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

FORM 10-Q

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

For the quarterly period ended September 5, 2008

OR

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

Commission file number 001-32514

DIAMONDROCK HOSPITALITY COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Maryland
(State of Incorporation)

20-1180098
(I.R.S. Employer Identification No.)

6903 Rockledge Drive, Suite 800, Bethesda, Maryland
(Address of Principal Executive Offices)

20817
(Zip Code)

(240) 744-1150
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

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

The registrant had 90,050,264 shares of its \$0.01 par value common stock outstanding as of October 15, 2008.

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Item I. Financial Statements

DIAMONDROCK HOSPITALITY COMPANY

CONDENSED CONSOLIDATED BALANCE SHEETS

As of September 5, 2008 and December 31, 2007
(in thousands, except share amounts)

| | <u>September 5, 2008</u> (Unaudited) | <u>December 31, 2007</u> |
|--|---|----------------------------|
| ASSETS | | |
| Property and equipment, at cost | \$ 2,129,552 | \$ 2,086,933 |
| Less: accumulated depreciation | (201,214) | (148,101) |
| | <u>1,928,338</u> | <u>1,938,832</u> |
| Deferred financing costs, net | 3,476 | 4,020 |
| Restricted cash | 35,043 | 31,736 |
| Due from hotel managers | 68,316 | 68,153 |
| Favorable lease assets, net | 41,546 | 42,070 |
| Prepaid and other assets | 19,784 | 17,043 |
| Cash and cash equivalents | <u>23,642</u> | <u>29,773</u> |
| Total assets | <u><u>\$ 2,120,145</u></u> | <u><u>\$ 2,131,627</u></u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Liabilities: | | |
| Mortgage debt | \$ 822,563 | \$ 824,526 |
| Senior unsecured credit facility | 76,000 | — |
| Total debt | <u>898,563</u> | <u>824,526</u> |
| Deferred income related to key money, net | 20,501 | 15,884 |
| Unfavorable contract liabilities, net | 84,933 | 86,123 |
| Due to hotel managers | 36,088 | 36,910 |
| Dividends declared and unpaid | 22,778 | 22,922 |
| Accounts payable and accrued expenses | <u>54,909</u> | <u>64,980</u> |
| Total other liabilities | <u>219,209</u> | <u>226,819</u> |
| Shareholders' Equity: | | |
| Preferred stock, \$.01 par value; 10,000,000 shares authorized; no shares issued and outstanding | — | — |
| Common stock, \$.01 par value; 200,000,000 shares authorized; 90,050,264 and 94,730,813 shares issued and outstanding at September 5, 2008 and December 31, 2007, respectively | 901 | 947 |
| Additional paid-in capital | 1,099,066 | 1,145,511 |
| Accumulated deficit | <u>(97,594)</u> | <u>(66,176)</u> |
| Total shareholders' equity | <u>1,002,373</u> | <u>1,080,282</u> |
| Total liabilities and shareholders' equity | <u><u>\$ 2,120,145</u></u> | <u><u>\$ 2,131,627</u></u> |

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

DIAMONDROCK HOSPITALITY COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
For the Fiscal Quarters Ended September 5, 2008 and September 7, 2007 and
the Periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007
(in thousands, except per share amounts)

| | Fiscal Quarter Ended September 5, 2008 (Unaudited) | Fiscal Quarter Ended September 7, 2007 (Unaudited) | Period from January 1, 2008 to September 5, 2008 (Unaudited) | Period from January 1, 2007 to September 7, 2007 (Unaudited) |
|---|---|---|---|---|
| Revenues: | | | | |
| Rooms | \$ 106,203 | \$ 109,483 | \$ 308,141 | \$ 308,489 |
| Food and beverage | 45,512 | 47,655 | 141,126 | 143,377 |
| Other | 9,680 | 9,379 | 26,008 | 24,809 |
| Total revenues | 161,395 | 166,517 | 475,275 | 476,675 |
| Operating Expenses: | | | | |
| Rooms | 25,422 | 25,744 | 72,830 | 71,003 |
| Food and beverage | 32,961 | 33,837 | 98,266 | 98,069 |
| Management fees | 6,844 | 6,759 | 19,857 | 19,822 |
| Other hotel expenses | 54,116 | 53,557 | 155,758 | 151,393 |
| Depreciation and amortization | 18,257 | 17,205 | 53,013 | 50,374 |
| Corporate expenses | 3,241 | 3,271 | 9,546 | 9,692 |
| Total operating expenses | 140,841 | 140,373 | 409,270 | 400,353 |
| Operating profit | 20,554 | 26,144 | 66,005 | 76,322 |
| Other Expenses (Income): | | | | |
| Interest income | (296) | (484) | (1,066) | (1,744) |
| Interest expense | 11,632 | 11,704 | 33,757 | 35,084 |
| Gain on early extinguishment of debt | — | (359) | — | (359) |
| Total other expenses | 11,336 | 10,861 | 32,691 | 32,981 |
| Income before income taxes | 9,218 | 15,283 | 33,314 | 43,341 |
| Income tax (provision) benefit | 2,994 | 269 | 5,830 | (1,311) |
| Income from continuing operations | 12,212 | 15,552 | 39,144 | 42,030 |
| Income from discontinued operations, net of tax | — | 316 | — | 1,141 |
| Net income | \$ 12,212 | \$ 15,868 | \$ 39,144 | \$ 43,171 |
| Earnings per share: | | | | |
| Continuing operations | \$ 0.13 | \$ 0.16 | \$ 0.41 | \$ 0.45 |
| Discontinued operations | — | 0.01 | — | 0.01 |
| Basic and diluted earnings per share | \$ 0.13 | \$ 0.17 | \$ 0.41 | \$ 0.46 |

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

DIAMONDROCK HOSPITALITY COMPANY

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007
(in thousands)

| Period from January 1, 2008 to September 5, 2008 (Unaudited) | Period from January 1, 2007 to September 7, 2007 (Unaudited) |
|---|---|
|---|---|

| Cash flows from operating activities: | | | | | |
|---|--|----|-----------------|----|------------------|
| Net income | | \$ | 39,144 | \$ | 43,171 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | | |
| Real estate depreciation | | | 53,013 | | 51,193 |
| Corporate asset depreciation as corporate expenses | | | 115 | | 119 |
| Non-cash ground rent | | | 5,321 | | 5,422 |
| Non-cash financing costs as interest | | | 557 | | 531 |
| Gain on early extinguishment of debt, net | | | — | | (359) |
| Amortization of debt premium and unfavorable contract liabilities | | | (1,190) | | (1,278) |
| Amortization of deferred income | | | (383) | | (245) |
| Stock-based compensation | | | 2,620 | | 2,842 |
| Yield support received | | | 797 | | 1,742 |
| Non-cash yield support recognized | | | — | | (601) |
| Changes in assets and liabilities: | | | | | |
| Prepaid expenses and other assets | | | (2,741) | | (808) |
| Restricted cash | | | (1,935) | | (226) |
| Due to/from hotel managers | | | (1,782) | | (9,232) |
| Accounts payable and accrued expenses | | | (7,799) | | 582 |
| Net cash provided by operating activities | | | 85,737 | | 92,853 |
| Cash flows from investing activities: | | | | | |
| Hotel acquisitions | | | — | | (331,325) |
| Receipt of deferred key money | | | 5,000 | | 5,000 |
| Hotel capital expenditures | | | (49,703) | | (36,245) |
| Change in restricted cash | | | (1,372) | | 776 |
| Net cash used in investing activities | | | (46,075) | | (361,794) |
| Cash flows from financing activities: | | | | | |
| Repayments of credit facility | | | (23,000) | | (52,500) |
| Draws on credit facility | | | 99,000 | | 91,000 |
| Proceeds from mortgage debt | | | — | | 5,000 |
| Repayments of mortgage debt | | | — | | (18,392) |
| Prepayment penalty on early extinguishment of debt | | | — | | (1,972) |
| Scheduled mortgage debt principal payments | | | (1,963) | | (2,277) |
| Payment of financing costs | | | (13) | | (1,236) |
| Proceeds from sale of common stock | | | — | | 317,935 |
| Payment of costs related to sale of common stock | | | — | | (380) |
| Share repurchases | | | (49,434) | | (2,720) |
| Payment of dividends | | | (70,383) | | (59,506) |
| Net cash (used in) provided by financing activities | | | (45,793) | | 274,952 |

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

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| | Period from January 1, 2008 to September 5, 2008 (Unaudited) | Period from January 1, 2007 to September 7, 2007 (Unaudited) |
|--|---|---|
| Net (decrease) increase in cash and cash equivalents | \$ (6,131) | \$ 6,011 |
| Cash and cash equivalents, beginning of period | 29,773 | 19,691 |
| Cash and cash equivalents, end of period | <u>\$ 23,642</u> | <u>\$ 25,702</u> |

Supplemental Disclosure of Cash Flow Information:

| | | |
|----------------------------|-----------|-----------|
| Cash paid for interest | \$ 33,089 | \$ 34,180 |
| Cash paid for income taxes | \$ 861 | \$ 430 |
| Capitalized interest | \$ 183 | \$ 143 |

Non-Cash Financing Activities:

| | | |
|------------------|-----------|-----------|
| Unpaid dividends | \$ 22,778 | \$ 22,922 |
|------------------|-----------|-----------|

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

DIAMONDROCK HOSPITALITY COMPANY**Notes to the Condensed Consolidated Financial Statements
(Unaudited)****1. Organization**

DiamondRock Hospitality Company (the “Company”) is a lodging focused real estate company that owns twenty hotels and resorts. The Company is committed to maximizing shareholder value through investing in premium full service hotels and, to a lesser extent, premium urban limited service hotels located throughout the United States. The Company’s hotels are concentrated in key gateway cities and in destination resort locations and are all operated under a brand owned by one of the top three national brand companies (Marriott International, Inc. (“Marriott”), Starwood Hotels & Resorts Worldwide, Inc. (“Starwood”) or Hilton Hotels Corporation (“Hilton”).

The Company owns, as opposed to operates, its hotels. As an owner, the Company receives all of the operating profits or losses generated by its hotels, after paying the hotel managers a fee based on the revenues and profitability of the hotels and reimbursing all of their direct and indirect operating costs. As of September 5, 2008, the Company owned twenty hotels, comprising 9,586 rooms, located in the following markets: Atlanta, Georgia (3); Austin, Texas; Boston, Massachusetts; Chicago, Illinois (2); Fort Worth, Texas; Lexington, Kentucky; Los Angeles, California (2); New York, New York (2); Northern California; Oak Brook, Illinois; Orlando, Florida; Salt Lake City, Utah; Washington D.C.; St. Thomas, U.S. Virgin Islands; and Vail, Colorado.

The Company conducts its business through a traditional umbrella partnership REIT, or UPREIT, in which the Company’s hotel properties are owned by subsidiaries of its operating partnership, DiamondRock Hospitality Limited Partnership. The Company is the sole general partner of its operating partnership and currently owns, either directly or indirectly, all of the limited partnership units of the operating partnership.

2. Summary of Significant Accounting Policies*Basis of Presentation*

Certain information and footnote disclosures normally included in financial statements presented in accordance with U.S. generally accepted accounting principles, or GAAP, have been condensed or omitted in the accompanying unaudited condensed consolidated financial statements. The Company believes the disclosures made are adequate to prevent the information presented from being misleading. However, the unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto as of and for the year ended December 31, 2007, included in the Company’s Annual Report on Form 10-K dated February 28, 2008.

In the Company’s opinion, the accompanying unaudited condensed consolidated financial statements reflect all adjustments necessary to present fairly the Company’s financial position as of September 5, 2008, and the results of the Company’s operations for the fiscal quarters ended September 5, 2008 and September 7, 2007 and for the periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007 and cash flows for the periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007. Interim results are not necessarily indicative of full-year performance because of the impact of seasonal and short-term variations.

The Company’s financial statements include all of the accounts of the Company and its subsidiaries in accordance with U.S. generally accepted accounting principles. All intercompany accounts and transactions have been eliminated in consolidation.

