

DiamondRock Hospitality Co  
Form 424B3  
February 09, 2006

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Registration No. 333-123809

**PROSPECTUS SUPPLEMENT**  
**(To Prospectus dated October 3, 2005)**

**20,850,000 Shares**

**Common Stock**

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This prospectus supplement together with the accompanying prospectus relates to the offer and sale by the selling stockholders identified in the accompanying prospectus of 20,850,000 shares of common stock of DiamondRock Hospitality Company. This document is in two parts. This first part is this prospectus supplement, which includes certain financial information contained in our report on Form 10-Q for the fiscal quarter ended September 9, 2005, filed with the Securities and Exchange Commission on October 24, 2005 as updated for the acquisition of the Orlando Airport Marriott which was described in a current report on Form 8-K filed with the Securities Exchange Commission on February 8, 2006. This prospectus supplement adds to and updates the information contained in the accompanying prospectus. The accompanying prospectus comprises the second part of this document and contains detailed information about our company and our business, financial condition and management, as well as the specific terms of this offering and information about the selling stockholders. It is important for you to read and carefully consider all information contained in this prospectus supplement and the accompanying prospectus.

Our common stock is quoted on the New York Stock Exchange under the symbol DRH. On February 7, 2006, the last reported sale price of our common stock on the New York Stock Exchange was \$12.70 per share.

**Investing in our common stock involves risks. See Risk Factors page 18 of the accompanying prospectus before deciding to invest in our common stock.**

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**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this prospectus supplement is February 8, 2006.**

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**You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may be used only where it is legal to sell these securities. The information in this document may be accurate only on the date of this document.**

No dealer, sales representative or other person has been authorized to give any information or to make any representations in connection with this offering other than those contained in this prospectus supplement and the accompanying prospectus, and, if given or made, such information or representations must not be relied upon as having been authorized by us or any other person.

This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or a solicitation of an offer to buy any securities other than the common stock to which it relates or an offer to, or a solicitation of, any person in any jurisdiction where such an offer or solicitation would be unlawful. Neither the delivery of this prospectus supplement and accompanying prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in our affairs or that information contained in this prospectus supplement and the accompanying prospectus is correct as of any time subsequent to the date stated or the date hereof.



### CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This prospectus supplement contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995 and include this statement for purposes of complying with these safe harbor provisions. These forward-looking statements are generally identifiable by use of the words believe, expect, intend, anticipate, estimate, project or similar expressions, whether in the negative or affirmative. Forward-looking statements are based on our current expectations and assumptions and are not guarantees of future performance. Factors that may cause actual results to differ materially from current expectations include, but are not limited to, the risk factors discussed in our prospectus dated October 3, 2005 which is attached hereto. Accordingly, there is no assurance that our expectations will be realized. Except as otherwise required by the federal securities laws, we disclaim any obligations or undertaking to publicly release any updates or revisions to any forward-looking statement contained in this prospectus supplement to reflect events, circumstances or changes in expectations after the date of this prospectus supplement.

### RECENT DEVELOPMENTS

In December of 2005, we acquired the Orlando Airport Marriott Hotel for a purchase price of \$70 million. Lehman Brothers financed a portion of the purchase price with a \$59 million limited recourse loan secured by a mortgage on the hotel. The loan bears interest at the fixed rate of 5.68%, has a term of 10 years, and is interest-only for the first 5 years. On February 8, 2006, we filed a Current Report on Form 8-K with the audited financial statements for the hotel.

On December 16, 2005, an affiliate of Marriott International, Inc. assumed the management of the hotel following the acquisition. Pursuant to the thirty year management agreement, our taxable REIT subsidiary (our Tenant ) has agreed to pay Marriott a base management fee of 3% of gross revenues and an incentive management fee of 20% of hotel operating profits in excess of a priority return equal to 10.75% of the capital invested in the hotel by us. The incentive management fee increases to 25% during a ten year period starting in 2011. In addition, Marriott has agreed to pay our Tenant \$1 million in key money and an additional \$1 million in the event that our Tenant fails to receive an agreed upon financial return from the hotel in 2006.

The Orlando Airport Marriott has 486 guestrooms, including 14 suites, and approximately 26,000 square feet of total meeting space. The hotel has a resort-like setting yet is well-located in a successful commercial office park five minutes from the Orlando International Airport. The hotel serves predominantly business transient guests as well as small and mid-size groups that enjoy the hotel's amenities as well as its proximity to the highly efficient and well run airport. We believe that the long-term trends at this hotel are very favorable as new hotel construction in the Orlando airport sub-market is minimal while the airport is one of the fastest growing airports in the country.

The hotel was built in 1983. We have developed an extensive \$10 million to \$12 million renovation plan for this hotel, which we believe will help position the hotel to capture higher-rated corporate transient business. We have also begun to implement a complete re-segmentation of the customer base of the hotel by replacing the large, low rated airline crew segment with higher rated transient and group business.

We own a fee simple interest in the hotel.

## DIAMONDROCK HOSPITALITY COMPANY

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**Condensed Consolidated Balance Sheets as of September 9, 2005 and December 31, 2004**

|  | <b>September 9,<br/>2005</b> | <b>December 31,<br/>2004</b> |
|--|------------------------------|------------------------------|
|  | <u>(Unaudited)</u>           |                              |
| <b>ASSETS</b>  |                              |                              |
| Property and equipment, at cost  | \$ 811,084,017               | \$ 286,727,306               |
| Less: accumulated depreciation   | (17,300,783)                 | (1,084,867)                  |
|  | <u>793,783,234</u>           | <u>285,642,439</u>           |
| Deferred financing costs, net  | 2,925,759                    | 1,344,378                    |
| Restricted cash  | 33,035,939                   | 17,482,515                   |
| Due from hotel managers  | 34,543,143                   | 2,626,262                    |
| Favorable lease asset, net   | 12,214,838                   |                              |
| Purchase deposits and pre-acquisition costs  |                              | 3,272,219                    |
| Prepaid and other assets   | 4,464,554                    | 4,340,259                    |
| Cash and cash equivalents  | 9,968,037                    | 76,983,107                   |
|  | <u>890,935,504</u>           | <u>391,691,179</u>           |
| Total assets   | \$ 890,935,504               | \$ 391,691,179               |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>   |                              |                              |
| <b>Liabilities:</b>  |                              |                              |
| Debt, at face amount   | \$ 363,181,035               | \$ 177,827,573               |
| Debt premium   | 2,832,142                    | 2,944,237                    |
|  | <u>366,013,177</u>           | <u>180,771,810</u>           |
| Total debt   | 366,013,177                  | 180,771,810                  |
| Deferred income related to key money, net  | 6,383,518                    | 2,490,385                    |
| Unfavorable lease liability, net   | 5,426,955                    | 5,776,946                    |
| Due to hotel managers  | 21,649,144                   | 3,985,795                    |
| Dividends declared and unpaid  | 8,893,732                    |                              |
| Accounts payable and accrued expenses  | 12,270,323                   | 3,078,825                    |
|  | <u>54,623,672</u>            | <u>15,331,951</u>            |
| Total other liabilities  | 54,623,672                   | 15,331,951                   |
| <b>Shareholders Equity:</b>  |                              |                              |
| Preferred stock, \$.01 par value; 10,000,000 shares authorized; no shares issued and outstanding   |                              |                              |
| Common stock, \$.01 par value; 100,000,000 shares authorized; 50,819,864 and 21,020,100 shares issued and outstanding at September 9, 2005 and December 31, 2004, respectively | 508,199                      | 210,201                      |
| Additional paid-in capital   | 491,450,709                  | 197,494,842                  |
| Accumulated deficit  | (21,660,253)                 | (2,117,625)                  |
|  | <u>470,298,655</u>           | <u>195,587,418</u>           |
| Total shareholders equity  | 470,298,655                  | 195,587,418                  |
| Total liabilities and shareholders equity  | \$ 890,935,504               | \$ 391,691,179               |

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

## DIAMONDROCK HOSPITALITY COMPANY

## Condensed Consolidated Statements of Operations

For The Fiscal Quarter Ended September 9, 2005, The Period From January 1, 2005  
To September 9, 2005, And The Fiscal Quarter Ended September 10, 2004 And Period From May 6, 2004  
(Incorporation) To September 10, 2004

|  | Fiscal Quarter<br>Ended<br>September 9, 2005 | Period from<br>January 1,<br>2005 to<br>September 9, 2005 | Fiscal Quarter Ended<br>September 10, 2004 and<br>Period from May 6, 2004<br>(Incorporation) to<br>September 10, 2004 |
|--|--|---|---|
|  | (Unaudited)                                  | (Unaudited)   | (Unaudited)   |
| Rooms                                    | \$ 43,007,699                                | \$ 85,509,567   | \$  |
| Food and beverage                        | 17,607,225                                   | 31,812,477  |   |
| Other                                    | 4,792,077                                    | 7,949,454   |   |
| <b>Total revenues</b>                    | <b>65,407,001</b>                            | <b>125,271,498</b>  |   |
| <b>Operating Expenses:</b>               |  |   |   |
| Rooms                                    | 10,853,919                                   | 21,439,976  |   |
| Food and beverage                        | 13,658,368                                   | 24,420,522  |   |
| Management fees                          | 2,171,128                                    | 4,280,139   |   |
| Other hotel expenses                     | 24,887,133                                   | 49,247,846  |   |
| Depreciation and amortization            | 7,369,396                                    | 16,072,526  | 9,168   |
| Corporate expenses                       | 2,452,887                                    | 10,399,626  | 1,715,699   |
| <b>Total operating expenses</b>          | <b>61,392,831</b>                            | <b>125,860,635</b>  | <b>1,724,867</b>  |
| <b>Operating profit (loss)</b>           | <b>4,014,170</b>                             | <b>(589,137)</b>  | <b>(1,724,867)</b>  |
| <b>Other Expenses (Income):</b>          |  |   |   |
| Interest income                          | (654,201)                                    | (1,215,028)   | (452,300)   |
| Interest expense                         | 4,156,249                                    | 10,640,988  |   |
| <b>Total other expenses/(income)</b>     | <b>3,502,048</b>                             | <b>9,425,960</b>  | <b>(452,300)</b>  |
| <b>Income (loss) before income taxes</b> | <b>512,122</b>                               | <b>(10,015,097)</b>                                       | <b>(1,272,567)</b>  |
| Income tax benefit                       | 1,684,346                                    | 1,125,499   | 552,294   |
| <b>Net income (loss)</b>                 | <b>\$ 2,196,468</b>                          | <b>\$ (8,889,598)</b>                                     | <b>\$ (720,273)</b>   |
| <b>Earnings (loss) per share:</b>        |  |   |   |
| Basic and diluted                        | \$ 0.04                                      | \$ (0.27)   | \$ (0.05)   |

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

## DIAMONDROCK HOSPITALITY COMPANY

**Condensed Consolidated Statements of Cash Flows**  
**For the Period from January 1, 2005 to September 9, 2005 and the Period from May 6, 2004**  
**(Incorporation) to September 10, 2004**

|   | Period from<br>January 1, 2005 to<br>September 9, 2005 | Period from<br>May 6, 2004<br>(Incorporation) to<br>September 10, 2004 |
|---|--|--|
|   | (Unaudited)  | (Unaudited)  |
| <b>Cash flows from operating activities:</b>  |  |  |
| Net loss  | \$ (8,889,598)   | \$ (720,273)   |
| Adjustments to reconcile net loss to net cash provided by (used in) operating activities: |  |  |
| Real estate depreciation  | 16,072,526   | 9,167  |
| Corporate asset depreciation as corporate expenses  | 75,166   |  |
| Non-cash straight line ground rent  | 4,839,677  |  |
| Non-cash financing costs as interest  | 1,100,820  |  |
| Market value adjustment to interest rate caps   | (11,402)   |  |
| Amortization of favorable lease asset   | 70,601   |  |
| Amortization of debt premium and unfavorable lease liability                              | (209,835)  |  |
| Amortization of deferred income   | (106,867)  |  |
| Stock-based compensation  | 5,582,077  | 645,000  |
| Income tax benefit  | (1,125,499)  | (552,294)  |
| Changes in assets and liabilities:  |  |  |
| Prepaid expenses and other assets   | 1,012,604  | (204,170)  |
| Due to/from hotel managers  | (11,837,240)   |  |
| Accounts payable and accrued expenses   | 4,069,073  | 388,914  |
| <b>Net cash provided by (used in) operating activities</b>                                | <b>10,642,103</b>                                      | <b>(433,656)</b>   |
| <b>Cash flows from investing activities:</b>  |  |  |
| Hotel acquisitions  | (530,905,343)  | (81,302)   |
| Hotel capital expenditures  | (9,646,244)  |  |
| Receipt of deferred key money   | 4,000,000  |  |
| Cash paid for restricted cash at acquisition, net   | (17,740,652)   |  |
| Purchase deposits and pre-acquisition costs   |  | (1,096,221)  |
| <b>Net cash used in investing activities</b>  | <b>(554,292,239)</b>                                   | <b>(1,177,523)</b>   |
| <b>Cash flows from financing activities:</b>  |  |  |
| Proceeds from mortgage debt   | 246,500,000  |  |
| Draws on senior secured credit facility   | 5,000,000  |  |
| Repayments of mortgage debt   | (56,948,685)   |  |
| Scheduled mortgage debt principal payments  | (2,146,538)  |  |
| Payment of financing costs  | (2,682,201)  |  |
| Proceeds from sale of common stock  | 291,799,785  | 197,376,548  |
| Payment of dividends  | (1,680,656)  |  |
| Payment of costs related to sale of common stock  | (3,206,639)  | (1,028,588)  |
| <b>Net cash provided by financing activities</b>  | <b>476,635,066</b>                                     | <b>196,347,960</b>   |
| Net (decrease) increase in cash and cash equivalents                                      | \$ (67,015,070)  | \$ 194,736,781   |
| Cash and cash equivalents, beginning of period  | 76,983,107   |  |
| Cash and cash equivalents, end of period  | \$ 9,968,037   | \$ 194,736,781   |
| <b>Supplemental Disclosure of Cash Flow Information:</b>                                  |  |  |
| Cash paid for interest  | \$ 9,283,715   | \$   |

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|   |    |                             |                             |
|---|----|-----------------------------|-----------------------------|
| Cash paid for income taxes                          | \$ | 1,114,363                   | \$                          |
|   |    | <u>                    </u> | <u>                    </u> |
| <b>Non-Cash Investing and Financing Activities:</b> |    |                             |                             |
| Repayments of mortgage debt with restricted cash    | \$ | 7,051,315                   | \$                          |
|   |    | <u>                    </u> | <u>                    </u> |

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

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**DIAMONDROCK HOSPITALITY COMPANY**

**Notes to the Condensed Consolidated Financial Statements  
(Unaudited)**

**1. Organization**

DiamondRock Hospitality Company ( we or us ) is a self-advised real estate company that owns, acquires and invests in upper upscale and upscale hotel properties located primarily in North America. To a lesser extent, we invest, on a selective basis, in premium limited-service and extended-stay hotel properties in urban locations. While we were legally formed during the second quarter of 2004, we did not begin operations until the third quarter of 2004 when we completed a private placement of our common stock. Accordingly, our statements of operations are identical for the fiscal quarter ended September 10, 2004 and the period from May 6, 2004 (Incorporation) to September 10, 2004.

As of the end of the fiscal quarter, we owned fourteen hotels, comprising 5,633 rooms, located in the following markets: Atlanta, Georgia (2), Fort Worth, Texas, Lexington, Kentucky, Los Angeles (2 hotels), New York City (2 hotels), Northern California, Oak Brook, Illinois, Salt Lake City, Washington D.C., St. Thomas, U.S. Virgin Islands and Vail, Colorado and for purchase prices aggregating approximately \$847.7 million (including working capital and pre-funded capital improvement restricted cash).

