

Chatham Lodging Trust  
Form 10-Q  
May 08, 2015  
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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  
<sup>x</sup> 1934

For the quarterly period ended March 31, 2015

OR

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

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

Commission File Number: 001-34693

CHATHAM LODGING TRUST  
(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State or Other Jurisdiction of  
Incorporation or Organization)

27-1200777  
(I.R.S. Employer  
Identification No.)

50 Coconut Row, Suite 211  
Palm Beach, Florida  
(Address of Principal Executive Offices)  
(561) 802-4477

33480  
(Zip Code)

(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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark 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  Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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| Class   | Outstanding at May 6, 2015 |
|---|----------------------------|
| Common Shares of Beneficial Interest (\$0.01 par value per share) | 38,297,743                 |

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## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements.

## CHATHAM LODGING TRUST

## Consolidated Balance Sheets

(In thousands, except share and per share data)

|   | March 31,<br>2015<br>(unaudited) | December 31,<br>2014 |
|---|----------------------------------|----------------------|
| Assets:   |                                  |                      |
| Investment in hotel properties, net   | \$1,180,031                      | \$1,096,425          |
| Cash and cash equivalents   | 16,798                           | 15,077               |
| Restricted cash   | 14,684                           | 12,030               |
| Investment in unconsolidated real estate entities   | 26,604                           | 28,152               |
| Hotel receivables (net of allowance for doubtful accounts of \$76 and \$71, respectively)   | 5,186                            | 3,601                |
| Deferred costs, net   | 7,461                            | 7,514                |
| Prepaid expenses and other assets   | 3,852                            | 2,300                |
| Total assets  | \$1,254,616                      | \$1,165,099          |
| Liabilities and Equity:   |                                  |                      |
| Mortgage debt   | \$522,151                        | \$527,721            |
| Revolving credit facility   | 5,000                            | 22,500               |
| Accounts payable and accrued expenses   | 21,952                           | 20,042               |
| Distributions payable   | 3,926                            | 2,884                |
| Total liabilities   | 553,029                          | 573,147              |
| Commitments and contingencies   |                                  |                      |
| Equity:   |                                  |                      |
| Shareholders' Equity:   |                                  |                      |
| Preferred shares, \$0.01 par value, 100,000,000 shares authorized and unissued at March 31, 2015 and December 31, 2014  | —                                | —                    |
| Common shares, \$0.01 par value, 500,000,000 shares authorized; 38,297,669 and 34,173,691 shares issued and outstanding at March 31, 2015 and December 31, 2014, respectively | 379                              | 339                  |
| Additional paid-in capital  | 718,696                          | 599,318              |
| Retained earnings (distributions in excess of retained earnings)  | (21,221)                         | (11,120)             |
| Total shareholders' equity  | 697,854                          | 588,537              |
| Noncontrolling Interests:   |                                  |                      |
| Noncontrolling Interest in Operating Partnership  | 3,733                            | 3,415                |
| Total equity  | 701,587                          | 591,952              |
| Total liabilities and equity  | \$1,254,616                      | \$1,165,099          |

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

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## CHATHAM LODGING TRUST

## Consolidated Statements of Operations

(In thousands, except share and per share data)

(unaudited)

|   | For the three months ended |           |   |
|---|----------------------------|-----------|---|
|   | March 31,                  |           |   |
|   | 2015                       | 2014      |   |
| Revenue:  |                            |           |   |
| Room  | \$55,032                   | \$33,958  |   |
| Food and beverage   | 1,167                      | 628       |   |
| Other   | 1,869                      | 1,608     |   |
| Cost reimbursements from unconsolidated real estate entities    | 848                        | 672       |   |
| Total revenue   | 58,916                     | 36,866    |   |
| Expenses:   |                            |           |   |
| Hotel operating expenses:                                       |                            |           |   |
| Room  | 10,941                     | 7,755     |   |
| Food and beverage   | 847                        | 466       |   |
| Telephone   | 409                        | 287       |   |
| Other hotel operating   | 527                        | 443       |   |
| General and administrative                                      | 4,642                      | 3,426     |   |
| Franchise and marketing fees                                    | 4,494                      | 2,793     |   |
| Advertising and promotions                                      | 1,220                      | 831       |   |
| Utilities   | 2,326                      | 1,620     |   |
| Repairs and maintenance   | 2,821                      | 1,999     |   |
| Management fees   | 1,816                      | 1,094     |   |
| Insurance   | 301                        | 215       |   |
| Total hotel operating expenses                                  | 30,344                     | 20,929    |   |
| Depreciation and amortization                                   | 11,523                     | 6,316     |   |
| Property taxes and insurance                                    | 4,085                      | 2,650     |   |
| General and administrative                                      | 3,427                      | 2,321     |   |
| Hotel property acquisition costs and other charges              | 260                        | 1,482     |   |
| Reimbursed costs from unconsolidated real estate entities       | 848                        | 672       |   |
| Total operating expenses  | 50,487                     | 34,370    |   |
| Operating income  | 8,429                      | 2,496     |   |
| Interest and other income                                       | 59                         | 13        |   |
| Interest expense, including amortization of deferred fees       | (6,813)                    | (3,738)   | ) |
| Loss on early extinguishment of debt                            | —                          | (184)     | ) |
| Loss from unconsolidated real estate entities                   | (256)                      | (316)     | ) |
| Income (loss) before income tax expense                         | 1,419                      | (1,729)   | ) |
| Income tax expense  | —                          | (3)       | ) |
| Net income (loss)   | 1,419                      | (1,732)   | ) |
| Net income attributable to noncontrolling interests             | (8)                        | —         | ) |
| Net income (loss) attributable to common shareholders           | \$1,411                    | \$(1,732) | ) |
| Income (loss) per Common Share - Basic:                         |                            |           |   |
| Net income (loss) attributable to common shareholders (Note 11) | \$0.04                     | \$(0.07)  | ) |
| Income (loss) per Common Share - Diluted:                       |                            |           |   |
| Net income (loss) attributable to common shareholders (Note 11) | \$0.04                     | \$(0.07)  | ) |
| Weighted average number of common shares outstanding:           |                            |           |   |

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|                                 |            |            |
|---------------------------------|------------|------------|
| Basic                           | 37,018,039 | 26,271,678 |
| Diluted                         | 37,322,278 | 26,271,678 |
| Distributions per common share: | \$0.30     | \$0.21     |

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

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## CHATHAM LODGING TRUST

## Consolidated Statements of Equity

(In thousands, except share and per share data)

(unaudited)

|  | Common Shares |        | Additional<br>Paid - In<br>Capital | Retained<br>earnings<br>(distributions<br>in excess of<br>retained<br>earnings) | Total<br>Shareholders'<br>Equity | Noncontrolling<br>Interest in<br>Operating<br>Partnership | Total<br>Equity |
|--|---------------|--------|------------------------------------|---|----------------------------------|---|-----------------|
|  | Shares        | Amount |                                    |   |                                  |   |                 |
| Balance, January 1, 2014                               | 26,295,558    | \$261  | \$433,900                          | \$(50,792)  | \$383,369                        | \$2,167   | \$385,536       |
| Issuance of shares pursuant to Equity Incentive Plan   | 16,542        | —      | 337                                | —   | 337                              | —   | 337             |
| Issuance of restricted time-based shares               | 48,213        | —      | —                                  | —   | —                                | —   | —               |
| Issuance of performance based shares                   | 31,342        | —      | —                                  | —   | —                                | —   | —               |
| Repurchase of common shares                            | (867)         | —      | (18)                               | —   | (18)                             | —   | (18)            |
| Amortization of share based compensation               | —             | —      | 286                                | —   | 286                              | 196   | 482             |
| Dividends declared on common shares (\$0.21 per share) | —             | —      | —                                  | (5,560)   | (5,560)                          | —   | (5,560)         |
| Distributions declared on LTIP units (\$0.21 per unit) | —             | —      | —                                  | —   | —                                | (54)  | (54)            |
| Net loss   | —             | —      | —                                  | (1,732)   | (1,732)                          | —   | (1,732)         |
| Balance, March 31, 2014                                | 26,390,788    | \$261  | \$434,505                          | \$(58,084)  | \$376,682                        | \$2,309   | \$378,991       |
| Balance, January 1, 2015                               | 34,173,691    | \$339  | \$599,318                          | \$(11,120)  | \$588,537                        | \$3,415   | \$591,952       |
| Issuance of shares pursuant to Equity Incentive Plan   | 14,113        | —      | 412                                | —   | 412                              | —   | 412             |
| Issuance of shares, net of offering costs of \$1,933   | 4,026,193     | 40     | 118,809                            | —   | 118,849                          | —   | 118,849         |
| Issuance of restricted time-based shares               | 40,161        | —      | —                                  | —   | —                                | —   | —               |
| Issuance of performance based shares                   | 44,274        | —      | —                                  | —   | —                                | —   | —               |
| Repurchase of common shares                            | (763)         | —      | (22)                               | —   | (22)                             | —   | (22)            |
| Amortization of share based compensation               | —             | —      | 370                                | —   | 370                              | 196   | 566             |
| Dividends declared on common shares (\$0.30 per share) | —             | —      | —                                  | (11,512)  | (11,512)                         | —   | (11,512)        |
| Distributions declared on LTIP units (\$0.30 per unit) | —             | —      | —                                  | —   | —                                | (77)  | (77)            |
| Reallocation of noncontrolling interest                | —             | —      | (191)                              | —   | (191)                            | 191   | —               |

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|                         |            |       |           |           |              |          |           |
|-------------------------|------------|-------|-----------|-----------|--------------|----------|-----------|
| Net income              | —          | —     | —         | 1,411     | 1,411        | 8        | 1,419     |
| Balance, March 31, 2015 | 38,297,669 | \$379 | \$718,696 | \$(21,221 | ) \$ 697,854 | \$ 3,733 | \$701,587 |

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



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## CHATHAM LODGING TRUST

## Consolidated Statements of Cash Flows

(In thousands)

(unaudited)

|  | For the three months ended |            |
|--|----------------------------|------------|
|  | March 31,                  |            |
|  | 2015                       | 2014       |
| Cash flows from operating activities:  |                            |            |
| Net income (loss)  | \$1,419                    | \$(1,732)  |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                            |            |
| Depreciation   | 11,477                     | 6,288      |
| Amortization of deferred franchise fees  | 46                         | 28         |
| Amortization of deferred financing fees included in interest expense                     | 403                        | 394        |
| Loss on early extinguishment of debt   | —                          | 184        |
| Share based compensation   | 704                        | 585        |
| Loss from unconsolidated real estate entities  | 256                        | 316        |
| Changes in assets and liabilities:   |                            |            |
| Hotel receivables  | (1,504)                    | ) 250      |
| Deferred costs   | (130)                      | ) 130      |
| Prepaid expenses and other assets  | (1,290)                    | ) (1,223)  |
| Accounts payable and accrued expenses  | 1,383                      | (242)      |
| Net cash provided by operating activities  | 12,764                     | 4,978      |
| Cash flows from investing activities:  |                            |            |
| Improvements and additions to hotel properties   | (4,470)                    | ) (3,207)  |
| Acquisition of hotel properties, net of cash acquired                                    | (90,155)                   | ) —        |
| Distributions from unconsolidated entities   | 1,292                      | 449        |
| Restricted cash  | (2,654)                    | ) (681)    |
| Net cash used in investing activities  | (95,987)                   | ) (3,439)  |
| Cash flows from financing activities:  |                            |            |
| Borrowings on revolving credit facility  | 5,000                      | 38,000     |
| Repayments on revolving credit facility  | (22,500)                   | ) (33,000) |
| Payments on debt   | (810)                      | ) (719)    |
| Proceeds from the issuance of debt   | —                          | 34,000     |
| Principal prepayment of mortgage debt  | (4,760)                    | ) (32,186) |
| Payment of financing costs   | (266)                      | ) (156)    |
| Payment of offering costs  | (1,933)                    | ) (230)    |
| Proceeds from issuance of common shares  | 120,782                    | —          |
| In-substance repurchase of vested common shares  | (22)                       | ) (18)     |
| Distributions-common shares/units  | (10,547)                   | ) (5,630)  |
| Net cash provided by financing activities  | 84,944                     | 61         |
| Net change in cash and cash equivalents  | 1,721                      | 1,600      |
| Cash and cash equivalents, beginning of period   | 15,077                     | 4,221      |
| Cash and cash equivalents, end of period   | \$16,798                   | \$5,821    |
| Supplemental disclosure of cash flow information:  |                            |            |
| Cash paid for interest   | \$6,182                    | \$3,260    |
| Cash paid for income taxes   | \$40                       | \$90       |
| -continued-  |                            |            |
| Supplemental disclosure of non-cash investing and financing information:                 |                            |            |

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On January 15, 2015, the Company issued 14,113 shares to its independent trustees pursuant to the Company's Equity Incentive Plan as compensation for services performed in 2014. On January 15, 2014, the Company issued 16,542 shares to its independent trustees pursuant to the Company's Equity Incentive Plan as compensation for services performed in 2013.