Reporting Periods

The results reported in the Company’s condensed consolidated statements of operations are based on results of its hotels reported by hotel managers. The Company’s hotel managers use different reporting periods. Marriott International, the manager of most of the Company’s properties, uses a fiscal year ending on the Friday closest to December 31 and reports twelve weeks of operations for each of the first three quarters and sixteen or seventeen weeks for the fourth quarter of the year for its domestic managed hotels. In contrast, Marriott, for its non-domestic hotels (including Frenchman’s Reef), Vail Resorts, manager of the Vail Marriott, Noble Management Group, LLC, manager of the Westin Atlanta North at Perimeter, Hilton Hotels Corporation, manager of the Conrad Chicago, and Westin Hotel Management, L.P, manager of the Westin Boston Waterfront Hotel report results on a monthly basis. Additionally, the Company, as a REIT, is required by U.S. federal tax laws to report results on a calendar year basis. As a result, the Company has adopted the reporting periods used by

Marriott International for its domestic hotels, except that the fiscal year always ends on December 31 to comply with REIT rules. The first three fiscal quarters end on the same day as Marriott International’s fiscal quarters but the fourth quarter ends on December 31 and the full year results, as reported in the statement of operations, always include the same number of days as the calendar year.

Two consequences of the reporting cycle the Company has adopted are: (1) quarterly start dates will usually differ between years, except for the first quarter which always commences on January 1, and (2) the first and fourth quarters of operations and year-to-date operations may not include the same number of days as reflected in prior years.

While the reporting calendar the Company adopted is more closely aligned with the reporting calendar used by the manager of most of its properties, one final consequence of the calendar is the Company is unable to report any results for Frenchman’s Reef, Vail Marriott, Westin Atlanta North at Perimeter, Conrad Chicago, or Westin Boston Waterfront Hotel for the month of operations that ends after its fiscal quarter-end because neither Westin Hotel Management, L.P., Hilton Hotels Corporation, Noble Management Group, LLC, Vail Resorts nor Marriott International make mid-month results available. As a result, the quarterly results of operations include results from Frenchman’s Reef, the Vail Marriott, the Westin Atlanta North at Perimeter, the Conrad Chicago, and the Westin Boston Waterfront Hotel as follows: first quarter (January, February), second quarter (March to May), third quarter (June to August) and fourth quarter (September to December). While this does not affect full-year results, it does affect the reporting of quarterly results.

Revenue Recognition

Revenues from operations of the hotels are recognized when the services are provided. Revenues consist of room sales, golf sales, food and beverage sales, and other hotel department revenues, such as telephone and gift shop sales.

Earnings Per Share

Basic earnings per share is calculated by dividing net income, adjusted for dividends on unvested stock grants, by the weighted-average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing net income, adjusted for dividends on unvested stock grants, by the weighted-average number of common shares outstanding during the period plus other potentially dilutive securities such as stock grants or shares issuable in the event of conversion of operating partnership units. No adjustment is made for shares that are anti-dilutive during a period.

Stock-based Compensation

The Company accounts for stock-based employee compensation using the fair value based method of accounting under Statement of Financial Accounting Standards No. 123 (revised 2004) ("SFAS 123R"), *Share-Based Payment*. The Company records the cost of awards with service conditions based on the grant-date fair value of the award. That cost is recognized over the period during which an employee is required to provide service in exchange for the award. No compensation cost is recognized for equity instruments for which employees do not render the requisite service. No awards with performance-based or market-based conditions have been issued.

Key Money

Key money received in conjunction with entering into hotel management agreements is deferred and amortized over the term of the hotel management agreement. Key money is classified as deferred income on the accompanying condensed consolidated balance sheets and amortized against management fees on the accompanying condensed consolidated statements of operations.

Yield Support

Marriott has provided the Company with operating cash flow guarantees for certain hotels to fund shortfalls of actual hotel operating income compared to a negotiated target net operating income. The Company refers to these guarantees as "yield support." Yield support received is recognized over the period earned if the yield support is not refundable and there is reasonable uncertainty of receipt at inception of the management agreement. Yield support is recorded as an offset to base management fees.

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Intangible Assets

Intangible assets are recorded on non-market contracts assumed as part of the acquisition of certain hotels. The Company records intangible assets at fair value on the acquisition date. Intangible assets with definite lives are amortized using the straight-line method over the remaining non-cancelable term of the contract. The Company does not amortize intangible assets with indefinite useful lives, but reviews these assets for impairment if events or circumstances indicate that the asset may be impaired.

Favorable Lease Assets and Unfavorable Contract Liabilities

The Company reviews the terms of agreements assumed in conjunction with the purchase of a hotel to determine if the terms are favorable or unfavorable compared to a market agreement at the acquisition date. Favorable lease assets or unfavorable contract liabilities are recorded at the acquisition date and amortized over the term of the agreement.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist principally of cash and cash equivalents. The Company maintains cash and cash equivalents with various high credit-quality financial institutions. The Company performs periodic evaluations of the relative credit standing of these financial institutions and limits the amount of credit exposure with any one institution.

Straight-Line Rent

The Company records rent expense on leases that provide for minimum rental payments that increase in pre-established amounts over the remaining term of the lease on a straight-line basis as required by U.S. generally accepted accounting principles.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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 from those estimates.

3. Property and Equipment

Property and equipment as of September 5, 2008 (unaudited) and December 31, 2007 consists of the following (in thousands):

| | September 5, 2008 | December 31, 2007 |
|-------------------|-------------------|-------------------|
| Land | \$ 219,590 | \$ 219,590 |
| Land improvements | 7,994 | 7,994 |
| Buildings | 1,653,896 | 1,630,793 |

| | | |
|------------------------------------|---------------------|---------------------|
| Furniture, fixtures and equipment | 242,975 | 213,348 |
| CIP and corporate office equipment | 5,097 | 15,208 |
| | <u>2,129,552</u> | <u>2,086,933</u> |
| Less: accumulated depreciation | (201,214) | (148,101) |
| | <u>\$ 1,928,338</u> | <u>\$ 1,938,832</u> |

As of September 5, 2008 and December 31, 2007, the Company had accrued capital expenditures of \$3.8 million and \$10.8 million, respectively.

4. Capital Stock

Common Shares

The Company is authorized to issue up to 200,000,000 shares of common stock, \$.01 par value per share. Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Holders

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of the Company's common stock are entitled to receive dividends out of assets legally available for the payment of dividends when authorized by the Company's board of directors.

Share Repurchase Program

On February 27, 2008, the Company's Board of Directors authorized a program to repurchase up to 4.8 million shares of its common stock. As of September 5, 2008, the Company had purchased the full 4.8 million shares under the program at an average price of \$10.15 per share. The Company retired all repurchased shares on their respective settlement dates.

Preferred Shares

The Company is authorized to issue up to 10,000,000 shares of preferred stock, \$.01 par value per share. The Company's board of directors is required to set for each class or series of preferred stock the terms, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends or other distributions, qualifications, and terms or conditions of redemption. As of September 5, 2008 and December 31, 2007, there were no shares of preferred stock outstanding.

5. Stock Incentive Plans

As of September 5, 2008, the Company has issued or committed to issue 1,712,473 shares of its common stock under its 2004 Stock Option and Incentive Plan, as amended, including 605,809 shares of unvested restricted common stock and a commitment to issue 454,763 units of deferred common stock.

Restricted Stock Awards

As of September 5, 2008, the Company's officers and employees have been awarded 1,551,012 shares of restricted common stock, including those shares that have vested. Shares issued to the Company's officers and employees vest over a three-year period from the date of the grant based on continued employment, with the exception of one grant made in 2008 that vests in its entirety three years from the grant date. The Company measures compensation expense for the restricted stock awards based upon the fair market value of its common stock at the date of grant. Compensation expense is recognized on a straight-line basis over the vesting period and is included in corporate expenses in the accompanying condensed consolidated statements of operations.

A summary of the Company's restricted stock awards from January 1, 2006 to September 5, 2008 is as follows:

| | Number of Shares | Weighted- Average Grant Date Fair Value |
|---------------------------------------|---------------------|--|
| Unvested balance at January 1, 2006 | 747,000 | \$ 10.04 |
| Granted | 197,360 | 15.91 |
| Vested | (482,833) | 10.02 |
| Unvested balance at December 31, 2006 | 461,527 | 12.57 |
| Granted | 199,885 | 17.99 |
| Vested | (314,787) | 11.27 |
| Unvested balance at December 31, 2007 | 346,625 | 16.88 |
| Granted | 406,767 | 10.92 |
| Vested | (147,583) | 16.31 |
| Unvested balance at September 5, 2008 | <u>605,809</u> | <u>\$ 13.02</u> |

The remaining share awards will vest as follows: 197,076 shares during 2009, 131,296 shares during 2010 and 277,437 during 2011. As of September 5, 2008, the unrecognized compensation cost related to restricted stock awards was \$6.7 million and the weighted-average period over which the unrecognized compensation expense will be recorded is approximately 26 months. For the fiscal quarters ended September 5, 2008 and September 7, 2007, the Company recorded \$0.7 million of compensation expense related to restricted stock awards. For the periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007, the Company recorded \$2.1 million and \$2.8 million, respectively, of compensation expense related to restricted stock awards.

Deferred Stock Awards

At the time of the Company's initial public offering, the Company made a commitment to issue 382,500 shares of deferred stock units to the Company's senior executive officers. These deferred stock units are fully vested and represent the promise of the Company to issue a number of shares of the Company's common stock to each senior executive officer upon the earlier of (i) a change of control or (ii) June 1, 2010 (the "Deferral Period"). However, if an executive's service with the Company is terminated for "cause" prior to the expiration of the Deferral Period, all deferred stock unit awards will be forfeited. The executive officers are restricted from transferring these shares until the end of the Deferral Period. As of September 5, 2008, the Company has a commitment to issue 454,763 shares under this plan. The share commitment increased from 382,500 to 454,763 since the Company's initial public offering because current dividends are not paid out but instead are effectively reinvested at the dividend payment date's closing price of the Company's common stock. No expense has been recognized during 2008 or 2007 for these awards.

Stock Appreciation Rights and Dividend Equivalent Rights

Beginning in 2008, the Company's corporate officers were awarded stock-settled Stock Appreciation Rights ("SARs") and Dividend Equivalent Rights ("DERs"). The SARs/DERs vest over three years based on continued employment and may be exercised, in whole or in part, at any time after the instrument vests and before the tenth anniversary of issuance. Upon exercise, the holder of a SAR is entitled to receive a number of common shares equal to the positive difference, if any, between the closing price of the Company's common stock on the exercise date and the "strike price." The strike price is equal to the closing price of the Company's common stock on the SAR grant date. The Company simultaneously issued one DER for each SAR. The DER entitles the holder to the value of dividends issued on one share of common stock. No dividends are paid on a DER prior to vesting, but upon vesting, the holder of each DER will receive a lump sum equal to the cumulative dividends paid per share of common stock from the grant date through the vesting date. The DER will terminate upon exercise or expiration of each SAR. The Company measures compensation expense of the SAR/DER awards based upon the fair market value of these awards at the grant date. Compensation expense is recognized on a straight-line basis over the vesting period and is included in corporate expenses in the accompanying condensed consolidated statements of operations.

On March 4, 2008, the Company issued 300,225 SARs/DERs to its executive officers with an aggregate fair value of approximately \$2.0 million. The strike price of the SARs is \$12.59. For the period from January 1, 2008 to September 5, 2008, the Company recorded approximately \$0.4 million of compensation expense related to the SARs/DERs. A summary of the Company's unvested SARs/DERs as of September 5, 2008 is as follows:

| | Number of SARs/DERs | Weighted- Average Grant Date Fair Value |
|------------------------------|------------------------|--|
| Balance at January 1, 2008 | — | \$ — |
| Granted | 300,225 | 6.62 |
| Vested | — | — |
| Balance at September 5, 2008 | <u>300,225</u> | <u>\$ 6.62</u> |

6. Earnings Per Share

Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted-average number of common shares outstanding. Diluted earnings per share is calculated by dividing net income available to common shareholders, that has been adjusted for dilutive securities, by the weighted-average number of common shares outstanding including dilutive securities. No effect is shown for securities that are anti-dilutive. The Company's unvested SARs were not included in the computation of diluted earnings per share because to do so would have been antidilutive.