We completed our initial public offering on June 1, 2005, issuing an additional 29,785,764 shares of common stock (including the underwriters' purchase of the over-allotment option for 3,698,764 shares) at a price of \$10.50 per share, resulting in net proceeds, before deducting offering expenses, of approximately \$291.8 million.

We conduct our business through a traditional umbrella partnership REIT, or UPREIT, in which our hotel properties are owned by our operating partnership, DiamondRock Hospitality Limited Partnership, limited partnerships, limited liability companies or other subsidiaries of our operating partnership. We are the sole general partner of our operating partnership and currently own, either directly or indirectly, all of the limited partnership units of our operating partnership. In order for the income from our hotel property investments to constitute rents from real properties for purposes of the gross income test required for REIT qualification, the income we earn cannot be derived from the operation of any of our hotels. Therefore, we lease each of our hotel properties to a wholly-owned subsidiary of Bloodstone TRS, Inc., our existing taxable REIT subsidiary, or TRS, except for the Frenchman's Reef & Morning Star Marriott Beach Resort, which is owned by a Virgin Islands corporation, which we have elected to be treated as a TRS.

**2. Summary of Significant Accounting Policies**

*Basis of Presentation*

We have condensed or omitted certain information and footnote disclosures normally included in financial statements presented in accordance with U.S. generally accepted accounting principles, or GAAP, in the accompanying unaudited condensed consolidated financial statements. We believe the disclosures made are adequate to prevent the information presented from being misleading. However, the unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto as of December 31, 2004 and the period from May 6, 2004 (Inception) to December 31, 2004 included in our Registration Statement on Form S-11 (Registration No. 333-123809) dated May 25, 2005.

In our opinion, the accompanying unaudited condensed consolidated financial statements reflect all adjustments necessary to present fairly our financial position as of September 9, 2005 and the results of our operations for the fiscal quarter and year-to-date periods ended September 9, 2005 and the fiscal quarter ended September 10, 2004 and period from May 6, 2004 (Incorporation) to September 10, 2004, respectively and cash flows for the period from January 1, 2005 to September 9, 2005 and the period from May 6, 2004 (Incorporation) to September 10, 2004. Interim results are not necessarily indicative of full-year performance because of the impact of seasonal and short-term variations.

### *Reporting Periods*

The results we report in our consolidated statements of operations are based on results of our hotels reported to us by our hotel managers. Our hotel managers use different reporting periods. Marriott International, the manager of the majority of our properties, uses a fiscal year ending on the Friday closest to December 31 and reports twelve weeks of operations for each of the first three quarters and sixteen or seventeen weeks for the fourth quarter of the year for its domestic managed hotels. In contrast, Marriott for its non-domestic hotels (including Frenchman's Reef) and Vail Resorts, our manager of the Vail Marriott report results on a monthly basis. Additionally, we, as a REIT, are required by tax laws to report results on a calendar year basis. As a result, we have adopted the reporting periods used by Marriott International for its domestic hotels, except that the fiscal year always ends on December 31 to comply with REIT rules. The first three fiscal quarters end on the same day as Marriott International's fiscal quarters but our fourth quarter ends on December 31 and our full year results, as reported in our statement of operations, always includes the same number of days as the calendar year.

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

While the reporting calendar we adopted is more closely aligned with the reporting calendar used by the manager of a majority of our properties, one final consequence of our calendar is we are unable to report any results for Frenchman's Reef or for the Vail Marriott for the month of operations that ends after our fiscal quarter-end because neither Vail Resorts nor Marriott International make mid-month results available to us. As a result, our quarterly results of operations include results from Frenchman's Reef and the Vail Marriott as follows: first quarter (January, February), second quarter (March to May), third quarter (June to August) and fourth quarter (September to December). While this does not affect full-year results, it does affect the reporting of quarterly results.

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

### *Earnings (Loss) Per Share*

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

### *Stock-based Compensation*

We account for stock-based employee compensation using the fair value based method of accounting described in Statement of Financial Accounting Standards No. 123, *Accounting for Stock-based Compensation*. For share grants, total compensation expense is based on the price of our stock at the grant date. Compensation expense is recorded ratably over the vesting period, if any.

### *Key Money*

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

### *Straight-Line Rent*

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

### *Use of Estimates*

The preparation of the financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.



*Recent Accounting Pronouncements*

In December 2004, the Financial Accounting Standards Board issued SFAS No. 123 (revised 2004), *Share-Based Payment*. SFAS No. 123(R) established standards for companies in the recognition of compensation cost relating to share based payment transactions in the financial statements. The impact of adopting this statement is not expected to be significant.

**3. Property and Equipment**

Property and equipment as of September 9, 2005 (unaudited) and December 31, 2004 consists of the following:

|                                    | <b>September 9,<br/>2005</b> | <b>December 31,<br/>2004</b> |
|------------------------------------|------------------------------|------------------------------|
| Land                               | \$ 112,097,000               | \$ 28,320,000                |
| Land improvements                  | 5,593,922                    | 5,593,922                    |
| Buildings                          | 634,507,567                  | 231,300,990                  |
| Furniture, fixtures and equipment  | 57,672,749                   | 21,287,175                   |
| Corporate office equipment and CIP | 1,212,779                    | 225,219                      |
|                                    | <u>811,084,017</u>           | <u>286,727,306</u>           |
| Less: accumulated depreciation     | (17,300,783)                 | (1,084,867)                  |
|                                    | <u>\$ 793,783,234</u>        | <u>\$ 285,642,439</u>        |

**4. Capital Stock***Common Shares*

We are authorized to issue up to 100,000,000 shares of common stock, \$.01 par value per share. Each outstanding share of common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Holders of our common stock are entitled to receive dividends out of assets legally available for the payment of dividends when authorized by our Board of Directors.

On June 1, 2005, we consummated our initial public offering of common stock, selling 29,785,764 shares (including the underwriters subsequent purchase of the over-allotment option of 3,698,764 shares) at a price of \$10.50 per share. We received net proceeds (after deducting offering expenses) of approximately \$288.6 million.

**5. Stock Incentive Plan**

As of September 9, 2005, we have issued or committed to issue 1,155,608 shares of our common stock under our 2004 Stock Option and Incentive Plan, including 738,000 shares of restricted common stock and a commitment to issue 383,608 shares of deferred common stock. The commitment represents our promise to issue a number of shares of our common stock upon the earlier of (i) a sale event or (ii) five years after the date of grant.

As of September 9, 2005, our officers and employees have been awarded 738,000 shares of restricted common stock. None of the recipients were required to pay for such shares of common stock. As of September 9, 2005, our Directors have been awarded 34,000 shares of common stock. Shares issued to our directors were fully vested upon issuance and compensation expense of \$151,800 was recognized upon grant during the period from January 1, 2005 to September 9, 2005. Shares issued to our officers and employees vest over a three-year period from the date of the grant. We recorded compensation expense related to the restricted common stock of officers and employees equal to approximately \$1.7 million during the period from January 1, 2005 to September 9, 2005.

In addition, at the time of our initial public offering, we committed to issue 382,500 shares of deferred common stock to our senior executive officers. These deferred stock awards are fully vested and represent our promise to issue a number of shares of our common stock to each senior executive officer upon the earlier of (i) a sale event or (ii) five years after the date of grant, which was the initial public offering completion date (the Deferral Period). However, if an executive's service with us is terminated for cause prior to the expiration of the Deferral Period, all deferred stock unit awards will be forfeited. The executive officers are restricted from transferring the shares until the fifth anniversary of the initial public offering completion date. During the second quarter we recorded \$3,736,250, of stock-based compensation expense related to this deferred common stock award, which is included in corporate expenses in the accompanying statements of operations. As

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of September 9, 2005, we have committed to issue 383,608 shares under this plan. The share commitment increased from 382,500 to 383,608 during the quarter because all dividends are reinvested at the dividend payment date closing price of our common stock.

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In total, for the period from January 1, 2005 to September 9, 2005, the fiscal quarter ended September 9, 2005, and the period from May 6, 2004 (Incorporation) to September 10, 2004, we recorded \$5,582,077, \$612,567 and \$645,000, respectively, of stock-based compensation expense related to these awards which is included in corporate expenses in the accompanying statements of operations.

### 6. Earnings Per Share

Basic earnings per share is calculated by dividing net income available to common shareholders by the weighted-average number of common shares outstanding. Diluted earnings per share is calculated by dividing net income available to common shareholders, that has been adjusted for dilutive securities, by the weighted-average number of common shares outstanding including dilutive securities. No effect is shown for securities that are anti-dilutive.

The following is a reconciliation of the calculation of basic and diluted earnings per share:

|  | Fiscal Quarter<br>Ended<br>September 9,<br>2005 | Period from<br>January 1, 2005 to<br>September 9,<br>2005 | Fiscal Quarter<br>Ended<br>September 10,<br>2004<br>and Period from<br>May 6, 2004<br>(Incorporation) to<br>September 10,<br>2004 |
|--|---|---|---|
| <b>Basic Earnings per Share Calculation:</b>                                 | (unaudited)                                     | (unaudited)   | (unaudited)   |
| <b>Numerator:</b>  |   |   |   |
| Net income (loss)  | \$ 2,196,468                                    | \$ (8,889,598)  | \$ (720,273)  |
| Dividends on unvested restricted common stock                                | (127,305)                                       | (151,364)   |   |
| <b>Net income (loss) after dividends on unvested restricted common stock</b> | <b>\$ 2,069,163</b>                             | <b>\$ (9,040,962)</b>                                     | <b>\$ (720,273)</b>   |
| <b>Weighted-average number of common shares outstanding basic</b>            | <b>51,199,375</b>                               | <b>33,736,812</b>   | <b>14,883,079</b>   |
| <b>Basic earnings (loss) per share</b>                                       | <b>\$ 0.04</b>                                  | <b>\$ (0.27)</b>  | <b>\$ (0.05)</b>  |
| <b>Diluted Earnings per Share Calculation:</b>                               |   |   |   |
|  | Fiscal Quarter<br>Ended<br>September 9,<br>2005 | Period from<br>January 1, 2005 to<br>September 9,<br>2005 | Fiscal Quarter<br>Ended<br>September 10,<br>2004<br>and Period from<br>May 6, 2004<br>(Incorporation) to<br>September 10,<br>2004 |
| <b>Diluted Earnings per Share Calculation:</b>                               | (unaudited)                                     | (unaudited)   | (unaudited)   |
| <b>Numerator:</b>  |   |   |   |
| Net income (loss)  | \$ 2,196,468                                    | \$ (8,889,598)  | \$ (720,273)  |
| Dividends on unvested restricted common stock                                | (127,305)                                       | (151,364)   |   |
| <b>Net income (loss) after dividends on unvested restricted common stock</b> | <b>\$ 2,069,163</b>                             | <b>\$ (9,040,962)</b>                                     | <b>\$ (720,273)</b>   |
| <b>Weighted-average number of common shares outstanding basic</b>            | <b>51,199,375</b>                               | <b>33,736,812</b>   | <b>14,883,079</b>   |
| Unvested restricted common stock   | 361,819   |   |   |
| <b>Weighted-average number of common shares outstanding diluted</b>          | <b>51,561,194</b>                               | <b>33,736,812</b>   | <b>14,883,079</b>   |
| <b>Diluted earnings (loss) per share</b>                                     | <b>\$ 0.04</b>                                  | <b>\$ (0.27)</b>  | <b>\$ (0.05)</b>  |

**7. Debt**

We have incurred property specific mortgage debt in conjunction with the acquisition of certain of our hotels. The mortgage debt is recourse solely to specific assets, except for fraud, misapplication of funds and other customary recourse provisions. As of September 9, 2005, eight of our fourteen hotel properties were secured by mortgage debt. Our mortgage debt contains certain property specific covenants and restrictions, including minimum debt service coverage ratios as well as restrictions to incur additional debt without lender consent.

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The following table sets forth information regarding our debt as of September 9, 2005 (unaudited):

| Property  | Principal<br>Balance  | Interest Rate  |
|---|-----------------------|--|
| Courtyard Manhattan / Midtown East                    | \$ 44,354,032         | 5.195%   |
| Marriott Salt Lake City Downtown                      | 38,289,945            | 5.50%  |
| Courtyard Manhattan / Fifth Avenue                    | 23,000,000            | LIBOR + 2.70<br>(6.325% as of<br>September 9,<br>2005) |
| Marriott Griffin Gate Resort                          | 30,597,338            | 5.11%  |
| Bethesda Marriott Suites                              | 19,439,720            | 7.69%  |
| Renaissance Worthington                               | 57,400,000            | 5.40%  |
| Frenchman s Reef & Morning Star Marriott Beach Resort | 62,500,000            | 5.44%  |
| Marriott Los Angeles Airport                          | 82,600,000            | 5.30%  |
| Senior secured credit facility                        | 5,000,000             | LIBOR + 1.45<br>(5.12% as of<br>September 9,<br>2005)  |
| <b>Total</b>  | <b>\$ 363,181,035</b> |  |

We repaid the \$20 million mortgage debt on The Lodge at Sonoma, a Renaissance Resort and Spa on June 16, 2005. We recorded a loss of approximately \$179,000 related to the repayment. The loss consisted of the write off of the unamortized deferred financing costs and the early termination penalty and is classified within interest expense on the accompanying statements of operations.

We repaid the \$44 million mortgage debt on the Torrance Marriott on June 2, 2005 with approximately \$37 million of cash and the application of \$7 million restricted cash held in escrow. We recorded a loss of approximately \$526,000 related to the repayment which consisted of the write off of the unamortized deferred financing costs. The loss is classified within interest expense on the accompanying statements of operations.

On July 8, 2005, we entered into a three-year, \$75.0 million senior secured revolving credit facility from Wachovia Bank, National Association, as administrative agent under the credit facility, and Citicorp North America, Inc. and Bank of America, N.A., as co-syndication agents under the credit facility. On July 29, 2005, we drew \$5 million under this credit facility. Subsequent to September 9, 2005, we made an additional \$4 million draw on the senior secured credit facility and subsequently repaid \$2 million on this credit facility. Interest is paid on the periodic advances under the credit facility at varying rates, based upon either LIBOR or the applicable prime rate, plus an agreed upon additional margin amount. The interest rate depends upon our level of outstanding indebtedness in relation to the value of our assets from time to time, as follows:

|                   | Leverage Ratio |            |               |
|-------------------|----------------|------------|---------------|
|                   | 70% or greater | 65% to 70% | less than 65% |
| Prime rate margin | 1.25%          | 1.00%      | 0.75%         |
| LIBOR margin      | 2.00%          | 1.75%      | 1.45%         |

In addition to the interest payable on amounts outstanding under the credit facility, we are required to pay an annual amount equal to 0.35% of the unused portion of the credit facility. We incurred interest and unused credit facility fees of \$58,767 during the fiscal quarter ended September 9, 2005.

On June 23, 2005, in connection with our acquisition of the Marriott Los Angeles Airport and the Renaissance Worthington (Fort Worth), we entered into mortgages that aggregate \$140.0 million. These borrowings consist of a \$82.6 million mortgage on the Marriott Los Angeles Airport and a \$57.4 million mortgage on the Renaissance Worthington. Each loan is secured by a first mortgage lien on the applicable hotel. Interest on each of the mortgages is fixed at a rate equal to 5.30%, in the case of the Marriott Los Angeles Airport mortgage debt, and at 5.40%, in the case of the Renaissance Worthington mortgage debt. Until August 11, 2009 with respect to the Renaissance Worthington loan, we will only pay interest. From and after August 11, 2009 with respect to the Renaissance Worthington loan, we will pay interest and principal, with the amount of principal being determined based upon a 30-year amortization schedule. The Marriott Los Angeles Airport loan is interest only for the full term. For each loan, we will be obligated to repay all unpaid principal on July 11, 2015.





