



SUNSTONE  
HOTEL INVESTORS











## PORTFOLIO TRANSFORMATION

*Disciplined growth*

32  
hotels



13,208  
keys



\$123.91  
comparable hotel RevPAR



We continued to transform our portfolio in 2011. We focused on disciplined growth with the acquisition of three premier, institutional quality hotels located in gateway U.S. markets: the 460-room Doubletree Guest Suites located in the heart of New York City's Times Square; the 496-room JW Marriott New Orleans located steps from the French Quarter along Canal Street; and the 1,190-room

Hilton San Diego Bayfront with a commanding presence in downtown San Diego adjacent to the Convention Center and Gaslamp Quarter.

We also bolstered liquidity and improved our portfolio consistency and quality by divesting two non-core hotels with the sale of the Royal Palm in Miami Beach, Florida and the Valley River Inn in Eugene, Oregon.



## VALUE TRANSFORMATION

### *Generating growth*

Under the leadership of Marc Hoffman, our Asset Management team welcomed three new members in 2011 to maximize the long-term value of our hotels; generate strong growth in RevPAR, Hotel EBITDA and Hotel EBITDA Margins; and coordinate with our Design & Construction team to ensure renovation projects were completed with minimal disruption to hotel operations.







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*Hilton San Diego Bayfront / Bar*





Marriott Boston Long Wharf / Dining, Bar





## ASSET TRANSFORMATION

### *Maximizing value*

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In addition to our disciplined acquisitions, we focused on maximizing the value of our core hotels by investing more than \$100 million into well-timed, appropriately scoped renovations designed to position our hotels as market leaders within their competitive sets. Through our 2011 renovation program, we upgraded 25% of the rooms in our hotel portfolio and materially upgraded public spaces in 13 of our hotels.





*Marriott Boston Long Wharf*









## TEAM TRANSFORMATION

### *Building our team*

We built a first-class team in 2011. With the appointment of Ken Cruse to President & Chief Executive Officer and the addition of John Arabia, Executive Vice President of Corporate Strategy and Chief Financial Officer and Robert Springer, Senior Vice President—Acquisitions, the senior leadership team, together with Marc Hoffman, Executive Vice President—Chief Operating Officer, continues to focus on executing its growth and value creation strategies. We also welcomed Andrew Batinovich and Douglas Pasquale as independent directors to our Board of Directors in November, and they join the other Board Members under the leadership of Keith Locker, our Non-Executive Chairman.







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*Marriott Boston Long Wharf*





Marriott Boston Long Wharf / Library









## FROM COAST TO COAST IN GATEWAY MARKETS

*\*2011 total EBITDA by region*

*percentages reflect 100% ownership of the Hilton San Diego Bayfront*

### West

#### OREGON

*Marriott Portland*

#### UTAH

*Marriott Park City*

#### CALIFORNIA

*Courtyard by Marriott Los Angeles Airport  
Embassy Suites La Jolla  
Fairmont Newport Beach  
Hilton San Diego Bayfront  
Hilton Del Mar—San Diego  
Hyatt Regency Newport Beach  
Marriott Del Mar—San Diego  
Renaissance Long Beach  
Renaissance Los Angeles Airport  
Sheraton Cerritos*

34%\*



## Mid-West

### MINNESOTA

*Doubletree Guest Suites Minneapolis*  
*Kahler Grand Rochester*  
*Kahler Inn & Suites Rochester*  
*Marriott Rochester*  
*Residence Inn by Marriott Rochester*

### ILLINOIS

*Embassy Suites Chicago*

### MICHIGAN

*Marriott Troy*

12%\*

## Northeast

### MASSACHUSETTS

*Marriott Boston Long Wharf*  
*Marriott Quincy*

### NEW YORK

*Doubletree Guest Suites Times Square*  
*Hilton Times Square*  
*Renaissance Westchester*

### PENNSYLVANIA

*Marriott Philadelphia*

### MD/DC/VA

*Marriott Tysons Corner*  
*Renaissance Baltimore Harborplace*  
*Renaissance Washington, D.C.*

### FLORIDA

*Renaissance Orlando at SeaWorld®*

43%\*

11%\*

### LOUISIANA

*JW Marriott New Orleans*

### TEXAS

*Hilton North Houston*  
*Marriott Houston*

## South





## *To Our Shareholders:*

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### *2011 was a transformational year for Sunstone*

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Throughout the course of 2011, our asset management team, led by Marc Hoffman, worked diligently with our third-party operators to achieve a number of asset-specific performance targets designed to maximize revenue growth while preserving cost efficiencies. Due in no small part to the efforts of our asset management team, our portfolio generated 7.2% growth in RevPAR and a 130 basis point improvement in Adjusted Hotel EBITDA margins in 2011.

Our design and construction team, led by Guy Lindsey, completed over \$100 million of high-quality renovations of our portfolio in 2011. As expected, the 13 hotels that received renovations during the first half of 2011 generated strong post-renovation growth—collectively increasing RevPAR by 10.5% in the fourth quarter of 2011. This above-market revenue growth is expected to continue in 2012 and translate into material improvements in bottom line profitability while improving the overall quality and value of our portfolio.

Our finance team, led by John Arabia, made positive strides toward improving our credit ratios during the year by addressing near-term debt maturities while proactively reducing our overall indebtedness. Additionally, the finance team improved the depth and quality of the information we provide to our investors—helping to ensure that our existing and prospective investors have the necessary information to make sound investment decisions about Sunstone, and to gage the quality of our management decisions and the degree of our effectiveness.

Our acquisitions and dispositions team, led by Robert Springer, helped to improve our portfolio quality and scale during 2011, through our acquisition of three high-quality hotels with a combined value in excess of \$900 million. These well-timed investments expanded our presence in key growth markets, including New York City's Times Square and San Diego's core downtown market, as well as marking our introduction into New Orleans' French Quarter. Each of these investments outperformed our expectations in 2011. Additionally, we improved our portfolio quality and consistency by divesting of two non-core hotels during 2011. Our sale of the Royal Palm in Miami Beach, Florida and the Valley River Inn in Eugene, Oregon, allowed us to better allocate our resources toward improving the value of our core assets.

Solid execution across many facets of our business led to a material increase in our corporate revenues and Adjusted EBITDA, each of which grew by nearly 34% to \$835 million and \$212 million, respectively. This solid operational performance translated into a very strong 53% growth in our Adjusted FFO available to common stockholders, which increased to \$0.87.

Perhaps our most important accomplishment in 2011 was the finalization of our senior leadership team. Throughout the year we carefully increased the depth, experience, cohesion and alignment of our leadership team by adding key players to several of our core functions. In 2011 we also welcomed independent directors Andrew Batinovich and Douglas Pasquale to our Board of Directors, which is now under the independent leadership of Keith Locker, our new Non-Executive Chairman. During the year we announced that Sunstone's founder, Bob Alter, will retire from our Board of Directors in May of 2012. Sunstone has benefited immeasurably from Bob's unique talent, vision and generosity. Bob has been, and remains, a true friend to each of us on the Sunstone team.

### *We will build positive momentum in 2012 and beyond*

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Our mission is simply to be the premier hotel owner. While to some our mission may seem overly simplistic, vague, or exceedingly lofty, to each of us on the Sunstone team our mission clearly and accurately crystallizes the long-term goal each of us has committed to accomplish.

**Strategic Plan:** Value creation is a daily priority for everyone on the Sunstone team. In a cyclical business such as lodging real estate, the most important and lasting opportunities to create value occur at the inflection points of our business cycle. We are currently in the third year of what we believe will be a prolonged recovery for our industry. While we see no signs of an impending cyclical peak, our strategic plan focuses on laying the appropriate groundwork today in order to position the company to capitalize on opportunities at the next cyclical inflection and ensuing trough. Specifically, our strategic plan is focused on proactive portfolio management, intensive asset management, targeted capital investments and prudent external growth, measured improvements to our capital structure and best-in-class communications.



**Portfolio Management:** Portfolio management is a generic term we use to describe cross-discipline, holistic oversight of our portfolio of hotels. The goal of our portfolio management function is to smartly improve the quality and scale of our portfolio while maximizing portfolio synergies. Specific objectives range from ensuring that our capital investments are concentrated in assets and markets where the highest returns stand to be realized; to culling non-strategic hotels; to designating target markets, geographies and asset types; and to the implementation of portfolio-wide efficiency programs.

**Asset Management:** We currently own 32 complex, independent operating businesses, each with its own set of unique opportunities and risks. Our asset management team is responsible for maximizing the long-term value of each of our hotels by developing and executing specific plans designed to take full advantage of each hotel's strengths and mitigate each hotel's competitive risks.

**Capital Investments:** Our goal is to own a portfolio of institutional-quality hotels, each of which is among the top one or two hotels within its competitive set. Accordingly, our internal capital investment program has been, and remains, a top priority. During 2012 we will continue to enhance the caliber and attractiveness of our portfolio by renovating our Renaissance Washington, D.C., JW Marriott New Orleans, Renaissance Westchester and Hyatt Regency Newport Beach. Additionally, we have instituted a program focused on systematic improvements to the energy efficiency of each of our hotels, which will drive additional profits while reducing our overall environmental impact through decreased electrical, gas and water consumption.

**External Growth:** We intend to improve our portfolio's quality and scale through a patient and prudent acquisitions program. We will conduct our acquisitions in ways that will complement our existing portfolio and create stockholder value. Specifically, while we believe additional scale would drive added stockholder benefits, we intend to only acquire hotels pursuant to transactions that will improve portfolio quality, credit statistics and our internal estimate of net asset value per share.

**Capital Structure:** Our strategy calls for gradual deleveraging in a measured, shareholder-friendly way, such as by utilizing excess cash flow to repay debt rather than instituting significant cash dividends at this time, as well as

funding acquisitions principally using equity issued at an attractive valuation relative to the subject hotel.

**Communications:** We intend to continue to build on our already best-in-class disclosure and investor communications program. By giving you, our investors, the information needed to make detailed assessments of our decisions—whether related to operations, capital allocation or finance—we are providing you with the necessary tools to make sound investment decisions related to Sunstone.

### *Looking ahead*

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In contrast to the pessimistic macro-economic backdrop, lodging industry fundamentals have materially strengthened over the past year and are now highly constructive. Supply trends and capital costs are at historic lows while lodging demand continues to build—with groups booking and business travelers hitting the road in record numbers. The lodging industry's leading indicators unquestionably point toward prolonged growth over the years ahead. Sunstone's portfolio is well positioned to capitalize on the ongoing recovery in the lodging cycle, and just as we have seen during prior cyclical recoveries, we are confident that through our continued execution of our plan, our hotels will generate EBITDA well in excess of prior peak levels over the next few years.

Sunstone is well positioned for growth, and we are confidently and enthusiastically executing on a balanced strategy designed to leverage the strengths of our portfolio and our team, capitalize on Sunstone's unique value opportunity, reduce our cost of capital and, ultimately, establish Sunstone as the premier hotel owner.

It is our privilege and honor to work for you, our investors, and it is our responsibility to earn your continued support and loyalty while expanding our shareholder base.

We sincerely thank you for your interest in Sunstone.



Kenneth E. Cruse  
President & Chief Executive Officer





Marriott Boston Long Wharf / Lobby





## FINANCIAL REVIEW

### *Table of Contents*

<i>Selected Financial Data</i>	<i>/ 18</i>
<i>Management's Discussion and Analysis of Financial Condition and Results of Operations</i>	<i>/ 19</i>
<i>Reports of Independent Registered Public Accounting Firm</i>	<i>/ 46</i>
<i>Consolidated Balance Sheets</i>	<i>/ 48</i>
<i>Consolidated Statements of Operations</i>	<i>/ 49</i>
<i>Consolidated Statements of Equity</i>	<i>/ 50</i>
<i>Consolidated Statements of Cash Flows</i>	<i>/ 51</i>
<i>Notes to Consolidated Financial Statements</i>	<i>/ 53</i>
<i>Stock Information</i>	<i>/ 82</i>
<i>Corporate Information</i>	<i>inside back cover</i>



# SELECTED FINANCIAL DATA

The following table sets forth selected financial information for the Company that has been derived from the consolidated financial statements and notes. This information should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this Annual Report.

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009	Year Ended December 31, 2008	Year Ended December 31, 2007
(\$ in thousands)					
<b>OPERATING DATA:</b>					
<b>REVENUES:</b>					
Room	\$ 572,289	\$ 418,943	\$ 401,920	\$ 496,727	\$ 484,795
Food and beverage	196,524	159,365	157,219	196,361	194,257
Other operating	65,916	46,236	50,173	55,619	50,579
Total revenues	834,729	624,544	609,312	748,707	729,631
<b>OPERATING EXPENSES:</b>					
Room	144,334	107,788	100,578	112,703	108,590
Food and beverage	143,120	116,856	115,246	141,714	140,620
Other operating	26,092	23,265	23,579	26,241	26,086
Advertising and promotion	41,952	32,225	31,545	34,858	33,803
Repairs and maintenance	33,766	27,161	26,819	28,953	27,127
Utilities	31,014	24,527	24,429	28,265	25,330
Franchise costs	29,115	21,474	20,658	24,579	23,700
Property tax, ground lease and insurance	63,423	40,980	42,820	44,420	43,211
Property general and administrative	98,642	74,535	71,019	84,830	84,149
Corporate overhead	25,746	21,971	25,227	21,495	27,836
Depreciation and amortization	127,945	92,374	92,457	92,466	88,685
Impairment loss	10,862	1,943	30,852	57	—
Total operating expenses	776,011	585,099	605,229	640,581	629,137
Operating income	58,718	39,445	4,083	108,126	100,494
Equity in net earnings (losses) of unconsolidated joint ventures	21	555	(27,801)	(1,445)	(3,588)
Interest and other income	3,118	111	1,388	3,637	8,874
Interest expense	(82,965)	(70,174)	(75,869)	(82,489)	(76,767)
Gain on remeasurement of equity interests	69,230	—	—	—	—
Gain (loss) on extinguishment of debt	—	—	54,506	—	(417)
Income (loss) from continuing operations	48,122	(30,063)	(43,693)	27,829	28,596
Income (loss) from discontinued operations	33,177	68,605	(225,915)	43,409	95,280
Net income (loss)	81,299	38,542	(269,608)	71,238	123,876
Income from consolidated joint venture attributable to non-controlling interest	(312)	—	—	—	—
Distributions to non-controlling interest	(30)	—	—	—	—
Dividends paid on unvested restricted stock compensation	—	—	(447)	(814)	(1,007)
Preferred stock dividends and accretion	(27,321)	(20,652)	(20,749)	(20,884)	(20,795)
Undistributed income allocated to unvested restricted stock compensation	(636)	(102)	—	—	(222)
Undistributed income allocated to Series C preferred stock	—	—	—	—	(1,397)
Income available (loss attributable) to common stockholders	\$ 53,000	\$ 17,788	\$ (290,804)	\$ 49,540	\$ 100,455
Income (loss) from continuing operations available (attributable) to common stockholders per diluted common share	\$ 0.17	\$ (0.51)	\$ (0.93)	\$ 0.11	\$ 0.09
Cash dividends declared per common share <sup>(1)</sup>	\$ 0.00	\$ 0.00	\$ 0.00	\$ 1.20	\$ 1.31
<b>BALANCE SHEET DATA:</b>					
Investment in hotel properties, net	\$2,777,826	\$1,902,819	\$1,907,449	\$1,988,255	\$1,984,954
Total assets	\$3,101,240	\$2,436,106	\$2,513,530	\$2,805,611	\$3,049,152
Total debt <sup>(2)</sup>	\$1,570,477	\$1,131,530	\$1,191,749	\$1,377,474	\$1,382,350
Total liabilities	\$1,675,946	\$1,236,807	\$1,526,867	\$1,791,103	\$1,836,894
Equity	\$1,325,294	\$1,099,299	\$ 886,767	\$ 914,812	\$1,112,762

(1) Does not include non-cash common stock dividend of \$0.60 per share declared in 2008.

(2) Does not include debt which has been reclassified to discontinued operations.



# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the consolidated financial statements and related notes included elsewhere in this report.

## OVERVIEW

Sunstone Hotel Investors, Inc. is a Maryland corporation. We operate as a self-managed and self-administered real estate investment trust, or REIT. A REIT is a legal entity that directly or indirectly owns real estate assets. REITs generally are not subject to federal income taxes at the corporate level as long as they pay stockholder dividends equivalent to 100% of their taxable income. REITs are required to distribute to stockholders at least 90% of their taxable income. We own, directly or indirectly, 100% of the interests of Sunstone Hotel Partnership, LLC (the "Operating Partnership"), which is the entity that directly or indirectly owns our hotel properties. We also own 100% of the interests of our taxable REIT subsidiary, Sunstone Hotel TRS Lessee, Inc., which leases all of our hotels from the Operating Partnership, and engages third-parties to manage our hotels. In addition, prior to January 21, 2011, we owned 50.0% of BuyEfficient, LLC ("BuyEfficient"), an electronic purchasing platform that allows members to procure food, operating supplies, furniture, fixtures and equipment. In January 2011, we purchased the outside 50.0% equity interest in BuyEfficient, and as a result, we are now the sole owner of BuyEfficient.

We own primarily upper upscale and upscale hotels in the United States. As of December 31, 2011, we had interests in 32 hotels (the "32 hotels"). Of the 32 hotels, we classify 29 as upscale or upper upscale, two as luxury and one as upper mid-scale as defined by Smith Travel Research, Inc. The majority of our hotels are operated under nationally recognized brands such as Marriott, Hilton, Fairmont, Hyatt and Sheraton, which are among the most respected and widely recognized brands in the lodging industry. While we believe the largest and most stable segment of demand for hotel rooms is represented by travelers who prefer the consistent service and quality associated with nationally recognized brands, we also believe that in certain markets the strongest demand growth may come from travelers who prefer non-branded hotels that focus on highly customized service standards.

We seek to own hotels in urban locations that benefit from significant barriers to entry by competitors. Most of our hotels are considered business, convention, or airport hotels, as opposed to resort, leisure or extended-stay hotels. The hotels comprising our 32 hotel portfolio average 413 rooms in size.

Our mission is to create meaningful value for our stockholders by becoming the premier hotel owner. Our values include transparency, trust, ethical conduct, communication and discipline. As demand for lodging generally fluctuates with the overall economy (we refer to these changes in demand as the lodging cycle), we seek to employ a balanced, cycle-appropriate corporate strategy that encompasses proactive portfolio management, intensive asset management, disciplined external growth and measured balance sheet improvement as detailed below:

- ✱ **Proactive Portfolio Management:** The leaders of each of our core disciplines function as a portfolio management team. The portfolio management team's purpose is to strategically maximize the long-term value of our assets by enhancing portfolio quality / scale, optimizing market exposure, and improving effectiveness / efficiency of decision making by developing long-term portfolio objectives, asset specific plans and a comprehensive external growth strategy. The team is responsible for developing portfolio-wide objectives related to brand and operator relationships, asset quality and scale targets, target markets, capital investments, and asset-level capitalization. The team is also responsible for developing a comprehensive portfolio growth strategy and decision support tools and models.
- ✱ **Intensive Asset Management:** Through all phases of the lodging cycle, our strategy emphasizes internal growth and value enhancements through proactive asset management, which entails working closely with our third-party hotel operators to develop and implement long-term strategic plans for each hotel designed to enhance revenues, minimize operational expenses and asset risk, maximize the appeal of our hotels to travelers and maximize our return on invested capital. We also focus on improving the appeal and growth potential of our existing hotels through an internally-managed comprehensive hotel renovation program.
- ✱ **Disciplined External Growth:** Our acquisitions plan is oriented around investing in institutional-quality hotels which generate returns in excess of our cost of capital. During the recovery and growth phases of the lodging cycle, our strategy emphasizes external growth objectives oriented toward active investment in hotels that are additive to the quality of our portfolio, that have attractive growth potential and that may benefit from our asset management competencies. We endeavor to structure our acquisitions in a way that will not only increase the value of our common shares, but also will advance our other corporate objectives, such as improving our financial flexibility and reducing our leverage. During periods of cyclical decline, our strategy may emphasize opportunistically investing in distressed assets and the repurchase of our equity or debt securities.



✱ **Measured Balance Sheet Improvement:** Our financial objectives include the measured improvement of our credit ratios, improved disclosures, maintenance of appropriate levels of liquidity, and a gradual reduction in our financial leverage. Our financial objectives are integral to our overall corporate strategy, and accordingly we have developed our financial objectives in conjunction with our internal and external growth objectives. The lodging industry is economically sensitive. Therefore, our financial objectives are aimed at reducing the potentially negative impact of combining high operating leverage with high financial leverage, while preserving access to multiple capital sources and minimizing our weighted-average cost of capital. We seek to capitalize our acquisitions in a way that will advance our financial objectives. For example, as reducing our financial leverage is a key objective, we expect to fund our acquisitions with a greater proportion of equity capital than debt capital. During the mature phase of the lodging cycle, our financial objectives may include liquidity improvement, which may be accomplished through selective hotel dispositions.

During 2010 and continuing into 2011, we witnessed improving business and consumer sentiment, which resulted in improved hotel revenues and profits. Accordingly, we believe we are currently in the early stages of a recovery phase of the lodging cycle, during which hotels acquired are likely to benefit from a multi-year recovery in hotel profitability, and are likely to create long-term value in excess of our investment hurdles. Accordingly, we deployed a portion of our excess cash balance during 2011 towards selective acquisitions. These selective acquisitions included: the purchase of the outside 62.0% equity interests in our Doubletree Guest Suites Times Square joint venture for \$37.5 million in cash and the assumption of \$270.0 million in non-recourse senior mortgage and mezzanine debt; the purchase of the outside 50.0% equity interest in our BuyEfficient joint venture for \$9.0 million in cash; the purchase of the JW Marriott New Orleans for approximately \$51.6 million in cash and the assumption of \$42.2 million in debt; and the purchase of a 75.0% majority interest in a joint venture that owns the Hilton San Diego Bayfront for approximately \$182.8 million. Concurrent with the Hilton San Diego Bayfront acquisition, the joint venture entered into a new \$240.0 million mortgage financing secured by the hotel. Our acquisition program is aimed at generating attractive risk-adjusted returns on our investment dollars, and therefore we may target lodging assets outside of the typical branded, urban, upper upscale profile represented by our existing portfolio in order to capitalize on opportunities which may arise. We intend to select the brands and operators for our hotels that we believe will lead to the highest returns.

Additionally, the scope of our acquisitions program may include large hotel portfolios or hotel loans. In general, future acquisitions may be funded by our issuance of additional debt or equity securities, including our common and preferred OP units, or by draws on our \$150.0 million senior corporate credit facility entered into in November 2010. However, in light of our current financial objectives, we expect to fund any near term acquisitions with a greater proportion of equity capital than debt capital.

We have disposed, and will continue to dispose, of assets that we believe will not offer long-term returns in excess of our cost of capital, or that have a high risk profile relative to their anticipated return expectations. In April 2011, we completed the sale of the Royal Palm Miami Beach for a gross sales price of \$130.0 million, including \$40.0 million in cash and a \$90.0 million mortgage-secured purchase money loan (the “Royal Palm note”) to the buyer, and recognized a gain on the sale of \$14.0 million. We sold the Royal Palm note in October 2011 and received net proceeds of approximately \$79.2 million. In anticipation of this sale, we recorded an impairment loss of \$10.9 million in September 2011. We retained an earn-out right on the Royal Palm hotel which will enable the Company to receive future payments of up to \$20.0 million in the event that the hotel achieves certain return hurdles.

In October 2011, we completed the sale of the Valley River Inn located in Eugene, Oregon for a gross sales price of \$16.4 million, including the assumption of the existing mortgage secured by the hotel which totaled \$11.5 million at the date of sale, and recognized a gain on the sale of \$0.9 million.

In October 2011, we refinanced \$270.0 million of non-recourse senior mortgage and mezzanine debt secured by interests in the Doubletree Guest Suites Times Square, which was scheduled to mature in January 2012, and which bore a blended interest rate of 3-month LIBOR plus 115 basis points, with a new \$180.0 million non-recourse mortgage which matures in October 2018, and bears interest at a floating rate of 3-month LIBOR plus 325 basis points. In conjunction with this refinancing, we entered into an interest rate protection agreement which caps the interest rate on the new mortgage at 4.0% until October 2015. We funded the remainder of the repayment of the prior loan with approximately \$90.0 million of our unrestricted cash.



As of December 31, 2011, the weighted average term to maturity of our debt is approximately 6 years, and 73.4% of our debt is fixed rate with a weighted average interest rate of 5.5%. The weighted average interest rate on all of our debt, which includes the effect of our interest rate derivative agreements based on the variable rates at December 31, 2011, is 5.0%. As of December 31, 2011, approximately \$325.8 million of our total debt matures over the next four years (\$32.0 million in 2012, \$62.5 million in 2013, assuming we repay our Operating Partnership's 4.60% exchangeable senior notes (the "Senior Notes") then remaining balance of \$62.5 million at the first put date in 2013, none in 2014 and \$231.3 million in 2015). In February 2012, we repurchased \$4.5 million of our Senior Notes for a price of \$4.57 million plus accrued interest of approximately \$13,000, leaving approximately \$321.3 million of our debt maturing over the next four years. The \$321.3 million does not include \$22.0 million of scheduled loan amortization payments due in 2012, \$24.1 million due in 2013, \$30.4 million due in 2014, or \$27.9 million due in 2015.

## OPERATING ACTIVITIES

*Operating Performance Indicators.* The following performance indicators are commonly used in the hotel industry:

- \* *Occupancy*;
- \* *Average daily room rate*, or ADR;
- \* *Revenue per available room*, or RevPAR, which is the product of occupancy and ADR, and does not include food and beverage revenue, or other operating revenue;
- \* *Comparable RevPAR*, which we define as the RevPAR generated by hotels we owned as of the end of the reporting period, but excluding those hotels that experienced material and prolonged business interruption due to renovations, re-branding or property damage during either the most recent calendar year presented or the calendar year immediately preceding it. For hotels that were not owned for the entirety of the comparison periods, comparable RevPAR is calculated using RevPAR generated during periods of prior ownership. We refer to this subset of our hotels used to calculate comparable RevPAR as our "Comparable Portfolio." Currently our Comparable Portfolio includes all 32 hotels, and includes prior ownership results for the Doubletree Guest Suites Times Square, the JW Marriott New Orleans and the Hilton San Diego Bayfront, as well as operating results for the Renaissance Westchester for all periods presented, including the periods in 2009 and 2010 while it was held in receivership;
- \* *RevPAR index*, which is the quotient of a hotel's RevPAR divided by the average RevPAR of its competitors, multiplied by 100. A RevPAR index in excess of 100 indicates a hotel is achieving higher RevPAR than its competitors. In addition to absolute RevPAR index, we monitor changes in RevPAR index;
- \* *EBITDA*, which is net income (loss) excluding: non-controlling interests; interest expense; provision for income taxes, including income taxes applicable to sale of assets; and depreciation and amortization;
- \* *Adjusted EBITDA*, which includes EBITDA but excludes: amortization of deferred stock compensation; the impact of any gain or loss from asset sales; impairment charges; and any other identified adjustments;
- \* *Funds from operations*, or FFO, which includes net income (loss), excluding non-controlling interests, gains and losses from sales of property, plus real estate-related depreciation and amortization (excluding amortization of deferred financing costs) and real estate-related impairment losses, and after adjustment for unconsolidated partnerships and joint ventures; and
- \* *Adjusted FFO*, which includes FFO but excludes penalties, written-off deferred financing costs, non-real estate-related impairment losses and any other identified adjustments.

*Revenues.* Substantially all of our revenues are derived from the operation of our hotels. Specifically, our revenues consist of the following:

- \* *Room revenue*, which is the product of the number of rooms sold and the ADR;
- \* *Food and beverage revenue*, which is comprised of revenue realized in the hotel food and beverage outlets as well as banquet and catering events; and
- \* *Other operating revenue*, which includes ancillary hotel revenue and other items primarily driven by occupancy such as telephone, transportation, parking, spa, entertainment and other guest services. Additionally, this category includes, among other things, operating revenue from our commercial laundry facility located in Rochester, Minnesota, BuyEfficient (subsequent to our purchase of the outside 50.0% equity interest in January 2011), and hotel space leased by third parties.

*Expenses.* Our expenses consist of the following:

- \* *Room expense*, which is primarily driven by occupancy and, therefore, has a significant correlation with room revenue;
- \* *Food and beverage expense*, which is primarily driven by food and beverage sales and banquet and catering bookings and, therefore, has a significant correlation with food and beverage revenue;
- \* *Other operating expense*, which includes the corresponding expense of other operating revenue, advertising and promotion, repairs and maintenance, utilities, and franchise costs;

- ✱ *Property tax, ground lease and insurance expense*, which includes the expenses associated with property tax, ground lease and insurance payments, each of which is primarily a fixed expense, but property tax is subject to regular revaluations based on the specific tax regulations and practices of each municipality;
- ✱ *Property general and administrative expense*, which includes our property-level general and administrative expenses, such as payroll and related costs, professional fees, travel expenses, and management fees;
- ✱ *Corporate overhead expense*, which includes our corporate-level expenses, such as payroll and related costs, amortization of deferred stock compensation, acquisition and due diligence costs, severance expense, contract and professional fees, bad debt, relocation, entity level state franchise and minimum tax payments, travel expenses and office rent;
- ✱ *Depreciation and amortization expense*, which includes depreciation on our hotel and commercial laundry facility buildings, improvements, furniture, fixtures and equipment, along with amortization on our franchise fees and intangibles; and
- ✱ *Impairment loss*, which includes the charges we have recognized to reduce the carrying value of assets on our balance sheets to their fair value and to write-off goodwill in association with our impairment evaluations.

**Other Revenue and Expense.** Other revenue and expense consists of the following:

- ✱ *Equity in net earnings (losses) of unconsolidated joint ventures*, which includes our portion of net earnings or losses from our two joint ventures, BuyEfficient and Doubletree Guest Suites Times Square, prior to our acquisitions of the outside interests in both joint ventures in January 2011. Subsequent to these acquisitions, both entities are now presented on a consolidated basis;
- ✱ *Interest and other income*, which includes interest income we have earned on our restricted and unrestricted cash accounts and the Royal Palm note, as well as any gains or losses we have recognized on sales of assets other than hotels;
- ✱ *Interest expense*, which includes interest expense incurred on our outstanding debt, accretion of the Senior Notes, amortization of deferred financing fees, any write-offs of deferred financing fees, and any loan penalties and fees incurred on our debt;
- ✱ *Gain on remeasurement of equity interests*, which includes the gain we recognized to mark up the equity interests in our BuyEfficient and Doubletree Guest Suites Times Square joint ventures to fair market value upon our purchases of the outside equity interests in these joint ventures, as well as our gain to mark up the mezzanine loan to its fair value in connection with the acquisition of the outside equity interest in the Doubletree Guest Suites Times Square joint venture;
- ✱ *Gain on extinguishment of debt*, which includes the gain we recognized on the repurchase and cancellation of the Senior Notes;
- ✱ *Income from consolidated joint venture attributable to non-controlling interest*, which includes net income attributable to the outside 25.0% interest in the joint venture that owns the Hilton San Diego Bayfront;
- ✱ *Distributions to non-controlling interest*, which includes preferred dividends earned by investors from an entity that owns the Doubletree Guest Suites Times Square, including related administrative fees;
- ✱ *Dividends paid on unvested restricted stock compensation*, which includes dividends earned on our unvested restricted stock awards;
- ✱ *Preferred stock dividends and accretion*, which includes dividends earned on our 8.0% Series A Cumulative Redeemable Preferred Stock ("Series A preferred stock"), Series C Cumulative Convertible Redeemable Preferred Stock ("Series C preferred stock") and 8.0% Series D Cumulative Redeemable Preferred Stock ("Series D preferred stock"), as well as redemption value accretion on our Series C preferred stock; and
- ✱ *Undistributed income allocated to unvested restricted stock compensation*, which includes undistributed income allocated to unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) pursuant to the two-class method.