The following is a reconciliation of the calculation of basic and diluted earnings per share (in thousands, except share and per share data):

| | Fiscal Quarter Ended September 5, 2008 (unaudited) | Fiscal Quarter Ended September 7, 2007 (unaudited) | Period from January 1, 2008 to September 5, 2008 (unaudited) | Period from January 1, 2007 to September 7, 2007 (unaudited) |
|---|--|---|---|---|
| Basic Earnings per Share Calculation: | | | | |
| Numerator: | | | | |
| Net income | \$ 12,212 | \$ 15,868 | \$ 39,144 | \$ 43,171 |
| Less: dividends on unvested restricted common stock | (151) | (83) | (389) | (324) |
| Net income after dividends on unvested restricted common stock | 12,061 | 15,785 | 38,755 | 42,847 |
| Less: discontinued operations | — | (316) | — | (1,141) |
| Net income from continuing operations after dividends on unvested restricted common stock | <u>\$ 12,061</u> | <u>\$ 15,469</u> | <u>\$ 38,755</u> | <u>\$ 41,706</u> |
| Weighted-average number of common shares outstanding—basic | <u>92,425,801</u> | <u>95,086,709</u> | <u>94,261,449</u> | <u>93,760,776</u> |
| Basic earnings per share: | | | | |
| Continuing operations | \$ 0.13 | \$ 0.16 | \$ 0.41 | \$ 0.45 |

| | | | | |
|---|------------|------------|------------|------------|
| Discontinued operations | — | 0.01 | — | 0.01 |
| Total | \$ 0.13 | \$ 0.17 | \$ 0.41 | \$ 0.46 |
| Diluted Earnings per Share Calculation: | | | | |
| Numerator: | | | | |
| Net income | \$ 12,212 | \$ 15,868 | \$ 39,144 | \$ 43,171 |
| Less: dividends on unvested restricted common stock | (151) | (83) | (389) | (324) |
| Net income after dividends on unvested restricted common stock | 12,061 | 15,785 | 38,755 | 42,847 |
| Less: discontinued operations | — | (316) | — | (1,141) |
| Net income from continuing operations after dividends on unvested restricted common stock | \$ 12,061 | \$ 15,469 | \$ 38,755 | \$ 41,706 |
| Weighted-average number of common shares outstanding—basic | 92,425,801 | 95,086,709 | 94,261,449 | 93,760,776 |
| Unvested restricted common stock | 36,392 | 57,085 | 163,168 | 58,557 |
| Unvested SARs | — | — | — | — |
| Weighted-average number of common shares outstanding—diluted | 92,462,193 | 95,143,794 | 94,424,617 | 93,819,333 |
| Diluted earnings per share: | | | | |
| Continuing operations | \$ 0.13 | \$ 0.16 | \$ 0.41 | \$ 0.45 |
| Discontinued operations | — | 0.01 | — | 0.01 |
| Total | \$ 0.13 | \$ 0.17 | \$ 0.41 | \$ 0.46 |

7. Debt

The Company has incurred limited recourse, property specific mortgage debt in conjunction with certain of its hotels. In the event of default, the lender may only foreclose on the pledged assets; however, in the event of fraud, misapplication of funds and other customary recourse provisions, the lender may seek payment from the Company. As of September 5, 2008, twelve of the Company's twenty hotel properties were secured by mortgage debt. The Company's

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mortgage debt contains certain property specific covenants and restrictions, including minimum debt service coverage ratios that trigger cash management provisions as well as restrictions on incurring additional debt without lender consent. As of September 5, 2008, the Company was in compliance with the financial covenants of its mortgage debt.

The following table sets forth information regarding the Company's debt as of September 5, 2008 (unaudited), in thousands:

| Property | Principal Balance | Interest Rate |
|---|-------------------|--|
| Courtyard Manhattan / Midtown East | \$ 41,581 | 5.195% |
| Marriott Salt Lake City Downtown | 34,867 | 5.50% |
| Courtyard Manhattan / Fifth Avenue | 51,000 | 6.48% |
| Marriott Griffin Gate Resort | 28,615 | 5.11% |
| Renaissance Worthington | 57,400 | 5.40% |
| Frenchman's Reef & Morning Star Marriott Beach Resort | 62,500 | 5.44% |
| Marriott Los Angeles Airport | 82,600 | 5.30% |
| Orlando Airport Marriott | 59,000 | 5.68% |
| Chicago Marriott Downtown Magnificent Mile | 220,000 | 5.975% |
| Renaissance Austin | 83,000 | 5.507% |
| Renaissance Waverly | 97,000 | 5.503% |
| Bethesda Marriott Suites | 5,000 | LIBOR + 0.95 (3.41% as of September 5, 2008) |
| Total mortgage debt | 822,563 | |
| Senior unsecured credit facility | 76,000 | LIBOR + 0.95 (3.42% as of September 5, 2008) |
| Total debt | \$ 898,563 | |
| Weighted-Average Interest Rate | | 5.44% |

The Company is party to a four-year, \$200.0 million unsecured credit facility (the "Facility") expiring in February 2011. The Company may extend the maturity date of the Facility for an additional year upon the payment of applicable fees and the satisfaction of certain other customary conditions.

Interest is paid on the periodic advances under the Facility at varying rates, based upon either LIBOR or the alternate base rate, plus an agreed upon additional margin amount. The interest rate depends upon the Company's level of outstanding indebtedness in relation to the value of its assets from time to time, as follows:

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| | Leverage Ratio | | | | |
|----------------------------|----------------|------------|------------|---------------|--|
| | 60% or greater | 55% to 60% | 50% to 55% | Less than 50% | |
| Alternate base rate margin | 0.65% | 0.45% | 0.25% | 0.00% | |
| LIBOR margin | 1.55% | 1.45% | 1.25% | 0.95% | |

The Facility contains various corporate financial covenants. A summary of the most restrictive covenants is as follows:

| | Covenant | Actual at September 5, 2008 |
|---|-----------------|-----------------------------|
| Maximum leverage ratio* | 65% | 40.0% |
| Minimum fixed charge coverage ratio | 1.6x | 2.9x |
| Minimum tangible net worth | \$738.4 million | \$1.2 billion |
| Unhedged floating rate debt as a percentage of total indebtedness | 35% | 9.0% |

* "Maximum leverage ratio" is determined by dividing the total debt outstanding by the net asset value of the Company's corporate assets and hotels. Hotel level net asset values are calculated based on the application of a contractual capitalization rate (which range from 7.5% to 8.0%) to the trailing twelve month hotel net operating income.

The Facility requires that the Company maintain a specific pool of unencumbered borrowing base properties. The unencumbered borrowing base assets are subject to the following limitations and covenants:

| | Covenant | Actual at September 5, 2008 |
|--|---------------|-----------------------------|
| Minimum implied debt service ratio | 1.5x | 9.97x |
| Maximum unencumbered leverage ratio | 65% | 10.3% |
| Minimum number of unencumbered borrowing base properties | 4 | 8 |
| Minimum unencumbered borrowing base value | \$150 million | \$737.8 million |
| Percentage of total asset value owned by borrowers or guarantors | 90% | 100% |

In addition to the interest payable on amounts outstanding under the Facility, the Company is required to pay an amount equal to 0.20% of the unused portion of the Facility if the unused portion of the Facility is greater than 50% and 0.125% if the unused portion of the Facility is less than 50%. The Company incurred interest and unused credit facility fees on the Facility of \$0.6 million and \$0.7 million for the fiscal quarters ended September 5, 2008 and September 7, 2007, respectively and \$1.2 million and \$1.7 million for the periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007, respectively. As of September 5, 2008, the Company had \$76.0 million outstanding under the Facility. Subsequent to September 5, 2008, the Company drew an additional \$74.0 million under the Facility.

8. Discontinued Operations

On December 21, 2007, the Company sold the SpringHill Suites Atlanta Buckhead for \$36.0 million, resulting in a gain of approximately \$3.8 million, net of \$0.1 million of income taxes. The following table summarizes the components of discontinued operations in the condensed consolidated statements of operations for the periods presented (in thousands):

| | Fiscal Quarter Ended September 7, 2007 | Period from January 1, 2007 to September 7, 2007 |
|-------------------------------------|--|--|
| Revenues | \$ 1,494 | \$ 4,616 |
| Pre-tax income from operations | 228 | 913 |
| Income tax benefit | 88 | 228 |
| Income from discontinued operations | \$ 316 | \$ 1,141 |

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9. Dividends

The Company pays quarterly cash dividends to common stockholders at the discretion of its Board of Directors. The following table sets forth the dividends paid to common stockholders since January 1, 2008:

| Payment Date | Record Date | Dividend per Share |
|--------------------|-------------------|--------------------|
| January 10, 2008 | December 31, 2007 | \$ 0.24 |
| April 1, 2008 | March 21, 2008 | \$ 0.25 |
| June 24, 2008 | June 13, 2008 | \$ 0.25 |
| September 16, 2008 | September 5, 2008 | \$ 0.25 |

10. Transactions with Hotel Managers

Key Money

Marriott has contributed to the Company certain amounts in exchange for the right to manage hotels the Company has acquired or for the completion of certain brand enhancing capital projects. The Company refers to these amounts as “key money.” Marriott has provided the Company with an aggregate of approximately \$22 million of key money in connection with the acquisitions of six of its hotels, \$10 million of which was offered for the Chicago Marriott in exchange for a commitment to complete the renovation of certain public spaces and meeting rooms at the hotel. The Company received \$5 million during the third fiscal quarter of 2007 and the remaining \$5 million in January 2008 and completed the required renovation in 2008.

11. Commitments and Contingencies

Litigation

The Company is not involved in any material litigation nor, to its knowledge, is any material litigation threatened against the Company. The Company is involved in routine litigation arising out of the ordinary course of business, most of which is expected to be covered by insurance and none of which is expected to have a material impact on its financial condition or results of operations.

Income Taxes

The Company had no accruals for tax uncertainties as of September 5, 2008 and December 31, 2007. As of September 5, 2008, all of the Company’s federal income tax returns and state tax returns for the jurisdictions in which the Company’s hotels are located remain subject to examination by the respective jurisdiction tax authorities.

12. Fair Value Measurements

The Company implemented the provisions of Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (“SFAS 157”), on January 1, 2008 for financial assets and liabilities recognized or disclosed at fair value. The implementation of SFAS 157 did not have a material impact on the Company’s results of operations, financial position or cash flows. There were no assets or liabilities that would have been measured differently had the unimplemented provisions of SFAS 157 deferred by FASB Staff Position No. 157-2 been implemented as of January 1, 2008.

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

This report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company intends such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and includes this statement for purposes of complying with these safe harbor provisions. These forward-looking statements are generally identifiable by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project” or similar expressions, whether in the negative or affirmative. Forward-looking statements are based on management’s current expectations and assumptions and are not guarantees of future performance. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, the risk factors discussed herein and other factors discussed from time to time in our periodic filings with the Securities and Exchange Commission. Accordingly, there is no assurance that the Company’s expectations will be realized. Except as otherwise required by the federal securities laws, the Company disclaims any obligations or undertaking to publicly release any updates or revisions to any forward-looking statement contained in this report to reflect events, circumstances or changes in expectations after the date of this report.

Overview

We are a lodging focused real estate company that owns, as of October 15, 2008, twenty premium hotels and resorts which contain approximately 9,600 guestrooms. We are committed to maximizing shareholder value through investing in premium full service hotels and, to a lesser extent, premium urban limited service hotels located throughout the United States. Our hotels are concentrated in key gateway cities and in destination resort locations and are all operated under a brand owned by one of the top three national brand companies (Marriott, Starwood or Hilton).

We are owners, as opposed to operators, of hotels. As owners, we receive all of the operating profits or losses generated by our hotels, after we pay the hotel managers a fee based on the revenues and profitability of the hotels and reimburse all of their direct and indirect operating costs.

