, DC and simultaneously entered into a new mortgage obligation of \$25,000. The new mortgage debt bears interest at a variable rate of one month U.S. dollar LIBOR plus 2.25% and matures on January 30, 2018. The loan was due to mature in January 2015, and we incurred no loss on debt extinguishment in paying off the loan. We had previously entered into an interest rate swap with respect to the \$27,500 mortgage loan that matured on February 1, 2015. In connection with this transaction, we did not enter into a new derivative instrument to fix or cap the rate of interest payable on the \$25,000 mortgage loan. See “Note 7 – Fair Value Measurements and Derivative Instruments” for more information on this transaction.

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.

On February 28, 2014, 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. 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.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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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, 2015, 2014 and 2013, base management fees incurred totaled \$13,675, \$12,263 and \$11,713 respectively, and are recorded as Hotel Operating Expenses. For the years ended December 31, 2015, 2014 and 2013, 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, 2015, 2014 and 2013 were \$27,998, \$26,015 and \$26,247 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, 2015, 2014 and 2013, the Company incurred accounting fees of \$1,484, \$1,410 and \$1,739 respectively. For the years ended December 31, 2015, 2014 and 2013, the Company incurred information technology fees of \$441, \$416 and \$510 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, 2015, 2014 and 2013, we incurred fees of \$996, \$742 and \$1,459 respectively, which were capitalized with the cost of fixed asset additions.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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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, 2015, 2014 and 2013, we incurred charges for hotel supplies of \$189, \$163 and \$222 respectively. For the years ended December 31, 2015, 2014 and 2013, we incurred charges for capital expenditure purchases of \$4,542, \$10,610 and \$19,783 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 \$1 and \$2 is included in accounts payable at December 31, 2015 and December 31, 2014, respectively.

Due From Related Parties

The due from related parties balance as of December 31, 2015 and December 31, 2014 was approximately \$6,243 and \$6,580, 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, 2015 and December 31, 2014 was approximately \$8,789 and \$7,203, 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, 2015, 2014 and 2013 we incurred \$3,137, \$2,433 and \$985 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:

Year Ending December 31,	Amount
2016	\$ 2,701
2017	2,706
2018	2,714
2019	2,719
2020	2,744
Thereafter	249,360
	\$ 262,944

## Contingent Consideration

The purchase agreement for the acquisition of the Parrot Key Resort in Key West, FL, which we acquired in the second quarter of 2014, contained a provision that entitled 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 the twelve months after acquisition, it was determined that the hotel achieved a net operating income within the agreed upon threshold and the liability of the contingent consideration was determined to be \$2,000; and thus was paid to the seller in June 2015.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

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.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

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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, 2015, 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, 2015 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.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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## 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, 2015	December 31, 2014
Capitol Hill Hotel, Washington, DC*	Swap	0.540%	1-Month LIBOR + 3.25%	February 1, 2012	February 1, 2015	\$ -	\$ -	\$ (8)
Hilton Garden Inn 52nd Street, New York, NY	Cap	1.100%	1-Month LIBOR + 2.90%	May 27, 2014	June 1, 2015	45,000	-	-
Courtyard, LA Westside, Culver City, LA****	Swap	1.097%	1-Month LIBOR + 3.85%	September 29, 2011	September 29, 2015	-	-	(174)
Courtyard, LA Westside, Culver City, LA****	Cap	3.000%	1-Month LIBOR + 3.00%	October 27, 2015	September 29, 2017	35,000	19	
Hyatt, Union Square, New York, NY	Cap	2.000%	1-Month LIBOR + 4.19%	April 9, 2013	April 9, 2016	55,000	-	9
Courtyard, Miami, FL***	Swap	0.820%	1-Month LIBOR + 3.50%	July 2, 2012	July 1, 2016	-	-	(218)
Unsecured Term Loan	Swap	0.545%	1-Month LIBOR +	November 5, 2012	November 5, 2016	100,000	84	272

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			2.35%					
			1-Month					
Unsecured			LIBOR +	December	November			
Term Loan	Swap	0.600%	2.35%	18, 2012	5, 2016	50,000	18	85
Duane Street			1-Month					
Hotel, New			LIBOR +	February	February			
York, NY	Swap	0.933%	4.50%	1, 2014	1, 2017	9,167	(21)	(29)
Hilton Garden			1-Month					
Inn 52nd Street,			LIBOR +	June 1,	February			
New York, NY	Swap	1.152%	2.90%	2015	21, 2017	45,000	(215)	(149)
Hyatt, Union			1-Month					
Square, New			LIBOR +	June 10,	June 10,			
York, NY**	Cap	3.000%	2.30%	2015	2019	55,750	136	-
							\$ 21	\$ (212)

\*On February 1, 2015, the interest rate swap associated with Capitol Hill Hotel matured, and we refinanced the debt on this property. See “Note 5 – Debt” for more information regarding this refinance.

\*\* On June 10, 2015, we refinanced the debt associated with Hyatt Union Square. As a result, we entered into an interest rate cap with a strike rate of 3.000%. The original interest rate cap will mature on April 9, 2016. See “Note 5 – Debt” for more information regarding this refinance.

\*\*\* On August 10, 2015, we paid off the debt associated with Courtyard, Miami, FL, and therefore, terminated the interest rate swap associated with the mortgage on this property. As a result of this termination, we expensed \$190 in fees. See “Note 5 – Debt” for more information regarding this pay-off.

\*\*\*\* On October 27, 2015, we refinanced the debt associated with Courtyard, LA Westside. As a result, we entered into an interest rate cap with a strike rate of 3.000%. The existing interest rate swap matured on September 29, 2015. See “Note 5 – Debt” for more information regarding this refinance.

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 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 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%.

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

The fair value of certain swaps and our interest rate caps is included in other assets at December 31, 2015 and December 31, 2014 and the fair value of certain of our interest rate swaps is included in accounts payable, accrued expenses and other liabilities at December 31, 2015 and December 31, 2014.

The net change in fair value of derivative instruments designated as cash flow hedges was a loss of \$108, and a gain of \$18 and \$1,410 for the years ended December 31, 2015, 2014 and 2013, 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 unrealized gains/losses on cash flow hedges reflects a reclassification of \$1,567 of net unrealized gains/losses from accumulated other comprehensive income as an increase to interest expense during 2015. During 2016, the Company estimates that an additional \$177 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, 2015, the carrying value and estimated fair value of the Company's debt were \$1,177,087 and \$1,170,901, respectively. As of December 31, 2014, the carrying value and estimated fair value of the Company's debt were \$918,923 and \$916,877, 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 were less than 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 were less than the carrying value. The fair value of the non-core hotel portfolio was estimated using level 2 inputs.

HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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NOTE 8 – SHARE BASED PAYMENTS

In May 2011, the Company established and our shareholders approved the Hersha Hospitality Trust 2012 Equity Incentive Plan (as amended through the date hereof, 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.”

On March 18, 2015, the Compensation Committee approved the 2015 Annual Long Term Equity Incentive Program (“2015 Annual EIP”) for the executive officers, pursuant to which the executive officers are eligible to earn equity awards in the form of stock awards or performance share awards issuable pursuant to the 2012 Plan (“LTIP Units”). LTIP Units are earned under the 2015 Annual EIP based on achieving a threshold, target or maximum level of performance in the performance of RevPAR growth in certain defined areas. The Company accounts for these grants as performance awards for which the Company assesses the probable achievement of the performance conditions at the end of each period. As of December 31, 2015, no shares or LTIP Units have been issued in accordance with the 2012 Plan to the executive officers in settlement of 2015 Annual EIP awards.

The following table is a summary of all unvested LTIP Units issued to executives:

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Issuance Date	LTIP Units Issued	Vesting Period	Vesting Schedule	Units Vested		Unearned Compensation	
				December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
March 30, 2015 (2014 Annual EIP)	128,832	3 years	25%/year (1)	64,415	-	\$ 758	\$ -
December 23, 2014 (2013 Annual EIP) (3)	83,993	3 years	25%/year (1)	83,992	27,998	173	582
December 23, 2014 (2012 Annual EIP) (3)	97,381	3 years	25%/year (1)	194,761	48,690	-	309
December 23, 2014 (3)	258,899	5 years	4, 5 (2)	86,299	-	1,553	2,650
	569,105			429,467	76,688	\$ 2,484	\$ 3,541

(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)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 258,899 restricted common shares to the executives pursuant to the 2012 Plan, which were subsequently forfeited and replaced with LTIP Units. None of these LTIP Units will vest prior to the third anniversary of the date of issuance. Thereafter, 33.3% of each award of LTIP Units 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 employment agreements).

(3)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 487,081 LTIP Units to certain executive officers. These executive officers forfeited an aggregate of 487,081 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. These LTIP Units are subject to the same time-based vesting conditions that applied to the forfeited restricted stock awards.

Stock based compensation expense related to the Annual Long Term Equity Incentive Program of \$4,490, \$4,083 and \$4,858 was incurred during the years ended December 31, 2015, 2014 and 2013, respectively. Unearned compensation related to the





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NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

Annual Long Term Equity Incentive Program as of December 31, 2015 and December 31, 2014 was \$2,484 and \$3,541, respectively.

Compensation related to the LTIP Units is included in Noncontrolling Interests on the Company's Consolidated Balance Sheets and Consolidated Statements of Equity.

Multi-Year Long Term Equity Incentive Programs

On March 18, 2015, the Compensation Committee approved the 2015 Multi-Year Long Term Equity Incentive Program ("2015 Multi-Year EIP"). The shares or LTIP Units 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, 2015 and ends December 31, 2017. As of December 31, 2015, no shares or LTIP Units have been issued to the executive officers in settlement of 2015 Multi-Year EIP awards.

On April 11, 2014, the Compensation Committee approved the 2014 Multi-Year Long Term Equity Incentive Program ("2014 Multi-Year EIP"). 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, 2015 no common shares have been issued to the executive officers in settlement of 2014 Multi-Year EIP awards.

On April 15, 2013, the Compensation Committee approved the 2013 Multi-Year Long Term Equity Incentive Program ("2013 Multi-Year EIP"). 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, 2015 no common shares have been issued to the executive officers in settlement of 2013 Multi-Year EIP 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 for which the Company assesses the probable achievement of the performance conditions at the end of the reporting period.

Stock based compensation expense of \$818, \$598 and \$3,481 was recorded for the years ended December 31, 2015, 2014 and 2013, respectively, for the Multi-Year Long Term Equity Incentive Programs. Unearned compensation related to the multi-year program as of December 31, 2015 and December 31, 2014, respectively, was \$1,548 and \$1,621.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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## NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

## Restricted Share Awards

In addition to stock based compensation expense related to awards under the Multi-Year and Annual Long Term Equity Incentive Programs, stock based compensation expense related to restricted common shares issued to employees of the Company of \$455, \$399 and \$522 was incurred during the years ended December 31, 2015, 2014 and 2013 respectively. Unearned compensation related to the restricted share awards as of December 31, 2015 and December 31, 2014 was \$491 and \$322, 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	Original Shares Issued	Share Price on Date of Grant*	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
					December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
December 31, 2015	816	\$ 21.76	2 years	50% /year	-	-	\$ 13	\$ -
July 14, 2015	15,817	28.09	2-4 years	25-50% /year	-	-	335	-
June 1, 2015	1,651	25.92	2 years	50% /year	-	-	30	-
March 27, 2015	5,208	25.88	2 years	50% /year	600	-	41	-
July 15, 2014	10,352	27.00	2 years	50% /year	6,069	1,532	48	177
June 23, 2014	1,103	26.00	2 years	50% /year	550	-	6	20
March 24, 2014	2,046	22.76	2 years	50% /year	2,046	1,023	-	10
February 13, 2014	462	21.76	2 years	50% /year	462	231	-	2
June 28, 2013	11,899	22.56	2-4 years	25-50% /year	11,199	5,724	7	69

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June 29, 2012	13,646	21.12	2-4 years	25-50% /year	12,445	11,242	11	36
June 30, 2011	4,423	22.28	2-4 years	25-50% /year	4,423	3,451	-	8
Total	67,423				37,794	23,203	\$ 491	\$ 322

\*Original share price on date of grant was multiplied by four to account for the reverse share split which occurred on June 22, 2015. See “Note 1 – Basis of Presentation” for more information.

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. Compensation expense incurred for the years ended December 31, 2015, 2014 and 2013, respectively, was \$93, \$220 and \$160.