On July 29, 2005, we incurred mortgage debt in connection with the Marriott Frenchman's Reef & Morning Star Resort. The mortgage debt has a principal balance of \$62.5 million, a term of 10 years, bears interest at 5.44 percent, and is interest only for the first three years and then amortizes on a 30-year schedule. In conjunction with the closing of the mortgage debt, the lender escrowed \$2.9 million of the loan proceeds to pre-fund certain capital improvements of the Marriott Frenchman's Reef & Morning Star Resort required under the mortgage debt. Subsequent to September 9, 2005, the lender reduced the escrow requirement to \$1.2 million.

## 8. Acquisitions

On January 5, 2005, we acquired the Torrance Marriott, a 487-room hotel located in Torrance, California, for total consideration of approximately \$72 million (including working capital and \$10 million pre-funded for future capital expenditures). Transaction costs of \$353,000 were incurred and capitalized in conjunction with the acquisition. The hotel will continue to be managed by a subsidiary of Marriott under a new management agreement. In early 2005, Marriott paid our taxable REIT subsidiary \$3.0 million of key money in exchange for the right to manage the hotel pursuant to the management agreement. The key money is being deferred and recognized over the term of the management agreement. We entered into \$44 million of mortgage debt on the Torrance Marriott which was repaid on June 2, 2005. We are planning to complete a \$13 million renovation of the hotel during 2005 and 2006.

On June 23, 2005, we acquired a portfolio of four hotels (Renaissance Worthington Hotel, Marriott Atlanta Alpharetta, Frenchman's Reef & Morning Star Marriott Beach Resort and Marriott Los Angeles Airport) from affiliates of Capital Hotel Investments, LLC (CHI) for approximately \$314.9 million (including working capital). In connection with the purchase, we assumed the existing Marriott management agreements, which all expire in 2031 and provide for two 10-year extensions at Marriott's option. These agreements provide for a base management fee of 3% of the applicable hotel's gross revenues, and an incentive management fee of 25% of available cash flow (after payment of a 10.75% priority return on the prior owner's investment), which is not subordinated to debt service. In conjunction with this acquisition, we entered into an \$82.6 million mortgage loan on the Marriott Los Angeles Airport and a \$57.4 million mortgage loan on the Renaissance Worthington Hotel. These ten year mortgages bear annual fixed interest rates of 5.30% and 5.40% on the Marriott Los Angeles Airport and the Renaissance Worthington Hotel, respectively.

On June 24, 2005, we acquired the Vail Marriott Mountain Resort & Spa from Vail Resorts, Inc. for approximately \$64.9 million. A subsidiary of Vail Resorts, Inc. will continue to manage the hotel. The management agreement expires in 2020. The agreement provides for a base management fee of 3% of the hotel's gross revenues, and an incentive management fee of (i) 20%, if the hotel achieves operating profits above an 11% return on our invested capital or (ii) 25%, if the hotel achieves operating profits above a 15% return of invested capital, as defined.

On July 22, 2005, we acquired the SpringHill Suites Buckhead for approximately \$34.1 million (including working capital). A subsidiary of Marriott International, Inc. will manage the hotel. Subsequent to September 9, 2005, Marriott paid our taxable REIT subsidiary \$0.5 million of key money as an incentive to enter into the management agreement. The key money will be deferred and recognized over the term of the management agreement. The management agreement expires in 2035 and has two 10 year renewal options. The agreement provides for a base management fee that will range between 5% - 6.5% of the hotel's gross revenues, and an incentive management fee of 25% of hotel operating profits above a 12% return on our invested capital. In addition, Marriott provided us with a cash flow guaranty for the fiscal years 2006 and 2007 operating cash flow. The guarantee provides that Marriott will reduce its base management fee should the actual hotel operating income be less than a prescribed amount during fiscal years 2006 and 2007. The annual guarantee obligation of Marriott is capped at \$0.1 million for each of 2006 and 2007, respectively.

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On July 29, 2005, we acquired the Oak Brook Hills Resort & Conference Center for approximately \$65.7 million (including working capital). The hotel was converted to the Oak Brook Hills Marriott Resort on July 29, 2005 and is managed by a subsidiary of Marriott International, Inc. We lease the land underlying the golf course adjacent to the Oak Brook Hills Marriott Resort pursuant to a ground lease that provides for ground lease payments of \$1 per year through the date of the first extension option in 2025, at which time, if extended, the lease payments will be adjusted to market. We reviewed the terms of the ground lease in conjunction with the hotel purchase accounting and concluded that the terms of the ground lease are below current market and recorded a \$12.3 million favorable lease asset at the acquisition date. Subsequent to September 9, 2005, Marriott paid our taxable REIT subsidiary \$2.5 million of key money in exchange for the right to manage the hotel pursuant to the management agreement. The key money will be deferred and recognized over the term of the management agreement. The management agreement expires in 2035. The agreement provides for a base management fee of 3% of the hotel's gross revenues, and an incentive management fee of 20% of hotel operating profits above a 10.75% return on our invested capital. In addition, Marriott provided us with a cash flow guaranty for the fiscal years 2006 and 2007 operating cash flow. The guarantee provides that Marriott will fund the deficit of actual hotel operating income from a prescribed amount during each of fiscal years 2006 and 2007. The total guarantee obligation of Marriott is capped at \$2.5 million.

The preliminary purchase price allocations, including transaction costs, of the hotels to the acquired assets and liabilities, which may be adjusted if any of the assumptions underlying the purchase accounting change, are as follows (in thousands):

|   | <b>CHI<br/>Portfolio</b> | <b>Vail</b>      | <b>Torrance</b>  | <b>Buckhead</b>  | <b>Oak Brook</b> |
|---|--------------------------|------------------|------------------|------------------|------------------|
| Land  | \$ 60,936                | \$ 5,800         | \$ 7,241         | \$ 3,900         | \$ 5,900         |
| Building  | 230,705                  | 53,037           | 51,517           | 28,182           | 41,273           |
| Furniture, fixtures and equipment                               | 11,113                   | 5,000            | 3,409            | 2,310            | 4,800            |
| <b>Total fixed assets</b>                                       | <b>302,754</b>           | <b>63,837</b>    | <b>62,167</b>    | <b>34,392</b>    | <b>51,973</b>    |
| Favorable lease asset   |                          |                  |                  |                  | 12,285           |
| FF&E escrow and restricted cash                                 | 11,456                   |                  | 10,000           |                  |                  |
| Hotel working capital accrued liabilities and other assets, net | 656                      | 1,093            | (152)            | (306)            | 1,489            |
| <b>Purchase Price</b>   | <b>\$ 314,866</b>        | <b>\$ 64,930</b> | <b>\$ 72,015</b> | <b>\$ 34,086</b> | <b>\$ 65,747</b> |

The acquired properties are included in our results of operations from the respective dates of acquisition. The following unaudited pro forma results of operations reflect these transactions as if each had occurred on the first day of the fiscal year presented. In our opinion, all significant adjustments necessary to reflect the effects of the acquisitions have been made; however, a preliminary allocation of the purchase price to land and buildings was made, and we will finalize the allocation after all information is obtained.

|                            | <b>Fiscal Quarter<br/>Ended<br/>September 9,<br/>2005</b> | <b>Fiscal Quarter<br/>Ended<br/>September 10,<br/>2004</b> | <b>Three Fiscal<br/>Quarters Ended<br/>September 9,<br/>2005</b> | <b>Three Fiscal<br/>Quarters Ended<br/>September 10,<br/>2004</b> |
|----------------------------|---|--|--|---|
| Revenues                   | \$ 72,515,200   | \$ 68,265,825  | \$ 226,125,395   | \$ 210,289,146  |
| Net income (loss)          | 2,300,906   | (523,878)  | 9,183,686  | 5,746,694   |
| Earnings per share Basic   | \$ 0.04   | \$ (0.04)  | \$ 0.27  | \$ 0.39   |
| Earnings per share Diluted | \$ 0.04   | \$ (0.04)  | \$ 0.27  | \$ 0.39   |

### 9. Dividends

During the second fiscal quarter our Board of Directors declared a cash dividend of \$0.0326 per share of our common stock. The dividend was paid on June 28, 2005 to stockholders of record as of June 17, 2005. During the third fiscal quarter our Board of Directors declared a cash dividend of \$0.1725 per share of our common stock. The dividend was paid on September 27, 2005 to stockholders of record as of September 9, 2005.

### 10. Commitments and Contingencies

*Litigation*

We are not involved in any material litigation nor, to our knowledge, is any material litigation threatened against us other than routine litigation arising out of the ordinary course of business or which is expected to be covered by insurance and not expected to harm our business, financial condition or results of operations.

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**UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The Company's historical financial information for the period from May 6, 2004 (inception) to December 31, 2004 has been derived from our audited historical financial statements. The Company's historical financial information as of and for the period ended September 9, 2005 has been derived from our unaudited historical financial statements. The following unaudited pro forma financial information gives effect to the following:

The acquisitions of our initial seven hotels;

Our acquisitions of the Vail Marriott Mountain Resort & Spa, a portfolio of hotels consisting of the Marriott Los Angeles Airport, Marriott's Frenchman's Reef and Morning Star Beach Resort, Renaissance Worthington Hotel and Marriott Atlanta Alpharetta (the Capital Hotel Investment Portfolio), the SpringHill Suites Atlanta Buckhead, the Oak Brook Hills Marriott Resort and the Orlando Airport Marriott;

Our borrowings under (i) the \$62.5 million mortgage debt on the Frenchman's Reef & Morning Star Marriott Beach Resort, (ii) the \$82.6 million mortgage debt on the Marriott Los Angeles Airport, (iii) the \$57.4 million mortgage debt on the Renaissance Worthington Hotel and (iv) the \$59 million mortgage debt on the Orlando Airport Marriott; and

\$12.0 million of draws under our \$75 million senior secured credit facility.

The pro forma statements of operations for the period from January 1, 2005 to September 9, 2005 and the year ended December 31, 2004 exclude the acquisition of the SpringHill Suites Atlanta Buckhead since it was opened on July 1, 2005 and has no historical operating results. The accompanying pro forma financial information reflects the preliminary application of purchase accounting to the acquisitions of the Vail Marriott, the Capital Hotel Investment Portfolio, the Oak Brook Hills Marriott Resort and the Orlando Airport Marriott. The preliminary purchase accounting may be adjusted if any of the assumptions underlying the purchase accounting change. The unaudited pro forma consolidated statements of operations and other data for the period from January 1, 2005 to September 9, 2005 and the year ended December 31, 2004 are presented as if these transactions had occurred on the first day of the periods presented.

The unaudited pro forma financial information and related notes are presented for informational purposes only and do not purport to represent what our results of operations would actually have been if the transactions had in fact occurred on the dates discussed above. They also do not project or forecast our results of operations for any future date or period.

The unaudited pro forma financial information should be read together with our historical financial statements and related notes and with the information set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Prospectus Supplement to the DiamondRock Registration Statement on Form S-11/A (File No. 333-123809) filed on September 2, 2005. The pro forma adjustments are based on available information and upon assumptions that we believe are reasonable. However, we cannot assure you that actual results will not differ from the pro forma information and perhaps in material and adverse ways.

## DIAMONDROCK HOSPITALITY COMPANY

Pro Forma Consolidated Balance Sheet  
September 9, 2005

|  | Historical            | A<br>Orlando Airport<br>Marriott | Pro Forma             |
|--|-----------------------|----------------------------------|-----------------------|
| <b>ASSETS</b>                                    |                       |                                  |                       |
| Property and equipment, net                      | \$ 793,783,234        | \$ 70,487,865                    | \$ 864,271,099        |
| Deferred financing costs, net                    | 2,925,759             | 130,717                          | 3,056,476             |
| Restricted cash                                  | 33,035,939            |                                  | 33,035,939            |
| Favorable lease asset                            | 12,214,838            |                                  | 12,214,838            |
| Due from hotel managers                          | 34,543,143            | 1,091,393                        | 35,634,536            |
| Prepays and other assets                         | 4,464,554             |                                  | 4,464,554             |
| Cash and cash equivalents                        | 9,968,037             | (4,709,975)                      | 5,258,062             |
| <b>Total assets</b>                              | <b>\$ 890,935,504</b> | <b>\$ 67,000,000</b>             | <b>\$ 957,935,504</b> |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>       |                       |                                  |                       |
| <b>Liabilities:</b>                              |                       |                                  |                       |
| Mortgage debt, at face amount                    | \$ 358,181,035        | \$ 59,000,000                    | \$ 417,181,035        |
| Senior secured credit facility                   | 5,000,000             | 7,000,000                        | 12,000,000            |
| Debt premium                                     | 2,832,142             |                                  | 2,832,142             |
| <b>Total debt</b>                                | <b>366,013,177</b>    | <b>66,000,000</b>                | <b>432,013,177</b>    |
| Deferred income related to key money             | 6,383,518             | 1,000,000                        | 7,383,518             |
| Unfavorable lease liability                      | 5,426,955             |                                  | 5,426,955             |
| Due to hotel managers                            | 21,649,144            |                                  | 21,649,144            |
| Dividends declared and unpaid                    | 8,893,732             |                                  | 8,893,732             |
| Accounts payable and accrued liabilities         | 12,270,323            |                                  | 12,270,323            |
| <b>Total other liabilities</b>                   | <b>54,623,672</b>     | <b>1,000,000</b>                 | <b>55,623,672</b>     |
| <b>Shareholders Equity:</b>                      |                       |                                  |                       |
| Common stock                                     | 508,199               |                                  | 508,199               |
| Additional paid-in capital                       | 491,450,709           |                                  | 491,450,709           |
| Accumulated deficit                              | (21,660,253)          |                                  | (21,660,253)          |
| <b>Total shareholders equity</b>                 | <b>470,298,655</b>    |                                  | <b>470,298,655</b>    |
| <b>Total liabilities and shareholders equity</b> | <b>\$ 890,935,504</b> | <b>\$ 67,000,000</b>             | <b>\$ 957,935,504</b> |

**NOTES TO UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET**  
**As of September 9, 2005**

The accompanying unaudited Pro Forma Consolidated Balance Sheet as of September 9, 2005 is based on the Historical Consolidated Balance Sheet as of September 9, 2005, as adjusted to assume that the following occurred on September 9, 2005:

The acquisition of the Orlando Airport Marriott.

Proceeds from \$59 million mortgage debt related to the Orlando Airport Marriott.

A \$7 million draw on the Company's \$75 million senior secured credit facility.

In the opinion of the Company's management, all material adjustments to reflect the effects of the preceding transactions have been made. The accompanying unaudited Pro Forma Consolidated Balance Sheet as of September 9, 2005 is presented for illustrative purposes only and is not necessarily indicative of what the actual financial position would have been had the transactions described above occurred as of September 9, 2005 nor does it purport to represent the future financial position of the Company.