As owners, we create value by acquiring the right hotels with the right brands in the right markets, prudently financing our hotels, thoughtfully re-investing capital in our hotels, implementing profitable operating strategies and approving the annual operating and capital budgets for our hotels, closely monitoring the performance of our hotels, and deciding if and when to sell our hotels. In addition, we are committed to enhancing the value of our operating platform by being open and transparent in our communications with investors, monitoring our corporate overhead and following corporate governance best practices.

We differentiate ourselves from our competitors because of our adherence to three basic principles:

- high quality urban and resort focused real estate;
- conservative capital structure; and
- thoughtful asset management.

High Quality Urban and Resort Focused Real Estate

We own twenty premium hotels and resorts in North America. These hotels and resorts are primarily categorized as upper upscale as defined by Smith Travel Research and are generally located in high barrier to entry markets with multiple demand generators.

Our properties are concentrated in five key gateway cities (New York City, Los Angeles, Chicago, Boston and Atlanta) and in destination resorts (such as the U.S. Virgin Islands and Vail, Colorado). We believe that these gateway cities and destination resorts are high growth markets because they are attractive business and leisure destinations. We also believe that these locations are better insulated from new supply due to relatively high barriers to entry and expensive construction costs.

We believe that higher quality lodging assets create more dynamic cash flow growth and superior long-term capital appreciation.

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Conservative Capital Structure

We are committed to maintaining a conservative and flexible capital structure with prudent leverage levels. During 2004 through early 2007, we took advantage of the low interest rate environment by fixing our debt rates for an extended period of time. Depending on the outlook for interest rates in the future, we maintain the flexibility to modify these strategies.

As of September 5, 2008, 91.0% of our debt carried fixed interest rates, with a weighted-average interest rate of 5.44%, and a weighted-average maturity of 6.5 years. As of September 5, 2008, we had \$898.6 million of debt outstanding, representing a net debt-to-enterprise value ratio of 50.6%, which is calculated as our net debt (debt less unrestricted cash) divided by our enterprise value, which is our market capitalization plus net debt.

We prefer a relatively simple but efficient capital structure. We have not invested in joint ventures and have not issued any operating partnership units or preferred stock. We endeavor to structure our hotel acquisitions so that they will not overly complicate our capital structure; however, we will consider a more complex transaction if we believe that the projected returns to our stockholders will significantly exceed the returns that would otherwise be available.

Thoughtful Asset Management

We believe that we are able to create significant value in our portfolio by utilizing our management's extensive experience and our innovative asset management strategies.

Our senior management team has established a broad network of hotel industry contacts and relationships, including relationships with hotel owners, financiers, operators, project managers and contractors and other key industry participants.

We use our broad network to maximize the value of our hotels. Under the regulations governing REITs, we are required to engage a hotel manager through one of our subsidiaries to manage each of our hotels pursuant to a management agreement. Our philosophy is to negotiate management agreements that give us the right to exert significant influence over the management of our properties, annual budgets and all capital expenditures, and then to use those rights to continually monitor and improve the performance of our properties. We cooperatively partner with the managers of our hotels in an attempt to increase operating results and long-term asset values at our hotels. In addition to working directly with the personnel at our hotels, our senior management team also has long-standing professional relationships with our hotel managers' senior executives, and we work directly with these senior executives to improve the performance of our portfolio.

We believe we can create significant value in our portfolio through innovative asset management strategies such as rebranding, renovating and repositioning. We are committed to regularly evaluating our portfolio to determine if we can employ these value-added strategies at our hotels. During 2006, 2007 and the period from January 1, 2008 to September 5, 2008, we completed a significant amount of capital reinvestment in our hotels – completing projects that ranged from room renovations (Courtyard Manhattan/Midtown East, Los Angeles Airport Marriott, Bethesda Marriott Suites, Orlando Airport Marriott, Frenchman's Reef & Morning Star Marriott Beach Resort and Westin Atlanta North at Perimeter) to a total renovation and repositioning of the hotel (Torrance Marriott South Bay and the Oak Brook Hills Marriott Resort) to the addition of new meeting space, spa or restaurant repositioning (Westin Boston Waterfront, Chicago Marriott and Marriott Griffin Gate Resort). By the end of 2008, we expect to have fully renovated nearly all of the hotels in our portfolio. In connection with our planned renovations and repositionings, our senior management team and our asset managers are individually committed to completing these renovations on time, on budget and with minimum disruption at our hotels.

A core tenet of our asset management strategy is to leverage national hotel brands. We strongly believe in the value of powerful national brands because we believe that they are able to produce incremental revenue and profits compared to similar unbranded hotels. Dominant national hotel brands typically have very strong reservation and reward systems and sales organizations, as a result, all of our hotels are operated under a brand owned by one of the top three national brand companies (Marriott, Starwood or Hilton) and all but two of the hotels are operated by the brand company directly. Generally, we are interested in acquiring only those hotels that are operated under a nationally recognized brand or can be converted into a branded hotel.

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Key Indicators of Financial Condition and Operating Performance

We use a variety of operating and other information to evaluate the financial condition and operating performance of our business. These key indicators include financial information that is prepared in accordance with GAAP, as well as other financial information that is not prepared in accordance with GAAP. In addition, we use other information that may not be financial in nature, including statistical information and comparative data. We use this information to measure the performance of individual hotels, groups of hotels and/or our business as a whole. We periodically compare historical information to our internal budgets as well as industry-wide information. These key indicators include:

- Occupancy percentage;
- Average Daily Rate (or ADR);
- Revenue per Available Room (or RevPAR);

- Earnings Before Interest, Income Taxes, Depreciation and Amortization (or EBITDA); and
- Funds From Operations (or FFO).

Occupancy, ADR and RevPAR are commonly used measures within the hotel industry to evaluate operating performance. RevPAR, which is calculated as the product of ADR and occupancy percentage, is an important statistic for monitoring operating performance at the individual hotel level and across our business as a whole. We evaluate individual hotel RevPAR performance on an absolute basis with comparisons to budget and prior periods, as well as on a company-wide basis. ADR and RevPAR include only room revenue. Room revenue comprised approximately 66% of our total revenues for the fiscal quarter ended September 5, 2008, and is dictated by demand, as measured by occupancy percentage, pricing, as measured by ADR, and our available supply of hotel rooms.

Our ADR, occupancy percentage and RevPAR performance may be impacted by macroeconomic factors such as regional and local employment growth, personal income and corporate earnings, office vacancy rates and business relocation decisions, airport and other business and leisure travel, new hotel construction and the pricing strategies of competitors. In addition, our ADR, occupancy percentage and RevPAR performance is dependent on the continued success of Marriott and its brands as well as the Westin and Conrad brands.

We also use EBITDA and FFO as measures of the financial performance of our business. See “Non-GAAP Financial Matters.”

Our Hotels

The following table sets forth certain operating information for each of our hotels for the period from January 1, 2008 to September 5, 2008. The percent change from 2007 RevPAR for the period from January 1, 2007 to September 7, 2007 includes the results of the Westin Boston Waterfront Hotel for the period prior to our acquisition of the hotel.

| Property | Location | Number of Rooms | Occupancy (%) | ADR(\$) | RevPAR(\$) | % Change from 2007 RevPAR |
|---|---------------------------------|-----------------|---------------|------------------|------------------|---------------------------|
| Chicago Marriott | Chicago, Illinois | 1,198 | 73.2% | \$ 205.07 | \$ 150.03 | (7.5)% |
| Los Angeles Airport Marriott | Los Angeles, California | 1,004 | 86.7 | 114.98 | 99.68 | 4.2 |
| Westin Boston Waterfront Hotel (1) | Boston, Massachusetts | 793 | 69.9 | 197.74 | 138.28 | (0.4) |
| Renaissance Waverly Hotel | Atlanta, Georgia | 521 | 70.2 | 142.63 | 100.08 | 0.1 |
| Salt Lake City Marriott Downtown | Salt Lake City, Utah | 510 | 70.6 | 135.56 | 95.68 | (3.1) |
| Renaissance Worthington | Fort Worth, Texas | 504 | 73.8 | 176.59 | 130.38 | (0.1) |
| Frenchman’s Reef & Morning Star Marriott Beach Resort (1) | St. Thomas, U.S. Virgin Islands | 502 | 85.6 | 253.42 | 216.90 | 2.2 |
| Renaissance Austin Hotel | Austin, Texas | 492 | 69.8 | 158.71 | 110.84 | (7.4) |
| Torrance Marriott South Bay | Los Angeles County, California | 487 | 82.3 | 125.81 | 103.52 | 8.2 |
| Orlando Airport Marriott | Orlando, Florida | 486 | 74.2 | 121.79 | 90.42 | (5.7) |
| Marriott Griffin Gate Resort | Lexington, Kentucky | 408 | 65.1 | 139.56 | 90.84 | 2.9 |
| Oak Brook Hills Marriott Resort | Oak Brook, Illinois | 386 | 52.7 | 133.19 | 70.18 | (10.8) |
| Westin Atlanta North at Perimeter (1) | Atlanta, Georgia | 369 | 61.8 | 142.77 | 88.20 | (6.8) |
| Vail Marriott Mountain Resort & Spa (1) | Vail, Colorado | 346 | 69.5 | 254.23 | 176.69 | 4.5 |
| Marriott Atlanta Alpharetta | Atlanta, Georgia | 318 | 61.8 | 148.83 | 92.00 | (2.5) |
| Courtyard Manhattan/Midtown East | New York, New York | 312 | 90.5 | 289.03 | 261.43 | 8.8 |
| Conrad Chicago (1) | Chicago, Illinois | 311 | 75.7 | 229.61 | 173.75 | (0.7) |
| Bethesda Marriott Suites | Bethesda, Maryland | 272 | 72.2 | 191.47 | 138.28 | 2.3 |
| Courtyard Manhattan/Fifth Avenue | New York, New York | 185 | 89.3 | 288.70 | 257.78 | 8.0 |
| The Lodge at Sonoma, a Renaissance Resort & Spa | Sonoma, California | 182 | 70.3 | 225.20 | 158.36 | 2.5 |
| TOTAL/WEIGHTED AVERAGE | | 9,586 | 73.8% | \$ 176.35 | \$ 130.12 | (0.4)% |

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- (1) The Frenchman’s Reef & Morning Star Marriott Beach Resort, Vail Marriott Mountain Resort & Spa, Westin Atlanta North at Perimeter, Conrad Chicago and the Westin Boston Waterfront Hotel report operations on a calendar month and year basis. The period from January 1, 2008 to September 5, 2008 includes the operations for the period from January 1, 2008 to August 31, 2008 for these five hotels.

Outlook

After several years of above-average growth in the lodging industry, the operating environment has become challenging. The economic drivers that impact underlying lodging demand, such as GDP growth, corporate earnings, consumer confidence and employment, have deteriorated during 2008. We expect that such economic drivers will further weaken during the rest of the year and into 2009. The decline in these lodging demand drivers has resulted in revenue decline for our hotels, and we currently project that our hotel revenues will contract during the fourth quarter of 2008 compared to the same period in 2007.

Furthermore, we believe that the continued slowing of the economy and its impact on demand drivers has resulted in lower transient demand in the lodging industry, primarily from the customers in the corporate and leisure segments that comprise approximately 60% of our room sales. In an uncertain economy where consumers and corporations have a negative outlook, it is very difficult to accurately forecast the behavior of these individual travelers, but it is clear that lodging demand has declined compared to the prior year. We believe that a number of these individual travelers will continue to postpone or eliminate travel, or travel on a reduced budget, until consumer and business sentiment improves. As a result, we currently expect full year RevPAR to contract by 1 to 3 percent.

Moreover, while we are taking cost containment measures at our hotels, certain of our cost categories are increasing at a rate greater than the current rate of inflation, including wages, benefits, utilities and real estate taxes. The combination of declining revenues and increasing operating costs will impact our operating results over the next fiscal quarter and into 2009. In addition, certain of our markets will experience new hotel supply in 2009, the most significant of which is in Fort Worth, Texas, where we have one hotel.