**Factors Affecting Our Operating Results.** The primary factors affecting our operating results include overall demand for hotel rooms, the pace of new hotel development, or supply, and the relative performance of our operators in increasing revenue and controlling hotel operating expenses.

- ✱ *Demand.* The demand for lodging generally fluctuates with the overall economy. In 2010, following a two year cyclical trough, we began to see signs of improving demand trends, and Comparable Portfolio RevPAR increased 5.3% as compared to 2009, with a 210 basis point increase in portfolio occupancy. These improving demand trends continued in 2011, and Comparable Portfolio RevPAR increased 7.2% in 2011 as compared to 2010, with a 260 basis point increase in portfolio occupancy. Consistent with prior trends, we anticipate that lodging demand will continue to improve as the U.S. economy continues to strengthen. Historically, cyclical troughs are followed by extended periods of relatively strong demand, resulting in a cyclical lodging growth phase. While growth is not expected to be uniform, we expect hotel demand to remain strong over the next several quarters as economic growth, employment and business investment are expected to increase.



- ✱ *Supply.* The addition of new competitive hotels affects the ability of existing hotels to drive RevPAR and profits. The development of new hotels is largely driven by construction costs and expected performance of existing hotels. The recession and credit crisis which occurred in 2008 and 2009, served to restrict credit and tighten lending standards, which resulted in a meaningful curtailment of funding for new hotel construction projects. Moreover, with same-property hotel profitability still below peak levels, new supply in many markets is difficult to justify economically. Accordingly, we believe hotel development will be constrained until operating trends of existing hotels improve to levels where developer return targets can be achieved, and until the construction financing markets recover. Given the one-to-three-year timeline needed to construct a typical hotel that would compete with our hotels, we expect a window of at least two to four years during which hotel supply, as indicated by the number of new hotel openings, will be below historical levels.
- ✱ *Revenues and expenses.* We believe that marginal improvements in RevPAR index, even in the face of declining revenues, are a good indicator of the relative quality and appeal of our hotels, and our operators' effectiveness in maximizing revenues. Similarly, we also evaluate our operators' effectiveness in minimizing incremental operating expenses in the context of increasing revenues or, conversely, in reducing operating expenses in the context of declining revenues.

With respect to improving RevPAR index, we continue to work with our hotel operators to optimize revenue management initiatives while taking into consideration market demand trends and the pricing strategies of competitor hotels in our markets. We also develop capital investment programs designed to ensure each of our hotels is well renovated and positioned to appeal to groups and individual travelers fitting target guest profiles. Our revenue management initiatives are generally oriented towards maximizing ADR even if the result may be lower occupancy than may be achieved through lower ADR. Increases in RevPAR attributable to increases in ADR may be accompanied by minimal additional expenses, while increases in RevPAR attributable to higher occupancy may result in higher variable expenses such as housekeeping, labor and utilities expense. Thus, increases in RevPAR associated with higher ADR may result in higher hotel EBITDA margins. Increases in RevPAR associated with higher occupancy may result in a more muted hotel EBITDA margin improvement.

With respect to maximizing operating flow through, we continue to work with our operators to identify operational efficiencies designed to reduce expenses while minimally affecting guest experience. Key asset management initiatives include optimizing hotel staffing levels, increasing the efficiency of the hotels, such as installing energy efficient management and inventory control systems, and selectively combining certain food and beverage outlets. Our operational efficiency initiatives may be difficult or take time to implement, as most categories of variable operating expenses, such as utilities and certain labor costs, such as housekeeping, fluctuate with changes in occupancy. Furthermore, our hotels operate with significant fixed costs, such as general and administrative expense, insurance, property taxes, and other expenses associated with owning hotels, over which our operators have little control. We have experienced increases in hourly wages, employee benefits (especially health insurance), utility costs and property insurance, which have negatively affected our operating margins. Moreover, there are limits to how far our operators can reduce expenses without affecting brand standards or the competitiveness of our hotels.

*Operating Results.* The following table presents our operating results for our total portfolio for 2011 and 2010, including the amount and percentage change in the results between the two periods. The table presents the results of operations included in the consolidated statements of operations, and includes the 32 hotels (13,208 rooms) as of December 31, 2011 and 29 hotels (11,056 rooms) as of December 31, 2010. Income from discontinued operations for the year ended December 31, 2011 includes the results of operations and other adjustments for the following: Royal Palm Miami Beach, which was sold in April 2011; our commercial laundry facility located in Salt Lake City, Utah, which was sold in July 2011; and the Valley River Inn located in Eugene, Oregon, which was sold in October 2011. Income from discontinued operations for the year ended December 31, 2011 also includes the gain on extinguishment of debt related to the resolution of the contingency for franchise termination fees for the Hilton Huntington, Residence Inn by Marriott Manhattan Beach, Marriott Provo, Courtyard by Marriott San Diego (Old Town), and Marriott Salt Lake City (University Park), which hotels were deeded back to the lender in November 2010 pursuant to our 2009 secured debt restructuring program. Income from discontinued operations for the year ended December 31, 2010 includes the results of operations for the following: Royal Palm Miami Beach, which was sold in April 2011; our commercial laundry facility located in Salt Lake City, Utah, which was sold in July 2011; the Valley River Inn located in Eugene, Oregon, which was sold in October 2011; the eight hotels which secured the non-recourse mortgage with Massachusetts Mutual Life Insurance Company (the "Mass Mutual eight" hotels: Renaissance Atlanta Concourse; Hilton Huntington; Residence Inn by Marriott Manhattan Beach; Marriott Provo; Courtyard by Marriott San Diego (Old Town); Holiday Inn Downtown San Diego; Holiday Inn Express San Diego (Old Town); and Marriott Salt Lake City (University Park)), which were deeded back to the lender in November 2010 pursuant to our 2009 secured debt restructuring program; and the Marriott Ontario Airport, which was sold by the receiver in August 2010 pursuant to our

2009 secured debt restructuring program. Income from discontinued operations for the year ended December 31, 2010 also includes the gain on extinguishment of debt pursuant to our 2009 secured debt restructuring program for the Renaissance Westchester, which was deeded back to the lender and reacquired by us in June 2010, the W San Diego, which was deeded back to the lender in July 2010, and the Marriott Ontario Airport, which was sold by the receiver in August 2010. These amounts can be found in our consolidated financial statements and related notes included elsewhere in this Annual Report.

	2011	2010	Change \$	Change %
(dollars in thousands, except statistical data)				
<b>REVENUES</b>				
Room	\$572,289	\$418,943	\$153,346	36.6%
Food and beverage	196,524	159,365	37,159	23.3%
Other operating	65,916	46,236	19,680	42.6%
Total revenues	834,729	624,544	210,185	33.7%
<b>OPERATING EXPENSES</b>				
Hotel operating	512,816	394,276	118,540	30.1%
Property general and administrative	98,642	74,535	24,107	32.3%
Corporate overhead	25,746	21,971	3,775	17.2%
Depreciation and amortization	127,945	92,374	35,571	38.5%
Impairment loss	10,862	1,943	8,919	459.0%
Total operating expenses	776,011	585,099	190,912	32.6%
<b>OPERATING INCOME</b>	58,718	39,445	19,273	48.9%
Equity in earnings of unconsolidated joint ventures	21	555	(534)	(96.2)%
Interest and other income	3,118	111	3,007	2,709.0%
Interest expense	(82,965)	(70,174)	(12,791)	(18.2)%
Gain on remeasurement of equity interests	69,230	—	69,230	100.0%
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>	48,122	(30,063)	78,185	260.1%
Income from discontinued operations	33,177	68,605	(35,428)	(51.6)%
<b>NET INCOME</b>	81,299	38,542	42,757	110.9%
Income from consolidated joint venture attributable to non-controlling interest	(312)	—	(312)	(100.0)%
Distributions to non-controlling interest	(30)	—	(30)	(100.0)%
Preferred stock dividends and accretion	(27,321)	(20,652)	(6,669)	(32.3)%
Undistributed income allocated to unvested restricted stock compensation	(636)	(102)	(534)	(523.5)%
<b>INCOME AVAILABLE TO COMMON STOCKHOLDERS</b>	\$ 53,000	\$ 17,788	\$ 35,212	198.0%

The following table presents our operating results for our total portfolio for 2010 and 2009, including the amount and percentage change in the results between the two periods. The table presents the results of operations included in the consolidated statements of operations, and includes the 29 hotels (11,056 rooms) as of December 31, 2010 and 2009. Income from discontinued operations for the year ended December 31, 2010 includes the results of operations for the following: Royal Palm Miami Beach, which was sold in April 2011; our commercial laundry facility located in Salt Lake City, Utah, which was sold in July 2011; the Valley River Inn located in Eugene, Oregon, which was sold in October 2011; the “Mass Mutual eight” hotels, which were deeded back to the lender in November 2010 pursuant to our 2009 secured debt restructuring program; and the Marriott Ontario Airport, which was sold by the receiver in August 2010 pursuant to our 2009 secured debt restructuring program. Income from discontinued operations for the year ended December 31, 2010 also includes the gain on extinguishment of debt pursuant to our 2009 secured debt restructuring program for the Renaissance Westchester, which was deeded back to the lender and reacquired by us in June 2010, the W San Diego, which was deeded back to the lender in July 2010, and the Marriott Ontario Airport, which was sold by the receiver in August 2010. Loss from discontinued operations for 2009 includes the results of operations for the following: our commercial laundry facility located in Salt Lake City, Utah, which was sold in July 2011; the Valley River Inn located in Eugene, Oregon, which was sold in October 2011; Renaissance Westchester which was deeded back to the lender and reacquired by us in June 2010; W San Diego which was deeded back to the lender in July 2010; Marriott Ontario Airport which was sold by the receiver in August 2010; the Mass Mutual eight hotels which were deeded back to the lender in November 2010, Marriott Napa Valley, which was sold in



May 2009; Marriott Riverside, which was sold in June 2009; and Hyatt Suites Atlanta Northwest, which was sold in July 2009. These amounts can be found in our consolidated financial statements and related notes included elsewhere in this Annual Report.

	2010	2009	Change \$	Change %
(dollars in thousands, except statistical data)				
<b>REVENUES</b>				
Room	\$418,943	\$ 401,920	\$ 17,023	4.2%
Food and beverage	159,365	157,219	2,146	1.4%
Other operating	46,236	50,173	(3,937)	(7.8)%
Total revenues	624,544	609,312	15,232	2.5%
<b>OPERATING EXPENSES</b>				
Hotel operating	394,276	385,674	8,602	2.2%
Property general and administrative	74,535	71,019	3,516	5.0%
Corporate overhead	21,971	25,227	(3,256)	(12.9)%
Depreciation and amortization	92,374	92,457	(83)	(0.1)%
Impairment loss	1,943	30,852	(28,909)	(93.7)%
Total operating expenses	585,099	605,229	(20,130)	(3.3)%
<b>OPERATING INCOME</b>	39,445	4,083	35,362	866.1%
Equity in net earnings (losses) of unconsolidated joint ventures	555	(27,801)	28,356	102.0%
Interest and other income	111	1,388	(1,277)	(92.0)%
Interest expense	(70,174)	(75,869)	5,695	7.5%
Gain on extinguishment of debt	—	54,506	(54,506)	(100.0)%
<b>LOSS FROM CONTINUING OPERATIONS</b>	(30,063)	(43,693)	13,630	31.2%
Income (loss) from discontinued operations	68,605	(225,915)	294,520	130.4%
<b>NET INCOME (LOSS)</b>	38,542	(269,608)	308,150	114.3%
Dividends paid on unvested restricted stock compensation	—	(447)	447	100.0%
Preferred stock dividends and accretion	(20,652)	(20,749)	97	0.5%
Undistributed income allocated to unvested restricted stock compensation	(102)	—	(102)	(100.0)%
<b>INCOME AVAILABLE (LOSS ATTRIBUTABLE) TO COMMON STOCKHOLDERS</b>	\$ 17,788	\$(290,804)	\$308,592	106.1%

*Operating Statistics.* Included in the following tables are comparisons of the key operating metrics for our 32 hotel Comparable Portfolio, which includes prior ownership results for the Doubletree Guest Suites Times Square, the JW Marriott New Orleans and the Hilton San Diego Bayfront, as well as operating results for the Renaissance Westchester during the periods in 2009 and 2010 while it was held in receivership.

2011			2010			Change		
Occ%	ADR	RevPAR	Occ%	ADR	RevPAR	Occ%	ADR	RevPAR
74.3%	\$166.77	\$123.91	71.7%	\$161.15	\$115.54	260 bps	3.5%	7.2%

2010			2009			Change		
Occ%	ADR	RevPAR	Occ%	ADR	RevPAR	Occ%	ADR	RevPAR
71.7%	\$161.15	\$115.54	69.6%	\$157.58	\$109.68	210 bps	2.3%	5.3%

*Non-GAAP Financial Measures.* The following table reconciles net income (loss) to EBITDA and Adjusted EBITDA for our hotel portfolio for the years ended December 31, 2011, 2010 and 2009. We believe EBITDA and Adjusted EBITDA are useful to investors in evaluating our operating performance because these measures help investors evaluate and compare the results of our operations from period to period by removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization) from our operating results. We also use EBITDA and Adjusted EBITDA as measures in determining the value of hotel acquisitions and dispositions. We caution investors that amounts presented in accordance with our definitions of EBITDA and Adjusted EBITDA may not be comparable to similar measures disclosed by other companies, because not all companies calculate these non-GAAP measures in the same manner. EBITDA and Adjusted EBITDA should not be considered as an alternative measure of our net income (loss), operating performance, cash flow or liquidity. EBITDA and Adjusted EBITDA may include funds that may not be available for our discretionary use

to fund interest expense, capital expenditures or general corporate purposes. Although we believe that EBITDA and Adjusted EBITDA can enhance an investor's understanding of our results of operations, these non-GAAP financial measures, when viewed individually, are not necessarily a better indicator of any trend as compared to GAAP measures such as net income (loss) or cash flow from operations. In addition, you should be aware that adverse economic and market conditions may harm our cash flow.

	2011	2010	2009
(dollars in thousands)			
Net income (loss)	\$ 81,299	\$ 38,542	\$(269,608)
Operations held for investment:			
Depreciation and amortization	127,945	92,374	92,457
Amortization of lease intangibles	4,007	281	—
Interest expense	75,995	64,813	71,282
Interest expense—default rate	—	884	472
Amortization of deferred financing fees	3,232	1,585	1,811
Write-off of deferred financing fees	21	1,585	284
Loan penalties and fees	—	311	207
Non-cash interest related to discount on Senior Notes	1,062	996	1,813
Non-cash interest related to loss on derivatives	2,655	—	—
Non-controlling interests:			
Income from consolidated joint venture attributable to non-controlling interest	(312)	—	—
Depreciation and amortization	(4,014)	—	—
Interest expense	(1,562)	—	—
Amortization of deferred financing fees	(160)	—	—
Non-cash interest related to loss on derivative	(31)	—	—
Unconsolidated joint ventures:			
Depreciation and amortization	3	52	5,131
Interest expense	—	—	2,614
Amortization of deferred financing fees	—	—	192
Discontinued operations:			
Depreciation and amortization	1,951	8,558	18,603
Interest expense	515	9,283	17,599
Interest expense—default rate	—	7,071	1,407
Amortization of deferred financing fees	10	453	578
Write-off of deferred financing fees	42	—	—
Loan penalties and fees	—	1,021	3,784
EBITDA	292,658	227,809	(51,374)
Operations held for investment:			
Amortization of deferred stock compensation	2,745	3,942	4,055
Non-cash straightline lease expense	2,398	944	796
(Gain) loss on sale of assets	(83)	382	(375)
Gain on remeasurement of equity interests	(69,230)	—	—
Gain on extinguishment of debt	—	—	(54,506)
Closing costs—completed acquisitions	3,403	—	—
Due diligence costs—abandoned project	—	959	—
Impairment loss	10,862	1,943	30,852
Lawsuit settlement costs	1,620	—	—
Costs associated with CEO severance	—	2,242	—
Bad debt expense on corporate note receivable	—	—	5,557
Non-controlling interests:			
Non-cash straightline lease expense	(354)	—	—
Unconsolidated joint ventures:			
Amortization of deferred stock compensation	2	32	47
Impairment loss	—	—	26,007
Discontinued operations:			
(Gain) loss on sale of assets	(14,912)	—	13,052
Impairment loss	1,495	—	195,293
Gain on extinguishment of debt	(18,145)	(86,235)	—
Closing costs—completed acquisition	—	6,796	—
	(80,199)	(68,995)	220,778
Adjusted EBITDA	\$212,459	\$158,814	\$ 169,404



Adjusted EBITDA was \$212.5 million in 2011 as compared to \$158.8 million in 2010 and \$169.4 million in 2009. Adjusted EBITDA increased in 2011 as compared to 2010 due to additional earnings generated by the three hotels we acquired or purchased interests in during 2011 (Doubletree Guest Suites Times Square, JW Marriott New Orleans and Hilton San Diego Bayfront) and by the Renaissance Westchester, which we reacquired from a court-appointed receiver in June 2010, combined with increased earnings at our other hotels. Adjusted EBITDA decreased in 2010 as compared to 2009 primarily due to decreased operating income from discontinued operations combined with increased costs incurred during 2010 to transition our hotels to new management companies.

The following table reconciles net income (loss) to FFO and Adjusted FFO for our hotel portfolio for the years ended December 31, 2011, 2010 and 2009. We believe that the presentation of FFO and Adjusted FFO provides useful information to investors regarding our operating performance because they are measures of our operations without regard to specified non-cash items such as real estate depreciation and amortization, any real estate impairment loss, gain or loss on sale of assets and certain other items which we believe are not indicative of the performance of our underlying hotel properties. We believe that these items are more representative of our asset base and our acquisition and disposition activities than our ongoing operations. We also use FFO as one measure in determining our results after taking into account the impact of our capital structure. We caution investors that amounts presented in accordance with our definitions of FFO and Adjusted FFO may not be comparable to similar measures disclosed by other companies, because not all companies calculate these non-GAAP measures in the same manner. FFO and Adjusted FFO should not be considered as an alternative measure of our net income (loss), operating performance, cash flow or liquidity. FFO and Adjusted FFO may include funds that may not be available for our discretionary use to fund interest expense, capital expenditures or general corporate purposes. Although we believe that FFO and Adjusted FFO can enhance an investor's understanding of our results of operations, these non-GAAP financial measures, when viewed individually, are not necessarily a better indicator of any trend as compared to GAAP measures such as net income (loss) or cash flow from operations. In addition, you should be aware that adverse economic and market conditions may harm our cash flow.

	2011	2010	2009
(dollars in thousands)			
Net income (loss)	\$ 81,299	\$ 38,542	\$(269,608)
Preferred stock dividends	(27,321)	(20,652)	(20,749)
Operations held for investment:			
Real estate depreciation and amortization	126,776	91,824	91,910
Real estate impairment loss	—	1,943	30,852
Amortization of lease intangibles	4,007	281	—
(Gain) loss on sale of other assets	(83)	382	(375)
Non-controlling interests:			
Income from consolidated joint venture attributable to non-controlling interest	(312)	—	—
Real estate depreciation and amortization	(4,014)	—	—
Unconsolidated joint ventures:			
Real estate depreciation and amortization	—	—	5,060
Real estate impairment loss	—	—	26,007
Discontinued operations:			
Real estate depreciation and amortization	1,951	8,558	18,603
Real estate impairment loss	—	—	195,293
(Gain) loss on sale of assets	(14,912)	—	13,052
FFO	167,391	120,878	90,045

(continued)

	2011	2010	2009
(dollars in thousands)			
Operations held for investment:			
Interest expense—default rate	\$ —	\$ 884	\$ 472
Write-off of deferred financing fees	21	1,585	284
Loan penalties and fees	—	311	207
Non-cash straightline lease expense	2,398	944	796
Non-cash interest related to loss on derivatives	2,655	—	—
Gain on remeasurement of equity interests	(69,230)	—	—
Gain on extinguishment of debt	—	—	(54,506)
Closing costs—completed acquisitions	3,403	—	—
Due diligence costs—abandoned project	—	959	—
Impairment loss	10,862	—	—
Lawsuit settlement costs	1,620	—	—
Costs associated with CEO severance	—	2,242	—
Amortization of deferred stock compensation associated with CEO severance	—	1,074	—
Bad debt expense on corporate note receivable	—	—	5,557
Non-controlling interests:			
Non-cash straightline lease expense	(354)	—	—
Non-cash interest related to loss on derivative	(31)	—	—
Discontinued operations:			
Write-off of deferred financing fees	42	—	—
Interest expense—default rate	—	7,071	1,407
Loan penalties and fees	—	1,021	3,784
Impairment loss	1,495	—	—
Gain on extinguishment of debt	(18,145)	(86,235)	—
Closing costs—completed acquisition	—	6,796	—
	(65,264)	(63,348)	(41,999)
Adjusted FFO	\$102,127	\$ 57,530	\$ 48,046

Adjusted FFO was \$102.1 million in 2011 as compared to \$57.5 million in 2010 and \$48.0 million in 2009. Adjusted FFO increased in 2011 as compared to 2010 due to additional earnings generated by the three hotels we acquired or purchased interests in during 2011 (Doubletree Guest Suites Times Square, JW Marriott New Orleans and Hilton San Diego Bayfront) and by the Renaissance Westchester, which we reacquired from a court-appointed receiver in June 2010, combined with increased earnings at our other hotels. Adjusted FFO increased in 2010 as compared to 2009 primarily due to lower interest expense, partially offset by decreased operating income from discontinued operations combined with increased costs incurred during 2010 to transition our hotels to new management companies.

*Room revenue.* Room revenue increased \$153.3 million, or 36.6%, for the year ended December 31, 2011 as compared to the year ended December 31, 2010. We reacquired the Renaissance Westchester from a court-appointed receiver in June 2010. In addition, we acquired the outside 62.0% equity interests in the Doubletree Guest Suites Times Square in January 2011 (resulting in our 100% ownership of the hotel) and the JW Marriott New Orleans in February 2011. We also purchased a 75.0% majority interest in the joint venture that owns the Hilton San Diego Bayfront in April 2011. These four recently acquired hotels (the “four recently acquired hotels”) generated room revenue of \$127.1 million during the year ended December 31, 2011. Room revenue generated by the 28 hotels we acquired prior to January 1, 2010 (our “2011 existing portfolio”) increased \$26.2 million during 2011 as compared to 2010 due to an increase in occupancy (\$14.3 million) combined with an increase in ADR (\$11.9 million). Room revenue at some of our northeast hotels was negatively impacted during the third quarter of 2011 by Hurricane Irene, which caused a loss in room revenue of approximately \$0.3 million at the four recently acquired hotels and approximately \$0.6 million in our existing portfolio.

Room revenue increased \$17.0 million, or 4.2%, for the year ended December 31, 2010 as compared to the year ended December 31, 2009. The results of operations for the Renaissance Westchester are included in continuing operations from the date we reacquired the hotel (June 2010) forward. The 2009 results of operations for the Renaissance Westchester are included in discontinued operations as possession and control of the hotel was held by a court-appointed receiver. Room



revenue generated by the Renaissance Westchester and included in continuing operations for 2010 was \$6.3 million. Room revenue generated by the 28 hotels we acquired prior to January 1, 2009 (our “2010 existing portfolio”) increased \$10.7 million in 2010 as compared to 2009 due to an increase in occupancy (\$5.2 million) combined with an increase in ADR (\$5.5 million).

*Food and beverage revenue.* Food and beverage revenue increased \$37.2 million, or 23.3%, for the year ended December 31, 2011 as compared to the year ended December 31, 2010. Our four recently acquired hotels contributed \$38.2 million to food and beverage revenue during 2011. Food and beverage revenue in our 2011 existing portfolio decreased \$1.0 million during 2011 as compared to 2010. This decrease is primarily due to a reduction in business at one of our Houston, Texas hotels with a customer who was operating under a contract with the United States government. In addition, our 2011 existing portfolio lost approximately \$0.1 million during the third quarter 2011 due to Hurricane Irene. Banquet revenue also decreased in our 2011 existing portfolio during 2011 as compared to 2010 as a few of our larger group-oriented hotels experienced higher traffic from transient demand than from group demand. These decreases were slightly offset by an increase in food and beverage revenue generated by our outlets due to increased transient occupancy at several of our hotels, as well as to increased volume from local businesses and residents at several of our recently renovated restaurants and lounges.

Food and beverage revenue increased \$2.1 million, or 1.4%, for the year ended December 31, 2010 as compared to the year ended December 31, 2009. Food and beverage revenue generated by the Renaissance Westchester and included in continuing operations for 2010 was \$3.4 million. Food and beverage revenue generated from our 2010 existing portfolio decreased \$1.3 million in 2010 as compared to 2009. This decrease is primarily due to lower revenues generated in 2010 by our Washington D.C. area hotels, which benefited from the 2009 presidential inauguration. Food and beverage revenue also decreased in 2010 as compared to 2009 due to a reduction in business at our Houston, Texas hotels with one customer who was operating under a contract with the United States government. Additionally, many of our hotels began to consolidate food and beverage outlets during 2009 in order to maximize profitability, which continued into 2010.

*Other operating revenue.* Other operating revenue increased \$19.7 million, or 42.6%, for the year ended December 31, 2011 as compared to the year ended December 31, 2010. Our four recently acquired hotels contributed \$12.8 million to other operating revenue during 2011. Other operating revenue also increased \$5.4 million in 2011 as compared to 2010 due to the consolidation of BuyEfficient with our operations due to the purchase of the outside 50.0% equity interest in the joint venture in January 2011. Previously, our 50.0% portion of BuyEfficient’s net income was included in equity in earnings of unconsolidated joint ventures. Other operating revenue in our 2011 existing portfolio increased \$1.5 million in 2011 as compared to 2010, as increased revenue at our commercial laundry facility combined with increased parking and lease rent revenue was slightly offset by decreased telephone, cancellation, attrition, guest movies, lift ticket, spa and retail revenue.

Other operating revenue decreased \$3.9 million, or 7.8%, for the year ended December 31, 2010 as compared to the year ended December 31, 2009. Other operating revenue generated by the Renaissance Westchester and included in continuing operations for 2010 was \$0.3 million. Other operating revenue generated by our 2010 existing portfolio decreased \$4.2 million in 2010 compared to 2009. A substantial portion of our other operating revenue in 2009 resulted from a performance guaranty provided by the manager of the Fairmont Newport Beach. We recognized \$2.5 million of the \$6.0 million performance guaranty during 2009, and zero during 2010. As of December 31, 2009, we had fully utilized the entire \$6.0 million performance guaranty. Other operating revenue in our 2010 existing portfolio also decreased in 2010 as compared to 2009 due to decreased cancellation, attrition, telephone and guest movie revenue, slightly offset by increased parking and spa revenue combined with increased revenue at our commercial laundry facility.

*Hotel operating expenses.* Hotel operating expenses increased \$118.5 million, or 30.1%, during the year ended December 31, 2011 as compared to the year ended December 31, 2010. The four recently acquired hotels contributed \$109.3 million to hotel operating expenses during 2011. Hotel operating expenses in our 2011 existing portfolio increased \$9.2 million during 2011 as compared to 2010. This increase in hotel operating expenses is primarily related to increased room expense, corresponding to the increased room revenue. In addition, hotel operating expenses in our 2011 existing portfolio increased in 2011 as compared to 2010 due to increases in the following expenses: advertising and repairs and maintenance as the hotels increased spending due to the improved economy; franchise fees and assessments due to the increased revenue; and property taxes due to increased assessments. These increases were partially offset by decreased food and beverage expense, corresponding to the decrease in food and beverage revenue, as well as by decreased utilities due to reductions in gas rates and usage at several of our hotels and by decreased property and liability insurance due to an actuarial adjustment.

Hotel operating expenses increased \$8.6 million, or 2.2%, for the year ended December 31, 2010 as compared to the year ended December 31, 2009. Hotel operating expenses generated by the Renaissance Westchester and included in continuing operations for 2010 totaled \$7.5 million. Hotel operating expenses for our 2010 existing portfolio increased \$1.1 million during 2010 as compared to 2009. This increase in hotel operating expenses is primarily related to the increase in related room revenue. In addition, hotel operating expenses increased in 2010 as compared to 2009 due to costs incurred of \$0.2 million during 2010 related to our management company transitions, increased franchise fees and assessments due to higher revenue, and increased ground lease expense due to higher costs at several of our hotels. These increases were partially offset by decreases in the following expenses: food and beverage expense and other operating expenses due to the decline in related revenue; departmental payroll due to staff reductions and cost cutting initiatives implemented throughout 2009; repairs and maintenance as the hotels continued to cancel or delay unnecessary expenditures; utilities due to reductions in gas rates and usage at several of our hotels; and property taxes due to reassessments on several of our hotels.

*Property general and administrative expense.* Property general and administrative expense increased \$24.1 million, or 32.3%, during the year ended December 31, 2011 as compared to the year ended December 31, 2010. The four recently acquired hotels contributed \$16.8 million to property general and administrative expense during 2011. Property general and administrative expense also increased \$3.7 million in 2011 as compared to 2010 due to the consolidation of BuyEfficient with our operations due to the purchase of the outside 50.0% equity interest in the joint venture in January 2011. Property general and administrative expense in our 2011 existing portfolio increased \$3.6 million during the year ended December 31, 2011 as compared to the year ended December 31, 2010, primarily due to increased payroll, management fees and credit and collection expenses due to the increase in revenue, combined with increased legal expenses, travel, training and sales tax expense, partially offset by decreased contract and professional fees, employee recruitment expenses and computer hardware/software costs.

Property general and administrative expense increased \$3.5 million, or 5.0%, for the year ended December 31, 2010 as compared to the year ended December 31, 2009. Property general and administrative expense generated by the Renaissance Westchester and included in continuing operations for 2010 totaled \$1.5 million. Hotel operating expenses for our 2010 existing portfolio increased \$2.0 million during 2010 as compared to 2009. Management fees and credit and collection expenses increased in our 2010 existing portfolio due to the increase in revenue. In addition, property general and administrative expense in our 2010 existing portfolio increased due to increased payroll, employee recruitment, relocation and training. These increases were partially offset by decreased legal and sales tax audit expenses.