Notes and Management Assumptions:

- A Represents the adjustment to record the acquisition accounting and mortgage financing obtained by the Company in conjunction with the acquisition of the Orlando Airport Marriott as follows:

Record property and equipment at fair value of \$70,487,865

Record due from hotel managers of \$1,091,393

Record deferred financing costs incurred of \$130,717

Record deferred income related to key money of \$1,000,000

Reduce cash paid for the acquisition of \$4,709,975

Record mortgage debt on the Orlando Airport Marriott of \$59,000,000

Record a \$7,000,000 draw on the Company's \$75 million senior secured credit facility

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**DIAMONDROCK HOSPITALITY COMPANY**

**Pro Forma Consolidated Statement of Operations  
For the Three Fiscal Quarters Ended September 9, 2005**

|                 | B              | B          | B            | B             | B            | C             | D               | E            | F              |              |
|-----------------|----------------|------------|--------------|---------------|--------------|---------------|-----------------|--------------|----------------|--------------|
|                 |                | Vail       | Capital      |               |              |               | TRS             |              | Repaid         |              |
|                 | Torrance       | Marriott   | Hotel        | Oak Brook     | Orlando      | Depreciation  | Income          | Interest     | Mortgage       |              |
|                 |                |            | Investment   |               | Airport      | Adjustment    | Taxes           | Adjustment   | Debt           |              |
|                 | Historical     |            | Portfolio    |               |              |               |                 |              | Interest       |              |
|                 |                |            |              |               |              |               |                 |              | Expense        |              |
|                 | \$ 85,509,567  | \$ 164,260 | \$ 8,598,220 | \$ 44,861,450 | \$ 4,979,713 | \$ 10,797,180 | \$              | \$           | \$             | \$           |
|                 | 31,812,477     | 79,212     | 2,826,256    | 24,759,444    | 6,778,277    | 5,576,187     |                 |              |                |              |
|                 | 7,949,454      | 6,092      | 1,314,107    | 4,535,714     | 1,951,152    | 500,638       |                 |              |                |              |
|                 | 125,271,498    | 249,564    | 12,738,583   | 74,156,608    | 13,709,142   | 16,874,005    |                 |              |                |              |
| <b>EXPENSES</b> |                |            |              |               |              |               |                 |              |                |              |
|                 | 21,439,976     | 41,899     | 1,688,374    | 10,003,296    | 1,428,403    | 2,544,745     |                 |              |                |              |
|                 | 24,420,522     | 54,368     | 2,260,744    | 17,308,279    | 3,561,517    | 3,457,322     |                 |              |                |              |
| and other       |                |            |              |               |              |               |                 |              |                |              |
|                 | 53,527,985     | 90,156     | 4,252,765    | 25,446,651    | 6,510,083    | 5,888,218     |                 |              |                |              |
|                 | 16,072,526     |            |              |               |              |               | 10,981,929      |              |                |              |
|                 | 10,399,626     |            |              |               |              |               |                 |              |                |              |
| <b>Expenses</b> | 125,860,635    | 186,423    | 8,201,883    | 52,758,226    | 11,500,003   | 11,890,285    | 10,981,929      |              |                |              |
| <b>(LOSS)</b>   | (589,137)      | 63,141     | 4,536,700    | 21,398,382    | 2,209,139    | 4,983,720     | (10,981,929)    |              |                |              |
| <b>SES</b>      |                |            |              |               |              |               |                 |              |                |              |
|                 | (1,215,028)    |            |              |               |              |               |                 |              |                |              |
|                 | 10,640,988     |            |              |               |              |               |                 | 8,345,090    | (2,286,027)    |              |
| <b>ses</b>      | 9,425,960      |            |              |               |              |               |                 | 8,345,090    | (2,286,027)    |              |
| <b>ME TAX</b>   | (10,015,097)   | 63,141     | 4,536,700    | 21,398,382    | 2,209,139    | 4,983,720     | (10,981,929)    | (8,345,090)  | 2,286,027      |              |
|                 | (1,125,499)    |            |              |               |              |               |                 | 303,925      |                |              |
| <b>(LOSS)</b>   | \$ (8,889,598) | \$ 63,141  | \$ 4,536,700 | \$ 21,398,382 | \$ 2,209,139 | \$ 4,983,720  | \$ (10,981,929) | \$ (303,925) | \$ (8,345,090) | \$ 2,286,027 |

**Calculation of Basic and Diluted EPS (G)**

Net Income  
Weighted Average Number of Shares

Basic and Diluted Earnings per Share



**Notes to Pro Forma Consolidated Statement of Operations  
for the Three Fiscal Quarters Ended September 9, 2005**

The accompanying unaudited Pro Forma Consolidated Statement of Operations for the three fiscal quarters ended September 9, 2005 is based on our Historical Consolidated Statement of Operations for the three fiscal quarters ended September 9, 2005, adjusted to assume that the following occurred on January 1, 2005:

Initial public offering of 29,785,764 shares of our common stock at the initial public offering price of \$10.50 per share including the exercise of the underwriters' over-allotment of 3,698,764 shares with approximately \$288.6 million of net proceeds to us.

The acquisition of the following hotels for total consideration of:

| <b>Hotel</b>                       |                       |
|------------------------------------|-----------------------|
| Torrance Marriott                  | \$ 72,015,000         |
| Vail Marriott                      | 64,930,000            |
| Capital Hotel Investment Portfolio | 314,866,000           |
| Oak Brook Hills Marriott Resort    | 65,747,000            |
| Orlando Airport Marriott           | 71,604,000            |
|                                    | <hr/>                 |
| <b>Total</b>                       | <b>\$ 589,162,000</b> |

Repayment of approximately \$44 million of mortgage debt related to the Torrance Marriott and \$20 million of mortgage debt relating to the Lodge at Sonoma, a Renaissance Resort & Spa.

Interest on the \$62.5 million mortgage debt related to the Frenchman's Reef & Morning Star Marriott Beach Resort.

Interest on the \$82.6 million mortgage debt related to the Marriott Los Angeles Airport and \$57.4 million mortgage debt on the Renaissance Worthington Hotel.

Interest on the \$59 million mortgage debt on the Orlando Airport Marriott.

\$12 million of draws on our \$75 million senior secured credit facility.

We elected REIT status.

In the opinion of our management, all material adjustments to reflect the effects of the preceding transactions have been made. The accompanying unaudited Pro Forma Consolidated Statement of Operations for the three fiscal quarters ended September 9, 2005 is presented for illustrative purposes only and is not necessarily indicative of what the actual results of operations would have been had the transactions described above occurred on January 1, 2005, nor does it purport to represent our future results of operations. The accompanying pro forma statement of operations for the period from January 1, 2005 to September 9, 2005 excludes the acquisition of the SpringHill Suites Atlanta Buckhead since it was opened on July 1, 2005 and has no historical operating results.

Notes and Management Assumptions:

- B** Represents the adjustment to record historical revenues and operating expenses associated with the 2005 acquisitions of the following hotels:

Torrance Marriott

Vail Marriott

Capital Hotel Investment Portfolio

Oak Brook Hills Marriott Resort

Orlando Airport Marriott



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**C** Reflects the adjustment to include the depreciation and amortization resulting from the 2005 hotel acquisitions as follows:

| <b>Hotel</b>                       |               |
|------------------------------------|---------------|
| Torrance Marriott                  | \$ 51,663     |
| Vail Marriott                      | 1,108,399     |
| Capital Hotel Investment Portfolio | 4,979,981     |
| Oak Brook Hills Marriott Resort    | 1,934,359     |
| Orlando Airport Marriott           | 2,907,527     |
|                                    | -----         |
| Total                              | \$ 10,981,929 |

**D** Reflects the adjustment to our historical income tax provision to reflect the pro forma tax provision of our Taxable REIT Subsidiary assuming we had elected REIT status and the TRS leases were in place as of January 1, 2005. Our Taxable REIT Subsidiary's pro forma pre-tax loss was \$5.4 million for the three fiscal quarters ended September 9, 2005. The pro forma income tax provision was calculated using our Taxable REIT Subsidiary's historical effective income tax rate. The pro forma income tax provision includes the \$1.4 million income tax charge as a result of our REIT election in 2005 that is reflected in the historical financial statements.

**E** Reflects the adjustment to include interest expense incurred for mortgage debt relating to the Capital Hotel Investment Portfolio, the Frenchman's Reef & Morning Star Marriott Beach Resort, and the Orlando Airport Marriott and \$12 million of draws under the \$75 million senior secured credit facility.

**F** Reflects the adjustment to reduce interest expense by \$1,594,190 for interest and deferred financing cost amortization of the mortgage debt related to the Torrance Marriott and by \$691,837 for interest and deferred financing cost amortization of the mortgage debt related to the Lodge at Sonoma, a Renaissance Resort & Spa, all of which were repaid with the proceeds of our initial public offering.

**G** The shares used in the basic and diluted earning per share calculation include the following:

|   |            |
|---|------------|
| Common shares outstanding at September 9, 2005              | 50,819,864 |
| Unvested restricted shares held by management and employees | 738,000    |
| IPO share grants held by corporate officers                 | 383,608    |
|   | -----      |
| Total basic and diluted                                     | 51,941,472 |

## DIAMONDROCK HOSPITALITY COMPANY

Pro Forma Consolidated Statement of Operations  
For the Year Ended December 31, 2004

|  | H                     | H                   | H                      | H                   | H                     | H                   | H                      | H                   | H                   |
|--|-----------------------|---------------------|------------------------|---------------------|-----------------------|---------------------|------------------------|---------------------|---------------------|
|  | Sonoma                | Griffin Gate        | Courtyard Midtown East | Bethesda Suites     | Torrance              | Salt Lake City      | Courtyard Fifth Avenue | Vail Marriott       |                     |
| Historical                               |                       |                     |                        |                     |                       |                     |                        |                     |                     |
| <b>REVENUES</b>                          |                       |                     |                        |                     |                       |                     |                        |                     |                     |
| Rooms                                    | \$ 5,137,370          | \$ 7,002,446        | \$ 10,995,570          | \$ 17,051,490       | \$ 11,055,446         | \$ 13,678,423       | \$ 14,151,990          | \$ 8,412,355        | \$ 14,417,906       |
| Food and beverage                        | 1,507,960             | 3,921,515           | 9,264,203              | 669,226             | 3,576,812             | 6,142,449           | 5,650,249              |                     | 5,236,147           |
| Other                                    | 428,534               | 1,473,537           | 2,027,388              | 242,799             | 318,588               | 743,153             | 1,559,659              | 340,167             | 1,701,595           |
| <b>Total revenues</b>                    | <b>7,073,864</b>      | <b>12,397,498</b>   | <b>22,287,161</b>      | <b>17,963,515</b>   | <b>14,950,846</b>     | <b>20,564,025</b>   | <b>21,361,898</b>      | <b>8,752,522</b>    | <b>21,355,648</b>   |
| <b>OPERATING EXPENSES</b>                |                       |                     |                        |                     |                       |                     |                        |                     |                     |
| Rooms                                    | 1,455,380             | 1,764,656           | 2,519,911              | 4,419,874           | 2,634,710             | 3,410,247           | 3,503,969              | 2,968,908           | 3,646,912           |
| Food and beverage                        | 1,266,827             | 3,005,615           | 6,279,240              | 632,860             | 3,015,225             | 4,611,542           | 3,953,922              |                     | 4,345,144           |
| Management fees and other hotel expenses | 3,444,683             | 5,410,693           | 8,001,819              | 6,749,526           | 11,007,168            | 7,998,376           | 9,136,926              | 4,537,577           | 8,142,622           |
| Depreciation and amortization            | 1,053,283             |                     |                        |                     |                       |                     |                        |                     |                     |
| Corporate expenses                       | 4,114,165             |                     |                        |                     |                       |                     |                        |                     |                     |
| <b>Total operating expenses</b>          | <b>11,334,338</b>     | <b>10,180,964</b>   | <b>16,800,970</b>      | <b>11,802,260</b>   | <b>16,657,103</b>     | <b>16,020,165</b>   | <b>16,594,817</b>      | <b>7,506,485</b>    | <b>16,134,678</b>   |
| <b>OPERATING PROFIT</b>                  | <b>(4,260,474)</b>    | <b>2,216,534</b>    | <b>5,486,191</b>       | <b>6,161,255</b>    | <b>(1,706,257)</b>    | <b>4,543,860</b>    | <b>4,767,081</b>       | <b>1,246,037</b>    | <b>5,220,970</b>    |
| <b>OTHER EXPENSES (INCOME)</b>           |                       |                     |                        |                     |                       |                     |                        |                     |                     |
| Interest income                          | (1,333,837)           |                     |                        |                     |                       |                     |                        |                     |                     |
| Interest expense                         | 773,101               |                     |                        |                     |                       |                     |                        |                     |                     |
| <b>Total other expenses (income)</b>     | <b>(560,736)</b>      |                     |                        |                     |                       |                     |                        |                     |                     |
| <b>INCOME (LOSS) BEFORE INCOME TAXES</b> | <b>(3,699,738)</b>    | <b>2,216,534</b>    | <b>5,486,191</b>       | <b>6,161,255</b>    | <b>(1,706,257)</b>    | <b>4,543,860</b>    | <b>4,767,081</b>       | <b>1,246,037</b>    | <b>5,220,970</b>    |
| Income tax benefit                       | (1,582,113)           |                     |                        |                     |                       |                     |                        |                     |                     |
| <b>NET INCOME (LOSS)</b>                 | <b>\$ (2,117,625)</b> | <b>\$ 2,216,534</b> | <b>\$ 5,486,191</b>    | <b>\$ 6,161,255</b> | <b>\$ (1,706,257)</b> | <b>\$ 4,543,860</b> | <b>\$ 4,767,081</b>    | <b>\$ 1,246,037</b> | <b>\$ 5,220,970</b> |



## DIAMONDROCK HOSPITALITY COMPANY

Pro Forma Consolidated Statement of Operations (Continued)  
For the Year Ended December 31, 2004

|  | H   | H                   | H                   | I                          | J                     | K                      | L                           | M   |                     |
|--|---|---------------------|---------------------|----------------------------|-----------------------|------------------------|-----------------------------|---|---------------------|
|  | Capital<br>Hotel<br>Investment<br>Portfolio | Oak Brook           | Orlando<br>Airport  | Depreciation<br>Adjustment | Corporate<br>Expenses | TRS<br>Income<br>Taxes | Debt<br>Interest<br>Expense | Repaid<br>Mortgage<br>Debt<br>Interest<br>Expense | Pro Forma           |
| <b>REVENUES</b>  |   |                     |                     |                            |                       |                        |                             |   |                     |
| Rooms  | \$ 79,884,085                               | \$ 8,422,313        | \$ 13,119,260       | \$                         | \$                    | \$                     | \$                          | \$  | \$ 203,328,654      |
| Food and<br>beverage                                     | 46,645,976                                  | 8,842,548           | 7,036,178           |                            |                       |                        |                             |   | 98,493,263          |
| Other  | 8,608,180                                   | 6,128,322           | 546,041             |                            |                       |                        |                             |   | 24,117,963          |
| <b>Total<br/>revenues</b>                                | <b>135,138,241</b>                          | <b>23,393,183</b>   | <b>20,701,479</b>   |                            |                       |                        |                             |   | <b>325,939,880</b>  |
| <b>OPERATING<br/>EXPENSES</b>                            |   |                     |                     |                            |                       |                        |                             |   |                     |
| Rooms.   | 19,213,727                                  | 2,304,240           | 3,278,179           |                            |                       |                        |                             |   | 51,120,713          |
| Food and<br>beverage                                     | 34,560,051                                  | 6,316,540           | 4,348,923           |                            |                       |                        |                             |   | 72,335,889          |
| Management<br>fees and other<br>hotel expenses           | 51,601,134                                  | 11,100,244          | 7,372,289           |                            |                       |                        |                             |   | 134,503,057         |
| Depreciation<br>and<br>amortization                      |   |                     |                     | 37,157,807                 |                       |                        |                             |   | 38,211,090          |
| Corporate<br>expenses                                    |   |                     |                     |                            | 4,270,292             |                        |                             |   | 8,384,457           |
| <b>Total<br/>operating<br/>expenses</b>                  | <b>105,374,912</b>                          | <b>19,721,024</b>   | <b>14,999,391</b>   | <b>37,157,807</b>          | <b>4,270,292</b>      |                        |                             |   | <b>304,555,206</b>  |
| <b>OPERATING<br/>PROFIT</b>                              | <b>29,763,329</b>                           | <b>3,672,159</b>    | <b>5,702,088</b>    | <b>(37,157,807)</b>        | <b>(4,270,292)</b>    |                        |                             |   | <b>21,384,674</b>   |
| <b>OTHER<br/>EXPENSES<br/>(INCOME)</b>                   |   |                     |                     |                            |                       |                        |                             |   |                     |
| Interest<br>income                                       |   |                     |                     |                            |                       |                        |                             |   | (1,333,837)         |
| Interest<br>expense                                      |   |                     |                     |                            |                       |                        | 27,382,839                  | (3,772,887)                                       | 24,383,053          |
| <b>Total other<br/>expenses<br/>(income)</b>             |   |                     |                     |                            |                       |                        | <b>27,382,839</b>           | <b>(3,772,887)</b>                                | <b>23,049,216</b>   |
| <b>INCOME<br/>(LOSS)<br/>BEFORE<br/>INCOME<br/>TAXES</b> |   |                     |                     |                            |                       |                        |                             |   |                     |
| Income tax<br>benefit                                    | 29,763,329                                  | 3,672,159           | 5,702,088           | (37,157,807)               | (4,270,292)           |                        | (27,382,839)                | 3,772,887   | (1,664,542)         |
|  |   |                     |                     |                            |                       | (6,223,551)            |                             |   | (7,805,664)         |
| <b>NET<br/>INCOME<br/>(LOSS)</b>                         | <b>\$ 29,763,329</b>                        | <b>\$ 3,672,159</b> | <b>\$ 5,702,088</b> | <b>\$ (37,157,807)</b>     | <b>\$ (4,270,292)</b> | <b>\$ 6,223,551</b>    | <b>\$ (27,382,839)</b>      | <b>\$ 3,772,887</b>                               | <b>\$ 6,141,122</b> |

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**Calculation of Basic and Diluted EPS (N)**

Net Income \$ 6,141,122

Weighted Average Number of Shares 51,941,472

Basic and Diluted Earnings per Share \$ 0.12

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**Notes to Unaudited Pro Forma Consolidated Statement of Operations  
For The Year Ended December 31, 2004**

The accompanying unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2004 is based on our Historical Consolidated Statement of Operations for the period from May 6, 2004 (inception) to December 31, 2004, adjusted to assume that the following occurred on January 1, 2004:

The July 2004 private placement of 21,000,000 shares of common stock with approximately \$196.3 million of net proceeds to us.