As of March 31, 2015, the Company had accrued distributions payable of \$3,926. These distributions were paid on April 24, 2015, except for \$71 related to accrued but unpaid distributions on unvested performance based shares (See Note 12). As of March 31, 2014, the Company had accrued distributions payable of \$1,934. These distributions were paid on April 25, 2014, except for \$70 related to accrued but unpaid distributions on unvested performance based shares.

Accrued share based compensation of \$138 and \$103 is included in accounts payable and accrued expenses as of March 31, 2015 and 2014, respectively.

Accrued capital improvements of \$1,461 and \$945 are included in accounts payable and accrued expenses as of March 31, 2015 and 2014, respectively.

At December 31, 2013, there were costs of \$91 included in deferred costs related to offerings completed in 2014. During 2014, the Company wrote-off \$397 of deferred costs and \$213 of accumulated amortization on a loan that was paid off.

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

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CHATHAM LODGING TRUST

Notes to the Consolidated Financial Statements

(in thousands, except share and per share data)

(unaudited)

1. Organization

Chatham Lodging Trust (“we,” “us” or the “Company”) was formed as a Maryland real estate investment trust (“REIT”) on October 26, 2009. The Company is internally-managed and invests primarily in premium-branded upscale extended-stay and select-service hotels.

In January 2014, the Company established an At the Market Equity Offering ("ATM Plan") whereby, from time to time, we may publicly offer and sell our common shares having an aggregate maximum offering price of up to \$50,000 by means of ordinary brokers' transactions on the New York Stock Exchange (the "NYSE"), in negotiated transactions or in transactions that are deemed to be “at the market” offerings as defined in Rule 415 under the Securities Act of 1933, with Cantor Fitzgerald & Co. ("Cantor") acting as sales agent pursuant to a Sales Agreement (the “Cantor Sales Agreement”). On January 13, 2015, the Company entered into a Sales Agreement (the “Barclays Sales Agreement”) with Barclays Capital Inc. (“Barclays”) to add Barclays as an additional sales agent under the Company’s ATM Plan. As of March 31, 2015, we had issued 880,820 shares under the ATM Plan at a weighted average price of \$23.54. As of March 31, 2015, there was approximately \$29,264 of common shares available for issuance under the ATM Plan. In January 2014, the Company established a \$25,000 dividend reinvestment and stock purchase plan ("DRSPP"). Under the DRSPP, shareholders may purchase additional common shares by reinvesting some or all of the cash dividends received on the Company's common shares. Shareholders may also make optional cash purchases of the Company's common shares subject to certain limitations detailed in the prospectus for the DRSPP. As of March 31, 2015, we had issued 3,276 shares under the DRSPP at a weighted average price of \$26.26. As of March 31, 2015, there was approximately \$24,914 of common shares available for issuance under the DRSPP.

On January 27, 2015, the Company completed a follow-on common share offering of 4,025,000 shares (including 525,000 shares issued pursuant to the exercise of the underwriters' option to purchase additional shares) generating gross proceeds of \$120,750 and net proceeds to the Company of approximately \$118,821. Proceeds from the January 2015 offering were used to pay down borrowings under the Company's senior secured revolving credit facility and to invest in additional hotel properties, including the acquisition of the Residence Inn San Diego Gaslamp on February 25, 2015.

The net proceeds from any share offerings are contributed to Chatham Lodging, L.P., our operating partnership (the “Operating Partnership”), in exchange for partnership interests. Substantially all of the Company’s assets are held by, and all operations are conducted through, the Operating Partnership. Chatham Lodging Trust is the sole general partner of the Operating Partnership and owns 100% of the common units of limited partnership interest in the Operating Partnership. Certain of the Company’s executive officers hold vested and unvested long-term incentive plan units in the Operating Partnership ("LTIP units"), which are presented as non-controlling interests on our consolidated balance sheets.

As of March 31, 2015, the Company owned 35 hotels with an aggregate of 5,355 rooms located in 15 states and the District of Columbia. As of March 31, 2015, the Company also (i) owns a 10.3% noncontrolling interest in a joint venture (the “NewINK JV”) with affiliates of NorthStar Realty Finance Corp. ("NorthStar"), which was formed in the second quarter of 2014 and acquired 47 hotels comprising an aggregate of 6,094 rooms from a joint venture (the "Innkeepers JV") between the Company and Cerberus Capital Management ("Cerberus"), (ii) owns a 10.0% noncontrolling interest in a separate joint venture (the "Inland JV") with affiliates of NorthStar, which was formed in the fourth quarter of 2014 and acquired 48 hotels from Inland American Real Estate Trust, Inc. ("Inland"), comprising an aggregate of 6,401 rooms, and (iii) owns a 5.0% noncontrolling interest in a joint venture (the "Torrance JV") with Cerberus that owns the 248-room Residence Inn by Marriott in Torrance, CA. We sometimes refer to the NewINK JV, Inland JV and Torrance JV collectively as the "JVs").

To qualify as a REIT, the Company cannot operate the hotels. Therefore, the Operating Partnership and its subsidiaries lease our wholly owned hotels to taxable REIT subsidiary lessees (“TRS Lessees”), which are wholly

owned by one of the Company's taxable REIT subsidiary ("TRS") holding companies. The Company indirectly owns its (i) 10.3% interest in 47 of the NewINK JV hotels, (ii) 10% interest in 48 of the Inland JV hotels and (iii) its 5% interest in the Torrance JV through the Operating Partnership. All of the NewINK JV hotels, Inland JV hotels and the Torrance JV hotel are leased to TRS Lessees, in which the Company indirectly owns noncontrolling interests through one of its TRS holding companies. Each hotel is leased to a TRS Lessee under a percentage lease that provides for rental payments equal to the greater of (i) a fixed base rent amount or (ii) a percentage rent based on hotel room revenue. The initial term of each of the TRS leases is 5 years. Lease revenue from each TRS Lessee is eliminated in consolidation.

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The TRS Lessees have entered into management agreements with third party management companies that provide day-to-day management for the hotels. As of March 31, 2015, Island Hospitality Management Inc. ("IHM"), which is 51% owned by Jeffrey H. Fisher, the Company's Chairman, President and Chief Executive Officer and 45% owned by affiliates of NorthStar Asset Management Group, Inc, managed 33 of the Company's wholly owned hotels and Concord Hospitality Enterprises Company managed two of the Company's wholly owned hotels. As of March 31, 2015, all of the NewINK JV hotels were managed by IHM. As of March 31, 2015, 34 of the Inland JV hotels were managed by IHM and 14 hotels were managed by Marriott International, Inc. ("Marriott"). The Torrance JV hotel is managed by Marriott.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited interim consolidated financial statements and related notes have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") and in conformity with the rules and regulations of the Securities and Exchange Commission ("SEC") applicable to interim financial information. These unaudited consolidated financial statements, in the opinion of management, include all adjustments consisting of normal, recurring adjustments which are considered necessary for a fair presentation of the consolidated balance sheets, consolidated statements of operations, consolidated statements of equity, and consolidated statements of cash flows for the periods presented. Interim results are not necessarily indicative of full year performance due to seasonal and other factors including the timing of the acquisition of hotels.

The consolidated financial statements include all of the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions are eliminated in consolidation. The accompanying unaudited consolidated financial statements should be read in conjunction with the audited financial statements prepared in accordance with GAAP, and the related notes thereto as of December 31, 2014, which are included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the balance sheet date and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

3. Recently Issued Accounting Standards

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

In August 2014, the FASB issued ASU No. 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern, which requires management to perform interim and annual assessments of an entity's ability to continue within one year of the date the financial statements are issued and provides guidance on determining when and how to disclose going concern uncertainties in the financial statements. Certain disclosures will be required if conditions give rise to substantial doubt about an entity's ability to continue as a going concern. This guidance is effective for the Company on January 1, 2017 and will not have an impact on the Company's financial position, results of operations or cash flows.

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In February 2015, the FASB issued ASU No. 2015-02, Amendments to the Consolidation Analysis, which requires amendments to both the variable interest entity and voting models. The amendments (i) rescind the indefinite deferral of certain aspects of accounting standards relating to consolidations and provide a permanent scope exception for registered money market funds and similar unregistered money market funds, (ii) modify the identification of variable interest (fees paid to a decision maker or service provider), the VIE characteristics for a limited partnership or similar entity and primary beneficiary determination under the VIE model, and (iii) eliminate the presumption within the current voting model that a general partner controls a limited partnership or similar entity. The new guidance is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2015 with early adoption permitted. The amendments may be applied using either a modified retrospective or full retrospective approach. The Company is currently evaluating the effect the guidance will have on its consolidated financial statements.

On April 7, 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying value of the debt liability. This standard is effective for fiscal years beginning after December 15, 2015 with early adoption permitted and will be applied on a retrospective basis. The new standard will be effective for the Company on January 1, 2016 and will not have a material impact on the Company's financial position, results of operations or cash flows.

## 4. Acquisition of Hotel Properties

## Hotel Purchase Price Allocation

The preliminary allocation of the purchase price of the Residence Inn San Diego Gaslamp hotel ("Gaslamp") based on the fair value on the date of the acquisition, was (dollars in thousands):

|                                       |           |   |
|---------------------------------------|-----------|---|
|                                       | Gaslamp   |   |
| Acquisition date                      | 2/25/2015 |   |
| Number of Rooms                       | 240       |   |
| Land                                  | \$—       |   |
| Building and improvements             | 89,040    |   |
| Furniture, fixtures and equipment     | 960       |   |
| Cash                                  | 3         |   |
| Accounts receivable                   | 81        |   |
| Prepaid expenses and other assets     | 278       |   |
| Accounts payable and accrued expenses | (204      | ) |
| Net assets acquired                   | \$90,158  |   |
| Net assets acquired, net of cash      | \$90,155  |   |

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The Company incurred acquisition costs of \$260 and \$1,482, respectively, during the three months ended March 31, 2015 and 2014.

The amount of revenue and operating income from the new hotel acquired in 2015 are as follows (in thousands):

|                                 | For the three months ended<br>March 31, 2015 |                  |
|---------------------------------|--|------------------|
|                                 | Revenue                                      | Operating Income |
| Residence Inn San Diego Gaslamp | \$1,449                                      | \$985            |
| Total                           | \$1,449                                      | \$985            |

## Pro Forma Financial Information

The following condensed pro forma financial information presents the unaudited results of operations for the three months ended March 31, 2015 and 2014 as if the acquisition of the hotels acquired in 2015 and 2014 had taken place on January 1, 2014 and 2013, respectively. Since the acquisition of the Cherry Creek hotel was not material, the pro forma numbers presented below do not include the operating results of the Cherry Creek hotel prior to the acquisition date. Supplemental pro forma earnings were adjusted to exclude \$93 of acquisition costs incurred in the three months ended March 31, 2015. Supplemental pro forma earnings for the three months ended March 31, 2014 were adjusted to include these charges from 2015. The unaudited pro forma results have been prepared for comparative purposes only and are not necessarily indicative of what actual results of operations would have been had the acquisitions taken place on January 1, 2014 and 2013, respectively, nor do they purport to represent the results of operations for future periods (in thousands, except share and per share data).

|  | For the three months ended<br>March 31, |            |
|--|---|------------|
|  | 2015                                    | 2014       |
| Pro forma total revenue                    | \$60,984                                | \$55,758   |
| Pro forma net income                       | \$1,237                                 | \$(232)    |
| Pro forma income per share:                |   |            |
| Basic                                      | \$0.03                                  | \$(0.01)   |
| Diluted                                    | \$0.03                                  | \$(0.01)   |
| Weighted average Common Shares Outstanding |   |            |
| Basic                                      | 38,297,669                              | 38,297,669 |
| Diluted                                    | 38,601,908                              | 38,601,908 |

## 5. Allowance for Doubtful Accounts

The Company maintains an allowance for doubtful accounts at a level believed to be adequate to absorb estimated probable losses. That estimate is based on past loss experience, current economic and market conditions and other relevant factors. The allowance for doubtful accounts was \$76 and \$71 as of March 31, 2015 and December 31, 2014, respectively.