*Corporate overhead expense.* Corporate overhead expense increased \$3.8 million, or 17.2%, during the year ended December 31, 2011 as compared to the year ended December 31, 2010, primarily due to increases of \$0.4 million related to payroll and related costs, \$0.5 million related to contract and professional fees, \$0.2 million related to relocation, \$0.2 million related to travel, \$0.1 million related to bad debt, \$1.1 million related to legal expenses and \$2.4 million related to due diligence costs. In September 2011, we accrued \$1.6 million in settlement costs related to litigation involving three separate claims by certain employees at four of our hotels: Marriott Del Mar; Marriott Quincy; Renaissance Los Angeles Airport; and Renaissance Long Beach. The Company and certain other defendants reached tentative settlements regarding two of the lawsuits comprising approximately \$0.9 million of our third quarter 2011 accrual, which settlements are subject to final approval by the Superior Court of California, Los Angeles County and the Superior Court of California, Orange County. We are still in negotiations regarding the third claim, however we expect to incur a maximum of \$0.7 million in related settlement or judgment costs and expenses. During 2011 we incurred due diligence costs of \$3.4 million related to our completed acquisitions, and an additional \$0.3 million related to in process or abandoned projects. During 2010, we incurred due diligence costs of \$1.3 million related to in process or abandoned projects. These increases in corporate overhead expense in 2011 as compared to 2010 were partially offset by a decrease of \$1.1 million related to deferred stock compensation.

Corporate overhead expense decreased \$3.3 million, or 12.9%, during the year ended December 31, 2010 as compared to the year ended December 31, 2009, primarily due to a decrease in bad debt expense. In December 2009, we determined that a \$5.6 million note received from the buyer of 13 hotels we sold in 2006, along with the related interest accrued on the note may be uncollectible. As such, we recorded bad debt expense of \$5.6 million to corporate overhead in 2009 to reserve against both the discounted note and the related interest receivable. Corporate overhead expenses also decreased in 2010 as compared to 2009 due to decreased sales tax expense, office rent, and relocation expense. These decreases were partially offset by increases in 2010 related to \$3.3 million in CEO severance expenses, \$0.5 million in retention bonuses accrued during 2010 to incentivize certain hotel-level employees to stay through the management company transitions, and an increase of \$1.1 million in due diligence costs incurred in 2010 as compared to 2009 related to acquisition projects that were abandoned. In addition, corporate overhead expense increased in 2010 as compared to 2009 due to increased legal expenses.



*Depreciation and amortization expense.* Depreciation and amortization increased \$35.6 million, or 38.5%, for the year ended December 31, 2011 as compared to the year ended December 31, 2010. Our four recently acquired hotels contributed \$31.0 million to depreciation and amortization during 2011. Depreciation and amortization expense in our 2011 existing portfolio increased \$4.6 million during 2011 as compared to 2010 due to additional depreciation recognized on hotel renovations and purchases of furniture, fixtures and equipment (“FF&E”) for our hotel properties.

Depreciation and amortization expense decreased \$0.1 million, or 0.1%, for the year ended December 31, 2010 as compared to the year ended December 31, 2009. Depreciation and amortization expense generated by the Renaissance Westchester and included in continuing operations for 2010 totaled \$0.6 million. Depreciation and amortization in our 2010 existing portfolio decreased \$0.7 million during 2010 as compared to 2009 primarily due to the fact that we reduced the depreciable assets of our 2010 existing portfolio by \$25.4 million during the second quarter of 2009, as well as due to reduced renovations and purchases of FF&E for our hotel properties.

*Impairment loss.* Impairment loss totaled \$10.9 million for the year ended December 31, 2011, \$1.9 million for the year ended December 31, 2010, and \$30.9 million for the year ended December 31, 2009. During 2011, we recognized an impairment loss of \$10.9 million on our Royal Palm note in anticipation of its sale in October 2011. During 2010, we recognized an impairment loss of \$1.9 million on an office building and land adjacent to one of our hotels in anticipation of its possible sale. In conjunction with our quarterly impairment evaluations performed during 2009, we recognized a \$25.4 million impairment loss on the Marriott Del Mar to reduce the carrying value of this hotel to its fair value. In addition, during 2009 we recognized a \$1.4 million impairment loss related to costs associated with a potential timeshare development, and recognized a \$0.1 million impairment loss on a parcel of land adjacent to one of our hotels which we sold in June 2009. We also wrote off \$1.3 million of goodwill associated with the Marriott Park City and \$2.6 million of goodwill associated with the Marriott Rochester.

*Equity in net earnings (losses) of unconsolidated joint ventures.* Equity in net earnings (losses) of unconsolidated joint ventures totaled earnings of \$21,000 for the year ended December 31, 2011, earnings of \$0.6 million for the year ended December 31, 2010, and a net loss of \$27.8 million for the year ended December 31, 2009. In January 2011, we acquired 100% interests in both the Doubletree Guest Suites Times Square and BuyEfficient joint ventures. Post-acquisition, therefore, we present both of these investments on a consolidated basis. Prior to our January 14, 2011 acquisition date, we did not recognize any earnings on our Doubletree Guest Suites Times Square joint venture because the joint venture had cumulative losses in excess of our investment, and we reduced our interest in this partnership to zero at December 31, 2009. The excess cumulative losses resulted primarily from the hotel’s fourth quarter 2009 impairment charge. Prior to our purchase of the outside 50.0% equity interest in the BuyEfficient joint venture on January 21, 2011, we recognized income of \$21,000 on our BuyEfficient joint venture. In 2010, we recognized income of \$0.6 million on our BuyEfficient joint venture, and zero on our Doubletree Guest Suites Times Square joint venture because the joint venture had cumulative losses in excess of our investment, and we reduced our interest in this partnership to zero at December 31, 2009. In 2009, we recognized a \$28.3 million loss on our Doubletree Guest Suites Times Square joint venture. This \$28.3 million loss was comprised of a \$2.3 million operating loss and a \$26.0 million impairment loss. Also during 2009, we recognized income of \$0.5 million on our BuyEfficient joint venture.

*Interest and other income.* Interest and other income totaled \$3.1 million for the year ended December 31, 2011, \$0.1 million for the year ended December 31, 2010 and \$1.4 million for the year ended December 31, 2009. In 2011, we recognized \$2.9 million in interest income, including \$2.7 million related to the Royal Palm note. We sold this Royal Palm note in October 2011 for net proceeds of approximately \$79.2 million. In anticipation of this sale, we recorded an impairment loss of \$10.9 million in September 2011. In addition, during 2011, we recognized income of \$0.1 million on sales and dispositions of surplus FF&E located in several of our hotels and \$0.1 million in other miscellaneous income. In 2010, we recognized \$0.3 million in interest income and \$0.1 million in other miscellaneous income, partially offset by a loss of \$0.3 million on sales and dispositions of surplus FF&E located in several of our hotels and in our corporate office. In 2009, we recognized \$0.9 million in interest income, \$0.4 million on the sale of surplus FF&E located in two of our hotels and \$0.1 million in other miscellaneous income.

*Interest expense.* Interest expense is as follows (in thousands):

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Interest expense	\$75,995	\$64,813	\$71,282
Interest expense—default rate	—	884	472
Loss on derivatives	2,655	—	—
Accretion of Senior Notes	1,062	996	1,813
Amortization of deferred financing fees	3,232	1,585	1,811
Write-off of deferred financing fees	21	1,585	284
Loan penalties and fees	—	311	207
	<u>\$82,965</u>	<u>\$70,174</u>	<u>\$75,869</u>

Interest expense increased \$12.8 million, or 18.2%, during the year ended December 31, 2011 as compared to the year ended December 31, 2010. Mortgage interest expense increased \$11.2 million during 2011 as compared to 2010 due to increased loan balances as we assumed \$270.0 million of non-recourse senior mortgage and mezzanine debt in connection with our acquisition of the outside 62.0% equity interests in our Doubletree Guest Suites Times Square joint venture in January 2011 (which loan we refinanced in October 2011 with a new \$180.0 million non-recourse mortgage), and a \$42.2 million loan in connection with our acquisition of the JW Marriott New Orleans in February 2011. Our loan balances also increased during 2011 as compared to 2010 due to a \$240.0 million loan entered into by our Hilton San Diego Bayfront joint venture in April 2011. In addition, interest expense increased \$2.7 million during 2011 as compared to 2010 related to losses recognized on interest rate cap agreements on the Doubletree Guest Suites Times Square and Hilton San Diego Bayfront loans, combined with a loss on an interest rate swap agreement on the JW Marriott New Orleans loan. Interest expense also increased during 2011 as compared to 2010 due to a \$1.6 million increase in amortization of deferred financing fees related to additional fees paid in association with our Doubletree Guest Suites Times Square, JW Marriott New Orleans and Hilton San Diego Bayfront acquisitions, as well as to fees incurred on our line of credit and on our refinancing of the Doubletree Guest Suites Times Square in October 2011 and the Hilton Times Square in November 2010. Accretion of Senior Notes also caused interest expense to increase by \$0.1 million in 2011 as compared to 2010. These increases were partially offset by additional interest expenses incurred in 2010 related to our elective defaults pursuant to our 2009 secured debt restructuring program as one of the lenders increased our interest rate by 5.0% causing an additional \$1.2 million in default interest, penalties and fees. In addition, interest expense for 2011 decreased as compared to 2010 as we incurred \$1.6 million in 2010 related to the write-off of deferred financing fees. During 2010, we wrote-off \$1.5 million in deferred financing fees related to the termination of our credit facility in February 2011, and \$0.1 million in deferred financing fees related to the release of three hotels from the Mass Mutual loan.

Interest expense decreased \$5.7 million, or 7.5%, during the year ended December 31, 2010 as compared to the year ended December 31, 2009. Interest expense decreased \$6.5 million during 2010 as compared to 2009 as a result of decreases in our loan balances combined with our repurchase of \$64.0 million in aggregate principal amount of the Senior Notes in the first quarter of 2009 and an additional \$123.5 million in the second quarter of 2009, as well as the repayment of \$83.0 million in April 2010 to release three hotels from the Mass Mutual loan. In addition, interest expense due to the accretion of Senior Notes decreased \$0.8 million during 2010 as compared to 2009 due to the repurchases of the Senior Notes in 2009. Interest expense also decreased \$0.2 million during 2010 as compared to 2009 due to a decrease in amortization of deferred financing fees related to the repayment of the \$83.0 million noted above, as well as the termination of our credit facility in February 2010, partially offset by an increase in fees associated with our new credit facility entered into in November 2010, combined with our repurchase of the Senior Notes and the amendment of our loan on the Renaissance Baltimore during the third quarter of 2009. These decreases were partially offset by an increase of \$1.3 million in interest expense due to the write-off of deferred financing fees. During 2010, we wrote-off \$1.5 million in deferred financing fees related to the termination of our credit facility in February 2010, and \$0.1 million in deferred financing fees related to the release of the three hotels from the Mass Mutual loan in April 2010. During 2009, we wrote off \$0.3 million in deferred financing fees associated with the amendment of our credit facility. Interest expense also increased during 2010 as compared to 2009 due to our elective defaults pursuant to our 2009 secured debt restructuring program as one of the lenders increased our interest rate by 5.0% causing an additional \$0.4 million in default interest and an additional \$0.1 million in penalties and fees.



Our weighted average interest rate per annum, including the effect of our interest rate derivatives, was approximately 5.0% at December 31, 2011, 5.5% at December 31, 2010 and 5.6% at December 31, 2009. At December 31, 2011, approximately 73.4% of our outstanding notes payable had fixed interest rates. At both December 31, 2010 and 2009, all of the outstanding notes payable included in our continuing operations had fixed interest rates. In October 2011, we refinanced the \$270.0 million non-recourse senior mortgage and mezzanine debt secured by interests in the Doubletree Guest Suites Times Square which bore interest at a blended rate of 3-month LIBOR plus 115 basis points for a \$180.0 million non-recourse mortgage which bears interest at a floating rate of 3-month LIBOR plus 325 basis points, which will cause our interest expense to increase going forward.

*Gain on remeasurement of equity interests.* Gain on remeasurement of equity interests totaled \$69.2 million for the year ended December 31, 2011, and zero for both the years ended December 31, 2010 and 2009. In January 2011, we purchased the outside interests in both our Doubletree Guest Suites Times Square joint venture and our BuyEfficient joint venture, and became the sole owner of both entities. Previously, our investment in the Doubletree Guest Suites Times Square joint venture consisted of a 38.0% equity interest in the hotel and a \$30.0 million, 8.5% mezzanine loan maturing in January 2017 secured by the equity interests in the hotel. During the fourth quarter of 2009, the Doubletree Guest Suites Times Square recorded an impairment loss, effectively reducing our investment in the partnership to zero as of December 31, 2009. In conjunction with the acquisition of the outside 62.0% equity interests in the Doubletree Guest Suites Times Square in January 2011, we adjusted both our investment in the Doubletree Guest Suites Times Square joint venture and the mezzanine loan to their fair market values, and recorded gains totaling \$60.5 million on the remeasurement. In addition, in conjunction with the acquisition of the outside 50.0% equity interest in the BuyEfficient joint venture in January 2011, we adjusted our investment up to its fair market value, and recorded a gain of \$8.7 million on the remeasurement.

*Gain on extinguishment of debt.* Gain on extinguishment of debt totaled zero for both the years ended December 31, 2011 and 2010, and \$54.5 million for the year ended December 31, 2009. During 2009, we recognized a gain of \$54.5 million due to the repurchase and cancellation of \$187.5 million in aggregate principal amount of the Senior Notes.

*Income (loss) from discontinued operations.* Income (loss) from discontinued operations is as follows (in thousands):

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Operating revenues	\$ 18,059	\$ 89,652	\$ 151,322
Operating expenses	(13,926)	(80,896)	(126,921)
Interest expense	(567)	(17,828)	(23,368)
Depreciation and amortization expense	(1,951)	(8,558)	(18,603)
Impairment loss	(1,495)	—	(195,293)
Gain on extinguishment of debt	18,145	86,235	—
Gain (loss) on sale of hotels and other assets, net	14,912	—	(13,052)
Income (loss) from discontinued operations	<u>\$ 33,177</u>	<u>\$ 68,605</u>	<u>\$(225,915)</u>

As described under “—Investing Activities—Dispositions,” we sold two hotels and a commercial laundry facility during 2011 and three hotels during 2009. In addition, pursuant to our 2009 secured debt restructuring program we reclassified the operating results of 11 hotels to discontinued operations in 2010: W San Diego, which was transferred to a receiver in September 2009 and deeded back to the lender in July 2010; Renaissance Westchester, which was transferred to a receiver in December 2009 and reacquired by the Company in June 2010; Marriott Ontario Airport, which was transferred to a receiver in March 2010 and sold by the receiver in August 2010; and the Mass Mutual eight hotels, which were deeded back to the lender in November 2010. As a result of these deed backs and title transfers, we have disposed of all assets and liabilities from our operations held for non-sale disposition segment. Accordingly, all assets, liabilities and the operations from our non-sale disposition segment have been reclassified to discontinued operations. Consistent with the Property, Plant and Equipment Topic of the FASB ASC, we have reclassified the results of operations, along with any gains on extinguishment of debt, gains or losses on sales and impairments recognized, for all 16 of these hotels and the commercial laundry facility to discontinued operations.

*Income from consolidated joint venture attributable to non-controlling interest.* Income from consolidated joint venture attributable to non-controlling interest totaled \$0.3 million for the year ended December 31, 2011, and zero for both the years ended December 31, 2010 and 2009. In April 2011 we purchased a 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront. Consistent with the Presentation Topic of the FASB ASC, our net income for the year ended December 31, 2011 includes 100% of the net income generated during our ownership period by the entity that owns the Hilton San Diego Bayfront. The outside 25.0% interest in the entity that owns the Hilton San Diego Bayfront earned net income of \$0.3 million for the year ended December 31, 2011.

*Distributions to non-controlling interest.* Distributions to non-controlling interest totaled \$30,000 for the year ended December 31, 2011, and zero for both the years ended December 31, 2010 and 2009. We purchased the outside 62.0% equity interests in our Doubletree Guest Suites Times Square joint venture in January 2011, and, as a result, we became the sole owner of the entity that owns the hotel. Preferred dividends earned by investors from the entity that owns the Doubletree Guest Suites Times Square, net of related administrative fees totaled \$30,000 for the year ended December 31, 2011.

*Dividends paid on unvested restricted stock compensation.* Common stock dividends earned on our unvested restricted stock awards were zero for both of the years ended December 31, 2011 and 2010, and \$0.4 million for the year ended December 31, 2009.

*Preferred stock dividends and accretion.* Preferred stock dividends and accretion totaled \$27.3 million for the year ended December 31, 2011, and \$20.7 million for both the years ended December 31, 2010 and 2009. Preferred stock dividends and accretion increased \$6.7 million, or 32.3% during 2011 as compared to 2010 due primarily to our issuance of 4,600,000 shares of Series D preferred stock in April 2011, which caused us to incur an additional \$6.8 million in dividends during 2011. This increase was slightly offset by a reduction in preferred stock accretion due to the initial carrying value of our Series C preferred stock being fully accreted to its redemption value during the third quarter of 2010. Preferred stock dividends and accretion decreased \$0.1 million, or 0.5% during 2010 as compared to 2009. Though the dividend rate for our Series A preferred stock and Series C preferred stock remained at \$2.00 and \$1.572, respectively, per share for 2010 and 2009, preferred stock dividends and accretion decreased in 2010 due to the initial carrying value of our Series C preferred stock being fully accreted to its redemption value during the third quarter of 2010.

*Undistributed income allocated to unvested restricted stock compensation.* In accordance with the Earnings Per Share Topic of the FASB ASC, unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. As such, undistributed income of \$0.6 million for 2011, \$0.1 million for 2010 and zero for 2009 were allocated to the participating securities.

## INVESTING ACTIVITIES

*Acquisitions.* While recovery is likely to remain uneven, we believe we are currently in the early stages of a recovery phase of the lodging cycle. We further believe that hotels acquired over the next several quarters are likely to benefit from a multi-year recovery in hotel profitability, and are likely to create long-term value in excess of our investment hurdles. Therefore, we have deployed a portion of our excess cash balance during 2010 and 2011 towards selective acquisitions. The following table sets forth the hotels we have acquired or reacquired since January 1, 2009:

Hotels	Rooms	Acquisition Date
<b>2011:</b>		
Doubletree Guest Suites Times Square, New York City, New York	460	January 14, 2011
JW Marriott New Orleans, New Orleans, Louisiana <sup>(1)</sup>	494	February 15, 2011
Hilton San Diego Bayfront, San Diego, California	1,190	April 15, 2011
<b>2010:</b>		
Renaissance Westchester, White Plains, New York <sup>(2)</sup>	347	June 14, 2010
Royal Palm Miami Beach, Miami Beach, Florida <sup>(3)</sup>	409	August 27, 2010
<b>2009:</b>		
No hotel acquisitions	—	
<b>TOTAL JANUARY 1, 2009 TO DECEMBER 31, 2011</b>	<b>2,900</b>	

(1) Subsequent to this acquisition, the Company added two additional rooms to this hotel, increasing the room count to 496.

(2) Hotel deeded back to the lender and reacquired by the Company on June 14, 2010.

(3) Hotel sold by the Company on April 8, 2011.



The total cost for these five hotel acquisitions was approximately \$414.3 million, or \$143,000 per room. Each of these acquisitions is discussed below.

In January 2011, we purchased the outside 62.0% equity interests in our Doubletree Guest Suites Times Square joint venture for \$37.5 million, and, as a result, became the sole owner of the entity that owns the 460-room Doubletree Guest Suites Times Square located in New York City, New York. The hotel was encumbered by \$270.0 million of non-recourse senior mortgage and mezzanine debt which was to mature in January 2012, and which bore a blended interest rate of 3-month LIBOR plus 115 basis points. We refinanced this debt in October 2011 with a new \$180.0 million non-recourse mortgage which matures in October 2018, and bears interest at a floating rate of 3-month LIBOR plus 325 basis points. We funded the remainder of the repayment of the prior loan with approximately \$90.0 million of our unrestricted cash. The hotel was encumbered by an additional \$30.0 million mezzanine loan that was owned by the Company, and, therefore, eliminated in consolidation on our balance sheets until the mezzanine loan was satisfied in conjunction with our refinancing of the debt secured by the Doubletree Guest Suites Times Square in October 2011. In conjunction with the purchase of the outside 62.0% equity interests in our Doubletree Guest Suites Times Square joint venture, we recognized a gain of \$30.1 million on the remeasurement of our equity interest in this joint venture to its fair market value, and a gain of \$30.4 million on the remeasurement of our investment in the \$30.0 million mezzanine loan, which we purchased in April 2010 for \$3.45 million, to its fair market value.

In February 2011, we purchased the 494-room JW Marriott New Orleans located in New Orleans, Louisiana for approximately \$51.6 million in cash and the assumption of a \$42.2 million floating-rate, non-recourse senior mortgage. The mortgage, which matures in September 2015, has been swapped to a fixed rate of 5.45%, and is subject to a 25-year amortization schedule. Subsequent to this acquisition, we added two additional rooms to this hotel, increasing the room count to 496.

In April 2011, we paid \$182.8 million to acquire a 75.0% majority interest in the joint venture that owns the 1,190-room Hilton San Diego Bayfront hotel located in San Diego, California, which implied a gross value of approximately \$475.0 million. Concurrent with the acquisition, the joint venture entered into a new \$240.0 million mortgage financing secured by the hotel. The mortgage bears a floating rate of interest of 3-month LIBOR plus 325 basis points, matures in April 2016 and is subject to a 30-year amortization schedule.

In June 2010, we reacquired the 347-room Renaissance Westchester in White Plains, New York. In 2009, we transferred possession and control of the hotel to a court-appointed receiver pursuant to our 2009 secured debt restructuring program. In connection with this transfer, we deconsolidated this hotel and reclassified the assets and liabilities, including the \$25.2 million hotel net asset and the hotel's \$29.2 million 4.98% non-recourse mortgage, to discontinued operations on our balance sheets. Additionally, we reclassified the Renaissance Westchester's results of operations and cash flows to discontinued operations on our statements of operations and cash flows. We reacquired the Renaissance Westchester in June 2010 for \$26.0 million, including \$1.2 million of restricted cash and related costs for a net purchase price of \$24.8 million. In connection with the repurchase of the Renaissance Westchester, the \$29.2 million non-recourse mortgage was cancelled. We recorded a \$6.7 million gain on extinguishment of debt to discontinued operations in June 2010.

In August 2010, we used available cash on hand to acquire the Royal Palm hotel in Miami Beach, Florida at a foreclosure auction for a gross purchase price of \$126.1 million excluding transaction costs. Prior to the auction, we purchased a portion of the hotel's outstanding debt at a discount to par resulting in a net purchase price of the Royal Palm hotel of approximately \$117.6 million.

In addition to the above noted hotels, we deployed a portion of our excess cash in 2011 and 2010 towards alternative investments. Each of these alternative investments is discussed below.

In January 2011, we purchased the outside 50.0% equity interest in our BuyEfficient joint venture for a gross purchase price of \$9.0 million. As a result, we are now the sole owner of BuyEfficient. In conjunction with this purchase, we recognized a gain of \$8.7 million on the remeasurement of our equity interest in this joint venture to its fair market value.

In April 2010, we purchased two hotel loans with a combined principal amount of \$32.5 million for a total purchase price of \$3.7 million. The loans included (i) a \$30.0 million, 8.5% mezzanine loan maturing in January 2017 secured by the equity interests in our Doubletree Guest Suites Times Square joint venture, and (ii) one-half of a \$5.0 million, 8.075% subordinate note maturing in November 2010 secured by the 101-room boutique hotel known as Twelve Atlantic Station in Atlanta, Georgia. We purchased the mezzanine loan for \$3.45 million and half of the subordinate note for \$250,000. After our acquisition of the remaining interests in the Doubletree Guest Suites Times Square joint venture in January 2011, the mezzanine loan was eliminated in consolidation on our balance sheet until the mezzanine loan was satisfied in conjunction with our refinancing of the debt secured by the Doubletree Guest Suites Times Square in October 2011.

In November 2010, we purchased the remaining half of the Twelve Atlantic Station subordinate note for an additional \$250,000. In November 2010, the subordinate note was modified to provide for monthly interest only payments of 3.5%, with the remaining interest due at maturity, and the maturity date was extended to November 2012. As the subordinate note was in default, the borrower was required to bring the subordinate note current. As of December 31, 2011, the subordinate note secured by the Twelve Atlantic Station was not in default, however, we are accounting for the Twelve Atlantic Station loan using the cost recovery method until such time as the expected cash flows from the loan are reasonably probable and estimable.

Our acquisition program is aimed at generating attractive risk-adjusted returns on our investment dollars, and therefore we may target lodging assets outside of the typical branded, urban, upper upscale profile represented by our existing portfolio in order to capitalize on opportunities which may arise. We intend to select the brands and operators for our hotels that we believe will lead to the highest returns. Additionally, the scope of our acquisitions program may include large hotel portfolios or hotel loans. Future acquisitions may be funded by our issuance of additional debt or equity securities, including our common and preferred OP units, or by draws on our \$150.0 million senior corporate credit facility entered into in November 2010. However, in light of our current balance sheet objectives, we expect to fund any near term acquisitions, assuming acquisition opportunities generate returns that exceed our cost of capital, with a greater proportion of equity capital than debt capital.

**Dispositions.** The following table sets forth the hotels we have sold or disposed of since January 1, 2009:

Hotels	Rooms	Disposition Date
<b>2011:</b>		
Royal Palm Miami Beach, Miami Beach, Florida	409	April 8, 2011
Valley River Inn, Eugene, Oregon	257	October 26, 2011
<b>2010:</b>		
Renaissance Westchester, White Plains, New York <sup>(1)(2)</sup>	347	June 14, 2010
W Hotel, San Diego, California <sup>(1)</sup>	258	July 2, 2010
Marriott, Ontario Airport, California <sup>(1)</sup>	299	August 12, 2010
Courtyard by Marriott, San Diego (Old Town), California <sup>(1)</sup>	176	November 1, 2010
Hilton, Huntington, New York <sup>(1)</sup>	302	November 1, 2010
Holiday Inn Downtown, San Diego, California <sup>(1)</sup>	220	November 1, 2010
Holiday Inn Express, San Diego (Old Town), California <sup>(1)</sup>	125	November 1, 2010
Marriott, Provo, Utah <sup>(1)</sup>	330	November 1, 2010
Marriott, Salt Lake City (University Park), Utah <sup>(1)</sup>	218	November 1, 2010
Renaissance Atlanta Concourse, Atlanta, Georgia <sup>(1)</sup>	387	November 1, 2010
Residence Inn by Marriott, Manhattan Beach, California <sup>(1)</sup>	176	November 1, 2010
<b>2009:</b>		
Marriott, Napa, California	274	May 20, 2009
Marriott, Riverside, California	292	June 18, 2009
Hyatt Suites Atlanta Northwest, Marietta, Georgia	202	July 31, 2009
<b>Total January 1, 2009 to December 31, 2011</b>	<b>4,272</b>	

(1) Hotels deeded back to the lenders, or sold by the receiver, pursuant to our 2009 secured debt restructuring program.

(2) Hotel reacquired by the Company on June 14, 2010.



The aggregate net sale proceeds for the two hotels sold in 2011 and the three hotels sold in 2009 was \$207.2 million, including the Royal Palm note, or \$145,000 per room. The 11 hotels disposed of in 2010 pursuant to our secured debt restructuring program eliminated \$282.7 million of debt from our balance sheet. The results of operations of all of the hotels identified above and the gains or losses on dispositions and extinguishments of debt through December 31, 2011 are included in discontinued operations for all periods presented through the time of sale. The cash proceeds from the sales are included in our cash flows from investing activities for the respective periods. Each of these dispositions is discussed below.

We sold two hotels in 2011. In April 2011, we sold the Royal Palm Miami Beach for net proceeds of \$129.8 million, including \$40.0 million in cash and the \$90.0 million Royal Palm note, and recognized a gain on the sale of \$14.0 million. We sold the Royal Palm note in October 2011 for net proceeds of approximately \$79.2 million. In anticipation of this sale, we recorded an impairment loss of \$10.9 million in September 2011. We retained an earn-out right on the Royal Palm hotel which will enable us to receive future payments of up to \$20.0 million in the event that the hotel achieves certain return hurdles. In October 2011, we sold the Valley River Inn located in Eugene, Oregon for net proceeds of \$16.1 million, including the assumption of the existing mortgage secured by the hotel which totaled \$11.5 million on the date of sale, and recognized a gain on the sale of \$0.9 million.

We did not sell any hotels during 2010. We did, however, complete the disposal of 11 hotels pursuant to our secured debt restructuring program, which we initiated in 2009. In June 2010, we disposed of the Renaissance Westchester, and subsequently reacquired the hotel from the lender during the same month. We completed the deed back of the W San Diego in July 2010, and title to the hotel was transferred to the lender. In August 2010, the Marriott Ontario Airport was sold by the receiver, and title to the hotel was transferred to the third party purchaser. In November 2010, we completed the deed back of the Mass Mutual eight hotels, and titles to the hotels were transferred to the lender. As of December 31, 2010, five of the Mass Mutual eight hotels remained subject to franchise agreements which contained corporate guaranties. If the franchise agreements on these five hotels were to be terminated, we were potentially liable for up to \$19.6 million in termination fees. In June 2011, we paid termination fees of \$1.5 million related to one of these five hotels, and the franchise agreements on the remaining four hotels were transferred to new owners, resulting in our recording \$18.1 million to gain on extinguishment of debt in June 2011, which is included in discontinued operations.

We sold three hotels in 2009. In May 2009, we sold the Marriott Napa Valley for net proceeds of \$34.8 million, and recognized a loss on the sale of \$13.7 million. In June 2009, we sold the Marriott Riverside for net proceeds of \$18.7 million and recognized a gain on the sale of \$2.9 million. In July 2009, we sold the Hyatt Suites Atlanta Northwest for net proceeds of \$7.8 million and recognized a net gain on the sale of \$18,000, after having recorded an impairment loss in June 2009 of \$4.9 million in order to reduce the carrying value of this hotel on our balance sheet to its fair value.

The following table summarizes our portfolio and room data from January 1, 2009 through December 31, 2011, adjusted for the hotels acquired, reacquired, disposed through non-sale disposition and sold during the respective periods.

	2011	2010	2009
<b>PORTFOLIO DATA—HOTELS</b>			
Number of hotels—beginning of period	31	40	43
Add: Acquisitions	3	1	—
Add: Reacquisitions	—	1	—
Less: Dispositions	(2)	—	(3)
Less: Non-sale dispositions	—	(11)	—
Number of hotels—end of period	32	31	40
	2011	2010	2009
<b>PORTFOLIO DATA—ROOMS</b>			
Number of rooms—beginning of period	11,722	13,804	14,569
Add: Acquisitions	2,144	409	—
Add: Reacquisitions	—	347	—
Add: Room expansions	8	—	3
Less: Dispositions	(666)	—	(768)
Less: Non-sale dispositions	—	(2,838)	—
Number of rooms—end of period	13,208	11,722	13,804
Average rooms per hotel—end of period	413	378	345

In addition to the above noted hotel dispositions, in July 2011, we sold our commercial laundry facility located in Salt Lake City, Utah for net proceeds of \$0.1 million, and recognized a loss on the sale of \$0.1 million. In anticipation of this sale, we recorded an impairment loss of \$1.5 million in June 2011, which is included in discontinued operations.