Initial public offering of 29,785,764 shares of our common stock at the initial public offering price of \$10.50 per share including the exercise of the underwriters' over-allotment of 3,698,764 shares with approximately \$288.6 million of net proceeds to us.

The acquisition of the following hotels for total consideration of:

**Hotel**

|   |                       |
|---|-----------------------|
| The Lodge at Sonoma, a Renaissance Resort & Spa | \$ 32,345,000         |
| Courtyard Midtown Manhattan East                | 78,857,000            |
| Marriott Bethesda Suites                        | 41,892,000            |
| Salt Lake City Marriott Downtown                | 53,345,000            |
| Courtyard Manhattan Fifth Avenue                | 39,740,000            |
| Marriott Griffin Gate Resort                    | 49,842,000            |
| Torrance Marriott                               | 72,015,000            |
| Vail Marriott                                   | 64,930,000            |
| Capital Hotel Investment Portfolio              | 314,866,000           |
| Oak Brook Hills Marriott Resort                 | 65,747,000            |
| Orlando Airport Marriott                        | 71,604,000            |
| <b>Total</b>                                    | <b>\$ 885,183,000</b> |

Repayment of approximately \$44 million of mortgage debt related to the Torrance Marriott and \$20 million of mortgage debt related to the Lodge at Sonoma, a Renaissance Resort & Spa.

Interest on the \$62.5 million mortgage debt related to the Frenchman's Reef & Morning Star Marriott Beach Resort.

Interest on the \$82.6 million mortgage debt related to the Marriott Los Angeles Airport and \$57.4 million mortgage debt on the Renaissance Worthington Hotel.

Interest on the \$59 million mortgage debt on the Orlando Airport Marriott.

\$12 million of draws on our \$75 million senior secured credit facility.

We elected REIT status.

The accompanying unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2004 includes our budgeted corporate expenses of \$13.1 million with the exception of the \$3.7 million income statement charge related to the deferred share grants that were awarded to the executive officers at the completion of our initial public offering due to the one time impact of these awards and \$0.3 million of other budgeted corporate expenses that do not meet the pro forma criteria under Article 11 of Regulation S-X.



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In the opinion of our management, all material adjustments to reflect the effects of the preceding transactions have been made. The accompanying unaudited Pro Forma Consolidated Statement of Operations for the year ended December 31, 2004 is presented for illustrative purposes only and is not necessarily indicative of what the actual results of operations would have been had the transactions described above occurred on January 1, 2004, nor does it purport to represent the future results of our operations. The accompanying pro forma statement of operations for the year ended December 31, 2004 excludes the Spring Hill Atlanta Buckhead because it was opened on July 1, 2005 and had no historical operating results.

### Notes and Management Assumptions:

- H** Represents the adjustment to record historical revenues and operating expenses associated with the 2004 and 2005 acquisitions of the following hotels:

The Lodge at Sonoma, a Renaissance Resort and Spa

Marriott Griffin Gate Resort

Courtyard Midtown / Manhattan East

Bethesda Marriott Suites

Torrance Marriott

Marriott Salt Lake City Downtown

Courtyard Manhattan / Fifth Avenue

Vail Marriott

Capital Hotel Investment Portfolio

Oak Brook Hills Marriott Resort

Orlando Airport Marriott

- I** Reflects the adjustment to include the depreciation and amortization resulting from the 2004 and 2005 acquisitions as follows:

#### Hotel

|   |                      |
|---|----------------------|
| The Lodge at Sonoma, a Renaissance Resort & Spa | \$ 1,454,218         |
| Courtyard Midtown / Manhattan East              | 2,478,511            |
| Bethesda Marriott Suites                        | 2,198,006            |
| Salt Lake City Marriott Downtown                | 2,302,107            |
| Courtyard Manhattan / Fifth Avenue              | 1,790,038            |
| Marriott Griffin Gate Resort                    | 1,740,698            |
| Torrance Marriott                               | 4,696,600            |
| Vail Marriott                                   | 2,311,573            |
| Capital Hotel Investment Portfolio              | 10,446,783           |
| Oak Brook Hills Marriott Resort                 | 3,378,202            |
| Orlando Airport Marriott                        | 4,361,071            |
| <b>Total</b>                                    | <b>\$ 37,157,807</b> |

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**J** Reflects the adjustment to include the budgeted corporate expenses with the exception of the impact of share grants that were awarded to the executive officers at the completion of our initial public offering due to the one time impact of these awards and certain budgeted corporate expenses that do not meet the pro forma criteria under Article 11 of Regulation S-X. The pro forma corporate expenses consist of \$3,693,000 of employee payroll, bonus and other compensation, \$2,440,000 of restricted stock expense, \$753,000 of professional fees, \$378,000 of directors' fees, \$367,000 of office and equipment rent, \$313,000 of insurance costs, \$251,000 of shareholder fees and \$190,000 of other corporate expenses.

**K** Reflects the adjustment to our historical income tax benefit to reflect the pro forma tax benefit of our Taxable REIT Subsidiary assuming we had elected REIT status and the TRS leases were in place as of January 1, 2004. The pro forma income tax benefit consists of the pro forma income tax benefit of Bloodstone TRS, Inc. for the fiscal year ended December 31, 2004 calculated based on the actual 2004 operating results of following:

The initial hotel portfolio

The acquisition of the Capital Hotel Investment Portfolio

The acquisition of the Vail Marriott Mountain Resort & Spa

The acquisition of the Oak Brook Hills Marriott Resort

The acquisition of the Orlando Airport Marriott

The income tax benefit resulted from the application of our TRS historical effective income tax rate to Bloodstone TRS, Inc.'s \$18.3 million pro forma pre-tax loss for the fiscal year ended December 31, 2004. The pro forma pre-tax loss of Bloodstone TRS, Inc. was calculated by applying the actual individual hotel TRS lease terms to actual fiscal year 2004 operating results of the initial seven hotels, the Capital Hotel Investment Portfolio, the Vail Marriott Mountain Resort & Spa and the Oak Brook Hills Marriott Resort. Our TRS leases are required to be market leases as if entered between unrelated third parties. The TRS lease rental terms are established based on anticipated, rather than historical, future operating performance of the hotels. We believe that the TRS leases will provide the TRS adequate cash flow to sustain future operations.

In addition, the pro forma income tax benefit includes the impact of a \$178,799 pro forma income tax provision related to USVI income taxes relating to the income of the Frenchman's Reef & Morning Star Marriott Beach Resort.

We concluded that it is more likely than not that the pro forma deferred tax asset will be realizable based on Bloodstone TRS, Inc. projected future earnings. Accordingly, no valuation allowance has been applied in determining the pro forma income tax benefit for 2004.

**L** Reflects the adjustment to reflect interest expense incurred for mortgage debt related to the initial seven hotels, the Capital Hotel Investment Portfolio, the Frenchman's Reef & Morning Star Marriott Beach Resort, and the Orlando Airport Marriott and \$12 million of draws under the \$75 million senior secured credit facility. The debt relating to the acquisition of the Bethesda Marriott Suites was assumed at above market terms. We recorded a debt premium to adjust this debt to market terms at the acquisition date. The amortization of the debt premium reduces interest expense.

**M** Reflects the adjustment to reduce interest expense for \$2,659,336 of interest and deferred financing cost amortization of the mortgage debt related to the Torrance Marriott and \$1,113,551 of interest and deferred financing costs amortization of the mortgage debt related to the Lodge at Sonoma, a Renaissance Resort & Spa, all of which was repaid with the proceeds of the offering.

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N The shares used in the basic and diluted earning per share calculation include the following:

|   |            |
|---|------------|
| Common shares outstanding at September 9, 2005              | 50,819,864 |
| Unvested restricted shares held by management and employees | 738,000    |
| IPO share grants held by corporate officers                 | 383,608    |
|   | <hr/>      |
| Total basic and diluted                                     | 51,941,472 |
|   | <hr/>      |

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

**Overview**

We are a real estate hospitality company that owns and acquires upper upscale and upscale hotel properties located primarily in North America. To a lesser extent, we may invest in limited service and extended stay hotel properties in urban locations. We began operations in July 2004 when we completed a private placement of our common stock. We completed our initial public offering on June 1, 2005.

We conduct substantially all of our operations through DiamondRock Hospitality Limited Partnership, our operating partnership. We are the sole general partner of our operating partnership and as a result we control the operating partnership. At present, we own 100% of the partnership units either directly or through our wholly owned subsidiary, DiamondRock Hospitality, LLC.

We elected to be treated as a self-advised REIT, effective January 1, 2005. For us to qualify as a REIT, we cannot operate our hotel properties. Therefore, our operating partnership and its subsidiaries lease our hotel properties to our TRS lessees, who in turn must engage one or more eligible independent contractors to manage our hotel properties. The leases generally provide for a fixed annual base rent plus percentage rent and certain other additional charges. We have entered into hotel management agreements with Marriott for all of our current hotel properties, except for the hotel management agreement relating to the Vail Marriott Mountain Resort & Spa, which is subject to a franchise agreement with Marriott and managed by Vail Resorts. Our TRS lessees are consolidated into our financial statements for accounting purposes. However, because both our operating partnership and our TRS lessees are controlled by us, our principal source of funds on a consolidated basis come from the operations of our hotels properties. The earnings of our TRS lessees are subject to federal and state income tax similar to the tax assessed on other C corporations; such tax reduces our funds from operations and the cash available for distribution to our stockholders.

**Industry Trends and Outlook**

We believe the hotel industry, as a whole, is continuing to recover from a pronounced downturn that occurred over the three-year period from 2001-2003. This recovery has been, and we expect it to continue to be, primarily driven by increased demand for hotel rooms as compared to increases in hotel room supply. According to Smith Travel Research, Inc., demand for hotel rooms, measured by total rooms sold, increased by 0.3% in 2002, 1.5% in 2003 and 4.7% in 2004 and is projected to increase by 4.0% in 2005. By comparison, hotel room supply grew by 1.6% in 2002, 1.2% in 2003 and 1.0% in 2004 and is projected to increase by 1.2% in 2005 as compared to its past 15-year historical annual average of 2.1%. As a result, we expect that sustained growth in demand and lower growth in supply will result in continued improvement of hotel industry fundamentals. Specifically, according to Smith Travel Research, Inc.:

Occupancy increased 3.7% in 2004 and is projected to increase by 2.8% in 2005;

Average daily rate, or ADR, increased by 4% in 2004 and is projected to increase by 4.2% in 2005; and

RevPAR increased by 7.8% in 2004 and is projected to increase by 7.1% in 2005.

While we believe the trends in room demand and growth supply will result in continued improvement in hotel industry fundamentals, we cannot assure you that these trends will continue. The trends discussed above may not continue for any number of reasons, including an economic slowdown and world events outside of our control, such as terrorism. In the past, these events have adversely affected the hotel industry and if these events reoccur, they may adversely affect the industry in the future.

**Key Indicators of Financial Condition and Operating Performance**

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

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Occupancy percentage;

ADR;

RevPAR;

Adjusted Hotel EBITDA Margin;

EBITDA; and

FFO.

Occupancy, ADR and RevPAR are commonly used measures within the hotel industry to evaluate operating performance. ADR and RevPAR include only room revenue. Room revenue comprised approximately 68% of our total revenues for the period from January 1, 2005 to September 9, 2005, and is dictated by demand, as measured by occupancy percentage, pricing, as measured by ADR, and our available supply of hotel rooms. RevPAR, which is calculated as the product of ADR and occupancy percentage, is another important statistic for monitoring operating performance at the individual hotel level and across our business as a whole. We evaluate individual hotel RevPAR performance on an absolute basis with comparisons to budget and prior periods, as well as on a company-wide and regional basis.

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

We also use EBITDA, Adjusted Hotel EBITDA Margin and FFO as measures of the financial performance of our business. See Non-GAAP Financial Matters.

As of September 9, 2005 we owned the following fourteen hotel properties:

| Property  | Location                        | Number of Rooms |
|---|---------------------------------|-----------------|
| Courtyard Manhattan/ Midtown East                     | New York, New York              | 307             |
| Torrance Marriott                                     | Los Angeles County, California  | 487             |
| Salt Lake City Marriott Downtown                      | Salt Lake City, Utah            | 510             |
| Marriott Griffin Gate Resort                          | Lexington, Kentucky             | 408             |
| Bethesda Marriott Suites                              | Bethesda, Maryland              | 274             |
| Courtyard Manhattan/ Fifth Avenue                     | New York, New York              | 185             |
| The Lodge at Sonoma, a Renaissance Resort & Spa       | Sonoma, California              | 182             |
| Renaissance Worthington                               | Fort Worth, Texas               | 504             |
| Marriott Atlanta Alpharetta                           | Atlanta, Georgia                | 318             |
| Frenchman's Reef & Morning Star Marriott Beach Resort | St. Thomas, U.S. Virgin Islands | 504             |
| Marriott Los Angeles Airport                          | Los Angeles, California         | 1,004           |
| Vail Marriott Mountain Resort & Spa                   | Vail, Colorado                  | 346             |
| SpringHill Suites Buckhead                            | Buckhead, Georgia               | 220             |
| Oak Brook Hills Marriott Resort                       | Oak Brook, Illinois             | 384             |
| <b>TOTAL</b>  |                                 | <b>5,633</b>    |

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Significant highlights for the Fiscal Quarter ended September 9, 2005 and subsequent period are as follows:

Completed the acquisition of the Vail Marriott on June 24, 2005.

Paid shareholders of record on June 17, 2005 a cash dividend of \$0.0326 per share on June 28, 2005.

Completed the acquisition of a portfolio of four hotels (Renaissance Worthington Hotel, Marriott Atlanta Alpharetta, Frenchman s Reef & Morning Star Marriott Beach Resort and Marriott Los Angeles Airport) from affiliates of Capital Hotel Investments, LLC on June 23, 2005.