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## 6. Investment in Hotel Properties

Investment in hotel properties as of March 31, 2015 and December 31, 2014 consisted of the following (in thousands):

|                                     | March 31, 2015 | December 31, 2014 |
|-------------------------------------|----------------|-------------------|
| Land and improvements               | \$261,108      | \$261,108         |
| Building and improvements           | 935,969        | 844,396           |
| Furniture, fixtures and equipment   | 58,539         | 61,185            |
| Renovations in progress             | 8,560          | 6,574             |
|                                     | 1,264,176      | 1,173,263         |
| Less: accumulated depreciation      | (84,145        | ) (76,838         |
| Investment in hotel properties, net | \$1,180,031    | \$1,096,425       |

## 7. Investment in Unconsolidated Entities

On April 17, 2013, the Company acquired a 5.0% interest in the Torrance JV for \$1.7 million. The Torrance JV acquired the 248-room Residence Inn by Marriott in Torrance, CA for \$31,000. The Company accounts for this investment under the equity method. During the three months ended March 31, 2015 and 2014, the Company received cash distributions from the Torrance JV as follows (in thousands):

|  | For the three months ended |      |
|--|----------------------------|------|
|  | March 31, 2015             | 2014 |
| Cash generated from other activities and excess cash | \$45                       | \$38 |
| Total  | \$45                       | \$38 |

Until June 9, 2014, the Company owned a 10.3% interest in the Innkeepers JV with Cerberus, which owned 51 hotels comprising an aggregate of 6,845 rooms. The Company accounted for this investment under the equity method. During the three months ended March 31, 2015 and 2014, the Company received cash distributions from the Innkeepers JV as follows (in thousands):

|  | For the three months ended |       |
|--|----------------------------|-------|
|  | March 31, 2015             | 2014  |
| Cash generated from other activities and excess cash | \$—                        | \$411 |
| Total  | \$—                        | \$411 |

On June 9, 2014, the Innkeepers JV completed the sale of 47 of the 51-hotels, owned by the Innkeepers JV to the NewINK JV, a joint venture between affiliates of NorthStar and the it's Operating Partnership: NorthStar owns an 89.7% interest and the Company owns a 10.3% interest in the NewINK JV 47-hotel portfolio. The remaining four hotels that were part of the 51-hotel portfolio owned by the Innkeepers JV, each of which is a Residence Inn hotel located in Silicon Valley, CA (the "Silicon Valley Hotels"), were purchased by the Company. The Company accounts for its investment in the NewINK JV under the equity method. The remeasurement gain of the Company's interest in the four Silicon Valley Hotels as a result of the step acquisition was approximately \$18,750 and the net gain from the Company's promote interest in the Innkeepers JV was approximately \$47,000 (which was credited toward the purchase of the Silicon Valley Hotels), resulting in a total gain of \$65,750 from the transaction. For tax purposes, the Company's gain resulting from this transaction will be rolled tax deferred between the basis of the Company's investment in the NewINK JV and the Company's basis in the four Silicon Valley Hotels. As of March 31, 2015, the Company's share of partners' capital in the NewINK JV is approximately \$20,400 and the total difference between the carrying amount of investment and the Company's share of partners' capital is approximately \$19,700 (for which the basis difference related to amortizing assets is being recognized over the life of the related assets as a basis difference adjustment).





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During the three months ended March 31, 2015 and 2014, the Company received cash distributions from the NewINK JV as follows (in thousands):

|  | For the three months ended<br>March 31, |      |
|--|---|------|
|  | 2015                                    | 2014 |
| Cash generated from other activities and excess cash | \$822                                   | \$—  |
| Total  | \$822                                   | \$—  |

On November 17, 2014, the Company acquired a 10.0% interest in the Inland JV, a joint venture between affiliates of NorthStar and the Operating Partnership. NorthStar owns a 90.0% interest in the Inland JV. The Company accounts for this investment under the equity method. During the three months ended March 31, 2015 and 2014, the Company received cash distributions from the Inland JV as follows (in thousands):

|  | For the three months ended<br>March 31, |      |
|--|---|------|
|  | 2015                                    | 2014 |
| Cash generated from other activities and excess cash | \$425                                   | \$—  |
| Total  | \$425                                   | \$—  |

The Company's ownership interest in the JVs are subject to change in the event that either the Company, NorthStar or Cerberus calls for additional capital contributions to the respective JVs necessary for the conduct of business, including contributions to fund costs and expenses related to capital expenditures. The Company manages the JVs and will receive a promote interest in each applicable JV if it meets certain return thresholds for such JV. NorthStar and Cerberus may also approve certain actions by the JVs in which they are the partner without the Company's consent, including certain property dispositions conducted at arm's length, certain actions related to the restructuring of the applicable JV and removal of the Company as managing member in the event the Company fails to fulfill its material obligations under the applicable joint venture agreement.

The Company's investment in the Innkeepers JV investment is \$0 at March 31, 2015. The Company's investment in the NewINK JV, the Inland JV and Torrance JV are \$672, \$25,173, and \$758, respectively, at March 31, 2015. The following table sets forth the combined components of net income (loss), including the Company's share, related to the Innkeepers JV, NewINK JV and Inland JV (the Torrance JV is not material) for the three months ended March 31, 2015 and 2014 (in thousands):

|   | For the three months ended<br>March 31, |           |   |
|---|---|-----------|---|
|   | 2015                                    | 2014      |   |
| Revenue   | \$150,637                               | \$63,714  |   |
| Total hotel operating expenses  | 67,255                                  | 36,998    |   |
| Operating income  | \$83,382                                | \$26,716  |   |
| Net loss from continuing operations   | \$(4,180)                               | \$(3,335) | ) |
| Loss on sale of hotels  | \$—                                     | \$(4)     | ) |
| Net loss  | \$(4,180)                               | \$(3,339) | ) |
| Loss allocable to the Company   | \$(427)                                 | \$(343)   | ) |
| Basis difference adjustment   | 150                                     | —         | ) |
| Total loss from unconsolidated real estate entities attributable to Chatham | \$(277)                                 | \$(343)   | ) |



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## 8. Debt

The Company's mortgage loans and its senior secured revolving credit facility are collateralized by first-mortgage liens on certain of the Company's properties. The mortgages are non-recourse except for instances of fraud or misapplication of funds. Mortgage debt consisted of the following (dollars in thousands):

| Collateral                                       | Interest Rate | Maturity Date     | 3/31/15 Property Carrying Value | Balance Outstanding on Loan as of March 31, 2015 | December 31, 2014 |
|--|---------------|-------------------|---------------------------------|--|-------------------|
| Senior Secured Revolving Credit Facility (1)     | 2.67 %        | November 5, 2016  | \$240,697                       | \$5,000  | \$22,500          |
| SpringHill Suites by Marriott Washington, PA (2) | 5.84 %        | April 1, 2015     | 11,391                          | —  | 4,760             |
| Courtyard by Marriott Altoona, PA                | 5.96 %        | April 1, 2016     | 10,440                          | 6,118  | 6,172             |
| Residence Inn by Marriott New Rochelle, NY       | 5.75 %        | September 1, 2021 | 21,305                          | 14,747   | 14,832            |
| Residence Inn by Marriott San Diego, CA          | 4.66 %        | February 6, 2023  | 46,606                          | 29,932   | 30,062            |
| Homewood Suites by Hilton San Antonio, TX        | 4.59 %        | February 6, 2023  | 29,426                          | 17,099   | 17,174            |
| Residence Inn by Marriott Vienna, VA             | 4.49 %        | February 6, 2023  | 32,641                          | 23,429   | 23,534            |
| Courtyard by Marriott Houston, TX                | 4.19 %        | May 6, 2023       | 32,213                          | 19,386   | 19,475            |
| Hyatt Place Pittsburgh, PA                       | 4.65 %        | July 6, 2023      | 37,865                          | 23,558   | 23,657            |
| Residence Inn by Marriott Bellevue, WA           | 4.97 %        | December 6, 2023  | 69,312                          | 47,407   | 47,580            |
| Residence Inn by Marriott Garden Grove, CA       | 4.79 %        | April 6, 2024     | 42,682                          | 34,000   | 34,000            |
| Residence Inn by Marriott Silicon Valley I, CA   | 4.64 %        | July 1, 2024      | 89,403                          | 64,800   | 64,800            |
| Residence Inn by Marriott Silicon Valley II, CA  | 4.64 %        | July 1, 2024      | 97,892                          | 70,700   | 70,700            |
| Residence Inn by Marriott San Mateo, CA          | 4.64 %        | July 1, 2024      | 70,302                          | 48,600   | 48,600            |
| Residence Inn by Marriott Mountain View, CA      | 4.64 %        | July 6, 2024      | 54,046                          | 37,900   | 37,900            |
| SpringHill Suites by Marriott Savannah, GA       | 4.62 %        | July 6, 2024      | 37,981                          | 30,000   | 30,000            |
| Homewood Suites by Hilton Billerica, MA          | 4.32 %        | December 6, 2024  | 12,067                          | 16,225   | 16,225            |
| Homewood Suites by Hilton Carlsbad CA            | 4.32 %        | December 6, 2024  | 28,640                          | 19,950   | 19,950            |
| Hampton Inn & Suites Houston Medical Center, TX  | 4.25 %        | January 6, 2025   | 15,546                          | 18,300   | 18,300            |
| Total  |               |                   | \$980,455                       | \$527,151  | \$550,221         |

Twelve properties in the borrowing base serve as collateral for borrowings under the senior secured revolving (1) credit facility at March 31, 2015. The interest rate for the senior secured revolving credit facility is variable and based on LIBOR plus 2.5%.

(2) On March 31, 2015, the Company paid off the SpringHill Suites by Marriott Washington, PA loan, due April 1, 2015.

At March 31, 2015 and December 31, 2014, the Company had \$5,000 and \$22,500, respectively, of outstanding borrowings under its senior secured revolving credit facility. At March 31, 2015, the maximum borrowing availability under the senior secured revolving credit facility was \$175,000.

The Company estimates the fair value of its fixed rate debt, which is all of the Company's mortgage loans, by discounting the future cash flows of each instrument at estimated market rates. Rates take into consideration general market conditions, quality and estimated value of collateral and maturity of debt with similar credit terms and are classified within level 3 of the fair value hierarchy. The estimated fair value of the Company's fixed rate debt as of March 31, 2015 and December 31, 2014 was \$547,672 and \$542,538, respectively.

The Company estimates the fair value of its variable rate debt by taking into account general market conditions and the estimated credit terms it could obtain for debt with similar maturity and is classified within level 3 of the fair value

hierarchy. The Company's only variable rate debt is under its senior secured revolving credit facility. The estimated fair value of the Company's variable rate debt as of March 31, 2015 and December 31, 2014 was \$4,999 and \$22,498, respectively.

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As of March 31, 2015, the Company was in compliance with all of its financial covenants. At March 31, 2015, the Company's consolidated fixed charge coverage ratio was 3.11. Future scheduled principal payments of debt obligations as of March 31, 2015, for the current year and each of the next four calendar years and thereafter are as follows (in thousands):

|                              | Amount    |
|------------------------------|-----------|
| 2015 (remaining nine months) | \$3,263   |
| 2016                         | 14,422    |
| 2017                         | 3,901     |
| 2018                         | 4,954     |
| 2019                         | 6,899     |
| Thereafter                   | 493,712   |
| Total                        | \$527,151 |

## 9. Income Taxes

The Company's TRSs are subject to federal and state income taxes. The Company's TRSs are structured under two TRS holding companies, which are referred to as TRS 1 and TRS 2, that are treated separately for income tax purposes.

The components of income tax expense for the following periods are as follows (in thousands):

|             | For the three months ended |      |
|-------------|----------------------------|------|
|             | March 31,                  |      |
|             | 2015                       | 2014 |
| Federal     | \$—                        | \$2  |
| State       | —                          | 1    |
| Tax expense | \$—                        | \$3  |

At March 31, 2015, TRS 1 had a net deferred tax asset associated with future tax deductions of \$1,879. TRS 1 has continued to record a full valuation allowance equal to 100% of the gross deferred tax asset due to the uncertainty of realizing the benefit of its deferred assets due to the cumulative taxable losses incurred by TRS 1 since its inception. TRS 2 has a gross deferred tax asset of \$0 as of March 31, 2015, net of \$0 valuation allowance.