Although negative operating trends are likely to extend for some period of time, we expect operating results to improve when the general economy improves. However, given the current financial markets crisis and general economic conditions, there can be no assurances that our operating results will not continue to decrease. We have a strong balance sheet and have maintained one of the lowest levels of leverage in the industry. The current crisis in the

financial markets has resulted in deleveraging throughout the global finance system. The displacement in the current financing market has resulted in a very difficult borrowing environment. We drew an additional \$55 million on our credit facility in late September in order to mitigate the medium to long-term liquidity risks of the current market.

Results of Operations

As of September 5, 2008, we owned twenty hotels. Our total assets were \$2.1 billion, total liabilities were \$1.1 billion, including \$898.6 million of debt, and shareholders' equity was approximately \$1.0 billion. As of December 31, 2007, our total assets were \$2.1 billion, total liabilities were \$1.1 billion, including \$824.5 million of debt, and shareholders' equity was approximately \$1.1 billion.

Comparison of the Fiscal Quarter Ended September 5, 2008 to the Fiscal Quarter Ended September 7, 2007

Our net income for the fiscal quarter ended September 5, 2008 was \$12.2 million compared to \$15.9 million for the fiscal quarter ended September 7, 2007.

Revenue. Revenue from continuing operations consists primarily of the room, food and beverage and other operating revenues from our hotels. Revenues for the fiscal quarters ended September 5, 2008 and September 7, 2007, respectively, consist of the following (in thousands):

| | Fiscal Quarter Ended September 5, 2008 | Fiscal Quarter Ended September 7, 2007 |
|-------------------|--|--|
| Rooms | \$ 106,203 | \$ 109,483 |
| Food and beverage | 45,512 | 47,655 |
| Other | 9,680 | 9,379 |
| Total revenues | <u>\$ 161,395</u> | <u>\$ 166,517</u> |

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Our total revenues from continuing operations decreased \$5.1 million, from \$166.5 million for the fiscal quarter ended September 7, 2007 to \$161.4 million for the fiscal quarter ended September 5, 2008. This decrease is primarily the result of a 3.0 percent decline in RevPAR at our hotels driven by a 0.6 percent decrease in the average daily rate and a 1.9 percentage point decrease in occupancy. The performance of our hotels was varied by market. For instance, our New York City market and the Frenchman's Reef Resort were stronger, while certain of our other markets, including Chicago, Boston and Atlanta were softer.

Individual hotel revenues for the fiscal quarters ended September 5, 2008 and September 7, 2007, respectively, consist of the following (in millions):

| | Fiscal Quarter Ended September 5, 2008 | Fiscal Quarter Ended September 7, 2007 | Increase (Decrease) |
|---|--|--|------------------------|
| Chicago Marriott | \$ 24.6 | \$ 25.6 | \$ (1.0) |
| Westin Boston Waterfront Hotel (1) | 18.4 | 19.6 | (1.2) |
| Frenchman's Reef & Morning Star Marriott Beach Resort (1) | 13.5 | 12.6 | 0.9 |
| Los Angeles Airport Marriott | 13.2 | 13.4 | (0.2) |
| Conrad Chicago (1) | 7.9 | 8.7 | (0.8) |
| Renaissance Austin Hotel | 7.5 | 7.2 | 0.3 |
| Courtyard Manhattan/Midtown East | 7.4 | 6.8 | 0.6 |
| Renaissance Waverly Hotel | 7.1 | 7.5 | (0.4) |
| Oak Brook Hills Marriott Resort | 6.8 | 8.0 | (1.2) |
| Renaissance Worthington | 6.7 | 7.0 | (0.3) |
| Marriott Griffin Gate Resort | 6.7 | 6.5 | 0.2 |
| Torrance Marriott South Bay | 6.3 | 6.0 | 0.3 |
| Salt Lake City Marriott Downtown | 5.9 | 6.3 | (0.4) |
| Vail Marriott Mountain Resort & Spa (1) | 5.2 | 5.9 | (0.7) |
| The Lodge at Sonoma, a Renaissance Resort & Spa | 4.9 | 5.1 | (0.2) |
| Westin Atlanta North at Perimeter (1) | 4.2 | 4.2 | — |
| Courtyard Manhattan/Fifth Avenue | 4.2 | 3.9 | 0.3 |
| Orlando Airport Marriott | 4.1 | 4.8 | (0.7) |
| Bethesda Marriott Suites | 3.8 | 3.9 | (0.1) |
| Marriott Atlanta Alpharetta | 3.0 | 3.5 | (0.5) |
| Total | <u>\$ 161.4</u> | <u>\$ 166.5</u> | <u>\$ (5.1)</u> |

- (1) The Frenchman's Reef & Morning Star Marriott Beach Resort, Vail Marriott Mountain Resort & Spa, Westin Atlanta North at Perimeter, Conrad Chicago and the Westin Boston Waterfront Hotel report operations on a calendar month and year basis. The fiscal quarters ended September 5, 2008 and September 7, 2007 include the operations for the period from June 1, 2008 to August 31, 2008 and June 1, 2007 to August 31, 2007, respectively, for these five hotels.

The following are the key hotel operating statistics for our hotels for the fiscal quarters ended September 5, 2008 and September 7, 2007, respectively.

| | Fiscal Quarter Ended September 5, 2008 | Fiscal Quarter Ended September 7, 2007 | % Change |
|--|--|--|----------|
|--|--|--|----------|

| | | | | | |
|-------------|----|--------|----|--------|-------------------------|
| Occupancy % | | 76.5% | | 78.4% | (1.9) percentage points |
| ADR | \$ | 169.00 | \$ | 169.97 | (0.6)% |
| RevPAR | \$ | 129.33 | \$ | 133.27 | (3.0)% |

Hotel operating expenses. Hotel operating expenses from continuing operations consist primarily of operating expenses of our hotels, including non-cash ground rent expense. The operating expenses for the fiscal quarters ended September 5, 2008 and September 7, 2007, respectively, consist of the following (in millions):

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| | Fiscal Quarter Ended September 5, 2008 | Fiscal Quarter Ended September 7, 2007 |
|---|--|--|
| Rooms departmental expenses | \$ 25.4 | \$ 25.7 |
| Food and beverage departmental expenses | 33.0 | 33.8 |
| Other hotel expenses | 46.7 | 45.9 |
| Base management fees | 4.4 | 4.5 |
| Yield support | — | (0.3) |
| Incentive management fees | 2.4 | 2.6 |
| Property taxes | 5.1 | 5.5 |
| Ground rent—Contractual | 0.5 | 0.4 |
| Ground rent—Non-cash | 1.8 | 1.8 |
| Total hotel operating expenses | <u>\$ 119.3</u> | <u>\$ 119.9</u> |

Depreciation and amortization. Depreciation and amortization is recorded on our hotel buildings over 40 years for the periods subsequent to acquisition. Depreciable lives of hotel furniture, fixtures and equipment are estimated as the time period between the acquisition date and the date that the hotel furniture, fixtures and equipment will be replaced. Our depreciation and amortization expense increased \$1.1 million from \$17.2 million for the fiscal quarter ended September 7, 2007 to \$18.3 million for the fiscal quarter ended September 5, 2008 due to increased capital expenditures in 2008, primarily consisting of the significant capital projects at the Chicago Marriott and the Westin Boston Waterfront Hotel.

Corporate expenses. Our corporate expenses decreased \$0.1 million from \$3.3 million for the fiscal quarter ended September 7, 2007 to \$3.2 million for the fiscal quarter ended September 5, 2008. Corporate expenses principally consist of employee-related costs, including base payroll, bonus and restricted stock. Corporate expenses also include corporate operating costs, professional fees and directors' fees.

Interest expense. Our interest expense decreased \$0.1 million from \$11.7 million for the fiscal quarter ended September 7, 2007 to \$11.6 million for the fiscal quarter ended September 5, 2008. The decrease in interest expense is primarily attributable to the lower interest rate on outstanding borrowings under our credit facility during the third fiscal quarter of 2008 due to the decrease in LIBOR. The 2008 interest expense is comprised of mortgage debt (\$10.8 million), amortization of deferred financing costs (\$0.2 million) and interest and unused facility fees on our credit facility (\$0.6 million). The 2007 interest expense is comprised of mortgage debt (\$10.8 million), amortization of deferred financing costs (\$0.2 million) and interest and unused facility fees on our credit facility (\$0.7 million).

As of September 5, 2008, we had property-specific mortgage debt outstanding on twelve of our hotels. On all but one of the hotels, we have fixed-rate secured debt, which bears interest at rates ranging from 5.11% to 6.48% per year. Amounts drawn under the credit facility bear interest at a variable rate that fluctuates based on the level of outstanding indebtedness in relation to the value of our assets from time to time. The weighted-average interest rate on our credit facility was 3.42% as of September 5, 2008 as compared to 6.46% as of September 7, 2007. We had \$76.0 million drawn on the credit facility as of September 5, 2008. Subsequent to September 5, 2008, we drew an additional \$74.0 million under the credit facility primarily to increase our cash reserves during this time of economic uncertainty. Our weighted-average interest rate on all debt as of September 5, 2008 was 5.44%.

Interest income. Interest income decreased \$0.2 million from \$0.5 million for the fiscal quarter ended September 7, 2007 to \$0.3 million for the fiscal quarter ended September 5, 2008 primarily due to lower interest rates earned on our corporate cash in 2008.

Gain on early extinguishment of debt. During the fiscal quarter ended September 7, 2007, we repaid our \$18.4 million fixed-rate mortgage debt on the Bethesda Marriott Suites and replaced it with a \$5.0 million variable-rate mortgage. In connection with this transaction, we recognized a gain on the early extinguishment of \$0.4 million, which is comprised of the write-off of the related debt premium of \$2.5 million, offset by a prepayment penalty of \$2.0 million and the write-off of deferred financing costs of \$0.1 million.

Discontinued operations. Income from discontinued operations for the fiscal quarter ended September 7, 2007 was the result of the sale of the SpringHill Suites Atlanta Buckhead on December 21, 2007.

Income taxes. We recorded an income tax benefit for income from continuing operations of \$3.0 million and \$0.3 for the fiscal quarters ended September 5, 2008 and September 7, 2007, respectively. The third quarter 2008 income tax benefit was incurred on the \$8.2 million pre-tax loss of our taxable REIT subsidiary, or TRS, for the fiscal quarter ended September 5, 2008, together with foreign income tax expense of \$0.1 million related to the taxable REIT subsidiary that owns the Frenchman's Reef & Morning Star Marriott Beach Resort. The third quarter 2007 income tax benefit was incurred on the \$0.8 million pre-tax loss of our TRS for the fiscal quarter ended September 7, 2007, together with foreign income tax expense of \$0.1 million related to the taxable REIT subsidiary that owns the Frenchman's Reef & Morning Star Marriott Beach Resort.

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Comparison of the Period from January 1, 2008 to September 5, 2008 to the Period from January 1, 2007 to September 7, 2007

Our net income for the period from January 1, 2008 to September 5, 2008 was \$39.1 million compared to \$43.2 million for the period from January 1, 2007 to September 7, 2007.

Revenue. Revenue from continuing operations consists primarily of the room, food and beverage and other operating revenues from our hotels. Revenues for the periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007, respectively, consist of the following (in thousands):

| | Period from January 1, 2008 to September 5, 2008 | Period from January 1, 2007 to September 7, 2007 |
|-------------------|--|--|
| Rooms | \$ 308,141 | \$ 308,489 |
| Food and beverage | 141,126 | 143,377 |
| Other | 26,008 | 24,809 |
| Total revenues | <u>\$ 475,275</u> | <u>\$ 476,675</u> |

Our total revenues from continuing operations decreased \$1.4 million, from \$476.7 million for the period from January 1, 2007 to September 7, 2007 to \$475.3 million for the period from January 1, 2008 to September 5, 2008. The decrease is primarily due to a 0.4 percent decline in RevPAR, driven by a 1.5 percent increase in average daily rate and a 1.4 percentage point decrease in occupancy. The results for the period from January 1, 2008 to September 5, 2008 were significantly impacted by the performance of the Chicago Marriott Downtown, which experienced both disruption from a substantial renovation as well as a weak convention calendar during the first and third quarters of 2008, partially offset by a stronger market during the second quarter of 2008.