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, 2015	December 31, 2014
December 30, 2014	3,215	\$ 29.00	1 year	100%	\$ -	\$ 93

\*Original share price on date of grant was multiplied by four to account for the reverse share split which occurred on June 22, 2015. See “Note 1 – Basis of Presentation” for more information.

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, 2015, 2014 and 2013, respectively, was \$59, \$71 and \$55. Unearned compensation related to the multi-year long term equity incentives was \$67 and \$127 as of December 31, 2015 and December 31, 2014, respectively.



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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## NOTE 8 – SHARE BASED PAYMENTS (CONTINUED)

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

Original Issuance Date	Shares Issued	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
				December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
December 30, 2014	2,500	3 years	33% /year	835	-	\$ 48	\$ 73
December 27, 2013	3,000	3 years	33% /year	2,170	1,334	19	38
December 28, 2012	3,000	3 years	33% /year	3,000 6,005	2,168 3,502	- \$ 67	16 \$ 127

## Share Awards

Compensation expense related to share awards issued to the Board of Trustees of \$434, \$457 and \$496 was incurred during the years ended December 31, 2015, 2014 and 2013, 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 1, 2015, an aggregate of 10,442 shares were issued to the Board of Trustees at a price per share on the date of grant of \$25.92. On December 31, 2015, an aggregate 7,500 shares were issued to the Board of Trustees at a price per share on the date of grant of \$21.76.

## Non-employees

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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 \$174, \$200 and \$174 for the years ended December 31, 2015, 2014 and 2013, respectively. Unearned compensation related to the restricted share awards as of December 31, 2015 and December 31, 2014 was \$90 and \$81, respectively. The following table is a summary of all unvested share awards issued to non-employees under the Company's 2012 Plan:

Original Issuance Date	Shares Issued	Share Price on Date of Grant*	Vesting Period	Vesting Schedule	Shares Vested		Unearned Compensation	
					December 31, 2015	December 31, 2014	December 31, 2015	December 31, 2014
March 27, 2015	7,438	\$ 25.88	2 years	50% /year	3,762	-	\$ 90	\$ -
March 24, 2014	7,219	\$ 22.76	2 years	50% /year	7,219	3,750	-	81
Total	14,657				10,981	3,750	\$ 90	\$ 81

\*Original share price on date of grant was multiplied by four to account for the reverse share split which occurred on June 22, 2015. See "Note 1 – Basis of Presentation" for more information.





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## 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.

	Year Ended December 31,		
	2015	2014	2013
NUMERATOR:			
Basic and Diluted*			
Income from Continuing Operations	\$ 42,207	\$ 69,936	\$ 20,753
(Income) Loss from Continuing Operations allocated to Noncontrolling Interests	(411)	(1,069)	658
Distributions to Preferred Shareholders	(14,356)	(14,356)	(14,611)
Dividends Paid on Unvested Restricted Shares and LTIP Units	(453)	(515)	(804)
Extinguishment of Issuance Costs Upon Redemption of Series A Preferred Stock	-	-	(2,250)
Income from Continuing Operations attributable to Common Shareholders	26,987	53,996	3,746
Discontinued Operations			
(Loss) Income from Discontinued Operations	-	(1,665)	29,195
Loss (Income) from Discontinued Operations allocated to Noncontrolling Interests	-	53	(993)
(Loss) Income from Discontinued Operations attributable to Common Shareholders	-	(1,612)	28,202
Net Income attributable to Common Shareholders	\$ 26,987	\$ 52,384	\$ 31,948
DENOMINATOR:			
Weighted average number of common shares - basic	47,786,811	49,777,302	49,597,613

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Effect of dilutive securities:

Restricted Stock Awards and LTIP Units (unvested)	303,949	347,829	596,041	*
Contingently Issued Shares	278,898	182,375	285,891	*
Weighted average number of common shares - diluted	48,369,658	50,307,506	50,479,545	

\*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.

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

Interest paid during 2015, 2014 and 2013 totaled \$40,240, \$40,760 and \$42,984 respectively. The following non-cash investing and financing activities occurred during 2015, 2014 and 2013:

	2015	2014	2013
Common Shares issued as part of the Dividend Reinvestment Plan	\$ 50	\$ 50	\$ 38
Acquisition of hotel properties:			
Debt assumed, including premium	28,902	24,924	-
Settlement of development loan receivable principal and accrued interest revenue receivable	-	22,494	13,303
Disposition of hotel properties:			
Debt assumed by purchaser	-	45,710	-
Conversion of Common Units to Common Shares	132	72	106
Accrued payables for fixed assets placed into service	992	1,312	2,572



## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

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## 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				32,121	

(1)

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

- (3) We recorded an impairment loss for this property of approximately \$3,723 as the net proceeds did not exceed the carrying value.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 11 – HOTEL DISPOSITIONS (CONTINUED)

## Assets Held for Sale

As of December 31, 2015 and 2014, we had no assets or liabilities related to assets held for sale.

The following table sets forth the components of discontinued operations for the years ended December 31, 2014 and 2013. Discontinued operations include the results of operations for hotels sold in 2013 and the first quarter of 2014.

	2014	2013
Revenue:		
Hotel Operating Revenues	\$ 1,940	\$ 58,045
Total Revenues	1,940	58,045
Expenses:		
Hotel Operating Expenses	1,151	35,158
Gain on Insurance Settlements	74	-
Real Estate and Personal Property Taxes and Property Insurance	91	3,316
General and Administrative	4	36
Depreciation and Amortization	1	7,050
Interest Expense	354	4,863
Other Expense	-	44
Income Tax Expense	2	190
Total Expenses	1,677	50,657
Income from Discontinued Operations	\$ 263	\$ 7,388

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.





HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

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, 2015, 2014 and 2013 was 1,703,386, 1,712,353 and 1,728,679, 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 2015, 2014 and 2013, 8,965, 4,725 and 6,948 Common Units were converted to common shares, respectively. In addition, as noted in “Note 8 – Share Based Payments,” during 2015, the Company issued 128,832 LTIP Units.