## 10. Dividends Declared and Paid

The Company declared total common share dividends of \$0.30 per share and distributions on LTIP units of \$0.30 per unit for the three months ended March 31, 2015. The dividends and distributions were as follows:

|                  | Record<br>Date | Payment<br>Date | Common<br>share<br>distribution<br>amount | LTIP<br>unit<br>distribution<br>amount |
|------------------|----------------|-----------------|---|--|
| January          | 1/30/2015      | 2/27/2015       | \$0.10                                    | \$0.10                                 |
| February         | 2/27/2015      | 3/27/2015       | 0.10                                      | 0.10                                   |
| March            | 3/31/2015      | 4/24/2015       | 0.10                                      | 0.10                                   |
| 1st Quarter 2015 |                |                 | \$0.30                                    | \$0.30                                 |

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## 11. Earnings Per Share

The two class method is used to determine earnings per share because unvested restricted shares and unvested LTIP units are considered to be participating shares. Unvested restricted shares and unvested LTIP units that could potentially dilute basic earnings per share in the future would not be included in the computation of diluted loss per share, for the periods where a loss has been recorded, because they would have been anti-dilutive for the periods presented. The following is a reconciliation of the amounts used in calculating basic and diluted net income (loss) per share (in thousands, except share and per share data):

|   | For the three months ended<br>March 31, |            |
|---|---|------------|
|   | 2015                                    | 2014       |
| Numerator:  |   |            |
| Net (loss) income attributable to common shareholders   | \$1,411                                 | \$(1,732 ) |
| Dividends paid on unvested shares and units   | (43 )                                   | (76 )      |
| Net income (loss) attributable to common shareholders   | \$1,368                                 | \$(1,808 ) |
| Denominator:  |   |            |
| Weighted average number of common shares - basic  | 37,018,039                              | 26,271,678 |
| Effect of dilutive securities:  |   |            |
| Unvested shares   | 304,239                                 | —          |
| Weighted average number of common shares - diluted  | 37,322,278                              | 26,271,678 |
| Basic income per Common Share:  |   |            |
| Net income (loss) attributable to common shareholders per weighted average basic common share   | \$0.04                                  | \$(0.07 )  |
| Diluted income per Common Share:  |   |            |
| Net income (loss) attributable to common shareholders per weighted average diluted common share | \$0.04                                  | \$(0.07 )  |

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## 12. Equity Incentive Plan

The Company maintains its Equity Incentive Plan to attract and retain independent trustees, executive officers and other key employees and service providers. The plan provides for the grant of options to purchase common shares, share awards, share appreciation rights, performance units and other equity-based awards. The plan was amended and restated as of May 17, 2013 to increase the maximum number of shares available under the plan to 3,000,000 shares. Share awards under this plan generally vest over three years, though compensation for the Company's independent trustees includes shares granted that vest immediately. The Company pays dividends on unvested shares and units, except for performance based shares, for which dividends on unvested performance based shares are not paid until those shares are vested. Certain awards may provide for accelerated vesting if there is a change in control. In January 2015 and 2014, the Company issued 14,113 and 16,542 common shares, respectively, to its independent trustees as compensation for services performed in 2014 and 2013. The quantity of shares was calculated based on the average of the closing price for the Company's common shares on the NYSE for the last ten trading days preceding the reporting date. The Company would have distributed 4,616 common shares for services performed in 2015 had this liability classified award been satisfied as of March 31, 2015. As of March 31, 2015, there were 2,206,040 common shares available for issuance under the Equity Incentive Plan.

## Restricted Share Awards

A summary of the shares granted to executive officers that have not fully vested pursuant to the Equity Incentive Plan as of March 31, 2015 is as follows:

| Award Type                    | Award Date | Total Shares Granted | Vested as of March 31, 2015 |
|-------------------------------|------------|----------------------|-----------------------------|
| 2013 Time-based Awards        | 1/29/2013  | 40,829               | 27,222                      |
| 2013 Performance-based Awards | 5/17/2013  | 40,829               | 27,222                      |
| 2014 Time-based Awards        | 1/31/2014  | 48,213               | 16,071                      |
| 2014 Performance-based Awards | 1/31/2014  | 38,805               | 12,935                      |
| 2015 Time-based Awards        | 1/30/2015  | 40,161               | —                           |
| 2015 Performance-based Awards | 1/30/2015  | 36,144               | —                           |

Time-based shares will vest over a three-year period. The performance-based shares will be issued and vest over a three-year period only if and to the extent that long-term performance criteria established by the Board of Trustees are met and the recipient remains employed by the Company through the vesting date.

The Company measures compensation expense for time-based vesting restricted share awards based upon the fair market value of its common shares at the date of grant. For the performance-based shares granted in 2013, 2014 and 2015, compensation expense is based on a valuation of \$10.93, \$13.17 and \$21.21, respectively, per performance share granted, which takes into account that some or all of the awards may not vest if long-term performance criteria are not met during the vesting period. Compensation expense is recognized on a straight-line basis over the vesting period and is included in general and administrative expense in the accompanying consolidated statements of operations. The Company pays dividends on non-vested time-based restricted shares. Dividends for performance-based shares are accrued and paid annually only if and to the extent that long-term performance criteria established by the Board of Trustees are met and the recipient remains employed by the Company on the vesting date.



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A summary of the Company's restricted share awards for the as of March 31, 2015 and December 31, 2014 is as follows:

|                                       | Three months ended<br>March 31, 2015 |   | Year ended<br>December 31, 2014 |   |
|---------------------------------------|--------------------------------------|---|---------------------------------|---|
|                                       | Number of<br>Shares                  | Weighted -<br>Average Grant<br>Date Fair<br>Value | Number of<br>Shares             | Weighted -<br>Average Grant<br>Date Fair<br>Value |
| Non-vested at beginning of the period | 179,641                              | \$ 14.92  | 158,035                         | \$ 12.39  |
| Granted                               | 76,305                               | 26.43   | 87,018                          | 17.46   |
| Vested                                | (94,418 )                            | 13.80   | (65,412 )                       | 12.17   |
| Non-vested at end of the period       | 161,528                              | \$ 21.02  | 179,641                         | \$ 14.92  |

As of March 31, 2015 and December 31, 2014, there were \$3,105 and \$1,458, respectively, of unrecognized compensation costs related to restricted share awards. As of March 31, 2015, these costs were expected to be recognized over a weighted-average period of approximately 2.3 years. For the three months ended March 31, 2015 and 2014, the Company recognized approximately \$370 and \$248, respectively, of expense related to the restricted share awards. This expense is included in general and administrative expenses in the accompanying consolidated statements of operations.

**Long-Term Incentive Plan Units**

The Company recorded \$196 and \$196 in compensation expense related to the LTIP units for the three months ended March 31, 2015 and 2014, respectively. As of March 31, 2015 and December 31, 2014, there was \$71 and \$267, respectively, of total unrecognized compensation cost related to LTIP units. This cost is expected to be recognized over approximately 0.2 years, which represents the weighted average remaining vesting period of the LTIP units. Upon the closing of the Company's equity offering on September 30, 2013, the Company determined that a revaluation event occurred, as defined in the Internal Revenue Code of 1986, as amended, and 26,250 LTIP units held by one of the officers of the Company had achieved full parity with the common units of the Operating Partnership with respect to liquidating distributions and all other purposes. 80% of these units have vested as of March 31, 2015. As of June 4, 2014, the Company determined that a revaluation event occurred, as defined in the Internal Revenue Code of 1986, as amended, and 231,525 LTIP units held by two other officers of the Company had achieved full parity with the common units of the Operating Partnership with respect to liquidating distributions and all other purposes. As of March 31, 2015, 80% of these units have vested. Accordingly, these LTIP units will be allocated their pro-rata share of the Company's net income.

**13. Commitments and Contingencies****Litigation**

The nature of the operations of the Company's hotels exposes those hotels, the Company and the Operating Partnership to the risk of claims and litigation in the normal course of their business. An affiliate of the Company is currently a defendant, along with IHM, in a class action lawsuit pending in the San Diego County Superior Court. The class actions were filed on April 25, 2012 and February 27, 2013, and have subsequently been consolidated on November 8, 2013 under the title Martinez et al v. Island Hospitality Management, Inc., et al. Case No. 37-2012-00096221-CU-OE-CTL. The class actions relate to fifteen hotels operated by IHM in the state of CA and owned by affiliates of the Company, NewINK JV, Innkeepers JV, and/or certain third parties. Both complaints in the now consolidated lawsuit allege various wage and hour law violations, including unpaid off-the-clock work, failure to provide meal breaks and failure to provide rest breaks. The plaintiffs seek injunctive relief, money damages, penalties, and interest. We are defending the case vigorously. As of March 31, 2015, we have included \$295 in accounts payable and accrued expenses, which represents an estimate of our exposure to the litigation and is also estimated as the maximum possible loss that the Company may incur.

**Hotel Ground Rent**

The Altoona hotel is subject to a ground lease with an expiration date of April 30, 2029 with an extension option of up to 12 additional terms of five years each. Monthly payments are determined by the quarterly average room occupancy

of the hotel. Rent is equal to approximately \$7,500 per month when monthly occupancy is less than 85% and can increase up to approximately \$20,000 per month if occupancy is 100%, with minimum rent increased by two and one-half percent (2.5%) on an annual basis.

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The Gaslamp hotel is subject to a ground lease with an expiration date of January 31, 2065 with an extension option of up to 3 additional terms of ten years each. Monthly payments are currently \$40,000 per month and increase 10% every 5 years. The hotel is subject to supplemental rent payments annually calculated as 5% of gross revenues during the applicable lease year, minus 12 times the monthly base rent scheduled for the lease year.

At the New Rochelle Residence Inn, there is an air rights lease and garage lease that each expire on December 1, 2104. The lease agreements with the City of New Rochelle cover the space above the parking garage that is occupied by the hotel as well as 128 parking spaces in a parking garage that is attached to the hotel. The annual base rent for the garage lease is the hotel's proportionate share of the city's adopted budget for the operations, management and maintenance of the garage and established reserves to fund for the cost of capital repairs. Rent for 2015 is equal to approximately \$30,700 per quarter.

Future minimum rental payments under the terms of all non-cancellable operating ground leases under which the Company is the lessee are expensed on a straight-line basis regardless of when payments are due. The following is a schedule of the minimum future obligation payments required under the ground, air rights and garages leases as of March 31, 2015, for the remainder of 2015 and for each of the next four calendar years and thereafter (in thousands):

|                              | Amount   |
|------------------------------|----------|
| 2015 (remaining nine months) | \$521    |
| 2016                         | 696      |
| 2017                         | 698      |
| 2018                         | 701      |
| 2019                         | 703      |
| Thereafter                   | 47,198   |
| Total                        | \$50,517 |

**Management Agreements**

The management agreements with Concord have an initial ten-year term that expire on February 28, 2017 and will renew automatically for successive one-year terms unless terminated by the TRS lessee or the manager by written notice to the other party no later than 90 days prior to the then current term's expiration date. The management agreements may be terminated for cause, including the failure of the managed hotel to meet specified operating performance levels. If the Company were to terminate the management agreements during the first nine years of the term, other than for breach or default by the manager, the Company would be responsible for paying termination fees to the manager.

The management agreements with IHM have an initial term of five years and may be renewed for two five-year periods at IHM's option by written notice to us no later than 90 days prior to the then current term's expiration date. The IHM management agreements provide for early termination at the Company's option upon sale of any IHM-managed hotel for no termination fee, with six months advance notice. The IHM management agreements may be terminated for cause, including the failure of the managed hotel to meet specified performance levels. Base management fees are calculated as a percentage of the hotel's gross room revenue. If certain financial thresholds are met or exceeded, an incentive management fee is calculated as 10% of the hotel's net operating income less fixed costs, base management fees and a specified return threshold. The incentive management fee is capped at 1% of gross hotel revenues for the applicable calculation.

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Terms of the Company's management agreements entered into during the three months ended March 31, 2015 are as follows:

| Property   | Management Company | Base Management Fee | Monthly Accounting Fee | Monthly Revenue Management Fee | Incentive Management Fee |
|--|--------------------|---------------------|------------------------|--------------------------------|--------------------------|
| Residence Inn San Diego Gaslamp  | IHM                | 3.0                 | 3.0                    | \$1,500                        | \$1,000                  |
| Management fees totaled approximately \$1,816 and \$1,094, respectively, for the three months ended March 31, 2015 and 2014, respectively. |                    |                     |                        |                                |                          |

Franchise Agreements

The fees associated with the franchise agreements are calculated on the specified percentage of the hotel's gross room revenue. Terms of the Company's franchise agreements entered into during the three months ended March 31, 2015 are as follows:

| Property                        | Franchise Company           | Franchise/Royalty Fee | Marketing/Program Fee | Expiration |
|---------------------------------|-----------------------------|-----------------------|-----------------------|------------|
| Residence Inn San Diego Gaslamp | Marriott International, Inc | 6.0                   | 2.5                   | 2035       |

Franchise and marketing fees totaled approximately \$4,494 and \$2,793, respectively, for the three months ended March 31, 2015 and 2014, respectively.

14. Related Party Transactions

Mr. Fisher owns 51% of IHM and affiliates of NorthStar Asset Management Group, Inc. own 45%. As of March 31, 2015, the Company had hotel management agreements with IHM to manage 33 of its wholly-owned hotels. As of March 31, 2015, all 47 hotels owned by the NewINK JV and 34 of the 48 hotels owned by the Inland JV are managed by IHM. Hotel management, revenue management and accounting fees paid to IHM for the hotels owned by the Company for the three months ended March 31, 2015 and 2014 were \$1,751 and \$1,023, respectively. At March 31, 2015 and December 31, 2014, the amounts due to IHM were \$1,072 and \$715, respectively.