**Renovations.** During 2011, we invested \$100.4 million in capital improvements to our hotel and other real estate portfolio. Consistent with our cycle-appropriate strategy, this investment in capital improvements to our portfolio was \$43.4 million more than the amount we invested in 2010 and \$56.3 million more than the amount we invested in 2009.

## LIQUIDITY AND CAPITAL RESOURCES

**Historical.** During the periods presented, our sources of cash included our operating activities, working capital, sales of hotel properties and other assets, distributions received from our unconsolidated joint ventures, proceeds from issuance of notes payable and our credit facility, and proceeds from our offerings of common and preferred stock. Our primary uses of cash were for acquisitions of hotel properties and other assets, capital expenditures for hotels, operating expenses, purchases of notes receivable, repayment of notes payable (including repurchases of Senior Notes) and our credit facility, repurchases of our common stock, and dividends on our preferred stock. We cannot be certain that traditional sources of funds will be available in the future.

**Operating activities.** Our cash provided by or used in operating activities fluctuates primarily as a result of changes in RevPAR and operating cash flow through of our hotels. Our net cash provided by or used in operating activities may also be affected by changes in our portfolio resulting from hotel acquisitions, dispositions or renovations. Net cash provided by operating activities was \$156.4 million for 2011 compared to \$43.6 million for 2010, and \$64.8 million for 2009. The increase in 2011 as compared to 2010 was primarily due to our acquisitions of the new hotels, combined with increased earnings at our existing hotels. The decrease in 2010 as compared to 2009 was primarily due to an increase in restricted cash during 2010.

**Investing activities.** Our cash provided by or used in investing activities fluctuates primarily as a result of acquisitions, dispositions and renovations of hotels. Net cash used in investing activities in 2011 and 2010 and net cash provided by investing activities in 2009 was as follows (in thousands):

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Proceeds from sales of hotel properties and other assets	\$ 44,576	\$ 63	\$ 64,073
Cash received from unconsolidated joint venture	—	900	500
Restricted cash—replacement reserve	(8,143)	(931)	(1,823)
Acquisitions of notes receivable	—	(3,950)	—
Proceeds received from sale of note receivable	79,194	—	—
Acquisitions of hotel properties and other assets	(263,264)	(142,410)	—
Renovations and additions to hotel properties and other real estate	(100,400)	(56,984)	(44,105)
Payments for interest rate derivatives	(1,082)	—	—
Net cash (used in) provided by investing activities	<u>\$(249,119)</u>	<u>\$(203,312)</u>	<u>\$ 18,645</u>

Net cash used in investing activities was \$249.1 million in 2011, as compared to net cash used of \$203.3 million in 2010, and net cash provided of \$18.6 million in 2009. During 2011, we received net proceeds of \$39.8 million from our sale of the Royal Palm Miami Beach, \$0.1 million from our sale of the commercial laundry facility located in Salt Lake City, Utah, \$16.1 million from our sale of the Valley River Inn partially offset by \$11.5 million of debt assigned to the buyer of the hotel and an additional \$0.1 million from the sale of surplus FF&E, for a total cash inflow of \$44.6 million. In addition, during 2011, we received net proceeds of \$79.2 million from the sale of the Royal Palm note. These cash inflows were offset as we increased the balance in our restricted cash replacement reserve accounts by \$8.1 million, paid cash of \$263.3 million to acquire hotel properties and other assets, paid cash of \$100.4 million for renovations and additions to our portfolio, and paid cash of \$1.1 million for interest rate derivative agreements. The \$263.3 million total cash paid for acquisitions during 2011 is comprised of the following: \$37.5 million for the outside 62.0% equity interests in our Doubletree Guest Suites Times Square, partially offset by \$13.0 million of unrestricted cash acquired upon acquisition; \$51.6 million for the JW Marriott New Orleans; \$182.8 million for the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront, partially offset by \$3.7 million of unrestricted cash acquired upon acquisition; and \$9.0 million for the outside 50.0% equity interest in our BuyEfficient joint venture, partially offset by \$0.9 million of unrestricted cash acquired upon acquisition.



During 2010, we paid \$117.6 million to acquire the Royal Palm Miami Beach and \$24.8 million to reacquire the Renaissance Westchester, for a total cash outlay of \$142.4 million. In addition, we increased the balance in our restricted cash replacement reserve accounts by \$0.9 million, and we paid \$4.0 million for the purchase of two notes receivable and \$57.0 million for renovations and additions to our portfolio. These cash outflows were partially offset by \$0.1 million of proceeds received from the sale of surplus FF&E at several of our hotels and our corporate office and distributions of \$0.9 million received from our BuyEfficient joint venture.

During 2009, we received \$64.1 million from the sale of hotel properties and other assets, which included \$61.3 million from the sale of three hotels, a \$2.0 million payment on a note receivable from the buyer of a hotel we sold in December 2008, \$0.4 million from the sale of certain excess FF&E located in two of our hotels, and \$0.4 million from the sales of two vacant parcels of land. In addition, we received \$0.5 million from our BuyEfficient joint venture, increased the balance in our restricted cash replacement reserve accounts by \$1.8 million, and paid cash of \$44.1 million for renovations and additions to our portfolio.

**Financing activities.** Our cash provided by or used in financing activities fluctuates primarily as a result of our issuance and repayment of notes payable, including the repurchase of Senior Notes, issuance and repayments on our credit facility and the issuance and repurchase of other forms of capital, including preferred equity and common stock. Net cash used in financing activities was \$32.8 million in 2011, as compared to net cash provided of \$82.6 million in 2010, and net cash provided of \$93.8 million in 2009. Net cash used in financing activities for 2011 consisted of \$568.3 million in principal payments on notes payable and our credit facility, including \$233.8 million to repay an existing mortgage upon the acquisition of our Hilton San Diego Bayfront joint venture, \$270.0 million to repay non-recourse senior mortgage and mezzanine debt upon our refinancing of the Doubletree Guest Suites Times Square, \$40.0 million to repay a draw on our credit facility and \$24.5 million of principal payments on our notes payable. In addition, we paid \$9.0 million in deferred financing costs related to our assumptions of debt on the Doubletree Guest Suites Times Square and the JW Marriott New Orleans in connection with the acquisitions of these two hotels, the issuance of a note payable to our Hilton San Diego Bayfront joint venture, the refinancing of debt secured by the Doubletree Guest Suites Times Square, as well as costs related to our credit facility. We also paid dividends totaling \$25.0 million to our stockholders and distributions totaling \$1.3 million to partners in our joint ventures. These cash outflows were partially offset during 2011 by the receipt of \$110.9 million in net proceeds from the issuance of our Series D preferred stock, and \$460.0 million in proceeds from the issuance of notes payable and a draw on our credit facility. The \$460.0 million includes \$240.0 million received from the issuance of a note payable to our Hilton San Diego Bayfront joint venture, \$180.0 million received from the refinancing of debt on our Doubletree Guest Suites Times Square and \$40.0 million received from a draw on our credit facility.

Net cash provided by financing activities for 2010 consisted primarily of \$190.6 million in net proceeds received from the issuance of common stock and \$92.5 million in proceeds received from the new loan on the Hilton Times Square. These cash inflows were partially offset by \$175.2 million of principal payments on our notes payable, including \$83.0 million paid to release three hotels from the Mass Mutual loan, \$81.0 million to pay off the loan on the Hilton Times Square in connection with the refinance of the loan and \$11.2 million of principal amortization. In addition, net cash provided by financing activities for 2010 includes \$20.5 million of dividends paid to our stockholders, and \$4.8 million in deferred financing costs paid in connection with our new credit facility and the refinancing of the Hilton Times Square loan.

Net cash provided by financing activities in 2009 consisted primarily of \$257.1 million in net proceeds received from the issuance of common stock and \$60.0 million in proceeds received from our credit facility. These cash inflows were partially offset by \$117.5 million used to repurchase a portion of our Senior Notes including related costs, \$74.4 million of principal payments on our notes payable and credit facility, \$27.9 million of dividends paid to our stockholders, and \$3.5 million in deferred financing fees paid in connection with amendments to our Senior Notes indenture, our credit facility and our loan secured by the Renaissance Baltimore.

**Future.** We expect our primary uses of cash to be for acquisitions of hotels, including possibly hotel portfolios, capital investments in our hotels, operating expenses, repayment of principal on our notes payable and credit facility, interest expense and dividends. We expect our primary sources of cash will continue to be our operating activities, working capital, notes payable, sales of hotel properties, and proceeds from public and private offerings of debt securities and common and preferred stock. Our ability to incur additional debt depends on a number of factors, including our leverage, the value of our unencumbered assets and borrowing restrictions imposed by lenders under our existing notes payable, as well as other factors affecting the general willingness or ability of lenders to provide loans. In addition, our financial objectives include the measured improvement of our credit ratios, maintenance of appropriate levels of liquidity, and a gradual reduction in our financial leverage. In the near-term, we expect to fund acquisitions largely through the issuance of equity in order to grow

the company and reduce leverage. Our ability to raise funds through the issuance of equity securities depends on, among other things, general market conditions for hotel companies and REITs and market perceptions about us. We will continue to analyze alternate sources of capital in an effort to minimize our capital costs and maximize our financial flexibility. However, when needed, the capital markets may not be available to us on favorable terms or at all.

We believe that our current cash balance, our cash flow from operations, our access to capital markets and our unencumbered properties will provide us with sufficient liquidity to meet our current operating expenses and other expenses directly associated with our business (including payment of dividends on our capital stock, if declared) for the foreseeable future, and in any event for at least the next 12 months.

**Debt.** In connection with our purchase of the outside 62.0% equity interests in our Doubletree Guest Suites Times Square in January 2011, we assumed \$270.0 million of non-recourse senior mortgage and mezzanine debt which was scheduled to mature in January 2012, and which bore a blended interest rate of 3-month LIBOR plus 115 basis points. We refinanced this debt in October 2011 with a new \$180.0 million non-recourse mortgage which matures in October 2018, and bears interest at a floating rate of 3-month LIBOR plus 325 basis points. The new mortgage requires payments of interest only for the first 24 months of the term, and is subject to a 30-year amortization schedule. In conjunction with this refinancing, we entered into an interest rate protection agreement which caps the 3-month LIBOR rate on the new mortgage at 4.0% until October 2015. We funded the remainder of the repayment of the prior loan with approximately \$90.0 million of our unrestricted cash.

Our purchase of the JW Marriott New Orleans in February 2011 included the assumption of a \$42.2 million floating-rate, non-recourse senior mortgage. The mortgage, which matures in September 2015, has been swapped to a fixed rate of 5.45%, and is subject to a 25-year amortization schedule.

Concurrent with our acquisition in April 2011 of a 75.0% majority interest in the joint venture that owns the Hilton San Diego Bayfront, the joint venture entered into a new \$240.0 million mortgage secured by the hotel. The mortgage bears a floating rate of interest of 3-month LIBOR plus 325 basis points, matures in April 2016 and is subject to a 30-year amortization schedule.

In February 2012, we repurchased \$4.5 million of our Senior Notes for a price of \$4.57 million plus accrued interest of approximately \$13,000.

In February 2010, we elected to terminate our existing \$80.0 million credit facility, and we wrote off \$1.5 million in related deferred financing costs. The termination of the facility eliminated approximately \$0.6 million in fees and associated costs per annum. In November 2010, we entered into a new \$150.0 million senior corporate credit facility (the “new credit facility”). The interest rate for the new credit facility ranges from 325 to 425 basis points over LIBOR, depending on our overall leverage. The initial term of the new credit facility is three years with an option to extend for an additional one year. Subject to approval by the lender group, the new credit facility may be increased to \$250.0 million. The new credit facility contains customary events of default relating to payments and breaches of representations and warranties, and is secured by pledges of the equity interests in subsidiaries holding 11 of our unencumbered hotels (Courtyard by Marriott Los Angeles, Fairmont Newport Beach, Hyatt Regency Newport Beach, Kahler Inn & Suites, Marriott Quincy, Marriott Portland, Marriott Rochester, Renaissance Los Angeles Airport, Renaissance Westchester, Residence Inn by Marriott Rochester and Sheraton Cerritos).

In November 2010, we entered into a new \$92.5 million non-recourse mortgage on our Hilton Times Square. The new mortgage matures in 2020 and bears a fixed interest rate of 4.97%, with scheduled monthly principal and interest amounts based on a 30-year amortization. The proceeds from the new mortgage were used in part to repay the maturing \$81.0 million mortgage on our Hilton Times Square, which bore an interest rate of 5.915%. Excess proceeds were retained for general corporate purposes. The new mortgage contains customary events of default relating to payments and breaches of representations and warranties.

As of December 31, 2011, we had \$1.6 billion of debt, \$218.4 million of cash and cash equivalents, including restricted cash, and total assets of \$3.1 billion. We believe that by controlling debt levels, staggering maturity dates and maintaining a highly flexible capital structure, we can maintain lower capital costs than more highly leveraged companies, or companies with limited flexibility due to restrictive corporate-level financial covenants.

As of December 31, 2011, all of our outstanding debt had fixed interest rates, except the \$237.8 million non-recourse mortgage on the Hilton San Diego Bayfront and the \$180.0 million non-recourse mortgage on the Doubletree Guest Suites Times Square, both of which are subject to interest rate cap agreements. The interest rate cap agreement on the Hilton San Diego Bayfront mortgage matures in April 2013, and caps the 3-month LIBOR rate at 3.75%. The interest rate cap agreement on the Doubletree Guest Suites Times Square mortgage matures in October 2015, and caps the 3-month LIBOR rate at 4.0%. The majority of our mortgage debt is in the form of single asset loans. We currently believe this structure is appropriate for the operating characteristics of our business and provides flexibility for assets to be sold subject to the existing debt, and as evidenced by our 2009 secured debt restructuring program, in instances where asset values have declined to levels below the principal amount of the associated mortgage, non-recourse single asset mortgages may limit the degradation in value experienced by our stockholders by shifting a portion of asset risk to our secured lenders.

As of December 31, 2011, the weighted average term to maturity of our debt is approximately 6 years, and 73.4% of our debt is fixed rate with a weighted average interest rate of 5.5%. The weighted average interest rate on all of our debt, which includes the effect of our interest rate derivative agreements based on the variable rates at December 31, 2011, is 5.0%.

**Financial Covenants.** We are subject to compliance with various covenants under the Series C preferred stock and the Senior Notes. With respect to our Series C preferred stock, if we fail to meet certain financial ratios for four consecutive quarters, a financial ratio violation will occur. During the continuation of a financial ratio violation, among other things, we would be restricted from paying dividends on our common stock, and may incur a 50 basis point per quarter dividend increase on the Series C preferred stock. Additionally, the Series C preferred stockholders would gain the right to appoint one board member. We do not currently expect to incur a financial ratio violation.

With respect to our Senior Notes, if the maturity dates of more than \$300.0 million of our indebtedness were to be accelerated as the result of uncured defaults, either the trustee or the holders of not less than 25% in principal amount of the outstanding Senior Notes would have the right to declare the Senior Notes and any unpaid interest immediately due and payable. As of February 28, 2012, none of the maturity dates have been accelerated for any of our indebtedness.

Additionally, we may be successful in obtaining mortgages on one or all of our 11 unencumbered hotels which are currently held by subsidiaries whose interests are pledged to our credit facility at December 31, 2011: Courtyard by Marriott Los Angeles, Fairmont Newport Beach, Hyatt Regency Newport Beach, Kahler Inn & Suites, Marriott Quincy, Marriott Portland, Marriott Rochester, Renaissance Los Angeles Airport, Renaissance Westchester, Residence Inn by Marriott Rochester and Sheraton Cerritos. These 11 hotels had an aggregate of 3,357 rooms as of December 31, 2011, and generated \$174.5 million in revenue during 2011. Should we obtain secured financing on any or all of our 11 unencumbered hotels, the amount of capital available through our credit facility may be reduced.

**Cash Balance.** We currently maintain higher than historical cash balances. By minimizing our need to access external capital by maintaining higher than typical cash balances, our financial security and flexibility are meaningfully enhanced because we are able to fund our business needs and debt maturities partially with our cash on hand. As we believe the lodging cycle has now entered a recovery phase, we expect to deploy a portion of our excess cash balance in 2012 towards debt repayments and repurchases, selective acquisitions and capital investments in our portfolio. During 2011, we selectively deployed a portion of our excess cash balance towards the following acquisitions: the outside 62.0% equity interests in our Doubletree Guest Suites Times Square joint venture; the outside 50.0% equity interest in our BuyEfficient joint venture; the JW Marriott New Orleans; and a 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront. Our acquisition program is aimed at generating attractive risk-adjusted returns on our investment dollars, and therefore we may target lodging assets outside of the typical branded, urban, upper upscale profile represented by our existing portfolio in order to capitalize on opportunities which may arise. Additionally, the scope of our acquisitions program may include large hotel portfolios or hotel loans.



## CONTRACTUAL OBLIGATIONS

The following table summarizes our payment obligations and commitments as of December 31, 2011 (in thousands):

	Payment Due by Period				
	Total	Less Than 1 Year	1 to 3 Years	3 to 5 Years	More Than 5 Years
(in thousands)					
Notes payable	\$1,571,612	\$ 53,935	\$117,096	\$732,035	\$ 668,546
Interest obligations on notes payable <sup>(1)</sup>	399,558	76,645	146,875	105,581	70,457
Operating lease obligations	436,622	8,624	17,454	17,691	392,853
Construction commitments	25,263	25,263	—	—	—
Employment obligations	2,533	1,525	1,008	—	—
Total	\$2,435,588	\$165,992	\$282,433	\$855,307	\$1,131,856

(1) Interest on variable-rate debt obligations is calculated based on the variable rates at December 31, 2011 and includes the effect of our interest rate derivative agreements.

## CAPITAL EXPENDITURES AND RESERVE FUNDS

We believe we maintain each of our hotels in good repair and condition and in general conformity with applicable franchise and management agreements, ground and air leases, laws and regulations. Our capital expenditures primarily relate to the ongoing maintenance of our hotels and are budgeted in the reserve accounts described in the following paragraph. We also incur capital expenditures for renovation and development. We invested \$100.4 million in our portfolio during 2011. Our renovation budget for 2012 includes \$25.3 million of contractual construction commitments. If we acquire, renovate or develop additional hotels in the future, our capital expenditures will increase.

With respect to our hotels that are operated under management or franchise agreements with major national hotel brands and for all of our hotels subject to first mortgage liens, we are obligated to maintain an FF&E reserve account for future planned and emergency-related capital expenditures at these hotels. The amount funded into each of these reserve accounts is determined pursuant to the management, franchise and loan agreements for each of the respective hotels, ranging between 4.0% and 5.0% of the respective hotel's total annual revenue. As of December 31, 2011, \$36.4 million was held in FF&E reserve accounts for future capital expenditures at the 32 hotels. According to the respective loan agreements, the reserve funds are to be held by the lenders or managers in restricted cash accounts, and we are not required to spend the entire amount in the FF&E reserve accounts each year.

## SEASONALITY AND VOLATILITY

As is typical of the lodging industry, we experience some seasonality in our business as indicated in the table below. Revenue for certain of our hotels is generally affected by seasonal business patterns (e.g., the first quarter is strong in Orlando, the second quarter is strong for the Mid-Atlantic business hotels, and the fourth quarter is strong for New York City). Quarterly revenue also may be adversely affected by renovations, our managers' effectiveness in generating business and by events beyond our control, such as extreme weather conditions, terrorist attacks or alerts, public health concerns, airline strikes or reduced airline capacity, economic factors, natural disasters and other considerations affecting travel. Revenues for our 32 hotel Comparable Portfolio by quarter for 2009, 2010 and 2011 were as follows (dollars in thousands):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
<b>REVENUES</b>					
2009 Comparable Portfolio (32 Hotels) <sup>(1)</sup>	\$181,421	\$195,847	\$186,715	\$212,115	\$776,098
2009 Revenues as a percentage of total	23.4%	25.2%	24.1%	27.3%	100.0%
2010 Comparable Portfolio (32 Hotels) <sup>(1)</sup>	\$180,750	\$204,804	\$195,220	\$228,094	\$808,868
2010 Revenues as a percentage of total	22.4%	25.3%	24.1%	28.2%	100.0%
2011 Comparable Portfolio (32 Hotels) <sup>(1)</sup>	\$189,650	\$217,626	\$207,492	\$240,362	\$855,130
2011 Revenues as a percentage of total	22.2%	25.4%	24.3%	28.1%	100.0%

(1) Includes all 32 hotels in which the Company has interests as of December 31, 2011. Includes prior ownership results for the Doubletree Guest Suites Times Square, the JW Marriott New Orleans and the Hilton San Diego Bayfront for all periods presented, as well as operating results for the Renaissance Westchester while it was held in receivership and reclassified to discontinued operations, prior to the Company's reacquisition in June 2010.

## INFLATION

Inflation may affect our expenses, including, without limitation, by increasing such costs as labor, food, taxes, property and casualty insurance and utilities.

## CRITICAL ACCOUNTING POLICIES

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

We evaluate our estimates on an ongoing basis. We base our estimates on historical experience, information that is currently available to us and on various other assumptions that we believe are reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies affect the most significant judgments and estimates used in the preparation of our consolidated financial statements.

✱ *Impairment of long-lived assets and goodwill.* We periodically review each property and any related goodwill for possible impairment. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. We perform a Level 3 analysis of fair value, using a discounted cash flow analysis to estimate the fair value of our properties taking into account each property’s expected cash flow from operations, holding period and proceeds from the disposition of the property. The factors addressed in determining estimated proceeds from disposition include anticipated operating cash flow in the year of disposition and terminal capitalization rate. Our judgment is required in determining the discount rate applied to estimated cash flows, growth rate of the properties, operating income of the properties, the need for capital expenditures, as well as specific market and economic conditions.

We account for goodwill in accordance with the Intangibles—Goodwill and Other Topic of the FASB ASC, which states that goodwill has an indefinite useful life that should not be amortized but should be reviewed annually for impairment, or more frequently if events or changes in circumstances indicate that goodwill might be impaired, as well as the Fair Value Measurements and Disclosures Topic of the FASB ASC for financial and nonfinancial assets and liabilities, which establishes a framework for measuring fair value and expands disclosures about fair value measurements by establishing a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The review of any potential goodwill impairment requires estimates of fair value for our properties that have goodwill arising from unallocated acquisition costs. These estimates of fair value are prepared using Level 3 measurements.

✱ *Acquisition related assets and liabilities.* Accounting for the acquisition of a hotel property as a purchase transaction 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 most difficult estimations of individual fair values are those involving long-lived assets, such as property and equipment and intangible assets. During 2011, we used all available information to make these fair value determinations, and engaged an independent valuation specialist to assist in the fair value determination of the long-lived assets acquired in our purchases of the outside 62.0% equity interests in the Doubletree Guest Suites Times Square joint venture, the outside 50.0% equity interests in the BuyEfficient joint venture, the JW Marriott New Orleans and the purchase of the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront. Due to inherent subjectivity in determining the estimated fair value of long-lived assets, we believe that the recording of acquired assets and liabilities is a critical accounting policy.

✱ *Depreciation and amortization expense.* Depreciation expense is based on the estimated useful life of our assets. The life of the assets is based on a number of assumptions, including the cost and timing of capital expenditures to maintain and refurbish our hotels, as well as specific market and economic conditions. Hotel properties and other completed real estate investments are depreciated using the straight-line method over estimated useful lives ranging from five to 35 years for buildings and improvements and three to 12 years for furniture, fixtures and equipment. While we believe our estimates are reasonable, a change in the estimated lives could affect depreciation expense and net income or the gain or loss on the sale of any of our hotels. We have not changed the estimated useful lives of any of our assets during the periods discussed.

## NEW ACCOUNTING STANDARDS AND ACCOUNTING CHANGES

Certain provisions of Accounting Standards Update No. 2010-06, *“Fair Value Measurement (Topic 820): Improving Disclosures About Fair Value Measurements,”* (“ASU No. 2010-06”) became effective during our 2011 first quarter. Those provisions, which amended Subtopic 820-10, require us to present as separate line items all purchases, sales, issuances, and settlements of financial instruments valued using significant unobservable inputs (Level 3) in the reconciliation of fair value measurements, in contrast to the previous aggregate presentation as a single line item. The adoption did not have a material impact on our financial statements or disclosures.

In July 2010, the FASB issued Accounting Standards Update No. 2010-20, *“Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses,”* (“ASU No. 2010-20”). ASU 2010-20 requires entities to provide extensive new disclosures in their financial statements about their financing receivables, including credit risk exposures and the allowance for credit losses. Entities with financing receivables are required to disclose, among other things: a rollforward of the allowance for credit losses; credit quality information such as credit risk scores or external credit agency ratings; impaired loan information; modification information; and nonaccrual and past due information. The disclosures as of the end of a reporting period were effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period were effective for interim and annual reporting periods beginning on or after December 15, 2010. The disclosures regarding troubled debt restructurings were effective for interim and annual reporting periods beginning on or after June 15, 2011. Our adoptions of the various components of ASU 2010-20 did not have a material impact on our financial statements or disclosures.

In May 2011, the FASB issued Accounting Standards Update No. 2011-04, *“Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs,”* (“ASU No. 2011-04”). ASU No. 2011-04 generally provides a uniform framework for fair value measurements and related disclosures between GAAP and International Financial Reporting Standards (“IFRS”). Additional disclosure requirements in the update include: (1) for Level 3 fair value measurements, quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs; (2) for an entity’s use of a nonfinancial asset that is different from the asset’s highest and best use, the reason for the difference; (3) for financial instruments not measured at fair value but for which disclosure of fair value is required, the fair value hierarchy level in which the fair value measurements were determined; and (4) the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy. ASU 2011-04 will be effective for interim and annual periods beginning on or after December 15, 2011. We are currently evaluating the impact ASU 2011-04 will have on our financial statements.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, *“Comprehensive Income (Topic 220): Presentation of Comprehensive Income,”* (“ASU No. 2011-05”). ASU No. 2011-05 amends existing guidance by allowing only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement, statement of comprehensive income or (2) in two separate but consecutive financial statements, consisting of an income statement followed by a separate statement of other comprehensive income. Also, items that are reclassified from other comprehensive income to net income must be presented on the face of the financial statements. In December 2011, the FASB issued Accounting Standards Update No. 2011-12, *“Comprehensive Income (Topic 220), Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05,”* (“ASU No. 2011-12”). ASU No. 2011-12 defers the ASU No. 2011-05 requirement that companies display reclassification adjustments for each component of other comprehensive income in both net income and other comprehensive income on the face of the financial statements. Companies are still required to present reclassifications out of other comprehensive income on the face of the financial statements or disclose those amounts in the notes to the financial statements. ASU No. 2011-12 also defers the requirement to report reclassification adjustments in interim periods. Both ASU No. 2011-05 and ASU No. 2011-12 require retrospective application, and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. We do not believe that the adoptions of either ASU No. 2011-05 or ASU No. 2011-12 will have a material impact on our financial statements.



In September 2011, the FASB issued Accounting Standards Update No. 2011-08, “*Intangibles—Goodwill and Other (Topic 350): Testing Goodwill for Impairment*,” (“ASU No. 2011-08”). ASU No. 2011-08 simplifies how entities test goodwill for impairment. ASU 2011-08 allows entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If a greater than 50 percent likelihood exists that the fair value is less than the carrying amount then a two-step goodwill impairment test as described in Topic 350 must be performed. ASU No. 2011-08 is effective for fiscal years beginning after December 15, 2011, with early adoption permitted. We do not believe that the adoption of ASU No. 2011-08 will have a material impact on our financial statements. Should we perform a qualitative assessment on our goodwill in the future, however, additional disclosures will be required.

#### **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

To the extent that we incur debt with variable interest rates, our future income, cash flows and fair values relevant to financial instruments are dependent upon prevailing market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We have no derivative financial instruments held for trading purposes. We use derivative financial instruments to manage, or hedge, interest rate risks.

Our interest payments on 73.4% of our debt are fixed in nature, which largely mitigates the effect of changes in interest rates on our cash interest payments. If market rates of interest on our variable rate debt increase or decrease by 100 basis points, interest expense would increase or decrease, respectively, our future earnings and cash flows by approximately \$4.3 million based on the variable rates at December 31, 2011.

#### **CONTROLS AND PROCEDURES**

##### *(a) Evaluation of Disclosure Controls and Procedures*

Based upon an evaluation of the effectiveness of disclosure controls and procedures, our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) have concluded that as of the end of the period covered by this Annual Report our disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act) were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the rules and forms of the SEC and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

##### *(b) Management’s Report on Internal Control over Financial Reporting*

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Due to 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 due to changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our CEO and CFO, we conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework. Based on its evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2011.

Ernst & Young LLP, an independent registered public accounting firm, has audited the Consolidated Financial Statements included in this Annual Report and, as part of its audit, has issued its report, included herein at page 46, on the effectiveness of our internal control over financial reporting.

##### *(c) Changes in Internal Control over Financial Reporting*

There was no change in our internal control over financial reporting that occurred during the most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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The Board of Directors and Stockholders  
Sunstone Hotel Investors, Inc.

We have audited Sunstone Hotel Investors, Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Sunstone Hotel Investors, Inc.'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 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, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and 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, Sunstone Hotel Investors, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Sunstone Hotel Investors, Inc. as of December 31, 2011 and 2010, and the related consolidated statements of operations, equity, and cash flows for each of the years in the three-year period ended December 31, 2011 of Sunstone Hotel Investors, Inc. and our report dated February 28, 2012 expressed an unqualified opinion thereon.

*Ernst & Young LLP*

Irvine, California  
February 28, 2012

# REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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To the Board of Directors and Stockholders  
Sunstone Hotel Investors, Inc.

We have audited the accompanying consolidated balance sheets of Sunstone Hotel Investors, Inc. as of December 31, 2011 and 2010, and the related consolidated statements of operations, equity, and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements 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 financial statements referred to above present fairly, in all material respects, the consolidated financial position of Sunstone Hotel Investors, Inc. at December 31, 2011 and 2010, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Sunstone Hotel Investors, Inc.'s internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 28, 2012 expressed an unqualified opinion thereon.