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## 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,		
	2015	2014	2013
Statutory federal income tax provision	\$ 13,282	\$ 22,865	\$ 5,152
Adjustment for nontaxable income for Hersha Hospitality Trust	(15,853)	(25,274)	(7,472)
State income taxes, net of federal income tax effect	(581)	(367)	(1,317)
Recognition of deferred tax assets	11	91	(1,963)
Changes in valuation allowance	-	-	-
Total income tax benefit	\$ (3,141)	\$ (2,685)	\$ (5,600)

The components of the Company's income tax expense (benefit) from continuing operations for the years ended December 31, 2015, 2014 and 2013 were as follows:

	For the year ended December 31,		
	2015	2014	2013
Income tax expense (benefit):			
Current:			
Federal	\$ -	\$ -	\$ -
State	-	-	-
Deferred:			
Federal	\$ (2,261)	(2,130)	(3,604)
State	(880)	(555)	(1,996)
Total	(3,141)	\$ (2,685)	\$ (5,600)
Income tax expense (benefit):			
From continuing operations	\$ (3,141)	(2,685)	(5,600)
From discontinued operations	-	2	190
Total	(3,141)	\$ (2,683)	\$ (5,410)

## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 13 – INCOME TAXES (CONTINUED)

The components of consolidated TRS's net deferred tax asset as of December 31, 2015 and 2014 were as follows:

	As of December 31,	
	2015	2014
Deferred tax assets:		
Net operating loss carryforwards	\$ 14,168	\$ 11,387
Accrued expenses and other	1,292	616
Tax credit carryforwards	558	481
Total gross deferred tax assets	16,018	12,484
Valuation allowance	(804)	(804)
Total net deferred tax assets	\$ 15,214	\$ 11,680
Deferred tax liabilities:		
Depreciation and amortization	624	232
Total Net deferred tax assets (liabilities)	\$ 14,590	\$ 11,448

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, 2015, we have gross federal net operating loss carryforwards of \$35,353 which expire over various periods from 2023 through 2035. As of December 31, 2015, we have gross state net operating loss carryforwards of \$40,546 which expire over various periods from 2015 to 2035. The Company has tax credits of \$558

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, 2015, 2014 and 2013.

	2015	2014	2013
Preferred Shares - 8% Series A			
Ordinary income	N/A	N/A	100.00%
Return of Capital	N/A	N/A	0.00%
Capital Gain Distribution	N/A	N/A	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%	100.00%
Return of Capital	0.00%	0.00%	0.00%
Capital Gain Distribution	0.00%	0.00%	0.00%
Common Shares - Class A			
Ordinary income	79.49%	76.34%	45.15%
Return of Capital	20.51%	23.66%	54.85%
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, 2015, 2014 AND 2013

[IN THOUSANDS, EXCEPT SHARE/UNIT AND PER SHARE AMOUNTS]

## NOTE 14 – SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

	Year Ended December 31, 2015			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total Revenues	\$ 95,760	\$ 127,081	\$ 124,560	\$ 123,177
Total Expenses	99,875	108,090	111,396	113,116
(Loss) Income from Unconsolidated Joint Ventures	(274)	526	608	105
(Loss) Income from Continuing Operations	(4,389)	19,517	13,772	10,166
Income Tax Benefit	-	109	631	2,401
Net (Loss) Income	(4,389)	19,626	14,403	12,567
(Loss) Income Allocated to Noncontrolling Interests in Continuing Operations	(443)	405	244	205
Preferred Distributions	3,589	3,589	3,589	3,589
Net (Loss) Income applicable to Common Shareholders	\$ (7,535)	\$ 15,632	\$ 10,570	\$ 8,773
Basic and diluted earnings per share:				
Net (Loss) Income applicable to Common Shareholders	\$ (0.16)	\$ 0.32	\$ 0.22	\$ 0.19
Weighted Average Common Shares Outstanding				
Basic	49,582,790	48,530,716	47,417,452	45,663,416
Diluted	49,582,790	49,043,914	47,909,549	46,211,104
	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	85,216	53,662	106,767	106,340
(Loss) Income from Unconsolidated Joint Ventures	(420)	419	607	87
(Loss) Income from Continuing Operations	(5,288)	58,587	6,888	6,732
Income Tax Benefit	108	(1)	699	1,879
(Loss) Income from Discontinued Operations (including Gain on Disposition of Discontinued Assets)*	(1,333)	-	-	-
Net (Loss) Income	(6,513)	58,586	7,587	8,611
	(507)	1,655	(49)	(83)

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(Loss) Income Allocated to Noncontrolling Interests in Continuing Operations				
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	\$ (0.16)	\$ 1.08	\$ 0.08	\$ 0.12
Discontinued Operations	(0.04)	-	-	-
Net Loss (Income) applicable to Common Shareholders	\$ (0.20)	\$ 1.08	\$ 0.08	\$ 0.12
Weighted Average Common Shares Outstanding				
Basic	50,185,938	49,623,618	49,649,379	49,657,486
Diluted	50,185,938	50,053,389	50,155,497	50,228,966

\*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, 2015

[IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at Close of Period		Total	Accumulated Depreciation
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements		
Residence Inn, Framingham, MA		1,325	12,737	-	4,915	1,325	17,652	18,977	(\$5,770)
Hampton Inn, New York, NY	(22,363)	5,472	23,280	-	1,885	5,472	25,165	30,637	(7,485)
Residence Inn, Greenbelt, MD		2,615	14,815	-	2,252	2,615	17,067	19,682	(5,688)
Courtyard, Brookline, MA		-	47,414	-	2,852	-	50,266	50,266	(13,875)
Residence Inn, Tyson's Corner, VA		4,283	14,475	-	1,927	4,283	16,402	20,685	(4,714)
Hilton Garden Inn, JFK Airport, NY	(19,379)	-	25,018	-	2,775	-	27,793	27,793	(7,730)
Hawthorne Suites, Franklin, MA	(7,330)	1,872	8,968	-	565	1,872	9,533	11,405	(2,500)
Holiday Inn Exp, Cambridge, MA		1,956	9,793	-	2,378	1,956	12,171	14,127	(3,978)