Cost reimbursements from unconsolidated real estate entities revenue represent reimbursements of costs incurred on behalf of the Innkeepers JV, NewINK JV, Inland JV and an entity which is 97.5% owned by affiliates of NorthStar and 2.5% owned by Mr. Fisher. These costs relate primarily to corporate payroll costs at the Innkeepers JV, NewINK JV and Inland JV where the Company is the employer. As the Company records cost reimbursements based upon costs incurred with no added markup, the revenue and related expense has no impact on the Company's operating income or net income. Cost reimbursements from the JVs are recorded based upon the occurrence of a reimbursed activity.

15. Subsequent Events

None.

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

The following discussion and analysis should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2014. In this report, we use the terms "the Company", "we" or "our" to refer to Chatham Lodging Trust and its consolidated subsidiaries, unless the context indicates otherwise.

Statement Regarding Forward-Looking Information

The following information contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements include information about possible or assumed future results of the lodging industry and our business, financial condition, liquidity, results of operations, cash flow and plans and objectives. These statements generally are characterized by the use of the words "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "may" or similar expressions. Although we believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, our actual results could differ materially from those set forth in the forward-looking statements. Some factors that might cause such a difference include the following: local, national and global economic conditions, increased direct competition, changes in government regulations or accounting rules, changes in local, national and global real estate conditions, declines in lodging industry fundamentals, increased operating costs, seasonality of the lodging industry, our ability to obtain debt and equity financing on satisfactory terms, changes in interest rates, our ability to identify suitable investments, our ability to close on identified investments and inaccuracies of our accounting estimates. Given these uncertainties, undue reliance should not be placed on such statements. We undertake no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect future events or circumstances or to reflect the occurrence of unanticipated events. The forward-looking statements should also be read in light of the risk factors identified in the "Risk Factors" section in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 as updated by the Company's subsequent filings with the SEC under the Exchange Act.

Overview

We are a self-advised hotel investment company organized in October 2009 that commenced operations in April 2010. Our investment strategy is to invest in upscale extended-stay and premium-branded select-service hotels in geographically diverse markets with high barriers to entry near strong demand generators. We may acquire portfolios of hotels or single hotels. We expect that a significant portion of our portfolio will consist of hotels in the upscale extended-stay or select-service categories, including brands such as Homewood Suites by Hilton®, Residence Inn by Marriott®, Hyatt Place®, Courtyard by Marriott®, Hilton Garden Inn by Hilton®, Hampton Inn® and Hampton Inn and Suites®.

The Company's future hotel acquisitions may be funded by issuances of both common and preferred shares or the issuance of partnership interests in our operating partnership, Chatham Lodging, L.P. (the "Operating Partnership") draw-downs under our senior secured revolving credit facility, the incurrence or assumption of debt, available cash, proceeds from dispositions of assets or distributions from our 10.3% investment in a joint venture with affiliates of NorthStar Realty Finance Corp. ("NorthStar") that owns 47 hotels (the "NewINK JV"), distributions from our 10% investment in a joint venture with NorthStar that owns 48 hotels (the "Inland JV") or distributions from our 5.0% investment in a joint venture with Cerberus Capital Management ("Cerberus") that owns the Residence Inn by Marriott in Torrance, CA (the "Torrance JV" and together with the NewINK JV, and the Inland JV, the "JVs"). We intend to acquire quality assets at attractive prices and improve their returns through knowledgeable asset management and seasoned, proven hotel management while remaining prudently leveraged.

At March 31, 2015, our leverage ratio was 38.8% based on the ratio of our net debt (total debt outstanding less unrestricted cash and cash equivalents) to hotel investments at cost, including the JV investments. Over the past several years, we have maintained a leverage ratio between the mid-30s and the low 50s to fund our acquisitions and joint venture investments. We have issued mortgage debt of \$522,151 at an average rate of approximately 4.7%. Accordingly, our debt coverage ratios are favorable and, as a result, we are comfortable in this leverage range and believe we have the capacity and flexibility to take advantage of acquisition opportunities. We intend to continue to

fund our investments with the proper balance of debt and equity, such that these investments will be accretive to our earnings and net asset value.

We believe the remainder of 2015 and 2016 will offer attractive growth for the lodging industry and for us because lodging demand is projected to surpass supply growth for at least the next two years. Increased demand is correlative to economic growth in the U.S. and with gross domestic product (“GDP”) expected to moderately grow, we believe lodging demand will increase.

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We are a real estate investment trust (“REIT”) for federal income tax purposes. In order to qualify as a REIT under the Internal Revenue Code of 1986, as amended (the “Code”), we cannot operate our hotels. Therefore, our Operating Partnership and its subsidiaries lease our hotel properties to taxable REIT lessee subsidiaries (“TRS Lessees”), who in turn engage eligible independent contractors to manage the hotels. Each of the TRS Lessees is treated as a taxable REIT subsidiary for federal income tax purposes and is consolidated within our financial statements for accounting purposes. However, since we control both the Operating Partnership and the TRS Lessees, our principal source of funds on a consolidated basis is from the operations of our hotels. The earnings of the TRS Lessees are subject to taxation as regular C corporations, as defined in the Code, potentially reducing the TRS Lessees’ cash available to pay dividends to us, and therefore our funds from operations and the cash available for distribution to our shareholders.

**Financial Condition and Operating Performance Metrics**

We measure our financial condition and hotel operating performance by evaluating financial metrics and measures such as:

- Revenue Per Available Room (“RevPAR”),
- Average Daily Rate (“ADR”),
- Occupancy,
- Funds From Operations (“FFO”),
- Adjusted FFO,
- Earnings before interest, taxes, depreciation and amortization (“EBITDA”),
- Adjusted EBITDA, and
- Hotel EBITDA

We evaluate the hotels in our portfolio and potential acquisitions using these metrics to determine each hotel’s contribution toward providing income to our shareholders through increases in distributable cash flow and increasing long-term total returns through appreciation in the value of our common shares. RevPAR, ADR and Occupancy are hotel industry measures commonly used to evaluate operating performance. RevPAR, which is calculated as total room revenue divided by total number of available rooms, is an important metric for monitoring hotel operating performance, and more specifically hotel revenue.

“Non-GAAP Financial Measures” provides a detailed discussion of our use of FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA and a reconciliation of FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA to net income or loss, measurements recognized by generally accepted accounting principles in the United States (“GAAP”).

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## Results of Operations

## Industry outlook

We believe that the lodging industry's performance is correlated to the performance of the economy overall, and specifically, key economic indicators such as GDP growth, employment trends, corporate travel and corporate profits. We expect a continuing improvement in the performance of the lodging industry as GDP is currently forecasted to grow approximately 2.3% to 2.7% in 2015, labor market conditions are expected to continue to improve and corporate profits and travel expenses are expected to continue to rise. As reported by Smith Travel Research, monthly industry RevPAR has been higher year over year since March 2010, so we are into the fifth year of RevPAR growth in what many believe will be a longer cycle than those experienced in the past due to the fact that new room supply is forecast to grow moderately. As a comparison, from 1992 to 2000, the industry saw nine consecutive years of RevPAR growth and from 2003 to 2007 the industry saw five consecutive years of RevPAR growth. As reported by Smith Travel Research, industry RevPAR grew 7.9% and 6.8% year to date through March 31, 2015 and 2014 compared to the same period in the prior years. Industry analysts such as Smith Travel Research and PKF Hospitality are projecting industry RevPAR to grow in a range of 6.4% to 6.7% in 2015 based on economic growth, with lodging demand projected to increase 2% to 3% and new supply projected to grow by 1.1% to 1.3%. Of the projected RevPAR growth, industry analysts believe growth in ADR will comprise the majority of the expected growth. Primary hotel franchisors Marriott, Hilton, Hyatt and Starwood are projecting 2015 RevPAR growth in North America in a range of 5% to 7%. We are currently projecting RevPAR at our hotels to grow 5% to 7% in 2015 with ADR comprising all of our RevPAR growth. Industry analysts are currently predicting that RevPAR will continue to grow in 2016 with preliminary estimates from Smith Travel Research and PFK Hospitality ranging between 5.9% and 6.6%.

Comparison of the three months ended March 31, 2015 to the three months ended March 31, 2014

Results of operations for the three months ended March 31, 2015 include the operating activities of our 35 wholly owned hotels and our investments in the NewINK JV, Inland JV and the Torrance JV. We wholly owned 25 hotels at January 1, 2014 and owned a 10.3% joint venture interest in the Innkeepers JV and a 5.0% interest in the Torrance JV. Accordingly, the comparisons below are influenced by the fact that ten hotels were not owned by us in the first quarter of 2014. Four hotels in the Silicon Valley, CA area and our interest in the NewINK JV were acquired on June 9, 2014, one hotel in Glendale, CO was acquired on August 29, 2014, four hotels and our 10% interest in the Inland JV was acquired on November 17, 2014 and one hotel in San Diego, CA was acquired on February 25, 2015.

## Revenues

Revenue, which consists primarily of room, food and beverage and other operating revenues from our wholly owned hotels, was as follows for the periods indicated (in thousands):

|  | For the three months ended |                   |      | % Change |
|--|----------------------------|-------------------|------|----------|
|  | March 31,<br>2015          | March 31,<br>2014 |      |          |
| Room   | \$55,032                   | \$33,958          | 62.1 | %        |
| Food and beverage  | 1,167                      | 628               | 85.8 | %        |
| Other  | 1,869                      | 1,608             | 16.2 | %        |
| Cost reimbursements from unconsolidated real estate entities | 848                        | 672               | 26.2 | %        |
| Total revenue  | \$58,916                   | \$36,866          | 59.8 | %        |

Total revenue was \$58,916 for the quarter ended March 31, 2015, up \$22,050 compared to total revenue of \$36,866 for the 2014 period. Total revenue related to the ten hotels acquired since the first quarter of 2014 contributed \$20,832 of the increase. Since all of our hotels are select-service or limited-service hotels, room revenue is the primary revenue source as these hotels do not have significant food and beverage revenue or large group conference facilities. Room revenue comprised 93.4% and 92.1% of total revenue for the quarters ended March 31, 2015 and 2014, respectively. Room revenue was \$55,032 and \$33,958 for the quarters ended March 31, 2015 and 2014, respectively, with \$19,995 of the increase in 2015 attributable to the ten hotels acquired since the first quarter of 2014. For the 25 comparable hotels owned by us throughout both the 2015 and 2014 periods, room revenue was up \$1,079, or 3.2%, driven primarily by RevPAR growth of 3.1%.



Food and beverage revenue was \$1,167 and \$628 for three months ended March 31, 2015 and 2014, respectively. The increase of \$481 relates primarily to the Cherry Creek, Burlington and San Diego hotels which were acquired after the first quarter of 2014.

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Other operating revenue, comprised of meeting room, gift shop, in-room movie and other ancillary amenities revenue, was \$1,869 and \$1,608 for the quarters ended March 31, 2015 and 2014, respectively. Total other operating revenue primarily related to the ten hotels acquired subsequent to the first quarter of 2014.

Cost reimbursements from unconsolidated real estate entities, comprised of payroll costs at the NewINK JV and Inland JV where the Company is the employer and an entity which is 97.5% owned by affiliates of NorthStar and 2.5% by Mr. Fisher, were \$848 and \$672 for the three months ended March 31, 2015 and 2014, respectively.

As reported by Smith Travel Research, industry RevPAR for the three months ended March 31, 2015 and 2014 increased 7.9% and 6.8%, respectively, in the 2015 and 2014 periods as compared to the respective prior periods. RevPAR at our wholly owned hotels increased 6.9% and 7.9%, respectively, in the 2015 and 2014 periods as compared to the respective prior periods. Excluding the Homewood Suites in Maitland, FL, which has significant rooms out of service due to the unplanned replacement of all water supply pipes, RevPAR grew 7.9% in the first quarter of 2015.

Since room revenue is the primary component of total revenue, our revenue results are dependent on maintaining and improving hotel occupancy, ADR and RevPAR at our hotels. Occupancy, ADR, and RevPAR results for the 35 wholly owned hotels are presented in the following table in each period to reflect operation of the hotels regardless of our ownership interest during the periods presented.

|           | For the three months ended<br>March 31, 2015 |   | For the three months ended<br>March 31, 2014 |   |
|-----------|--|---|--|---|
| Occupancy | 75.7   | % | 77.4   | % |
| ADR       | \$155.66                                     |   | \$142.54                                     |   |
| RevPar    | \$117.87                                     |   | \$110.30                                     |   |

The RevPar increase of 6.9% was due to an increase in ADR of 9.2% and a decrease in occupancy of 2.2%. As the lodging cycle matures, occupancy growth stabilizes and hotels drive most of their increases in room revenue through the increase in rates.