Individual hotel revenues for the periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007, respectively, consist of the following (in millions):

| | Period from January 1, 2008 to September 5, 2008 | Period from January 1, 2007 to September 7, 2007 | Increase (Decrease) |
|---|--|--|------------------------|
| Chicago Marriott | \$ 63.8 | \$ 69.9 | \$ (6.1) |
| Westin Boston Waterfront Hotel (1)(2) | 46.3 | 43.2 | 3.1 |
| Frenchman's Reef & Morning Star Marriott Beach Resort (1) | 41.2 | 39.7 | 1.5 |
| Los Angeles Airport Marriott | 41.1 | 40.6 | 0.5 |
| Renaissance Worthington | 26.1 | 26.2 | (0.1) |
| Renaissance Waverly Hotel | 24.4 | 25.0 | (0.6) |
| Renaissance Austin Hotel | 24.1 | 24.9 | (0.8) |
| Courtyard Manhattan/Midtown East | 21.2 | 19.6 | 1.6 |
| Vail Marriott Mountain Resort & Spa (1) | 20.9 | 20.5 | 0.4 |
| Marriott Griffin Gate Resort | 18.4 | 18.0 | 0.4 |
| Salt Lake City Marriott Downtown | 18.1 | 18.6 | (0.5) |
| Torrance Marriott South Bay | 18.0 | 16.8 | 1.2 |
| Conrad Chicago (1) | 17.7 | 17.7 | — |
| Orlando Airport Marriott | 17.5 | 18.0 | (0.5) |
| Oak Brook Hills Marriott Resort | 17.0 | 18.5 | (1.5) |
| The Lodge at Sonoma, a Renaissance Resort & Spa | 12.6 | 12.4 | 0.2 |
| Westin Atlanta North at Perimeter (1) | 12.4 | 12.9 | (0.5) |
| Bethesda Marriott Suites | 12.2 | 12.1 | 0.1 |
| Courtyard Manhattan/Fifth Avenue | 12.0 | 11.2 | 0.8 |
| Marriott Atlanta Alpharetta | 10.3 | 10.9 | (0.6) |
| Total | <u>\$ 475.3</u> | <u>\$ 476.7</u> | <u>\$ (1.4)</u> |

- (1) The Frenchman's Reef & Morning Star Marriott Beach Resort, Vail Marriott Mountain Resort & Spa, Westin Atlanta North at Perimeter, Conrad Chicago and the Westin Boston Waterfront Hotel report operations on a calendar month and year basis. The periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007 include the operations for the period from January 1, 2008 to August 31, 2008 and January 1, 2007 to August 31, 2007, respectively, for these five hotels.

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- (2) The Westin Boston Waterfront Hotel was acquired on January 31, 2007. The period from January 1, 2007 to September 7, 2007, includes the operations for the period from January 31, 2007 (date of acquisition) to August 31, 2007.

The following are the pro forma key hotel operating statistics for our hotels for the period from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007, respectively. The pro forma hotel operating statistics presented below include the results of operations of the Westin Boston Waterfront Hotel under previous ownership for the period from January 1, 2007 to January 30, 2007.

| | Period from January 1, 2008 to September 5, 2008 | Period from January 1, 2007 to September 7, 2007 | % Change |
|-------------|--|--|-------------------------|
| Occupancy % | 73.8% | 75.2% | (1.4) percentage points |
| ADR | \$ 176.35 | \$ 173.67 | 1.5% |
| RevPAR | \$ 130.12 | \$ 130.60 | (0.4)% |

Hotel operating expenses. Hotel operating expenses from continuing operations consist primarily of operating expenses of our hotels, including non-cash ground rent expense. The operating expenses for the periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007,

respectively, consist of the following (in millions):

| | Period from January 1, 2008 to September 5, 2008 | Period from January 1, 2007 to September 7, 2007 |
|---|--|--|
| Rooms departmental expenses | \$ 72.8 | \$ 71.0 |
| Food and beverage departmental expenses | 98.3 | 98.1 |
| Other hotel expenses | 133.2 | 128.9 |
| Base management fees | 13.0 | 13.1 |
| Yield support | — | (0.6) |
| Incentive management fees | 6.9 | 7.3 |
| Property taxes | 15.7 | 15.8 |
| Ground rent—Contractual | 1.5 | 1.3 |
| Ground rent—Non-cash | 5.3 | 5.4 |
| Total hotel operating expenses | <u>\$ 346.7</u> | <u>\$ 340.3</u> |

Depreciation and amortization. Depreciation and amortization is recorded on our hotel buildings over 40 years for the periods subsequent to acquisition. Depreciable lives of hotel furniture, fixtures and equipment are estimated as the time period between the acquisition date and the date that the hotel furniture, fixtures and equipment will be replaced. Our depreciation and amortization expense increased \$2.6 million from \$50.4 million for the period from January 1, 2007 to September 7, 2007 to \$53.0 million for the period from January 1, 2008 to September 5, 2008 due to increased capital expenditures in 2008 primarily consisting of the significant capital projects at the Chicago Marriott and the Boston Westin.

Corporate expenses. Our corporate expenses decreased from \$9.7 million for the period from January 1, 2007 to September 7, 2007 to \$9.5 million for the period from January 1, 2008 to September 5, 2008 primarily due to higher audit costs in 2008 partially offset by lower payroll and stock compensation expense. Corporate expenses principally consist of employee-related costs, including base payroll, bonus and restricted stock. Corporate expenses also include corporate operating costs, professional fees and directors' fees.

Interest expense. Our interest expense decreased \$1.3 million from \$35.1 million for the period from January 1, 2007 to September 7, 2007 to \$33.8 million for the period from January 1, 2008 to September 5, 2008. The decrease in interest expense is primarily attributable to the refinancing of our mortgage on the Bethesda Marriott in 2007, which resulted in reduced borrowings at a lower interest rate and a lower interest rate on outstanding borrowings under our credit facility during the period from January 1, 2008 to September 5, 2008 due to the decrease in LIBOR. The 2008 interest expense is comprised of mortgage debt (\$32.0 million), amortization of deferred financing costs (\$0.6 million) and interest and unused facility fees on our credit facility (\$1.2 million). The 2007 interest expense is comprised of mortgage debt (\$32.9 million), amortization of deferred financing costs (\$0.5 million) and interest and unused facility fees on our credit facility (\$1.7 million).

As of September 5, 2008, we had property-specific mortgage debt outstanding on twelve of our hotels. On all but one of the hotels, we have fixed-rate secured debt, which bears interest at rates ranging from 5.11% to 6.48% per year. Amounts drawn under the credit facility bear interest at a variable rate that fluctuates based on the level of outstanding indebtedness in relation to the value of our assets from time to time. The weighted-average interest rate as of September 5, 2008 on our outstanding balance under our credit facility was 3.42% as compared to 6.46% as of September 7, 2007. We had

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\$76.0 million drawn on the credit facility as of September 5, 2008. Subsequent to September 5, 2008, we made additional draws of \$74.0 million under the credit facility primarily to increase our cash reserves during this time of economic uncertainty. Our weighted-average interest rate on all debt as of September 5, 2008 was 5.44%.

Interest income. Interest income decreased \$0.6 million from \$1.7 million for the period from January 1, 2007 to September 7, 2007 to \$1.1 million for the period from January 1, 2008 to September 5, 2008 primarily due to lower interest rates earned on our corporate cash in 2008.

Discontinued operations. Income from discontinued operations for the period from January 1, 2007 to September 7, 2007 was the result of the sale of the SpringHill Suites Atlanta Buckhead on December 21, 2007.

Gain on early extinguishment of debt. During the fiscal quarter ended September 7, 2007, we repaid our \$18.4 million fixed-rate mortgage debt on the Bethesda Marriott Suites and replaced it with a \$5.0 million variable-rate mortgage. In connection with this transaction, we recognized a gain on the early extinguishment of \$0.4 million, which is comprised of the write-off of the related debt premium of \$2.5 million offset by a prepayment penalty of \$2.0 million and the write-off of deferred financing costs of \$0.1 million.

Income taxes. We recorded an income tax benefit of \$5.8 million for the period from January 1, 2008 to September 5, 2008 and an income tax expense of \$1.3 million for the period January 1, 2007 to September 7, 2007, respectively. The 2008 income tax benefit was incurred on the \$18.1 million pre-tax loss of our taxable REIT subsidiary, or TRS, for the period from January 1, 2008 to September 5, 2008, together with foreign income tax expense of \$1.0 million related to the taxable REIT subsidiary that owns the Frenchman's Reef & Morning Star Marriott Beach Resort. The 2007 income tax expense was incurred on the \$2.2 million pre-tax income of our TRS for the period from January 1, 2007 to September 7, 2007, together with foreign income tax expense of \$0.4 million related to the taxable REIT subsidiary that owns the Frenchman's Reef & Morning Star Marriott Beach Resort.

Liquidity and Capital Resources

The current crisis in the financial markets has resulted in deleveraging throughout the global finance system. The displacement in the current financing market has resulted in a very difficult borrowing environment. We drew an additional \$55 million on our credit facility in late September in order to mitigate the medium to long-term liquidity risks of the current market. Our short-term liquidity requirements consist primarily of funds necessary to fund future distributions to our stockholders to maintain our REIT status and funds required for corporate expenses as well as to pay for operating expenses and other expenditures directly associated with our hotels, including maintenance and recurring capital expenditures as well as payments of interest and principal. We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and short-term borrowings under our credit facility.

Our long-term liquidity requirements consist primarily of funds necessary to pay for the costs of acquiring additional hotels, renovations, expansions and other capital expenditures that need to be made periodically to our hotels, scheduled debt payments and making distributions to our stockholders. We expect to meet our long-term liquidity requirements through various sources of capital, cash provided by operations, existing cash balances, and borrowings as well as through the issuances of additional equity or debt securities. Our ability to incur additional debt is dependent upon a number of factors, including the condition of the financial markets, our degree of leverage, the value of our unencumbered assets and borrowing restrictions imposed by existing lenders. Our ability to raise funds through the issuance of debt and equity securities is dependent upon, among other things, general market conditions for REITs and market perceptions about us.

Our Financing Strategy

We are committed to maintaining a conservative capital structure with aggregate leverage weighted towards long-term fixed-rate debt. However, we maintain the flexibility to modify these strategies if we believe fundamental changes have occurred in the capital or lodging markets.

As of September 5, 2008, 91.0% of our debt carries fixed interest rates, with a weighted-average interest rate of 5.44%, and a weighted-average maturity of 6.5 years. As of September 5, 2008, we had \$898.6 million of debt outstanding. We do not have any material near-term maturities coming due. In December 2009 and January 2010, two of our mortgages, representing 8% of our total outstanding debt, will mature and we expect to be able to refinance such debt. After these two mortgages mature, we do not have any significant mortgages that mature prior to 2015. Our credit facility will expire in February 2012, including a one year extension subject to our compliance with certain conditions.

We have a strong preference towards fixed-rate, long-term, limited recourse, single property specific debt. When possible and desirable, we will seek to replace short-term sources of capital with long-term financing. In addition to property-specific debt and our credit facility, we intend to use other financing methods as necessary, including obtaining funds from banks, institutional investors or other lenders, bridge loans, letters of credit and other arrangements, any of which may be

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unsecured or may be secured by mortgages or other interests in our investments. In addition, we may issue publicly or privately placed debt instruments.

Share Repurchase Program

On February 27, 2008, our Board of Directors authorized a program to repurchase up to 4.8 million shares of our common stock. As of September 5, 2008, we had purchased the full 4.8 million shares under the program at an average price of \$10.15 per share. We retired all repurchased shares on their respective settlement dates.

Credit Facility

We are party to a four-year, \$200.0 million unsecured credit facility (the "Facility") expiring in February 2011. We may extend the maturity date of the Facility for an additional year upon the payment of applicable fees and the satisfaction of certain other customary conditions.