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Residence Inn, Norwood, MA		1,970	11,761	-	1,505	1,970	13,266	15,236	(3,392)
Hampton Inn, Chelsea, NY	(33,155)	8,905	33,500	-	2,423	8,905	35,923	44,828	(9,280)
Hyatt House, Gaithersburg, MD	(13,720)	2,912	16,001	-	4,022	2,912	20,023	22,935	(5,520)
Hyatt House, Pleasant Hills, CA	(20,160)	6,216	17,229	-	3,017	6,216	20,246	26,462	(5,040)
Hyatt House, Pleasanton, CA	(14,490)	3,941	12,560	-	3,530	3,941	16,090	20,031	(4,600)
Hyatt House, Scottsdale, AZ	(16,778)	3,060	19,968	-	3,489	3,060	23,457	26,517	(6,540)
Hyatt House, White Plains, NY	(33,030)	8,823	30,273	-	2,726	8,823	32,999	41,822	(8,630)
Holiday Inn Exp & Suites, Chester, NY	(6,156)	1,500	6,671	-	301	1,500	6,972	8,472	(1,600)

(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, 2015

[IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at Close of Period			Accu Depre
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements	Total	
Hampton Inn, Seaport, NY	(17,462)	7,816	19,040	-	952	7,816	19,992	27,808	(4,63
Sheraton Hotel, JFK Airport, NY	-	-	27,315	-	2,144	-	29,459	29,459	(5,83
Hampton Inn, Philadelphia, PA	-	3,490	24,382	-	5,931	3,490	30,313	33,803	(11,7
Duane Street, Tribeca, NY	(9,167)	8,213	12,869	-	1,378	8,213	14,247	22,460	(3,30
NU Hotel, Brooklyn, NY	-	-	22,042	-	1,562	-	23,604	23,604	(4,72
Hilton Garden Inn, Tribeca, NY	(46,500)	21,077	42,955	-	918	21,077	43,873	64,950	(7,4
Hampton Inn, Times Square, NY	-	10,691	41,637	-	757	10,691	42,394	53,085	(6,23
Holiday Inn Express, Times Square, NY	-	11,075	43,113	-	172	11,075	43,285	54,360	(6,33
Candlewood Suites, Times Square, NY	-	10,281	36,687	-	99	10,281	36,786	47,067	(5,4
Hyatt Place, KOP, PA	-	1,133	7,267	-	4,021	1,133	11,288	12,421	(5,08
		12,152	21,100	-	414	12,152	21,514	33,666	(3,10

Holiday Inn Express, Wall Street, NY Hampton Inn, Washington, DC		9,335	58,048	-	1,232	9,335	59,280	68,615	(8,2
Courtyard, Alexandria, VA	(23,028)	6,376	26,089	-	2,594	6,376	28,683	35,059	(7,6
Sheraton, Wilmington South, DE		1,765	16,929	-	1,265	1,765	18,194	19,959	(3,8
Holiday Inn, Water Street, NY		7,341	28,591	-	382	7,341	28,973	36,314	(3,0

(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, 2015

[IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at Close of Period		Total	Acc Dep
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements		
Capitol Hill Suites Washington, DC	(25,000)	8,095	35,141	-	3,993	8,095	39,134	47,229	(5,7
Courtyard, LA Westside, CA	(35,000)	13,489	27,025	-	4,755	13,489	31,780	45,269	(4,4
Hampton Inn, Pearl Street, NY		11,384	23,432	-	556	11,384	23,988	35,372	(958
Courtyard, Miami, FL		35,699	55,805	-	21,917	35,699	77,722	113,421	(7,2
The Rittenhouse Hotel, PA		7,108	29,556	-	14,127	7,108	43,683	50,791	(7,5
Bulfinch, Boston, MA		1,456	14,954	-	1,481	1,456	16,435	17,891	(1,9
Holiday Inn Express, Manhattan, NY	(51,862)	30,329	57,016	-	801	30,329	57,817	88,146	(5,3
Hyatt, Union Square, NY	(55,750)	32,940	79,300	-	882	32,940	80,182	113,122	(5,5
Courtyard, San Diego, CA		15,656	51,674	-	1,656	15,656	53,330	68,986	(3,5
Residence Inn, Coconut Grove, FL		4,146	17,456	-	7,025	4,146	24,481	28,627	(2,3
Hotel Milo, Santa	(24,147)	-	55,080	-	1,696	-	56,776	56,776	(2,6

Barbara, CA  
Hilton  
Garden Inn,  
Midtown

East, NY	(45,000)	45,480	60,762	-	137	45,480	60,899	106,379	(2,4
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(1) Costs capitalized subsequent to acquisition include reductions of asset value due to impairment.

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## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2015

[IN THOUSANDS]

Description	Encumbrances	Initial Costs		Costs Capitalized Subsequent to Acquisition		Gross Amounts at which Carried at Close of Period		
		Land	Buildings & Improvements	Land	Buildings & Improvements	Land	Buildings & Improvements	Total
Parrot Key Hotel, Key West, FL		57,889	33,959	-	523	57,889	34,482	92,371
Winter Haven Hotel, Miami Beach, FL		5,400	18,147	-	523	5,400	18,670	24,070
Blue Moon Hotel, Miami Beach, FL		4,874	20,354	-	705	4,874	21,059	25,933
St. Gregory Hotel, Washington D.C.	(25,559)	23,764	33,005	-	52	23,764	33,057	56,821
TownePlace Suites, Sunnyvale, CA		-	18,999	-	1	-	19,000	19,000
Ritz Carlton Georgetown, Washington D.C.		17,570	29,160	-	-	17,570	29,160	46,730
Total Investment in Real Estate	\$ (\$545,036)	480,874	1,393,353	\$ -	125,213	480,874	1,518,565	1,999,438

\*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, 2015, 2014 and 2013 is approximately \$1,848,773, \$1,836,861 and \$1,575,555, 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

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## HERSHA HOSPITALITY TRUST AND SUBSIDIARIES

## SCHEDULE III – REAL ESTATE AND ACCUMULATED DEPRECIATION AS OF DECEMBER 31, 2015

[IN THOUSANDS]

	2015	2014	2013
Reconciliation of Real Estate			
Balance at beginning of year	\$ 1,864,382	\$ 1,629,312	\$ 1,520,151
Additions during the year	135,056	333,889	275,032
Dispositions/Deconsolidation of consolidated joint venture during the year	-	(98,819)	(156,504)
Changes/Impairments in Assets Held for Sale		-	(9,367)
Total Real Estate	\$ 1,999,438	\$ 1,864,382	\$ 1,629,312
Reconciliation of Accumulated Depreciation			
Balance at beginning of year	\$ 189,889	\$ 162,189	\$ 150,353
Depreciation for year	47,240	43,218	39,771
Changes/Impairments in Assets Held for Sale	-	-	51
Accumulated depreciation on assets sold	-	(15,518)	(27,986)
Balance at the end of year	\$ 237,129	\$ 189,889	\$ 162,189

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, 2015. Based on that evaluation, management has concluded that, as of December 31, 2015, 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, 2015 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 Stockholders

Hersha Hospitality Trust:

We have audited Hersha Hospitality Trust's internal control over financial reporting as of December 31, 2015, 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, 2015, based on 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 and subsidiaries as of December 31, 2015 and 2014, 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, 2015, and our report dated February 17, 2016 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Philadelphia, Pennsylvania

February 17, 2016

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CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting during the quarter ended December 31, 2015, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None

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PART III

Item 10. Trustees, Executive Officers and Corporate Governance

The required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2016 Annual Meeting of Shareholders.