**Hotel Operating Expenses**

Hotel operating expenses consist of the following for the periods indicated (dollars in thousands):

|                                | For the three months ended |                   |          |   |
|--------------------------------|----------------------------|-------------------|----------|---|
|                                | March 31,<br>2015          | March 31,<br>2014 | % Change |   |
| Hotel operating expenses:      |                            |                   |          |   |
| Room                           | \$10,941                   | \$7,755           | 41.1     | % |
| Food and beverage              | 847                        | 466               | 81.8     | % |
| Telephone                      | 409                        | 287               | 42.5     | % |
| Other                          | 527                        | 443               | 19.0     | % |
| General and administrative     | 4,642                      | 3,426             | 35.5     | % |
| Franchise and marketing fees   | 4,494                      | 2,793             | 60.9     | % |
| Advertising and promotions     | 1,220                      | 831               | 46.8     | % |
| Utilities                      | 2,326                      | 1,620             | 43.6     | % |
| Repairs and maintenance        | 2,821                      | 1,999             | 41.1     | % |
| Management fees                | 1,816                      | 1,094             | 66.0     | % |
| Insurance                      | 301                        | 215               | 40.0     | % |
| Total hotel operating expenses | \$30,344                   | \$20,929          | 45.0     | % |

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Hotel operating expenses increased \$9,415 to \$30,344 for the three months ended March 31, 2015 from \$20,929 for the three months ended March 31, 2014. Total hotel operating expenses related to the ten hotels acquired subsequent to the first quarter of 2014 contributed \$9,128 of the increase. For the 25 comparable hotels, total hotel operating expenses increased \$286 or 1.1%.

Room expenses, which are the most significant component of hotel operating expenses, increased \$3,186 or 41.1% from \$7,755 in 2014 to \$10,941 in the first quarter of 2015. This compares to a 62.1% increase in room revenue over the same period in 2014 and a 49.1% increase in the number of rooms owned. The number of rooms for the quarter increased from 3,591 rooms in 2014 to 5,355 rooms in 2015 due to acquisitions. Total room expenses related to the ten hotels acquired subsequent to the first quarter of 2014 contributed \$3,038 of the increase in room expenses. For the 25 comparable hotels, total room operating expenses increased \$148 or 1.9% for the first quarter of 2015. Expenses increased due to increased salary and benefits for housekeeping.

The remaining hotel operating expenses increased \$6,229, from \$13,174 in the first quarter of 2014 to \$19,403 in the first quarter of 2015, which 47.3% increase is generally consistent with the increase in the number of rooms owned in 2015 compared to 2014 of 49.1%. The increase in remaining hotel operating expenses attributable to the ten hotels acquired since the first quarter of 2014 contributed \$6,090 of the increase, implying that the increase attributable to the comparable 25 hotels was \$139 or 1.0%. Food and beverage expense increased due to the Denver Tech, Cherry Creek, Burlington and San Diego hotels that were acquired after the first quarter of 2014, each of which have food and beverage operations whereas most of our other hotels have limited for sale food and beverage activities.

**Depreciation and Amortization**

Depreciation and amortization expense increased \$5,207 from \$6,316 for the three months ended March 31, 2014 to \$11,523 million for the three months ended March 31, 2015. The increase is due to the ten hotels acquired subsequent to the first quarter of 2014, which contributed \$5,448. The offset of \$241 is due to assets that were fully depreciated. Depreciation is recorded on our assets generally 40 years for buildings, 20 years for land improvements, 15 years for building improvements and one to ten years for furniture, fixtures and equipment from the date of acquisition on a straight-line basis. Depreciable lives of hotel furniture, fixtures and equipment are generally between the date of acquisition and the date that the furniture, fixtures and equipment will be replaced. Amortization of franchise fees is recorded on a straight-line basis over the term of the respective franchise agreement.

**Property Taxes and Insurance**

Total property taxes and insurance expenses increased \$1,435 from \$2,650 for the three months ended March 31, 2014 to \$4,085 for the three months ended March 31, 2015. The ten hotels acquired subsequent to the first quarter of 2014 contributed \$1,335 of the increase.

**General and Administrative**

General and administrative expenses principally consist of employee-related costs, including base payroll, bonuses and amortization of restricted stock and awards of long-term incentive plan ("LTIP") units. These expenses also include corporate operating costs, professional fees and trustees' fees. Total general and administrative expenses (excluding amortization of stock based compensation of \$703 and \$585 for the three months ended March 31, 2015 and 2014, respectively) increased \$988 to \$2,724 in 2015 from \$1,736 in 2014, with the increase primarily due to higher employee compensation of \$568 related to employee incentive compensation and benefits, a \$189 increase in franchise or state registration taxes and a \$112 increase in professional fees.

**Hotel Property Acquisition Costs and Other Charges**

Hotel property acquisition costs and other charges decreased \$1,223 from \$1,483 for the three months ended March 31, 2014 to \$260 for the three months ended March 31, 2015. Hotel property acquisition costs of \$215 in the 2015 period related to our acquisitions of the four recently acquired Inland hotels and the San Diego Hotel. The Company incurred other charges of \$1,992 in the 2014 period related to matters associated with the unsolicited offer from Blue Mountain Capital Management and matters related to its proxy settlement agreement with the HG Vora Group. Acquisition-related costs are expensed when incurred.

Table of Contents**Reimbursed Costs from Unconsolidated Real Estate Entities**

Reimbursed costs from unconsolidated real estate entities, comprised of corporate payroll costs at the NewINK and Inland JVs and an entity which is 97.5% owned by affiliates of NorthStar and 2.5% by Mr. Fisher, where the Company is the employer, were \$848 and \$672 for the quarters ended March 31, 2015 and 2014, respectively. These costs were offset by the cost reimbursements from unconsolidated real estate entities included in revenues.

**Interest and Other Income**

Interest on cash and cash equivalents and other income increased \$46 from \$13 for the three months ended March 31, 2014 to \$59 for the three months ended March 31, 2015.

**Interest Expense, Including Amortization of Deferred Fees**

Interest expense increased \$3,075 from \$3,738 for the three months ended March 31, 2014 to \$6,813 for the three months ended March 31, 2015 and is comprised of the following (in thousands):

|  | For the three months ended |                   |          |    |
|--|----------------------------|-------------------|----------|----|
|  | March 31,<br>2015          | March 31,<br>2014 | % Change |    |
| Mortgage debt interest                   | \$6,190                    | \$2,822           | 119.3    | %  |
| Credit facility interest and unused fees | 219                        | 521               | (58.0)   | )% |
| Amortization of deferred financing costs | 404                        | 395               | 2.3      | %  |
| Total                                    | \$6,813                    | \$3,738           | 82.3     | %  |

The increase in interest expense for the three months ended March 31, 2015 as compared to the three months ended March 31, 2014 is primarily due to interest expense of \$3,507 on loans issued subsequent to the first quarter of 2014 of \$306,475, including the four new loans having an aggregate principal balance of \$222,000 on the four Silicon Valley hotels issued on June 9, 2014, the \$30,000 loan on the Savannah hotel issued on July 2, 2014, the \$16,225 and \$19,950 loans on the Billerica and Carlsbad hotels, respectively, issued on November 25, 2014, and the \$18,300 loan on the Houston Medical hotel issued on December 17, 2014. Interest decreased \$139 on the Garden Grove hotel that was refinanced in late March 2014. The increase in deferred financing costs relates to the new loans issued subsequent to the first quarter of 2014. Interest expense on the Company's senior secured revolving credit facility decreased due to lower average weighted borrowings of \$5,928 in 2015 compared to \$59,989 in 2014.

**Loss from Unconsolidated Real Estate Entities**

Loss from unconsolidated real estate entities decreased \$60 from a loss of \$316 for the three months ended March 31, 2014 to a loss of \$256 for the three months ended March 31, 2015. The decrease is due primarily to the adjustment for the amortization of the basis difference of the carrying amount of investment in the Company's share of partners' capital of the NewINK JV (see note 7) of \$150 and a loss on the Inland JV of \$78.

**Income Tax Expense**

Income tax expense decreased \$3 from \$3 for the three months ended March 31, 2014 to \$0 for the three months ended March 31, 2015. We are subject to income taxes based on the taxable income of our TRS Lessees at a combined federal and state tax rate of approximately 40%. Each of our TRS' Lessees had net losses during the quarter ended March 31, 2015.

**Net Income**

Net income was \$1,419 for the three months ended March 31, 2015, compared to net loss of \$1,732 for the three months ended March 31, 2014. The change in net income was due to the factors discussed above.

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Material Trends or Uncertainties

We are not aware of any material trends or uncertainties, favorable or unfavorable, that may be reasonably anticipated to have a material impact on either the capital resources or the revenues or income to be derived from the acquisition and operation of properties, loans and other permitted investments, other than those referred to in this report and in the risk factors identified in our Annual Report on Form 10-K for the year ended December 31, 2014.

Non-GAAP Financial Measures

We consider the following non-GAAP financial measures useful to investors as key supplemental measures of our operating performance: (1) FFO, (2) Adjusted FFO, (3) EBITDA, (4) Adjusted EBITDA and (5) Hotel EBITDA. These non-GAAP financial measures should be considered along with, but not as alternatives to, net income or loss as prescribed by GAAP as a measure of our operating performance.

FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not represent cash generated from operating activities under GAAP and should not be considered as alternatives to net income or loss, cash flows from operations or any other operating performance measure prescribed by GAAP. FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA are not measures of our liquidity, nor are FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA indicative of funds available to fund our cash needs, including our ability to make cash distributions. These measurements do not reflect cash expenditures for long-term assets and other items that have been and will be incurred. FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA may include funds that may not be available for management's discretionary use due to functional requirements to conserve funds for capital expenditures, property acquisitions, and other commitments and uncertainties.

We calculate FFO in accordance with standards established by the National Association of Real Estate Investment Trusts (NAREIT), which defines FFO as net income or loss (calculated in accordance with GAAP), excluding gains or losses from sales of real estate, impairment write-downs, items classified by GAAP as extraordinary, the cumulative effect of changes in accounting principles, plus depreciation and amortization (excluding amortization of deferred financing costs), and after adjustments for unconsolidated partnerships and joint ventures following the same approach. We believe that the presentation of FFO provides useful information to investors regarding our operating performance because it measures our performance without regard to specified non-cash items such as real estate depreciation and amortization, gain or loss on sale of real estate assets and certain other items that we believe are not indicative of the performance of our underlying hotel properties. We believe that these items are more representative of our asset base and our acquisition and disposition activities than our ongoing operations, and that by excluding the effects of the items, FFO is useful to investors in comparing our operating performance between periods and between REITs that report FFO using the NAREIT definition.

We calculate Adjusted FFO by further adjusting FFO for certain additional items that are not in NAREIT's definition of FFO, including hotel property acquisition costs and other charges, losses on the early extinguishment of debt and similar items related to our unconsolidated real estate entities that we believe do not represent recurring operations. We believe that Adjusted FFO provides investors with another financial measure that may facilitate comparisons of operating performance between periods and between REITs that make similar adjustments to FFO.

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The following is a reconciliation of net income (loss) to FFO and Adjusted FFO for the three months ended March 31, 2015 and 2014 (in thousands, except share data):

|   | For the three months ended<br>March 31, |            |
|---|---|------------|
|   | 2015                                    | 2014       |
| Funds From Operations (“FFO”):  |   |            |
| Net income (loss)   | \$ 1,419                                | \$(1,732 ) |
| Noncontrolling interests  | (8 )                                    | —          |
| Loss on the sale of assets within the unconsolidated real estate entity | —                                       | 1          |
| Depreciation  | 11,477                                  | 6,288      |
| Adjustments for unconsolidated real estate entity items                 | 1,812                                   | 1,205      |
| FFO attributable to common shareholders                                 | 14,700                                  | 5,762      |
| Hotel property acquisition costs and other charges                      | 260                                     | 1,482      |
| Loss on early extinguishment of debt                                    | —                                       | 184        |
| Adjustments for unconsolidated real estate entity items                 | 12                                      | 2          |
| Adjusted FFO  | \$ 14,972                               | \$ 7,430   |
| Weighted average number of common shares                                |   |            |
| Basic   | 37,018,039                              | 26,271,678 |
| Diluted   | 37,322,278                              | 26,536,763 |

Diluted per share count may differ from GAAP per share count when FFO or Adjusted FFO is positive. Unvested restricted shares and unvested LTIP units that could potentially dilute basic earnings per share in the future would not be included in the computation of diluted loss per share for the periods where a loss has been recorded because they would have been anti-dilutive for the periods presented.

We calculate EBITDA for purposes of the credit facility debt covenants as net income or loss excluding: (1) interest expense; (2) provision for income taxes, including income taxes applicable to sale of assets; (3) depreciation and amortization; and (4) unconsolidated real estate entity items including interest, depreciation and amortization excluding gains or losses from sales of real estate. We believe EBITDA is useful to investors in evaluating our operating performance because it helps investors compare our operating performance between periods and between REITs by removing the impact of our capital structure (primarily interest expense) and asset base (primarily depreciation and amortization) from our operating results. In addition, we use EBITDA as one measure in determining the value of hotel acquisitions and dispositions.