Closed on mortgage debt of \$82.6 million and \$57.4 million, respectively, on the Marriott Los Angeles Airport and Renaissance Worthington Hotel, respectively, on June 23, 2005.

Closed on a \$75 million senior secured revolving credit facility on July 8, 2005, which may be increased to \$250 million subject to lender approval.

Completed the acquisition of the SpringHill Suites Buckhead on July 22, 2005.

Completed the acquisition of the Oak Brook Hills Resort & Conference Center on July 29, 2005.

Drew \$5 million under the senior secured credit facility on July 29, 2005.

Closed on \$62.5 million mortgage debt on the Frenchman s Reef & Morning Star Marriott Beach Resort on July 29, 2005.

Paid shareholders of record on September 9, 2005 a cash dividend of \$0.1725 per share on September 27, 2005.

### Results of Operations

#### *Fiscal Quarter Ended September 9, 2005*

As of September 9, 2005, we owned fourteen hotel properties. Our total assets were \$890.9 million as of September 9, 2005. Total liabilities were \$420.6 million as of September 9, 2005, including \$366.0 million of debt. Shareholders' equity was approximately \$470.3 million as of September 9, 2005. Our net income for the fiscal quarter ended September 9, 2005 was \$2.2 million. We acquired eight of our fourteen hotel properties during the period from January 1, 2005 to September 9, 2005. Accordingly, the current period results are not comparable to the results for the corresponding period in 2004. Furthermore, the results of operations for the fiscal quarter ended September 9, 2005 were negatively impacted by the renovation of the Courtyard Manhattan Fifth Avenue as compared to the pro forma fiscal quarter ended September 10, 2004.

**Revenue.** Our revenues totaled \$65.4 million for the fiscal quarter ended September 9, 2005. Revenue consists primarily of the room, food and beverage and other revenues from our hotel properties. Revenues for the fiscal quarter ended September 9, 2005 consists of the following:

|                   |               |
|-------------------|---------------|
| Rooms             | \$ 43,007,699 |
| Food and beverage | 17,607,225    |
| Other             | 4,792,077     |
|                   | <hr/>         |
| Total revenues    | \$ 65,407,001 |
|                   | <hr/>         |

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Individual hotel revenues for the fiscal quarter ended September 9, 2005 consisted of the following (in millions):

| Property  | Revenues       |
|---|----------------|
| Courtyard Manhattan / Midtown East                    | \$ 5.0         |
| Torrance Marriott                                     | 5.0            |
| Salt Lake City Marriott Downtown                      | 5.4            |
| Marriott Griffin Gate Resort                          | 5.8            |
| Bethesda Marriott Suites                              | 3.8            |
| Courtyard Manhattan/ Fifth Avenue                     | 1.6            |
| The Lodge at Sonoma, a Renaissance Resort & Spa       | 4.6            |
| Renaissance Worthington                               | 6.5            |
| Marriott Atlanta Alpharetta                           | 2.8            |
| Frenchman s Reef & Morning Star Marriott Beach Resort | 7.4            |
| Marriott Los Angeles Airport                          | 10.6           |
| Vail Marriott Mountain Resort & Spa                   | 3.3            |
| SpringHill Suites Buckhead                            | 0.5            |
| Oak Brook Hills Resort & Conference Center            | 3.1            |
| <b>Total</b>  | <b>\$ 65.4</b> |

The following pro forma key hotel operating statistics for our properties for the quarters ended September 9, 2005 and September 10, 2004 exclude the Buckhead SpringHill Suites because this hotel was newly built and opened on July 1, 2005. The pro forma hotel operating statistics presented below include the results of operations of the hotels under previous ownership.

|             | Fiscal Quarter<br>Ended<br>September 9, 2005 | Fiscal Quarter<br>Ended<br>September 10, 2004 | % Change              |
|-------------|--|---|-----------------------|
| Occupancy % | 76.4%  | 75.5%   | 0.9 percentage points |
| ADR         | \$ 133.84                                    | \$ 125.59                                     | 6.6%                  |
| RevPAR      | \$ 102.31                                    | \$ 94.87                                      | 7.8%                  |

Individual hotel pro forma RevPAR for the fiscal quarters ended September 9, 2005 and September 10, 2004 is as follows:

| Property  | Fiscal Quarter<br>Ended<br>September 9,<br>2005 | Fiscal Quarter<br>Ended<br>September 10,<br>2004 |
|---|---|--|
| Courtyard Manhattan / Midtown East                    | \$ 186.25                                       | \$ 166.09  |
| Torrance Marriott                                     | 86.96   | 81.66  |
| Salt Lake City Marriott Downtown                      | 89.12   | 82.40  |
| Marriott Griffin Gate Resort                          | 82.76   | 82.32  |
| Bethesda Marriott Suites                              | 122.77  | 112.20   |
| Courtyard Manhattan / Fifth Avenue                    | 146.92  | 122.14   |
| The Lodge at Sonoma, a Renaissance Resort & Spa       | 185.62  | 158.34   |
| Renaissance Worthington                               | 105.20  | 92.30  |
| Marriott Atlanta Alpharetta                           | 76.44   | 70.88  |
| Frenchman s Reef & Morning Star Marriott Beach Resort | 131.50  | 114.17   |
| Marriott Los Angeles Airport                          | 80.86   | 75.90  |
| Vail Marriott Mountain Resort & Spa                   | 82.97   | 92.18  |
| Oak Brook Hills Marriott Resort                       | 72.51   | 68.32  |
| <b>Total Excluding SpringHill Suites Buckhead</b>     | <b>\$ 102.31</b>                                | <b>\$ 94.87</b>                                  |
| SpringHill Suites Buckhead (1)                        | \$ 38.34  | \$   |
| <b>Total Including SpringHill Suites Buckhead</b>     | <b>\$ 100.81</b>                                | <b>\$ 94.87</b>                                  |

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|  |    |        |    |       |
|--|----|--------|----|-------|
| Total Excluding SpringHill Suites Buckhead and Oak Brook (1) (2) | \$ | 104.29 | \$ | 96.34 |
|--|----|--------|----|-------|

- 
- (1) Buckhead SpringHill Suites was newly built and commenced operations on July 1, 2005. There are no comparable statistics for 2004.
- (2) The Oak Brook Hills Marriott Resort is excluded as we excluded the results in certain guidance provided when we released second quarter financial results. At that time, we had not completed our audit of the property and the hotel was undergoing brand conversion.

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*Hotel operating expenses.* Our hotel operating expenses totaled \$51.6 million for the fiscal quarter ended September 9, 2005. Hotel operating expenses consist primarily of operating expenses of the hotels, including approximately \$1.7 million of non-cash ground rent expense. The operating expenses for the fiscal quarter ending September 9, 2005 consist of the following (in millions):

|   |         |
|---|---------|
| Rooms departmental expenses             | \$ 10.9 |
| Food and beverage departmental expenses | 13.7    |
| Other hotel departmental expenses       | 3.0     |
| Other hotel expenses                    | 18.0    |
| Base management fees                    | 2.0     |
| Incentive management fees               | 0.2     |
| Property taxes                          | 1.7     |
| Ground rent Contractual                 | 0.4     |
| Ground rent Non-Cash                    | 1.7     |
| Other                                   |         |
|   | <hr/>   |
| Total operating expenses                | \$ 51.6 |

We believe Hotel Adjusted EBITDA margins are useful to an investor in evaluating the operating performance of our hotels because it helps investors evaluate and compare the results of hotel operations from period to period by removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization) from our operating margins. Hotel Adjusted EBITDA Margin represents hotel net income (loss) excluding: (1) interest expense; (2) income taxes; (3) depreciation and amortization; (4) non-cash ground rent expense incurred by the hotel due to the straight lining of the rent from our ground lease obligations; and (5) non-cash amortization of our favorable lease asset divided by total hotel revenues. Individual hotel pro forma Hotel Adjusted EBITDA Margins for the fiscal quarters ended September 9, 2005 and September 10, 2004 are as follows:

| Property   | Fiscal Quarter<br>Ended<br>September 9,<br>2005 | Fiscal Quarter<br>Ended<br>September 10,<br>2004 |
|--|---|--|
| Courtyard Manhattan / Midtown East                               | 34.9%   | 31.4%  |
| Torrance Marriott  | 25.9%   | 24.2%  |
| Salt Lake City Marriott Downtown                                 | 29.7%   | 25.2%  |
| Marriott Griffin Gate Resort                                     | 23.7%   | 25.5%  |
| Bethesda Marriott Suites   | 27.1%   | 28.3%  |
| Courtyard Manhattan / Fifth Avenue(3)                            | (1.5)%  | 17.5%  |
| The Lodge at Sonoma, a Renaissance Resort & Spa                  | 26.1%   | 27.7%  |
| Renaissance Worthington  | 14.0%   | 13.8%  |
| Marriott Atlanta Alpharetta                                      | 26.7%   | 27.5%  |
| Frenchman s Reef & Morning Star Marriott Beach Resort            | 16.1%   | 8.3%   |
| Marriott Los Angeles Airport                                     | 25.2%   | 22.2%  |
| Vail Marriott Mountain Resort & Spa                              | 10.5%   | 17.3%  |
| Oak Brook Hills Marriott Resort                                  | 24.9%   | 26.2%  |
|  | <hr/>   | <hr/>  |
| Total Excluding SpringHill Suites Buckhead                       | 22.5%   | 21.9%  |
|  | <hr/>   | <hr/>  |
| SpringHill Suites Buckhead (1)                                   | 32.6%   |  |
|  | <hr/>   | <hr/>  |
| Total Including SpringHill Suites Buckhead                       | 22.6%   | 21.9%  |
|  | <hr/>   | <hr/>  |
| Total Excluding SpringHill Suites Buckhead and Oak Brook (1) (2) | 22.3%   | 21.1%  |

- (1) Buckhead SpringHill Suites was newly built and commenced operations on July 1, 2005. There are no comparable statistics for 2004.
- (2) The Oak Brook Hills Marriott Resort is excluded as we excluded the results in certain guidance provided when we released second quarter financial results. At that time, we had not completed our audit of the property and the hotel was undergoing brand conversion.
- (3) The hotel was under renovation during the fiscal quarter ended September 9, 2005.



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*Depreciation and amortization.* Our depreciation and amortization expense totaled \$7.4 million for the fiscal quarter ended September 9, 2005. Depreciation and amortization is recorded on our hotel buildings over 40 years for the periods subsequent to acquisition. Depreciable lives of hotel furniture, fixtures and equipment are estimated as the time period between the acquisition date and the date that the hotel furniture, fixtures and equipment will be replaced. The furniture, fixtures and equipment depreciable lives are approximately one year for the Courtyard Midtown East, the Courtyard Fifth Avenue and the Bethesda Marriott Suites because these hotels will and/or have undergone significant renovations within a short time period subsequent to acquisition.

*Corporate expenses.* Our corporate expenses totaled \$2.5 million for the fiscal quarter ended September 9, 2005. Corporate expenses principally consist of employee related costs, including base payroll, bonus and restricted stock. Corporate expenses also include organizational costs, professional fees and directors' fees. We recorded an expense of \$260,000 during the fiscal quarter ended September 9, 2005 as a result of our termination of a potential acquisition during the fiscal quarter. This expense consists of the write off of previously capitalized third party transaction costs of approximately \$332,000, partially offset by a \$72,000 foreign exchange gain recorded upon the refund of the acquisition deposit held in a foreign currency. Subsequent to September 9, 2005, we received approximately \$34,000 from the sale of certain due diligence materials related to the terminated acquisition. The proceeds from the sale of these materials will be recorded as an offset to the expense during the fourth quarter.

*Interest expense.* Our interest expense totaled \$4.2 million for the fiscal quarter ended September 9, 2005. This interest expense is related to mortgage debt incurred (or in one case assumed) in connection with our acquisition of our hotels (\$4.0 million), amortization of deferred financing costs (\$0.1 million) and interest and unused facility fees on our senior secured credit facility (\$0.1 million). As of September 9, 2005, we had property specific mortgage debt outstanding on eight of our hotels. On seven of the hotels, we have fixed rate secured debt, which bears interest at rates ranging from 5.11% to 7.69% per year. Our weighted average interest rate as of September 9, 2005 was 5.5%. On the eighth hotel, we have variable rate secured debt, the interest of which is based on LIBOR plus a spread. The interest rate as of September 9, 2005 on this mortgage loan was 6.325%. Amounts drawn under the senior secured credit facility also bear interest at a variable rate that fluctuates based on the level of outstanding indebtedness in relation to the value of our assets from time to time. The interest rate on the senior secured credit facility was 5.12% as of September 9, 2005.

*Income taxes.* We recorded a benefit for income taxes of \$1,684,346 for the fiscal quarter ended September 9, 2005 arising from the pre-tax loss generated by our TRS for the fiscal quarter ended September 9, 2005.

### *Period from January 1, 2005 to September 9, 2005*

As of September 9, 2005, we owned fourteen hotel properties. Our total assets were \$890.9 million as of September 9, 2005. Total liabilities were \$420.6 million as of September 9, 2005, including \$366.0 million of debt. Shareholders' equity was approximately \$470.3 million as of September 9, 2005. Our net loss for the period from January 1, 2005 to September 9, 2005 was \$8.9 million. We acquired eight of our fourteen hotel properties during the period from January 1, 2005 to September 9, 2005. Accordingly, the current period results are not comparable to the results for the corresponding period in 2004.

*Revenue.* Our revenues totaled \$125.3 million for the period from January 1, 2005 to September 9, 2005. Revenue consists primarily of the room, food and beverage and other revenues from our hotels. Revenues for the period from January 1, 2005 to September 9, 2005 consists of the following:

|                   |                |
|-------------------|----------------|
| Rooms             | \$ 85,509,567  |
| Food and beverage | 31,812,477     |
| Other             | 7,949,454      |
|                   | <hr/>          |
| Total revenues    | \$ 125,271,498 |
|                   | <hr/>          |

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Individual hotel revenues for the period from January 1, 2005 to September 9, 2005 consisted of the following (in millions):

| Property  | Revenues        |
|---|-----------------|
| Courtyard Manhattan / Midtown East                    | \$ 14.8         |
| Torrance Marriott                                     | 14.9            |
| Salt Lake City Marriott Downtown                      | 16.2            |
| Marriott Griffin Gate Resort                          | 16.1            |
| Bethesda Marriott Suites                              | 11.2            |
| Courtyard Manhattan / Fifth Avenue                    | 6.7             |
| The Lodge at Sonoma, a Renaissance Resort & Spa       | 11.2            |
| Renaissance Worthington                               | 6.5             |
| Marriott Atlanta Alpharetta                           | 2.8             |
| Frenchman s Reef & Morning Star Marriott Beach Resort | 7.4             |
| Marriott Los Angeles Airport                          | 10.6            |
| Vail Marriott Mountain Resort & Spa                   | 3.3             |
| SpringHill Suites Buckhead                            | 0.5             |
| Oak Brook Hills Marriott Resort                       | 3.1             |
| <b>Total</b>  | <b>\$ 125.3</b> |

The following pro forma key hotel operating statistics for our hotel properties for the period from January 1, 2005 to September 9, 2005 and period from January 3, 2004 to September 10, 2004 excludes the Buckhead SpringHill Suites due to the fact that this hotel was newly built and opened on July 1, 2005. The pro forma hotel operating statistics presented below include the results of operations of the hotels under previous ownership.

|             | Period from<br>January 1, 2005<br>to September 9,<br>2005 | Period from<br>January 3, 2004<br>to September 10,<br>2004 | % Change                 |
|-------------|---|--|--------------------------|
| Occupancy % | 74.4%   | 73.2%  | 1.2 percentage<br>points |
| ADR         | \$ 143.38   | \$ 132.55  | 8.2%                     |
| RevPAR      | \$ 106.65   | \$ 96.97   | 10.0%                    |

Individual hotel RevPAR for the periods from January 1, 2005 to September 9, 2005 and January 3, 2004 to September 10, 2004, respectively, is as follows:

| Property  | Period from<br>January 1, 2005<br>to September 9,<br>2005 | Period from<br>January 3, 2004<br>to September 10,<br>2004 |
|---|---|--|
| Courtyard Manhattan / Midtown East                    | \$ 181.31   | \$ 161.36  |
| Torrance Marriott                                     | 84.29   | 77.13  |
| Salt Lake City Marriott Downtown                      | 85.69   | 80.00  |
| Marriott Griffin Gate Resort                          | 77.99   | 73.37  |
| Bethesda Marriott Suites                              | 122.92  | 114.56   |
| Courtyard Manhattan/ Fifth Avenue                     | 155.26  | 112.57   |
| The Lodge at Sonoma, a Renaissance Resort & Spa       | 141.89  | 120.35   |
| Renaissance Worthington                               | 116.50  | 102.81   |
| Marriott Atlanta Alpharetta                           | 80.27   | 73.60  |
| Frenchman s Reef & Morning Star Marriott Beach Resort | 173.81  | 149.38   |
| Marriott Los Angeles Airport                          | 80.37   | 77.21  |
| Vail Marriott Mountain Resort & Spa                   | 127.64  | 123.22   |
| Oak Brook Hills Marriott Resort                       | 62.95   | 59.96  |
| <b>Total Excluding SpringHill Suites Buckhead</b>     | <b>\$ 106.65</b>  | <b>\$ 96.97</b>  |
| SpringHill Suites Buckhead (1)                        | \$ 38.34  | \$   |

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|  |    |        |    |       |
|--|----|--------|----|-------|
| Total Including SpringHill Suites Buckhead                       | \$ | 106.11 | \$ | 96.97 |
| Total Excluding SpringHill Suites Buckhead and Oak Brook (1) (2) | \$ | 110.07 | \$ | 99.72 |

- 
- (1) Buckhead SpringHill Suites was newly built and commenced operations on July 1, 2005. There are no comparable statistics for 2004.
- (2) The Oak Brook Hills Marriott Resort is excluded as we excluded the results in certain guidance provided when we released second quarter financial results. At that time, we had not completed our audit of the property and the hotel was undergoing brand conversion.

