

ASHFORD HOSPITALITY TRUST INC

Form 8-K

November 28, 2005

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (date of earliest event reported): November 18, 2005**  
**ASHFORD HOSPITALITY TRUST, INC.**  
(Exact name of registrant as specified in its charter)

MARYLAND  
(State of Incorporation)

001-31775  
(Commission File Number)

86-1062192  
(I.R.S. Employer  
Identification Number)

14185 Dallas Parkway, Suite 1100  
Dallas, Texas  
(Address of principal executive offices)

75254  
(Zip code)

Registrant's telephone number, including area code: (972) 490-9600

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 1.01. ENTRY INTO MATERIAL DEFINITIVE AGREEMENTS

On October 12, 2005, as amended on November 11 and November 18, 2005, Ashford Hospitality Trust, Inc. or certain of its subsidiaries (the Company or Registrant ) entered into a definitive agreement, subject to certain conditions and an inspection period, to sell a portfolio of eight Residence Inns hotels to Schuylkill, LLC for approximately \$102.0 million, which includes the assumption of approximately \$93.7 million of existing debt by the buyer. The sale is subject to standard closing conditions, including lender approval on the assumption of indebtedness, and is expected to close within 60 days.

The aforementioned eight Residence Inn hotels are:

Residence Inn Fishkill Fishkill, New Jersey  
Residence Inn Sacramento Sacramento, California  
Residence Inn Ft. Worth Ft. Worth, Texas  
Residence Inn Wilmington Wilmington, Delaware  
Residence Inn Orlando Orlando, Florida  
Residence Inn Warwick Warwick, Rhode Island  
Residence Inn Ann Arbor Ann Arbor, Michigan  
Residence Inn Tyler Tyler, Texas

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ITEM 9.01. EXHIBITS

(a) Exhibits

- 10.26 Purchase and Sale Agreement, dated October 12, 2005, between the Registrant\* and Schuylkill, LLC.
- 10.26.1 Amendment No. 1 to Purchase and Sale Agreement, dated November 11, 2005, between the Registrant\* and Schuylkill, LLC.
- 10.26.2 Amendment No. 2 to Purchase and Sale Agreement, dated November 18, 2005, between the Registrant\* and Schuylkill, LLC.

\* Ruby Sacramento Cal Expo Limited Partnership, Ruby Wilmington Newark Limited Partnership, Ruby Orlando International Limited Partnership, Ruby Ann Arbor Limited Partnership, Ruby Fishkill Limited Partnership, Ruby Ft. Worth River Plaza Limited Partnership, Ruby Providence Warwick Limited Partnership, and Ruby Tyler Hotel Limited Partnership

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 28, 2005

ASHFORD HOSPITALITY TRUST, INC.

By: /S/ DAVID A. BROOKS

David A. Brooks

Chief Legal Officer