We calculate Adjusted EBITDA by further adjusting EBITDA for certain additional items, including hotel property acquisition costs and other charges, gains or losses on the sale of real estate, losses on the early extinguishment of debt, amortization of non-cash share-based compensation and similar items related to our unconsolidated real estate entities which we believe are not indicative of the performance of our underlying hotel properties entities. We believe that Adjusted EBITDA provides investors with another financial measure that may facilitate comparisons of operating performance between periods and between REITs that report similar measures.

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The following is a reconciliation of net income (loss) to EBITDA and Adjusted EBITDA for the three months ended March 31, 2015 and 2014 (in thousands):

|  | For the three months ended<br>March 31, |            |
|--|---|------------|
|  | 2015                                    | 2014       |
| Earnings Before Interest, Taxes, Depreciation and Amortization (“EBITDA”): |   |            |
| Net income (loss)  | \$1,419                                 | \$(1,732 ) |
| Interest expense   | 6,813                                   | 3,738      |
| Income tax expense   | —                                       | 3          |
| Depreciation and amortization  | 11,523                                  | 6,316      |
| Adjustments for unconsolidated real estate entity items                    | 3,663                                   | 2,624      |
| Noncontrolling interests   | (8 )                                    | —          |
| EBITDA   | 23,410                                  | 10,949     |
| Hotel property acquisition costs and other charges                         | 260                                     | 1,482      |
| Loss on early extinguishment of debt                                       | —                                       | 184        |
| Adjustments for unconsolidated real estate entity items                    | 36                                      | 2          |
| Loss on the sale of assets within the unconsolidated real estate entity    | —                                       | 1          |
| Share based compensation   | 704                                     | 585        |
| Adjusted EBITDA  | \$24,410                                | \$13,203   |

The following is a presentation of Hotel EBITDA for the three months ended March 31, 2015 and 2014 (in thousands):

|   | For the three months ended<br>March 31, |          |
|---|---|----------|
|   | 2015                                    | 2014     |
| Total revenue   | \$58,916                                | 36,866   |
| Less: Total hotel operating expenses                            | 30,344                                  | 20,929   |
| Less: Reimbursed costs from unconsolidated real estate entities | 848                                     | 672      |
| Gross operating income  | 27,724                                  | 15,265   |
| Less: Property taxes and insurance                              | 4,085                                   | 2,650    |
| Hotel EBITDA  | \$23,639                                | \$12,615 |

We present Hotel EBITDA because we believe it is useful to investors in comparing our hotel operating performance between periods and comparing out Hotel EBITDA margins to those of our peer companies. Hotel EBITDA represents the results of operations for our wholly owned hotels only.

Although we present FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA because we believe they are useful to investors in comparing our operating performance between periods and between REITs that report similar measures, these measures have limitations as analytical tools. Some of these limitations are:

- FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect changes in, or cash requirements for, our working capital needs;
- FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect funds available to make cash distributions;

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EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debts;

Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may need to be replaced in the future, and FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not reflect any cash requirements for such replacements;

Non-cash compensation is and will remain a key element of our overall long-term incentive compensation package, although we exclude it as an expense when evaluating our ongoing operating performance for a particular period using Adjusted EBITDA;

Adjusted FFO, Adjusted EBITDA and Hotel EBITDA do not reflect the impact of certain cash charges (including acquisition transaction costs) that result from matters we consider not to be indicative of the underlying performance of our hotel properties; and

Other companies in our industry may calculate FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA differently than we do, limiting their usefulness as a comparative measure.

In addition, FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA do not represent cash generated from operating activities as determined by GAAP and should not be considered as alternatives to net income or loss, cash flows from operations or any other operating performance measure prescribed by GAAP. FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA are not measures of our liquidity. Because of these limitations, FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using FFO, Adjusted FFO, EBITDA, Adjusted EBITDA and Hotel EBITDA only supplementally. Our consolidated financial statements and the notes to those statements included elsewhere are prepared in accordance with GAAP.

Sources and Uses of Cash

Our principal sources of cash include net cash from operations and proceeds from debt and equity issuances. Our principal uses of cash include acquisitions, capital expenditures, operating costs, corporate expenditures, interest costs, debt repayments and distributions to equity holders.

As of March 31, 2015 and December 31, 2014, we had cash and cash equivalents of approximately \$16,798 and \$15,077, respectively. We are required to maintain at least a total of \$10,000 of unrestricted cash and cash equivalents under certain non-recourse covenant guarantees related to debt in the NewINK JV and the Inland JV. Additionally, we had \$170,000 available under our \$175,000 senior secured revolving credit facility as of March 31, 2015.

For the three months ended March 31, 2015, net cash flows provided by operations were \$12,764, driven by net income of \$1,419, offset by \$12,886 of non-cash items, including \$11,926 of depreciation and amortization, \$704 of share-based compensation expense and \$256 related to losses from unconsolidated entities. In addition, changes in operating assets and liabilities due to the timing of cash receipts, payments for real estate taxes, payments of corporate compensation and payments from our hotels resulted in net cash inflow of \$1,541. Net cash flows used in investing activities were \$95,987, primarily related to the purchase of the Residence Inn San Diego Gaslamp hotel for \$90,155, capital improvements on our 35 wholly owned hotels of \$4,470, \$2,654 related to required escrow deposits of restricted cash, reduced by distributions of \$1,292 from unconsolidated real estate entities. Net cash flows provided by financing activities were \$84,944, comprised of \$120,782 raised from our issuance of common shares in our January 2015 underwritten public offering and through our dividend reinvestment and share purchase plan ("DRSPP"), net repayments on our senior secured revolving credit facility of \$17,500, principal payments or payoffs on mortgage debt of \$5,570, payments of deferred financing and offering costs of \$2,198, repurchase of vested common shares of \$22 and distributions to shareholders of \$10,547.

For the three months ended March 31, 2014, net cash flows provided by operations were \$4,978, comprised of net loss of \$1,732 and primarily non-cash expenses, including \$6,710 of depreciation and amortization, \$184 from the extinguishment of debt, \$585 of share-based compensation expense and \$316 related to the loss from unconsolidated entities. In addition, changes in operating assets and liabilities due to the timing of cash receipts, payments for real estate taxes, payments of corporate compensation and payments from our hotels resulted in net cash outflow of



\$1,085. Net cash flows used in investing activities were \$3,439, primarily related to capital improvements on our 25 wholly owned hotels of \$3,207, \$681 related to the required escrow deposits of restricted cash, reduced by distributions of \$449 from unconsolidated real estate entities. Net cash flows provided by financing activities were \$61, comprised of proceeds from the issuance of refinanced and new mortgage loans of \$34,000, offset by \$5,000 of net borrowings on our senior secured revolving credit facility, principal payments or payoffs on mortgage debt of \$32,905, payments of deferred financing costs of \$386 and distributions to shareholders of \$5,612.

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In April 2014, we changed our monthly dividend and distribution from \$0.07 to \$0.08 per common share and LTIP unit. In January 2015, we changed the monthly dividend and distribution from \$0.08 to \$0.10 per common share and LTIP unit. We declared total dividends of \$0.21 and \$0.30 per common share and LTIP unit for the three months ended March 31, 2014 and 2015, respectively.

Liquidity and Capital Resources

At March 31, 2015, our leverage ratio was 38.8% based on the ratio of our net debt (total debt outstanding less unrestricted cash and cash equivalents) to hotel investments at cost, including our JV investments. Over the past several years, we have maintained a leverage ratio between the mid-30s and the low 50s to fund our acquisitions and investments in joint ventures. We have issued mortgage debt of \$522,151 at an average rate of approximately 4.7%. Accordingly, our debt coverage ratios are currently in a favorable position and, as a result, we are comfortable in this leverage range and believe we have the capacity and flexibility to take advantage of acquisition opportunities as they arise. We intend to continue to fund our investments with the proper balance of debt and equity, such that these investments will be accretive to our earnings and net asset value. We will pay down borrowings on our senior secured revolving credit facility with excess cash flow until we find other uses of cash such as investments in our existing hotels, hotel acquisitions or further joint venture investments.

At March 31, 2015 and December 31, 2014, we had \$5,000 and \$22,500, respectively, in outstanding borrowings under our senior secured revolving credit facility. At March 31, 2015, there were 12 properties in the borrowing base under the credit agreement and the maximum borrowing availability under the senior secured revolving credit facility was approximately \$175,000. We also had mortgage debt on individual hotels aggregating \$522,151 and \$527,721 at March 31, 2015 and December 31, 2014, respectively.

The senior secured credit facility contains representations, warranties, covenants, terms and conditions customary for transactions of this type, including a maximum leverage ratio, a minimum fixed charge coverage ratio and minimum net worth financial covenants, limitations on (i) liens, (ii) incurrence of debt, (iii) investments, (iv) distributions, and (v) mergers and asset dispositions, covenants to preserve corporate existence and comply with laws, covenants on the use of proceeds of the credit facility and default provisions, including defaults for non-payment, breach of representations and warranties, insolvency, non-performance of covenants, cross-defaults and guarantor defaults. We were in compliance with all financial covenants at March 31, 2015. We expect to meet all financial covenants during the remainder of 2015 based upon our current projections.

We expect to meet our short-term liquidity requirements generally through net cash provided by operations, existing cash balances and, if necessary, short-term borrowings under our senior secured credit facility or through the encumbrance of any unencumbered hotels. We believe that our net cash provided by operations will be adequate to fund operating obligations, pay interest on any borrowings and fund dividends in accordance with the requirements for qualification as a REIT under the Code. We expect to meet our long-term liquidity requirements, such as hotel property acquisitions and debt maturities or repayments through additional long-term secured and unsecured borrowings, the issuance of additional equity or debt securities or the possible sale of existing assets.

Through our \$25,000 DRSP, which was established in January 2014, shareholders may purchase additional common shares by reinvesting some or all of the cash dividends received on our common shares. Shareholders may also make optional cash purchases of our common shares subject to certain limitations detailed in the prospectus for the DRSP. As of March 31, 2015, we had issued 3,276 shares under the DRSP at a weighted average price of \$26.26. As of March 31, 2015, there was approximately \$24,914 of common shares available for issuance under the DRSP.

In January 2014, we also established an ATM Plan whereby, from time to time, we may publicly offer and sell our common shares having an aggregate maximum offering price of up to \$50,000 by means of ordinary brokers' transactions on the New York Stock Exchange, in negotiated transactions or in transactions that are deemed to be "at-the-market" offerings as defined in Rule 415 under the Securities Act of 1933, with Cantor Fitzgerald & Co. acting as sales agent pursuant to a Sales Agreement (the "Cantor Sales Agreement"). On January 13, 2015, the Company entered into a Sales Agreement (the "Barclays Sales Agreement") with Barclays Capital Inc. ("Barclays") to add Barclays as an additional sales agent under the Company's ATM Plan. For the three months ended March 31, 2015, we did not issue any shares under the ATM Plan. Total shares issued under the ATM Plan are 880,820 at a weighted average

price of \$23.54 raising net proceeds after sales commissions and fees of approximately \$20,736. As of March 31, 2015, there was approximately \$29,264 available for issuance under the ATM Plan.

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We intend to continue to invest in hotel properties as suitable opportunities arise. We intend to finance a substantial portion of our future investments with the net proceeds from additional issuances of common and preferred shares, issuances of units of limited partnership interest in our Operating Partnership or other securities, borrowings or asset sales. The success of our acquisition strategy depends, in part, on our ability to access additional capital through other sources. There can be no assurance that we will continue to make investments in properties that meet our investment criteria. Additionally, we may choose to dispose of certain hotels as a means to provide liquidity.

**Dividend Policy**

Our current common share dividend policy is generally to distribute, annually, at least 100% of our annual taxable income. The amount of any dividends is determined by our Board of Trustees. In January 2015, our Board of Trustees approved an increase in our monthly dividend and distribution to \$0.10 per common share and LTIP unit. The aggregate amount of dividends and distributions declared for the three months ended March 31, 2015 were \$0.30 per common share and LTIP unit.

**Capital Expenditures**

We intend to maintain each hotel property in good repair and condition and in conformity with applicable laws and regulations and in accordance with the franchisors' standards and any agreed-upon requirements in our management and loan agreements. After we acquire a hotel property, we may be required to complete a property improvement plan ("PIP") in order to be granted a new franchise license for that particular hotel property. PIPs are intended to bring the hotel property up to the franchisors' standards. Certain of our loans require that we escrow for property improvement purposes, at the hotels collateralizing these loans, amounts up to 5% of gross revenue from such hotels. We intend to spend amounts necessary to

comply with any reasonable loan or franchisor requirements and otherwise to the extent that such expenditures are in the best interest of the hotel. To the extent that we spend more on capital expenditures than is available from our operations, we intend to fund those capital expenditures with available cash and borrowings under our senior secured revolving credit facility.