Interest is paid on the periodic advances under the Facility at varying rates, based upon either LIBOR or the alternate base rate, plus an agreed upon additional margin amount. The interest rate depends upon our level of outstanding indebtedness in relation to the value of our assets from time to time, as follows:

| | Leverage Ratio | | | |
|----------------------------|----------------|------------|------------|---------------|
| | 60% or greater | 55% to 60% | 50% to 55% | less than 50% |
| Alternate base rate margin | 0.65% | 0.45% | 0.25% | 0.00% |
| LIBOR margin | 1.55% | 1.45% | 1.25% | 0.95% |

Our Facility contains various corporate financial covenants. A summary of the most restrictive covenants is as follows:

| | Covenant | Actual at September 5, 2008 |
|---|-----------------|-----------------------------|
| Maximum leverage ratio* | 65% | 40.0% |
| Minimum fixed charge coverage ratio | 1.6x | 2.9x |
| Minimum tangible net worth | \$738.4 million | \$1.2 billion |
| Unhedged floating rate debt as a percentage of total indebtedness | 35% | 9.0% |

* "Maximum leverage ratio" is determined by dividing the total debt outstanding by the net asset value of the Company's corporate assets and hotels. Hotel level net asset values are calculated based on the application of a contractual capitalization rate (which range from 7.5% to 8.0%) to the trailing twelve month hotel net operating income.

Our Facility requires that we maintain a specific pool of unencumbered borrowing base properties. The unencumbered borrowing base assets are subject to the following limitations and covenants:

| | Covenant | Actual at September 5, 2008 |
|--|---------------|-----------------------------|
| Minimum implied debt service ratio | 1.5x | 9.97x |
| Maximum unencumbered leverage ratio | 65% | 10.3% |
| Minimum number of unencumbered borrowing base properties | 4 | 8 |
| Minimum unencumbered borrowing base value | \$150 million | \$737.8 million |
| Percentage of total asset value owned by borrowers or guarantors | 90% | 100% |

In addition to the interest payable on amounts outstanding under the Facility, we are required to pay an amount equal to 0.20% of the unused portion of the Facility if the unused portion of the Facility is greater than 50% and 0.125% if the unused portion of the Facility is less than 50%. We incurred interest and unused credit facility fees on the Facility of \$0.6 million and \$0.7 million for the fiscal quarters ended September 5, 2008 and September 7, 2007, respectively and we incurred interest and unused credit facility fees on the Facility of \$1.2 million and \$1.7 million for the periods from January 1, 2008 to September 5, 2008 and January 1, 2007 to September 7, 2007, respectively. As of September 5, 2008, we had \$76.0 million outstanding on the Facility. Subsequent to September 5, 2008, we drew an additional \$74.0 million under the Facility primarily to increase our cash reserves for general corporate purposes during this time of economic uncertainty and market dislocation.

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Sources and Uses of Cash

Our principal sources of cash are revenues from operations, borrowing under mortgage financings, draws on the Facility and the proceeds from our equity offerings. Our principal uses of cash are debt service, capital expenditures, operating costs, corporate expenses and dividends.

Cash Provided by Operating Activities. Our cash provided by operating activities was \$85.7 million for the period from January 1, 2008 to September 5, 2008, which is the result of our \$39.1 million net income adjusted for the impact of several non-cash charges, including \$53.0 million of depreciation, \$5.3 million of non-cash ground rent, \$0.6 million of amortization of deferred financing costs, \$0.8 million of yield support received and \$2.6 million of stock compensation, offset by \$1.2 million of amortization of unfavorable agreements, \$0.4 million of amortization of deferred income and unfavorable working capital changes of \$14.3 million.

Our cash provided by operating activities was \$92.9 million for the period from January 1, 2007 to September 7, 2007, which is the result of our \$43.2 million net income and \$1.7 million of cash received from yield support, adjusted for the impact of several non-cash charges, including \$51.2 million of depreciation, \$5.4 million of non-cash ground rent, \$0.5 million of amortization of deferred financing costs, \$2.8 million of stock compensation, offset by \$1.3 million of amortization of debt premium and unfavorable agreements, and unfavorable working capital changes of \$9.7 million.

Cash Used In Investing Activities. Our cash used in investing activities was \$46.1 million for the period from January 1, 2008 to September 5, 2008. During the period from January 1, 2008 to September 5, 2008, we incurred capital expenditures at our hotels of \$49.7 million and a decrease in restricted cash of \$1.4 million, which was offset by the receipt of \$5.0 million of key money related to the Chicago Marriott Downtown.

Our cash used in investing activities was \$361.8 million for the period from January 1, 2007 to September 7, 2007. During the period from January 1, 2007 to September 7, 2007, we used \$331.3 million of cash for the acquisition of the Westin Boston Waterfront Hotel and incurred capital expenditures at our hotels of \$36.2 million offset by \$5.0 million of key money received.

Cash Used In Financing Activities. Our cash used in financing activities was \$45.8 million for the period from January 1, 2008 to September 5, 2008 and consisted of \$2.0 million of scheduled debt principal payments, \$49.4 million of share repurchases and \$70.4 million of dividend payments offset by \$76.0 million of net draws under our credit facility.

Our cash provided by financing activities for the period from January 1, 2007 to September 7, 2007 was \$275.0 million and primarily consists of \$317.6 million of net proceeds from sale of our common stock, \$5.0 million in proceeds from the mortgage debt of the Bethesda Marriott Suites and \$91.0 million in draws under our credit facility. The cash provided by financing activities for the period from January 1, 2007 to September 7, 2007 was offset by the \$52.5 million in repayments of the credit facility, \$20.4 million for the early extinguishment of the Bethesda Marriott Suites mortgage (\$18.4 million in principal repayment and a \$2.0 million prepayment penalty), \$2.3 million of scheduled debt principal payments, \$1.2 million payment of financing costs, \$2.7 million of share repurchases and \$59.5 million of dividend payments.

The following table summarizes our significant financing activities through October 15, 2008:

| Transaction Date | Description of Transaction | Amount |
|-------------------------|--|----------------|
| Debt: | | |
| January | Draw under credit facility | \$ 8.0 million |
| February | Draw under credit facility | 3.0 million |
| March | Draws under credit facility | 23.0 million |
| April | Draws under credit facility | 5.0 million |
| May | Repayments of credit facility | (15.0 million) |
| June | Draws under credit facility | 32.0 million |
| July | Draws under credit facility | 28.0 million |
| July | Repayment of credit facility | (8.0 million) |
| September | Draws under credit facility | 74.0 million |
| Equity: | | |
| January | Payment of fourth quarter 2007 dividends | (22.8 million) |
| April | Payment of first quarter 2008 dividends | (23.8 million) |
| June | Payment of second quarter 2008 dividends | (23.8 million) |
| June | Share repurchases | (14.1 million) |
| July | Share repurchases | (22.7 million) |
| August | Share repurchases | (12.0 million) |
| September | Payment of third quarter 2008 dividends | (22.7 million) |

Dividend Policy

Generally, we intend to continue to distribute to our stockholders each year on a regular quarterly basis sufficient amounts of our REIT taxable income so as to avoid paying corporate income tax and excise tax on our earnings (other than the earnings of our TRS and TRS lessees, which are all subject to tax at regular corporate rates) and to qualify for the tax benefits afforded to REITs under the Internal Revenue Code of 1986, as amended (the "Code"). In order to qualify as a REIT under the Code, we generally must make distributions to our stockholders each year in an amount equal to at least:

- 90% of our REIT taxable income determined without regard to the dividends paid deduction, plus
- 90% of the excess of our net income from foreclosure property over the tax imposed on such income by the Code, minus
- any excess non-cash income.

We pay quarterly cash dividends to common stockholders at the discretion of our Board of Directors. The following table sets forth the dividends paid to common stockholders since January 1, 2008:

| Payment Date | Record Date | Dividend per Share |
|--------------------|-------------------|--------------------|
| January 10, 2008 | December 31, 2007 | \$ 0.24 |
| April 1, 2008 | March 21, 2008 | \$ 0.25 |
| June 24, 2008 | June 13, 2008 | \$ 0.25 |
| September 16, 2008 | September 5, 2008 | \$ 0.25 |

In light of the current challenging economic conditions, we are evaluating the merits of reducing our future dividend payments in order to align the dividend payout with our reduced cash flow projections and to increase the ability to potentially acquire distressed assets, or otherwise strategically take advantage of the market dislocation. We expect to complete this evaluation and review it with our Board of Directors later this year and do not expect to make any decisions on the level of future dividends until that review is completed.

Capital Expenditures

The management agreements for each of our hotels provide for the establishment of separate property improvement funds to cover, among other things, the cost of replacing and repairing furniture and fixtures at our hotels. Contributions to the property improvement fund are calculated as a percentage of hotel sales. In addition, we may be required to pay for the cost of certain additional improvements that are not permitted to be funded from the property improvement fund under the applicable management agreement. As of September 5, 2008, we have set aside \$31.7 million for capital projects in property improvement funds. Funds held in property improvement funds for one hotel are typically not permitted to be applied to any other property.

We have and continue to make significant capital investments in our hotels. In 2008, we expect to incur approximately \$70 to \$80 million of capital improvements at our hotels. We incurred \$49.7 million of capital expenditures during the period from January 1, 2008 to September 5, 2008, of which approximately 40% was paid from corporate funds. The most significant projects are as follows:

- **Chicago Marriott Downtown:** We completed a \$35 million renovation of the hotel in April 2008. Approximately \$10 million was paid from corporate funds, with the balance coming from the hotel's escrow funds and a contribution from Marriott International. The renovation, which began in the third quarter of 2007, included a complete redo of all the meeting and ballrooms, adding 17,000 square feet of new meeting space, reconcepting and relocating the restaurant, expanding the lobby bar and creating a Marriott "great room" in the lobby.
- **Westin Boston Waterfront:** We completed the construction of additional meeting rooms in the building attached to the hotel in March 2008. The \$19 million project, which began in the third quarter of 2007, included the creation of over 37,000 square feet of meeting/exhibit space.
- **Conrad Chicago:** We completed a renovation of the guestrooms and corridors during the first quarter and the front entrance repositioning in the third quarter of 2008.
- **Salt Lake City:** We plan to significantly renovate the guestrooms at the hotel beginning in the fourth quarter of 2008, almost all of which will be funded by the hotel's escrow funds.

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Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

Non-GAAP Financial Measures

We use the following two non-GAAP financial measures that we believe are useful to investors as key measures of our operating performance: (1) EBITDA and (2) FFO. These measures should not be considered in isolation or as a substitute for measures of performance in accordance with GAAP.

EBITDA represents net income excluding: (1) interest expense; (2) provision for income taxes, including income taxes applicable to sale of assets; and (3) depreciation and amortization. We believe EBITDA is useful to an investor in evaluating our operating performance because it helps 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. In addition, covenants included in our indebtedness use EBITDA as a measure of financial compliance. We also use EBITDA as one measure in determining the value of hotel acquisitions and dispositions.

| Fiscal Quarter Ended | Fiscal Quarter Ended | Period from | Period from |
|----------------------|----------------------|--------------------------------------|--------------------------------------|
| September 5, 2008 | September 7, 2007 | January 1, 2008 to September 5, 2008 | January 1, 2007 to September 7, 2007 |

(in thousands)

| | | | | | | | | |
|---|----|---------------|----|---------------|----|----------------|----|----------------|
| Net income | \$ | 12,212 | \$ | 15,868 | \$ | 39,144 | \$ | 43,171 |
| Interest expense | | 11,632 | | 11,704 | | 33,757 | | 35,084 |
| Income tax provision(benefit)(1) | | (2,994) | | (357) | | (5,830) | | 1,083 |
| Real estate related depreciation and amortization (2) | | 18,257 | | 17,490 | | 53,013 | | 51,193 |
| EBITDA | \$ | <u>39,107</u> | \$ | <u>44,705</u> | \$ | <u>120,084</u> | \$ | <u>130,531</u> |

- (1) Amount for the fiscal quarter ended September 7, 2007 and the period from January 1, 2007 to September 7, 2007 includes \$0.1 million and \$0.2 million of income tax benefit included in discontinued operations, respectively.
- (2) Amount for the fiscal quarter ended September 7, 2007 and the period from January 1, 2007 to September 7, 2007 includes \$0.3 million and \$0.8 million of depreciation expense included in discontinued operations, respectively.