Item 11. Executive Compensation

The required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2016 Annual Meeting of Shareholders.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Certain of the required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2016 Annual Meeting of Shareholders.

SECURITIES ISSUABLE PURSUANT TO EQUITY COMPENSATION PLANS

As of December 31, 2015, no options or warrants to acquire our securities pursuant to equity compensation plans were outstanding. The following table sets forth the number of securities to be issued upon exercise of outstanding options, warrants and rights; weighted average exercise price of outstanding options, warrants and rights; and the number of securities remaining available for future issuance under our equity compensation plans as of December 31, 2015:

(1)

Plan Category	Number of securities	Weighted average	Number of securities
	to be issued upon exercise of outstanding options, warrants and rights (a)	exercise price of outstanding options, warrants and rights (b)	remaining available for future issuance under equity compensation plans(1) (c)
Equity compensation plans approved by security holders	-	-	2,274,025
Equity compensation plans not approved by security holders	-	-	-
Total	-	-	2,274,025

(1) Represents shares issuable under the Company’s 2012 Amended and Restated Equity Incentive Plan. On January 1, 2012, the Company’s 2008 Equity Incentive Plan (“2008 EIP”) was terminated. Termination of the 2008 EIP does not impact awards issued under the 2008 EIP prior its termination.

#### Item 13. Certain Relationships and Related Transactions, and Trustee Independence

The required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2016 Annual Meeting of Shareholders.

#### Item 14. Principal Accountant Fees and Services

The required information is incorporated herein by reference from our definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the end of the year covered by this Annual Report on Form 10-K with respect to our 2016 Annual Meeting of Shareholders.



PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents filed as part of this report.

1. Financial Statements:

The following financial statements are included in this report on pages 55 to 105:

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2015 and 2014

Consolidated Statements of Operations for the years ended December 31, 2015, 2014 and 2013

Consolidated Statements of Equity and Comprehensive Income for the years ended December 31, 2015, 2014 and 2013

Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013

Notes to Consolidated Financial Statements

2. Financial Statement Schedules:

The following financial statement schedule is included in this report on pages 106 to 110: Schedule III - Real Estate and Accumulated Depreciation for the year ended December 31, 2015



3.Exhibits

The following exhibits listed are filed as a part of this report:

Exhibit  
No.

- 3.1 Articles of Amendment and Restatement of the Declaration of Trust of Hersha Hospitality Trust, as amended and supplemented (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, filed by Hersha Hospitality Trust on May 2, 2013 and incorporated by reference herein).
- 3.2 Amended and Restated Bylaws of Hersha Hospitality Trust (filed as Exhibit 3.1 to the Current Report on Form 8-K, filed by Hersha Hospitality Trust on February 15, 2012 and incorporated by reference herein).
- 4.1 Form of Common Share Certificate. (filed as Exhibit 4.1 to Hersha Hospitality Trust Registration Statement on Form S-11/A filed July 30, 1998 (SEC File No. 333-56087) and incorporated by reference herein).
- 4.2 Junior Subordinated Indenture, dated as of May 13, 2005, between Hersha Hospitality Limited Partnership and JPMorgan Chase Bank, National Association, as trustee (filed as Exhibit 4.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 17, 2005 and incorporated by reference herein).
- 4.3 Form of Junior Subordinated Note (included in Exhibit 4.2).
- 4.4 Amended and Restated Trust Agreement of Hersha Statutory Trust I, dated as of May 13, 2005, among Hersha Hospitality Limited Partnership, as depositor, JPMorgan Chase Bank, National Association, as property trustee, Chase Bank USA, National Association, as Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interests in the assets of Hersha Statutory Trust I (filed as Exhibit 4.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on May 17, 2005 and incorporated by reference herein).
- 4.5 Form of Trust Preferred Security Certificate (included in Exhibit 4.4).
- 4.6 Junior Subordinated Indenture, dated as of May 31, 2005, between Hersha Hospitality Limited Partnership and Wilmington Trust Company, as trustee (filed as Exhibit 4.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on June 6, 2005 and incorporated by reference herein).
- 4.7 Form of Junior Subordinated Note (included in Exhibit 4.6 hereto).
- 4.8 Amended and Restated Trust Agreement of Hersha Statutory Trust II, dated as of May 31, 2005, among Hersha Hospitality Limited Partnership, as depositor, Wilmington Trust Company, as property trustee and as Delaware trustee, the Administrative Trustees named therein and the holders of undivided beneficial interests in the assets of Hersha Statutory Trust II (filed as Exhibit 4.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on June 6, 2005 and incorporated by reference herein).
- 4.9 Form of Trust Preferred Security Certificate (included in Exhibit 4.8 hereto).
- 4.10 Form of specimen certificate representing the 6.875% Series C Cumulative Redeemable Preferred Shares, \$0.01 par value per share (incorporated by reference to Exhibit 4.1 to Hersha Hospitality Trust's Registration Statement on Form 8-A filed on March 1, 2013).
- 10.1 Amended and Restated Agreement of Limited Partnership of Hersha Hospitality Limited Partnership. (filed with the SEC as an exhibit to Hersha Hospitality Trust's Registration Statement on Form S-11, as amended (Registration No. 333-56087).\*

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- 10.2 Option Agreement, dated as of June 3, 1998, among Hasu P. Shah, Jay H. Shah, Neil H. Shah, Bharat C. Mehta, K.D. Patel, Rajendra O. Gandhi, Kiran P. Patel, David L. Desfor, Madhusudan I. Patni, Manhar Gandhi and Hersha Hospitality Limited Partnership.\*
- 10.3 Amendment to Option Agreement, dated December 4, 1998 (filed as Exhibit 10.19(a) to the Registration Statement on Form S-11/A filed by Hersha Hospitality Trust on December 7, 1998 and incorporated by reference herein).