For the three months ended March 31, 2015 and 2014, we invested approximately \$5,871 and \$3,694, respectively, on capital investments in our hotels. We expect to invest an additional \$11,969 on capital improvements on our existing hotels for the remainder of 2015.

The Company is planning to develop and expand all four hotels that comprise the Silicon Valley Hotels to increase the aggregate room count by 36% to a total of 1,023 rooms. The 272 room expansion, which would take approximately 12 months from the commencement date at each location once all approvals are obtained, is expected to include a new lobby and public spaces in each location with an estimated aggregate cost of approximately \$63,000, or approximately \$232,000 per room.

**Contractual Obligations**

The following table sets forth our contractual obligations as of March 31, 2015 and the effect these obligations are expected to have on our liquidity and cash flow in future periods (in thousands). We had no other material off-balance sheet arrangements at March 31, 2015, other than non-recourse debt associated with the NewINK JV, Inland JV and the Torrance JV as discussed below.

| Contractual Obligations                           | Payments Due by Period |                       |                       |                        |                         |
|---|------------------------|-----------------------|-----------------------|------------------------|-------------------------|
|   | Total                  | Less Than<br>One Year | One to Three<br>Years | Three to Five<br>Years | More Than Five<br>Years |
| Corporate office lease                            | \$40                   | \$40                  | \$—                   | \$—                    | \$—                     |
| Revolving credit facility, including interest (1) | 6,214                  | 546                   | 5,668                 | —                      | —                       |
| Ground leases                                     | 50,517                 | 521                   | 1,394                 | 1,404                  | 47,198                  |
| Property loans, including interest (1)            | 710,736                | 20,916                | 61,138                | 57,641                 | 571,041                 |
| Total   | \$767,507              | \$22,023              | \$68,200              | \$59,045               | \$ 618,239              |

Does not reflect paydowns or additional borrowings under the senior secured revolving credit facility after (1) March 31, 2015. Interest payments are based on the interest rate in effect as of March 31, 2015. See Note 8, "Debt" to our unaudited consolidated financial statements for additional information relating to our property loans.

In addition to the above listed obligations, we pay management and franchise fees to our hotel management companies and franchisors based on the revenues of our hotels.

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The Company's ownership interests in the NewINK JV, Inland JV and the Torrance JV are subject to change in the event that either NorthStar or Cerberus calls for additional capital contributions to the respective JVs, as applicable, necessary for the conduct of that JV's business, including contributions to fund costs and expenses related to capital expenditures. We manage the NewINK JV, Inland JV and the Torrance JV and will receive a promote interest in the applicable JV if it meets certain return thresholds. NorthStar and Cerberus may also approve certain actions by their respective JV or JVs without the Company's consent, including certain property dispositions conducted at arm's length, certain actions related to the restructuring of the respective JVs and removal of the Company as managing member in the event the Company fails to fulfill its material obligations under the respective joint venture agreements.

In connection with certain non-recourse mortgage loans in either the NewINK JV, Inland JV or the Torrance JV, our Operating Partnership could require us to repay our pro rata share of portions of each respective JV's indebtedness in connection with certain customary non-recourse carve-out provisions such as environmental conditions, misuse of funds and material misrepresentations.

### 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.

### Seasonality

Demand for our hotels is affected by recurring seasonal patterns. Generally, we expect that we will have lower revenue, operating income and cash flow in the first and fourth quarters and higher revenue, operating income and cash flow in the second and third quarters. These general trends are, however, influenced by overall economic cycles and the geographic locations of our hotels.

### Critical Accounting Policies

Our consolidated financial statements have been prepared in conformity with GAAP, which 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 exercise of judgment and the use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. We evaluate our estimates and judgments 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, including certain critical accounting policies, are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2014.

### Recently Issued Accounting Standards

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

In August 2014, the FASB issued ASU No. 2014-15, Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern, which requires management to perform interim and annual assessments of an entity's ability to continue within one year of the date the financial statements are issued and provides guidance on determining when and how to disclose going concern uncertainties in the financial statements. Certain disclosures will be required if conditions give rise to substantial doubt about an entity's ability to continue as a going concern. This guidance is effective for the Company on January 1, 2017 and will not have an impact on the Company's financial position, results of operations or cash flows.



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In February 2015, the FASB issued ASU No. 2015-02, Amendments to the Consolidation Analysis, which requires amendments to both the variable interest entity and voting models. The amendments (i) rescind the indefinite deferral of certain aspects of accounting standards relating to consolidations and provide a permanent scope exception for registered money market funds and similar unregistered money market funds, (ii) modify the identification of variable interest (fees paid to a decision maker or service provider), the VIE characteristics for a limited partnership or similar entity and primary beneficiary determination under the VIE model, and (iii) eliminate the presumption within the current voting model that a general partner controls a limited partnership or similar entity. The new guidance is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2015 with early adoption permitted. The amendments may be applied using either a modified retrospective or full retrospective approach. The Company is currently evaluating the effect the guidance will have on its consolidated financial statements.

On April 7, 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs, which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying value of the debt liability. This standard is effective for fiscal years beginning after December 15, 2015 with early adoption permitted and will be applied on a retrospective basis. The new standard will be effective for the Company on January 1, 2016 and will not have a material impact on the Company's financial position, results of operations or cash flows.



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## Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We may be exposed to interest rate changes primarily as a result of our assumption of long-term debt in connection with our acquisitions. Our interest rate risk management objectives are to limit the impact of interest rate changes on earnings and cash flows and to lower overall borrowing costs. To achieve these objectives, we will seek to borrow primarily at fixed rates or variable rates with the lowest margins available and, in some cases, with the ability to convert variable rates to fixed rates. With respect to variable rate financing, we will assess interest rate risk by identifying and monitoring changes in interest rate exposures that may adversely impact expected future cash flows and by evaluating hedging opportunities.

The Company estimates the fair value of its fixed rate debt by discounting the future cash flows of each instrument at estimated market rates. Rates take into consideration general market conditions and maturity and fair value of the underlying collateral. The estimated fair value of the Company's fixed rate debt at March 31, 2015 and December 31, 2014 was \$547,672 and \$542,538, respectively.

At March 31, 2015, our consolidated debt was comprised of floating and fixed interest rate debt. The fair value of our fixed rate debt indicates the estimated principal amount of debt having the same debt service requirements that could have been borrowed at the date presented, at then current market interest rates. The following table provides information about the maturities of our financial instruments as of March 31, 2015 that are sensitive to changes in interest rates (in thousands):

|                           | 2015    | 2016    | 2017    | 2018    | 2019    | Thereafter | Total     | Fair Value |
|---------------------------|---------|---------|---------|---------|---------|------------|-----------|------------|
| Floating rate:            |         |         |         |         |         |            |           |            |
| Debt                      | —       | 5,000   | \$—     | —       | —       | —          | \$5,000   | \$4,999    |
| Average interest rate (1) | —       | 2.67 %  | —       | —       | —       | —          | 2.67 %    |            |
| Fixed rate:               |         |         |         |         |         |            |           |            |
| Debt                      | \$3,263 | \$9,422 | \$3,901 | \$4,954 | \$6,899 | \$493,712  | \$522,151 | \$547,672  |
| Average interest rate (1) | 4.85 %  | 5.52 %  | 4.77 %  | 4.69 %  | 4.68 %  | 4.65 %     | 4.67 %    |            |

(1) LIBOR of 0.16% plus a margin of 2.50% at March 31, 2015.

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Item 4. Controls and Procedures.

Disclosure Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(b) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that these disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed by us in reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

The nature of the operations of the Company's hotels exposes those hotels, the Company and the Operating Partnership to the risk of claims and litigation in the normal course of their business. An affiliate of the Company is currently a defendant, along with IHM, in a class action lawsuit pending in the San Diego County Superior Court. The class actions were filed on April 25, 2012 and February 27, 2013, and have subsequently been consolidated on November 8, 2013 under the title Martinez et al v. Island Hospitality Management, Inc., et al. Case No. 37-2012-00096221-CU-OE-CTL. The class actions relate to fifteen hotels operated by IHM in the state of CA and owned by affiliates of the Company, NewINK JV, Innkeepers JV, and/or certain third parties. Both complaints in the now consolidated lawsuit allege various wage and hour law violations including unpaid off-the-clock work, failure to provide meal breaks and failure to provide rest breaks. The plaintiffs seek injunctive relief, money damages, penalties, and interest. We are defending the case vigorously. As of March 31, 2015, we have included \$295 in accounts payable and other expenses, which represents an estimate of our exposure to the litigation and is also estimated as the maximum possible loss that the Company may incur.

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, 2014.

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

During the three months ended March 31, 2015, the Company repurchased 763 shares of common stock at an average price of \$29.35 per share in connection with the satisfaction of employee tax withholding obligations upon the vesting of equity awards or other similar transactions.

The table below sets forth the information with respect to purchases made by or on the behalf of the Company or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Exchange Act, as amended), of our common stock during the three months ended March 31, 2015.

| Period   | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs |
|--|----------------------------------|------------------------------|--|--|
| Month 1 (January 1, 2015 - January 31, 2015)   |                                  |                              |  |  |
| Employee Transactions (1)                      | —                                | \$—                          | —  | —  |
| Total  | —                                |                              | —  | —  |
| Month 2 (February 1, 2015 - February 28, 2015) |                                  |                              |  |  |
| Employee Transactions (1)                      | 763                              | \$29.35                      | —  | —  |
| Total  | 763                              |                              | —  | —  |
| Month 3 (March 1, 2015 - March 31, 2015)       |                                  |                              |  |  |
| Employee Transactions (1)                      | —                                | \$—                          | —  | —  |
| Total  | —                                |                              | —  | —  |
| Total January 1, 2015 - March 31, 2015         |                                  |                              |  |  |
| Employee Transactions (1)                      | 763                              | \$29.35                      | —  | —  |
| Total  | 763                              |                              | —  | —  |

(1) Represents shares of common stock withheld in satisfaction of employee tax withholding obligations upon the vesting of equity awards or other similar transactions.

## Item 3. Defaults Upon Senior Securities.

None.

## Item 4. Mine Safety Disclosures.

Not applicable.

## Item 5. Other Information.

None.



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Item 6. Exhibits.

The following exhibits are filed as part of this report:

| Exhibit Number | Description of Exhibit   |
|----------------|--|
| 3.1            | Amended and Restated Declaration of Trust of Chatham Lodging Trust <sup>(1)</sup>  |
| 3.2            | Articles Supplementary relating to Chatham Lodging Trust's election to be subject to the provisions of Section 3-803 of the MGCL <sup>(2)</sup>  |
| 3.3            | Articles Supplementary relating to Chatham Lodging Trust's election to be subject to opt out of the provisions of Section 3-803 of the MGCL <sup>(3)</sup>   |
| 3.4            | Second Amended and Restated Bylaws of Chatham Lodging Trust <sup>(4)</sup>   |
| 10.1           | Sales Agreement, dated January 13, 2015, by and among Chatham Lodging Trust, Chatham Lodging, L.P. and Barclay's Capital Inc. <sup>(5)</sup>   |
| 10.2           | First Amendment to Employment Agreement of Peter Willis dated January 30, 2015 <sup>(6)</sup>  |
| 10.3           | First Amendment to Employment Agreement of Dennis Craven dated January 30, 2015 <sup>(6)</sup>   |
| 10.4           | Share Award Agreement, dated January 30, 2015, between Chatham Lodging Trust and Jeffrey Fisher  |
| 10.5           | Share Award Agreement, dated January 30, 2015, between Chatham Lodging Trust and Dennis Craven   |
| 10.6           | Share Award Agreement, dated January 30, 2015, between Chatham Lodging Trust and Peter Willis  |
| 10.7           | Share Award Agreement, dated January 30, 2015, between Chatham Lodging Trust and Jeffrey Fisher (Performance-Based Share Awards)   |
| 10.8           | Share Award Agreement, dated January 30, 2015, between Chatham Lodging Trust and Dennis Craven (Performance-Based Share Awards)  |
| 10.9           | Share Award Agreement, dated January 30, 2015, between Chatham Lodging Trust and Peter Willis (Performance-Based Share Awards)   |
| 31.1           | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2           | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |

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|         |   |
|---------|---|
| 32.1    | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS | XBRL Instance Document  |
| 101.SCH | XBRL Taxonomy Extension Schema Document   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document  |

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- (1) Incorporated by reference to Amendment No. 4 to the Company's Registration Statement on Form S-11 filed with the SEC on February 12, 2010 (File No. 333-162889).
- (2) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on November 13, 2013.
- (3) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on April 13, 2015.
- (4) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on April 21, 2015.
- (5) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on January 13, 2015.
- (6) Incorporated by reference to the Company's Current Report on Form 8-K filed with the SEC on February 5, 2015.

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SIGNATURE

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

CHATHAM LODGING TRUST

Dated: May 7, 2015

By: /s/ DENNIS M. CRAVEN  
Dennis M. Craven  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Accounting Officer)