*Ernst & Young LLP*

Irvine, California  
February 28, 2012



# CONSOLIDATED BALANCE SHEETS

	December 31, 2011	December 31, 2010
(In thousands, except share data)		
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents (\$1,438 and \$1,365 related to VIEs)	\$ 150,533	\$ 276,034
Restricted cash (\$4,833 and \$3,581 related to VIEs)	67,898	54,954
Accounts receivable, net (\$3,001 and \$1,885 related to VIEs)	32,536	17,285
Due from affiliates	6	44
Inventories (\$205 and \$159 related to VIEs)	2,608	2,101
Prepaid expenses	10,272	7,808
Investment in hotel properties of discontinued operations, net	—	131,404
Investment in other real estate of discontinued operations, net	—	896
Other current assets of discontinued operations, net	—	5,128
Total current assets	263,853	495,654
Investment in hotel properties, net	2,777,826	1,902,819
Other real estate, net	11,859	11,116
Investments in unconsolidated joint ventures	—	246
Deferred financing fees, net	14,651	8,855
Interest rate cap derivative agreements	386	—
Goodwill	13,088	4,673
Other assets, net (\$0 and \$3 related to VIEs)	19,577	12,743
Total assets	\$3,101,240	\$2,436,106
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses (\$791 and \$713 related to VIEs)	\$ 26,854	\$ 20,889
Accrued payroll and employee benefits (\$1,205 and \$1,123 related to VIEs)	20,863	12,674
Due to Third-Party Managers	9,227	7,573
Dividends payable	7,437	5,137
Other current liabilities (\$3,408 and \$1,439 related to VIEs)	28,465	16,907
Current portion of notes payable	53,935	16,196
Note payable of discontinued operations	—	11,773
Other current liabilities of discontinued operations, net	—	21,600
Total current liabilities	146,781	112,749
Notes payable, less current portion	1,516,542	1,115,334
Interest rate swap derivative agreement	1,567	—
Other liabilities (\$0 and \$30 related to VIEs)	11,056	8,724
Total liabilities	1,675,946	1,236,807
Commitments and contingencies (Note 15)		
Preferred stock, Series C Cumulative Convertible Redeemable Preferred Stock, \$0.01 par value, 4,102,564 shares authorized, issued and outstanding at December 31, 2011 and 2010, liquidation preference of \$24.375 per share	100,000	100,000
Equity:		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized.		
8.0% Series A Cumulative Redeemable Preferred Stock, 7,050,000 shares issued and outstanding at December 31, 2011 and 2010, stated at liquidation preference of \$25.00 per share	176,250	176,250
8.0% Series D Cumulative Redeemable Preferred Stock, 4,600,000 shares issued and outstanding at December 31, 2011 and zero issued and outstanding at December 31, 2010, stated at liquidation preference of \$25.00 per share	115,000	—
Common stock, \$0.01 par value, 500,000,000 shares authorized, 117,265,090 shares issued and outstanding at December 31, 2011 and 116,950,504 shares issued and outstanding at December 31, 2010	1,173	1,170
Additional paid in capital	1,312,566	1,313,498
Retained earnings	110,580	29,593
Cumulative dividends	(445,396)	(418,075)
Accumulated other comprehensive loss	(4,916)	(3,137)
Total stockholders' equity	1,265,257	1,099,299
Non-controlling interest in consolidated joint ventures	60,037	—
Total equity	1,325,294	1,099,299
Total liabilities and equity	\$3,101,240	\$2,436,106
The abbreviation VIEs above refers to "Variable Interest Entities."		

See accompanying notes to consolidated financial statements.

# CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
(In thousands, except per share data)			
<b>REVENUES</b>			
Room	\$572,289	\$418,943	\$ 401,920
Food and beverage	196,524	159,365	157,219
Other operating	65,916	46,236	50,173
Total revenues	834,729	624,544	609,312
<b>OPERATING EXPENSES</b>			
Room	144,334	107,788	100,578
Food and beverage	143,120	116,856	115,246
Other operating	26,092	23,265	23,579
Advertising and promotion	41,952	32,225	31,545
Repairs and maintenance	33,766	27,161	26,819
Utilities	31,014	24,527	24,429
Franchise costs	29,115	21,474	20,658
Property tax, ground lease and insurance	63,423	40,980	42,820
Property general and administrative	98,642	74,535	71,019
Corporate overhead	25,746	21,971	25,227
Depreciation and amortization	127,945	92,374	92,457
Impairment loss	10,862	1,943	30,852
Total operating expenses	776,011	585,099	605,229
Operating income	58,718	39,445	4,083
Equity in net earnings (losses) of unconsolidated joint ventures	21	555	(27,801)
Interest and other income	3,118	111	1,388
Interest expense	(82,965)	(70,174)	(75,869)
Gain on remeasurement of equity interests	69,230	—	—
Gain on extinguishment of debt	—	—	54,506
Income (loss) from continuing operations	48,122	(30,063)	(43,693)
Income (loss) from discontinued operations	33,177	68,605	(225,915)
<b>NET INCOME (LOSS)</b>	81,299	38,542	(269,608)
Income from consolidated joint venture attributable to non-controlling interest	(312)	—	—
Distributions to non-controlling interest	(30)	—	—
Dividends paid on unvested restricted stock compensation	—	—	(447)
Preferred stock dividends and accretion	(27,321)	(20,652)	(20,749)
Undistributed income allocated to unvested restricted stock compensation	(636)	(102)	—
<b>INCOME AVAILABLE (LOSS ATTRIBUTABLE) TO COMMON STOCKHOLDERS</b>	\$ 53,000	\$ 17,788	\$(290,804)
Basic per share amounts:			
Income (loss) from continuing operations available (attributable) to common stockholders	\$ 0.17	\$ (0.51)	\$ (0.93)
Income (loss) from discontinued operations	0.28	0.69	(3.24)
Basic income available (loss attributable) to common stockholders per common share	\$ 0.45	\$ 0.18	\$ (4.17)
Diluted per share amounts:			
Income (loss) from continuing operations available (attributable) to common stockholders	\$ 0.17	\$ (0.51)	\$ (0.93)
Income (loss) from discontinued operations	0.28	0.69	(3.24)
Diluted income available (loss attributable) to common stockholders per common share	\$ 0.45	\$ 0.18	\$ (4.17)
Weighted average common shares outstanding:			
Basic	117,206	99,709	69,820
Diluted	117,206	99,709	69,820

See accompanying notes to consolidated financial statements.

# CONSOLIDATED STATEMENTS OF EQUITY

	Preferred Stock						Additional Paid in Capital	Retained Earnings (Deficit)	Cumulative Dividends	Accumulated Other Compre- hensive Loss	Non- Controlling Interest in Consolidated Joint Ventures	Total
	Series A		Series D		Common Stock							
	Number of Shares	Amount	Number of Shares	Amount	Number of Shares	Amount						
(In thousands, except per share data)												
Balance at December 31, 2008	7,050,000	\$176,250	—	\$ —	47,864,654	\$ 479	\$ 829,274	\$ 260,659	\$(347,922)	\$(3,928)	\$ —	\$ 914,812
Net proceeds from sale of common stock	—	—	—	—	43,700,000	437	256,638	—	—	—	—	257,075
Vesting of restricted common stock	—	—	—	—	290,264	3	4,287	—	—	—	—	4,290
Common dividends at \$0.60 per share	—	—	—	—	5,049,157	50	29,006	—	(29,056)	—	—	—
Series A preferred dividends and dividends payable at \$2.00 per share	—	—	—	—	—	—	—	—	(14,100)	—	—	(14,100)
Series C preferred dividends and dividends payable at \$1.572 per share	—	—	—	—	—	—	—	—	(6,449)	—	—	(6,449)
Accretion of discount on Series C preferred stock	—	—	—	—	—	—	(200)	—	—	—	—	(200)
Net loss	—	—	—	—	—	—	—	(269,608)	—	—	—	(269,608)
Pension liability adjustment	—	—	—	—	—	—	—	—	—	947	—	947
Comprehensive loss	—	—	—	—	—	—	—	—	—	—	—	(268,661)
Balance at December 31, 2009	7,050,000	176,250	—	—	96,904,075	969	1,119,005	(8,949)	(397,527)	(2,981)	—	886,767
Net proceeds from sale of common stock	—	—	—	—	19,500,000	195	190,447	—	—	—	—	190,642
Vesting of restricted common stock	—	—	—	—	546,429	6	4,150	—	—	—	—	4,156
Series A preferred dividends and dividends payable at \$2.00 per share	—	—	—	—	—	—	—	—	(14,100)	—	—	(14,100)
Series C preferred dividends and dividends payable at \$1.572 per share	—	—	—	—	—	—	—	—	(6,448)	—	—	(6,448)
Accretion of discount on Series C preferred stock	—	—	—	—	—	—	(104)	—	—	—	—	(104)
Net income	—	—	—	—	—	—	—	38,542	—	—	—	38,542
Pension liability adjustment	—	—	—	—	—	—	—	—	—	(156)	—	(156)
Comprehensive income	—	—	—	—	—	—	—	—	—	—	—	38,386
Balance at December 31, 2010	7,050,000	176,250	—	—	116,950,504	1,170	1,313,498	29,593	(418,075)	(3,137)	—	1,099,299
Net proceeds from sale of preferred stock	—	—	4,600,000	115,000	—	—	(4,052)	—	—	—	—	110,948
Vesting of restricted common stock	—	—	—	—	314,586	3	3,120	—	—	—	—	3,123
Non-controlling interest assumed at acquisition	—	—	—	—	—	—	—	—	—	—	61,067	61,067
Distributions to non-controlling interests	—	—	—	—	—	—	—	—	—	—	(1,342)	(1,342)
Series A preferred dividends and dividends payable at \$2.00 per share	—	—	—	—	—	—	—	—	(14,100)	—	—	(14,100)
Series C preferred dividends and dividends payable at \$1.572 per share	—	—	—	—	—	—	—	—	(6,448)	—	—	(6,448)
Series D preferred dividends and dividends payable at \$1.472222 per share	—	—	—	—	—	—	—	—	(6,773)	—	—	(6,773)
Net income	—	—	—	—	—	—	—	80,987	—	—	312	81,299
Pension liability adjustment	—	—	—	—	—	—	—	—	—	(1,779)	—	(1,779)
Comprehensive income	—	—	—	—	—	—	—	—	—	—	—	79,520
Balance at December 31, 2011	7,050,000	\$176,250	4,600,000	\$115,000	117,265,090	\$1,173	\$1,312,566	\$ 110,580	\$(445,396)	\$(4,916)	\$60,037	\$1,325,294

See accompanying notes to consolidated financial statements



# CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
(In thousands)			
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income (loss)	\$ 81,299	\$ 38,542	\$(269,608)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Bad debt expense	630	89	5,976
(Gain) loss on sales of hotel properties and other assets, net	(14,995)	382	12,677
Gain on remeasurement of equity interests	(69,230)	—	—
Gain on extinguishment of debt	(18,145)	(86,235)	(54,506)
Loss on derivatives	2,655	—	—
Depreciation	118,834	100,670	110,642
Amortization of franchise fees and other intangibles	15,069	543	418
Amortization and write-off of deferred financing fees	3,305	3,623	2,673
Amortization of loan discounts	1,062	996	1,813
Amortization of deferred stock compensation	2,745	3,942	4,055
Impairment loss	12,357	1,943	226,145
Equity in net (earnings) losses of unconsolidated joint ventures	(21)	(555)	27,801
Changes in operating assets and liabilities:			
Restricted cash	13,322	(19,234)	(879)
Accounts receivable	(4,161)	4,269	9,903
Due from affiliates	38	18	47
Inventories	(316)	(163)	290
Prepaid expenses and other assets	2,558	(4,494)	2,008
Accounts payable and other liabilities	5,422	(1,301)	(4,537)
Accrued payroll and employee benefits	2,424	3,829	712
Due to Third-Party Managers	(404)	(2,449)	(3,942)
Discontinued operations	1,942	(820)	(6,875)
Net cash provided by operating activities	156,390	43,595	64,813
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Proceeds from sales of hotel properties and other assets	44,576	63	64,073
Cash received from unconsolidated joint venture	—	900	500
Restricted cash—replacement reserve	(8,143)	(931)	(1,823)
Acquisitions of notes receivable	—	(3,950)	—
Proceeds received from sale of note receivable	79,194	—	—
Acquisitions of hotel properties and other assets	(263,264)	(142,410)	—
Renovations and additions to hotel properties and other real estate	(100,400)	(56,984)	(44,105)
Payments for interest rate derivatives	(1,082)	—	—
Net cash (used in) provided by investing activities	(249,119)	(203,312)	18,645

(continued)

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
(In thousands)			
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from preferred stock offering	\$ 115,000	\$ —	\$ —
Payment of preferred stock offering costs	(4,052)	—	—
Proceeds from common stock offering	—	199,875	269,100
Payment of common stock offering costs	—	(9,233)	(12,025)
Proceeds from notes payable and credit facility	460,000	92,500	60,000
Payments on notes payable and credit facility	(568,308)	(175,175)	(74,406)
Payments for repurchases of notes payable and related costs	—	—	(117,450)
Payments of deferred financing costs	(9,049)	(4,788)	(3,540)
Dividends paid	(25,021)	(20,548)	(27,911)
Distributions to non-controlling interests	(1,342)	—	—
Net cash (used in) provided by financing activities	(32,772)	82,631	93,768
Net increase (decrease) in cash and cash equivalents	(125,501)	(77,086)	177,226
Cash and cash equivalents, beginning of year	276,034	353,120	175,894
Cash and cash equivalents, end of year	\$ 150,533	\$ 276,034	\$ 353,120
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>			
Cash paid for interest	\$ 76,015	\$ 65,780	\$ 91,407
<b>NONCASH INVESTING ACTIVITY</b>			
Issuance of note receivable	\$ 90,000	\$ —	\$ —
Accounts payable related to renovations and additions to hotel properties and other real estate	\$ 8,304	\$ 8,739	\$ 1,712
Deconsolidation of assets of hotels placed into receivership	\$ —	\$ —	\$ 60,770
Deconsolidation of liabilities of hotels placed into receivership	\$ —	\$ —	\$ 101,221
Amortization of deferred stock compensation—construction activities	\$ 376	\$ 182	\$ 188
Amortization of deferred stock compensation—unconsolidated joint venture	\$ 2	\$ 32	\$ 47
Forgiveness of interest on note receivable	\$ —	\$ —	\$ (1,050)
<b>NONCASH FINANCING ACTIVITY</b>			
Assumption of debt in connection with acquisitions of hotel properties	\$ 545,952	\$ —	\$ —
Assignment of debt in connection with disposition of hotel property	\$ (11,532)	\$ —	\$ —
Issuance of stock dividend	\$ —	\$ —	\$ 29,056
Dividends payable	\$ 7,437	\$ 5,137	\$ 5,137

See accompanying notes to consolidated financial statements.

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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## 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

Sunstone Hotel Investors, Inc. (the “Company”) was incorporated in Maryland on June 28, 2004 in anticipation of an initial public offering of common stock, which was consummated on October 26, 2004. The Company, through its 100% controlling interest in Sunstone Hotel Partnership, LLC (the “Operating Partnership”), of which the Company is the sole managing member, and the subsidiaries of the Operating Partnership, including Sunstone Hotel TRS Lessee, Inc. (the “TRS Lessee”) and its subsidiaries, is currently engaged in acquiring, owning, asset managing and renovating hotel properties. The Company may also sell certain hotel properties from time to time. The Company operates as a real estate investment trust (“REIT”) for federal income tax purposes.

As a REIT, certain tax laws limit the amount of “non-qualifying” income the Company can earn, including income derived directly from the operation of hotels. As a result, the Company leases all of its hotels to its TRS Lessee, which in turn enters into long-term management agreements with third parties to manage the operations of the Company’s hotels. As of December 31, 2011, the Company had interests in 32 hotels (the “32 hotels”). The Company’s third-party managers included subsidiaries of Marriott International, Inc. or Marriott Hotel Services, Inc. (collectively, “Marriott”), managers of 13 of the Company’s 32 hotels; a subsidiary of Interstate Hotels & Resorts, Inc., manager of 11 of the Company’s 32 hotels; Highgate Hotels, manager of two of the Company’s 32 hotels; Hilton Worldwide, manager of two of the Company’s 32 hotels; and Davidson Hotels & Resorts, Fairmont Hotels & Resorts (U.S.), Hyatt Corporation and Sage Hospitality Resources, each managers of one of the Company’s 32 hotels. In addition, as of January 2011, the Company owns 100% of BuyEfficient, LLC (“BuyEfficient”), an electronic purchasing platform that allows members to procure food, operating supplies, furniture, fixtures and equipment.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### BASIS OF PRESENTATION

The accompanying consolidated financial statements as of December 31, 2011 and 2010, and for the years ended December 31, 2011, 2010 and 2009, include the accounts of the Company, the Operating Partnership, the TRS Lessee and their subsidiaries. All significant intercompany balances and transactions have been eliminated. Non-controlling interests at December 31, 2011 represent the outside equity interests in various consolidated affiliates of the Company.

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

The Company has evaluated subsequent events through the date of issuance of these financial statements.

### USE OF ESTIMATES

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

### REPORTING PERIODS

The results the Company reports in its consolidated statements of operations are based on results reported to the Company by its hotel managers. These hotel managers use different reporting periods. Marriott uses a fiscal year ending on the Friday closest to December 31, and reports twelve weeks of operations each for the first three quarters of the year, and sixteen or seventeen weeks of operations for the fourth quarter of the year. The Company’s other hotel managers report operations on a standard monthly calendar. The Company has elected to adopt quarterly close periods of March 31, June 30 and September 30, and an annual year end of December 31. As a result, the Company’s 2011 results of operations for the Marriott-managed hotels include results from January 1 through March 25 for the first quarter, March 26 through June 17 for the second quarter, June 18 through September 9 for the third quarter, and September 10 through December 30 for the fourth quarter. The Company’s 2010 results of operations for the Marriott-managed hotels include results from January 2 through March 26 for the first quarter, March 27 through June 18 for the second quarter, June 19 through September 10 for the third quarter, and September 11 through December 31 for the fourth quarter. The Company’s 2009 results of operations for the Marriott-managed hotels include results from January 3 through March 27 for the first quarter, March 28 through June 19 for the second quarter, June 20 through September 11 for the third quarter, and September 12 through January 1 for the fourth quarter.



Due to the one less day included in Marriott's 2011 results of operations, the Company estimates it recorded \$1.1 million less in revenue and approximately \$0.3 million less in net income based on the average daily revenues and income generated by its Marriott managed hotels during 2011. Due to the one less day included in Marriott's 2010 results of operations, the Company estimates it recorded \$0.5 million less in revenue and approximately \$0.1 million less in net income based on the average daily revenues and income generated by its Marriott managed hotels during 2010. Due to the one less day included in Marriott's 2009 results of operations, the Company estimates it recorded \$0.2 million less in revenue and approximately \$41,000 less in net income based on the average daily revenues and income generated by its Marriott managed hotels during 2009.

#### **CASH AND CASH EQUIVALENTS**

Cash and cash equivalents are defined as cash on hand and in various bank accounts plus all short-term investments with an original maturity of three months or less.

The Company maintains cash and cash equivalents and certain other financial instruments with various financial institutions. These financial institutions are located throughout the country and the Company's policy is designed to limit exposure to any one institution. The Company performs periodic evaluations of the relative credit standing of those financial institutions that are considered in the Company's investment strategy. At December 31, 2011 and 2010, the Company had amounts in banks that were in excess of federally insured amounts.

#### **RESTRICTED CASH**

Restricted cash is comprised of reserve accounts for debt service, interest reserves, capital replacements, ground leases, and property taxes. These restricted funds are subject to supervision and disbursement approval by certain of the Company's lenders and/or hotel managers.

#### **ACCOUNTS RECEIVABLE**

Accounts receivable primarily represents receivables from hotel guests who occupy hotel rooms and utilize hotel services. Accounts receivable also includes, among other things, receivables from customers who utilize the Company's commercial laundry facility located in Rochester, Minnesota, receivables from customers who utilize purchase volume rebates through BuyEfficient, as well as tenants who lease space in the Company's hotels. The Company maintains an allowance for doubtful accounts sufficient to cover potential credit losses. The Company's accounts receivable includes an allowance for doubtful accounts of \$0.2 million and \$0.1 million at December 31, 2011 and 2010, respectively.

#### **INVENTORIES**

Inventories, consisting primarily of food and beverages at the hotels, are stated at the lower of cost or market, with cost determined on a method that approximates first-in, first-out basis. In addition, inventories include linens leased to customers of our commercial laundry facilities, which are carried at their historical cost basis, less accumulated amortization.

#### **ACQUISITIONS OF HOTEL PROPERTIES AND OTHER ENTITIES**

Accounting for the acquisition of a hotel property as a purchase transaction 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 most difficult estimations of individual fair values are those involving long-lived assets, such as property and equipment and intangible assets. During 2011 and 2010, the Company used all available information to make these fair value determinations, and engaged an independent valuation specialist to assist in the fair value determination of the long-lived assets acquired in the Company's purchases of the outside 62.0% equity interests in the Doubletree Guest Suites Times Square joint venture, the outside 50.0% equity interests in the BuyEfficient joint venture, the JW Marriott New Orleans, the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront, and the purchase of the Royal Palm Miami Beach. Due to inherent subjectivity in determining the estimated fair value of long-lived assets, the Company believes that the recording of acquired assets and liabilities is a critical accounting policy.

#### **INVESTMENTS IN HOTEL PROPERTIES AND OTHER REAL ESTATE**

Hotel properties and other completed real estate investments are depreciated using the straight-line method over estimated useful lives ranging from five to 35 years for buildings and improvements and three to 12 years for furniture, fixtures and equipment.

As of December 31, 2011 and 2010, intangible assets included in the Company's investment in hotel properties, net consisted of the following (in thousands):

	2011	2010
Contractual advance hotel bookings <sup>(1)</sup>	\$ 26,110	\$ —
Easement agreements <sup>(2)</sup>	12,421	12,421
Ground/air lease agreements <sup>(3)</sup>	121,850	21,660
In-place lease agreements <sup>(4)</sup>	4,580	—
	<u>164,961</u>	<u>34,081</u>
Accumulated amortization	<u>(15,719)</u>	<u>(1,425)</u>
	<u>\$149,242</u>	<u>\$32,656</u>

Amortization expense on these intangible assets for the years ended December 31, 2011, 2010 and 2009 consisted of the following (in thousands):

	2011	2010	2009
Contractual advance hotel bookings <sup>(1)</sup>	\$ 9,988	\$ —	\$ —
Easement agreements <sup>(2)</sup>	29	26	37
Ground/air lease agreements <sup>(3)</sup>	3,978	255	255
In-place lease agreements <sup>(4)</sup>	299	—	—
	<u>\$14,294</u>	<u>\$281</u>	<u>\$292</u>

(1) Contractual advance hotel bookings consist of advance deposits related to the purchases of the Doubletree Guest Suites Times Square, the JW Marriott New Orleans & the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront. The contractual advance hotel bookings are recorded at a discounted present value based on estimated collectability, and are amortized using the straight-line method based over the periods the amounts are expected to be collected through April 2013.

(2) Easement agreements at the Marriott Del Mar and the Hilton Times Square are valued at fair value at the date of acquisition. The Marriott Del Mar easement agreement is amortized using the straight-line method over the remaining non-cancelable term of the related agreement, which is 87 years as of December 31, 2011. The Hilton Times Square easement agreement has an indefinite useful life, and, therefore, is not amortized. This non-amortizable intangible asset is reviewed annually for impairment and more frequently if events or circumstances indicate that the asset may be impaired. If a non-amortizable intangible asset is subsequently determined to have a finite useful life, the intangible asset will be written down to the lower of its fair value or carrying amount and then amortized prospectively, based on the remaining useful life of the intangible asset.

(3) Ground/air lease agreements at the Hilton Times Square, the Doubletree Guest Suites Times Square and the JW Marriott New Orleans are valued at fair value at the date of acquisition. The agreements are amortized using the straight-line method over the remaining non-cancelable terms of the related agreements, which range from between 25 and 79 years as of December 31, 2011.

(4) In-place lease agreements at the Doubletree Guest Suites Times Square and the Hilton San Diego Bayfront are valued at fair value at the date of acquisition. The agreements are amortized using the straight-line method over the remaining non-cancelable terms of the related agreements, which range from between seven and 16 years as of December 31, 2011.

For the next five years, amortization expense for the intangible assets noted above will be \$17.3 million in 2012, \$7.8 million in 2013 and \$4.5 million in 2014 through 2016.

The Company's investment in hotel properties, net also includes initial franchise fees which are recorded at cost and amortized using the straight-line method over the lives of the franchise agreements ranging from six to 20 years. All other franchise fees that are based on the Company's results of operations are expensed as incurred.

The Company follows the requirements of the Property, Plant and Equipment Topic of the FASB ASC, which requires impairment losses to be recorded on long-lived assets to be held and used by the Company when indicators of impairment are present and the future undiscounted net cash flows expected to be generated by those assets are less than the assets' carrying amount. If such assets are considered to be impaired, the related assets are adjusted to their estimated fair value and an impairment is recognized. The impairment recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. In computing fair value, the Company uses a discounted cash flow analysis to estimate the fair value of its hotel properties, taking into account each property's expected cash flow from operations, holding period and estimated proceeds from the disposition of the property. The factors addressed in determining estimated proceeds from disposition include anticipated operating cash flow in the year of disposition and terminal capitalization rate. In 2011, the Company did not recognize any impairments on its hotel properties, but did recognize an impairment of \$1.5 million to discontinued operations in June 2011 related to its sale in July 2011 of a commercial laundry facility located in Salt Lake City, Utah. In 2010, the Company recognized an impairment of \$1.9 million to impairment loss on an office building and land adjacent to one of its hotels based on estimated proceeds expected to be received from the possible sale of

this property. In conjunction with its 2009 review, the Company recorded hotel property impairments totaling \$217.7 million, including \$25.4 million to impairment loss and \$192.3 million to discontinued operations to reduce the carrying values of 11 hotels on its balance sheet to their fair values. In addition, in 2009 the Company recorded an impairment of \$1.4 million to impairment loss related to the write-off of deferred costs associated with a potential time share development, and an impairment of \$0.1 million to impairment loss related to a parcel of land adjacent to one of its hotels, which was sold in June 2009. Based on the Company's review, management believes that there were no other impairments on its long-lived assets, and that the carrying values of its hotel properties and other real estate are recoverable at December 31, 2011.

When an impairment loss is required for assets held for sale, the related assets are adjusted to their estimated fair values, less costs to sell. Operating results of any long-lived assets with their own identifiable cash flows that are disposed of or held for sale are removed from income from continuing operations and reported as discontinued operations. Depreciation ceases when a property is held for sale. The operating results for any such assets for any prior periods presented must also be reclassified as discontinued operations.

Fair value represents the amount at which an asset could be bought or sold in a current transaction between willing parties, that is, other than a forced or liquidation sale. The estimation process involved in determining if assets have been impaired and in the determination of fair value is inherently uncertain because it requires estimates of current market yields as well as future events and conditions. Such future events and conditions include economic and market conditions, as well as the availability of suitable financing. The realization of the Company's investment in hotel properties and other real estate is dependent upon future uncertain events and conditions and, accordingly, the actual timing and amounts realized by the Company may be materially different from their estimated fair values.

#### DEFERRED FINANCING FEES

Deferred financing fees consist of loan fees and other financing costs related to the Company's outstanding indebtedness and are amortized to interest expense over the terms of the related debt. Upon repayment or refinancing of the underlying debt, any related unamortized deferred financing fee is charged to interest expense. Upon any loan modification, any related unamortized deferred financing fee is amortized over the remaining terms of the modified loan.

During 2011, approximately \$9.0 million of deferred financing fees were incurred and paid related to the Company's assumptions of debt on the Doubletree Guest Suites Times Square and the JW Marriott New Orleans in connection with the acquisitions of these two hotels, the issuance of a note payable to the Company's Hilton San Diego Bayfront joint venture, the refinancing of debt secured by the Doubletree Guest Suites Times Square, as well as costs related to the Company's credit facility. During 2010, approximately \$4.8 million of deferred financing fees were incurred and paid related to new debt and debt refinancing at the Hilton Times Square and Renaissance Baltimore, as well as to the Company's line of credit. Such costs are being amortized over the related terms of the loans.

Total amortization and write-off of deferred financing fees for 2011, 2010 and 2009 was as follows (in thousands):

	2011	2010	2009
Continuing operations:			
Amortization of deferred financing fees	\$3,232	\$1,585	\$1,811
Write-off of deferred financing fees <sup>(1)</sup>	21	1,585	284
Total deferred financing fees—continuing operations	3,253	3,170	2,095
Discontinued operations:			
Amortization of deferred financing fees	10	453	578
Write-off of deferred financing fees <sup>(1)</sup>	42	—	—
Total deferred financing fees—discontinued operations	52	453	578
Total amortization and write-off of deferred financing fees	\$3,305	\$3,623	\$2,673

(1) Write-off of deferred financing fees during 2011 includes \$21,000 written off to continuing operations related to the refinancing of debt secured by the Doubletree Guest Suites Times Square, and \$42,000 written off to discontinued operations related to the buyer's assumption of debt in connection with the sale of the Valley River Inn. Write-off of deferred financing fees during 2010 includes \$1.5 million written off due to the termination of the Company's credit facility, and \$0.1 million written off related to the release of three hotels from the Mass Mutual loan. Write-off of deferred financing fees during 2009 includes \$0.3 million written off in association with the amendment of the Company's credit facility.



## GOODWILL

The Company follows the requirements of the Intangibles—Goodwill and Other Topic of the FASB ASC, which states that goodwill and intangible assets deemed to have indefinite lives are subject to annual impairment tests. As a result, the carrying value of goodwill allocated to the hotel properties and other assets is reviewed at least annually for impairment. In addition, when facts and circumstances suggest that the Company's goodwill may be impaired, an interim evaluation of goodwill is prepared. Such review entails comparing the carrying value of the individual hotel property or other asset (the reporting unit) including the allocated goodwill to the fair value determined for that reporting unit (see Fair Value of Financial Instruments for detail on the Company's valuation methodology). If the aggregate carrying value of the reporting unit exceeds the fair value, the goodwill of the reporting unit is impaired to the extent of the difference between the fair value and the aggregate carrying value, not to exceed the carrying amount of the allocated goodwill. The Company's annual impairment evaluation is performed each year as of December 31.

During 2011, the Company recorded additional goodwill of \$8.4 million related to its purchase of the outside 50.0% equity interest in its BuyEfficient joint venture.

Based on its annual impairment evaluations for both 2011 and 2010, the Company determined that no adjustments to its goodwill were required. During 2009, in light of the continuing decline in the economic environment, the Company determined that the goodwill associated with six of its hotels was impaired, and, accordingly, the Company recorded impairment losses of \$6.9 million in 2009, of which \$3.9 million is included in impairment loss and \$3.0 million is included in discontinued operations.

As of December 31, 2011 and 2010, goodwill consisted of the following (in thousands):

	2011	2010
Balance at beginning of year	\$ 4,673	\$4,673
Purchase of outside 50.0% equity interest in BuyEfficient	8,415	—
Balance at end of year	<u>\$13,088</u>	<u>\$4,673</u>

## PROPERTY, EQUIPMENT AND BUYEFFICIENT INTANGIBLES

Property and equipment is stated on the cost basis and includes computer equipment and other corporate office equipment and furniture. Property and equipment is depreciated on a straight-line basis over the estimated useful lives ranging from three to 12 years. The cost basis of property and equipment amounted to \$9.4 million at December 31, 2011, and \$8.2 million at December 31, 2010. Accumulated depreciation amounted to \$7.1 million at December 31, 2011, and \$6.5 million at December 31, 2010. Property and equipment net of related accumulated depreciation is included in other assets, net in the accompanying consolidated balance sheets.