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*Hotel operating expenses.* Our hotel operating expenses totaled \$99.4 million for the period from January 1, 2005 to September 9, 2005. Hotel operating expenses consist primarily of operating expenses of our hotels, including approximately \$4.9 million of non-cash ground rent expense. The operating expenses for the period from January 1, 2005 to September 9, 2005 consist of the following (in millions):

|   |           |             |
|---|-----------|-------------|
| Rooms departmental expenses             | \$        | 21.4        |
| Food and beverage departmental expenses |           | 24.4        |
| Other hotel departmental expenses       |           | 5.3         |
| Other hotel expenses                    |           | 33.2        |
| Base management fees                    |           | 4.1         |
| Incentive management fees               |           | 0.2         |
| Property taxes                          |           | 3.8         |
| Ground rent Contractual                 |           | 1.3         |
| Ground rent Non-Cash                    |           | 4.9         |
| Other                                   |           | 0.8         |
| <b>Total operating expenses</b>         | <b>\$</b> | <b>99.4</b> |

We believe Hotel Adjusted EBITDA margins are useful to an investor in evaluating the operating performance of our hotels because it helps investors evaluate and compare the results of hotel operations from period to period by removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization) from our operating margins. Hotel Adjusted EBITDA Margin represents hotel net income (loss) excluding: (1) interest expense; (2) income taxes; (3) depreciation and amortization; (4) non-cash ground rent expense incurred by the hotel due to the straight lining of the rent from our ground lease obligations; and (5) non-cash amortization of our favorable lease asset divided by total hotel revenues. Individual hotel pro forma Hotel Adjusted EBITDA Margins for the periods from January 1, 2005 to September 9, 2005 and January 3, 2004 to September 10, 2004, respectively, are as follows:

| Property   | Period from<br>January 1, 2005<br>to September 9,<br>2005 | Period from<br>January 3, 2004<br>to September 10,<br>2004 |
|--|---|--|
| Courtyard Manhattan / Midtown East                                     | 35.1%   | 31.1%  |
| Torrance Marriott  | 24.6%   | 23.0%  |
| Salt Lake City Marriott Downtown                                       | 26.9%   | 25.7%  |
| Marriott Griffin Gate Resort   | 23.5%   | 22.2%  |
| Bethesda Marriott Suites   | 27.9%   | 28.0%  |
| Courtyard Manhattan / Fifth Avenue                                     | 23.4%   | 11.7%  |
| The Lodge at Sonoma, a Renaissance Resort & Spa                        | 16.0%   | 13.8%  |
| Renaissance Worthington  | 23.4%   | 22.1%  |
| Marriott Atlanta Alpharetta  | 30.3%   | 28.4%  |
| Frenchman s Reef & Morning Star Marriott Beach Resort                  | 28.8%   | 24.5%  |
| Marriott Los Angeles Airport   | 25.3%   | 24.4%  |
| Vail Marriott Mountain Resort & Spa                                    | 29.1%   | 26.4%  |
| Oak Brook Hills Marriott Resort  | 20.6%   | 18.0%  |
| <b>Total Excluding SpringHill Suites Buckhead</b>                      | <b>25.9%</b>  | <b>23.8%</b>   |
| SpringHill Suites Buckhead(1)  | 32.6%   |  |
| <b>Total Including SpringHill Suites Buckhead</b>                      | <b>25.9%</b>  | <b>23.8%</b>   |
| <b>Total Excluding SpringHill Suites Buckhead and Oak Brook(1) (2)</b> | <b>26.4%</b>  | <b>24.1%</b>   |

(1) Buckhead SpringHill Suites was newly built and commenced operations on July 1, 2005. There are no comparable statistics for 2004.

(2) The Oak Brook Hills Marriott Resort is excluded as we excluded the results in certain guidance provided when we released second quarter financial results. At that time, we had not completed our audit of the property and the hotel was undergoing brand conversion.



*Depreciation and amortization.* Our depreciation and amortization expense totaled \$16.1 million for the period from January 1, 2005 to September 9, 2005. Depreciation and amortization is recorded on our hotel buildings over 40 years for the periods subsequent to acquisition. Depreciable lives of hotel furniture, fixtures and equipment are estimated as the time period between the acquisition date and the date that the hotel furniture, fixtures and equipment will be replaced. The furniture, fixtures and equipment depreciable lives are approximately one year for the Courtyard Midtown East, the Courtyard Fifth Avenue and the Bethesda Marriott Suites since these hotels will and/or have undergone significant renovations within a short time period subsequent to acquisition.

*Corporate expenses.* Our corporate expenses totaled \$10.4 million for the period from January 1, 2005 to September 9, 2005. Corporate expenses principally consist of employee related costs, including base payroll, bonus and restricted stock. Corporate expenses also include organizational costs, professional fees and directors' fees. We recorded an expense of \$260,000 during the fiscal quarter ended September 9, 2005 as a result of our termination of a potential acquisition during the fiscal quarter. This expense consists of the write off of previously capitalized third party transaction costs of approximately \$332,000, partially offset by a \$72,000 foreign exchange gain recorded upon the refund of the acquisition deposit held in a foreign currency. Subsequent to September 9, 2005, we received approximately \$34,000 from the sale of certain due diligence materials related to the terminated acquisition. The proceeds from the sale of these materials will be recorded as an offset to the expense during the fourth quarter. In addition, we recorded an expense of \$3,736,250 during the second quarter as a result of our commitment to issue on the fifth anniversary of our initial public offering 382,500 shares of common stock to our executive officers.

*Interest expense.* Our interest expense totaled \$10.6 million for the period from January 1, 2005 to September 9, 2005. This interest expense is related to mortgage debt incurred (or in one case assumed) in connection with our acquisition of our hotels (\$9.4 million), amortization and write off of deferred financing costs (\$1.1 million) and interest and unused facility fees on our senior secured credit facility (\$0.1 million). As of September 9, 2005, we have property specific mortgage debt outstanding on eight of our hotels. On seven of the hotels, we have fixed rate secured debt, which bears interest at rates ranging from 5.11% to 7.69% per year. On the eighth hotel, we have variable rate secured debt, the interest of which is based on LIBOR plus a spread. The interest rate as of September 9, 2005 on this mortgage loan was 6.325%. Our weighted average interest rate as of September 9, 2005 was 5.5%. Amounts drawn under the senior secured credit facility bear interest at a variable rate that fluctuates based on the level of outstanding indebtedness in relation to the value of our assets from time to time. The interest rate as of September 9, 2005 on the senior secured credit facility was 5.12%.

During the second quarter, we repaid the mortgage debt on the Torrance Marriott (\$44 million) and the Lodge at Sonoma, a Renaissance Resort & Spa (\$20 million). In conjunction with the repayment of the mortgage on the Lodge at Sonoma, a Renaissance Resort & Spa, we incurred a prepayment penalty of approximately \$50,000, which is classified as interest expense on the accompanying condensed consolidated statements of operations. In conjunction with the repayment of these mortgages, we wrote off unamortized deferred financing fees of approximately \$655,000, which is classified as interest expense on the accompanying condensed consolidated statements of operations.

*Income taxes.* We recorded a benefit for income taxes of \$1.1 million for the period from January 1, 2005 to September 9, 2005. We recorded an income statement charge of \$1.4 million in the first quarter to reverse a portion of the deferred tax assets recorded in 2004 in connection with our REIT election. This charge was offset by an income tax benefit of \$2.5 million recorded on the pre-tax loss of our TRS for the period from January 1, 2005 to September 9, 2005.

#### **Cash Requirements**

Our short-term liquidity requirements consist primarily of funds necessary to fund future distributions to our stockholders to maintain our REIT status as well as to pay for operating expenses and other expenditures directly associated with our hotel properties, including:

recurring maintenance and capital expenditures necessary to maintain our hotel properties properly; and

interest expense and scheduled principal payments on outstanding indebtedness.

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 secured revolving credit facility.



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

In addition, we intend to utilize various types of debt to finance a portion of the costs of acquiring additional hotel properties. We expect this debt will include long-term, fixed-rate, mortgage loans, variable-rate term loans, and secured revolving lines of credit.

### *Our Senior Secured Revolving Credit Facility*

On July 8, 2005 we entered into a three-year, \$75.0 million senior secured revolving credit facility from Wachovia Bank, National Association, as administrative agent under the credit facility, and Citicorp North America, Inc. and Bank of America, N.A., as co-syndication agents under the credit facility. Our operating partnership is the borrower under the credit facility. The credit facility is guaranteed by substantially all of our material subsidiaries and is secured by first mortgages on certain of our qualifying properties, which make up the borrowing base. The Torrance Marriott and the Vail Marriott Mountain Resort & Spa are the two hotel properties currently comprising the borrowing base. We may add hotels to the borrowing base if certain conditions in the credit facility are met.

We may extend the maturity date of the credit facility for an additional year upon the payment of applicable fees and the satisfaction of certain other conditions, such as the provision of adequate notice, our not defaulting on the terms of the credit facility and the truth of certain representations and warranties in all material respects at the time of extension. We also have the right to increase the amount of the credit facility to \$250.0 million with the lenders' approval.

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

|                   | Leverage Ratio  |              |                |
|-------------------|-----------------|--------------|----------------|
|                   | 70 % or greater | 65 % to 70 % | less than 65 % |
| Prime rate margin | 1.25%           | 1.00%        | 0.75%          |
| LIBOR margin      | 2.00%           | 1.75%        | 1.45%          |

In addition to the interest payable on amounts outstanding under the credit facility, we are required to pay an amount equal to 0.35% of the unused portion of the credit facility.

Our ability to borrow under the credit facility is dependent upon the size of the borrowing base, from time to time. We will be permitted to borrow up to 65% of the lesser of (1) the appraised value of the borrowing base properties or (2) our cost of the borrowing base properties. Included in our cost of the borrowing base properties are renovation costs that we incur following the acquisition of the borrowing base properties. In addition, the net operating income generated by the borrowing base properties, as calculated by Wachovia Bank, National Association, must at all times be greater than 140% of the amount of implied debt service, which is an amount (calculated by Wachovia Bank, National Association), equal to the payment of principal and interest that we would have to pay if we had borrowed such amount under a conventional mortgage loans. Our current borrowing base assets permit us to draw the maximum amount under the senior secured credit facility.

During the fiscal quarter ended September 9, 2005, we made a \$5 million draw under this credit facility. Subsequent to September 9, 2005, we made an additional \$4 million draw on the senior secured credit facility and subsequently repaid \$2 million on this credit facility.

### *Our New Mortgage Financings*

In connection with our acquisition of the Marriott Los Angeles Airport and the Renaissance Worthington, we entered into mortgages that aggregate \$140.0 million. These borrowings consist of an \$82.6 million mortgage on the Marriott Los Angeles Airport and a \$57.4 million mortgage on the Renaissance Worthington. Each loan is secured by a first mortgage lien on the applicable hotel.

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Interest on each of the mortgages is fixed at a rate equal to 5.30%, in the case of the Marriott Los Angeles Airport mortgage debt, and at 5.40%, in the case of the Renaissance Worthington mortgage debt. Until August 11, 2009 with respect to the Renaissance Worthington loan, we will only pay interest. From and after August 11, 2009 with respect to the Renaissance Worthington loan, we will pay interest and principal, with the amount of principal being determined based upon a 30-year amortization schedule. The Marriott Los Angeles Airport loan is interest only for the full term. For each loan, we will be obligated to repay all unpaid principal on July 11, 2015.

Each loan is non-recourse to us, although if we default on our obligations under the loan and upon the occurrence of certain events such as our bankruptcy or in the event we interfere with Wachovia Bank, National Association's exercise of its remedies, the lender may require us to repay the loan. We are required to maintain reserves for taxes and insurance, as well as a reserve for the maintenance and replacement of furniture, fixtures and equipment. In connection with the sale or transfer of either the Marriott Los Angeles Airport or Renaissance Worthington the potential purchaser must meet certain rating agency requirements and we must pay an assumption fee equal to 0.50% of the loan balance, plus costs.

All revenue we receive from each of the Marriott Los Angeles Airport and the Renaissance Worthington will be deposited into a separate bank account under Wachovia Bank, National Association's control. This will enable Wachovia Bank, National Association to ensure that all property expenses and interest expenses are paid in a timely manner. Each month, all excess amounts in each account will be released to us, unless we are in default under the respective loan or the respective property revenues for the preceding twelve months are less than 120% of the interest and principal we owe under the loan during that period.

On July 29, 2005, we closed on mortgage debt on the Marriott Frenchman's Reef & Morning Star Resort. The mortgage debt has a principal balance of \$62.5 million, a term of 10 years, bears interest at 5.44%, and is interest only for the first three years and then amortizes on a 30-year schedule. In conjunction with the closing of the mortgage debt, the lender escrowed \$2.9 million of the loan proceeds to pre-fund certain capital improvements of the Marriott Frenchman's Reef & Morning Star Resort required under the mortgage debt. Subsequent to September 9, 2005, the lender reduced the escrow requirement to \$1.2 million.

### Sources and Uses of Cash

Our principal sources of cash are cash from operations, borrowing under mortgage financings, draws on our senior secured credit facility and the proceeds from our initial public offering. Our principal uses of cash are debt service, asset acquisitions, capital expenditures, operating costs, corporate expenses and dividends.

*Cash Provided by Operations.* Our cash provided by operations was \$10.6 million for the period from January 1, 2005 to September 9, 2005 which is the result of our net loss, adjusted for the impact of several non-cash charges, including \$16.1 million of depreciation, \$4.8 million of non-cash straight line ground rent, \$1.1 million of amortization of deferred financing costs and loan repayment losses, and \$5.6 million of stock grants, offset by working capital changes of \$6.8 million and a \$1.1 non-cash income benefit.