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|----------------|---|
| Exhibit<br>No. |   |
| 10.4           | Second Amendment to the Amended and Restated Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of April 21, 2003 (filed as Exhibit 10.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on April 23, 2003 and incorporated by reference herein).   |
| 10.5           | Second Amendment to Option Agreement (filed as Exhibit 10.15 to the Registration Statement on Form S-3 filed by Hersha Hospitality Trust on February 24, 2004 and incorporated by reference herein).  |
| 10.6           | Membership Interests Contribution Agreement, dated June 15, 2005, by and among Waterford Hospitality Group, LLC, Mystic Hotel Investors, LLC and Hersha Hospitality Limited Partnership (Filed as Exhibit 10.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on June 21, 2005 and incorporated by reference herein).  |
| 10.7           | Form of Limited Liability Company Agreement of Mystic Partners, LLC (filed as Exhibit 10.2 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on June 21, 2005 and incorporated by reference herein).  |
| 10.8           | Form of Limited Liability Company Agreement of Leaseco, LLC (filed as Exhibit 10.4 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on June 21, 2005 and incorporated by reference herein).  |
| 10.9           | Third Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated August 5, 2005 (filed as Exhibit 10.1 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on August 8, 2005 and incorporated by reference herein).   |
| 10.10          | Sixth Amendment to Membership Interests Contribution Agreement, dated February 8, 2006, by and among Hersha Hospitality Limited Partnership, Mystic Hotel Investors, LLC, Waterford Hospitality Group LLC and First American Title Insurance Company (filed as Exhibit 10.5 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 14, 2006 and incorporated by reference herein). |
| 10.11          | First Amendment to Limited Liability Company Operating Agreement of Mystic Partners Leaseco, LLC, dated February 8, 2006 (filed as Exhibit 10.7 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 14, 2006 and incorporated by reference herein).   |
| 10.12          | Conditional Payment Guaranty, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors, LLC to and for the benefit of Merrill Lynch Capital (filed as Exhibit 10.8 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 14, 2006 and incorporated by reference herein).   |
| 10.13          | Conditional Payment Guaranty, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors, LLC to and for the benefit of Merrill Lynch Capital (filed as Exhibit 10.9 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 14, 2006 and incorporated by  |



reference herein).

- 10.14 Supplemental Limited Joinder, dated February 8, 2006, made by Hersha Hospitality Limited Partnership and Mystic Hotel Investors LLC (filed as Exhibit 10.10 to the Current Report on Form 8-K filed by Hersha Hospitality Trust on February 14, 2006 and incorporated by reference herein).
- 10.15 Fourth Amendment to Agreement of Limited Partnership of Hersha Hospitality Trust, dated May 18, 2011 (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2011, filed by Hersha Hospitality Trust on August 8, 2011 and incorporated by reference herein).
- 10.16 Amendment No. 1 to the Hersha Hospitality Trust 2012 Equity Incentive Plan (filed as Exhibit 10.1 to the Current Report on Form 8-K filed with the SEC on May 31, 2011, and incorporated by reference herein).
- 10.17 Second Amended and Restated Employment Agreement, dated April 18, 2012, by and between Hersha Hospitality Trust and Hasu P. Shah (filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and incorporated by reference herein).
- 10.18 Second Amended and Restated Employment Agreement, dated April 18, 2012, by and between Hersha Hospitality Trust and Jay H. Shah (filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and incorporated by reference herein).
- 10.19 Second Amended and Restated Employment Agreement, dated April 18, 2012, by and between Hersha Hospitality Trust and Neil H. Shah (filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and incorporated by reference herein).

Exhibit  
No.

- 10.20 Second Amended and Restated Employment Agreement, dated April 18, 2012, by and between Hersha Hospitality Trust and Ashish R. Parikh (filed as Exhibit 10.4 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and incorporated by reference herein).
- 10.21 Second Amended and Restated Employment Agreement, dated April 18, 2012, by and between Hersha Hospitality Trust and Michael R. Gillespie (filed as Exhibit 10.5 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and incorporated by reference herein).
- 10.22 Form of Share Award Agreement for April 2012 restricted common share award (filed as Exhibit 10.6 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 and incorporated by reference herein).
- 10.23 Form of Fifth Amendment to Agreement of Limited Partnership of Hersha Hospitality Trust Limited Partnership (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on Form 8-K filed on March 1, 2013).
- 10.24 Amended and Restated Credit Agreement, dated as of February 28, 2014, among Hersha Hospitality Limited Partnership, as borrower, Hersha Hospitality Trust, as the parent REIT and a guarantor, certain direct or indirect subsidiaries of the borrower, as guarantors, Citibank, N.A., as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on Form 8-K filed on March 6, 2014).
- 10.25 Sixth Amendment to Agreement of Limited Partnership of Hersha Hospitality Limited Partnership, dated as of December 23, 2014 (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on 8-K filed on December 23, 2014).
- 10.26 Amended and Restated Hersha Hospitality Trust 2012 Equity Incentive Plan, effective as of December 23, 2014 (incorporated by reference to Exhibit 10.2 to Hersha Hospitality Trust's Current Report on 8-K filed on December 23, 2014).
- 10.27 Form of LTIP Unit Vesting Agreement (incorporated by reference to Exhibit 10.3 to t Hersha Hospitality Trust's Current Report on 8-K filed on December 23, 2014).
- 10.28 Contribution Agreement by and among Cindat Manhattan Hotel Portfolio (US) LLC, a Delaware limited liability company, Cindat Hersha Owner JV LLC, a Delaware limited liability company, Cindat Hersha Lessee JV LLC, a Delaware limited liability company, HHLP Duo Three Associates, LLC, a Delaware limited liability company, HHLP Duo Three Lessee, LLC, a Delaware limited liability company , HCIN NYC Owner, LLC, a Delaware limited liability company, and HCIN NYC Lessee, LLC, a Delaware limited liability company, dated as of February 2, 2016 (incorporated by reference to Exhibit 10.1 to Hersha Hospitality Trust's Current Report on Form 8-K filed on February 4, 2016).
- 10.29 Contribution Agreement by and among Cindat Manhattan Hotel Portfolio (US) LLC, a Delaware limited liability company, Cindat Hersha Owner JV LLC, a Delaware limited liability company, Cindat Hersha Lessee JV LLC, a Delaware limited liability company, Brisam, LLC, a Delaware limited liability company, HHLP MSG Lessee, LLC, a Delaware limited liability company, HCIN NYC Owner, LLC, a Delaware limited liability company, and HCIN NYC Lessee, LLC, a Delaware limited liability company, dated as of February 2, 2016 (incorporated by reference to Exhibit 10.2 to Hersha Hospitality Trust's Current Report on Form 8-K filed on February 4, 2016).
- 10.30 Contribution Agreement by and among Cindat Manhattan Hotel Portfolio (US) LLC, a Delaware limited liability company, Cindat Hersha Owner JV LLC, a Delaware limited liability company, Cindat Hersha Lessee JV LLC, a Delaware limited liability company, Maiden Hotel LLC, a New York limited liability company, HHLP Wall Street Lessee, LLC, a Delaware limited liability company, HCIN NYC Owner, LLC,