We compute FFO in accordance with standards established by the National Association of Real Estate Investment Trusts, which defines FFO as net income (determined in accordance with GAAP), excluding gains (losses) from sales of property, plus depreciation and amortization. We believe that the presentation of FFO provides useful information to investors regarding our operating performance because it is a measure of our operations without regard to specified non-cash items, such as real estate depreciation and amortization and gain or loss on sale of assets. We also use FFO as one measure in assessing our results.

| | Fiscal Quarter Ended September 5, 2008 | Fiscal Quarter Ended September 7, 2007 | Period from January 1, 2008 to September 5, 2008 | Period from January 1, 2007 to September 7, 2007 |
|---|--|--|--|--|
| | (in thousands) | | | |
| Net income | \$ 12,212 | \$ 15,868 | \$ 39,144 | \$ 43,171 |
| Real estate related depreciation and amortization (1) | 18,257 | 17,490 | 53,013 | 51,193 |
| FFO | <u>\$ 30,469</u> | <u>\$ 33,358</u> | <u>\$ 92,157</u> | <u>\$ 94,364</u> |

- (1) Amount for the fiscal quarter ended September 7, 2007 and the period from January 1, 2007 to September 7, 2007 includes \$0.3 million and \$0.8 million of depreciation expense included in discontinued operations, respectively.

Critical Accounting Policies

Our consolidated financial statements include the accounts of the DiamondRock Hospitality Company and all consolidated subsidiaries. The preparation of financial statements in conformity with U.S. generally accepted accounting principles, or GAAP, requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of our financial statements and the reported amounts of revenues and expenses during the reporting period. While we do not believe the reported amounts would be materially different, application of these policies involves the

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exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ materially from these estimates. We evaluate our estimates and judgments, including those related to the impairment of long-lived assets, on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances. All of our significant accounting policies are disclosed in the notes to our consolidated financial statements. The following represent certain critical accounting policies that require us to exercise our business judgment or make significant estimates:

Investment in Hotels. Acquired hotels, land improvements, building and furniture, fixtures and equipment and identifiable intangible assets are initially recorded at fair value in accordance with Statement of Financial Accounting Standards No. 141, *Business Combinations*. Additions to property and equipment, including current buildings, improvements, furniture, fixtures and equipment are recorded at cost. Property and equipment are depreciated using the straight-line method over an estimated useful life of 15 to 40 years for buildings and land improvements and one to ten years for furniture and equipment. Identifiable intangible assets are typically related to contracts, including ground lease agreements and hotel management agreements, which are recorded at fair value. Above-market and below-market contract values are based on the present value of the difference between contractual amounts to be paid pursuant to the contracts acquired and our estimate of the fair market contract rates for corresponding contracts. Contracts acquired that are at market do not have significant value. We typically enter into a new hotel management agreement based on market terms at the time of acquisition. Intangible assets are amortized using the straight-line method over the remaining non-cancelable term of the related agreements. In making estimates of fair values for purposes of allocating purchase price, we may utilize a number of sources that may be obtained in connection with the acquisition or financing of a property and other market data. Management also considers information obtained about each property as a result of its pre-acquisition due diligence in estimating the fair value of the tangible and intangible assets acquired.

We review our investments in hotels for impairment whenever events or changes in circumstances indicate that the carrying value of the investments in hotels may not be recoverable. Events or circumstances that may cause us to perform a review include, but are not limited to, adverse changes in the demand for lodging at our properties due to declining national or local economic conditions and/or new hotel construction in markets where our hotels are located. When such conditions exist, management performs an analysis to determine if the estimated undiscounted future cash flows from operations and the proceeds from the ultimate disposition of an investment in a hotel exceed the hotel's carrying value. If the estimated undiscounted future cash flows are less than the carrying amount of the asset, an adjustment to reduce the carrying value to the estimated fair market value is recorded and an impairment loss recognized.

Revenue Recognition. Hotel revenues, including room, golf, food and beverage, and other hotel revenues, are recognized as the related services are provided.

Stock-based Compensation. We account for stock-based employee compensation using the fair value based method of accounting described in Statement of Financial Accounting Standards No. 123 (revised 2004) ("SFAS 123R"), *Share-Based Payment*. We record the cost of awards with service conditions based on the grant-date fair value of the award. That cost is recognized over the period during which an employee is required to provide service in

exchange for the award. No compensation cost is recognized for equity instruments for which employees do not render the requisite service. No awards with performance-based or market-based conditions have been issued.

Accounting for Key Money. Marriott has contributed to us certain amounts, which we refer to as “key money”, in exchange for the right to manage certain of our hotels. We defer key money received from a hotel manager in conjunction with entering into a long-term hotel management agreement or completing certain brand-enhancing capital projects and amortize the amount received against management fees over the term of the management agreement.

Accounting for Yield Support. Marriott has provided us with operating cash flow guarantees for certain hotels to fund shortfalls of actual hotel operating income, which is net of management fees, compared to a negotiated target net operating income. We refer to these guarantees as “yield support”. Yield support received is recognized over the period earned if the yield support is not refundable and there is reasonable uncertainty of receipt at inception of the management agreement. Yield support is recorded as an offset to base management fees.

Inflation

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

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Seasonality

The operations of hotels historically have been seasonal depending on location, and accordingly, we expect some seasonality in our business. Historically, we have experienced approximately two-thirds of our annual income in the second and fourth fiscal quarters.

New Accounting Pronouncements Not Yet Implemented

Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (“SFAS 157”), defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. On February 12, 2008, the Financial Accounting Standards Board (FASB) issued FASB Staff Position No. 157-2, which delays the effective date of SFAS 157 for certain nonfinancial assets and liabilities. We do not expect the unimplemented provisions of SFAS 157 to have a material impact on our results of operations, financial position or cash flows.

Statement of Financial Accounting Standards No. 141 (revised 2007), *Business Combinations* (“SFAS 141R”), significantly changes how business acquisitions are accounted for and will impact financial statements both on the acquisition date and in subsequent periods. We are currently evaluating the impact of the adoption of SFAS 141R, which includes the expensing of transaction costs incurred to acquire assets. SFAS 141R is effective for fiscal years beginning on or after December 15, 2008.

Statement of Financial Accounting Standards No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51* (“SFAS 160”), changes the accounting and reporting for minority interests, which will be recharacterized as noncontrolling interests and classified as a component of equity. SFAS 160 is effective for fiscal years beginning on or after December 15, 2008. We currently do not have any minority interests and, as such, do not expect SFAS 160 to have a material impact on our results of operations, financial position or cash flows.

Statement of Financial Accounting Standards No. 161, *Disclosures about Derivative Instruments and Hedging Activities* (“SFAS 161”) is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity’s financial position, financial performance and cash flows. SFAS 161 is effective for fiscal years and interim periods beginning after November 15, 2008. We do not expect SFAS 161 to have a material impact on our results of operations, financial position or cash flows.

Item 3. Qualitative Disclosure about Market Risk

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. In pursuing our business strategies, the primary market risk to which we are currently exposed, and to which we expect to be exposed in the future, is interest rate risk. The face amount of our outstanding debt at September 5, 2008 was approximately \$898.6 million, of which \$81.0 million or 9.0% was variable rate debt. As of September 5, 2008, the fair value of the \$817.6 million of fixed-rate debt was approximately \$754.0 million. If market rates of interest were to increase by 1.0%, or approximately 100 basis points, the decrease in the fair value of our fixed-rate debt would be \$39.8 million. On the other hand, if market rates of interest were to decrease by one percentage point, or approximately 100 basis points, the increase in the fair value of our fixed-rate debt would be \$42.9 million.

Item 4. Controls and Procedures

The Company’s management has evaluated, under the supervision and with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, the effectiveness of the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as required by paragraph (b) of Rules 13a-15 and 15d-15 under the Exchange Act, and has concluded that as of the end of the period covered by this report, the Company’s disclosure controls and procedures were effective to give reasonable assurances that information we disclose in reports filed with the Securities and Exchange Commission is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commissions rules and forms.

There was no change in the Company’s internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act during the Company’s most recent fiscal quarter that materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II

Item 1. Legal Proceedings

We are not involved in any material litigation nor, to our knowledge, is any material litigation threatened against us other than routine litigation arising out of the ordinary course of business or which is expected to be covered by insurance and none of which is expected to have a material impact on our business, financial condition or results of operations.

Item 1A. Risk Factors

There have been no material changes in the risk factors described in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2007.

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

| Period | Total Number of Shares Purchased (1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (2) |
|---------------------|--------------------------------------|------------------------------|--|--|
| June 1-30, 2008 | 1,193,522 | \$ 11.84 | 1,188,231 | 3,611,769 |
| July 1-31, 2008 | 2,328,299 | 9.74 | 2,328,299 | 1,283,470 |
| August 1-31, 2008 | 1,304,293 | 9.32 | 1,283,470 | 0 |
| September 1-5, 2008 | — | — | — | 0 |
| Total | <u>4,826,114</u> | <u>\$ 10.22</u> | <u>4,800,000</u> | |

(1) Includes shares surrendered to the Company in connection with vesting of restricted stock as payment of taxes.

(2) On February 27, 2008, our Board of Directors authorized a program to repurchase up to 4.8 million shares of our common stock. We purchased the full 4.8 million shares under the program at an average price of \$10.15 per share.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Exhibits

The following exhibits are filed as part of this Form 10-Q:

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Exhibit

- 3.1.1 Articles of Amendment and Restatement of the Articles of Incorporation of DiamondRock Hospitality Company (*incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065)*)
- 3.1.2 Amendment to the Articles of Amendment and Restatement of the Articles of Incorporation of DiamondRock Hospitality Company (*incorporated by reference to the Registrant's Current Report on Form 8-K dated January 9, 2007*)
- 3.2.1 Second Amended and Restated Bylaws of DiamondRock Hospitality Company (*incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065)*)
- 3.2.2 Amendment No. 1 to Second Amended and Restated Bylaws of DiamondRock Hospitality Company (*incorporated by reference to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 7, 2006*)
- 4.1 Form of Certificate for Common Stock for DiamondRock Hospitality Company (*incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission (File no. 333-123065)*)
- 31.1 Certification of Chief Executive Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
- 31.2 Certification of Chief Financial Officer Required by Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.

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SIGNATURE

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

DiamondRock Hospitality Company
October 15, 2008

/s/ Sean M. Mahoney

Sean M. Mahoney
Executive Vice President and
Chief Financial Officer

/s/ Michael D. Schecter

Michael D. Schecter
Executive Vice President,
General Counsel and Corporate Secretary

Certification of Chief Executive Officer
Pursuant to Rule 13a-14(a)

I, Mark W. Brugger, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of DiamondRock Hospitality Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 15, 2008

/s/ Mark W. Brugger

Mark W. Brugger
Chief Executive Officer
(Principal Executive Officer)

Certification of Chief Financial Officer
Pursuant to Rule 13a-14(a)

I, Sean M. Mahoney, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of DiamondRock Hospitality Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 15, 2008

/s/ Sean M. Mahoney

Sean M. Mahoney
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

Certification
Pursuant to Rule 13a-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002
(18 U.S.C. Section 1350(a) and (b))

The undersigned officers, who are the Chief Executive Officer and Chief Financial Officer of DiamondRock Hospitality Company (the "Company"), each hereby certifies to the best of his knowledge, that the Company's Quarterly Report on Form 10-Q (the "Report") to which this certification is attached, as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Mark W. Brugger

Mark W. Brugger
Chief Executive Officer
October 15, 2008

/s/ Sean M. Mahoney

Sean M. Mahoney
Executive Vice President and Chief Financial Officer
October 15, 2008