Due to the purchase of the outside 50.0% equity interest in its BuyEfficient joint venture (see Footnote 6), the Company's other assets, net as of December 31, 2011 includes BuyEfficient's intangible assets whose cost basis totaled \$9.0 million related to certain trademarks, customer and supplier relationships and intellectual property related to internally developed software. These intangibles are amortized using the straight-line method over the remaining useful lives of between seven to 20 years. Accumulated amortization totaled \$0.6 million at December 31, 2011. Amortization expense totaled \$0.6 million for the year ended December 31, 2011, and will total \$0.6 million for each of the next five years.

## INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES

In December 2006, the Company entered into a joint venture agreement to obtain a 38.0% interest in the 460-room Doubletree Guest Suites Times Square in New York City, New York. In December 2007, the Company entered into a joint venture agreement with Strategic Hotels & Resorts, Inc. ("Strategic") to own and operate BuyEfficient. Under the terms of the BuyEfficient agreement, Strategic acquired a 50.0% interest in BuyEfficient from the Company. The Company accounted for both of these ownership interests using the equity method until January 2011 when the Company purchased the outside 62.0% equity interest in the Doubletree Guest Suites Times Square joint venture and the outside 50.0% equity interest in the BuyEfficient joint venture. Subsequent to these acquisitions, the Company has consolidated the results of operations of both the Doubletree Guest Suites Times Square and BuyEfficient with its continuing operations.

## FAIR VALUE OF FINANCIAL INSTRUMENTS

As of December 31, 2011 and 2010, the carrying amount of certain financial instruments, including cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and accrued expenses were representative of their fair values due to the short-term maturity of these instruments.

The Company follows the requirements of the Fair Value Measurements and Disclosures Topic of the FASB ASC, which establishes a framework for measuring fair value and disclosing fair value measurements by establishing a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 Inputs reflect quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the asset or the liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 Unobservable inputs reflecting the Company's own assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

As discussed in Note 7, during 2011, the Company entered into interest rate protection agreements to manage, or hedge, interest rate risks in conjunction with its acquisitions of the outside 62.0% equity interests in the Doubletree Guest Suites Times Square and the JW Marriott New Orleans, the acquisition of a 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront and the refinancing of the debt secured by the Doubletree Guest Suites Times Square. The Company records interest rate protection agreements on the balance sheet at their fair value. Changes in the fair value of derivatives are recorded each period in the consolidated statements of operations as they are not designated as hedges. In accordance with the Fair Value Measurements and Disclosure Topic of the FASB ASC, the Company estimates the fair value of its interest rate protection agreements based on quotes obtained from the counterparties, which are based upon the consideration that would be required to terminate the agreements. The Company has valued the derivative interest rate cap agreements related to the Doubletree Guest Suites Times Square and the Hilton San Diego Bayfront using Level 2 measurements as an asset of \$0.4 million as of December 31, 2011. The Company has valued the derivative interest rate swap agreement related to the JW Marriott New Orleans using Level 2 measurements as a liability of \$1.6 million as of December 31, 2011.

The Company is currently responsible for paying the premiums for a \$5,000,000 split life insurance policy for its former Chief Executive Officer and current Chairman Emeritus and Founder, Robert A. Alter. The Company has valued this policy using Level 2 measurements at \$1.9 million as of both December 31, 2011 and 2010. These amounts are included in other assets, net in the accompanying consolidated balance sheets.

The Company also has a Retirement Benefit Agreement with Mr. Alter. The Company has valued this agreement using Level 2 measurements at \$1.7 million as of December 31, 2011 and \$1.9 million as of December 31, 2010. The agreement calls for 10 annual installments to be paid out to Mr. Alter, beginning in 2011. As such, the Company paid Mr. Alter \$0.2 million in 2011, which will be reimbursed to the Company in 2012 using funds from the split life insurance policy. These amounts are included in accrued payroll and employee benefits in the accompanying consolidated balance sheets.

On an annual basis and periodically when indicators of impairment exist, the Company has analyzed the carrying values of its hotel properties and other assets using Level 3 measurements, including a discounted cash flow analysis to estimate the fair value of its hotel properties and other assets taking into account each property's expected cash flow from operations, holding period and estimated proceeds from the disposition of the property. The factors addressed in determining estimated proceeds from disposition included anticipated operating cash flow in the year of disposition and terminal capitalization rate. In 2011, the Company recognized an impairment of \$1.5 million to discontinued operations on its commercial laundry facility located in Salt Lake City, Utah based on proceeds received from its sale in July 2011. Also in 2011, the Company recognized an impairment of \$10.9 million to impairment loss in order to reduce the carrying value of a \$90.0 million note receivable from the purchaser of the Royal Palm Miami Beach (the "Royal Palm note") to its fair value based on proceeds received from the sale of the Royal Palm note in October 2011. In 2010, the Company recognized an impairment of \$1.9 million to impairment loss on an office building and land adjacent to one of its hotels based on estimated proceeds expected to be received from the potential sale of this property. When indicators of impairment existed in 2009 and the undiscounted cash flows were less than the carrying value of the asset, the Company used terminal capitalization rates in its 2009 analyses ranging between 8.1% and 9.6%, based on the Company's weighted average cost of capital, a hurdle rate assigned to each hotel to account for a hotel's individual characteristics including, but not limited to, size, age and market supply, and an estimated average annual growth rate.

On an annual basis and periodically when indicators of impairment exist, the Company has analyzed the carrying value of its goodwill using Level 3 measurements, including a discounted cash flow analysis to estimate the fair value of its reporting units. In 2011 and 2010, the Company did not identify any properties with indicators of goodwill impairment. When indicators of goodwill impairment existed in 2009 and the discounted cash flows were less than the carrying value of the reporting unit, the Company used discount rates ranging between 13.0% and 13.8% in its 2009 analyses, taking into account each related reporting unit's expected cash flow from operations, holding period and proceeds from the potential disposition of the property. The factors addressed in determining estimated proceeds from disposition include anticipated operating cash flow in the year of potential disposition and terminal capitalization rate. The Company used terminal capitalization rates in its 2009 analyses ranging between 8.1% and 9.6%, based on the Company's weighted average cost of capital, a hurdle rate assigned to each hotel to account for a hotel's individual characteristics including, but not limited to, size, age and market supply, and an estimated average annual growth rate. The Company's judgment is required in determining the discount rate applied to estimated cash flows, the terminal capitalization rate, the growth rate of each property's projected revenues and expenses, the need for capital expenditures, as well as specific market and economic conditions.

As of December 31, 2011 and 2010, 73.4% and 100%, respectively, of the Company's outstanding debt had fixed interest rates, including the effect of an interest rate swap agreement. The Company's carrying value of its debt secured by properties not classified as discontinued operations totaled \$1.6 billion and \$1.1 billion as of December 31, 2011 and 2010, respectively. Using Level 3 measurements, including the Company's weighted average cost of debt ranging between 6.0% and 7.0%, the Company estimates that the fair market value of its debt as of December 31, 2011 and 2010 totaled \$1.5 billion and \$1.1 billion, respectively.

The following table presents our assets and liabilities measured at fair value on a recurring and non-recurring basis at December 31, 2011 (in thousands):

	Total December 31, 2011	Fair Value Measurements at Reporting Date		
		Level 1	Level 2	Level 3
<b>ASSETS:</b>				
Interest rate cap derivative agreements	\$ 386	\$—	\$ 386	\$ —
Life insurance policy	1,877	—	1,877	—
Total assets	\$2,263	\$—	\$2,263	\$ —
<b>LIABILITIES:</b>				
Retirement benefit agreement	\$1,687	\$—	\$1,687	\$ —
Interest rate swap derivative agreement	1,567	—	1,567	—
Total liabilities	\$3,254	\$—	\$3,254	\$ —

The following table presents our assets and liabilities measured at fair value on a recurring and non-recurring basis at December 31, 2010 (in thousands):

	Total December 31, 2010	Fair Value Measurements at Reporting Date		
		Level 1	Level 2	Level 3
<b>ASSETS:</b>				
Other real estate, net <sup>(1)</sup>	\$2,506	\$—	\$ —	\$2,506
Life insurance policy	1,868	—	1,868	—
Total assets	\$4,374	\$—	\$1,868	\$2,506
<b>LIABILITIES:</b>				
Retirement benefit agreement	\$1,868	\$—	\$1,868	\$ —
Total liabilities	\$1,868	\$—	\$1,868	\$ —

(1) Includes the office building and land adjacent to one of the Company's hotels that was impaired and recorded at fair value in June 2010.



The following table presents the activity recorded for assets measured at fair value on a non-recurring basis using Level 3 inputs during the reporting period (in thousands):

	Goodwill
Balance at December 31, 2010	\$ 4,673
Purchase of outside 50.0% equity interest in BuyEfficient	8,415
Balance at December 31, 2011	<u>\$13,088</u>

The following table presents the gains and impairment charges included in earnings as a result of applying Level 3 measurements for the years ended December 31, 2011, 2010 and 2009 (in thousands):

	2011	2010	2009
Gains:			
Investment in unconsolidated joint ventures <sup>(1)</sup>	\$ 69,230	\$ —	\$ —
Impairment charges:			
Investment in hotel properties, net	—	—	(25,488)
Investment in hotel properties of discontinued operations, net	—	—	(192,286)
Goodwill	—	—	(3,948)
Other real estate, net	—	(1,943)	—
Other real estate of discontinued operations, net	(1,495)	—	—
Other assets, net	(10,862)	—	(1,416)
Investment in unconsolidated joint ventures	—	—	(26,007)
Other current assets of discontinued operations, net <sup>(2)</sup>	—	—	(3,007)
Total impairment charges	(12,357)	(1,943)	(252,152)
Total Level 3 measurement charges included in earnings	\$ 56,873	\$ (1,943)	\$ (252,152)

(1) Includes the gains recorded by the Company on the remeasurements of the Company's equity interests in its Doubletree Guest Suites Times Square and BuyEfficient joint ventures.

(2) Includes goodwill impairment losses recorded on discontinued operations.

## REVENUE RECOGNITION

Room revenue and food and beverage revenue are recognized as earned, which is generally defined as the date upon which a guest occupies a room and/or utilizes the hotel's services. Additionally, some of the Company's hotel rooms are booked through independent internet travel intermediaries. Revenue for these rooms is booked at the price the Company sold the room to the independent internet travel intermediary less any discount or commission paid.

Other operating revenue consists of revenue derived from incidental hotel services such as concessions, movie rentals, retail sales, fitness services, internet access, telephone, and sublease revenues relating to the restaurants and retail shops, along with any performance guaranties. During 2009, the Company recognized \$2.5 million of a \$6.0 million performance guaranty received from Fairmont. As of December 31, 2009, the Company had fully utilized the \$6.0 million performance guaranty. Other operating revenue also includes revenue generated by the Company's commercial laundry facility located in Rochester, Minnesota, which provides laundry services to the Company's hotels and other third parties in the area, as well as revenue generated by BuyEfficient subsequent to the Company's acquisition of the outside 50.0% equity interest in BuyEfficient from Strategic in January 2011. Revenues from incidental hotel services, performance guaranties (if any), laundry services and BuyEfficient are recognized in the period the related services are provided or the revenue is earned.

## ADVERTISING AND PROMOTION COSTS

Advertising and promotion costs are expensed when incurred. Advertising and promotion costs represent the expense for advertising and reservation systems under the terms of the hotel franchise and brand management agreements and general and administrative expenses that are directly attributable to advertising and promotions.

## INCOME TAXES

The Company has elected to be treated as a REIT pursuant to the Internal Revenue Code, as amended (the "Code"). Management believes that the Company has qualified and intends to continue to qualify as a REIT. Therefore, the Company is permitted to deduct distributions paid to our stockholders, eliminating the federal taxation of income represented by such distributions at the company level. REITs are subject to a number of organizational and operational requirements. If the Company fails to qualify as a REIT in any taxable year, the Company will be subject to federal income tax (including any applicable alternative minimum tax) on taxable income at regular corporate tax rates.

With respect to taxable subsidiaries, the Company accounts for income taxes in accordance with the Income Taxes Topic of the FASB ASC. Accordingly, deferred tax liabilities and assets are determined based on the difference between the financial statement and tax bases of assets and liabilities, using enacted tax rates in effect for the year in which the differences are expected to reverse.

#### DIVIDENDS

The Company currently pays quarterly dividends to its Series A Cumulative Redeemable, Series D Cumulative Redeemable and Series C Cumulative Convertible Redeemable preferred stockholders as declared by the Board of Directors. The Company may also pay dividends on its common stock to the extent declared by the Board of Directors. The Company's ability to pay dividends is dependent on the receipt of distributions from the Operating Partnership.

#### EARNINGS PER SHARE

The Company applies the two-class method when computing its earnings per share as required by the Earnings Per Share Topic of the FASB ASC, which requires the net income per share for each class of stock (common stock and convertible preferred stock) to be calculated assuming 100% of the Company's net income is distributed as dividends to each class of stock based on their contractual rights. To the extent the Company has undistributed earnings in any calendar quarter, the Company will follow the two-class method of computing earnings per share.

The Company follows the requirements of the Earnings Per Share Topic of the FASB ASC, which states that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. Distributed earnings representing nonforfeitable dividends of \$0.4 million were allocated to the participating securities for the year ended December 31, 2009. No distributed earnings representing nonforfeitable dividends were allocated to the participating securities for either of the years ended December 31, 2011 or 2010. Undistributed earnings representing nonforfeitable dividends of \$0.6 million, \$0.1 million and zero were allocated to the participating securities for the years ended December 31, 2011, 2010 and 2009, respectively.

In accordance with the Earnings Per Share Topic of the FASB ASC, basic earnings available (loss attributable) to common stockholders per common share is computed based on the weighted average number of shares of common stock outstanding during each period. Diluted earnings available (loss attributable) to common stockholders per common share is computed based on the weighted average number of shares of common stock outstanding during each period, plus potential common shares considered outstanding during the period, as long as the inclusion of such awards is not anti-dilutive. Potential common shares consist of unvested restricted stock awards, the incremental common shares issuable upon the exercise of stock options and the conversion of the Company's Series C Cumulative Convertible Redeemable Preferred Stock ("Series C preferred stock"), using the more dilutive of either the two-class method or the treasury stock method.

The following table sets forth the computation of basic and diluted earnings (loss) per common share (in thousands, except per share data):

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Numerator:			
Net income (loss)	\$ 81,299	\$ 38,542	\$(269,608)
Income from consolidated joint venture attributable to non-controlling interest	(312)	—	—
Distributions to non-controlling interest	(30)	—	—
Dividends paid on unvested restricted stock compensation	—	—	(447)
Preferred stock dividends and accretion	(27,321)	(20,652)	(20,749)
Undistributed income allocated to unvested restricted stock compensation	(636)	(102)	—
Numerator for basic and diluted earnings available (loss attributable) to common stockholders	<u>\$ 53,000</u>	<u>\$ 17,788</u>	<u>\$(290,804)</u>
Denominator:			
Weighted average basic and diluted common shares outstanding	<u>117,206</u>	<u>99,709</u>	<u>69,820</u>
Basic and diluted earnings available (loss attributable) to common stockholders per common share	<u>\$ 0.45</u>	<u>\$ 0.18</u>	<u>\$ (4.17)</u>

The Company's shares of Series C preferred stock issuable upon conversion, unvested restricted shares associated with its long-term incentive plan and shares associated with common stock options have been excluded from the above calculation of earnings (loss) per share for the years ended December 31, 2011, 2010 and 2009, as their inclusion would have been anti-dilutive.

#### SEGMENT REPORTING

The Company reports its consolidated financial statements in accordance with the Segment Reporting Topic of the FASB ASC. Currently, the Company operates in one segment, operations held for investment. Previously, the Company operated in an additional segment, operations held for non-sale disposition. As a result of deed backs and title transfers, the Company has disposed of all assets and liabilities from its operations held for non-sale disposition segment. Accordingly, all assets, liabilities and the operations from its non-sale disposition segment have been reclassified to discontinued operations.

#### RECENT ACCOUNTING PRONOUNCEMENTS

Certain provisions of Accounting Standards Update No. 2010-06, *"Fair Value Measurement (Topic 820): Improving Disclosures About Fair Value Measurements,"* ("ASU No. 2010-06") became effective during the Company's 2011 first quarter. Those provisions, which amended Subtopic 820-10, require the Company to present as separate line items all purchases, sales, issuances, and settlements of financial instruments valued using significant unobservable inputs (Level 3) in the reconciliation of fair value measurements, in contrast to the previous aggregate presentation as a single line item. The adoption did not have a material impact on the Company's financial statements or disclosures.

In July 2010, the FASB issued Accounting Standards Update No. 2010-20, *"Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses"* ("ASU No. 2010-20"). ASU 2010-20 requires entities to provide extensive new disclosures in their financial statements about their financing receivables, including credit risk exposures and the allowance for credit losses. Entities with financing receivables are required to disclose, among other things: a rollforward of the allowance for credit losses; credit quality information such as credit risk scores or external credit agency ratings; impaired loan information; modification information; and nonaccrual and past due information. The disclosures as of the end of a reporting period were effective for interim and annual reporting periods ending on or after December 15, 2010. The disclosures about activity that occurs during a reporting period were effective for interim and annual reporting periods beginning on or after December 15, 2010. The disclosures regarding troubled debt restructurings were effective for interim and annual reporting periods beginning on or after June 15, 2011. The Company's adoptions of the various components of ASU 2010-20 did not have a material impact on its financial statements or disclosures.

In May 2011, the FASB issued Accounting Standards Update No. 2011-04, *"Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs,"* ("ASU No. 2011-04"). ASU No. 2011-04 generally provides a uniform framework for fair value measurements and related disclosures between GAAP and International Financial Reporting Standards ("IFRS"). Additional disclosure requirements in the update include: (1) for Level 3 fair value measurements, quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs; (2) for an entity's use of a nonfinancial asset that is different from the asset's highest and best use, the reason for the difference; (3) for financial instruments not measured at fair value but for which disclosure of fair value is required, the fair value hierarchy level in which the fair value measurements were determined; and (4) the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy. ASU 2011-04 will be effective for interim and annual periods beginning on or after December 15, 2011. The Company is currently evaluating the impact ASU 2011-04 will have on its financial statements.

In June 2011, the FASB issued Accounting Standards Update No. 2011-05, *"Comprehensive Income (Topic 220): Presentation of Comprehensive Income,"* ("ASU No. 2011-05"). ASU No. 2011-05 amends existing guidance by allowing only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement, statement of comprehensive income or (2) in two separate but consecutive financial statements, consisting of an income statement followed by a separate statement of other comprehensive income. Also, items that are reclassified from other comprehensive income to net income must be presented on the face of the financial statements. In December 2011, the FASB issued Accounting Standards Update No. 2011-12, *"Comprehensive Income (Topic 220), Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05,"* ("ASU No. 2011-12"). ASU No. 2011-12 defers the ASU No. 2011-05 requirement that companies display reclassification adjustments for each component of other comprehensive income in both net income and other comprehensive income on the face of the financial statements. Companies are still required to present reclassifications out of other comprehensive income on the face of the financial statements or disclose those amounts in the



notes to the financial statements. ASU No. 2011-12 also defers the requirement to report reclassification adjustments in interim periods. Both ASU No. 2011-05 and ASU No. 2011-12 require retrospective application, and are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The Company does not believe that the adoptions of either ASU No. 2011-05 or ASU No. 2011-12 will have a material impact on its financial statements.

In September 2011, the FASB issued Accounting Standards Update No. 2011-08, “*Intangibles—Goodwill and Other (Topic 350): Testing Goodwill for Impairment*,” (“ASU No. 2011-08”). ASU No. 2011-08 simplifies how entities test goodwill for impairment. ASU 2011-08 allows entities to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If a greater than 50 percent likelihood exists that the fair value is less than the carrying amount then a two-step goodwill impairment test as described in Topic 350 must be performed. ASU No. 2011-08 is effective for fiscal years beginning after December 15, 2011, with early adoption permitted. The Company does not believe that the adoption of ASU No. 2011-08 will have a material impact on its financial statements. Should the Company perform a qualitative assessment on its goodwill in the future, however, additional disclosures will be required.

### 3. INVESTMENT IN HOTEL PROPERTIES

Investment in hotel properties, net consisted of the following (in thousands):

	December 31,	
	2011	2010
Land	\$ 265,108	\$ 237,758
Buildings and improvements	2,639,867	1,867,786
Furniture, fixtures and equipment	342,880	251,743
Intangibles	164,961	34,081
Franchise fees	1,068	983
Construction in process	21,562	38,135
	3,435,446	2,430,486
Accumulated depreciation and amortization	(657,620)	(527,667)
	<u>\$2,777,826</u>	<u>\$1,902,819</u>

In January 2011, the Company purchased the outside 62.0% equity interests in its Doubletree Guest Suites Times Square joint venture for \$37.5 million and, as a result, became the sole owner of the entity that owns the 460-room Doubletree Guest Suites Times Square hotel located in New York City, New York. The purchase price included \$13.0 million of unrestricted cash held on the partnership’s balance sheet. The Company recorded the acquisition at fair value using an independent third-party analysis, with the purchase price allocated to investment in hotel properties, notes payable and hotel working capital assets and liabilities. The Company recognized acquisition-related costs of \$2.5 million during the year ended December 31, 2011, which are included in corporate overhead on the Company’s consolidated statements of operations. The results of operations for the Doubletree Guest Suites Times Square have been included in the Company’s consolidated statements of operations from the acquisition date of January 14, 2011 through the year ended December 31, 2011. Preferred dividends earned by investors from an entity that owns the Doubletree Guest Suites Times Square, less administrative fees, totaled \$30,000 during the year ended December 31, 2011, and are included in distributions to non-controlling interest on the Company’s consolidated statements of operations.

In February 2011, the Company purchased the 494-room JW Marriott New Orleans located in New Orleans, Louisiana for approximately \$51.6 million in cash and the assumption of a \$42.2 million floating-rate, non-recourse senior mortgage. The Company recorded the acquisition at fair value using an independent third-party analysis, with the purchase price allocated to investment in hotel properties, notes payable and hotel working capital assets. The Company recognized acquisition-related costs of \$0.4 million during the year ended December 31, 2011, which are included in corporate overhead on the Company’s consolidated statements of operations. The results of operations for the JW Marriott New Orleans have been included in the Company’s consolidated statements of operations from the acquisition date of February 15, 2011 through Marriott’s year ended December 30, 2011.

In April 2011, the Company paid \$182.8 million to acquire a 75.0% majority interest in the joint venture that owns the 1,190-room Hilton San Diego Bayfront hotel located in San Diego, California, which implied a gross value of approximately \$475.0 million. The purchase price included \$3.7 million of unrestricted cash held on the joint venture's balance sheet. The Company recorded the acquisition at fair value using an independent third-party analysis, with the purchase price allocated to investment in hotel properties, notes payable and hotel working capital assets and liabilities. The Company recognized acquisition-related costs of \$0.5 million for the year ended December 31, 2011, which are included in corporate overhead on the Company's consolidated statements of operations. The results of operations for the Hilton San Diego Bayfront have been included in the Company's consolidated statements of operations from the acquisition date of April 15, 2011 through the year ended December 31, 2011. The remaining 25.0% interest in the joint venture continues to be owned by Hilton Worldwide, and is included in non-controlling interest in consolidated joint ventures on the Company's consolidated balance sheets and in income from consolidated joint venture attributable to non-controlling interest in the Company's consolidated statements of operations.

The fair values of the assets acquired and liabilities assumed at the dates of acquisition for the Doubletree Guest Suites Times Square, the JW Marriott New Orleans and the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront were consistent with the purchase prices of these three acquisitions and were allocated based on independent third-party analyses. The following table summarizes the fair values of assets acquired and liabilities assumed in these three acquisitions (in thousands):

<b>ASSETS:</b>	
Investment in hotel properties <sup>(1)</sup>	\$907,654
Cash	16,680
Restricted cash	17,105
Accounts receivable	10,060
Other assets	7,473
Total assets acquired	<u>958,972</u>
<b>LIABILITIES:</b>	
Notes payable	545,952
Accounts payable and other current liabilities	19,558
Total liabilities acquired	<u>565,510</u>
<b>LESS:</b>	
Non-controlling interest	61,067
Gain on remeasurement of equity interest <sup>(2)</sup>	60,501
Total cash paid for acquisitions	<u>\$271,894</u>

(1) Investment in hotel properties was allocated to land (\$27.4 million), buildings and improvements (\$700.1 million), furniture, fixtures and equipment (\$49.3 million) and intangibles (\$130.9 million).

(2) Gain on remeasurement of equity interests includes a gain of \$30.1 million recognized on the remeasurement of the Company's equity interest in its Doubletree Guest Suites Times Square joint venture to its fair market value, and a gain of \$30.4 million recognized on the remeasurement of the Company's investment in a \$30.0 million, 8.5% mezzanine loan secured by the Doubletree Guest Suites Times Square to its fair market value in connection with the Company's purchase of the outside 62.0% equity interests in the Doubletree Guest Suites Times Square joint venture.

In August 2009, pursuant to the 2009 secured debt restructuring program, the Company elected to cease the subsidization of debt service on the \$29.2 million non-recourse mortgage secured by the 347-room Renaissance Westchester. In December 2009, a stipulation for the appointment of a receiver for the entity that owns the Renaissance Westchester was filed in the New York Superior Court, County of Westchester, and the Company transferred possession and control of the Renaissance Westchester to a receiver, who was operating the property for the benefit of the lender of the non-recourse loan. As such, and in conjunction with the Consolidation Topic of the FASB ASC, the Company effectively transferred control of the asset to the receiver in December 2009, and accordingly deconsolidated the Renaissance Westchester. The Company had no rights to the profit or loss associated with the Renaissance Westchester upon the hotel's appointment to the receiver; however, since the Company was still not released from the non-recourse mortgage, the net liability was still recorded on the Company's balance sheet. On June 14, 2010, the Company reacquired the Renaissance Westchester for \$26.0 million, including \$1.2 million of restricted cash and related costs for a net purchase price of \$24.8 million. In connection with the repurchase of the Renaissance Westchester, the \$29.2 million non-recourse mortgage was cancelled. The Company recorded a \$6.7 million gain on the extinguishment of this debt, which is included in discontinued operations. Operating results for the Renaissance Westchester for 2009, therefore, are included in discontinued operations, whereas operating results from June 14, 2010 forward are included in the Company's continuing operations.

In March 2009, the Company recorded an impairment of \$0.1 million to impairment loss on a parcel of land adjacent to one of its hotels which was sold in June 2009. The Company received net proceeds of \$0.1 million, and recorded a net loss of \$0.1 million on this sale, which is included in interest and other income on the consolidated statements of operations.

In June 2009, the Company performed a review of each property for possible impairment in accordance with the Property, Plant and Equipment Topic of the FASB ASC. In conjunction with this review, the Company recorded an impairment on its Marriott Del Mar of \$25.4 million, which is included in impairment loss on the Company's consolidated statements of operations.

Acquired properties are included in the Company's results of operations from the date of acquisition. The following unaudited pro forma results of operations reflect the Company's results as if the acquisitions of the Doubletree Guest Suites Times Square in January 2011, the JW Marriott New Orleans in February 2011, and the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront in April 2011, along with the reacquisition of the Renaissance Westchester in June 2010, had all occurred on January 1, 2009. In the Company's opinion, all significant adjustments necessary to reflect the effects of the acquisitions have been made (in thousands, except per share data):

	2011	2010	2009
	(unaudited)	(unaudited)	(unaudited)
Revenues	\$873,505	\$821,354	\$791,063
Income available (loss attributable) to common stockholders from continuing operations	\$ 51,210	\$ (17,292)	\$ (45,138)
Income (loss) per diluted share available (attributable) to common stockholders from continuing operations	\$ 0.20	\$ (0.38)	\$ (0.95)

For the year ended December 31, 2011, the Company has included \$169.1 million of revenues, and a net loss of \$0.5 million in its consolidated statements of operations related to the Company's 2011 acquisitions.

#### 4. DISCONTINUED OPERATIONS

In April 2011, the Company sold the Royal Palm Miami Beach hotel for net proceeds of \$129.8 million, including \$39.8 million in cash and the \$90.0 million Royal Palm note, and recognized a gain on the sale of \$14.0 million. The Company reclassified the hotel's results of operations for the first four months of 2011, as well as for the period that it owned the hotel during 2010, to discontinued operations on its consolidated statements of operations. The Company retained an earn-out right on the Royal Palm hotel which will enable it to receive future payments of up to \$20.0 million in the event the hotel achieves certain return hurdles.

In July 2011, the Company sold its commercial laundry facility located in Salt Lake City, Utah for net proceeds of \$0.1 million, and recognized a loss on the sale of \$0.1 million. In anticipation of this sale, the Company recorded an impairment loss of \$1.5 million to discontinued operations in June 2011. The Company reclassified the laundry's results of operations for the first seven months of 2011, as well as for the years ended December 31, 2010 and 2009 to discontinued operations on its consolidated statements of operations.

In October 2011, the Company sold the Valley River Inn located in Eugene, Oregon for net proceeds of \$16.1 million, including the assumption of the existing mortgage secured by the hotel which totaled \$11.5 million on the date of sale, and recognized a gain on the sale of \$0.9 million. The Company reclassified the hotel's results of operations for the first 10 months of 2011, as well as for the years ended December 31, 2010 and 2009 to discontinued operations on its consolidated statements of operations.

The Company did not sell any hotels during 2010, but did, however, complete the disposal of 11 hotels pursuant to its secured debt restructuring program, which the Company initiated in 2009: W San Diego; Renaissance Westchester; Marriott Ontario Airport; and the "Mass Mutual eight" (Renaissance Atlanta Concourse, Hilton Huntington, Residence Inn by Marriott Manhattan Beach, Marriott Provo, Courtyard by Marriott San Diego (Old Town), Holiday Inn Downtown San Diego, Holiday Inn Express San Diego (Old Town), and Marriott Salt Lake City (University Park)). The Company reclassified the



results of operations for all 11 of these hotels beginning in 2009 to discontinued operations on its consolidated statements of operations. In addition, in conjunction with its quarterly impairment analyses, the Company recorded \$190.4 million in impairment losses to discontinued operations in 2009 to reduce the carrying values of these hotels to their book values. In June 2010, the Company deeded back the Renaissance Westchester, and subsequently reacquired the hotel from the lender during the same month. The \$29.2 million non-recourse mortgage secured by the Renaissance Westchester was cancelled, and the Company recorded a gain on extinguishment of debt of \$6.7 million to discontinued operations in June 2010. The Company completed the deed back of the W San Diego in July 2010, and title to the hotel was transferred to the lender. In connection with this deed back, the \$65.0 million non-recourse mortgage secured by the W Hotel was cancelled. The Company recorded a gain on extinguishment of debt of \$35.4 million to discontinued operations in July 2010, and removed the hotel's net assets and liabilities from its 2010 consolidated balance sheet. In August 2010, the Marriott Ontario Airport was sold by the receiver, and title to the hotel was transferred to the third party purchaser. In connection with this sale, the \$25.5 million non-recourse mortgage secured by the Marriott Ontario Airport was cancelled. The Company recorded a \$5.1 million gain on extinguishment of debt to discontinued operations in August 2010, and removed the net assets and liabilities from its 2010 consolidated balance sheet. In November 2010, the Company completed the deed back of the Mass Mutual eight hotels, and titles to the hotels were transferred to the lender. In connection with this deed back, the \$163.0 million non-recourse mortgage secured by the Mass Mutual eight hotels was cancelled. The Company recorded a gain on extinguishment of debt of \$39.0 million to discontinued operations in November 2010, and removed the net assets and liabilities from its 2010 consolidated balance sheet. Additional gain of \$19.6 million was deferred until all significant contingencies were resolved. As of December 31, 2010, five of the Mass Mutual eight hotels remained subject to franchise agreements which contained corporate guaranties. If the franchise agreements on these five hotels were to be terminated, the Company was potentially liable for up to \$19.6 million in termination fees. In June 2011, the Company paid termination fees of \$1.5 million related to one of these five hotels, and the franchise agreements on the remaining four hotels were transferred to new owners, resulting in the Company's recording \$18.1 million to gain on extinguishment of debt in June 2011, which is included in discontinued operations.