*Cash Used In Investing Activities.* Our cash used in investing activities was \$554.3 million for the period from January 1, 2005 to September 9, 2005. During period from January 1, 2005 to September 9, 2005, we utilized \$530.9 million of cash for the acquisition of the following hotels (in millions):

|                                     |    |       |
|-------------------------------------|----|-------|
| Torrance Marriott                   | \$ | 61.5  |
| Capital Hotel Investments Portfolio |    | 309.5 |
| Vail Marriott                       |    | 60.7  |
| Oak Brook Hills Marriott Resort     |    | 66.1  |
| Buckhead Atlanta SpringHill Suites  |    | 33.1  |
|                                     |    | <hr/> |
| Total                               | \$ | 530.9 |
|                                     |    | <hr/> |

We also incurred normal recurring capital expenditures at our other hotel properties of \$9.6 million for the period from January 1, 2005 to September 9, 2005. In addition, we deposited \$17.7 million of restricted cash in various FF&E escrow accounts in conjunction with the acquisitions of our hotels and received \$4 million of key money related to the Torrance Marriott and the Courtyard Fifth Avenue.

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*Cash Provided by Financing Activities.* Approximately \$476.6 million of cash was provided by financing activities for the period from January 1, 2005 to September 9, 2005. The cash provided by financing activities primarily consists of \$291.8 million of proceeds from the sale of 29.8 million shares of common stock in our initial public offering, offset by the \$3.2 million of offering costs, \$246.5 million of proceeds from mortgage debt of the Torrance Marriott (\$44 million), the Los Angeles Marriott (\$82.6 million), the Worthington Renaissance (\$57.4 million) and the Frenchman s Reef Marriott & Morning Star Resort (\$62.5 million), and proceeds from a \$5 million draw under the senior secured credit facility. The cash provided by financing activities was offset by the \$56.9 million repayment of the secured debt incurred at the Lodge at Sonoma, a Renaissance Resort and Spa and the Torrance Marriott in June 2005, \$2.7 million of financing costs paid during the period, \$2.1 million of scheduled debt principal payments and \$1.7 million of dividends.

The following table summarizes our significant financing activities since the beginning of 2005:

| Transaction Date   | Description of Transaction                                   | Amount         |
|--------------------|--|----------------|
| January 13, 2005   | Proceeds from Torrance Marriott mortgage                     | \$ 44 million  |
| June 1, 2005       | Proceeds from initial public offering, net of offering costs | 288.6 million  |
| June 2, 2005       | Repayment of Torrance Marriott mortgage, net                 | (36.9 million) |
| June 16, 2005      | Repayment of Lodge at Sonoma mortgage                        | (20.0 million) |
| June 23, 2005      | Proceeds from LAX and Worthington mortgages                  | 140.0 million  |
| June 28, 2005      | Payment of second quarter dividends                          | (1.7 million)  |
| July 29, 2005      | Proceeds from Frenchman s Reef mortgage                      | 62.5 million   |
| July 29, 2005      | Draw under senior secured credit facility                    | 5.0 million    |
| September 26, 2005 | Draw under senior secured credit facility                    | 4.0 million    |
| September 30, 2005 | Repayment of senior secured credit facility                  | (2.0 million)  |
| September 27, 2005 | Payment of third quarter dividends                           | (8.9 million)  |

### Dividend Policy

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

90% of our REIT taxable income determined without regard to the dividends paid deduction, plus;

90% of the excess of our net income from foreclosure property over the tax imposed on such income by the Code, minus;

any excess non-cash income.

Our Board of Directors declared a dividend of \$0.0326 per share that was paid on June 28, 2005 to shareholders of record as of June 17, 2005. During the third fiscal quarter our Board of Directors declared a cash dividend of \$0.1725 per share for our common stock. The dividend was paid on September 27, 2005 to stockholders of record as of September 9, 2005. Additionally, we intend to pay a quarterly distribution of \$0.1725 per share to our stockholders of record at the end of the fourth quarter of 2005, subject to Board of Director approval.

### Capital Expenditures

The management agreements for each of our hotels provide for the establishment of separate property improvement funds to cover, among other things, the cost of replacing and repairing furniture and fixtures at the hotel. Contributions to the property improvement fund are calculated as a percentage of sales at the hotel. In addition, we may be required to pay for the cost of certain additional improvements that are not permitted to be funded from the property improvement fund under the applicable management agreement. As of September 9, 2005, we have set aside \$33 million for capital projects in property improvement funds (\$24.9 million) and lender held restricted cash (\$8.1 million). Funds held in property improvement funds for one hotel are not permitted to be applied to any other property.

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We have a number of significant capital projects currently planned or underway. A description of the significant capital projects is as follows:

We substantially completed the renovation of the Courtyard Manhattan/Fifth Avenue during the fiscal quarter ended September 9, 2005 for a total cost of approximately \$6.1 million. The project consisted of the renovation of the hotel guestrooms and public space. The renovation was funded with \$4.1 million of cash that we pre-funded into the hotel's property improvement fund at acquisition and \$2 million of additional owner funding.

We substantially completed the renovation of the Marriott Griffin Gate Resort during the period from January 1, 2005 to September 9, 2005 for a total cost of approximately \$2.9 million. The project consisted of the renovation of the hotel ballroom, corridors and public space. The renovation was funded with \$3.0 million of cash that we pre-funded into the hotel's property improvement fund at acquisition.

We currently are completing the \$4.0 million renovation of the Marriott Los Angeles Airport. The project will consist of the renovation of the hotel ballroom, conversion of a food outlet to a junior ballroom and renovation of the hotel bar. The renovation will be funded from existing cash in the hotel's property improvement fund.

We currently are completing the \$1.8 million renovation of the Frenchman's Reef & Morning Star Marriott Beach Resort. The project will consist of the replacement of case goods in a portion of the guestrooms. The renovation will be funded from existing cash in the hotel's property improvement fund.

We currently are planning the \$13 million renovation of the Torrance Marriott. The renovation is currently scheduled to be completed during the 2005 fourth quarter and the first half of 2006. The project will consist of the renovation of the hotel guestroom soft goods and bathrooms, renovation of the hotel's main ballroom and meeting rooms, renovation of the hotel lobby and conversion of a food and beverage outlet to meeting space. The renovation will be funded with \$3 million of cash that we pre-funded into the hotel's property improvement fund at acquisition, \$7 million of additional owner funding and the balance from future FF&E escrow contributions. Previously, we pre-funded approximately \$7 million into a lender held escrow account in conjunction with the secured mortgage debt of the Torrance Marriott. This cash was applied against the principal balance when the mortgage debt was repaid in June 2005.

We currently are planning the \$5 million renovation of the Bethesda Marriott Suites. The renovation is currently scheduled to be completed during the 2006 first quarter. The project will consist of the renovation of the hotel guest suites. The renovation will be funded with \$1 million of cash held in the hotel's property improvement fund and \$4 million of additional owner funding.

We intend to complete a \$4.7 million renovation of the Courtyard Manhattan/Midtown East during the first quarter of 2006. The project will consist of the renovation of the hotel guestrooms, renovation of the hotel lobby, renovation of the hotel restaurant and meeting space. The renovation will be funded with \$4.5 million of cash that we pre-funded into the hotel's property improvement fund at acquisition and cash held in the hotel's property improvement fund.

We have committed to significantly renovate the Oak Brook Hills Marriott Resort during the 2006 and 2007 winter off-seasons. Significant renovations include the hotel guestrooms and bathrooms, the hotel main ballroom and meeting rooms and the hotel lobby. This work will be funded through a combination of continued contributions to the hotel's property improvement fund and owner fundings.

In addition, we are currently evaluating significant renovation projects at the Marriott Los Angeles Airport, Frenchman's Reef & Morning Star Marriott Beach Resort and the Vail Marriott Mountain Resort & Spa. In particular, we have been planning a major rooms renovation at the Marriott Los Angeles Airport in 2007; however we are currently reviewing the return on investment of accelerating that renovation to 2006, but we have not yet made a final decision. At the Vail Marriott Mountain Resort & Spa we are evaluating a major renovation of the ballrooms and at Frenchman's Reef & Morning Star Marriott Beach Resort we are evaluating a renovation of certain guestrooms and balconies.

We are still in the process of finalizing the scope and budget of the various 2006 renovation projects for all of our hotels. We anticipate that the projects will be funded with a combination of cash held in hotel property improvement funds and owner fundings.

**Off-Balance Sheet Arrangements**

We lease the land underlying the Bethesda Marriott Suites and the Courtyard Manhattan/Fifth Avenue pursuant to ground leases that provide for ground lease rental payments that are stipulated in the ground leases and increase in pre-established amounts over the remaining terms of the leases. We lease the land underlying the Salt Lake City Marriott Downtown pursuant to a ground lease that provides for ground lease payments that are calculated based on a percentage of gross revenues. We record the future minimum ground rent payments on the Bethesda Marriott Suites and the Courtyard Manhattan/Fifth Avenue on a straight-line basis as required by U.S. generally accepted accounting principles. We also lease the ground under the Marriott Griffin Gate Resort golf course, the Oak Brook Hills Marriott Resort golf course, the ground under a portion of the Worthington Renaissance and the ground under a portion of the Salt Lake City Marriott Downtown ballroom not covered by the main ground lease underlying the hotel.

**Non-GAAP Financial Matters**

We use the following three non-GAAP financial measures that we believe are useful to investors as key measures of our operating performance: (1) EBITDA, (2) FFO and (3) Hotel Adjusted EBITDA Margin.

EBITDA represents net income (loss) excluding: (1) interest expense; (2) provision for income taxes, including income taxes applicable to sale of assets; and (3) depreciation and amortization. We believe EBITDA is useful to an investor in evaluating our operating performance because it helps investors evaluate and compare the results of our operations from period to period by removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization) from our operating results. We also use EBITDA as one measure in determining the value of hotel acquisitions and dispositions.

|                               | <b>Fiscal Quarter<br/>Ended<br/>September 9, 2005</b> | <b>Period from<br/>January 1, 2005 to<br/>September 9, 2005</b> | <b>Period from<br/>May 6, 2004<br/>(Incorporation) to<br/>September 10, 2004</b> |
|-------------------------------|---|---|--|
| Net income (loss)             | \$ 2,196,468  | \$ (8,889,598)  | \$ (720,273)   |
| Interest expense              | 4,156,249   | 10,640,988  |  |
| Income tax benefit            | (1,684,346)   | (1,125,499)   | (552,294)  |
| Depreciation and amortization | 7,369,396   | 16,072,526  | 9,168  |
| <b>EBITDA</b>                 | <b>\$ 12,037,767</b>                                  | <b>\$ 16,698,417</b>  | <b>\$ (1,263,399)</b>  |

We compute FFO in accordance with standards established by NAREIT, which defines FFO as net income (loss) (determined in accordance with GAAP), excluding gains (losses) from sales of property, plus depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures (which are calculated to reflect FFO on the same basis). We believe that the presentation of FFO provides useful information to investors regarding our operating performance because it is a measure of our operations without regard to specified non-cash items, such as real estate depreciation and amortization and gain or loss on sale of assets. We also use FFO as one measure in determining our results after taking into account the impact of our capital structure.

|   | <b>Fiscal Quarter<br/>Ended<br/>September 9, 2005</b> | <b>Period from<br/>January 1, 2005 to<br/>September 9, 2005</b> | <b>Period from<br/>May 6, 2004<br/>(Incorporation) to<br/>September 10, 2004</b> |
|---|---|---|--|
| Net income (loss)                                 | \$ 2,196,468  | \$ (8,889,598)  | \$ (720,273)   |
| Real estate related depreciation and amortization | 7,369,396   | 16,072,526  | 9,168  |
| <b>FFO</b>  | <b>\$ 9,565,864</b>                                   | <b>\$ 7,182,928</b>   | <b>\$ (711,105)</b>  |

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We believe Hotel Adjusted EBITDA Margins are useful to an investor in evaluating the operating performance of our hotels because it helps investors evaluate and compare the results of hotel operations from period to period by removing the impact of our capital structure (primarily interest expense) and our asset base (primarily depreciation and amortization) from our operating margins. Hotel Adjusted EBITDA Margin represents hotel net income (loss) excluding: (1) interest expense; (2) income taxes; (3) depreciation and amortization; (4) non-cash ground rent expense incurred by the hotel due to the straight lining of the rent from our ground lease obligations; and (5) non-cash amortization of our favorable lease asset divided by total hotel revenues. The pro forma hotel operating statistics presented below include the results of operations of the hotels under previous ownership.

|                                     | Fiscal Quarter<br>Ended<br>September 9, 2005 | Fiscal Quarter<br>Ended<br>September 10, 2004(1) | Period from<br>January 1, 2005 to<br>September 9, 2005 | Period from<br>January 3, 2004 to<br>September 10, 2004 (1) |
|-------------------------------------|--|--|--|---|
| Total revenues                      | \$ 65,407,001                                | \$ 68,265,825                                    | \$ 125,271,498   | \$ 210,289,146  |
| Hotel operating expenses            | 51,570,548                                   | 55,115,445                                       | 99,388,483   | 165,435,239   |
| Less: Non-cash ground rent          | (1,796,749)                                  | (1,796,749)                                      | (5,253,431)  | (5,253,431)   |
| Pro Forma adjustment(1)             | 851,220                                      |  | (1,308,872)  |   |
| <b>Hotel Adjusted EBITDA</b>        | <b>\$ 50,625,019</b>                         | <b>\$ 53,318,696</b>                             | <b>\$ 92,826,180</b>                                   | <b>\$ 160,181,808</b>                                       |
| <b>Hotel Adjusted EBITDA Margin</b> | <b>22.6%</b>                                 | <b>21.9%</b>                                     | <b>25.9%</b>   | <b>23.8%</b>  |

(1) Financial information is presented on a pro forma basis and includes the results of operations of the hotels under previous ownership.

### Critical Accounting Policies

Our consolidated financial statements include the accounts of DiamondRock Hospitality Company and all consolidated subsidiaries. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported 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 materially from these estimates. We evaluate our estimates and judgments, including those related to the impairment of long-lived assets, on an ongoing basis. We base our estimates on experience and on various other assumptions that are believed to be reasonable under the circumstances. All of our significant accounting policies are disclosed in the notes to our consolidated financial statements. The following represent certain critical accounting policies that require us to exercise our business judgment or make significant estimates:

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

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

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

*Stock-based Compensation.* We account for stock-based employee compensation using the fair value based method of accounting described in Statement of Financial Accounting Standards No. 123, *Accounting for Stock-based Compensation*. For share grants, total compensation expense is based on the price of our stock at the grant date. Compensation expense is recorded ratably over the vesting period, if any.

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

## **Inflation**

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

## **Seasonality**

The operations of hotel properties historically have been seasonal depending on location, and accordingly, we expect some seasonality in our business.

## **Qualitative Disclosure about Market Risk**

Market risk includes risks that arise from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market sensitive instruments. In pursuing our business strategies, the primary market risk to which we are currently exposed, and which we expect to be exposed to in the future, is interest rate risk. Some of our outstanding debt has a variable interest rate. We use interest rate caps to manage our interest rate risks relating to our variable rate mortgage debt. Our total outstanding debt at September 9, 2005 was approximately \$366.0 million, of which approximately \$28 million or 7.7% was variable rate debt. If market rates of interest on our variable debt were to increase by 1.0%, or approximately 100 basis points, the increase in interest expense on our variable debt would decrease future earnings and cash flows by approximately \$280,000 annually. On the other hand, if market rates of interest on our variable rate were to decrease by one percentage point, or approximately 100 basis points, the decrease in interest expense on our variable rate debt would increase future earnings and cash flow by approximately \$280,000. As of September 9, 2005, the fair value of the fixed rate debt approximates book value.