a Delaware limited liability company, and HCIN NYC Lessee, LLC, a Delaware limited liability company, dated as of February 2, 2016 (incorporated by reference to Exhibit 10.3 to Hersha Hospitality Trust's Current Report on Form 8-K filed on February 4, 2016).

10.31 Contribution Agreement by and among Cindat Manhattan Hotel Portfolio (US) LLC, a Delaware limited liability company, Cindat Hersha Owner JV LLC, a Delaware limited liability company, Cindat Hersha Lessee JV LLC, a Delaware limited liability company, HHLP Duo One Associates LLC, a New York limited liability company, HHLP Duo One Lessee, LLC, a Delaware limited liability company, HCIN NYC Owner, LLC, a Delaware limited liability company, and HCIN NYC Lessee, LLC, a Delaware limited liability company, dated as of February 2, 2016 (incorporated by reference to Exhibit 10.4 to Hersha Hospitality Trust's Current Report on Form 8-K filed on February 4, 2016).

Exhibit No.	
10.32	Contribution Agreement by and among Cindat Manhattan Hotel Portfolio (US) LLC, a Delaware limited liability company, Cindat Hersha Owner JV LLC, a Delaware limited liability company, Cindat Hersha Lessee JV LLC, a Delaware limited liability company, Chelsea Grand East, LLC, a New York limited liability company, 44 Chelsea Delaware, LLC, a Delaware limited liability company, HCIN NYC Owner, LLC, a Delaware limited liability company, and HCIN NYC Lessee, LLC, a Delaware limited liability company, dated as of February 2, 2016 (incorporated by reference to Exhibit 10.5 to Hersha Hospitality Trust's Current Report on Form 8-K filed on February 4, 2016).
10.33	Contribution Agreement by and among Cindat Manhattan Hotel Portfolio (US) LLC, a Delaware limited liability company, Cindat Hersha Owner JV LLC, a Delaware limited liability company, Cindat Hersha Lessee JV LLC, a Delaware limited liability company, HHLP Water Street Associates, LLC, a Delaware limited liability company, HHLP Water Street Lessee, LLC, a New York limited liability company, HCIN NYC Owner, LLC, a Delaware limited liability company, and HCIN NYC Lessee, LLC, a Delaware limited liability company, dated as of February 2, 2016 (incorporated by reference to Exhibit 10.6 to Hersha Hospitality Trust's Current Report on Form 8-K filed on February 4, 2016).
10.34	Contribution Agreement by and among Cindat Manhattan Hotel Portfolio (US) LLC, a Delaware limited liability company, Cindat Hersha Owner JV LLC, a Delaware limited liability company, Cindat Hersha Lessee JV LLC, a Delaware limited liability company, HHLP Duo Two Associates, LLC, a New York limited liability company, HHLP Duo Two Lessee, LLC, a Delaware limited liability company, HCIN NYC Owner, LLC, a Delaware limited liability company, and HCIN NYC Lessee, LLC, a Delaware limited liability company, dated as of February 2, 2016 (incorporated by reference to Exhibit 10.7 to Hersha Hospitality Trust's Current Report on Form 8-K filed on February 4, 2016).
12.1	Statement Regarding Computation of Ratio of Per Statement Regarding the Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Share Dividends.**
21.1	List of Subsidiaries of the Registrant.**
23.1	Consent of KPMG LLP.**
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.**
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.**
101.INS	Instance Document

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101.SCH XBRL Taxonomy Extension Schema Document\*\*  
101.CAL XBRL Taxonomy Extension Calculation Linkbase Document\*\*  
101.DEF XBRL Taxonomy Extension Definition Linkbase Document\*\*  
101.LAB XBRL Taxonomy Extension Label Linkbase Document\*\*  
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document\*\*

Filed as an exhibit to Hersha Hospitality Trust's Registration Statement on Form S-11, as amended, filed June 5, 1998 (SEC File No. 333-56087) and incorporated by reference herein.

\*

\*\* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HERSHA HOSPITALITY  
TRUST

February 17, 2016 /s/ Jay H. Shah  
Jay H. Shah  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Hasu P. Shah Hasu P. Shah	Chairman and Trustee	February 17, 2016
	Chief Executive Officer and Trustee	
/s/ Jay H. Shah Jay H. Shah	(Principal Executive Officer)	February 17, 2016
	President and Chief Operating Officer	
/s/ Neil H. Shah Neil H. Shah	(Chief Operating Officer)	February 17, 2016
	Chief Financial Officer	
/s/ Ashish R. Parikh Ashish R. Parikh	(Principal Financial Officer)	February 17, 2016
/s/ Michael R. Gillespie	Chief Accounting Officer	February 17, 2016

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(Principal Accounting Officer)

Michael R. Gillespie

/s/ Donald J. Landry                      Trustee                      February 17, 2016  
Donald J. Landry

/s/ Thomas J. Hutchison III              Trustee                      February 17, 2016  
Thomas J. Hutchison III

/s/ Michael A. Leven                      Trustee                      February 17, 2016  
Michael A. Leven

/s/ Dianna F. Morgan                      Trustee                      February 17, 2016  
Dianna F. Morgan

/s/ John M. Sabin                      Trustee                      February 17, 2016  
John M. Sabin

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