The Company sold the Marriott Napa Valley and the Marriott Riverside during the second quarter of 2009, and the Hyatt Suites Atlanta Northwest during the third quarter of 2009. The sales of the Marriott Napa Valley and the Marriott Riverside during the second quarter of 2009 generated net proceeds of \$53.5 million and a net loss of \$10.8 million. During the second quarter of 2009, the Company also recorded a net loss of \$2.3 million due to additional expenses incurred related to hotels sold in prior years, including \$1.5 million accrued by the Company in regards to a lawsuit brought against the Company by the buyer of 13 hotels sold by the Company in 2006, and \$0.8 million accrued for various tax audits covering prior years. The Company recorded an impairment loss of \$4.9 million in June 2009 in anticipation of the Hyatt Suites Atlanta Northwest sale in the third quarter of 2009. The sale of the Hyatt Suites Atlanta Northwest generated net proceeds of \$7.8 million and a net gain of \$18,000 during the third quarter of 2009.

The following sets forth the discontinued operations for the years ended December 31, 2011, 2010 and 2009 for the two hotel properties and the commercial laundry facility sold in 2011, the 10 hotel properties deeded back to lenders or sold by the receiver during 2010, the Renaissance Westchester held in receivership until its reacquisition by the Company in June 2010, and the three hotel properties sold in 2009, which all met the "held for sale" and "discontinued operations" criteria in accordance with the Property, Plant and Equipment Topic of the FASB ASC (in thousands):

	2011	2010	2009
Operating revenues	\$ 18,059	\$ 89,652	\$ 151,322
Operating expenses	(13,926)	(80,896)	(126,921)
Interest expense	(567)	(17,828)	(23,368)
Depreciation and amortization expense	(1,951)	(8,558)	(18,603)
Impairment loss	(1,495)	—	(195,293)
Gain on extinguishment of debt	18,145	86,235	—
Gain (loss) on sale of hotels and other assets, net	14,912	—	(13,052)
Income (loss) from discontinued operations	\$ 33,177	\$ 68,605	\$(225,915)

## 5. OTHER REAL ESTATE

Other real estate, net consisted of the following (in thousands):

	December 31,	
	2011	2010
Land	\$ 2,768	\$ 2,768
Buildings and improvements	9,481	9,297
Furniture, fixtures and equipment	5,904	4,532
Construction in progress	62	97
	18,215	16,694
Accumulated depreciation	(6,544)	(5,766)
	11,671	10,928
Land held for investment	188	188
	<u>\$11,859</u>	<u>\$11,116</u>

In June 2010, the Company recorded an impairment loss of \$1.9 million on an office building and land adjacent to one of its hotels in anticipation of a possible sale.

As of December 31, 2011, other real estate, net included a commercial laundry facility, an office building and a vacant parcel of land.

## 6. INVESTMENTS IN UNCONSOLIDATED JOINT VENTURES

In December 2006, the Company entered into a joint venture agreement to obtain a 38.0% interest in the 460-room Doubletree Guest Suites Times Square located in New York City, New York. The Company accounted for its ownership interest in the hotel using the equity method, and its accounting policies were consistent with those of the unconsolidated joint venture. During the fourth quarter of 2009, the Doubletree Guest Suites Times Square recorded an impairment loss in accordance with the Property, Plant and Equipment Topic of the FASB ASC, reducing the partners' equity in the joint venture to a deficit. The Company had no guaranteed obligations to fund any losses of the partnership; therefore, in accordance with the Investments—Equity Method and Joint Ventures Topic of the FASB ASC, the Company's impairment loss was limited to its remaining \$26.0 million investment in the partnership. The impairment charge was taken against equity in net earnings (losses) of unconsolidated joint ventures, effectively reducing the Company's investment in the partnership to zero on its balance sheet as of December 31, 2009.

In January 2011, the Company purchased the outside 62.0% equity interests in its Doubletree Guest Suites Times Square joint venture for \$37.5 million, and, as a result, became the sole owner of the entity that owns the hotel. In conjunction with this purchase, the Company recognized a gain of \$30.1 million on the remeasurement of the Company's equity interest in this joint venture to its fair market value, and a gain of \$30.4 million on the remeasurement of the Company's investment in a \$30.0 million, 8.5% mezzanine loan secured by the hotel which it purchased in April 2010 for \$3.45 million to its fair market value. Subsequent to this acquisition, the Company has consolidated the results of operations of the Doubletree Guest Suites Times Square with its continuing operations.

In December 2007, the Company entered into a joint venture agreement with Strategic to own and operate BuyEfficient. Under the terms of the agreement, Strategic acquired a 50.0% interest in BuyEfficient from the Company. The Company accounted for its ownership interest in BuyEfficient using the equity method, and its accounting policies were consistent with those of the unconsolidated joint venture. As part of the Company's agreement with Strategic, the cost of BuyEfficient's participation in the Company's Long-Term Incentive Plan continued to be borne solely by the Company. In accordance with the Investments—Equity Method and Joint Ventures Topic of the FASB ASC, the Company expensed the cost of stock-based compensation granted to employees of BuyEfficient as incurred to the extent the Company's claim on BuyEfficient's book value had not increased. The Company recognized this stock-based compensation expense based on fair value in accordance with the Compensation—Stock Compensation Topic and the Equity Topic of the FASB ASC. The Company recognized stock-based compensation expense for BuyEfficient for the years ended December 31, 2011, 2010 and 2009, all of which was included in equity in net earnings (losses) of unconsolidated joint ventures, as follows (in thousands):

	2011	2010	2009
Stock-based compensation expense	<u>\$4</u>	<u>\$49</u>	<u>\$74</u>

The Company received no distributions from its BuyEfficient joint venture in 2011, \$0.9 million in distributions in 2010, and \$0.5 million in distributions in 2009.

In January 2011, the Company repurchased Strategic's 50.0% share in BuyEfficient for \$9.0 million. The Company recorded the acquisition at fair value using an independent third-party analysis, with the purchase price allocated to intangibles (which are included in other assets, net on the Company's consolidated balance sheet as of December 31, 2011), goodwill and other working capital assets and liabilities. In conjunction with this purchase, the Company recognized a gain of \$8.7 million on the remeasurement of the Company's equity interest in this joint venture to its fair market value. Subsequent to this acquisition, the Company is now the sole owner of BuyEfficient, and has consolidated BuyEfficient's results of operations with its continuing operations.

## 7. INTEREST RATE DERIVATIVE AGREEMENTS

At December 31, 2011, the Company held two interest rate cap agreements and one interest rate swap agreement to manage its exposure to the interest rate risks related to its floating rate debt. The first interest rate cap agreement was purchased in connection with the Company's acquisition of the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront. Concurrent with the acquisition, the joint venture replaced the hotel's \$233.8 million construction loan (which was scheduled to mature in April 2011) with a new \$240.0 million mortgage secured by the hotel which bears a floating rate of interest of 3-month LIBOR plus 325 basis points. The Company paid \$0.1 million for this interest rate cap agreement. The notional amount of the related debt totaled \$120.0 million at December 31, 2011. The interest rate cap strike rate is 3.75%, and the maturity date is in April 2013. The second interest rate cap agreement was acquired in connection with the Company's refinancing of debt secured by the Doubletree Guest Suites Times Square. The Company's purchase of the outside 62.0% equity interests in its Doubletree Guest Suites Times Square joint venture in January 2011 included the assumption of \$270.0 million of non-recourse senior mortgage and mezzanine debt with a blended interest rate of 3-month LIBOR plus 115 basis points, along with an interest rate cap agreement which the Company valued at \$0.1 million at the acquisition date. The Company refinanced this debt in October 2011 with a new \$180.0 million non-recourse mortgage which matures in October 2018, and bears interest at a floating rate of 3-month LIBOR plus 325 basis points. In conjunction with this refinancing, the Company entered into an interest rate protection agreement which caps the 3-month LIBOR rate on the new mortgage at 4.0% until October 2015. The Company paid \$0.9 million for this interest rate cap agreement. The notional amount of the related debt totaled \$180.0 million at December 31, 2011.

The interest rate swap agreement was acquired in connection with the Company's purchase of the JW Marriott New Orleans, which included the assumption of \$42.2 million of floating rate debt which was swapped to a fixed rate of 5.45%. The Company valued this interest rate swap agreement at \$0.3 million at the acquisition date. The notional amount of the related debt totaled \$41.5 million as of December 31, 2011. The interest rate swap agreement caps the LIBOR interest rate on the underlying debt at a total interest rate of 5.45%, and the maturity date is in September 2015.

None of the interest rate derivative agreements qualify for effective hedge accounting treatment. Accordingly, changes in the fair value of the Company's interest rate derivative agreements resulted in a loss of \$2.7 million for the year ended December 31, 2011, which has been reflected as an increase in interest expense. As of December 31, 2011, the fair values of the interest rate cap agreements totaled an asset of \$0.4 million, and the fair value of the interest rate swap agreement was a liability of \$1.6 million.

## 8. OTHER ASSETS

Other assets, net consisted of the following (in thousands):

	December 31,	
	2011	2010
Property and equipment, net	\$ 2,318	\$ 1,758
Intangibles, net	8,476	—
Notes receivable	394	3,950
Other receivables	4,950	4,403
Other	3,439	2,632
	<u>\$19,577</u>	<u>\$12,743</u>



Due to the purchase of the outside 50.0% equity interest in its BuyEfficient joint venture (see Footnote 6), the Company's other assets, net as of December 31, 2011, includes BuyEfficient's intangible assets totaling \$8.5 million net of accumulated amortization related to certain trademarks, customer and supplier relationships and intellectual property related to internally developed software. These intangibles are amortized using the straight-line method over the remaining useful lives of between seven to 20 years. Accumulated amortization totaled \$0.6 million at December 31, 2011, and amortization expense totaled \$0.6 million for the year ended December 31, 2011.

In April 2011, the Company sold the Royal Palm Miami Beach hotel for net proceeds of \$129.8 million, including \$39.8 million in cash and the \$90.0 million Royal Palm note. The Royal Palm note was included in other assets, net on the Company's consolidated balance sheet until the Company sold the note in October 2011 for net proceeds of approximately \$79.2 million. In anticipation of this sale, the Company recorded an impairment loss of \$10.9 million in September 2011.

In April 2010, the Company purchased two hotel loans with a combined principal amount of \$32.5 million for a total purchase price of \$3.7 million. The loans included (i) a \$30.0 million, 8.5% mezzanine loan maturing in January 2017 secured by the equity interests in the Company's Doubletree Guest Suites Times Square joint venture (see Footnote 6), and (ii) one-half of a \$5.0 million, 8.075% subordinate note maturing in November 2010 secured by the 101-room boutique hotel known as Twelve Atlantic Station in Atlanta, Georgia. The Company purchased the mezzanine loan for \$3.45 million and the subordinate note for \$250,000. In January 2011, the Company purchased the outside 62.0% equity interests in the Doubletree Guest Suites Times Square joint venture for \$37.5 million and, as a result, became the sole owner of the entity that owns the hotel. In conjunction with this purchase, the Company recognized a gain of \$30.4 million on the remeasurement of its investment in the mezzanine loan to its fair market value. After this acquisition, the mezzanine loan was eliminated in consolidation on the Company's balance sheet until the mezzanine loan was satisfied in conjunction with the Company's refinancing of the debt secured by the Doubletree Guest Suites Times Square in October 2011.

In November 2010, the Company purchased the remaining half of the Twelve Atlantic Station subordinate note for an additional \$250,000. In November 2010, the subordinate note was modified to provide for monthly interest only payments of 3.5%, with the remaining interest due at maturity, and the maturity date was extended to November 2012. As the subordinate note was in default, the borrower was required to bring the subordinate note current. As of December 31, 2011, the subordinate note secured by the Twelve Atlantic Station was not in default, however, the Company is accounting for the Twelve Atlantic Station loan using the cost recovery method until such time as the expected cash flows from the loan are reasonably probable and estimable. In 2011, the Company received \$0.1 million from the loan servicer, which was applied to the subordinate note's principal balance in accordance with the cost recovery method. No amounts were received for the subordinate note during 2010.

## 9. DUE TO THIRD-PARTY MANAGERS AND OTHER CURRENT LIABILITIES

### DUE TO THIRD-PARTY MANAGERS

IHR manages 11 of the Company's 32 hotels as of December 31, 2011. The following amounts make up the net liability owed to IHR in regards to these 11 hotels (in thousands):

	December 31,	
	2011	2010
Accrued payroll and employee benefits	\$4,281	\$3,760
Workers' compensation	928	1,280
Accrued pension liability	3,810	2,315
Management and accounting fees payable	208	239
Reimbursements from IHR	—	(21)
	<u>\$9,227</u>	<u>\$7,573</u>

Other current liabilities of discontinued operations, net includes zero and \$0.3 million due to IHR as of December 31, 2011 and 2010, respectively.

**OTHER CURRENT LIABILITIES**

Other current liabilities consisted of the following (in thousands):

	December 31,	
	2011	2010
Property, sales, and use taxes payable	\$ 8,985	\$ 6,241
Accrued interest	5,611	5,261
Advanced deposits	5,132	2,710
Management fees payable	4,654	1,025
Other	4,083	1,670
	<u>\$28,465</u>	<u>\$16,907</u>

**10. NOTES PAYABLE**

Notes payable consisted of the following at December 31 (in thousands):

	2011	2010
Notes payable requiring payments of interest and principal, with fixed rates ranging from 4.97% to 9.88%; maturing at dates ranging from July 2012 through May 2021. The notes are collateralized by first deeds of trust on 19 hotel properties and one commercial laundry facility at December 31, 2011, and 18 hotel properties and one commercial laundry facility at December 31, 2010.	\$1,091,306	\$1,071,227
Note payable requiring payments of interest and principal, bearing a blended rate of 3-month LIBOR plus 325 basis points; maturing in April 2016. The note is collateralized by a first deed of trust on one hotel property.	237,806	—
Note payable requiring payments of interest only through October 2013, and interest and principal thereafter, with a blended interest rate of 3-month LIBOR plus 325 basis points; maturing in October 2018. The note is collateralized by a first deed of trust on one hotel property.	180,000	—
Senior Notes, with a fixed interest rate of 4.60%, maturing in July 2027. The notes are guaranteed by the Company and certain of its subsidiaries.	62,500	62,500
	<u>1,571,612</u>	<u>1,133,727</u>
Less: discount on Senior Notes	(1,135)	(2,197)
	<u>1,570,477</u>	<u>1,131,530</u>
Less: current portion	(53,935)	(16,196)
	<u>\$1,516,542</u>	<u>\$1,115,334</u>

In February 2011, the Company purchased the JW Marriott New Orleans for approximately \$93.8 million. The acquisition included the assumption of a \$42.2 million floating-rate, non-recourse senior mortgage. The mortgage, which matures in September 2015, has been swapped to a fixed rate of 5.45%, and is subject to a 25-year amortization schedule.

In April 2011, the Company paid \$182.8 million to acquire a 75.0% majority interest in the joint venture that owns the Hilton San Diego Bayfront. Concurrent with the acquisition, the joint venture replaced the hotel's \$233.8 million construction loan (which was scheduled to mature in April 2011) with a new \$240.0 million mortgage secured by the hotel. The new mortgage bears a floating interest rate of 3-month LIBOR plus 325 basis points, matures in April 2016, and is subject to a 30-year amortization schedule.

In October 2011, the Company refinanced the \$270.0 million non-recourse senior mortgage and mezzanine debt which the Company assumed in connection with its acquisition of the outside 62.0% equity interests in its Doubletree Guest Suites Times Square joint venture in January 2011. The \$270.0 million non-recourse senior mortgage and mezzanine debt was scheduled to mature in January 2012, and bore a blended rate of 3-month LIBOR plus 115 basis points. The Company refinanced this debt in October 2011 with a new \$180.0 million non-recourse mortgage which matures in October 2018, and bears a floating interest rate of 3-month LIBOR plus 325 basis points. The new mortgage requires payments of interest only for the first 24 months of the term, and is subject to a 30-year amortization schedule. The Company funded the remainder of the repayment of the prior loan with approximately \$90.0 million of its unrestricted cash.

As of December 31, 2011 and 2010, the Company has \$62.5 million in outstanding Senior Notes, which have a maturity date of July 2027 and a stated interest rate of 4.60%. The Company follows the requirements of the Debt Topic of the FASB ASC which states that the liability and equity components of convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) be separately accounted for in a manner that reflects an issuer's non-convertible debt borrowing rate at the time of issuance. As a result, the liability component is recorded at a discount reflecting its below market interest rate. The liability component is subsequently accreted to its par value over its expected life based on a rate of interest that reflects the issuer's non-convertible debt borrowing rate at the time of issuance, and is reflected in the results of operations as interest expense. Under the guidelines of the Debt Topic of the FASB ASC, the implicit interest rate for the Senior Notes is 6.5% based on the Company's non-convertible debt borrowing rate at the time of issuance. Interest expense for the years ended December 31, 2011, 2010 and 2009 includes \$1.1 million, \$1.0 million and \$1.8 million, respectively, in accretion of the Senior Notes. Interest on the notes is payable semi-annually in arrears on January 15 and July 15 of each year. The notes, subject to specified events and other conditions, are exchangeable into, at the Company's option, cash, the Company's common stock, or a combination of cash and the Company's common stock. The initial exchange rate for each \$1,000 principal amount of notes was 28.9855 shares of the Company's common stock, representing an exchange price of approximately \$34.50 per common share. The initial exchange rate is subject to adjustment under certain circumstances, and was adjusted in 2008 as a result of the Company's modified "Dutch Auction" tender offer, as well as its 2008 year-end dividend consisting of both cash and stock. Currently, the exchange rate for each \$1,000 principal amount of notes is 32.9179 shares of the Company's common stock, representing an exchange price of approximately \$30.38 per common share. The Operating Partnership does not have the right to redeem the notes, except to preserve the Company's REIT status, before January 20, 2013, and may redeem the notes, in whole or in part, thereafter at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus any accrued and unpaid interest. Upon specified change in control events as well as on specified dates, holders of the notes may require the Operating Partnership to repurchase their notes, in whole or in part, for cash equal to 100% of the principal amount of the notes to be repurchased, plus any accrued and unpaid interest. The notes are the senior unsecured obligations of the Operating Partnership. The Company and several of its subsidiaries have guaranteed the Operating Partnership's obligations under the notes. The notes do not qualify as a derivative or an equity instrument.

In November 2010, the Company entered into a new \$150.0 million senior corporate credit facility. The interest rate for the facility ranges from 325 to 425 basis points over LIBOR, depending on the overall leverage of the Company. The initial term of the facility is three years with an option to extend for an additional one year. Subject to approval by the lender group, the facility may be increased to up to \$250.0 million. The facility contains customary events of default relating to payments and breaches of representations and warranties. The Company drew down \$40.0 million on the credit facility in October 2011 for general corporate purposes, repaying the full amount in the same month. As of December 31, 2011, the Company had no outstanding indebtedness under its credit facility.

In November 2010, the Company entered into a new \$92.5 million non-recourse mortgage on its Hilton Times Square. The mortgage matures in 2020 and bears a fixed interest rate of 4.97%, with scheduled monthly principal and interest amounts based on a 30-year amortization. The proceeds from the mortgage were used in part to repay the maturing \$81.0 million mortgage secured by the Company's Hilton Times Square, which bore an interest rate of 5.915%. Excess proceeds were retained for general corporate purposes. The mortgage contains customary events of default relating to payments and breaches of representations and warranties.

Total interest incurred and expensed on the notes payable is as follows (in thousands):

	2011	2010	2009
Interest expense	\$75,995	\$64,813	\$71,282
Interest expense—default rate <sup>(1)</sup>	—	884	472
Loss on derivatives	2,655	—	—
Accretion of Senior Notes	1,062	996	1,813
Amortization of deferred financing fees	3,232	1,585	1,811
Write-off of deferred financing fees	21	1,585	284
Loan penalties and fees <sup>(1)</sup>	—	311	207
	<u>\$82,965</u>	<u>\$70,174</u>	<u>\$75,869</u>

(1) The default rate interest expense and the loan penalties and fees were incurred due to the Company's elective default on the Mass Mutual loan.

Aggregate future principal maturities and amortization of notes payable at December 31, 2011, are as follows (in thousands):

2012	\$ 53,935
2013	86,649
2014	30,447
2015	259,146
2016	472,889
Thereafter	668,546
Total	<u>\$1,571,612</u>

## 11. INCOME TAXES

The Company has elected to be taxed as a REIT under the Code. As a REIT the Company generally will not be subject to corporate level federal income taxes on net income it distributes to its stockholders. 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 taxes.

The Company leases its hotels to wholly owned TRSs that are subject to federal and state income taxes. The Company accounts for income taxes in accordance with the provisions of the Income Taxes Topic of the FASB ASC, which requires the Company to account for income taxes using the asset and liability method, under which deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between GAAP carrying amounts and their respective tax bases.

The income tax benefit (provision) included in the consolidated financial statements is as follows (in thousands):

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Current:			
Federal	\$ —	\$ —	\$ —
State	—	—	—
	<u>—</u>	<u>—</u>	<u>—</u>
Deferred:			
Federal	345	4,187	5,177
State	96	1,069	1,317
	<u>441</u>	<u>5,256</u>	<u>6,494</u>
Valuation allowance	(441)	(5,256)	(6,494)
Provision for income taxes	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

The tax effects of temporary differences giving rise to the deferred tax assets (liabilities) are as follows (in thousands):

	December 31,	
	2011	2010
NOL carryover	\$ 39,097	\$ 36,636
Other reserves	3,035	1,848
State taxes and other	(1,725)	1,582
Deferred tax asset before valuation allowance	<u>40,407</u>	<u>40,066</u>
Depreciation	(50)	(151)
Deferred tax liability before valuation allowance	<u>(50)</u>	<u>(151)</u>
Deferred tax assets (liabilities), net	<u>40,357</u>	<u>39,915</u>
Valuation allowance	<u>(40,357)</u>	<u>(39,915)</u>
	<u>\$ —</u>	<u>\$ —</u>



The Company has provided a valuation allowance against its deferred tax asset at December 31, 2011 and 2010. The valuation allowance is due to the uncertainty of realizing the Company's historical operating losses. Accordingly, no provision or benefit for income taxes is reflected in the accompanying consolidated statements of operations.

At December 31, 2011 and 2010, net operating loss carryforwards for federal income tax purposes total approximately \$96.1 million and \$93.0 million, respectively. These losses, which begin to expire in 2019, are available to offset future income through 2030.

#### CHARACTERIZATION OF DISTRIBUTIONS

For income tax purposes, distributions paid consist of ordinary income, capital gains, return of capital or a combination thereof. For the years ended December 31, 2011, 2010 and 2009, distributions paid per share were characterized as follows (unaudited):

	2011		2010		2009	
	Amount	%	Amount	%	Amount	%
Common Stock:						
Ordinary income	\$ —	—%	\$ —	—%	\$ —	—%
Capital gain	—	—	—	—	—	—
Return of capital	—	—	—	—	—	—
Total	\$ —	—%	\$ —	—%	\$ —	—%
Preferred Stock—Series A						
Ordinary income	\$2.500	100.000%	\$1.010	67.321%	\$2.000	100.000%
Capital gain	—	—	—	—	—	—
Return of capital	—	—	0.490	32.679	—	—
Total	\$2.500	100.000%	\$1.500	100.000%	\$2.000	100.000%
Preferred Stock—Series C						
Ordinary income	\$1.965	100.000%	\$0.794	67.321%	\$1.572	100.000%
Capital gain	—	—	—	—	—	—
Return of capital	—	—	0.385	32.679	—	—
Total	\$1.965	100.000%	\$1.179	100.000%	\$1.572	100.000%
Preferred Stock—Series D						
Ordinary income	\$1.472	100.000%	\$ —	—%	\$ —	—%
Capital gain	—	—	—	—	—	—
Return of capital	—	—	—	—	—	—
Total	\$1.472	100.000%	\$ —	—%	\$ —	—%

#### 12. SERIES C CUMULATIVE CONVERTIBLE REDEEMABLE PREFERRED STOCK

In July 2005, the Company sold 4,102,564 shares of Series C preferred stock with a liquidation preference of \$24.375 per share to Security Capital Preferred Growth, Incorporated, an investment vehicle advised by Security Capital Research & Management Incorporated, for gross proceeds of \$99.0 million, or \$24.13 per share, which included a 1% discount to the conversion price/liquidation preference. Other costs of the offering totaled \$130,000. The net proceeds were used to partially finance the Company's acquisition of six Renaissance hotels. As a result of the Company's stock dividend paid in January 2009, the Series C conversion price was adjusted to \$22.23 per share. Each share of the Series C preferred stock is convertible into 1.096 shares of the Company's common stock at the option of the holder, subject to customary antidilution provisions, including stock splits, stock dividends, non-cash distributions and above-market issuer self-tender or exchange offers. As of July 8, 2010, the Series C preferred stock is redeemable at the Company's option, in whole or in part, at any time or from time to time, for cash at a redemption price of \$24.375 per share, plus accrued and unpaid dividends up to and including the redemption date. The holders of the Series C preferred stock have the right to require the Company to redeem the Series C preferred stock in the event of any of the following: (1) a change in control of the Company, if certain conditions are not met; (2) a REIT termination event; or, (3) a termination of the Company's listing on either the New York Stock Exchange or NASDAQ. In general, holders of Series C preferred stock vote on an as-converted basis as a single class with holders of the Company's common stock. The quarterly dividend on the Series C preferred stock is currently \$0.393 per share. The holders are eligible to receive a participating dividend to the extent the Company's dividend on its common stock exceeds \$0.339 per share per quarter. If the Company fails to meet certain financial ratios for four consecutive quarters, a financial ratio violation will occur with respect to the Company's Series C preferred stock. During the continuation of a

financial ratio violation, among other things, the Company would be restricted from paying dividends on its common stock, and may incur a 50 basis point per quarter dividend increase on the Series C preferred stock. Additionally, the Series C preferred stockholders would gain the right to appoint one board member. The Company currently does not expect to incur a financial ratio violation as it expects to meet its covenants. The Series C preferred stock has no maturity date and, except as set forth above, the Company is not required to redeem the Series C preferred stock at any time. As the Series C preferred stockholders may redeem their shares in certain circumstances outside of the control of the Company, the Series C preferred stock has not been classified as permanent equity.

The initial carrying value of the Series C preferred stock was recorded at its sales price less costs to issue on the date of issuance. This carrying value was periodically adjusted so that the carrying value equals the redemption value on the redemption date, which is the earliest date available for the Company to redeem the Series C preferred stock. The carrying value may also be periodically adjusted for any accrued and unpaid dividends. The initial carrying value of the Series C preferred stock was fully accreted to its redemption value during the third quarter of 2010, resulting in a carrying value of \$100.0 million at both December 31, 2011 and 2010.

### **13. STOCKHOLDERS' EQUITY**

#### **SERIES A CUMULATIVE REDEEMABLE PREFERRED STOCK**

In March 2005, the Company sold an aggregate of 4,850,000 shares of 8.0% Series A and B Cumulative Redeemable Preferred Stock ("Series A preferred stock" and "Series B preferred stock," respectively) with a liquidation preference of \$25.00 per share for gross proceeds of \$121.3 million. Underwriting and other costs of the offering totaled \$3.8 million. Net proceeds of \$117.5 million were contributed to the Operating Partnership in exchange for preferred membership units with economic terms substantially identical to the Series A and B preferred stock. Subsequent to this offering, the shares of Series B preferred stock were exchanged for an equivalent number of shares of Series A preferred stock. The net proceeds were used to reduce borrowings under the Company's credit facility in existence at the time and for acquisitions. As of March 17, 2010, the Series A preferred stock is redeemable at the Company's option, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per share, plus accrued and unpaid dividends up to and including the redemption date. Holders of Series A preferred stock generally have no voting rights. However, if the Company is in arrears on dividends on the Series A preferred stock for six or more quarterly periods, whether or not consecutive, holders of the Series A preferred stock will be entitled to vote at its next annual meeting and each subsequent annual meeting of stockholders for the election of two additional directors to serve on the Company's board of directors until all unpaid dividends and the dividend for the then-current period with respect to the Series A preferred stock have been paid or declared and a sum sufficient for the payment thereof set aside for payment. As of December 31, 2011, the Company is in compliance with the dividend requirements for the Series A preferred stock. The Series A preferred stock has no maturity date and the Company is not required to redeem the Series A preferred stock at any time.

In April 2006, the Company sold an additional 2,200,000 shares of Series A preferred stock with a liquidation preference of \$25.00 per share for gross proceeds of \$55.0 million. The proceeds to the Company, net of offering costs, were \$54.2 million, and were used together with proceeds of certain debt refinancings to repay the Company's term loan facility.

#### **SERIES D CUMULATIVE REDEEMABLE PREFERRED STOCK**

In April 2011, the Company sold an aggregate of 4,600,000 shares, including the full exercise of the underwriters' over-allotment option, of 8.0% Series D Cumulative Redeemable Preferred Stock ("Series D preferred stock") with a liquidation preference of \$25.00 per share for gross proceeds of \$115.0 million. Underwriting and other costs of the offering totaled \$4.1 million. Net proceeds of \$110.9 million were contributed to the Operating Partnership in exchange for preferred membership units with economic terms substantially identical to the Series D preferred stock. The proceeds were used to partially fund the Company's acquisition of the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront. On or after April 6, 2016, the Series D preferred stock will be redeemable at the Company's option, in whole or in part, at any time or from time to time, for cash at a redemption price of \$25.00 per share, plus accrued and unpaid dividends up to, but not including, the redemption date. Upon the occurrence of a change of control of the Company, (i) the Company may, at its option, redeem the Series D preferred stock in whole or in part and within 120 days after the first date on which such change of control occurred, by paying \$25.00 per share, plus any accrued and unpaid dividends to, but not including, the redemption date, and (ii) holders of Series D preferred stock will have the right (unless, prior to the change of control conversion date, the Company has provided or provides notice of its election to redeem the Series D preferred stock) to convert some or all of their shares of Series D preferred stock into shares of the Company's common stock. Holders of Series D preferred stock generally have no voting rights. However, if the Company is in arrears on dividends on the Series D preferred stock for six or more quarterly periods, whether or not consecutive, holders of the Series D preferred stock will be entitled to vote at its next annual meeting and each subsequent annual meeting of stockholders for the election of two additional

directors to serve on the Company's board of directors until all unpaid dividends and the dividend for the then-current period with respect to the Series D preferred stock have been paid or declared and a sum sufficient for the payment thereof set aside for payment. The Series D preferred stock has no maturity date and the Company is not required to redeem the Series D preferred stock at any time, unless the Company decides, at its option, to exercise its redemption right or, under circumstances where the holders of Series D preferred stock decide to convert the Series D preferred stock. If the Company does not exercise its right to redeem the Series D preferred stock upon a change of control, holders of the Series D preferred stock have the right to convert some or all of their shares into a number of the Company's common shares based on a defined formula subject to a cap of 22,571,280 common shares.

#### **COMMON STOCK**

In May 2009, the Company issued 20,700,000 shares of its common stock, including the underwriters' over-allotment of 2,700,000 shares, for net proceeds of \$98.7 million. The Company used the net proceeds from this equity offering for working capital and other general corporate purposes, including the replacement of cash used in the repurchase of the Senior Notes and the repayment of \$60.0 million outstanding on its credit facility in existence at the time.

In October 2009, the Company issued 23,000,000 shares of its common stock, including the underwriters' over-allotment of 3,000,000 shares, for net proceeds of approximately \$158.4 million. The Company used a portion of the net proceeds from this equity offering for working capital and other general corporate purposes, as well as the reacquisition of the Renaissance Westchester in June 2010 and the acquisition of the Royal Palm Miami Beach in August 2010.

In November 2010, the Company issued 19,500,000 shares of its common stock for net proceeds of approximately \$190.6 million. The Company used a portion of these proceeds to fund the purchase of the outside 62.0% interests in its Doubletree Guest Suites Times Square joint venture in January 2011, the purchase of the outside 50.0% equity interest in its BuyEfficient joint venture in January 2011, the purchase of the JW Marriott New Orleans in February 2011, the purchase of a 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront in April 2011, and for growth capital expenditures and other general corporate purposes, including working capital.

#### **DIVIDENDS**

The Company declared dividends per share on its Series A preferred stock, Series D preferred stock and common stock during 2011, 2010 and 2009 as follows:

	2011	2010	2009
Series A preferred stock	\$2.000	\$2.000	\$2.000
Series D preferred stock	1.472	—	—
Common stock—cash	—	—	—
Common stock—stock	—	—	—
	<u>\$3.472</u>	<u>\$2.000</u>	<u>\$2.000</u>

#### **2009 REPURCHASE PROGRAM AND SENIOR NOTES TENDER OFFER**

On December 11, 2008, the Company's board of directors authorized a \$200.0 million program (the "2009 Repurchase Program") to repurchase common stock, Series A preferred stock, Series C preferred stock, or Senior Notes, or to repay secured debt on or prior to December 31, 2009. As of the expiration of the 2009 Repurchase Program on December 31, 2009, the Company had repurchased \$187.5 million in aggregate principal amount of the Senior Notes for \$119.8 million through open market purchases and the Senior Notes Tender Offer, including \$2.4 million in interest, \$1.9 million in related consents and \$0.6 million in fees and costs of the Senior Notes Tender Offer and consent solicitation discussed above.

#### **OPERATING PARTNERSHIP UNITS**

As of December 31, 2011, the Operating Partnership had 117,265,090 units outstanding, all of which are held by the Company.

#### **14. LONG-TERM INCENTIVE PLAN STOCK GRANTS**

The Company has a Long-Term Incentive Plan ("LTIP") which provides for the granting to directors, officers and eligible employees of incentive or nonqualified share options, restricted shares, deferred shares, share purchase rights and share appreciation rights in tandem with options, or any combination thereof. The Company has reserved 6,050,000 common shares for issuance under the LTIP, and 2,775,769 shares remain available for future issuance as of December 31, 2011.

Restricted shares and restricted share units granted pursuant to the Company's Long-Term Incentive Plan generally vest over periods from one to five years from the date of grant. In August 2011, the Company granted both time-based and performance-based shares to Kenneth E. Cruse upon Mr. Cruse's appointment as the Company's Chief Executive Officer. The time-based shares, representing 60.0% of the total shares granted, will vest on a pro-rata basis commencing on the third anniversary of the grant date, and will vest in equal amounts on each of the third, fourth and fifth anniversary of the grant date. The remaining 40.0% of the total shares granted to Mr. Cruse are subject to performance- or market-based, cliff vesting on the fifth anniversary of the grant date, depending on the satisfaction of three measures: the Company's total stockholder return ("TSR"); the Company's TSR relative to companies in the NAREIT Equity Index; and the ratio of the Company's total net debt to the Company's adjusted EBITDA.

Compensation expense related to awards of restricted shares, restricted share units and performance shares are measured at fair value on the date of grant and amortized over the relevant requisite service period or derived service period.

The Company's compensation expense and forfeitures related to these restricted shares, restricted share units and performance awards for the years ended December 31, 2011, 2010 and 2009 were as follows (in thousands):

	2011	2010	2009
Compensation expense	\$4,135	\$5,811	\$5,621
Forfeiture expense (credit) adjustments	\$ 134	\$ (48)	\$ 43

In December 2010, the Company recorded \$1.7 million in stock compensation and amortization expense related to the departure of its former Chief Executive Officer, Arthur L. Buser.

The following is a summary of non-vested stock grant activity:

	2011		2010		2009	
	Shares	Weighted Average Price	Shares	Weighted Average Price	Shares	Weighted Average Price
Outstanding at beginning of year	668,934	\$7.70	1,301,451	\$7.68	692,767	\$17.93
Granted	1,260,845	9.10	438,665	9.06	1,073,084	4.58
Vested	(428,935)	8.85	(767,052)	8.84	(400,647)	17.15
Forfeited	(93,692)	8.43	(304,130)	6.71	(63,753)	7.36
Outstanding at end of year	<u>1,407,152</u>	8.55	<u>668,934</u>	7.70	<u>1,301,451</u>	7.68

At December 31, 2011, there were no deferred shares, share purchase rights, or share appreciation rights issued or outstanding under the LTIP.

#### STOCK OPTIONS

In April 2008, the Compensation Committee of the Company's board of directors approved a grant of 200,000 non-qualified stock options (the "Options") to Robert A. Alter, the Company's former Chief Executive Officer and current Chairman Emeritus and Founder. The Options fully vested in April 2009, and will expire in April 2018. The exercise price of the Options is \$17.71 per share.

The initial fair value of the Options was \$0.7 million, and was estimated using a binomial option pricing model with the following assumptions:

Expected dividend yield	7.90%
Risk-free interest rate	3.29%
Expected volatility	26.90%
Expected life (in years)	5.5

The expected life was calculated using the simplified method as outlined in the Securities and Exchange Commission's Staff Accounting Bulletin No. 107.



## 15. COMMITMENTS AND CONTINGENCIES

### MANAGEMENT AGREEMENTS

Management agreements with the Company's third-party hotel managers require the Company to pay between 2% and 3.5% of total revenue of the managed hotels to the third-party managers each month as a basic management fee. Total basic management fees incurred by the Company during the years ended December 31, 2011, 2010 and 2009 were included in the Company's consolidated statements of operations as follows (in thousands):

	2011	2010	2009
Continuing operations—property general and administrative expense, and corporate overhead expense	\$21,902	\$15,707	\$15,160
Discontinued operations	290	2,011	3,608
	<u>\$22,192</u>	<u>\$17,718</u>	<u>\$18,768</u>

In addition to basic management fees, provided that certain operating thresholds are met, the Company may also be required to pay certain of its third-party managers incentive management fees. Total incentive management fees incurred by the Company were \$3.6 million, \$3.0 million and \$2.9 million for the years ended December 31, 2011, 2010 and 2009, respectively, all of which were included in property general and administrative expense.

### LICENSE AND FRANCHISE AGREEMENTS

The Company has entered into license and franchise agreements related to certain of its hotel properties. The license and franchise agreements require the Company to, among other things, pay monthly fees that are calculated based on specified percentages of certain revenues. The license and franchise agreements generally contain specific standards for, and restrictions and limitations on, the operation and maintenance of the hotels which are established by the franchisors to maintain uniformity in the system created by each such franchisor. Such standards generally regulate the appearance of the hotel, quality and type of goods and services offered, signage and protection of trademarks. Compliance with such standards may from time to time require the Company to make significant expenditures for capital improvements.

Total license and franchise costs incurred by the Company during the years ended December 31, 2011, 2010 and 2009 were \$29.1 million, \$26.1 million, and \$28.7 million, respectively, of which royalties totaled \$8.8 million, \$9.2 million, and \$10.4 million for the years ended December 31, 2011, 2010 and 2009, respectively. The remaining costs included advertising, reservation and priority club assessments. Total license and franchise costs incurred by the Company during the years ended December 31, 2011, 2010 and 2009 were included in the Company's consolidated statements of operations as follows (in thousands):

	2011	2010	2009
Continuing operations—franchise costs	\$29,115	\$21,474	\$20,658
Discontinued operations	—	4,665	7,995
	<u>\$29,115</u>	<u>\$26,139</u>	<u>\$28,653</u>

Several of the Company's franchise agreements contain corporate guaranties. In the event of a default under any of these franchise agreements, the Company may be liable for termination fees. Upon deed back of the Mass Mutual eight hotels in November 2010 pursuant to the 2009 secured debt restructuring program, five of the Mass Mutual eight hotels remained subject to franchise agreements which contained corporate guaranties. If the franchise agreements on these five hotels were to be terminated, the Company was potentially liable for up to \$19.6 million in termination fees. In June 2011, the Company paid \$1.5 million in termination fees on the Residence Inn by Marriott Manhattan Beach. All contingencies relating to the remaining \$18.1 million in termination fees were resolved in June 2011, and the Company recorded a gain on extinguishment of debt of \$18.1 million to discontinued operations in June 2011. The Company no longer has any financial liabilities related to the Mass Mutual debt restructuring.

### RENOVATION AND CONSTRUCTION COMMITMENTS

At December 31, 2011, the Company had various contracts outstanding with third parties in connection with the renovation of certain of its hotel properties aimed at maintaining the appearance and quality of its hotels. The remaining commitments under these contracts at December 31, 2011 totaled \$25.3 million.

## GROUND AND OPERATING LEASES

At December 31, 2011, nine of the Company's 32 hotels were obligated to unaffiliated parties under the terms of eight ground leases and three air leases, which mature from dates ranging from 2037 through 2096, excluding renewal options. One of the air leases requires a payment of \$1.00 annually, which the Company has paid in full for the life of the lease. At both December 31, 2010 and 2009, six of the Company's 32 hotels were obligated to unaffiliated parties under the terms of five ground leases and one air lease. Total rent expense incurred pursuant to ground and air lease agreements for the years ended December 31, 2011, 2010 and 2009 was included in the Company's consolidated statements of operations as follows (in thousands):

	2011	2010	2009
Continuing operations—property tax, ground lease and insurance <sup>(1)</sup>	\$14,817	\$5,209	\$4,615
Discontinued operations	22	528	608
	<u>\$14,839</u>	<u>\$5,737</u>	<u>\$5,223</u>

(1) Beginning in 2010, ground lease expense also includes amortization of lease intangibles on a ground lease and an easement at two of the Company's 32 hotels in 2010, and on three ground leases and an easement at four of the Company's 32 hotels in 2011.

At December 31, 2011, the Company was obligated to an unaffiliated party under the terms of a sublease on the corporate facility, which matures in 2018. Rent expense incurred pursuant to leases on the corporate facility totaled \$0.3 million for both of the years ended December 31, 2011 and 2010, and \$0.4 million for the year ended December 31, 2009, and was included in corporate overhead expense.

Future minimum payments under the terms of the eight ground leases, three air leases and the sublease on the corporate facility in effect at December 31, 2011 are as follows (in thousands):

2012	\$ 8,624
2013	8,699
2014	8,755
2015	8,815
2016	8,876
Thereafter	<u>392,853</u>
Total	<u>\$436,622</u>

## EMPLOYMENT AGREEMENTS

As of December 31, 2011, the Company has employment agreements with certain executive employees, which expire through April 2014. The terms of the agreements stipulate payments of base salaries and bonuses.

Approximate minimum future obligations under employment agreements are as follows as of December 31, 2011 (in thousands):

2012	\$ 1,525
2013	914
2014	<u>94</u>
	<u>\$ 2,533</u>

## LITIGATION

During the third quarter of 2011, the Company accrued \$1.6 million in settlement costs related to litigation involving three separate claims by certain employees at four of its hotels: Marriott Del Mar; Marriott Quincy; Renaissance Los Angeles Airport; and Renaissance Long Beach. The Company had previously estimated that the ultimate liability for these lawsuits would range from between zero and \$0.1 million, and, accordingly, the Company recorded a liability of \$0.1 million in November 2010 in accordance with the Contingencies Topic of the FASB Accounting Standards Codification, which requires a liability be recorded based on the Company's estimate of the probable cost of the resolution of a contingency. The Company and certain other defendants reached tentative settlements regarding two of the lawsuits comprising \$1.0 million of the total \$1.7 million accrual, which settlements are subject to final approval by the Superior Court of California, Los Angeles County and the Superior Court of California, Orange County. The Company is still in negotiations regarding the third claim, however the Company expects to incur a maximum of \$0.7 million in related settlement or judgment costs and expenses.

#### **COLLECTIVE BARGAINING AGREEMENTS**

The Company is subject to exposure to collective bargaining agreements at certain hotels operated by its management companies. At December 31, 2011, approximately 23.8% of workers employed by the Company's third-party managers were covered by such collective bargaining agreements.

#### **DEFINED BENEFIT RETIREMENT PLAN OBLIGATION**

In connection with the Company's formation and structuring transactions, certain predecessor companies sold their property management company to IHR, who assumed certain liabilities of the property management company including the defined benefit retirement plan. In accordance with the management agreement with IHR, the Company is still responsible for the costs of the defined benefit retirement plan.

The benefits expected to be paid each year through 2021 as of December 31, 2011 are as follows (in thousands):

2012	\$ 398
2013	403
2014	420
2015	438
2016	457
Thereafter	<u>2,656</u>
	<u>\$4,772</u>

#### **401(K) SAVINGS AND RETIREMENT PLAN**

The Company's employees may participate, subject to eligibility, in the Company's 401(k) Savings and Retirement Plan (the "401(k) Plan"). Employees are eligible to participate in the 401(k) Plan after attaining 21 years of age and after the first of the month following the performance of six months of service. Three percent of eligible employee annual base earnings is contributed by the Company as a Safe Harbor elective contribution. Safe Harbor contributions made by the Company totaled \$0.2 million for each of the years ended December 31, 2011, 2010 and 2009, and were included in corporate overhead expense.

The Company is also responsible for funding various retirement plans at certain hotels operated by its management companies. Matching contributions into these various retirement plans totaled \$0.6 million for the year ended December 31, 2011 and \$0.9 million for both the years ended December 31, 2010 and 2009, all of which was included in property general and administrative expense.

#### **CONCENTRATION OF RISK**

As of December 31, 2011, 10 of the Company's 32 hotels were located in California, the largest concentration of the Company's hotels in any state, representing approximately 32% of the Company's rooms and approximately 32% of the revenue generated by the Company's 32 hotels during the year ended December 31, 2011. In addition, as of December 31, 2011, three of the Company's 32 hotels were located in New York, representing approximately 10% of the Company's rooms and approximately 16% of the revenue generated by the Company's 32 hotels during the year ended December 31, 2011. The concentration of the Company's hotels in California and New York exposes the Company's business to natural disasters, economic conditions, competition and real and personal property tax rates unique to California and New York.

#### **OTHER**

The Company has provided unsecured environmental indemnities to certain lenders. The Company has performed due diligence on the potential environmental risks, including obtaining an independent environmental review from outside environmental consultants. These indemnities obligate the Company to reimburse the indemnified parties for damages related to certain environmental matters. There is no term or damage limitation on these indemnities; however, if an environmental matter arises, the Company could have recourse against other previous owners or a claim against its environmental insurance policies.

At December 31, 2011, the Company had \$1.5 million of outstanding irrevocable letters of credit to guaranty the Company's financial obligations related to workers' compensation insurance programs from prior policy years. The beneficiaries of these letters of credit may draw upon these letters of credit in the event of a contractual default by the Company relating to each respective obligation. No draws have been made through December 31, 2011.

## 16. TRANSACTIONS WITH AFFILIATES

### OTHER REIMBURSEMENTS

From time to time, the Company pays for certain expenses such as payroll, insurance and other costs on behalf of certain affiliates. The affiliates generally reimburse such amounts on a monthly basis. At December 31, 2011 and 2010, amounts owed to the Company by its affiliates amounted to \$6,000 and \$44,000, respectively, and are included in due from affiliates in the accompanying consolidated balance sheets.

## 17. VARIABLE INTEREST ENTITIES

The Company adopted Accounting Standards Update (“ASU”) No. 2009-17 codified in the Consolidation Topic of the FASB ASC on January 1, 2010, which changes the consolidation guidance applicable to variable interest entities (“VIEs”). It also amends the guidance governing the determination of whether an enterprise is the primary beneficiary of a VIE, and is, therefore, required to consolidate an entity, by requiring a qualitative analysis rather than a quantitative analysis. The qualitative analysis includes, among other things, consideration of who has the power to direct the activities of the entity that most significantly impact the entity’s economic performance and who has the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. This topic also requires continuous reassessments of whether an enterprise is the primary beneficiary of a VIE. Previously, the applicable standard required reconsideration of whether an enterprise was the primary beneficiary of a VIE only when specific events had occurred. The topic also requires additional disclosures about an enterprise’s involvement with a VIE.

Upon adoption of ASU No. 2009-17, the Company evaluated its variable interests, including the management agreements it has with its third-party hotel managers and its interest in the Doubletree Guest Suites Times Square joint venture, to determine whether or not these variable interests are VIEs. The Company’s analysis included both quantitative and qualitative reviews. In arriving at the VIE determination for its third-party management agreements, the Company followed the guidance in ASC 810-10-55-37, *“Fees Paid to Decision Makers or Service Providers,”* which states that fees paid to a legal entity’s decision makers or service providers are not variable interests if six conditions are met: 1) the fees are compensation for services provided and are commensurate with the level of effort required to provide those services; 2) substantially all of the fees are at or above the same level of seniority as other operating liabilities of the VIE that arise in the normal course of the VIE’s activities, such as trade payables; 3) the decision maker or service provider does not hold other interests in the VIE that individually, or in the aggregate, would absorb more than an insignificant amount of the VIE’s expected losses or receive more than an insignificant amount of the VIE’s expected residual returns; 4) the service arrangement includes only terms, conditions, or amounts that are customarily present in arrangements for similar services negotiated at arm’s length; 5) the total amount of anticipated fees are insignificant relative to the total amount of the VIE’s anticipated economic performance; and 6) the anticipated fees are expected to absorb an insignificant amount of the variability associated with the VIE’s anticipated economic performance, which includes any carried interests, promotes or incentive fees. Based on the six conditions stated in ASC 810-10-55-37, the Company has determined that the management agreements for all but three of its hotels are not variable interest entities. The three hotels do not meet conditions (5) and (6) as each of the three hotel’s incentive management fees are significant relative to the total amount of each hotel’s economic performance, and these fees are expected to absorb a significant amount of the variability associated with each hotel’s anticipated economic performance. The Company has determined that it is the primary beneficiary of these three VIEs because it has the power to direct the activities that most significantly impact the hotels’ economic performance, such as developing budgets and renovation programs as well as making the decision to sell the hotels, and it is obligated to absorb the losses or to receive the benefits from the hotels that could potentially be significant to the hotels. The Company has, therefore, consolidated these three VIEs.

Prior to its purchase of the outside 62.0% interests in its Doubletree Guest Suites Times Square joint venture in January 2011, the Company concluded its interest in the Doubletree Guest Suites Times Square joint venture was a VIE, but that it was not the primary beneficiary because it did not have the power to direct the activities that most significantly impact the economic performance of the Doubletree Guest Suites Times Square. The Company, therefore, accounted for this investment using the equity method. Subsequent to its purchase of the outside 62.0% equity interests in the Doubletree Guest Suites Times Square joint venture in January 2011, the Company consolidates the Doubletree Guest Suites Times Square with its continuing operations, however, based on the six conditions stated in ASC 810-10-55-37, the Company has determined that the management agreement for the Doubletree Guest Suites Times Square is not a variable interest entity.

In conjunction with the Company’s purchase of the 75.0% majority interest in the entity that owns the Hilton San Diego Bayfront, the Company concluded that its interest in this joint venture is not a variable interest entity. The Company, therefore, consolidates the Hilton San Diego Bayfront with its continuing operations based on voting control. Based on the six conditions stated in ASC 810-10-55-37, the Company has determined that the management agreement for the Hilton San Diego Bayfront does not cause the entity to be a variable interest entity.



**18. QUARTERLY OPERATING RESULTS (UNAUDITED)**

The consolidated quarterly results for the years ended December 31, 2011 and 2010, of the Company are as follows (in thousands):

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
<b>REVENUES—CONTINUING OPERATIONS</b>				
2011	\$159,058	\$218,254	\$212,334	\$245,083
2010	\$137,786	\$157,393	\$152,475	\$176,890
<b>OPERATING INCOME (LOSS)—CONTINUING OPERATIONS</b>				
2011	\$ (1,558)	\$ 27,979	\$ 3,671	\$ 28,626
2010	\$ 2,592	\$ 12,933	\$ 8,943	\$ 14,977
<b>NET INCOME (LOSS)</b>				
2011	\$ 51,335	\$ 38,929	\$ (16,553)	\$ 7,588
2010	\$ (21,091)	\$ 308	\$ 23,653	\$ 35,672
<b>INCOME AVAILABLE (LOSS ATTRIBUTABLE) TO COMMON STOCKHOLDERS PER SHARE—BASIC</b>				
2011	\$ 0.39	\$ 0.27	\$ (0.20)	\$ 0.00
2010	\$ (0.27)	\$ (0.05)	\$ 0.19	\$ 0.28
<b>INCOME AVAILABLE (LOSS ATTRIBUTABLE) TO COMMON STOCKHOLDERS PER SHARE—DILUTED</b>				
2011	\$ 0.39	\$ 0.26	\$ (0.20)	\$ 0.00
2010	\$ (0.27)	\$ (0.05)	\$ 0.19	\$ 0.28

Income available (loss attributable) to common stockholders per share is computed independently for each of the quarters presented and therefore may not sum to the annual amount for the year. Previously reported revenues and operating income have been adjusted to account for current discontinued operations in accordance with the Property, Plant and Equipment Topic of the FASB ASC.

**19. SUBSEQUENT EVENTS**

On February 8, 2012, the Company repurchased \$4.5 million of its Senior Notes for a price of \$4.57 million plus accrued interest of approximately \$13,000. Subsequent to the repurchase, the Company has \$58.0 million in outstanding Senior Notes.

# STOCK INFORMATION

Our common stock is traded on the NYSE under the symbol “SHO”. On February 10, 2012, the last reported price per share of common stock on the NYSE was \$9.74. The table below sets forth the high and low closing price per share of our common stock as reported on the NYSE and the cash dividends per share of common stock we declared with respect to each period.

	High	Low	Dividends Declared
<b>2010:</b>			
First Quarter	\$11.18	\$8.14	\$—
Second Quarter	\$13.42	\$9.86	\$—
Third Quarter	\$10.95	\$8.27	\$—
Fourth Quarter	\$10.93	\$9.93	\$—
<b>2011:</b>			
First Quarter	\$10.90	\$9.28	\$—
Second Quarter	\$10.50	\$8.65	\$—
Third Quarter	\$10.03	\$5.10	\$—
Fourth Quarter	\$ 8.15	\$5.07	\$—

We may pay quarterly cash dividends to common stockholders at the discretion of our board of directors, however it is our current policy to minimize cash dividends in order to maximize cash available to reduce our indebtedness. The amount of each future quarterly cash dividend, if any, depends on our funds from operations, financial condition and capital requirements, annual distribution requirements under the REIT provisions of the Code and such other factors our board of directors deems relevant. We have elected in the past, and may elect in the future, to pay dividends on our common stock in cash, or a combination of cash and shares of common stock pursuant to Revenue Procedure 2009-15. The Company intends to maintain its annual common dividend payouts at a level approximating 100% of taxable income.

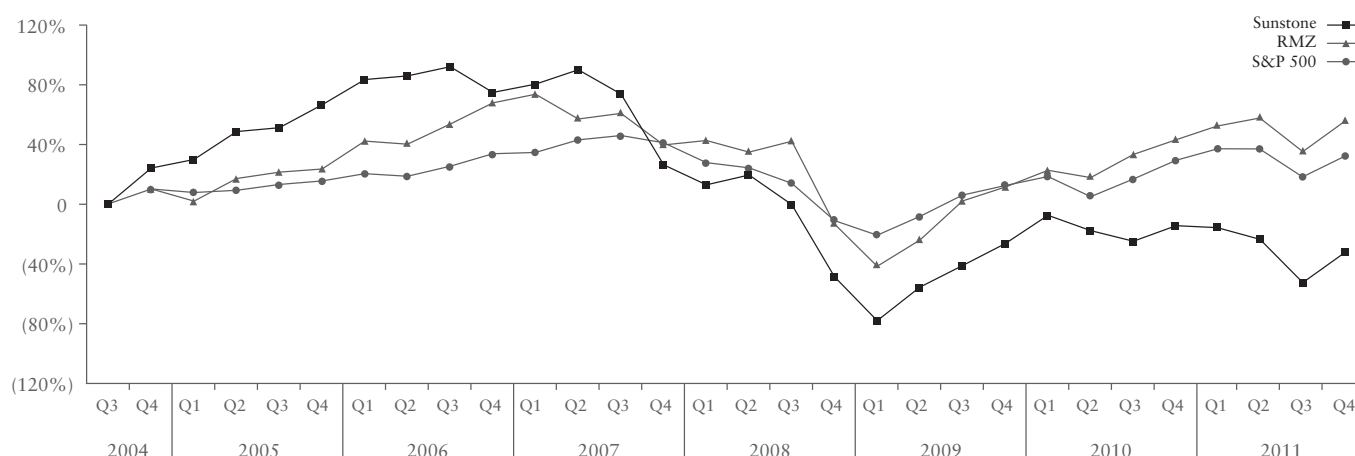
As of February 10, 2012, we had approximately 29 holders of record of our common stock. In order to comply with certain requirements related to our qualification as a REIT, our charter limits the number of common shares that may be owned by any single person or affiliated group to 9.8% of the outstanding common shares, subject to the ability of our board to waive this limitation under certain conditions.

## HISTORICAL PERFORMANCE COMPARISON<sup>(1)</sup>

October 21, 2004–December 31, 2011

Sunstone Hotel Investors, Inc., Morgan Stanley REIT Index, Standard & Poor’s 500 Composite Stock Index

Source: FactSet Research Systems as of 12/31/11



(1) This graph provides a comparison of cumulative total stockholder returns for the period from October 21, 2004, the date of our initial public offering, through December 31, 2011, among Sunstone Hotel Investors, Inc. (“Sunstone”), the Standard & Poor’s 500 Composite Stock Index (“S&P 500”) and the Morgan Stanley REIT Index (“RMZ”).

The total return values were calculated assuming a \$100 investment on October 21, 2004 with reinvestment of all dividends in (i) our common stock, (ii) the S&P 500 and (iii) the RMZ, respectively. The total return values do not include any dividends declared, but not paid, during the period.

# CORPORATE INFORMATION

## *Board of Directors*

Robert A. Alter  
*Chairman Emeritus & Founder  
Sunstone Hotel Investors, Inc.*

Keith M. Locker  
*Non-Executive Chairman  
Sunstone Hotel Investors, Inc.  
President  
Inlet Capital, LLC*

Andrew M. Batinovich  
*President & Chief Executive Officer  
Glenborough, LLC*

Z. Jamie Behar  
*Managing Director  
General Motors Investment  
Management Corporation*

Kenneth E. Cruse  
*President & Chief Executive Officer  
Sunstone Hotel Investors, Inc.*

Thomas A. Lewis, Jr.  
*Chief Executive Officer  
Realty Income Corporation*

Douglas M. Pasquale  
*Director  
Ventas, Inc.*

Keith P. Russell  
*President  
Russell Financial, Inc.*

Lewis N. Wolff  
*Chairman & Chief Executive Officer  
Wolff Urban Development, Inc.*

## *Executive Officers*

Kenneth E. Cruse  
*President & Chief Executive Officer*

John V. Arabia  
*Executive Vice President of Corporate  
Strategy & Chief Financial Officer*

Marc A. Hoffman  
*Executive Vice President &  
Chief Operating Officer*

## *Annual Meeting of Stockholders*

The Annual Meeting will be held  
at 2:00 P.M. on May 1, 2012 at:  
Marriott Quincy  
1000 Marriott Drive  
Quincy, MA 02169

## *Transfer Agent*

American Stock Transfer & Trust Co.  
59 Maiden Lane  
New York, NY 10038  
(800) 937-5449

## *Stock Listing*

Common Stock of the Company  
is traded on the New York Stock  
Exchange under the symbol "SHO".

Series A Preferred Stock is traded on  
the New York Stock Exchange under  
the symbol "SHO PR A".

Series D Preferred Stock is traded on  
the New York Stock Exchange under  
the symbol "SHO PR D".

## *Independent Registered Public Accountants*

Ernst & Young LLP

## *Form 10-K and Other Materials*

A copy of the Company's Annual  
Report on Form 10-K as filed with  
the Securities and Exchange Commis-  
sion, is available free of charge to its  
stockholders. Such requests should be  
made to:

## *Investor Relations*

Sunstone Hotel Investors, Inc.  
120 Vantis, Suite 350  
Aliso Viejo, CA 92656  
(949) 330-4000  
investorrelations@sunstonehotels.com  
www.sunstonehotels.com

## *CEO and CFO Certifications*

In 2011, the Company's Chief  
Executive Officer (CEO) provided  
to the New York Stock Exchange the  
annual CEO certification regarding  
the Company's compliance with the  
New York Stock Exchange's corporate  
governance listing standards. In addi-  
tion, all required certifications by the  
Company's CEO and Chief Financial  
Officer regarding the quality of the  
Company's public disclosures in its  
fiscal 2011 reports were filed with  
the U.S. Securities and Exchange  
Commission.

This is a Greener Annual Report. Sunstone Hotel Investors, Inc. is committed to reducing its impact on the environment.  
The production of this annual report saved the following resources: *(estimates were made using the Mohawk Environmental Calculator)*



MIX  
Paper from  
responsible sources  
FSC® C019076



11 TREES  
preserved for  
the future



7,711,200 BTUs  
energy not  
consumed



1,007 LBS  
net greenhouse  
gases prevented



4,624 GAL  
wastewater  
flow saved



512 LBS  
solid waste  
not generated



SUNSTONE  
HOTEL INVESTORS

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